



2024/25

INTERIM REPORT 中期報告



兆邦基生活  
Zhaobangji Lifestyle

**ZHAOBANGJI LIFESTYLE HOLDINGS LIMITED**

兆邦基生活控股有限公司

(incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1660



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Xu Chujia (*Chairman*)

Mr. Xu Zhicong

Ms. Zhang Yu

Mr. Xu Chusheng

(resigned with effect from 31 October 2024)

Mr. Yin Ying Cai

(appointed with effect from 4 June 2024 and  
resigned with effect from 30 October 2024)

Mr. Kwan Kin Man Keith

(resigned with effect from 4 June 2024)

#### Non-executive Director

Ms. Tsim Ying Wah

#### Independent Non-executive Directors

Mr. Hui Chin Tong Godfrey

Mr. Ye Longfei

Mr. Yu Chor On

### AUDIT COMMITTEE

Mr. Yu Chor On (*Chairman*)

Mr. Hui Chin Tong Godfrey

Mr. Ye Longfei

### REMUNERATION COMMITTEE

Mr. Hui Chin Tong Godfrey (*Chairman*)

Mr. Ye Longfei

Ms. Tsim Ying Wah

### NOMINATION COMMITTEE

Mr. Ye Longfei (*Chairman*)

Mr. Yu Chor On

Ms. Tsim Ying Wah

### 董事會

#### 執行董事

許楚家先生(*主席*)

許志聰先生

張彥女士

許楚勝先生

(於二零二四年十月三十一日辭任)

尹英才先生

(於二零二四年六月四日獲委任及  
於二零二四年十月三十日辭任)

關建文先生

(於二零二四年六月四日辭任)

#### 非執行董事

詹映樺女士

#### 獨立非執行董事

許展堂先生

叶龍蜚先生

余礎安先生

### 審核委員會

余礎安先生(*主席*)

許展堂先生

叶龍蜚先生

### 薪酬委員會

許展堂先生(*主席*)

叶龍蜚先生

詹映樺女士

### 提名委員會

叶龍蜚先生(*主席*)

余礎安先生

詹映樺女士

## INVESTMENT COMMITTEE

Mr. Xu Chujia (*Chairman*)  
Ms. Tsim Ying Wah

## 投資委員會

許楚家先生(主席)  
詹映樺女士

## COMPANY SECRETARY

Mr. Kwan Kin Man Keith

## 公司秘書

關建文先生

## LEGAL ADVISERS

As to Hong Kong law:  
LI & PARTNERS

## 法律顧問

有關香港法例：  
李偉斌律師行

## AUTHORISED REPRESENTATIVES

Mr. Kwan Kin Man Keith  
Ms. Tsim Ying Wah

## 授權代表

關建文先生  
詹映樺女士

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited  
P.O. Box 1093  
Boundary Hall, Cricket Square KY1-1102  
Cayman Islands

## 股份過戶登記總處

Maples Fund Services (Cayman) Limited  
P.O. Box 1093  
Boundary Hall, Cricket Square KY1-1102  
Cayman Islands

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

## 香港股份過戶登記處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## Corporate Information 公司資料

### PRINCIPAL BANKER

Chiyu Banking Corporation Limited

### REGISTERED OFFICE

Maples Corporate Services Limited  
P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 13-15, 11/F  
China Merchants Tower, Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

### STOCK CODE

1660

### WEBSITE

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

### 主要往來銀行

集友銀行有限公司

### 註冊辦事處

Maples Corporate Services Limited  
P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

### 總部及主要營業地點

香港  
干諾道中168-200號  
信德中心招商局大廈  
11樓13-15室

### 股份代號

1660

### 網址

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

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND MARKET PROSPECT

Zhaobangji Lifestyle Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is principally engaged in the trading of machinery and spare parts, leasing of machinery and provision of related services, provision of transportation services and money lending in Hong Kong, and provision of property management services, leasing of machinery, property leasing and subletting, and money lending in the People’s Republic of China (the “**PRC**”).

During the six months ended 30 September 2024 (the “**Period**”), the overall market conditions in Hong Kong and the PRC were challenging as affected by the higher interest rate environment, a stagnant real-estate market and geo-political tensions. The Group will continue to employ low leverage to weather these difficult conditions. The Board believes that the long-term prospect of the Greater Bay Area will continue to be positive driven by robust demand from a sizable population and friendly policies from the government.

### FINANCIAL REVIEW

#### Revenue

Our total revenue decreased by approximately HK\$42.2 million, or approximately 27.5%, from approximately HK\$153.0 million for the six months ended 30 September 2023 (the “**Previous Period**”) to approximately HK\$110.8 million for the Period. Such decrease was mainly due to: i) more conservative approach to acquiring new business in real estate related leasing and trading segment; and ii) reduction in income from the retail arcade business in Shenzhen following the normalization of consumer spending pattern after the rebound from the relaxation of COVID measures last year.

#### Leasing of construction machinery

Our Group’s revenue generated from leasing of construction machinery recorded a decrease by approximately HK\$15.4 million, or approximately 33.8%, from approximately HK\$45.6 million for the Previous Period to approximately HK\$30.2 million for the Period. Such decrease was mainly due to the poor performance of the real estate market in Hong Kong and Mainland China so the Group took a more conservative approach in acquiring new business.

### 業務回顧及市場前景

兆邦基生活控股有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)主要在香港特別行政區地區(「**香港**」)從事機械及配件貿易、機械租賃及提供相關服務、及放債業務，以及在中華人民共和國內地地區(「**中國**」)提供物業管理服務、機械租賃、物業租賃、轉租、零售及放債業務。

截至二零二四年九月三十日止六個月(「**本期間**」)，香港及中國的整體市場狀況由於受較高利率環境、較慢的地產市場和地緣政治緊張局勢的影響而具有挑戰性。集團將繼續使用低杠桿來應對這些困難的市場情況。董事會認為，受大量人口的強勁需求和來自政府友好的政策的推動，大灣區長期前景將繼續向好。

### 財務回顧

#### 收益

我們的收益總額由截至二零二三年九月三十日止六個月(「**上一期間**」)約153.0百萬港元減少約42.2百萬港元或約27.5%至本期間約110.8百萬港元。有關減少乃主要由於：i)在地產相關的租賃及貿易分部中採取了更保守的獲取新生意策略；及ii)去年疫情措施放鬆後，隨著消費模式的正常化，深圳的零售遊樂場收入的下降所導致。

#### 建築機械租賃

本集團建築機械租賃所產生收益由上一期間約45.6百萬港元減少約15.4百萬港元或約33.8%至本期間約30.2百萬港元。有關減少乃主要由於期內香港及中國房地產市場較弱所以本集團採取了更保守的獲取新生意策略。

## Management Discussion and Analysis

### 管理層討論及分析

#### Trading of construction machinery

Our Group's revenue generated from trading of construction machinery recorded a decrease by approximately HK\$12.8 million, or approximately 81.7%, from approximately HK\$15.7 million for the Previous Period to approximately HK\$2.9 million for the Period. Such decrease was due to the slower real estate market and therefore there were less demand for new construction machinery.

#### Property management services

Our Group's revenue generated from property management services increased by approximately HK\$15.9 million, or approximately 55.3%, from approximately HK\$28.7 million for the Previous Period to approximately HK\$44.6 million for the Period. The increase was mainly due to the overall increase in area under management following the completion of certain new developments.

