



帝國科技 集團
有限公司

IMPERIUM TECHNOLOGY
GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock code 股份代號: 0776)



2024
INTERIM REPORT
中期報告

BOARD OF DIRECTORS

Executive Directors

Mr. Cheng Ting Kong (*Chairman*)
Ms. Yeung So Mui (*Vice Chairlady*)
Mr. Lin Junwei
Mr. Yeung Tong Seng Terry

Independent Non-Executive Directors

Mr. Fung Tze Wa
Mr. Ting Wong Kacee
Mr. Tse Ting Kwan
Mr. Hui Ka Lung

AUDIT COMMITTEE

Mr. Fung Tze Wa (*Chairman*)
Mr. Ting Wong Kacee
Mr. Tse Ting Kwan

REMUNERATION COMMITTEE

Mr. Ting Wong Kacee (*Chairman*)
Mr. Fung Tze Wa
Mr. Tse Ting Kwan

NOMINATION COMMITTEE

Mr. Tse Ting Kwan (*Chairman*)
Mr. Fung Tze Wa
Mr. Ting Wong Kacee
Mr. Lin Junwei

COMPANY SECRETARY

Mr. Ip Ka Ki

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified public accounts
31/F, Gloucester Tower,
The Landmark,
11 Pedder Street, Central

董事會

執行董事

鄭丁港先生 (*主席*)
楊素梅女士 (*副主席*)
林俊煒先生
楊東成先生

獨立非執行董事

馮子華先生
丁煌先生
謝庭均先生
許嘉隆先生

審核委員會

馮子華先生 (*主席*)
丁煌先生
謝庭均先生

薪酬委員會

丁煌先生 (*主席*)
馮子華先生
謝庭均先生

提名委員會

謝庭均先生 (*主席*)
馮子華先生
丁煌先生
林俊煒先生

公司秘書

葉家麒先生

核數師

國衛會計師事務所有限公司
註冊公眾會計師
中環畢打街11號
置地廣場
告羅士打大廈31樓

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 02, 26/F,
One Harbour Square,
No. 181 Hoi Bun Road, Kwun Tong,
Kowloon, Hong Kong

PRINCIPAL BANKERS

In Hong Kong:

Dah Sing Bank
The Hongkong and Shanghai Banking Corporation Limited

In the PRC:

Bank of China Limited

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

0776

INVESTOR RELATIONS

For other information relating to the Company, please contact Corporate Communications Department website: www.776.hk
e-mail: ir@776.hk

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港總辦事處及主要營業地點

香港九龍
觀塘海濱道181號
One Harbour Square
26樓02室

主要往來銀行

在香港：

大新銀行
香港上海滙豐銀行有限公司

在中國：

中國銀行股份有限公司

開曼群島主要股份過戶登記處

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

股份代號

0776

投資者關係

有關本公司的其他資料，請聯絡企業通訊部網址：www.776.hk
電子郵箱：ir@776.hk

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

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

The board (the “Board”) of directors (the “Directors”) of Imperium Technology Group Limited (the “Company”) is pleased to announce the unaudited results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2024 (the “Period”), together with the unaudited comparative figures for the corresponding period in 2023 as follows:

帝國科技集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈，本公司及其附屬公司(統稱「本集團」)於截至二零二四年六月三十日止六個月(「期內」)的未經審核業績，連同二零二三年同期的未經審核比較數字載列如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
	Note 附註		
REVENUE	收益	28,283	41,012
Cost of sales	銷售成本	(21,374)	(40,263)
Gross profit	毛利	6,909	749
Other income	其他收入	4 6,749	3,818
Gain on disposal of subsidiaries	出售附屬公司的收益	5 —	21,107
Distribution costs	分銷成本	(1,071)	(1,864)
Administrative expenses	行政開支	(29,257)	(45,844)
Other operating expenses	其他經營開支	—	(10,027)
LOSS FROM OPERATIONS	經營虧損	(16,670)	(32,061)
Finance costs	融資成本	(8,761)	(7,223)
LOSS BEFORE TAX	除稅前虧損	(25,431)	(39,284)
Income tax expense	所得稅開支	6 —	—
LOSS FOR THE PERIOD	期內虧損	(25,431)	(39,284)
Loss for the period attributable to:	以下人士應佔期內虧損：		
Owners of the Company	本公司擁有人	(26,039)	(38,958)
Non-controlling interests	非控股權益	608	(326)
		(25,431)	(39,284)
LOSS PER SHARE	每股虧損		
Basic	基本	8 (0.08)	(0.13)
Diluted	攤薄	(0.08)	(0.13)

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
LOSS FOR THE PERIOD	期內虧損	(25,431)	(39,284)
Other comprehensive loss: Item that may be reclassified to profit or loss:	其他全面虧損： 可能重新分類至損益的項目：		
Exchange differences arising on translating foreign operations	換算海外業務而產生之 匯兌差異	(1,109)	(4,095)
Other comprehensive loss for the period, net of tax	期內其他全面虧損(除稅後)	(1,109)	(4,095)
Total comprehensive loss for the period	期內全面虧損總額	(26,540)	(43,379)
Total comprehensive loss for the period attributable to:	以下人士應佔期內全面虧損 總額：		
Owners of the Company	本公司擁有人	(27,148)	(43,053)
Non-controlling interests	非控股權益	608	(326)
		(26,540)	(43,379)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

		Note	Unaudited 未經審核 At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	7,422	16,120
Investment properties	投資物業		20,342	19,169
Intangible assets	無形資產		4,563	7,114
Deposits, other receivable and prepayments	按金、其他應收款項及預付款項		7,787	7,795
			40,114	50,198
Current assets	流動資產			
Inventories	存貨		223	202
Contract costs	合約成本		—	2
Trade receivables	應收貿易賬款	10	13,361	18,165
Current tax assets	即期稅項資產		23	23
Deposits, other receivables and prepayments	按金、其他應收款項及預付款項		8,622	5,549
Cryptocurrencies	加密貨幣		2,371	8,825
Cryptocurrency deposits and receivables	加密貨幣按金及應收加密貨幣		2,565	7,776
Cash and bank balances	現金及銀行結餘		9,488	10,189
			36,653	50,731
Current liabilities	流動負債			
Trade payables	應付貿易賬款	11	4,655	4,859
Cryptocurrency payables	應付加密貨幣		3	4
Lease liabilities	租賃負債		2,758	3,449
Loans from related parties	來自關聯人士之貸款	12	229,864	208,563
Other payables and accruals	其他應付款項及應計項目		38,372	41,397
Contract liabilities	合約負債		106	439
Current tax liabilities	即期稅項負債		49	44
			275,807	258,755
NET CURRENT LIABILITIES	流動負債淨額		(239,154)	(208,024)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		(199,040)	(157,826)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

		Note 附註	Unaudited 未經審核 At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元	Audited 經審核 At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		407	1,686
Loans from related parties	來自關聯方之貸款	12	78,784	92,204
Other payables	其他應付款項		234	342
Deferred tax liabilities	遞延稅項負債		742	757
			80,167	94,989
NET LIABILITIES	負債淨額		(279,207)	(252,815)
CAPITAL AND RESERVES	資本及儲備			
Equity attributable to owners to the Company	本公司擁有人應佔權益			
Share capital	股本		3,110	3,110
Reserves	儲備	13	(282,687)	(255,687)
			(279,577)	(252,577)
Non-controlling interests	非控股權益		370	(238)
CAPITAL DEFICIENCY	資本虧絀		(279,207)	(252,815)

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

		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
Total equity of the Group at 1 January	於一月一日本集團總權益	(252,815)	(128,312)
Changes in equity during the period:	期內權益變動：		
– Exchange differences arising on translating on foreign operations	– 換算海外業務而產生之匯兌差異	(1,109)	(4,095)
– Loss for the period	– 期內虧損	(25,431)	(39,284)
Total comprehensive loss for the period	期內全面虧損總額	(26,540)	(43,379)
Equity settled share-based transactions	以權益結算以股份為基礎的交易	–	6,276
Capital contribution	注資	148	1,679
Release of foreign currency translation reserve due to disposal of subsidiaries	因出售附屬公司的外匯儲備撥回	–	(16,677)
Total equity of the Group at 30 June	於六月三十日本集團總權益	(279,207)	(180,413)

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 used in operating activities	經營活動所用現金淨額	(4,113)	(17,261)
Net cash generated from/(used in) investing activities	投資活動產生/(所用)現金淨額	498	(6,720)
Net cash generated from financing activities	融資活動產生現金淨額	4,000	4,238
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加/(減少)淨額	385	(19,743)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等值物	10,189	42,764
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(1,086)	(883)
CASH AND CASH EQUIVALENTS AT 30 JUNE	於六月三十日之現金及現金等值物	9,488	22,138
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值物分析		
Cash and bank balances	現金及銀行結餘	9,488	22,138

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. GENERAL AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is Room 02, 26/F., One Harbour Square, No. 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated, which is the Company's functional and presentation currency.

In the opinion of the Directors, Diamond State Holdings Limited, a company incorporated in the British Virgin Islands, is the immediate parent and Mr. Cheng Ting Kong ("Mr. Cheng") is the ultimate controlling party of the Company.

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") as well as with the applicable disclosure provision of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Group incurred a net loss and operating cash outflow of approximately HK\$25,431,000 (2023: HK\$39,284,000) and HK\$4,113,000 (2023: HK\$17,261,000) respectively during the six months period ended 30 June 2024 and, as of that date, the Group had net current liabilities and net liabilities of approximately HK\$239,154,000 (2023: HK\$208,024,000) and HK\$279,207,000 (2023: HK\$252,815,000) respectively.

