



**Zhong Ji Longevity Science Group Limited**  
**中基長壽科學集團有限公司**

(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 : 767

**2024** 中期  
報告  
INTERIM REPORT



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. YAN Li (*Chairman*)  
Mr. YAN Yifan (*Chief Executive Officer*)  
Mr. LI Xiaoshuang  
Ms. CAO Xie Qiong

#### Non-executive Directors

Dr. HE Yiwu  
Mr. LYU Changsheng

#### Independent Non-executive Directors<sup>1</sup>

Mr. LEE See Barry  
Mr. HUANG Jiang  
Prof. HUANG Cibo

### AUDIT COMMITTEE MEMBERS<sup>1</sup>

Mr. LEE See Barry (*Chairman*)  
Mr. HUANG Jiang  
Prof. HUANG Cibo

### NOMINATION COMMITTEE MEMBERS<sup>1</sup>

Mr. YAN Li (*Chairman*)  
Mr. LEE See Barry  
Mr. HUANG Jiang  
Prof. HUANG Cibo

### REMUNERATION COMMITTEE MEMBERS<sup>1</sup>

Mr. HUANG Jiang (*Chairman*)  
Mr. LEE See Barry  
Prof. HUANG Cibo

### RISK MANAGEMENT COMMITTEE<sup>1</sup>

Mr. YAN Li (*Chairman*)  
Mr. LEE See Barry  
Mr. HUANG Jiang  
Prof. HUANG Cibo

### SHARE AWARD COMMITTEE MEMBERS<sup>1</sup>

Mr. YAN Li (*Chairman*)  
Mr. LEE See Barry  
Mr. HUANG Jiang  
Prof. HUANG Cibo

### COMPANY SECRETARY

Mr. YEUNG Yuk Hong

### AUTHORISED REPRESENTATIVES

Mr. YAN Li  
Mr. YEUNG Yuk Hong

### AUDITOR

Elite Partners CPA Limited  
Level 23  
YF Life Tower  
33 Lockhart Road  
Wan Chai  
Hong Kong

### 董事會

#### 執行董事

閻立先生(主席)  
閻一帆先生(首席執行官)  
李小雙先生  
曹衆女士

#### 非執行董事

何亦武博士  
呂長勝先生

#### 獨立非執行董事<sup>1</sup>

李思先生  
黃江先生  
黃慈波教授

#### 審核委員會成員<sup>1</sup>

李思先生(主席)  
黃江先生  
黃慈波教授

#### 提名委員會成員<sup>1</sup>

閻立先生(主席)  
李思先生  
黃江先生  
黃慈波教授

#### 薪酬委員會成員<sup>1</sup>

黃江先生(主席)  
李思先生  
黃慈波教授

#### 風險管理委員會<sup>1</sup>

閻立先生(主席)  
李思先生  
黃江先生  
黃慈波教授

#### 股份獎勵委員會成員<sup>1</sup>

閻立先生(主席)  
李思先生  
黃江先生  
黃慈波教授

### 公司秘書

楊育康先生

### 授權代表

閻立先生  
楊育康先生

### 核數師

開元信德會計師事務所有限公司  
香港  
灣仔  
駱克道33號  
萬通保險大廈  
23樓





### PRINCIPAL BANKERS

CMB Wing Lung Bank Limited

### 主要往來銀行

招商永隆銀行有限公司

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

### 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716號舖

### REGISTERED OFFICE

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton, HM 10  
Bermuda

### 註冊辦事處

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton, HM 10  
Bermuda

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 220 2/F  
Mega Cube  
No.8 Wang Kwong Road  
Kowloon Bay Kowloon  
Hong Kong

### 香港主要營業地點

香港  
九龍九龍灣  
宏光道8號  
創豪坊  
2樓220室

### COMPANY'S WEBSITE

<http://www.irasia.com/listco/hk/zhongjilongevity>

### 公司網站

<http://www.irasia.com/listco/hk/zhongjilongevity>

### STOCK CODE

767

### 股份代號

767

#### Note:

1. Mr. WANG Ning resigned as independent non-executive Directors and ceased to act as the chairman of the remuneration committee and a member of each of the nomination committee, the audit committee, the risk management committee and the share award committee of the Board on 10 July 2024.

Mr. HUANG Jiang was appointed as an independent non-executive Director, the chairman of the remuneration committee and a member of each of the nomination committee, the audit committee, the risk management committee and the share award committee of the Board on 10 July 2024.

#### 附註：

1. 王寧先生於二零二四年七月十日已辭任獨立非執行董事並不再擔任董事會薪酬委員會主席，以及提名委員會、審核委員會、風險管理委員會和股份獎勵委員會各自的成員。

黃江先生於二零二四年七月十日已獲委任為獨立非執行董事、董事會薪酬委員會主席，以及提名委員會、審核委員會、風險管理委員會和股份獎勵委員會各自的成員。

# Management Discussion and Analysis

## 管理層討論及分析

### INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

### INTRODUCTION

Zhong Ji Longevity Science Group Limited (the “**Company**”), together with its subsidiaries (collectively the “**Group**”) have been focusing on expanding its longevity science business. In addition to operating and managing its existing businesses of money lending & financial advisory business, securities and other investment business, and property investment business.

For the money lending & financial advisory business, as announced in the prior supplement announcements dated 26 August 2022 and 17 November 2023, despite the Company’s Caijia Peer-to-Peer (P2P) Internet Credit Youtoubao loan platform business (see Page 17 in the 2 September 2015 Caijia Acquisition Circular) being curbed and ceased by the People’s Republic of China (“**PRC**”) authority pursuant to 互聯網金融網絡借貸風險整治辦函(2019) 83號 —《關於網絡借貸信息中介機構轉型小額貸款公司的指導意見》 (“**Guidance on Statutory Demand in Transforming Internet Finance Lending Intermediaries into Small Loan Finance Companies**”) and other earlier policy changes from 2015 (銀發(2015)221號) that targeted national P2P Internet Finance, the Company’s PRC subsidiary, 天行紀元(北京)財務顧問有限公司 (“**Tian Xing**”), has successfully restructured.

The restructured business now secures mortgage loans under the “Money Lending & Financial Advisory Business” model and has been relaunched as a non-P2P money lending business in compliance with the newly promulgated PRC guidelines for Small Loan Finance Companies. Additionally, as announced in the announcement dated 23 February 2022, a PRC police investigation was initiated regarding Tian Xing personnel’s involvement in organized crimes related to internet gambling. Since February 2022, the Company and its PRC Tian Xing subsidiary have hired new staff and disassociated from all former Tian Xing managerial staff, employees, and advisors. Consequently, during 2023, the Company regained possession of all necessary Company chops and seals for its PRC Tian Xing subsidiary, restored its operations, and normalized its status with the Beijing Commerce Department (北京市市場監督管理局) and other regulatory departments, including the Beijing Taxation Bureau, without objections from Beijing Police.

### 中期股息

董事會議決不宣派截至二零二四年六月三十日止六個月之中期股息(截至二零二三年六月三十日止六個月：無)。

### 緒言

中基長壽科學集團有限公司(「**本公司**」)連同其附屬公司(統稱「**本集團**」)一直專注拓展長壽科學業務。除經營及管理其現有借貸及金融諮詢業務、證券及其他投資業務，亦經營物業投資業務。

就借貸及金融諮詢業務而言，誠如先前日期為二零二二年八月二十六日及二零二三年十一月十七日之補充公告所宣佈，儘管根據互聯網金融網絡借貸風險整治辦函(2019)83號 —《關於網絡借貸信息中介機構轉型小額貸款公司的指導意見》(「關於網絡借貸信息中介機構轉型小額貸款公司的指導意見」)及二零一五年的銀發(2015)211號中其他較早就國內P2P互聯網金融作出的政策變更，本公司的財加對等網絡(P2P)互聯網信貸優質貸款平台業務(請見二零一五年九月二日之財加收購事項通函第17頁)遭中華人民共和國(「**中國**」)當局遏制及終止，惟本公司中國附屬公司天行紀元(北京)財務顧問有限公司(「**天行**」)已成功重組。

重組業務現時在「借貸及金融諮詢業務」模式下提供有抵押按揭貸款，並已改革為非P2P借貸業務以符合中國新頒佈的小額貸款公司的指引。此外，誠如日期為二零二二年二月二十三日之公告所宣佈，中國警方已就天行人員涉嫌參與網絡賭博相關的有組織犯罪展開調查。自二零二二年二月起，本公司及其中國附屬公司天行已重新僱用新員工，並與所有前天行管理人員、僱員及顧問脫離關係。因此，於二零二三年，在北京警方並無反對的情況下，本公司已重新取得其中國附屬公司天行所需的所有公司公章及印章，恢復其營運，並與北京市市場監督管理局及其他監管部門(如北京市稅務局)恢復正常營運狀態。

The investigation cases have now concluded, with PRC police indicting several individuals, none of whom are associated with Tian Xing as either defendants or suspects, as confirmed by the Company's PRC lawyer, Dongwei. Therefore, these administrative recovery issues were finally resolved by the end of June 2024.

However, the restoration of normal operations with business partners and banking authorities has been slow, hampering the Company's ability to execute legitimate recovery actions on overdue loans. To expedite this recovery process, in late April 2023, the Company set up a designated task team and engaged Beijing Dongwei Law Firm as the PRC legal adviser of the Company to work together with strategic partners responsible for recovering these loans, including the impaired portions in the PRC. By around September 2023 and June 2024, the Company team and Dongwei managed to recover RMB6.7 million in cash from two overdue loans from Shanxi strategic partners and RMB2.9 million in cash from a Shanxi trustee account held for Tian Xing in a final settlement. After deducting Shanxi trustee service fees of RMB600,000, an agent fee of RMB100,000, and initial setup legal fees of RMB1,000,000, Tian Xing had retrieved in full the invested principal of RMB7,900,000, together with RMB1,700,000 in returns, less associated costs from the Shanxi strategic partner as at 30 June 2024. The Company has extended its recovery services with Dongwei Law firm till August 2025.

In 2024, with the COVID-19 epidemic ending, some policy dilemmas arose due to announcements and regulations from the State Council of the PRC (國務院) via the China Banking and Insurance Regulatory Commission (中國銀保監會辦公廳), such as 銀保監辦發(2022)37號 and 中國人民銀行中國銀行保險監督管理委員會銀發(2022)252號. These policies offered borrowers mortgage repayment relief, including at least six-month grace periods, waivers on overdue interest, and recovery fees on grievance grounds, among other measures. Such PRC national COVID-19 relief policies have prolonged the recovery pace and increased associated costs and uncertainty for the Company and/or strategic partners in executing imminent mortgagee sale actions or other legal recovery actions. A more economically feasible market practice for recovering overdue loans has been to negotiate patiently with borrowers to secure their willingness to repay. The Company and PRC legal adviser of the Company have been employing this strategy before resorting to legal

該等調查案件目前已告完結，經本公司中國律師東衛確認，中國警方已起訴多名人員，而天行並未涉及其中，亦非被告或嫌疑人。因此，該等行政追繳事項最終於二零二四年六月底得以解決。

然而，與業務合作夥伴及銀行當局恢復正常營運進展緩慢，妨礙本公司對逾期貸款採取合法的追繳行動。為加快此追繳程序，本公司於二零二三年四月底成立專責工作小組，並已委聘北京市東衛律師事務所為本公司中國法律顧問，與戰略合作夥伴攜手協力，負責在中國境內收回此等貸款，包括當中已減值部分。於二零二三年九月及二零二四年六月前後，本公司專責工作小組與東衛已成功自陝西國信投戰略合作夥伴的兩筆逾期貸款收回人民幣6,700,000元現金，並於最終結付中收回陝西國信投信託人賬戶內代天行持有的人民幣2,900,000元現金。經扣除陝西國信投信託人服務費人民幣600,000元、代理費人民幣100,000元及初步設立法律費用人民幣1,000,000元後，截至二零二四年六月三十日，天行已自陝西國信投戰略合作夥伴悉數收回已投資本金人民幣7,900,000元，連同回報額人民幣1,700,000元（已扣除相關成本）。本公司已將與東衛律師事務所的追繳服務期限延長至二零二五年八月。

於二零二四年，隨著新冠肺炎疫情結束，中國國務院經中國銀保監會辦公室廳作出公佈及修訂導致出現若干政策兩難局面，例如銀保監辦發(2022)37號政策文件及中國人民銀行中國銀行保險監督管理委員會銀發(2022)252號。該等政策向借款人提供按揭貸款還款減免，包括（其中包括）至少六個月的寬限期、豁免逾期利息及基於申訴理由的追償費用等措施。該等中國國內的新冠肺炎減免政策拖慢了追繳速度，亦增加了本公司及／或戰略合作夥伴在執行緊急抵押權人出售行動或其他法律追繳行動時的相關成本及不確定性。在追繳逾期貸款時，在經濟上更可行的一個市場慣例為與借款人耐心磋商，確保其還款意願。本公司與本公司中國法律顧問在訴諸法律途

## Management Discussion and Analysis

### 管理層討論及分析

means, as these policies merely postpone but do not ultimately waive the borrower's repayment liability or the legality of the security.

For the six months ended 30 June 2024 ("HY2024"), the Group continued to enhance its financial performance by diversifying into promising longevity medical health businesses, providing, among other services, registered medical tests or laboratory tests such as advanced tumor cell screening, immunity/killer cell tests, joint health blood & micronutrients tests, female & male fertility & salivary hormone tests, comprehensive thyroid assessments, and patented third-generation whole genome sequencing genetic tests. Other non-medical treatments offered include hair cell revitalization and supernatant fluid skin energizing.

During HY2024, our Group operated under relatively normal conditions following the aftermath of the COVID-19 pandemic, despite facing a challenging and sluggish retail environment. Despite these obstacles, Zhong Ji is dedicated to building a world-leading platform for longevity science transformation and application. Our Group aims to offer the most advanced and highest-quality personalized longevity management solutions globally, focusing on testing to achieve key objectives such as cancer prevention, anti-aging, and knee health.

In 2023, the previously published Winnie Sanitary Product Ltd. distribution channel successfully deployed ZHJ vitamin C and nicotinamide mononucleotide ("NMN") supplement tablets throughout Hong Kong Mannings pharmacy counters, as one of Zhong Ji's efforts to increase medical product sales and enhance its Longevity Science Health business. However, during the Period under Review, the Company was informed by Winnie Sanitary Product Ltd. that Mannings had ceased the deployment scheme due to poor sales and unfeasible shelving costs, leading to the arrangement of goods return and refunds.

徑前一直採用此策略，因為該等政策只是順延，並無最終免除借款人之還款責任或抵押品之合法性。

於截至二零二四年六月三十日止六個月（「二零二四年上半年」），本集團繼續加強其財務表現，多元化發展前景可觀的長壽醫療業務，提供（其中包括）註冊醫學測試或實驗室測試等服務，例如進階腫瘤細胞篩查、免疫／殺傷細胞測試、關節健康血液和微量元素測試、女性和男性的生育和唾液激素測試、全面的甲狀腺評估及第三代全基因組測序基因測試專利。提供的其他非醫療治療包括毛髮細胞活化及喚醒上清液肌膚活力。

於二零二四年上半年，儘管零售環境低迷，充滿挑戰，本集團在新冠肺炎疫情的餘波下尚如常經營。儘管面臨困難，中基仍竭力打造世界領先的長壽科學轉化應用平台。本集團旨在提供全球最先進、最高質的個性化長壽管理解決方案，專注於檢測，以達致關鍵目標，實現防癌、防衰和膝關節健康。

於二零二三年，先前推出的維妮衛生用品有限公司分銷渠道已成功將ZHJ維生素C及煙醯胺單核苷酸（「NMN」）補充片部署至全港萬寧藥房櫃檯上架，此乃中基為增加其醫療產品銷售及加強其長壽科學業務之一項舉措。然而，於回顧期間，本公司已獲維珍衛生用品有限公司告知，由於銷售慘淡及上架費用難以支付，萬寧已終止該部署計劃，導致安排退貨退款。



As announced in the announcement dated 11 December 2023, an abandoned small, portable unlock open China-made X-ray machines was found in the Company's wall cabinet, despite the fact that the Center never required X-ray applications or treatments for any Zhong Ji patients, the Company did not have any purchase and use records. This discovery occurred during a routine annual inspection by the Hong Kong Department of Health. Subsequently, under section 38(1)(a)(iii) of the Private Healthcare Facilities Ordinance (Cap. 633), the Company's Day Procedure Centre license was revoked by the department. Nevertheless, the Company has been assessing various alternative arrangements, including reapplying for a Day Care Centre license. Currently, the Company's longevity medical health services operate under the supervision of individually licensed doctors and a registered nurse team, which has not significantly affected the longevity science business.

During HY2024, the longevity science business continued to improve its human cell treatment industry and immunity enhancement product lines in an exhaustive and diversified manner through membership and distribution channels. The Group recorded approximately HK\$21.7 million in revenue from the provision of diagnostic, medical testing, and health auxiliary services, and approximately HK\$3.48 million from the sales of health and medical products.

This report is presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Group.

## FINANCIAL RESULTS

In HY2024, a restrained trading environment and sluggish sentiment in the PRC property market, especially in cities such as Beijing, Chongqing, Chengdu, Suzhou, Tianjin, and Shanghai, led to increased debt default risks. This negatively impacted the performance of home loans and secured loans in the Money Lending & Financial Advisory Business. In response to the challenging macroeconomic conditions, the Group took a cautious approach, focusing primarily on loans initiated through strategic partners, which resulted in stable yet unremarkable performance.

誠如日期為二零二三年十二月十一日之公告所宣佈，本公司未鎖敞開的壁櫃內被發現存有一個廢棄的中國製造小型可攜式X光機，而事實是該中心從未需要對任何中基病人應用X光或進行任何X光治療，本公司沒有任何購買和使用的記錄。此次事項乃發生於香港衛生署的例行年度檢查中。而隨後，根據香港法例第633章《私營醫療機構條例》第38(1)(a)(iii)條，本公司日間醫療中心牌照遭該部門吊銷。然而，本公司一直在評估其他各項可替代安排，包括重新申請日間醫療中心牌照。目前，本公司的長壽醫療服務乃於個人執業醫生和註冊護士團隊的監管下營運，並未對長壽科學業務產生重大影響。

於二零二四年上半年，長壽科學業務以全方位、多元化的模式，透過會員制及分銷渠道，不斷完善其人體細胞治療產業及免疫力提升的產品線。本集團錄得來自提供診斷、醫學檢測及健康輔助服務的收益約21,700,000港元及來自銷售健康及醫療產品的收益約3,480,000港元。

本報告以港元（「港元」）呈列，港元亦為本集團之功能貨幣。

## 財務業績

於二零二四年上半年，中國房地產市場交易環境緊張，市場氣氛低迷，北京、重慶、成都、蘇州、天津及上海等城市情況尤其嚴重，債務違約風險因此上升，拖累借貸及金融諮詢業務的房屋貸款及有抵押貸款業績。為應對宏觀環境挑戰，本集團採取審慎態度，主要集中向策略合作夥伴貸款，業績表現雖然平穩，但亦乏善足陳。



## Management Discussion and Analysis

### 管理層討論及分析

Despite these challenges, the Group leveraged its existing finance-related expertise to diversify into the field of longevity science. During HY2024, by enhancing its product offerings through membership and distribution channels, the Company is committed to developing and expanding its longevity science business. This segment shows significant promise and has the potential to grow into a large-scale, viable, and sustainable business in the future.

During HY2024, the Group recorded a total revenue of HK\$42,403,000 (HY2023: HK\$29,911,000). The Group recorded a loss for the period of HK\$917,000 (HY2023: profit for the period HK\$1,938,000). The money lending and financial advisory business demonstrate a static revenue of HK\$17,223,000 and a segment profit of HK\$16,233,000 for HY2024. Nevertheless, the longevity science business contributed revenue of HK\$25,180,000 and a segment loss of HK\$4,342,000 for HY2024.

As at 30 June 2024, the basic and diluted loss per share were HK\$0.2 cents (30 June 2023: basic and diluted earnings per share were HK\$0.01 cents).

As at 30 June 2024, the Group's consolidated net assets was HK\$432,113,000 (31 December 2023: HK\$430,465,000).

## BUSINESS REVIEW

### Longevity Science Business

Recognizing the global trend towards increased awareness of individual longevity health science, the Group intends to step up its investment to accelerate its transformation, which began last year. During the reporting period, the Group's longevity science business delivered a respectable performance despite the challenging pandemic operating environment. Revenue for this segment amounted to approximately HK\$25,180,000 for HY2024 (HY2023: HK\$11,868,000), of which approximately HK\$21,700,000 was generated from diagnostic consultation and medical testing, and approximately HK\$3,480,000 was contributed by sales of longevity biological products. The segmental loss was approximately HK\$4,342,000 for HY2024 (HY2023: HK\$13,283,000). During this period, the existing Shenzhen sales center operated smoothly, but due to the revocation of the Day Care license, a new sales center is being established in Hong Kong, incurring setup costs.

