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WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8238)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2023

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.

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This announcement, for which the directors (the “Directors”) of Winto 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. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2023 (the “Interim Results”). This announcement, containing the full text of the 2023 Interim Report of the Company, complies with the relevant disclosure requirements of the GEM Listing Rules in relation to information to accompany preliminary announcement of Interim Results.

By Order of the Board
Winto Group (Holdings) Limited
Hung Yuen Kin
Executive Director

Hong Kong, 14 August 2023

As at the date of this announcement, the Board comprises Mr. Lui Man Wah, Mr. Hung Yuen Kin and Mr. Wong Yuk as executive Directors, and Ms. Wong Chi Ling, Mr. Lin Zexin and Mr. Lee Man Yeung as independent non-executive Directors.

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This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted and remains on the website of the Company at <http://www.wintogroup.hk>.

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8238



中期報告 **2023**
INTERIM REPORT

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香港聯合交易所有限公司(「聯交所」)GEM特色

GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市场。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上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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

本報告的資料乃遵照《聯交所GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關惠陶集團(控股)有限公司(「本公司」)的資料；本公司的董事(「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，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

CONTENTS

目錄

- 3 Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
未經審核簡明綜合損益及其他全面收益表
- 5 Condensed Consolidated Statement of Financial Position
簡明綜合財務狀況表
- 7 Unaudited Condensed Consolidated Statement of Changes in Equity
未經審核簡明綜合權益變動表
- 8 Unaudited Condensed Consolidated Statement of Cash Flows
未經審核簡明綜合現金流量表
- 10 Notes to The Unaudited Condensed Consolidated Financial Information
未經審核簡明綜合財務資料附註
- 19 Management Discussion and Analysis
管理層討論及分析
- 26 Other Information
其他資料



INTERIM RESULTS

中期業績

The board (the “Board”) of directors (the “Director(s)”) of Winto Group (Holdings) Limited (the “Company”) is pleased to announce the unaudited condensed consolidated financial information of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2023 together with the comparative unaudited figures for the corresponding period in 2022 as follows:

惠陶集團(控股)有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2023年6月30日止六個月的未經審核簡明綜合財務資料連同2022年同期的未經審核比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and six months ended 30 June 2023

未經審核簡明綜合損益及其他全面收益表

截至2023年6月30日止三個月及六個月

		Notes 附註	Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
			2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	3	8,669	11,011	10,877	19,404
Cost of sales	銷售成本		(13,689)	(3,086)	(14,605)	(6,341)
Gross profit/(loss)	毛利/(毛損)		(5,020)	7,925	(3,728)	13,063
Other income	其他收入		2	149	2	149
Operating expenses	經營開支		(6,766)	(3,386)	(8,824)	(6,627)
Finance costs	融資成本		(806)	(521)	(1,172)	(1,170)
Profit/(loss) before taxation	除稅前溢利/(虧損)	4	(12,590)	4,167	(13,722)	5,415
Income tax expenses	所得稅開支	5	-	-	-	-

INTERIM RESULTS

中期業績

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Profit/(loss) and total comprehensive income/ (expenses) for the period	期內溢利／(虧損)及全面收益／(開支)總額	(12,590)	4,167	(13,722)	5,415
Profit/(Loss) for the period attributable to:	應佔期內溢利／(虧損)：				
Owners of the Company	本公司擁有人	(12,366)	4,240	(13,478)	5,613
Non-controlling interests	非控股權益	(224)	(73)	(244)	(198)
		(12,590)	4,167	(13,722)	5,415
(Loss)/profit per share Basic and diluted (HK cents)	每股(虧損)／溢利 基本及攤薄(港仙)	7	0.82	(2.37)	1.15

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2023
於2023年6月30日

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產		
Plant and equipment	器械及設備	1,208	1,410
Goodwill	商譽	1,399	1,399
Intangible assets	無形資產	330	330
Contract costs	合約成本	591	591
Other deposits	其他按金	9,889	9,889
		13,417	13,619
Current assets	流動資產		
Inventory	存貨	1,461	-
Trade, other receivables and other deposits	貿易及其他應收款項 及其他按金	8	40,811
Contract costs	合約成本	97	6,097
Amount due from a shareholder	應收一名股東款項	929	1,379
Amount due from a non-controlling shareholder of a subsidiary	應收一間附屬公司 非控股股東款項	46	46
Bank balances and cash	銀行結餘及現金	3,526	1,908
		46,676	50,241
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	9	19,121
Contract liabilities	合約負債	857	856
Loan from a substantial shareholder	主要股東貸款	3,188	12,157
Other borrowing	其他借款	3,000	-
		27,574	32,134

