



ALLEGRO CULTURE LIMITED 律齊文化有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立並於百慕達繼續經營之有限公司)

(Stock Code 股份代號 : 550)

2024
Interim Report
中期報告

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Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Advertising Business

During the six months ended 30 June 2024, the Group recorded a revenue of approximately HK\$13.8 million (2023: HK\$17.0 million) from its core advertising operations, representing a year-on-year decline of approximately 18.4%. This contraction reflects the continued impact of a volatile macroeconomic environment, marked by persistent global inflationary pressures, elevated interest rates, credit tightening in Mainland China, and ongoing geopolitical uncertainties. These challenges have dampened business sentiment and led to a more cautious approach to corporate spending, including recruitment and advertising budgets.

In the first quarter of 2024, the Group recorded a notable year-on-year decrease in advertising volume, reflecting declining recruitment activity across a number of sectors. While certain industries showed signs of stabilization in the second quarter, many enterprises remained cautious in their hiring plans amid the ongoing global uncertainty. This persistent weakness in recruitment demand contributed to the decline in revenue during the reporting period.

In response to these market conditions, the Group continued to enhance its flagship Recruit Magazine platform by refining its promotional strategies and delivering tailored recruitment campaigns to better meet client needs. Physical copies of Recruit Magazine remained strategically distributed at high-traffic locations including MTR stations, commercial zones, Labor Department employment centers, NGOs, and educational institutions, while the electronic version remained freely accessible online, ensuring wide reach and user convenience.

Expansion into Mainland China

As part of the Group's strategic efforts to diversify its revenue base and expand into new markets, the Group made further progress in developing its digital advertising business in Mainland China. In the first quarter of 2024, the Group's wholly owned subsidiary, Shenzhen Allegro Culture Limited ("SZ Allegro"), entered into a business promotion cooperation agreement with Shenzhen Kingkey Real Estate Holdings Limited ("SZ Kingkey") to provide advertising and promotional services for real estate projects through the end of the year.

業務回顧

廣告業務

截至二零二四年六月三十日止六個月，本集團來自核心廣告業務的收益約為13,800,000港元(二零二三年：17,000,000港元)，按年下跌約18.4%。此收縮反映動盪的宏觀經濟環境持續帶來影響，其特徵為全球通脹壓力持續、利率高企、中國內地信貸收緊以及地緣政治持續不明朗。該等挑戰已打擊營商情緒，並導致企業在開支方面(包括招聘及廣告預算)採取更審慎的態度。

於二零二四年第一季度，本集團廣告量錄得顯著的按年下降，反映多個行業的招聘活動減少。儘管部分行業在第二季度出現穩定跡象，惟眾多企業在全球持續不明朗的情況下，對其招聘計劃仍保持審慎。招聘需求持續疲弱導致報告期間的收益下降。

為應對該等市場狀況，本集團透過完善其推廣策略及提供量身定制的招聘活動繼續優化其旗艦平台Recruit雜誌，務求更切合客戶的需要。Recruit雜誌實體刊物繼續策略性地分發至人流密集的地區，包括港鐵站、商業區、勞工處就業中心、非政府組織及教育機構，而電子版本則繼續於網上免費供查閱，確保廣泛的覆蓋範圍及用戶便利。

擴展業務至中國內地

作為本集團分散收益基礎及拓展新市場的策略性舉措之一，本集團於發展其中國內地數碼廣告業務方面取得進一步進展。於二零二四年第一季度，本集團全資附屬公司深圳市律齊文化有限公司(「深圳律齊」)與深圳市京基房地產股份有限公司(「深圳京基」)訂立業務推廣合作協議，以於本年度年底前為地產項目提供廣告及宣傳服務。

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This collaboration represents the Group's footprint in expanding its advertising operations beyond Hong Kong and demonstrates the Group's ability to leverage its professional capabilities, market knowledge, and operational experience to serve clients in the PRC's dynamic and fast-growing digital marketing sector. Revenue generated from this initiative during the first half of 2024 contributed positively to the Group's performance.

SZ Kingkey is classified as a connected person under Chapter 14A of the Listing Rules. Accordingly, transactions under the agreement are regarded as continuing connected transactions. However, as all relevant percentage ratios and the annual cap fall below the thresholds stipulated under Rule 14A.76 of the Listing Rules, the transactions are exempt from disclosure, annual review, and shareholder approval requirements.

The Group will continue to explore further business development opportunities in Mainland China, with a focus on digital platforms such as Douyin, to diversify and strengthen its advertising revenue streams in the second half of the year and beyond.

Medical and Health Products

As disclosed in the 2023 annual results, the Group ceased its medical and health products business in 2023 following the loss of effective control over its key operating subsidiary, KK Wecheck Medical Technology Limited ("KK Wecheck"), and the significant decline in demand for COVID-19 testing kits after the pandemic's de-escalation. No revenue was recorded from this segment during the six months ended 30 June 2024.

E-Commerce

During the first half of 2024, the Group did not recognize any revenue from its e-commerce business, which previously involved the import and resale of household and personal care items sourced primarily from Japan. The business segment remained under strategic review as the Group reset its market and operational strategy in light of previous disruptions and incomplete documentation left by a former executive director. The Group continues to evaluate suitable opportunities to revitalize this business segment when a commercially viable and strategically aligned model is identified.

是次合作指本集團將其廣告業務擴展至香港以外的足跡，並顯示本集團有能力運用其專業能力、市場知識及營運經驗，為中國充滿活力及快速增長的數碼營銷行業的客戶提供服務。於二零二四年上半年，此舉措所產生之收益對本集團的表現帶來正面貢獻。

根據上市規則第14A章，深圳京基被歸類為關連人士。因此，該協議項下的交易被視為持續關連交易。然而，由於所有相關百分比率及年度上限均低於上市規則第14A.76條所訂明的門檻，故該等交易獲豁免遵守披露、年度審閱及股東批准規定。

本集團將繼續於中國內地探索進一步的業務發展機遇，重點投放於如抖音等數碼平台，以於本年度下半年及往後多元化及加強其廣告收益來源。

醫療及保健產品

誠如二零二三年全年業績所披露，於失去對其主要營運附屬公司京基天資醫療科技有限公司（「京基天資」）的實際控制權，加上COVID-19檢測試劑盒的需求在疫情緩和後大幅下降後，本集團已於二零二三年終止其醫療及保健產品業務。截至二零二四年六月三十日止六個月，此分部並無錄得任何收益。

電子商務

於二零二四年上半年，本集團並無確認來自電子商務業務的任何收益，該業務過往涉及進口及轉售主要來自日本的家居及個人護理用品。鑒於過往的干擾及一名前執行董事留下的不完整文件，本集團重新設定其市場及營運策略，因此該業務分部仍在策略檢討中。本集團繼續評估合適的機會，以在確定商業上可行及策略上一致的模式後重振該業務分部。

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Intellectual property (“IP”) development design service

The Group engaged in IP development design business mainly through Hopeful Top Limited (“Hopeful Top”) since December 2022. However, the document records of this segment, similar to that of the e-commerce segment, were affected by the delivery of documents involving a former executive Director after his departure since September 2023. Since then, the Company ceased development on new business in this segment.

Despite the challenges encountered in the first half of 2024, the Group remains focused on strengthening its core advertising business, enhancing operational efficiency, and pursuing growth through digital transformation and geographical diversification. Our recent expansion into the PRC’s promotional market represents a key step in our long-term strategy to broaden revenue sources and capture new market opportunities.

The Group remains cautiously optimistic about the second half of 2024 and will continue to monitor market developments closely while maintaining financial discipline and operational resilience.

PROSPECT

Looking ahead, the Group remains committed to strengthening its core competencies while actively pursuing opportunities for strategic expansion across Hong Kong and Mainland China. The business environment in Hong Kong has shown signs of gradual recovery post-pandemic, yet remains susceptible to global economic uncertainties. Nonetheless, the Group is well-positioned to capture growth in both recruitment advertising and promotional services, supported by its well-established brand, diversified platforms, and consistent operational execution.

The Group’s flagship publication, *Recruit Magazine*, continues to serve as a trusted and effective platform for recruitment and commercial advertising in Hong Kong. With the easing of pandemic-related disruptions and positive labor market indicators, the demand for recruitment services is expected to improve alongside economic recovery. The Group’s multi-platform approach – spanning print, web, app, and social media channels such as Facebook, Instagram, and Rednote (小紅書) – enables it to reach a broad and diverse audience, thus maintaining relevance in a fast-evolving media landscape.

知識產權(「IP」)開發設計服務

本集團自二零二二年十二月起主要透過豪拓有限公司(「豪拓」)從事IP開發設計業務。然而，與電子商務分部的情況相似，自二零二三年九月起，該分部的文件記錄因涉及一名前任執行董事離職後的文件交付而受到影響。自此，本公司停止於此分部發展新業務。

儘管二零二四年上半年面對挑戰，本集團仍專注於鞏固其核心廣告業務、提升營運效率，以及透過數碼轉型及地域多元化追求增長。我們最近拓展至中國的宣傳市場，標誌著我們拓闊收益來源及把握新市場機遇的長遠策略的關鍵一步。

本集團對二零二四年下半年維持審慎樂觀，並將繼續密切監察市場發展，同時保持嚴謹的財務紀律及營運韌力。

前景

展望未來，本集團將繼續致力於鞏固其核心競爭力，同時積極尋求在香港及中國內地進行戰略擴張的機會。香港的營商環境在疫情後已呈現逐步復甦的跡象，但仍易受全球經濟不確定性影響。儘管如此，本集團憑藉其穩固的品牌、多元化的平台及一貫的營運執行力，已為把握招聘廣告及推廣服務的增長機遇做足準備。

本集團的旗艦刊物*Recruit*雜誌仍為香港值得信賴且高效的招聘及商業廣告平台。隨著疫情相關干擾的緩解及勞動市場指標的利好，預計招聘服務的需求將隨着經濟復甦而改善。本集團的多平台方針涵蓋印刷、網站、應用程式及社交媒體渠道(如Facebook、Instagram及小紅書)，使其能夠接觸廣泛及多元化的受眾，從而在快速變化的媒體環境中保持相關性。

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To further expand its market reach, the Group is actively exploring advertising opportunities in Mainland China, where digital platforms such as Douyin offer significant potential. By partnering with authorized agents and leveraging its in-house design expertise, the Group aims to provide end-to-end advertising solutions to clients interested in penetrating the PRC market.

On the other hand, *Like Magazine*, the Group's lifestyle and leisure-focused online publication, has steadily built a loyal audience base since its full digitalization in 2020. With approximately 160,000 Facebook followers and a growing presence on Instagram and Rednote, the platform has demonstrated strong potential as a horizontal expansion of the Group's advertising business. Positioned as a one-stop portal for food, travel, health, beauty, and lifestyle deals, *Like Magazine* plays a key role in attracting advertising clients seeking to engage with a digitally savvy audience. The Group will continue to invest in content creation and platform optimization to drive traffic and enhance profitability.

Building on its successful track record of organizing job fairs and exhibitions in Hong Kong, the Group is actively expanding its promotional services and event management operations into Mainland China. As cross-border consumer behavior continues to evolve with the development of the Greater Bay Area, demand for high-quality promotional campaigns in PRC shopping malls is on the rise.

To support this expansion, the Group is establishing its own workshop in the PRC (expected to commence operations in July 2025), which will handle the production of event-related props and decorations. This vertical integration will significantly reduce reliance on third-party suppliers, enhance cost efficiency, and improve quality control. Additionally, the Group has onboarded experienced project management personnel with deep expertise in large-scale event execution in Mainland China, further strengthening its operational capabilities.

