



**Sino Golf Holdings Limited**

**順龍控股有限公司**

*(Incorporated in Bermuda with limited liability)*

Stock Code: 00361



2025  
INTERIM REPORT



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Director

Mr. WONG Hin Shek (*Chairman*)

#### Non-Executive Director

Mr. CHOI Sum Shing Samson (*Note 1*)

#### Independent Non-Executive Directors

Mr. SHENG Baojun

Mr. HO Kwong Yu

Ms. LIN Lin

### AUDIT COMMITTEE

Mr. HO Kwong Yu (*Chairman*)

Mr. SHENG Baojun

Ms. LIN Lin

### REMUNERATION COMMITTEE

Mr. SHENG Baojun (*Chairman*)

Mr. HO Kwong Yu

Ms. LIN Lin

### NOMINATION COMMITTEE

Mr. WONG Hin Shek (*Chairman*)

Mr. SHENG Baojun

Mr. HO Kwong Yu

Ms. LIN Lin

### COMPANY SECRETARY

Ms. CHOI Ka Ying

*Note:*

1. Mr. CHOI Sum Shing Samson was appointed as a non-executive director with effect from 19 March 2025.

### AUTHORISED REPRESENTATIVES

Mr. WONG Hin Shek

Ms. CHOI Ka Ying

### AUDITORS

Grant Thornton Hong Kong Limited

11th Floor, Lee Garden Two

28 Yun Ping Road

Causeway Bay, Hong Kong SAR

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

DBS Bank (Hong Kong) Limited

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

**REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

**PRINCIPAL PLACE OF BUSINESS**

Room 4501  
One Midtown  
11 Hoi Shing Road  
Tsuen Wan  
Hong Kong

**STOCK CODE**

00361 (Main Board of The Stock Exchange of  
Hong Kong Limited)

**WEBSITE**

<http://www.sinogolf.com>



## FINANCIAL HIGHLIGHTS

### RESULTS

	For the six months ended 30 June		Changes Increase/ (Decrease)
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)	
<b>Revenue</b>	<b>88,956</b>	129,126	(31)%
– From golf equipment segment	<b>79,318</b>	119,673	(34)%
– From golf bags segment	<b>9,638</b>	9,453	2%
<b>Gross profit</b>	<b>21,561</b>	29,250	(26)%
<b>(Loss) Profit before interest, tax, depreciation and amortisation</b>	<b>(3,358)</b>	9,036	(137)%
Total comprehensive expense for the period attributable to owners of the Company	<b>(14,610)</b>	(759)	1,825%
	<b>HK cent</b>	HK cent	
<b>Loss per share</b>			
Basic and diluted	<b>(0.28)</b>	(0.01)	
Interim dividend per ordinary share	–	–	

### INTERIM RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sino Golf Holdings Limited (the “**Company**”) hereby announces the unaudited condensed consolidated interim results and financial position of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 June 2025 (the “**period**”) which have been reviewed by the Company’s audit committee, together with the comparative figures for the six months ended 30 June 2024 as follows.

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

For the six months ended 30 June 2025

	NOTES	Six months ended 30 June	
		2025	2024
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	4	88,956	129,126
Cost of sales		(67,395)	(99,876)
Gross profit		21,561	29,250
Other operating income	6	1,340	2,970
Selling and distribution expenses		(26)	(95)
Administrative expenses		(31,825)	(27,857)
Finance costs	7	(5,116)	(3,847)
(Loss) Profit before tax	9	(14,066)	421
Income tax expenses	8	(544)	(1,180)
Loss for the period		(14,610)	(759)
Other comprehensive expense <i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of financial statements of foreign operations		–	–
Other comprehensive expense for the period, net of income tax		–	–
Total comprehensive expense for the period		(14,610)	(759)

		Six months ended 30 June	
		2025	2024
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Loss for the period attributable to:			
– Owners of the Company		(14,610)	(759)
– Non-controlling interests		–	–
		(14,610)	(759)
Total comprehensive expense for the period attributable to:			
– Owners of the Company		(14,610)	(759)
– Non-controlling interests		–	–
		(14,610)	(759)
		HK cent	HK cent
Loss per share			
– Basic and diluted	11	(0.28)	(0.01)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	NOTES	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment	12	62,914	65,295
Right-of-use assets	13	158,936	161,902
Goodwill		–	–
Club debentures		1,322	1,322
Prepayments for the acquisition of property, plant and equipment		128	128
		<b>223,300</b>	228,647
<b>Current assets</b>			
Inventories		12,238	18,736
Trade and other receivables	14	34,399	36,581
Bank balances and cash		109,525	116,008
		<b>156,162</b>	171,325
<b>Current liabilities</b>			
Trade and other payables	15	70,622	50,984
Lease liabilities	13	116	108
Income tax payable		494	1,026
Bank borrowings	16	28,723	56,383
		<b>99,955</b>	108,501
<b>Net current assets</b>		<b>56,207</b>	62,824
<b>Total assets less current liabilities</b>		<b>279,507</b>	291,471





	NOTES	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
<b>Non-current liabilities</b>			
Convertible bond	17	66,057	63,351
Lease liabilities	13	448	508
		66,505	63,859
<b>Net assets</b>		213,002	227,612
<b>Capital and reserves</b>			
Share capital	18	52,013	52,013
Reserves		158,259	172,869
Equity attributable to owners of the Company		210,272	224,882
Non-controlling interests		2,730	2,730
<b>Total equity</b>		213,002	227,612

