



PINE TECHNOLOGY
HOLDINGS LIMITED
松景科技控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 1079

2025

INTERIM REPORT

中期報告

* For identification purpose only
僅供識別

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Zhang Sanhuo

(Chairman and Chief Executive Officer)

Ms. An Juan

Mr. Wang Shoulei *(Appointed on 3 March 2025)*

Independent Non-executive Directors

Mr. So Stephen Hon Cheung

Mr. Zhou Chunsheng

Mr. Tian Hong

Company Secretary

Mr. Chan Cheuk Ho

Authorised Representatives

Mr. Zhang Sanhuo

Mr. Chan Cheuk Ho

Audit Committee

Mr. So Stephen Hon Cheung *(Chairman)*

Mr. Zhou Chunsheng

Mr. Tian Hong

Remuneration Committee

Mr. So Stephen Hon Cheung *(Chairman)*

Mr. Zhang Sanhuo

Mr. Zhou Chunsheng

Mr. Tian Hong

Nomination Committee

Mr. Zhang Sanhuo *(Chairman)*

Mr. So Stephen Hon Cheung

Mr. Zhou Chunsheng

Mr. Tian Hong

Registered Office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and Principal Place of Business

Unit B, 12/F., Central 88

88–98 Des Voeux Road Central

Central

Hong Kong

Principal Banker

Bank of Communications (Hong Kong) Limited

Principal Share Registrar and Transfer Agent

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

Independent Auditors

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Registered Public Interest Entity Auditor

Legal Adviser

As to Hong Kong Law:

CLKW Lawyers LLP

in association with Michael Li & Co. Solicitors

Stock Code

1079

Website of the Company

<https://www.irasia.com/listco/hk/pine>

MANAGEMENT DISCUSSION AND ANALYSIS

The board (the “**Board**”) of directors (the “**Director(s)**”) of PINE Technology Holdings Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated interim financial statements of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 31 December 2024 (the “**Period**”) together with the comparative figures for the corresponding period in 2023 and the relevant explanatory notes.

FINANCIAL REVIEW

Revenue

The Group’s revenue for the Period was approximately HK\$140,048,000, representing an increase of approximately 9.8% as compared with approximately HK\$127,559,000 for the corresponding period in 2023. The increase in revenue was mainly attributable to the increase in the sale of other manufacturers’ computer components and consumer electronic products and others and the trading of raw plastic materials during the Period.

The Group generated revenue of approximately HK\$109,098,000 from the sale of other manufacturers’ computer components and consumer electronic products and others during the Period (six months ended 31 December 2023: approximately HK\$101,363,000) and approximately HK\$29,579,000 from the trading of raw plastic materials during the Period (six months ended 31 December 2023: approximately HK\$24,965,000).

Gross Profit and Gross Profit Margin

The Group’s gross profit increased from approximately HK\$1,490,000 for the corresponding period in 2023 to approximately HK\$2,005,000 for the Period, while the gross profit margin improved from approximately 1.2% for the corresponding period in 2023 to approximately 1.4% for the Period. The increase in gross profit for the Period was mainly attributable to the increase in sales volume.

Other Gains and Losses, net

The Group’s other losses (net) for the Period was approximately HK\$104,000 compared with other gains (net) of approximately HK\$1,051,000 for the corresponding period in 2023. The turnaround was mainly attributable to the adverse fluctuation of foreign currencies, particularly the depreciation of the Renminbi, which is one of the major currencies used in the Group’s operating activities.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW (Continued)

Gain on Disposal of Subsidiaries

For the Period, the Group did not record any disposal of subsidiaries, where a gain on disposal of subsidiaries of approximately HK\$57,412,000 was recorded for the corresponding period in 2023. For details, please refer to Note 10 to the condensed consolidated interim financial statements for the Period and the Company's announcements dated 21 December 2023 and 22 December 2023 respectively.

Selling and Distribution Expenses

Selling and distribution expenses comprised mainly salaries of sales and marketing personnel, as well as employer contributions to the mandatory provident fund. Due to an increase in number of sales staff during the Period, the Group's selling and distribution expenses for the Period increased by approximately 103.8% to approximately HK\$693,000 compared to approximately HK\$340,000 for the corresponding period in 2023.

General and Administrative Expenses

General and administrative expenses comprised mainly staff costs (including Directors' remuneration) in relation to the Group's management and administrative personnel, office expenses, depreciation of right-of-use assets, travelling and other expenses. The Group's general and administrative expenses increased from approximately HK\$7,346,000 for the corresponding period in 2023 to approximately HK\$7,540,000 for the Period, representing an increase of approximately 2.6%. The increase was mainly attributable to the increase in the number of staff during the Period.