Further, as at 30 June 2024, the Group had loans from related parties with a total principal amount of approximately HK\$312,040,000 due to Mr. Cheng and related companies, which are beneficially owned and controlled by Mr. Cheng, of which HK\$210,000,000 will mature in 2024 while the Group recorded cash and bank balances of approximately HK\$9,488,000 as at 30 June 2024.

1. 一般資料及編製基準

本公司根據開曼群島公司法於開曼群島註冊成立為一家獲豁免有限公司，其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而其主要營業地點位於香港九龍觀塘海濱道181號One Harbour Square 26樓02室。本公司之股份於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為投資控股公司。本簡明綜合財務報表以港元（「港元」）（本公司之功能和呈列貨幣）呈列。除另有指明者外，所有數值均湊整至最接近之千位。

董事認為，Diamond State Holdings Limited（於英屬維爾京群島註冊成立之公司）為本公司之直接母公司，以及鄭丁港先生（「鄭先生」）為本公司之最終控股方。

本簡明綜合財務報表乃依據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」要求以及香港聯合交易所有限公司證券上市規則（「上市規則」）的適用披露條款而編製。

本集團於截至二零二四年六月三十日止六個月期間產生淨虧損及經營現金流出分別約25,431,000港元（二零二三年：39,284,000港元）及4,113,000港元（二零二三年：17,261,000港元），截至該日，本集團的流動負債淨額及負債淨額分別約為239,154,000港元（二零二三年：208,024,000港元）及279,207,000港元（二零二三年：252,815,000港元）。

此外，於二零二四年六月三十日，本集團來自關聯人士貸款之本金總額約為312,040,000港元，乃應付鄭先生及由鄭先生實益擁有及控制的關聯公司，其中210,000,000港元將於二零二四年到期，本集團於二零二四年六月三十日錄得現金及銀行結餘約9,488,000港元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. GENERAL AND BASIS OF PREPARATION

(Continued)

The conditions described above cast significant doubt on the Group's ability to continue as a going concern. In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will be able to finance its future working capital and fulfill its financial obligations and continue as a going concern. Certain plans and measures are being or will be taken to manage its liquidity needs and to improve its financial position, which include, but are not limited to, the following:

- (i) The Group will continuously adopt a monitoring process on the repayment status of trade receivables in order to seek to achieve timely collection and improve its operating cash flows and financial position;
- (ii) The Group will continuously take measures to tighten cost control over various costs in order to seek to achieve profit and operating cash inflows and seek to implement various strategies to enhance the Group's revenue; and
- (iii) The Group will continue negotiations with its creditors for extension of its debts when they fall due and seek alternative debt and/or equity financing to meet cash flow requirements.

The Directors had reviewed the Group's cash flow forecast for a period of not less than twelve months from the date of the approval and authorisation to issue of the condensed consolidated financial statements and are of the opinion that the Group will have sufficient cash resources to finance its working capital requirements and financial obligations during the forecast period, taking into account and assuming the above-mentioned plans and measures will enable the Group's operations to attain profitable and positive cash flows from operations and result in successful negotiation with the Group's creditors to extend the repayment date or obtain sufficient new financing. Accordingly, the Directors are of the opinion that it is appropriate to prepare the condensed consolidated financial statements for the six months period ended 30 June 2024 on a going concern basis.

However, the eventual outcome of these matters cannot be estimated with reasonable certainty, hence there exists material uncertainty related to the conditions described above which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the Group's condensed consolidated financial statements as the condensed consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern.

1. 一般資料及編製基準(續)

上文所述的狀況對本集團持續經營之能力構成重大疑慮。鑒於有關情況，董事於評估本集團能否為日後營運資金撥資及履行財務責任及持續經營時，已審慎考慮本集團的未來流動資金及表現，以及可供使用資源。若干計劃及措施已經或將會予以考慮以管理未來流動資金需要及改善財務狀況，其中包括(但不限於)以下各項：

- (i) 本集團將持續採納監察應收貿易賬款還款狀況的程序，以達致準時收款及改善營運現金流量及財務狀況；
- (ii) 本集團將持續採取措施收緊不同成本的成本控制，以達致溢利及營運現金流量，並實施多項政策提升本集團的收益；及
- (iii) 本集團將持續與債權人就於到期時延長債務進行協商，並尋找其他債務及／或股權融資以達致現金流量規定。

董事已審閱本集團由批准及授權刊發簡明綜合財務報表日期起計不少於十二個月期間的現金流量預測，經計及並假設上述計劃及措施將有助本集團營運達致盈利及正數營運現金流量，繼而令本集團與債權人就延長還款日期成功協商，或取得足夠新融資，董事認為本集團將具備足夠現金資源於預測期間為營運資金要求及財務責任撥資。因此，董事認為按持續經營基準編製截至二零二四年六月三十日止六個月期間的簡明綜合財務報表屬合適。

然而，該等事宜的最終結果不能以合理確定估計，因此存在與上述情況相關的重大不確定因素，或會對本集團持續經營之能力構成重大疑慮。因此，本集團未必能在一般業務過程中變現資產及解除債務。倘本集團未能按持續經營基準營運，則須作出調整以撇減本集團資產的賬面值至可收回金額，以就可能出現的任何未來負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於本集團的簡明綜合財務報表中反映，原因為簡明綜合財務報表乃根據本集團將繼續按持續經營基準營運的假設編製。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES

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

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2024 are the same as those followed in the preparation of the Group's annual financial information for the year ended 31 December 2023.

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

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

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

2. 主要會計政策

除若干物業及金融工具以公允值計量(如適用)外,本簡明綜合財務報表按歷史成本法編製。

除下文所述者外,編製截至二零二四年六月三十日止六個月的簡明綜合財務報表時所採用的會計政策及計算方法與編製本集團截至二零二三年十二月三十一日止年度之年度財務資料所遵循者相同。

本集團已就此等財務報表首次採納下列由香港會計師公會頒佈的新訂及經修訂香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則及詮釋)。

香港會計準則第1號(修訂本)	負債分類為流動或非流動
香港會計準則第1號(修訂本)	附帶契諾的非流動負債
香港詮釋第5號(經修訂)	財務報表列報 – 借款人對載有按求償還條款的定期貸款分類
香港財務報告準則第16號(修訂本)	售後租回的租賃負債
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排

期內應用新訂及經修訂香港財務報告準則對本集團於期內及過去期間的財務表現及狀況及/或此等簡明綜合財務報表所載披露事項並無重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. SEGMENT INFORMATION

Information reported to the executive Directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered. For management purposes, the Group has six (2023: six) reportable segments, online game, esports, cloud computing and data storage, household products, property investment and money lending.

Information about reportable segment revenue, profit or loss and assets:

2024

		Online game	Cloud computing and data storage	Esports	Household products	Property investment	Money lending	Total
		線上遊戲	雲計算及數據儲存	電子競技	家居產品	物業投資	放債	總計
		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
Six months ended 30 June 2024 (unaudited)	截至二零二四年六月三十日止六個月 (未經審核)							
Revenue from external customers	來自外部客戶之收益	12,404	2,152	12,002	803	622	300	28,283
Segment (loss)/profit	分部(虧損)/溢利	(6,446)	(7,649)	(408)	(438)	2,534	288	(12,119)
Interest revenue	利息收益	1	—	2	2	—	—	5
Interest expense	利息開支	(15)	(959)	(983)	—	—	—	(1,957)
Depreciation and amortisation	折舊及攤銷	(1,001)	(3,420)	(4,180)	—	—	—	(8,601)
Other material non-cash item:	其他重大非現金項目：							
— Impairment of assets, net	— 資產減值淨額							
Write-down of cryptocurrencies	加密貨幣撇減	—	(4,355)	—	—	—	—	(4,355)
Net fair value gain on investment properties	投資物業的公允值收益淨額	—	—	—	—	1,912	—	1,912
Addition to segment non-current assets	添置分部非流動資產	17	—	164	—	—	—	181
As at 30 June 2024	於二零二四年六月三十日							
Segment assets	分部資產	12,659	5,537	26,960	4,836	20,342	500	70,834

3. 分部資料

就資源分配及評估分部表現而向本公司執行董事(為主要經營決策者)呈報的資料集中於所交付的貨品種類。就管理而言,本集團分為線上遊戲、電子競技、雲計算及數據儲存、家居產品、物業投資及放債六個(二零二三年:六個)可呈報分部。

有關可呈報分部收益、損益及資產之資料:

二零二四年

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. SEGMENT INFORMATION (Continued) 2023

3. 分部資料(續) 二零二三年

		Online game 線上遊戲 HK\$'000 千港元	Cloud computing and data storage 雲計算及 數據儲存 HK\$'000 千港元	Esports 電子競技 HK\$'000 千港元	Household products 家居產品 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Six months ended 30 June 2023 (unaudited)	截至二零二三年六月 三十日止六個月 (未經審核)							
Revenue from external customers	來自外部客戶之收益	7,697	3,804	11,221	17,621	659	10	41,012
Segment (loss)/profit	分部(虧損)/溢利	(28,857)	(4,162)	(7,382)	(1,329)	659	(2,069)	(43,140)
Interest revenue	利息收益	2	2	6	9	—	—	19
Interest expense	利息開支	(267)	(851)	(871)	—	—	—	(1,989)
Depreciation and amortisation	折舊及攤銷	(4,502)	(6,941)	(3,925)	(30)	—	—	(15,398)
Other material non-cash item:	其他重大非現金項目:							
— Impairment of assets, net	— 資產減值淨額							
Impairment of receivables, net	應收款項減值淨額	—	—	—	—	—	(2,071)	(2,071)
Impairment on intangible assets	無形資產減值	(9,033)	—	—	—	—	—	(9,033)
Impairment of goodwill	商譽減值	(994)	—	—	—	—	—	(994)
Reversal of write-down of cryptocurrencies	加密貨幣撇減撥回	—	240	—	—	—	—	240
Addition to segment non-current assets	添置分部非流動資產	1,405	110	510	—	—	—	2,025
As at 30 June 2023	於二零二三年六月 三十日							
Segment assets	分部資產	61,752	23,270	33,618	19,467	19,454	2,268	159,829