為進一步擴大市場覆蓋範圍，本集團正積極探索中國內地的廣告機會，其中抖音等數字平台蘊含巨大潛力。通過與授權代理商合作並利用其內部設計專業知識，本集團旨在為有意開拓中國市場的客戶提供端到端廣告解決方案。

另一方面，本集團旗下以生活品味及休閒為重點的在線刊物*Like Magazine*自二零二零年全面數字化以來，已穩步建立忠實的受眾群體。憑藉約160,000名Facebook粉絲及在Instagram及小紅書上日益增長的影響力，該平台已展示出作為本集團廣告業務橫向擴展的強大潛力。*Like Magazine*定位為美食、旅遊、健康、美容及生活優惠的一站式平台，在吸引尋求與精通數字的受眾互動的廣告客戶方面發揮關鍵作用。本集團將繼續投資於內容創作及平台優化，以期提升流量並增強盈利能力。

本集團憑藉其在香港舉辦招聘會及展覽的成功往績，正積極將其推廣服務及活動管理業務擴展至中國內地。隨著大灣區的發展，跨境消費行為不斷演變，中國內地購物中心對優質推廣活動的需求亦日益增長。

為支持是次擴張，本集團正在中國設立自有工廠（預計於二零二五年七月開始營運），該工廠將負責製作活動相關的道具及裝飾品。此垂直整合將顯著降低對第三方供應商的依賴，提高成本效益並改善質量控制。此外，本集團已委聘在中國內地大規模活動執行方面擁有豐富專業知識的資深項目管理人員，進一步加強其營運能力。

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Despite certain disruptions on business segments other than the core advising business of the Group that were mainly caused by the failure to deliver document records involving a former executive director, the Group is entering a promising period of transformation and growth in its core advertising segment. By reinforcing its core advertising business, leveraging digital and social media platforms, and expanding its footprint in the PRC through promotional campaigns and event services, the Group is laying the foundation for sustainable value creation. Supported by a solid financial position, experienced team, and diversified business model, the Group is confident in achieving long-term success and delivering enhanced returns to its shareholders.

FINANCIAL REVIEW

Revenue

The Group is principally engaged in (i) provision of advertising services, (ii) sales of medical and health products, (iii) e-commerce (mainly in sales of household and personal care products), and (iv) IP development design service income.

The revenue of the Group decreased by approximately 31.6% from approximately HK\$20.2 million in 1H2023 to approximately HK\$13.8 million in 1H2024. The decrease in revenue was mainly attributable to the decrease in revenue of advertising business, as well as the cessation of revenue in the segments other than the advertising business, particularly the e-commerce business of the Group.

Provision of advertising services

The Group engaged in provision of advertising services, mainly through operating the Recruit Magazine. The revenue of provision of advertising services was approximately HK\$13.8 million for 1H2024, representing a decrease of approximately 18.4% compared to that of 1H2023.

Sales of medical and health products

The Group engaged in sales of medical and health products, mainly through operating its 51% owned subsidiary, namely KK Wecheck. However, as announced by the Company on 21 February 2024 and 23 February 2024, the former executive director failed and/or refused to provide assistance to deliver full document records regarding KK Wecheck after his departure since September 2023. The Company believes it has lost its control on such subsidiary and therefore de-consolidated since July 2023. Since then, the Company recorded nil revenue in this segment (1H2023: HK\$373,000).

儘管本集團除核心廣告業務以外的業務分部受到若干干擾，該等干擾主要由未能交付涉及一名前任執行董事的文件記錄所致，但本集團正進入其核心廣告分部轉型及增長的有利時期。通過強化其核心廣告業務、利用數字及社交媒體平台以及通過推廣活動及活動服務將業務足跡拓展至中國內地，本集團正為可持續價值創造奠定基礎。憑藉穩固的財務狀況、經驗豐富的團隊及多元化的業務模式，本集團有信心取得長期成功並為股東帶來更高的回報。

財務回顧

收益

本集團主要從事(i)提供廣告服務；(ii)銷售醫療及保健產品；(iii)電子商務(主要銷售家用及個人護理產品)；及(iv) IP開發設計服務收入。

本集團的收益由二零二三年上半年的約20,200,000港元減少約31.6%至二零二四年上半年的約13,800,000港元。收益減少乃主要由於廣告業務收益減少，以及本集團廣告業務以外的業務分部(尤其是電子商務業務)不再錄得收益所致。

提供廣告服務

本集團從事提供廣告服務，主要透過Recruit Magazine進行營運。提供廣告服務之收益於二零二四年上半年約為13,800,000港元，較二零二三年上半年減少約18.4%。

銷售醫療及保健產品

本集團從事銷售醫療及保健產品，主要透過其擁有51%權益之附屬公司京基天資進行營運。然而，誠如本公司於二零二四年二月二十一日及二零二四年二月二十三日所公佈，前任執行董事未能及／或拒絕於彼自二零二三年九月起離任後提供協助以交付有關京基天資之完整文件記錄。本公司認為其已不再對該附屬公司擁有控制權，因此自二零二三年七月起已終止綜合入賬。此後，本公司於該分部錄得零收益(二零二三年上半年：373,000港元)。

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E-commerce

The Group engaged in e-commerce in sales of household and personal care products, mainly through operating one of its subsidiaries, namely Kingkey E-Commerce Limited ("KKEC"). However, as announced by the Company on 21 February 2024 and 23 February 2024, the former executive director failed and/or refused to provide assistance to deliver full document records, having said that the Company managed to retrieve document records (including accounting records) of KKEC prior to September 2023. However, extensive management efforts were spent by the Company to review the pre-existing operation and recover certain investments in this segment, such that the Company slowed down its pace on the development of new business in this segment and focused in recovering proceeds from various items of this segment, such as stock inventory and investments in concerts. In light of the above, the Company recorded nil revenue in 1H2024 (1H2023: HK\$2.9 million) in this segment.

IP development design service

The Group engaged in IP development design business mainly through Hopeful Top since December 2022. However, the document records of this segment were affected by the delivery of documents involving a former executive Director after his departure since September 2023. Since then, the Company ceased development on new business in this segment. In light of the above, the Company recorded nil revenue in 1H2024 (1H2023: nil) in this segment.

Gross profit and gross profit margin

The gross profit of the Group decreased by approximately 23.3% from approximately HK\$14.2 million in 1H2023 to approximately HK\$10.9 million in 1H2024. The decrease in gross profit is mainly attributable to the decrease in revenue, mainly from the segments of advertising business and the e-commerce business.

The gross profit margin of the Group increased from approximately 70.2% in 1H2023 to approximately 78.7% in 1H2024.

Other income

The other income of the Group remained at similar level at approximately HK\$645,000 in 1H2024 compared to that of approximately HK\$634,000 in 1H2023.

電子商務

本集團從事電子商務，銷售家用及個人護理產品，主要透過其一間附屬公司京基電商有限公司(「京基電商」)進行營運。然而，誠如本公司於二零二四年二月二十一日及二零二四年二月二十三日所公佈，前任執行董事未能及／或拒絕提供協助以交付完整文件記錄。儘管如此，本公司成功於二零二三年九月前取回京基電商之文件記錄(包括會計記錄)。然而，本公司投入大量管理精力以審閱早前營運情況及收回該分部的若干項投資，因此本公司於該分部放緩發展新業務步伐，並專注於收回該分部各個項目(如存貨及演唱會投資)之所得款項。鑒於上述情況，本公司於二零二四年上半年於該分部錄得零收益(二零二三年上半年：2,900,000港元)。

IP開發設計服務

本集團自二零二二年十二月起主要透過豪拓從事IP開發設計業務。然而，自二零二三年九月起，該分部的文件記錄因涉及一名前任執行董事離職後的文件交付而受到影響。自此，本公司停止於此分部發展新業務。鑒於上述情況，本公司於二零二四年上半年於該分部錄得零收益(二零二三年上半年：零)。

毛利及毛利率

本集團之毛利由二零二三年上半年的約14,200,000港元減少約23.3%至二零二四年上半年的約10,900,000港元。毛利減少主要由於主要來自廣告業務及電子商務業務分部的收益減少所致。

本集團之毛利率由二零二三年上半年的約70.2%增加至二零二四年上半年的約78.7%。

其他收入

與二零二三年上半年約634,000港元相比，本集團於二零二四年上半年的其他收入維持於相若水平約645,000港元。

Management Discussion and Analysis

管理層討論與分析

Selling and distribution costs

The selling and distribution costs of the Group decreased by approximately 18.8% from approximately HK\$6.2 million in 1H2023 to approximately HK\$5.1 million in 1H2024, mainly reflecting the decrease in the revenue generated from the Group's advertising business.

Administrative expenses

The administrative expenses of the Group decreased by approximately 14.8% from approximately HK\$16.4 million in 1H2023 to approximately HK\$14.0 million in 1H2024. The decrease in administrative expenses is mainly attributable to the decrease in staff cost.

Finance cost

The finance cost of the Group increased from approximately HK\$34,000 in 1H2023 to approximately HK\$57,000 in 1H2024. The increase is mainly due to the increase in lease liabilities.

Loss before income tax

In light of the above, the Group recorded a loss before income tax of approximately HK\$7.5 million in 1H2024, representing a decrease of approximately 25.0%, compared to the loss before income tax of approximately HK\$10.0 million in 1H2023.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2024, the Group had net current assets of approximately HK\$25.9 million (31 December 2023: HK\$30.7 million). The Group's current ratio was approximately 3.5 (31 December 2023: 4.5) while the Group's net assets was approximately HK\$61.4 million compared with those of approximately HK\$114.3 million as at 31 December 2023. Total cash and bank deposits was approximately HK\$31.8 million (31 December 2023: HK\$30 million).

There was no bank loan nor other borrowing as at 30 June 2024 and 31 December 2023. The gearing ratio of the Group was 0% as at 30 June 2024 (as at 31 December 2023: 0%).

The Group adopts centralised financing and treasury policies in order to ensure the Group's funding is utilised efficiently. Conservative approach is adopted on monitoring foreign exchange exposure and interest rate risk. Forward contracts were used to hedge the foreign currency exposure in trading and capital expenditure when it was considered appropriate.

銷售及分銷成本

本集團之銷售及分銷成本由二零二三年上半年的約6,200,000港元減少約18.8%至二零二四年上半年的約5,100,000港元，主要反映本集團廣告業務所產生之收益減少。

行政開支

本集團之行政開支由二零二三年上半年的約16,400,000港元減少約14.8%至二零二四年上半年的約14,000,000港元。行政開支減少主要由於員工成本減少。

融資成本

本集團之融資成本由二零二三年上半年的約34,000港元增加至二零二四年上半年的約57,000港元。該增加主要由於租賃負債增加。

除所得稅前虧損

鑒於上述情況，本集團於二零二四年上半年錄得除所得稅前虧損約7,500,000港元，較二零二三年上半年除所得稅前虧損約10,000,000港元減少約25.0%。

流動資金及財政資源

於二零二四年六月三十日，本集團之流動資產淨值約為25,900,000港元（二零二三年十二月三十一日：30,700,000港元）。本集團之流動比率約為3.5（二零二三年十二月三十一日：4.5），而本集團的資產淨值約為61,400,000港元，於二零二三年十二月三十一日則約為114,300,000港元。現金及銀行存款總額約為31,800,000港元（二零二三年十二月三十一日：30,000,000港元）。

於二零二四年六月三十日及二零二三年十二月三十一日，概無銀行貸款及其他借貸。本集團於二零二四年六月三十日的資本負債比率為0%（於二零二三年十二月三十一日：0%）。

本集團採納集中的融資及庫務政策，以確保有效運用本集團資金。本集團以穩健的態度監控外匯風險及利率風險，並於適當時使用遠期合約對沖其於買賣活動及資本開支中的外匯風險。

Management Discussion and Analysis

管理層討論與分析

The Group does not have material exposure to currency risk as most of the Group's transactions are carried out in HK\$, which is the functional currency of the Company. The Group reviews its foreign currency exposures on a regular basis and does not consider its foreign currency risk to be significant.