(Loss)/Profit for the Period

Loss attributable to owners of the Company for the Period amounted to approximately HK\$6,827,000 as compared with a profit attributable to owners of the Company approximately HK\$52,458,000 for the corresponding period in 2023. The turnaround from profit to loss was primarily attributable to the absence of gain on disposal of subsidiaries in the Period, whereas the Group recognised a gain of approximately HK\$57,412,000 from such disposal for the corresponding period in 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW (Continued)

Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and cash is generally deposited with banks in Hong Kong and the People's Republic of China (the "PRC").

The Group has maintained its funds at a sound and healthy financial resource level. The Group's net current assets and equity attributable to owners of the Company as of 31 December 2024 were approximately HK\$75,964,000 and approximately HK\$75,722,000 respectively (30 June 2024: approximately HK\$83,031,000 and approximately HK\$83,656,000 respectively). As of 31 December 2024, net current assets included bank balances and cash of approximately HK\$75,327,000 (30 June 2024: approximately HK\$83,646,000).

As of 31 December 2024, the Group had no outstanding bank borrowings (30 June 2024: Nil).

The current ratio, being the ratio of current assets to current liabilities, was approximately 38 times as at 31 December 2024 (30 June 2024: approximately 21 times).

The Group continued to maintain a healthy financial and cash position. The Company did not carry out any fund raising activities by issuing new shares of the Company during the Period.

Pledge of Group's assets

The Group did not have any charge on assets for the Period (30 June 2024: Nil).

Share Capital and Capital Structure of the Company

As at 31 December 2024, the Company had 1,326,701,739 ordinary shares of HK\$0.10 each (the "Shares") in issue (30 June 2024: 1,326,701,739 Shares).

Gearing Ratio

As at 31 December 2024, the gearing ratio of the Group based on total liabilities over total assets was approximately 3% (30 June 2024: approximately 4%).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW (Continued)

Foreign Exchange Exposure

The Group's monetary assets, liabilities and transactions are mainly denominated in Hong Kong dollars and Renminbi. The Group is mainly exposed to foreign exchange risk with respect to Renminbi which may affect the Group's performance. The Group regularly reviews the balances of assets and liabilities and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign currency risk. During the Period, no financial instruments had been used for hedging purpose. The Directors are of the view that the transactional exposure of the Group in currencies other than the functional currencies is maintained at an acceptable level.

BUSINESS REVIEW

During the Period under review, the economy of the PRC and Hong Kong continued on a modest post-pandemic growth. The global market has shown remarkable resilience over the past year. However, the Group continues to operate in a very complex world; rising geopolitical tensions in general are testing the Group's resilience. Geopolitical conflicts in Europe and the Middle East and escalating US-China trade tension have resulted in a decline in global trade cooperation causing the world to move from global to a geopolitically aligned trade.

Group's Brand Products

The segment revenue and segment profit from the Group's brand products were approximately HK\$19,000 and approximately HK\$3,000 respectively for the Period (corresponding period in 2023: no segment revenue and a segment loss was approximately HK\$11,000).

During the Period, the Group commenced the sale of its brand products through the establishment of its online sales platform. Looking ahead, the Group plans to further develop this business segment by leveraging its online sales platform while actively exploring other viable sales channels. The Group is committed to enhancing its brand presence, expanding its customer base, and optimizing its sales strategies to achieve sustainable growth in this segment.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW (Continued)

Other Brand Products

The segment revenue and segment profit from other brand products were approximately HK\$109,098,000 and approximately HK\$815,000 respectively for the Period (corresponding period in 2023: segment revenue was approximately HK\$101,363,000 and segment profit was approximately HK\$938,000).

The products sold by the Group under this segment are generally classified into (i) the sale of other manufacturers' computer components (the “**Other Computer Components**”) and (ii) the sale of consumer electronic products including mobile phones, laptop, tablet, security cameras, wireless mice, USB flash drives, external hard disks, printers and monitor (the “**Other Electronic Products**”, together with Other Computer Components, the “**Other Products**”).

Other Products were mainly sold to distributors and retailers across Asia. The Directors believe that by selling products to distributors and retailers, the Group can maintain stable profits and achieve higher sales volumes. This approach also helps the Group save time and reduce costs, when compared with selling directly to individual end customers. The Group strives to attract new customers in the coming period to diversify and broaden its existing customer base. Leveraging the business network of the Group's sales team in the industry, the Group is positioned to maintain its relationship with its current customers while gradually expanding its customer base.

The Directors believe that (i) the Group's long operating history in the computer components and electronic products industry in the PRC; (ii) close relationships with its suppliers and customers; and (iii) experienced professional management team, are the key factors that will enable the Group to resume to its prior market position in the computer components and electronic products industry and capture the future growth in the computer components and electronic products market.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW (Continued)

Trading Business

The segment revenue and segment profits from the trading business were approximately HK\$29,579,000 and approximately HK\$47,000 respectively for the Period (corresponding period in 2023: segment revenue was approximately HK\$24,965,000 and segment profit was approximately HK\$204,000).