面對重重挑戰，本集團借助其原有的金融相關專長拓展至長壽科學領域。於二零二四年上半年，本公司透過會員制及分銷渠道強化產品供應，致力發展及拓展長壽科學業務。該分部前景廣闊，未來有望發展為具規模、有活力的可持續業務。

於二零二四年上半年，本集團錄得總收益42,403,000港元(二零二三年上半年：29,911,000港元)。本集團於期內錄得虧損917,000港元(二零二三年上半年：期內溢利1,938,000港元)。借貸及金融諮詢業務於二零二四年上半年錄得靜態收益17,223,000港元及分部溢利16,233,000港元。整體而言，長壽科學業務於二零二四年上半年貢獻了25,180,000港元的收益和4,342,000港元的分部虧損。

於二零二四年六月三十日每股基本及攤薄虧損為0.2港仙(二零二三年六月三十日：每股基本及攤薄盈利為0.01港仙)。

於二零二四年六月三十日，本集團之綜合資產淨值為432,113,000港元(二零二三年十二月三十一日：430,465,000港元)。

## 業務回顧

### 長壽科學業務

本集團深知全球各國對個人長壽健康科學的關注日益增加，故自去年起已計劃加大投資以加速轉型。於報告期間，儘管疫情下營運環境困難，本集團的長壽科學業務仍表現不俗。二零二四年上半年，此分部的收益約為25,180,000港元(二零二三年上半年：11,868,000港元)，其中約21,700,000港元來自診斷諮詢及醫學檢測，約3,480,000港元來自銷售長壽生物製品。二零二四年上半年的分部虧損約為4,342,000港元(二零二三年上半年：13,283,000港元)。期內，現有的深圳銷售中心運作暢順，但由於日間護理牌照被撤銷，我們在香港開設了新銷售中心，並因此產生設立費用。

The promising high net-worth clientele in the PRC is targeted to be induced as members, with individual cells stored to facilitate personalized health longevity treatments, which have improved longevity diagnostic and medical test service income to approximately HK\$25,180,000 for HY2024 (HY2023: HK\$11,868,000). Indeed, the COVID-19 pandemic and the aging population have heightened public concern for health worldwide, resulting in unprecedented potential for the development of individual longevity health awareness and testing services in the healthcare and medical industry. This includes tailoring customized services to individual needs, such as hair cell revitalization and facial skin energizing.

During the review period, PRC customs imposed more stringent scrutiny on American-made products, causing months of delays in the clearance, import, and sale of longevity NMN and vitamin C supplement products into the PRC. This inevitably affected the sale of longevity health and medical supplements, which dwindled to approximately HK\$3,480,000 for HY2024 (HY2023: HK\$2,351,000). Nevertheless, these clearance hurdles have been resolved, and the sale of longevity health and medical products has resumed to normal levels per planned sales programs.

### **Strengthening in-house R&D and production capabilities**

During HY2024, Zhong Ji Longevity Science advanced its transformation of longevity science business from all fronts, with a focus on strengthening the Group's hard and soft capabilities. The Group recruited a seasoned team of biotechnology and management talents, including the appointment of Academician Randy Wayne Schekman, a Nobel laureate in Physiology or Medicine, as the Honorary Chairman and Chief Scientist of the Group, to immensely enhance the Group's research and development ("R&D") capability, thereby enabling the Group to achieve its strategic goals. In addition, the Group adopted a share award scheme, which aims to recognize employees and individuals who have contributed to the Group's development and business growth as well as to attract talents in the industry.

中國高淨值客戶前景看好，我們鎖定彼等為目標客戶，招攬為會員，儲存其個人細胞，方便提供個人化健康長壽服務，使二零二四年上半年的長壽診斷及醫療測試服務收入增加至約25,180,000港元(二零二三年上半年：11,868,000港元)。事實上，新冠肺炎疫情及人口老化加劇了全球公眾對健康的關注，對個人長壽健康的關注日增，從而為醫療保健行業檢測服務發展帶來了前所未有的潛力，包括根據個人化需求定制毛髮細胞活化及臉部肌膚活化等服務。

於回顧期間，中國海關對美國製產品實施更嚴格的審查，導致長壽NMN及維生素C補充品在中國的清關、進口及銷售出現多個月延遲，難免影響到長壽健康及醫療補充品於回顧期間的銷售成績，使之於二零二四年上半年縮減至約3,480,000港元(二零二三年上半年：2,351,000港元)。然而，該等清關障礙已清除，長壽健康及醫療產品銷售已按原定銷售計劃回到正常水平。

### **致力增強內部研發及生產實力**

於二零二四年上半年，中基長壽科學促進業務轉型，從多方面推進長壽科學業務，同時重點增強本集團的硬實力及軟實力。本集團招攬多位國際生物科技權威專家及管理人才加盟並出任要職，當中包括委任諾貝爾生理學或醫學獎得獎者 Randy Wayne Schekman 院士出任榮譽主席兼首席科學家，強化本集團的研發(「研發」)實力，大力推動本集團實現下一階段的戰略目標。此外，本集團採納股份獎勵計劃，旨在表揚對本集團的發展及業務增長作出貢獻的員工及人士，同時吸納行業人才。

#### **Striving to expand and enhance longevity biological products**

In respect of sales and production of longevity biological products, by fully leveraging the Group's expertise in the cell industry and ongoing enhancement of R&D and production level, the Group has commenced the development and production of its flagship NMN product "ZJ1" and VC sustained-release tablets and calorie-burning tablets, as well as other longevity biological products in California, United States since last year. The four existing products of the Group have already acquired the world's highest certification in standard as well as safety certification for sterility test, and are well received by high-networth individuals. During the period under review, the Group's scientific research team boosted the R&D progress of "ZJ1" to the seventh generation with the introduction of the longevity functional beverages, safeguarding the health and longevity of people around the world who strive for the quality of life. In terms of marketing and sales strategy, the Group will capitalize the existing customer base, marketing network and sales channels of ZJ1 International Medical Group (Hong Kong) to gradually set up the "Internet + Healthcare" longevity system platform — Zhong Ji Longevity Cloud\* (中基長壽雲).

#### **Establishing partnerships with world-class companies**

The Group entered into a memorandum of understanding in relation to forming a strategic partnership with Thermo Fisher Scientific (Hong Kong) Limited ("**Thermo Fisher**"), a forerunner in the field of life sciences. Thermo Fisher will prioritize the Group in the provision of its latest life science technology, software and solution, so as to propel the Group's development in longevity science and medical diagnosis, enhancing the productivity and R&D capability of the Group's laboratory.

The management of the Group is confident about the business performance in the 2024, and believes that the longevity science business will gradually support the Group's revenue growth and become a growth driver for Zhong Ji Longevity Science in the future, in particular relying on China GuoYao sale & distribution contracts networking in Hubei, Guangdong, Shenzhen, states across 2,000 pharmacy outlets.

#### **努力拓展及提升長壽生物製品**

長壽生物製品的銷售及生產方面燃脂片，自去年起本集團在美國加州開始研發和生產旗艦NMN產品「中基1號」以及VC緩釋片等長壽生物製品，充分利用本集團在細胞領域專業優勢，並不斷提升研發及生產水平。本集團現時四款產品全部拿到了全球最高標準認證及無菌測試安全認證。深受高淨值人士喜愛。於回顧期內，本集團旗下科研團隊將「中基1號」之研發進程推進至第七代，將推出長壽功能飲料，為全球追求生命高品質人士提供健康長壽的保障。在市場銷售方面，本集團將好好利用香港中基1號國際醫療集團現有客戶群、市場網絡及銷售渠道，逐步建立「互聯網+醫療健康」的長壽系統平台——中基長壽雲。

#### **與世界級企業建立合作關係**

本集團與生命科學領域的先行者賽默飛世爾科技(香港)有限公司(「**賽默飛世爾**」)就建立戰略合作夥伴關係簽訂諒解備忘錄。賽默飛世爾將為本集團優先提供其最新生命科學技術、軟件及解決方案，以促進本集團於長壽科學及醫療診斷方面之發展，提升本集團實驗室之產能及研發能力。

本集團管理層對二零二四年的業務表現充滿信心，相信長壽科學業務將逐步支撐本集團收益增長，成為中基長壽科學日後之增長引擎，尤其是依賴位於湖北、廣東、深圳、國家等地的2,000間藥房零售店的中國國藥的銷售及分銷合約網絡。



Now, the Group already launched an overseas flagship store on Tmall Global website for sale of ZJ1 series of nutritional supplements, including ZJ1 NMN multi-series longevity supplements, ZJ1 VC tablets and other products, expand with cross-border sales channel and revenue stream into Greater China region from Hong Kong base. The Group biological supplements sale was champion in recent sale months of “TikTok” and “Xiaohongshu” platforms.

The management of the Group is optimistic on the development of the longevity science business, and believes that the longevity science business will be the driver of the Group’s revenue growth in the future, together with existing license Money Lending business steady growth.

### Money Lending & Financial Advisory Business

During HY2024, a segmental revenue of approximately HK\$17,223,000 (HY2023: HK\$18,043,000) and a segmental profit of approximately HK\$16,233,000 (HY2023: HK\$36,338,000) were recorded. The static segmental results were due to stable interest receivables balances derived by Strategic Partners loan portfolio in the PRC, classified as Other Receivables during the reporting period. Although most of the existing strategic partner loans have remained active, the collection of repayments on expired loans was slow or derailed by the PRC Government’s deferred loan repayment relief arrangements, which were implemented to compensate salaried workers for income losses due to COVID-19 isolation measures.

Joy Wealth Finance Limited (“**Joy Wealth**”), a wholly-owned subsidiary of the Company, identified 36 previously impaired loans with an aggregate outstanding amount of approximately HK\$1,076,000,000 in 2019. As announced in the announcement dated 11 August 2022, an Independent Recovery Committee (“**Independent Recovery Committee**”) was established to negotiate with borrowers to recover outstanding loan amounts and interest receivables. Over the past years, the Independent Recovery Committee also assessed the effectiveness of initiating existing or potential legal proceedings to take over ownership of pledged assets from borrowers and guarantors. Even though the outstanding loans were already impaired in FY2019, the Company has actively continued to follow up and hopes to recover such outstanding loans to the best of its ability. From August 2022 to 30 June 2024, the Independent Recovery Committee has successfully recovered gross proceeds of HK\$67,140,328.77 from two borrower entities, before deductions for recovery expenses incurred due to lengthy legal costs. For HY2024, Joy Wealth did not derive any interest income (HY2023: nil) from these loan and interest receivables.

目前，本集團已在天貓國際網站推出海外旗艦店，銷售中基1號系列營養保健品，包括中基1號NMN多系列長壽保健品、中基1號VC緩釋片等產品，從香港基地至大中華地區擴充跨境銷售渠道及收入來源。本集團生物保健品銷售榮獲「抖音」及「小紅書」平台近月的銷量榜單冠軍。

本集團管理層對長壽科學業務的發展持樂觀態度，並認為長壽科學業務連同現有持牌借貸業務穩定增長將成為本集團未來收入增長的動力。

### 借貸及金融諮詢業務

於二零二四年上半年，我們錄得分部收益約17,223,000港元（二零二三年上半年：18,043,000港元）及分部溢利約16,233,000港元（二零二三年上半年：36,338,000港元）。分部業績平穩是由於報告期間戰略合作夥伴貸款組合產生的應收利息餘額（分類為其他應收款項）保持穩定。雖然策略合作夥伴的現有貸款大部分仍處於活躍狀態，但追討逾期貸款的進展緩慢，或因中國政府的延期還貸紓困安排（實施目的為補償受薪工人因新冠病毒隔離措施而損失的收入）而遭遇困難。

於二零一九年，本公司全資附屬公司寶欣財務有限公司（「**寶欣**」）確認36筆先前已減值的貸款，其未償還總額約為1,076,000,000港元。誠如日期為二零二二年八月十一日的公告所公佈，我們已成立獨立追繳委員會（「**獨立追繳委員會**」），負責與借款人協商並追回未償還貸款及應收利息。於過去數年，獨立追繳委員會亦曾評估藉現有或潛在法律訴訟從借款人及擔保人手中接管質押資產所有權的有效性。雖然未償還貸款於二零一九財政年度已經減值，但本公司仍積極、持續地跟進有關情況，希望能盡量收回該等未償還貸款。於二零二二年八月至二零二四年六月三十日，獨立追繳委員會已成功向兩個借款人實體追回總計67,140,328.77港元（未扣除因冗長的法律程序而產生的追繳費用）。於二零二四年上半年，寶欣並無自該等貸款及應收利息獲得任何利息收入（二零二三年上半年：無）。

Given the outbreak of COVID-19 in past few years and the recent high-interest rate environment, the customer demand for loans has significantly decreased in Hong Kong. The Directors are considering the possibility of interest rate cuts in the U.S. and evaluating the company's cash levels, while continuing to seek opportunities to explore the money lending business. The money lender's license was renewed and granted to Joy Wealth on 9 July 2024, allowing it to continue operating as a money lender until 8 April 2025.

### BUSINESS MODEL FOR MONEY LENDING & FINANCIAL ADVISORY BUSINESS AND LOAN PORTFOLIOS

The money lending and financial advisory business would operate in the following two models:

1. The "Strategic Partners Business Model" — offering related financial management and consulting service in the PRC via cooperation with PRC licensed strategic partners (without Company assuming role of a direct lender) with sizeable loans portfolio (including outstanding principals and interests) secured by residential assets. Such loan assets were accounted for as "Other receivables" under the category of "Deposits, Prepayments & Other receivables" set out in note 16 to the condensed consolidated financial statements.
2. The "Corporate and personal borrowers Business Model" — wherein the Group act as a direct lender and such loan assets (including outstanding principals and interests) were accounted for as "Loans and interest receivables" set out in note 14 to the condensed consolidated financial statements.

As at 30 June 2024, our Group had 429 (31 December 2023: 432) active accounts, of which 420 (31 December 2023: 423) of them were individual customers and the remaining of 9 (31 December 2023: 9) were corporate customers; and of which 415 (31 December 2023: 418) of them were under the strategic partners business model and 14 (31 December 2023: 14) of them were under the corporate and personal borrowers business model.

由於過去數年爆發新冠疫情，且近期息口高企，香港客戶的貸款需求大減。董事正評估美國減息的可能性和檢討本公司現金水平，並持續為放貸業務尋找和探索機會。於二零二四年七月九日，寶欣已獲授予經重續的放債人牌照，可繼續經營放貸人業務直至二零二五年四月八日為止。

### 借貸及金融諮詢業務及貸款產品組合的業務模式

借貸及金融諮詢業務將按下列兩種模式經營：

1. 「戰略夥伴業務模式」— 透過與中國持牌戰略夥伴合作（彼等擁有相當規模的住房資產抵押貸款組合，包括未償還本金連利息），在中國提供相關金融管理及諮詢服務（本公司不承擔直接貸款人的角色）。有關貸款資產作為「其他應收款項」入賬，列於簡明綜合財務報表附註16中的「按金、預付款項及其他應收款項」類別。
2. 「企業及個人借款人業務模式」— 當中本集團作為直接貸款人而該等貸款資產（包括未償還本金及利息）作為「應收貸款及利息」入賬，載於簡明綜合財務報表附註14。

於二零二四年六月三十日，本集團有429個（二零二三年十二月三十一日：432個）活躍賬戶，其中420個（二零二三年十二月三十一日：423個）為個人客戶，其餘9個（二零二三年十二月三十一日：9個）為企業客戶，其中415個（二零二三年十二月三十一日：418個）屬於戰略夥伴業務模式，14個（二零二三年十二月三十一日：14個）屬於企業及個人借款人業務模式。

For HY2024, our top five customers (as determined by interest income generated) accounted for approximately 33% (HY2023: 32%) of our total revenue, and our single largest customer accounted for approximately 24% (HY2023: 24%) of our total revenue.

As at 30 June 2024, the largest and top five customers (as determined by loan receivable balance) of the total gross loan receivables balance accounted for 36% and 81% (31 December 2023: 36% and 81%) respectively.

### (a) The Strategic Partners Business Model

The strategic partners under this model are PRC regulated trustee & fund manager companies of material sizes licensed in offering legitimate short to medium-term secured home loans (1st and 2nd mortgages) to individual borrowers across the regions of: Chongqing, Chengdu, Suzhou, Wuhan, few at Shanghai, Tianjin and Wuxi cities. All underlying borrowers under this model are independent third party (within the meaning of Chapter of 14A of the Listing Rules), and were not connected persons or senior management of the Group.

Below are the current strategic partners in co-operation with the Company's wholly-owned Beijing subsidiary 天行紀元(北京)財務顧問有限公司 ("Tian Xing") in PRC:

- (i) “中國對外經濟貿易信託有限公司 China Foreign Economy and Trade Trust Co., Ltd.” (“**FOTIC**”) a state-owned asset management company in the PRC operating at Beijing City; and
- (ii) “深圳泛華聯合投資集團有限公司 Shenzhen Fanhua Joint Investment Group Co., Ltd.” (“**Fanhua**”) a sizeable financial services company listed on the New York Stock Exchange (stock code: CNF); and
- (iii) “重慶輝科諾企業管理有限公司 via 重慶海爾小額貸款有限公司” (“**Haier**”) established since 2014 and owned by the electronic conglomerate Haier Group; and

於二零二四年上半年，五大客戶(按所產生利息收入釐定)佔總收益約33%(二零二三年上半年：32%)，而單一最大客戶佔總收益約24%(二零二三年上半年：24%)。

於二零二四年六月三十日，最大客戶及五大客戶(按應收貸款結餘釐定)分別佔應收貸款結餘總額36%及81%(二零二三年十二月三十一日：36%及81%)。

### (a) 戰略夥伴業務模式

此模式下的戰略夥伴為持牌向重慶、成都、蘇州及武漢地區、少數在上海、天津及無錫市的個人借款人提供短至中期擔保住房貸款(第一及第二按揭)的中國大型受監管信託及基金管理公司。此模式下的所有相關借款人均為獨立第三方(定義見上市規則第14A章)，且並非本集團的關連人士或高級管理層。

以下為目前與本公司全資附屬公司天行紀元(北京)財務顧問有限公司(「天行」)合作的戰略夥伴：

- (i) 「中國對外經濟貿易信託有限公司」(「外貿信託」)，為中國國有資產管理公司，營運地點為北京市；及
- (ii) 「深圳泛華聯合投資集團有限公司」(「泛華」)，為於紐約證券交易所上市的大型金融服務公司(股份代碼：CNF)；及
- (iii) 「重慶輝科諾企業管理有限公司，經重慶海爾小額貸款有限公司」(「海爾雲貸」)，於二零一四年成立並由電子業綜合企業海爾集團所擁有；及



## Management Discussion and Analysis

### 管理層討論及分析

- (iv) “陝西省國際信託投資股份有限公司 Shanxi International Trust Co. Ltd” (“**Shanxi**”) a state-owned trustee assets management company established since 1985 and listed on Shenzhen Stock Exchange (stock code: 00563).

Strategic Partners Corporation Agreements were performed in two kinds of arrangement:

Arrangement 1: strategic co-operation with FOTIC, Shanxi as outlined below:

FOTIC, Shanxi set up registered regulated trust funds (the “**Trusts**”) to which they would act as trustee. The Company through its wholly-owned Beijing subsidiary Tian Xing invested monies into these Trusts of FOTIC, Shanxi, whereby trustee through licensed strategic partners in PRC grant legitimate mortgage loans to borrowers. These Trusts typically run for a period of two to five years or longer on a pre-arranged return rate of 12% annually.

The Group would co-manage the Trusts with FOTIC, Shanxi to monitor the risk profiles of individual borrowers, collaborate to pursue loan collection, assist FOTIC, Shanxi to take collateral enforcement actions, and provide management services including but not limited to client procurement, client’s background check and credit rating due diligence. The Group would receive a management service fee from the Trusts and others assistance fees (if any) from individual borrower for the aforesaid services.

As at 30 June 2024, all these trust units were redeemed hence the Group would receive those Trust underlying loans accrued interests, after FOTIC Shanxi’s expenses, pursuant to debts transfer contracts, but the underlying loans security were still registered under Trustee name per loan license regime of PRC. Hence any legal mortgagee recovery or security realization would still lodge together with strategic partners. Nevertheless, the Group takes over all benefits from the post-redemption on all proceeds of mortgagee sale of any residual assets of mortgages registered in the Trustee name (including but not limited to collection of any outstanding loans receivables).

