

Harbour Equine Holdings Limited 維港育馬控股有限公司

(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 : 8377



FIRST QUARTERLY
REPORT

第一季度業績報告

2023



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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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Directors**”) of Harbour Equine Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

香港聯合交易所有限公司(「聯交所」) GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之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。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就本報告之全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告(維港育馬控股有限公司(「**本公司**」)董事(「**董事**」)共同及個別對此負全責)乃遵照《聯交所GEM證券上市規則》(「**GEM上市規則**」)的規定而提供有關本公司的資料。董事經作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分，及並無遺漏任何事項致使本報告或其所載任何陳述產生誤導。

Financial Summary

財務摘要

For the three months ended 31 March 2023, the unaudited operating results of the Company and its subsidiaries (collectively, the “**Group**”) were as follows:

- revenue recorded for the three months ended 31 March 2023 amounted to approximately HK\$13.6 million;
- loss after taxation for the three months ended 31 March 2023 amounted to approximately HK\$6.8 million; and
- basic and diluted loss per share of the Company for the three months ended 31 March 2023 was approximately HK1.67 cents.

截至二零二三年三月三十一日止三個月，本公司及其附屬公司(統稱「**本集團**」)之未經審核經營業績如下：

- 截至二零二三年三月三十一日止三個月錄得收益約13.6百萬港元；
- 截至二零二三年三月三十一日止三個月的除稅後虧損約為6.8百萬港元；及
- 本公司截至二零二三年三月三十一日止三個月的每股基本及攤薄虧損約為1.67港仙。

Financial Information

財務資料

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2023 together with the comparative unaudited figures for the corresponding period in 2022, which are presented in Hong Kong dollars (“**HK\$**”) as follows:

董事會(「**董事會**」)欣然宣佈本集團於截至二零二三年三月三十一日止三個月的未經審核簡明綜合財務業績，連同二零二二年同期的未經審核比較數字，均以港元(「**港元**」)列示如下：

Unaudited Condensed Consolidated Statement of Profit or Loss

未經審核簡明綜合損益表

For the three months ended 31 March 2023

截至二零二三年三月三十一日止三個月

		For the three months ended 31 March	
		截至三月三十一日止三個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收益	3	13,608
Cost of sales	銷售成本		(13,276)
			15,935 (13,911)
Gross profit	毛利		332
Other income and gains	其他收入及增益	4	523
Selling and distribution expenses	銷售及分銷開支		(1,009)
Administrative expenses	行政開支		(5,124)
Other expenses	其他開支		(535)
Finance costs	融資成本	5	(1,000)
			2,024 1,234 (1,373) (7,036) (521) (134)
LOSS BEFORE TAX	除稅前虧損	6	(6,813)
Income tax credit	所得稅抵免	7	—
			(5,806)
LOSS FOR THE PERIOD	期內虧損		(6,813)
LOSS ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔虧損		(6,813)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔每股虧損	9	
Basic and diluted (expressed in HK cents per share)	基本及攤薄 (以每股港仙列示)		(1.67)
			(1.42)

Unaudited Condensed Consolidated Statement of Comprehensive Income

未經審核簡明綜合全面收入表

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
LOSS FOR THE PERIOD	期內虧損	(6,813)	(5,806)
OTHER COMPREHENSIVE INCOME/ (LOSS)	其他全面收入/(虧損)		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(960)	239
OTHER COMPREHENSIVE INCOME/ (LOSS) FOR THE PERIOD, NET OF TAX	期內其他全面收入/(虧損) (已扣除稅項)	(960)	239
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	期內全面虧損總額	(7,773)	(5,567)
ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔	(7,773)	(5,567)

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

		Share capital	Share premium	Merger reserve	Share option reserve	Statutory surplus reserve	Exchange fluctuation reserve	Accumulated losses	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	合併儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	法定盈餘儲備 HK\$'000 千港元	匯兌波動儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	權益總額 HK\$'000 千港元
As at 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	20,457	130,674	(1,000)	1,155	5,670	11,631	(76,822)	91,765
Loss for the period	期內虧損	—	—	—	—	—	—	(5,806)	(5,806)
Other comprehensive income for the period:	期內其他全面收入：								
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	—	—	—	—	—	239	—	239
Total comprehensive loss for the period	期內全面虧損總額	—	—	—	—	—	239	(5,806)	(5,567)
Recognition of equity settled share-based payment	確認以權益結算的股份支付	—	—	—	1,126	—	—	—	1,126
As at 31 March 2022 (unaudited)	於二零二二年三月三十一日 (未經審核)	20,457	130,674	(1,000)	2,281	5,670	11,870	(82,628)	87,324
As at 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	20,457	130,674	(1,000)	4,942	5,670	6,911	(99,726)	67,928
Loss for the period	期內虧損	—	—	—	—	—	—	(6,813)	(6,813)
Other comprehensive loss for the period:	期內其他全面虧損：								
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	—	—	—	—	—	(960)	—	(960)
Total comprehensive loss for the period	期內全面虧損總額	—	—	—	—	—	(960)	(6,813)	(7,773)
Recognition of equity settled share-based payment	確認以權益結算的股份支付	—	—	—	—	—	—	—	—
As at 31 March 2023 (unaudited)	於二零二三年三月三十一日 (未經審核)	20,457	130,674	(1,000)	4,942	5,670	5,951	(106,539)	60,155

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

1. CORPORATE AND GROUP INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 18 August 2016. The registered office address of the Company is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company is an investment holding company. During the period, the Company's subsidiaries were principally engaged in the manufacture and selling of sewing threads and broad categories of garment accessories, provision of interior design, interior decoration and furnishing services, and provision of trading of bloodstock, stallion services and equine handling services, and provision of advisory on securities, corporate financial advisory services and asset management services.

In the opinion of the Directors, the ultimate holding company of the Group is Three Gates Investment Limited, which was incorporated in the British Virgin Islands ("BVI") with limited liability and is controlled by Mr. Wong Kwok Wai, Albert.

As at the date of this report, the Company has direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below:

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ paid-up/ registered share capital 已發行普通/ 繳足/註冊 股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Percentage of voting power held by the Company 佔本公司所持投票權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Strat Tech Holdings Limited	BVI 英屬處女群島	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Shen You (China) Limited 申酉(中國)有限公司	Hong Kong 香港	HK\$10,000,000 10,000,000港元	100%	—	100%	—	Investment holding 投資控股

1. 公司及集團資料

本公司於二零一六年八月十八日根據開曼群島公司法(經修訂)在開曼群島註冊成立為獲豁免有限公司，本公司的註冊辦事處地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。

本公司為投資控股公司。本公司附屬公司期內主要從事縫紉線和各類服裝輔料生產及銷售，提供室內設計、室內裝飾及室內陳設服務，提供純種馬買賣、種馬服務及馬匹管理服務，以及提供證券諮詢、企業財務諮詢服務及資產管理服務。

董事認為，本集團最終控股公司為Three Gates Investment Limited，乃於英屬處女群島(「英屬處女群島」)註冊成立的有限公司，由黃國偉先生控制。

於本報告日期，本公司擁有其附屬公司的直接及間接權益，該等附屬公司均為私營有限公司(或倘於香港境外註冊成立，則擁有於香港註冊成立的私營公司之大致類似特徵)，詳情載列如下：

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ paid-up/ registered share capital 已發行普通/ 繳足/註冊 股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Percentage of voting power held by the Company 佔本公司所持投票權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Tseyu International Trading Company Limited	Hong Kong	HK\$60,000,000	—	100%	—	100%	Trading of sewing threads and broad categories of garment accessories
至裕國際貿易有限公司	香港	60,000,000港元					縫紉線和各類服裝輔料貿易
Newchamp Industries Limited	Hong Kong	HK\$30,000,000	—	100%	—	100%	Trading of sewing threads
新中港實業有限公司	香港	30,000,000港元					縫紉線貿易
Clolab International Limited	Hong Kong	HK\$10,000	—	100%	—	100%	Fashion design and trading of garment accessories
研衣人國際有限公司	香港	10,000港元					時尚設計及服裝輔料貿易
Cheerful Keen Limited	BVI	US\$1	—	100%	—	100%	Investment holding
置富健有限公司	英屬處女群島	1美元					投資控股
Guangzhou Xinhua Thread Company Limited*	People's Republic of China (the "PRC")/ Mainland China	HK\$64,250,000	—	100%	—	100%	Manufacture and selling of sewing threads and broad categories of garment accessories
廣州新華線業有限公司*	中華人民共和國 (「中國」)/ 中國內地	64,250,000港元					縫紉線和各類服裝輔料生產及銷售