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Attributable to owners of the Company											
	Share capital HK\$'000	Share premium HK\$'000	Convertible bond equity reserve HK\$'000	Contributed surplus HK\$'000 (Note (i))	Assets revaluation reserve HK\$'000	Statutory surplus reserve HK\$'000 (Note (ii))	Exchange fluctuation reserve HK\$'000	Other reserve HK\$'000 (Note (iii))	Accumulated losses HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
At 1 January 2024 (audited)	52,013	399,369	8,333	33,966	-	17	5,961	22,615	(294,732)	227,542	2,730	230,272
Loss and total comprehensive expense for the period	-	-	-	-	-	-	-	-	(759)	(759)	-	(759)
At 30 June 2024 (unaudited)	52,013	399,369	8,333	33,966	-	17	5,961	22,615	(295,491)	226,783	2,730	229,513
At 1 January 2025 (audited)	52,013	399,369	8,333	33,966	-	17	5,665	22,615	(287,096)	224,882	2,730	227,612
Loss and total comprehensive expense for the period	-	-	-	-	-	-	-	-	(14,610)	(14,610)	-	(14,610)
At 30 June 2025 (unaudited)	52,013	399,369	8,333	33,966	-	17	5,665	22,615	(311,706)	210,272	2,730	213,002

## Notes:

- (i) The Group's contributed surplus represents (a) the difference between the nominal value of the shares and the share premium account of the subsidiaries acquired over the nominal value of the Company's shares issued in exchange therefor; and (b) the credit arising from the capital reorganisation of the Company, partially offset by the bonus issue, as set out in the circular of the Company dated 14 December 2015.
- (ii) As stipulated by regulations in the People's Republic of China (the "PRC"), certain subsidiaries in the PRC are required to appropriate 10% of their after-tax profit (after offsetting prior year losses) to a statutory surplus reserve fund until the balance of the fund reaches 50% of its registered capital and thereafter any further appropriation is optional. The statutory surplus reserve fund can be utilised to offset prior year losses, or for conversion into registered capital on the condition that the statutory surplus reserve fund shall be maintained at a minimum of 25% of the registered capital after such utilisation.
- (iii) The amount represented the difference between the carrying amount of the liability component of (a) the original convertible bond; and (b) the new convertible bond at the date of significant modification as owners' transaction on 30 December 2020. Details are set out in note 17.



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<b>Operating activities</b>		
Net cash used in operating activities	(9,001)	(5,530)
<b>Investing activities</b>		
Purchase of property, plant and equipment	(246)	(2,748)
Prepayments for the acquisition of property, plant and equipment	—	(208)
Proceeds from disposal of property, plant and equipment	7	5
Interest received	851	1,175
Net cash from (used in) investing activities	612	(1,776)
<b>Financing activities</b>		
Repayments of bank borrowings	(48,936)	(21,978)
New bank borrowings raised	21,276	21,978
Advance from the former director	30,580	16,156
Interest paid	(962)	(1,134)
Payment of lease liabilities	(52)	(51)
Net cash from financing activities	1,906	14,971
Net (decrease) increase in cash and cash equivalents	(6,483)	7,665
Cash and cash equivalents at 1 January	116,008	111,965
Cash and cash equivalents at 30 June, represented by bank balances and cash	109,525	119,630

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the six months ended 30 June 2025

### 1. GENERAL

The Company was incorporated as an exempted company with limited liability in Bermuda under the Bermuda Companies Act. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The addresses of the registered office and principal place of business of the Company are disclosed in the section “Corporate Information” in this interim report.

The principal activity of the Company is investment holding. The principal activities of the Group are (i) manufacturing and trading of golf equipment, golf bags, other accessories, related components and parts; and (ii) development of integrated resort in the Commonwealth of the Northern Mariana Islands (the “**CNMI**”).

The functional currency of the Company and its subsidiaries incorporated in Hong Kong and the CNMI is United States dollars (“**US\$**”) while the functional currency of the subsidiaries established in the PRC are Renminbi (“**RMB**”). The condensed consolidated financial information are presented in Hong Kong dollars (“**HK\$**”) for the convenience of users of the condensed consolidated financial information as the Company is a listed company in Hong Kong.

### 2. BASIS OF PREPARATION

The condensed consolidated financial information of the Group for the period has been prepared in accordance with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and with Hong Kong Accounting Standards (“**HKASs**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).



### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial information has been prepared on the historical cost basis, except for ownership interest in leasehold land and buildings, which are measured at revalued amount.

Except as described below, the accounting policies used in the condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2024.

In the current interim period, the Group has applied, for the first time, the following amendment to Hong Kong Financial Report Standard ("**HKFRS Accounting Standards**"), which collective term includes all applicable individual HKFRS Accounting Standards, HKASs and Interpretations issued by the HKICPA, which is effective for the Group's financial year beginning on 1 January 2025:

The amendments to HKAS 21 "Lack of Exchangeability" specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. Besides, the amendments also require an entity to disclose additional information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The application of this amendments to HKFRS Accounting Standards in the current interim period has had no material impact on the Group's financial performance and consolidated financial position for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial information.

### 4. REVENUE

Revenue represents revenue arising on sales of goods for the period.

## 5. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three (2024: three) reportable and operating segments as follows:

- Golf equipment – Manufacture and sales of golf equipment, and related components and parts.
- Golf bags – Trading of golf bags, other accessories, and related components and parts.
- Hospitality – Development of integrated resort in the CNMI.

### (a) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

	For the six months ended 30 June							
	Golf equipment		Golf bags		Hospitality		Consolidated	
	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Segment revenue:								
Sales to external customers	79,318	119,673	9,638	9,453	-	-	88,956	129,126
Other operating income	484	1,720	5	75	-	-	489	1,795
Total	79,802	121,393	9,643	9,528	-	-	89,445	130,921
Segment results	763	11,536	(1,000)	(631)	(2,833)	(2,863)	(3,070)	8,042
Interest income							851	1,175
Unallocated corporate expenses							(6,731)	(4,949)
Finance costs							(5,116)	(3,847)
(Loss) Profit before tax							(14,066)	421

Segment results represent the profit/(loss) from each segment without allocation of interest income, central administration costs, Directors' emoluments and finance costs. This is the measure reported to the chief operating decision maker of the Group for the purposes of resource allocation and performance assessment.

