

Pizu Group Holdings Limited

比優集團控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：8053)

截至二零二三年六月三十日止季度 第一季度業績公佈

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主板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。

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本公告的資料乃遵照《聯交所GEM證券上市規則》而刊載，旨在提供有關本公司的資料；各董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將於其刊發日起計最少一連七天於聯交所網站www.hkexnews.hk內之「最新上市公司公告」一頁及本公司網站www.pizugroup.com內刊登。

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (“Director(s)”) of Pizu Group Holdings Limited 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 for the purpose of giving information with regard to Pizu Group Holdings Limited. 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 in this report or this report misleading.

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本報告的資料乃遵照《聯交所GEM證券上市規則》而刊載，旨在提供有關比優集團控股有限公司的資料；比優集團控股有限公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

HIGHLIGHTS

- Turnover of the Group for the quarter ended 30 June 2023 (the "Quarterly Period") was approximately RMB333.75 million, representing a decrease of approximately 28.86% as compared to corresponding period in the previous fiscal year.
- The Group recorded a profit attributable to Owners of approximately RMB54.88 million for the Quarterly Period.
- The Group recorded a total comprehensive income attributable to Owners of approximately RMB56.12 million for the Quarterly Period.
- Basic and diluted earnings per share of the Group was approximately RMB0.016 for the Quarterly Period.
- The Board does not recommend the payment of any dividend for the Quarterly Period.

摘要

- 本集團截至二零二三年六月三十日止季度（「本季度」）之營業額約為人民幣33,375萬元，較上一個財政年度同期減少約28.86%。
- 於本季度，本集團記錄之擁有人應佔溢利約為人民幣5,488萬元。
- 於本季度記錄之擁有人應佔全面收入總額為人民幣5,612萬元。
- 本集團於本季度之每股基本及攤薄盈利約為人民幣0.016元。
- 董事會並不建議就本季度派發任何股息。

UNAUDITED RESULTS FOR THE QUARTER ENDED 30 JUNE 2023

截至二零二三年六月三十日止季度之未經審核業績

The Board of Directors (the “Board”) of Pizu Group Holdings Limited (the “Company”) announces the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the Quarterly Period, together with the unaudited comparative figures for the corresponding period in 2022, as follows:

比優集團控股有限公司(「本公司»)董事會(「董事會»)謹公佈本公司及其附屬公司(統稱「本集團»)於本季度之未經審核綜合業績，連同二零二二年同期之未經審核比較數字如下：

(Unless otherwise stated, all financial figures presented in this quarterly financial report are denominated in Renminbi (“RMB”) thousand dollars)

(除明確註明外，本季度財務報告內之所有財務數字是以人民幣(「人民幣»)千元列值)

		Three months ended 30 June 截至六月三十日止三個月	
		2023 二零二三年	2022 二零二二年
Revenue	收益	333,746	469,164
Cost of goods sold and services provided	銷售貨品成本及所提供服務	(203,590)	(310,461)
Gross profit	毛利	130,156	158,703
Other income and gain	其他收入及收益	36,217	3,021
Share of profit of associates	應佔聯營公司之盈利	2,921	3,218
Selling and distribution expenses	銷售及分銷支出	(1,205)	(1,656)
Administrative expenses	行政支出	(49,315)	(32,138)
Profit from operating	經營溢利	118,774	131,148
Finance costs	融資成本	(2,385)	(3,871)
Profit before income tax	除所得稅前溢利	116,389	127,277
Income tax	所得稅	(9,552)	(10,027)
Profit for the period	本期間溢利	106,837	117,250

