



CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED

資本界金控集團有限公司

(formerly known as China Investment Development Limited)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

2023

Interim Report



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

CHAN Cheong Yee

CHAN Yiu Pun Clement

Non-executive Directors

HAN Zhenghai (*Chairman of the Board*)

DENG Dongping

LIU Lihan (*Resigned on 6 October 2023*)

ZHU Zhikun

LYU Ping

MO Xiuping

GE Zhifu

(*Appointed on 6 October 2023*)

Independent Non-executive Directors

MO Li

SHI Zhu

CHEN Shunqing

DING Jiasheng

(*Appointed on 26 September 2023*)

AUDIT COMMITTEE

CHEN Shunqing (*Chairman*)

MO Li

SHI Zhu

REMUNERATION COMMITTEE

MO Li (*Chairman*)

HAN Zhenghai

CHEN Shunqing

SHI Zhu

NOMINATION COMMITTEE

HAN Zhenghai (*Chairman*)

MO Li

CHEN Shunqing

SHI Zhu

RISK MANAGEMENT COMMITTEE

CHAN Cheong Yee (*Chairman*)

MO Li

CHEN Shunqing

SHI Zhu

INVESTMENT MANAGER

Evergrande Securities (HK) Ltd.

COMPANY SECRETARY

HO Wing Yan

(*Resigned on 30 November 2023*)

WONG Shiu Wah Williamson

AUTHORISED REPRESENTATIVES

HAN Zhenghai

CHEN Shunqing

PRINCIPAL BANKERS

China Citic Bank International Limited

Bank of Communications

AUDITORS

Fan, Chan & Co., Limited

Certified Public Accountants

PRINCIPAL SHARE REGISTRAR

MUFG Fund Service (Bermuda) Limited

The Belvedere Building

69 Pitts Bay Road, Pembroke HM08

Bermuda



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TRANSFER OFFICE**

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Two Chinachem Exchange Square,
338 King's Road,
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REGISTERED OFFICE

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PRINCIPAL PLACE OF BUSINESS

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STOCK CODE

204

The board of directors (the “**Board**”) of Capital Realm Financial Holdings Group Limited (formerly known as China Investment Development Limited) (the “**Company**”) announces the unaudited interim results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 September 2023 (the “**Period**”) together with the comparative figures for the corresponding period in 2022. The unaudited interim results have been reviewed by the audit committee of the Company.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2023

	Notes	Six months ended 30 September	
		2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Revenue	5	–	–
Other income	5	4,715	6,135
Change in fair value of financial assets at fair value through profit or loss		29,288	140
Net realised loss on financial assets at fair value through profit or loss		–	(3,252)
Impairment loss under the ECL model, net of reversal		–	3,233
Administrative expenses		(12,117)	(23,663)
Operating profit/(loss)		21,886	(17,407)
Finance costs	6	(1,529)	(1,171)
Profit/(loss) before income tax expense	7	20,357	(18,578)
Income tax expense	8	–	–
Profit/(loss) for the period attributable to owners of the Company		20,357	(18,578)

		Six months ended 30 September	
		2023	2022
Notes		HK\$'000	HK\$'000
		(unaudited)	(unaudited)
Other comprehensive (expense)/income			
Item that will not be reclassified to profit or loss:			
– Change in fair value of financial assets at fair value through other comprehensive income		(11,778)	(4,245)
Item that may be reclassified subsequently to profit or loss:			
– Exchange difference on translation of financial statements of foreign operations		3,208	(1,203)
– Release of reserves upon disposal of subsidiaries		–	90
Other comprehensive expense for the period, net of tax		(8,570)	(5,358)
Total comprehensive income/(expense) for the period		11,787	(23,936)
			(Restated)
Earnings/(loss) per share		10	
– Basic (<i>HK cent per share</i>)		4.47	(7.60)
– Diluted (<i>HK cent per share</i>)		4.47	(7.60)
Proceeds from disposal of financial assets at fair value through profit or loss		–	12,176

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2023

	Notes	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Non-current assets			
Property, plant and equipment	11	70	26
Financial assets at fair value through other comprehensive income	12	36,526	48,304
		36,596	48,330
Current assets			
Financial assets at fair value through profit or loss	13	199,904	49,922
Other receivables, deposits and prepayments		1,050	121,640
Other financial assets at amortised cost	14	105,520	100,809
Amount due from the shareholder		949	949
Cash and cash equivalents		8,018	3,997
		315,441	277,317
Current liabilities			
Other payables and accrued charges	15	13,491	50,474
Lease liabilities		383	1,497
		13,874	51,971
Net current assets		301,567	225,346
Total assets less current liabilities		338,163	273,676
Non-current liability			
Lease liabilities		–	–
Net assets		338,163	273,676

		30 September 2023	31 March 2023
	Notes	HK\$'000 (unaudited)	HK\$'000 (audited)
EQUITY			
Equity attributable to owners of the Company			
Share capital	16	72,078	36,039
Reserves		266,085	237,637
Total equity		338,163	273,676

