

The background of the entire page is a close-up photograph of several lit candles. Each candle is housed in a copper-colored, ribbed metal holder. The flames are bright yellow and orange, casting a warm glow. The candles are arranged in a cluster, with some in the foreground and others receding into the background. The overall atmosphere is warm and serene.

Hyfusin Group Holdings Limited

凱富善集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8512

2023 Interim Report

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

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*This report, for which the directors (the “**Directors**”) of Hyfusin Group 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 and its subsidiaries (together, the “**Group**”). 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.*

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Wong Wai Chit (*Chairman*)

Mr. Wong Man Chit (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Chan Cheong Tat

Mr. Ho Chi Wai

Mr. Chu Kin Wang, Peleus

Audit committee

Mr. Chan Cheong Tat (*Chairman*)

Mr. Ho Chi Wai

Mr. Chu Kin Wang, Peleus

Remuneration committee

Mr. Chu Kin Wang, Peleus (*Chairman*)

Mr. Chan Cheong Tat

Mr. Ho Chi Wai

Nomination committee

Mr. Ho Chi Wai (*Chairman*)

Mr. Chan Cheong Tat

Mr. Chu Kin Wang, Peleus

Company secretary

Ms. Leung Shui Bing

Authorized representatives

Mr. Wong Wai Chit

Ms. Leung Shui Bing

Compliance officer

Mr. Wong Wai Chit

Registered office

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

CORPORATE INFORMATION (CONTINUED)**Headquarters and principal place of business in Hong Kong**

Unit Nos.4–8, 2/F
Aberdeen Marina Tower
8 Shum Wan Road
Aberdeen
Hong Kong

Company's website address

<http://www.hyfusingroup.com>

Principal share registrar and transfer office

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

Hong Kong branch share registrar and transfer office

Union Registrars Limited
Suites 3301–04, 33/F
Two Chinachem Exchange Square
338 King's Road, North Point
Hong Kong

CORPORATE INFORMATION (CONTINUED)**Principal bankers****Shanghai Commercial Bank Limited**

Shanghai Commercial Bank Tower
12 Queen's Road Central
Hong Kong

DBS Bank (Hong Kong) Limited

16/F, The Center
99 Queen's Road, Central
Hong Kong

Shinhan Bank Vietnam

Floor 9, Sonadezi Tower
No.1, 1 Street, Bion Hoa IZ1
Bien Hoa, Dong Nai
Vietnam

Public Bank Vietnam

251 Pham Van Thuan Street
Tan Mai Ward, Bien Hoa City, Dong Nai
Vietnam

Compliance Adviser**TC Capital International Limited**

Suite 3508, 35/F, Tower 6
The Gateway, Harbour City
9 Canton Road, Tsim Sha Tsui
Kowloon, Hong Kong

Auditor**BDO Limited**

25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2023

	Notes	Three months ended		Six months ended	
		30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)
Revenue	3	224,203	184,023	371,344	339,305
Cost of sales		(140,840)	(130,765)	(234,510)	(241,988)
Gross profit		83,363	53,258	136,834	97,317
Other income	4	2,077	559	2,748	907
Other gains	5	1,792	1,778	448	746
Selling and distribution expenses		(7,115)	(7,153)	(12,503)	(13,655)
Administrative expenses		(29,694)	(22,879)	(50,717)	(36,592)
Finance costs	6	(2,116)	(1,665)	(4,244)	(2,939)
Profit before income tax expense	8	48,307	23,898	72,566	45,784
Income tax expense	7	(8,571)	(4,459)	(13,043)	(8,328)
Profit for the period attributable to the owners of the Company		39,736	19,439	59,523	37,456
Other comprehensive income (expense) for the period					
Items that may be classified subsequently to profit or loss:					
Fair value (loss) gain on debt instruments measured at fair value through other comprehensive income		(15)	(78)	22	(178)
		(15)	(78)	22	(178)
Total comprehensive income for the period attributable to the owners of the Company		39,721	19,361	59,545	37,278
Earnings per share					
Basic and diluted (<i>HK cents</i>)	11	3.61	1.77	5.41	3.41

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023

	Notes	30.6.2023 HK\$'000 (unaudited)	31.12.2022 HK\$'000 (audited)
ASSETS AND LIABILITIES			
NON-CURRENT ASSETS			
Property, plant and equipment	12	66,111	68,907
Right-of-use assets		52,064	52,169
Deposits for the acquisition of property, plant and equipment		2,791	2,860
Debt instruments at fair value through other comprehensive income		922	900
Deferred tax assets		1,183	1,109
Pledged bank deposits	15	22,400	22,135
Total non-current assets		145,471	148,080
CURRENT ASSETS			
Inventories	13	146,485	101,360
Trade and other receivables	14	220,646	74,643
Tax recoverable		–	5,883
Bank balances and cash	15	134,754	171,354
Total current assets		501,885	353,240
Total assets		647,356	501,320
CURRENT LIABILITIES			
Trade and other payables	16	112,236	43,882
Contract liabilities	17	14	14
Bank borrowings	18	37,888	23,252
Lease liabilities		2,776	2,106
Tax payable		5,348	–
Total current liabilities		158,262	69,254
NET CURRENT ASSETS		343,623	283,986
TOTAL ASSETS LESS CURRENT LIABILITIES		489,094	432,066

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 30 June 2023

	Notes	30.6.2023 HK\$'000 (unaudited)	31.12.2022 <i>HK\$'000</i> (audited)
NON-CURRENT LIABILITIES			
Bank borrowings	18	24,286	26,458
Lease liabilities		1,813	2,142
Other non-current liabilities		187	203
Total non-current liabilities		26,286	28,803
Total liabilities		184,548	98,057
NET ASSETS		462,808	403,263
EQUITY			
Equity attributable to owners of the Company			
Share capital	19	11,000	11,000
Reserves		451,808	392,263
TOTAL EQUITY		462,808	403,263