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2023

於2023年6月30日

		Note 附註	30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Net current assets	流動資產淨值		19,102	18,107
Total assets less current liabilities	總資產減流動負債		32,519	31,726
Net assets	淨資產		32,519	31,726
Capital and reserves	資本及儲備			
Share capital	股本	10	12,442	10,368
Reserves	儲備		20,484	21,521
Total capital deficiency attributable to owners of the Company	本公司擁有人應佔資本虧絀總額		32,926	31,889
Non-controlling interests	非控股權益		(407)	(163)
Total equity	權益總額		32,519	31,726

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Share capital	Share premium	Statutory reserve	Capital reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	法定儲備	資本儲備	累計虧損	小計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2022 (audited)	於2022年1月1日 (經審核)	8,640	94,331	49	7,591	(96,602)	14,009	(89)	13,920
Issuance of new shares by way of placing	以配售方式發行新股份	1,728	6,048	-	-	-	7,776	-	7,776
Total comprehensive income/(expenses) for the period	期內全面收益/(開支)總額	-	-	-	-	5,613	5,613	(198)	5,415
At 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	10,368	100,379	49	7,591	(90,989)	27,398	(287)	27,111
At 1 January 2023 (audited)	於2023年1月1日 (經審核)	10,368	100,379	49	7,591	(96,498)	31,889	(163)	31,726
Issuance of new shares by way of placing	以配售方式發行新股份	2,074	12,441	-	-	-	14,515	-	14,515
Total comprehensive expenses for the period	期內全面開支總額	-	-	-	-	(13,478)	(13,478)	(244)	(13,722)
At 30 June 2023 (unaudited)	於2023年6月30日 (未經審核)	12,442	112,820	49	7,591	(99,976)	32,926	(407)	32,519

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash used in operating activities	經營業務活動所用現金淨額	(2,396)	(9,321)
Investing activities	投資活動		
Purchase of plant and equipment	購置器械及設備	(3)	-
Net cash used in investing activities	投資活動所用現金淨額	(3)	-
Financing activities	融資活動		
Interest paid	已付利息	(135)	-
Repayment of shareholder loan	償還股東貸款	(10,000)	(3,000)
Proceeds from issuance of new shares	發行新股份所得款項	14,152	7,776
Repayment of lease liability	償還租賃負債	-	(50)
Net cash generated from financing activities	融資活動所得現金淨額	4,017	4,726

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

For the six months ended 30 June 2023

截至2023年6月30日止六個月

Six months ended 30 June

截至6月30日止六個月

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	1,618	(4,495)
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	1,908	10,949
Cash and cash equivalents at 30 June	於6月30日的現金及現金等價物	3,526	6,454

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 7 December 2012, as an exempted company with limited liability under the Companies Law (as Revised) of the Cayman Islands. The Company's shares have been listed on GEM since 16 February 2015 (the "Listing").

The unaudited consolidated financial results of the Group for the six months ended 30 June 2023 are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

The unaudited consolidated financial results of the Group for the six months ended 30 June 2023 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. The unaudited consolidated financial results have been prepared under the historical cost convention.

2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the consolidated financial results in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The unaudited consolidated financial results should be read in conjunction with the Group's audited consolidated financial statements and notes thereto for the year ended 31 December 2022.

1. 一般資料及編製基準

本公司於2012年12月7日根據開曼群島公司法(修訂本)在開曼群島註冊成立為一間獲豁免有限公司。本公司股份自2015年2月16日起於GEM上市(「上市」)。

除另有指明外，本集團截至2023年6月30日止六個月的未經審核綜合財務業績乃以港元(「港元」)呈列。

本集團截至2023年6月30日止六個月的未經審核綜合財務業績已按照香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則的披露規定編製。未經審核綜合財務業績已根據歷史成本法編製。

2. 重大會計政策

編製符合香港財務報告準則的綜合財務業績需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。未經審核綜合財務業績應與本集團截至2022年12月31日止年度的經審核綜合財務報表及其附註一併省閱。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of new and amendments to HKFRSs

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

HKFRS 17	Insurance Contract
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendment to HKAS 8	Definition of Accounting Estimates
Amendment to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The adoption of the new and amendments to HKFRSs that are relevant to the Group and effective from the current period, did not have any significant effect on the results and financial position of the Group for the current and prior accounting periods.

