

# Dominate Group Holdings Company 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 : 8537

A large, decorative graphic consisting of multiple overlapping, wavy lines in shades of orange and yellow, creating a sense of motion and depth. The lines flow from the left side of the page towards the right, curving downwards and then upwards again.

**2019/20**

INTERIM REPORT

中期報告

# CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”) 香港聯合交易所有限公司(「聯交所」) GEM 的特色

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

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

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*This report will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at [www.dghcl.com](http://www.dghcl.com).*

**GEM**乃為較其他於聯交所主板上市的公司帶有更高投資風險的中小型公司提供一個上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

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

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本報告乃根據**GEM**證券上市規則(「**GEM 上市規則**」)而提供有關Dominate Group Holdings Company Limited(「**公司**」或「**本公司**」，連同其附屬公司，統稱為「**本集團**」)的資料，本公司的董事(「**董事**」)願就本報告所載資料共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在所有重大方面均屬真確完整，並無誤導或欺詐成份，及並無遺漏其他事項，致使本報告中任何陳述或本報告有所誤導。

本報告將自其刊發日期起於**GEM**網站 [www.hkgem.com](http://www.hkgem.com)「最新公司公告」一頁內至少保留7天，以及刊載於本公司網站 [www.dghcl.com](http://www.dghcl.com)。

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# CORPORATE INFORMATION

## 公司資料

### Executive Directors

Mr. Fu Chun Keung (*Chairman and Chief Executive Officer*)  
Ms. Cheung Lai Yuk  
Ms. Fu Wan Ling

### Independent non-executive Directors

Mr. Chan Cheong Tat  
Mr. Wong Wing Keung Meyrick  
Mr. Chan Chi Ming Tony

### Audit Committee

Mr. Chan Chi Ming Tony (*Chairman*)  
Mr. Chan Cheong Tat  
Mr. Wong Wing Keung Meyrick

### Remuneration Committee

Mr. Chan Chi Ming Tony (*Chairman*)  
Mr. Fu Chun Keung  
Mr. Wong Wing Keung Meyrick

### Nomination Committee

Mr. Fu Chun Keung (*Chairman*)  
Mr. Chan Cheong Tat  
Mr. Wong Wing Keung Meyrick

### Company Secretary

Ms. So Shuk Yi Betty (*ACIS, ACS*)

### Compliance Officer

Ms. Cheung Lai Yuk

### Authorised Representatives

Mr. Fu Chun Keung  
Ms. So Shuk Yi Betty

### 執行董事

傅鎮強先生(*主席兼行政總裁*)  
張麗玉女士  
傅雲玲女士

### 獨立非執行董事

陳昌達先生  
王泳強先生  
陳子明先生

### 審核委員會

陳子明先生(*主席*)  
陳昌達先生  
王泳強先生

### 薪酬委員會

陳子明先生(*主席*)  
傅鎮強先生  
王泳強先生

### 提名委員會

傅鎮強先生(*主席*)  
陳昌達先生  
王泳強先生

### 公司秘書

蘇淑儀女士(*ACIS, ACS*)

### 合規主任

張麗玉女士

### 授權代表

傅鎮強先生  
蘇淑儀女士

## CORPORATE INFORMATION

### 公司資料

#### Auditor

Deloitte Touche Tohmatsu  
35/F, One Pacific Place  
88 Queensway  
Hong Kong

#### Compliance Adviser

Grand Moore Capital Limited  
Unit 1607, 16/F, Silvercord Tower 1  
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Tsim Sha Tsui, Kowloon  
Hong Kong

#### Legal Advisers

*As to Hong Kong Laws*  
Patrick Mak & Tse  
Rooms 901-905, 9/F, Wing On Centre  
111 Connaught Road Central  
Hong Kong

*As to Cayman Islands Laws*  
Maples and Calder (Hong Kong) LLP  
53/F, The Center  
99 Queen's Road Central  
Hong Kong

#### Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited  
HSBC Main Building  
1 Queen's Road Central  
Hong Kong

Nanyang Commercial Bank Limited  
151 Des Voeux Road Central  
Hong Kong

#### 核數師

德勤 • 關黃陳方會計師行  
香港  
金鐘道 88 號  
太古廣場 1 座 35 樓

#### 合規顧問

中毅資本有限公司  
香港  
九龍尖沙咀  
廣東道 30 號  
新港中心 1 座 16 樓 1607 室

#### 法律顧問

*有關香港法律*  
麥家榮律師行  
香港  
干諾道中 111 號  
永安中心 9 樓 901-905 室

*有關開曼群島法律*  
邁普達律師事務所(香港)有限法律責任合夥  
香港  
皇后大道中 99 號  
中環中心 53 樓

#### 主要往來銀行

香港上海滙豐銀行有限公司  
香港  
皇后大道中 1 號  
滙豐總行大廈

南洋商業銀行有限公司  
香港  
德輔道中 151 號

## CORPORATE INFORMATION

### 公司資料

#### Principal Share Registrar and Transfer Office in the Cayman Islands

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

#### Hong Kong Branch Share Registrar

Tricor Investor Services Limited  
Level 54  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### Registered office

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

#### Headquarters and principal place of business in Hong Kong

No. 6-13, Faerie Court  
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Hung Hom  
Kowloon, Hong Kong

#### Company's website

[www.dghcl.com](http://www.dghcl.com)

#### Stock code

8537

#### 開曼群島股份登記及過戶總處

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Cayman Islands

#### 香港股份登記分處

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#### 註冊辦事處

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Cayman Islands

#### 總部及香港主要營業地點

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富怡閣 6-13 號

#### 本公司網站

[www.dghcl.com](http://www.dghcl.com)

#### 股份代號

8537

# FINANCIAL HIGHLIGHTS

## 財務摘要

### HIGHLIGHTS

The profit attributable to owners of the Company for the six months ended 30 September 2019 was approximately HK\$0.26 million (2018: profit of HK\$1.03 million, profit after excluding non-recurring listing expenses would be HK\$5.55 million).

The revenue of the Group for the six months ended 30 September 2019 was approximately HK\$66.47 million, representing a decrease of approximately 20.70% as compared with the revenue of approximately HK\$83.82 million for the six months ended 30 September 2018.

The Board does not recommend the payment of any dividend for the six months ended 30 September 2019 (2018: nil).

### 摘要

截至2019年9月30日止六個月，本公司擁有人應佔溢利約為0.26百萬港元（2018年：溢利1.03百萬港元，而不包括非經常性上市開支的溢利為5.55百萬港元）。

截至2019年9月30日止六個月，本集團的收益約為66.47百萬港元，較截至2018年9月30日止六個月的收益約83.82百萬港元減少約20.70%。

董事會不建議就截至2019年9月30日止六個月派付任何股息（2018年：無）。

The board (the “**Board**”) of Directors of the Company is pleased to announce the consolidated results of the Group for the six months ended 30 September 2019, together with comparative figures for the corresponding period of 2018.

In this report, “we”, “us” and “our” refer to the Company and where the context otherwise requires, the Group.

本公司董事會（「**董事會**」）欣然宣佈本集團截至2019年9月30日止六個月的綜合業績，連同2018年同期的比較數字。

於本報告，「我們」指本公司，及如文義另有所指則為本集團。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2019.

### OUTLOOK

Looking forward, the Group will seek to expand the Group's jewellery design collection and consider the possible economic impact due to the social unrest of Hong Kong to re-align our product mix, in line with customer needs, preferences and market trends and expand its retail presence to capture a wider range of market opportunities. We intend to execute our development plan as set forth in the prospectus dated 15 March 2019 (the "**Prospectus**") carefully and prudently. We are in the course of renovating our stores to deliver a new image of our brand, and to explore the possibility of extending our marketing campaign to social media in the hope that it will bring a desirable return to the shareholders of the Company and sustain a long-term growth of the Group.

As disclosed in the Prospectus, one of the business strategy and original plans of the Group is to open one retail store in Kowloon in September 2019, but due to the recent local economic and social uncertainties, we have difficulty to find a suitable store with a reasonable price to be the flagship retail store by the end of 2019, but we shall use our best endeavours to find the shop with the assistance of the property agents. We will continue to look for an appropriate flagship retail store in Kowloon from property agency.

### BUSINESS REVIEW

The Group's revenue decreased by approximately HK\$17.35 million, or approximately 20.7%, from approximately HK\$83.82 million for the six months ended 30 September 2018 to approximately HK\$66.47 million for the six months ended 30 September 2019. The decrease in revenue was mainly caused by the decrease in revenue from (i) pure gold products for the amount of HK\$11.06 million; and (ii) Gem-set Jewellery Products (as defined below) for the amount of HK\$9.77 million, such aggregate decrease was partially offset by the revenue increase from trading of recycled gold products by HK\$3.48 million. The above decreases were mainly attributable to (i) the decrease of revenue and gross profit due to weak market performance

### 中期股息

董事會不建議就截至2019年9月30日止六個月派付任何中期股息。

### 前景

展望未來，本集團將致力擴大本集團的珠寶設計系列並考慮香港的社會動蕩所致的可能經濟影響以調整產品組合，以迎合客戶需求、喜好及市場趨勢，同時亦會擴充其零售據點，把握各種市場機遇。我們計劃透過審慎周詳的方式，執行2019年3月15日的招股章程(「招股章程」)所載的發展計劃。我們的店舖目前正進行翻新工程，為品牌打造嶄新形象，並探討將市場推廣活動拓展至社交媒體的可能性，以期為本公司股東帶來豐厚回報，並維持本集團的長遠發展。

誠如招股章程所披露，本集團其中一項業務策略及原定計劃為於2019年9月在九龍開設一間零售店，惟由於本地近期出現經濟及社會不確定因素，我們於2019年底前按合理價格物色一間合適店舖作為旗艦零售店的過程中存在困難，但我們將會盡力透過物業代理的協助物色店舖。我們將繼續向物業代理商尋找合適的九龍旗艦零售店。

### 業務審視

本集團的收益由截至2018年9月30日止六個月的約83.82百萬港元減少約17.35百萬港元或約20.7%至截至2019年9月30日止六個月的約66.47百萬港元。收益減少主要由於(i)純金產品收益減少11.06百萬港元；及(ii)寶石鑲嵌產品(定義如下)收益減少9.77百萬元，該等減少總額由回收黃金產品貿易的收益增加3.48百萬港元所部分抵銷。上述減少主要由於(i)近期全球及本地經濟及社會不確定因素(包括但不限於自



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

brought by the recent global and local economic and social uncertainties, including but not limited to the social unrest in Hong Kong since June 2019 and the prolonged Sino-US trade tension; (ii) the temporary closure of two retail shops for renovation in June and August 2019 respectively; and (iii) the increase in general and administrative expenses due to the increases in legal and professional fees after the listing of the Company on GEM and other expenses.