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2023

	Share capital HK\$'000	Share premium HK\$'000	Shareholder's contribution HK\$'000	Investment revaluation reserve HK\$'000	Share option reserve HK\$'000	Exchange reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 31 March 2023 (audited) & 1 April 2023	36,039	639,605	10,934	(4,921)	9,436	(3,634)	(413,783)	273,676
Profit for the year	-	-	-	-	-	-	20,357	20,357
Other comprehensive (expense)/income								
- Change in fair value of financial assets at fair value through other comprehensive income	-	-	-	(11,778)	-	-	-	(11,778)
- Exchange difference on translation of financial statements of PRC subsidiaries	-	-	-	-	-	3,208	-	3,208
Total comprehensive (expense)/income for the period	-	-	-	(11,778)	-	3,208	20,357	11,787
Rights issue (note 16(ii))	36,039	18,021	-	-	-	-	-	54,060
Rights issue expenses	-	(1,360)	-	-	-	-	-	(1,360)
At 30 September 2023 (unaudited)	72,078	656,266	10,934	(16,699)	9,436	(426)	(393,426)	338,163
At 31 March 2022 (audited) & 1 April 2022	22,856	561,040	10,934	(12,093)	19,587	(1,535)	(376,773)	224,016
Loss for the year	-	-	-	-	-	-	(18,578)	(18,578)
Other comprehensive (expenses)/income								
- Change in fair value of financial assets at fair value through other comprehensive income	-	-	-	(4,245)	-	-	-	(4,245)
- Exchange difference on translation of financial statements of PRC subsidiaries	-	-	-	-	-	(1,203)	-	(1,203)
- Release of reserves upon disposal of subsidiaries	-	-	-	-	-	90	-	90
Total comprehensive expenses for the period	-	-	-	(4,245)	-	(1,113)	(18,578)	(23,936)
Lapse of vested share options	-	-	-	-	(2,130)	-	2,130	-
Exercise of share options	1,754	10,177	-	-	(8,021)	-	-	3,910
At 30 September 2022 (unaudited)	24,610	571,217	10,934	(16,338)	9,436	(2,648)	(393,221)	203,990

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2023

	Six months ended 30 September	
	2023	2022
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Net cash used in operating activities	(7,495)	(111,851)
Net cash (used in)/generated from investing activities	(55)	46,499
Net cash generated from financing activities	11,457	19,245
Net increase/(decrease) in cash and cash equivalents	3,907	(46,107)
Cash and cash equivalents at 1 April	3,997	51,574
Effect of foreign exchange rates changes	114	(1,113)
Cash and cash equivalents at 30 September	8,018	4,354
Analysis of the balance of cash and cash equivalents		
Bank balances and cash	8,018	4,354

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Capital Realm Financial Holdings Group Limited (formerly known as China Investment Development Limited) (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 25 March 1998 and was de-registered on 11 March 2011 and was registered by way of continuation as an exempted company in Bermuda on 2 March 2011. The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 12 December 2000. Its registered office is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal office in Hong Kong is located at Suite No. 7, 17/F., Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company is principally engaged in investment holding for short to long-term capital appreciation purposes, and investment in listed and unlisted securities.

2. BASIS OF PREPARATION

The condensed consolidated financial statements for the six months ended 30 September 2023 have been prepared in accordance with Hong Kong Accounting Standard 34 Interim Financial Reporting (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”). They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss and financial assets of fair value through other comprehensive income which have been measured at fair value. These condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest dollar except when otherwise indicated.

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual financial statements as at 31 March 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”).

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

In the Period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2023 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendment to HKAS 12	Deferred Tax relating to Assets and Liabilities arising from a Single Transaction

The application of the amendments to HKFRSs has no material impact on the Group's financial position and financial performance for the current and/or prior periods and/or on the disclosure set out in the condensed consolidated financial statements.

The Group has not applied any new and amendments to HKFRSs that have been issued but not yet effective for the current accounting period.

4. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker in order to allocate resources and assess performance of the segment. For the six months ended 30 September 2023 and 2022, the information reported to the executive directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, do not contain profit or loss information of each business line or geographical area and the executive directors reviewed the financial result of the Group as a whole reported under HKFRSs. Therefore, the executive directors have determined that the Group has only one single business component/reportable segment as the Group is only engaged in investment holding. The executive directors allocate resources and assess performance on an aggregated basis. Accordingly, no operating segment is presented.

The following table provides an analysis of the Group's revenue and non-current assets, property, plant and equipment (i.e. "specified non-current assets") by geographical locations, determined based on physical location of the assets or location of operations in case of interest in an associate, is as follows:

	Revenue from external customers Six months ended		Specified non-current assets	
	30 September		30 September	
	2023	2022	2023	31 March 2023
	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (audited)
Hong Kong (place of domicile)	-	-	70	26

5. REVENUE AND OTHER INCOME

An analysis of revenue and other income is as follows:

	Six months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Revenue	-	-
Other income:		
Others	4	660
Dividend income from listed investments	-	-
Interest income from other financial assets at amortised cost	4,711	5,367
Government subsidies (<i>note</i>)	-	108
	4,715	6,135
Total revenue and other income	4,715	6,135

Note: It was no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

6. FINANCE COSTS

	Six months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Interest expenses on lease liabilities	52	157
Interest expenses on bonds	1,477	1,014
	1,529	1,171

7. PROFIT/(LOSS) BEFORE INCOME TAX EXPENSE

Profit/(loss) before income tax expense was stated after charging the following:

	Six months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Employee benefit expenses (including directors' remuneration)	3,010	3,517
Depreciation		
Property, plant and equipment	11	37
Rent & Rates	474	258
Exchange loss	7,062	17,957

8. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at 16.5% (2022: 16.5%) on the estimated assessable profits for the Period. Overseas tax is calculated at the rates applicable in the respective jurisdictions. No provision for income tax expense is required since the Group has no taxable profits either arising from Hong Kong or other jurisdictions during the Period (2022: Nil).

9. DIVIDEND

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2023 (2022: Nil).

10. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share amounts is based on the earnings/(loss) for the Period attributable to owners of the Company and the weighted average number of ordinary shares of 454,924,658 (2022: Restated 244,524,594) in issue during the Period.

The computation of diluted earnings/(loss) per share for the Period did not assume the exercise of the Company's outstanding share options because the effect was anti-dilutive. Therefore, the diluted earnings/(loss) per share is the same as the basic earnings/(loss) per share for the Period.