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY*For the six months ended 30 June 2023*

	Attributable to owners of the Company					
	Share capital HK\$'000	Share premium HK\$'000	Fair value through other comprehensive income ("FVTOCI") reserve HK\$'000	Other reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 January 2022 (audited)	11,000	54,954	30	20,605	243,868	330,457
Profit for the period	-	-	-	-	37,456	37,456
Other comprehensive expense:						
Fair value loss on debt instruments through other comprehensive income	-	-	(178)	-	-	(178)
Total comprehensive (expense) income for the period	-	-	(178)	-	37,456	37,278
As at 30 June 2022 (unaudited)	11,000	54,954	(148)	20,605	281,324	367,735
At 1 January 2023 (audited)	11,000	54,954	(222)	20,605	316,926	403,263
Profit for the period	-	-	-	-	59,523	59,523
Other comprehensive income:						
Fair value gain on debt instruments through other comprehensive income	-	-	22	-	-	22
Total comprehensive income for the period	-	-	22	-	59,523	59,545
As at 30 June 2023 (unaudited)	11,000	54,954	(200)	20,605	376,449	462,808

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS*For the six months ended 30 June 2023*

	Six months ended	
	30.6.2023 <i>HK\$'000</i> (unaudited)	30.6.2022 <i>HK\$'000</i> (unaudited)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(43,729)	18,034
INVESTING ACTIVITIES		
Interest income on debt instruments at FVTOCI	29	29
Bank interest income	2,051	43
Prepayment for a land use right	–	(24,984)
Purchase of property, plant and equipment	(315)	(1,300)
Deposits for acquisition of property, plant and equipment	(1,237)	(689)
Placement of pledged bank deposits	(265)	(6,091)
NET CASH FROM (USED IN) INVESTING ACTIVITIES	263	(32,992)
FINANCING ACTIVITIES		
New bank borrowings raised	53,652	108,097
Repayment of bank borrowings	(41,188)	(87,497)
Interest paid	(4,086)	(2,870)
Repayment of lease liabilities	(1,512)	(1,498)
NET CASH FROM FINANCING ACTIVITIES	6,866	16,232
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(36,600)	1,274
CASH AND CASH EQUIVALENTS AT 1 JANUARY	171,354	137,801
CASH AND CASH EQUIVALENTS AT 30 JUNE	134,754	139,075
Represented by:		
Bank balances and cash	134,754	139,075
	134,754	139,075

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

1. GENERAL AND BASIS OF PREPARATION

Hyfusin Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under the Companies Act, Cap. 22 (Act 3 of 1961, as amended, supplemented or otherwise modified from time to time) of the Cayman Islands on 5 July 2017. The shares of the Company (the “**Shares**”) have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 19 July 2018 (the “**Listing**”). Its registered office is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and principal place of business is located at Unit Nos. 4–8, 2/F, Aberdeen Marina Tower, 8 Shum Wan Road, Aberdeen, Hong Kong.

The Company is an investment holding company and its subsidiaries (the “**Group**”) are principally engaged in manufacturing and sale of candle products. Its parent and ultimate holding company is AVW International Limited (“**AVW**”), a private company incorporated in the British Virgin Islands. Its ultimate controlling shareholders are Mr. Wong Man Chit and Mr. Wong Wai Chit, who are brothers and act in concert over AVW and the companies now comprising the Group.

The functional currency of the Company and its subsidiaries is United States dollars (“**US\$**”) while the presentation currency of the condensed consolidated financial statements is Hong Kong dollars (“**HK\$**”) as the directors of the Company (the “**Directors**”) consider that HK\$ is preferable in presenting the operating results and financial position of the Group, which is more beneficial to the users of the consolidated financial statements.

The condensed consolidated financial statements of the Group have been prepared in accordance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622) and the GEM Listing Rules.

The condensed consolidated financial statements of the Group have been prepared under the historical cost basis, except for certain financial instrument which have been measured at fair values.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2023

2. PRINCIPAL ACCOUNTING POLICIES

Application of new and amendments to HKFRSs

The principal accounting policies used in the condensed consolidated financial statements for the six months ended 30 June 2023 are the same as those followed in the preparation of the Group's annual report for the year ended 31 December 2022, except for the following new and amendments to HKFRSs issued by the HKICPA that are adopted for the first time for the current accounting period of the Group:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

The adoption of the above amendments to HKFRSs has no material impact on the Group's results and financial position for the current or prior years. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period.

New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's condensed consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current (the "2020 Amendments") ^{2,3}
Amendments to HKAS 1	Non-current Liabilities with Covenants (the "2022 Amendments") ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion.

The Group is in the process of making an assessment of what the impact of these new or revised HKFRSs is expected to be in the period of initial application. So far the Directors concluded that the adoption of the new or revised HKFRSs will have no material impact on the amounts reported in the Group's condensed consolidated financial statements.

**NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the six months ended 30 June 2023

3. REVENUE AND SEGMENT INFORMATION

(i) Disaggregation of revenue from contracts with customers

	Three months ended		Six months ended	
	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)
Sale of candle products				
Daily-use candles	30,427	27,409	47,009	41,517
Scented candles	159,981	131,969	270,209	250,175
Decorative candles	3,575	2,963	5,450	4,549
Others (including diffusers)	30,220	21,682	48,676	43,064
Total	224,203	184,023	371,344	339,305
Timing of revenue recognition				
At a point in time	224,203	184,023	371,344	339,305

The Group's market were department stores and buying agents headquartered in United States of America and United Kingdom.

The contracts for sales of goods to external customers are short-term and the contract prices are fixed and agreed with the customers.