#### Property Leasing, Subletting, Retail and Other Businesses

Our Group's revenue generated from property leasing, subletting, retail and other businesses decreased by approximately HK\$29.8 million, or approximately 48.7%, from approximately HK\$61.2 million for the Previous Period to approximately HK\$31.4 million for the Period. This was mainly due to the reduction in income from the retail arcade business in Shenzhen following the normalization of consumer spending pattern after the rebound from the relaxation of COVID measures last year.

#### Money Lending

Our Group's revenue generated from money lending remained stabled during the Period from HK\$1.7 million in the Previous Period to HK\$1.7 million for the Period. This was mainly because there was no material change in the loan outstanding during the Period.

#### Cost of Sales and Services

Our Group's cost of sales and services amounted to approximately HK\$83.0 million for the Period (Previous Period: approximately HK\$125.6 million), representing a decrease of approximately 33.9%. Cost of sales and services mainly comprised of costs of machinery and equipment and spare parts, rental cost, staff costs and depreciation.

The decrease in cost of sales and services was generally in line with the decline in revenue.

#### 建築機械貿易

本集團建築機械貿易所產生收益由上一期間約15.7百萬港元減少約12.8百萬港元或81.7%至本期間約2.9百萬港元。有關減少是由於地產行業環境較慢，因此對新建建築機械的需求下降所導致。

#### 物業管理服務

本集團物業管理服務所產生收益由上一期間約28.7百萬港元增加約15.9百萬港元或55.3%至本期間約44.6百萬港元。有關增加主要是由於隨著一些開發項目的完成，管理面值有所提升所導致。

#### 物業租賃、轉租、零售及其他業務

本集團物業租賃、轉租、零售及其他業務所產生收益由上一期間約61.2百萬港元減少約29.8百萬港元或48.7%至本期間約31.4百萬港元。有關減少主要是去年疫情措施放鬆後，隨著消費模式的正常化，深圳的零售遊樂場收入的下降所導致。

#### 放債業務

本集團放債業務收入大致持平，從上一期間約1.7百萬港元至本期間約1.7百萬港元。有關主要是由於本期間的貸款餘額沒有重大增加所致。

#### 銷售及服務成本

本集團於本期間的銷售及服務成本約為83.0百萬港元(上一期間：約125.6百萬港元)，減少約33.9%。銷售及服務成本主要包括機械、設備及備用零件成本、租金成本、員工成本以及折舊。

銷售及服務成本的減少主要由於收入的減少所致。

### Gross Profit and Gross Profit Margin

Our Group's gross profit recorded HK\$27.9 million for the Period, compared to HK\$27.4 million for the Previous Period. Our gross profit margin increased to approximately 25.1% for the Period from approximately 17.9% for the Previous Period. The increase in gross profit margin was mainly attributable to the restructuring of certain staff team such that their salaries costs are booked under administrative expenses which better reflects the cost nature of the business.

### Other Income and Gains

Our Group's other income and gains reduced by approximately HK\$6.0 million from gains of approximately HK\$2.5 million in the Previous Period to loss of approximately HK\$3.5 million for the Period. The loss was mainly caused by fair value loss of certain investment in the amount of HK\$6.0 million recorded in the Period.

### Administrative Expenses

Our Group's administrative expenses increased by approximately HK\$13.7 million, or approximately 67.1%, from approximately HK\$20.4 million for the Previous Period to approximately HK\$34.1 million for the Period. The increase was mainly due to the reclassification of certain staff salary expenses as a result of department restructuring mentioned above which had an approximate effect of approximately HK\$17.4 million increase to the administrative expenses.

### Finance Income

Our Group's finance income increased by approximately HK\$0.8 million from approximately HK\$0.4 million for the Previous Period to approximately HK\$1.2 million for the Period, which was mainly attributable to the overall increase in cash level and interest rate in the market.

### Finance Costs

Our Group's finance costs decreased by approximately HK\$0.3 million, or approximately 33.6%, from approximately HK\$0.8 million for the Previous Period to approximately HK\$0.5 million for the Period. The decrease in finance costs was due to lower outstanding amount of debt for the Period.

### 毛利及毛利率

本集團本期間錄得毛利27.9百萬港元，而上一期間則為27.4百萬港元。毛利率由上一期間約17.9%增加至本期間約25.1%。毛利率增加乃主要由於本期間有部分團隊進行了重組，因此其工資薪酬記賬至行政開支，從而更佳反應業務性質。

### 其他收入及收益

本集團的其他收入及收益由上一期間收益約2.5百萬港元減少約6.0百萬港元至本期間約3.5百萬港元支出。有關減少主要來自一些投資的公允價值虧損6.0百萬港元所導致。

### 行政開支

本集團的行政開支由上一期間約20.4百萬港元增加約13.7百萬港元或67.1%至本期間約34.1百萬港元。行政開支增加主要由於如上述討論有一些部門進行了重組，從而其薪酬開支重新歸類為行政開支，有關影響導致行政開支增加大約17.4百萬港元。

### 財務收入

本集團的財務收入由上一期間約0.4百萬港元增加約0.8百萬港元至本期間約1.2百萬港元，乃主要由於整體現金水平及市場利率的增加所導致。

### 財務成本

本集團的財務成本由上一期間約0.8百萬港元減少約0.3百萬港元或33.6%至本期間約0.5百萬港元。財務成本減少乃主要由於貸款餘額的降低所導致。



## Management Discussion and Analysis 管理層討論及分析

### Income Tax Credit/(Expense) and Effective Tax Rate

Our Group generated income tax credit of HK\$1.7 million during the Period, as compared to approximately HK\$3.4 million tax expense for the Previous Period, which was mainly attributable to the reversal in the Period of over-provided tax expenses in the Previous Period.

Our Group's effective tax rate was not applicable for the Period as we generated a tax credit. The effective tax rate of the Group was approximately 37.3% for the Previous Period.

### Net (Loss)/Profit and Net Profit Margin

Our Group generated net loss of approximately HK\$7.4 million for the Period for the reasons described above as compared to net profit of HK\$5.7 million for the Previous Period. The net profit margin was not applicable to the Period. The net profit margin was 3.7% for the Previous Period.

## LIQUIDITY AND FINANCIAL RESOURCES REVIEW

The Group financed its operations through a combination of cash flow from operations and borrowings. As at 30 September 2024, the Group had cash and cash equivalents of approximately HK\$44.4 million (31 March 2024: approximately HK\$34.3 million) which were mainly denominated in HK\$ and RMB, and had borrowings of approximately HK\$6.6 million (31 March 2024: approximately HK\$10.2 million) that were mainly denominated in HK\$ and RMB.

Gearing ratio is calculated as net debt divided by total equity at the end of the reporting period. Net debt is calculated as total borrowings and total obligations under finance leases less cash and cash equivalents and restricted cash. At 30 September 2024, the gearing ratio was not applicable due to the net cash position (31 March 2024: Same).

As at 30 September 2024, our Group's total current assets and current liabilities were approximately HK\$226.4 million (31 March 2024: approximately HK\$207.4 million) and approximately HK\$111.8 million (31 March 2024: approximately HK\$100.5 million), respectively. Our Group's current ratio increased to approximately 2.0 times as at 30 September 2024 (31 March 2024: 2.1 times).