由於本集團大部份交易是以港元(即本公司之功能貨幣)進行，故本集團並無面對重大貨幣風險。本集團定期審視本身之外幣風險並認為所面對之外幣風險並非顯著。

INVESTMENTS IN SECURITIES

As at 30 June 2024, the Company has invested in three (31 December 2023: three) securities. The details of, the breakdown and the movement of which during the period is summarised below:

證券投資

於二零二四年六月三十日，本公司已投資三項(二零二三年十二月三十一日：三項)證券。其詳情、明細及期內變動概述如下：

Principal business	No. of share	% of shareholding	At 1 January 2024	Addition	Disposal	Fair value changed during the period	At 30 June 2024	% to the Group's total assets as at 30 June 2024	% to the Group's net assets as at 30 June 2024	
主要業務	股份數目	股權%	於二零二四年一月一日	增持	減持	期內之公平價值變動	於二零二四年六月三十日	於二零二四年六月三十日佔本集團資產總值%	於二零二四年六月三十日佔本集團資產淨值%	
			HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元			
Listed equity securities – Hong Kong										
上市股本證券－香港										
Kingkey Financial International (Holdings) Limited (HK: 1468)**	(i) securities brokerage; (ii) wealth management; and (iii) other financial services, mink farming and trading of mink's fur skin.	115,740,000	1.72%	57,870,000	–	–	(45,138,600)	12,731,400	17.2%	20.7%
京基金融國際(控股)有限公司 (HK: 1468)**	(i)證券經紀；(ii)財富管理；及(iii)其他金融服務、水貂養殖及買賣水貂毛皮。									
China Baoli Technology (Holdings) Limited (HK: 0164)*	(i) mobile and multi-media technologies; (ii) gamma ray radiation services; (iii) tourism and hospitality business; and (iv) train media.	1,158,333	1.60%	903,500	–	–	254,833	1,158,333	1.6%	1.9%
中國寶力科技控股有限公司(HK: 0164)*	(i)手機及多媒體技術；(ii)伽瑪射線照射服務；(iii)旅遊及消閒業務；及(iv)鐵路媒體。									
Listed equity security – Australia										
上市股本證券－澳大利亞										
Frugl Group Limited (AU: FGL)*	sales, distribution and marketing of grocery comparison and data analytics products and services	20,000,000	2.09%	851,200	–	–	(503,800)	347,400	0.5%	0.6%
Frugl Group Limited (AU: FGL)*	銷售、分銷及營銷商品比較及數據分析產品及服務									
Total 總值			59,624,700	–	–	45,387,567	14,237,133	19.3%	23.2%	

Management Discussion and Analysis

管理層討論與分析

Included in equity instruments at fair value through other comprehensive income.

* The above listed equity security was a significant investment held by the Company as at 30 June 2024. No dividend was received from the investment during the period.

計入按公平價值計入其他全面收益之股本工具。

* 上述上市股本證券為本公司於二零二四年六月三十日持有的重大投資。於期內並無從相關投資收到股息。

Save as disclosed above, no significant securities investments were made and no dividend was received from the above securities during the six months ended 30 June 2024.

除上文所披露者外，於截至二零二四年六月三十日止六個月期間，並無作出重大證券投資及並無自上述證券收取股息。

CAPITAL STRUCTURE

As at 30 June 2024, the total issued shares of the Company ("Shares") was 455,534,000 (31 December 2023: 455,534,000 Shares) at HK\$0.2 each.

資本架構

於二零二四年六月三十日，本公司之已發行股份（「股份」）總數為455,534,000股（二零二三年十二月三十一日：455,534,000股股份），每股面值為0.2港元。

CAPITAL COMMITMENTS AND CONTINGENT LIABILITY

As at 30 June 2024, the Group did not have any capital commitment (31 December 2023: Nil). The Group had no significant contingent liabilities as at 30 June 2024 (31 December 2023: Nil).

資本承擔及或然負債

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

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed, the Group did not have any material acquisition or disposal of subsidiaries during the six months ended 30 June 2024.

有關附屬公司之重大收購及出售

除所披露者外，本集團於截至二零二四年六月三十日止六個月並無進行任何有關附屬公司之重大收購或出售。

FUTURE PLANS FOR MATERIAL INVESTMENTS IN CAPITAL ASSETS

As at 30 June 2024, the Company had no plan for material investments in capital assets.

資本資產之重大投資未來計劃

於二零二四年六月三十日，本公司並無任何資本資產之重大投資計劃。

CHARGE ON GROUP ASSETS

As at 30 June 2024, there was no charge on the Group's assets.

集團資產抵押

於二零二四年六月三十日，本集團概無資產抵押。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the 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
		Notes 附註		
Turnover	營業額	6	13,829	20,223
Direct operating costs	直接經營成本		(2,948)	(6,028)
Gross profit	毛利		10,881	14,195
Other income	其他收入		645	634
Selling and distribution costs	銷售及分銷成本		(5,070)	(6,240)
Administrative expenses	行政費用		(13,954)	(16,385)
Provision of impairment on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及應收貸款之減值撥備，扣除撥回		291	(14)
Loss on disposal of subsidiaries	出售附屬公司的虧損		(207)	—
Finance costs	財務費用	7	(57)	(34)
Share of result of an associate	應佔一間聯營公司業績		—	(2,122)
Loss before income tax	除所得稅前虧損	8	(7,471)	(9,966)
Income tax expense	所得稅開支	9	—	—
Loss for the period	本期間虧損		(7,471)	(9,966)
Other comprehensive (loss)/income	其他全面(虧損)/收益			
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>			
Fair value (loss)/gain on equity instruments at fair value through other comprehensive (loss)/income	按公平價值計入其他全面(虧損)/收益之股本工具之公平價值(虧損)/收益		(45,388)	96,259
Other comprehensive (loss)/income for the period, net of tax	本期間其他全面(虧損)/收益，扣除稅項		(45,388)	96,259
Total comprehensive (loss)/income for the period	本期間全面(虧損)/收益總額		(52,859)	86,293

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the 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
	Notes 附註		
Loss for the period attributable to:	以下人士應佔本期間虧損：		
Equity shareholders of the Company	本公司權益股東	(7,471)	(9,662)
Non-controlling interests	非控股權益	–	(304)
		(7,471)	(9,966)
Total comprehensive (loss)/income attributable to:	以下人士應佔全面(虧損)/收益總額：		
Equity shareholders of the Company	本公司權益股東	(52,859)	86,597
Non-controlling interests	非控股權益	–	(304)
		(52,859)	86,293
Loss per share	每股虧損		
– Basic and diluted	– 基本及攤薄	10	(HK1.64 cents 港仙) (HK2.13 cents 港仙)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2024
於二零二四年六月三十日

			At 30 June 2024 於二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2023 於二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	Notes 附註			
ASSETS AND LIABILITIES		資產與負債		
Non-current assets		非流動資產		
Intangible assets		無形資產	260	520
Property, plant and equipment	11	物業、廠房及設備	332	2,944
Right-of-use assets		使用權資產	3,141	2,342
Investment in an associate	12	對一間聯營公司的投資	13,922	13,922
Equity instruments at fair value through other comprehensive income		按公平價值計入其他全面收益 之股本工具	14,237	59,625
Financial asset at fair value through profit or loss		按公平價值計入損益的金融資產	5,574	5,574
			37,466	84,927
Current assets		流動資產		
Trade receivables	13	貿易應收款項	1,562	1,878
Other receivables, deposits and prepayments	13	其他應收款項、按金及預付款	2,332	6,673
Loan receivables		應收貸款	739	739
Cash and cash equivalents		現金及現金等值項目	31,787	30,081
			36,420	39,371
Current liabilities		流動負債		
Contract liabilities		合約負債	983	884
Trade and other payables	14	貿易及其他應付款項	8,266	6,760
Current portion of lease liabilities		租賃負債之即期部份	1,224	1,050
Provision for taxation		稅項撥備	—	—
			10,473	8,694
Net current assets		流動資產淨值	25,947	30,677

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2024

於二零二四年六月三十日

	Notes 附註	At 30 June 2024 於二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2023 於二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Total assets less current liabilities 總資產減流動負債		63,413	115,604
Non-current liabilities 非流動負債			
Non-current portion of lease liabilities 租賃負債之非即期部份		1,967	1,299
Net assets 資產淨值		61,446	114,305
EQUITY 權益			
Share capital 股本	15	91,107	91,107
Reserves 儲備		(29,661)	23,198
Total equity 權益總額		61,446	114,305

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the 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
Net cash generated from/(used in) operating activities	經營業務所得／(所用)現金淨額	654	(22,794)
Investing activities	投資業務		
Acquisition of an associate	收購一間聯營公司	—	(16,044)
Interest received	已收利息	182	1
Payment for investment in concert projects	投資演唱會項目付款	—	(14,052)
Proceeds from disposal of investment in concert projects	出售投資演唱會項目之所得款項	—	11,859
Purchase of property, plant and equipment	購買物業、廠房及設備	(339)	(3,000)
Proceeds from disposal of property, plant and equipments	出售物業、廠房及設備之所得款項	1,500	—
Purchase of equity instruments at fair value through other comprehensive income	購買按公平價值計入其他全面收益之股本工具	—	(839)
Net cash outflow in respect of disposals of subsidiaries	出售附屬公司之現金流出淨額	260	—
Loan to third party	給予第三方之貸款	—	(2,000)
Net cash generated from/(used in) investing activities	投資業務所得／(所用)現金淨額	1,603	(24,075)
Financing activities	融資業務		
Proceeds from shares issued on exercise of share options	因行使購股權時發行之股份所得款項	—	3,390
Repayments of principal portion of lease liabilities	償還租賃負債之本金部份	(494)	(593)
Interest paid on lease liabilities	已付租賃負債利息	(57)	(34)
Share issue expenses paid	已付股份發行開支	—	(4)
Net cash (used in)/generated from financing activities	融資業務(所用)／所得現金淨額	(551)	2,759

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the 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
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加／(減少)淨額	1,706	(44,110)
Cash and cash equivalents at the beginning of the period	期初現金及現金等值項目	30,081	69,917
Cash and cash equivalents at the end of the period	期末現金及現金等值項目	31,787	25,807
Analysis of balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Bank and cash balances	銀行及現金結餘	31,787	25,807

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2024

截至二零二四年六月三十日止六個月

		Attributable to equity shareholders of the Company 歸屬於本公司權益股東									
		Share capital 股本 HK\$'000 千港元 (Note 15) (附註15)	Share premium 股份溢價 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Employee compensation reserve 僱員賠償儲備 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益合計 HK\$'000 千港元
		Balance at 1 January 2024 (Audited)	於二零二四年一月一日之結餘 (經審核)	91,107	165,102	31,472	-	(43,897)	95,402	(224,881)	114,305
Loss for the period	本期間虧損	-	-	-	-	-	-	(7,471)	(7,471)	-	(7,471)
Other comprehensive expense	其他全面開支	-	-	(45,388)	-	-	-	-	(45,388)	-	(45,388)
Total comprehensive expense for the period	本期間全面開支總額	-	-	(45,387)	-	-	-	(7,471)	(52,859)	-	(52,859)
Balance at 30 June 2024 (Unaudited)	於二零二四年六月三十日之結餘(未經審核)	91,107	165,102	(13,195)	-	(43,897)	95,402	(232,352)	61,446	-	61,446

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2024

截至二零二四年六月三十日止六個月

		Attributable to equity shareholders of the Company									
		歸屬於本公司權益股東									
		Share capital	Share premium	Investment revaluation reserve	Employee compensation reserve	Merger reserve	Contributed surplus	Accumulated loss	Total	Non-controlling interests	Total equity
		股本	股份溢價	投資重估儲備	僱員賠償儲備	合併儲備	繳入盈餘	累計虧損	合計	非控股權益	權益合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 15)									
		(附註15)									
Balance at 1 January 2023	於二零二三年一月一日之結餘										
(Audited)	(經審核)	89,323	162,310	80,302	2,975	(43,897)	95,402	(190,732)	195,683	445	196,128
Share options exercised	已行使購股權	1,784	2,796	-	(1,190)	-	-	-	3,390	-	3,390
Share issue expenses	股份發行開支	-	(4)	-	-	-	-	-	(4)	-	(4)
Share options lapsed	已失效購股權	-	-	-	(1,785)	-	-	1,785	-	-	-
Transactions with equity shareholders	與權益股東之交易	1,784	2,792	-	(2,975)	-	-	1,785	3,386	-	3,386
Loss for the period	本期間虧損	-	-	-	-	-	-	(9,662)	(9,662)	(304)	(9,966)
Other comprehensive income:	其他全面收益：										
Change in fair value on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值變動	-	-	96,259	-	-	-	-	96,259	-	96,259
Total comprehensive income for the period	本期間全面收益總額	-	-	96,259	-	-	-	(9,662)	86,597	(304)	86,293
Balance at 30 June 2023	於二零二三年六月三十日之結餘(未經審核)	91,107	165,102	176,561	-	(43,897)	95,402	(198,609)	285,666	141	285,807
(Unaudited)											

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

1. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2024 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair values. The condensed consolidated financial statements are unaudited but have been reviewed by the Company's audit committee.