## 5. SEGMENT INFORMATION – CONTINUED

## (b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

	Golf equipment		Golf bags		Hospitality		Consolidated	
	30.6.2025	31.12.2024	30.6.2025	31.12.2024	30.6.2025	31.12.2024	30.6.2025	31.12.2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Segment assets	111,105	120,789	2,114	3,155	152,631	155,417	265,850	279,361
Unallocated corporate assets								
– Club debentures							1,322	1,322
– Bank balances and cash							109,525	116,008
– Others							2,765	3,281
Total assets							379,462	399,972
Segment liabilities	30,731	40,068	1,032	1,161	7,515	7,515	39,278	48,744
Unallocated corporate liabilities								
– Amount due to the former director							30,580	–
– Income tax payable							494	1,026
– Bank borrowings							28,723	56,383
– Convertible bond							66,057	63,351
– Others							1,328	2,856
Total liabilities							166,460	172,360

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than club debentures, bank balances and cash, certain other receivables, certain inventories and plant and equipment for central administrative purpose; and
- all liabilities are allocated to operating segments other than amount due to the former director included in "trade and other payables" (Note 15), income tax payable, bank borrowings, convertible bond and certain other payables.

## 6. OTHER OPERATING INCOME

	Six months ended 30 June	
	2025	2024
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Interest income	851	1,175
Gain on disposal of property, plant and equipment	7	5
Rental income	213	173
Sale of scrap materials	35	–
Sample income	67	89
Tooling income	–	226
Sundry income	167	163
Exchange gain, net	–	1,139
	<b>1,340</b>	<b>2,970</b>

## 7. FINANCE COSTS

	Six months ended 30 June	
	2025	2024
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Interest expenses on:		
– Amount due to the former director	1,448	255
– Convertible bond	2,706	2,494
– Bank borrowings	950	1,083
– Lease liabilities	12	15
	<b>5,116</b>	<b>3,847</b>





## 8. INCOME TAX EXPENSES

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Hong Kong Profits Tax		
– Current period	–	150
PRC Enterprise Income Tax		
– Current period	544	1,017
– Under-provision in prior periods	–	13
	544	1,180

- (i) No provision for Hong Kong Profits Tax has been made for the six months ended 30 June 2025 as there are no assessable profits generated or the estimated assessable profits has been offset by tax losses brought forward from previous years. Provision for Hong Kong Profits Tax at 16.5% of estimated assessable profits has been made for the six months ended 30 June 2024.
- (ii) Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.
- (iii) The corporate income tax in the CNMI is calculated at 30% of the estimated profits. No provision for corporate income tax for the subsidiary incorporated in the CNMI has been made as no income has been derived from the CNMI during the six months ended 30 June 2025 and 2024.
- (iv) The Group is not subject to taxation in other jurisdiction.

## 9. (LOSS) PROFIT BEFORE TAX

(Loss) Profit before tax for the period has been arrived at after charging (crediting):

	<b>Six months ended 30 June</b>	
	<b>2025</b>	2024
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
Amount of inventories recognised as an expense	<b>67,395</b>	99,876
Depreciation of property, plant and equipment	<b>2,627</b>	1,737
Depreciation of right-of-use assets	<b>2,966</b>	3,031
Exchange loss (gain), net	<b>490</b>	(1,139)
Expenses related to short-term leases	<b>987</b>	984
Gain on disposal of property, plant and equipment	<b>(7)</b>	(5)

## 10. DIVIDENDS

No dividends were paid, declared or proposed during the period. The Directors have determined that no dividend will be paid in respect of the period (six months ended 30 June 2024: nil).



## 11. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<b>Loss</b>		
Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per share	(14,610)	(759)

	Six months ended 30 June	
	2025	2024
	'000	'000
	(Unaudited)	(Unaudited)
<b>Number of shares</b>		
Number of ordinary shares for the purpose of basic and diluted loss per share	5,201,250	5,201,250

The computation of diluted loss per share for the six months ended 30 June 2025 and 2024 does not assume the conversion of the Company's outstanding convertible bond since its exercise would result in a decrease in loss per share.

## 12. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group incurred approximately HK\$246,000 (six months ended 30 June 2024: HK\$2,755,000) on acquisition of property, plant and equipment.

Assets with no net carrying value were disposed of by the Group during the period (six months ended 30 June 2024: nil), resulting in a net gain on disposal of approximately HK\$7,000 (six months ended 30 June 2024: HK\$5,000).

In the opinion of the Directors, the aggregate carrying amount of the Group's leasehold land and buildings at the end of the current interim period that is carried at revalued amount does not differ significantly from their estimated fair value. Consequently, no revaluation surplus or deficit has been recognised in the current interim period.

As at 30 June 2025, the Group's ownership interest in leasehold land and buildings with carrying values of HK\$56,447,000 (31 December 2024: HK\$57,766,000) was pledged as security for the bank borrowings granted to the Group.

## 13. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

### (i) Right-of-use assets

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
Land	158,416	161,320
Buildings	520	582
	158,936	161,902

Right-of-use assets of approximately HK\$5,803,000 (31 December 2024: HK\$5,932,000) and HK\$152,613,000 (31 December 2024: HK\$155,388,000) represent land use right in the PRC and the CNMI respectively. At 30 June 2025, carrying amount of right-of-use assets of approximately HK\$5,803,000 (31 December 2024: HK\$5,932,000) was pledged to secure bank borrowings.

There is no addition to the right-of-use assets during the period due to the Group entered into new lease of land or buildings (31 December 2024: nil).



## 13. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES – CONTINUED

## (ii) Lease liabilities

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
Non-current	448	508
Current	116	108
	564	616
	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
<b>Amounts payable under lease liabilities</b>		
Within one year	116	108
After one year but within two years	124	122
After two years but within five years	324	386
	564	616
Less: Amount due for settlement within 12 months	(116)	(108)
Amount due for settlement after 12 months	448	508

During the period ended 30 June 2025, the Group did not enter into any new lease of land or buildings and no lease liabilities has been recognised (31 December 2024: nil).