Three months ended
30 June
截至六月三十日止三個月

	Notes 附註	2023 二零二三年	2022 二零二二年
Other comprehensive income/(loss) for the period	本期間其他全面收益／(虧損)		
Exchange differences arising from translation of foreign operation	換算海外業務產生之匯兌差額	<u>1,275</u>	<u>23,805</u>
Total comprehensive income for the period (net of tax)	本期間全面收入總額 (扣除稅項)	<u>108,112</u>	<u>141,055</u>
Profit attributable to:	以下應佔溢利：		
– Owners of the Company	– 本公司擁有人	<u>54,882</u>	<u>62,670</u>
– Non-controlling interest	– 非控股權益	<u>51,955</u>	<u>54,580</u>
		<u>106,837</u>	<u>117,250</u>
Total comprehensive income attributable to:	以下應佔全面收益總額：		
– Owners of the Company	– 本公司擁有人	<u>56,116</u>	<u>73,652</u>
– Non-controlling interest	– 非控股權益	<u>51,996</u>	<u>67,403</u>
		<u>108,112</u>	<u>141,055</u>
		RMB (Yuan) 人民幣(元)	RMB (Yuan) 人民幣(元)
Earnings per share Basic and diluted	每股盈利 基本及攤薄	<u>0.016</u>	<u>0.018</u>

Notes:

附註：

1. Principal accounting policies

The unaudited quarterly report has been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31 March 2023.

The quarterly report is unaudited, but has been reviewed by the audit committee of the Company.

The Group principally operates in the People's Republic of China (the "PRC") with its business activities principally transacted in RMB, the results of the Group are therefore prepared in RMB.

2. Revenue

An analysis of the revenue from the Group's principal activities, which is also the Group's turnover is as follows:

1. 主要會計政策

未經審核季度報告乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）及香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）之適用披露規定編製。所採用之會計政策與截至二零二三年三月三十一日止年度之全年財務報表所列載者貫徹一致。

季度報告為未經審核，惟已由本公司審核委員會審閱。

本集團主要在中華人民共和國（「中國」）經營業務，其業務活動主要以人民幣進行，因此本集團之業績乃以人民幣編製。

2. 收益

本集團主要業務活動收入（亦是本集團營業額）之分析如下：

Three months ended 30 June 截至六月三十日止三個月

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Sales of explosives	銷售爆炸物品	189,141	161,042
Provision of blasting operations and mine construction	提供爆破作業及礦山施工	35,802	182,871
Mining operation	採礦業務	108,803	125,251
		333,746	469,164

3. Finance cost

Interest charge on bank borrowing	銀行借貸利息開支
Interest on lease liabilities	租賃負債的利息

3. 融資成本

Three months ended 30 June 截至六月三十日止三個月

2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
2,355	3,864
30	7
2,385	3,871

4. Income Tax Expense

No provision for Hong Kong profits tax and Mongolia corporate income tax is made for current year and prior year as there is no assessable profits arising in Hong Kong or Mongolia for both years. Tajikistan Corporate Income Tax rate is calculated at applicable rates of 23% (for activities other than goods production) and 13% (for activity of goods production); whereas EIT is calculated at the applicable rate of 25%, except that:

- (i) The Tajikistan subsidiary of the Company is exempted from Tajikistan Corporate Income Tax for 5 years until June 2022 pursuant to the investment agreement entered into between the subsidiary and the Tajikistan government. During the year ended 31 March 2023, the Tajikistan government extended the exemption period to November 2022. The Tajikistan subsidiary is subject to the applicable rates as set out above since December 2022.
- (ii) Three PRC subsidiaries of the Company which have obtained the New and Hi-tech Enterprise recognition are entitled to enjoy preferential EIT rate of 15% for a period of 3 years from 4 September 2020, 1 December 2021 and 14 December 2022 respectively.
- (iii) Two branches and a subsidiary of the Company which are located in the Tibet Autonomous Region of the PRC are entitled to preferential tax rate. Based on the tax ruling announced by the PRC central tax authorities, the EIT rate of Lhasa is 9% for one branch and the subsidiary from years 2015 to 2025. The EIT rate will resume to 15% from 2026 onwards if no further announcement from the PRC central tax authorities is made. For another branch, the EIT rate is 15%.