2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies used in preparing the unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2023 except for the additional accounting policy as mentioned below and those that relate to new or amended standards or interpretations effective for the first time for periods beginning on or after 1 January 2024. Details of any changes in Hong Kong Financial Reporting Standards ("HKFRSs") are set out in note 3.

1. 編製基準

本集團截至二零二四年六月三十日止六個月之未經審核簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十六之適用披露規定及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

未經審核簡明綜合財務報表乃按照歷史成本慣例編製，惟若干財務工具按公平價值計量。簡明綜合財務報表未經審核，惟已由本公司之審核委員會審閱。

2. 主要會計政策

除下述額外會計政策及有關於二零二四年一月一日或之後開始之期間首次生效之新訂立或經修訂準則或詮釋之會計政策外，編製未經審核簡明綜合財務報表所採用之會計政策與截至二零二三年十二月三十一日止年度之全年綜合財務報表所採用者一致。有關香港財務報告準則(「香港財務報告準則」)之任何變動詳情載於附註3。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

2. 主要會計政策(續)

對一間聯營公司的投資

聯營公司為本集團對其擁有重大影響力之實體，重大影響力指有權參與投資對象之財務及營運政策決定，但並非對該等政策擁有控制權或共同控制權。

聯營公司之業績及資產與負債應用會計權益法列入綜合財務報表。根據權益法，於一間聯營公司之投資最初以成本在綜合財務狀況表內確認，並經本集團確認應佔聯營公司損益及其他全面收益後調整。倘本集團應佔一間聯營公司之虧損超出其所佔該聯營公司權益(包括任何實質上構成本集團於該聯營公司之淨投資一部分之長期權益)，則本集團會終止確認其應佔之進一步虧損。僅於本集團已產生法定或推定責任，或須代表該聯營公司付款時方須確認額外虧損。

對一間聯營公司的投資乃自該投資對象成為聯營公司之日起採用權益法入賬。於收購對一間聯營公司的投資時，任何投資成本超出本集團應佔該投資對象可識別資產及負債之公平淨值之數額確認為商譽，而該商譽包括在投資之賬面值內。本集團應佔之可識別資產及負債重估後之公平淨值超出投資成本之差額即時於收購該投資期間之損益中確認。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Investment in an associate (Continued)

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" ("HKAS 36") as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9 "Financial Instruments", the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

2. 主要會計政策(續)

對一間聯營公司的投資(續)

本集團評估是否存在於一間聯營公司之權益出現減值的客觀證據。如存在任何客觀證據，有關投資之全部賬面值(包括商譽)根據香港會計準則第36號「資產減值」(「香港會計準則第36號」)被視為單一資產進行減值測試，方法是將其可收回金額(使用價值與公平價值減出售成本兩者之較高者)與其賬面值進行比較。任何已確認之減值虧損並不會分配到任何資產，包括構成投資賬面值一部分的商譽。根據香港會計準則第36號所確認之任何減值虧損之撥回乃按該投資隨後可收回金額之增加為限。

當本集團終止其於一間聯營公司之重大影響時，入賬為出售投資對象之全部權益，其收益或虧損於損益確認。當本集團保留於前聯營公司的權益，且保留權益屬於香港財務報告準則第9號「金融工具」範圍內之金融資產時，則本集團於當日按公平價值計量保留權益，而公平價值則被視為初始確認時的公平價值。聯營公司的賬面值與任何保留權益的公平價值及出售聯營公司或合營企業有關權益所得任何所得款項之間的差額，乃計入釐定出售聯營公司的損益。此外，倘該聯營公司直接出售相關資產或負債，則本集團按相同基準計入有關該聯營公司的以往於其他全面收益確認的所有金額。因此，倘聯營公司以往於其他全面收益確認的損益重新分類為出售相關資產或負債的損益，則本集團在出售／部份出售相關聯營公司時將權益收益或虧損重新分類至損益(列作重新分類調整)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

3. CHANGES IN HKFRSs

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

The application of these new or amended HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's unaudited condensed consolidated financial statements and amounts reported for the current period and prior years.

The Group has not early adopted the new or amended HKFRSs that have been issued but are not yet effective. The directors of the Company are currently assessing the impact of these new or amended HKFRSs but are not yet in a position to state whether they would have material financial impact on the Group's results of operations and financial position.

3. 香港財務報告準則變動

香港會計師公會已頒佈多項於本集團本會計期間首次生效之新訂立或經修訂香港財務報告準則：

香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司之間的資產出售或注資 ¹
香港財務報告準則第16號之修訂	售後租回的租賃負債 ²
香港會計準則第1號之修訂	將負債分類為流動或非流動及對香港詮釋第5號(二零二零年)作出的相關修訂 ²
香港會計準則第1號之修訂	附帶契諾的非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排 ²
香港會計準則第21號之修訂	缺乏可交換性 ³

¹ 生效日期待定。

² 於二零二四年一月一日或之後開始之年度期間生效。

³ 於二零二五年一月一日或之後開始之年度期間生效。

應用該等新訂立或經修訂香港財務報告準則並無導致本集團之會計政策、本集團未經審核簡明綜合財務報表之呈列以及就本期間及過往年度呈報之金額出現重大變動。

本集團並無提早採納已頒佈但尚未生效之新訂立或經修訂香港財務報告準則。本公司董事現正評估該等新訂立或經修訂香港財務報告準則之影響，惟尚未能斷定有關準則對本集團之營運業績及財務狀況會否產生重大財務影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. USE OF JUDGEMENTS AND ESTIMATES

In preparing this unaudited condensed consolidated financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to 2023 consolidated annual financial statements.

5. SEGMENT INFORMATION

The executive director has identified the Group has three reportable and operating segments, which include advertising, sale of medical and health products and e-commerce respectively.

4. 運用判斷及估計

於編製本未經審核簡明綜合財務報表時，管理層於應用本集團會計政策時所作出之重大判斷及估計不確定因素之主要來源與二零二三年綜合全年財務報表所應用者相同。

5. 分部資料

執行董事已劃分本集團有三個可呈報及經營分部，分別包括廣告、銷售醫療及保健產品以及電子商務。

		Advertising 廣告		Sale of medical and health products 銷售醫療及保健產品		E-commerce 電子商務		Total 合計	
		Six months ended 30 June 截至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		Six months ended 30 June 截至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	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	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	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
Revenue – External sales	收入－對外銷售	13,829	16,950	-	373	-	2,900	13,829	20,223
Reportable segment profit/(loss)	可呈報分部溢利／ (虧損)	1,662	293	-	(619)	(114)	(1,581)	1,548	(1,907)
Amounts included in the measure of segment profit or loss:	計入分部損益計量 的金額：								
Depreciation	折舊	92	606	-	-	-	-	92	606
Provision of impairment on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項 以及應收貸款之 減值撥備，扣除 撥回	(291)	14	-	-	-	-	(291)	14
Interest income	利息收入	(5)	(4)	-	-	-	-	(5)	(4)

There is no inter-segment revenue earned by the segments in both periods.

於兩個期間內，分部並無賺取分部間收益。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

	Advertising 廣告		Sale of medical and health products 銷售醫療及保健產品		E-commerce 電子商務		Total 合計	
	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	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	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	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
Reportable segment assets 可呈報分部資產	10,914	12,755	-	4,017	2,731	33,916	13,645	50,688
Reportable segment liabilities 可呈報分部負債	4,598	7,615	-	81	-	576	4,598	8,272

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
Reportable segment profit/(loss) 可呈報分部溢利／(虧損)		1,548	(1,907)
Unallocated corporate income 未分配企業收入		480	318
Unallocated corporate expenses* 未分配企業費用*		(9,442)	(8,343)
Finance costs 財務費用		(57)	(34)
Loss before income tax 除所得稅前虧損		(7,471)	(9,966)

* Unallocated corporate expenses included staff costs, depreciation at corporate level and legal and professional fees incurred by the Group.

* 未分配企業費用包括公司層面上員工成本、折舊以及本集團招致的法律及專業費用。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

		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
Reportable segment assets	可呈報分部資產	13,645	37,082
Intangible assets	無形資產	260	520
Property, plant and equipment	物業、廠房及設備	16	2,938
Right-of-use assets	使用權資產	1,337	1,809
Investment in an associate	對一間聯營公司的投資	13,922	13,922
Equity instruments at FVOCI	按公平價值計入其他全面收益之股本工具	14,237	59,625
Financial asset at FVTPL	按公平價值計入損益的金融資產	3,267	3,267
Loan receivables	應收貸款	739	739
Other receivables, deposits and prepayments	其他應收款項、按金及預付款	923	748
Cash and cash equivalents	現金及現金等值項目	25,540	3,648
Group assets	集團資產	73,886	124,298
Reportable segment liabilities	可呈報分部負債	4,598	3,327
Lease liabilities	租賃負債	1,329	1,802
Other payables	其他應付款項	6,513	4,864
Group liabilities	集團負債	12,440	9,993

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

5. SEGMENT INFORMATION (Continued)

The Group's revenue from external customers and its non-current assets other than financial instruments are in the following geographical area.

5. 分部資料(續)

本集團來自外界客戶之收益及其非流動資產(不包括財務工具)來自以下地區。

	Revenue from external customers 來自外界客戶之收益		Non-current assets 非流動資產	
	Six months ended 30 June 截至六月三十日止六個月		30 June 2024	31 December 2023
	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	二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	二零二三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
The People's Republic of China 中華人民共和國(「中國」) (「PRC」)	–	–	–	–
Hong Kong (domicile) 香港(主體所在地)	13,829	20,223	3,733	5,806
	13,829	20,223	3,733	5,806

Sales by geographical market is analysed based on the location of customers and the geographical location of non-current assets is based on the physical location of the assets or the location of the operation to which they are allocated.

按地區市場劃分之銷售乃根據客戶所在地而分析及非流動資產之地理位置乃基於資產實際所在地或獲分配相關資產的營運地點而分析。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6. TURNOVER

The principal activities of the Group are provision of advertising services, sale of medical and health products and sale of household and personal care products.