#### Revenue by Products

##### (a) *Diamond, karat gold, jade, pearl, platinum jewellery products (the “Gem-set Jewellery Products”)*

For the six months ended 30 September 2019, the Group's revenue from Gem-set Jewellery Products decreased by HK\$9.77 million, or approximately 21.7%, as compared to HK\$45.03 million for the six months ended 30 September 2018. Such decrease was mainly attributable to the increase in average selling price which is outweighed by the decrease in sales volume leading to the overall decrease in revenue during the period.

##### (b) *Pure gold products*

For the six months ended 30 September 2019, the Group's retail and wholesales revenue from pure gold products decreased by HK\$11.06 million, or approximately 34.9%, as compared to HK\$31.64 million for the six months ended 30 September 2018. The decrease was mainly attributable to a decrease of the Group's retail revenue of pure gold products by HK\$8.95 million or approximately 31.2% for the six months ended 30 September 2019 as compared to HK\$28.70 million for the six months ended 30 September 2018. Such decrease in retail revenue was mainly due to the global pure gold prices risen and selling of pure gold products decreased in volume.

##### (c) *Trading of recycled gold products*

For the six months ended 30 September 2019, the Group's revenue from trading of recycled gold products increased by HK\$3.48 million, or approximately 48.7%, as compared to HK\$7.15 million for the six months ended 30 September 2018. The increase was mainly due to the global pure gold prices risen during the current period.

2019年6月以來香港的社會動蕩以及長期的中美貿易緊張)帶來的疲弱市場業績令收益及毛利減少；(ii)兩間零售店分別於2019年6月及8月因翻新而暫時停止營業；及(iii)本公司於GEM上市後產生的法律及專業費用以及其他費用增加令一般行政開支增加。

#### 按產品劃分的收益

##### (a) *鑽石、K金、翡翠、珍珠、鉑金珠寶產品 (「寶石鑲嵌珠寶產品」)*

截至2019年9月30日止六個月，本集團來自寶石鑲嵌珠寶產品的收益較截至2018年9月30日止六個月45.03百萬港元減少9.77百萬港元或約21.7%。有關減幅主要由於銷量減幅超過平均售價增幅，導致期內的整體收益減少。

##### (b) *純金產品*

截至2019年9月30日止六個月，本集團純金產品的零售及批發收益較截至2018年9月30日止六個月31.64百萬港元減少11.06百萬港元或約34.9%。有關減幅主要由於本集團截至2019年9月30日止六個月的純金產品零售收益較截至2018年9月30日止六個月28.70百萬港元減少8.95百萬港元或約31.2%。有關零售收益的減幅主要由於全球純金價格上升及純金產品銷量減少所致。

##### (c) *回收黃金產品貿易*

截至2019年9月30日止六個月，本集團來自回收黃金產品貿易的收益較截至2018年9月30日止六個月7.15百萬港元增加3.48百萬港元或約48.7%。有關減幅主要由於本期間全球純金價格上升所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Revenue by Business (sales channels)

##### (a) Retail

For the six months ended 30 September 2019, the Group's revenue from retail channel decreased by HK\$15.02 million, or approximately 26.3%, as compared to HK\$57.15 million for the six months ended 30 September 2018. The decrease was mainly attributable to a decrease of the Group's retail revenue of Gem-set Jewellery Products and pure gold products by HK\$6.07 million or approximately 21.3% and HK\$8.95 million or approximately 31.2%, respectively.

##### (b) Wholesale

For the six months ended 30 September 2019, the Group's revenue from wholesale channel decreased by HK\$5.81 million, or approximately 29.8%, as compared to HK\$19.52 million for the six months ended 30 September 2018. The decrease was mainly attributable to a decrease of the Group's wholesale revenue of Gem-set Jewellery Products and pure gold products by HK\$3.70 million or approximately 22.3% and HK\$2.11 million or approximately 71.8%, respectively, for the six months ended 30 September 2019.

##### (c) Trading of recycled gold products

For the six months ended 30 September 2019, the Group's revenue from trading of recycled gold products increased by HK\$3.48 million, or approximately 48.7%, as compared to HK\$7.15 million for the six months ended 30 September 2018.

#### Other gains and loss

Other income and gains in current period represented net foreign exchange gain. The comparative period contained also gain on fair value changes of gold loans at FVTPL of approximately HK\$1,070,000.

#### Selling and distribution costs

Selling and distribution costs increased slightly by approximately HK\$253,000 or 1.8% compared with period ended 30 September 2018.

#### 按業務劃分的收益(銷售渠道)

##### (a) 零售

截至2019年9月30日止六個月，本集團來自零售渠道的收益較截至2018年9月30日止六個月57.15百萬港元減少15.02百萬港元或約26.3%。有關減幅主要由於本集團寶石鑲嵌珠寶產品及純金產品的零售收益分別減少6.07百萬港元或約21.3%及8.95百萬港元或約31.2%。

##### (b) 批發

截至2019年9月30日止六個月，本集團來自批發渠道的收益較截至2018年9月30日止六個月19.52百萬港元減少5.81百萬港元或約29.8%。有關減幅主要由於本集團寶石鑲嵌珠寶產品及純金產品的批發收益於截至2019年9月30日止六個月分別減少3.70百萬港元或約22.3%及2.11百萬港元或約71.8%。

##### (c) 回收黃金產品貿易

截至2019年9月30日止六個月，本集團來自回收黃金產品貿易的收益較截至2018年9月30日止六個月7.15百萬港元增加3.48百萬港元或約48.7%。

#### 其他收益及虧損

本期間內的其他收益及虧損指外匯收益淨額。比較期間亦包括按公平值計入損益的黃金貸款公平值變動的收益約1,070,000港元。

#### 銷售及分銷成本

較截至2018年9月30日止期間而言，銷售及分銷成本略微增加約253,000港元或1.8%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### General and administrative expenses

General and administrative expenses increased by approximately HK\$3,692,000 or 61.5% compared with period ended 30 September 2018. The increase mainly because of the increases in legal and professional fees after the listing of the Company on GEM and other expenses.

#### LIQUIDITY AND FINANCIAL RESOURCES AND TREASURY POLICY

##### Liquidity and Financial Resources

At 30 September 2019, the Group had total assets of HK\$152.9 million (as at 31 March 2019: HK\$157.5 million), which is financed by total liabilities and shareholders' equity (comprising share capital and reserves) of HK\$65.1 million (as at 31 March 2019: HK\$69.7 million) and HK\$87.8 million (as at 31 March 2019: HK\$87.8 million), respectively.

The total interest-bearing borrowings of the Group as at 30 September 2019 were HK\$27.6 million (as at 31 March 2019: HK\$41.4 million), and current ratio as at 30 September 2019 was 2.3 times (as at 31 March 2019: 2.2 times) mainly due to the increase in cash and cash equivalents attributable to the unutilised proceeds received from the Listing.

##### Gearing Ratio

The Group's gearing ratio, which is calculated by dividing total debts (total debts are defined to include payables incurred not in the ordinary course of business) by total equity as at the end of each of the financial year, dropped from 47.1% as at 31 March 2019 to 31.5% as at 30 September 2019, primarily due to the decrease in the level of total debts and the increase in total equity.

At 30 September 2019 and 31 March 2019, the Group has unutilised banking facilities of HK\$nil and HK\$8.0 million, respectively.

The Directors are of the view that as at the date hereof, the Group's financial resources are sufficient to support its business and operations.

#### 一般及行政開支

較截至2018年9月30日止期間而言，一般及行政開支增加約3,692,000港元或61.5%，增加主要由於本公司於GEM上市後的法律及專業費用以及其他開支增加。

#### 流動資金及財務資源及庫務政策

##### 流動資金及財務資源

於2019年9月30日，本集團的資產總值為152.9百萬港元（於2019年3月31日：157.5百萬港元），此乃由負債總額及股東權益（包括股本及儲備）分別為65.1百萬港元（於2019年3月31日：69.7百萬港元）及87.8百萬港元（於2019年3月31日：87.8百萬港元）撥付。

於2019年9月30日，本集團的計息借款總額為27.6百萬港元（於2019年3月31日：41.4百萬港元），而於2019年9月30日的流動比率為2.3倍（於2019年3月31日：2.2倍），主要由於歸屬於自上市所收取的未動用所得款項的現金及現金等價物增加。

##### 資產負債比率

本集團的資產負債比率（按各財政年度末債務總額（債務總額是指並非於日常業務過程產生的應付款項）除以權益總額計算）由2019年3月31日的47.1%減少至2019年9月30日的31.5%，主要由於債務總額水平下降及權益總額增加。

於2019年9月30日及2019年3月31日，本集團尚未動用的銀行融資分別為零港元及8.0百萬港元。

董事認為，於本報告日期，本集團的財務資源足以支持其業務及營運。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Treasury Policy

The Group adopts a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position throughout the reporting period. The management of the Group regularly reviews the recoverable amount of trade receivables by performing ongoing credit assessments and monitoring prompt recovery. The Group will make adequate impairment losses for irrecoverable amounts if necessary. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally deposited with leading licensed banks in Hong Kong and denominated in Hong Kong dollars.

#### Capital Structure

The Company's shares were successfully listed on GEM on 27 March 2019. There has been no change in the Company's capital structure since 27 March 2019 to the date of this interim report. The capital structure of the Group comprises of issued share capital and reserves. The Directors review the Group's capital structure regularly.

At 30 September 2019, the Company's issued share capital was HK\$7,500,000 and the number of its issued ordinary shares was 750,000,000.

#### Pledge of Assets

As at 30 September 2019, the Group had not pledged any of its assets.

#### Future Plans for Material Investments or Capital Assets

Save as disclosed in the Prospectus and this interim report, the Group did not have any other plans for material investment and capital assets as at 30 September 2019.