For the restated, the weighted average number of ordinary shares for the six months period ended 30 September 2022 for the purposes of basic and diluted loss per share have also been retrospectively adjusted for the share consolidation for the six months period ended 30 September 2022 which was completed in February 2023.

11. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group acquired property, plant and equipment of approximately HK\$55,000.00.

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Unlisted equity securities in PRC, at cost	53,225	53,225
Fair value adjustment	(16,699)	(4,921)
	36,526	48,304

Particulars of investments in unlisted equity securities held by the Group disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

Name of investee companies	Place of incorporation	Percentage of effective interest held at	Accumulated fair value						Dividend of total assets of the Group				
			At cost		adjustment		Carrying value		received/	of total	Dividend	Percentage	
			30	30	31	30	31	30	31	received	assets of	received/	of total asset
			September 2023	September 2023	March 2023	September 2023	March 2023	September 2023	March 2023	September 2023	September 2023	March 2023	March 2023
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
Qingzhou Jiajiafu Modern Agricultural Group Co., Ltd.* ("Jiajiafu") (note (i))	PRC	7%	29,825	29,825	(9,413)	(1,439)	20,412	28,386	-	5.80%	-	8.72%	
Lanzhou Wole Aome Furnishing Service Co., Ltd.* ("Lanzhou Wole") (note (ii))	PRC	30%	23,400	23,400	(7,286)	(3,482)	16,114	19,918	-	4.58%	-	6.12%	
			53,225	53,225	(16,699)	(4,921)	36,526	48,304					

Notes:

- (i) Jiajiafu is a modern agricultural development enterprise that integrates green and organic fruit and vegetable cultivation, processing, and sales, poultry breeding, processing, and sales, agricultural technology services, farmer credit mutual assistance, agricultural material distribution and supply, and international trade.

The Group has no significant influence as the Group have no power to participate in the operating and financial policy decisions of Jiajiafu. The directors have elected to designate this investment in equity instruments as at FVTOCI as they believe that this investment is not held for trading and not expected to be sold in foreseeable future.

The investment in Jiajiafu is measured at fair value.

- (ii) Lanzhou Wole's business focuses on the manufacturing of integrated cabinets and full house customization, continuously upgrading the design and improving the intelligent chemical factory that combines "industrialization" and "informatization", providing consumers with beautifully designed, exquisite craftsmanship, and reliable quality customized home products.

The Group has no significant influence as the Group have no power to participate in the operating and financial policy decisions of Lanzhou Wole. The directors have elected to designate this investment in equity instruments as at FVTOCI as they believe that this investment is not held for trading and not expected to be sold in foreseeable future.

The investment in Lanzhou Wole is measured at fair value.

* For identification purpose only

13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Hong Kong listed equity securities, at market value (<i>note a</i>)	77,016	24,662
Investments in convertible bonds, at fair value (<i>note b</i>)	3,552	15,180
Equity interests in private equity funds (<i>Note c</i>)	10,348	10,080
Investment in unlisted equity interests in PRC's companies (<i>note d</i>)	108,988	–
	199,904	49,922

Notes:

- (a) Particulars of the Group's major investment of listed equity security held by the Group as at 30 September 2023 and 31 March 2023 are as follows:

30 September 2023

Name of investee companies	Notes	Number of shares held	Percentage of interest held	Cost	Market value	Accumulated unrealised gain/(loss) arising on revaluation	Change in fair value	Dividend received/ receivable	Percentage of the total assets of the Group
				HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Worldgate Global Logistics Ltd ("Worldgate")	(i)	7,500,000 ordinary shares	1.1800%	6,015	600	(5,415)	(1,013)	–	0.17%
International Genius Company ("Intl Genius")	(ii)	9,564,000 ordinary shares	1.7802%	13,781	76,416	62,635	53,367	–	21.71%
Target Insurance (Holdings) Limited ("Target")	(iii)	4,228,000 ordinary shares	0.8109%	4,298	–	(4,298)	–	–	–
					77,016				

Notes:

- (i) Worldgate was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares were listed on the GEM Board of The Stock Exchange of Hong Kong Limited (stock code: 8292). Its principal activities are (i) international freight services, (ii) transportation services and (iii) warehousing services. For the six months period ended 30 June 2023, the unaudited consolidated loss attributable to equity holders of Worldgate was approximately RM6,369,000 with basic and diluted loss per share of RM1.01 sen. As at 30 June 2023, its unaudited consolidated net assets attributable to owners of the company was approximately RM47,555,000. No dividend was received by the Group during the period ended 30 June 2023.

- (ii) Intl Genius was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 33). Its principal activities are (i) trading of party products and metals and minerals, (ii) securities brokerage and assets management, advancing business, credit guarantee and (iii) investment business and trading of commodities. For the year ended 30 June 2023, the audited consolidated loss attributable to equity shareholders of Intl Genius was approximately HK\$38,710,000 with basic and diluted loss per share of HK\$7.21 cents. As at 30 June 2023, its audited consolidated net assets attributable to owners of the company was approximately HK\$142,670,000. No dividend was received by the Group during the year ended 30 June 2023.

- (iii) Target was incorporated in Hong Kong with limited liability on 28 August 2014 and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 6161). Its principal activities are (i) writing of general insurance business and (ii) property investment. For the financial year ended 31 December 2020, the audited consolidated profit attributable to equity holders of Target was approximately HK\$62,026,000 with basic and diluted earnings per share of HK\$11.9 cents. As at 31 December 2020, its audited consolidated net assets attributable to owners of the company was approximately HK\$338,660,000. No dividend was received by the Group during the year ended 31 December 2020. Trading in the shares of the Target on The Stock Exchange of Hong Kong Limited has been halted with effect from 9:00 a.m. on Wednesday, 5 January 2022.