4. 所得稅開支

由於在本年度及過往年度並無於香港或蒙古產生應評稅利潤，故並無於該兩個年度計提香港利得稅及蒙古企業所得稅撥備。塔吉克斯坦企業所得稅分別按23%（就貨品生產以外業務而言）及13%（就貨品生產業務而言）的適用稅率計算；而中國企業所得稅則按25%的適用稅率計算，惟以下除外：

- (i) 根據本公司塔吉克斯坦附屬公司與塔吉克斯坦政府訂立的投資協議，附屬公司獲豁免塔吉克斯坦企業所得稅，為期五年至二零二二年六月為止。於截止二零二三年三月三十一日止年度內，塔吉克斯坦政府已將豁免期延長至二零二二年十一月。塔吉克斯坦附屬公司須由二零二二年十二月起採用上述適用稅率。
- (ii) 本公司已取得高新技術企業資格認可的三間中國附屬公司分別從二零二零年九月四日、二零二一年十二月一日及二零二二年十二月十四日起三年期間可享受15%的中國企業所得稅優惠稅率。
- (iii) 本公司位於中國西藏自治區之兩家分公司及附屬公司，可享受優惠稅率。根據中國中央稅務機關公佈的稅務規例，有關其中一家分公司及附屬公司，拉薩於二零一五年至二零二五年期間的企業所得稅率為9%。由二零二六年起，倘中國中央稅務機關並無進一步公佈，企業所得稅率將恢復為15%。有關另一家分公司，企業所得稅率為15%。

Income tax represents:

所得稅指：

Three months ended 30 June
截至六月三十日止三個月

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current tax	本期稅項		
PRC Enterprise Income Tax	中國企業所得稅	5,893	9,974
Tajikistan Corporation Income Tax	塔吉克斯坦企業所得稅	3,659	53
		<u>9,552</u>	<u>10,027</u>

5. Dividends

The Board does not recommend payment of any dividend for the Quarterly Period (2022: Nil).

5. 股息

董事會並不建議就本季度派付任何股息(二零二二年：無)。

6. Earnings per share

The calculation of basic earnings per share are based on the following data:

6. 每股盈利

每股基本盈利乃根據以下數據計算：

Three months ended 30 June
截至六月三十日止三個月

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Profit attributable to the owners of the Company	本公司擁有人應佔溢利	<u>54,882</u>	<u>62,670</u>
		2023 二零二三年 '000 千股	2022 二零二二年 '000 千股
Weighted average number of the ordinary shares for the purposes of basic earnings per share	計算每股基本盈利的普通股加權平均數	<u>3,496,414</u>	<u>3,529,880</u>

For the Quarterly Period and the corresponding period in 2022, there is no potentially dilutive share in issue during the respective period and thus the diluted earnings per share is also the same as the basic earnings per share in the respective period.

截至本季度期間及2022年同期在各期間並無潛在攤薄已發行股份，因此，在各期間每股攤薄盈利亦與每股基本盈利相同。

MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

The turnover of the Group for the Quarterly Period decreased by approximately 28.86% as compared with the corresponding period in 2022. The Group maintained a stable sales volume as last year by adjusting the price of explosives for civil use. However, in terms of income from blasting operations, there was a significant decline due to the governance of the downstream coal industry and the termination of some blasting and mining project in Tibet due to the mine owner's reason. The Group is confident in maintaining a stable business scale, but there is considerable resistance in seeking further development in this industry. Besides, because the Group is conducting construction projects to extract gold and iron components from sulfur concentrate, it has hoarded more than 150,000 tons of sulfur concentrate. The project will be completed in September this year, and the project can be officially put into use. It is believed that it will bring greater benefits to the shareholders.

The increase in other income was due to a debt relief of approximately RMB 32 million during the period.

CHARGE OF ASSETS

The Group's borrowings are secured by mining right of approximately RMB120,900,000 (2022: RMB107,420,000), guarantees provided by certain shareholders, an affiliate of shareholders, directors and a related party of a subsidiary and personal guarantee from Mr. Ma Qiang, the former executive Director and chairman of the Company.

BUSINESS REVIEW AND PROSPECTS

Business Review

During the Quarterly Period, the Group's businesses of manufacturing and sales of civil explosives and mining of mineral products remained stable. Affected by the market environment and the discontinuation of some businesses in Tibet, the Group's blasting operations and mine operation businesses declined significantly. In addition, the Group's newly added gold extraction project within the Anhui Jinding project led to a lag in sales for some products, which had an impact on the financial indicators of the Quarterly Period. However, the situation will improve soon as the project construction completes.