The Group has not early adopted any new and amendments to HKFRSs that have been issued but are not yet effective for the current period. The Directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 重大會計政策(續)

採納新訂及經修訂香港財務報告準則

本集團已就該等綜合財務報表首次採納以下由香港會計師公會頒佈的新訂及經修訂香港財務報告準則(「香港財務報告準則」,包括所有香港財務報告準則、香港會計準則及詮釋)。

香港財務報告準則第17號	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策的披露
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	單項交易產生的資產及負債相關遞延稅項

採納與本集團相關且自本期間起生效的新訂及經修訂香港財務報告準則對本集團於本會計期間及過往會計期間的業績及財務狀況並無任何重大影響。

本集團並無提早採納於本期間已頒佈但尚未生效的任何新訂及經修訂香港財務報告準則。董事預計應用所有新訂及經修訂香港財務報告準則於可見將來不會對綜合財務報表造成重大影響。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

3. REVENUE

An analysis of the Group's revenue for the period from continuing operations is as follows:

3. 收益

本集團持續經營業務之期內收益分析如下：

	Three months ended 30 June		Six months ended 30 June	
	截至6月30日止三個月		截至6月30日止六個月	
	2023	2022	2023	2022
	2023年	2022年	2023年	2022年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Publications and advertising income	1,354	1,975	3,342	6,659
Outdoor advertising income	229	8,311	449	11,928
Provision of exhibition and trade show and related services	-	725	-	817
Sales of fast moving customers goods	7,086	-	7,086	-
	8,669	11,011	10,877	19,404

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

4. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation from continuing operations is arrived at after charging/(crediting):

4. 除稅前溢利／(虧損)

持續經營業務的除稅前溢利／(虧損)乃經扣除／(抵免)下列各項後得出：

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Depreciation of plant and equipment	器械及設備折舊	36	123	85	246
Operating lease charge in respect of office premises	辦公室物業的經營租賃開支	317	240	537	481
Interest income	利息收入	(2)	-	(2)	-
Interest income on finance lease receivables	融資租賃應收款項的利息收入	-	(25)	-	(25)
Interest income on non-current deposits	非流動按金的利息收入	-	(116)	-	(116)
Interest on loan from a substantial shareholder	主要股東貸款利息	516	521	1,032	1,170
Interest on other borrowing	其他借款利息	135	-	135	-
Interest on lease liability	租賃負債利息	-	-	-	-

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

5. INCOME TAX EXPENSES

Income tax recognised in profit or loss from continuing operations:

5. 所得稅開支

於損益確認的持續經營業務所得稅：

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Hong Kong Profits Tax	香港利得稅				
- Current tax	- 即期稅項	-	-	-	-
Macau Complementary Tax	澳門所得補充稅				
- Current tax	- 即期稅項	-	-	-	-

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for the years.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

澳門所得補充稅乃就該年度的估計應課稅溢利12%計算。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

6. DIVIDEND

No dividend has been paid or proposed for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

7. PROFIT/(LOSS) PER SHARE

The calculation of basic profit or loss per share for continuing operations attributable to the owners of the Company is calculated based on the below figures:

6. 股息

截至2023年6月30日止六個月並無派付或建議派付股息(截至2022年6月30日止六個月：無)。

7. 每股溢利／(虧損)

本公司擁有人應佔持續經營業務每股基本溢利或虧損乃根據以下數據計算：

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(loss) for the period attributable to owner of the Company	本公司擁有人應佔 期內溢利／(虧損)	(12,366)	4,240	(13,478)	5,613
Weighted average number of ordinary shares for the purpose of calculation of profit/(loss) per share	就計算每股溢利／(虧損) 的普通股加權平均數	618,661,978	518,400,000	568,807,956	488,804,420

The computation of diluted profit or loss per shares does not assume the conversion of the Company's outstanding share options since their assumed exercise would result in a decrease in loss per shares from continuing operations.

No diluted profit or loss per share has been presented for the six months ended 30 June 2023 and 2022 because there were no potential ordinary shares outstanding during the periods.

計算每股攤薄溢利或虧損並無假設本公司之尚未行使購股權已獲轉換，原因為假設其行使將引致來自持續經營業務的每股虧損減少。

概無就截至2023年及2022年6月30日止六個月呈列每股攤薄溢利或虧損，原因為於該等期間並無已發行的潛在普通股。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

8. TRADE AND OTHER RECEIVABLES

The credit terms of each customer of the Group were determined by the Group's sales team and were subject to review and approval of the Group's management based on the customers' payment history, transaction volume and length of business relationship with the Group.