#### 庫務政策

本集團已就其庫務政策採納審慎的財務管理策略，因此於整個報告期內維持穩健的流動資金狀況。本集團管理層透過持續進行信貸評估及監督款項及時收回，定期檢討貿易應收款項的可收回金額。本集團將在必要時就不可收回的金額作出充足的減值虧損。為更有效控制成本及盡量降低資金成本，本集團的財資活動乃中央統籌，而現金一般存放於香港主要持牌銀行，以港元計值。

#### 資本架構

本公司的股份於2019年3月27日成功在GEM上市。本公司的資本架構自2019年3月27日至本中期報告日期並無變動。本集團的資本架構包括已發行股本及儲備。董事定期檢討本集團的資本架構。

於2019年9月30日，本公司的已發行股本為7,500,000港元，而其已發行普通股數目為750,000,000股。

#### 資產抵押

於2019年9月30日，本集團並無抵押其任何資產。

#### 有關重大投資或資本資產的未來計劃

除招股章程及本中期報告所披露者外，於2019年9月30日，本集團並無有關重大投資及資本資產的任何其他計劃。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Foreign Currency Exposure

The Group is mainly exposed to the foreign currency risk of US\$ and RMB. Under the pegged exchange rate system, the financial impact on exchange difference between HK\$ and US\$ will be immaterial as most US\$ denominated monetary assets and liabilities are held by group entities having HK\$ as their functional currency.

During the six months ended 30 September 2019, the Group did not have any hedging arrangements. The Group currently does not have a foreign currency hedging policy. However, the management of the Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and considering hedging significant foreign currency exposure should the need arises. The management of the Group considers the exposure to the foreign exchange risk fluctuation for the Group is not material.

#### Capital Commitments

At 30 September 2019, the Group did not have any capital commitments (as at 31 March 2019: nil).

#### Contingent Liabilities

As at 30 September 2019 and 31 March 2019, the Group did not have contingent liabilities.

#### Employees and Remuneration Policies

At 30 September 2019, the Group employed 107 (as at 31 March 2019: 101) staff (including Executive Directors). We determine the employees' remuneration based on factors such as qualification, duty, contributions and years of experience. At 30 September 2019, the Group had no significant obligation apart from the defined contributions schemes and there is no forfeited contribution arose upon employees leaving the retirement benefit scheme and which were available to reduce contributions payable. In addition, the Group provides comprehensive training programs to its employees or sponsors the employees to attend various job-related training courses.

#### 外幣風險

本集團主要面對美元及人民幣的外幣風險。根據聯繫匯率制度，有關港元與美元匯兌差額的財務影響並不重大，此乃由於大部分以美元計值的貨幣資產及負債由以港元作為功能貨幣的集團實體持有。

截至2019年9月30日止六個月，本集團並無任何對沖安排。本集團現時並無外幣對沖政策。然而，本集團管理層透過密切監察外幣匯率的變動，並於有需要時考慮就重大外幣風險進行對沖，以管理其外幣風險。本集團管理層認為，本集團所面對的外匯風險波動並不重大。

#### 資本承擔

於2019年9月30日，本集團並無任何資本承擔(於2019年3月31日：無)。

#### 或然負債

於2019年9月30日及2019年3月31日，本集團並無擁有或然負債。

#### 僱員及薪酬政策

於2019年9月30日，本集團聘有107名(於2019年3月31日：101名)員工(包括執行董事)。我們根據資格、職務、貢獻及年資等因素釐定僱員薪酬。於2019年9月30日，除定額供款計劃外，本集團並無任何重大責任，且亦無因僱員退出退休福利計劃而產生及可用以減少應付供款的沒收供款。此外，本集團為其僱員提供全面的培訓計劃或資助僱員參與多種工作相關培訓課程。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND CAPITAL ASSETS

Other than disclosed in this interim report, the Group did not have any significant investments, material acquisitions and disposals of subsidiaries and capital assets during the six months ended 30 September 2019.

##### Use of Proceeds

The net proceeds received by the Group from the listing on GEM after deducting the relevant one-off and non-recurring listing expenses amounted to HK\$24.5 million (based on the public offering price of HK\$0.3 per share). The following sets forth a summary of the allocation of the net proceeds and its actual utilisation as at 30 September 2019, as compared to that envisaged in the Prospectus.

Allocation of use 用途分配	Net Proceeds 所得款項淨額	As of 30 September 2019 於2019年9月30日	
		Utilised amount 已動用金額	Unutilised amount 未動用金額
Expand the Group's retail presence 擴充本集團零售據點	HK\$22.1 million 22.1百萬港元	NIL 無	HK\$22.1 million 22.1百萬港元
Enhance the Group's brand recognition 提升本集團品牌知名度	HK\$1.2 million 1.2百萬港元	HK\$0.3 million 0.3百萬港元	HK\$0.9 million 0.9百萬港元
For the Group's working capital and other general corporate purposes 本集團營運資金及其他一般公司用途	HK\$1.2 million 1.2百萬港元	HK\$0.1 million 0.1百萬港元	HK\$1.1 million 1.1百萬港元
<b>Total</b> 總計	<b>HK\$24.5 million</b> 24.5百萬港元	<b>HK\$0.4 million</b> 0.4百萬港元	<b>HK\$24.1 million</b> 24.1百萬港元

All the unutilised remaining balance have been placed in licensed banks in Hong Kong, and shall be utilised within the next 2 years according to the manners set out in the Prospectus.

#### 重大投資、重大收購及出售附屬公司及資本資產

除本中期報告披露外，截至2019年9月30日止六個月，本集團並無任何重大投資、重大收購及出售附屬公司及資本資產。

##### 所得款項用途

經扣除相關一次性及非經常性上市開支後，本集團自於GEM上市取得的所得款項淨額為24.5百萬港元（根據公開發售價每股0.3港元）。下表載列與招股章程所預計相比，於2019年9月30日的所得款項淨額分配及其實際動用情況概要。

所有未動用餘下結餘已存置於香港的持牌銀行中，應根據招股章程所載的方式於未來兩年內獲動用。

## OTHER INFORMATION 其他資料

### CORPORATE GOVERNANCE PRACTICE

The Company is committed to achieving and maintaining the highest standards of corporate governance consistent with the needs and requirements of the business and its shareholders, and consistent with the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules. The Group has considered the CG Code and has put in place the corporate governance practices to meet the code provisions. Except for the deviation from provision A.2.1 of the CG Code, the Group has adopted and complied with the CG Code as set forth in Appendix 15 to the GEM Listing Rules from the date on which the shares of the Company were successfully listed on GEM on 27 March 2019 (the “Listing Date”) up to the date of this report.

Mr. Fu Chun Keung, the major founder of the Group, is the chairman of the Board and chief executive officer of the Company. With extensive experience in jewelry industry, Mr. Fu is responsible for the overall management, decision-making and strategy planning of the Group and is instrumental to the Group’s growth and business expansion. Since Mr. Fu is the key person for the Group’s development and he will not undermine the Group’s interests in any way under any circumstances, the Board considers that vesting the roles of chairman and chief executive officer in Mr. Fu is in the best interest of the Group and beneficial to the management of the Group. In addition, the senior management and the Board, which comprise of experienced individuals, could effectively check and balance the power and authority of Mr. Fu. Therefore, the Board considers that the deviation from provision A.2.1 of the CG Code is appropriate in such circumstances.

### 企業管治常規

本公司致力達致並維持最高企業管治水平，以期切合業務及其股東的需求及要求，並符合GEM上市規則附錄十五所載的企業管治守則(「企業管治守則」)的守則條文。本集團已考慮企業管治守則並設有企業管治常規，以遵守守則條文。自本公司股份於2019年3月27日成功在GEM上市日期(「上市日期」)起直至本報告日期，除偏離企業管治守則條文第A.2.1條外，本集團已採納及遵守GEM上市規則附錄十五所載的企業管治守則。

本集團的主要創辦人傅鎮強先生為本公司董事會主席兼行政總裁。憑藉傅先生對珠寶行業的豐富經驗，彼負責本集團的整體管理、決策及戰略規劃，且自本集團成立以來對本集團的增長及業務擴張貢獻良多。由於傅先生為本集團發展的關鍵人物，且彼於任何情況下將不會以任何方式損害本集團的利益，故董事會認為將主席及行政總裁的職務授予傅先生符合本集團的最佳利益，並對本集團的管理有利。此外，由經驗豐富的個人組成的高級管理層及董事會可有效監察及制衡傅先生的權力及職權。因此，董事會認為於該等情況下偏離企業管治守則條文第A.2.1條乃屬恰當。

## OTHER INFORMATION

### 其他資料

#### DIRECTORS' SECURITIES TRANSACTION

The Company has adopted the required standard of dealings (the “**Required Standard of Dealing**”) as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries of all the Directors, each of them have confirmed that they have complied with the Required Standard of Dealings during the period from the Listing Date to 30 September 2019. No incident of non-compliance was noted by the Company during such period.

#### PURCHASE, SALE OR REDEMPTION OF LISTING SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares during the six months ended 30 September 2019.

#### Directors' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 September 2019, interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (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 and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

#### 董事證券交易

本公司已採納GEM上市規則第5.48條至5.67條所載的交易規定標準(「**交易規定標準**」)作為董事買賣本公司證券的操守守則。向全體董事作出特定查詢後，各董事均已確認彼等於上市日期至2019年9月30日期間一直遵守交易規定標準。於上述期間，本公司概無發現任何不合規事件。

#### 購買、出售或贖回上市證券

本公司或其任何附屬公司於截至2019年9月30日止六個月內概無購買、出售或贖回本公司任何股份。

#### 董事於本公司及任何相聯法團的股份、相關股份及債權證的權益及淡倉

於2019年9月30日，董事於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「**證券及期貨條例**」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須登記於由本公司存置的登記冊的權益或淡倉，或根據GEM上市規則第5.46條至第5.67條須知會本公司及聯交所的權益及淡倉如下：



## OTHER INFORMATION

### 其他資料

#### Long positions in shares and underlying shares of the Company

於本公司股份及相關股份的好倉

Name	Capacity	Number of Shares <sup>1</sup> held as at 30 September 2019	Percentage of shareholding in the Company's issued share capital as at 30 September 2019
姓名	身份	於2019年9月30日持有的股份數目 <sup>1</sup>	於2019年9月30日佔本公司已發行股本的股權百分比
Mr. FU Chun Keung ("Mr. Fu") <sup>2</sup> 傅鎮強先生(「傅先生」) <sup>2</sup>	Interest in controlled corporation 受控法團權益	562,500,000	75%
Ms. FU Wan Ling ("Ms. Fu") <sup>2</sup> 傅雲玲女士(「傅女士」) <sup>2</sup>	Interest in controlled corporation 受控法團權益	562,500,000	75%
Ms. CHEUNG Lai Yuk ("Ms. Cheung") <sup>2,3</sup> 張麗玉女士(「張女士」) <sup>2,3</sup>	Interest in controlled corporation, interest of spouse 受控法團權益、配偶權益	562,500,000	75%

#### Notes:

- All interests stated are long positions.
- Mr. Fu, Ms. Fu and Ms. Cheung collectively are interested in the entire issued share capital of Mythe Group Holdings Company Limited ("MGH Limited") which holds 562,500,000 Shares and they are therefore deemed to be interested in the Shares held by MGH Limited by virtue of the SFO.
- Ms. Cheung is the spouse of Mr. Fu and she is therefore deemed to be interested in the Shares held by Mr. Fu by virtue of the SFO.