### 13. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES – CONTINUED

#### (iii) Amounts recognised in profit or loss

	Six months ended 30 June 2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Depreciation on right-of-use assets		
– Land	2,905	2,968
– Buildings	61	63
Total depreciation on right-of-use assets	2,966	3,031
Interest expense on lease liabilities	12	15
Expenses related to short-term leases	987	984

#### (iv) Others

During the period, total cash outflows for leases including expenses related to short-term leases amounted to approximately HK\$1,051,000 (six months ended 30 June 2024: HK\$1,050,000). All lease payments of the Group are fixed.

### 14. TRADE AND OTHER RECEIVABLES

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
Trade receivables, at amortised cost	29,182	30,731
Deposits and other receivables	2,714	2,971
Prepayments	2,427	2,768
Prepayments to suppliers	76	111
	34,399	36,581

The Group does not hold any collateral over these balances.

- (i) The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally between 30 and 60 days (31 December 2024: 30 and 60 days). The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management.

As at 30 June 2025, the gross amount of trade receivables arising from contracts with customers amounted to approximately HK\$29,182,000 (31 December 2024: HK\$30,731,000).

#### 14. TRADE AND OTHER RECEIVABLES – CONTINUED

- (ii) The following is an ageing analysis of the trade receivables of the Group presented based on the invoice date, which approximates the respective revenue recognition date, at the end of the reporting period:

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
0 to 30 days	20,662	24,876
31 to 90 days	8,520	5,586
91 to 180 days	–	269
	29,182	30,731

#### 15. TRADE AND OTHER PAYABLES

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
Trade payables	16,223	23,991
Contract liabilities	597	553
Accruals and other payables	23,222	26,440
Amount due to the former director ( <i>Note</i> )	30,580	–
	70,622	50,984

*Note:* Interest rate of 9.75% (2024: 9.75%) per annum was charged on the amount due to Mr. Chu Chun Man, Augustine (“**Mr. Chu**”), the former director of the Company, who resigned on 1 January 2024 and continued as a director of certain subsidiaries of the Company for the six months ended 30 June 2025.

The following is an ageing analysis of trade payables of the Group presented based on the invoice date at the end of the reporting period:

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
0 to 90 days	13,681	20,453
91 to 180 days	651	1,723
181 to 365 days	144	103
Over 365 days	1,747	1,712
	16,223	23,991

The average credit period on purchases of goods is from 30 days to 90 days (31 December 2024: 30 days to 90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

## 16. BANK BORROWINGS

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
Secured bank loans, repayable within one year and shown under current liabilities	28,723	56,383

During the period, the Group raised new bank borrowings of approximately HK\$21,276,000 (year ended 31 December 2024: HK\$57,051,000) to finance its working capital and repaid bank borrowings of approximately HK\$48,936,000 (year ended 31 December 2024: HK\$57,141,000).

At 30 June 2025, bank borrowings of approximately HK\$28,723,000 (31 December 2024: HK\$56,383,000) are fixed-rate borrowings. The fixed-rate borrowings carry interest at 3.20% (31 December 2024: ranging from 3.20% to 3.55%) per annum.

As at 30 June 2025, the bank borrowings of the Group were secured by (i) ownership interest in leasehold land and buildings of approximately HK\$56,447,000 (31 December 2024: HK\$57,766,000) as disclosed in note 12 and (ii) certain right-of-use assets of approximately HK\$5,803,000 (31 December 2024: HK\$5,932,000) as disclosed in note 13 respectively.

## 17. CONVERTIBLE BOND

On 7 November 2016, the Company issued convertible bond with zero coupon rate at aggregate principal amount of HK\$74,100,000 to Wealth Sailor Limited ("**Wealth Sailor**"), the immediate holding company of the Company, with the maturity date on 7 November 2021. On 30 December 2020, the original convertible bond was renewed and replaced by a new convertible bond (the "**CB**") with the same terms except for the maturity date and conversion period were extended to 7 November 2026 (the "**Maturity Date**"). The CB was interest free, unsecured and denominated in Hong Kong dollars. The renewal on 30 December 2020 had been considered as significant modification resulting in the extinguishment of the original convertible bond and the new CB.





## 17. CONVERTIBLE BOND – CONTINUED

The principal terms of the CB are as follows:

**Conversion:** The holder of the CB is entitled to convert the CB into ordinary shares of the Company at a conversion price of HK\$0.114 per ordinary share.

The conversion rights are exercisable at any time during the period commencing from the date of issue of the CB up to the Maturity Date.

**Redemption:** No early redemption option is granted either to the Company or the holder of the CB except for event of default occurred. The CB will only be redeemed by the Company at the Maturity Date.

Subject to the occurrence of an event of default, the CB shall become due and payable on the giving of notice in writing by the bondholder to the Company.

The CB contain two components, which are (i) liability component at amortised cost presented in the condensed consolidated statement of financial position; and (ii) equity component presented in equity with heading of convertible bond equity reserve.

The movements of the liability and equity components of the CB and the reconciliation of Level 3 fair value measurement during the reporting period are set out below:

	<b>Liability component of the CB</b> HK\$'000	<b>Equity component of the CB</b> HK\$'000	<b>Total</b> HK\$'000
At 1 January 2024	58,227	8,333	66,560
Effective interest charge for the year	5,124	–	5,124
At 31 December 2024 and 1 January 2025 (audited)	63,351	8,333	71,684
Effective interest charge for the period	2,706	–	2,706
At 30 June 2025 (unaudited)	66,057	8,333	74,390

The effective interest rate of the liability component of the CB is 8.8% per annum.