管理層討論及分析 財務回顧

本集團之季度營業額較二零二二年同期減少約28.86%。本集團通過調整民用爆炸物品價格的方式維持了本年度內銷售額與去年基本持平，但是在爆破業務的收入因下游煤炭行業治理和基於礦場業主原因而終止西藏的部分爆破及採礦項目而有明顯下滑。另外，因本集團正在進行將硫精礦中的金及鐵成分提煉出來的建設項目，故囤積了約十五萬噸的硫精礦等。該工程將在今年9月完成，該工程可以正式投入使用，相信屆時會為廣大股東帶來更大的利益。

其他收入增長的原因為本期間有一個約人民幣3千2百萬元的債務減免。

資產抵押

本集團之借款以約為人民幣120,900,000元（二零二二年：人民幣107,420,000元）的採礦權；附屬公司若干股東、股東聯屬人士、董事及關聯方提供的擔保；及本公司前執行董事兼主席馬強先生作出的個人擔保作抵押。

業務回顧及前景展望

業務回顧

於本季度內，本集團的民用爆炸品的生產銷售業務和礦產品開採業務均維持穩定。受市場環境和西藏部分業務終止的影響，本集團的爆破作業及礦山施工業務下滑明顯；另外本集團在安徽金鼎項目新增的提金項目導致了部分產品銷售滯後，對本季度的財務指標有所影響，但隨著項目建設完成將很快有所好轉。

Business Outlook

A number of new projects that the Group focuses on are progressing steadily, including the gold extraction project construction of Anhui Jinding Mining, the approval and preliminary construction of Tibet Tianren Mining, the submission and approval of the new 100,000-tonne on-site intelligent production system for mixed explosives, the preparation work of a Tajikistan detonating tube production line project, and more. With the successive implementation of the abovementioned projects, the Board of Directors believes that the Group can assure the short-term and long-term continued development in the future, bringing greater benefits to shareholders.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2023, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which is taken or deemed to have under such provisions of the SFO), or which were required, to be entered in the register required to be kept under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

業務展望

本集團重點關注的幾個新增項目均在穩步推進，其中包括安徽金鼎礦業的提金項目建設、西藏天仁礦業的審批和前期建設、新建10萬噸現場混裝炸藥智能生產系統的報批工作、塔吉克斯坦導爆管生產線項目籌備等。隨著上述項目陸續實施落地，董事會相信集團可以保證未來短期和長期的持續發展，為股民帶來更大收益。

董事及主要行政人員於本公司及其相關法團股份及相關股份之權益或淡倉

於二零二三年六月三十日，本公司之董事及主要行政人員在本公司或其任何相關法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、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之權益或淡倉（包括根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉，如下：

The Company – interests in shares and underlying shares 本公司 – 股份及相關股份權益

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 <i>(Note 1)</i> <i>(附註1)</i>	Approximate percentage of shareholding 持股概約百分比 <i>(Note 2)</i> <i>(附註2)</i>
Mr. Ma Tianyi 馬天逸先生	Beneficial owner 實益擁有人	2,000,000 ordinary shares (L) 2,000,000股 普通股(L)	0.06%
	Interest of a controlled corporation <i>(Note 4)</i> 受控制法團之權益 <i>(附註4)</i>	5,480,000 ordinary shares (L) 5,480,000股 普通股(L)	0.15%
Mr. Liu Fali 劉發利先生	Beneficial owner 實益擁有人	242,415,854 ordinary shares (L) 242,415,854股 普通股(L)	6.81%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,659,687,368 ordinary shares (L) <i>(Note 3)</i> 1,659,687,368股 普通股(L) <i>(附註3)</i>	46.64%

