

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8238)

截至2025年6月30日止六個月中期業績公告

香港聯合交易所有限公司(「聯交所」)GEM的特色

GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

本公告的資料乃遵照聯交所《GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關惠陶集團(控股)有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本公告或其所載任何陳述產生誤導。

本公司董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2025年6月30日止六個月的未經審核綜合業績(「中期業績」)。本公告載有本公司2025年中期報告全文，並符合GEM上市規則中有關中期業績初步公告附載資料的相關披露規定。

承董事會命
惠陶集團(控股)有限公司
執行董事
劉麗

香港，2025年8月29日

於本公告日期，董事會包括執行董事劉麗女士，以及獨立非執行董事黃子玲女士、李國麟先生及盧德偉先生。

本公告的資料乃遵照聯交所GEM證券上市規則而刊載，旨在提供有關本公司的資料，各董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出所有合理查詢後確認，就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將自其刊發之日起計至少保留七日於GEM網站<http://www.hkexnews.hk>的「最新公司公告」頁內，並將於本公司網站<http://www.wintogroup.hk>登載及保留。

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

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

Stock Code 股份代號: 8238

2025

INTERIM 中期 REPORT 報告



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Winto Group (Holdings) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)GEM特色

GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照《聯交所GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關惠陶集團(控股)有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

CONTENTS

目錄

- | | | | |
|----|---|----|--|
| 3 | Corporate Information
公司資料 | 11 | Unaudited Condensed Consolidated
Statement of Cash Flows
未經審核簡明綜合現金流量表 |
| 6 | Interim Results
中期業績 | 12 | Notes to the Unaudited Condensed
Consolidated Financial Information
未經審核簡明綜合財務資料附註 |
| 6 | Unaudited Condensed Consolidated
Statement of Profit or Loss and
Other Comprehensive Income
未經審核簡明綜合損益及其他全面
收益表 | 21 | Management Discussion and Analysis
管理層討論及分析 |
| 8 | Condensed Consolidated Statement of
Financial Position
簡明綜合財務狀況表 | 29 | Other Information
其他資料 |
| 10 | Unaudited Condensed Consolidated
Statement of Changes in Equity
未經審核簡明綜合權益變動表 | | |



CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Executive Director

Ms. Lao Lai

Independent Non-executive Directors

Ms. Wong Chi Ling

Mr. Lee Kwok Lun

Mr. Lo Tak Wai

AUTHORISED REPRESENTATIVES

Ms. Lao Lai

Mr. Yu Ngai

COMPANY SECRETARY

Mr. Yu Ngai

AUDIT COMMITTEE

Ms. Wong Chi Ling (*Chairlady*)

Mr. Lee Kwok Lun

Mr. Lo Tak Wai

REMUNERATION COMMITTEE

Ms. Wong Chi Ling (*Chairlady*)

Mr. Lee Kwok Lun

Mr. Lo Tak Wai

NOMINATION COMMITTEE

Ms. Wong Chi Ling (*Chairlady*)

Mr. Lee Kwok Lun

Mr. Lo Tak Wai

CORPORATE GOVERNANCE AND RISK MANAGEMENT COMMITTEE

Ms. Wong Chi Ling (*Chairlady*)

Mr. Lee Kwok Lun

Mr. Lo Tak Wai

董事會

執行董事

劉麗女士

獨立非執行董事

黃子玲女士

李國麟先生

盧德偉先生

授權代表

劉麗女士

余毅先生

公司秘書

余毅先生

審核委員會

黃子玲女士 (*主席*)

李國麟先生

盧德偉先生

薪酬委員會

黃子玲女士 (*主席*)

李國麟先生

盧德偉先生

提名委員會

黃子玲女士 (*主席*)

李國麟先生

盧德偉先生

企業管治及風險管理委員會

黃子玲女士 (*主席*)

李國麟先生

盧德偉先生

CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 913, 9/F
Chinachem Golden Plaza
No. 77 Mody Road
Tsim Sha Tsui
Kowloon, Hong Kong

AUDITOR

Global Link CPA Limited
Certified Public Accountants

PRINCIPAL BANKERS

Bank of Communications Company Limited
The Hong Kong and Shanghai Banking
Corporation Limited

LEGAL ADVISOR

Yick & Chan, Solicitors
Suite A1, 11/F, One Capital Place
18 Luard Road
Wanchai, Hong Kong