(ii) Performance obligations

Sale of candle products (revenue recognised at one point in time)

The Group sells candle products to external customers in which the revenue is recognised when the control of the goods has transferred to the customers, being when the goods have been shipped to the external customers' specified location.

**NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the six months ended 30 June 2023

3. REVENUE AND SEGMENT INFORMATION (Continued)

(iii) **Transaction price allocated to the remaining performance obligation for contracts with customers**

All performance obligations for sale of candle products are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Segment information

Information reported to the executive Directors, being the chief operating decision maker (“**CODM**”), regularly review revenue analysis by product type as set out in the revenue analysis above for the purpose of resource allocation and assessment of performance. However, other than revenue analysis, no operating results and other discrete financial information is regularly reviewed by the CODM for the purpose of resource allocation and assessment of performance of respective businesses. The CODM reviews the operating results (excluding listing expenses) of the Group as a whole to make decisions about resource allocation and for assessment of performance. The operation of the Group constitutes one single operating and reportable segment under HKFRS 8 Operating Segments and accordingly no separate segment information is presented.

Geographical Information

The Group’s operations are located in Hong Kong and Vietnam.

Information about the Group’s revenue from external customers is presented based on the location of the destination points of the customers.

Revenue from external customers

	Three months ended		Six months ended	
	30.6.2023 HK\$’000 (unaudited)	30.6.2022 HK\$’000 (unaudited)	30.6.2023 HK\$’000 (unaudited)	30.6.2022 HK\$’000 (unaudited)
United States of America	210,570	173,842	352,901	298,572
United Kingdom	12,866	7,904	17,426	37,168
Others	767	2,277	1,017	3,565
Total	224,203	184,023	371,344	339,305

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2023

3. REVENUE AND SEGMENT INFORMATION (Continued)

(iii) **Transaction price allocated to the remaining performance obligation for contracts with customers (Continued)**

The information about the Group's non-current assets (excluded financial assets and deferred tax assets) is presented based on the geographical locations of the assets.

Non-current assets

	30.6.2023 <i>HK\$'000</i> (unaudited)	31.12.2022 <i>HK\$'000</i> (audited)
Hong Kong	5,202	5,038
Vietnam	115,766	118,898
Total	120,968	123,936

4. OTHER INCOME

	Three months ended		Six months ended	
	30.6.2023 <i>HK\$'000</i> (unaudited)	30.6.2022 <i>HK\$'000</i> (unaudited)	30.6.2023 <i>HK\$'000</i> (unaudited)	30.6.2022 <i>HK\$'000</i> (unaudited)
Bank interest income	1,629	39	2,051	43
Interest income on debt instruments at FVTOCI	29	29	29	29
Sundry income	5	208	8	261
Others	414	283	660	574
	2,077	559	2,748	907

**NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the six months ended 30 June 2023

5. OTHER GAINS

	Three months ended		Six months ended	
	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)
Net foreign exchange gains (losses)	123	403	(375)	448
Reversal of impairment loss on trade receivables	1,669	1,375	823	298
	1,792	1,778	448	746

6. FINANCE COSTS

	Three months ended		Six months ended	
	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)
Interest on bank borrowings	2,044	1,635	4,086	2,870
Interest on lease liabilities	72	30	158	69
	2,116	1,665	4,244	2,939

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2023

7. INCOME TAX EXPENSE

	Three months ended		Six months ended	
	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)
Current tax:				
– Hong Kong Profits Tax	6,340	2,900	9,170	6,400
– Vietnam Corporate Income Tax	2,268	1,610	3,732	1,663
– Singapore Corporate Income Tax	152	–	214	–
	8,760	4,510	13,116	8,063
Deferred taxation:				
Current period	(189)	(51)	(73)	265
	8,571	4,459	13,043	8,328

Under the two-tier profits tax regime, Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million for Fleming International Limited, the subsidiary of the Company incorporated in Hong Kong, for the six months ended 30 June 2023 and 2022.

For Fleming International Vietnam Limited, the subsidiary of the Company incorporated in Vietnam, the statutory corporate tax rates are 20% for the six months ended 30 June 2023 and 2022.

For Fleming International (Singapore) Pte. Limited, the subsidiary of the Company incorporated in Singapore, the statutory corporate tax rate is 17% for the six months ended 30 June 2023 (2022: no estimated chargeable income).

**NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the six months ended 30 June 2023

8. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense is arrived at after charging/(crediting):

	Three months ended		Six months ended	
	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)
Auditor's remuneration	250	250	500	500
Cost of inventories recognised as an expense	140,840	130,765	234,510	241,988
Allowance of inventories (included in cost of sales)	1,090	647	1,720	155
Donations	–	–	86	28
Depreciation of right-of-use assets	862	904	1,801	1,808
Less: capitalised in inventories	(186)	(186)	(373)	(373)
	676	718	1,428	1,435
Depreciation of property, plant and equipment	2,227	1,783	4,418	3,441
Less: capitalised in inventories	(1,788)	(1,439)	(3,536)	(2,596)
	439	344	882	845
Employee benefit expense (excluding directors' remuneration):				
– Salaries and allowances	15,350	13,661	26,771	27,285
– Discretionary bonus	7,747	1,141	8,796	2,295
– Retirement benefit scheme contribution	2,762	2,461	5,212	5,043
Total staff costs	25,859	17,263	40,779	34,623
Less: capitalised in inventories	(13,052)	(11,070)	(21,557)	(21,937)
	12,807	6,193	19,222	12,686

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2023

9. DIRECTORS' REMUNERATION

Directors' and chief executive's remuneration for the six months ended 30 June 2023 and 2022, disclosed pursuant to the applicable GEM Listing Rules and Hong Kong Companies Ordinance (Cap. 622), is as follows:

	Three months ended		Six months ended	
	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)	30.6.2023 HK\$'000 (unaudited)	30.6.2022 HK\$'000 (unaudited)
Fees	114	114	228	228
Salaries and other allowances	1,800	1,800	3,600	3,600
Retirement benefits scheme contributions	9	9	18	18
Other benefits	608	516	991	999
Discretionary bonus	16,000	10,000	24,000	10,000
Total	18,531	12,439	28,837	14,845

10. DIVIDENDS

No dividends were paid, declared or proposed for the six months ended 30 June 2023 and 2022.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2023

13. INVENTORIES

	30.6.2023 <i>HK\$'000</i> (unaudited)	31.12.2022 <i>HK\$'000</i> (audited)
Raw materials	93,427	76,609
Work in progress	6,965	4,451
Finished goods	22,106	16,175
Goods in transit	29,282	7,547
	151,780	104,782
Less: Allowance for inventories	(5,295)	(3,422)
	146,485	101,360

14. TRADE AND OTHER RECEIVABLES

	30.6.2023 <i>HK\$'000</i> (unaudited)	31.12.2022 <i>HK\$'000</i> (audited)
Trade receivables, gross	218,629	72,793
Less: Allowance for credit losses	(2,892)	(3,715)
Trade receivables, net	215,737	69,078
Deposits and prepayments	4,909	5,565
Total	220,646	74,643

As at 30 June 2023 and 31 December 2022, trade receivables from contracts with customers amounted to HK\$215,737,000 and HK\$69,078,000 respectively.

**NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the six months ended 30 June 2023

14. TRADE AND OTHER RECEIVABLES (Continued)

The Group allows credit period ranging from 30 to 120 days to its trade customers. The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the reporting period:

	30.6.2023 <i>HK\$'000</i> (unaudited)	31.12.2022 <i>HK\$'000</i> (audited)
0-30 days	114,392	44,745
31-60 days	21,493	6,095
61-90 days	25,942	8,302
91-180 days	53,806	4,867
Over 180 days	104	5,069
	215,737	69,078

The ageing analysis of trade receivables, net of loss allowance for credit losses, as of the end of reporting period, based on past due dates, is as follows:

	30.6.2023 <i>HK\$'000</i> (unaudited)	31.12.2022 <i>HK\$'000</i> (audited)
Neither past due nor impaired	190,232	52,769
Past due over:		
1-30 days	22,512	6,698
31-60 days	–	3,910
61-90 days	2,889	486
91-180 days	–	2,042
Over 180 days	104	3,173
	215,737	69,078

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its accounts receivable balances and the balance are non-interest-bearing.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2023

15. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

The pledged bank deposits of the Group are pledged to banks for securing bank borrowings (Note 18). The bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less.

16. TRADE AND OTHER PAYABLES

The ageing analysis of trade payables based on the invoice date at the end of the reporting period.

	30.6.2023 <i>HK\$'000</i> (unaudited)	31.12.2022 <i>HK\$'000</i> (audited)
Trade payables:		
1–30 days	50,850	14,206
31–60 days	25,383	3,919
61–90 days	762	352
91–180 days	33	402
Over 180 days	–	–
	77,028	18,879
Other payables	3,808	3,077
Accrued expenses	31,400	21,926
	112,236	43,882

The credit period on purchases of goods is 0 to 90 days.

17. CONTRACT LIABILITIES

The amount represented the trade deposits received from customers, which will be recognised as the Group's revenue when the control of the goods transferred to customers.

18. BANK BORROWINGS

During the current interim period, the Group obtained new bank loans amounting to HK\$53,652,000 (31 December 2022: HK\$163,237,000). The bank loans carry interest at variable market rates of 5.87% to 11.5% per annum. The proceeds were used to finance the daily operation of the Group.

**NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the six months ended 30 June 2023

19. SHARE CAPITAL

The Company

	Number of shares	Share capital <i>HK\$'000</i>
Ordinary shares of HK\$0.01 each		
Authorised		
At 31 December 2022 and 30 June 2023	5,000,000,000	50,000
Issued and fully paid		
At 31 December 2022 and 30 June 2023	1,100,000,000	11,000

20. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the Directors.

Key management personnel remuneration was as follow:

	Six months ended 30 June	
	2023 <i>HK\$'000</i> (unaudited)	2022 <i>HK\$'000</i> (unaudited)
Salaries, allowance and bonus	28,819	14,827
Retirement benefits scheme contributions	18	18
	28,837	14,845

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2023

21. FAIR VALUE OF THE GROUP'S FINANCIAL ASSETS THAT ARE MEASURED AT FAIR VALUE ON A RECURRING BASIS

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used) as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

	Fair value as at		Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs and relationship of unobservable inputs to fair value
	30 June 2023 HK\$'000	31 December 2022 HK\$'000			
Debt instruments at FVTOCI	922	900	Level 3	Based on the reference prices of respective unlisted bonds provided by financial institution which is determined by using discounted cash flow with discount rate reflecting the credit risk of the issuers.	A slight increase in discount rate used would result in significant decrease in fair value measurement to the unlisted bonds investments and vice versa.

Note: There were no transfers between level 1, level 2 and level 3 during the six months ended 30 June 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the manufacturing and sale of candle products with headquarters in Hong Kong and operations in Vietnam. The Group mainly manufactures and sells daily-use candles, scented candles, decorative candles and other products such as diffusers. The major customers of the Group are mostly U.S. and U.K. department store operators and buying agents.

The Group mainly manufactures candle products based on the requirements and specifications from its customers. The Group would also assess the design and specifications and put forward suggestions to its customers. The Group offers a wide variety of services to its customers ranging from product design, raw material selection and procurement, provision of sample candle before mass production, laboratory testing to recommendation to improve the product quality.