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Ms. Qin Chunhong 秦春紅女士	Interest of a controlled corporation (Note 5) 受控制法團之權益 (附註5)	34,024,908 ordinary shares (L) 34,024,908股 普通股(L)	0.96%
	Beneficial owner 實益擁有人	2,540,000 ordinary shares (L) 2,540,000股 普通股(L)	0.07%
Ms. Ma Ye 馬擘女士	Beneficial owner 實益擁有人	126,005,000 ordinary shares (L) 126,005,000股 普通股(L)	3.54%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,776,098,222 ordinary shares (L) (Note 3) 1,776,098,222股 普通股(L) (附註3)	49.91%

Name of Director 董事姓名	Capacity/nature of interest 身份/權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Mr. Ma Yong 馬永先生	Beneficial owner 實益擁有人	169,000 ordinary shares (L) 169,000股 普通股(L)	0.005%

*Notes:**附註:*

- The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
 - The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 June 2023.
 - By virtue of the SFO and the Irrevocable Undertaking given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang, (1) Mr. Ma Suocheng was deemed to be interested in all the shares in which Ms. Ma Xia, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (2) Ms. Ma Xia was deemed to be interested in all the shares in which Mr. Ma Suocheng, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (3) Ms. Ma Ye was deemed to be interested in all the shares in which Mr. Ma Suocheng, Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Qiang were interested; and (4) Mr. Liu Fali was deemed to be interested in all the shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Ma Qiang were interested.
- 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
 - 股權比例乃根據本公司於二零二三年六月三十日之已發行股份數目計算。
 - 根據證券及期貨條例以及馬鎖程先生、馬霞女士、馬曄女士及劉發利先生向馬強先生作出的不可撤銷承諾，(1)馬鎖程先生被視為於馬霞女士、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(2)馬霞女士被視為於馬鎖程先生、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(3)馬曄女士被視為於馬鎖程先生、馬霞女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；及(4)劉發利先生被視為於馬鎖程先生、馬霞女士、馬曄女士及馬強先生擁有權益之所有股份中擁有權益。

4. These shares represented the interests of Pin On Everest Asset Holdings Ltd in 5,480,000 shares of the Company. As the entire issued share capital of Pin On Everest Asset Holdings Ltd was owned by Mr. Ma Tianyi, he was deemed to be interested in all the shares in which Pin On Everest Asset Holdings Ltd was interested by virtue of the SFO.
4. 該等股份為Pin On Everest Asset Holdings Ltd持有的5,480,000股本公司股份之權益。由於Pin On Everest Asset Holdings Ltd的全部已發行股本由馬天逸先生擁有，根據證券及期貨條例，彼被視為於Pin On Everest Asset Holdings Ltd持有的所有股份中擁有權益。
5. These shares includes the interests of Crystal Sky Development Inc. in 34,024,908 shares of the Company which is equally owned by Ms. Qin and her husband. Ms. Qin was deemed to be interested in all the shares in which Crystal Sky Development Inc. was interested by virtue of the SFO.
5. 該等股份包含Crystal Sky Development Inc.持有的34,024,908股本公司股份中擁有權益，該等股份由秦女士及其丈夫同等擁有。根據證券及期貨條例，秦女士被視為於Crystal Sky Development Inc.持有的所有股份中擁有權益。

Save as disclosed above, as at 30 June 2023, none of the Directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of, the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二三年六月三十日，董事或本公司之任何主要行政人員概無在本公司或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何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之權益或淡倉（包括彼等根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益或淡倉，或根據GEM上市規則第5.46至5.67條上市發行人的董事進行交易的最低標準而須知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES UNDER SFO

So far as is known to any Director or chief executive of the Company, as at 30 June 2023, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short position in the Shares or underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

根據證券及期貨條例擁有須予披露之股份權益及淡倉之主要股東及人士

就任何董事或本公司之主要行政人員所知，於二零二三年六月三十日，下列人士（上文所披露之本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例336條須存置之登記冊所記錄之權益或淡倉：