The revenue of this segment business was generated from the sales of raw plastic materials. In view of the gradual resumption of economic activities in the PRC since January 2023 after the pandemic, various industries experienced a resurgence in commercial activities. Recognising the increasing demand for raw plastic materials, the Company seized the opportunity to venture into the trading of raw plastic materials, with a view to explore new business market and capitalise on the market growth in the plastic industry.

The Group carries out market researches to keep abreast of the raw plastic material market trends, development and changes in end-user preferences in the PRC. Leveraging the business network of the Group's sales team in the industry, the Group is well-positioned to maintain solid relationships with existing customers while steadily expanding its customer base. Supported by robust capital reserves, the Group is able to procure raw plastic materials in bulk directly from suppliers at discounted rates. This cost advantage allows the Group to offer its customers more competitive pricing compared to purchasing smaller quantities directly from suppliers. These strategic advantages position the Group's raw plastic material trading business for continued growth and long-term success.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW (Continued)

Computer Software and Hardware and System Development Service

On 23 January 2024, the Group established a joint venture company (the “**JV Company**”) in Shenzhen, the PRC. The Group indirectly holds a 51% equity stake in the JV Company. Apart from the provision of computer software and hardware and system development services, the JV Company will expand into measurement and control equipment integration, as well as the drone and robotics markets. This expansion aims to increase revenue and take advantage of new market opportunities. The main target customers are measurement and control equipment integrators and small to medium-sized businesses. By leveraging the benefits of the joint venture, the Directors believe that the JV Company will quickly establish its market presence and improve the Group’s financial performance.

During the Period, the segment’s revenue was approximately HK\$1,352,000, representing an approximate 10% increase compared to that of approximately HK\$1,231,000 for the corresponding period in 2023. The segment’s profit was approximately HK\$487,000, which marks a significant improvement compared to a segment’s loss of approximately HK\$1,510,000 for the corresponding period in 2023. The growth in revenue and the improvement in segment results have started to make a meaningful contribution to the Group’s overall business performance.

BUSINESS OUTLOOK

The economies of Hong Kong and the PRC are anticipated to continue on a slow post-pandemic recovery path in the year of 2025, but the prospects remain highly uncertain driven by the development of geopolitical factors. The risk appetites for corporate investments/business expansion and individual’s consumption are expected to remain conservative in the near term until a clearer economic outlook is ascertained.

Anticipating an uncertain global environment, the Group has maintained its focus on resilience and sustained growth. The Group will continue adopting sound and flexible marketing strategies to expand customer base and channels of services. Being acutely aware of the financial and operational risks it faces, the Group has further strengthened its credit control policy. Prudent working capital and cashflow management continues to be in place to ensure smooth and continuous short- and long-term operation. The Group will also strive for the diversification of income streams through the development of other business opportunities.

MANAGEMENT DISCUSSION AND ANALYSIS

SIGNIFICANT INVESTMENTS AND MATERIAL ACQUISITIONS AND/OR DISPOSALS

There was no significant investment held by the Group, nor were there any material acquisitions and/or disposals of subsidiaries, associates and joint ventures during the Period.

FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have any plan for material investments or capital assets as at 31 December 2024.

EMPLOYEES AND REMUNERATION POLICY

The Group ensured that its employees are remunerated according to the prevailing manpower market conditions, individual performance, qualification, experience and remuneration policies, which are reviewed on a regular basis. As at 31 December 2024, the Group had 28 employees, including 2 executive Directors and 3 independent non-executive Directors, at market remuneration with employee benefits such as medical coverage, insurance plan, retirement benefits schemes, discretionary bonus and employee share option scheme. Staff costs, including Directors' emoluments, were approximately HK\$5,761,000 for the Period as compared with that of approximately HK\$5,016,000 for the corresponding period in 2023.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2024 (30 June 2024: Nil).

INTERIM DIVIDEND

The Directors do not recommend an interim dividend for the Period (six months ended 31 December 2023: Nil).

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 31 December 2024, the interests and short positions of the Directors and the Company's chief executive in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "**SFO**")) which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to Divisions 7 and 8 of Part XV of the The SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") were as follows:

Long positions:

Ordinary shares of HK\$0.10 each (the "**Share(s)**") of the Company

Name of Director	Nature of Interest	Approximate percentage of the issued share capital of the Company	
		Number of issued Shares held	
Mr. Zhang Sanhuo	Interest of controlled corporation	454,163,680 (Note 1)	34.23%

Note:

1. These Shares are beneficially owned by and registered in the name of Sage Global Holdings Limited ("**Sage Global**"), which is a company incorporated in the British Virgin Islands and its entire issued share capital is wholly and beneficially owned by South Pearl Ventures Limited ("**South Pearl**"), and South Pearl is in turn wholly and beneficially owned by Mr. Zhang Sanhuo, an executive Director, the chairman (the "**Chairman**") of the Board and the chief executive officer of the Company (the "**Chief Executive Officer**").