The following is an analysis of trade receivable by age, presented based on overdue days, before net of allowance for doubtful debts:

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Current	即期	2,084	11,375
1-30 days	1至30日	438	3,790
31-90 days	31至90日	157	14,579
Over 90 days	超過90日	31,757	8,193
		34,436	37,937

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

8. 貿易及其他應收款項

本集團每名客戶的信貸期由本集團的銷售團隊釐定，並須待本集團管理層根據客戶的付款記錄、交易量及與本集團業務關係長短予以審閱及批准。

按逾期日數呈列的貿易應收款項(扣除呆賬撥備前)的賬齡分析如下：

貿易應收款項的減值虧損以撥備賬記錄，惟倘本集團信納該款項之可收回性甚微，則直接從貿易應收款項撇銷減值虧損。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

9. TRADE AND OTHER PAYABLES

The following is an analysis of trade payable by age, presented based on invoice days:

9. 貿易及其他應付款項

按發票日期呈列的貿易應付款項賬齡分析如下：

		30 June	31 December
		2023	2022
		2023年	2022年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0-60 days	0至60日	1,276	401
61-90 days	61至90日	170	146
Over 90 days	超過90日	8,051	8,488
		9,497	9,035

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

未經審核簡明綜合財務資料附註

10. SHARE CAPITAL

10. 股本

		30 June 2023 2023年6月30日		31 December 2022 2022年12月31日	
		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Audited) (經審核)
Ordinary shares Authorised:	普通股 法定：	5,000,000,000	100,000	5,000,000,000	100,000
Issued and fully paid:	已發行及繳足：				
At beginning of period/year	於期初／年初	518,400,000	10,368	432,000,000	8,640
Issuance of new shares by way of placing (note)	以配售方式發行新股份 (附註)	103,680,000	2,074	86,400,000	1,728
At end of period/year	於期末／年末	622,080,000	12,442	518,400,000	10,368

Note: The issuance of an aggregate of 103,680,000 new shares by way of placing was completed on 3 April 2023.

The issuance of an aggregate of 86,400,000 new shares by way of placing was completed on 3 March 2022.

附註：於2023年4月3日完成以配售方式發行合共103,680,000股新股份。

於2022年3月3日完成以配售方式發行合共86,400,000股新股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

During the six months ended 30 June 2023, the Group was principally engaged in (i) sales and distribution of publications, and the sales of print and online advertising spaces, (ii) sales of billboard advertising spaces and provision of advertisement sourcing agency services, (iii) promotion of products and services by organizing exhibitions and shows; and (iv) sales of fast moving customer goods.

Since early 2020, the novel coronavirus (“COVID-19”) pandemic spread worldwide and caused significant threats to the global health and economy. Around the end of 2022, Macau and Mainland travel restrictions were materially relaxed. All quarantine requirements have been suspended. In recent months, Macau has experienced the gradual resumption of tourists’ arrival. First six months of 2023 visitation increased by 240% from the same months of previous year to 11.6 million.

Besides, reference is made to the announcement of the Company dated 12 May 2023, the Company developed a new business related to the sales of fast moving customer goods, including but not limited to traditional Chinese medicine and beauty and cosmetics products in Hong Kong, that is expected to create synergies with the existing advertising business of the Group and to diversify the business and product portfolio. The Board considers that this new business segment is beneficial to the Company and its shareholders as a whole.

Going forward, while the pandemic’s impact is expected to ease, it is still premature to conclude that the advertising industry, or indeed many other industries are out of the woods. We will continue to pay attention to the developments and the potential impact on the spending over advertising and marketing from our major customers. The Group will remain resilient and is cautiously optimistic of our business.

業務回顧及前景

截至2023年6月30日止六個月，本集團的主要業務為(i)銷售及發行刊物，並銷售印刷及線上廣告位置，(ii)銷售廣告牌廣告位置以及提供廣告採購代理服務，(iii)組織展覽及表演以推銷產品及服務，及(iv)快速消費品銷售。

自2020年初，新型冠狀病毒(「COVID-19」)疫情於世界各地蔓延並對全球健康及經濟構成重大威脅。在2022年年底左右，澳門及內地的旅遊限制已經大致放寬，所有檢疫規定均已暫停。近數個月，到訪澳門的旅客已逐漸增多。2023年首六個月的訪客人數較去年同期增長240%，達1,160萬人次。

除此之外，茲提述本公司日期為2023年5月12日的公告，本公司開發有關快速消費品的銷售業務，包括但不限於香港的傳統中醫藥以及美容及化妝品，預期將與本集團現有廣告業務創造協同效應，並使業務及產品組合多元化。董事會認為，有關新業務分部對本公司及其股東整體有利。

展望將來，雖然預計疫情的影響將會淡化，不過要斷定廣告業以至其他不同行業已走出陰霾仍言之尚早。我們將繼續留意事態發展及對我們的主要客戶在廣告及市場推廣消費方面的潛在影響。本集團將保持韌性，並對我們的業務持審慎樂觀的態度。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Total revenue decreased by approximately HK\$8,527,000 from approximately HK\$19,404,000 for the six months ended 30 June 2022 to approximately HK\$10,877,000 for the six months ended 30 June 2023. It was mainly due to the slowdown in the publications and advertising business and exhibition and trade show and related services, which were caused by the decrease in demand of advertising business in the Macau market.