No CB was converted into ordinary shares of the Company during the period (six months ended 30 June 2024: nil). No redemption, purchase or cancellation by the Company has been made in respect of the CB during the period (six months ended 30 June 2024: nil). As at 30 June 2025, the principal amount of the CB that remained outstanding amounted to HK\$74,100,000 (31 December 2024: HK\$74,100,000) of which a maximum of 650,000,000 (31 December 2024: 650,000,000) shares may fall to be issued upon their conversions, subject to anti-dilution adjustments provided in the terms of the CB. Details of the terms of the CB are set out in the Company's circulars dated 30 September 2016 and 9 December 2020.

## 17. CONVERTIBLE BOND – CONTINUED

At the date of issuance of the new CB, the fair values of the liability component and equity component were valued by an independent qualified valuer. The fair values were estimated by using discounted cash flows and the binomial model. The inputs into the model were respectively as follows:

	30.12.2020
Share price	HK\$0.030
Conversion price	HK\$0.114
Expected volatility	79%
Expected life	5.9 years
Risk-free rate	0.422%
Expected dividend yield	Nil

## 18. SHARE CAPITAL

	Number of shares '000	Share capital HK\$'000
Ordinary shares of HK\$0.01 (31 December 2024: HK\$0.01) each		
<b>Authorised</b>		
As at 1 January 2024, 31 December 2024, 1 January 2025 and 30 June 2025	10,000,000	
<b>Issued and fully paid</b>		
As at 1 January 2024, 31 December 2024, 1 January 2025 and 30 June 2025	5,201,250	52,013

## 19. CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	30.6.2025 HK\$'000 (Unaudited)	31.12.2024 HK\$'000 (Audited)
Capital expenditure contracted for but not provided in the condensed consolidated financial information in respect of plant and equipment	72	72

## 20. LITIGATIONS

The Group had no significant contingent liabilities as at 30 June 2025 and 31 December 2024.

## 21. FAIR VALUE DISCLOSURE

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost as at 30 June 2025 and 31 December 2024 approximate to their fair values due to their short-term maturities and the discounting impact is not significant.

## 22. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed in elsewhere of the condensed consolidated financial information, the Group entered into the following significant transactions with related parties during the period:

	Notes	Six months ended 30 June	
		2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Short-term lease expense paid to Sino Orange (China) Company Limited	(i)	840	840
Interest expense on convertible bond to the immediate holding company	(ii)	2,706	2,494
Interest expense on amount due to the former director	(iii)	1,448	255

Notes:

- (i) The lease payment paid to a related company, which Mr. Chu, the former director of the Company, who resigned on 1 January 2024 and continued as a director of certain subsidiaries of the Company, has beneficial interest in, were determined at rates agreed between the Group and the related company. Such lease is accounted for as a short-term lease.
- (ii) It represents the imputed interest expense on convertible bond issued by the immediate holding company, Wealth Sailor, in accordance with the terms set out in note 17.
- (iii) The interest expense was paid to Mr. Chu, the former director of the Company.
- (b) Save as disclosed elsewhere in the condensed consolidated financial information, the Group has no other material balances with related parties as at 30 June 2025 and 31 December 2024.

**22. RELATED PARTY TRANSACTIONS – CONTINUED****(c) Compensation of key management personnel**

The remuneration of the Directors and other members of key management during the period was as follows:

	<b>Six months ended 30 June</b>	
	<b>2025</b>	<b>2024</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Short-term benefits	<b>6,592</b>	5,518
Post-employment benefits	<b>36</b>	36
	<b>6,628</b>	5,554

The remuneration of the Directors and key executives is determined with regards to the performance of individuals.

**23. EVENT AFTER THE REPORTING PERIOD**

No significant event has taken place subsequent to 30 June 2025 and up to the date of this interim report.

**24. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

This unaudited condensed consolidated financial information were approved and authorised for issue by the Board on 27 August 2025.



## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL RESULTS AND BUSINESS REVIEW

The golf market has become more volatile and tougher since early 2025 when the United States significantly increased tariffs on imported goods. Exports from China were charged with exceptionally high tariffs by the United States which adversely affected the Group's business.

As the Group transacted golf business mainly with the United States customers, the high tariff policy of the United States had significant impact on the Group's sales for the first half year of 2025. Major customers either shift orders away or temporarily withheld shipments for further observation to avoid substantial and instant tariff payments. The adverse situation was alleviated when the United States temporarily reduced the tariff rate on China from as high as 145% to 30% in April 2025 for a period of 90 days pending the outcome of trade negotiations between the two countries. Although this move helped the Group to deliver some withheld shipments upon the instructions of the customers, the Group nevertheless suffered a substantial drop in sales and recorded a significant loss for the period due to the impact of the tariff imposed by the United States. Facing the on-going economic turmoil, the Group pursued a strategy to carry on business by close collaborations with customers to best accommodate their needs and requirements.

Impacted by the tariff imposition, the golf revenue of the Group plummeted during the six months ended 30 June 2025. No revenue was generated by the hospitality segment during the period due to continued postponement of the development of the hospitality business until the external restricting factors in the Commonwealth of the CNMI are resolved. The Group has strengthened the rationalisation measures to effectively streamline the operations and optimise costs. To substantiate the long-term development, the Board is devoted to exploring more and different potential development opportunities to expand and diversify the business of the Group.

The Group's revenue for the six months ended 30 June 2025 amounted to approximately HK\$88,956,000 (2024: HK\$129,126,000). Loss for the period attributable to owners of the Company increased to approximately HK\$14,610,000 (2024: HK\$759,000). Basic and diluted loss per share were both approximately HK0.28 cent for the reporting period (2024: HK0.01 cent).

## GOLF EQUIPMENT BUSINESS

The golf equipment business has been the main operating segment of the Group throughout the years. It generated approximately 89.2% of the Group's revenue for the six months ended 30 June 2025 (2024: 92.7%). Adversely affected by the high tariff policy of the United States, the segment revenue declined by 33.7% to approximately HK\$79,318,000 for the period (2024: HK\$119,673,000).