The Group targets in mid-to-high end candle products in overseas markets in different countries and regions, mainly in U.S. and U.K. markets. The candle market has an increasing preference over candle products which are scented and with colour additives. With the preference for candle products with scent and coloured additives for use in rooms and households, increasing demand for scented candle products has provided the impetus for the whole market. We are welcomed and favoured by consumers, and are therefore confident about the future business development of the Group.

The analysis of product segment of the Group for the six months ended 30 June 2023 is set out in Note 3 to the condensed consolidated financial statements. The scented candles remains the best selling product of the Group during the six months ended 30 June 2023, which the sales of scented candles increased by approximately HK\$20.0 million or 8.0% as compared with the same period in 2022. It reflects the trend of preference for candle products with scent and coloured additives is increasing in the U.S. market.

In order to catch up the rapid growth of candle products especially in the U.S. market, the Group entered into the contracts with sales representatives for the sales incentive to sales representatives for the orders from customers introduced by them since 2018. The management of the Group gladly cooperates with sales representatives and expects the potential orders introduced by sales representatives in future.

In the past two consecutive years, the Group has been continuously awarded as one of the winners of “Business Partner Award Winner for Differentiate Owned Brands”. In 2022, the Group was firstly awarded as one of the winners of “Business Partner Award Winner for Invest in Talent and Culture” from our major customer, as we helped our customer to evolve their category of candle products and increased their sales in candle products. The Group consistently offers compelling designs and competitive price while ensuring product quality, responsible sourcing, sustainability, and a commitment to business partners.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Based on the well established long-term relationships with the customers and with support from our experienced management team of the Group in the industry, the Group has confidence in capturing business opportunities and growth in future.

FINANCIAL REVIEW

Revenue

Revenue for the six months ended 30 June 2023 amounted to approximately HK\$371.3 million, representing an increase of approximately HK\$32.0 million or 9.4% as compared with that of approximately HK\$339.3 million for the same period in 2022.

The increase in revenue was due to the increase in sales of scented candles and daily-use candles of approximately HK\$20.0 million and HK\$5.5 million respectively for the six months ended 30 June 2023.

Gross profit and gross profit margin

Gross profit for the six months ended 30 June 2023 amounted to approximately HK\$136.8 million, representing an increase of approximately HK\$39.5 million or 40.6% as compared with that of approximately HK\$97.3 million for the same period in 2022.

The gross profit margin increased to approximately 36.8% for the six months ended 30 June 2023 as compared with that of 28.7% for the same period in 2022. The increase in the gross profit margin was mainly due to the decrease in the unit price of the raw materials for the six months ended 30 June 2023.

Other income and other gains

Other income for the six months ended 30 June 2023 was approximately HK\$2.7 million, representing an increase of approximately HK\$1.8 million or 197.7% as compared to that of approximately HK\$907,000 for the same period in 2022. The increase in other income was mainly due to the increase in bank interest income of approximately HK\$2.0 million.

Other gains for the six months ended 30 June 2023 amounted to approximately HK\$448,000, representing a decrease of approximately HK\$298,000 or 39.9% as compared with that of approximately HK\$746,000 for the same period in 2022. The decrease was mainly due to the increase in reversal of allowance for trade receivables of approximately HK\$525,000 and offset by the decrease in net foreign exchange gain of approximately HK\$823,000.

Selling and distribution expenses

Selling and distribution expenses for the six months ended 30 June 2023 amounted to approximately HK\$12.5 million, representing a decrease of approximately HK\$1.2 million or 8.8% as compared with that of approximately HK\$13.7 million for the same period in 2022.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

The decrease was mainly due to the reductions in transportation and declarations expenses and marketing and promotion expenses of approximately HK\$1.0 million and HK\$745,000 respectively.

Administrative expenses

Administrative expenses for the six months ended 30 June 2023 amounted to approximately HK\$50.7 million, representing an increase of approximately HK\$14.1 million or 38.5% as compared with that of approximately HK\$36.6 million for the same period in 2022. The increase in administrative expenses was mainly due to the increase in salary and allowance of approximately HK\$14.4 million.

Finance costs

Finance costs for the six months ended 30 June 2023 amounted to approximately HK\$4.2 million, representing an increase of approximately HK\$1.3 million or 44.8% as compared to that of approximately HK\$2.9 million for the same period in 2022.

The increase was mainly due to the increase in interest rate of bank borrowings for business operation.

Profit for the period

The Group incurred net profit of approximately HK\$59.5 million for the six months ended 30 June 2023, representing an increase of approximately HK\$22.0 million or 58.7% as compared with that of approximately HK\$37.5 million for the same period in 2022.

Such increase was the combined effect of increase in gross profit of approximately HK\$39.5 million and offset by (i) the increase in administrative expenses of approximately HK\$14.1 million; and (ii) the increase in finance cost of approximately HK\$1.3 million.

Liquidity and Financial Resources

As at 30 June 2023, the Group had total assets of approximately HK\$647.4 million (31 December 2022: approximately HK\$501.3 million), which is financed by total liabilities of approximately HK\$184.5 million (31 December 2022: approximately HK\$98.0 million) and shareholders' equity (comprising share capital and reserves) of approximately HK\$462.8 million (31 December 2022: approximately HK\$403.3 million).

The total interest-bearing borrowings of the Group as at 30 June 2023 were approximately HK\$62.2 million (31 December 2022: approximately HK\$49.7 million), and current ratio as at 30 June 2023 was approximately 3.2 times (31 December 2022: approximately 5.1 times) which remains stable.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

The Group's gearing ratio, which is calculated by dividing total debt by total equity as at the end of each of the reporting period, increased from approximately 13.4% as at 31 December 2022 to approximately 14.4% as at 30 June 2023, primarily due to the increase in bank borrowings.