### 所得稅抵免／(開支)及實際稅率

本集團的所得稅開支由上一期間約3.4百萬港元減少至本期間稅務抵免約1.7百萬港元，乃主要由於本期間內，就上一期間進行的稅務準備進行了撥回。

本集團本期間產生所得稅抵免，故實際稅率不適用計算。本集團於上一期間的實際稅率為37.3%。

### 淨(損失)／純利及純利率

本集團本期間的淨損失為7.4百萬港元。本集團上一期間產生純利為5.7百萬港元。本期間因產生損失，故純利率不適用計算。上一期間的純利率為3.7%。

## 流動資金及財務資源回顧

本集團透過來自經營活動的現金流量、借款及融資租賃負債相結合的方式為其營運撥付資金。於二零二四年九月三十日，本集團現金及現金等價物約為44.4百萬港元(二零二四年三月三十一日：約34.3百萬港元)主要以港元及人民幣計值，以及有借款約6.6百萬港元(二零二四年三月三十一日：約10.2百萬港元)主要以港元及人民幣計值。

於報告期末的資產負債比率以負債淨額除以權益總額計算。負債淨額以總借款及融資租賃負債總額減現金及現金等價物以及受限制現金計算。於二零二四年九月三十日，由於錄得淨現金(二零二四年三月三十一日：相同)，故資產負債比率並不適用。

於二零二四年九月三十日，本集團的流動資產及流動負債總額分別約為226.4百萬港元(二零二四年三月三十一日：約207.4百萬港元)及約111.8百萬港元(二零二四年三月三十一日：約100.5百萬港元)。本集團的流動比率於二零二四年九月三十日增加至約2.0倍(二零二四年三月三十一日：2.1倍)。

## PLEDGE OF ASSETS

As at 30 September 2024, our borrowings were not secured by property, plant and equipment (31 March 2024: same).

## CAPITAL STRUCTURE

As at 30 September 2024, the total issued share capital of the Company was approximately HK\$12.4 million representing 6,195,000,000 ordinary shares of HK\$0.002 each.

## CAPITAL EXPENDITURE

The total capital expenditure incurred for the Period settled by cash was nil (Previous Period: nil). It was the result of a cautious investment approach in light of the current challenging market condition.

## CURRENCY RISK

Certain transactions of the Group are denominated in currencies which are different from the functional currency of the Group, namely, HK\$, and therefore the Group is exposed to foreign exchange risk. Payments made by the Group for the settlement of its purchases from suppliers are generally denominated in HK\$, RMB, JPY, USD and EUR. Payments received by the Group from its customers are mainly denominated in HK\$ and RMB.

The Group does not have a foreign currency hedging policy. However, the Group will continue to monitor closely its exposure to currency movement and take proactive measures.

## CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at the end of the Period (31 March 2024: nil).

## CAPITAL COMMITMENTS

Our capital commitments consist primarily of purchase of construction machinery for leasing purpose. As at 30 September 2024, there were no capital commitments of machinery and equipment contracted but not provided for (31 March 2024: approximately HK\$5.8 million).

## 資產抵押

於二零二四年九月三十日，我們的借款及融資租賃負債沒有以物業、廠房及設備作抵押（二零二四年三月三十一日：相同）。

## 資本結構

於二零二四年九月三十日，本公司全部已發行股本約為12.4百萬港元，相當於6,195,000,000股每股面值為0.002港元的普通股。

## 資本開支

以現金結算本期間產生的資本開支總額約為零（上一期間：零），主要由於目前市場具有挑戰性，所以採取了保守的投資態度。

## 貨幣風險

本集團若干交易以有別於本集團功能貨幣（即港元）的貨幣計值，因此，本集團面臨外匯風險。本集團為結算其向供應商的採購款而支付的款項一般以港元、日圓、美元及歐元計值。本集團自其客戶收取的付款主要以港元計值。可供出售金融資產以美元計值。

本集團並無外幣對沖政策。然而，本集團將繼續密切監察其面臨的貨幣變動風險及採取積極措施。

## 或然負債

於本期間末，本集團並無任何重大或然負債（二零二四年三月三十一日：無）。

## 資本承擔

我們的資本承擔主要包括購買作租賃用途的建築機械。於二零二四年九月三十日，有關機械及設備的已訂約但尚未撥備的資本承擔約為零（二零二四年三月三十一日：約5.8百萬港元）。

## OTHER DISCLOSURE

Save as disclosed in this interim report, since the publication of the 2023/24 annual report, there have been no material changes in the likely future business development of the Group, including the Company's prospects for the current financial year.

## EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2024, our Group had 408 staff (30 September 2023: 507). The total staff costs incurred by our Group for the Period were approximately HK\$31.7 million (Previous Period: approximately HK\$27.9 million).

Employees' remuneration packages are determined with reference to the market information and individual performance and will be reviewed on a regular basis. The remuneration policy will be reviewed by the Board from time to time. In addition to basic remuneration, the Group also makes contributions to mandatory provident funds scheme.

## IMPORTANT EVENTS AFTER THE END OF THE FINANCIAL PERIOD, SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSET

The Group did not have any important events after the end of the Period, significant investments, material acquisitions or disposal of subsidiaries, associates and joint ventures, and plans for material investments or capital asset.

## INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend to shareholders of the Company for the Period.

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

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

## 其他披露事項

除本中期報告中披露的內容外，自二零二三／二四年年報刊發以來，本集團可能的未來業務發展（包括本公司本財政年度的前景）並無重大變動。

## 僱員及薪酬政策

於二零二四年九月三十日，本集團擁有408名（二零二三年九月三十日：507名）員工。本集團於本期間產生的員工成本總額約為31.7百萬港元（上一期間：約27.9百萬港元）。

僱員的薪酬待遇經參考市場資料及個人表現釐定，並會定期檢討。董事會將不時檢討薪酬政策。除基本薪酬外，本集團亦向強制性公積金計劃供款。

## 財務期末後重大事項、持有的重大投資、重大收購或出售附屬公司、聯營公司及合營企業以及重大投資或資本資產計劃

本集團並無本期間後重大事項、重大投資、重大收購或出售附屬公司、聯營公司及合營企業以及重大投資或資本資產計劃。

## 中期股息

董事會不建議就本期間向本公司股東派付中期股息。

## 購買、贖回或出售本公司的上市證券

於本期間，本公司或其任何附屬公司概無出售、購買或贖回本公司任何上市證券。

## Other Information 其他資料

### CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintain high standards of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as our corporate governance practices. The Company has complied with the applicable code provisions under the CG Code during the Period.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. The Company has made enquiries to all Directors regarding any non-compliance with the Model Code.

All the Directors confirmed that they have fully complied with the required standard set out in the Model Code during the Period.

### AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established on 23 January 2017, with specific written terms of references in accordance with rule 3.22 of the Listing Rules and paragraph D.3 of Part 2 of the CG Code. As at the date of approval of this interim result announcement, the Audit Committee comprises three members, namely Mr. Yu Chor On (Chairman), Mr. Hui Chin Tong Godfrey, and Mr. Ye Longfei, all of whom are independent non-executive Directors.

The unaudited interim condensed consolidated financial statements of the Group for the Period have been reviewed by the Audit Committee.