The fair values of the Group's investments in listed equity securities are based on quoted market price, except for the investments in shares of Target. The fair value as at 30 September 2023 and 31 March 2023 of the shares of Target held by the Group was estimated by the directors of the Company to be insignificant value, taking into consideration of the circumstances leading to the suspension of trading since January 2022.

The proceeds from disposal of financial assets at fair value through profit or loss during the six months ended 30 September 2023 was HK\$nil.

31 March 2023

Name of investee companies	Number of shares held	Percentage of interest held	Market value		Accumulated unrealised gain/(loss) arising on revaluation	Change in fair value	Dividend received/receivable	Percentage of the total assets of the Group
			Cost HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	Group
Worldgate Global Logistics Ltd	7,500,000 ordinary shares	1.1800%	6,015	1,613	(4,402)	(4,402)	-	0.50%
International Genius Company	9,564,000 ordinary shares	1.7802%	13,781	23,049	9,268	8,225	-	7.08%
Target Insurance (Holdings) Limited	4,228,000 ordinary shares	0.8109%	4,298	-	(4,298)	-	-	-
			24,662					

(b) Particulars of investments in convertible bonds held by the Group as at 30 September 2023 and 31 March 2023 disclosed pursuant to Chapter 21 of Listing Rules are as follows:

Name of investee companies	Place of incorporation	Unlisted debt securities,						Percentage Interest of the total assets of the Group		Percentage Interest of the total assets of the Group	
		at cost		Fair value adjustment		Carrying value		received/	receivable	received/	receivable
		30 September 2023	31 March 2023	30 September 2023	31 March 2023	30 September 2023	31 March 2023	September 2023	September 2023	March 2023	March 2023
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		HK\$'000	
Guanwan Investments Limited (note)	BVI	20,000	20,000	(16,448)	(4,820)	3,552	15,180	-	1.01%	-	4.66%

Note:

On 22 December 2014, the Company invested in the 3% unsecured convertible bonds issued by Guanwan Investments Limited (“**Guanwan**”) with principal amount of HK\$20,000,000, bearing coupon interest rate of 3% per annum. Guanwan is an investment holding company which indirectly holds 100% of the issued shares of its subsidiary, 深圳金特嬌服装有限公司 (“**金特嬌**”). 金特嬌 is established in the PRC and principally engaged in designing, manufacturing and retail of women’s dress in PRC. The convertible bonds held by the Group were originally due on 22 December 2017 and convertible into 24 fully paid ordinary shares of Guanwan with a par value of USD1.00 each, which represented 24% of the enlarged issued shares of Guanwan as at 22 December 2014, at a conversion price of HK\$833,333 per conversion share. The Company could exercise the conversion option at any time until the maturity date. On 23 December 2017, the maturity date of the convertible bonds were renewed and extended to 22 December 2020.

On 23 December 2020, the maturity date of the convertible bonds were further renewed and extended to 22 December 2023. All of the other terms of the convertible bonds remained unchanged for the above renewals.

As at 30 September 2023, the investments in convertible bonds was measured at fair value of approximately HK\$3,552,000.

- (c) The Group has subscribed Mount Peak Fund SPC — Mount Peak Currency Fund SP (the “**Currency Fund**”) for approximately HK\$10,012,000 at cost, bearing coupon interest rate of 7.5% per annum.

The Currency Fund is for investors with different needs and risks, match the corresponding fund products. It has asset management licenses in Hong Kong and Singapore, offshore investment manager qualifications in Cayman and the BVI, and its core fund products are hedge funds.

The investment in the Currency Fund is classified as a financial asset at fair value through profit or loss upon initial recognition and recognised at fair value, with changes in fair value recognised in consolidated profit or loss.

The percentage of the total assets of the Group was 2.94% as at 30 September 2023.

(d)

Name of investee companies	Place of incorporation	Percentage of effective interest held at	Accumulated fair value		Dividend receivable/ received	Percentage of total assets of the Group	
		30 September 2023	At cost 30 September 2023	adjustment 30 September 2023	Carrying value 30 September 2023	30 September 2023	
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Zhonghe Huinong (Beijing) Technology Development Co., Ltd* (“ Zhonghe Huinong ”) (note i)	PRC	27.54%	40,503	(8,019)	32,484	–	9.23%
Shenzhen Qianhai CIC Dingsheng Investment Consulting Co., Ltd* (“ Shenzhen Qianhai ”) (note ii)	PRC	30.00%	41,402	(5,047)	36,355	–	10.33%
Huanghao International Financial Leasing (Shenzhen) Co., Ltd* (“ Huanghao ”) (note iii)	PRC	22.85%	38,789	1,360	40,149	–	11.40%
			120,694	(11,706)	108,988		

* for identification purpose only

Notes:

- (i) Business of Zhonghe Huinong are Technology development, technology transfer, technology consulting, technology services, technology promotion and data processing.

The investment in the Zhonghe Huinong is recognised as a financial asset at fair value through profit or loss and recognised at fair value, with changes in fair value recognised in profit or loss.

- (ii) Business of Shenzhen Qianhai are investment consulting, business management consulting and economic information consulting.

The investment in the Shenzhen Qianhai is recognised as a financial asset at fair value through profit or loss and recognised at fair value, with changes in fair value recognised in profit or loss.

- (iii) Business of Huanghao are financial leasing business, leasing business, purchase of leased properties at home and abroad and treatment and maintenance of residual value of leased properties.

The investment in the Huanghao is recognised as a financial asset at fair value through profit or loss and recognised at fair value, with changes in fair value recognised in profit or loss.