Save as disclosed herein, neither the Directors nor any of their associates had any interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations as at 30 September 2019 as defined in Section 352 of the SFO. In addition, at no time during the six months had the Directors and chief executive of the Company (including their spouses and children under 18 years of age) any interest in, or been granted, or exercised any rights to subscribe for shares (or

#### 附註：

- 列示的所有權益均為好倉。
- 傅先生、傅女士及張女士共同擁有Mythe Group Holdings Company Limited (「MGH Limited」，其持有562,500,000股股份)全部已發行股本權益，因此，根據證券及期貨條例，彼等被視為於MGH Limited持有的股份中擁有權益。
- 張女士為傅先生的配偶，因此，根據證券及期貨條例，彼被視為於傅先生持有的股份中擁有權益。

除本六個月報告所披露者外，於2019年9月30日，概無董事或其任何聯繫人於本公司或其任何相聯法團的股份、相關股份及債權證中擁有任何權益或淡倉(定義見證券及期貨條例第352條)。此外，於六個月內任何時間，董事及本公司最高行政人員(包括彼等的配偶及18歲以下子女)概無於可認購本公司及其相聯法團(定義見證券及期貨條例)股份(或認股權證或債券(如適用)的

## OTHER INFORMATION

### 其他資料

warrants or debentures, if applicable) of the Company and its associated corporations (within the meaning of the SFO). Save as disclosed above, at no time during the six months was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 30 September 2019, the interests or short positions of person in the shares and underlying shares and debentures 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, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### Long positions in shares and underlying shares of the Company

權利中擁有任何權益，或獲授或已行使任何有關權利。除上文所披露者外，本公司或其任何附屬公司於六個月內任何時間概無訂立任何安排，致使董事透過收購本公司或任何其他法人團體的股份或債券而獲得利益。

#### 主要股東於本公司股份及相關股份中的權益及淡倉

於2019年9月30日，將於本公司股份及相關股份及債權證中擁有根據證券及期貨條例第XV部第2及3分部的條文向本公司披露的權益或淡倉，或直接或間接擁有附帶權利可於所有情況下在本集團任何其他成員公司的股東大會投票的任何類別股本面值5%或以上權益的人士，或其權益或淡倉已記入本公司根據證券及期貨條例第336條須存置的登記冊的任何其他主要股東如下：

#### 於本公司股份及相關股份的好倉

Name	Capacity	Number of Shares <sup>1</sup> held as at 30 September 2019	Percentage of shareholding in the Company's issued share capital as at 30 September 2019
姓名／名稱	身份	於2019年9月30日持有的股份數目 <sup>1</sup>	於2019年9月30日佔本公司已發行股本的股權百分比
MGH Limited <sup>2</sup>	Beneficial Interest 實益權益	562,500,000	75%
Mr. Fu <sup>2</sup> 傅先生 <sup>2</sup>	Interest in controlled corporation 受控法團權益	562,500,000	75%
Ms. Fu <sup>2</sup> 傅女士 <sup>2</sup>	Interest in controlled corporation 受控法團權益	562,500,000	75%
Ms. Cheung <sup>2,3</sup> 張女士 <sup>2,3</sup>	Interest in controlled corporation, interest of spouse 受控法團權益、配偶權益	562,500,000	75%

## OTHER INFORMATION

### 其他資料

#### Notes:

1. All interests stated are long positions.
2. The entire issued share capital of MGH Limited is legally and beneficially owned by Mr. Fu, Ms. Fu and Ms. Cheung who are deemed to be interested in the Shares held by MGH Limited by virtue of the SFO.
3. Ms. Cheung is the spouse of Mr. Fu and she is therefore deemed to be interested in the Shares held by Mr. Fu by virtue of the SFO.

Save as disclosed above, as at 30 September 2019, the Directors were not aware of any other person (other than the Directors and chief executives of the Company) who had an interest or short position 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, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial Shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### SHARE OPTION SCHEME

The Company adopted a share option scheme on 6 March 2019 (the “**Share Option Scheme**”), it is a share incentive scheme and is established to recognise and acknowledge the contributions that the eligible participants have had or may have made to the Group. The terms of the Share Option Scheme are in compliance with the provision of Chapter 23 of the GEM Listing Rules.

As at 30 September 2019, no share option was granted, exercised, outstanding, cancelled or lapsed under the Share Option Scheme.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 September 2019, none of the Directors or their respective close associates (as defined under the GEM Listing Rules) had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

#### 附註：

1. 列示的所有權益均為好倉。
2. MGH Limited全部已發行股本由傅先生、傅女士及張女士合法實益擁有，根據證券及期貨條例，彼等被視為於MGH Limited持有的股份中擁有權益。
3. 張女士為傅先生的配偶，因此，根據證券及期貨條例，彼等被視為於傅先生持有的股份中擁有權益。

除上文所披露者外，於2019年9月30日，董事並不知悉於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉的任何其他人士(本公司董事及最高行政人員除外)，或直接或間接擁有附帶權利可於所有情況下在本集團任何其他成員公司的股東大會投票的任何類別股本面值5%或以上權益的人士，或其權益或淡倉已記入本公司根據證券及期貨條例第336條須存置的登記冊的任何其他主要股東。

### 購股權計劃

本公司於2019年3月6日採納一項購股權計劃(「**購股權計劃**」)，該計劃為一項股份獎勵計劃，乃為嘉許及肯定合資格參與者對本集團所作出或可能作出的貢獻而設立。購股權計劃的條款符合GEM上市規則第23章的規定。

於2019年9月30日，概無購股權根據購股權計劃已獲授出、行使、尚未行使、註銷或失效。

### 董事於競爭業務的權益

於2019年9月30日，概無董事或彼等各自的緊密聯繫人(定義見GEM上市規則)擁有任何與本集團業務直接或間接存在競爭或可能存在競爭的業務或於該等業務中擁有任何權益。

## OTHER INFORMATION

### 其他資料

#### INTERESTS OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Grand Moore Capital Limited as the compliance adviser (the “**Compliance Adviser**”) with effect from 27 March 2019. As at 30 September 2019, as notified by the Compliance Adviser, save for the compliance adviser’s agreement entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor any of its directors, employees or close associates (as defined under the GEM Listing Rules) had any interests in the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

#### AUDIT COMMITTEE

The Audit Committee comprises of three independent non-executive Directors of the Company, namely, Mr. Chan Chi Ming Tony, Mr. Chan Cheong Tat and Mr. Wong Wing Keung Meyrick. Mr. Chan Chi Ming Tony is the chairman of the Audit Committee. The primary duties of audit committee include reviewing and supervision of the financial reporting process, the internal monitoring system and risk management system of the Group.

The Audit Committee has reviewed the Group’s unaudited consolidated results for the six months ended 30 September 2019 and considered that the preparation of those results are in compliance with the appropriate accounting standards and relevant regulations and laws.

#### FUTURE PLANS FOR MAJOR ACQUISITION AND DISPOSALS

Currently, the Group has no plans for major acquisitions and disposals.

#### RISK MANAGEMENT AND INTERNAL CONTROL

The Board has conducted regular review of the risk management and internal control systems of the Group to ensure that the systems are effective and appropriate.

#### 合規顧問的利益

根據GEM上市規則第6A.19條，本公司已委任中毅資本有限公司為合規顧問（「合規顧問」），自2019年3月27日起生效。於2019年9月30日，誠如合規顧問所通知，除本公司與合規顧問之間訂立的合規顧問協議外，合規顧問或其任何董事、僱員或緊密聯繫人（定義見GEM上市規則）概無於本集團擁有須根據GEM上市規則第6A.32條知會本公司的任何權益。

#### 審核委員會

審核委員會由本公司3名獨立非執行董事組成，即陳子明先生、陳昌達先生及王永強先生。陳子明先生為審核委員會主席。審核委員會的主要職責包括檢討及監督本集團的財務匯報程序、內部控制系統及風險管理系統。

審核委員會已審閱本集團截至2019年9月30日止六個月的未經審核綜合業績，並認為該等業績的編製符合適合的會計準則及有關監管和法律。

#### 有關重大收購及出售的未來計劃

本集團當前並無有關重大收購及出售的計劃。

#### 風險管理及內部控制

董事會已對本集團的風險管理及內部監控制度進行定期檢討，以確保有關制度有效且恰當。

## OTHER INFORMATION

### 其他資料

#### SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained the sufficiency of public float requirement as specified in the GEM Listing Rules as at the latest practicable date prior to the issue of this report.

By order of the Board  
**Dominate Group Holdings Company Limited**  
**Fu Chun Keung**  
*Chairman and Chief Executive Officer*

Hong Kong, 12 November 2019

*As at the date of this report, the executive Directors are Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Ms. Fu Wan Ling; and the independent non-executive Directors are Mr. Chan Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony.*

#### 充足公眾持股量

根據本公司可得的公開資料及董事所知，截至本報告刊發前的最後實際可行日期，本公司一直維持GEM上市規則中所訂明的充足公眾持股量之規定。

承董事會命  
**Dominate Group Holdings**  
**Company Limited**  
**傅鎮強**  
*主席兼行政總裁*

香港，2019年11月12日

於本報告日期，執行董事為傅鎮強先生、張麗玉女士及傅雲玲女士；獨立非執行董事為陳昌達先生、王泳強先生及陳子明先生。

# 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 September 2019  
截至2019年9月30日止六個月

		<b>Six months ended 30 September</b>		
		截至9月30日止六個月		
		<b>2019</b>	2018	
		<b>2019年</b>	2018年	
		<b>HK\$'000</b>	HK\$'000	
		千港元	千港元	
		<b>(Unaudited)</b>	(Audited)	
		(未經審核)	(經審核)	
<b>Revenue</b>	收益	4	<b>66,470</b>	83,818
Cost of goods sold	已售商品成本		<b>41,900</b>	(57,370)
<b>Gross profit</b>	毛利		<b>24,570</b>	26,448
Other income	其他收入	5	<b>636</b>	2
Other gains or losses	其他收益及虧損	6	<b>51</b>	1,176
Selling and distribution costs	銷售及分銷成本		<b>(14,584)</b>	(14,331)
General and administrative expenses	一般及行政開支		<b>(9,696)</b>	(6,004)
Listing expenses	上市開支		—	(4,514)
Finance costs	財務成本	7	<b>(568)</b>	(725)
<b>Profit before taxation</b>	除稅前溢利	8	<b>409</b>	2,052
Taxation	稅項	9	<b>(146)</b>	(1,021)
<b>Profit for the period</b>	期內溢利		<b>263</b>	1,031