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

COMPANY WEBSITE

<http://www.wintogroup.hk>

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及主要營業地點

香港九龍
尖沙咀
麼地道77號
華懋廣場
9樓913室

核數師

高嶺會計師有限公司
執業會計師

主要往來銀行

交通銀行股份有限公司
香港上海滙豐銀行有限公司

法律顧問

易庭暉陳偉健律師事務所
香港灣仔
盧押道18號
海德中心11樓A1室

註冊辦事處

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

公司網站

<http://www.wintogroup.hk>

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands



CORPORATE INFORMATION

公司資料



HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

GEM STOCK CODE

8238

香港股份過戶登記分處

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

GEM股份代號

8238

INTERIM RESULTS

中期業績

The board (the “Board”) of directors (the “Director(s)”) of Winto Group (Holdings) Limited (the “Company”) is pleased to announce the unaudited condensed consolidated financial information of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2025 together with the comparative unaudited figures for the corresponding period in 2024 as follows:

惠陶集團(控股)有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2025年6月30日止六個月的未經審核簡明綜合財務資料連同2024年同期的未經審核比較數字如下：

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

未經審核簡明綜合損益及其他全面收益表

For the six months ended 30 June 2025 截至2025年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
	Notes 附註		
Revenue	收益	3	11,824
Cost of sales	銷售成本		(5,252)
			7,672
			(2,148)
Gross profit/(loss)	毛利／(毛損)		6,572
Other income	其他收入		31
Operating expenses	經營開支		(6,373)
Finance costs	融資成本		(638)
			(556)
Profit/(loss) before taxation	除稅前溢利／(虧損)	4	(408)
Income tax expenses	所得稅開支	5	-
			-
Profit/(loss) and total comprehensive income/(expenses) for the period	期內溢利／(虧損)及全面收益／(開支)總額		(408)
			(406)

For the six months ended 30 June 2025 截至2025年6月30日止六個月

7

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2025 於2025年6月30日

			30 June 2025 2025年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2024 2024年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
Non-current assets		非流動資產		
Plant and equipment		器械及設備	638	779
Intangible assets		無形資產	330	330
			968	1,109
Current assets		流動資產		
Inventory		存貨	4,544	1,004
Trade, other receivables and other deposits		貿易及其他應收款項及 其他按金	16,793	15,374
Amount due from a shareholder	8	應收一名股東款項	1,379	1,379
Amount due from a non-controlling shareholder of a subsidiary		應收一間附屬公司非控 股股東款項	30	30
Bank balances and cash		銀行結餘及現金	5,027	9,590
			27,773	27,377
Current liabilities		流動負債		
Trade and other payables		貿易及其他應付款項	22,731	26,660
Provision		撥備	37,489	37,489
Contract liabilities		合約負債	1	1
Other borrowing		其他借款	7,300	2,800
Amount due to a director of a subsidiary		應付一名附屬公司董事 款項	357	265
			67,878	67,215

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2025 於2025年6月30日

			30 June 2025 2025年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2024 2024年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
Net current (liabilities)/ assets		流動(負債)／資產淨值	(40,105)	(39,838)
Net (liabilities)/assets		淨(負債)／資產	(39,137)	(38,729)
Capital and reserves		資本及儲備		
Share capital	10	股本	17,419	17,419
Reserves		儲備	(53,883)	(53,567)
Total capital deficiency attributable to owners of the Company		本公司擁有人應佔資本 虧絀總額	(36,464)	(36,148)
Non-controlling interests		非控股權益	(2,673)	(2,581)
Total equity		權益總額	(39,137)	(38,729)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

For the six months ended 30 June 2025 截至2025年6月30日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2024 (audited)	於2024年1月1日 (經審核)	12,442	112,458	49	7,591	(160,219)	(27,679)	(2,005)	(29,684)
Issuance of new shares by way of placing Total comprehensive expenses for the period	以配售方式發行 新股份 期內全面開支總額	2,488	3,991	-	-	-	6,479	-	6,479
		-	-	-	-	(112)	(112)	(294)	(406)
At 30 June 2024 (unaudited)	於2024年6月30日 (未經審核)	14,930	116,449	49	7,591	(160,331)	(21,312)	(2,299)	(23,611)
At 1 January 2025 (audited)	於2025年1月1日 (經審核)	17,419	118,803	49	7,591	(180,010)	36,148	(2,581)	(38,729)
Total comprehensive expenses for the period	期內全面開支總額	-	-	-	-	(316)	(316)	(92)	(408)
At 30 June 2025 (unaudited)	於2025年6月30日 (未經審核)	17,419	118,803	49	7,591	(180,326)	(36,464)	(2,673)	(39,137)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

For the six months ended 30 June 2025 截至2025年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash used in operating activities	經營業務活動所用現金淨額	(9,063)	3,016
Investing activities	投資活動		
Purchase of plant and equipment	購置器械及設備	—	—
Net cash used in investing activities	投資活動所用現金淨額	—	—
Financing activities	融資活動		
Interest paid	已付利息	—	(270)
Borrowing raised	籌得借款	4,500	—
Repayment of shareholder loan	償還股東貸款	—	(1,350)
Proceeds from issuance of new shares	發行新股份所得款項	—	6,479
Net cash generated from financing activities	融資活動所得現金淨額	4,500	4,859
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	(4,563)	7,875
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	9,590	3,552
Cash and cash equivalents at 30 June	於6月30日的現金及現金等價物	5,027	11,427

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 7 December 2012, as an exempted company with limited liability under the Companies Law (as Revised) of the Cayman Islands. The Company's shares have been listed on GEM since 16 February 2015 (the "Listing").