- (iv) 「陝西省國際信託投資股份有限公司」(「**陝西國信投**」)，為一家國有信託資產管理公司，於一九八五年成立及於深圳證券交易所上市(股份代碼：00563)。

戰略夥伴合作協議以兩種安排進行：

安排一：與外貿信託、陝西國信投的戰略合作概述如下：

外貿信託、陝西國信投作為受託人設立註冊受監管信託基金(「**信託**」)。本公司透過其北京全資附屬公司天行向該等外貿信託、陝西國信投的信託投入資金，藉此受託人透過在中國的持牌戰略夥伴向借款人發放合法按揭貸款。此等信託的運作期通常為二至五年(或更長)，預設回報率為每年12%。

本集團將與外貿信託、陝西國信投共同管理信託，以監察個人借款人的風險狀況，協作追討貸款，協助外貿信託、陝西國信投採取抵押品強制執行舉措，並提供管理服務，包括但不限於招攬客戶、客戶背景調查及信貸評級盡職調查。就上述服務本集團將自信託收取管理服務費並自個人借款人收取其他協助費用(如有)。

於二零二四年六月三十日，此等信託單位已被悉數贖回，故本集團會根據債務轉讓合同獲取該等信託的相關貸款連應計利息(扣除外貿信託、陝西國信投開支後)，惟根據中國貸款許可規管制度，相關貸款抵押品仍以受託人名義登記。因此，任何法定承按人追繳欠款或變現抵押品仍會與戰略夥伴共同提出。無論如何，本集團會接收贖回後所有從承按人出售以受託人名義登記的任何抵押剩餘資產全部所得款項之得益(包括但不限於收回任何未償還應收貸款)。

Arrangement 2: The Strategic cooperation with Fanhua, Haier is summarized below:

The Group would procure potential borrowers and, after performing credit assessment, refer them to Fanhua, Haier. In return, the Group would receive loan origination fees/referral/agency fees from Fanhua, Haier or from individual borrowers depending on the amount of actual interest income received by Fanhua, Haier and the repayment status of the loans.

As a protection to Fanhua, Haier, the Group would be required to maintain a sum equivalent to 20–30% of the initial loan principals borrowed by customers referred to Fanhua, Haier as “a risk provision top-up fund”. Such sum in the risk provision fund will be used to settle the payment of principals and/or interests in the event of the borrower’s default or in case of long-terms arrears. (At present, the Group was disputing with Fanhua and/or Haier on implications PRC National Covid-19 mortgage reliefs Policy triggered some loans in technical defaults or arrear repayments in postpone).

The Group shall, following the liquidation of a particular borrower, take over the benefits from the post-liquidation of any residual assets in the loans (including but not limited to collection of any outstanding loans receivables and interest income, default interest and penalty fees). The Group may choose to acquire the entire defaulted loan principal balance from Fanhua, Haier their portions and seek recovery of the whole defaulted loans using its own means and resources.

Subject to terms and clauses of each strategic partners agreement, the Group earns: (1) loans origination fees; (2) management service fee rendered including services as client procurement, client’s background check and credit rating due diligence; (3) recovery fees or penalty fees/interest for deferred loans; and (4) accrued interest income by providing whole/partial funding secured loans via strategic partner’s license. The Group subsidiary attributes 10% loan principal sum of each small secure loans offer by two strategic partners of Fanhua and Haier, while such Strategic Partners would attribute the 90% remaining loan principal themselves; and the Group subsidiary attributes 100% loan principal sum of each home loans made under FOTIC.

安排二：與泛華、海爾雲貸的戰略合作概述如下：

本集團將招攬潛在借款人，並在進行信貸評估後，將彼等轉介予泛華、海爾雲貸。本集團將向泛華、海爾雲貸或個人借款人收取貸款發放費／轉介／代理費作為回報（視乎泛華、海爾雲貸收到的實際利息收入及貸款的還款情況而定）。

為保障泛華、海爾雲貸，本集團將須維持一筆相當於轉介泛華、海爾雲貸的客戶所借入初始貸款本金20%至30%的資金，作為「風險撥備補助金」。一旦借款人發生違約或長期拖欠還款情況，風險撥備金的該等款額將用於支付本金及／或利息。（現時，本集團與泛華及／或海爾雲貸正就中國國家新冠疫情按揭貸款紓困政策所引中的影響出現爭議，觸發部分貸款出現技術性違約或延遲償還欠款）。

當某位借款人清盤後，本集團將接收任何貸款剩餘資產在清盤後的利益（包括但不限於收回任何未償還應收貸款及利息收入、違約利息及罰款）。本集團可選擇向泛華、海爾雲貸悉數收購彼等所佔部分的違約貸款本金餘額，並用自己方法及資源尋求收回全部違約貸款。

在各份戰略夥伴協議的條款及細則規限下，本集團藉由戰略夥伴的牌照提供全部／部分資金抵押貸款，從而賺取：(1)貸款發放費；(2)所提供管理服務（包括招攬客戶、客戶背景調查及信貸評級盡職調查等）的服務費；(3)收債費或延後貸款的罰款／罰息；及(4)應計利息收入。本集團附屬公司就兩名戰略夥伴泛華及海爾雲貸所作的各項小額有抵押貸款出資10%貸款本金，而該等戰略夥伴則自行出資餘下90%的貸款本金；及本集團附屬公司就外貿信託名下作出的各項房屋貸款出資100%貸款本金。

### Size and diversity of borrowers under the Strategic Partners Business Model

The strategic partners act as direct lender with the Company as co-manager.

In case of FOTIC and Shanxi, the average loans size (of 1st mortgage) was approximately RMB0.86 million. The loans were made within Beijing city or major cities. For HY2024, the interest rate chargeable by FOTIC and Shanxi Trust to borrowers ranged from 8.4% to 19.2% (HY2023: 8.4% to 19.2%).

In the case of other strategic partners, Fanhua & Haier, their average loans size (of 1st and 2nd mortgage) was approximately RMB0.2 million. The loans were made across Chongqing, Chengdu, Suzhou, Wuhan cities with few in Shanghai, Tianjin, and Wuxi cities. For HY2024, the interest rate chargeable by Fanhua & Haier to borrowers ranged from 12% to 18% (HY2023: 12% to 18%).

### 戰略夥伴業務模式的借款人的規模及多樣性

戰略夥伴乃作為直接貸款人而本公司則作為副經辦人。

就外貿信託及陝西國信投而言，（第一按揭貸款的）平均貸款規模約為人民幣860,000元。於二零二四年上半年，貸款於北京市或其他主要城市作出。外貿信託及陝西國信投向借款人收取的息率介乎8.4厘至19.2厘（二零二三年上半年：8.4厘至19.2厘）。

就其他戰略夥伴即泛華及海爾雲貸而言，彼等之（第一及第二按揭貸款的）平均貸款規模約為人民幣200,000元。貸款遍及重慶、成都、蘇州、武漢，並有少數貸款於上海、天津及無錫作出。於二零二四年上半年，泛華及海爾雲貸向借款人收取的息率介乎12厘至18厘（二零二三年上半年：12厘至18厘）。

Five largest borrowers under Strategic Partners Business Model		Loan principal amount as at 30 June 2024 於二零二四年六月三十日的貸款本金額 RMB'000 人民幣千元	Concentration ratio of other receivables 其他應收款項的集中比率	Secured Collateral Loan Leverage ratio 有擔保抵押品的貸款槓桿比率
戰略夥伴業務模式下的五大借款人				
Borrower A (via FOTIC)*	借款人A(通過外貿信託)*	5,000	2.044%	48.08%
Borrower B (via FOTIC)*	借款人B(通過外貿信託)*	4,500	1.840%	51.81%
Borrower C (via FOTIC)*	借款人C(通過外貿信託)*	4,250	1.737%	33.20%
Borrower D (via FOTIC)*	借款人D(通過外貿信託)*	4,200	1.717%	27.86%
Borrower E (via FOTIC)*	借款人E(通過外貿信託)*	4,000	1.635%	54.05%
			8.973%	

Note\*: In accumulated, the Group had 3,597 (HY2024: 3,597) individual borrowers on secure loans of collaterals (residential house) via the Strategic Partners Model (FOTIC, Shanxi, Fanhua and Haier) act as Lender.

附註\*：通過戰略夥伴模式（外貿信託、陝西國信投、泛華及海爾雲貸作為貸款人）本集團累計有3,597名（二零二四年上半年：3,597名）抵押品（住房）保證貸款的個人借款人。



As at 30 June 2024, strategic partners loan assets were accounted as other receivables for approximately HK\$207,987,000 before impairments (31 December 2023: HK\$207,242,000), with net carrying value approximately HK\$133,209,000 (31 December 2023: HK\$132,464,000). The top five loans borrower under Strategic Partners Business Model was accounted for approximately total 8.973% of the entire other receivables of the Group as at 30 June 2024 (31 December 2023: 9.312%), and their collaterals value leverage ratio range from 27.86% to 54.05% secured on properties.

**(b) The Corporate and personal borrowers Business Model**

The Company's corporate and personal borrowers loan business comprises of loans made to corporate entity and/or wealth personal borrowers via the Company wholly owned subsidiary in PRC and/or Hong Kong acting as a direct lender via loan agreements with security mostly, except few loans in past on were trade credits or unsecured or intangible security basis alike dividends rights. All underlying borrowers under this model are independent third party (within the meaning of Chapter of 14A of the Listing Rules), and were not connected persons or senior management of the Group.

於二零二四年六月三十日，列賬為其他應收款項的戰略夥伴貸款資產未計算減值前約為207,987,000港元(二零二三年十二月三十一日：207,242,000港元)，賬面淨值約為133,209,000港元(二零二三年十二月三十一日：132,464,000港元)。戰略夥伴業務模式下的五大借款人佔本集團於二零二四年六月三十日全部其他應收款項總額約8.973%(二零二三年十二月三十一日：9.312%)，以物業作抵押的抵押品的貸款槓桿比率介乎27.86%至54.05%。

**(b) 企業及個人借款人業務模式**

本公司的企業及個人借款人貸款業務，其主要組成：經位於中國及／或香港的本公司全資附屬公司(作為直接貸款人)並透過貸款協議向企業實體貸款及／或富裕個人借款人作出的貸款，其中多數附帶抵押品，惟過去有少數貸款為貿易信貸或無擔保或按無形資產擔保基準(如股息權)則除外。此模式下所有相關借款人均為獨立第三方(定義見上市規則第14A章)，並非本集團關連人士或高級管理層。

### Size and diversity of borrowers under the Corporate and personal borrowers Business Model

The Group acts as direct lender and manages these over 14 corporate and personal borrowers loans, despite some of the loans have been already impaired before the year of 2022. The loans principal size ranges from approximately HK\$47.9 million for personal borrower to a corporate loan principal size of approximately HK\$64.4 million, with interest rates ranged from 6% to 18%, mostly with security, but some are unsecured or secured with certain company dividend or secure intangible assets. These loans were accounted for as Loans and interest receivables set out in note 14 to the consolidated financial statements.

### 企業及個人借款人業務模式的借款人的規模及多樣性

本集團作為此逾十四項企業及個人借款人貸款的直接貸款人，並管理該等貸款，儘管部分貸款早於二零二二年之前已告減值。貸款本金額規模由約47,900,000港元（屬個人借款人）至約64,400,000港元（為企業貸款的本金）不等，利率介乎6厘至18厘，多數為有抵押，但一部分為無抵押或以若干公司股息或無形資產作擔保。該等貸款作為「應收貸款及利息」入賬，列於綜合財務報表附註14。

#### Five largest borrowers under Corporate and personal borrowers Business Model

企業及個人借款人業務下的五大借款人

#### Loan principal amount as at 30 June 2024

於二零二四年六月三十日的貸款本金額

RMB'000 HK\$'000  
人民幣千元 千港元

#### Concentration ratio of loan and interest receivables

應收貸款及利息的集中比率

#### Secured Collateral Loan Leverage ratio

有擔保抵押品的貸款槓桿比率

Borrower A	借款人A	–	298,000	36.35%	Unsecured 無擔保
Borrower B	借款人B	–	163,003	19.88%	Unsecured 無擔保
Borrower C	借款人C	128,000	–	16.77%	100%
Borrower D	借款人D	–	35,000	4.27%	Unsecured 無擔保
Borrower E	借款人E	24,500	–	3.21%	Unsecured 無擔保

80.48%

As at 30 June 2024, the corporate and personal borrowers business loan assets were accounted as loan and interest receivables for approximately HK\$819,870,000 before impairments (31 December 2023: HK\$819,455,000), with net carrying value approximately HK\$178,147,000 (31 December 2023: HK\$177,732,000). The top five loans borrower under Corporate and Personal borrowers Business Model was accounted for approximately total 82.98% of the entire loan and interest receivables of the Group as at 30 June 2024 (31 December 2023: 79.93%), and their collaterals value leverage ratio range from 31.79% to 74.69% secured on properties, financial assets and dividend rights or unsecured. These loans were made in prior years on exiting P2P old business and subsequently impaired in later prior years. Nevertheless, the Group has recently initiated recovery actions on these previously partially or wholly impaired loans as above mentioned.

於二零二四年六月三十日，列賬為應收貸款及利息的戰略夥伴貸款資產未計算減值前約為819,870,000港元(二零二三年十二月三十一日：819,455,000港元)，賬面淨值約為178,147,000港元(二零二三年十二月三十一日：177,732,000港元)。企業及個人借款人業務模式下的五大借款人佔本集團於二零二四年六月三十日全部應收貸款及利息總額約82.98%(二零二三年十二月三十一日：79.93%)，以物業、金融資產及股息權作抵押或無抵押的抵押品的貸款槓桿比率介乎31.79%至74.69%。該等貸款是過往年度在已撤出的P2P舊有業務下作出，其後於較晚的過往年度計提減值。儘管如此，本集團最近已對上述部分或全部減值貸款採取收債行動。

## Securities and Other Investment Business

### Securities Investment

As at 30 June 2024, the Group held several long-term investments in equity securities listed on the Stock Exchange, with a fair value amounting to approximately HK\$4,450,000 (as of 31 December 2023: HK\$5,847,000). The decrease in fair value for HY2024 was due to the decrease in the market value of certain listed equity investment during the reporting period.

## 證券及其他投資業務

### 證券投資

於二零二四年六月三十日，本集團持有若干於聯交所上市的股本證券之長期投資，其公平值約為4,450,000港元(於二零二三年十二月三十一日：5,847,000港元)。二零二四年上半年公平值減少乃由於報告期內若干上市股本投資的市值減少所致。

## Property Investment Business

For HY2024, the Group continued to operate the property investment business, with properties located in the PRC and the Island of Saipan. These properties, acquired in the previous year, remained vacant due to the pandemic, comprising commercial shops, residential units, and multiple-room apartments, thus not generating any revenue for the Group. A segmental asset of approximately HK\$25,295,000 was recorded as at 30 June 2024 (As at 31 December 2023: approximately HK\$25,295,000).

## 物業投資業務

於二零二四年上半年，本集團繼續營運位於中國及塞班島的物業投資業務。該等物業於去年收購及由於疫情而仍然空置，其中包括商舖、住宅單位及多房公寓，因此未為本集團產生任何收益。於二零二四年六月三十日，分部資產錄得約25,295,000港元(二零二三年十二月三十一日：約25,295,000港元)。

The Group will continue to monitor market conditions and seek suitable tenants to generate stable rental income or consider disposing of investment properties to capture profitable capital appreciation.

本集團將繼續監察市況，並將物色能為本集團貢獻穩定租金收入之租戶，或出售投資物業以獲取有盈利之資本增值。



Regarding the unlawful and unauthorized transfer of the Saipan leasehold interest, as referenced on page 25 of the FY2022 Audit Report published on 18 April 2023, the Company has authorized a Saipan law firm (“**Saipan Legal Advisor**”) to initiate legal actions to recover possession of the leasehold interest. The Saipan Legal Advisor has taken the following steps:

- (i) obtained copies of forged documents filed with the Saipan Registrar.
- (ii) prepared and filed corporate documents with the Saipan Registrar to correct false and/or incorrect information.
- (iii) submitted a criminal report and complaint to the law enforcement authorities in Saipan.
- (iv) evaluated the claim of Keen State Global Saipan for fraudulent or forged conveyance to certain suspects.
- (v) filed and is currently prosecuting a lawsuit in the CNMI Superior Court to recover possession of the leasehold interest and potentially seek damages from individuals involved in the alleged fraud or forgery.

The Company will continue to work closely with the Saipan Legal Advisor and Hong Kong legal counsel to address these matters and will provide timely updates on any developments.

## FINANCIAL REVIEW

### Liquidity and Financial Resources

During HY2024, the Group's operation and capital requirements were financed principally through share capital, retained earnings and bank and other borrowings. As at 30 June 2024, the Group had recorded net current assets of approximately HK\$255,761,000 (31 December 2023: HK\$250,127,000); and cash and bank balances of approximately HK\$78,705,000 (31 December 2023: HK\$81,075,000). Cash and cash equivalents as at 30 June 2024 were all denominated in Hong Kong dollars. The Group did not enter into any financial instruments for hedging purpose.

As at 30 June 2024, the Group had bank and other borrowing of HK\$11,798,000 (as at 30 June 2023: HK\$9,010,000). Details of bank and other borrowing are set out in note 19 to the condensed consolidated financial statements.

就非法及未經授權轉讓塞班島租賃權益上，誠如二零二三年四月十八日刊發二零二二財政年度審核報告第25頁所述，本公司已授權塞班島法律事務所（「**塞班島法律顧問**」）展開法律行動，討回租賃權益的擁有權。塞班島法律顧問已採取以下措施：

- (i) 獲取向塞班島登記處提交偽造文件的文本。
- (ii) 編製並於塞班島登記處存檔公司文件，以更正錯誤信息和／或虛假文件。
- (iii) 向塞班島執法部門遞交刑事報告及申訴書。
- (iv) 就Keen State Global Saipan涉嫌欺詐及偽造轉讓一事評估索賠。
- (v) 向北馬里亞納群島高級法院提起訴訟並進行起訴，以討回租賃權益的擁有權，並可能向涉嫌欺詐／偽造的人士尋求損害賠償。

本公司會與香港法律顧問及塞班島法律顧問通力合作處理相關事宜，並就任何進展適時提供最新進展。

## 財務回顧

### 流動資金及財務資源

於二零二四年上半年，本集團主要透過股本、保留盈利及銀行及其他借貸撥付運營及資本需求。於二零二四年六月三十日，本集團錄得流動資產淨值約255,761,000港元（二零二三年十二月三十一日：250,127,000港元）；以及現金及銀行結餘約78,705,000港元（二零二三年十二月三十一日：81,075,000港元）。於二零二四年六月三十日現金及現金等價物均以港元計值。本集團並無訂立任何金融工具作對沖用途。

於二零二四年六月三十日，本集團銀行及其他借貸為11,798,000港元（於二零二三年六月三十日：9,010,000港元）。銀行及其他借貸詳情載於簡明綜合財務報表附註19。



### Capital Structure

There was an increase to the authorised and issued share capital of the Company for HY2024. As at 30 June 2024, the total number of the issued ordinary shares with the par value of HK\$0.01 each was 546,529,549 (31 December 2023: 455,441,291).

### Significant Investment Held, Material Acquisition or Disposal of Subsidiaries and Affiliated Companies and Plans for Material Investment or Capital Assets

There was no significant investment held, material acquisition or disposal of subsidiaries and affiliated companies during HY2024.

### Securities in Issue

As at 30 June 2024, there were 546,529,549 ordinary shares in issue. The Company has allotted and issued additional 91,088,258 Shares during HY2024. Details of which are set out below with sub-heading "Subscription of New Shares under General Mandate".

### Segment Information

Details of segment information of the Group for HY2024 are set out in note 4 to the condensed consolidated financial statements.

### Employees and Remuneration Policy

As at 30 June 2024, the employees of the Group were mainly stationed in Hong Kong and the PRC. In-house training programs were provided for its employees to enhance their skills and job knowledge. The management of the Company would continue to foster close co-operation among the employees.

The Group regularly reviews and determines the remuneration and compensation package of the Directors and the Senior Management with reference to, among other things, the market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the Senior Management and the performance of the Group. In order to attract and retain high quality staff, competitive remuneration package is offered to employees (with reference to market norms and individual employees' performance, qualification and experience). On top of basic salaries, bonuses may be paid with reference to the Group's performance as well as individual employees' performance. In addition, training and development programmes are provided on an on-going basis throughout the Group. The remuneration policy of the Group was reviewed regularly, making reference to current legislation, market condition and both the performance of individual employees and the Group.