Cost of Sales

Cost of sales increased from approximately HK\$6,341,000 for the six months ended 30 June 2022 to approximately HK\$14,605,000 for the six months ended 30 June 2023. The increase was in tandem with the increased revenue of sales of fast moving customer goods. Also, the increase was caused by the increase in cost of outdoor advertising business.

Gross Profit

Gross profit decreased from approximately HK\$13,063,000 for the six months ended 30 June 2022 and turned into gross loss of approximately HK\$3,728,000 for the six months ended 30 June 2023. The decrease in gross profit was mainly due to the decrease in sales volume in publications and advertising income and provision of exhibitions and trade show and related services.

Operating Expenses

The operating expenses increased by approximately 33% from approximately HK\$6,627,000 for the six months ended 30 June 2022 to approximately HK\$8,824,000 for the six months ended 30 June 2023, primarily due to the increase in staff cost and legal and professional expenses incurred for the placing of shares.

財務回顧

收益

總收益由截至2022年6月30日止六個月約19,404,000港元減少約8,527,000港元至截至2023年6月30日止六個月約10,877,000港元，主要由於刊物及廣告業務以及展覽及貿易展覽及相關服務因澳門市場對廣告業務的需求減少所致。

銷售成本

銷售成本由截至2022年6月30日止六個月約6,341,000港元增加至截至2023年6月30日止六個月約14,605,000港元。有關增加與快速消費品銷售的營業額增加一致。此外，有關增加乃因戶外廣告業務成本增加所致。

毛利

毛利由截至2022年6月30日止六個月約13,063,000港元轉為截至2023年6月30日止六個月的毛損約3,728,000港元。毛利減少主要由於刊物銷售量下降以及廣告收入及提供展覽及貿易展覽及相關服務減少。

經營開支

本集團的經營開支由截至2022年6月30日止六個月約6,627,000港元增加約33%至截至2023年6月30日止六個月約8,824,000港元，主要由於員工成本及股份配售所產生的法律及專業開支增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance Costs

Finance costs of the Group amounted to approximately HK\$1,172,000 and HK\$1,170,000 respectively for the six months ended 30 June 2023 and 30 June 2022, mainly consisted of the interest payable to a shareholder as borrower.

Profit/(Loss) Attributable to Owners of the Company

During the six months ended 30 June 2023, the Group has recorded a loss attributable to owners of the Company of approximately HK\$13,478,000, compared to a profit of approximately HK\$5,613,000 for the six months ended 30 June 2022. Such decrease was mainly attributable to (i) the decrease in revenue and gross profit; and (ii) the increase in operating expenses.

Liquidity, Financial Resources and Capital Structure

On 13 March 2023, the Company entered into a placing agreement pursuant to which the Company has agreed to issue up to 103,680,000 new ordinary shares of HK\$0.02 each at the placing price of HK\$0.14 per share by way of placing to not less than six independent places (the "Placement").

On 3 April 2023, the Placement was completed. The net proceeds from the issue of new shares after deducting related transaction costs was approximately HK\$14.2 million and will be used as expenditure for current business development of the Group.

As at the date of this report, the net proceeds from the Placement have been utilized of approximately HK\$7.8 million.

融資成本

本集團截至2023年6月30日及2022年6月30日止六個月的融資成本分別約為1,172,000港元及1,170,000港元，主要包括應付一名作為借款人之股東的利息。

本公司擁有人應佔溢利／（虧損）

截至2023年6月30日止六個月，本集團錄得本公司擁有人應佔虧損約13,478,000港元，而截至2022年6月30日止六個月的應佔溢利則約為5,613,000港元。有關減少主要由於(i)收益及毛利減少；及(ii)經營開支增加。

流動資金、財務資源及資本架構

於2023年3月13日，本公司訂立一項配售協議，據此，本公司同意透過向最少六名獨立承配人進行配售（「配售事項」），按每股0.14港元的配售價發行最多103,680,000股每股面值0.02港元的新普通股。

於2023年4月3日，配售事項已告完成。經扣除相關交易成本後，發行新股份的所得款項淨額約為14,200,000港元，將用作本集團當前業務發展的支出。

於本報告日期，配售事項的所得款項淨額已動用約7,800,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The current ratio of the Group at 30 June 2023 was approximately 1.7 times as compared to that of approximately 1.5 times at 31 December 2022.