As at 30 June 2023 and 31 December 2022, the Group had unutilised banking facilities of approximately HK\$68.6 million and HK\$72.4 million respectively.

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

Treasury Policy

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

Capital Structure

The Shares were successfully listed on GEM on 19 July 2018. There has been no change in the Company's capital structure since 19 July 2018. The capital structure of the Group comprises of issued share capital and reserves. The Directors review the Group's capital structure regularly.

As at 30 June 2023, the Company's issued share capital was HK\$11,000,000 and the number of its issued ordinary shares was 1,100,000,000 of HK\$0.01 each.

Future Plans for Material Investments and Capital Assets

Save as disclosed in the prospectus of the Company dated 29 June 2018 (the "**Prospectus**") and this report, the Group did not have any plans for material investments or capital assets as of 30 June 2023.

Pledge of Assets

As at 30 June 2023 and 31 December 2022, the Group had corporate guarantee and pledged certain assets including property, plant and equipment, right-of-use assets, debt instruments of fair value through other comprehensive income, pledged bank deposits with carrying amounts of approximately HK\$111.4 million and HK\$112.5 million respectively to secure the Group's bank loans.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Foreign Currency Exposure

The majority transactions of expenditure and bank borrowings of the Group are denominated in foreign currencies which are different from the functional currency of the Group, i.e. US dollar. The Group is mainly exposed to foreign exchange risk arising from transactions that are denominated in Hong Kong dollar and Vietnamese dong. During the six months ended 30 June 2023, the Group did not have any hedging arrangements. The Group currently does not have a foreign currency hedging policy. However, the management of the Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and considering hedging significant foreign currency exposure should the need arises. The management of the Group considers the exposure to the foreign exchange risk fluctuation for the Group is not material.

Capital Commitments

As at 30 June 2023, the Group had capital commitments of approximately HK\$2.2 million in respect of property, plant and equipment (30 June 2022: approximately HK\$8.1 million).

Contingent Liabilities

As at 30 June 2023, the Group did not have any contingent liabilities (30 June 2022: Nil).

Employees and Remuneration Policies

As at 30 June 2023, the Group employed approximately 1,070 (30 June 2022: approximately 1,300) staff (including executive Directors). The total amount of employee remuneration of the Group (including Directors' remuneration) for the six months ended 30 June 2023 was approximately HK\$69.6 million (30 June 2022: approximately HK\$49.5 million).

The Company adopted the share option scheme on 23 June 2018 (the “**Share Option Scheme**”) for the purpose to provide the Company with a flexible means of giving incentive and reward to employee of the Group for incentive or reward for their contribution to the Group. The Group determines the employees' remuneration based on factors such as qualification, duty, contributions and years of experience. In addition, the Group provides comprehensive training programs to its employees or sponsors the employees to attend various job-related training courses.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Capital Assets

As disclosed in the announcement of the Company dated 6 July 2023 and the circular of the Company dated 26 July 2023, Fleming International Vietnam Limited, an indirect wholly-owned subsidiary of the Company, entered into (i) the construction contract at the contract price of VND135,000,000,000 (equivalent to approximately HK\$44.9 million) with the independent contractor in relation to the construction of a new factory on the land located at plot no. 56 map sheet No. 10, Amata Road, Amata Industrial Park, Long Binh Park, Bien Hoa City, Dong Nai Province, Vietnam which acquired in 2022 (the "**Land**"); and (ii) the service agreement with the independent service provider for the provision of project management and construction management services in respect of the works to be carried out by the aforesaid independent contractor on the Land at the service fee of VND3,550,500,000 (equivalent to approximately HK\$1.2 million).

The building construction work of the new factory commenced in July 2023 and is expected to complete by 22 March 2024 subject to any extension of time for completion.

The Board consider that the terms of the construction contract and the service agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Board has reconsidered the Group's initial plan to utilise the Land solely for storage facilities. After careful evaluation, the Board believes it would be more advantageous for the Group to build a new factory on the Land, which would encompass both production facilities and warehouses.

For further details, please refer to the announcements of the Company dated 9 March 2022 and 6 July 2023, and the circular of the Company dated 26 July 2023.

Save as disclosed above and other than disclosed as elsewhere in this report, the Group did not have any significant investments, material acquisitions and disposals of subsidiaries and capital assets during the period ended 30 June 2023.

EVENT AFTER THE END OF REPORTING PERIOD

Save as disclosed in section headed "Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Capital Assets" above, there are no significant events affecting the Group after the reporting period and up to date of this report.

DIVIDEND

The Board does not declare the payment of an interim dividend for the six months ended 30 June 2023.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

USE OF PROCEEDS

The net proceeds received by the Group from the Listing after deducting the relevant one-off and non-recurring listing expenses amounted to approximately HK\$44.5 million (based on the public offering price of HK\$0.295 per Share), which was below the estimated net proceeds of approximately HK\$50.5 million (estimated on the assumption that the public offering price would be HK\$0.32 per Share), the midpoint of the range stated in the Prospectus.

The following sets forth a summary of the allocation of the net proceeds and its utilisation as at 30 June 2023, as compared to that envisaged in the Prospectus.