The unaudited consolidated financial results of the Group for the six months ended 30 June 2025 are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

The unaudited consolidated financial results of the Group for the six months ended 30 June 2025 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. The unaudited consolidated financial results have been prepared under the historical cost convention.

2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the consolidated financial results in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The unaudited consolidated financial results should be read in conjunction with the Group's audited consolidated financial statements and notes thereto for the year ended 31 December 2024.

1. 一般資料及編製基準

本公司於2012年12月7日根據開曼群島公司法(修訂本)在開曼群島註冊成立為一間獲豁免有限公司。本公司股份自2015年2月16日起於GEM上市(「上市」)。

除另有指明外，本集團截至2025年6月30日止六個月的未經審核綜合財務業績乃以港元(「港元」)呈列。

本集團截至2025年6月30日止六個月的未經審核綜合財務業績已按照香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則的披露規定編製。未經審核綜合財務業績已根據歷史成本法編製。

2. 重大會計政策

編製符合香港財務報告準則的綜合財務業績需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。未經審核綜合財務業績應與本集團截至2024年12月31日止年度的經審核綜合財務報表及其附註一併閱。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註



2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of new and amendments to HKFRSs

The Group has adopted the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA for the first time for the consolidated financial statements.

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The adoption of the new and amendments to HKFRSs that are relevant to the Group and effective from the current period, did not have any significant effect on the results and financial position of the Group for the current and prior accounting periods.

The Group has not early adopted any new and amendments to HKFRSs that have been issued but are not yet effective for the current period. The Directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 重大會計政策(續)

採納新訂及經修訂香港財務報告準則

本集團已就該等綜合財務報表首次採納以下由香港會計師公會頒佈的新訂及經修訂香港財務報告準則(「香港財務報告準則」, 包括所有香港財務報告準則、香港會計準則及詮釋)。

香港財務報告準則第16號之修訂本	售後租回的租賃負債
香港會計準則第1號之修訂本	負債分類為流動或非流動以及香港詮釋第5號(2020年)之相關修訂本
香港會計準則第1號之修訂本	附帶契諾的非流動負債
香港會計準則第7號及香港財務報告準則第7號之修訂本	供應商融資安排

採納與本集團相關且自本期間起生效的新訂及經修訂香港財務報告準則對本集團於本會計期間及過往會計期間的業績及財務狀況並無任何重大影響。

本集團並無提早採納於本期間已頒佈但尚未生效的任何新訂及經修訂香港財務報告準則。董事預計應用所有新訂及經修訂香港財務報告準則於可見將來不會對綜合財務報表造成重大影響。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

3. REVENUE

An analysis of the Group's revenue for the period from continuing operations is as follows:

3. 收益

本集團持續經營業務之期內收益分析如下：

		Six months ended 30 June	
		截至6月30日止六個月	
		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of luxury products	銷售奢侈品	3,140	420
Publications and advertising income	刊物及廣告收入	8,218	6,112
Outdoor advertising income	戶外廣告收入	242	738
Provision of exhibition and trade show and related services	提供展覽及貿易展覽及相關服務	—	—
Sales of fast moving customers goods	快速消費品銷售	224	402
		11,824	7,672

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

4. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation from continuing operations is arrived at after charging/(crediting):

4. 除稅前溢利／（虧損）

持續經營業務的除稅前溢利／（虧損）乃經扣除／（抵免）下列各項後得出：

Six months ended 30 June

截至6月30日止六個月

		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Depreciation of plant and equipment	器械及設備折舊	141	123
Operating lease charge in respect of office premises	辦公室物業的經營租賃開支	522	528
Interest on loan from a substantial shareholder	主要股東貸款利息	—	16
Interest on other borrowing	其他借款利息	638	540

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

5. INCOME TAX EXPENSES

Income tax recognised in profit or loss from continuing operations:

5. 所得稅開支

於損益確認的持續經營業務所得稅：

		Six months ended 30 June 截至6月30日止六個月	
		2025 2025年 HK\$'000 千港元 (Unaudited) (未經審核)	2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)
Hong Kong Profits Tax	香港利得稅		
– Current tax	– 即期稅項	–	–
Macau Complementary Tax	澳門所得補充稅		
– Current tax	– 即期稅項	–	–

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for the years.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

澳門所得補充稅乃就該年度的估計應課稅溢利12%計算。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

6. DIVIDEND

No dividend has been paid or proposed for the six months ended 30 June 2025 (six months ended 30 June 2024: nil).