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ paid- up/ registered share capital 已發行普通/ 繳足/註冊 股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Percentage of voting power held by the Company 佔本公司所持投票權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
申西辰鑫企業(上海)有限公司*	PRC/Mainland China 中國/中國內地	HK\$10,000,000 10,000,000港元	—	100%	—	100%	Investment holding 投資控股
杭州新裕線業有限公司	PRC/Mainland China 中國/中國內地	RMB500,000 人民幣500,000元	—	100%	—	100%	Selling of sewing threads and broad categories of garment accessories 縫紉線和各類服 裝輔料銷售
Diamond Motto Limited 鑽銘有限公司	BVI 英屬處女群島	US\$300 300美元	100%	—	100%	—	Investment holding 投資控股
LMP International Limited 沛銘國際有限公司	Hong Kong 香港	HK\$1 1港元	—	100%	—	100%	Provision of interior design, fitting out and decoration services 提供室內設計、 裝修及裝飾服務
Better Dynasty Limited	Hong Kong	HK\$10,000	100%	—	100%	—	Investment holding 投資控股
Better Dynasty Limited	香港	10,000港元					
Harbour Equine Limited	Hong Kong	HK\$100	—	100%	—	100%	Investment holding 投資控股
Harbour Equine Limited	香港	100港元					

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ paid- up/ registered share capital 已發行普通/ 繳足/註冊 股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Percentage of voting power held by the Company 佔本公司所持投票權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Harbour Equine Pty Ltd Harbour Equine Pty Ltd	Australia 澳洲	AUS\$100 100澳元	—	100%	—	100%	Horse breeding 馬匹育種
Harbour Stallion Pty Ltd Harbour Stallion Pty Ltd	Australia 澳洲	AUS\$100 100澳元	—	100%	—	100%	Horse breeding 馬匹育種
Harbour Racing Limited Harbour Racing Limited	Hong Kong 香港	HK\$100 100港元	100%	—	100%	—	Equine management service 馬匹管理服務
Thrill Bank Limited Thrill Bank Limited	BVI 英屬處女群島	US\$100 100美元	100%	—	100%	—	Investment holding 投資控股
Hua Yu Investment Management Limited 華禹投資管理有限公司	Hong Kong 香港	HK\$1,750,000 1,750,000港元	100%	—	100%	—	Provision of corporate financial advisory services and asset management services 提供企業財務顧 問服務及資產 管理服務

* Registered as wholly-foreign-owned enterprises under PRC law.

* 根據中國法律註冊為外商獨資企業。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards (“**HKASs**”) and interpretations (hereinafter collectively referred to as the “**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Companies Ordinances.

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out in the Group’s annual financial statement for the year ended 31 December 2022.

The accounting policies adopted in preparing the unaudited consolidated results for the three months ended 31 March 2023 are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2022.

2. 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則(「香港財務報告準則」、香港會計準則(「香港會計準則」)及詮釋(以下統稱為「香港財務報告準則」)編製。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)及公司條例規定的適用披露。

於各報告期末，綜合財務報表根據歷史成本法編撰，惟以公允值計量的若干投資工具除外，詳情於本集團截至二零二二年十二月三十一日止年度的年度財務報表所載會計政策闡述。

編製截至二零二三年三月三十一日止三個月之未經審核綜合業績時所採納之會計政策與編製本集團截至二零二二年十二月三十一日止年度之年度財務報表所用者貫徹一致。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

3. OPERATING SEGMENT INFORMATION

The Group identifies its operating segments and prepared segment information based on the regular internal financial information reported to the Group's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance.

The Group has four reportable segments as follows:

Manufacture and selling of threads	— manufacture and selling of high performance sewing threads and broad categories of garment accessories
Interior design and decoration	— provision of interior design, interior decoration and finishing services
Equine services	— provision of trading of bloodstocks, stallion services and equine handling service
Advising on securities, corporate finance and asset management	— provision of advisory on securities, corporate financial advisory services and asset management services

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

3. 經營分部資料

本集團根據定期向本集團執行董事報告以供彼等就本集團業務組成部分的資源分配作出決定及檢討該等組成部分表現的內部財務資料，識別其經營分部及編製分部資料。

本集團有如下四個呈報分部：

縫紉線生產及銷售	— 優質縫紉線和各類服裝輔料生產及銷售
室內設計及裝飾	— 提供室內設計、室內裝修及室內陳設服務
馬匹服務	— 提供純種馬買賣、種馬服務及馬匹處理服務
就證券、企業融資及資產管理提供意見	— 提供證券諮詢、企業財務顧問服務及資產管理服務

以下為本集團按呈報及經營分部劃分的收益及業績分析：

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

3. OPERATING SEGMENT INFORMATION (Continued)

3. 經營分部資料(續)

Information about reportable and operating segment profit or loss:

有關呈報及經營分部損益的資料：

		Three months ended 31 March 2023 截至二零二三年三月三十一日止三個月				
		Manufacturing and selling of threads	Interior design and decoration	Equine services	Advising on securities, corporate finance and asset management	Total
		縫紉線製造 及銷售	室內設計 及裝飾	馬匹服務	就證券、企業 融資及資產管理 提供意見	總計
		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
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover	營業額					
Revenue from external customers	來自外部客戶的收益	5,858	2,365	5,385	—	13,608
Result	業績					
Segment profit/(loss)	分部溢利/(虧損)	(2,030)	492	(3,745)	(17)	(5,300)
Unallocated corporate expenses	未分配企業開支					(1,513)
Loss before tax	除稅前虧損					(6,813)
Income tax expense	所得稅開支					—
Loss for the period	期內虧損					(6,813)

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

3. OPERATING SEGMENT INFORMATION (Continued)

3. 經營分部資料(續)

Information about reportable and operating segment profit or loss: (Continued)

有關呈報及經營分部損益的資料：
(續)

Three months ended 31 March 2022
截至二零二二年三月三十一日止三個月

	Manufacturing and selling of threads	Interior design and decoration	Equine services	Advising on securities, corporate finance and asset management	Total	
	縫紉線製造及銷售	室內設計及裝飾	馬匹服務	就證券、企業融資及資產管理提供意見	總計	
	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	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
Turnover	營業額					
Revenue from external customers	來自外部客戶的收益	12,018	3,843	74	—	15,935
Result	業績					
Segment profit/(loss)	分部溢利/(虧損)	(2,419)	268	(1,199)	—	(3,350)
Unallocated corporate expenses	未分配企業開支					(2,456)
Loss before tax	除稅前虧損					(5,806)
Income tax expense	所得稅開支					—
Loss for the period	期內虧損					(5,806)

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

3. OPERATING SEGMENT INFORMATION (Continued)

An analysis of revenue by geographic location, based on shipping destination and location of service provided, is set out below:

3. 經營分部資料(續)

按地理位置(根據運輸目的地及所提供服務的位置)劃分之收益分析載列如下:

		Three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
PRC	中國	4,081	5,652
Overseas	海外	7,162	4,884
Hong Kong	香港	2,365	5,399
		13,608	15,935

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

4. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

		Three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Exchange gains, net	匯兌增益淨額	11	493
Gross rental income	租金收入總額	494	737
Others	其他	18	4
		523	1,234

4. 其他收入及增益

其他收入及增益的分析如下：

5. FINANCE COSTS

An analysis of finance costs is as follows:

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on bank loans and overdrafts	銀行貸款利息及透支	968	77
Interest on lease liabilities	租賃負債利息	32	57
		1,000	134

5. 融資成本

融資成本分析如下：

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/
(crediting):

6. 除稅前虧損

本集團的除稅前虧損已扣除／(計入)
下列各項：

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Cost of inventories sold	已售存貨成本	8,127	10,535
Depreciation of fixed assets	固定資產折舊	365	567
Depreciation of right-of-use assets	使用權資產折舊	528	540
Lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量的 租賃款項	152	54
Auditor's remuneration	核數師酬金	46	—
Employees' benefit expenses (excluding Directors' remuneration)	僱員福利開支 (不包括董事薪酬)	3,996	5,121
Net exchange gain	外匯增益淨額	(11)	(493)

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

7. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which subsidiaries of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Pursuant to the PRC Income Tax Law and the respective regulations, the subsidiaries which operate in Mainland China are subject to corporate income tax at a rate of 25% on the taxable income.