### 資本結構

於二零二四年上半年，本公司之法定及已發行股本增加。於二零二四年六月三十日，每股面值0.01港元之已發行普通股總數為546,529,549股（二零二三年十二月三十一日：455,441,291股）。

### 持有重大投資、重大收購或出售附屬公司及聯屬公司以及重大投資或資本資產計劃

於二零二四年上半年，概無持有重大資產、重大收購或出售附屬公司及聯屬公司。

### 已發行證券

於二零二四年六月三十日，有546,529,549股已發行普通股。於二零二四年上半年，本公司已配發及發行額外91,088,258股股份。其詳情載於下文「根據一般授權認購新股份」分節。

### 分部資料

本集團於二零二四年上半年之分部資料詳情載於簡明綜合財務報表附註4。

### 僱員及薪酬政策

於二零二四年六月三十日，本集團僱員主要駐於香港及中國。本集團為僱員提供內部培訓計劃，以增進彼等之技能及工作知識。本公司管理層將繼續與僱員維持緊密合作關係。

本集團定期檢討及釐定董事及高級管理層的薪酬及補償待遇，經參考（其中包括）可資比較公司所支付的市場薪酬水平、董事及高級管理層各自的職責及本集團的表現。為吸引及挽留高質素員工，本集團向僱員提供具競爭力的薪酬待遇（參考市場規範及僱員個人表現、資歷及經驗）。於基本薪金的基礎上，根據本集團業績及僱員個人表現，可給予花紅獎勵。此外，本集團持續提供培訓及發展計劃。本集團參考現行法例、市況及僱員個人與本集團的表現定期檢討薪酬政策。

In order to align the interests of staff with those of shareholders of the Company, share options were granted to relevant grantees, including employees of the Group, under the Company's share option scheme adopted on 29 July 2022. Share options carrying rights to subscribe for a total number of 3,868,000 shares (as adjusted taking into account the effect of the Share Consolidation) of the Company remained outstanding as at 30 June 2024. A share award scheme (the "**Share Award Scheme**") was also adopted by the Company on 18 May 2021. The Company may from time to time, allot and issue new shares in the share capital of the Company to the trustee as directed by the Board and/or share award committee, which shall constitute part of the trust fund, for the grant of restricted shares to selected participant(s) as set out in the rules of the Share Award Scheme and the trust deed. No Restricted Shares have been granted under the Share Award Scheme up to the date of this report and thus no shares in the Company would be issued accordingly. No shares were awarded under the Share Award Scheme of the Company during HY2024 and HY2023. The Award Scheme expired on 18 May 2031.

#### Details of Charges on Assets

As at 30 June 2024, the Group did not pledge any assets to banks or other financial institutions nor did the Group have any corporate guarantee given to any entity (31 December 2023: Nil).

#### Treasury Policy

The Group has adopted a treasury policy on 24 May 2011 in relation to the Group's investment in securities of other listed companies on the Stock Exchange. The objective of the policy is to enable the Group to control and govern the possible future securities investments (if any, which may or may not occur).

#### Gearing Ratio

The gearing ratio of the Group as at 30 June 2024 (defined as the Group's total interest-bearing liabilities divided by the Group's total equity) was approximately 2.7% (31 December 2023: 2.1%).

為令僱員與本公司股東之利益一致，本公司根據於二零二二年七月二十九日採納的購股權計劃向相關承授人，包括本集團僱員授出購股權。附帶權利認購本公司總數為3,868,000股的購股權（經考慮股份合併之影響後調整）於二零二四年六月三十日尚未行使。本公司亦於二零二一年五月十八日採納購股權計劃（「**購股權計劃**」）。本公司可不時配發及發行本公司股本中的新股份予董事會及／或股份獎勵委員會指示的受托人，其構成信托基金的一部分，以授出受限制股份予股份獎勵計劃及信托契據規則所載的經選定參與者。截至本報告日期，概無根據股份獎勵計劃授出任何受限制股份，因此本公司概無因此發行任何股份。於二零二四年上半年及二零二三年上半年，概無根據本公司股份獎勵計劃授出股份。獎勵計劃於二零三一年五月十八日屆滿。

#### 資產押記詳情

於二零二四年六月三十日，本集團並無向銀行或其他金融機構質押任何資產，本集團亦無向任何實體提供公司擔保（二零二三年十二月三十一日：無）。

#### 理財政策

本集團於二零一一年五月二十四日採納一項有關本集團投資於其他聯交所上市公司證券之理財政策，旨在讓本集團得以控制及規管可能於未來進行之證券投資（如有，可能會亦可能不會發生）。

#### 資產負債比率

於二零二四年六月三十日，本集團的資產負債比率（界定為本集團計息負債總額除以本集團權益總額）約為2.7%（二零二三年十二月三十一日：2.1%）。



### Foreign Exchange Exposures

Business transactions of the Group are mainly denominated in Hong Kong dollars and Renminbi. The Group has not implemented any foreign currency hedging policy at the moment. However, in view of the fluctuation of Renminbi in recent years, continuous monitoring on the foreign exchange exposure is carried out and the management will consider hedging the foreign exchange exposure if it has material impact on the Group.

### Capital Commitment

As at 30 June 2024, the Group did not have any capital commitment (31 December 2023: Nil).

### Contingent Liability

As at 30 June 2024, the Group had no material contingent liability (31 December 2023: Nil).

### EVENTS AFTER THE REPORTING PERIOD

Please refer to Notes to the accounts 26, Events After The Reporting Period.

### 外匯風險

本集團之業務交易主要以港元及人民幣計值。本集團現時並無實行任何外幣對沖政策。然而，鑑於人民幣近年波動，管理層會持續監察外匯風險，並於有關風險對本集團造成重大影響之情況下考慮進行對沖。

### 資本承擔

於二零二四年六月三十日，本集團並無任何資本承擔(二零二三年十二月三十一日：無)。

### 或然負債

於二零二四年六月三十日，本集團並無重大或然負債(二零二三年十二月三十一日：無)。

### 報告期後事項

請參閱會計附註26報告期後事項。



## Other Information

### 其他資料

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

As at 30 June 2024, the interests and short positions of the Directors, the chief executive of the Company nor their close associates (as defined in the Listing Rules) had any interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Directors or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be recorded in the register required to be kept by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing rules, were as follows:

#### 董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

於二零二四年六月三十日，董事、本公司最高行政人員或彼等之緊密聯繫人（定義見上市規則）於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）相關股份及債券中擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益及淡倉（包括任何該等本公司董事或最高行政人員根據證券及期貨條例有關條文視為或當作擁有之權益或淡倉）；或(b)須根據證券及期貨條例第352條記入本公司須存置之登記冊內之權益及淡倉；或(c)須根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則通知本公司或聯交所之權益及淡倉如下：

Name of Director	Capacity	Number of Shares held in long position (L)/short position (S)	Number of underlying Shares held in long position (L)/short position (S)	Total number of Shares in long position (L)/short position (S)	Percentage (Note 1)
董事姓名	身份	所持股份 屬好倉(L)／ 短倉(S)數目	所持相關股份 屬好倉(L)／ 短倉(S)數目	屬好倉(L)／ 短倉(S)的 股份總數	百分比 (附註1)
Mr. YAN Li	Beneficial owner and interest of controlled corporation	49,143,517 (L)	—	—	8.99% (L)
閻立先生	實益擁有人及受控制公司權益				
Ms. CAO XIE Qiong	Interest of spouse	4,660,000	—	4,660,000 (L)	0.85% (L)
曹衆女士	配偶權益				
Mr. LI Xiaoshuang (Note 2)	Beneficial owner	—	3,868,000 (L)	3,868,000 (L)	0.71% (L)
李小雙先生(附註2)	實益擁有人				

#### Notes:

- This represented the approximate percentage of the total number of issued Shares as at 30 June 2024.
- Mr. Li Xiaoshuang held 3,868,000 share options of the Company entitling him to subscribe for 3,868,000 shares.

#### 附註：

- 此相當於二零二四年六月三十日之已發行股份總數之概約百分比。
- 李小雙先生持有3,868,000份本公司購股權，賦予其認購3,868,000股股份的權利。

Save as disclosed above, as at 30 June 2024, none of the Directors or chief executive of the Company and/or their respective close associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

除上文所披露者外，於二零二四年六月三十日，概無本公司董事或最高行政人員及／或彼等各自之緊密聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份及債券中擁有任何權益或淡倉。

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

As at 30 June 2024, so far as being known to the Directors or chief executive of the Company, the interests and short positions of the substantial Shareholders or other persons (other than the Directors or chief executive of the Company) in the Shares and underlying Shares which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

## 主要股東於股份、相關股份及債券之權益

於二零二四年六月三十日，就本公司董事或最高行政人員所知，主要股東或其他人士（本公司董事或最高行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文已向本公司披露及已記入根據證券及期貨條例第336條本公司須存置之登記冊之權益及淡倉如下：

### Long/short position in ordinary shares of the Company:

### 於本公司普通股之好倉／淡倉：

Name	Capacity	Number of Shares held in long position (L)/short position (S)	Number of underlying Shares entitled in long position (L)/short position (S)	Total number of Shares in long position (L)/short position (S)	Approximate percentage of issued share capital of the Company (Note 1)
名稱／姓名	身份	所持好倉(L)／淡倉(S)股份數目	所享有好倉(L)／淡倉(S)相關股份數目	好倉(L)／淡倉(S)股份總數	佔本公司已發行股本之概約百分比(附註1)
Butani Papu Mdhamam Butani Papu Mdhamam	Beneficial owner 實益擁有人	50,530,000 (L)	-	50,530,000 (L)	9.24% (L)
Chainrai Balram Chainrai Balram	Beneficial owner 實益擁有人	50,000,000 (L)	-	50,000,000 (L)	9.15% (L)
Wang Jianyong 王建永	Beneficial owner 實益擁有人	46,511,628 (L)	-	46,511,628 (L)	8.15% (L)
Yan Zhen 嚴震	Beneficial owner 實益擁有人	30,232,558 (L)	-	30,232,558 (L)	5.53% (L)
So Hoi Wing, Jackson 蘇凱榮	Beneficial owner 實益擁有人	30,000,000 (L)	-	30,000,000 (L)	5.49% (L)

Note:

附註：

1. Based on a total of 546,529,549 Shares in issue as at 30 June 2024.

1. 以於二零二四年六月三十日之合共546,529,549股已發行股份為基礎。

Save as disclosed above, as at 30 June 2024, the Company had not been notified of any other interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register kept by the Company pursuant to Section 336 of the SFO.

## SHARE OPTIONS

### 2012 Share Option Scheme

The Company has adopted two share option schemes, namely, 2012 Share Option Scheme and 2022 Share Option Scheme. 2012 Share Option Scheme expired on 11 June 2022. As at 30 June 2024, there was 3,868,000 outstanding share options exercisable under 2012 Share Option Scheme. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for Mr. Li Xiaoshuang, who was an independent third party at the time of the grant of the share options, and subsequently resigned as consultant and was appointed as an executive Director on 30 August 2021. The period during which these share options can be exercised is from 31 December 2023 to 30 December 2030. In respect of 2022 Share Option Scheme, the Board may, at its discretion, grant options to any qualifying participant to subscribe for Shares, subject to the terms and conditions stipulated therein. The exercise price must be in compliance with the requirements under the Listing Rules. In addition, the option vesting period is determined by the Board provided that it is not later than the last day of a 10-year period after the date of grant of options.

除上文所披露者外，於二零二四年六月三十日，本公司並無獲任何人士知會於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部向本公司披露，或本公司根據證券及期貨條例第336條規定存置之登記冊所記錄之任何其他權益或淡倉。

## 購股權

### 二零一二年購股權計劃

本公司已採納兩項購股權計劃，分別為二零一二年購股權計劃及二零二二年購股權計劃。二零一二年購股權計劃於二零二二年六月十一日屆滿。於二零二四年六月三十日，有3,868,000份尚未根據二零一二年購股權計劃行使的購股權可予行使。據董事作出一切合理查詢後所深知、盡悉及確信，除李小雙先生外，其於購股權授出時為獨立第三方，其後辭去顧問一職，並於二零二一年八月三十日獲委任為執行董事。該等購股權的行使期為二零二三年十二月三十一日至二零三零年十二月三十日。就二零二二年購股權計劃而言，董事會可酌情向任何合資格參與者授出購股權，以認購股份，惟須受限於該計劃的條款及條件。行使價須遵守上市規則的規定。此外，購股權歸屬期由董事會釐定，惟須不遲於購股權授出日期後十年期間的最後一日。

The following are the details of the options granted under 2012 Share Option Scheme:

以下為根據二零一二年購股權計劃授出購股權的詳情：

Date of grant:	31 December 2020 (the “ <b>Date of Grant</b> ”)	授出日期：	二零二零年十二月三十一日(「授出日期」)
Exercise price of the options granted:	HK\$4.00 per new Share (as adjusted taking into account the effect of the Share Consolidation)	已授出購股權的行使價：	每股新股份4.00港元(經計及股份合併的影響後作出調整)
Number of the outstanding share options granted:	3,868,000 Options (as adjusted taking into account the effect of the Share Consolidation)	已授出尚未行使購股權數目：	3,868,000份購股權(經計及股份合併的影響後作出調整)
The closing price of the Shares immediately before the date on which share options were granted:	HK\$3.90 per Share (as adjusted taking into account the effect of the Share Consolidation)	緊接購股權授出日期前的股份收市價：	每股股份3.90港元(經計及股份合併的影響後作出調整)

### 2022 Share Option Scheme

On 29 July 2022, the Company adopted 2022 Share Option Scheme for a term of 10 years. Under 2022 Share Option Scheme, the Board shall be entitled to grant options to any eligible participant (as defined hereinafter) as the Board may in its absolute discretion select.

### 二零二二年購股權計劃

於二零二二年七月二十九日，本公司採納二零二二年購股權計劃，為期10年。根據二零二二年購股權計劃，董事會有權向其全權酌情挑選的任何合資格參與者(定義見下文)授出購股權。

The number of share options available for grant under 2022 Share Option Scheme as at 30 June 2024 was 38,701,026 Shares (as at 31 December 2023: 38,701,026 Shares (as adjusted taking into account the effect of the Share Consolidation)).

於二零二四年六月三十日，根據二零二二年購股權計劃可供授出的購股權數目為38,701,026股股份(於二零二三年十二月三十一日：38,701,026股股份(經計及股份合併的影響後作出調整))。



Summary of 2022 Share Option Scheme disclosed in accordance with the Listing Rules are set out below:

**(1) Purpose of 2022 Share Option Scheme**

The purpose of the Scheme is to enable the Group to:

- (a) motivate the participants of 2022 Share Option Scheme to utilise their performance and efficiency for the benefit of the Group;
- (b) attract and retain or otherwise maintain an ongoing relationship with the participants whose contributions are or will be beneficial to the long-term growth of the Group, it is important that the Group should be permitted to provide them, where appropriate, with an incentive by offering them an opportunity to obtain an ownership interest in the Company; and
- (c) reward the participants for contributing to the success of the business of the Group.

**(2) Eligible participants of 2022 Share Option Scheme**

The Board may, at its discretion, offer to grant an option to full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Group), and service contractors, agents or representatives, consultants, advisers, suppliers and customers of the Group (collectively the “**Eligible Participants**”) to subscribe for the share options by the Board in its absolute discretion under 2022 Share Option Scheme.

根據上市規則披露的二零二二年購股權計劃摘要如下：

**(1) 二零二二年購股權計劃的目的**

該計劃的目的是使得本集團能夠：

- (a) 激勵二零二二年購股權計劃的參與者利用其表現及效率為本集團謀利；
- (b) 吸引和保留或以其他方式維持與能夠或將為本集團長期發展做出有益貢獻的參與者的關係。對本集團而言，被允許於適當情況下向其提供激勵至關重要，即通過為其提供獲得本公司所有權權益的機會；及
- (c) 獎勵參與者對本公司的業務成功作出的貢獻。

**(2) 二零二二年購股權計劃的合資格參與者**

董事會可酌情向本集團之全職或兼職僱員（包括本集團之任何董事，不論其是否執行董事或非執行董事，亦不論其是否獨立），以及服務承辦商、代理或代表、顧問、諮詢人、本集團之供貨商及客戶（統稱「**合資格參與者**」）授出購股權，以認購董事會根據二零二二年購股權計劃全權酌情授出的購股權。

The Company considers that the grant of Options to the Participants will offer incentives for (i) employees to improve their performance and efficiency; (ii) advisors, service contractors and consultants to provide better services to the Group (for example in terms of special skills or technical knowledge to fill any void experienced by the Group) and offer discounted service and consultant fees; (iii) suppliers to offer more economic, quality and priority supplies to the Group; (iv) customers to maximise the quantity of their orders and increase loyalty to the Group; and (v) agents and representatives to maximise the quality of their service offerings to the Group, thereby optimising performance efficiency and benefiting the long-term growth of the Group. It is important for the Group to provide them with opportunities to obtain a shareholding interest in the Company and to reward them for contributing to the Group's long-term success and prosperity. In assessing the eligibility of the participants, the Company will consider whether the participants will or have contributed to the Group on a continuing or recurring basis in its ordinary and usual course of business which are material to the long-term growth of the Group. Such assessment will be based on various factors including but not limited to (i) the individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard (ii) the length of engagement and/or business relationship with the Group; (iii) the materiality and nature of the business relationship with the Group (such as whether they relate to the core business of the Group and whether such business dealings could be readily replaced by third parties); (iv) track record in the quality of services provided to and/or cooperation with the Group; and (v) the scale of business dealings with the Group with regard to factors such as the actual or expected change in the Group's revenue or profits which is or may be attributable to the participants.

本公司認為，向參與者授出購股權將激勵：(i)僱員改善其表現及效率；(ii)諮詢人、服務分包商及顧問向本集團提供更佳服務（例如在特殊技能或技術知識方面，填補本集團所經歷的任何空缺），並提供折扣服務及顧問費；(iii)供應商向本集團提供更經濟、優質及優先的供應；(iv)客戶將其訂單數量最，並提高對本集團的忠誠度；及(v)代理及代表將其為本集團提供之服務質素最大化，從而優化表現效率及促進本集團之長期增長。本集團向彼等提供機會獲取本公司之股權並獎勵彼等為本集團之長遠成功及前景作出貢獻。於評估參與者之資格時，本公司將考慮參與者是否將或已於其日常及日常業務過程中持續或經常為本集團作出貢獻，而該等貢獻對本集團之長期增長有重要影響。該等評估將基於多項因素，包括但不限於：(i)根據現行市場慣例及行業標準的個人表現、投入時間、職責或僱傭條件；(ii)聘用年期及／或與本集團的業務關係；(iii)與本集團業務關係的重要性及性質（例如是否與本集團的核心業務有關，以及該等業務交易是否可由第三方輕易取代）；(iv)向本集團提供服務及／或與本集團合作的質素的往績；及(v)與本集團進行的業務交易規模，有關因素包括參與者應佔或可能應佔本集團收入或溢利的實際或預期變動。

**(3) Total number of shares available for issue under 2022 Share Option Scheme and percentage of issued shares as at the date of this report**

The total number of share options available for grant under the scheme mandate of 2022 Share Option Scheme upon its adoption on 29 July 2022 and as at 30 June 2024 were both 38,701,026 Shares (as adjusted taking into account the effect of the Share Consolidation).

For HY2024, no share option was granted under 2022 Share Option Scheme. Accordingly, as at 30 June 2024, there was no share option outstanding under 2022 Share Option Scheme and no shares of the Company that might be issued pursuant thereto.

As at the date of this Annual Report, the total number of shares available for issue under 2022 Share Option Scheme remained at 38,701,026 Shares, which represented approximately 7.1% of the ordinary shares of the Company in issue.

**(4) Maximum entitlement of each participant under 2022 Share Option Scheme**

Unless approved by the Shareholders, the total number of shares issued and to be issued upon exercise of the share options granted to each eligible participant in any 12-month period up to the date of grant must not exceed 1% of the total number of shares of the Company in issue at the date of such grant.

No service provider sub-limit was set under 2022 Share Option Scheme.

**(5) The period within which the option may be exercised by the Grantee under 2022 Share Option Scheme**

A period to be notified by the Board to each Grantee and not more than 10 years from the date of grant.

**(6) The vesting period of options granted under 2022 Share Option Scheme**

As determined by the Board on a case-by-case basis.