### 企業管治常規

本集團致力於維持高水平的企業管治，以保障本公司股東的權益及提升企業價值及問責性。本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄所載的企業管治守則（「企業管治守則」）作為其企業管治常規。本公司於本期間已遵守企業管治守則的適用守則條文。

### 遵守證券交易的標準守則

本公司已就董事進行證券交易採納上市規則附錄C3所載有關上市發行人董事進行證券交易的標準守則（「標準守則」）作為其自身的行為守則。本公司已就標準守則的任何不合規情況向全體董事作出查詢。

全體董事確認彼等已於本期間全面遵守標準守則所載的規定標準。

### 審核委員會

本公司審核委員會（「審核委員會」）於二零一七年一月二十三日設立，並遵照上市規則第3.22條及企業管治守則制定明確書面職權範圍。於本中期業績公告批准日期，審核委員會由三名成員組成，即余礎安先生（主席）、許展堂先生及叶龍蜚先生，彼等均為獨立非執行董事。

本集團於本期間的未經審核中期簡明綜合財務報表已經審核委員會審閱。

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

As at 30 September 2024, the interests of the Directors and the chief executive of the Company in the shares of the Company (the “Shares”) or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the registered 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 were as follows:

### Long Positions in the Shares

Name of director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 持有股份數目	Percentage of shareholding <sup>(note 1)</sup> 股權百分比 <sup>(附註1)</sup>
Mr. Xu Chujia <sup>(note 2)</sup> 許楚家先生 <sup>(附註二)</sup>	Interest of a controlled corporation 受控制法團權益	3,804,096,000	61.41%

Notes:

- The percentage of shareholding is calculated on the basis of the number of issued Shares as at 30 September 2024 of 6,195,000,000.
- Mr. Xu Chujia owned 58.53% of the issued share capital of Boardwin Resources Limited, which beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the issued share capital of the Company. By virtue of the SFO, Mr. Xu Chujia is deemed to be interested in the Shares in which Boardwin Resources Limited were interested.

## 董事及最高行政人員於股 份、相關股份及債權證的權 益及淡倉

於二零二四年九月三十日，本公司董事及本公司最高行政人員於根據證券及期貨條例第352條予以存置於登記名冊內或依據標準守則向本公司及聯交所具報的本公司股份（「股份」）或任何相關法團（定義見證券及期貨條例第XV部）內的權益如下：

### 於股份中的好倉

附註：

- 權益比例基於二零二四年九月三十日已發行6,195,000,000股股份計算。
- 許楚家先生擁有Boardwin Resources Limited 58.53%已發行股本，而Boardwin Resources Limited實益擁有3,804,096,000股股份，佔本公司已發行股本約61.41%。根據證券及期貨條例，許楚家先生被視為於Boardwin Resources Limited擁有權益的股份中擁有權益。

Long position in the shares of Boardwin Resources Limited, an associated corporation <sup>(note 1)</sup>

於相聯法團Boardwin Resources Limited股份中的好倉 <sup>(附註1)</sup>

Name of director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 持有股份數目	Percentage of shareholding <sup>(note 2)</sup> 股權百分比 <sup>(附註2)</sup>
Mr. Xu Chujia 許楚家先生	Beneficial owner 實益擁有人	183,053,003	58.53%
Ms. Tsim Ying Wah 詹映樺女士	Beneficial owner and interest of a controlled corporation 實益擁有人及受控制法團權益	6,254,730	1%

Notes:

- Boardwin Resources Limited beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the total issued Shares as at 30 September 2024. As such, Boardwin Resources Limited was an associated corporation of the Company within the meaning of Part XV of the SFO.
- The percentage of shareholding is calculated on the basis of the number of issued shares of Boardwin Resources Limited as at 30 September 2024 of 312,736,500 shares.

Save as disclosed above, as at 30 September 2024, none of the Directors or the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the registered 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.

附註：

- Boardwin Resources Limited實益擁有3,804,096,000股本公司股份，佔本公司於二零二四年九月三十日已發行股本約61.41%。因此，Boardwin Resources Limited為證券及期貨條例第XV部所界定的本公司的相聯法團。
- 權益比例基於Boardwin Resources Limited於二零二四年九月三十日已發行312,736,500股股份計算。

除上文所披露者外，於二零二四年九月三十日，概無本公司董事或最高行政人員擁有於本公司於根據證券及期貨條例第352條予以存置於登記名冊內或依據標準守則向本公司及聯交所具報的本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中的權益或淡倉。



## Other Information 其他資料

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

As at 30 September 2024, the interests of persons, other than Directors or the chief executive of the Company, in the Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

Name 姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 持有股份數目	Percentage of shareholding <sup>(note 1)</sup> 股權百分比 <sup>(附註1)</sup>
Boardwin Resources Limited	Beneficial owner 實益擁有人	3,804,096,000	61.41%
Ms. Zhang Meijuan <sup>(note 2)</sup> 張美娟女士 <sup>(附註2)</sup>	Interest of spouse 配偶權利	3,804,096,000	61.41%

Notes:

- The percentage of shareholding is calculated on the basis of the number of issued Shares as at 30 September 2024 of 6,195,000,000.
- Ms. Zhang Meijuan is the spouse of Mr. Xu Chujia, who owned 58.53% of the issued share capital of Boardwin Resources Limited, which in turn beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the issued share capital of the Company. By virtue of the SFO, Ms. Zhang Meijuan was deemed to be interested in the Shares in which Mr. Xu Chujia was interested.

Save as disclosed above, as at 30 September 2024, no persons, other than the Directors and the chief executive of the Company, had any interest or short position in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

### 主要股東於股份及相關股份 之權益

於二零二四年九月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士（本公司董事或最高行政人員除外）於本公司股份之權益如下：

附註：

- 權益比例基於本公司於二零二四年九月三十日已發行6,195,000,000股股份計算。
- 張美娟女士為許楚家先生之配偶，其持有Boardwin Resources Limited 58.53%已發行股本，該公司實益擁有3,804,096,000股股份，佔本公司已發行股本約61.41%。根據證券及期貨條例，張美娟女士被當作於許楚家先生擁有權益的股份中擁有權益。

除上文所披露者外，於二零二四年九月三十日，沒有人士（董事或本公司最高行政人員除外）於本公司股份或相關股份中，擁有根據證券及期貨條例第336條須登記於該條所述登記冊的權益或淡倉。

## SHARE OPTION SCHEME

The Company's share option scheme ("**Share Option Scheme**") was adopted pursuant to a shareholder's resolution passed on 23 January 2017. From the date of the adoption of the Share Option Scheme and up to the end of the Period, no share option has been granted, or agreed to be granted, under the Share Option Scheme. As at the beginning and the end of the Period, the number of options available for grant under the Share Option Scheme was 120,000,000 Shares.

By order of the Board

**Xu Chujia**

Zhaobangji Lifestyle Holdings Limited  
*Chairman and Executive Director*

Hong Kong, 29 November 2024

## 購股權計劃

本公司根據於二零一七年一月二十三日通過的股東決議案採納購股權計劃(「**購股權計劃**」)。自購股權計劃採納日期起及直至本期間末，並無購股權根據購股權計劃已授出或已同意授出。於本期間初及本期間末，根據購股權計劃可供授予的購股權數量為120,000,000股。