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Long positions in the underlying shares:

Name of Director	Nature of Interest	Number of	Approximate
		underlying	percentage of
		shares held	the issued
			share capital
			of the Company
Mr. Zhang Sanhuo	Beneficial owner	16,860,000	1.27%
		(Note 1)	

Note:

- I. These underlying shares are held by Mr. Zhang Sanhuo, an executive Director, the Chairman and Chief Executive Officer, as share options of the Company which entitle him to subscribe for 6,000,000 Shares at an exercise price of HK\$0.83 per Share and 10,860,000 Shares at an exercise price of HK\$0.46 per Share.

Save as disclosed above, as at 31 December 2024, none of the Directors or the Company's chief executive or their respective associates, had any interests or short positions in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

CORPORATE GOVERNANCE AND OTHER INFORMATION

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

Save for the interests of certain Directors disclosed under the section headed “Directors’ and Chief Executive’s Interests and Short Position in Shares, Underlying Shares and Debentures”, according to the register of interests maintained by the Company pursuant to section 336 of the SFO and as far as the Directors are aware, as at 31 December 2024, the following persons or corporations (other than a Director or chief executive of the Company) had an interest or short positions in the Shares or underlying shares which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any member of the Group or in any options in respect of such capital:

Name of substantial shareholder	Capacity	Number of issued Shares held	Position	Approximate percentage of the issued share capital of the Company
Sage Global	Beneficial owner	454,163,680 (Note 1)	Long	34.23%
South Pearl	Interest of controlled corporation	454,163,680 (Note 1)	Long	34.23%
Ms. Yang Taomei	Beneficial owner	260,000,000	Long	19.6%

Note:

1. Sage Global beneficially owns 454,163,680 Shares. Sage Global is wholly and beneficially owned by South Pearl. South Pearl is in turn wholly and beneficially owned by Mr. Zhang Sanhuo, an executive Director, the Chairman and the Chief Executive Officer.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2024.

CORPORATE GOVERNANCE AND OTHER INFORMATION

SHARE OPTION SCHEME

The Company's share option scheme (the “**Scheme**”) was adopted pursuant to the ordinary resolution passed by the shareholders of the Company on 22 November 2013 for the purpose of providing incentives or reward to the Directors, eligible employees or any person who have contributed or may contribute to the Group. The Scheme was amended pursuant to the ordinary resolution passed by the shareholders of the Company on 15 November 2018 and the Directors considered that the amendment to the Scheme was in line with Rule 17.04(1) of the Listing Rules. Please refer to the circular of the Company dated 16 October 2018 and the announcement of the Company dated 15 November 2018 for further information in relation to the amendment to the Scheme. The Scheme expired on the tenth anniversary of the adoption date (i.e. 22 November 2023), and thereafter no further share options could be granted but the provisions of the Scheme shall remain in full force and effect in respect of any share options granted before its expiry or termination but not yet exercised. As such, at the beginning and the end of the Period, no further share options may be granted under the Scheme.

Share options granted must be taken up within 21 days from the date of grant, upon payment of HK\$1 per share option. A share option may be exercised in accordance with the terms of the Scheme at any time during the respective effective period of the Scheme to be notified by the Board which shall not be later than 10 years from the date of grant.

Unless approved by the shareholders of the Company, the total number of Shares issued and to be issued upon exercise of the share options granted to each eligible participant (including both exercised and outstanding share options) in any 12-month period must not exceed 1 per cent of the Shares in issue.

CORPORATE GOVERNANCE AND OTHER INFORMATION

SHARE OPTION SCHEME (Continued)

The subscription price shall be determined by the Board at its absolute discretion, provided that it shall be not less than the highest of:

- (1) the closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheet) on the offer date, which must be a business day;
- (2) the average closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheets) for the five business days immediately preceding the offer date; and
- (3) the nominal value of a Share on the offer date.

On 28 November 2019, an ordinary resolution was duly passed by the shareholders of the Company at an annual general meeting of the Company, approving, inter alia, the refreshment of the scheme mandate limit under the Scheme. Upon the refreshment of the scheme mandate limit and prior to the expiry of the Scheme, the Company was able to grant share options entitling holders thereof to subscribe for up to a maximum number of 132,670,173 Shares, representing approximately 10% of the number of issued Shares as at the date of the annual general meeting of the Company held on 28 November 2019. Please refer to the circular of the Company dated 29 October 2019 and the announcement of the Company dated 28 November 2019 for further details of the refreshment of the scheme mandate limit.