6. 股息

截至2025年6月30日止六個月並無派付或建議派付股息(截至2024年6月30日止六個月：無)。

7. PROFIT/(LOSS) PER SHARE

The calculation of basic profit or loss per share for continuing operations attributable to the owners of the Company is calculated based on the below figures:

7. 每股溢利／(虧損)

本公司擁有人應佔持續經營業務每股基本溢利或虧損乃根據以下數據計算：

Six months ended 30 June			
截至6月30日止六個月			
2025		2024	
2025年		2024年	
HK\$'000		HK\$'000	
千港元		千港元	
(Unaudited)		(Unaudited)	
(未經審核)		(未經審核)	
Profit/(loss) for the period attributable to owner of the Company	本公司擁有人應佔 期內溢利／(虧損)	(316)	(112)
Weighted average number of ordinary shares for the purpose of calculation of profit/(loss) per share	就計算每股溢利／(虧損) 的普通股加權平均數	87,091,200	62,413,081

The computation of diluted profit or loss per shares does not assume the conversion of the Company's outstanding share options since their assumed exercise would result in a decrease in loss per shares from continuing operations.

計算每股攤薄溢利或虧損並無假設本公司之尚未行使購股權已獲轉換，原因為假設其行使將引致來自持續經營業務的每股虧損減少。

No diluted profit or loss per share has been presented for the six months ended 30 June 2025 and 2024 because there were no potential ordinary shares outstanding during the periods.

概無就截至2025年及2024年6月30日止六個月呈列每股攤薄溢利或虧損，原因為於該等期間並無已發行在外的潛在普通股。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

8. TRADE AND OTHER RECEIVABLES

The credit terms of each customer of the Group were determined by the Group's sales team and were subject to review and approval of the Group's management based on the customers' payment history, transaction volume and length of business relationship with the Group.

The following is an analysis of trade receivable by age, presented based on overdue days, before net of allowance for doubtful debts:

8. 貿易及其他應收款項

本集團每名客戶的信貸期由本集團的銷售團隊釐定，並須待本集團管理層根據客戶的付款記錄、交易量及與本集團業務關係長短予以審閱及批准。

按逾期日數呈列的貿易應收款項(扣除呆賬撥備前)的賬齡分析如下：

		30 June 2025 2025年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2024 2024年 12月31日 HK\$'000 千港元 (Audited) (經審核)
1-30 days	1至30日	4,030	849
31-90 days	31至90日	273	468
91-365 days	91至365日	98	3,455
Over 365 days	超過365日	37,193	35,403
		41,594	40,175

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

貿易應收款項的減值虧損以撥備賬記錄，惟倘本集團信納該款項之可收回性甚微，則直接從貿易應收款項撇銷減值虧損。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

9. TRADE PAYABLES

The following is an analysis of trade payable by age, presented based on invoice days:

9. 貿易應付款項

按發票日期呈列的貿易應付款項賬齡分析如下：

		30 June 2025 2025年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2024 2024年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0至60日	157	—
61-90 days	61至90日	1,361	—
Over 90 days	超過90日	7,904	10,957
		9,422	10,957

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

10. SHARE CAPITAL

10. 股本

		30 June 2025 2025年6月30日		31 December 2024 2024年12月31日	
		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Audited) (經審核)
Ordinary shares	普通股				
Authorised:	法定：	500,000,000	100,000	500,000,000	100,000
Issued and fully paid:	已發行及繳足：				
At end of period/year	於期末／年末	87,091,200	17,418	87,091,200	17,418

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



BUSINESS REVIEW AND PROSPECTS

During the six months ended 30 June 2025, the Group was principally engaged in (i) exhibition and trade show business and related services; (ii) publications and advertising business including print and online advertising, sales of publications, advertising and related production services and outdoor advertising; (iii) online sales of beauty and cosmetics products; and (iv) sales of luxury products.

Looking forward, the Group will pay close attention to the uncertainties in the economic environment, and stay alert to formulate strategies to pursue steady development and strive for generous returns to our shareholders.

FINANCIAL REVIEW

Revenue

Total revenue increased by approximately HK\$4,152,000 from approximately HK\$7,672,000 for the six months ended 30 June 2024 to approximately HK\$11,824,000 for the six months ended 30 June 2025. It was mainly due to the increase in sales of luxury products and publications and advertising income.