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. SEGMENT INFORMATION (Continued)

Reconciliations of segment assets:

		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
Assets	資產		
Total assets of reportable segment	可呈報分部之資產總值	70,834	95,218
Unallocated deposits, other receivables and prepayments	未分配按金、其他應收款項及預付款項	884	947
Unallocated cash and bank balances	未分配現金及銀行結餘	3,522	2,575
Unallocated other corporate assets	未分配其他企業資產	1,527	2,189
Consolidated total assets	綜合資產總值	76,767	100,929

Reconciliation of reportable segment revenue and results:

		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
Profit or loss	收益或虧損		
Total loss of reportable segments	可呈報分部之總虧損	(12,119)	(43,140)
Unallocated finance costs	未分配融資成本	(8,665)	(5,512)
Unallocated corporate income	未分配企業收入	—	21,109
Unallocated corporate expenses	未分配企業開支	(4,647)	(11,741)
Consolidated loss for the period	期內綜合虧損	(25,431)	(39,284)

3. 分部資料(續)

分部資產之對賬：

		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
Assets	資產		
Total assets of reportable segment	可呈報分部之資產總值	70,834	95,218
Unallocated deposits, other receivables and prepayments	未分配按金、其他應收款項及預付款項	884	947
Unallocated cash and bank balances	未分配現金及銀行結餘	3,522	2,575
Unallocated other corporate assets	未分配其他企業資產	1,527	2,189
Consolidated total assets	綜合資產總值	76,767	100,929

可呈報分部收益及業績之對賬：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元
Profit or loss	收益或虧損		
Total loss of reportable segments	可呈報分部之總虧損	(12,119)	(43,140)
Unallocated finance costs	未分配融資成本	(8,665)	(5,512)
Unallocated corporate income	未分配企業收入	—	21,109
Unallocated corporate expenses	未分配企業開支	(4,647)	(11,741)
Consolidated loss for the period	期內綜合虧損	(25,431)	(39,284)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

4. OTHER INCOME

4. 其他收入

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
Government grants	40	82
Bank interest income	5	19
Reversal of write-down on cryptocurrencies	—	240
Net exchange gain	—	1,643
Net fair value gain on investment properties	1,912	—
Gain on disposal of cryptocurrencies	121	648
Gain on disposal of property, plant and equipment	2,866	—
Others	1,805	1,186
	6,749	3,818

5. GAIN ON DISPOSAL OF SUBSIDIARIES

On 30 June 2023, the Group disposed 100% of the issued share capital of JF Household Furnishings (Asia) Limited and its subsidiaries for a total consideration of HK\$1. For details of calculation, please refer to note 14.

5. 出售附屬公司的收益

於二零二三年六月三十日，本集團以總代價1港元出售捷豐家居用品(亞洲)有限公司及其附屬公司全部已發行股本。有關計算方式的詳情，請參閱附註14。

6. INCOME TAX EXPENSE

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of qualifying group entity established in Hong Kong will be taxed at 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. The profits of the group entities not qualifying for the two-tiered Profit Tax rate regime will continue to be taxed at a rate of 16.5% (2023: 16.5%).

6. 所得稅開支

根據兩級制利得稅稅率制度，在香港成立之合資格集團實體首2,000,000港元溢利將按8.25%之稅率徵收稅項，而超過該金額之溢利將按16.5%之稅率徵收稅項。不符合兩級制利得稅稅率制度資格之集團實體之溢利將繼續按16.5%之稅率徵收稅項(二零二三年：16.5%)。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the Enterprise Income Tax tax rate of the PRC subsidiaries has been provided at a rate of 25% (2023: 25%) on the estimated accessible profits for the Period.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於期內的企業所得稅乃按估計應課稅溢利稅率25%(二零二三年：25%)作出撥備。

Malaysia Corporate Tax has been provided at a rate of 24% (2023: 24%) on the estimated assessable profit for the Period.

於期內，馬來西亞企業稅乃按估計應課稅溢利稅率24%(二零二三年：24%)作出撥備。

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

其他地區應課稅溢利之稅項開支乃採用本集團經營所在國家當前稅率根據現行的相關法例、詮釋及慣例計算。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

7. DIVIDEND

No dividend has been paid, declared or proposed during the Period. The Directors have determined that no dividend will be paid in respect of the interim period (2023: Nil).

8. LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the loss attributable to owners of the Company and weighted-average number of ordinary shares, as follows:

7. 股息

期內並無派付、宣派或建議派付股息。董事已決定不會就本中期期間派付股息(二零二三年：無)。

8. 每股虧損

每股基本及攤薄虧損乃根據下列本公司擁有人應佔虧損及普通股的加權平均數計算：

		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
Loss	虧損		
Loss attributable to owners of the Company, for the purpose of calculating basic and diluted loss per share	用於計算每股基本及攤薄虧損的本公司擁有人應佔虧損	(26,039)	(38,958)

		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)	2023 二零二三年 (unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股加權平均數	311,036,000	311,036,000

As the Company's share options during the six months ended 30 June 2024 and 30 June 2023, do not give rise to any dilutive effect to the loss per share, diluted loss per share was the same as the basic loss per share for the six months ended 30 June 2024 and 2023 respectively.

由於在截至二零二四年六月三十日及二零二三年六月三十日止六個月，本公司之購股權並無對每股虧損帶來任何攤薄影響，故於截至二零二四年及二零二三年六月三十日止六個月，每股攤薄虧損分別與每股基本虧損相同。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group had additions to property, plant and equipment in the amount of approximately HK\$181,000 (2023: HK\$2,178,000). The Group has gain on disposal of property, plant and equipment under the category of mining equipment in amount of approximately HK\$2,866,000 for the Period.

10. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 90 days. Overdue balances are reviewed regularly by Directors. The aging analysis of the Group's trade receivables, based on the invoice date, and net of loss allowance, is as follows:

		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
0-30 days	0至30天	1,992	5,657
31-60 days	31至60天	2,963	2,146
61-90 days	61至90天	2,483	1,338
Over 90 days	超過90天	5,923	9,024
Total	總計	13,361	18,165

11. TRADE PAYABLES

The Group normally obtains credit terms ranging from 30 to 90 days from its suppliers. The aging analysis of trade payables, based on the invoice date, is as follows:

		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
0-30 days	0至30天	714	552
31-60 days	31至60天	266	314
61-90 days	61至90天	665	379
Over 90 days	超過90天	3,010	3,614
Total	總計	4,655	4,859

9. 物業、廠房及設備

截至二零二四年六月三十日止六個月，本集團添置物業、廠房及設備金額約181,000港元(二零二三年：2,178,000港元)。期內，本集團出售採礦設備類別下的物業、廠房及設備的收益約為2,866,000港元。

10. 應收貿易賬款

本集團主要以信貸條款與客戶進行交易。信貸期一般介乎30至90天。董事定期檢討過期結餘。本集團應收貿易賬款按發票日期及扣除虧損撥備後之賬齡分析如下：

11. 應付貿易賬款

供應商授予本集團的信貸期一般為30至90天。應付貿易賬款按發票日期之賬齡分析如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

12. LOANS FROM RELATED PARTIES

As at 30 June 2024, the Group received loans from Mr. Cheng and related companies, which are companies beneficially owned and controlled by Mr. Cheng with aggregate principal amount of HK\$312,040,000 (2023: HK\$310,000,000). These loans were unsecured, interest bearing from 0% to 2% (2023: from 0% to 2%) per annum and repayable within one to two years. The fair value of these loans were estimated at the prevailing market interest rates for equivalent loans which ranged from 3.98% to 8.75% (2023: from 3.98% to 8.75%) per annum on initial recognition.

The carrying amounts of the loans from related parties are repayable:

12. 來自關聯人士之貸款

於二零二四年六月三十日，本集團自鄭先生及由鄭先生實益擁有及控制的關聯公司收取本金總額312,040,000港元(二零二三年：310,000,000港元)之貸款。該等貸款為無抵押，按年息0%至2%(二零二三年：0%至2%)計息及須於一至兩年內償還。該等貸款之公允值乃按相同貸款初始確認時之當前市場利率介乎3.98%至8.75%(二零二三年：3.98%至8.75%)估計。

來自關聯人士之貸款的賬面值須按下列時間償還：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within one year	一年內	229,864	208,563
Within a period of more than one year but not exceeding two years	於一年後但不超過兩年的期間內	78,784	92,204
		308,648	300,767
Less: Amounts due within one year shown under current liabilities	減：流動負債項下列示於一年內到期的金額	(229,864)	(208,563)
Amount shown under non-current liabilities	非流動負債項下列示的金額	78,784	92,204

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

13. SHARE CAPITAL

13. 股本

		Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股	
		Number of shares 股份數目	Par value 面值 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares,	普通股		
At 1 January 2023 (audited), 31 December 2023 (audited) and 30 June 2024 (unaudited)	於二零二三年一月一日(經審核)、 二零二三年十二月三十一日 (經審核)及二零二四年 六月三十日(未經審核)	500,000,000	50,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares,	普通股		
At 1 January 2023 (audited), 31 December 2023 (audited) and 30 June 2024 (unaudited)	於二零二三年一月一日(經審核)、 二零二三年十二月三十一日 (經審核)及二零二四年 六月三十日(未經審核)	311,036,000	3,110

14. DISPOSAL OF SUBSIDIARIES

14. 出售附屬公司

On 30 June 2023, the Group disposed 100% of the issued share capital of JF Household Furnishings (Asia) Limited and its subsidiaries (the “**JF Asia Group**”) for a total consideration of HK\$1.