承董事會命

**許楚家**

兆邦基生活控股有限公司  
*主席兼執行董事*

香港，二零二四年十一月二十九日



# Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 中期簡明綜合損益及其他全面收益表

For the period ended 30 September 2024 截至二零二四年九月三十日止期間

			Unaudited 未經審計	
			Six months ended 30 September 截止九月三十日止六個月	
			2024 二零二四年	2023 二零二三年
			HK\$'000 千港元	HK\$'000 千港元
		Notes 附註		
Revenue	收益	4	110,831	152,965
Cost of sales and services	銷售及服務成本	5	(82,982)	(125,615)
Gross profit	毛利		27,849	27,350
Other gains and losses	其他收益及虧損		(3,455)	2,545
Selling expenses	銷售開支	5	–	(24)
Administrative expenses	行政開支	5	(34,065)	(20,385)
<b>(Loss)/profit from operations</b>	<b>經營所得(損失)/溢利</b>		<b>(9,671)</b>	9,486
Finance income	財務收入		1,156	405
Finance costs	財務成本		(538)	(810)
Finance income, net	財務收入，淨額		618	(405)
<b>(Loss)/profit before tax</b>	<b>除稅前(損失)/溢利</b>		<b>(9,053)</b>	9,081
Income tax expense	所得稅抵免/(開支)	6	1,686	(3,389)
<b>(Loss)/profit for the period</b>	<b>期內(損失)/溢利</b>		<b>(7,367)</b>	5,692
<b>(Loss)/profit attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔(損失)/溢利</b>		<b>(7,367)</b>	5,692
Other comprehensive income	其他全面收益			
Items that may be reclassified to profit or loss:	可能重新分類至損益的項目：			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		5,772	(7,182)
Items that will not be reclassified to profit or loss:	其後將不會重新分類至損益的項目：			
Fair value gain on revaluation of financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值收益		100	–
<b>Total comprehensive loss for the period, net of tax</b>	<b>期內全面損失總額</b>		<b>(1,495)</b>	(1,490)

# Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 中期簡明綜合損益及其他全面收益表

For the period ended 30 September 2024 截至二零二四年九月三十日止期間

			Unaudited 未經審計	
			Six months ended 30 September 截止九月三十日止六個月	
			2024 二零二四年	2023 二零二三年
			HK\$'000 千港元	HK\$'000 千港元
			Notes 附註	
Total comprehensive loss for the period attributable to: Owners of the Company	本年度全面損失總額歸屬於： 本公司擁有人			
			(1,495)	(1,490)
<b>(Loss)/earnings per share for (loss)/profit attributable to equity holders of the Company:</b>	本公司權益持有人應佔虧損之每股(損失)/溢利：			
			HK cent 港仙	HK cent 港仙
Basic and diluted	基本及攤薄	8	(0.12)	0.09

The above interim condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

上述中期簡明綜合損益及其他全面收益表應與附註一併閱讀。

# Interim Condensed Consolidated Statement of Financial Position

## 中期簡明綜合財務狀況表

As at 30 September 2024 於二零二四年九月三十日

			Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
	Notes 附註			
<b>ASSETS</b>		<b>資產</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	9	物業、倉房及設備	117,534	135,435
Right-of-use assets		使用權資產	8,998	22,044
Deferred tax assets		遞延稅項資產	–	551
Financial assets at fair value through other comprehensive income		按公平值計入其他全面收益之金融資產	5,121	5,003
Financial assets at fair value through profit or loss		按公平值計入損益之金融資產	72,053	70,389
Deposits, prepayments and other receivables	10	按金、預付款項及其他應收款項	4,352	2,533
Loans receivable		應收貸款	91,025	73,039
			299,083	308,994
<b>Current assets</b>		<b>流動資產</b>		
Tax recoverable		即期稅項資產	3,819	2,426
Inventories		存貨	4,925	5,270
Trade receivables	10	貿易應收款項	137,102	94,035
Deposits, prepayments and other receivables	10	按金、預付款項及其他應收款項	16,158	41,787
Loans receivable		應收貸款	1,724	3,389
Financial assets at fair value through profit or loss		按公平值計入損益之金融資產	3,503	9,395
Amounts due from related companies		應收關聯公司款項	–	84
Amounts due from then related companies		應收前關聯公司款項	14,763	16,704
Bank and cash balances		銀行及現金結餘	44,402	34,278
			226,396	207,368
<b>Total assets</b>		<b>總資產</b>	<b>525,479</b>	<b>516,362</b>
<b>LIABILITIES</b>		<b>負債</b>		
<b>Current liabilities</b>		<b>流動負債</b>		
Contract liabilities		合約負債	11,422	9,460
Borrowings		借款	521	7,482
Lease liabilities		租賃負債	9,010	20,824
Trade payables	12	貿易應付款項	47,503	21,140
Accruals and other payables	12	應計費用及其他應付款項	43,322	37,663
Loans from a shareholder		應付股東款項	–	1,825
Amounts due to related companies		應付關聯公司款項	–	133
Amounts due to then related companies		應付前關聯公司款項	–	1,923
Current tax liabilities		即期稅項負債	68	3
			111,846	100,453

# Interim Condensed Consolidated Statement of Financial Position 中期簡明綜合財務狀況表

As at 30 September 2024 於二零二四年九月三十日

		Notes 附註	Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
<b>Net current assets</b>	流動資產淨值		<b>114,550</b>	106,915
<b>Total assets less current liabilities</b>	總資產減流動負債		<b>413,633</b>	415,909
<b>Non-current liabilities</b>	非流動負債			
Borrowings	借款		<b>6,097</b>	2,707
Lease liabilities	租賃負債		–	1,921
Deferred tax liabilities	遞延稅項負債		<b>13,247</b>	12,596
			<b>19,344</b>	17,224
<b>Total liabilities</b>	總負債		<b>131,190</b>	117,677
<b>Net assets</b>	資產淨值		<b>394,289</b>	398,685
<b>Capital and reserves</b>	權益			
<b>Share capital</b>	股本	11	<b>12,390</b>	12,390
Reserves	儲備		<b>381,899</b>	386,344
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔股本及儲備		<b>394,289</b>	398,734
Non-controlling interest	非控股權益		–	(49)
<b>Total equity</b>	權益總額		<b>394,289</b>	398,685

The above interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述中期簡明綜合財務狀況表應與附註一併閱讀。

# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明綜合權益變動表

For the period ended 30 September 2024 截至二零二四年九月三十日止期間

		Unaudited 未經審計									
		Attributable to the equity holders of the Company 本公司權益持有人應佔									
								Financial assets at			
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Foreign currency translation reserve 外幣換算儲備 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元	FVTOCI reserve 按公平值計入 其他全面收益之 金融資產儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
Balance at 1 April 2023	於二零二三年四月一日的結餘	12,390	116,347	(2,147)	2,500	23,015	4,018	278,352	434,475	(52)	434,423
Comprehensive income	全面收益										
Profit for the year	期內溢利	-	-	-	-	-	-	5,692	5,692	-	5,692
Other comprehensive loss	其他全面虧損										
FV changes on FVTOCI	外匯匯兌差額	-	-	-	-	-	-	-	-	-	-
Foreign exchange differences	外匯匯兌差額	-	-	(9,934)	(1,055)	-	(115)	3,919	(7,185)	3	(7,182)
Transfer to statutory reserve	撥至法定儲備	-	-	-	-	-	-	-	-	-	-
Total comprehensive (loss)/income	期內全面(損失)/收益總額	-	-	(9,934)	(1,055)	-	(115)	9,611	(1,493)	3	(1,490)
Balance at 30 September 2023	於二零二三年九月三十日的結餘	12,390	116,347	(12,081)	1,445	23,015	3,903	287,963	432,982	(49)	432,933
Balance at 1 April 2024	於二零二四年四月一日的結餘	12,390	116,347	(10,081)	2,500	23,015	4,245	250,318	398,734	(49)	398,685
Comprehensive loss	全面損失										
Loss for the year	期內損失	-	-	-	-	-	-	(7,367)	(7,367)	-	(7,367)
Other comprehensive loss	其他全面損失										
FV changes on FVTOCI	外匯匯兌差額	-	-	-	-	-	100	-	100	-	100
Foreign exchange differences	外匯匯兌差額	-	-	5,065	-	-	-	610	5,723	49	5,772
Transfer to statutory reserve	撥至法定儲備	-	-	-	-	-	-	-	-	-	-
Total comprehensive (Loss)/income for the period	期內全面(損失)/收益總額	-	-	5,065	-	-	100	(6,757)	(1,544)	49	(1,495)
Balance at 30 September 2024	於二零二四年九月三十日的結餘	12,390	116,347	(5,016)	2,500	23,015	4,345	240,707	394,289	-	394,289