6. 營業額

本集團之主要業務為提供廣告服務、銷售醫療及保健產品以及銷售家用及個人護理產品。

		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
Revenue from contracts with customers within the scope of HKFRS 15:	於香港財務報告準則第15號範圍內來自客戶合約之收益：		
Advertising income	廣告收入	13,829	16,950
Sale of medical and health products	銷售醫療及保健產品	—	373
Sale of household and personal care products	銷售家用及個人護理產品	—	2,900
		13,829	20,223

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6. TURNOVER (Continued)

In the following table, revenue is disaggregated by primary geographical market, major products and service lines and timing of revenue recognition.

6. 營業額(續)

於下表，收益按主要地區市場、主要產品及服務鏈以及收益確認時間分拆。

		Advertising 廣告		Sale of medical and health products 銷售醫療及保健產品		E-commerce 電子商務		Total 合計	
		Six months ended 30 June 截至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		Six months ended 30 June 截至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	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	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	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
Primary geographical market 主要地區市場									
PRC	中國	-	-	-	-	-	-	-	-
Hong Kong	香港	13,829	16,950	-	373	-	2,900	13,829	20,223
		13,829	16,950	-	373	-	2,900	13,829	20,223
Major products and service lines 主要產品及服務鏈									
Provision of advertising services	提供廣告服務	13,829	16,950	-	-	-	-	13,829	16,950
Sale of medical and health products	銷售醫療及保健產品	-	-	-	373	-	-	-	373
Sale of household and personal care products	銷售家用及個人護理產品	-	-	-	-	-	2,900	-	2,900
		13,829	16,950	-	373	-	2,900	13,829	20,223
Timing of revenue recognition 收益確認時間									
At point in time	於某一時間點	-	-	-	373	-	2,900	-	3,273
Transferred over time	在一段時間轉讓	13,829	16,950	-	-	-	-	13,829	16,950
		13,829	16,950	-	373	-	2,900	13,829	20,223

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

7. FINANCE COSTS

7. 財務費用

		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 charges on other borrowing with repayment on demand clause	其他借貸之利息支出，當中包含 須按要求還款之條款	—	—
Interest on lease liabilities	租賃負債利息	57	34
		57	34

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

8. LOSS BEFORE INCOME TAX

Loss before income tax has been arrived at after charging/
(crediting):

8. 除所得稅前虧損

除所得稅前虧損已扣除／(計入)下列各項：

		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
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	249	103
Depreciation of right-of-use assets	使用權資產之折舊	553	840
Employee benefit expense	僱員福利開支	4,088	12,740
Exchange loss	匯兌虧損	119	192
Provision of impairment on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及應收貸款之減值撥備，扣除撥回	—	14
Interest income	利息收入	(324)	(209)
Cost of inventories recognised in direct operating costs	於直接經營成本確認的存貨成本	2,948	3,128

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

9. INCOME TAX EXPENSE

The Group is subject to Hong Kong Profits Tax under the two-tiered profits tax rate regime. Under the two-tiered profits tax rate regime, the first HK\$2 million of profits of the qualifying group entity would be taxed at 8.25%, and profits above HK\$2 million would be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime would continue to be taxed at a flat rate of 16.5%.

9. 所得稅開支

本集團須根據兩級制利得稅率制度繳納香港利得稅。根據兩級制利得稅率制度，合資格集團實體首2,000,000港元溢利將按8.25%稅率徵稅，而超過2,000,000港元之溢利將按16.5%稅率徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按統一稅率16.5%繳納稅項。

		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
Hong Kong profits tax:	香港利得稅：		
Current tax	本期稅項	—	—

No Hong Kong profits tax had been provided as the Group had sufficient tax loss brought forward to set off against the estimated assessable profits during the six months ended 30 June 2024 and 2023.

截至二零二四年及二零二三年六月三十日止六個月，並無計提香港利得稅，因為本集團有充足結轉稅務虧損以抵銷估計應課稅溢利。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

10. LOSS PER SHARE

The calculation of basic and diluted loss per share for the six months ended 30 June 2024 is based on the loss for the period attributable to equity shareholders of the Company of HK\$7,471,000 (six months ended 30 June 2023: HK\$9,662,000) and the weighted average of 455,534,000 ordinary shares (six months ended 30 June 2023: 454,047,000 shares) in issue during the interim period.

For the six months ended 30 June 2024, diluted loss per share attributable to equity shareholders of the Company was the same as basic loss per share as there was no dilutive potential ordinary shares in existence.

For the six months ended 30 June 2023, the computation of diluted loss per share did not assume the exercise of the Company's outstanding share options as the exercise price of these options was higher than the average market price of shares for the period.

10. 每股虧損

截至二零二四年六月三十日止六個月的每股基本及攤薄虧損乃根據本公司權益股東應佔期內虧損7,471,000港元(截至二零二三年六月三十日止六個月: 9,662,000港元)及中期期間已發行的普通股加權平均數455,534,000股(截至二零二三年六月三十日止六個月: 454,047,000股)計算。

截至二零二四年六月三十日止六個月, 本公司權益股東應佔每股攤薄虧損與每股基本虧損相同, 因並無潛在攤薄普通股。

截至二零二三年六月三十日止六個月, 由於本期間本公司尚未行使購股權之行使價均高於股份平均市價, 因此在計算每股攤薄虧損時並無假設該等購股權已獲行使。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

11. PROPERTY, PLANT AND EQUIPMENT

The movements during the periods are:

11. 物業、廠房及設備

於本期間之變動如下：

		Property, Plant and equipment 物業、廠房及 設備 HK\$'000 千港元
Net book amount as at 1 January 2023 (Audited)	於二零二三年一月一日的賬面淨值(經審核)	395
Additions	添置	3,000
Depreciation	折舊	(103)
Net book amount as at 30 June 2023 (Unaudited)	於二零二三年六月三十日的賬面淨值 (未經審核)	3,292
Net book amount as at 1 January 2024 (Audited)	於二零二四年一月一日的賬面淨值(經審核)	2,944
Additions	添置	339
Depreciation	折舊	(249)
Disposal of cost	出售成本	(3,400)
Disposal of accumulate depreciation	出售累計折舊	743
Written-off of cost	撇銷成本	(365)
Written-off of accumulate depreciation	撇銷累計折舊	320
Net book amount as at 30 June 2024 (Unaudited)	於二零二四年六月三十日的賬面淨值 (未經審核)	332

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

12. INVESTMENT IN AN ASSOCIATE

On 3 April 2023, the Company subscribed 45% of the issued shares in Aurora Medical Technology (HK) Corp. Limited ("Aurora HK"), which is an investment holding company for consideration of HK\$16,044,000. Aurora HK and its subsidiaries engaged in provision of medical and healthcare services.

12. 對一間聯營公司的投資

於二零二三年四月三日，本公司以代價16,044,000港元認購投資控股公司奧洛瑞(香港)醫療科技集團有限公司(「奧洛瑞(香港)」)發行股份之45%。奧洛瑞(香港)及其附屬公司從事提供醫療及保健服務。

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元
Cost of investment in an associate	對一間聯營公司的投資的成本	16,044
Share of post-acquisition loss	應佔收購後虧損	(2,122)
		13,922

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

13. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

The Group allows a credit period from 3 days to 120 days (31 December 2023: 3 days to 120 days) to its trade customers.

Ageing analysis of trade receivables as at 30 June 2024, based on invoice date and net of provisions, is as follows:

13. 貿易及其他應收款項、按金及預付款

本集團給予其貿易客戶3天至120天(二零二三年十二月三十一日：3天至120天)之信貸期。

於二零二四年六月三十日之貿易應收款項按發票日期及扣除撥備後之賬齡分析如下：

		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
0–30 days	0至30天	1,314	1,338
31–60 days	31至60天	241	533
61–90 days	61至90天	7	7
91–120 days	91至120天	–	–
121–150 days	121至150天	–	–
Over 150 days	150天以上	–	–
Total trade receivables	貿易應收款項總額	1,562	1,878
Other receivables	其他應收款項	607	5,087
Deposits	按金	1,530	1,293
Prepayments	預付款	195	293
		3,894	8,551

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

14. TRADE AND OTHER PAYABLES

As at 30 June 2024, the ageing analysis of trade payables (which are included in trade and other payables), based on the invoice date, is as follows:

14. 貿易及其他應付款項

於二零二四年六月三十日，貿易應付款項（已列入貿易及其他應付款項）按發票日期的賬齡分析如下：

		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 1 month	一個月內	—	—
1 to 3 months	一至三個月	—	—
Over 3 months but within 6 months	三個月以上但六個月內	—	—
Trade payables	貿易應付款項	—	—
Accruals	應計開支	6,918	6,028
Other payables	其他應付款項	1,348	1,020
		8,266	7,048

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

15. SHARE CAPITAL

15. 股本

		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)	
		No. of shares 股份數目 '000 千股	HK\$'000 千港元	No. of shares 股份數目 '000 千股	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.20 each	每股面值0.20港元之普通股	5,000,000	1,000,000	5,000,000	1,000,000
Issued and fully paid:	已發行及繳足：				
At the beginning of period/year	期／年初	455,534	91,107	446,614	89,323
Shares issued upon exercise of share options	因行使購股權時發行之股份	–	–	8,920	1,784
At the end of period/year	期／年末	455,534	91,107	455,534	91,107

16. SHARE-BASED EMPLOYEE COMPENSATION

No new share options were granted during the six months ended 30 June 2024.

16. 以股份支付之僱員薪酬

於截至二零二四年六月三十日止六個月並無授出新購股權。

17. DIVIDENDS

No interim dividend was declared in respect of the six months ended 30 June 2024 and 2023.

17. 股息

截至二零二四年及二零二三年六月三十日止六個月並無宣派中期股息。

18. CAPITAL COMMITMENTS

As at 30 June 2024, the Group did not have capital commitment contracted but not provided (31 December 2023: HK\$2,432,000).

18. 資本承擔

於二零二四年六月三十日，本集團並無已訂約但未撥備的資本承擔(二零二三年十二月三十一日：2,432,000港元)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

19. RELATED PARTY TRANSACTIONS

(a) Related party transactions

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save as disclosed elsewhere in the unaudited condensed consolidated financial statements, details of significant transactions between the Group and other related parties for the six months ended 30 June 2024 are disclosed as follows:

19. 有關連人士交易

(a) 有關連人士交易

本公司與屬本公司有關連人士之附屬公司之交易已於綜合賬目時對銷，且並無於本附註內披露。除未經審核簡明綜合財務報表其他部份披露者外，本集團與其他有關連人士於截至二零二四年六月三十日止六個月進行之重大交易詳情披露如下：

			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
		Notes 附註		
Rental income received from related company	自關連公司收取的租金收入	(iii)	162	—
Professional fees paid to a related company	已付專業費用予一間關連公司	(i)	—	550
Marketing expenses paid to a related company	已付營銷費用予一間關連公司	(ii)	—	250

Notes:

- (i) During the six months ended 30 June 2023, professional fees were paid to a related company, in which Mr. Tsang Hing Bun, a director of the Company, is a director and has control over this company, for providing company secretary services.

附註：

- (i) 截至二零二三年六月三十日止六個月，已付專業費用予一間關連公司（本公司董事曾慶贊先生亦為該公司董事及擁有控制權），以提供公司秘書服務。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

19. RELATED PARTY TRANSACTIONS (Continued)

(a) Related party transactions (Continued)

Notes: (Continued)

- (ii) During the six months ended 30 June 2023, marketing expenses were paid to a related company, in which Mr. Tsang Hing Bun, a director of the Company, is a director and has control over this company, for providing promotion and marketing services. The service charges were determined at the market rate at the date when the service was provided.
- (iii) During the six months ended 30 June 2024, the Company received rental income from related companies, COOLPAD GROUP LIMITED and Xcentz Limited.