## 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 September 2019  
截至2019年9月30日止六個月

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		2019	2018
		2019年	2018年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
		<b>(Unaudited)</b>	<b>(Audited)</b>
		(未經審核)	(經審核)
<b>Other comprehensive (expense) income for the period</b>	期內其他全面(開支)收入		
<i>Item that may be reclassified subsequently to profit or loss:</i>	其後可能全新分類至損益 的項目：		
Exchange differences arising on translation of a foreign operation	換算外國業務生產的匯兌 差額	<b>(258)</b>	388
Total comprehensive income for the period	期內全面收入總額	<b>5</b>	1,419
<b>Earnings per share</b>	每股盈利		
Basic (HK cents)	基本(港仙)	<b>0.04</b>	0.18

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2019 於 2019 年 9 月 30 日

			At 30 September 2019 於 2019 年 9 月 30 日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2019 於 2019 年 3 月 31 日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	1,298	540
Right-of-use assets	使用權資產	12	17,415	—
Financial asset at fair value through profit or loss	按公平值計入損益的金融資產		5,000	—
Deferred tax assets	遞延稅項資產		1,159	1,491
Rental deposits	租金按金		2,057	2,057
			<b>26,929</b>	4,088
Current assets	流動資產			
Inventories	存貨		74,761	63,991
Trade receivables, prepayments and deposits	貿易應收款項、預付款項及按金	13	8,503	10,978
Taxation recoverable	可收回稅項		197	241
Pledged bank deposit	已抵押銀行存款		—	2,200
Bank balances and cash	銀行結餘及現金		42,499	75,973
			<b>125,960</b>	153,383
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	14	12,458	20,809
Lease liabilities	租賃負債		7,382	—
Contract liabilities	合約負債		6,355	5,775
Refund liabilities	退款負債		651	651
Taxation payable	應付稅項		530	1,080
Bank borrowings	銀行借款		27,625	41,377
			<b>55,001</b>	69,692
Net current assets	流動資產淨值		<b>70,959</b>	83,691
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		10,104	—
			<b>10,104</b>	83,691
Net assets	資產淨值		<b>87,784</b>	87,779
Capital and reserves	資本及儲備			
Share capital	股本	15	7,500	7,500
Reserves	儲備		80,284	80,279
Total equity	權益總額		<b>87,784</b>	87,779



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2019  
截至2019年9月30日止六個月

		Attributable to owners of the Company					Sub- total	Non- controlling interests	Total
		Share capital	Share premium	Other reserve	Exchange reserve	Retained profits			
		股本	股份溢價	其他儲備	匯兌儲備	保留溢利	小計	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 31 March 2019 (audited)</b>	<b>於2019年3月31日(經審核)</b>	7,500	35,242	20,489	(479)	25,027	87,779	—	87,779
Profit for the period	期內溢利	—	—	—	—	263	263	—	263
Exchange differences arising from translation of a foreign operation	換算外國業務產生的匯兌差額	—	—	—	(258)	—	(258)	—	(258)
Total comprehensive (expense) income for the period	期內全面(開支)收入總額	—	—	—	(258)	263	5	—	5
<b>At 30 September 2019 (unaudited)</b>	<b>於2019年9月30日(未經審核)</b>	7,500	35,242	20,489	(737)	25,290	87,784	—	87,784
<b>At 31 March 2018 (audited)</b>	<b>於2018年3月31日(經審核)</b>	20,030	—	—	1,090	31,404	52,524	859	53,383
Profit for the period	期內溢利	—	—	—	—	1,031	1,031	—	1,031
Exchange differences arising from translation of a foreign operation	換算外國業務產生的匯兌差額	—	—	—	388	—	388	—	388
Total comprehensive income for the period	期內全面收入總額	—	—	—	388	1,031	1,419	—	1,419
Dividend declared	宣派股息	—	—	—	—	(9,000)	(9,000)	—	(9,000)
Effect of group reorganisation (Note 2 (steps e and f))	集團重組的影響(附註2(步驟e及f))	(20,030)	—	20,489	—	400	859	(859)	—
<b>At 30 September 2018 (audited)</b>	<b>於2018年9月30日(經審核)</b>	—	—	20,489	1,478	23,835	45,802	—	45,802

Note:

The amount is arising from the Group Reorganisation steps (e) and (f) (as defined and details set out in Note 2).

附註：

該金額乃產生自本集團重組步驟(e)及(f)(定義及詳情載於附註2)。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

		<b>Six months ended</b>	
		<b>30 September</b>	
		截至9月30日止六個月	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Net cash used in operating activities	經營活動所用現金淨額	<b>(11,864)</b>	(2,016)
Investing activities	投資活動		
Purchase of financial asset at fair value through profit or loss	購買按公允值計入損益的金融資產	<b>(5,000)</b>	—
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(985)</b>	(41)
Withdrawal of pledged bank deposit	提取已抵押銀行存款	<b>2,200</b>	—
Repayment from related companies	關聯公司還款	—	3,540
Interest received	已收利息	<b>412</b>	1
Net cash (used in) generated from investing activities	投資活動(所用)所產生現金淨額	<b>(3,373)</b>	3,500
Financing activities	融資活動		
Proceeds from bank loans	銀行貸款所得款項	—	11,500
Repayments of bank loans	償還銀行貸款	<b>(13,752)</b>	(5,037)
Repayments of gold loans	償還黃金貸款	—	(12,193)
Interests paid	已付利息	<b>(568)</b>	(725)
Issue costs paid	已付發行成本	—	(1,093)
Repayment of lease liabilities	償還租賃負債	<b>(3,872)</b>	—
Net cash used in financing activities	融資活動所用現金淨額	<b>(18,192)</b>	(7,548)

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

		<b>Six months ended</b>	
		<b>30 September</b>	
		截至9月30日止六個月	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	<b>(33,429)</b>	(6,064)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	<b>75,973</b>	24,463
Effect of foreign exchange rate changes	外匯匯率變動影響	<b>(45)</b>	(50)
Cash and cash equivalents at end of the period, represented by:	期末現金及現金等價物，以下 列項目呈列：		
Bank balances and cash	銀行結餘及現金	<b>42,499</b>	18,349

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 1. GENERAL

Dominate Group Holdings Company Limited (the “**Company**”) is a public limited company incorporated in the Cayman Islands on 11 January 2018 and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the registered office of the Company is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and the principal place of business of the Company is at No. 6-13 Faerie Court, 80 Ko Shan Road, Hunghom, Kowloon, Hong Kong.

The immediate holding company and ultimate holding company of the Company is Mythe Group Holdings Company Limited (“**BVI-1**”) which was incorporated in the British Virgin Islands (the “**BVI**”). Its ultimate controlling party is Mr. Fu Chun Keung (“**Mr. Fu**”).

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

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In preparation of the initial listing of the Company on GEM of the Stock Exchange, the companies now comprising the Group underwent the group reorganisation as described below (the “**Group Reorganisation**”).

Prior to the Group Reorganisation, Mr. Fu was the controlling shareholder of the group entities operating the Group’s business including Chong Fai Group Holdings Company Limited (“**Chong Fai Holdings**”), Chong Fai Jewellery & Gold Company Limited (“**Chong Fai Jewellery**”), King Jewellery & J Company Limited (“**King Jewellery**”) and King Jewellery’s subsidiary, Zhidahang Jewellery (Shenzhen) Company Limited (“**Zhidahang Jewellery**”), W-Rich Company Limited (“**W-Rich**”) and Chuk Fung Jewellery Manufactory Limited (“**Chuk Fung**”) and Chuk Fung’s subsidiary, Zhuohui Jewellery (Shenzhen) Company Limited (“**Zhuohui Jewellery**”), (together, the “**Group Entities**”). As part of the Group Reorganisation, investment holding companies including Glorieux Group Holdings Company Limited (“**BVI-2**”) and Depasser Group Holdings Company Limited (“**BVI-3**”) and the Company were incorporated and became the holding companies of the Group Entities. Since then, the Company became the holding company of the companies now comprising the Group on 12 April 2018. Major steps of the Group Reorganisation include the following:

### 1. 一般資料

Dominate Group Holdings Company Limited (「**本公司**」)於2018年1月11日於開曼群島註冊成立為公眾有限公司，而其股份於香港聯合交易所有限公司(「**聯交所**」)GEM上市。本公司註冊辦事處之地址為PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，以及本公司主要營業地點之地址為香港九龍紅磡高山道80號富怡閣6-13號。

本公司直接控股公司及最終控股公司為於英屬處女群島(「**英屬處女群島**」)註冊成立的Mythe Group Holdings Company Limited (「**英屬處女群島-1**」)。其最終控制方為傅鎮強先生(「**傅先生**」)。

簡明綜合財務報表以港元(「**港元**」)呈列，與本公司功能貨幣相同。

### 2. 編製基準

簡明綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司(「**聯交所**」)GEM證券上市規則第18章的適用披露規定編製。

為籌備本公司於聯交所GEM首次上市，現時組成本集團各公司進行了下述集團重組(「**集團重組**」)。

進行集團重組前，傅先生為經營本集團業務的集團實體控股股東，包括創輝集團控股有限公司(「**創輝控股**」)、創輝珠寶金行有限公司(「**創輝珠寶**」)、皇室珠寶玉器有限公司(「**皇室珠寶**」)及皇室珠寶的附屬公司智達行珠寶(深圳)有限公司(「**智達行珠寶**」)、智達行有限公司(「**智達行**」)及卓豐珠寶首飾廠有限公司(「**卓豐**」)以及卓豐的附屬公司卓蒼珠寶(深圳)有限公司(「**卓蒼珠寶**」)(統稱為「**集團實體**」)。作為集團重組一部分，投資控股公司(包括Glorieux Group Holdings Company Limited(「**英屬處女群島-2**」)及Depasser Group Holdings Company Limited(「**英屬處女群島-3**」))以及本公司註冊成立及成為集團實體控股公司。自此，本公司於2018年4月12日成為現時組成本集團各公司的控股公司。集團重組重要步驟如下：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 2. BASIS OF PREPARATION — *continued*

- (a) On 10 January 2018, BVI-1 was incorporated in the BVI and the authorised share capital of BVI-1 was 50,000 shares of one class with no par value, of which one share was allotted and issued as fully paid to Mr. Fu at a subscription price of US\$1 on 22 January 2018.
- (b) On 11 January 2018, the Company was incorporated as an exempted company with limited liability in the Cayman Islands with an authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each. Upon incorporation, one share was allotted and issued to the initial subscriber which was then transferred to BVI-1.
- (c) On 6 February 2018, BVI-2 and BVI-3 were incorporated in the BVI and the authorised share capital of BVI-2 and BVI-3 were 50,000 shares of one class of no par value.
- (d) On 28 February 2018, the Company subscribed one share of BVI-2 and one share of BVI-3.
- (e) On 12 April 2018, 655 shares of Chong Fai Holdings, 700 shares of Chong Fai Jewellery and 640 shares of Chuk Fung were transferred from the official receiver on behalf of Mr. Lo Fong Sang, who is a bankrupt and was one of the non-controlling shareholders of Chong Fai Holdings, Chong Fai Jewellery and Chuk Fung, to Mr. Fu at a consideration of HK\$450,000, HK\$4,000 and HK\$5,000, respectively.