There has been no change in the capital structure of the Group during the six months ended 30 June 2023. The share capital of the Company only comprises ordinary shares.

As at 30 June 2023, the Group had bank balance and cash of approximately HK\$3,526,000 as compared to approximately HK\$1,908,000 as at 31 December 2022.

As at 30 June 2023, the Group had no bank loans (31 December 2022: Nil).

Gearing Ratio

The gearing ratio of the Group, calculated as total borrowings over shareholders' fund, was approximately 0.10 times as at 30 June 2023 (31 December 2022: approximately 0.38 times).

Significant Investments Held

During the six months ended 30 June 2023, there was no significant investment held by the Group.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the six months ended 30 June 2023.

Pledge of Assets

As at 30 June 2023, the Group had no material pledge of assets.

於2023年6月30日，本集團的流動比率約為1.7倍，而於2022年12月31日則約為1.5倍。

於截至2023年6月30日止六個月，本集團之資本架構概無變動。本公司之股本僅包括普通股。

於2023年6月30日，本集團的銀行結餘及現金約為3,526,000港元，而於2022年12月31日則約為1,908,000港元。

於2023年6月30日，本集團並無銀行貸款(2022年12月31日：無)。

資產負債比率

於2023年6月30日，本集團的資產負債比率(按借款總額除以股東資金計算)約為0.10倍(2022年12月31日：約0.38倍)。

所持有的重大投資

截至2023年6月30日止六個月，本集團並無持有重大投資。

附屬公司、聯營公司及合營公司的重大收購及出售事項

本集團於截至2023年6月30日止六個月概無任何附屬公司、聯營公司或合營公司的重大收購及出售事項。

資產抵押

於2023年6月30日，本集團並無重大資產抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Contingent Liabilities

As at 30 June 2023, the Group did not have any significant contingent liabilities.

Capital Commitments

As at 30 June 2023, the Group did not have any significant capital commitment.

Future Plans for Material Investments and Capital Assets

Save as disclosed in this interim report, the Group did not have other plan for material investments and capital assets.

Employees and Remuneration Policies

As at 30 June 2023, the employee headcount (excluding Directors) of the Group was approximately 14 (31 December 2022: approximately 17). Staff costs (including the Directors' salaries, allowances, bonuses) were approximately HK\$6,356,000 for the period ended 30 June 2023 (30 June 2022: approximately HK\$4,086,000).

The Group offers competitive remuneration packages commensurate with industry practice. In order to attract and retain valuable employees, the Group reviews the performance of its employees annually and such review results will be taken into account while having the annual salary review and promotion appraisal. In addition to a basic salary, bonuses would be paid to staff with reference to the financial performance of the Group. The Group would also provide trainings or seminars that relating to publication business and offer options that may be granted to the employees under the share option scheme. The Group pays commission to its sales and marketing staff which was calculated based on an agreed percentage of sharing specified in their respective contracts in accordance of the total monthly sales solicited by such staff which is arrived at mutual agreement between the Company and the respective staff.

或然負債

於2023年6月30日，本集團並無任何重大或然負債。

資本承擔

於2023年6月30日，本集團並無任何重大資本承擔。

有關重大投資及資本資產的未來計劃

除本中期報告所披露者外，本集團並無有關重大投資及資本資產的其他計劃。

僱員及薪酬政策

於2023年6月30日，本集團的僱員人數(不包括董事)約為14名(2022年12月31日：約17名)。於截至2023年6月30日止期間，員工成本(包括董事薪酬、津貼及花紅)合共約為6,356,000港元(2022年6月30日：約4,086,000港元)。

本集團提供與行業慣例相稱的具競爭力薪酬待遇。為吸引及挽留有價值的僱員，本集團每年審閱僱員表現，在年度薪金檢討及晉升評核時會考慮有關審閱結果。除基本薪金外，本集團會按照其財務表現向員工支付花紅。本集團亦會提供有關出版業務的培訓或研討會以及給予可根據購股權計劃授予僱員的購股權。本集團向銷售及市場推廣員工支付的佣金按彼等各自的合約內訂明的協定分成百分比根據有關員工貢獻的每月銷售總額計算，計算方式經本公司與各員工共同協定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INTERIM DIVIDEND

In order to retain more cash to finance the working capital requirements and future development of the Group, the Board does not recommend the payment of interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil). The Board will consider future dividend distribution according to the Company's dividend policy.