During the period, sales of golf equipment to the largest segmental customer dropped by 26.9% to approximately HK\$65,725,000 (2024: HK\$89,902,000), representing approximately 82.9% (2024: 75.1%) of the segment revenue or approximately 73.9% (2024: 69.6%) of the Group's revenue for the period, respectively. Sales to other key segmental customers varied showing both increase and decrease accordingly. Revenue generated from the top five segmental customers decreased by 33.9% to approximately HK\$78,050,000 (2024: HK\$118,135,000), representing approximately 98.4% (2024: 98.7%) of the segment revenue or approximately 87.7% (2024: 91.5%) of the Group's revenue for the period, respectively. The Group pursued diverse marketing strategy to mitigate the revenue decline caused by the tariff charges of the United States.

To persistently control and optimise costs, the Group had reinforced the rationalisation measures for the operations of the Shandong manufacturing facility to enhance its production efficiency with greater output. The manufacturing process was examined and upgraded via the use of advanced equipment to lower the re-work and wastage rates to help reduce the manufacturing costs. The supply chain was broadened through engaging alternative supply sources to offer more competitive pricing and better product quality. The Group continued to provide performance incentives to motivate the production workforce to strive for achieving higher output targets. The Shandong manufacturing facility had carried out periodic review to timely regulate the headcount of workers to reflect the fluctuations in business volume. Supported by the proactive management, the golf equipment segment has endeavored to maintain a reasonable performance albeit the on-going economic uncertainties.

Suffering from the sales decline, the golf equipment segment recorded a drastic drop in segment profit to approximately HK\$763,000 for the six months ended 30 June 2025 (2024: HK\$11,536,000). Taking into account the order book status and the uncertainties caused by the tariff imposition, it is envisaged that the golf equipment segment will be operating in a highly volatile market with great challenges. The Group has adopted a prudent view on the prospect of the golf equipment business in the second half year of 2025.



## GOLF BAGS BUSINESS

Following the cessation of the manufacturing operations, the golf bags segment had changed to a trading business mode since last year whereby the golf bags production was subcontracted to external factories. The golf bags segment operated by maintaining relevant office and technical staff to handle customer orders, product development and samples. It was mainly responsible for providing back-up services to subcontractors in connection with customer liaisons, production related affairs and delivery arrangements.

The Group's revenue attributable to the golf bags segment, defined as the sales of golf bags and accessories to external customers, increased slightly by 2.0% to approximately HK\$9,638,000 (2024: HK\$9,453,000), representing approximately 10.8% of the Group's revenue for the six months ended 30 June 2025 (2024: 7.3%).

The segment revenue for the period comprised golf bags sales of approximately HK\$8,268,000 (2024: HK\$7,275,000) and accessories sales mainly sports bags of approximately HK\$1,370,000 (2024: HK\$2,178,000), representing approximately 85.8% (2024: 77.0%) and 14.2% (2024: 23.0%) of the segment revenue, respectively.

Sales to the largest segmental customer surged 81.9% to approximately HK\$7,633,000 during the period (2024: HK\$4,197,000), representing approximately 79.2% (2024: 44.4%) of the segment revenue or approximately 8.6% (2024: 3.3%) of the Group's revenue for the period, respectively. Sales to other key segmental customers basically dropped or vanished as some of them diverted to purchase golf bags from non-China suppliers whilst just a few managed to show an increase in sales. Revenue generated from the top five segmental customers increased by 16.7% to approximately HK\$9,638,000 (2024: HK\$8,261,000), representing approximately 100.0% (2024: 87.4%) of the segment revenue or approximately 10.8% (2024: 6.4%) of the Group's revenue for the period, respectively. The golf bags segment is devoted to continually streamlining the trading operations with an aim to optimise the costs.

Given a thin contribution from the trading operations, the golf bags segment recorded a segment loss of approximately HK\$1,000,000 for the six months ended 30 June 2025 (2024: HK\$631,000). Having considered the order book status and the unfavorable market conditions, it is anticipated that the golf bags segment will face intense competition with huge pressure. The Group has adopted a cautious view on the prospect of the golf bags business in the second half year of 2025.

## HOSPITALITY BUSINESS

The Board has been exploring appropriate diversified business opportunities and investments to expand the revenue sources and enhance the long-term growth potential of the Group. It provides the Group with opportunities to dip into the hospitality segment of the CNMI and savor in the development of the tourism and golf related industries in the CNMI.

Due to the shortage of local construction workers and uncertainty of overseas working visa quota in the CNMI, the development will be postponed until all external factors have been solved.

During the current period ended, no revenue (2024: nil) was generated from the hospitality business.

## PROSPECTS

The high tariff policy of the United States implemented in early 2025 has brought great uncertainties for the business sector. China was initially charged with exceptionally high tariff at 145% which was temporarily reduced to 30% in April 2025 for a period of 90 days pending the outcome of trade negotiations between the two countries. The tariff imposed by the United States has adversely affected the Group's business as major customers either shift orders away or temporarily withheld shipments for further observation to avoid substantial and instant tariff payments. To avoid persistent loss of customer orders under the high tariff charges of the United States, it is imperative that Group should expeditiously establish or procure a manufacturing base outside China to get around the high tariffs charged on goods exported from China. The Group is actively exploring an opportunity to acquire a golf factory located outside China which, if materialised, will help maintain or regain business with major customers. Besides, the Group has reinforced the stringent measures to effectively rationalise the operations and optimise costs as the main focus. To substantiate the long-term development of the golf business, the Group is determined to enhance the customer profile through diverse marketing initiatives augmented by value-added services to best accommodate and fulfill customer needs. More importantly, the Group has possessed solid and healthy financial position with adequate funds to finance its operations and discharge the liabilities when due. Our management holds a cautious view with prudence on the prospect of the golf business for the foreseeable future.