於二零二三年六月三十日，本集團以總代價1港元出售捷豐家居用品(亞洲)有限公司及其附屬公司(「捷豐亞洲集團」)的100%已發行股本。

Net liabilities at the date of disposal were as follows:

於出售日期的負債淨額如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	80
Other receivables	其他應收款項	5,713
Bank and cash balances	銀行及現金結餘	5,112
Current tax assets	即期稅項資產	19
Other payables	其他應付款項	(13,638)
Deferred tax liabilities	遞延稅項負債	(1,716)
Net liabilities disposed of	已出售負債淨額	(4,430)
Release of foreign currency translation reserve	外匯儲備撥回	(16,677)
Gain on disposal	出售事項的收益	21,107
Net cash outflow arising on disposal:	出售時產生的現金流出淨額：	
Cash consideration received	已收現金代價	—*
Cash and cash equivalents disposed of	已出售的現金及現金等值物	(5,112)
		(5,112)

* amount less than HK\$1,000

* 少於1,000港元的金額

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

15. OPERATING LEASE ARRANGEMENTS

The Group as lessor

Operating leases relate to investment property and plant and machinery owned by the Group with lease terms of 1 to 3 years, with no extension. The lessee does not have an option to purchase the property at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

		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
Within one year	一年內	1,104	416
In the second year	第二年	877	11
Total	總計	1,981	427

The following table presents the amounts reported in profit or loss:

Rental income on operating profits	經營溢利的租金收入	622	1,643
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16. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

15. 經營租賃安排

本集團作為出租人

經營租賃與本集團租期為1至3年的自有投資物業以及廠房及機械(不可延期)有關。承租人並無擁有於租期屆滿時購買該物業的選擇權。

租賃的最低應收租賃款項如下：

		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
Within one year	一年內	1,104	416
In the second year	第二年	877	11
Total	總計	1,981	427

下表呈列於損益表申報的金額：

Rental income on operating profits	經營溢利的租金收入	622	1,643
------------------------------------	-----------	------------	-------

16. 公允值計量

公允值為市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。

本集團的政策乃於導致該轉移之事件或狀況出現變動當日確認自三個層級中的任何一個層級的轉入及轉出。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

16. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosure of level in fair value hierarchy:

At 30 June 2024

Description	項目	Fair value measurements using: 公允值計量採用的層級:			Total 總計
		Level 1 第1層級 (unaudited) (未經審核) HK\$'000 千港元	Level 2 第2層級 (unaudited) (未經審核) HK\$'000 千港元	Level 3 第3層級 (unaudited) (未經審核) HK\$'000 千港元	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
Recurring fair value measurements: Investment properties Office units – Malaysia	經常性公允值計量: 投資物業 辦公單位—馬來西亞	—	—	20,342	20,342

於二零二四年六月三十日

16. 公允值計量(續)

(a) 公允值層級水平披露:

於二零二四年六月三十日

At 31 December 2023

Description	項目	Fair value measurements using: 公允值計量採用的層級:			Total 總計
		Level 1 第1層級 (audited) (經審核) HK\$'000 千港元	Level 2 第2層級 (audited) (經審核) HK\$'000 千港元	Level 3 第3層級 (audited) (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
Recurring fair value measurements: Investment properties Office units – Malaysia	經常性公允值計量: 投資物業 辦公單位—馬來西亞	—	—	19,169	19,169

於二零二三年十二月三十一日

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

16. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets measured at fair value based on level 3:

Description

項目

At 1 January 2023
Net fair value loss recognised in profit or loss
Exchange difference

於二零二三年一月一日
於損益確認的公允值虧損淨額
匯兌差異

At 31 December 2023 and 1 January 2024

於二零二三年十二月三十一日及
二零二四年一月一日
於損益確認之公允值收益淨額
匯兌差異

At 30 June 2024

於二零二四年六月三十日

Investment properties
投資物業
(unaudited)
(未經審核)
HK\$'000
千港元

20,496
(515)
(812)

19,169
1,912
(739)

20,342

The total gains or losses recognised in profit or loss including those for assets held at end of reporting period are presented in other income in the condensed consolidated statement of profit or loss for the six months ended 30 June 2024.

於報告期末在損益中確認的損益總額(包括所持資產的損益)乃於截至二零二四年六月三十日止六個月的簡明綜合損益表內的其他收入呈列。

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board at least twice a year.

(c) 本集團所採用估值程序及公允值計量所採用估值技術及參數的披露：

本集團的財務總監負責就財務報告進行所需的資產及負債之公允值計量(包括第3層級公允值計量)。財務總監就此等公允值計量直接向董事會匯報。財務總監與董事會每年至少兩次討論估值程序及有關結果。

16. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

(Continued)

Details of valuation techniques used and key inputs to valuation on investment properties which are categorised as Level 3 fair value measurement at the end of the reporting period are as follows:

Level 3 fair value measurements

	Fair value 公允值		Valuation technique 估值技術	Significant unobservable input 重大不可觀察參數	Range 範圍
	30 June 2024 二零二四年 六月三十日 HK\$'000 千港元	31 December 2023 二零二三年 十二月 三十一日 HK\$'000 千港元			
Investment properties – Commercial building located in Malaysia 投資物業 – 位於馬來西亞之商業 大廈	20,342	19,169	Income approach 收入法	(1) Reversionary yield (1) 復歸收益率 (2) Monthly market rent per sq. ft. (2) 每平方米每月的市場租金	6.5% (2023: 6.5%) 6.5% (二零二三年: 6.5%) RM3.2 (2023: RM3.0) 3.2令吉(二零二三年: 3.0令吉)

Reversionary yield is the rate taking into account the capitalisation of potential rental income, nature of the property and prevailing market conditions. Monthly market rent per square foot is the market rent taking into account the direct comparable market transactions to the related properties.

The fair value measurements are negatively correlated to the reversionary yield, while positively correlated to the market rent per square foot.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

There was no transfer into or out of Level 3 fair value measurement during the Period and year ended 31 December 2023 respectively.

16. 公允值計量(續)

(c) 本集團所採用估值程序及公允值計量所採用估值技術及參數的披露：(續)

於報告期末，對分類為第3層級公允值計量之投資物業進行估值時所用的估值技術及重要參數詳情如下：

第3層級公允值計量

復歸收益率乃計及潛在租金收入資本化、物業性質及當時市況得出之比率。每平方米每月之市場租金乃計及相關物業之市場可供直接比較交易得出之市場租金。

公允值計量與復歸收益率成反比，而與每平方米之市場租金則成正比。

於估計物業公允值時，物業的最高及最佳用途為其現時用途。

於期內及截至二零二三年十二月三十一日止年度，第3層級公允值計量概無任何轉入或轉出。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

17. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the condensed consolidated financial statements, the Group had the following transactions and balances with its related parties during the Period:

(a) Key management personnel compensation

The key management personnel of the Group comprise all Directors. Details of their emoluments were disclosed as follows:

17. 關聯人士交易

除本簡明綜合財務報表其他部分所披露的關聯人士交易及結餘外，於期內，本集團與其關聯人士的交易及結餘如下：

(a) 主要管理人員酬金

本集團主要管理人員包括所有董事。彼等的薪酬詳情披露如下：

		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
		Note 附註	
Directors' remuneration	董事薪酬	(i)	6,728
			1,488

Note:

(i) includes share based-payment of approximately HK\$Nil (2023: HK\$5,540,000).

附註：

(i) 包括以股份為基礎的付款約為零港元(二零二三年：5,540,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

17. RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with related parties

17. 關聯人士交易(續)

(b) 與關聯人士進行的交易

		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 expense paid to	向以下公司支付利息開支		
— Imperium Credit Limited	— 帝國信貸財務有限公司	1,624	1,200
— Sun International Group Limited	— 太陽國際集團有限公司	3,736	3,069
— Imperium Group (Holdings) Limited	— 帝國集團(控股)有限公司	1,626	1,207
— Mr. Cheng	— 鄭先生	1,553	776
— Mr. Yeung Tong Seng Terry	— 楊東成先生	—	490
Rental income from	來自以下人士的租金收入		
— Mr. Cheng	— 鄭先生	134	293
License fee charged by	以下公司收取的特許費		
— Imperium Interactive Entertainment Limited	— 帝國影遊互動有限公司	1	8
Publishing online game income from	來自以下公司的發行線上遊戲收入		
— Imperium Interactive Entertainment Limited	— 帝國影遊互動有限公司	3,067	—

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

17. RELATED PARTY TRANSACTIONS (Continued)

(c) Balance with related parties

At 30 June 2024 and 31 December 2023, the Group had the following balances with related parties:

	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
Loans from related parties and related interest payable		
— Imperium Credit Limited	(54,367)	(52,742)
— Sun International Group Limited	(130,376)	(126,640)
— Imperium Group (Holdings) Limited	(71,646)	(68,129)
— Mr. Cheng	(58,259)	(57,156)
— Mr. Yeung Tong Seng Terry	(600)	(600)
Amount due from related parties		
— Imperium interactive Entertainment Limited	3,639	570

17. 關聯人士交易(續)

(c) 與關聯人士的結餘

於二零二四年六月三十日及二零二三年十二月三十一日，本集團與關聯人士有下列結餘：

BUSINESS REVIEW AND OUTLOOK

Industry Review

In 2024, geopolitics and inflation continue to bring uncertainties to the global economy. Elevated central bank rates to fight inflation and a withdrawal of fiscal support amid high debt weigh on economic activity. In the World Economic Outlook Report published by the International Monetary Fund, global growth is projected to stay at 3.1 percent in 2024 and rise to 3.2 percent in 2025. However, the global epidemic has brought huge home economy opportunities to the gaming industry. According to the marketing report issued by NewZoo, the total revenue in the global game market is expected to reach US\$189.3 billion in 2024, and the number of global gamers is expected to reach 3.38 billion. It is also anticipated that the game market will continue to grow in the next few years, and is expected to reach US\$205.7 billion in 2026, with a CAGR of 4.7% from 2021 to 2026.