CORPORATE GOVERNANCE AND OTHER INFORMATION

SHARE OPTION SCHEME (Continued)

Details of the share options outstanding under the Scheme as at 31 December 2024 entitling holders thereof to subscribe for the Shares in the Company are as follows:

Grantee	Position(s) held in the Company	Date of grant	Validity period (both dates inclusive)	Exercisable period (both dates inclusive)	Exercise price HK\$	Number of share options					Balance as at 31 December 2024
						Balance as at 1 July 2024	Granted during the Period	Exercised during the Period	Cancelled during the Period	Lapsed during the Period	
Mr. Zhang Sanhuo	Chairman and Chief Executive Officer	22.9.2017	22.9.2017 to 21.9.2027	33.33% 22.9.2017 to 21.9.2027; 33.33% 22.9.2018 to 21.9.2027; and 33.34% 22.9.2019 to 21.9.2027	0.83	6,000,000	–	–	–	–	6,000,000
		12.12.2018	12.12.2018 to 11.12.2028	50% 12.12.2018 to 11.12.2028; and 50% 12.12.2019 to 11.12.2028	0.46	10,860,000	–	–	–	–	10,860,000
Sub-total						16,860,000	–	–	–	–	16,860,000

CORPORATE GOVERNANCE AND OTHER INFORMATION

SHARE OPTION SCHEME (Continued)

Grantee	Position(s) held in the Company	Date of grant	Validity period (both dates inclusive)	Exercisable period (both dates inclusive)	Exercise price HK\$	Number of share options					Balance as at 31 December 2024
						Balance as at 1 July 2024	Granted during the Period	Exercised during the Period	Cancelled during the Period	Lapsed during the Period	
Mr. Chan Cheuk Ho	Employee (Note 1)	22.9.2017	22.9.2017 to 21.9.2027	33.33% 22.9.2017 to 21.9.2027; 33.33% 22.9.2018 to 21.9.2027; and 33.34% 22.9.2019 to 21.9.2027	0.83	6,000,000	–	–	–	–	6,000,000
		12.12.2018	12.12.2018 to 11.12.2028	50% 12.12.2018 to 11.12.2028; and 50% 12.12.2019 to 11.12.2028	0.46	13,260,000	–	–	–	–	13,260,000
Sub-total						19,260,000	–	–	–	–	19,260,000
Other grantees	Consultants	12.12.2018	12.12.2018 to 11.12.2028	50% 12.12.2018 to 11.12.2028; and 50% 12.12.2019 to 11.12.2028	0.46	36,250,000	–	–	–	–	36,250,000
Grand total						72,640,000	–	–	–	–	72,640,000

Note 1: Mr. Chan Cheuk Ho has resigned as an executive Director with effect from 31 May 2022. Mr. Chan Cheuk Ho remains as the company secretary and authorized representative of the Company.

CORPORATE GOVERNANCE AND OTHER INFORMATION

SHARE OPTION SCHEME (Continued)

As (i) the Scheme expired on 22 November 2023 and no further share options could be granted under the Scheme thereafter; and (ii) 72,640,000 share options were outstanding as at 31 December 2024, a total of 72,640,000 Shares were available for issue under the Scheme, representing approximately 5.48% of the Company's issued share capital as at the date of this report.

Save as disclosed above, no share option was granted, exercised, cancelled or lapsed under the Scheme during the Period.

For the Period, the Group has not recognized any share-based payment expense in the condensed consolidated statement of profit or loss and other comprehensive income (six months ended 31 December 2023: Nil).

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieving and maintaining high standards of corporate governance, as the Board believes that good and effective corporate governance practices are key to obtain and maintain the trust of the shareholders of the Company and other stakeholders, and are essential for encouraging accountability and transparency so as to sustain the success of the Group and to create long-term value for the shareholders of the Company.

The Company has adopted the principles and code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules. Save for code provision C.2.1 of the CG Code, the Company has fully complied with the CG Code during the Period.

CORPORATE GOVERNANCE AND OTHER INFORMATION

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (Continued)

Pursuant to the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

As Mr. Zhang Sanhuo is the Chairman and the Chief Executive Officer of the Company, his appointment as both the Chairman and Chief Executive Officer deviates from code provision C.2.1 of the CG Code. The positions of the Chairman and Chief Executive Officer are held by Mr. Zhang Sanhuo who has extensive knowledge about the management. The Company believes that this structure is conducive to strong and consistent leadership, enabling the Company to formulate and implement strategies efficiently and effectively. Under the supervision of the Board and its independent non-executive Directors, a balancing mechanism exists so that the interests of the shareholders of the Company are adequately and fairly represented. The Company considers that there is no imminent need to change this structure.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard under the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules. Having made specific enquiry of all Directors by the Company, all Directors confirmed that they had complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions during the Period.

Pursuant to paragraph A.3 of Appendix C3 to the Listing Rules, the Directors are prohibited from dealing in any securities of the Company on any day on which its financial results are published and during the period of 30 days immediately preceding the publication date of the results.

The Company has also established written guidelines on terms no less exacting than the Model Code for securities transactions by employees (the “**Employees Written Guidelines**”) who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance with the Employees Written Guidelines by the employees was noted by the Board during the Period.