Risk Management

Currency Risk

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities. The Group does not expect any significant currency risk which materially affect the Group's result of operations.

Interest rate risk

In current period, the Group was exposed to fair value interest rate risk in relation to fixed-rate other borrowings. The Group does not expect any significant interest rate risk which materially affect the Group's results of operations.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate, as a means of mitigating the risk of financial loss from defaults.

中期股息

為保留更多現金以撥付本集團的營運資金需求及未來發展，董事會建議不會派付截至2023年6月30日止六個月的中期股息(截至2022年6月30日止六個月：無)。董事會將按照本公司的股息政策考慮宣派未來股息。

風險管理

貨幣風險

本集團絕大部分貨幣資產及負債均以港元及澳門幣計值，與各集團公司主體的功能貨幣相同。本集團並不預期出現可能對本集團經營業績造成重大影響的任何重大貨幣風險。

利息風險

於本期內，本集團面臨與定息其他借款有關的公平值利率風險。本集團預期並無嚴重影響本集團經營業績的任何重大利率風險。

信貸風險

信貸風險指因交易對方日後不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In respect of trade and other receivables and loan receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

The credit risk on bank balance is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

就貿易及其他應收款項及應收貸款而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以及遵守貸款契諾的情況，以確保其維持充足現金並維持來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。

OTHER INFORMATION

其他資料

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 June 2023, interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") held by the Directors and chief executives of the Company 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 recorded in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(A) Interest in Shares of the Company

Name of Director	Capacity	Interest in Shares	Approximate Percentage of Shareholding Interests
董事姓名	身份	於股份的權益	股權概約百分比
Mr. Lui Man Wah 呂文華先生	Interests in a controlled corporation (Note 1) 受控法團權益(附註1)	137,423,300 (L)	22.09%

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉

於2023年6月30日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，持有根據證券及期貨條例第XV部第7及8分部的規定已知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例相關條文被當作或視作擁有的權益及淡倉)，或已記錄於本公司根據證券及期貨條例第352條存置的登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條已知會本公司及聯交所的權益及淡倉如下：

(A) 於本公司股份的權益

OTHER INFORMATION

其他資料

Notes:

- 1) Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, which are directly held by Source Creation International Limited ("Source Creation"). The entire issued share capital of Source Creation is wholly owned by Mr. Lui Man Wah.
- 2) Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation in that they represent the same block of Shares.
- 3) As at 30 June 2023, the Company had 622,080,000 Shares in issue.

Abbreviation: "L" stands for long position.

附註：

- 1) 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司（「創源」）直接持有。創源全部已發行股本由呂文華先生全資擁有。
- 2) 呂文華先生及創源持有的權益出現重疊，兩者均涉及同一批股份。
- 3) 於2023年6月30日，本公司共有622,080,000股已發行股份。

簡稱：「L」代表好倉。

OTHER INFORMATION

其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2023, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interests and/or short positions in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東及其他人士於本公司股份及相關股份的權益及／或淡倉

於2023年6月30日，就董事所知，以下人士（本公司董事或主要行政人員除外）已擁有或被視作或已當作擁有根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所的本公司股份或相關股份的權益及／或淡倉，或須記錄於本公司須根據證券及期貨條例第336條存置的登記冊的股份或相關股份的權益及／或淡倉如下：

Interest in the Shares of the Company

於本公司股份的權益

Name	Nature of interest	Number of Shares or Underlying Shares	Approximate Percentage of Shareholding Interests	Note
股東名稱	身份	相關股份數目	股權概約百分比	附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	137,423,300 (L)	22.09%	1
Muhammad Shaifadila Binti	Beneficial owner 實益擁有人	57,856,000 (L)	9.30%	1

Note:

附註：

1) As at 30 June 2023, the Company had 622,080,000 shares in issues.

1) 於2023年6月30日，本公司共有622,080,000股已發行股份。

Abbreviation: "L" stands for long position.

簡稱：「L」代表好倉。

OTHER INFORMATION

其他資料

Save as disclosed above, the Directors are not aware of any other persons who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO, as at 30 June 2023.

SHARE OPTION SCHEME

The Group adopted the share option scheme (the "Share Option Scheme") on 16 February 2015, under which the Directors may grant options to eligible persons to subscribe for the Company's shares, subject to the terms and conditions stipulated therein. The Share Option Scheme will expire on 16 February 2025. For further details, please refer to Note 30 to the Annual Report 2022. As at 16 October 2019, all of the share options granted have been cancelled.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

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

The Company is not aware of any changes in the Directors' information which are required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules as at 30 June 2023.