The Group considers that the long-term development prospect of the game market is positive and spurs the particularly strong development momentum of games embedded with emerging technologies. The Group will continue to seize corresponding market opportunities and aggressively explore the online game business.

Business Review

Since 2018, the Group has transformed itself into a leading player in the realms of online game publishing, cloud related services and esports which form the three pillars of the Group. At the heart of the Group's success is its unwavering commitment to innovation. By leveraging cutting-edge technologies and a deep understanding of consumer behavior, the Group targets to create a portfolio of groundbreaking products and services that are captivating audiences around the world. The Group's ongoing efforts to develop the Metasens, especially the Holosens project is a testimonial to our vision.

For the six months ended 30 June 2024 (the "Period"), the Group's total revenue decreased year-on-year by approximately 31.0% to approximately HK\$28,283,000 (for the six months ended 30 June 2023: HK\$41,012,000), mainly due to decrease in sales from the household products segment. The revenue from the online game segment and the esports segment have increased as compared to the six months ended 30 June 2023. Loss attributable to shareholders of the Company for the Period was approximately HK\$25,431,000 (for the six months ended 30 June 2023: HK\$39,284,000), is mainly due to expenses incurred in the development of the Holosens project and amortisation of intangible assets. The decreases in loss are mainly attributed to the reduction in non-cash expense items incurred.

業務回顧及展望

行業回顧

二零二四年，地緣政治及通脹續為全球經濟帶來不確定因素。中央銀行為應對通脹而提高利率，以及在債務高企的情況下撤銷財政支援均對經濟活動構成壓力。國際貨幣基金組織刊發《世界經濟展望報告》，預計二零二四年全球經濟增長將維持於3.1%，而二零二五年將上升至3.2%。縱然如此，全球疫情為遊戲行業帶來龐大的宅經濟商機。NewZoo發表市場報告，預期二零二四年全球遊戲市場總收益達到1,893億美元，全球遊戲玩家數量預計將達到33.8億人。並預期，遊戲市場將在未來數年繼續增長，預計於二零二六年達到2,057億美元，二零二一年至二零二六年複合年增長率為4.7%。

本集團認為，遊戲市場的長期發展前景積極正面，促成植入新興科技的遊戲發展勢頭格外強勁。本集團將繼續緊抓相關市場機遇，積極開拓線上遊戲業務。

業務回顧

自二零一八年起，本集團已轉型為線上遊戲發行、雲相關服務及電子競技三大支柱領域的龍頭企業。本集團成功的核心在於堅定不移投入創新工作。憑藉尖端技術及對消費者行為的深入了解，本集團的目標是創造突破性的產品與服務組合，吸引來自世界各地的受眾。本集團繼續致力開發Metasens(尤其是Holosens項目)，實踐我們的願景。

截至二零二四年六月三十日止六個月(「期內」)，本集團的總收益按年減少約31.0%至約28,283,000港元(截至二零二三年六月三十日止六個月：41,012,000港元)，主要由於家居產品分部的銷售減少。來自線上遊戲分部及電子競技分部的收益較二零二三年六月三十日止六個月增加。期內之本公司股東應佔虧損約為25,431,000港元(截至二零二三年六月三十日止六個月：39,284,000港元)，主要由於開發Holosens項目產生的開支及無形資產攤銷所致。虧損減少主要是由於非現金開支項目產生的虧損減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Online Game business

The Group continues publishing licensed online games including “Jiuyin Zhenjing” 《九陰真經》 in South East Asia region and “Champion Horse Racing” over the world. During the Period, the Group participated in the launch of “Myth Of Empires” and gained valuable experience in publishing games globally. This enhanced our readiness in promoting the Holosens project.

Holosens is a social-focused metaverse platform that aims to provide a variety of social features, including dating, entertainment, and immersive experiences. The platform uses virtual reality technology and advanced 3D graphics engines to create a highly interactive and immersive digital world for users, enabling users to engage in colorful social activities in a virtual environment. With the rapid development of AI technology, we are actively exploring the application of generative AI technology to Holosens to develop game characters with text or voice. This innovation enables players to create their avatars more accurately and quickly, enhancing the overall gaming experience. Specifically, players can generate virtual characters with unique appearances, personalities, and behavioral traits through text descriptions or voice commands. Not only can these characters interact with other players in the virtual world of Holosens, but they can also participate in a variety of social activities and entertainment.

We believe that this innovation will significantly increase user engagement and satisfaction, as well as bring more user and market opportunities to Holosens and Metasens. The project has made significant progress this Period and we will conduct market testing in the second half of the year to provide a more solid foundation for the next stage of development.

The revenue from the online game business of the Group increased year on year by approximately 61.2% to 12,404,000 (for the six months ended 30 June 2023: HK\$7,697,000); the segment loss was approximately HK\$6,446,000 (for the six months ended 30 June 2023: HK\$28,857,000) representing primarily the cost incurred in the development of the Holosens. As there are uncertainties in securing funding for the project, such development costs were not capitalized.

The segment loss was significantly reduced compared to the results for the six months ended 30 June 2023 as there was no impairment loss related to game intellectual properties and licenses during the Period (year ended 31 December 2023: approximately of HK\$33,443,000). It was because all of the intangible assets relating to the online game business have been fully impaired in 2023 due to change in the market environment and player habits arising from the sharp fluctuations in the NFT market as well as the uncertainties in securing funding for development and publishing of the intangible assets.

線上遊戲業務

本集團繼續在東南亞地區發行包括《九陰真經》及在全球發行《冠軍人馬》等授權線上遊戲。期內，本集團參與推出《帝國神話》，並獲得在全球發行遊戲的寶貴經驗。此有助我們為推廣Holosens項目作好準備。

Holosens為一個專注於社交的元宇宙平台，旨在提供各種社交功能，包括約會、娛樂及沉浸式體驗。該平台利用虛擬實境技術及先進的3D圖形引擎，為用戶打造高度互動、沉浸式數碼世界，使用戶能夠在虛擬環境中投入豐富多彩的社交活動。隨著AI技術的迅速發展，我們正積極探索將生成式AI技術應用至Holosens中，以開發帶有文字或語音的遊戲角色。此項創新技術使玩家能夠更準確、更快速地創建自己的角色，從而增強整體遊戲體驗。具體而言，玩家可透過文字描述或語音指令產生具有獨特外觀、性格及行為特徵的虛擬角色。這些角色不僅可在Holosens的虛擬世界中與其他玩家互動，亦可參與各種社交活動及娛樂。

我們相信此項創新將顯著提高用戶的參與度及滿意度，並為Holosens及Metasens帶來更多用戶及市場機會。項目於期內已取得重大進展，下半年我們將進行市場測試，為下一階段的開發提供更堅實的基礎。

本集團線上遊戲業務的收益按年增加約61.2%至12,404,000港元(截至二零二三年六月三十日止六個月: 7,697,000港元); 分部虧損約為6,446,000港元(截至二零二三年六月三十日止六個月: 28,857,000港元)，主要為開發Holosens所產生的成本。由於為項目獲得資金方面存在不確定性，故該開發成本並無資本化。

與截至二零二三年六月三十日止六個月的業績相比，分部虧損大幅減少，原因是期內並無與遊戲知識產權及牌照相關的減值虧損(截至二零二三年十二月三十一日止年度: 約33,443,000港元)。此乃由於市場環境及玩家習慣因NFT市場急劇波動出現變化，以及無形資產的開發及可獲取發行資金不明朗，導致所有與線上遊戲業務相關的無形資產已於二零二三年全面減值。

Cloud computing and data storage business

The revenue from cloud computing and data storage business of the Group for the Period was approximately HK\$2,152,000 (for the six months ended 30 June 2023: HK\$3,804,000), representing a year-on-year decrease of approximately 43.4%. The segment loss was approximately HK\$7,649,000 (for the six months ended 30 June 2023: HK\$4,162,000).

During the Period, the Group has ceased to operate the Chia mining machines and disposed the Chia tokens and the machines. Furthermore, the Group has sold part of its Filecoin portfolio to improve its liquidity position. Going forward, the Group will explore the possibility of provision of IT consulting services to diversify its revenue sources.

Esports business

The revenue from esports business of the Group for the six months ended 30 June 2024 was approximately HK\$12,002,000 (for the six months ended 30 June 2023: HK\$11,221,000), representing an year-on-year increase of approximately 7.0%, mainly due to increase in revenue generated from esports teams other than the Peacekeeper Elite team; the segment loss of approximately HK\$408,000 (for the six months ended 30 June 2023: HK\$7,382,000).

Apart from NOVA Esports (Peacekeeper Elite) and NOVA Esports (League of Legends: Wildrift) teams, the Group's "Valorant" has achieved remarkable result during the Period.

Other businesses

The revenue from household products business of the Group for the six months ended 30 June 2024 was approximately HK\$803,000 (for the six months ended 30 June 2023: HK\$17,621,000), mainly attributable to the intense competition of household market and continuous tension between China and the U.S. The segment loss was approximately HK\$438,000 (for the six months ended 30 June 2023: HK\$1,329,000). Amid challenging outlook of the business, the Group will take initiatives to increase revenue and reduce costs while strengthening its customer base. This includes broadening its product range to furnishing products and accessories using raw materials other than stainless steel and adopting a more flexible cost structure by significantly increase the portion of products out-sourced to sub-contractors.

For the six months ended 30 June 2024, the Group's revenue from property investment business was approximately HK\$622,000 (2023: HK\$659,000), mainly due to decrease in rental income. The segment profit was approximately HK\$2,534,000 (for the six months ended 30 June 2023: HK\$659,000) due to net fair value gain on investment properties of approximately HK\$1,912,000.