Although the development plan in the CNMI has been postponed at the current stage, the Group will continue to observe the hospitality industry trend in the CNMI from time to time and start the development plan in best entry time.

Looking forward, the Group will continue to pursue a cautious business approach to actively monitor the golf business and seize other development and growth opportunities to enhance competitiveness and strive for the best return and interest for the shareholders of the Company.

## **DIVIDEND**

The Board resolved not to recommend the payment of any dividend for the six months ended 30 June 2025 (2024: nil).

## **FINANCIAL RESOURCES, LIQUIDITY AND GEARING**

The Group accomplished its working capital and other funding needs principally through cash generated from the operations and borrowings as well as advances from a director who resigned on 1 January 2024 and continued as a director of certain subsidiaries. As at 30 June 2025, bank balances and cash, which were mostly denominated in United States dollars, Hong Kong dollars and RMB, amounted to approximately HK\$109,525,000 (31 December 2024: HK\$116,008,000). As at 30 June 2025, interest-bearing borrowings of the Group comprising bank borrowings amounted to RMB27,000,000 which was equivalent to approximately HK\$28,723,000 (31 December 2024: RMB53,000,000 equivalent to approximately HK\$56,383,000), of which all were repayable within one year and carried interest at 3.20% (31 December 2024: ranging from 3.20% to 3.55%) per annum. Bank borrowings were fixed rate borrowings denominated in RMB as at 30 June 2025 and 31 December 2024, respectively. Amount due to the former director of approximately HK\$30,580,000 as at 30 June 2025 (31 December 2024: Nil) was unsecured, carrying interest at 9.75% (31 December 2024: 9.75%) per annum and repayable on demand.

As at 30 June 2025, the gearing ratio, defined as bank borrowings, amount due to the former director and convertible bond less bank balances and cash of approximately HK\$15,835,000 (31 December 2024: HK\$3,726,000) divided by the total equity of approximately HK\$213,002,000 (31 December 2024: HK\$227,612,000) was approximately 7.4% (31 December 2024: 1.6%).

As at 30 June 2025, the total assets and the net asset value of the Group amounted to approximately HK\$379,462,000 (31 December 2024: HK\$399,972,000) and approximately HK\$213,002,000 (31 December 2024: HK\$227,612,000), respectively. Current and quick ratios as at 30 June 2025 were approximately 1.56 (31 December 2024: 1.58) and approximately 1.44 (31 December 2024: 1.41), respectively. Both the current ratio and quick ratio stayed reasonable and solid. The Group is devoted to continually exploring feasible ways to rationalise and improve its financial position from time to time.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

The Group did not have any material acquisition or disposal of subsidiaries, associates or joint ventures for the six months ended 30 June 2025.

## **PLEDGE OF ASSETS**

As at 30 June 2025, bank borrowings from a PRC bank of RMB27,000,000 which was equivalent to approximately HK\$28,723,000 (31 December 2024: RMB53,000,000 which was equivalent to approximately HK\$56,383,000) were secured by property, plant and equipment and the right-of-use assets of the Group with a carrying value of approximately HK\$62,250,000 (31 December 2024: HK\$63,698,000).

## **EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES**

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of operations to which they relate. The currency giving rise to this risk is primarily RMB. The Group is exposed to foreign currency risk due to the exchange rate fluctuation of RMB against Hong Kong dollars and United States dollars. The Group had not entered into any derivative contracts to hedge against the risk for the six months ended 30 June 2025. The Group will review and monitor its currency exposure from time to time and when appropriate hedge its currency risk.



## CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 30 June 2025.

## EVENT AFTER THE REPORTING PERIOD

No significant event has taken place subsequent to 30 June 2025 and up to the date of this interim report.

## CAPITAL COMMITMENTS

As at 30 June 2025, the Group had capital commitments, which are contracted but not provided in the condensed consolidated financial information, in respect of plant and equipment amounting to approximately HK\$72,000 (31 December 2024: HK\$72,000).

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2025, the Group had approximately 530 employees (31 December 2024: 680 employees) located mainly in Hong Kong and the PRC. It is the Group's strategy to maintain a harmonious relationship with its employees through provision of competitive remuneration packages and career development opportunities. The employees are remunerated based on their duties, experience and performance as well as market practices. The remuneration packages are reviewed annually to assure fairness and appropriateness and discretionary bonuses may be awarded to employees based on individual performance.

## OTHER INFORMATION

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2025, none of the Directors or chief executive of the Company had an interest or short position in the 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 (Cap. 571 of the laws of Hong Kong) (the “**SFO**”), which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which was required to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 to the Listing Rules.



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

As at 30 June 2025, the following persons (not being a Director or the chief executive of the Company) have interests or short positions of 5% or more of the issued share capital and underlying shares of the Company which have been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO or as otherwise notified to the Company:

### LONG POSITIONS:

Name	Notes	Capacity and nature of interest	Number of ordinary shares held and interest in underlying shares	Percentage of the Company's issued share capital
China CITIC Financial Asset Management Co., Ltd. (formerly known as China Huarong Asset Management Co., Ltd.)	(a)	Security interest held by controlled corporation	3,511,000,000	67.50%
China CITIC Financial AMC International Holdings Limited (formerly known as CHINA HUARONG INTERNATIONAL HOLDINGS LIMITED)	(a)	Security interest held by controlled corporation	3,511,000,000	67.50%
Right Select International Limited	(a)	Security interest held by controlled corporation	3,511,000,000	67.50%
Wise Choice Ventures Limited	(a)/(b)	Security interest	3,511,000,000	67.50%
Wealth Sailor Limited	(c)	Beneficial owner	3,511,000,000	67.50%
Prominent Victory Limited	(b)/(d)	Beneficial interest held by controlled corporation	3,511,000,000	67.50%
Mr. HUANG Youlong	(e)	Beneficial interest held by controlled corporation	3,511,000,000	67.50%
Ms. SO Kit Yee Anita	(b)	Receiver	3,511,000,000	67.50%
Ms. LAU Wun Man (Maria)	(b)	Receiver	3,511,000,000	67.50%
Surplus Excel Limited	(f)	Beneficial owner	313,814,355	6.03%
Ms. YUE Xuqun	(g)	Beneficial interest held by controlled corporation	313,814,355	6.03%