(b) Amounts due from/(to) related parties

At the end of the reporting period, the Group had the following balance with related parties:

19. 有關連人士交易(續)

(a) 有關連人士交易(續)

附註：(續)

- (ii) 截至二零二三年六月三十日止六個月，已付營銷費用予一間關連公司(本公司董事曾慶贊先生亦為該公司董事及擁有控制權)，以提供推廣及營銷服務。服務酬金乃根據提供服務日期時之市價釐定。
- (iii) 截至二零二四年六月三十日止六個月，本公司自關連公司(酷派集團有限公司及Xcentz Limited)收取租金收入。

(b) 應收／(應付)有關連人士款項

於報告期末，本集團與有關連人士之結餘如下：

		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
Included in trade receivables:	計入貿易應收款項：		
Kingkey Management Limited (Note)	京基企業管理有限公司(附註)	—	—
Included in other receivables:	計入其他應收款項：		
COOLPAD Group Limited	酷派集團有限公司	81	—
Xcentz Limited	Xcentz Limited	81	—
Included in other payables:	計入其他應付款項：		
Kingkey Enterprise Hong Kong Limited (Note)	京基實業香港有限公司(附註)	368	1,020

Note: Amounts due from/(to) related parties are unsecured, interest free and expected to be recovered/due to be repaid within one year.

附註：應收／(應付)有關連人士款項為無抵押、不計息且預期將於一年內收回／到期償還。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

19. RELATED PARTY TRANSACTIONS (Continued)

(c) Compensation of key management personnel

The directors of the Company were considered to be key management personnel of the Group. The remuneration of key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends.

19. 有關連人士交易(續)

(c) 主要管理人員補償

本公司董事被視為本集團主要管理人員。主要管理人員之酬金乃由薪酬委員會經考慮個別人士之表現及市場趨勢後釐定。

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
Short-term employee benefits 短期僱員福利	922	855

20. CONTINGENT LIABILITIES

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

20. 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)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

21. EVENT AFTER REPORTING DATE

1. Disposal of subsidiaries

Subsequent to the reporting period but before the issue of this report, the Company entered into the sale and purchase agreements with an independent third party to dispose (i) all the issued shares of Beyond Noble, which is the legal and beneficial owner of 51% of the issued shares of KK Wecheck, for the consideration of HK\$19,000; and (ii) all the issued shares of Smart Path, which is the legal and beneficial owner of the entire issued share capital of Hopeful Top, for the consideration of HK\$1. The transaction was completed by December 2024. Upon completion, the Group ceased to hold any interest in Beyond Noble, KK Wecheck, Smart Path, and Hopeful Top.

For further detail of the transaction, please refer to the announcement of the Company dated 14 March 2025.

2. Disposal of associate company

The Company disposed its entire interests in an investment of an associate company, namely Aurora, for the consideration of HK\$9,950,000. The transaction was completed in May 2025. Upon completion, the Company ceased to hold any interest in Aurora.

For further details of the transaction, please refer to the announcement of the Company dated 7 May 2025.

3. Disposal of listed securities

On 30 September 2024, the Company disposed on open market a total of 11,574,000 shares of Kingkey Financial International (Holdings) Limited (the "Kingkey Financial Share(s)") at an aggregate consideration of approximately HK\$9.5 million (exclusive of transaction costs). The average selling price (exclusive of transaction costs) for the Disposal of each Kingkey Financial Share is approximately HK\$0.82. Immediately after the disposal, the Company ceased to hold any Kingkey Financial Share.

21. 報告日後事項

1. 出售附屬公司

於報告期後但於本報告刊發前，本公司與一名獨立第三方訂立買賣協議，以出售(i) Beyond Noble(為京基天資51%已發行股份的法定及實益擁有人)的全部已發行股份，代價為19,000港元；及(ii) Smart Path(為豪拓全部已發行股本的法定及實益擁有人)的全部已發行股份，代價為1港元。該交易已於二零二四年十二月前完成。於完成後，本集團不再持有Beyond Noble、京基天資、Smart Path及豪拓的任何權益。

有關該交易的進一步詳情，請參閱本公司日期為二零二五年三月十四日的公佈。

2. 出售聯營公司

本公司出售其於一間聯營公司(即奧洛瑞)的全部投資權益，代價為9,950,000港元。該交易已於二零二五年五月完成。於完成後，本公司不再持有奧洛瑞的任何權益。

有關該交易的進一步詳情，請參閱本公司日期為二零二五年五月七日的公佈。

3. 出售上市證券

於二零二四年九月三十日，本公司在公開市場出售合共11,574,000股京基金融國際(控股)有限公司股份(「京基金融股份」)，總代價約為9,500,000港元(不包括交易成本)。出售每股京基金融股份的平均售價(不包括交易成本)約為0.82港元。緊隨出售事項後，本公司不再持有任何京基金融股份。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

21. EVENT AFTER REPORTING DATE (Continued)

3. Disposal of listed securities (Continued)

For further detail of the transaction, please refer to the announcement of the Company dated 30 September 2024.

4. Litigation

HCA 281/2024

The Company and certain of its subsidiaries commenced an action against a former Director and his controlled company for damages and equitable compensation arising out of, among others, the said Director's breach of fiduciary duties and/or knowing receipt of benefits from such breaches. The former Director and his controlled company had filed a defence and counterclaim. The Company had subsequently filed a reply and defence to counterclaim. As pleadings have now closed, the case shall proceed to the case management stage for further directions. No hearing date has been fixed for the proceedings as at the date of this interim report.

HCA 241/2024

The Company commenced an action against another company concerning a dispute arising out of a subscription agreement. In the amended statement of claim, the Company sought (i) a declaration that the said subscription agreement was null and void and of no legal effect, (ii) rescission of the subscription agreement, and (iii) return of the consideration paid for the subscription of shares in the defendant. The defendant had filed a defence.

Upon the completion of the agreement of sales and purchase for the shares in dispute, the Company has disposed of the shares in dispute. Consequently, parties signed a consent summons to discontinue the action which the court had approved.

21. 報告日後事項(續)

3. 出售上市證券(續)

有關該交易的進一步詳情，請參閱本公司日期為二零二四年九月三十日的公佈。

4. 訴訟

高院民事訴訟2024年第281號

本公司及其若干附屬公司針對一名前董事及其控制的公司提起訴訟，尋求因(其中包括)該名董事違反受信責任及／或明知而收受從該等違反所得的利益而產生的損害賠償及衡平法補償。該前董事及其控制的公司已提交抗辯與反訴。本公司隨後提交了對反訴的答辯與抗辯。由於訴狀受理現已結束，本案將進入個案處理階段以尋求進一步指示。截至本中期報告日期，該訴訟尚未確定聆訊日期。

高院民事訴訟2024年第241號

本公司就認購協議引起的爭議對另一家公司提起訴訟。在經修訂申索陳述書中，本公司尋求(i)宣告上述認購協議無效及不具法律效力，(ii)撤銷認購協議，及(iii)退還為認購被告人股份所支付的代價。被告人已提出抗辯。

於完成爭議股份之買賣協議後，本公司已出售爭議股份。因此，各方已簽署同意傳票以終止訴訟，該同意傳票已獲法院批准。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

21. EVENT AFTER REPORTING DATE (Continued)

4. Litigation (Continued)

DCCJ 1940/2024

A former Director commenced an action against the Company for alleged defamatory statements contained in the Company's announcements published in compliance of the Listing Rules of Hong Kong. The Company had filed a defence to contest the former Director's alleged defamatory claim. No hearing date has been fixed for the proceedings as at the date of this interim report.

HCMP 1474/2024

The Company commenced taxation proceedings against its former solicitors in relation to the invoices for service rendered. The former solicitors have provided further itemized breakdown regarding the invoices and the Company is reviewing the same.

Please refer to the announcements of the Company dated 21 February 2024, 23 February 2024, 18 March 2024 and 18 April 2024 respectively for further details.

The Company will make further disclosure wherever appropriate or necessary.

21. 報告日後事項(續)

4. 訴訟(續)

區域法院民事訴訟2024年第1940號

一名前董事對本公司提起訴訟，指控本公司遵照香港上市規則刊發的公佈內載有誹謗性陳述。本公司已提出抗辯，對該前董事指稱的誹謗申索進行爭辯。截至本中期報告日期，該訴訟尚未確定聆訊日期。

高院雜項案件2024年第1474號

本公司針對其前律師就所提供服務之發票提起稅務訴訟。前律師已就發票提供進一步的分項細目，本公司正在審閱。

進一步詳情請參閱本公司日期分別為二零二四年二月二十一日、二零二四年二月二十三日、二零二四年三月十八日及二零二四年四月十八日的公佈。

本公司將於適當或必要時作出進一步披露。

Other Disclosures

其他披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 30 June 2024, none of the Directors or chief executives of the Company 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") which were 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 they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 of the Listing Rules.

SHARE OPTIONS

As at 30 June 2024, no share options were outstanding.

SHARE AWARD

On 28 December 2022, the Company approved to adopt a ten-year share award scheme ("Share Award Scheme"). The purposes of the Share Award Scheme are to recognise the contributions by selected employees and give incentives to them in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

Subject to the rules of the Share Award Scheme (the "Scheme Rules"), the Board and the remuneration committee of the Board may, from time to time, at its absolute discretion select any eligible employee (other than any excluded employee as defined under the Scheme Rules) for participation in the Share Award Scheme as a selected participant, and grant such number of awarded shares to any such selected participant at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

The Board shall not make any further award of awarded shares which will result in the total number of Shares granted under the Share Award Scheme exceeding 5% of the total number of issued Shares of the Company from the date of adoption.

董事及最高行政人員於證券之權益

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於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之任何股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉）或根據證券及期貨條例第352條須登記於該條所述登記冊或根據上市規則附錄C3所載標準守則須知會本公司及聯交所之任何權益或淡倉。

購股權

於二零二四年六月三十日，概無購股權尚未行使。

股份獎勵

於二零二二年十二月二十八日，本公司批准採納十年股份獎勵計劃（「股份獎勵計劃」）。股份獎勵計劃旨在嘉許獲選僱員之貢獻並給予激勵，以就本集團之持續營運及發展挽留彼等，並吸引合適人士進一步發展本集團。

根據股份獎勵計劃規則（「計劃規則」），董事會及董事會薪酬委員會可不時全權酌情選出任何合資格僱員（不包括計劃規則所界定之任何豁除僱員），以獲選參與者身份參與股份獎勵計劃，按董事會可能全權酌情決定之有關數目，並根據有關條款及條件及在其規限下，向任何獲選參與者無償授出有關數目之獎勵股份。

董事會將不會作出任何進一步有關獎勵股份之獎勵，致使根據股份獎勵計劃授出之股份總數超出本公司自採納日期起已發行股份總數之5%。

Other Disclosures 其他披露

The Share Award Scheme shall terminate on the earlier of the last day of the 10th anniversary of the adoption date; and such date of early termination as determined by the Board by a resolution of the Board, provided that such termination shall not affect any subsisting rights of selected participants.

During the period, the Board neither granted any awards nor caused to pay the trustee the trust fund for purchase nor subscription of Shares. No Awarded Shares were granted since the adoption of the Share Award Scheme.

With effect from 1 January 2023, Chapter 17 of the Listing Rules was amended to govern both share schemes involving new shares and existing shares of listed issuers ("Amended Listing Rules"). The Share Award Scheme constitutes a share scheme under the Amended Listing Rules and shall be subject to the applicable disclosure requirements under the amended Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in the Amended Listing Rules. Therefore, the adoption of such scheme will not be subject to Shareholders' approval. Details of the Scheme Rules are set out in the announcement of the Company dated 28 December 2022.

As at the date of this report, the Board neither granted any awards nor caused to pay the trustee the trust fund for purchase nor subscription of Shares.

