



Million Stars
萬星控股

MILLION STARS HOLDINGS LIMITED
萬星控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8093

INTERIM REPORT 中期報告

2023-24

For the six months period ended 31 December, 2023
截至2023年12月31日止6個月

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.

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

香港聯合交易所有限公司(「聯交所」) GEM 特色

GEM 的地位，乃為相比起其他在聯交所上市的公司可能帶有較高投資風險的中小型公司提供一個上市的市場。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。

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，旨在提供有關萬星控股有限公司(「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。

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INTERIM RESULTS

中期業績

FOR THE SIX MONTHS ENDED 31 DECEMBER 2023 (UNAUDITED)
截至二零二三年十二月三十一日止六個月(未經審核)

The board (the “**Board**”) of Directors of Million Stars Holdings Limited hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “**Group**”) for the six months ended 31 December 2023, together with the unaudited comparative figures for the corresponding period in 2022 as follows:

萬星控股有限公司董事會(「**董事會**」)謹此宣佈本公司及其附屬公司(「**本集團**」)截至二零二三年十二月三十一日止六個月之未經審核簡明綜合業績連同二零二二年同期之未經審核比較數字如下：

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

For the six months ended 31 December 2023

未經審核簡明綜合損益及其他全面收益表

截至二零二三年十二月三十一日止六個月

		For the six months ended 31 December 截至十二月三十一日 止六個月		
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元	
		Notes 附註		
Revenue	收入	4	99,003	6,894
Cost of goods sold and services	已售貨品及服務成本		(123,935)	(7,059)
Gross loss	毛損		(24,932)	(165)
Other income, gains and losses, net	其他收入、收益及 虧損淨額	5	29,846	109
Selling and distribution expenses	銷售及分銷開支		(223)	(367)
Administrative expenses	行政開支		(2,692)	(13,739)
Finance costs	財務成本	6	–	(38)
Profit/(Loss) before tax	除稅前溢利/(虧損)		1,999	(14,200)
Income tax credit/(expense)	所得稅抵免/(開支)	7	(171)	(1)
Profit/(Loss) for the year attributable to owners of the Company	本公司擁有人應佔 年內溢利/(虧損)		1,828	(14,201)

INTERIM RESULTS

中期業績

FOR THE SIX MONTHS ENDED 31 DECEMBER 2023 (UNAUDITED)

截至二零二三年十二月三十一日止六個月(未經審核)

		For the six months ended 31 December 截至十二月三十一日 止六個月	
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元
	Notes 附註		
Other comprehensive income: <i>Items that may be reclassified to profit or loss:</i>	其他全面收益： 可能重新分類至損益的項目：		
Exchange differences arising on translating foreign operations	換算境外業務產生之匯兌差額	3,977	730
Other comprehensive income for the year	年內其他全面收益	3,977	730
Total comprehensive income/ (expense) for the year attributable to owners of the Company	本公司擁有人應佔年內全面收益／(開支)總額	5,805	(13,471)
		2023 二零二三年 HK Cents 港仙	2022 二零二二年 HK Cents 港仙
Earnings/(Loss) per share Basic and diluted	每股盈利／(虧損) 基本及攤薄	0.01	(0.03)
	9		

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

At 31 December 2023
於二零二三年十二月三十一日

		31 December 2023 二零二三年 十二月三十一日 (unaudited) (未經審核)	30 June 2023 二零二三年 六月三十日 (audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
	Notes 附註		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	2,029	2,384
Right-of-use assets	使用權資產	84	208
Prepayment	預付款項	-	-
		2,113	2,592
Current assets	流動資產		
Inventories	存貨	2	45
Trade receivables	貿易應收款項	58,527	35,359
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	66,802	82,534
Cryptocurrency	加密貨幣	10	10
Restricted bank deposits	受限制銀行存款	-	105
Pledged bank deposits	已抵押銀行存款	-	25,882
Bank and cash balances	銀行及現金結餘	7,091	4,708
		132,432	148,643
Assets classified as held-for-sale	分類為持作出售之資產	-	3,368
		132,432	152,011