**(3) 截至本報告日期，根據二零二二年購股權計劃可供發行的股份總數及已發行股份百分比**

於二零二二年七月二十九日採納二零二二年購股權計劃後以及截至二零二四年六月三十日，根據二零二二年購股權計劃的計劃授權可供授出的購股權總數均為38,701,026股股份（經考慮股份合併的影響後作出調整）。

於二零二四年上半年，概無根據二零二二年購股權計劃授出任何購股權。因此，截至二零二四年六月三十日，二零二二年購股權計劃下並無尚未行使的購股權，亦無可能據此發行的本公司股份。

截至本年報日期，根據二零二二年購股權計劃可供發行的股份總數仍為38,701,026股，佔本公司已發行普通股的約7.1%。

**(4) 二零二二年購股權計劃下每位參與者的最高配額**

除非獲得股東批准，否則在截至授出日期的任何12個月期間，因行使授予每位合資格參與者的購股權而已發行及將發行的股份總數不得超過授出日期本公司已發行股份總數的1%。

於二零二二年購股權計劃項下概無定立任何服務供應商分部限額。

**(5) 二零二二年購股權計劃下承授人可行使購股權的期限**

由董事會通知各承授人的期限，自授出日期起不超過10年。

**(6) 根據二零二二年購股權計劃所授出購股權的歸屬期**

由董事會按具體情況而釐定。

**(7) The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid**

A nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an option within 21 days from the date of grant.

**(7) 於申請或接納購股權時應付的金額以及必須或可能作出付款或催繳款項或必須償還用於該等用途的貸款的期限**

承授人在授出日期起21天內接納購股權時，須支付1.00港元的象徵性代價。

**(8) The basis of determining the exercise price of options granted**

The exercise price shall be determined by the Board and stated in the offer letter, which must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant and (iii) the nominal value of the shares on the date of grant.

**(8) 授出購股權行使價的釐定基礎**

行使價由董事會釐定，並在要約函中說明。行使價必須至少為以下兩項中的較高者：(i)股份在授出日期在聯交所每日報價表上的收市價；(ii)股份在緊接授出日期前五個營業日在聯交所每日報價表上的平均收盤價；(iii)股份在授出日期的面值。

**(9) The remaining life of 2022 Share Option Scheme**

The Scheme shall be valid and effective for a period of 10 years commencing on the effective date, i.e. 29 July 2022 and shall expire on the tenth anniversary thereof, i.e. 29 July 2032.

**(9) 二零二二年購股權計劃的餘下期限**

該計劃的有效期為10年，自生效日期(即二零二二年七月二十九日)起生效，直至其十周年(即二零三二年七月二十九日)屆滿。

Movements of the aforesaid share options during the period were as follow:

上述購股權於期內的變動如下：

Number of share options under 2012 Share Option Scheme 根據二零一二年購股權計劃的購股權數量									
Category	Outstanding as at 1 January 2023 於二零二三年 一月一日 尚未行使	Date of grant of share options 購股權授出日期	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled/ lapsed during the Year 年內註銷/ 失效	Outstanding as at 30 June 2024 於二零二四年 六月三十日 尚未行使	Vesting period of share option 購股權 歸屬期	Exercise period (both days inclusive) 行使期(包括 首尾兩日)	Exercise price of share options HK\$ per share 購股權 行使價 每股港元
Director — LI Xiaoshuang	3,868,000	31 December 2020	—	—	—	3,868,000	Vested on 31 December 2023	31 December 2023 to 30 December 2030	4.00
董事 — 李小雙		二零二零年 十二月 三十一日					二零二三年十二 月三十一日 已歸屬	二零二三年十二 月三十一日 至二零二零 年十二月 三十日	

Save as disclosed above, there were no share options granted and exercised under 2022 Share Option Scheme during HY2024.

除上文所披露者外，於二零二四年上半年內概無根據二零二二年購股權計劃下之購股權獲授出或獲行使。



## SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 18 May 2021. The Company shall comply with the relevant Listing Rules when granting the Awarded Shares. Under the transitional arrangements before the Share Award Scheme are amended to comply with the new Chapter 17 of the Listing Rules that became effective on 1 January 2023, if awards are made to the directors or substantial shareholders of the Group, such awards shall constitute connected transaction under Chapter 14A of the Listing Rules and the Company shall comply with the relevant requirements under the Listing Rules. The principal terms of the Plan were summarised as follows:

### (a) Purpose

The purpose and objective of the Share Award Scheme are to recognise the contributions by the certain Participants to the development and growth of the Group and to provide them with incentives in order to retain them for the continual operation and development and to attract suitable personnel for further development of the Group.

### (b) Eligible Participants

The eligible participants under the Share Award Scheme shall include any person, being a consultant, advisor, distributor, contractor, customer, supplier, agent or service provider of any member of the Group.

### (c) Total number of shares available for issue

The total number of shares available for issue under the Share Award Scheme is 38,701,026 Shares (as adjusted taking into account the effect of the Share Consolidation), which represented approximately 7.1% of the issued shares of the Company as at the date of this report.

## 股份獎勵計劃

本公司於二零二一年五月十八日採納股份獎勵計劃。本公司授出獎勵股份時須遵守上市規則的規定。根據股份獎勵計劃修訂前的過渡性安排，為符合二零二三年一月一日新生效的上市規則第17章，倘給予本集團董事或主要股東獎勵，根據上市規則第14A章，有關獎勵將構成關連交易，本公司須遵守上市規則的有關規定。有關計劃的主要條款概述如下：

### (a) 目的

股份獎勵計劃的目的和目標是表彰若干參與者對本集團的發展和增長所作出的貢獻，並為其提供獎勵，以留住其繼續經營和發展，同時吸引合適的人才，促進本集團的進一步發展。

### (b) 合資格參與者

股份獎勵計劃的合資格參與者應包括本集團任何成員公司的顧問、諮詢、分銷商、承包商、客戶、供應商、代理或服務供應商。

### (c) 可供發行股份總數

根據股份獎勵計劃可發行的股份總數為38,701,026股（經考慮股份合併的影響作出調整），佔本報告日期本公司已發行股份的約7.1%。



**(d) The maximum entitlement of each participant under the Share Award Scheme and Scheme Limit**

The Board shall not make any further award which will result in the aggregated number of restricted shares granted pursuant to the Share Award Scheme (excluding restricted shares that have been forfeited in accordance with the Share Award Scheme) exceeding 10% of the issued share capital of the Company (the maximum number of restricted shares that may be awarded shall not exceed 38,680,000 shares (as adjusted taking into account the effect of the Share Consolidation)) as at the adoption date. The maximum number of shares in the Company which may be awarded to a selected participant under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company as at the 18 May 2021 (the "Adoption Date").

No service provider sub-limit was set under the Share Award Scheme.

**(e) Vesting period**

The Share Award Scheme does not specify a minimum period but the Board may in its absolute discretion set a minimum period before the awarded shares are vested.

**(f) Duration**

Subject to any early termination as may be determined by the Board pursuant to the rules of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a term of 10 years commencing Adoption Date.

**(d) 股份獎勵計劃下每位參與者的最高配額及計劃限額**

董事會不得作出任何進一步獎勵，以致根據股份獎勵計劃授出的受限制股份總數（不包括根據股份獎勵計劃遭沒收的受限制股份）超過本公司於採納日期已發行股本的10%後，可授出的受限制股份最高數目為不超過38,680,000股股份（經考慮股份合併的影響作出調整）。根據股份獎勵計劃可授予經選定參與者的本公司股份數量上限不得超過本公司於二零二一年五月十八日（「採納日期」）已發行股本的1%。

購股權計劃項下概無定立任何服務供應商分部限額。

**(e) 歸屬期**

股份獎勵計劃並無規定最短期限，但董事會可自行決定設定獎勵股份歸屬前的最短期限。

**(f) 期限**

股份獎勵計劃自採納日期起計10年期間內有效及生效，惟董事會可根據股份獎勵計劃規則決定提前終止。

**(g) Administration**

The Share Award Scheme shall be subject to the administration of the Board and the Trustee in accordance with the rules of the Share Award Scheme and the Trust Deed. The Share Award Committee (and/or the Trustee pursuant to its powers under the Trust Deed) is authorized by the Board, from time to time, at its absolute discretion select any participant (excluding any participant who is resident in a place where the Award and/or the vesting and transfer of the shares of the Company pursuant to the terms of the Share Award Scheme is not permitted under the laws and regulations of such place or where in the view of the Share Award Committee or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such participant (the “**Excluded Person**”)) as a selected participant pursuant to the Share Award Scheme. In respect of each proposed Award, the Share Award Committee will consider, amongst others, the number of restricted shares, the vesting period and conditions for vesting.

**(h) Vesting & Lapse**

In relation to a selected participant, subject to the fulfilment of all vesting conditions (if any) to the vesting of the restricted shares on such selected participant, the restricted shares held by the trustee on behalf of the selected participant shall vest in such selected participant pursuant to the rules of the Share Award Scheme. The Board shall have absolute discretion to waive the fulfilment of any vesting condition. Any restricted shares granted under the Share Award Scheme but not yet vested shall be personal to the selected participant to whom it is made and shall not be assignable or transferrable and no selected participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

**(g) 管理**

股份獎勵計劃須由董事會及受託人根據股份獎勵計劃規則及信託契據管理。董事會授權股份獎勵委員會(及／或根據信託契約授予其權力的受託人)不時根據股份獎勵計劃，可全權酌情選擇任何參與者(不包括任何居住在若干地區的參與者，而該地區的法律及法規並不允許根據股份獎勵計劃的條款授予獎勵及／或歸屬及轉讓本公司股份，或股份獎勵委員會或受託人(視情況而定)認為遵守該地區的適用法律及法規需要或適宜剔除該參與者(「**除外人士**」))作為經選定參與者。股份獎勵委員會將就每項建議獎勵考慮限制性股份的數量、歸屬期和歸屬條件等因素。

**(h) 歸屬及失效**

就經選定參與者而言，待向經選定參與者歸屬受限制股份的所有歸屬條件(如有)達成後，受託人代表經選定參與者持有的受限制股份將根據股份獎勵計劃規則歸屬予該名經選定參與者。董事會可全權酌情豁免達成任何歸屬條件。根據股份獎勵計劃授出但尚未歸屬的任何受限制股份由獲授股份的經選定參與者個人所持有並不得出讓或轉讓，經選定參與者概不得以任何方式向任何其他人士出售、轉讓、抵押或按揭任何獎勵，或就任何獎勵以任何其他人士為受益人而設定產權負擔或增設任何權益，或為上述行動訂立任何協議。

In the event that prior to or on the vesting date, a selected participant is found to be an Excluded Person or is deemed to cease to be an eligible person or any event of lapse is applicable to such selected participant pursuant to the rules of the Scheme, the relevant award made to such selected participant shall automatically lapse and the relevant restricted shares shall not vest on the relevant vesting date but shall remain part of the Trust Fund and would be used for further awards subject to relevant terms of the Share Award Scheme and compliance with the Listing Rules and all applicable laws.

### (i) Restriction

The Board or Share Award Committee may not grant any award to any selected participants in any of the following circumstances under the Share Award Scheme (a) where any requisite approval from any applicable regulatory authorities has not been granted; (b) where any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such award of the Share Award Scheme, unless the Board determines otherwise; (c) where such award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction; (d) where such grant of award would result in a breach of the scheme limit as set out in the Share Award Scheme; (e) where any Director is in the possession of unpublished inside information in relation to the Group or where dealings by directors are prohibited under any code or requirement of the Listing Rules and all applicable laws, rules or regulations.

The total number of restricted shares available for granted under the Share Award Scheme as at 30 June 2024 was 38,701,026 Shares (31 December 2023: 38,701,026 Shares (as adjusted taking into account the effect of the Share Consolidation)). No restricted shares have been granted under the Share Award Scheme up to the date of this report.

The total number of Shares that may be issued in respect of options and awards granted under all share schemes of the Company during HY2024 divided by the weighted average number of Shares in issue for the year was 16.5%.

倘於歸屬日期之前或當日發現經選定參與者為除外人士，或根據計劃規則被視作不再為合資格人士，或出現適用於有關經選定參與者的任何失效事件，則已授予該經選定參與者的相關獎勵將自動失效，而相關受限制股份亦不得於相關歸屬日期歸屬，惟應當繼續保留作為信託基金的一部份，並按照股份獎勵計劃的有關條款及符合上市規則及所有適用法律下用作其他獎勵。

### (i) 限制

於以下任何情況下，董事會或股份獎勵委員會不得根據計劃向任何經選定參與者授出任何獎勵：(a)相關監管機構未授出所需批准；(b)本集團任何成員公司須根據相關證券法、規則或規例就計劃的有關獎勵刊發的章程或其他發售文件，除非董事會另行釐定；(c)有關獎勵或會導致本集團任何成員公司或其董事違反任何司法權區的相關證券法、規則或規例；(d)授出獎勵或會導致違反股份獎勵計劃所載的計劃上限；(e)任何董事管有有關本集團的未公開內幕消息，或任何守則或上市規則之規定及所有適用法律、規則或規例禁止董事進行買賣之情況。

於二零二四年六月三十日，根據股份獎勵計劃可授出的限制性股份總數為38,701,026股(二零二三年十二月三十一日：38,701,026股(經考慮股份合併的影響作出調整))。截至本報告日期，概無根據股份獎勵計劃授出受限制股份。

將二零二四年上半年內就本公司所有購股權計劃下已授出的購股權及獎勵可予發行的股份總數，除以本年度已發行股份加權平均數，計算結果為16.5%。



## SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the Company's announcements dated 30 May 2024 and 6 June 2024.

On 30 May 2024 (after trading hours), the Company entered into the Subscription Agreements with three subscribers, namely Ms. Yan Zhen, Mr. Wang Jianyong and Mr. Zhang Yi ("**Subscription**") pursuant to which the subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 91,088,258 ordinary shares of the par value of US\$0.01 each in the share capital of the Company ("**Subscription Shares**") at a price of HK\$0.215 per Subscription Share. The closing market price of the shares of the Company as quoted on the Stock Exchange on 30 May 2024, being the date of the Subscription Agreements, was HK\$0.214 per Share. The net Subscription Price, after deduction of relevant expenses, is estimated to be approximately HK\$0.213 per Subscription Share. Each of the subscribers is an individual investor. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, each of the subscribers is an independent third party.

On 6 June 2024, the Company has successfully issued a total of 91,088,258 new Shares under the general mandate granted by the Shareholders at the annual general meeting of the Company held on 29 June 2023. The net proceeds (after deducting the relevant costs and expenses) were approximately HK\$19.4 million. The Company applied the net proceeds from the Subscription as to 60.0% thereof for the expansion of the existing longevity science business and the new biomedical products trading business. The remaining 40.0% of the net proceeds was allocated for general working capital for payment of staff costs, rental expenses and legal and professional expenses. As at the date of this report, the abovementioned net proceeds has been fully utilised as intended.

## PURCHASE, SALE OR REDEMPTION OF SHARES

During HY2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares.

## CORPORATE GOVERNANCE

The Company has complied with the code provisions (the "**Code Provision(s)**") set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 to the Listing Rules during HY2024.

## 根據一般授權認購新股份

茲提述本公司日期為二零二四年五月三十日及二零二四年六月六日的公告。

於二零二四年五月三十日(交易時段後)，本公司與三名認購人(即嚴振女士、王建永先生及張毅先生)訂立認購協議(「**認購事項**」)，據此，訂約方有條件地同意認購，而本公司已有條件地同意配發及發行合共本公司股本中每股面值0.01美元的91,088,258股普通股(「**認購股份**」)，價格為每股認購股份0.215港元。本公司股份於二零二四年五月三十日(即認購協議日期)在聯交所所報收市價為每股0.214港元。淨認購價(經扣除有關開支後)估計為每股認購股份約0.213港元。各名認購人為個人投資者。經董事作出一切合理查詢後所知、所悉及所信，各名認購人均為獨立第三方。

於二零二四年六月六日，本公司根據股東於二零二三年六月二十九日舉行之本公司股東週年大會上授出之一般授權成功發行合共91,088,258股新股份。所得款項淨額(經扣除相關成本及開支後)約為19,400,000港元。本公司動用認購事項的其中60.0%所得款項淨額用於擴張現有長壽科學業務及新生物醫藥產品貿易業務。所得款項淨額餘下40.0%獲分配至一般營運資金，以支付人力成本、租賃費用以及法律及專業費用。於本報告日期，上述所得款項淨額已按擬定用途悉數動用。

## 購買、出售或贖回股份

於二零二四年上半年，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市股份。

## 企業管治

於二零二四年上半年，本公司已遵守上市規則附錄C1所載企業管治守則(「**企業管治守則**」)之守則條文(「**守則條文**」)。



## CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the terms contained in the Model Code for Security Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules as the Company's code of conduct for security transactions and dealing (the "Model Code"). All existing Directors, upon specific enquiry, have confirmed that they have complied with the Model Code during HY2024.

## UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in information of the Director since the last published 2023 annual report of the Company and up to date of this report are set out below:

1. Mr. Huang Jiang was appointed as an independent non-executive Director on 10 July 2024.
2. Mr. Wang Ning resigned as an independent non-executive Director on 10 July 2024.

## AUDIT COMMITTEE REVIEW

The audit committee of the Company (the "Audit Committee") comprises three members comprising all the independent non-executive Directors, namely, Mr. Lee See Barry (who act as the chairman of the Audit Committee), Mr. Huang Jiang and Prof. Huang Cibo.

All members of the Audit Committee possess appropriate knowledge and financial experience to perform their duties. The composition of the Audit Committee meets the requirements of Rule 3.21 of the Listing Rules. The primary duties of the Audit Committee, among other things, are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems, risk management system and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements and oversee the independence and qualifications of the external auditors and objectivity and the effectiveness of the audit process in accordance with applicable standards.

## 董事進行證券交易之操守守則

本公司已採納上市規則附錄C3中之上市發行人董事進行證券交易的標準守則所載之條款，作為本公司進行證券交易及買賣之操守守則（「標準守則」）。全體現任董事均於接受具體查詢後確認，彼等於二零二四年上半年已遵守標準守則。

## 董事資料更新

根據上市規則第13.51B(1)條，自本公司上一次刊發二零二三年年報以來直至本報告日期為止，董事資料變動載列如下：

1. 黃江先生於二零二四年七月十日已獲委任為獨立非執行董事。
2. 王寧先生於二零二四年七月十日已辭任獨立非執行董事。

## 審核委員會審閱

本公司之審核委員會（「審核委員會」）由三名成員組成，包括全體非執行董事李思先生（為審核委員會之主席）、黃江先生及黃慈波教授。

審核委員會全體成員均具備適當知識及財務經驗以履行其職務。審核委員會之成員組成符合上市規則第3.21條之規定。審核委員會之主要職責為（其中包括）按照適用準則確保本集團之會計及財務監控足夠及行之有效、監督內部監控系統、風險管理系統及財務報告程序之表現、監察財務報表之完整性以及遵守法定及上市規定之情況，以及監察外聘核數師之獨立性、資格及客觀性，以及審核程序之效能。

## Other Information

### 其他資料

The condensed consolidated financial statements of the Group of interim results for HY2024 have been reviewed and approved by the Audit Committee, and the Audit Committee is of the opinion that such financial statements comply with the applicable accounting standards, the Listing Rules and all other applicable legal requirements. The Audit Committee therefore recommended the Board's approval of the Group's condensed consolidated financial statements for HY2024.

## ENVIRONMENTAL MANAGEMENT

Being a socially and environmentally responsible enterprise, the Group is dedicated to achieving environmental sustainability through its daily operations and is in compliance with regulations. An environmental, social and governance report for the Group has been issued in accordance with the Environmental, Social and Governance Reporting Guide of the Stock Exchange and included in the 2023 annual report. The environmental, social and governance report of the Company for the year ending 31 December 2024 will be included in the annual report of the Company for the year ending 31 December 2024 which will be issued next year.