Cost of Sales

Cost of sales increased from approximately HK\$2,148,000 for the six months ended 30 June 2024 to approximately HK\$5,252,000 for the six months ended 30 June 2025. The increase was in tandem with the increased revenue of sales of luxury products.

業務回顧及前景

截至2025年6月30日止六個月，本集團的主要業務為(i)展覽及貿易展覽業務及相關服務；(ii)刊物及廣告業務，包括印刷及線上媒體廣告、銷售刊物、廣告及相關製作服務及戶外廣告；(iii)網上銷售美容及化妝品；及(iv)銷售奢侈品。

本集團展望及將密切關注經濟環境中的不確定因素，並在制定策略時保持警覺性，以追求穩定發展並致力為股東帶來豐厚的回報。

財務回顧

收益

總收益由截至2024年6月30日止六個月約7,672,000港元增加約4,152,000港元至截至2025年6月30日止六個月約11,824,000港元，主要由於銷售奢侈品以及刊物及廣告收入增加。

銷售成本

銷售成本由截至2024年6月30日止六個月約2,148,000港元增加至截至2025年6月30日止六個月約5,252,000港元。有關增加與奢侈品銷售收益增加一致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross Profit

Gross profit increased from gross loss of approximately HK\$2,148,000 for the six months ended 30 June 2024 to approximately HK\$5,242,000 for the six months ended 30 June 2025. The increase in gross profit was mainly due to the increase in revenue in publications and advertising income.

Operating Expenses

The operating expenses increased by approximately 18% from approximately HK\$5,422,000 for the six months ended 30 June 2024 to approximately HK\$6,373,000 for the six months ended 30 June 2025, primarily due to the increase in staff cost.

Finance Costs

Finance costs of the Group amounted to approximately HK\$638,000 for the six months ended 30 June 2025, mainly consisted of the interest payable to other borrowing.

Profit/(Loss) Attributable to Owners of the Company

During the six months ended 30 June 2025, the Group has recorded a loss attributable to owners of the Company of approximately HK\$316,000, compared to a loss of approximately HK\$112,000 for the six months ended 30 June 2024.

毛利

毛利由截至2024年6月30日止六個月的毛損約2,148,000港元增加至截至2025年6月30日止六個月約5,242,000港元。毛利增加主要由於刊物收益及廣告收入增加。

經營開支

本集團的經營開支由截至2024年6月30日止六個月約5,422,000港元增加約18%至截至2025年6月30日止六個月約6,373,000港元，主要由於員工成本增加。

融資成本

本集團截至2025年6月30日的融資成本約為638,000港元，主要包括應付其他借款的利息。

本公司擁有人應佔溢利／（虧損）

截至2025年6月30日止六個月，本集團錄得本公司擁有人應佔虧損約316,000港元，而截至2024年6月30日止六個月的應佔虧損則約為112,000港元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Use of Proceed from Placing

The Company issued 124,416,000 new shares at the Placing Price of HK\$0.035 by way of placing on 3 December 2024 (the “2024 Second Placing”) to not less than six placees.

The placees are professional, institutional or other investors who and whose respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. None of the placees has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately upon completion of the 2024 Second Placing. The net proceed from 2024 Second Placing was approximately HK\$3.94 million for expenditure for current business operation, development and general working capital.

Set out below is the actual use of net proceeds during the six months ended 30 June 2025.

配售事項所得款項用途

本公司通過於2024年12月3日的配售事項(「2024年第二次配售事項」)按配售價0.035港元向不少於六名承配人配售發行124,416,000股新股份。

承配人為專業、機構或其他投資者，且彼等及彼等各自最終實益擁有人均為獨立於本公司及其關連人士且與彼等並無關連之第三方。緊接2024年第二次配售事項完成後，並無任何承配人成為本公司之主要股東(定義見上市規則)。2024年第二次配售事項所得款項淨額約為3.94百萬港元，用於當前業務運營、發展及一般運營資金之支出。

截至2025年6月30日止六個月所得款項淨額的實際用途載列如下。

		Net proceeds utilised			
		Unutilised net proceeds as at 31 December 2024	Unutilised net proceeds during the six months ended 30 June 2025	Unutilised net proceeds as at 30 June 2025	Expected timeline on utilisation of net proceeds
		於2024年12月31日未動用的	於截至2025年6月30日止六個月動用的	於2025年6月30日未動用的	動用未動用的所得款項淨額的預期時間表
Use of net proceeds	所得款項淨額用途	所得款項淨額 HK\$'000 百萬港元	所得款項淨額 HK\$'000 百萬港元	所得款項淨額 HK\$'000 百萬港元	所得款項淨額 HK\$'000 百萬港元
2024 Second Placing	2024年第二次配售事項				
Expenditure for current business operation, development and general working capital	當前業務運營、發展及一般運營資金之支出	3,944	3,243	3,243	- -

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

There is no material change between the intended use of the net proceeds of the 2024 Second Placing. The proceeds of the 2024 Second Placing were used according to the intentions previously disclosed by the Company.