CORPORATE GOVERNANCE AND OTHER INFORMATION

COMPETING INTERESTS

The Directors confirm that neither the controlling shareholders of the Company nor the Directors and their respective close associates (as defined in the Listing Rules) is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business for the Period and up to the date of this report, and that is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that was publicly available and with the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed minimum public float for its shares as required under the Listing Rules during the Period and up to the date of this report.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, namely, Mr. So Stephen Hon Cheung (chairman of the committee), Mr. Zhou Chunsheng and Mr. Tian Hong.

The Audit Committee was established with written terms of reference that sets out the authorities and duties of the Audit Committee adopted by the Board. The functions of risk management, internal control and corporate governance were adopted into the terms of reference of Audit Committee in compliance with the Listing Rules.

The main duties of the Audit Committee are to assist the Board in overseeing the Company's relationship with external auditors, and reviewing the financial information and reporting process, internal control procedures, risk management system, audit plan and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The unaudited condensed consolidated interim financial statements for the Period have been reviewed by the Audit Committee, which is of the opinion that such statements have been prepared in accordance with the applicable accounting standards, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Listing Rules, but have not been reviewed by the Company's auditors.

CORPORATE GOVERNANCE AND OTHER INFORMATION

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

EVENTS AFTER THE REPORTING PERIOD

There was no material subsequent event undertaken by the Company or by the Group after 31 December 2024 and up to the date of this report.

By order of the Board
PINE Technology Holdings Limited
Zhang Sanhuo
Chairman

Hong Kong, 27 February 2025

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 31 December 2024

	Notes	For the six months ended 31 December	
		2024	2023
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	3	140,048	127,559
Cost of sales		(138,043)	(126,069)
Gross profit		2,005	1,490
Other income		6	26
Other gains and losses, net		(104)	1,051
Gain on disposal of subsidiaries	10	–	57,412
Selling and distribution expenses		(693)	(340)
General and administrative expenses		(7,540)	(7,346)
Operating (loss)/profit		(6,326)	52,293
Finance costs		(26)	(78)
(Loss)/profit before taxation	4	(6,352)	52,215
Income tax expenses	5	(255)	(372)
(Loss)/profit for the period		(6,607)	51,843
Other comprehensive (expense)/income:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		(1,139)	401
Foreign currency translation reserve reclassified to profit or loss upon disposal of subsidiaries		–	1,346
Total other comprehensive (expense)/income for the period		(1,139)	1,747
Total comprehensive (expense)/income for the period		(7,746)	53,590

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Continued)

For the six months ended 31 December 2024

	Notes	For the six months ended 31 December	
		2024	2023
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
(Loss)/profit for the period attributable to:			
– Owners of the Company		(6,827)	52,458
– Non-controlling interests		220	(615)
		(6,607)	51,843
Total comprehensive (expense)/income for the period attributable to:			
– Owners of the Company		(7,934)	54,210
– Non-controlling interests		188	(620)
		(7,746)	53,590
(Loss)/earnings per share			
Basic and diluted (HK\$)	7	(0.005)	0.040

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

		As at 31 December 2024 HK\$'000 (Unaudited)	As at 30 June 2024 HK\$'000 (Audited)
	Notes		
Non-current assets			
Property, plant and equipment		187	224
Right-of-use assets		–	462
Intangible assets		2,492	2,672
		2,679	3,358
Current assets			
Inventories		190	–
Trade and other receivables	8	2,260	3,190
Tax recoverable		260	260
Bank balances and cash		75,327	83,646
		78,037	87,096
Current liabilities			
Trade and other payables	9	1,485	1,374
Contract liabilities		162	1,864
Loan from a director		107	124
Tax payable		319	227
Lease liabilities		–	476
		2,073	4,065

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

As at 31 December 2024

	As at 31 December 2024 Notes HK\$'000 (Unaudited)	As at 30 June 2024 HK\$'000 (Audited)
Net current assets	75,964	83,031
Total assets less current liabilities	78,643	86,389
NET ASSETS	78,643	86,389
Capital and reserves		
Share capital	132,670	132,670
Reserves	(56,948)	(49,014)
Equity attributable to owners of the Company	75,722	83,656
Non-controlling interests	2,921	2,733
TOTAL EQUITY	78,643	86,389