*Notes:*

- (a) Wise Choice Ventures Limited is a company wholly and beneficially owned by Right Select International Limited. Right Select International Limited is a company wholly and beneficially owned by China CITIC Financial AMC International Holdings Limited. China CITIC Financial Asset Management Co., Ltd. is the ultimate beneficial owner of Wise Choice Ventures Limited. Each of Right Select International Limited, China CITIC Financial AMC International Holdings Limited and China CITIC Financial Asset Management Co., Ltd. is deemed to be interested in the shares which Wise Choice Ventures Limited has security interest by virtue of the SFO.
- (b) Wealth Sailor Limited has provided a first fixed share charge in respect of the 2,861,000,000 shares held by it and a first fixed charge in respect of the convertible bond held by it convertible into 650,000,000 shares in favour of Wise Choice Ventures Limited to secure the payment obligations under the secured notes issued by Prominent Victory Limited to Wise Choice Ventures Limited.

On 22 January 2024, Ms. SO Kit Yee Anita and Ms. LAU Wun Man (Maria) of Ernst & Young Transactions Limited were appointed as joint and several receivers over: (i) 2,861,000,000 shares of the Company (representing approximately 55.01% of the issued share capital of the Company as at the date of this interim report); and (ii) convertible bonds with an aggregate principal amount of HK\$74,100,000 issued by the Company. For details of the receivership, please refer to the announcement of the Company dated 22 January 2024.

- (c) Wealth Sailor Limited is a company incorporated in the British Virgin Islands ("**BVI**") with limited liability.
- (d) The interest disclosed are the shares directly beneficially owned by Wealth Sailor Limited, the issued share capital of which is wholly held by Prominent Victory Limited. Accordingly, Prominent Victory Limited is deemed to be interested in the shares owned by Wealth Sailor Limited.
- (e) This represents the 2,861,000,000 shares and the convertible bond (convertible into 650,000,000 shares) held by Wealth Sailor Limited. Mr. HUANG Youlong is the sole ultimate beneficial shareholder and sole director of Wealth Sailor Limited, indirectly holding 100% of the issued share capital of Wealth Sailor Limited through his wholly-owned company, Prominent Victory Limited.
- (f) Surplus Excel Limited is a company incorporated in the BVI with limited liability.
- (g) Ms. YUE Xuqun controls 100% of the equity interest in Surplus Excel Limited and is deemed to be interested in the shares held by Surplus Excel Limited.



Save as disclosed above, as at 30 June 2025, no person, other than the Directors (if any), had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

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

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

## **CORPORATE GOVERNANCE**

The Company has complied with all the applicable code provisions as set out in Part 2 of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C1 to the Listing Rules throughout the six months ended 30 June 2025, except for certain deviation which is explained below:

Code provision C.2.1 in Part 2 of the CG Code requires that the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. During the six months ended 30 June 2025, Mr. WONG Hin Shek is the Chairman of the Board and is responsible for overseeing the general operations of the Group. The Company does not have an officer with the title “Chief Executive Officer”. The overall responsibility of supervising and ensuring that the Group functions in line with the order of the Board in terms of day-to-day operations and execution is vested in the Board itself. The deviation is deemed appropriate and the Board believes that even vesting the roles of both chairman and chief executive officer in the same person could still provide the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. The Board further considers that the current structure does not impair the balance of power and authority between the Board and the management of the Company.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the Directors. Upon specific enquiry, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2025.

## AUDIT COMMITTEE

The audit committee of the Company comprises three independent non-executive Directors of Mr. HO Kwong Yu (chairman), Mr. SHENG Baojun and Ms. LIN Lin during the six months ended 30 June 2025 (during the six months ended 30 June 2024: three independent non-executive Directors) with written terms of reference. The audit committee has reviewed with management the accounting policies and practice adopted by the Group and discussed auditing, internal controls, and financial reporting matters including review of the unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2025.

## REMUNERATION COMMITTEE

The remuneration committee of the Company comprises three independent non-executive Directors of Mr. SHENG Baojun (chairman), Mr. HO Kwong Yu, and Ms. LIN Lin during the six months ended 30 June 2025 (during the six months ended 30 June 2024: three independent non-executive Directors) with written terms of reference. The remuneration committee is principally responsible for formulating and making recommendation to the Board on the Group's policy and structure for all remuneration of the Directors and senior management of the Group.

## NOMINATION COMMITTEE

The nomination committee of the Company comprises one executive Director of Mr. WONG Hin Shek (chairman) and three independent non-executive Directors of Mr. SHENG Baojun, Mr. HO Kwong Yu and Ms. LIN Lin during the six months ended 30 June 2025 (during the six months ended 30 June 2024: one executive Director and three independent non-executive Directors) with written terms of reference. The nomination committee has met once during the current interim period to review, inter alia, the structure, size and composition (including the skills, knowledge and experience of Directors) of the Board; to assess the independence of independent non-executive Directors; and to review the effectiveness of the board diversity policy adopted by the Company.





## APPRECIATION

On behalf of the Board, I would like to thank all our employees for their contribution and commitments. I also wish to extend my sincere gratitude to our shareholders, customers, suppliers and business partners for their long-term supports and dedication.

By order of the Board  
**Sino Golf Holdings Limited**  
**WONG Hin Shek**  
*Chairman*

Hong Kong, 27 August 2025