Liquidity, Financial Resources and Capital Structure

The current ratio of the Group at 30 June 2025 was approximately 0.4 times as compared to that of approximately 0.6 times at 31 December 2024.

There has been no change in the capital structure of the Group during the six months ended 30 June 2025. The share capital of the Company only comprises ordinary shares.

As at 30 June 2025, the Group had bank balance and cash of approximately HK\$5,027,000 as compared to approximately HK\$9,590,000 as at 31 December 2024.

As at 30 June 2025, the Group had no bank loans (31 December 2024: Nil).

Gearing Ratio

The gearing ratio of the Group, calculated as total borrowings over shareholders' fund, was approximately 19% as at 30 June 2025 (31 December 2024: approximately 31%).

Significant Investments Held

During the six months ended 30 June 2025, there was no significant investment held by the Group.

2024年第二次配售事項所得款項淨額的擬定用途並無重大變動。本公司已根據先前所披露計劃使用2024年第二次配售事項所得款項。

流動資金、財務資源及資本架構

於2025年6月30日，本集團的流動比率約為0.4倍，而於2024年12月31日則約為0.6倍。

於截至2025年6月30日止六個月，本集團之資本架構概無變動。本公司之股本僅包括普通股。

於2025年6月30日，本集團的銀行結餘及現金約為5,027,000港元，而於2024年12月31日則約為9,590,000港元。

於2025年6月30日，本集團並無銀行貸款（2024年12月31日：無）。

資產負債比率

於2025年6月30日，本集團的資產負債比率（按借款總額除以股東資金計算）約為19%（2024年12月31日：約31%）。

所持有的重大投資

截至2025年6月30日止六個月，本集團並無持有重大投資。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the six months ended 30 June 2025.

Pledge of Assets

As at 30 June 2025, the Group had no material pledge of assets.

Contingent Liabilities

As at 30 June 2025, the Group did not have any significant contingent liabilities.

Capital Commitments

As at 30 June 2025, the Group did not have any significant capital commitment.

Future Plans for Material Investments and Capital Assets

Save as disclosed in this interim report, the Group did not have other plan for material investments and capital assets.

附屬公司、聯營公司及合營公司的重大收購及出售事項

本集團於截至2025年6月30日止六個月概無任何附屬公司、聯營公司或合營公司的重大收購及出售事項。

資產抵押

於2025年6月30日，本集團並無重大資產抵押。

或然負債

於2025年6月30日，本集團並無任何重大或然負債。

資本承擔

於2025年6月30日，本集團並無任何重大資本承擔。

有關重大投資及資本資產的未來計劃

除本中期報告所披露者外，本集團並無有關重大投資及資本資產的其他計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Employees and Remuneration Policies

As at 30 June 2025, the employee headcount (excluding Directors) of the Group was approximately 11 (31 December 2024: approximately 12). Staff costs (including the Directors' salaries, allowances, bonuses) were approximately HK\$1,363,000 for the period ended 30 June 2025 (30 June 2024: approximately HK\$1,124,000).

The Group offers competitive remuneration packages commensurate with industry practice. In order to attract and retain valuable employees, the Group reviews the performance of its employees annually and such review results will be taken into account while having the annual salary review and promotion appraisal. In addition to a basic salary, bonuses would be paid to staff with reference to the financial performance of the Group. The Group would also provide trainings or seminars that relating to publication business and offer options that may be granted to the employees under the share option scheme. The Group pays commission to its sales and marketing staff which was calculated based on an agreed percentage of sharing specified in their respective contracts in accordance of the total monthly sales solicited by such staff which is arrived at mutual agreement between the Company and the respective staff.

僱員及薪酬政策

於2025年6月30日，本集團的僱員人數（不包括董事）約為11名（2024年12月31日：約12名）。於截至2025年6月30日止期間，員工成本（包括董事薪酬、津貼及花紅）合共約為1,363,000港元（2024年6月30日：約1,124,000港元）。

本集團提供與行業慣例相稱的具競爭力薪酬待遇。為吸引及挽留有價值的僱員，本集團每年審閱僱員表現，在年度薪金檢討及晉升評核時會考慮有關審閱結果。除基本薪金外，本集團會按照其財務表現向員工支付花紅。本集團亦會提供有關出版業務的培訓或研討會以及給予可根據購股權計劃授予僱員的購股權。本集團向銷售及市場推廣員工支付的佣金按彼等各自的合約內訂明的協定分成百分比根據有關員工貢獻的每月銷售總額計算，計算方式經本公司與各員工共同協定。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



INTERIM DIVIDEND

In order to retain more cash to finance the working capital requirements and future development of the Group, the Board does not recommend the payment of interim dividend for the six months ended 30 June 2025 (six months ended 30 June 2024: nil). The Board will consider future dividend distribution according to the Company's dividend policy.