Companies incorporated in Australia are subjected to Australian income tax at the rate of 25%.

No provision for corporate tax has been made for the Group's operation in Australia as such operation incurred loss for taxation purpose for the three months ended 31 March 2022.

7. 所得稅

本集團須按實體基準就產生或源於本集團附屬公司註冊及經營所在司法管轄區的溢利繳納所得稅。根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。

香港利得稅乃就期內於香港產生的估計應課稅溢利按稅率16.5%作出撥備，惟本集團的一間附屬公司為利得稅兩級制項下的合資格實體除外。該附屬公司首2,000,000港元的應課稅溢利按8.25%繳稅，而餘下應課稅溢利則按16.5%繳稅。

根據中國所得稅法及相關規定，於中國內地經營之附屬公司須按應課稅收入的25%繳納企業所得稅。

於澳洲註冊成立的公司須按稅率25%繳納澳洲所得稅。

由於本集團澳洲的業務於截至二零二二年三月三十一日止三個月就納稅而言產生虧損，概無就相關業務計提企業稅撥備。

For the three months ended 31 March 截至三月三十一日止三個月

		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Current — Hong Kong and Mainland China	即期 — 香港及中國內地	—	—
Deferred	遞延	—	—
Tax credit	稅項抵免	—	—

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the three months ended 31 March 2023 截至二零二三年三月三十一日止三個月

8. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2023.

8. 股息

董事會不建議就截至二零二三年三月三十一日止三個月派付中期股息。

9. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT

9. 母公司擁有人應佔每股虧損

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年 (unaudited) (未經審核)	2022 二零二二年 (unaudited) (未經審核)
Loss attributable to owners of the parent (HK\$'000)	母公司擁有人應佔虧損 (千港元)	6,813	5,806
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損的 普通股加權平均數	409,141,860	409,141,860
Basic and diluted loss per Share (HK cents)	每股基本及攤薄虧損 (港仙)	1.67	1.42

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group is principally engaged in the manufacturing and selling of sewing threads and board categories of garment accessories, provision of interior design, interior decoration and furnishing services, and provision of equine related services business, and provision on advisory on securities and corporate finance and asset management.

The Group currently manufactures polyester sewing threads, which are mainly used for garments. The major product of the Group is 100% spun polyester sewing threads. Other types of sewing threads are also offered, including textured polyester series, elastic filament sewing threads and weft yarn. The Group's customers are located in the People's Republic of China (the "PRC"), Hong Kong as well as overseas countries, including but not limited to the Middle East and Mauritius. While the Group's customers in the PRC and Hong Kong are mainly garment manufacturers, its overseas customers are mainly wholesalers. The production facilities of the Group, where the sewing threads manufacturing process is conducted, are located in Liwan, Guangzhou (the "**Guangzhou Production Facilities**").

For the business line of interior design, fitting out and decoration services, the Group consider that there is a growing popularity of interior design, fitting-out and decoration in commercial, residential and public sectors in Hong Kong and the Greater Bay Area to seek individuality and style. Hence, the Group expected this line of business can diversify its existing business portfolio and to increase source of income.

業務回顧

本集團主要從事縫紉線和各類服裝輔料生產及銷售，提供室內設計、室內裝飾及室內陳設服務，以及提供馬匹相關服務業務，並就證券、企業融資及資產管理提供意見。

本集團現時生產主要用於服裝的滌綸線。本集團的重點產品為100%滌綸線。本集團亦提供其他類型的縫紉線，包括滌綸長絲系列、高彈絲縫紉線及低彈絲。本集團的客戶位於中華人民共和國（「中國」）、香港及世界各地，包括但不限於中東及毛里裘斯。本集團於中國及香港的客戶主要為服裝製造商，而海外客戶則主要為批發商。本集團的生產設施位於廣州荔灣區（「廣州生產基地」），縫紉線的製造流程均於該設施中進行。

就室內設計、裝修及裝飾服務業務線而言，本集團認為，在香港和大灣區商業、住宅和公共區域，追求個性和風格的室內設計、裝修及裝飾越來越受歡迎。因此，本集團預期該業務線將促進當前業務組合多樣性，增加收入來源。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Moreover, from a remarkably short period in the highly competitive Australasian bloodstock market we have seen the Group emerge with an enviable footprint. The shareholder's stallion investment continued by securing significant exposure on Deep Field's recently retired G1 winner, Portland Sky, and the Group has supported this popular Widden based sire with some lovely mares from their portfolio. Further investment in the Victorian based stallion Grunt, owned and stood by Global Industry powerhouse Yu Long has been endorsed by his promising start to his stud career. Racing elite stallion prospects (and already both G1 winners) Jacquinet and Mo'unga, along with potential stallion prospects such as Williamsburg (dual G1 placed) and Hellish, who is being aimed at the \$1M Arrowfield Sprint during the ATC Autumn Championship. With the prize money on offer in Australia there has never been a better time to participate and as ever we have one eye on developing our next stallion prospect.

The Group has established significant ties with some of the key stakeholders and leaders of the industry down under. Be it Coolmore, Newgate, Widden, Newhaven, Aquis or Segenhoe together with Inglis and Magic Millions, the strong business partnerships forged have ensured our reputation as long term and progressive Industry participants. As ever we will be active at the upcoming breeding stock sales to bolster our portfolio. The goal, as ever, is to identify commercially sound investor opportunities.

For the three months ended 31 March 2023, the Group's recorded an unaudited revenue of approximately HK\$13.6 million, representing a decrease of approximately 14.6% as compared with approximately HK\$15.9 million for the three months ended 31 March 2022. The decrease in revenue is mainly attributable to the decrease of the revenue for the manufacturing and selling of threads segment. The gross profit margin decrease to approximately 2.4% for the three months ended 31 March 2023 from approximately 12.7% for the same period in the preceding year.

The loss attributable to the owners of the parent increase to approximately HK\$6.8 million for the three months ended 31 March 2023 from approximately HK\$5.8 million for the same period in 2022, representing an increase of approximately 17.3%. Such increase was primarily due to the increase of loss for the segment of equine services.

此外，本集團在極短時間內便以矚目的姿態鶴立於競爭激烈的澳大利亞純種馬市場。隨著Deep Field的G1冠軍Portland Sky最近退役獲得大量關注，股東會持續進行種馬投資，且本集團亦從馬匹組合中挑選部分優良的母馬為此源自Widden並廣受歡迎的種馬進行配種。由全球行業巨頭Yu Long擁有及支持的維多利亞種馬Grunt已開始了良好種馬生涯，故宜對其作出進一步投資。賽馬優質種馬奪冠熱門Jacquinet及Mo'unga(均已是G1冠軍)，以及有奪冠潛力的種馬，如Williamsburg(雙G1磅)及Hellish，目標放眼ATC秋季錦標賽(ATC Autumn Championship)期間的\$1M Arrowfield Sprint賽事。隨著澳洲設立賽事獎金，我們抓緊前所未有的時機參與賽事，同時一如既往地注重培養下一任奪冠種馬。

本集團已與若干主要利益相關者及業界領導者建立了重要聯繫。無論是Coolmore、Newgate、Widden、Newhaven、Aquis還是Segenhoe以及Inglis與Magic Millions，彼此建立的強大業務夥伴關係確保我們的聲譽卓起，以長期發展、長足進步的行業參與者身份著稱。我們將持續積極投入到快將進行的種馬銷售，以加強我們的馬匹組合。我們的目標未曾改變：從商業角度物色可行的投資者機會。

截至二零二三年三月三十一日止三個月，本集團錄得未經審核收益約13.6百萬港元，較截至二零二二年三月三十一日止三個月約15.9百萬港元減少約14.6%。收益減少主要由縫紉線生產及銷售分部收益減少所致。截至二零二三年三月三十一日止三個月的毛利率由去年同期約12.7%下降至約2.4%。

截至二零二三年三月三十一日止三個月，母公司擁有人應佔虧損由二零二二年同期約5.8百萬港元增加至約6.8百萬港元，增幅約17.3%。有關增幅主要由於馬匹服務分部的虧損增加。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW

Revenue

The revenue was mainly generated from the segment of manufacturing and selling of threads product and interior design and decoration and equine services. The following table sets out a breakdown of the Group's revenue attributable to three business segments of the Group of the three months ended 31 March 2022 and 2023.