Long positions in shares**股份之好倉**

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 <i>(Note 1)</i> <i>(附註1)</i>	Approximate percentage of shareholding 持股概約百分比 <i>(Note 2)</i> <i>(附註2)</i>
Shiny Ocean 耀洋	Beneficial owner 實益擁有人	1,361,516,331 ordinary shares (L) 1,361,516,331股 普通股(L)	38.26%
Ma Family Holdings Co. Limited	Interest of a controlled corporation 受控制法團之權益	1,361,516,331 ordinary shares (L) <i>(Note 3)</i> 1,361,516,331股 普通股(L) <i>(附註3)</i>	38.26%
Equity Trustee Limited	Trustee (other than a bare trustee) 受託人(被動受託人除外)	1,361,516,331 ordinary shares (L) <i>(Note 3)</i> 1,361,516,331股 普通股(L) <i>(附註3)</i>	38.26%

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 <i>(Note 1)</i> <i>(附註1)</i>	Approximate percentage of shareholding 持股概約百分比 <i>(Note 2)</i> <i>(附註2)</i>
Mr. Ma Suocheng	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO	1,902,103,222 ordinary shares (L) <i>(Note 4)</i>	53.45%
馬鎖程先生	任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,902,103,222股 普通股(L) <i>(附註4)</i>	
Ms. Ma Xia	Beneficial owner	172,166,037 ordinary shares (L)	4.84%
馬霞女士	實益擁有人	172,166,037股 普通股(L)	
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO	1,729,937,185 ordinary shares (L) <i>(Note 4)</i>	48.61%
	任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,729,937,185股 普通股(L) <i>(附註4)</i>	

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Mr. Ma Qiang 馬強先生	Founder of a discretionary trust (Note 3) 酌情信託成立人(附註3)	1,902,103,222 ordinary shares (L) 1,902,103,222股 普通股(L)	53.45%
Mr. Yang Tao 楊濤先生	Beneficial owner 實益擁有人	274,919,268 ordinary shares (L) 274,919,268股 普通股(L)	7.73%
Mr. Li Man 李滿先生	Beneficial owner 實益擁有人	272,039,268 ordinary shares (L) 272,039,268股 普通股(L)	7.64%
Mr. Lv Wenhua 呂聞華先生	Beneficial owner 實益擁有人	240,696,854 ordinary shares (L) 240,696,854股 普通股(L)	6.76%

Notes:

1. The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
2. The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 June 2023.
3. These shares were held by Shiny Ocean, which was wholly owned by Ma Family Holdings Co. Limited. The entire issued share capital of Ma Family Holdings Co. Limited was owned by Equity Trustee Limited as trustee of the Ma Family Trust of which Mr. Ma Suocheng and male lineal descendants of Mr. Ma Qiang are the discretionary beneficiaries.
4. By virtue of the SFO and the Irrevocable Undertaking given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang, (1) Mr. Ma Suocheng was deemed to be interested in all the Shares in which Ms. Ma Xia, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (2) Ms. Ma Xia was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (3) Ms. Ma Ye was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Qiang were interested; and (4) Mr. Liu Fali was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Ma Qiang were interested.

Save as disclosed herein, as at 30 June 2023, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had a discloseable interest or short position in the Shares as recorded in the register which was required to be kept under section 336 of the SFO concerning persons carrying rights to vote in all circumstances at general meetings of any other members of the Group.

附註：

1. 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
2. 股權比例乃根據本公司於二零二三年六月三十日之已發行股份數目計算。
3. 該等股份由耀洋持有，其由Ma Family Holdings Co. Limited全資擁有。Ma Family Holdings Co. Limited之全部已發行股本由Equity Trustee Limited作為馬氏家族信託之受託人擁有，馬強先生之男性直系後裔及馬鎮程先生為其酌情受益人。
4. 根據證券及期貨條例以及馬鎮程先生、馬霞女士、馬曄女士及劉發利先生向馬強先生作出的不可撤銷承諾，(1)馬鎮程先生被視為於馬霞女士、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(2)馬霞女士被視為於馬鎮程先生、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(3)馬曄女士被視為於馬鎮程先生、馬霞女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；及(4)劉發利先生被視為於馬鎮程先生、馬霞女士、馬曄女士及馬強先生擁有權益之所有股份中擁有權益。

除本報告所披露者外，本公司並不知悉有任何其他人士（董事或本公司之主要行政人員除外）於二零二三年六月三十日於股份中擁有根據證券及期貨條例第336條須載入該條例所述之登記名冊內之須予披露權益或淡倉（有權在任何情況下於本集團任何其他成員公司之股東大會上投票者）。

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

During the Quarterly Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares (2022: nil).