14. OTHER FINANCIAL ASSETS AT AMORTISED COST

At 30 September 2023, the other financial assets at amortised cost included promissory notes held by the Group, amounted to approximately HK\$81,491,000 (2023: HK\$77,437,000) which are unsecured, interest bearing, non-transferrable, non trading related in nature and issued by private entities.

At 30 September 2023, the other financial assets at amortised cost also included a secured bond held by the Group, amounted to approximately HK\$24,029,000 (2023: HK\$23,372,000) which is secured, interest bearing, non-transferrable, non trading related in nature and issued by a private entity.

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
At amortised cost	116,754	112,043
Less: ECL allowance	(11,234)	(11,234)
	105,520	100,809

Ageing analysis

As of the end of the Period, the ageing analysis of promissory notes and a secured bond, net of allowance for credit losses, based on the maturity date is as follows:

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Within 1 year	105,520	100,809
1 to 2 years	–	–
	105,520	100,809

Particulars of the promissory notes and a secured bond classified as at other financial assets at amortised cost held by the Group as at 30 September 2023 and 31 March 2023 disclosed pursuant to chapter 21 of listing rules are as follows:

30 September 2023

Name of issuer	Place of incorporation/ operation	Amortised		ECL	Net carrying amount	Interest rate	Interest received/ receivable	Percentage of the total assets of the Group
		Cost	cost					
		HK\$'000	HK\$'000	HK\$'000	HK\$'000		HK\$'000	
1. Guangdong Juhong Technology Industrial Park Co., Ltd.* ("Juhong Technology") (note i)	PRC	41,035	47,113	5,752	41,361	12%	6,078	11.75%
2. Guangdong Yijushang Information Technology Co., Ltd.* ("Yijushang Information") (note ii)	PRC	41,035	45,612	5,482	40,130	12%	4,577	11.40%
3. Water Wood Limited (note iii)	PRC	22,797	24,029	-	24,029	6%	1,232	6.83%
		104,867	116,754	11,234	105,520			

* for identification purpose only

Notes:

Business of issuers and terms of promissory notes and a secured bond

- (i) Juhong Technology is a comprehensive investment enterprise that focuses on property leasing, property management, parking lot operation, and consulting services, covering commodity information consulting services, hotel management, catering management, large-scale event organization planning services, corporate image planning services, conference and exhibition services, logistics transportation, professional alcohol trading market investment, supply chain financing, market services, and more.

The promissory note is unsecured, interest bearing at 12% per annum, and repayable with maturity terms of within 1 year of end of the reporting period. The net carrying amount as at 30 September 2023 was approximately to fair value.

- (ii) Yijushang Information is based on high-end IT technology services and focuses on building a high-tech, efficient, and high-quality professional technical team. The company is committed to integrating the entire IT resources and wholeheartedly building the most professional IT service team in Guangdong Province, providing scientific, accurate, and user-friendly professional IT technical services.

The promissory note is unsecured, interest bearing at 12% per annum, and repayable with maturity terms of within 1 year of end of the reporting period. The net carrying amount as at 30 September 2023 was approximately to fair value.

- (iii) Water Wood Limited is committed to providing investors with excellent returns through cutting-edge technology, proprietary quantification algorithms, and excellent risk control modules.

The secured bond is secured by a private fund, Mozi Currency Fund SP, held by a related party of Water Wood Limited. The secured bond is interest bearing at 6% per annum, and repayable with maturity terms of within 1 year of end of the reporting period. The net carrying amount as at 30 September 2023 was approximately to fair value.

31 March 2023

Name of issuer	Place of incorporation/ operation	Amortised		Net carrying		Interest rate	Interest received/ receivable	Percentage of the total assets of the Group
		Cost	cost	ECL	amount			
		HK\$'000	HK\$'000	HK\$'000	HK\$'000		HK\$'000	
1. Guangdong Juhong Technology Industrial Park Co., Ltd.*	PRC	41,035	45,422	5,752	39,670	12%	4,387	12.18%
2. Guangdong Yijushang Information Technology Co., Ltd.*	PRC	41,035	43,249	5,482	37,767	12%	2,214	11.60%
3. Water Wood Limited	PRC	22,797	23,372	-	23,372	6%	575	7.18%
		104,867	112,043	11,234	100,809			

* for identification purpose only

15. OTHER PAYABLES AND ACCRUED CHARGES

	30 September 2023 HK\$'000 (unaudited)	31 March 2023 HK\$'000 (audited)
Bonds interest payables	1,150	1,915
Bonds payables	4,270	42,270
Accruals and other payables	8,071	6,289
	13,491	50,474

Note:

As at 30 September 2023:

The Company has had short-term unsecured bonds with independent parties, bearing interest rate range from 5%–15% per annum, and maturity dates of the bonds outstanding at 30 September 2023 is up to 29 March 2024.

16. SHARE CAPITAL

	Number of ordinary shares of HK\$0.1 each '000	HK\$'000
Authorised:		
At 31 March 2023 (audited) and 1 April 2023	1,000,000	100,000
Increase in Authorised Share Capital (<i>note i</i>)	2,000,000	200,000
At 30 September 2023 (unaudited)	3,000,000	300,000
Issued and fully paid:		
At 31 March 2023 (audited) and 1 April 2023	360,394	36,039
Rights issue (<i>note ii</i>)	360,394	36,039
At 30 September 2023 (unaudited)	720,788	72,078

Notes:

- (i) Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 30 August 2023, the authorised share capital of the Company was increased from HK\$100,000,000 divided into 1,000,000,000 ordinary shares of HK\$0.10 each to HK\$300,000,000 divided into 3,000,000,000 ordinary shares by the creation of an additional 2,000,000,000 unissued ordinary shares ("**Increase in Authorised Share Capital**"). Details of which are set out in the circular of the Company dated 31 July 2023.
- (ii) The Company has implemented the Rights Issue on the basis of one (1) Rights Share for every one (1) existing Share held on the Record Date at the Subscription Price of HK\$0.15 per Rights Share, to raise gross proceeds of approximately HK\$54.1 million and the net proceeds (after deducting all relevant expenses) from the Rights Issue were approximately HK\$52.7 million.