財務回顧

收益

該收益主要由縫紉線生產及銷售以及室內設計及裝飾以及馬匹服務分部產生。下表載列本集團於截至二零二二年及二零二三年三月三十一日止三個月本集團三個業務分部應佔收益明細：

		Three months ended 31 March 截至三月三十一日止三個月				Rate of change 變動比率
		2023 二零二三年		2022 二零二二年		
		HK\$'000	% of total revenue 佔總收益 百分比	HK\$'000	% of total revenue 佔總收益 百分比	%
		千港元		千港元		百分比
Manufacturing and selling of threads	縫紉線生產及銷售	5,858	43.0	12,018	75.4	-51.3
Interior design and decoration	室內設計及裝飾	2,365	17.4	3,843	24.1	-38.5
Equine services	馬匹服務	5,385	39.6	74	0.5	7,177.0
		13,608	100.0	15,935	100.0	-14.6

Manufacturing and selling of threads

The revenue attributable to the manufacturing and trading of threads slightly decreased to approximately HK\$5.9 million for the three months ended 31 March 2023 from approximately HK\$12.0 million for the three months ended 31 March 2022, representing a decrease of approximately 51.3%. The revenue decrease was mainly attributable to the decrease in sales in the overseas market for the three months ended 31 March 2023.

縫紉線生產及銷售

縫紉線生產及貿易應佔收益輕微減少至截至二零二三年三月三十一日止三個月約5.9百萬港元，較截至二零二二年三月三十一日止三個月約12.0百萬港元減少約51.3%。收益減少乃主要由於截至二零二三年三月三十一日止三個月海外市場的銷售減少。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Interior design and decoration

The revenue attributable to the interior design and decoration decreased to approximately HK\$2.4 million for the three months ended 31 March 2023 from approximately HK\$3.8 million for the three months ended 31 March 2022, representing a decrease of approximately 38.5%. The revenue decrease was mainly due to the progress of some project was delayed and some of project on the final stage of planning. Therefore, the management expected that the revenue will rebound on the second half of the year.

Equine services

The revenue attributable to the equine services increased to approximately HK\$5.4 million for the three months ended 31 March 2023 from approximately HK\$74,000 for the three months ended 31 March 2022, representing an increase of approximately HK\$5.3 million. As the segment was still in initial stage on year 2022, therefore, the revenue increase significantly compared with the same period in the preceding year.

Cost of sales

The Group's cost of sales primarily consists of direct material costs, processing fees, direct labour costs and welfare and social insurance for the segment of manufacturing and selling threads and the segment of interior design and decoration. On the other hand, the cost of sales for the segment of equine services is mainly consists of the agistment expenses and insurance cost. The following table sets out a breakdown of the Group's cost of sales attributable to three business segments of the Group of the three months ended 31 March 2022 and 2023.

室內設計及裝飾

室內設計及裝飾應佔收益減少至截至二零二三年三月三十一日止三個月約2.4百萬港元，較截至二零二二年三月三十一日止三個月約3.8百萬港元減少約38.5%。收益減少主要由於部分項目的進度有所延誤及部分項目已進入規劃的最後階段。因此，管理層預期收益於本年度下半年將會回升。

馬匹服務

截至二零二三年三月三十一日止三個月的馬匹服務應佔收益約為5.4百萬港元，較截至二零二二年三月三十一日止三個月約74,000港元增加約5.3百萬港元。由於本分部於二零二二年仍處於起始階段，因此，收益較去年同期大幅增加。

銷售成本

本集團縫紉線生產及銷售分部與室內設計及裝飾分部的銷售成本主要包括的直接材料成本、加工費、直接勞工成本以及福利及社會保險。另一方面，馬匹服務分部的銷售成本則主要包括代理費用及保險費用。下表載列本集團於截至二零二二年及二零二三年三月三十一日止三個月本集團三個業務分部應佔銷售成本明細：

		Three months ended 31 March 截至三月三十一日止三個月		
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	Rate of change 變動比率 %
Manufacturing and selling of threads	縫紉線生產及銷售	5,271	10,535	-50.0%
Interior design and decoration	室內設計及裝飾	1,137	2,613	-56.5%
Equine services	馬匹服務	6,868	763	800.1%
		13,276	13,911	-4.6%

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Manufacturing and selling of threads

The cost of sales attributable to the manufacturing and trading of threads decrease to approximately HK\$5.3 million for the three months ended 31 March 2023 from approximately HK\$10.5 million for the three months ended 31 March 2022, representing a decrease of 50.0%. The cost of sales for the manufacturing and trading of threads decrease is in line with the decrease of the revenue of this segment.

Interior design and decoration

The cost of sales attributable to the interior design and decoration decrease to approximately HK\$1.1 million for the three months ended 31 March 2023 from approximately HK\$2.6 million for the three months ended 31 March 2022 representing a decrease of 56.5%. The cost of sales for the interior design and decoration decrease is mainly due to the revenue decrease during the period.

Equine Services

The cost of sales attributable to the equine services increased to approximately HK\$6.9 million for the three months ended 31 March 2023 from approximately HK\$0.8 million for the three months ended 31 March 2022, representing an increase of 800.1%. The cost of sales for the equine services increased significantly is mainly due to the significantly agistment cost and insurance cost generated from the bloodstock compared with the same period in the preceding year.

縫紉線生產及銷售

縫紉線生產及貿易應佔銷售成本減少至截至二零二三年三月三十一日止三個月約5.3百萬港元，較截至二零二二年三月三十一日止三個月約10.5百萬港元減少50.0%。縫紉線生產及貿易銷售成本減少與本分部收益減少貫徹一致。

室內設計及裝飾

室內設計及裝飾應佔銷售成本減少至截至二零二三年三月三十一日止三個月約1.1百萬港元，較截至二零二二年三月三十一日止三個月約2.6百萬港元減少約56.5%。室內設計及裝飾銷售成本減少主要期內收益減少。

馬匹服務

截至二零二三年三月三十一日止三個月的馬匹服務應佔銷售成本約為6.9百萬港元，較截至二零二二年三月三十一日止三個月約0.8百萬港元增加800.1%。馬匹服務的銷售成本大幅增加乃主要由於純種馬較去年同期產生龐大的代理費用及保險費用。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Gross profit and gross profit margin

The Group's gross profit decreased to approximately HK\$0.3 million for the three months ended 31 March 2023 from approximately HK\$2.0 million for the three months ended 31 March 2022, representing a decrease of approximately 83.6%. The decrease in gross profit was mainly attributable to the gross loss recorded for the segment of the equine services which offset the gross profit for the segment of manufacturing and selling threads and the segment of interior design and decoration. The gross profit margin decreased to approximately 2.4% for the three months ended 31 March 2023 from approximately 12.7% for the three months ended 31 March 2022 was mainly attributable to the gross loss recorded for the segment of the equine services.

Other income and gains/(losses and expenses), net

The Group recorded other net losses and other expenses, net of approximately HK\$12,000 for the three months ended 31 March 2023 as compared with other income and gains, net of approximately HK\$0.7 million for the three months ended 31 March 2022. Such fluctuation was mainly attributable to the decrease of the gross rental income and exchange gain compared with same period in the preceding year.

Selling and distribution expenses

Selling and distribution expenses mainly consist of staff costs of the sales department and transportation expenses. Selling and distribution expenses decreased to approximately HK\$1.0 million for the three months ended 31 March 2023 from approximately HK\$1.4 million for the three months ended 31 March 2022, representing a decrease of approximately 26.5%. The decrease in the Group's selling and distribution expenses was mainly attributable to the decrease of staff costs and transportation cost.