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

At 31 December 2023

於二零二三年十二月三十一日

		31 December 2023 二零二三年 十二月三十一日 (unaudited) (未經審核)	30 June 2023 二零二三年 六月三十日 (audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Current liabilities	流動負債		
Trade and bills payables	貿易應付款項及 應付票據	11 12,695	44,899
Accruals and other payables	應計費用及其他 應付款項	38,708	37,065
Borrowings	借貸	5,167	4,691
Loans from shareholders and directors	來自股東及董事貸款	31,289	30,416
Loan from a shareholder	來自一名股東貸款	17,656	17,254
Loan from a director	來自一名董事貸款	162	157
Lease liabilities	租賃負債	41	240
Current tax liabilities	當期稅項負債	171	1,103
		105,889	135,825
Liabilities associated with assets classified as held-for-sale	與分類為持作出售之 資產有關之負債	-	5,239
		105,889	141,064
Net current assets	流動資產淨值	26,543	10,497
Total assets less current liabilities	總資產減流動負債	28,656	13,539

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

At 31 December 2023
於二零二三年十二月三十一日

			31 December 2023 二零二三年 十二月三十一日 (unaudited) (未經審核)	30 June 2023 二零二三年 六月三十日 (audited) (經審核)
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		42	42
			42	42
NET ASSETS	資產淨值		28,614	13,497
Capital and reserves	資本及儲備			
Share capital	股本	12	5,856	5,080
Reserves	儲備		22,758	8,417
TOTAL EQUITY	權益總額		28,614	13,497

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 31 DECEMBER 2023

截至二零二三年十二月三十一日止六個月

		Attributable to owners of the Company 本公司擁有人應佔					
		Share capital	Share premium	Statutory reserve	Exchange fluctuation reserve	Retained earnings	Total
		股本	股份溢價	法定儲備	匯兌波動儲備	保留盈利	總計
		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
At 30 June 2022 and 1 July 2022 (audited)	於二零二二年六月三十日及二零二二年七月一日(經審核)	4,880	60,902	1,806	(2,756)	(12,080)	52,752
Loss for the period (unaudited)	期內虧損(未經審核)	-	-	-	-	(14,201)	(14,201)
Other comprehensive (expense)/income for the period (unaudited)	期內其他全面(開支)/收益(未經審核)	-	-	-	730	-	730
Total comprehensive (expense)/income for the period (unaudited)	期內全面(開支)/收益總額(未經審核)	-	-	-	730	(14,201)	(13,471)
Issue of shares	發行股份	-	-	-	-	-	-
At 31 December 2022 (unaudited)	於二零二二年十二月三十一日(未經審核)	4,880	60,902	1,806	(2,026)	(26,281)	39,281
At 30 June 2023 and 1 July 2023 (audited)	於二零二三年六月三十日及二零二三年七月一日(經審核)	5,080	63,702	1,806	(15,020)	(42,071)	13,497
Loss for the period (unaudited)	期內虧損(未經審核)	-	-	-	-	1,828	1,828
Other comprehensive (expense)/income for the period (unaudited)	期內其他全面(開支)/收益(未經審核)	-	-	-	3,977	-	3,977
Total comprehensive (expense)/income for the period (unaudited)	期內全面(開支)/收益總額(未經審核)	-	-	-	3,977	1,828	5,805
Issue of shares	發行股份	776	8,536	-	-	-	9,312
At 31 December 2023 (unaudited)	於二零二三年十二月三十一日(未經審核)	5,856	72,238	1,806	(11,043)	(40,243)	28,614

Note:

Statutory reserve

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve which is restricted as to use. When the balance of such reserve reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve must be maintained at a minimum 25% of capital after such usage.

附註：

法定儲備

根據中華人民共和國(「中國」)的相關商業企業法律及法規，於中國註冊之實體之部分溢利已轉撥至有限定用途之法定儲備。當該等儲備結餘達該實體資本之50%時，可選擇是否作出任何進一步劃撥。法定儲備在獲得相關部門批准後方可動用，以抵銷過往年度之虧損或增資。然而，運用法定儲備後之結餘最低須維持在資本之25%。

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW 未經審核簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2023
截至二零二三年十二月三十一日止六個月

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Net cash (used in)/generated from operating activities	經營活動(所用)/產生之現金淨額	(7,526)	(15,392)
Net cash used in investing activities	投資活動所用之現金淨額	10	—
Net cash generated from financing activities	融資活動產生之現金淨額	9,436	—
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	1,920	(15,392)
Effect on foreign exchange rate changes, net	對外幣匯率變動之淨影響	457	(789)
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	4,724	19,917
Cash and cash equivalents at end of the period — represented by bank balances and cash equivalents	期終之現金及現金等價物 — 以銀行結餘及現金等價物列示	7,101	3,736

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of the registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is Room 702 A&B, 7/F, Harbour Crystal Centre, 100 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company is an investment holding company. The principal activities of its subsidiaries are mainly provision of internet advertising agency services and digitalization empowerment platform business.