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述中期簡明綜合權益變動表應與附註一併閱讀。

# Interim Condensed Consolidated Cash Flow Statement

## 中期簡明綜合現金流量表

For the period ended 30 September 2024 截至二零二四年九月三十日止期間

		Unaudited 未經審計	
		Six months ended 30 September 截止九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Net cash generated from operating activities	經營活動所得現金淨額	45,260	762
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(13,765)	12,066
Net cash used in financing activities	融資活動所用現金淨額	(19,461)	(14,525)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	12,034	(1,697)
Effect of foreign exchange rate changes	匯率變動的影響	(1,910)	3,418
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	34,278	43,245
Cash and cash equivalents at end of the period	期末現金及現金等價物	44,402	44,966

The above interim condensed consolidated statement of cash flow should be read in conjunction with the accompanying notes.

上述中期簡明綜合現金流量表應與附註一併閱讀。

# Notes to the Interim Condensed Consolidated Financial Information

## 中期簡明綜合財務資料附註

### 1 GENERAL INFORMATION

Zhaobangji Lifestyle Holdings Limited (the “Company”) was incorporated in the Cayman Islands with limited liability. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business is Unit 13-15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company and its subsidiaries (the “Group”) are principally engaged in trading of machinery and spare parts, leasing of machinery and the provision of related services, provision of transportation services and money lending business in Hong Kong and the provision of property management services, leasing of machinery, property leasing, subletting, retail and other businesses and money lending in the People’s Republic of China (the “PRC”).

In the opinion of the directors of the Company as at 30 September 2024, Boardwin Resources Limited, a company incorporated in the British Virgin Islands, is the immediate and ultimate parent and Mr. Xu Chujia is the ultimate controlling party of the Company.

### 1 一般資料

兆邦基生活控股有限公司(「本公司」)為在開曼群島註冊成立的有限責任公司，其註冊辦事處地址為P.O. Box 309，Ugland House，Grand Cayman，KY1-1104，Cayman Islands。其主要營業地點地址為香港干諾道中168-200號信德中心招商局大廈11樓13-15室。本公司的股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為投資控股公司，連同其附屬公司(「本集團」)主要在香港從事機械及配件貿易、機械租賃及提供相關服務、提供運輸服務及放債業務，以及在中華人民共和國(「中國」)提供物業管理服務、機械租賃、物業租賃、轉租、零售、放債、及其他業務。

本公司董事認為，於二零二四年九月三十日，Boardwin Resources Limited(一間於英屬處女群島註冊成立的公司)為本公司直接及最終母公司，且許楚家先生為本公司最終控股方。

## 2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements 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 (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2024.

## 2 編製基準及主要會計政策

該等未經審核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」)以及聯交所證券上市規則(「上市規則」)附錄D2的適用披露規定編製。

本未經審核簡明綜合財務報表乃按歷史成本法編製。

除應用經修訂香港財務報告準則(「香港財務報告準則」)所產生之附加會計政策外，截至二零二四年九月三十日止六個月之未經審核簡明綜合財務報表所採用的會計政策及計算方法，與本集團截至二零二四年三月三十一日止年度之年度財務報表所呈列者一致。



## 2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

### Application of new and amendments to HKFRSs and interpretations

In the current interim period, the Group has applied the following amendments to HKFRSs and interpretations issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the Group's unaudited condensed consolidated financial statements:

HKAS 1	Classification of Liabilities as Current or Non-current (Amendments)
HKAS 1	Non-current Liabilities with Covenants (Amendments)
HKFRS 16	Lease Liability in a Sale and Leaseback (Amendments)
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
HKAS 7 and HKFRS 7	Supplier Finance Arrangements (Amendments)

The application of the amendments to HKFRSs and interpretations 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 unaudited condensed consolidated financial statements.

## 2 編製基準及主要會計政策 (續)

### 應用新訂及經修訂香港財務報告準則及詮釋

於本中期期間，本集團已首次採納由香港會計師公會頒佈且已於二零二四年一月一日或之後開始之年度期間強制生效的以下經修訂香港財務報告準則及詮釋，以編製本集團之未經審核簡明綜合財務報表：

香港會計準則第1號	負債分類為流動或非流動 (修訂本)
香港會計準則第1號	物業、廠房及設備：於作擬定用途前之所得款項
香港財務報告準則第16號	售後租回的租賃負債 (修訂本)
香港詮釋第5號 (經修訂)	財務報表的呈列 – 借款人對含有按要求償還條款的定期貸款的分類
香港會計準則第7號及香港財務報告準則第7號	供應商融資安排 (修訂本)

本期間應用經修訂香港財務報告準則及詮釋對本集團於本期間及過往期間之財務狀況及表現及／或載於該等未經審核簡明綜合財務報表之披露並無重大影響。

### 3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

#### 3.1 Financial risk factors

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

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the consolidated financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 March 2024.

There have been no significant changes in the financial risk management policies of the Group.

#### 3.2 Fair value of financial assets and liabilities measured at amortised cost

The fair values of the following financial assets and liabilities approximate their carrying values:

- Trade receivables
- Deposits and other receivables
- Amounts due from related companies
- Cash and cash equivalents
- Trade payables
- Accruals and other payables

### 3 財務風險管理及金融工具

#### 3.1 財務風險因素

本集團的業務使其面對多種財務風險：外幣風險、信用風險、流動資金風險及利率風險。

中期簡明綜合財務資料並不包括綜合財務報表所需的一切財務風險管理資料及披露，並應與本集團截至二零二四年三月三十一日止年度綜合財務報表一併閱讀。

本集團的財務風險管理政策並無重大變動。

#### 3.2 按攤銷成本計量的金融資產及負債公平值

下列金融資產及負債的公平值與其賬面值相若：

- 貿易應收款項
- 按金及其他應收款項
- 應收關聯公司款項
- 現金及現金等價物
- 貿易應付款項
- 應計費用及其他應付款項

Notes to the Interim Condensed Consolidated Financial Information  
 中期簡明綜合財務資料附註

#### 4 REVENUE AND SEGMENT INFORMATION

Revenue represents gross receipts on leasing of machinery and the provision of related services, sales of machinery and spare parts and the provision of related services, the provision of property management services, property leasing, subletting, retail and others and money lending in the ordinary course of business. Revenue recognised for the periods are as follows:

#### 4 收益及分部資料

收益指於日常業務過程中租賃機械及提供相關服務、銷售機械及備用零件及提供相關服務、提供物業管理服務、提供物業租賃及轉租服務、提供零售及其他服務，及放債的收款總額。期內確認的收益如下：

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年
		HK\$'000 千港元	HK\$'000 千港元
Revenue	收益		
Leasing of machinery and provision of related services	租賃機械及提供相關服務	30,185	45,602
Sales of machinery and spare parts and provision of related services	銷售機械及備用零件以及提供相關服務	2,872	15,706
Property management services	物業管理服務	44,611	28,724
Property leasing, subletting, retail and others	物業租賃、轉租、零售及其他	31,418	61,209
Money Lending	放債	1,745	1,724
		110,831	152,965