毛利及毛利率

本集團的毛利由截至二零二二年三月三十一日止三個月約2.0百萬港元，下降至截至二零二三年三月三十一日止三個月約0.3百萬港元，減幅約83.6%。毛利的減少主要是由於馬匹服務分部錄得的毛損抵銷了縫紉線生產及銷售分部與室內設計和裝飾分部的毛利。毛利率由截至二零二二年三月三十一日止三個月約12.7%減少至截至二零二三年三月三十一日止三個月約2.4%，主要由於馬匹服務分部錄得毛損所致。

其他收入及增益／(虧損及開支)淨額

截至二零二三年三月三十一日止三個月，本集團錄得其他淨虧損及其他開支淨額約12,000港元，而截至二零二二年三月三十一日止三個月則錄得其他收入及增益淨額約0.7百萬港元。有關波動乃主要由於租金收入總額及匯兌增益較去年同期有所減少。

銷售及分銷開支

銷售及分銷開支主要包括銷售部員工成本及運輸費。銷售及分銷開支由截至二零二二年三月三十一日止三個月約1.4百萬港元，下降至截至二零二三年三月三十一日止三個月約1.0百萬港元，下降約26.5%。本集團銷售及分銷開支減少乃主要由於員工成本及運輸成本減少。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Administrative expenses

Administrative expenses primarily consist of staff costs, Directors' remuneration and legal and professional fees. Administrative expenses decreased to approximately HK\$5.1 million for the three months ended 31 March 2023 from approximately HK\$7.0 million for the three months ended 31 March 2022, representing a decrease of approximately 27.2%. Such decrease was mainly attributable to the decrease in staff costs and the share options expenses recognised for the same period of the preceding year.

Loss before income tax

As a result of the aforesaid, the Group recorded a loss before income tax of approximately HK\$6.8 million for the three months ended 31 March 2023, representing an increase of approximately 17.3% from approximately HK\$5.8 million for the same period of the preceding year.

Total comprehensive loss attributable to the owners of the parent

The total comprehensive loss attributable to owners of the parent was approximately HK\$7.8 million for the three months ended 31 March 2023. In comparison, for the corresponding period in 2022, a total comprehensive loss of approximately HK\$5.6 million was recorded. Such change was mainly due to the combined effect in the Group's loss for the three months ended 31 March 2023 mentioned above.

Basic and diluted loss per Share

The Company's basic and diluted loss per Share for the three months ended 31 March 2023 was approximately HK1.67 cents (2022: HK1.42 cents), representing an increase of approximately HK0.25 cents, or approximately 17.6%, which was primarily due to the increase in loss for the three months ended 31 March 2023.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2023.

行政開支

行政開支主要包括員工成本、董事酬金以及法律及專業費用。行政開支由截至二零二二年三月三十一日止三個月約7.0百萬港元，減少至截至二零二三年三月三十一日止三個月約5.1百萬港元，減幅約27.2%。有關減少主要歸因於員工成本減少及就去年同期確認購股權開支。

除所得稅前虧損

由於前述各項，本集團於截至二零二三年三月三十一日止三個月錄得除所得稅前虧損約6.8百萬港元，較去年同期約5.8百萬港元增加約17.3%。

母公司擁有人應佔全面虧損總額

截至二零二三年三月三十一日止三個月，母公司擁有人應佔全面虧損總額約為7.8百萬港元。相比之下，二零二二年同期錄得全面虧損總額約5.6百萬港元。有關變動乃主要由於上述本集團截至二零二三年三月三十一日止三個月虧損的合併影響。

每股基本及攤薄虧損

截至二零二三年三月三十一日止三個月，本公司每股基本及攤薄虧損約為1.67港仙(二零二二年：1.42港仙)，增加約0.25港仙(或約17.6%)，主要由於截至二零二三年三月三十一日止三個月的虧損有所增加。

中期股息

董事會不建議就截至二零二三年三月三十一日止三個月派付中期股息。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

CAPITAL STRUCTURE

During the three months ended 31 March 2023, there was no change in the capital structure of the Group and the share capital of the Group only comprises ordinary shares of the Company (the “Shares”).

As at 31 March 2023, the Company’s issued share capital amounted to approximately HK\$20.5 million, divided by 409,141,860 Shares of HK\$0.05 each.

SIGNIFICANT INVESTMENTS

As at 31 March 2023, the Group did not hold any significant investments (as at 31 March 2022: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group is exposed to foreign currency risk when it enters into transactions which are not denominated in the Group’s functional currency. Such exposure mainly relates to the distribution and sale of the Group’s products and purchases of raw materials in the PRC and the acquisition of broodmares and stallions and the equine services income in Australia. The Group currently does not have a foreign currency hedging policy. Yet, the Group’s management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

CONTINGENT LIABILITIES

As at 31 March 2023, the Group did not have material contingent liabilities (as at 31 March 2022: Nil).

資本架構

截至二零二三年三月三十一日止三個月，本集團的資本架構並無變動，且本集團的股本僅包括本公司普通股（「股份」）。

於二零二三年三月三十一日，本公司的已發行股本為約20.5百萬港元，分為409,141,860股每股面值0.05港元的股份。

重大投資

於二零二三年三月三十一日，本集團並無持有任何重大投資（於二零二二年三月三十一日：無）。

外匯風險

本集團於訂立並非以本集團功能貨幣計值的交易時承受外幣風險。有關風險主要與於中國分銷及銷售本集團的產品及購買原材料以及於澳洲收購母馬及種馬以及馬匹服務收入有關。本集團目前並無外幣對沖政策。然而，本集團管理層會密切監察外匯風險，並於有需要時將考慮對沖重大外幣風險。

或然負債

於二零二三年三月三十一日，本集團並無重大或然負債（於二零二二年三月三十一日：無）。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FUTURE PLANS AND PROSPECTS

For the existing principal business of manufacturing and selling of sewing threads, the Group has experienced some difficulties owing to the outbreak of the coronavirus (“COVID-19”) pandemic and uncertainties due to the ongoing trade conflict between the People’s Republic of China (the “PRC”) and the United States of America (“U.S.”) as well as the gradual slowdown of the PRC economy. In coming year, although the tension of COVID-19 seemed to be abating, we expect that the trade conflict between the PRC and the US will still continue impacting our business. The Group will continue to pay close attention to the trade conflict and to evaluate its impact on the financial position, cashflows and operating result of this business line.

For the business line of interior design, fitting out and decoration services, the Group consider that there is a growing popularity of interior design, fitting-out and decoration in commercial, residential and public sectors in Hong Kong and the Greater Bay Area to seek individuality and style. Hence, the Group expected this line of business can diversify its existing business portfolio and to increase source of income.

Moreover, from a remarkably short period in the highly competitive Australasian bloodstock market we have seen the Group emerge with an enviable footprint. The shareholder’s stallion investment continued by securing significant exposure on Deep Field’s recently retired G1 winner, Portland Sky, and the Group has supported this popular Widden based sire with some lovely mares from their portfolio. Further investment in the Victorian based stallion Grunt, owned and stood by Global Industry powerhouse Yu Long has been endorsed by his promising start to his stud career. Racing elite stallion prospects (and already both G1 winners) Jacquinot and Mo’unga, along with potential stallion prospects such as Williamsburg (dual G1 placed) and Hellish, who is being aimed at the \$1M Arrowfield Sprint during the ATC Autumn Championship. With the prize money on offer in Australia there has never been a better time to participate and as ever we have one eye on developing our next stallion prospect.