Referring the announcement dated 9 August 2024, the Company does not expect to grant any awards under the Scheme prior to its expiry on 27 December 2032 and in order to reduce administrative cost and improve the cashflow position of the Company, the Board has resolved to terminate the Scheme with effect from 9 August 2024. The Company does not expect the Termination will have any negative impact to the business and operation of the Company.

股份獎勵計劃將於採納日期起計第10週年之最後一日及由董事會藉董事會決議案決定提早終止當日（惟終止不會影響任何獲選參與者任何存續權利）之較早者終止。

於本期間內，董事會並無授出任何獎勵，亦無促使向受託人支付信託基金以購買或認購股份。自採納股份獎勵計劃起並無授出獎勵股份。

自二零二三年一月一日起，上市規則第17章已作出修訂，以規範涉及上市發行人新股份及現有股份的股份計劃（「經修訂上市規則」）。股份獎勵計劃構成經修訂上市規則項下的股份計劃，並須遵守經修訂上市規則第17.12條的適用披露規定。然而，該計劃並不構成經修訂上市規則所指涉及發行新股份的計劃。因此，採納該計劃將毋須經股東批准。有關計劃規則的詳情載於本公司日期為二零二二年十二月二十八日的公佈。

於本報告日期，董事會並無授出任何獎勵，亦無促使向受託人支付信託基金以購買或認購股份。

茲提述日期為二零二四年八月九日之公佈，本公司預期於二零三二年十二月二十七日該計劃屆滿前不會根據該計劃授出任何獎勵，且為減少行政成本及改善本公司現金流量狀況，董事會已議決終止該計劃，自二零二四年八月九日起生效。本公司預期終止將不會對本公司的業務及營運造成任何負面影響。

Other Disclosures 其他披露

EVENT AFTER REPORTING PERIOD

1. Disposal of subsidiaries

Subsequent to the reporting period but before the issue of this report, the Company entered into the sale and purchase agreements with an independent third party to dispose (i) all the issued shares of Beyond Noble, which is the legal and beneficial owner of 51% of the issued shares of KK Wecheck, for the consideration of HK\$19,000; and (ii) all the issued shares of Smart Path, which is the legal and beneficial owner of the entire issued share capital of Hopeful Top, for the consideration of HK\$1. The transaction was completed by December 2024. Upon completion, the Group ceased to hold any interest in Beyond Noble, KK Wecheck, Smart Path, and Hopeful Top.

For further detail of the transaction, please refer to the announcement of the Company dated 14 March 2025.

2. Disposal of associate company

The Company disposed its entire interests in an investment of an associate company, namely Aurora, for the consideration of HK\$9,950,000. The transaction was completed in May 2025. Upon completion, the Company ceased to hold any interest in Aurora.

For further details of the transaction, please refer to the announcement of the Company dated 7 May 2025.

3. Disposal of listed securities

On 30 September 2024, the Company disposed on open market a total of 11,574,000 shares of Kingkey Financial International (Holdings) Limited (the "Kingkey Financial Share(s)") at an aggregate consideration of approximately HK\$9.5 million (exclusive of transaction costs). The average selling price (exclusive of transaction costs) for the Disposal of each Kingkey Financial Share is approximately HK\$0.82. Immediately after the disposal, the Company ceased to hold any Kingkey Financial Share.

For further detail of the transaction, please refer to the announcement of the Company dated 30 September 2024.

報告期後事項

1. 出售附屬公司

於報告期後但於本報告刊發前，本公司與一名獨立第三方訂立買賣協議，以出售(i) Beyond Noble(為京基天資51%已發行股份的法定及實益擁有人)的全部已發行股份，代價為19,000港元；及(ii) Smart Path(為豪拓全部已發行股本的法定及實益擁有人)的全部已發行股份，代價為1港元。該交易已於二零二四年十二月前完成。於完成後，本集團不再持有Beyond Noble、京基天資、Smart Path及豪拓的任何權益。

有關該交易的進一步詳情，請參閱本公司日期為二零二五年三月十四日的公佈。

2. 出售聯營公司

本公司出售其於一間聯營公司(即奧洛瑞)的全部投資權益，代價為9,950,000港元。該交易已於二零二五年五月完成。於完成後，本公司不再持有奧洛瑞的任何權益。

有關該交易的進一步詳情，請參閱本公司日期為二零二五年五月七日的公佈。

3. 出售上市證券

於二零二四年九月三十日，本公司在公開市場出售合共11,574,000股京基金融國際(控股)有限公司股份(「京基金融股份」)，總代價約為9,500,000港元(不包括交易成本)。出售每股京基金融股份的平均售價(不包括交易成本)約為0.82港元。緊隨出售事項後，本公司不再持有任何京基金融股份。

有關該交易的進一步詳情，請參閱本公司日期為二零二四年九月三十日的公佈。

LITIGATION

HCA 281/2024

The Company and certain of its subsidiaries commenced an action against a former Director and his controlled company for damages and equitable compensation arising out of, among others, the said Director's breach of fiduciary duties and/or knowing receipt of benefits from such breaches. The former Director and his controlled company had filed a defence and counterclaim. The Company had subsequently filed a reply and defence to counterclaim. As pleadings have now closed, the case shall proceed to the case management stage for further directions. No hearing date has been fixed for the proceedings as at the date of this interim report.

HCA 241/2024

The Company commenced an action against another company concerning a dispute arising out of a subscription agreement. In the amended statement of claim, the Company sought (i) a declaration that the said subscription agreement was null and void and of no legal effect, (ii) rescission of the subscription agreement, and (iii) return of the consideration paid for the subscription of shares in the defendant. The defendant had filed a defence.

Upon the completion of the agreement of sales and purchase for the shares in dispute, the Company has disposed of the shares in dispute. Consequently, parties signed a consent summons to discontinue the action which the court had approved.

DCCJ 1940/2024

A former Director commenced an action against the Company for alleged defamatory statements contained in the Company's announcements published in compliance of the Listing Rules of Hong Kong. The Company had filed a defence to contest the former Director's alleged defamatory claim. No hearing date has been fixed for the proceedings as at the date of this interim report.

訴訟

高院民事訴訟2024年第281號

本公司及其若干附屬公司針對一名前董事及其控制的公司提起訴訟，尋求因(其中包括)該名董事違反受信責任及／或明知而收受從該等違反所得的利益而產生的損害賠償及衡平法補償。該前董事及其控制的公司已提交抗辯與反訴。本公司隨後提交了對反訴的答辯與抗辯。由於訴狀受理現已結束，本案將進入個案處理階段以尋求進一步指示。截至本中期報告日期，該訴訟尚未確定聆訊日期。

高院民事訴訟2024年第241號

本公司就認購協議引起的爭議對另一家公司提起訴訟。在經修訂申索陳述書中，本公司尋求(i)宣告上述認購協議無效及不具法律效力，(ii)撤銷認購協議，及(iii)退還為認購被告人股份所支付的代價。被告人已提出抗辯。

於完成爭議股份之買賣協議後，本公司已出售爭議股份。因此，各方已簽署同意傳票以終止訴訟，該同意傳票已獲法院批准。

區域法院民事訴訟2024年第1940號

一名前董事對本公司提起訴訟，指控本公司遵照香港上市規則刊發的公佈內載有誹謗性陳述。本公司已提出抗辯，對該前董事指稱的誹謗申索進行爭辯。截至本中期報告日期，該訴訟尚未確定聆訊日期。

Other Disclosures 其他披露

HCMP 1474/2024

The Company commenced taxation proceedings against its former solicitors in relation to the invoices for service rendered. The former solicitors have provided further itemized breakdown regarding the invoices and the Company is reviewing the same.

Please refer to the announcements of the Company dated 21 February 2024, 23 February 2024, 18 March 2024 and 18 April 2024 respectively for further details.

The Company will make further disclosure wherever appropriate or necessary.

高院雜項案件2024年第1474號

本公司針對其前律師就所提供服務之發票提起稅務訴訟。前律師已就發票提供進一步的分項細目，本公司正在審閱。

進一步詳情請參閱本公司日期分別為二零二四年二月二十一日、二零二四年二月二十三日、二零二四年三月十八日及二零二四年四月十八日的公佈。

本公司將於適當或必要時作出進一步披露。

OTHER SIGNIFICANT EVENTS

(1) Suspension of Trading on the Stock Exchange

Trading in the shares of the Company on the Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on Tuesday, 2 April 2024 and will remain suspended pending the fulfillment of the Resumption Guidance as specified by the Stock Exchange.

(2) Resignation of Auditor

The Company's former auditor, BDO Limited, has tendered its resignation as the auditor of the Company with effect from 6 May 2024. For details of the resignation of BDO Limited, please refer to the announcement of the Company dated 6 May 2024.

其他重要事件

(1) 於聯交所暫停買賣

本公司股份已於二零二四年四月二日(星期二)上午九時正起於香港聯合交易所有限公司暫停買賣，並將繼續暫停買賣直至履行聯交所規定之復牌指引為止。

(2) 核數師辭任

本公司前任核數師香港立信德豪會計師事務所有限公司已辭任本公司核數師，自二零二四年五月六日起生效。有關香港立信德豪會計師事務所有限公司辭任詳情，務請參閱本公司日期為二零二四年五月六日的公佈。

(3) Resumption Guidance

On 20 June 2024, the Company received a letter from the Stock Exchange setting out the guidance for the resumption of trading in the shares of the Company on the Stock Exchange. On 30 October 2024, the Company received a letter from the Stock Exchange, in which the Stock Exchange notifies the Company to modify one of the guidance for the resumption of trading in the shares of the Company on the Stock Exchange. As a result, the latest resumption guidance (the “Resumption Guidance”) as at the date of this announcement is as follows:

- (i) Conduct an appropriate independent forensic investigation into each of the Audit Issues, assess the impact on the Company’s business operation and financial position, announce the findings and take appropriate remedial actions;
- (ii) Demonstrating that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group’s management and/or any persons with substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence;
- (iii) Conducting an independent internal control review and demonstrating that the Company has in place adequate internal controls and procedures to comply with the Listing Rules;
- (iv) Publishing all outstanding financial results required under the Listing Rules and addressing any audit modifications;
- (v) Demonstrating the Company’s compliance with Rule 13.24 of the Listing Rules; and
- (vi) Informing the market of all material information for Shareholders and investors to appraise the Company’s position.

For details of the Resumption Guidance, please refer to the announcement of the Company dated 24 June 2024 and 4 November 2024.

(3) 復牌指引

於二零二四年六月二十日，本公司接獲聯交所發出的函件，當中載列本公司股份於聯交所恢復買賣之指引。於二零二四年十月三十日，本公司接獲聯交所發出的函件，當中聯交所通知本公司修改其中一項有關本公司股份於聯交所恢復買賣之指引。因此，於本公佈日期之最新復牌指引（「復牌指引」）如下：

- (i) 對審計事宜各項進行適當的獨立法證調查、評估對本公司業務營運及財務狀況的影響、公佈調查結果並採取適當的補救行動；
- (ii) 證明本集團管理層及／或任何對本公司管理及營運有重大影響力的人士的誠信、能力及／或品格並無合理的監管憂慮，而可能為投資者帶來風險並損害市場信心；
- (iii) 進行獨立內部監控檢討，並證明本公司已建立足夠的內部監控及程序，以符合上市規則的規定；
- (iv) 公佈上市規則要求的所有尚未公佈的財務業績，並處理任何審計修訂；
- (v) 證明本公司已遵守上市規則第13.24條的規定；及
- (vi) 向市場通知所有重大資訊，以便股東及投資者評估本公司的狀況。

有關復牌指引的詳情，請參閱本公司日期為二零二四年六月二十四日及二零二四年十一月四日的公佈。

Other Disclosures 其他披露

(4) Progress of Fulfillment of the Resumption Guidance

For quarterly update on status of resumption and the Company's resumption plan in fulfilling the Resumption Guidance, please refer to the announcements of the Company dated 24 June 2024, 25 September 2024, 6 January 2025, 26 March 2025 and 27 June 2025.