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2024

	Attributable to owners of the Company							Non-controlling interests HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Surplus account HK\$'000 (Note)	Foreign currency translation reserve HK\$'000	Share options reserve HK\$'000	Accumulated losses HK\$'000	Sub-total HK\$'000		
Balance at 1 July 2023 (Audited)	132,670	454,068	22,755	(1,785)	19,000	(590,431)	36,277	49,107	85,384
Profit/(loss) for the period	-	-	-	-	-	52,458	52,458	(615)	51,843
Other comprehensive income/(expense) for the period									
Exchange differences on translation of foreign operations	-	-	-	406	-	-	406	(5)	401
Foreign currency translation reserve reclassified to profit or loss upon disposal of subsidiaries	-	-	-	1,346	-	-	1,346	-	1,346
Total comprehensive (expense)/income for the period	-	-	-	1,752	-	52,458	54,210	(620)	53,590
Disposal of subsidiaries (Note 10)	-	-	-	-	-	-	-	(48,471)	(48,471)
Balance at 31 December 2023 (Unaudited)	132,670	454,068	22,755	(33)	19,000	(537,973)	90,487	16	90,503
Balance at 1 July 2024 (Audited)	132,670	454,068	22,755	(47)	19,000	(544,790)	83,656	2,733	86,389
(Loss)/profit for the period	-	-	-	-	-	(6,827)	(6,827)	220	(6,607)
Other comprehensive expense for the period									
Exchange differences on translation of foreign operations	-	-	-	(1,107)	-	-	(1,107)	(32)	(1,139)
Total comprehensive (expense)/income for the period	-	-	-	(1,107)	-	(6,827)	(7,934)	188	(7,746)
Balance at 31 December 2024 (Unaudited)	132,670	454,068	22,755	(1,154)	19,000	(551,617)	75,722	2,921	78,643

Note: Surplus account of the Group represents the difference between the nominal amount of the share capital issued by the Company and the aggregate of the nominal amount of the issued share capital and other reserve accounts of Pine Technology (BVI) Limited, the subsidiary which was acquired by the Company pursuant to the group reorganisation in previous years.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 December 2024

	For the six months ended	
	31 December	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash used in operating activities	(6,717)	(2,572)
Net cash generated from/(used in) investing activities	6	(3,753)
Net cash used in financing activities	(518)	(543)
Net decrease in cash and cash equivalents	(7,229)	(6,868)
Cash and cash equivalents at the beginning of the period	83,646	98,109
Effect of foreign exchange rate changes	(1,090)	494
Cash and cash equivalents at the end of the period	75,327	91,735
Analysis of cash and cash equivalents		
Bank and cash balances	75,327	91,735

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

I. GENERAL INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability under the Companies Law of Bermuda and its shares are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of the Company’s head office and principal place of business in Hong Kong is Unit B, 12/F., Central 88, 88–98 Des Voeux Road Central, Central, Hong Kong.

The principal activities of the Group are the manufacture and sales of market video graphics cards and other computer components under the Group’s brand name, distribution of other manufacturers’ computer components and, consumer electronic products and others, trading business and provision of computer software and hardware and system development service. The Company is an investment holding company.

The condensed consolidated interim financial statements are presented in Hong Kong Dollars (“**HKD**”) and all values are rounded to the nearest thousand except when otherwise indicated.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the Period have been prepared in accordance with the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Hong Kong Accounting Standards (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The unaudited condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 30 June 2024.

The accounting policies and methods of computation used in the unaudited condensed consolidated interim financial statements for the Period are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 30 June 2024.

Adoption of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

During the Period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 July 2024 for the preparation of the condensed consolidated interim financial statements. The adoption of these new and revised HKFRSs in the Period did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the Period and prior periods.

The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

3. REVENUE AND SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker ("CODM"), for the purpose of resources allocation and assessment of segment performance focuses on the types of goods delivered or services provided by the Group's operating divisions.

The Group is currently organised into four operating divisions, which are the sales of Group's brand products; sales of other brand products; trading business; and provision of computer software and hardware and system development service. These four operating divisions form the basis of internal reports on the Group's components, which are regularly reviewed by the CODM for the purpose of resources allocation and performance assessment. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group. Specifically, the Group's reportable and operating segments under HKFRS 8 Operating Segments are as follows:

Group's brand products	– manufacture and sales of market video graphics cards and other computer components under the Group's brand name
Other brand products	– distribution of other manufacturers' computer components and consumer electronic products and others
Trading business	– trading business in the People's Republic of China (the "PRC")
Computer software and hardware and system development service	– provision of computer software and hardware and system development service in the PRC

An analysis of the Group's unaudited revenue and results for the Period and its comparatives are as follows:

2024

	Group's brand products HK\$'000 (Unaudited)	Other brand products HK\$'000 (Unaudited)	Trading business HK\$'000 (Unaudited)	Computer software and hardware and system development service HK\$'000 (Unaudited)	Consolidated HK\$'000 (Unaudited)
REVENUE	19	109,098	29,579	1,352	140,048
SEGMENT RESULTS	3	815	47	487	1,352
Interest income					6
Unallocated corporate expenses					(7,684)
Finance costs					(26)
Loss before taxation					(6,352)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

3. REVENUE AND SEGMENT INFORMATION (Continued)

2023

	Group's brand products HK\$'000 (Unaudited)	Other brand products HK\$'000 (Unaudited)	Trading business HK\$'000 (Unaudited)	Computer software and hardware and system development service HK\$'000 (Unaudited)	Consolidated HK\$'000 (Unaudited)
REVENUE	–	101,363	24,965	1,231	127,559
SEGMENT RESULTS	(11)	938	204	(1,510)	(379)
Interest income					26
Gain on disposal of subsidiaries (Note 10)					57,412
Unallocated corporate expenses					(4,766)
Finance costs					(78)
Profit before taxation					52,215