#### 4 REVENUE AND SEGMENT INFORMATION (Continued)

The chief operating decision-maker has been identified as the executive directors of the Company. Information is reported to the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments are as follows:

1. Leasing – Leasing of machinery and provision of related services
2. Trading – Sales of machinery and spare parts and provision of related services
3. Property management – Provision of property management services
4. Property leasing, subletting, retail and others – Provision of property leasing, subletting, retail and other businesses
5. Money Lending – Provision of money lending business

#### 4 收益及分部資料(續)

本公司的執行董事被確定為其主要營運決策人。就調配資源及評估分部表現而向主要營運決策人呈報的資料着重於所交付或提供的貨品或服務類型。

具體來說，本集團的可報告分部如下：

1. 租賃 – 租賃機械及提供相關服務
2. 貿易 – 銷售機械及備用零件以及提供相關服務
3. 物業管理 – 提供物業管理服務
4. 物業租賃、轉租、零售及其他 – 提供物業租賃、轉租、零售及其他業務
5. 放債 – 提供放債業務

Notes to the Interim Condensed Consolidated Financial Information  
中期簡明綜合財務資料附註

#### 4 REVENUE AND SEGMENT INFORMATION (Continued)

##### Segment revenue and results

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

For the six months ended 30 September 2024

#### 4 收益及分部資料(續)

##### 分部收益及業績

以下為按可報告及經營分部劃分的本集團收益及業績分析。

截至二零二四年九月三十日止六個月

		Unaudited 未經審計					Total 總計 HK\$'000 千港元
		Trading 貿易 HK\$'000 千港元	Leasing 租賃 HK\$'000 千港元	Property Management 物業管理 HK\$'000 千港元	Property leasing, subletting, retail and others 物業租賃、 轉租、零售 及其他 HK\$'000 千港元	Money Lending 放債 HK\$'000 千港元	
Revenue	收益						
Segment revenue from external customers	來自外部客戶的分部收益						
Timing of revenue recognition	收入確認之時間						
- At a point in time	- 於一個時間點	2,872	-	-	30,064	-	32,936
- Over time	- 於一段時間內	-	30,185	44,611	1,354	1,745	77,895
Results	業績						
Segment profit/(loss)	分部溢利/(損失)	786	(3,881)	(6,537)	1,625	353	(7,654)
Unallocated corporate income	未分配公司收入						1,047
Unallocated corporate expenses	未分配公司支出						(2,446)
Loss before tax	稅前損失						(9,053)

Notes to the Interim Condensed Consolidated Financial Information  
中期簡明綜合財務資料附註

#### 4 REVENUE AND SEGMENT INFORMATION (Continued)

##### Segment revenue and results (Continued)

For the six months ended 30 September 2023

#### 4 收益及分部資料(續)

##### 分部收益及業績(續)

截至二零二三年九月三十日止六個月

		Unaudited 未經審計					
		Trading	Leasing	Property Management	Property leasing, subletting, retail and others 物業租賃、 轉租、零售 及其他	Money Lending	Total
		貿易 HK\$'000 千港元	租賃 HK\$'000 千港元	物業管理 HK\$'000 千港元	物業租賃、 轉租、零售 及其他 HK\$'000 千港元	放債 HK\$'000 千港元	總計 HK\$'000 千港元
Revenue	收益						
Segment revenue from external customers	來自外部客戶的 分部收益						
Timing of revenue recognition	收入確認之時間						
- At a point in time	- 於一個時間點	15,706	-	-	59,297	-	75,003
- Over time	- 於一段時間內	-	45,602	28,724	3,635	-	77,961
Results	業績						
Segment profit/(loss)	分部溢利/(損失)	(1,759)	19,028	(5,705)	10,509	-	22,073
Unallocated corporate income	未分配公司收入						-
Unallocated corporate expenses	未分配公司支出						(12,991)
Loss before tax	稅前損失						9,082

Segment profit represents the profit before tax earned by each segment without allocation of central administration costs, exchange differences, finance income and finance cost. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

No segment assets and liabilities are presented as the information is not regularly reported to the chief operating decision maker for the purpose of resource allocation and assessment of performance.

分部溢利指各分部所賺取的除稅前溢利而未分配中央行政成本、匯兌差額、財務收入及財務成本。此乃就資源調配及表現評估而向主要營運決策人匯報的計量方式。

由於有關資料毋須就資源調配及表現評估而定期向主要營運決策人報告，故並無呈列分部資產及負債。

Notes to the Interim Condensed Consolidated Financial Information  
中期簡明綜合財務資料附註

## 5 EXPENSES BY NATURE

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

## 5 按性質劃分的開支

計入銷售及服務成本、銷售及行政開支的開支分析如下：

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	42,119	58,238
Staff costs, including directors' emoluments	僱員福利成本(包括董事酬金)	31,652	27,918
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17,435	18,857
Depreciation of right-of-use assets	使用權資產折舊	14,962	21,965
Office expenses	辦公室支出	4,940	8,321
Short term lease expenses	短期租賃開支	1,379	1,599
Legal and professional fee	法律及專業費用	551	1,863
Others	其他	4,009	7,264
Total cost of sales and services and administrative expenses	銷售及服務成本及行政開支總額	117,047	146,025

Notes to the Interim Condensed Consolidated Financial Information  
中期簡明綜合財務資料附註

## 6 INCOME TAX (CREDIT)/EXPENSE

The amount of income tax charged to profit or loss represents:

		Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	–	3,407
– Mainland China tax	– 中國內地稅	(1,686)	18
Income tax (credit)/expense	所得稅(抵免)/開支	(1,686)	3,425

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the six months ended 30 September 2024 (six months ended 30 September 2023: 16.5%).

Mainland China Corporate Income Tax ("CIT") has been provided at the rate of 25% (six months ended 30 September 2023: 25%) on the estimated assessable profits which are subject to CIT.

截至二零二四年九月三十日止六個月，已就估計應課稅溢利按16.5%(截至二零二三年九月三十日止六個月：16.5%)稅率計提香港利得稅撥備。

中國內地企業所得稅(「企業所得稅」)按估計應課稅溢利按25%(截至二零二三年九月三十日止六個月：25%)計算。

## 7 DIVIDENDS

The Board of Directors does not recommend the payment of any interim dividend for the six months ended 30 September 2024.

## 7 股息

董事會不建議就截至二零二四年九月三十日止六個月派付任何中期股息。



Notes to the Interim Condensed Consolidated Financial Information  
 中期簡明綜合財務資料附註

## 8 (LOSS)/EARNINGS PER SHARE

### (a) Basic

Basic (loss)/earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

		Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月 2024 二零二四年 HK\$'000 千港元	
			2023 二零二三年 HK\$'000 千港元
Profit/(loss) attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利(千港元)	(7,367)	5,692
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	6,195,000	6,195,000
Basic (loss)/earnings per share (HK cents)	每股基本(損失)／盈利(港仙)	(0.12)	0.09

### (b) Diluted

Diluted (loss)/earnings per share is of the same amount as the basic (loss)/earnings per share as there were no potential dilutive ordinary share outstanding as at 30 September 2024 (30 September 2023: same).