雲計算及數據儲存業務

期內，本集團來自雲計算及數據儲存業務的收益約為2,152,000港元(截至二零二三年六月三十日止六個月：3,804,000港元)，按年減少約43.4%。分部虧損約為7,649,000港元(截至二零二三年六月三十日止六個月：4,162,000港元)。

期內，本集團已停止營運奇亞幣挖礦機器並出售奇亞幣及挖礦機器。此外，本集團已出售部分Filecoin組合以改善其流動資金狀況。展望未來，本集團將探討提供資訊科技顧問服務的可能性，以分散其收益來源。

電子競技業務

截至二零二四年六月三十日止六個月，本集團來自電子競技業務的收益約為12,002,000港元(截至二零二三年六月三十日止六個月：11,221,000港元)，按年增加約7.0%，主要由於除和平精英戰隊外，其他電競隊伍帶來的收益增加；該分部虧損約為408,000港元(截至二零二三年六月三十日止六個月：7,382,000港元)。

除NOVA電子競技俱樂部和平精英戰隊及NOVA電子競技俱樂部英雄聯盟手遊戰隊外，本集團旗下的「無畏契約」在期內亦取得驕人的成績。

其他業務

截至二零二四年六月三十日止六個月，本集團家居產品業務的收益約為803,000港元(截至二零二三年六月三十日止六個月：17,621,000港元)，主要由於家居市場競爭激烈及中美關係持續緊張所致。分部虧損約為438,000港元(截至二零二三年六月三十日止六個月：1,329,000港元)。面對充滿挑戰的業務前景，本集團將採取措施增加收益並降低成本，同時加強客戶基礎，包括將其產品範圍擴大至使用不銹鋼以外的原材料的傢具產品及配件，並透過大幅增加外包予分包商的产品比例，以採用更靈活的成本結構。

截至二零二四年六月三十日止六個月，本集團來自物業投資業務的收益約為622,000港元(二零二三年：659,000港元)，主要由於租金收入減少。分部溢利約為2,534,000港元(截至二零二三年六月三十日止六個月：659,000港元)，由於投資物業的公允值收益淨額約1,912,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's revenue from money lending business for the Period was approximately HK\$300,000 (for the six months ended 30 June 2023: HK\$10,000). The segment recorded gain of approximately HK\$288,000 (for the six months ended 30 June 2023: segment loss of approximately HK\$2,069,000) as the outstanding loan was fully impaired in 2023. As the Group has not extended any new loan since 2020, the interest income earned represented the payments received from unsecured loan to an individual granted in early 2019. Whilst the captioned loan has been fully impaired in 2023, the Group has been actively negotiating with the borrower and may consider to take further legal action to recover the loan and interest receivables.

Future Prospects

Looking ahead, the Group will continue to invest resources to further explore the blockchain game by using future Web3.0 internet technology incorporating blockchain technology, the Internet of Things, artificial intelligence, and 3D images. As the market environment and player habits in these areas may change rapidly, the Group will continue to exercise caution when developing these projects.

In addition, the Group will regularly evaluate the allocation of resources among business segments to promote business diversification and drive sustainable growth of the Group. Furthermore, we will continue to review the business model of the segments and adopt suitable cost saving measures to enhance the financial position of the Group as well as maximize returns to our shareholders.

FINANCIAL REVIEW

The Group's revenue for the six months ended 30 June 2024 amounted to approximately HK\$28.3 million, representing a decrease of approximately 31.0% over the corresponding period of 2023. Such decrease is mainly due to the decrease of sales of household products business.

Gross profit margin of the Group increased from 1.8% to approximately 24.4% for the Period was mainly due to increase gross profit margin of online game business and esports business.

Other income increased from approximately HK\$3.8 million for the six months ended 30 June 2023 to approximately HK\$6.7 million for the Period, mainly due to gain on disposal of mining equipment and net fair value gain on investment properties.

期內，本集團來自放債業務的收益約為300,000港元(截至二零二三年六月三十日止六個月：10,000港元)。分部錄得收益約288,000港元(截至二零二三年六月三十日止六個月：分部虧損約2,069,000港元)，因為未償還貸款已於二零二三年悉數減值。由於本集團自二零二零年起並無發放任何新貸款，所賺取的利息收入指二零一九年初向一名個別人士發放無抵押貸款所收取的款項。儘管上述貸款已於二零二三年悉數減值，惟本集團正積極與借款人磋商，並可能考慮採取進一步法律行動以收回貸款及應收利息。

未來前景

展望未來，本集團將繼續投入資源，採用區塊鏈技術、物聯網、人工智能及3D影像的Web3.0未來互聯網技術，進一步開拓區塊鏈遊戲。由於該等範疇的市場環境及玩家習慣或會急遽轉變，本集團於開發該等項目時將繼續審慎行事。

除此之外，本集團會定期評估各業務分部的資源分配，以推動業務的多元化及可持續發展。另外，我們將繼續審視分部的業務模式，並採用適用的節省成本措施，以增進本集團的財務狀況，同時使股東回報最大化。

財務回顧

截至二零二四年六月三十日止六個月，本集團收益約為28,300,000港元，較二零二三年同期減少約31.0%，該減少乃由於家居產品業務的銷售下降。

本集團之毛利率由1.8%上升至期內約24.4%，主要由於線上遊戲業務及電子競技業務的毛利率增加。

其他收入由截至二零二三年六月三十日止六個月約3,800,000港元上升至期內約6,700,000港元，主要由於出售採礦設備的收益及投資物業的公允值收益淨額所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Distribution costs decreased from approximately HK\$1.9 million for the six months ended 30 June 2023 to approximately HK\$1.1 million for the Period, as there was decrease in sales of household products business during the Period.

Administrative expenses decreased from approximately HK\$45.8 million for the six months ended 30 June 2023 to approximately HK\$29.3 million for the Period, mainly due to the decrease in share-based payment, write-down on cryptocurrencies, impairment loss on cryptocurrency deposits and receivables.

No other operating expenses for the Period is due to no impairment loss on game intellectual properties and licenses and goodwill.

The loss for period attributable to owners of the Company decreased from approximately HK\$39.0 million for the six months ended 30 June 2023 to approximately HK\$26.0 million for the Period, mainly due to decrease in share-based payment, decrease in write down on cryptocurrencies and impairment loss on game intellectual properties and license as well as goodwill.

The total assets decreased from approximately HK\$100.9 million as at 31 December 2023 to approximately HK\$76.8 million as at 30 June 2024, mainly due to decrease in property, plant and equipment, cryptocurrencies (including deposits and receivables) and trade receivables.

LIQUIDITY, FINANCIAL RESOURCES, FUNDING AND TREASURY POLICY

As at 30 June 2024, the Group had cash and bank balances of approximately HK\$9.5 million (as at 31 December 2023: HK\$10.2 million).

As at 30 June 2024, the Group had current assets of approximately HK\$36.7 million (31 December 2023: HK\$50.7 million) and current liabilities of approximately HK\$275.8 million (31 December 2023: HK\$258.8 million).

As at 30 June 2024, the Group had loan from related parties of approximately HK\$308.6 million (31 December 2023: HK\$300.8 million). The loan from related parties carried interest at fixed rate and repayable within one to two years.

As at 30 June 2024, the ultimate controlling party of the Company committed to provide unutilized loan facilitate to approximately HK\$2,906,000.

Nevertheless, the Group will seek for other financial resources as alternative means to meet working capital requirement.

分銷成本由截至二零二三年六月三十日止六個月約1,900,000港元減少至期內約1,100,000港元，乃由於期內家居產品業務的銷售減少。

行政開支由截至二零二三年六月三十日止六個月約45,800,000港元下降至期內約29,300,000港元，主要是由於以股份為基礎的付款、加密貨幣撇減、加密貨幣按金及應收加密貨幣的減值虧損下降。

期內並無其他經營開支，乃由於遊戲知識產權、牌照及商譽並無減值虧損。

本公司擁有人應佔期內虧損由截至二零二三年六月三十日止六個月約39,000,000港元減少至期內約26,000,000港元，主要由於以股份為基礎的付款減少、加密貨幣撇減以及遊戲知識產權、牌照及商譽的減值虧損減少。

總資產由二零二三年十二月三十一日約100,900,000港元減少至二零二四年六月三十日約76,800,000港元，主要由於物業、廠房及設備、加密貨幣(包括按金及應收款項)及應收貿易賬款減少。

流動資金、財務資源、融資及財務政策

於二零二四年六月三十日，本集團有現金及銀行結餘約9,500,000港元(於二零二三年十二月三十一日：約10,200,000港元)。

於二零二四年六月三十日，本集團有流動資產約36,700,000港元(二零二三年十二月三十一日：50,700,000港元)及流動負債約275,800,000港元(二零二三年十二月三十一日：258,800,000港元)。

於二零二四年六月三十日，本集團有關聯人士貸款約308,600,000港元(二零二三年十二月三十一日：300,800,000港元)。該來自關聯人士之貸款按固定利率計息及須於一至兩年內償還。

於二零二四年六月三十日，本公司之最終控股方承諾提供未動用貸款融資約2,906,000港元。

儘管如此，本集團將尋求其他財政資源，作為應付其營運資金需求的另一方式。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BANK BORROWINGS

No bank borrowings as at 30 June 2024 and 31 December 2023.

GEARING RATIO

As at 30 June 2024, the Group's gearing ratio, which was derived from loan from related companies to total assets, increased to 402.1% from that of 298.0% as at 31 December 2023.

CAPITAL STRUCTURE

The share capital of the Company comprises of ordinary shares only.

MATERIAL ACQUISITION AND DISPOSAL

No material acquisition and disposal during the Period.

DIVIDENDS

The Board has resolved not to declare an interim dividend for the Period (2023: Nil).