未來計劃及展望

就現有以縫紉線製造及銷售主要業務而言，由於新型冠狀病毒疫情（「**新型冠狀病毒**」）爆發、中華人民共和國（「**中國**」）與美利堅合眾國（「**美國**」）之間持續的貿易衝突及中國經濟逐漸放緩導致出現不確定因素，本集團的業務因而遇上一些困難。來年，儘管新型冠狀病毒的緊張局勢似乎正在緩和，我們預期中美貿易衝突將繼續影響我們的業務。本集團將持續密切關注貿易衝突形勢，並評估該等事件對該業務線的財務狀況、現金流及營運業績之影響。

就室內設計、裝修及裝飾服務業務線而言，本集團認為，在香港和大灣區商業、住宅和公共區域，追求個性和風格的室內設計、裝修及裝飾越來越受歡迎。因此，本集團預期該業務線將促進當前業務組合多樣性，增加收入來源。

此外，本集團在極短時間內便以矚目的姿態鶴立於競爭激烈的澳大利亞純種馬市場。隨著Deep Field的G1冠軍Portland Sky最近退役獲得大量關注，股東會持續進行種馬投資，且本集團亦從馬匹組合中挑選部分優良的母馬為此源自Widden並廣受歡迎的種馬進行配種。由全球行業巨頭Yu Long擁有及支持的維多利亞種馬Grunt已開始了良好種馬生涯，故宜對其作出進一步投資。賽馬優質種馬奪冠熱門Jacquinot及Mo’unga（均已G1冠軍），以及有奪冠潛力的種馬，如Williamsburg（雙G1磅）及Hellish，目標放眼ATC秋季錦標賽(ATC Autumn Championship)期間的\$1M Arrowfield Sprint賽事。隨著澳洲設立賽事獎金，我們抓緊前所未有的時機參與賽事，同時一如既往地注重培養下一任奪冠種馬。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group has established significant ties with some of the key stakeholders and leaders of the industry down under. Be it Coolmore, Newgate, Widden, Newhaven, Aquis or Segenhoe together with Inglis and Magic Millions, the strong business partnerships forged have ensured our reputation as long term and progressive Industry participants. As ever we will be active at the upcoming breeding stock sales to bolster our portfolio. The goal, as ever, is to identify commercially sound investor opportunities.

The Directors would continue to review the existing businesses of the Group from time to time with a view to improving the business operation and financial position of the Group. The Board considers that it is beneficial for the Group to seek suitable investment opportunities with a view to increasing the value of the Group and maximising returns to the Shareholders.

本集團已與若干主要利益相關者及業界領導者建立了重要聯繫。無論是Coolmore、Newgate、Widden、Newhaven、Aquis還是Segenhoe以及Inglis與Magic Millions，彼此建立的強大業務夥伴關係確保我們的聲譽卓起，以長期發展、長足進步的行業參與者身份著稱。我們將持續積極投入到快將進行的種馬銷售，以加強我們的馬匹組合。我們的目標未曾改變：從商業角度物色可行的投資者機會。

董事將繼續不時檢討本集團現有業務，以改進本集團業務營運及財務狀況。董事會認為這有利於本集團尋覓合適的投資機會，以提升本集團價值及為股東帶來最大回報。

Other Information

其他資料

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATION

As at 31 March 2023, the interests or short positions of each of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO"), which were (a) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (b) required to be recorded in the register required to be kept under section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long position in the Shares and Underlying Shares

(a) Ordinary shares of the Company

Name of Director	Nature of interest/holding capacity	Number of ordinary Shares held	Percentage of issued share capital of the Company (Note 1)
董事姓名	權益性質/持股身份	所持普通股數目	佔本公司已發行股本的百分比(附註1)
Mr. Wong Kwok Wai, Albert	Interest of a controlled corporation	120,000,000 (L) (Note 2)	29.33%
黃國偉先生	受控制法團權益	120,000,000 (L) (附註2)	29.33%
Mr. Leung King Yue, Alex	Beneficial owner	10,100,000 (L)	2.47%
梁景裕先生	實益擁有人	10,100,000 (L)	2.47%
Mr. Ma Pok Man, Josiah	Beneficial owner	8,800,000 (L)	2.15%
馬博文先生	實益擁有人	8,800,000 (L)	2.15%

董事及主要行政人員於本公司及任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零二三年三月三十一日，本公司各董事及主要行政人員於本公司及其相聯法團（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(a)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或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益及淡倉）；或(b)須記入證券及期貨條例第352條規定須存置的登記冊的權益或淡倉；或(c)根據GEM上市規則第5.46至5.67條規定須另行知會本公司及聯交所的權益或淡倉如下：

於股份及相關股份之好倉

(a) 本公司之普通股

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATION (Continued)

董事及主要行政人員於本公司及任何相聯法團的股份、相關股份及債權證中的權益及淡倉(續)

Long position in the Shares and Underlying Shares (Continued)

於股份及相關股份之好倉(續)

(b) Share options of the Company

(b) 本公司購股權

Name of category of participant	Date of grant of share option	Exercisable period	Exercise price	Number of underlying shares in respect of which share option were granted				
				Outstanding at 1 January 2023	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 31 March 2023
參與者姓名所屬類別	購股權授出日期	可行使期	行使價 HK\$ 港元	於二零二三年一月一日尚未行使	期內獲授出	期內獲行使	期內失效	於二零二三年三月三十一日尚未行使
Directors								
董事								
Mr. Ma Pok Man, Josiah 馬博文先生	13 May 2021 二零二一年五月十三日	13 May 2021–12 May 2024 二零二一年五月十三日至二零二四年五月十二日	0.57	3,500,000	—	—	—	3,500,000
Mr. Ma Pok Man, Josiah 馬博文先生	31 August 2022 二零二二年八月三十一日	31 August 2022–30 August 2025 二零二二年八月三十一日至二零二五年八月三十日	0.59	4,000,000	—	—	—	4,000,000
Mr. Shane McGrath Shane McGrath先生	3 January 2022 二零二二年一月三日	3 January 2022–2 January 2025 二零二二年一月三日至二零二五年一月二日	0.492	4,091,418	—	—	—	4,091,418
Mr. Leung King Yue, Alex 梁景裕先生	31 August 2022 二零二二年八月三十一日	31 August 2022–30 August 2025 二零二二年八月三十一日至二零二五年八月三十日	0.59	4,000,000	—	—	—	4,000,000
Other eligible participants								
其他合資格參與者								
Nil 無	—	—	—	—	—	—	—	—
				15,591,418	—	—	—	15,591,418

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATION (Continued)

Long position in the Shares and Underlying Shares (Continued)

Notes:

1. As at the date of this report, the Company's issued ordinary share capital was HK\$20,457,093 divided into 409,141,860 Shares of HK\$0.05 each.
2. Three Gates Investment Limited ("**Three Gates Investment**"), a company incorporated in the British Virgin Islands on 15 August 2016, is wholly and beneficially owned by Mr. Wong Kwok Wai, Albert ("**Mr. Wong**"), who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of the SFO.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

Save as disclosed above, as at 31 March 2023, none of the Directors or the chief executive 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 required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Exchange according to rules 5.46 to 5.67 of the GEM Listing Rules.

To the best knowledge of the Directors, as at 31 March 2023, the following persons or corporations (other than the Directors and the chief executive of the Company) who had interests and/or short positions in the shares or underlying shares of the Company which would 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 required to be kept under section 336 of the SFO were as follows:

董事及主要行政人員於本公司及任何相聯法團的股份、相關股份及債權證中的權益及淡倉(續)

於股份及相關股份之好倉(續)

附註：

1. 於本報告日期，本公司的已發行普通股股本為20,457,093港元，分為409,141,860股每股面值0.05港元的股份。
2. Three Gates Investment Limited (「**Three Gates Investment**」)為一間於二零一六年八月十五日在英屬處女群島註冊成立的公司，由本公司主席兼執行董事黃國偉先生(「**黃先生**」)全資實益擁有。因此，根據證券及期貨條例，黃先生被視為擁有Three Gates Investment所持120,000,000股股份的權益。

主要股東於本公司股份及相關股份中的權益及淡倉

除上文披露者外，於二零二三年三月三十一日，本公司董事或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)的股份、相關股份或債權證中概無擁有須記入證券及期貨條例第352條規定本公司存置的登記冊或根據GEM上市規則第5.46至5.67條規定須另行知會本公司及聯交所的任何其他權益或淡倉。

據董事所知，於二零二三年三月三十一日，以下人士或法團(本公司董事及主要行政人員除外)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分部條文須披露予本公司或須記入證券及期貨條例第336條規定須存置的登記冊的權益及／或淡倉如下：

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

主要股東於本公司股份及相關股份中的權益及淡倉(續)