As disclosed in the Announcement, as at 4:00 p.m. on Friday, 28 July 2023, being the Latest Time for Acceptance, a total of 18 valid applications and acceptances under the PAL in respect of a total of 229,830,914 Rights Shares had been received, representing approximately 63.77% of the total number of Rights Shares offered under the Rights Issue.

As disclosed in the Announcement, as at 6:00 p.m. on Wednesday, 9 August 2023, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agents, all the 130,563,945 Unsubscribed Rights Shares were successfully placed at the price of HK\$0.150 per Share, which is equal to the Subscription Price, under the Placing.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Thursday, 10 August 2023.

Details are made to the Prospectus of the Company dated 14 July 2023 and the announcement of the Company dated 2 August 2023 and dated 11 August 2023.

Save as stated above, there were no transactions involving the Increased in Authorised Share Capital and the issued and fully paid ordinary share capital of the Company during the six months ended 30 September 2023.

17. NET ASSET VALUE PER SHARE

Net asset value per share is calculated by dividing the net assets included in the condensed consolidated statement of financial position of approximately HK\$338,163,000 (31 March 2023: HK\$273,676,000) and the number of ordinary shares in issue as at 30 September 2023, being 720,789,718 (31 March 2023: 360,394,859). The net asset value per share was HK\$0.469 as at 30 September 2023 (31 March 2023: HK\$0.759).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the Period, the principal business of the Company remained investment holding for short to long-term capital appreciation purposes, and investment in listed and unlisted securities.

Due to the uncertain investment environment, the Group adopted a prudent approach for its investment. In respect of investment in unlisted companies, the Group have invested in unlisted equity interests of companies in mainland China in various sectors with development potential during the Period (Details are set up in note 13(d) to the condensed consolidated financial statements).

As mention above, during the Period, the external environment was uncertain, severe and complex under the impact of the epidemic of the century. Although it was not a principal business of investment, the Company has invested in other financial assets at amortised cost (Details are set up in note 14 to the condensed consolidated financial statements) which allow earning stable income of interest and bring favourable return to our Shareholders. The Group has adopted cautious, proactive attitude and strategy in seeking low-risk and reputable for interest earning investment as other financial assets at amortised cost.

FINANCIAL REVIEW

For the Period, the Group's revenue was HK\$nil (2022: HK\$ nil), which remain unchanged when compared with the corresponding period of last year. Profit for the Period attributable to owners of the Company was approximately HK\$20,357,000, as compared to a loss for the corresponding period ended 30 September 2022. It was mainly attributable to fair value gain on financial assets at fair value through profit or loss.

Earnings per share for the Period was HK4.47 cents (2022: loss per share HK7.60 cents after restated). As at 30 September 2023, the net asset value per share of the Group was HK\$0.469 (31 March 2023: HK\$0.759).

Other income

The Group's other income decreased by approximately 23.2% from approximately HK\$6,135,000 for the six months ended 30 September 2022 to approximately HK\$4,715,000 for the six months ended 30 September 2023. Such decrease was mainly due to the decrease in interest income of approximately HK\$656,000.

Change in fair value of financial assets at fair value through profit or loss

The fair value gain of financial assets through profit or loss was approximately HK\$29,288,000 for the six months ended 30 September 2023, which represented a 208.2 times jump from approximately HK\$140,000 for the six months ended 30 September 2022.

Net realised loss on financial assets at fair value through profit or loss

The Group's net realised loss on financial assets at fair value through profit or loss was nil for the Period and loss of approximately HK\$3,252,000 for the six months ended 30 September 2022.

Impairment loss under the ECL model, net of reversal

The Group's impairment loss under the ECL model, net of reversal, was nil for the Period and was approximately HK\$3,233,000 for the six months ended 30 September 2022.

Share-based payment expenses

The Group's share-based payment expenses was HK\$ nil for the Period and for the six months ended 30 September 2022.

Administrative expenses

The Group's administrative expenses decreased by approximately 48.8% from approximately HK\$23,663,000 for the six months ended 30 September 2022 to approximately HK\$12,117,000 for the six months ended 30 September 2023. Such decrease was mainly due to the decrease in exchange loss of approximately HK\$10,895,000.

Finance costs

The Group's finance costs increased by approximately 30.6% from approximately HK\$1,171,000 for the six months ended 30 September 2022 to approximately HK\$1,529,000 for the six months ended 30 September 2023. Such increase was mainly due to increase in interest expenses on bonds.

FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

As at 30 September 2023, the Group's other financial assets at fair value through other comprehensive income was HK\$36,526,000 (31 March 2023: HK\$48,304,000), due to the fair value loss on financial assets at fair value through other comprehensive income.

OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

As at 30 September 2023, the Group's other receivables and deposits paid were mainly refundable deposits paid. The decreased was mainly due to decrease in deposits paid for investment in unlisted equity interests in PRC's companies.

OTHER FINANCIAL ASSETS AT AMORTISED COST

As at 30 September 2023, the Group's other financial assets at amortised cost was HK\$105,520,000 (31 March 2023: HK\$100,809,000). The increased was mainly due to the interests earning for the Period.

FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

As at 30 September 2023, the Group's financial assets at fair value through profit or loss was HK\$199,904,000 (31 March 2023: HK\$49,922,000), increased mainly due to the Group have invested in unlisted equity interests in PRC's companies in various sectors with development potential and fair value gain on Hong Kong listed equity securities at market value during the Period.

CAPITAL STRUCTURE, FINANCIAL RESOURCES AND LIQUIDITY

As at 30 September 2023, the total number of ordinary shares of HK\$0.1 each in the Company in issue were 720,789,718.

As at 30 September 2023, the Group had cash and cash equivalents of approximately HK\$8,018,000 (31 March 2023: approximately HK\$3,997,000). The Group had net current assets and net assets of approximately HK\$301,567,000 (31 March 2023: HK\$225,346,000) and approximately HK\$338,163,000 (31 March 2023: HK\$273,676,000) respectively as at 30 September 2023. The Group had bonds payable of approximately HK\$4,270,000 as at 30 September 2023.

The current ratio, calculated on the basis of total current assets over total current liabilities, was approximately 22.7 as at 30 September 2023 (31 March 2023: 5.3).

FOREIGN EXCHANGE EXPOSURE

Most of the business transactions of the Group are denominated in Hong Kong dollars and Renminbi. The management of the Group will closely monitor the fluctuation in these currencies and take appropriate actions when needed. As at 30 September 2023, the Group did not engage in currency hedging nor did it adopt any formal hedging activities.

PLEDGE OF ASSETS AND CONTINGENT LIABILITIES

As at 30 September 2023, there were no charges on the Group's assets and the Group had no material contingent liabilities.

COMMITMENTS

The Group did not have material capital commitments as at 30 September 2023.

STAFF COST AND REMUNERATION POLICY

As at 30 September 2023, the Group had a total of 14 employees (2022: 17 employees). The Group's total staff costs (including directors' remuneration) amounted to approximately HK\$3,010,000 (2022: HK\$3,517,000) for the Period. The Company adopted the model set out in Code Provision B.1.2(c)(ii) of Appendix 14 to the Listing Rules as its remuneration model for determining the emoluments of the directors. This model stipulates that the remuneration committee shall make recommendations to the Board on the remuneration packages of individual executive directors and senior management. The remuneration committee of the Company would take into consideration, among other things, the duties and responsibilities of the directors and senior management and prevailing market conditions when determining their remuneration.

The Company has adopted a share option scheme to provide incentives to eligible persons, including directors, employees, consultants, suppliers and customers of the Group.

USE OF PROCEEDS

For the six months period ended 30 September 2023

The Company has implemented the Rights Issue on the basis of one (1) Rights Share for every one (1) existing Share held on the Record Date at the Subscription Price of HK\$0.15 per Rights Share, to raise gross proceeds of approximately HK\$54.1 million and the net proceeds (after deducting all relevant expenses) from the Rights Issue were approximately HK\$52.7 million.

As disclosed in the Announcement of the Company, as at 4:00 p.m. on Friday, 28 July 2023, being the latest time for acceptance, a total of 18 valid applications and acceptances under the PAL in respect of a total of 229,830,914 Rights Shares had been received, representing approximately 63.77% of the total number of Rights Shares offered under the Rights Issue.

As disclosed in the Announcement of the Company, as at 6:00 p.m. on Wednesday, 9 August 2023, being the latest time of placing of the unsubscribed Rights Shares by the Placing Agents, all the 130,563,945 unsubscribed Rights Shares were successfully placed at the price of HK\$0.150 per Share, which is equal to the Subscription Price, under the Placing.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Thursday, 10 August 2023.

Details are made to the Prospectus of the Company dated 14 July 2023 and the announcement of the Company dated 2 August 2023 and dated 11 August 2023.

During the Period, the net proceed of Rights issue was used as follows:

Net proceeds raised during the Period	Intended use of the unutilised proceeds	Actual use the unutilised proceeds during the Period
HK\$52.7 million (the “ Unutilised Proceeds ”)	HK\$8.5 million – general working capital	HK\$3.5 million – general working capital
	HK\$44.2 million – repayment of the borrowings and finance costs	HK\$41.9 million – repayment of the borrowings and finance costs

PROSPECT

The Group continue to implement a proactive fiscal policy and a prudent monetary policy. Proactive fiscal policy should improve efficiency and pay more attention to precision and sustainability. It is necessary to ensure the intensity of fiscal expenditure and accelerate the progress of expenditure. The external environment has become more complex, severe and uncertain. Therefore, it is required that in 2023, “focus on stabilizing the macroeconomic market and keep the economy operating within a reasonable range”, “all regions and departments should shoulder the responsibility of stabilizing the macro economy, and all parties should actively introduce policies that are conducive to economic stability”. The Group has adopted more cautious and proactive attitude in seeking potential business opportunities in the market. In addition, the Group’s investment strategy will explore more diversified investment opportunities with various industries. The Group is aiming at implementing an efficient and compliant internal control, pragmatically deploying its investment strategy, and strengthen its financial situation in order to bring favourable return to our Shareholders.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2023, the interests and short positions held by the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, the "SFO") as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

(A) Long positions in shares of the Company

Name of Director/chief executive	Capacity in which interests are held	Number of shares held	Approximate percentage of shareholding (Note)
Han Zhenghai	Beneficial owner	10,068,000	1.40%
Zhu Zhikun	Beneficial owner	4,890,000	0.68%

Note: The percentage of shareholding is calculated on the basis of the Company's issued share capital of 720,789,718 shares as at 30 September 2023.