FOREIGN EXCHANGE EXPOSURE

Most of the trading transactions, assets and liabilities of the Group were denominated in Renminbi, United States dollars, Hong Kong dollars, Malaysia Ringgit and Thai Baht.

CONTINGENT LIABILITIES

As at 30 June 2024, the Group had no material contingent liabilities.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2024, the Group employed 148 staff. The Group's remuneration to employees, including Directors' emoluments, amounted to approximately HK\$19,268,000 for the Period. The Group reviews employee remuneration annually and rewards its employee with reference to the length of services and performance. The Group also grants share options and bonuses to employees of the Group at the discretion of the Directors and based on the financial performance of the Group.

銀行借款

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借款。

資產負債比率

於二零二四年六月三十日，本集團之資產負債比率(以來自關聯公司之貸款與資產總值之比例計算)由二零二三年十二月三十一日的298.0%增加至402.1%。

資本結構

本公司股本僅由普通股組成。

重大收購及出售

期內概無重大收購及出售。

股息

董事會決議不就期內宣派中期股息(二零二三年：無)。

外匯風險

本集團的主要貿易交易、資產及負債以人民幣、美元、港元、馬來西亞令吉及泰銖列值。

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。

僱員及薪酬政策

於二零二四年六月三十日，本集團僱用148名員工。本集團於期內的僱員薪酬(包括董事酬金)為約19,268,000港元。本集團按僱員服務年期及表現每年檢討僱員薪酬及獎勵僱員。本集團亦根據本集團的財務表現由董事酌情決定向本集團僱員授出購股權及花紅。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 30 June 2024, the interests and short positions of the Directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (the "Associated Corporations") as 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 were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

董事於本公司或其相聯法團的股份、相關股份及債券中的權益及淡倉

於二零二四年六月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）（「相聯法團」）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例的有關條文被當作或被視為擁有的權益及淡倉）或根據證券及期貨條例第352條本公司須予存置之登記冊所記錄，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Total 總計	Percentage of aggregate interests to total number of Shares in issue (Note 5) 權益總額佔已發行股份總數之百分比 (附註5)
Mr. Cheng 鄭先生	—	—	214,428,488 (L) (Note 2) (附註2)	214,428,488 (L) (Note 1) (附註1)	68.94%
Ms. Yeung So Mui 楊素梅女士	—	—	214,428,488 (L) (Note 3) (附註3)	214,428,488 (L)	68.94%
Mr. Yeung Tong Seng Terry 楊東成先生	—	—	1,900,000 (L) (Note 4) (附註4)	1,900,000 (L)	0.61%

Notes:

- The letter "L" represents the Director's interests in the Shares and underlying Shares or, as the case may be, the equity interest of the Company or its associated corporations.
- This represents interests held by Mr. Cheng through Diamond State Holdings Limited ("Diamond State"), which holds 214,428,488 Shares. As Mr. Cheng has 100% interest in Diamond State, he is deemed to be interested in 214,428,488 Shares.
- Ms. Yeung So Mui is the spouse of Mr. Cheng. Ms. Yeung So Mui is deemed to be interested in all shares held by Diamond State under part XV of the SFO.

附註：

- 字母「L」代表董事於本公司或其相聯法團的股份及相關股份或（按情況而定）股權的權益。
- 指鄭先生透過Diamond State Holdings Limited（「Diamond State」，其持有214,428,488股股份）持有的權益。由於鄭先生擁有Diamond State 100%權益，故彼被視為於214,428,488股股份中擁有權益。
- 楊素梅女士為鄭先生的配偶。根據證券及期貨條例第XV部，楊素梅女士被視為於Diamond State持有的所有股份中擁有權益。

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4. This represents interest held by Mr. Yeung Tong Seng Terry through Bluemount investment Fund SPC ("Bluemount Investment"), which holds 1,900,000 Shares of the Company. As Mr. Yeung Tong Seng Terry has 100% interest in Bluemount Investment, he is deemed to be interested in 1,900,000 Shares.
4. 指楊東成先生透過Bluemount investment Fund SPC (「Bluemount Investment」) 其持有1,900,000股本公司股份)持有的權益。由於楊東成先生擁有Bluemount Investment 100%權益，故彼被視為於1,900,000股股份中擁有權益。
5. The percentage has been adjusted based on the total number of Shares in issue as at 30 June 2024 (i.e. 311,036,000 Shares).
5. 百分比已根據於二零二四年六月三十日已發行之股份總數(即311,036,000股股份)作出調整。

Save as disclosed above, as at 30 June 2024, none of the Directors or chief executives of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the 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 of the Listing Rules.

除上文所披露者外，於二零二四年六月三十日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須列入該條例所指的登記冊內的任何權益或淡倉，或根據上市規則標準守則規定須知會本公司及聯交所的任何權益或淡倉。

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

除上文所披露者外，於二零二四年六月三十日，概無任何人士曾知會本公司其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露或根據證券及期貨條例第336條已列入本公司備存的登記冊內的權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2024, the following substantial shareholders had interests or short positions in the shares or the underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO. Other than the interests disclosed below, the Directors were not aware of any other persons who had interests or short positions in the shares or the underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of Substantial Shareholders 主要股東名稱	Number of shares interested in 持有股份數量	Capacity 身份	Approximate percentage of the total issue capital of the Company (Note 2) 佔本公司已發行股本總數的概約百分比 (附註2)
Diamond State (Note 1) Diamond State (附註1)	214,428,488	Beneficial owner 實益擁有人	68.94%
Mr. Cheng (Note 1) 鄭先生(附註1)	214,428,488	Interest through a controlled corporation 受控法團之權益	68.94%

Notes:

1. According to the record in the register kept under section 336 of the SFO, Diamond State, which 100% of issued share capital is owned by Mr. Cheng and he is therefore deemed to be interested in 214,428,488 shares of the Company.
2. The percentage has been adjusted based on the total number of shares of the Company in issue as at 30 June 2024 (i.e. 311,036,000 shares).

主要股東

於二零二四年六月三十日，下列主要股東於本公司股份或相關股份中擁有記錄於根據證券及期貨條例第336條規定存置之登記冊之權益或淡倉。除下文所披露的權益外，董事並不知悉任何其他人士於本公司股份或相關股份中持有記錄於根據證券及期貨條例第336條規定存置之登記冊之權益或淡倉：

Name of Substantial Shareholders 主要股東名稱	Number of shares interested in 持有股份數量	Capacity 身份	Approximate percentage of the total issue capital of the Company (Note 2) 佔本公司已發行股本總數的概約百分比 (附註2)
Diamond State (Note 1) Diamond State (附註1)	214,428,488	Beneficial owner 實益擁有人	68.94%
Mr. Cheng (Note 1) 鄭先生(附註1)	214,428,488	Interest through a controlled corporation 受控法團之權益	68.94%

附註：

1. 根據證券及期貨條例第336條規定存置之登記冊之記錄，Diamond State已發行股本之100%由鄭先生擁有，因此鄭先生被視為於本公司214,428,488股股份中擁有權益。
2. 百分比已根據本公司於二零二四年六月三十日已發行之股份總數(即311,036,000股)作出調整。

SHARE OPTION

On 29 June 2018, a resolution was passed in the 2018 annual general meeting of the Company to adopt a share option scheme (the "Share Option Scheme").

The Listing Committee of the Stock Exchange has granted the listing of, and permission to deal in the shares of the Company which may fall to be issued pursuant to the exercise of the options which was granted and/or may be granted under the Share Option Scheme subsequently.

購股權

於二零一八年六月二十九日，一項決議案已於本公司二零一八年股東週年大會上通過，以採納購股權計劃(「購股權計劃」)。

聯交所上市委員會已批准本公司其後根據購股權計劃授出及／或可能授出之購股權獲行使後而須予發行之股份上市及買賣。

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The following is a summary of the principal terms of the Share Option Scheme.

Share Option Scheme

Purpose

To provide an incentive or a reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Participants

Eligible participants include:

Any directors or employees, consultants and/or advisers, the eligible participants also include any business or joint venture partners, contractors, agents or representatives, suppliers, producers or licensors, licensees (including sub-licensee) or distributors, of the Group or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group.

Exercise price

Determined by the Board and shall not be less than the higher of:

- the closing price of (1) one share as stated in the Stock Exchange's daily quotation sheets at the offer date, which must be a business day;
- the average closing price of (1) one share as stated in the Stock Exchange's daily quotation sheets for the (5) five business days immediately preceding the offer date; and
- the nominal value of the share on the offer date, provided that in case of fractional prices, the exercise price per share shall be rounded upwards to the nearest whole cents.

Total number of share options available for grant

As at 30 June 2024, the total number of share options available for grant under the Share Option Scheme was 31,103,600. The number of shares that may be issued in respect of options granted under all share option schemes during the Period divided by the weighted average number of ordinary shares in issue for the year is 0.1.

Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of this interim report

35,836,032 shares, being approximately 11.52% of the issued shares of the Company.

以下為購股權計劃之主要條款概要。

購股權計劃

目的

鼓勵或獎賞合資格人士對本集團所作出的貢獻及／或使本集團能夠聘請及挽留優秀僱員及吸引對本集團具價值的人力資源。

參與者

合資格參與者包括：

任何董事或僱員、顧問及／或諮詢人士，合資格參與者亦包括本集團任何業務或合營公司夥伴、承包商、代理或代表、供應商、生產商或發牌人、持牌人(包括子持牌人)或分銷商，或董事會全權酌情認為對本集團已作出或可能作出貢獻的任何人士。

行使價

由董事會釐定，且不得低於以下之較高者：

- 於授出日期(須為營業日)(1)一股股份在聯交所每日報價單所列之收市價；
- 緊接授出日期前(5)五個營業日(1)一股股份在聯交所每日報價單所列之平均收市價；及
- 股份於授出日期之面值，惟就碎股股價而言，每股行使價應湊整至最接近完整仙位。

可供授出的購股權總數

於二零二四年六月三十日，根據購股權計劃可供授出的購股權總數為31,103,600份。期內根據所有購股權計劃授出的購股權可予發行的股份總數除以年內已發行普通股的加權平均數為0.1。

可發行股份總數及於本中期報告日期佔已發行股本之百分比

35,836,032股股份，佔本公司已發行股份約11.52%。

Maximum entitlement of each participant

Not exceed 1% of the shares in issue in any 12-month period.