#### 2. 綜合財務報表編製及呈列基準 — 續

- (a) 於2018年1月10日，英屬處女群島-1於英屬處女群島註冊成立，而英屬處女群島-1的法定股本為50,000股一類無面值股份，當中一股股份已於2018年1月22日按認購價格1美元配發及發行予傅先生作為繳足。
- (b) 於2018年1月11日，本公司於開曼群島註冊成立為獲豁免有限公司，法定股本為380,000港元，分為38,000,000股每股0.01港元的股份。於註冊成立後，向初步認購人配發及發行一股股份，其後該初步認購人將該股股份轉讓予英屬處女群島-1。
- (c) 於2018年2月6日，英屬處女群島-2及英屬處女群島-3於英屬處女群島註冊成立，而英屬處女群島-2及英屬處女群島-3的法定股本為50,000股一類無面值股份。
- (d) 於2018年2月28日，本公司認購英屬處女群島-2一股股份及英屬處女群島-3的一股股份。
- (e) 於2018年4月12日，創輝控股655股股份、創輝珠寶700股股份及卓豐640股股份已由破產管理署署長代表羅芳生先生（彼已經破產，並為創輝控股、創輝珠寶及卓豐其中一名非控股股東）轉讓予傅先生，代價分別為450,000港元、4,000港元及5,000港元。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 2. BASIS OF PREPARATION — *continued*

- (f) On 12 April 2018, Mr. Fu, Ms. Fu Wan Ling, the eldest sister of Mr. Fu, and Ms. Cheung Lai Yuk ("Mrs. Fu"), spouse of Mr. Fu, entered into a share swap deed (the "Share Swap Deed") with BVI-2, BVI-3 and BVI-1, pursuant to which: (i) Mr. Fu, Ms. Fu Wan Ling and Mrs. Fu, shall transfer 9,376 shares, 398 shares, and 226 shares of Chong Fai Holdings respectively, 20,009,025 shares, 398 shares, and 227 shares of Chong Fai Jewellery, respectively, 9,477 shares, 407 shares, and 116 shares of Chuk Fung, respectively, to BVI-2; (ii) Chong Fai Holdings transferred 200 shares of Chong Fai Jewellery to BVI-2; and (iii) Mr. Fu shall transfer 1 share of King Jewellery and 1 share of W-Rich, to BVI-3, in consideration of BVI-1 allotting and issuing 9,928 shares, 48 shares and 23 shares of BVI-1 to Mr. Fu, Ms. Fu Wan Ling and Mrs. Fu representing 99.29%, 0.48% and 0.23% of BVI-1, respectively, all credited as fully paid up in the capital of BVI-1. The Share Swap Deed was completed on 12 April 2018 which was same as the completion date of the Group Reorganisation.

Upon completion of the aforesaid steps, the Company became wholly owned by BVI-1, which is owned as to 99.29%, 0.48% and 0.23% by Mr. Fu, Ms. Fu Wan Ling and Mrs. Fu, respectively.

Pursuant to the Group Reorganisation detailed above, the Company became the holding company of the companies now comprising the Group on 12 April 2018. The Company and its subsidiaries have been under common control of Mr. Fu throughout the years ended 31 March 2019 and 2018, or since their respective dates of incorporations, where there is a shorter period. Accordingly, the consolidated financial statements have been prepared on the basis as if the Company had always been the holding company of the Group. Therefore, the Group Reorganisation is considered as a business combination under common control and accounted for under merger accounting as mentioned below.

#### 2. 編製基準 — 續

- (f) 於2018年4月12日，傅先生、傅先生之姊傅雲玲女士及傅先生配偶張麗玉女士（「傅太太」）與英屬處女群島-2、英屬處女群島-3及英屬處女群島-1訂立股份置換契據（「股份置換契據」），據此：(i) 傅先生、傅雲玲女士及傅太太應向英屬處女群島-2分別轉讓創輝控股9,376股股份、398股股份及226股股份，創輝珠寶20,009,025股股份、398股股份及227股股份，以及卓豐9,477股股份、407股股份及116股股份；(ii) 創輝控股向英屬處女群島-2轉讓創輝珠寶200股股份；及(iii) 傅先生應向英屬處女群島-3轉讓皇室珠寶1股股份及智達行1股股份，代價為英屬處女群島-1向傅先生、傅雲玲女士及傅太太配發及發行英屬處女群島-1的9,928股股份、48股股份及23股股份，分別佔英屬處女群島-1的99.29%、0.48%及0.23%，全部均入賬為繳足英屬處女群島-1的資本。股份置換契據已於2018年4月12日完成，與集團重組完成日期相同。

上述步驟完成後，本公司由英屬處女群島-1全資擁有，其分別由傅先生、傅雲玲女士及傅太太擁有99.29%、0.48%及0.23%。

根據上文詳述的集團重組，於2018年4月12日，本公司成為現時本集團旗下公司的控股公司。於截至2019年及2018年3月31日止整個年度或自本公司及其附屬公司各自註冊成立日期（以較短者為準）以來，本公司及其附屬公司一直由傅先生共同控制。因此，編製綜合財務報表時乃按猶如本公司一直為本集團控股公司的基準進行。因此，集團重組被視為共同控制項下的業務合併，如下文所述根據合併會計法入賬。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 2. BASIS OF PREPARATION — *continued*

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the companies now comprising the Group for the year have been prepared as if the Company had always been the holding company of the Group and the current group structure has been in existence throughout the years ended 31 March 2019 and 2018, or since their respective dates of the incorporation.

The consolidated statement of financial position as at 31 March 2018 has been prepared to present the assets and liabilities of the companies now comprising the Group, as if the current group structure had been in existence at those dates taking into account the respective dates of the incorporation, where applicable.

#### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2019 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2019.

##### Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2019 for the preparation of the Group’s condensed consolidated financial statements:

HKFRS 16	Leases
HK (IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

#### 2. 編製基準 — 續

綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表載有現時組成本集團各公司於年內的業績、權益變動及現金流量，猶如本公司於截至2019年及2018年3月31日止整個年度內或自彼等各自註冊成立日期以來一直為本集團的控股公司且現行集團架構已一直存在。

2018年3月31日的綜合財務狀況表乃為呈列現時組成本集團各公司的資產及負債而編製，猶如現行集團架構於該等日期(已計及各自註冊成立日期(倘適用))已一直存在。

#### 3. 主要會計政策

簡明綜合財務報表已按過往成本基準編製。

除因應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本所致的會計政策變動外，截至2019年9月30日止六個月簡明綜合財務報表所用會計政策及計算方法與編製本集團截至2019年3月31日止年度的年度財務報表所依循者相同。

##### 應用新訂香港財務報告準則及其修訂本

於本中期期間，本集團於編製本集團簡明綜合財務報表時已首次應用下列由香港會計師公會頒佈及於2019年4月1日或之後開始之年度期間強制生效的新訂香港財務報告準則及其修訂本：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) — 詮釋第23號	所得稅處理之不确定因素
香港財務報告準則第9號(修訂本)	具有負補償之提早償還特性
香港會計準則第19號(修訂本)	計劃修訂、縮減或清償
香港會計準則第28號(修訂本)	於聯營公司及合營公司之長期權益
香港財務報告準則(修訂本)	對香港財務報告準則2015年至2017年週期的年度改進

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

#### Application of new and amendments to HKFRSs — *continued*

Except as described below, the application of new and amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

#### Impacts and changes in accounting policies of application on HKFRS 16 "Leases"

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 "Leases", and the related interpretations.

#### 3.1 Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

##### *Definition of a lease*

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

##### *As a lessee*

##### Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

### 3. 主要會計政策 — 續

#### 應用新訂香港財務報告準則及其修訂本 — 續

除下文所述者外，於本期間應用新訂香港財務報告準則及修訂本並無對本期間及過往期間的本集團財務狀況及表現及／或該等簡明綜合財務報表所載的披露造成重大影響。

#### 應用香港財務報告準則第16號「租賃」對會計政策之影響及變動

本集團於本中期期間首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋。

#### 3.1 因應用香港財務報告準則第16號所產生的主要會計政策變動

本集團已根據香港財務報告準則第16號的過渡條文應用以下會計政策。

##### *租賃的定義*

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

本集團根據香港財務報告準則第16號項下定義於開始或修改日期評估合約是否為或包含租賃。該合約將不會重新評估，除非合約的條款及條件其後變動。

##### *作為承租人*

##### 使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期（即相關資產可供使用的日期）確認使用權資產。使用權資產乃按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

##### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” — *continued*

##### 3.1 Key changes in accounting policies resulting from application of HKFRS 16 — *continued*

*As a lessee — continued*

Right-of-use assets — *continued*

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the condensed consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

#### 3. 主要會計政策 — 續

##### 應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 — 續

##### 3.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 — 續

*作為承租人 — 續*

使用權資產 — 續

使用權資產成本包括：

- 租賃負債初始計量金額；
- 於開始日期或之前作出的任何租賃付款，扣減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態產生的估計成本。

當本集團合理確定在租期屆滿時取得相關租賃資產的所有權，使用權資產自開始日期至使用年限末折舊。否則，使用權資產於其預計使用年限及租期以較短者按直線法計提折舊。

本集團於簡明綜合財務狀況表內將使用權資產呈列為一項獨立項目。

可退還租賃按金

已支付的可退還租賃按金乃按香港財務報告準則第9號「金融工具」入賬，並初步按公平值計量。於初始確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

##### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” — *continued*

##### 3.1 Key changes in accounting policies resulting from application of HKFRS 16 — *continued*

*As a lessee — continued*

##### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

#### 3. 主要會計政策 — 續

##### 應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 — 續

##### 3.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 — 續

*作為承租人 — 續*

##### 租賃負債

於租賃開始日期，本集團按當日未付的租賃付款現值確認及計量租賃負債。於計量租賃付款現值時，倘租賃中隱含的利率不易確定，則本集團於租賃開始日期使用增量借款利率。

租賃付款包括：

- 定額付款(包括實質定額付款)，扣減任何應收租賃優惠；
- 基於某項指數或比率的可變租賃付款；
- 預期根據剩餘價值擔保支付的金額；
- 本集團合理確定行使的購買選擇權的行使價；及
- 倘租期反映本集團行使終止選擇權時，有關終止租賃的罰款。

於開始日期後，租賃負債通過利息增加及租賃付款進行調整。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

##### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” — *continued*

##### 3.1 Key changes in accounting policies resulting from application of HKFRS 16 — *continued*

*As a lessee — continued*

*Lease liabilities — continued*

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

*Lease modifications*

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the standalone price for the increase in scope and any appropriate adjustments to that standalone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

#### 3. 主要會計政策 — 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 — 續

##### 3.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 — 續

*作為承租人 — 續*

*租賃負債 — 續*

於以下情況，本集團重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權的評估發生變化，於該情況下，相關租賃負債於重新評估日期透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因審閱市場租金後市場租金率有所變動而出現變動，於該情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

*租賃修訂*

倘以下情況出現，本集團則將租賃修訂作獨立租賃入賬：

- 修訂透過加入使用一項或多項相關資產的權利增加租賃範圍；及
- 調高租賃的代價，增加的金額相當於範圍擴大對應的單獨價格及反映特定合約情況對單獨價格進行的任何適當調整。

就未作為獨立租賃入賬的租賃修訂而言，本集團透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃款項按經修改租賃的租期重新計量租賃負債。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

#### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” — *continued*

##### 3.1 Key changes in accounting policies resulting from application of HKFRS 16 — *continued*

*As a lessee — continued*

#### Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 “Income Taxes” requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

##### 3.2 Transition and summary of effects arising from initial application of HKFRS 16

#### *Definition of a lease*

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

### 3. 主要會計政策 — 續

#### 應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 — 續

##### 3.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 — 續

*作為承租人 — 續*

#### 稅項

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團首先確定使用權資產或租賃負債是否享有稅項減免。

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團將香港會計準則第12號「所得稅」的要求分別應用於使用權資產及租賃負債。與使用權資產及租賃負債相關的暫時性差異因應用初始確認豁免而不於初始確認時及租賃期內確認。

##### 3.2 首次應用香港財務報告準則第16號產生的過渡及影響概述

#### *租賃的定義*

本集團選用可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而對於先前並非識別為包含租賃的合約，則不應用該準則。因此，本集團不會重新評估於首次應用日期前已存在的合約。

就於2019年4月1日或之後訂立或修改的合約而言，本集團於評估一項合約是否包含租賃時根據香港財務報告準則第16號所載規定應用租賃的定義。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

##### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” — *continued*

##### 3.2 Transition and summary of effects arising from initial application of HKFRS 16 — *continued*

###### *As a lessee*

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;

On transition, the Group has made the following adjustments upon application of HKFRS 16:

As at 1 April 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrual lease payments by applying HKFRS 16.CB (b)(ii) transition.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 2.625% to 3.125%.

#### 3. 主要會計政策 — 續

##### 應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 — 續

##### 3.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 — 續

###### *作為承租人*

本集團已追溯應用香港財務報告準則第16號，及於首次應用日期(即2019年4月1日)確認累計影響。於首次應用日期的任何差額於期初保留溢利確認，並無重列比較資料。

在過渡時應用香港財務報告準則第16號項下經修改追溯法時，本集團已按個別基準對先前根據香港會計準則第17號分類為經營租賃的租賃應用下列實際可行方法(以與各自租賃合約有關者為限)：

- i. 選擇不就租期於首次應用日期起計十二個月內結束的租賃確認使用權資產及租賃負債；及
- ii. 於首次應用日期計量使用權資產時扣除初始直接成本；

於過渡過程中，本集團已於應用香港財務報告準則第16後作出下列調整：

於2019年4月1日，本集團透過應用香港財務報告準則第16號C8(b)(ii)的過渡確認額外租賃負債及使用權資產，金額相當於通過任何預付或應計租賃款項調整的相關租賃負債。

於就先前分類為經營租賃之租賃確認租賃負債時，本集團已應用相關集團實體於首次應用日期的增量借款利率。相關集團實體應用之加權平均增量借款利率介乎2.625%至3.125%。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

##### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” — *continued*

##### 3.2 Transition and summary of effects arising from initial application of HKFRS 16 — *continued*

Differences between operating lease commitment as at 31 March 2019, the date immediately preceding the date of initial application, discounted using the incremental borrowing rate, and the lease liabilities recognised as at 1 April 2019 are as follow:

		HK\$'000 千港元
Operating lease commitment disclosed as at 31 March 2019	於2019年3月31日披露的經營租賃承擔	21,488
Less: Recognition exemption — short-term leases	減：確認額免 — 短期租賃	(3,963)
		17,525
Lease liabilities discounted at relevant incremental borrowing rate relating to operating leases recognised upon application of HKFRS 16 as at 1 April 2019	與於2019年4月1日應用香港財務報告準則第16號後確認經營租賃有關按相關增量借款利率所貼現的租賃負債	16,745
Analysed as	分析為	
Current	流動	5,767
Non-current	非流動	10,978
		16,745
The carrying amount of right-of-use assets as at 1 April 2019 comprises the following:	於2019年4月1日使用權資產的賬面值包括以下各項：	
		<b>Right-of-use assets</b> 使用權資產 HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後有關已確認經營租賃的使用權資產	16,745
By class:	按類別：	
Land and buildings	土地及樓宇	16,745

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

以下調整乃對於2019年4月1日的簡明綜合財務狀況表確認的金額所作出。未受有關變動影響的項目並無包括在內。

#### 3. 主要會計政策 — 續

##### 應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 — 續

##### 3.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 — 續

於2019年3月31日(緊接首次應用日期前的日期)使用增量借款利率貼現的經營租賃承擔與於2019年4月1日確認的租賃負債的差額如下：

		HK\$'000 千港元
Operating lease commitment disclosed as at 31 March 2019	於2019年3月31日披露的經營租賃承擔	21,488
Less: Recognition exemption — short-term leases	減：確認額免 — 短期租賃	(3,963)
		17,525
Lease liabilities discounted at relevant incremental borrowing rate relating to operating leases recognised upon application of HKFRS 16 as at 1 April 2019	與於2019年4月1日應用香港財務報告準則第16號後確認經營租賃有關按相關增量借款利率所貼現的租賃負債	16,745
Analysed as	分析為	
Current	流動	5,767
Non-current	非流動	10,978
		16,745
The carrying amount of right-of-use assets as at 1 April 2019 comprises the following:	於2019年4月1日使用權資產的賬面值包括以下各項：	
		<b>Right-of-use assets</b> 使用權資產 HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後有關已確認經營租賃的使用權資產	16,745
By class:	按類別：	
Land and buildings	土地及樓宇	16,745

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 3. PRINCIPAL ACCOUNTING POLICIES — *continued*

##### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” — *continued*

##### 3.2 Transition and summary of effects arising from initial application of HKFRS 16 — *continued*

	Carrying Amount Previously reported at 31 March 2019 先前於2019年3月31日呈報的賬面值 HK\$'000 千港元	Impact on adoption of HKFRS 16 at 1 April 2019 於2019年4月1日採納香港財務報告準則第16號的影響 HK\$'000 千港元	Carrying amount under HKFRS at 1 April 2019 於2019年4月1日根據香港財務報告準則計算的賬面值 HK\$'000 千港元
Non-current assets	非流動資產		
Right-of-use assets	使用權資產	—	16,745
Current liabilities	流動資產		
Lease liabilities	租賃負債	—	5,767
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	—	10,978

*Note:* For the purpose of reporting cash flows from operating activities under indirect method for the six months ended 30 September 2019, movements in working capital have been computed based on opening condensed consolidated statement of financial position as at 1 April 2019 as disclosed above.

#### 3. 主要會計政策 — 續

##### 應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 — 續

##### 3.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 — 續

*附註：*就呈報截至2019年9月30日止六個月來自間接方法項下的經營活動的現金流量而言，營運資金流動已按上文所披露於2019年4月1日的期初簡明綜合財務狀況表計算。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 4. REVENUE AND SEGMENT INFORMATION

Revenue represents amounts received and receivable for the sales of jewellery products and net of discounts and returns during the period.

The Group's revenue recognised during the period are as follows:

#### 4. 收益及分部資料

收益指期內珠寶產品銷售以及扣除折扣及回佣的已收及應收金額。

本集團期內確認之收益如下：

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Jewellery business:	珠寶業務：		
Retail operation of jewellery shops	珠寶店零售業務	<b>42,136</b>	57,152
Wholesales of jewellery products	珠寶產品批發	<b>13,703</b>	19,518
		<b>55,839</b>	76,670
Trading of recycled gold products	回收黃金產品貿易	<b>10,631</b>	7,148
Total	總計	<b>66,470</b>	83,818

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Jewellery business by product:	按產品劃分珠寶業務：		
— Gem-set jewellery products	— 寶石鑲嵌珠寶產品	<b>35,255</b>	45,028
— Gold jewellery products	— 黃金珠寶產品	<b>20,584</b>	31,642
		<b>55,839</b>	76,670
Trading of recycled gold products	回收黃金產品貿易	<b>10,631</b>	7,148
		<b>66,470</b>	83,818



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 5. OTHER INCOME

#### 5. 其他收入

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		2019	2018
		2019年	2018年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
		<b>(Unaudited)</b>	<b>(Audited)</b>
		(未經審核)	(經審核)
Sundry income	雜項收入	224	1
Bank interest income	銀行利息收入	412	1
		<b>636</b>	<b>2</b>

#### 6. OTHER GAINS OR LOSSES

#### 6. 其他收益或虧損

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		2019	2018
		2019年	2018年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
		<b>(Unaudited)</b>	<b>(Audited)</b>
		(未經審核)	(經審核)
Net foreign exchange gain	外匯收益淨額	51	106
Gain on fair value changes of gold loans at FVTPL	按公平值計入損益的黃金貸款 公平值變動的收益	—	1,070
		<b>51</b>	<b>1,176</b>

#### 7. FINANCE COSTS

#### 7. 財務成本

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		2019	2018
		2019年	2018年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
		<b>(Unaudited)</b>	<b>(Audited)</b>
		(未經審核)	(經審核)
Interest on bank borrowings	銀行借款利息	568	493
Interest on gold loans	黃金貸款利息	—	232
		<b>568</b>	<b>725</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 8. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging (crediting):