Long position in the Shares and Underlying Shares

於股份及相關股份之好倉

Name of Substantial Shareholder	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1) 佔本公司已發行股本的百分比(附註1)
主要股東名稱	權益性質／持股身份	所持普通股數目	
Three Gates Investment	Beneficial owner 實益擁有人	120,000,000 (Notes 2, 3) 120,000,000股股份 (附註2、3)	29.33%
Gold-Face Finance Limited 均來財務有限公司	Person having a security interest in Shares 於股份中擁有證券權益的人士	80,000,000 (Notes 3, 4) 80,000,000股股份 (附註3、4)	19.55%
Upbest Credit and Mortgage Limited 美建信貸及按揭有限公司	Person having a security interest in Shares 於股份中擁有證券權益的人士	80,000,000 (Notes 3, 4) 80,000,000股股份 (附註3、4)	19.55%
Good Foundation Company Limited 開盛有限公司	Person having a security interest in Shares 於股份中擁有證券權益的人士	80,000,000 (Notes 3, 4) 80,000,000股股份 (附註3、4)	19.55%
Upbest Strategic Company Limited 美建策略有限公司	Person having a security interest in Shares 於股份中擁有證券權益的人士	80,000,000 (Notes 3, 4) 80,000,000股股份 (附註3、4)	19.55%
Upbest Financial Holdings Limited	Person having a security interest in Shares 於股份中擁有證券權益的人士	80,000,000 (Notes 3, 4) 80,000,000股股份 (附註3、4)	19.55%
Upbest Group Limited 美建集團有限公司	Person having a security interest in Shares 於股份中擁有證券權益的人士	80,000,000 (Notes 3, 4) 80,000,000股股份 (附註3、4)	19.55%
Fung Wing Cheung, Tony 馮永祥	Beneficial owner 實益擁有人	40,800,000 40,800,000股股份	9.97%

Other Information (Continued)

其他資料(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Long position in the Shares and Underlying Shares (Continued)

Notes:

1. As at the date of this report, the Company's issued ordinary share capital was HK\$20,457,093 divided into 409,141,860 Shares of HK\$0.05 each.
2. Three Gates Investment is wholly and beneficially owned by Mr. Wong, who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of his 100% shareholding interest in Three Gates Investment.
3. 80,000,000 Shares held by Three Gates Investment have been charged in favour of Gold-Face Finance Limited ("**Gold-Face**") as security for a loan granted in favour of Mr. Wong Kwok Wai, Albert, the chairman, chief executive officer, executive director and controlling shareholder of the Company.
4. As Gold-Face is wholly-owned by Upbest Credit and Mortgage Limited, which in turn is wholly-owned by Upbest Strategic Company Limited and Good Foundation Company Limited in equal parts, which in turn are both wholly-owned by Upbest Financial Holdings Limited, which in turn is wholly-owned by Upbest Group Limited, Upbest Credit and Mortgage Limited, Upbest Strategic Company Limited, Good Foundation Company Limited, Upbest Financial Holdings Limited and Upbest Group Limited are all deemed to be interested in the security interest in the 80,000,000 Shares charged in favour of Gold-Face by virtue of the SFO.

Save as disclosed above, as at 31 March 2023, the Directors are not aware of any interests and short positions owned by other parties, other than a Director or the chief executive of the Company who held interests or short positions in the shares and the underlying shares of the Company which were required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

主要股東於本公司股份及相關股份中的權益及淡倉(續)

於股份及相關股份之好倉(續)

附註:

1. 於本報告日期，本公司的已發行普通股股本為20,457,093港元，分為409,141,860股每股面值0.05港元的股份。
2. Three Gates Investment由本公司主席兼執行董事黃先生全資實益擁有。因此，黃先生被視為透過所持Three Gates Investment 100%股權擁有Three Gates Investment所持120,000,000股股份的權益。
3. Three Gates Investment所持80,000,000股股份已獲質押予均來財務有限公司(「均來」)，以作為本公司主席、行政總裁、執行董事兼控股股東黃國偉先生獲授貸款的抵押。
4. 由於均來由美建信貸及按揭有限公司全資擁有，而美建信貸及按揭有限公司由美建策略有限公司及開盛有限公司全資同等擁有，而兩者由Upbest Financial Holdings Limited全資擁有，而Upbest Financial Holdings Limited則由美建集團有限公司全資擁有，故根據證券及期貨條例，美建信貸及按揭有限公司、美建策略有限公司、開盛有限公司、Upbest Financial Holdings Limited及美建集團有限公司均被視為於質押予均來的80,000,000股股份中擁有證券權益。

除上文披露者外，於二零二三年三月三十一日，就董事所知，除在本公司股份及相關股份中持有根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉的本公司董事或主要行政人員，或記入證券及期貨條例第336條規定須存置的登記冊的權益或淡倉的本公司董事或主要行政人員外，概無任何其他人士擁有任何權益及淡倉。

Other Information (Continued)

其他資料(續)

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESSES

The Directors and the controlling shareholders of the Company have confirmed that for the three months ended 31 March 2023 and up to the date of this report, none of the Directors, controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules), engaged in any business that competes or may compete with the business of the Group, or had any other conflict of interest with the Group.

CORPORATE GOVERNANCE PRACTICES

The Board believes that cultivating and maintaining a culture focused on good corporate governance is essential to effect strong business growth and continue the efficient management of the Company. The Directors are of the view that strong corporate governance practices can safeguard the interests of and ensure accountability to the Shareholders as a whole.

The corporate governance code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules has been adopted by the Board. Nevertheless, the Directors are committed to regularly reviewing its corporate governance practices to ensure conformity with the standard set out in the CG Code, as well as meeting the rising expectation of the Shareholders and other stakeholders of the Company.

Except for the deviation from code provision A.2.1 of the CG Code, the Board is of the view that the Company has complied with the code provisions of the CG code for the three months ended 31 March 2023.

Mr. Wong Kwok Wai, Albert is the chairman of the Board and the chief executive officer of the Company and has been involved in the daily operations management of the Group since 2008. The Directors believe that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Wong will ensure strong and consistent leadership, facilitate the Group's business strategies and boost the effectiveness of its operation. The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company when such role splitting is beneficial to the Group as a whole.

董事及控股股東於競爭業務之權益

董事及本公司控股股東已確認，於截至二零二三年三月三十一日止三個月及直至本報告日期，董事、本公司控股股東或彼等各自之任何緊密聯繫人(定義見GEM上市規則)概無參與任何與本集團業務競爭或可能競爭，或與本集團有任何其他利益衝突的業務。

企業管治常規

董事會相信，為本公司使業務穩健增長及延續管理效益，有必要培養及維持專注良好企業管治的文化。董事認為穩健的企業管治常規可保障股東的整體利益，並確保對整體股東的問責性。

董事會已採納GEM上市規則附錄十五所載的企業管治守則(「企管守則」)。儘管如此，董事承諾會定期檢討企業管治常規，確保遵循企管守則所載的標準，以及符合股東及本公司其他持份者不斷上升的期望。

除偏離企管守則的守則條文A.2.1條外，董事會認為本公司於截至二零二三年三月三十一日止三個月內一直遵守企管守則的守則條文。

黃國偉先生為本公司董事會主席兼行政總裁，並自二零零八年起參與本集團的日常營運管理。董事認為由黃先生兼任本公司董事會主席及行政總裁將可確保強大及一致的領導，有助推動本集團的業務策略及提升營運效益。董事會將繼續就拆分本公司董事會主席及行政總裁之職務進行檢討，並將於拆分有關職務對本集團整體有利時拆分有關職務。

Other Information (Continued)

其他資料(續)

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the standard of dealings regarding securities transactions by the Directors equivalent to the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Directors have all confirmed, having been made specific enquiry by the Company, that they have complied with the required standard of dealings and the required standard concerning securities transactions by the Directors for the three months ended 31 March 2023.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2023.