SHARE AWARD SCHEME

On 8 July 2019, the Company resolved to adopt a share award scheme (the "Scheme") for the purpose of affirming and rewarding the contribution of the eligible participants to the growth and development of the Group and motivating eligible participants to retain them and continue to assist the Group's operations and development and attracting suitable personnel to promote further development of the Group. No share awards have been granted under the Scheme during the Quarterly Period.

COMPETING INTERESTS

For the Quarterly Period, none of the Directors or the controlling shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group.

購買、出售或贖回本公司上市股份

截至本季度期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份（二零二二年：無）。

股份獎勵計劃

於二零一九年七月八日，本公司議決採納股份獎勵計劃（「計劃」），計劃目的為肯定及獎勵合資格參與者對本集團成長及發展作出的貢獻，激勵合資格參與者以留住彼等繼續協助本集團的營運及發展，並吸引合適人員推動本集團的進一步發展。於本期間內，並無根據該計劃授予任何股份獎勵。

競爭權益

截至本季度期間，本公司之董事或控股層股東或彼等各自之任何聯繫人（定義見GEM上市規則）概無於對本集團業務構成或可能構成任何重大競爭之業務中擁有權益。

CORPORATE GOVERNANCE

The Company has applied the principles and has complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules throughout the Quarterly Period under review.

SECURITIES TRANSACTIONS BY DIRECTORS

During the Quarterly Period, the Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry with all Directors, the Company was not aware of any non-compliance with such code of conduct and the required standard of dealings throughout the Quarterly Period.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are, among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The audit committee consists of three independent non-executive Directors of the Company, namely Ms. Zhang Jinghua, Mr. Ha Suoku and Dr. Li Xu.

The Group's unaudited financial statements for the Quarterly Period have been reviewed by the audit committee.

企業管治

於回顧季度期間內，本公司已一直應用GEM上市規則附錄15《企業管治守則》所載之原則，並已遵守其中所連載之守則條文。

董事進行證券交易

在季度期間內，本公司已就董事進行證券交易採納一套嚴謹程度不遜於GEM上市規則第5.48至第5.67條所載之交易必守標準的董事證券交易守則。本公司亦已向各董事作出特定查詢，而本公司並不知悉本季度內任何時間未有遵守該守則及交易必守標準之任何事項。

審核委員會

本公司已遵照GEM上市規則，成立審核委員會並書面列明其職權範圍。審核委員會之主要職責為(其中包括)檢討及監督本集團之財務申報過程及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司的三位獨立非執行董事(即張敬華女士、哈索庫先生和李煦博士)所組成。

本集團截至本季度期間之未經審核財務報表已由審核委員會審閱。

As at the date of this report, the Board comprises the follow directors:

於本報告日期，董事會成員包括以下董事：

Executive directors:

Mr. Ma Tianyi (*Chairman and Chief Executive Officer*)

Mr. Liu Fali (*Chief Operating Officer*)

Ms. Qin Chunhong

Ms. Ma Ye

Mr. Ma Yong

執行董事：

馬天逸先生 (*主席兼行政總裁*)

劉發利先生 (*首席運營官*)

秦春紅女士

馬擘女士

馬永先生

Independent non-executive directors:

Ms. Zhang Jinghua

Mr. Ha Suoku

Dr. Li Xu

獨立非執行董事：

張敬華女士

哈索庫先生

李煦博士

By order of the Board

Pizu Group Holdings Limited

Ma Tianyi

Chairman and Chief Executive Officer

承董事會命

比優集團控股有限公司

馬天逸

主席兼行政總裁

PRC, 4 August 2023

中國，二零二三年八月四日