Comparison of Business Objectives with Actual Business Progress

An analysis comparing the business objectives as stated in the Prospectus with the Group's actual business progress for the period from the date of Listing (i.e. 19 July 2018) to 30 June 2023 is set out below:

	Approximate amount of net proceeds <i>HK\$ million</i>	Approximate % of net proceeds %	Unused amount of net proceeds as at 1 January 2023 <i>HK\$ million</i>	Approximate actual utilised during the reporting period <i>HK\$ million</i>	Approximate actual utilised as at 30 June 2023 <i>HK\$ million</i>	Unused amount of net proceeds as at 30 June 2023 <i>HK\$ million</i>
Upgrade existing production facilities	6.2	13.9	6.2	-	-	6.2
Acquisition of new production facilities	18.1	40.7	-	-	18.1	-
Purchase of new machinery	9.2	20.7	-	-	9.2	-
Installation of Enterprise Resource Planning ("ERP") systems	2.0	4.5	0.8	0.1	1.3	0.7
Partial repayment of bank loans	6.9	15.5	-	-	6.9	-
General working capital	2.1	4.7	-	-	2.1	-
	44.5	100.0	7.0	0.1	37.6	6.9

Upgrade existing production facilities

As at 30 June 2023, the management of the Group may consider the renovation of existing production facilities after the construction of new factory on the new land acquired in 2022 that is more efficient for operation. The Group expects the renovation of existing production facilities will be scheduled in 2024.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Acquisition of new production facility

In 2019, the Group completed the acquisition of the new land for new production facility. In 2021, the Group's building construction of new production facility was completed and fully utilised approximately HK\$18.1 million from part of the net proceeds allocated for the new production facility.

Acquisition of new machinery

As at 30 June 2023, the Group paid approximately HK\$9.2 million for the acquisition of machineries for the expected increasing purchase orders from its customers.

Installation of ERP systems

As at 30 June 2023, the Group paid approximately HK\$1.3 million for the deposit and related expenses of the ERP systems for production and warehouse management and customer relationship management. The Group expects the implementation of such ERP systems in 2023.

Partial repayment of bank loans

The Group repaid the balance of bank loans in Hong Kong and Vietnam of approximately HK\$2.9 million and repaid overdraft in Hong Kong amounting to approximately HK\$4.0 million.

Except as explained above, the Group intends to continue to apply the net proceeds received from the Listing in the manner consistent with that mentioned in the section headed "Future Plans and Use of Proceeds" of the Prospectus.

All the unutilised balances of net proceeds have been placed in licensed banks for short-term deposits.

The Directors are not aware of any material change to the planned use of proceeds as at the date of this report.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2023, the interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") held by the Directors and chief executives of the Company (the "Chief Executives") which have been 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 were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

Long position in ordinary Shares

Name of Directors	Nature of interests	Numbers of Shares held	Approximate % of the total number of Shares in issue
Mr. Wong Wai Chit <i>(Notes 1 & 2)</i>	Interest in controlled corporation	643,500,000	58.5%
Mr. Wong Man Chit <i>(Notes 1 & 3)</i>	Interest in controlled corporation	643,500,000	58.5%

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Notes:

1. These 643,500,000 Shares are held by AWW International Limited (“**AWW**”), which is beneficially owned as to 50% by Mr. Wong Wai Chit and 50% by Mr. Wong Man Chit. Each of Mr. Wong Wai Chit and Mr. Wong Man Chit is deemed to be interested in the same number of Shares in which AWW is interested under the SFO.
2. Ms. long Man Lai is the spouse of Mr. Wong Wai Chit. Ms. long Man Lai is deemed to be interested in the same number of Shares in which Mr. Wong Wai Chit is interested by virtue of the SFO.
3. Ms. Tse Sheung is the spouse of Mr. Wong Man Chit. Ms. Tse Sheung is deemed to be interested in the same number of Shares in which Mr. Wong Man Chit is interested by virtue of the SFO.

Save as disclosed above, as at 30 June 2023, none of the Directors or Chief Executives had any 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 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 and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed “DIRECTORS’ AND CHIEF EXECUTIVES’ INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURE” and “SHARE OPTION SCHEME” in this report, at no time during the six months ended 30 June 2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

DIRECTORS’ INTERESTS IN CONTRACTS

None of the Directors nor their respective close associates had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the six months ended 30 June 2023.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

SUBSTANTIAL SHAREHOLDERS IN THE SHARES

So far as the Directors and the Chief Executives are aware, as at 30 June 2023, other than the Directors and the Chief Executives, the following persons will have or be deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

Long position in ordinary Shares

Name of shareholders	Nature of interests	Number of Shares held	Approximate % of the total number of Shares in issue
AWW ^(Note 1)	Beneficial owner	643,500,000	58.5%
Vibes Enterprises Company Limited ^(Note 2)	Beneficial owner	181,500,000	16.5%
Vibes Management Company Limited ^(Note 2)	Interest in controlled corporation	181,500,000	16.5%
Pioneer Unicorn Limited ^(Note 2)	Interest in controlled corporation	181,500,000	16.5%
Ms. Li Yin Ping ^(Note 2)	Interest in controlled corporation	181,500,000	16.5%

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Name of shareholders	Nature of interests	Number of Shares held	Approximate % of the total number of Shares in issue
Ms. Zheng Xiaochun ^(Note 2)	Interest in controlled corporation	181,500,000	16.5%
Mr. Guan Le ^(Notes 2 & 3)	Interest of spouse	181,500,000	16.5%
Mr. Chan Sheung Chi ^(Notes 2 & 6)	Interest of spouse	181,500,000	16.5%
Ms. long Man Lai ^(Notes 1 & 4)	Interest of spouse	643,500,000	58.5%
Ms. Tse Sheung ^(Notes 1 & 5)	Interest of spouse	643,500,000	58.5%

Notes:

1. AWW is beneficially owned as to 50% by Mr. Wong Wai Chit and 50% by Mr. Wong Man Chit, executive directors of the Company. Each of Mr. Wong Wai Chit and Mr. Wong Man Chit is deemed to be interested in the same number of Shares in which AWW is interested under the SFO.
2. Vibes Enterprises Company Limited (“**Vibes Enterprises**”) is wholly owned by Vibes Management Company Limited (“**Vibes Management**”). Vibes Management is wholly owned by Pioneer Unicorn Limited (“**Pioneer Unicorn**”), which is owned as to 50% by Ms. Li Yin Ping and 50% by Ms. Zheng Xiaochun. As such, Ms. Li Yin Ping and Ms. Zheng Xiaochun together indirectly control all the Shares held by Vibes Enterprises. Under the SFO, each of Vibes Management, Pioneer Unicorn, Ms. Li Yin Ping and Ms. Zheng Xiaochun is deemed to be interested in the same number of Shares in which Vibes Enterprises is interested.
3. Mr. Guan Le is the spouse of Ms. Zheng Xiaochun. Mr. Guan Le is deemed to be interested in the same number of Shares in which Ms. Zheng Xiaochun is interested by virtue of the SFO.
4. Ms. long Man Lai is the spouse of Mr. Wong Wai Chit. Ms. long Man Lai is deemed to be interested in the same number of Shares in which Mr. Wong Wai Chit is interested by virtue of the SFO.
5. Ms. Tse Sheung is the spouse of Mr. Wong Man Chit. Ms. Tse Sheung is deemed to be interested in the same number of Shares in which Mr. Wong Man Chit is interested by virtue of the SFO.
6. Mr. Chan Sheung Chi is the spouse of Ms. Li Yin Ping. Mr. Chan Sheung Chi is deemed to be interested in the same number of Shares in which Ms. Li Yin Ping is interested by virtue of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Save as disclosed above, as at 30 June 2023, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person or corporation (other than the Directors and the Chief Executives) who had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 23 June 2018 for the purpose to provide the Company with a flexible means of giving incentive and reward to employee, advisor, customer, service provider, agent, customer, partner or joint-venture partner of the Group (including a director of the Group) (the “**Eligible Participants**”) for incentive or reward for their contribution to the Group.

Under the Share Option Scheme, the Board may make an offer to the Eligible Participants. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the total number of Shares in issue from time to time.

Unless approved by the shareholders of the Company at the general meeting, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Group to each Eligible Participant (including both exercised and outstanding options) in any 12-month period up to and including the date of grant of the options must not exceed 1% of the Shares in issue.

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group must not exceed 110,000,000, representing 10% of the total number of Shares in issue on the date of Listing and the date of this report unless the Company seeks the approval of the shareholders of the Company in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group will not be counted for the purpose of calculating 10% limit.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Details of the principal terms of the Share Option Scheme are set out in paragraph headed “Share Option Scheme” in section headed “Statutory and General Information” in Appendix V to the Prospectus. The principal terms of the Share Option Scheme are summarised as follows:

The Share Option Scheme was adopted for a period of 10 years commencing from 23 June 2018 and remains in force until 23 June 2028. The Company may, by ordinary resolution in general meeting or, such date as the Board determined, terminate the Share Option Scheme at any time without prejudice to the exercise of options granted prior to such termination.

The exercise price per Share for each option granted shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of:

- (1) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the offer date of the option which must be a trading day;
- (2) the average of the closing prices of the Shares as shown in the daily quotations sheets issued by the Stock Exchange for the five consecutive business days immediately preceding the offer date of the option; and
- (3) the nominal value of the Shares on the offer date of the option.

Upon acceptance of the options, the Eligible Participant shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within the date as specified in the offer letter (which shall not be later than 21 days from, and inclusive of, the date of offer) issued by the Company. The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Share Option Scheme. No share option were granted under the Share Option Scheme since its adoption.

COMPETING INTERESTS

For the six months ended 30 June 2023, none of the Directors, the substantial shareholders or controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

COMPLIANCE ADVISER'S INTERESTS

As at the date of this report, save and except for (i) the participation of TC Capital International Limited (“**TC Capital**”) as the sponsor in relation to the Listing; (ii) acting as the compliance adviser of the Company; and (iii) acting as the financial adviser to the Company in relation to the occasion as detailed in the circular of the Company dated 26 July 2023, neither TC Capital nor its directors, employees or close associates had any interests in the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings (the “**Required Standard of Dealings**”) set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries of all the Directors, each of them have confirmed that they have complied with the Required Standard of Dealings for the six months ended 30 June 2023. No incident of non-compliance was noted by the Company for the six months ended 30 June 2023.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the reporting period and up to the date of this report.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieve high standards of corporate governance to safeguard the interests of the shareholders of the Company and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (the “**CG Code**”). During the six months ended 30 June 2023, to the best knowledge of the Board, the Company had complied with the code provisions in the CG Code.

DISCLOSURE OF INFORMATION OF DIRECTORS UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

There has been no change of information of each Director that is required to be disclosed under Rule 17.50A(1) of the GEM Listing Rules since the publication of the annual report of the Company for the year ended 31 December 2022.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Chan Cheong Tat. The other members are Mr. Chu Kin Wang, Peleus and Mr. Ho Chi Wai. The primary duties of the Audit Committee are to review and supervise the Company’s financial reporting process, the internal control systems of the Group and the monitoring of continuing connected transactions. All members of the Audit Committee are appointed by the Board.

The Audit Committee had reviewed the unaudited consolidated results of the Group for the six months ended 30 June 2023 and is of the opinion that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

REVIEW OF THIS REPORT

This report for the six months ended 30 June 2023 has not been audited, but has been reviewed by the Audit Committee.

As at the date of this report, the Directors are:

EXECUTIVE DIRECTORS

Mr. Wong Wai Chit (*Chairman*)

Mr. Wong Man Chit (*Chief Executive Officer*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Cheong Tat

Mr. Ho Chi Wai

Mr. Chu Kin Wang, Peleus

Hong Kong, 8 August 2023