4. (LOSS)/PROFIT BEFORE TAXATION

The Group's (loss)/profit before taxation for the Period is stated after charging/(crediting) the following:

	For the six months ended 31 December	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Amortisation of intangible assets	142	–
Depreciation of property, plant and equipment	37	49
Depreciation of right-of-use assets	462	509
Interest income on bank deposits	(6)	(26)
Staff costs (including directors' remuneration)		
Salaries, bonus and allowances	5,616	4,884
Retirement benefits scheme contributions	145	132
	5,761	5,016

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

5. INCOME TAX EXPENSE

	For the six months ended	
	31 December	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax:		
The PRC enterprise income tax	255	372
Deferred tax	—	—
Income tax expense	255	372

For the Period and prior periods, Hong Kong Profits Tax is calculated under two-tier profits tax rate regime. First HK\$2 million of estimated assessable profits is taxed at a rate of 8.25% and the remaining estimated assessable profits is taxed at 16.5%. The Group has selected one of the Hong Kong subsidiaries to apply the two-tier profits tax rate.

Under the law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries is 25% from 1 January 2008 onwards.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

6. DIVIDEND

No dividend had been paid or proposed for the Period (six months ended 31 December 2023: Nil). The Directors do not recommend a dividend in respect of the Period (six months ended 31 December 2023: Nil).

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

7. (LOSS)/EARNINGS PER SHARE

Basic and diluted loss per share is HK\$0.005 per share (six months ended 31 December 2023: earning per share of approximately HK\$0.04) for the Period, based on the loss of approximately HK\$6,827,000 (six months ended 31 December 2023: profit of approximately HK\$52,458,000) for the Period attributable to owners of the Company divided by the weighted average number of approximately 1,326,702,000 (six months ended 31 December 2023: approximately 1,326,702,000) ordinary shares in issue during the Period.

The effects of all potential ordinary shares are anti-dilutive for the Period (six months ended 31 December 2023: anti-dilutive).

8. TRADE AND OTHER RECEIVABLES

The Group allows a credit period of 90 to 180 days (30 June 2024: 90 to 180 days) to its trade customers. The aged analysis of trade receivables, net of allowance for doubtful debt, presented based on the invoice date is as follows:

	As at 31 December 2024 HK\$'000 (Unaudited)	As at 30 June 2024 HK\$'000 (Audited)
I to 30 days	36	193
31 to 60 days	756	–
61 to 90 days	387	–
Over 90 days	–	–
Trade receivables, net	1,179	193
Deposits, prepayments and other receivables	1,081	2,997
	2,260	3,190

No trade and other receivables were pledged to secure general banking facilities granted to the Group for the Period (30 June 2024: Nil).

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

9. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables presented based on the invoice date is as follows:

	As at 31 December 2024 HK\$'000 (Unaudited)	As at 30 June 2024 HK\$'000 (Audited)
1 to 30 days	5	–
31 to 60 days	–	–
61 to 90 days	–	–
Over 90 days	–	–
Trade payables	5	–
Accruals and other payables	1,480	1,374
	1,485	1,374

The average credit period on purchase of goods is 30 to 60 days (30 June 2024: 30 to 60 days).

10. DISPOSAL OF SUBSIDIARIES

For the six months ended 31 December 2024

There was no subsidiary disposed during the Period.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

10. DISPOSAL OF SUBSIDIARIES (Continued)

For the six months ended 31 December 2023

On 21 December 2023, the Group entered into an agreement with a purchaser to dispose of 100% equity interest in a subsidiary, namely Talent Crest Limited (“**Talent Crest**”), and the related shareholders’ loans at an aggregate cash consideration of US\$100 (the “**Disposal**”). The Disposal was completed on 22 December 2023.

Details of the Disposal were disclosed in the announcements of the Company dated 21 December 2023 and 22 December 2023. The net liabilities of Talent Crest and its subsidiaries as at the date of completion of the Disposal were as follow:

	As at 22 December 2023 HK\$'000 (Audited)
Property, plant and equipment	98
Trade and other receivables	3,700
Contract assets and contract costs	221
Bank balances and cash	3,482
Trade and other payables	(13,659)
Amount due to the group company	(135,733)
Contract liabilities	(527)
Bank borrowings	(1,126)
Tax payable	(2,475)
Net liabilities disposed of	(146,019)
Gain on disposal of subsidiaries	
Consideration received	1
Shareholders’ loans assigned of	(135,733)
Non-controlling interests	48,471
Release of exchange reserve upon disposal	(1,346)
Net liabilities disposed of	146,019
	57,412
Net cash outflow arising from disposal of subsidiaries	
Cash consideration received	1
Bank balances and cash disposed of	(3,482)
	(3,481)

PINE Technology Holdings Limited

松景科技控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 1079

Interim Report 中期報告 2025

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