## 8 每股(損失)／溢利

### (a) 基本

每股基本(損失)／溢利由本公司權益持有人應佔溢利除以於期內已發行普通股的加權平均數計算。

### (b) 攤薄

由於在二零二四年九月三十日並無具攤薄潛力的已發行普通股(於二零二三年九月三十日：相同)，因此每股攤薄(損失)／溢利金額與每股基本(損失)／溢利相同。

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9 PROPERTY, PLANT AND EQUIPMENT

9 物業、廠房及設備

		Unaudited 未經審核 HK\$'000 千港元
Net book value as at 1 April 2023	於二零二三年四月一日的賬面淨額	150,577
Additions	添置	–
Disposals	出售	(13,291)
Depreciation	折舊	(18,857)
Exchange differences	匯兌差額	(1,679)
Net book value as at 30 September 2023	於二零二三年九月三十日的賬面淨額	116,750
Net book value as at 1 April 2024	於二零二四年四月一日的賬面淨額	<b>135,435</b>
Additions	添置	<b>5,539</b>
Disposals	出售	<b>(6,800)</b>
Depreciation	折舊	<b>(17,435)</b>
Exchange differences	匯兌差額	<b>794</b>
Net book value as at 30 September 2024	於二零二四年九月三十日的賬面淨額	<b>117,534</b>

10 TRADE RECEIVABLES, DEPOSITS,  
 PREPAYMENTS AND OTHER RECEIVABLES

10 貿易應收款項、按金、預  
 付款項及其他應收款項

		Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
Trade receivables	貿易應收款項	164,736	121,162
Allowance for doubtful debts	預期信用損失撥備	(27,634)	(27,127)
		137,102	94,035
Deposits, prepayments and other receivables	按金、預付款項及 其他應收款項	20,510	44,320
Less: non-current portion	減：非即期部分	4,352	2,533
Current portion	即期部分	16,158	41,787

The credit period granted to trade customers was generally between 30 to 60 days. The Group does not hold any collateral as security.

授予貿易客戶的信用期一般為30至60天。本集團未持有任何抵押品作為擔保。

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10 TRADE RECEIVABLES, DEPOSITS,  
PREPAYMENTS AND OTHER RECEIVABLES  
(Continued)

As at 30 September 2024, the ageing analysis of the trade receivables based on invoice date was as follows:

		Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30天	8,786	6,375
31 to 60 days	31至60天	5,245	11,284
61 to 90 days	61至90天	3,783	3,477
More than 90 days	90天以上	146,922	100,026
		164,736	121,162

10 貿易應收款項、按金、預  
付款項及其他應收款項  
(續)

於二零二四年九月三十日，貿易應收款項按發票日期作出的賬齡分析如下：

11 SHARE CAPITAL

11 股本

		No. of shares 股份數目	HK\$'000 千港元
<b>Authorised:</b> Ordinary shares at HK\$0.002 each At 31 March 2024, 1 April 2024 and 30 September 2024	<b>法定：</b> 每股面值0.002港元之普通股 於二零二四年三月三十一日、 二零二四年四月一日及 二零二四年九月三十日	10,000,000,000	20,000
<b>Issued and fully paid :</b> Ordinary shares of HK\$0.002 each At 31 March 2024, 1 April 2024 and 30 September 2024	<b>已發行及繳足：</b> 每股面值0.002港元之普通股 於二零二四年三月三十一日、 二零二四年四月一日及 二零二四年九月三十日	6,195,000,000	12,390

## 12 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES

## 12 貿易應付款項、應計費用及其他應付款項

		Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
Trade payables	貿易應付款項	47,503	21,140
Accruals and other payables	應計費用及其他應付款項	43,322	37,663
		90,825	58,803

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

貿易應付款項按發票日期作出的賬齡分析如下：

		Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30天	3,964	1,951
31 to 60 days	31至60天	640	2,726
61 to 90 days	61至90天	1,360	453
More than 90 days	90天以上	41,539	16,010
		47,503	21,140

13 CAPITAL COMMITMENTS

(a) Capital commitments

Capital expenditure committed at the balance sheet date but not yet incurred is as follows:

		Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元
Leasehold improvements, machinery and equipment	租賃物業裝修、機械及設備	-	5,763

13 資本承擔

(a) 資本承擔

於結算日已承擔但尚未產生的資本開支如下：

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### 14 RELATED PARTY TRANSACTIONS

The Group had entered into the following transactions and balances with its related and then related parties:

#### (a) Transactions with related and then related parties

### 14 關聯方交易

本集團已與其關聯方及前關聯方訂立以下交易及結餘：

#### (a) 與關聯方及前關聯方的交易

Name of related parties 關聯方名稱	Relationship 關係	Nature of transaction 交易性質	Unaudited 未經審計	
			Six months ended 30 September 截止九月三十日止六個月	
			2024 二零二四年	2023 二零二三年
			HK\$'000 千港元	HK\$'000 千港元
Shenzhen Zhaobangji Group Limited* and its certain subsidiaries 深圳兆邦基集團有限公司及其若干附屬公司	An entity previously controlled by certain director of the Company 本公司若干董事之前控制的實體	Building management fee income 大廈管理費收入	-	4,311
		Rental expense 租金開支	-	3,920
Well link Financial Services Limited 立橋金融服務有限公司	An entity controlled by the controlling shareholder of the Company 本公司控股股東控制的實體	Rental expense 租金開支	934	-

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14 RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with related parties

14 關聯方交易(續)

(b) 與關聯方的結餘

Name of related parties 關聯方名稱	Relationship 關係	Nature of transaction 交易性質	Unaudited 未經審核 30 September 2024 二零二四年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2024 二零二四年 三月三十一 HK\$'000 千港元
Shenzhen Zhaobangji Group Limited* and its certain subsidiaries 深圳兆邦基集團有限公司及其若干附屬公司	An entity previously controlled by certain director of the Company 本公司若干董事之前控制的實體	Amounts due from then related companies 應收前關聯公司款項	14,763	14,781
深圳市立橋城商業管理有限公司	An entity controlled by the nephew of the controlling shareholder of the Company 本公司若干董事之侄子控制的實體	Amounts due to related companies 應付關聯公司款項	-	(15)
深圳立橋匯商務服務有限責任公司	An entity controlled by the nephew of the controlling shareholder of the Company 本公司若干董事之侄子控制的實體	Amounts due from related companies 應收關聯公司款項	-	77
深圳市新巢娛樂城有限公司	An entity controlled by the nephew of the controlling shareholder of the Company 本公司控股股東之侄子控制的實體	Amounts due to related companies 應付關聯公司款項	-	(118)
深圳市核客綜合娛樂有限公司	An entity controlled by the nephew of the controlling shareholder of the Company 本公司控股股東之侄子控制的實體	Amounts due from related companies 應收關聯公司款項	-	7
Mr. Xu Chujia 許楚家先生	Ultimate controlling party of the Company 本公司的最終控股人	Amount due to a shareholder 應付一名股東	-	(1,825)

Note:

\* English names for identification purpose

附註：

\* 英文名稱僅供識別



## 14 RELATED PARTY TRANSACTIONS (Continued)

### (c) Key management compensation

The executive directors of the Company are regarded as key management. The remuneration of the key management was approximately HK\$340,000 during the six months ended 30 September 2024 (six months ended 30 September 2023: HK\$780,006).

## 14 關聯方交易(續)

### (c) 主要管理層的薪酬

本公司執行董事被視為主要管理人員。於截至二零二四年九月三十日止六個月，主要管理人員的薪酬約為薪酬為340,000港元(截至二零二三年九月三十日止六個月：780,006港元)。

**ZHAOBANGJI LIFESTYLE HOLDINGS LIMITED**

兆邦基生活控股有限公司