除上文所披露者外，就董事所知，於2023年6月30日，概無任何其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

購股權計劃

本集團於2015年2月16日採納購股權計劃（「購股權計劃」），據此，董事可將購股權授予合資格人士，藉以根據該計劃規定的條款及條件認購本公司股份。購股權計劃將於2025年2月16日屆滿。有關更多詳情，請參閱2022年年報附註30。於2019年10月16日，所有已授出之購股權已被註銷。

購買、出售或贖回上市證券

截至2023年6月30日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

根據GEM上市規則第17.50A(1)條的董事資料變更

於2023年6月30日，就本公司所知，概無任何董事的資料變更須根據GEM上市規則第17.50A(1)條予以披露。

OTHER INFORMATION

其他資料

CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transaction by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding Director's securities transactions during the six months ended 30 June 2023.

DIRECTORS AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the six months ended 30 June 2023, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which such person has or may have with the Group.

董事進行證券交易的行為守則

本公司已採納一套董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載董事進行證券交易的規定買賣準則。經作出具體查詢後，全體董事確認截至2023年6月30日止六個月已遵守董事進行證券交易的規定買賣準則及其行為守則。

董事及控股股東於競爭業務的權益

截至2023年6月30日止六個月，董事並不知悉董事、本公司控股股東及彼等各自的聯繫人(定義見GEM上市規則)擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦不知悉有關人士與本集團之間有或可能有任何其他利益衝突。

OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. The Directors consider, the Company has complied with the Corporate Governance Code (the “Code”) for the reporting period, except for Code Provision A.2.1.

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same person. The Company currently has no CEO. Decisions of the Company are made by the executive Director and overseen by other members of the Board. The Board believes that the present arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company’s objectives efficiently and effectively in response to the changing environment.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, comply with regulatory requirements and meet the growing expectations of the Shareholders and investors.

EVENT AFTER THE REPORTING PERIOD

After the reporting period and up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors.

企業管治

本公司致力恪守高水平的企業管治常規。董事認為，本公司於報告期間一直遵守企業管治守則(「守則」)的規定，惟守則條文第A.2.1條除外。

守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應予區分且不應由同一人士擔任。本公司目前並無行政總裁。本公司的決定由執行董事作出，並受到董事會其他成員的監督。董事會相信現有安排能令本公司即時作出及落實決策，因而能因應環境轉變以具備效益及效率的方式實現本公司的目標。

本公司將繼續檢討其企業管治常規以提升企業管治水平、符合監管要求，並達致股東及投資者不斷提高的期望。

報告期後的事件

於報告期後及直至本報告日期，董事並不知悉任何與本集團業務或財務表現相關的重大事件。

OTHER INFORMATION

其他資料

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has been established in accordance with the GEM Listing Rules and comprises Ms. Wong Chi Ling (chairlady), Mr. Lin Zexin and Mr. Lee Man Yeung, all of them being independent non-executive Directors.

The Audit Committee has reviewed with the management this interim report, including the unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2023, prior to recommending them to the Board for approval.

The condensed consolidated financial results of the Group for the six months ended 30 June 2023 have not been audited by the Company's auditor.

By Order of the Board
Winto Group (Holdings) Limited
Hung Yuen Kin
Executive Director

Hong Kong, 14 August 2023

As at the date of this report, the Board comprises Mr. Lui Man Wah, Mr. Wong Yuk and Mr. Hung Yuen Kin as executive Director, and Ms. Wong Chi Ling, Mr. Lin Zexin and Mr. Lee Man Yeung as independent non-executive Directors.

審核委員會及審閱財務報表

審核委員會已根據GEM上市規則成立，該委員會由黃子玲女士(主席)、林澤鑫先生及李文洋先生(均為獨立非執行董事)組成。

本中期報告(包括本集團截至2023年6月30日止六個月的未經審核簡明綜合財務業績)經審核委員會與管理層審閱後，方始提呈董事會批准。

本集團截至2023年6月30日止六個月之簡明綜合財務業績未經本公司核數師審核。

承董事會命
惠陶集團(控股)有限公司
執行董事
熊遠健

香港，2023年8月14日

於本報告日期，董事會包括執行董事呂文華先生、王旭先生及熊遠健先生；及獨立非執行董事黃子玲女士、林澤鑫先生及李文洋先生。

WINTO GROUP (HOLDINGS) LIMITED
惠陶集團(控股)有限公司