(5) Appointment of New Auditor

The Company appointed Confucius International CPA Limited ("Confucius") as the new auditor of the Company with effect from 6 June 2024 and to hold office until the conclusion of the next annual general meeting of the Company. For details of the appointment of Confucius, please refer to the announcement of the Company dated 6 June 2024.

(6) Investigation and Independent Control Review

In line with the requirements set out in the Resumption Guidance, the Independent Investigation Committee has engaged Frank Forensic and Corporate Recovery Limited to conduct an independent investigation into the Allegations as well as other issues that relates to certain Audit Issues. For key findings of the Investigation, the opinions of Independent Investigation Committee and the Board, and the recommendations and their completion status, please refer to the announcement dated 5 August 2025.

Further, as previously announced by the Company, it has engaged Zhonghui Anda Risk Services Limited (the "Internal Control Consultant") to conduct an independent review of the internal control procedures of the Company and all the subsidiaries identified in the Investigation (the "Internal Control Review"). Considerable progress has been made. The Company will publish an announcement in relation to the key findings of the Internal Control Review, rectification recommendations and the implementation of remedial actions in due course.

Save for the matters disclosed above, there were no other important events affecting the Company nor any of its subsidiaries since the end of the Reporting Period and up to the date of this interim report.

(4) 履行復牌指引的進度

有關復牌狀況的季度更新及本公司於履行復牌指引時所執行的復牌計劃，請參閱本公司日期為二零二四年六月二十四日、二零二四年九月二十五日、二零二五年一月六日、二零二五年三月二十六日及二零二五年六月二十七日的公佈。

(5) 委任新核數師

本公司已委任天健國際會計師事務所有限公司(「天健」)為本公司新核數師，由二零二四年六月六日起生效，並任職至本公司下屆股東週年大會結束為止。有關天健獲委任的詳情，請參閱本公司日期為二零二四年六月六日的公佈。

(6) 調查及獨立監控檢討

根據復牌指引所載列之要求，獨立調查委員會已委聘誠駿法證及企業重整有限公司就該等指控以及與若干核數事項有關之其他事宜進行獨立調查。有關調查主要結果、獨立調查委員會及董事會之意見，以及建議及其完成狀況，請參閱日期為二零二五年八月五日之公佈。

此外，誠如本公司先前所公佈，本公司已委聘中匯安達風險管理有限公司(「內部監控顧問」)就本公司及調查中所識別之所有附屬公司之內部監控程序進行獨立檢討(「內部監控檢討」)，且已取得重大進展。本公司將就內部監控檢討之主要結果、糾正建議以及補救措施之落實情況適時刊發公佈。

除上述披露之事項外，自報告期結束起直至本中期報告日期，並無其他影響本公司或其任何附屬公司之重要事項。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2024, so far as was known to the directors and chief executive of the Company the following persons (other than a director or chief executive of the Company) had or were deemed to have, interests or short positions in the shares or underlying shares of the Company being 5% or more in the issued share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long position in shares of the Company

主要股東

於二零二四年六月三十日，就本公司董事及最高行政人員所知，以下人士（不包括本公司之董事或最高行政人員）於本公司之股份或相關股份中擁有或被視為擁有本公司根據證券及期貨條例第336條須予存置之登記冊所記錄佔本公司已發行股本5%或以上之權益或淡倉：

於本公司股份之好倉

Name	Nature of Interest	Number of Shares	Approximate Percentage in the Issued Share Capital of the Company 佔本公司已發行股本之概約百分比
名稱	權益性質	股份數目	
Upsky Global Limited (Note 1) 立天環球有限公司(附註1)	Beneficial owner 實益擁有人	123,037,657	27.55%
Champion Ease Group Limited (Note 2) 冠逸集團有限公司(附註2)	Beneficial owner 實益擁有人	74,000,000	16.57%
Polaris Investment Management Limited (Note 3)(附註3)	Beneficial owner 實益擁有人	30,248,828	6.77%

Notes:

- Upsky Global Limited is wholly and beneficially owned by Mr. Chen Jiajun.
- Champion Ease Group Limited is interested as to 50% by each of Ms. Zhan Meiqing and Mr. Liu Guoliang.
- Polaris Investment Management Limited is wholly and beneficially owned by Mr. Liu Gary Wei.

附註：

- 立天環球有限公司由陳家俊先生全資實益擁有。
- 冠逸集團有限公司由詹美清女士及劉國梁先生各自擁有50%之權益。
- Polaris Investment Management Limited由劉維先生全資實益擁有。

Save as disclosed above, as at 30 June 2024, the Company had not been notified of any other person (other than a director or chief executive of the Company) who had an interest or short position in the shares, underlying shares or debentures of the Company and was required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，於二零二四年六月三十日，本公司並無獲知會任何其他人士（不包括本公司之董事或最高行政人員）於本公司之股份、相關股份或債權證中擁有須記錄於本公司根據證券及期貨條例第336條須予存置之登記冊之權益或淡倉。

Other Disclosures 其他披露

CONNECTED TRANSACTIONS

During the six months ended 30 June 2024, the Group entered into certain related party transactions. Details of which were disclosed in Note 19 to the Condensed Consolidated Financial Statements of the Group. Each of these transactions constitutes connected transaction under Chapter 14A of the Listing Rules, was less than HK\$3,000,000 and all the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules were less than 5%. Thus, these transactions constitute de minimis transactions under Chapter 14A of the Listing Rules and is fully exempt from the requirement of reporting, announcement and independent shareholders' approval.

Saved as the above and to the best knowledge of the Directors, the Group has not entered into any connected transactions or continuing connected transaction for the year which are required to disclose pursuant to Chapter 14A of the Listing Rules. The Company has the internal controls in place to ensure that the terms of all connected or continuing connected transactions, if any, are fair and reasonable and in the interest of the Company and Shareholders as a whole.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company has complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the "Code Provision") contained in Appendix C1 of the Listing Rules throughout the six months ended 30 June 2024.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix C3 of the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiry of all directors, the Company was not aware of any non-compliance with the required standard set out in the Model Code regarding securities transactions by the directors throughout the six months ended 30 June 2024.

關連交易

截至二零二四年六月三十日止六個月，本集團訂立了若干有關連人士交易。其詳情已於本集團簡明綜合財務報表附註19披露。該等交易中每項均構成上市規則第14A章項下的關連交易，金額均低於3,000,000港元，而根據上市規則第14.07條計算的所有適用百分比率亦均低於5%。因此，該等交易構成上市規則第14A章項下的符合最低豁免水平的交易，並獲全面豁免遵守申報、公告及獨立股東批准之規定。

除上文所述者外及據董事所深知，本集團於年內概無訂立任何須根據上市規則第14A章披露之任何關連交易或持續關連交易。本公司已設有內部監控，確保所有關連交易或持續關連交易(如有)之條款屬公平合理，並符合本公司及股東之整體利益。

購買、出售或贖回股份

於截至二零二四年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

企業管治常規守則

董事會認為，本公司於截至二零二四年六月三十日止六個月內一直遵守上市規則附錄C1企業管治守則及企業管治報告所載之守則條文(「守則條文」)。

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所載的標準守則作為本身董事進行證券交易之操守守則。經向全體董事明確查詢後，本公司並不知悉於截至二零二四年六月三十日止六個月內有任何不遵守董事進行證券交易之標準守則所載規定標準之情況。

EMPLOYEES AND EMOLUMENT POLICY

As at 30 June 2024, the Group had 36 employees (as at 31 December 2023: 39). The pay scale of the Group's employees is maintained at a competitive level and employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system. Other employee benefits include provident fund, insurance and medical cover. Share options was granted to certain full-time employees and directors pursuant to the Company's share option scheme.

AUDIT COMMITTEE

The audit committee has three members comprising three independent non-executive Directors, namely, Ms. Yang Wanning (Chairlady), Mr. Chan Chiu Hung, Alex and Mr. Li Chaobo. The terms of reference of the audit committee is in compliance with the Listing Rules. The audit committee reviews the Group's financial reporting, internal controls and makes relevant recommendations to the Board.

The audit committee have reviewed the Company's interim report for the six months ended 30 June 2024 and are in the opinion that report has complied with the applicable accounting standards and adequate disclosures have been made.

By Order of the Board
Allegro Culture Limited
Yiu Sze Wai
Executive Director

Hong Kong, 6 August 2025

僱員及酬金政策

於二零二四年六月三十日，本集團有36名僱員（於二零二三年十二月三十一日：39名）。本集團僱員之薪級具競爭力，而僱員亦會根據本集團整體之薪金及紅利制度架構，因應本身之表現獲得獎勵。其他僱員福利包括公積金、保險及醫療保障。本集團已根據本公司之購股權計劃向若干全職僱員及董事授出購股權。

審核委員會

審核委員會由三名成員組成，包括三名獨立非執行董事楊婉寧女士（主席）、陳釗洪先生及李朝波先生。審核委員會的職權範圍符合上市規則之規定。審核委員會檢討本集團之財務報告及內部監控，並向董事會作出有關推薦意見。

審核委員會已審閱本公司截至二零二四年六月三十日止六個月之中期報告，認為該報告符合適用會計準則，並已作出充份披露。

承董事會命
律齊文化有限公司
執行董事
姚思慧

香港，二零二五年八月六日

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Director

Ms. Yiu Sze Wai

Non-Executive Directors

Ms. Chung Anita Mei Yiu

Ms. Sun Jing

Independent Non-Executive Directors

Ms. Tang Po Lam Paulia

Mr. Chan Chiu Hung, Alex

Mr. Li Chaobo

Ms. Yang Wanning

COMPANY SECRETARY

Ms. Ho Pui Ling Elaine

AUTHORISED REPRESENTATIVES

Ms. Yiu Sze Wai

Ms. Ho Pui Ling Elaine

AUDIT COMMITTEE

Ms. Yang Wanning (*Chairlady*)

Mr. Chan Chiu Hung, Alex

Mr. Li Chaobo

REMUNERATION COMMITTEE

Ms. Yang Wanning (*Chairlady*)

Ms. Chung Anita Mei Yiu

Ms. Tang Po Lam Paulia

Mr. Li Chaobo

NOMINATION COMMITTEE

Mr. Li Chaobo (*Chairman*)

Mr. Chan Chiu Hung, Alex

Ms. Yang Wanning

董事會

執行董事

姚思慧女士

非執行董事

鍾美瑤女士

孫靖女士

獨立非執行董事

鄧寶琳女士

陳釗洪先生

李朝波先生

楊婉寧女士

公司秘書

何佩玲女士

獲授權代表

姚思慧女士

何佩玲女士

審核委員會

楊婉寧女士(*主席*)

陳釗洪先生

李朝波先生

薪酬委員會

楊婉寧女士(*主席*)

鍾美瑤女士

鄧寶琳女士

李朝波先生

提名委員會

李朝波先生(*主席*)

陳釗洪先生

楊婉寧女士

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Central, Hong Kong

PRINCIPAL BANKER

Industrial and Commercial Bank of China (Asia) Limited
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Central, Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Hong Kong Branch Registrar

Tricor Investor Services Limited
17/F, Far East Finance Centre
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核數師

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CLKW Lawyers LLP
香港中環
皇后大道中16-18號新世界大廈1期
19樓1901A、1902及1902A室

主要往來銀行

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香港中環
花園道3號中國工商銀行大廈33樓

股份過戶登記辦事處

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

香港股份過戶登記分處

卓佳證券登記有限公司
香港
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Corporate Information

公司資料

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Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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Hong Kong

總辦事處及主要營業地點

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干諾道中111號
永安中心15樓1506室

STOCK CODE

550

股份代號

550



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