CONNECTED TRANSACTION

Shareholder's loan agreement between Mr. Wong and Tseyu International

On 31 March 2020, Mr. Wong Kwok Wai, Albert, a controlling shareholder of the Company and an executive Director ("Mr. Wong"), and Tseyu International Trading Company Limited ("Tseyu International"), a wholly-owned subsidiary of the Company, entered into a shareholder's loan agreement in respect of the shareholder's loans provided by Mr. Wong to Tseyu International. The shareholder's loans, amounting to HK\$19,171,000, are interest-free, unsecured and repayable in cash on demand. As the shareholder's loans were provided on normal commercial terms or better and were not secured by the assets of the Group, the shareholder's loans are fully exempt under Chapter 20 of the GEM Listing Rules. Details of the shareholder's loan agreement are set out in the circular dated 16 February 2021.

董事進行證券交易的標準守則

本公司已採納關於董事進行證券交易的交易標準，有關標準相當於GEM上市規則第5.48條至5.67條所載的交易規定標準。在本公司作出特定查詢後，全體董事均已確認彼等於截至二零二三年三月三十一日止三個月內一直遵守交易規定標準及關於董事進行證券交易的規定標準。

購買、出售或贖回本公司上市證券

截至二零二三年三月三十一日止三個月，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

關連交易

黃先生與至裕國際的股東貸款協議

於二零二零年三月三十一日，本公司控股股東兼執行董事黃國偉先生(「黃先生」)與本公司全資附屬公司至裕國際貿易有限公司(「至裕國際」)就黃先生向至裕國際提供的股東貸款訂立股東貸款協議。19,171,000港元的股東貸款為免息、無抵押及須按要求以現金償還。由於股東貸款乃按正常商業條款或更優惠條款提供，且並無以本集團的資產作抵押，故股東貸款根據GEM上市規則第20章獲完全豁免。股東貸款協議的詳情載於日期為二零二一年二月十六日的通函內。

Other Information (Continued) 其他資料(續)

CONNECTED TRANSACTIONS (Continued)

Loan agreement between Mr. Wong and Guangzhou Xinhua

On 31 March 2020, Mr. Wong and Guangzhou Xinhua Thread Company (廣州新華線業有限公司) (“**Guangzhou Xinhua**”), a wholly-owned subsidiary of the Company, entered into a loan agreement in relation to the intra-group current accounts balance in a sum of RMB16,760,277 (equivalent to HK\$18,603,907) due from Mr. Wong to Guangzhou Xinhua. It was agreed that, among other things, interest shall be payable by Mr. Wong to Guangzhou Xinhua to be accrued at a rate of 2% per annum on the outstanding current accounts balance from the date of the loan agreement and the current accounts balance shall be repaid by Mr. Wong within three years from the date of the loan agreement. Such loan agreement has been approved by the independent shareholders based on Chapter 20 of the GEM Listing Rules. Details of the loan agreement are set out in the circular dated 16 February 2021 and announcements of the Company dated 8 March 2021.

Save as disclosed above, there are no other transactions for the three months ended 31 March 2023 under the definition of connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules. The Company confirms that it has complied with the applicable disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

關連交易(續)

黃先生與廣州新華的貸款協議

於二零二零年三月三十一日，黃先生與本公司全資附屬公司廣州新華線業有限公司(「**廣州新華**」)就黃先生結欠廣州新華的集團內公司間往來賬戶結餘人民幣16,760,277元(相當於18,603,907港元)訂立貸款協議。雙方同意，除其他事項外，黃先生應向廣州新華支付利息，自貸款協議日期起就未償還往來賬戶結餘按年利率2%計息，且黃先生應於貸款協議日期起三年內償還往來賬戶結餘。有關貸款協議已根據GEM上市規則第20章獲獨立股東批准。貸款協議的詳情載於日期為二零二一年二月十六日的通函及本公司日期為二零二一年三月八日的公告內。

除上述披露者外，根據GEM上市規則第20章的關連交易或持續關連交易的定義，截至二零二三年三月三十一日止三個月概無其他交易。本公司確認其已遵守GEM上市規則第20章的適用披露規定。

Other Information (Continued)

其他資料(續)

EVENTS AFTER REPORTING DATE

There are no material subsequent events undertaken by the Group after 31 March 2023 and up to the date of this report.

AUDIT COMMITTEES

The audit committee of the Company (the “**Audit Committee**”) was established pursuant to rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee is mainly responsible for reviewing financial information, monitoring the Company’s financial reporting system and internal control procedures and maintaining the relationship with the Company’s auditors.

The Audit Committee consists of three independent non-executive Directors, namely, Mr. Sung Alfred Lee Ming (the chairman), Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel. No member of the current Audit Committee is a member of the previous independent auditor of the Company. The Audit Committee has reviewed this report as well as the unaudited first quarterly results of the Group for the three months ended 31 March 2023.

By order of the Board
Harbour Equine Holdings Limited
Mr. Wong Kwok Wai, Albert
*Chairman, chief executive officer
and executive Director*

Hong Kong, 12 May 2023

報告期後事項

本集團於二零二三年三月三十一日後及直至本報告日期概無進行任何重大期後事項。

審核委員會

本公司已根據GEM上市規則第5.28至5.33條及企管守則守則條文C.3.3條成立審核委員會(「**審核委員會**」)。審核委員會主要負責審閱財務資料、監察本公司的財務報告系統及內部監控程序，以及維持與本公司核數師的關係。

審核委員會包括三名獨立非執行董事，即宋理明先生(主席)、陳進財先生及周展恒先生。現任審核委員會成員中概無人士為本公司過往獨立核數師的成員。審核委員會已審閱本報告及本集團截至二零二三年三月三十一日止三個月的未經審核第一季度業績。

承董事會命
維港育馬控股有限公司
主席、行政總裁兼執行董事
黃國偉先生

香港，二零二三年五月十二日

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Kwok Wai, Albert (*Chairman and chief executive officer*)
Mr. Chan Yiu Tung, Enoch
Mr. Leung King Yue, Alex
Mr. Ma Pok Man, Josiah
Mr. Shane McGrath

Independent non-executive Directors

Mr. Sung Alfred Lee Ming
Mr. Chan Tsun Choi, Arnold
Mr. Chow Chin Hang, Joel

COMPLIANCE OFFICER

Mr. Chan Yiu Tung, Enoch

AUTHORISED REPRESENTATIVES

Mr. Leung King Yue, Alex
Mr. Hui Man Ho, Ivan

COMPANY SECRETARY

Mr. Hui Man Ho, Ivan

AUDIT COMMITTEE

Mr. Sung Alfred Lee Ming (*Chairman*)
Mr. Chan Tsun Choi, Arnold
Mr. Chow Chin Hang, Joel

董事會

執行董事

黃國偉先生 (*主席兼行政總裁*)
陳耀東先生
梁景裕先生
馬博文先生
Shane McGrath先生

獨立非執行董事

宋理明先生
陳進財先生
周展恒先生

合規主任

陳耀東先生

授權代表

梁景裕先生
許文浩先生

公司秘書

許文浩先生

審核委員會

宋理明先生 (*主席*)
陳進財先生
周展恒先生

Corporate Information (Continued)

公司資料(續)

REMUNERATION COMMITTEE

Mr. Chow Chin Hang, Joel (*Chairman*)
Mr. Sung Alfred Lee Ming
Mr. Chan Tsun Choi, Arnold

NOMINATION COMMITTEE

Mr. Wong Kwok Wai, Albert (*Chairman*)
Mr. Sung Alfred Lee Ming
Mr. Chan Tsun Choi, Arnold
Mr. Chow Chin Hang, Joel

AUDITOR

Asian Alliance (HK) CPA Limited

PRINCIPAL BANK

The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Windward 3, Regatta Office Park
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Grand Cayman KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

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薪酬委員會

周展恒先生(主席)
宋理明先生
陳進財先生

提名委員會

黃國偉先生(主席)
宋理明先生
陳進財先生
周展恒先生

核數師

華融(香港)會計師事務所有限公司

主要往來銀行

香港上海滙豐銀行有限公司

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

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荔灣區
芳村
增滘村
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Corporate Information (Continued)

公司資料(續)

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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總部及香港主要營業地點

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灣仔
軒尼詩道258號
德士古大廈5樓

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
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COMPANY'S WEBSITE

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公司網址

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STOCK CODE

8377

股份代號

8377



Harbour Equine Holdings Limited
維港育馬控股有限公司