As at the date of this report, the Directors are:

#### *Executive Directors*

Mr. Yan Li (*Chairman*)  
Mr. Yan Yifan  
(*Chief Executive Officer*)  
Mr. Li Xiaoshuang  
Ms. Cao Xie Qiong

#### *Non-executive Directors*

Dr. He Yiwu  
Mr. Lyu Changsheng

#### *Independent Non-executive Directors*

Mr. Lee See Barry  
Mr. Huang Jiang  
Prof. Huang Cibo

審核委員會已審閱及批准本集團二零二四年上半年之中期業績的簡明綜合財務報表，且審核委員會認為該等財務報表符合適用會計準則、上市規則及所有其他適用法律規定。因此，審核委員會已建議董事會批准本集團二零二四年上半年之簡明綜合財務報表。

## 環境管理

作為肩負起社會及環境責任的企業，本集團致力於通過日常營運達致環境可持續發展，並遵守相關法規。本集團的環境、社會及管治報告已根據聯交所的環境、社會及管治報告指引刊發，並載於二零二三年年報內。本公司截至二零二四年十二月三十一日止年度之環境、社會及管治報告將載於本公司於明年刊發之截至二零二四年十二月三十一日止年度之年報內。

於本報告日期，董事如下：

#### *執行董事*

閻立先生(主席)  
閻一帆先生  
(*首席執行官*)  
李小雙先生  
曹衆女士

#### *獨立非執行董事*

李思先生  
黃江先生  
黃慈波教授

#### *非執行董事*

何亦武博士  
呂長勝先生

By order of the Board

**Zhong Ji Longevity Science Group Limited**  
**Yan Li**  
*Chairman*

Hong Kong, 28 August 2024

承董事會命

**中基長壽科學集團有限公司**  
**主席**  
**閻立**

香港，二零二四年八月二十八日

# Condensed Consolidated Statement of Profit or Loss

## 簡明綜合損益表

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月



			Six months ended 30 June	
			截至六月三十日止六個月	
			2024	2023
			二零二四年	二零二三年
			(Unaudited)	(Unaudited)
			(未經審核)	(未經審核)
			HK\$'000	HK\$'000
			千港元	千港元
		Notes 附註		
Revenue	收益	4	42,403	29,911
Cost of sales	銷售成本		(9,127)	(3,424)
Gross profit	毛利		33,276	26,487
Other income and gains, net	其他收入及收益淨額	5	391	19,197
Selling and distribution expenses	銷售及分銷開支		(12,597)	(11,959)
Administrative expenses	行政開支		(19,799)	(26,937)
Finance costs	財務成本	6	(523)	(1,476)
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	7	<b>748</b>	<b>5,312</b>
Income tax expense	所得稅開支	8	(1,665)	(3,374)
<b>(LOSS)/PROFIT FOR THE PERIOD</b>	<b>期內(虧損)/溢利</b>		<b>(917)</b>	<b>1,938</b>
Attributable to:	歸屬於：			
Owners of the Company	本公司擁有人		(1,021)	1,782
Non-controlling interests	非控股權益		104	156
			(917)	1,938
<b>(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	<b>歸屬於本公司普通權益 持有人之每股 (虧損)/盈利</b>	9		
Basic and diluted	基本及攤薄		HK(0.2) cents (0.2)港仙	HK0.01 cents 0.01港仙



# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益報表

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

2024

2023

二零二四年

二零二三年

(Unaudited)

(Unaudited)

(未經審核)

(未經審核)

HK\$'000

HK\$'000

千港元

千港元

(LOSS)/PROFIT FOR THE PERIOD		(917)	1,938
<b>OTHER COMPREHENSIVE LOSS</b>			
OTHER COMPREHENSIVE LOSS			
Items that may be reclassified to profit or loss in subsequent periods:	其他全面虧損 可於其後期間重新分類至損益之項目：		
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	(17,286)	(78,027)
		(17,286)	(78,027)
Items that may not be reclassified to profit or loss in subsequent periods:	不會於其後期間重新分類至損益之項目：		
Changes in fair value of equity investments designated at fair value through other comprehensive loss	指定為按公平值透過其他全面虧損入賬之股本投資之公平值變動	266	(2,594)
		266	(2,594)
<b>OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX</b>	期內其他全面虧損，經扣除稅項	(17,020)	(80,621)
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	期內全面虧損總額	(17,937)	(78,683)
Total comprehensive loss for the period attributable to:	歸屬於以下人士的期內全面虧損總額：		
Owners of the Company	本公司擁有人	(16,192)	(77,226)
Non-controlling interests	非控股權益	(1,745)	(1,457)
		(17,937)	(78,683)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況報表

30 June 2024  
二零二四年六月三十日



			30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Plant and equipment	廠房及設備	11	316	1,125
Investment properties	投資物業		25,295	25,295
Right-of-use assets	使用權資產	12	4,731	10,668
Financial assets at fair value through other comprehensive income	按公平值透過其他全面 收益入賬之金融資產	13	4,450	5,847
Loan and interest receivables	應收貸款及利息	14	143,569	142,848
Total non-current assets	非流動資產總值		178,361	185,783
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		1,171	2,523
Loan and interest receivables	應收貸款及利息	14	34,578	34,884
Trade receivables	應收賬款	15	2,482	2,141
Deposits, prepayments and other receivables	按金、預付款項及其他應收 款項	16	197,421	196,602
Tax recoverable	可收回稅項		3,580	3,681
Amounts due from related companies	應收關聯公司款項	20	2,535	2,549
Amount due from a director	應收一名董事款項	20	–	16
Cash and cash equivalents	現金及現金等價物		78,705	81,075
Total current assets	流動資產總值		320,472	323,471
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	17	205	206
Other payables and accruals	其他應付款項及應計費用	18	10,830	12,546
Bank and other borrowing	銀行及其他借貸	19	11,798	9,010
Lease liabilities	租賃負債		4,350	6,978
Amounts due to related companies	應付關聯公司款項	20	3,621	3,763
Contract liabilities	合約負債		15,005	24,207
Tax payable	應付稅項		18,902	16,634
Total current liabilities	流動負債總額		64,711	73,344

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況報表

30 June 2024

二零二四年六月三十日



		Notes 附註	30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>NET CURRENT ASSETS</b>	流動資產淨值		<b>255,761</b>	250,127
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	資產總值減流動負債		<b>434,122</b>	435,910
<b>NON-CURRENT LIABILITIES</b>	非流動負債			
Deferred tax liabilities	遞延稅項負債		<b>1,237</b>	1,236
Lease liabilities	租賃負債		<b>772</b>	4,209
Total non-current liabilities	非流動負債總額		<b>2,009</b>	5,445
<b>NET ASSETS</b>	資產淨值		<b>432,113</b>	430,465
<b>EQUITY</b>	權益			
Share capital	股本	21	<b>5,465</b>	4,554
Reserves	儲備		<b>401,332</b>	398,849
<b>Equity attributable to owners of the Company</b>	歸屬於本公司擁有人之權益		<b>406,797</b>	403,403
Non-controlling interests	非控股權益		<b>25,316</b>	27,062
<b>Total equity</b>	權益總額		<b>432,113</b>	430,465

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月



		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium account	Fair value reserve	Contributed surplus	PRC statutory reserve	Exchange fluctuation reserve	Share option reserve	Equity component of convertible notes	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	公平價值儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	中國法定儲備 HK\$'000 千港元	匯兌波動儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	可換股票據之權益部分 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 January 2024 (audited)	於二零二四年一月一日 (經審核)	4,554	966,090	(163,778)	277,102	25,021	(34,196)	72	1,755,856	(2,427,317)	403,404	27,061	430,465
Profit for the period (unaudited)	期內溢利(未經審核)	-	-	-	-	-	-	-	-	(1,021)	(1,021)	104	(917)
Other comprehensive income for the period (unaudited)	期內其他全面收益(未經審核)	-	-	266	-	-	(15,437)	-	-	-	(15,171)	(1,849)	(17,020)
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	266	-	-	(15,437)	-	-	(1,021)	(16,192)	(1,745)	(17,937)
Transfer of fair value reserve upon disposal of financial assets at fair value through other comprehensive income	於出售按公平值透過其他全面收益入賬之金融資產時轉撥公平價值儲備	-	-	17,863	-	-	-	-	-	(17,863)	-	-	-
Transfer of equity component of convertible notes upon exploration of convertible note	於行使可換股票據之權益部份時轉撥累計虧損	-	-	-	-	-	-	-	(1,755,856)	1,755,856	-	-	-
Issue of shares	發行股份	911	18,674	-	-	-	-	-	-	-	19,585	-	19,585
At 30 June 2024 (unaudited)	於二零二四年六月三十日 (未經審核)	5,465	984,764	(145,649)	277,102	25,021	(49,633)	72	-	(690,345)	406,797	25,316	432,113

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium account	Fair value reserve	Contributed surplus	PRC statutory reserve	Exchange fluctuation reserve	Share option reserve	Equity component of convertible notes	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	公平價值儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	中國法定儲備 HK\$'000 千港元	匯兌波動儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	可換股票據之權益部分 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	4,257	951,820	(162,294)	277,102	25,021	(30,647)	72	1,755,856	(2,427,358)	393,829	27,020	420,849
Profit for the period (unaudited)	期內溢利(未經審核)	-	-	-	-	-	-	-	-	1,782	1,782	156	1,938
Other comprehensive income for the period (unaudited)	期內其他全面收益(未經審核)	-	-	(2,594)	-	-	(75,144)	-	-	-	(77,738)	(2,883)	(80,621)
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	(2,594)	-	-	(75,144)	-	-	1,782	(75,956)	(2,727)	(78,683)
Transfer of fair value reserve upon disposal of financial assets at fair value through other comprehensive income	於出售按公平值透過其他全面收益入賬之金融資產時轉撥公平價值儲備	-	-	(11,389)	-	-	-	-	-	11,389	-	-	-
Issue of shares	發行股份	297	14,271	-	-	-	-	-	-	-	14,568	-	14,568
Transfer	轉撥	-	-	-	-	185	62,332	-	-	-	62,517	-	62,517
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	4,554	966,091*	(176,277)*	277,102*	25,206*	(43,459)*	72*	1,755,856*	(2,414,187)*	394,968	24,293	419,251

\* These reserve accounts comprise the consolidated other reserves of HK\$401,332,000 (31 December 2023: HK\$398,850,000) in the condensed consolidated statement of financial position.

該等儲備賬包含簡明綜合財務狀況報表內之綜合其他儲備401,332,000港元(二零二三年十二月三十一日: 398,850,000港元)。



# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月



		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Net cash used in operating activities</b>	經營活動動用之現金淨額	<b>(16)</b>	(15,849)
<b>Cash flows from investing activities</b>	投資活動之現金流量		
Bank interest received	已收銀行利息	<b>42</b>	12
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售按公平值透過其他全面收益入賬之金融資產所得款項	<b>2,047</b>	—
<b>Net cash generated from investing activities</b>	投資活動產生之現金淨額	<b>2,089</b>	12

# Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月



		Six months ended 30 June	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Principal and interest element of lease payments	租賃付款之本金及利息部分	(3,825)	(4,756)
Process from bank and other borrowing	銀行及其他借貸所得款項	3,072	—
Repay from a director	來自一名董事還款	16	—
Issue of shares	發行股份	19,585	14,567
<b>Net cash generated from financing activities</b>	<b>融資活動產生之現金淨額</b>	<b>18,848</b>	<b>9,811</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加／(減少)淨額</b>	<b>20,921</b>	<b>(6,026)</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響	(23,291)	4,690
Cash and cash equivalents at beginning of period	期初之現金及現金等價物	81,075	60,069
<b>Cash and cash equivalents at end of period</b>	<b>期末之現金及現金等價物</b>	<b>78,075</b>	<b>58,733</b>
<b>Analysis of cash and cash equivalents</b>	<b>現金及現金等價物分析</b>		
Bank and cash balances	銀行及現金結餘	78,075	58,733

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

### 1. GENERAL INFORMATION

Zhong Ji Longevity Science Group Limited (the “**Company**”) is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered address of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda. The principal place of business of the Company was located at Room 220, 2/F, Mega Cube, No. 8 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.

During the period, the Group was involved in the following principal activities:

- Longevity science business
- Money lending and financial advisory business
- Securities and other investments
- Property investment

### 2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The condensed consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”), which is the same as the functional currency of the Company.

### 1. 一般資料

中基長壽科學集團有限公司(「**本公司**」)為於百慕達註冊成立之有限責任公司，其股份於香港聯合交易所有限公司(「**聯交所**」)上市。本公司之註冊地址為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda。本公司之主要營業地點位於香港九龍九龍灣宏光道8號創豪坊2樓220室。

本集團於期內從事以下主要業務：

- 長壽科學業務
- 借貸及金融諮詢業務
- 證券及其他投資
- 物業投資

### 2. 編製基準

本簡明綜合財務報表乃按照香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定編製。

簡明綜合財務報表以港元(「**港元**」)呈列，與本公司的功能貨幣相同。

**3. PRINCIPAL ACCOUNTING POLICIES**

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values, as appropriate.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2024 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2023.

**Application of new and amendments to HKFRSs**

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

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

The application of the new and amendments to HKFRSs in the current period has had no material impact on the Group’s financial performance and positions for the current and prior periods and on the disclosures set out in these condensed consolidated financial statements.

**3. 主要會計政策**

除以公平值(倘適用)計量的投資物業及若干金融工具外，簡明綜合財務報表乃按照歷史成本基準編製。

除應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)的新訂及修訂本導致的會計政策變動外，截至二零二四年六月三十日止六個月的簡明綜合財務報表採用的會計政策及計算方法與編製本集團截至二零二三年十二月三十一日止年度的年度財務報表所遵從者貫徹一致。

**應用新訂及經修訂香港財務報告準則**

於本中期期間，本集團已就編製本集團簡明綜合財務報表首次應用香港會計師公會所頒佈的下列新訂及經修訂香港財務報告準則，該等準則於二零二四年一月一日或之後開始的年度期間強制生效：

香港會計準則第1號(修訂本)	負債分類為流動或非流動
香港會計準則第1號(修訂本)	附連契約的非流動負債
香港財務報告準則第16號(修訂本)	售後回租中的租賃負債
香港詮釋第5號(經修訂)	財務報表的呈報 — 按附帶需按要求償還條款之有期貸款借入人之分類
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排

於本期間應用新訂及經修訂香港財務報告準則對本期間及過往期間本集團的財務業績及狀況以及該等簡明綜合財務報表中的披露並無重大影響。



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 4. REVENUE AND SEGMENT INFORMATION

#### Disaggregation revenue information

### 4. 收益及分部資料

#### 收益拆分資料

		Six months ended 30 June	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
<b>Revenue from contract customer within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內之來自客戶合約之收益		
Sales of health and medical products	銷售健康及醫療產品	3,480	2,351
Provision of diagnostic and medical test services	提供診斷及醫療測試服務	21,700	9,517
		25,180	11,868
<b>Timing of revenue recognition within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內之收益確認時間		
Point in time basis	於某個時間點	25,180	11,868
<b>Revenue from other sources</b>	其他來源收益		
Loan interest income	貸款利息收入	17,223	18,043
		17,223	18,043
<b>Total revenue recognised for the period</b>	期內確認之總收益	42,403	29,911

**4. REVENUE AND SEGMENT INFORMATION**

(Continued)

In the current period, the Group reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments. Money lending and financial and investment advisory segments have been combined as money lending and financial advisory business segment. Prior period segment disclosures have been represented to conform with the current period's presentation. The Group's reportable segments under HKFRS 8 are as follows:

- (a) Longevity science business: provision of diagnostic consultation, health and medical testing and checking as well as distribution of cancer prevention & immunity healthcare supplements;
- (b) Money lending and financial advisory business: provision of loan financing for earning interest income and provision of financial advisory and management services rendering various loans fees;
- (c) Securities and other investments: holding of equity investments and investment in short to long-term financial assets for dividend income; and
- (d) Property investment: investment in properties for rental income and/or for potential capital appreciation.

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

Segment assets exclude tax recoverable and other unallocated head office and corporate assets as these assets are managed on a group basis.

**4. 收益及分部資料(續)**

於本期間，本集團重組其內部報告架構，導致其報告分部的組成發生變化。借貸及金融及投資諮詢分部合併為借貸及金融諮詢業務分部。過往期間分部的披露資料已經重列，以符合本期間的呈列。本集團根據香港財務報告準則第8號的報告分部如下：

- (a) 長壽科學業務：提供診斷諮詢、健康醫療測試及檢測以及防癌與免疫保健品分銷；
- (b) 借貸及金融諮詢業務：提供貸款融資以賺取利息收入及提供金融諮詢及管理服務以提供各類貸款費用；
- (c) 證券及其他投資：持有股本投資及短期至長期金融資產投資以賺取股息收入；及
- (d) 物業投資：投資於物業以賺取租金收入及／或作潛在資本增值。

為作出有關資源分配之決策及評估表現，管理層分開監察本集團各經營分部之業績。分部表現乃基於可呈報分部損益評估，即以經調整除稅前損益計量。經調整除稅前損益之計量方法與本集團除稅前溢利之計量方法貫徹一致，惟計量前者時會撇除銀行利息收入、應佔合營企業業績、財務成本以及總辦事處及公司收入及開支。

由於可收回稅項及其他未分配總辦事處及公司資產乃按集團基準管理，故分部資產不包括該等資產。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 4. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

### 4. 收益及分部資料 (續)

由於應付稅項、遞延稅項負債以及其他未分配總辦事處及公司負債乃按集團基準管理，故分部負債不包括該等負債。

		Longevity science business 長壽科學 業務 (Unaudited) (未經審核) HK\$'000 千港元	Money lending and financial advisory business 借貸及金融 諮詢業務 (Unaudited) (未經審核) HK\$'000 千港元	Securities and other investments 證券及 其他投資 (Unaudited) (未經審核) HK\$'000 千港元	Property investment 物業投資 (Unaudited) (未經審核) HK\$'000 千港元	Total (Unaudited) (未經審核) HK\$'000 千港元
<b>6 months ended 30 June 2024</b>	<b>截至二零二四年六月三十日止 六個月</b>					
Revenue from external customers	來自外界客戶之收益	25,180	17,223	-	-	42,403
Segment (loss)/profit	分部(虧損)/溢利	(4,342)	16,233	(30)	-	11,861
<b>As at 30 June 2024</b>	<b>於二零二四年六月三十日</b>					
Segment assets	分部資產	73,078	351,724	4,651	25,295	454,748
Segment liabilities	分部負債	18,337	13,236	-	-	31,573
<b>6 months ended 30 June 2023</b>	<b>截至二零二三年六月三十日止 六個月</b>					
Revenue from external customers	來自外界客戶之收益	11,868	18,043	-	-	29,911
Segment (loss)/profit	分部(虧損)/溢利	(13,283)	36,338	-	-	23,055
<b>As at 31 December 2023 (audited)</b>	<b>於二零二三年十二月三十一日 (經審核)</b>					
Segment assets	分部資產	81,154	353,932	5,847	25,295	466,228
Segment liabilities	分部負債	26,726	13,574	-	-	40,300

## Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

## 4. REVENUE AND SEGMENT INFORMATION

(Continued)

## Reconciliations of segment profit or loss, assets and liabilities:

## 4. 收益及分部資料(續)

分部損益、資產及負債對賬：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Profit or (loss)</b>	<b>溢利或(虧損)</b>		
Total profit of reportable segments	可呈報分部溢利總額	11,861	23,055
Bank interest income	銀行利息收入	42	12
Finance costs	財務成本	(523)	(1,476)
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額	(10,632)	(16,279)
Profit before tax	除稅前溢利	748	5,312
		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	可呈報分部總資產	454,748	466,228
Corporate and other unallocated assets	公司及其他未分配資產	44,085	43,026
Consolidated total assets	綜合總資產	498,833	509,254
<b>Liabilities</b>	<b>負債</b>		
Total liabilities of reportable segments	可呈報分部總負債	31,573	40,300
Tax payable	應付稅項	18,902	16,638
Deferred tax liabilities	遞延稅項負債	1,237	1,238
Corporate and other unallocated liabilities	公司及其他未分配負債	15,008	20,613
Consolidated total liabilities	綜合總負債	66,720	78,789



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 4. REVENUE AND SEGMENT INFORMATION

(Continued)

#### Geographical information

### 4. 收益及分部資料(續)

#### 地區資料

		<b>Six months ended</b> <b>30 June 2024</b> 截至 二零二四年 六月三十日 止六個月 <b>Revenue from external customers</b> 外部客戶收益 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	Six months ended 30 June 2023 截至 二零二三年 六月三十日 止六個月 Revenue from external customers 外部客戶收益 (Unaudited) (未經審核) HK\$'000 千港元
<b>Geographical markets</b>	<b>地域市場</b>		
Hong Kong	香港	<b>9,817</b>	2,313
Mainland China	中國內地	<b>32,586</b>	27,598
		<b>42,403</b>	29,911

As at 30 June 2024, majority of the Group's non-current assets were located in the PRC (31 December 2023: same).

於二零二四年六月三十日，本集團大部分非流動資產位於中國(二零二三年十二月三十一日：相同)。

## Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

## 5. OTHER INCOME AND GAINS, NET

## 5. 其他收入及收益淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元
Bank interest income	銀行利息收入	42	12
Net proceeds from bad debts recovery*	呆賬收回所得款項淨額*	—	19,000
Exchange gain	匯兌收益	—	115
Government grants	政府補貼	—	60
Others	其他	349	10
		391	19,197

\* Net proceeds from bad debts recovery on Group's subsidiary, Joy Wealth Finance Limited (after expense including legal costs).