RISK MANAGEMENT

Currency Risk

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities. The Group does not expect any significant currency risk which materially affect the Group's result of operations.

Interest Rate Risk

In current period, the Group was exposed to fair value interest rate risk in relation to fixed-rate other borrowings. The Group does not expect any significant interest rate risk which materially affect the Group's results of operations.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate, as a means of mitigating the risk of financial loss from defaults.

中期股息

為保留更多現金以撥付本集團的營運資金需求及未來發展，董事會建議不會派付截至2025年6月30日止六個月的中期股息（截至2024年6月30日止六個月：無）。董事會將按照本公司的股息政策考慮宣派未來股息。

風險管理

貨幣風險

本集團絕大部分貨幣資產及負債均以港元及澳門幣計值，與各集團公司主體的功能貨幣相同。本集團並不預期出現可能對本集團經營業績造成重大影響的任何重大貨幣風險。

利率風險

於本期內，本集團面臨與定息其他借款有關的公平值利率風險。本集團預期並無嚴重影響本集團經營業績的任何重大利率風險。

信貸風險

信貸風險指因交易對方日後不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In respect of trade and other receivables and loan receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

The credit risk on bank balance is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Liquidity Risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

就貿易及其他應收款項及應收貸款而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以及遵守貸款契諾的情況，以確保其維持充足現金並維持來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。



OTHER INFORMATION

其他資料



DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 June 2025, interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) held by the Directors and chief executives of the Company which have been 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 were taken or deemed to have under such provisions of the SFO), or have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉

於2025年6月30日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，持有根據證券及期貨條例第XV部第7及8分部的規定已知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例相關條文被當作或視作擁有的權益及淡倉），或已記錄於本公司根據證券及期貨條例第352條存置的登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條已知會本公司及聯交所的權益及淡倉如下：

Interest in Shares of the Company

於本公司股份的權益

Name of Director 董事姓名	Capacity 身份	Interest in Shares 於股份的權益	Approximate Percentage of Shareholding Interests 股權概約百分比
Mr. Lui Man Wah 呂文華先生	Interests in a controlled corporation (Note 1) 受控法團權益（附註1）	343,300 (L)	0.04%

OTHER INFORMATION

其他資料

Notes:

- (1) Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, which are directly held by Source Creation International Limited ("Source Creation"). The entire issued share capital of Source Creation is wholly owned by Mr. Lui Man Wah.
- (2) Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation in that they represent the same block of Shares.
- (3) As at 30 June 2025, the Company had 870,912,000 Shares in issue.

Abbreviation: "L" stands for long position.

附註：

- (1) 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司（「創源」）直接持有。創源全部已發行股本由呂文華先生全資擁有。
- (2) 呂文華先生及創源持有的權益出現重疊，兩者均涉及同一批股份。
- (3) 於2025年6月30日，本公司共有870,912,000股已發行股份。

簡稱：「L」代表好倉。



OTHER INFORMATION

其他資料



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

As at 30 June 2025, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interests and/or short positions in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東及其他人士於本公司股份及相關股份的權益及／或淡倉

於2025年6月30日，就董事所知，以下人士（本公司董事或主要行政人員除外）已擁有或被視作或已當作擁有根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所的本公司股份或相關股份的權益及／或淡倉，或須記錄於本公司須根據證券及期貨條例第336條存置的登記冊的股份或相關股份的權益及／或淡倉如下：

Interest in the Shares of the Company

於本公司股份的權益

Name	Nature of interest	Number of Shares or Underlying Shares	Approximate Percentage of Shareholding Interests	Note
股東名稱	身份	相關股份數目	股權概約百分比	附註
Muhammad Shaifadila Binti	Beneficial owner 實益擁有人	39,376,000 (L)	4.52%	1

Note:

(1) As at 30 June 2025, the Company had 870,912,000 shares in issues.

Abbreviation: "L" stands for long position.

附註：

(1) 於2025年6月30日，本公司共有870,912,000股已發行股份。

簡稱：「L」代表好倉。

OTHER INFORMATION

其他資料

Save as disclosed above, the Directors are not aware of any other persons who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO, as at 30 June 2025.