(B) Interests in underlying shares in the Company

Name of Director	Capacity	Number of underlying shares held	Percentage of the issued share capital of the company
Han Zhenghai	Beneficial owner (Note)	1,110,900	0.154%
Deng Dongping	Beneficial owner (Note)	1,110,900	0.154%
Liu Lihan (resigned on 6 October 2023)	Beneficial owner (Note)	1,110,900	0.154%
Mo Li	Beneficial owner (Note)	111,088	0.015%
Shi Zhu	Beneficial owner (Note)	125,926	0.017%
		3,569,714	0.494%

Note: These underlying shares represent the shares to be issued and allotted upon the exercise of the options granted by the Company to the directors pursuant to the share option scheme of the Company.

Save as disclosed above, as at 30 September 2023, none of the Directors or chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2023, the following persons, other than the Director and chief executive of the Company as disclosed in the section titled “Directors’ and Chief Executive’s Interests in shares, underlying shares and debentures”, were interested or had short positions in more than 5% of the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name of Shareholder	Capacity in which interests are held	Number of shares held	Approximate percentage of shareholding (Note 1)
Zhang Hai (Note 2)	Beneficial owner	24,314,000	3.37%
	Interest of Controlled Corporation	87,359,945	12.12%
Infinite Apex International Corporation (Note 2)	Beneficial owner	87,359,945	12.12%
Yitong Enterprise Group Holdings Limited (Note 3)	Beneficial owner	61,264,000	8.50%
Shuo Kang International Limited (Note 4)	Beneficial owner	58,144,000	8.07%
Yang Weixu	Beneficial owner	53,222,000	7.38%
Ng Yu	Beneficial owner	52,560,000	7.29%
Lanzhou Wile Home Furnishing Service Co. Limited (Note 5)	Beneficial owner	36,000,000	4.99%

Notes:

- (1) The percentage of shareholding is calculated on the basis of the Company’s issued share capital of 720,789,718 shares as at 30 September 2023.
- (2) Infinite Apex International Corporation (“**Infinite Apex**”), which is wholly owned by Mr. Zhang Hai, holds 87,359,945 shares. Under the SFO, Mr. Zhang Hai is deemed to be interested in all the interests held by Infinite Apex.
- (3) Yitong Enterprise Group Holdings Limited is wholly owned by Ms. Yao Aiyun.
- (4) Shuo Kang International Limited is wholly owned by Ms. Yang Dandan.
- (5) Lanzhou Wile Home Furnishing Service Co. Limited is wholly owned by Ms. Cheng Hongping.

Save as disclosed above, as at 30 September 2023, the Company was not notified of any persons, other than the Directors and the chief executive of the Company, having any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTIONS

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Group. The Scheme was adopted on 28 December 2018 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The scheme mandate limit was refreshed by an ordinary resolution passed at the annual general meeting held on 16 September 2021.

Details of share options outstanding as of 30 September 2023 under Share Option Scheme are as follow:

Name of option holders	Date of grant	Exercise period	No of share options				Adjustment on Rights issue (Note 2)	Outstanding as at 30 September 2023	Exercise Price HK\$
			Outstanding as at 1 April 2023	Granted during the period	Exercised during the period	Lapsed during the period			
Directors									
Han Zheng Hai	02-08-2021	03-08-2021-02-08-2024	882,185	-	-	-	228,715	1,110,900	3.971
Deng Dongping	02-08-2021	03-08-2021-02-08-2024	882,185	-	-	-	228,715	1,110,900	3.971
Liu Lihan (resigned on 6 October 2023)	02-08-2021	03-08-2021-02-08-2024	882,185	-	-	-	228,715	1,110,900	3.971
Mo Li	02-08-2021	03-08-2021-02-08-2024	88,218	-	-	-	22,870	111,088	3.971
Shi Zhu	07-01-2022	08-01-2022-07-01-2025	100,000	-	-	-	25,926	125,926	0.540
Other participants									
Employees	02-08-2021	03-08-2021-02-08-2024	352,874	-	-	-	91,486	444,360	3.971
			3,187,647	-	-	-	826,427	4,014,074	
Weighted average exercise price (HK\$)			4.8645					3.8634	

Notes:

- Upon acceptance of the share options, the grantee shall pay HK\$1.00 to the Company as consideration for the grant. The Company has received such consideration from the respective grantees.
- As a result of the Rights Issue, adjustments have been made to the exercise price and the number of Shares to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules, the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020. Details are set out in the Company’s announcement dated 11 August 2023.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the Period.

SIGNIFICANT EVENTS AFTER PERIOD END

There was no significant events after the Period end.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

During the Period, the Company has complied with the code provisions in the Code of Corporate Governance Practice (the “**CG Code**”) contained in Appendix 14 to the Listing Rules, except the following deviation:

Code Provision C.2.1 stipulates that the roles of chairman and chief executive officer (“**CEO**”) should be separated and should not be performed by the same person. The Company has no CEO since Ms. Lin Yudan has resigned as CEO of the Company with effect from 12 July 2021. Decisions of the Company are made collectively by the directors. The Board believes that the present arrangement enables the Company to make and implement decisions effectively in response to the changing environment.


MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the directors. Having made specific enquiry by the Company, all the directors have confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 September 2023. During the Period, the Company was not aware of any non-compliance with the required standards as set out in the Model Code.

AUDIT COMMITTEE

The Audit Committee comprises three members, all being independent non-executive directors and is responsible for review of the Group's financial information and oversight of the Group's financial reporting system and internal control procedures. The Committee is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval.

In performing its duties, it has unrestricted access to personnel, records and external auditors and senior management.



The unaudited interim results for the Period have been reviewed by the Audit Committee before recommendation to the Board for approval.

By Order of the Board
Capital Realm Financial Holdings Group Limited
Han Zhenghai
Chairman

Hong Kong, 30 November 2023