\* 本集團附屬公司寶欣財務有限公司收回壞賬的所得款項淨額(已扣除開支, 包括法律費用)。

## 6. FINANCE COSTS

## 6. 財務成本

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元
Interest on other borrowings	其他借款利息	44	396
Interest on lease liabilities	租賃負債利息	479	1,080
		523	1,476

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

### 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

### 7. 除稅前溢利

本集團之除稅前溢利於扣除以下各項後達致：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of inventories sold	已售存貨成本	723	3,346
Depreciation of right-of-use assets	使用權資產折舊	3,200	4,522
Depreciation of property, plant and equipment	物業、廠房及設備折舊	88	419
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	8,536	8,667

### 8. INCOME TAX EXPENSE

### 8. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元
Current tax — PRC Enterprise Income Tax	即期稅項 — 中國企業所得稅		
— Provision for the period	— 期內撥備	1,665	3,374
		1,665	3,374

**8. INCOME TAX CREDIT (Continued)**

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of assessable profits of the qualifying corporation in the Group are taxed at 8.25%, and assessable profits above HK\$2 million are taxed at 16.5%. The assessable profits of corporations in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The two-tiered profits tax rates regime is applicable to the Group for both periods.

Under the Law of the EIT and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

**8. 所得稅抵免(續)**

在香港的利得稅兩級制下，本集團內符合條件的公司，其首2,000,000港元的應課稅溢利按8.25%的稅率徵收，而超過2,000,000港元的應課稅溢利則按16.5%的稅率徵收。不符合利得稅兩級制的香港公司的應課稅溢利將繼續按16.5%的統一稅率徵稅。

利得稅兩級制在兩個年度均適用於本集團。

根據企業所得稅法及企業所得稅法實施條例，中國附屬公司在該兩個年度的稅率為25%。

**9. (LOSS)/EARNINGS PER SHARE****9. 每股(虧損)/盈利**

		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2024</b>	<b>2023</b>
		<b>二零二四年</b>	<b>二零二三年</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
<b>Earnings:</b>	<b>盈利：</b>		
(Loss)/profit attributable to owners of the Company, used in the basic and diluted earnings per share calculations	用於計算每股基本及攤薄盈利之歸屬於本公司擁有人之(虧損)/溢利		
		<b>(1,021)</b>	<b>1,782</b>



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 9. (LOSS)/EARNINGS PER SHARE (Continued)

### 9. 每股(虧損)/盈利(續)

		Number of shares	
		Six months ended 30 June	
		股份數目	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		'000	'000
		千股	千股
<b>Shares:</b>	<b>股份：</b>		
Weighted average number of ordinary shares in issue during the period	期內已發行普通股加權平均數	<b>467,953</b>	455,441
Effect of dilutive potential ordinary shares arising from:	以下各項對普通股之潛在攤薄影響：		
Mandatory convertible notes	強制性可換股票據	—	1,091,200
Weighted average number of ordinary shares used in the diluted earnings per share calculation	用於計算每股攤薄盈利之普通股加權平均數	<b>467,953</b>	1,546,641

Comparative figures for the weighted average number of ordinary shares for the period ended 30 June 2023 in issue have been adjusted for the number of ordinary shares that will be issued upon the conversion of the mandatorily convertible notes as the convertible notes were mandatorily convertible into ordinary shares. Hence the ordinary shares that will be issued upon conversion are included in the calculation of basic and dilute earnings per share from the date the contract is entered into.

截至二零二三年六月三十日止期間之已發行普通股加權平均數的可比較數字已就於強制性可換股票據獲轉換後將予發行的普通股數目進行調整，原因為可換股票據可強制轉換為普通股。因此，自訂立合約日期起，計算每股基本及攤薄盈利時將納入於轉換後將予發行的普通股。

**9. (LOSS)/EARNINGS PER SHARE (Continued)**

Comparative figures for the weighted average number of ordinary shares for the period ended 30 June 2023 for the purpose of basic and diluted loss per share has been adjusted retrospectively for share consolidation on the basis that every ten (10) issued and unissued then existing shares be consolidated into one (1) consolidated share (the “**Consolidated Share(s)**”) and completed on 2 August 2023 (the “**Share Consolidation**”).

The computation of diluted loss per share for the period ended 30 June 2024 does not assume the exercise of the Company’s share options because the exercise price of those share options was higher than the average market price for shares for the period.

The computation of diluted earnings per share for the period ended 30 June 2023 does not assume the exercise of the Company’s share options because the exercise price of those share options was higher than the average market price for shares for the period.

**10. DIVIDENDS**

The Directors do not recommend the payment of any dividend for the six months ended 30 June 2024 (30 June 2023: Nil).

**11. PLANT AND EQUIPMENT**

During the six months ended 30 June 2024, the Group has disposal of plant and equipment approximately HK\$721,000 (30 June 2023: Nil).

**9. 每股(虧損)/盈利(續)**

截至二零二三年六月三十日止期間用於計算每股基本及攤薄虧損之普通股加權平均數的可比較數字已就股份合併作出追溯調整，該次股份合併按每十(10)股當時已發行及未發行之現有股份合併為一(1)股合併股份(「**合併股份**」)之基準進行，並已於二零二三年八月二日完成(「**股份合併**」)。

計算截至二零二四年六月三十日止期間之每股攤薄虧損並無假設本公司購股權獲行使，因為該等購股權的行使價高於期內的平均股份市價。

計算截至二零二三年六月三十日止期間之每股攤薄盈利並無假設本公司購股權獲行使，因為該等購股權的行使價高於期內的平均股份市價。

**10. 股息**

董事不建議就截至二零二四年六月三十日止六個月支付任何股息(二零二三年六月三十日：無)。

**11. 廠房及設備**

截至二零二四年六月三十日止六個月，本集團出售廠房及設備約721,000港元(二零二三年六月三十日：無)。

## Notes to Condensed Consolidated Interim Financial Information

### 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

#### 12. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2024, the Group has lease contracts for various items of leasehold land and buildings and therefore recognised the additions to right-of-use assets of approximately HK\$4,731,000 (30 June 2023: HK\$13,220,000).

#### 12. 使用權資產

截至二零二四年六月三十日止六個月，本集團有多個租賃土地及樓宇項目的租賃合約，故確認添置使用權資產約4,731,000港元(二零二三年六月三十日：13,220,000港元)。

#### 13. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

#### 13. 按公平值透過其他全面收益入賬之金融資產

	30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Financial assets, at fair value</b>		
Listed equity investments, at fair value	按公平值計量之金融資產 按公平值計量之上市股本投資	4,4505,847

The Group's equity investments are investments in companies listed on the Stock Exchange and were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

由於本集團視上述於聯交所上市公司之股本投資為策略性投資，故該等投資已不可撤回地指定為按公平值透過其他全面收益入賬。

The fair value of the listed equity investments is based on their current bid prices in active markets, and therefore classified under level 1 of the fair value hierarchy.

上市股權投資的公平值乃基於其在活躍市場上的當前買入價，因此歸入公平值層級的第一級。

## Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

## 14. LOAN AND INTEREST RECEIVABLES

## 14. 應收貸款及利息

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Non-current</b>	<b>非流動</b>		
Loan and interest receivables	應收貸款及利息		
— Corporate loans	— 企業貸款	158,544	157,823
Loan and interest receivables	應收貸款及利息		
— Personal loans	— 個人貸款	—	—
		158,544	157,823
<b>Less: Impairment</b>	<b>減：減值</b>		
— Stage 1	— 階段1	—	—
— Stage 2	— 階段2	(14,975)	(14,975)
— Stage 3	— 階段3	—	—
		143,569	142,848
<b>Current</b>	<b>流動</b>		
Loan and interest receivables	應收貸款及利息		
— Corporate loans	— 企業貸款	421,764	422,070
Loan and interest receivables	應收貸款及利息		
— Personal loans	— 個人貸款	239,562	239,562
		661,326	661,632
<b>Less: Impairment</b>	<b>減：減值</b>		
— Stage 1	— 階段1	—	—
— Stage 2	— 階段2	(4,556)	(4,556)
— Stage 3	— 階段3	(622,192)	(622,192)
		34,578	34,884
		178,147	177,732



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 14. LOAN AND INTEREST RECEIVABLES (Continued)

The term of loans entered with its customers are on credit. The credit period is generally within four years, extension can be made after monitoring assessment and further creditworthiness analysis on the debtors reviewed by senior management. The loan receivables carried fixed interest rate ranging from 6% to 18% (31 December 2023: 6% to 18%) per annum. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. The Group held collateral or other credit enhancements over its certain of its loan and interest receivable balances.

The Group's loans and interest receivable, which arise from the money lending business under corporate and personal borrowers loan business model of providing corporate and personal loans in PRC and Hong Kong and the carrying amounts approximate their fair values.

Except for loan and interest receivables of HK\$654,459,000 (31 December 2023: HK\$654,459,000) which are unsecured, loan and interest receivables are secured by collateral provided by customers, bear interest and are repayable with fixed terms.

During the period ended 30 June 2024, nil amount of loan and interest receivables have been written-off (2023: Nil).

Included in the Group's loan and interest receivables are amounts due from the Group's joint ventures of net carrying amount of HK\$28,241,000 (31 December 2023: HK\$27,520,000), which are unsecured, bearing interest at 12% (31 December 2023: 12%) per annum and repayable in between 2024 to 2025.

### 14. 應收貸款及利息(續)

本集團與客戶訂立之貸款條款為記賬。貸款期限通常為四年，經高級管理層對債務人進行監察評估及進一步信用分析後可延長。應收貸款之固定年利率介乎6厘至18厘(二零二三年十二月三十一日：6厘至18厘)。本集團致力對其未收回之應收款項維持嚴格監控，而高級管理層會定期審閱逾期結餘。本集團就若干應收貸款及利息結餘持有抵押品或其他信貸加強措施。

本集團的應收貸款及利息來自在中國及香港以企業及個人借款人貸款業務模式提供企業及個人貸款的借貸業務，賬面值與其公平值相近。

除654,459,000港元(二零二三年十二月三十一日：654,459,000港元)的應收貸款及利息為無抵押外，應收貸款及利息均以客戶提供的抵押品作抵押、計息及按固定期限償還。

截至二零二四年六月三十日止期間，並無應收貸款及利息金額已撇銷(二零二三年：無)。

本集團應收貸款及利息中包括應收本集團合營企業款項，賬面淨值為28,241,000港元(二零二三年十二月三十一日：27,520,000港元)，該款項為無抵押、按年利率12厘(二零二三年十二月三十一日：12厘)計息，並須於二零二四年至二零二五年償還。

**14. LOAN AND INTEREST RECEIVABLES (Continued)**

An ageing analysis of the loan and interest receivables as at the end of the reporting period, based on commencement of loan agreement entered and the date of interest income accrued, and net of loss allowance, is as follows:

**14. 應收貸款及利息 (續)**

基於所訂立貸款協議之開始日期及應計利息收入產生日期及於扣除虧損撥備後，應收貸款及利息於報告期末之賬齡分析如下：

		<b>30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
Within 30 days	30天內	<b>941</b>	983
31-90 days	31至90天	<b>2,886</b>	2,887
91-180 days	91至180天	<b>2,865</b>	2,919
181-365 days	181至365天	<b>2,887</b>	4,790
Over 365 days	365天以上	<b>168,568</b>	166,153
		<b>178,147</b>	177,732

As at 30 June 2024, the balances included:

於二零二四年六月三十日，該等結餘包括：

*Notes:**附註：*

- (i) Loan and interest receivables amounting to HK\$115,535,000 (31 December 2023: HK\$117,362,000), which are secured by share charge of borrowers, carried at fixed interest rate at 6% (31 December 2023: 6%) per annum;
- (ii) Loan and interest receivables with net carrying amount of approximately HK\$362,000 (31 December 2023: HK\$1,457,000), which are secured by financial assets, carried at fixed interest rate at 15.6% (31 December 2023: 15.6%) per annum;
- (iii) Loan and interest receivables amounting to HK\$62,250,000 (31 December 2023: HK\$51,249,000), which are unsecured, carried at fixed interest rate ranging from 6% to 15% (31 December 2023: 6% to 15%) per annum.

- (i) 應收貸款及利息金額為115,535,000港元(二零二三年十二月三十一日：117,362,000港元)，以借款人之股份押記作抵押，固定年利率為6厘(二零二三年十二月三十一日：6厘)；
- (ii) 應收貸款及利息賬面淨值約362,000港元(二零二三年十二月三十一日：1,457,000港元)，以金融資產作抵押，固定年利率為15.6厘(二零二三年十二月三十一日：15.6厘)；
- (iii) 應收貸款及利息金額為62,250,000港元(二零二三年十二月三十一日：51,249,000港元)，為無抵押，固定年利率介乎6厘至15厘(二零二三年十二月三十一日：介乎6厘至15厘)。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 14. LOAN AND INTEREST RECEIVABLES (Continued)

The breakdown of the gross loan and interest receivables by loan type as of the dates indicated is as follows:

### 14. 應收貸款及利息 (續)

於所示日期按貸款類型劃分的應收貸款及利息總額明細如下：

		As at 30 June 2024 於二零二四年六月三十日 (Unaudited) (未經審核)			As at 31 December 2023 於二零二三年十二月三十一日 (Audited) (經審核)		
		Number of loan accounts 貸款 賬戶數	HK\$'000 千港元	%	Number of loan accounts 貸款 賬戶數	HK\$'000 千港元	%
Corporate Loans	企業貸款	9	580,308	71	9	579,893	71
Personal Loans	個人貸款	5	239,562	29	5	239,562	29
Total	總計	14	819,870	100.0	14	819,455	100.0

The table below set out the average loan size of our loan product during the six months ended 30 June 2024 and the year ended 31 December 2023:

下表載列截至二零二四年六月三十日止六個月及截至二零二三年十二月三十一日止年度我們貸款產品的平均貸款額：

		Six months ended 30 June 2024 截至 二零二四年 六月三十日 止六個月 (Unaudited) (未經審核) HK\$'000 千港元	Year ended 31 December 2023 截至 二零二三年 十二月三十一日 止年度 (Audited) (經審核) HK\$'000 千港元
Corporate Loans	企業貸款	64,478	64,433
Personal Loans	個人貸款	47,912	47,912
Overall	總計	58,562	58,533

## Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月**14. LOAN AND INTEREST RECEIVABLES (Continued)**

The table below summarizes the range of interest rates that charged during the six months ended 30 June 2024 and 2023:

**14. 應收貸款及利息 (續)**

下表概述截至二零二四年及二零二三年六月三十日止六個月收取的利率範圍：

		<b>Six months ended 30 June</b> <b>截至六月三十日止六個月</b>	
		<b>2024</b> <b>二零二四年</b> <b>(Unaudited)</b> <b>(未經審核)</b> <b>HK\$'000</b> <b>千港元</b>	<b>2023</b> <b>二零二三年</b> <b>(Unaudited)</b> <b>(未經審核)</b> <b>HK\$'000</b> <b>千港元</b>
Corporate Loans	企業貸款	<b>6% to 18%</b> <b>6%至18%</b>	6% to 18% 6%至18%
Personal Loans	個人貸款	<b>10% to 15%</b> <b>10%至15%</b>	10% to 15% 10%至15%
Overall	總計	<b>6% to 18%</b> <b>6%至18%</b>	6% to 18% 6%至18%

An ageing analysis of loan and interest receivables based on maturity date is as follows:

應收貸款及利息按到期日的賬齡分析如下：

		<b>30 June</b> <b>2024</b> <b>二零二四年</b> <b>六月三十日</b> <b>(Unaudited)</b> <b>(未經審核)</b> <b>HK\$'000</b> <b>千港元</b>	<b>31 December</b> <b>2023</b> <b>二零二三年</b> <b>十二月三十一日</b> <b>(Audited)</b> <b>(經審核)</b> <b>HK\$'000</b> <b>千港元</b>
<b>Corporate Loans</b>	<b>企業貸款</b>		
Current	即期	<b>941</b>	983
1-180 days	1-180天	<b>5,494</b>	2,887
181-365 days	181-365天	<b>2,897</b>	2,919
Over 365 days	365天以上	<b>570,976</b>	573,104
		<b>580,308</b>	579,893
<b>Personal Loans</b>	<b>個人貸款</b>		
Current	即期	—	—
1-180 days	1-180天	—	—
181-365 days	181-365天	—	—
Over 365 days	365天以上	<b>239,562</b>	239,562
		<b>239,562</b>	239,562
		<b>819,870</b>	819,455



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 15. TRADE RECEIVABLES

### 15. 應收賬款

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables	應收賬款	2,515	2,174
Less: Impairment	減：減值	—	—
— Stage 1	— 階段1	(33)	(33)
— Stage 2	— 階段2	—	—
— Stage 3	— 階段3	—	—
		2,482	2,141

The Group's trading terms with its customers are mainly on credit. The credit period is generally 30 to 90 days for its trade receivables. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

本集團與客戶的貿易條款主要為信貸。其應收賬款的信貸期一般為30至90天。本集團並無對其應收賬款結餘持有任何抵押品或設立其他信貸增強措施。

An ageing analysis of the trade receivables, based on the invoice date and net of provisions, was as follows:

根據發票日期及扣除撥備後，應收賬款的賬齡分析如下：

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 30 days	30天以內	39	8
31-90 days	31至90天	360	—
91-180 days	91至180天	7	—
181-365 days	181至365天	—	—
Over 365 days	365天以上	2,076	2,133
		2,482	2,141

## Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

## 16. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

## 16. 按金、預付款項及其他應收款項

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Prepayments	預付款項	27,420	30,828
Deposits	按金	3,765	3,000
Other receivables — personal loan via strategic partners by 100% contribution	其他應收款項 — 通過戰略合作夥伴100%出資的個人貸款	161,377	159,671
Other receivables — personal loan via strategic partners by 10% contribution	其他應收款項 — 通過戰略合作夥伴10%出資的個人貸款	46,610	47,571
Other receivables — others	其他應收款項 — 其他	54,824	52,107
Less: Impairment	減：減值		
— Stage 1	— 階段1	—	—
— Stage 2	— 階段2	(87,622)	(87,622)
— Stage 3	— 階段3	(8,953)	(8,953)
		(96,575)	(96,575)
Deposits and other receivables Under non-current assets portion	非流動資產部分之按金及其他應收款項	—	—
Current assets portion	流動資產部分	197,421	196,602

Other receivables mainly represent the receivables from an independent third party with net carrying amount of approximately HK\$104,285,000 (31 December 2023: HK\$90,364,000) which are secured, carried at fixed interest rate from 8.4% to 16.8% (31 December 2023: 8.4% to 16.8%) per annum.

其他應收款項主要指應收一名獨立第三方款項賬面淨值約104,285,000港元(二零二三年十二月三十一日：90,364,000港元)，為有抵押，按固定年利率8.4厘至16.8厘(二零二三年十二月三十一日：8.4厘至16.8厘)計息。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 16. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

The Group's other receivables, which mainly arise from the money lending business under Strategic Partners Business Model of providing personal loans in PRC by 100% contribution and 10% contribution via the strategic partners act as direct lender with the Group as co-manager, and the carrying amounts approximate their fair values.

Except for other receivables of HK\$54,824,000 (31 December 2023: HK\$52,017,000) which are unsecured, other receivables are secured by collateral provided by customers, bear interest and are repayable with fixed terms.

During the period ended 30 June 2024, no other receivables have been written-off (2023: Nil).