Period within which the securities must be taken up under the option

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of offer.

Minimum period for which an option must be held before it can be exercised

Subject to the discretion by the Board.

Acceptance of the option

Acceptance of the option must be made within 30 days after the date of offer and HK\$1.00 must be paid as a consideration for the grant of option.

Amount payable on acceptance

HK\$1.00 payable upon acceptance of the offer.

Remaining life of the scheme

The scheme will be valid and effective until 28 June 2028, after which no further options will be granted but the provisions of the scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to 28 June 2028 shall continue to be exercisable in accordance with their terms of grant, notwithstanding the expiry of the scheme.

每名參與者之最高配額

不超過於任何12個月期間已發行股份之1%。

根據購股權認購證券之期限

由董事會酌情釐定，如並無釐定，由接納日期起至有關購股權失效之日或由授出日期起計滿10年(以較早發生者為準)。

購股權行使前必須持有之最短期限

由董事會酌情釐定。

接納購股權

購股權須於授出日期後30日內接納，並須支付1.00港元作為授出購股權之代價。

接納時應付金額

於接納時應付1.00港元。

計劃之餘下年期

計劃將一直有效及生效至二零二八年六月二十八日止，此後將不會授出任何購股權，但計劃之條文於所有其他方面將維持十足效力及有效。於計劃期內授出且於緊接二零二八年六月二十八日前仍未獲行使但符合上市規則條文之購股權，將可繼續根據彼等之授出條款予以行使，儘管計劃之期限已屆滿。

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Employees and other eligible participants

僱員及其他合資格參與人士

The following table discloses movements of the Company's share options during the periods ended 30 June 2024:

於截至二零二四年六月三十日止期間內，本公司購股權變動披露如下：

Name	Date of grant	Exercise price	Exercisable period	Number of share options 購股權數目				Outstanding at 30.6.2024 於二零二四年六月三十日尚未行使	Closing price of the Shares immediately before the date on which the Share Options were granted 緊接購股權授出日期前股份收市價
				Outstanding at 1.1.2024 於二零二四年一月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/cancelled during the period 期內失效/註銷		
Executive director									
執行董事									
Lin Junwei	28.9.2021	11.04	155,518 options (28.9.2022 to 27.9.2031)	311,036	—	—	—	311,036	11.04
林俊偉	二零二一年九月二十八日		155,518份購股權 (二零二二年九月二十八日至二零三一年九月二十七日)						
			155,518 options (28.3.2023 to 27.9.2031)						
			155,518份購股權 (二零二三年三月二十八日至二零三一年九月二十七日)						
Yeung Tong Seng Terry	18.1.2022	17.14	1,555,180 options (28.9.2022 to 27.9.2031)	3,110,360	—	—	—	3,110,360	17.02
楊東成	二零二二年一月十八日		1,555,180份購股權 (二零二二年九月二十八日至二零三一年九月二十七日)						
			1,555,180 options (28.3.2023 to 27.9.2031)						
			1,555,180份購股權 (二零二三年三月二十八日至二零三一年九月二十七日)						
Senior management									
高級管理層									
Li Ting Ting	28.9.2021	11.04	500,000 options (28.9.2022 to 27.9.2031)	1,000,000	—	—	—	1,000,000	11.04
李婷婷	二零二一年九月二十八日		500,000份購股權 (二零二二年九月二十八日至二零三一年九月二十七日)						
			500,000 options (28.3.2023 to 27.9.2031)						
			500,000份購股權 (二零二三年三月二十八日至二零三一年九月二十七日)						
Luk Wai Keung	28.9.2021	11.04	155,518 options (28.9.2022 to 27.9.2031)	311,036	—	—	—	311,036	11.04
陸偉強	二零二一年九月二十八日		155,518份購股權 (二零二二年九月二十八日至二零三一年九月二十七日)						
			155,518 options (28.3.2023 to 27.9.2031)						
			155,518份購股權 (二零二三年三月二十八日至二零三一年九月二十七日)						
				4,732,432	—	—	—	4,732,432	

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The fair value of the share options were calculated using the Binomial Model (the “Model”). The inputs into the Model were as follows:

購股權之公允值乃採用二項式模型(「模型」)計算。模型的參數如下：

		Share options with an exercisable period from 28.9.2022 to 17.1.2032	Share options with an exercisable period from 28.9.2022 to 27.9.2031
		購股權之行使期由二零二二年九月二十八日至二零三二年一月十七日	購股權之行使期由二零二二年九月二十八日至二零三一年九月二十七日
Share price at date of grant	於授出日期股價	HK\$17.02港元	HK\$11.04港元
Exercise price	行使價	HK\$17.14港元	HK\$11.04港元
Expected volatility (per annum)	預期波幅(每年)	81.16%	78.61%
Expected life of share options	購股權預期年期	10 years年	10 years年
Expected dividend yield	預期股息率	0.00%	0.00%
Risk-free rate	無風險利率	1.61%	1.43%
Fair value of share option	購股權之公允值	HK\$35,360,821港元	HK\$34,456,254港元

Fair values of the share options were with reference to the valuation carried out by an independent firm of professional valuers.

購股權之公允值乃參考由專業獨立估值師之估值。

Expected volatility was determined by using the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

預期波幅按過去公司股價之歷史波幅釐定。模式所採用預期年期已就不可轉讓、行使限制及行為考慮之影響按管理層最佳估計調整。

The risk free interest rate was estimated based on the yield of 5-year exchange fund note issued by the Hong Kong Monetary Authority as of the grant date.

無風險利率按香港金融管理局之五年期外匯基金債券率於授出日期估計。

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

用作計算購股權公允值的變數及假設乃以董事的最佳估計為依據。購股權價值由若干主觀假設之不同變數而變更。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance to which the Company or any of its subsidiaries or its holding company, was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Period under review or any time during the Period under review save and except for the transactions disclosed as connected and/or related party transactions in accordance with the requirements of the Listing Rules and accounting principles generally accepted in Hong Kong.

董事於重大合約的權益

除根據上市規則及香港公認會計原則之要求披露為關連及／或關聯人士交易之交易外，董事概無於本公司或其任何附屬公司或其控股公司所訂立之於回顧期間結束時或回顧期間內任何時間存續之重大合約中直接或間接擁有重大權益。

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管理層討論及分析

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares for the Period.

CORPORATE GOVERNANCE

The Group is committed to ensuring high standards of corporate governance and business practices. The Company's corporate governance practices are based on the principles and the code provisions (the "Code Provisions") as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code"), amended from time to time, contained in Appendix C1 of the Listing Rules. As far as the CG Code is concerned, during the Period, the Company complies with all aspect of the Code Provisions except disclosed below:

Under the Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The role of chief executive officer were shared among the members of the Board during the reporting period. There is no time schedule to change this structure, as the Directors consider that this structure provides the Group with consistent leadership in the Company's decision making process and operational efficiency. The Board shall review this arrangement from time to time to ensure appropriate and timely action is taken to meet changing circumstances.

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference in accordance with the Listing Rules. The primary duties of the Audit Committee are to review the Company's interim and annual reports and accounts and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing internal control procedures of the Group. The Audit Committee comprises of three independent non-executive Directors, namely Mr. Fung Tze Wa (Chairman), Mr. Ting Wong Kacee and Mr. Tse Ting Kwan.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements for the Period.

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code, set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions of the Directors. On specific enquiries made, all directors have confirmed that they have complied with the required standard as set out in the Model Code during the Period.

Employees who are likely to be in possession of unpublished price sensitive information of the Company are also subject to compliance with guidelines on no less exacting terms than the Model Code.

購買、銷售或贖回股份

期內，本公司或其任何附屬公司概無購買、銷售或贖回本公司的任何股份。

企業管治

本集團致力維持高水平的企業管治標準及業務常規。本公司的企業管治常規乃基於上市規則附錄C1所載，經不時修訂的企業管治守則及企業管治報告(「企業管治守則」)內的原則及守則條文(「守則條文」)。就企業管治守則而言，本公司於期內在所有方面均遵循守則條文，惟以下披露者除外：

根據企業管治守則之守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。行政總裁的角色於報告期內由董事會成員分擔。概無時間表改變此架構，因董事認為此架構在本公司決策過程及營運效率方面為本集團提供一致領導。董事會將不時檢討此安排，確保採取適當與及時之行動以配合情況的轉變。

審核委員會

本公司已成立審核委員會，並根據上市規則書面釐定其職權範圍。審核委員會之主要責任為審閱本公司之中期及年度報告及賬目，以及就此向董事會提供意見及建議。審核委員會亦負責審閱本集團之內部監控程序。審核委員會由三名獨立非執行董事，即馮子華先生(主席)、丁煌先生及謝庭均先生組成。

審核委員會已審閱期內之未經審核簡明綜合財務報表。

董事進行證券交易之守則

本公司已採納上市規則附錄十所載之標準守則為董事進行證券交易之相應行為守則。經作出具體查詢後，全體董事確認彼等於期內已遵守標準守則所載列之規定準則。

可能擁有本公司未經公佈之股價敏感資料之僱員，亦須遵守不比標準守則條款寬鬆之指引。



帝國科技 集團
有限公司

IMPERIUM TECHNOLOGY
GROUP LIMITED