#### 8. 除稅前溢利

除稅前溢利乃經扣除(計入)下列各項後達致：

		<b>Six months ended 30 September</b>	
		截至9月30日止六個月	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Depreciation	折舊		
Selling and distribution costs	銷售及分銷成本	<b>190</b>	191
General and administrative expenses	一般及行政開支	<b>37</b>	94
<b>Total depreciation</b>	<b>折舊總額</b>	<b>227</b>	285
Directors' remuneration	董事酬金		
— fee	— 袍金	<b>1,580</b>	937
— salaries and other benefits	— 薪金及其他福利	<b>—</b>	—
— retirement benefit scheme contributions	— 退休福利計劃供款	<b>27</b>	73
		<b>1,607</b>	1,010
Other staff's salaries and other benefits	其他員工薪金及其他福利	<b>8,054</b>	9,417
Other staff's retirement benefit scheme contributions	其他員工退休福利計劃供款	<b>347</b>	548
<b>Total staff costs</b>	<b>員工成本總額</b>	<b>10,008</b>	10,975
Auditor's remuneration	核數師酬金	<b>500</b>	235
Cost of inventories recognised as an expense	確認為開支的存貨成本	<b>41,859</b>	57,502
Minimum lease payments in respect of rented premises	有關租賃處所的最低租賃款項	<b>6,185</b>	6,143
Allowance/(Reversal) of allowance for inventories (included in cost of goods sold)	存貨撥備/(撥備撥回)(計入已售商品成本)	<b>41</b>	(132)

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 9. TAXATION

#### 9. 稅項

##### Six months ended 30 September

截至9月30日止六個月

2019	2018
2019年	2018年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

The taxation charge comprises:	稅項開支包括：		
Hong Kong Profits Tax	香港利得稅		
— Current period	— 當前期間	146	1,040
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
— Current period	— 當前期間	—	16
Deferred tax (credit) charge	遞延稅項(抵免)開支	—	(35)
		146	1,021

#### 10. DIVIDENDS

No dividends were paid, declared or proposed during the interim period. The directors of the Company have determined that no dividend will be paid in respect of the interim period.

#### 10. 股息

於中期期間，概無派付、宣派或建議派付股息。本公司董事已決定將不會就中期期間派付股息。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 11. PROFIT PER SHARE

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

Profit for the purposes of calculating basic earnings per share (profit for the period) 計算每股基本盈利的溢利 (期內溢利)

263 1,031

### 11. 每股溢利

本公司擁有人應佔每股基本盈利乃按下列數據計算：

#### Six months ended 30 September

截至9月30日止六個月

2019	2018
2019年	2018年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

#### Number of shares

股份數目

At 30 September	At 31 March
2019	2019
2019年	於2019年
9月30日	3月31日
'000	'000
千股	千股
(Unaudited)	(Audited)
(未經審核)	(經審核)

Weighted average number of shares for the purpose of calculating basic earnings per share 計算每股基本盈利的股份加權平均數

750,000 562,500

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share for the six months ended 30 September 2018 and 2019 have been taken into account the issuance of 187,500,000 shares upon listing and the assumption that the capitalisation issue as defined in note 15(b) had been effective on 1 April 2017.

計算截至2018年及2019年9月30日止六個月之每股基本盈利的普通股加權平均數目已計及上市後187,500,000股股份之發行，並假設資本化發行(定義見附註15(b))已於2017年4月1日起生效。

No diluted earnings per share is presented as there were no potential dilutive ordinary shares in issue during the six months ended 30 September 2019 and 2018.

截至2019年及2018年9月30日止六個月，由於概無已發行潛在攤薄普通股，故並無呈列每股攤薄盈利。

### 12. ADDITIONS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 September 2019, the Group acquired property, plant and equipment amounting to HK\$985,000 (six months ended 30 September 2018: HK\$41,000).

### 12. 物業、廠房及設備以及使用權資產添置

截至2019年9月30日止六個月，本集團收購985,000港元之物業、廠房及設備(截至2018年9月30日止六個月：41,000港元)。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 13. TRADE RECEIVABLES, PREPAYMENTS AND DEPOSITS

#### 13. 貿易應收款項、預付款項及按金

		<b>At 30 September 2019</b>	At 31 March 2019
		於2019年 9月30日	於2019年 3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Trade receivables	貿易應收款項	<b>4,677</b>	7,461
Less: Impairment loss	減：減值虧損	<b>(54)</b>	(64)
		<b>4,623</b>	7,397
Rental deposits	租賃按金	<b>3,485</b>	3,300
Prepayments, other deposits and other receivables	預付款項、其他按金及 其他應收款項	<b>2,452</b>	2,338
		<b>10,560</b>	13,035
Less: Non-current portion of rental deposits	減：租金按金之非即期部分	<b>(2,057)</b>	(2,057)
		<b>8,503</b>	10,978

The following is an analysis of the Group's trade receivables by ages, presented based on the invoice date which approximates the respective revenue recognition date.

下文為根據發票日期(與各自收益確認日期相若)呈列按賬齡劃分的本集團貿易應收款項分析。

		<b>At 30 September 2019</b>	At 31 March 2019
		於2019年 9月30日	於2019年 3月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
0 to 30 days	0至30天	<b>1,783</b>	2,724
31 to 60 days	31至60天	<b>720</b>	1,452
61 to 90 days	61至90天	<b>569</b>	1,696
Over 90 days	超過90天	<b>1,551</b>	1,525
		<b>4,623</b>	7,397

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 13. TRADE RECEIVABLES, PREPAYMENTS AND DEPOSITS — *continued*

The Group's retail sales to customers are mainly made in cash or through credit card payments. The trade receivables arise from credit card sales are normally settled in one to two business day in arrears. For the remaining customers, the Group allows a credit period up to 90 days. A longer credit period may be granted to large or long-established customers with good payment history.

Before accepting any new customers, the Group will internally assess the potential customer's credit quality and defines credit limits by customers. The management closely monitors the credit quality and follow up actions will be taken if overdue debts are noted. Credit limits attributed to customers and credit term granted to customers are reviewed on a regular basis.

#### 14. TRADE AND OTHER PAYABLES

#### 13. 貿易應收款項、預付款項及按金 — 續

本集團對客戶的零售銷售主要以現金或透過信用卡付款進行。信用卡銷售產生的貿易應收款項通常會遞延1至2個營業日結清。就餘下客戶而言，本集團允許信用期最高達90天。或會向具備良好付款記錄的大型或長期建立的客戶授出較長信用期。

於接受任何新客戶前，本集團將初步評估潛在客戶的信用質素並按客戶界定信用限額。管理層密切監督信用質素並將在留意到逾期債務時採取跟進行動。客戶享有的信用限額以及向客戶授出的信用條款會定期進行覆核。

#### 14. 貿易及其他應付款項

		<b>At 30 September 2019 於2019年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>At 31 March 2019 於2019年 3月31日 HK\$'000 千港元 (Audited) (經審核)</b>
Trade payables	貿易應付款項	<b>5,182</b>	6,406
Accrued staff costs	應計員工成本	<b>1,651</b>	1,465
Listing expenses and issue costs payables	上市開支及發行成本應付款項	—	8,024
Other payables and accrued charges	其他應付款項及應計費用	<b>5,625</b>	4,914
		<b>12,458</b>	20,809

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 14. TRADE AND OTHER PAYABLES — *continued*

The following is an aged analysis of the Group's trade payables based on the invoice date at the end of each reporting period:

		<b>At 30 September 2019 於2019年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>	At 31 March 2019 於2019年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0至30天	<b>2,240</b>	2,008
31 to 60 days	31至60天	<b>2,551</b>	1,703
61 to 90 days	61至90天	<b>10</b>	338
Over 90 days	超過90天	<b>381</b>	2,357
		<b>5,182</b>	6,406

#### 14. 貿易及其他應付款項 — 續

以下為於各報告期末根據發票日期呈列本集團貿易應付款項的賬齡分析：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 15. SHARE CAPITAL

#### 15. 股本

		Number of shares 股份數目	Share capital 股本	
			HK\$ 港元	HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元 普通股			
Authorised:	法定：			
At incorporation, 31 March 2018 and 1 April 2018	於註冊成立時、2018年 3月31日及2018年 4月1日	38,000,000	380,000	380
Increase on 26 September 2018	於2018年9月26日增加	1,462,000,000	14,620,000	14,620
At 31 March 2019 and 30 September 2019	於2019年3月31日及 2019年9月30日	1,500,000,000	15,000,000	15,000
Issued and fully paid:	已發行及繳足：			
At incorporation, 31 March 2018 and 1 April 2018	於註冊成立時、 2018年3月31日及 2018年4月1日	1	—	—
Capitalisation Issue (Note a)	資本化發行(附註a)	562,499,999	5,625,000	5,625
Issue of shares upon listing (Note b)	於上市後發行股份 (附註b)	187,500,000	1,875,000	1,875
At 31 March 2019 and 30 September 2019	於2019年3月31日及 2019年9月30日	750,000,000	7,500,000	7,500



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

#### 15. SHARE CAPITAL — *continued*

Notes:

- (a) Pursuant to the written resolutions passed by the sole shareholder of the Company on 6 March 2019, upon completion of the public offer and placing, the Company was authorised to capitalise a sum of HK\$5,625,000 standing to the credit of the share premium account of the Company and applied such amount to pay up in full at par of 562,499,999 ordinary shares of the Company (the “**Capitalisation Issue**”).
- (b) In connection with the listing on 27 March 2019, the Company allotted and issued a total of 187,500,000 new shares at HK\$0.3 per share by way of public offer and placing. The proceeds of HK\$1,875,000 representing the nominal value of the new ordinary shares of the Company, were credited to the Company’s share capital. The remaining proceeds of HK\$54,375,000, before offsetting issuance costs of HK\$13,508,000 were credited to the Company’s share premium.

#### 15. 股本 — 續

附註：

- (a) 根據本公司唯一股東於2019年3月6日通過的書面決議案，於公開發售及配售完成後，本公司獲授權資本化本公司股份溢價賬進賬金額合共5,625,000港元，並已應用有關款項按面值悉數支付本公司562,499,999股普通股（「**資本化發行**」）。
- (b) 就於2019年3月27日上市而言，本公司透過公開發售及配售配發及發行合共187,500,000股每股0.3港元的新股份。所得款項1,875,000港元（相當於本公司新普通股面值）計入本公司股本。餘下所得款項54,375,000港元（抵銷發行成本13,508,000港元前）計入本公司股份溢價。

**Dominate Group  
Holdings Company Limited**