The breakdown of the other receivables by loan type as of the dates indicated is as follow:

### 16. 按金、預付款項及其他應收款項 (續)

本集團的其他應收款項主要來自戰略合作夥伴業務模式下的借貸業務，即在中國以100%出資及10%出資的方式提供個人貸款，戰略合作夥伴作為直接貸款人，本集團作為共同管理人，其賬面值與公平值相近。

除54,824,000港元(二零二三年十二月三十一日：52,017,000港元)的其他應收款項為無抵押外，其他應收款項均以客戶提供的抵押品作抵押、計息及按固定期限償還。

截至二零二四年六月三十日止期間，並無其他應收款項已撇銷(二零二三年：無)。

於所示日期按貸款類型劃分的其他應收款項明細如下：

		30 June 2024 二零二四年六月三十日 (Unaudited) (未經審核)			31 December 2023 二零二三年十二月三十一日 (Audited) (經審核)		
		Number of loan accounts 貸款 賬戶數	HK\$'000 千港元	%	Number of loan accounts 貸款 賬戶數	HK\$'000 千港元	%
Personal loans via strategic partners by 100% contribution	通過戰略合作夥伴100%出資的個人貸款	182	161,377	78	185	159,671	77
Personal loans via strategic partners by 10% contribution	通過戰略合作夥伴10%出資的個人貸款	233	46,610	22	233	47,571	23
Total	總計	415	207,987	100	418	207,242	100



## 16. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

The table below set out the average loan size of our loan product under strategic partners business model during the six months ended 30 June 2024 and year ended 31 December 2023:

		Six months ended 30 June 2024 截至 二零二四年 六月三十日 止六個月 (Unaudited) (未經審核) HK\$'000 千港元	Year ended 31 December 2023 截至 二零二三年 十二月三十一日 止年度 (Audited) (經審核) HK\$'000 千港元
Personal loans via strategic partners by 100% contribution	通過戰略合作夥伴100%出資的個人貸款	887	863
Personal loans via strategic partners by 10% contribution	通過戰略合作夥伴10%出資的個人貸款	200	204
Overall	總計	501	496

The table below summarizes the range of interest rates that charged during the six months ended 30 June 2024 and 2023:

下表概述截至二零二四年及二零二三年六月三十日止六個月收取的利率範圍：

		Six months ended 30 June 截至六月三十日止六個月 2024 二零二四年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元
Personal loans via strategic partners by 100% contribution	通過戰略合作夥伴100%出資的個人貸款	8.4% to 19.2% 8.4%至19.2%	8.4% to 19.2% 8.4%至19.2%
Personal loans via strategic partners by 10% contribution	通過戰略合作夥伴10%出資的個人貸款	12% to 18% 12%至18%	12% to 18% 12%至18%
Overall	總計	8.4% to 19.2% 8.4%至19.2%	8.4% to 19.2% 8.4%至19.2%

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 16. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

An ageing analysis of other receivables under strategic partners business model based on maturity date is as follows:

### 16. 按金、預付款項及其他應收款項 (續)

戰略合作夥伴業務模式下其他應收款項按到期日的賬齡分析如下：

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Personal loans via strategic partners by 100% contribution</b>	<b>通過戰略合作夥伴100%出資的個人貸款</b>		
Current	即期	1,684	1,921
1-180 days	1-180天	10,299	11,342
181-365 days	181-365天	11,342	11,280
Over 365 days	365天以上	138,052	135,128
		161,377	159,671
<b>Personal loans via strategic partners by 10% contribution</b>	<b>通過戰略合作夥伴10%出資的個人貸款</b>		
Current	即期	216	202
1-180 days	1-180天	1,285	1,213
181-365 days	181-365天	1,209	1,210
Over 365 days	365天以上	43,900	44,946
		46,610	47,571
		207,987	207,242



## Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月**17. TRADE PAYABLES**

The aging analysis of the trade payables based on invoice date, is as follows:

**17. 應付賬款**

應付賬款按發票日期列示之賬齡分析如下：

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Current to 30 days	即期至30天	-	-
31-60 days	31至60天	-	112
61-90 days	61至90天	-	-
Over 90 days	90天以上	205	94
		205	206

**18. OTHER PAYABLES AND ACCRUALS****18. 其他應付款項及應計費用**

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Other payables	其他應付款項	3,915	3,061
Accruals	應計費用	6,915	9,485
		10,830	12,546

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 19. BANK AND OTHER BORROWING

As at 30 June 2024, the loans are obtained from independent third parties to the Group and of approximately HK\$9,778,000 (31 December 2023: approximately HK\$6,942,000) are unsecured, bearing interest of 5% and 27% per annum which payable on demand. As at 30 June 2024, the Group also incurred PRC bank loan of approximately HK\$2,020,000 (31 December 2023: approximately HK\$2,068,000), which is unsecured, bearing interest of 4.25% per annum and payable within one year.

### 20. AMOUNT(S) DUE FROM/(TO) RELATED COMPANIES/A DIRECTOR

The amount(s) due from/(to) related companies/a director were unsecured, interest-free and had no fixed term of repayment.

Mr. Yan Li is a director and beneficial owner of the related companies.

### 21. SHARE CAPITAL

### 19. 銀行及其他借貸

於二零二四年六月三十日，已從本集團獨立第三方取得貸款約9,778,000港元(二零二三年十二月三十一日：約6,942,000港元)，為無抵押，按5%及27%年利率計息且須按要求償還。於二零二四年六月三十日，本集團亦產生中國銀行貸款約2,020,000港元(二零二三年十二月三十一日：約2,068,000港元)，為無抵押，按年利率4.25%計息且於一年內償還。

### 20. 應收／(應付)關聯公司／一名董事款項

應收／(應付)關聯公司／一名董事款項為無抵押、免息及無固定還款期。

閻立先生為關聯公司的董事及實益擁有人。

### 21. 股本

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
40,000,000,000 ordinary shares of HK\$0.01 each	40,000,000,000股每股 面值0.01港元之普通股	<b>400,000</b>	400,000

## Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2024  
截至二零二四年六月三十日止六個月

## 21. SHARE CAPITAL (Continued)

## 21. 股本(續)

		Number of shares in issue 已發行股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 January 2023	於二零二三年一月一日	4,257,112	4,257
Issue of new shares (Note (a))	發行新股(附註(a))	297,300	297
Effects of share consolidation (Note (b))	股份合併的影響(附註(b))	(4,098,971)	—
At 31 December 2023	於二零二三年十二月 三十一日	455,441	4,554
Issue of new shares (Note (c))	發行新股(附註(c))	91,088	911
At 30 June 2024	於二零二四年六月三十日	546,529	5,465

Notes:

附註：

- (a) On 2 May 2023, the Company completed a share placing for an aggregate for 297,300,000 shares at a placing price of HK\$0.049 per share to placees. The gross proceeds from the placing was approximately HK\$14,567,700, the net proceeds was approximately HK\$14,016,352 and HK\$13,719,352 was recognised at share premium. Details of the placement are set out in the Company's announcements dated and 20 April 2023 and 2 May 2023.
- (b) On 14 July 2023, the Company made a proposal of share consolidation to the shareholders that: every ten issued shares of HK\$0.001 each to be consolidation into one consolidated share of HK\$0.01 each the share consolidation has become effective on 2 August 2023.
- (c) On 6 June 2024, the Company completed a share subscription for an aggregate for 91,088,258 shares at a subscription price of HK\$0.215 per share to subscribers. The gross proceeds from the subscription was approximately HK\$19,584,000, the net proceeds was approximately HK\$19,384,000 and approximately HK\$18,674,000 was recognised at share premium. Details of the subscription are set out in the Company's announcements dated and 30 May 2024 and 6 June 2024.

- (a) 於二零二三年五月二日，本公司完成按配售價每股0.049港元向承配人配售合共297,300,000股股份。配售所得款項總額約為14,567,700港元，所得款項淨額約為14,016,352港元，而13,719,352港元已確認為股份溢價。配售詳情載於本公司日期為二零二三年四月二十日及二零二三年五月二日之公告。
- (b) 於二零二三年七月十四日，本公司向股東提出股份合併建議：將每十股每股面值0.001港元的已發行股份合併為一股每股面值0.01港元的合併股份，股份合併已於二零二三年八月二日生效。
- (c) 於二零二四年六月六日，本公司以每股0.215港元的認購價向認購人完成合共91,088,258股股份的股份認購。認購所得款項總額約為19,584,000港元，所得款項淨額約19,384,000港元及約18,674,000港元已確認為股份溢價。認購事項詳情載於本公司日期為二零二四年五月三十日及二零二四年六月六日之公告。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 22. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 30 June 2024 (31 December 2023: Nil).

### 23. CAPITAL COMMITMENT

The Group did not have any capital commitment as at 30 June 2024 (31 December 2023: Nil).

### 24. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the group had the following material transactions with related parties during six months:

- (a) During the six months ended 30 June 2024, loan interest income of HK\$970,000 (six months ended 30 June 2023: HK\$1,013,000) and HK\$488,000 (six months ended June 2023: HK\$509,000) were receivable from Chongqing Juquan and Wuxi Juquan respectively, the joint ventures of the group.
- (b) Outstanding balances with related parties:
  - (i) The Group had approximately HK\$2,535,000 of outstanding balance due from Zhong Ji 1 International Medical Group (Hong Kong) Limited, being a related company as the chairman and execution direct Mr. Yan Li held a 90.76% beneficiary interest, as at 30 June 2024.
  - (ii) The Group had approximately HK\$747,000 of outstanding balance due to Chongqing Juquan as at 30 June 2024. The Group approximately HK\$2,874,000 outstanding balance due to Wuxi Juquan as at 30 June 2024. Both were Joint Ventures subsidiaries with 51% held by Company wholly owned Beijing subsidiary and the rest 49% held by independent third party.

### 22. 或然負債

於二零二四年六月三十日，本集團並無重大或然負債(二零二三年十二月三十一日：無)。

### 23. 資本承擔

於二零二四年六月三十日，本集團並無任何資本承擔(二零二三年十二月三十一日：無)。

### 24. 關聯方交易

除本財務報表其他部分詳述之交易外，本集團於六個月內與關聯方進行以下重大交易：

- (a) 截至二零二四年六月三十日止六個月期間，應收本集團合營企業重慶鉅泉及無錫鉅泉貸款利息收入分別970,000港元(截至二零二三年六月三十日止六個月：1,013,000港元)及488,000港元(截至二零二三年六月三十日止六個月：509,000港元)。
- (b) 未償還之與關聯方結餘：
  - (i) 於二零二四年六月三十日，本集團應收香港中基1號國際醫療集團(由主席兼執行董事閻立先生持有90.76%實益權益之關聯公司)之未償還結餘約為2,535,000港元。
  - (ii) 於二零二四年六月三十日，本集團應付重慶鉅泉之未償還結餘約為747,000港元。於二零二四年六月三十日，本集團應付無錫鉅泉之未償還結餘約為2,874,000港元。兩間公司均為合營企業附屬公司，由北京附屬公司全資擁有之公司及獨立第三方分別持有51%及餘下49%。



## 25. MANDATORY CONVERTIBLE NOTES

In October 2015, the Company issued zero coupon rate mandatory convertible notes with an aggregate principal amount of HK\$2,400,000,000 (the “**MCN**”), for the purpose of satisfying the consideration of HK\$2,400,000,000 (subject to adjustment) pursuant to a sale and purchase agreement dated 20 May 2015 entered into between the Company, the controlling shareholder of the Company (the “**Vendor**”) and the guarantor, under which the Company acquired 96% equity interest of the Katar Global Group (the “**Target Group**”) which operated the Caijia Peer-to-Peer (P2P) online credit loans business, (the “**Target Caijia Internet loans business**”), which as described under the Target Group’s information in pages 16–19 of the Caijia P2P business acquisition circular dated 2 September 2015 and under the Target Group information in pages 12–16 of proposed acquisition announcement dated 10 July 2015.

The MCN bear no interest and will mature on 19 October 2020 (the “**Maturity Date**”). The Company may not redeem the MCN at its option while the holder of the MCN has the right to convert the MCN into shares of the Company at a conversion price of HK\$0.2 per share at any time during the issue date to the Maturity Date, and the MCN is freely transferrable by the holder of the MCN subject to the Transfer of notes terms and conditions, and prerequisites written consent from the Company Huarong International Capital Limited and compliance of any applicable Listing Rules. Any outstanding MCN at the Maturity Date will automatically convert to shares of the Company.

## 25. 強制性可換股票據

於二零一五年十月，本公司發行本金總額為2,400,000,000港元之零息強制性可換股票據（「**強制性可換股票據**」），以根據本公司與本公司控股股東（「**賣方**」）及擔保人所訂立日期為二零一五年五月二十日之買賣協議償付代價2,400,000,000港元（可予調整），據此本公司收購加達環球集團（「**目標集團**」）之96%股權，誠如日期為二零一五年九月二日之財加P2P業務收購通函第16至19頁目標集團之資料以及日期為二零一五年七月十日之建議收購公告第12至16頁目標集團之資料所述，其經營財加對等網絡(P2P)互聯網信貸貸款業務（「**目標財加互聯網貸款業務**」）。

強制性可換股票據不計息並將於二零二零年十月十九日（「**到期日**」）到期。本公司不可按其選擇贖回強制性可換股票據，而強制性可換股票據持有人有權於發行日至到期日期間任何時間按轉換價每股0.2港元將其強制性可換股票據轉換為本公司股份，且強制性可換股票據持有人可自由轉讓強制性可換股票據，惟須受限於轉讓的條款及條件並先獲得華融國際融資有限公司書面同意及遵守任何適用上市規則。於到期日任何尚未行使之強制性可換股票據將自動轉換為本公司股份。



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 25. MANDATORY CONVERTIBLE NOTES (Continued)

The summarized information of the MCN is set out as follows:

Issuance date:	20 October 2015
Maturity date:	19 October 2020
Original principal amount:	HK\$2,400,000,000
Coupon rate:	0%
Conversion price per ordinary share:	HK\$0.2

Further details regarding the principal terms and conditions of the MCN are contained in the circular of the Company dated 29 September 2015.

The MCN was classified under equity and no present value of the fixed interest payment was represented during the life of the MCN, therefore, no effective interest for the financial liability element being calculated. The acquisition of the Katar Global Group was completed on 20 October 2015 and on the completion date, the fair value of the MCN was HK\$2,341,896,000, based on valuation performed by BMI Appraisals Limited, independent qualified valuer. During the year ended 31 December 2016, the MCN with a nominal value of HK\$217,600,000 was converted into 1,088,000,000 ordinary shares of the Company at a conversion price of HK\$0.2 per share. Immediately after the conversion, the outstanding principal amount of the MCN amounted to HK\$2,182,400,000, with its fair value of HK\$2,129,564,000 was included in equity component of convertible notes as at 31 December 2016 and 2017.

During the year ended 31 December 2017, the Company and the Vendor entered into the modification deed dated 27 August 2016 (as amended and supplemented by the supplemental modification deed dated 4 October 2016 and the second supplemental modification deed dated 7 June 2017) pursuant to which the Company and the Vendor have conditionally agreed to amend certain terms of the MCN with an aggregate principal amount of HK\$2,182,400,000 (the “**Amended and Restated MCN**”).

### 25. 強制性可換股票據(續)

強制性可換股票據之資料概要載列如下：

發行日：	二零一五年十月二十日
到期日：	二零二零年十月十九日
原本金額：	2,400,000,000港元
票面息率：	0%
每股普通股轉換價：	0.2港元

有關強制性可換股票據主要條款及條件之進一步詳情載於本公司日期為二零一五年九月二十九日之通函。

強制性可換股票據歸於權益項下，並無為強制性可換股票據年期內之定額利息付款呈列現值，故並無計算金融負債部分之實際利率。收購加達環球集團一事已於二零一五年十月二十日完成，根據獨立合資格估值師中和邦盟評估有限公司進行之估值，強制性可換股票據於完成日期之公平值為2,341,896,000港元。於截至二零一六年十二月三十一日止年度，面值217,600,000港元之強制性可換股票據已按轉換價每股0.2港元轉換為1,088,000,000股本公司普通股。緊隨轉換後，強制性可換股票據之未償還本金額為2,182,400,000港元，而其於二零一六年及二零一七年十二月三十一日之公平值2,129,564,000港元已計入可換股票據之權益部分。

於截至二零一七年十二月三十一日止年度，本公司與賣方訂立日期為二零一六年八月二十七日之修訂契據（經日期為二零一六年十月四日之補充修訂契據及日期為二零一七年六月七日之第二份補充修訂契據修訂及補充），據此，本公司與賣方有條件地同意修訂本金總額為2,182,400,000港元之強制性可換股票據之若干條款（「**經修訂及重列強制性可換股票據**」）。

**25. MANDATORY CONVERTIBLE NOTES (Continued)**

The summarized information of the Amended and Restated MCN is set out as follows:

Issuance date:	31 August 2017
Maturity date:	20 April 2024
Principal amount:	HK\$2,182,400,000
Coupon rate:	0%
Conversion price per ordinary share:	HK\$0.2

Later amendments to the principal terms and conditions of the Amended and Restated MCN are contained in the second circular of the Company dated 5 July 2017.

The fair value of the Amended and Restated MCN was HK\$1,228,455,000, based on the valuation performed by BMI Appraisals Limited, independent professionally qualified valuer. During year ended 31 December 2018, the board of directors passed a resolution on 16 March 2018 to approve that the difference of HK\$901,109,000 between the fair value of the Amended and Restated MCN and the fair value of the MCN with outstanding principal amounted to HK\$2,129,564,000, was transferred from the equity component of convertible notes to accumulated losses. As a result, the fair value of HK\$1,228,455,000 was remained in equity component of convertible notes as at 31 December 2019 and 2018.

On 20 April 2020, the Amended and Restated MCN was extended for four years and the maturity date shall be extended to 20 April 2024 ("**Maturity Date Extension**") Save for the automatic extension, all other terms and conditions of the Amended and Restated MCN remain unchanged.

The fair value of the Amended and Restated MCN on 20 April 2024 was HK\$1,755,856,000 based on the valuation performed by Royson Valuation Advisory Limited, independent professionally qualified valuer.

**25. 強制性可換股票據 (續)**

經修訂及重列強制性可換股票據之資料概述如下：

發行日期：	二零一七年八月三十一日
到期日：	二零二四年四月二十日
本金額：	2,182,400,000港元
票面息率：	0%
每股普通股轉換價：	0.2港元

有關經修訂及重列強制性可換股票據主要條款及條件之最新修訂載於本公司日期為二零一七年七月五日之第二份通函。

按照獨立專業合資格估值師中和邦盟評估有限公司之估值結果，經修訂及重列強制性可換股票據之公平值為1,228,455,000港元。於截至二零一八年十二月三十一日止年度，董事會在二零一八年三月十六日通過決議案批准經修訂及重列強制性可換股票據公平值與未償還本金額2,129,564,000港元之強制性可換股票據公平值之間的差額901,109,000港元從可換股票據之權益部分轉撥至累計虧損。因此，於二零一九年及二零一八年十二月三十一日，可換股票據之權益部分保留公平值1,228,455,000港元。

於二零二零年四月二十日，經修訂及重列強制性可換股票據延期四年，到期日延遲至二零二四年四月二十日（「**到期日延期**」）。除自動延期外，經修訂及重列強制性可換股票據之所有其他條款及條件維持不變。

於二零二四年四月二十日，基於獨立專業合資格估值師匯辰評估諮詢有限公司進行之估值，經修訂及重列強制性可換股票據之公平值為1,755,856,000港元。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

### 25. MANDATORY CONVERTIBLE NOTES (Continued)

The difference of HK\$527,401,000 between the fair value of the Amended and Restated MCN after extension and the fair value of the Amended and Restated MCN before extension amounting to HK\$1,228,455,000, was transferred from the equity component of convertible notes to accumulated losses. As a result, the fair value of HK\$1,755,856,000 remained in the equity component of the convertible notes as at 31 December 2022 and 2023.

The MCN with an aggregate principal amount of HK\$1,840,000,000 remained unconverted as of 30 June 2024 (the extended maturity date of the MCN is 20 April 2024). As previously disclosed on page 6 on the Share Consolidation circular (“**Circular**”) of the Company dated 14 July 2023, the Company has reservation on the validity of these convertible notes for the reasons therein stated. Similarly, the Company has fully impaired the Target Caijia Internet loans business (with acquisition value of HK\$2,182,663,000) as the business amounted to legal fund-raising activities without license in mainland China. The Hong Kong Stock Exchange in the Review Exercise (as defined in the Circular) also accepted that the Target Caijia Internet loans business ceased as a result of the illegality thereof.

As at 30 June 2024, the fair value in the sum of HK\$1,755,856,000 in the equity component of the unconverted MCN in the aggregate principal amount of HK\$1,840,000,000 was transferred from the equity component of the convertible notes to accumulated losses as shown in the Condensed Consolidated Statement of Changes in Equity of this Interim Report.

### 26. EVENT AFTER THE REPORTING PERIOD

The Group did not have any significant events after the reporting period.

### 25. 強制性可換股票據(續)

經修訂及重列強制性可換股票據於延期後之公平值與經修訂及重列強制性可換股票據於延期前之公平值1,228,455,000港元之差額527,401,000港元已從可換股票據權益組成部分轉撥至累計虧損。因此，於二零二二年及二零二三年十二月三十一日，1,755,856,000港元之公平值仍保留於可換股票據之權益組成部分。

本金總額為1,840,000,000港元之強制性可換股票據仍尚未轉換(強制性可換股票據之延遲到期日為二零二四年四月二十日)。誠如本公司先前於日期為二零二三年七月十四日之股份合併通函(「該通函」)第6頁所披露，本公司因該通函所述原因而對該等可換股票據之有效性有所保留。同樣地，由於目標財加互聯網貸款業務(收購價為2,182,663,000港元)在中國大陸屬無牌的合法集資活動，本公司已對該業務進行全面減值。香港聯交所在檢討工作(定義見該通函)中亦接納目標財加互聯網貸款業務因其違法而終止。

於二零二四年六月三十日，誠如本中期報告之簡明綜合權益變動表所示，本金總額為1,840,000,000港元之未轉換強制性可換股票據之權益部分的公平值合共1,755,856,000港元已由已從可換股票據權益組成部分轉撥至累計虧損。

### 26. 報告期後事項

報告期後，本集團並無任何重大事項。



**Zhong Ji Longevity Science Group Limited**  
**中基長壽科學集團有限公司**