SHARE OPTION SCHEME

The Group adopted the share option scheme (the "Share Option Scheme") on 16 February 2015, under which the Directors may grant options to eligible persons to subscribe for the Company's shares, subject to the terms and conditions stipulated therein. The Share Option Scheme expired on 16 February 2025.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2025, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

CHANGES OF DIRECTORS' INFORMATION UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

The Company is not aware of any changes in the Directors' information which are required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules as at 30 June 2025.

除上文所披露者外，就董事所知，於2025年6月30日，概無任何其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

購股權計劃

本集團於2015年2月16日採納購股權計劃（「購股權計劃」），據此，董事可將購股權授予合資格人士，藉以根據該計劃規定的條款及條件認購本公司股份。購股權計劃已於2025年2月16日屆滿。

購買、出售或贖回上市證券

截至2025年6月30日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

根據GEM上市規則第17.50A(1)條的董事資料變更

於2025年6月30日，就本公司所知，概無任何董事的資料變更須根據GEM上市規則第17.50A(1)條予以披露。

OTHER INFORMATION

其他資料



CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transaction by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding Director's securities transactions during the six months ended 30 June 2025.

DIRECTORS AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the six months ended 30 June 2025, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which such person has or may have with the Group.

董事進行證券交易的行為守則

本公司已採納一套董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載董事進行證券交易的規定買賣準則。經作出具體查詢後，全體董事確認截至2025年6月30日止六個月已遵守董事進行證券交易的規定買賣準則及其行為守則。

董事及控股股東於競爭業務的權益

截至2025年6月30日止六個月，董事並不知悉董事、本公司控股股東及彼等各自的聯繫人（定義見GEM上市規則）擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦不知悉有關人士與本集團之間有或可能有任何其他利益衝突。

OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. The Directors consider, the Company has complied with the Corporate Governance Code (the “Code”) for the reporting period, except for Code Provision A.2.1.

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same person. The Company currently has no CEO. Decisions of the Company are made by the executive Director and overseen by other members of the Board. The Board believes that the present arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company’s objectives efficiently and effectively in response to the changing environment.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, comply with regulatory requirements and meet the growing expectations of the Shareholders and investors.

企業管治

本公司致力恪守高水平的企業管治常規。董事認為，本公司於報告期間一直遵守企業管治守則(「守則」)的規定，惟守則條文第A.2.1條除外。

守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應予區分且不應由同一人士擔任。本公司目前並無行政總裁。本公司的決定由執行董事作出，並受到董事會其他成員的監督。董事會相信現有安排能令本公司即時作出及落實決策，因而能因應環境轉變以具備效益及效率的方式實現本公司的目標。

本公司將繼續檢討其企業管治常規以提升企業管治水平、符合監管要求，並達致股東及投資者不斷提高的期望。



OTHER INFORMATION

其他資料



EVENT AFTER THE REPORTING PERIOD

After the reporting period and up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has been established in accordance with the GEM Listing Rules and comprises Ms. Wong Chi Ling (Chairlady), Mr. Lee Kwok Lun and Mr. Lo Tak Wai, all of them being independent non-executive Directors.

The Audit Committee has reviewed with the management this interim report, including the unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2025, prior to recommending them to the Board for approval.

報告期後的事件

於報告期後及直至本報告日期，董事並不知悉任何與本集團業務或財務表現相關的重大事件。

審核委員會及審閱財務報表

審核委員會已根據GEM上市規則成立，該委員會由黃子玲女士（主席）、李國麟先生及盧德偉先生（均為獨立非執行董事）組成。

本中期報告（包括本集團截至2025年6月30日止六個月的未經審核簡明綜合財務業績）經審核委員會與管理層審閱後，方始提呈董事會批准。

OTHER INFORMATION

其他資料

The condensed consolidated financial results of the Group for the six months ended 30 June 2025 have not been audited by the Company's auditor.

By Order of the Board

Winto Group (Holdings) Limited

Lao Lai

Executive Director

Hong Kong, 29 August 2025

As at the date of this report, the Board comprises Ms. Lao Lai as executive Director, Ms. Wong Chi Ling, Mr. Lee Kwok Lun and Mr. Lo Tak Wai as independent non-executive Directors.

本集團截至2025年6月30日止六個月之簡明綜合財務業績未經本公司核數師審核。

承董事會命

惠陶集團(控股)有限公司

執行董事

劉麗

香港，2025年8月29日

於本報告日期，董事會包括執行董事劉麗女士；以及獨立非執行董事黃子玲女士、李國麟先生及盧德偉先生。





WINTO GROUP (HOLDINGS) LIMITED
惠陶集團(控股)有限公司