The interim condensed consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("**HKAS**") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") as well as the applicable disclosure requirements of the GEM Listing Rules.

1. 一般資料

本公司於開曼群島註冊成立為有限公司。本公司註冊辦事處之地址為 Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司之主要營業地點地址為香港九龍尖沙咀加連威老道100號港晶中心7樓702A及B室。本公司股份於香港聯合交易所有限公司(「**聯交所**」)GEM上市。

本公司為投資控股公司。其附屬公司之主要業務主要為提供互聯網廣告代理服務及數字化產業賦能平台業務。

中期簡明綜合財務報表以港元(「**港元**」)呈列，港元亦為本公司之功能貨幣。

2. 編製財務報表的基準

簡明綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港會計準則(「**香港會計準則**」)第34號「中期財務報告」以及GEM上市規則適用的披露規定編製。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (Continued)

Going concern assessment

In preparing the interim condensed consolidated financial statements, the directors of the Company have considered the future liquidity of the Group in view of its recurring losses incurred. The Group incurred a net gain of approximately HK\$1,828,000 for the year ended 31 December 2023 and had borrowings and loans from shareholders and directors, a shareholder and a director due within one year of approximately HK\$31,289,000, HK\$17,656,000, HK\$162,000 and HK\$5,167,000 respectively, as at that date. Notwithstanding the above results, the interim condensed consolidated financial statements have been prepared on a going concern basis, the validity of the going concern basis is dependent upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

Also, the directors of the Company are of the opinion that the Group will be able to finance its future financing requirements and working capital based on the following considerations:

- the directors of the Company have carried out a detail review of the working capital forecast of the Group for not less than twelve months from the year end date, which took into account the projected future working capital of the Group;

2. 編製財務報表的基準(續)

持續經營評估

在編製中期簡明綜合財務報表時，本公司董事已基於本集團產生的經常性虧損考慮其未來流動資金。於截至二零二三年十二月三十一日止年度，本集團產生淨收益約1,828,000港元及於該日有於一年內到期的來自股東及董事、來自一名股東及董事借貸及貸款分別約為31,289,000港元、17,656,000港元、162,000港元及5,167,000港元。儘管取得上述業績，中期簡明綜合財務報表已按持續經營基準編製，其有效性取決於本集團未來營運成功與否、其能否產生足夠現金流量以履行其到期責任以及其能否再融資或重組其借貸，以便本集團能夠滿足其未來營運資金及融資需求。

此外，基於以下考慮因素，本公司董事認為本集團將能夠撥付其未來融資需求及營運資金：

- 本公司董事已詳細審閱本集團由年結日起計起不少於十二個月的營運資金預測，其中計及本集團預計的未來營運資金；

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (Continued)

Going concern assessment (Continued)

- to obtain additional funds by equity financing and long-term debt financing to finance the Group's working capital and the repayment of existing debts when they fall due;
- to negotiate with the lenders of the other borrowings and creditors for the extension of repayments of those borrowings and trade and other payables to a date when the Group has adequate working capital to serve the repayments;
- to formulate and closely monitor business strategy for the Group to generate cash flows from its existing and new business operations;
- the shareholders and directors, a shareholder and a director of the Company has agreed not call for any repayment of loans amounting approximately HK\$31,289,000, HK\$17,656,000 and HK\$162,000, until the Group is in a financial position to do so.

In view of the above, the directors of the Company are of the opinion that there will be sufficient financial resources available to the Group to enable it to meet its liabilities as and when they fall due and to continue as a going concern. Accordingly, the directors of the Company have prepared the interim condensed consolidated financial statements on a going concern basis.

2. 編製財務報表的基準(續)

持續經營評估(續)

- 透過股本融資及長期債務融資取得額外資金，以為本集團的營運資金及於到期時償還現有債務提供資金；
- 就延長償還該等借貸以及貿易及其他應付款項至本集團有足夠營運資金應付還款的日期，與其他借貸的貸款人及債權人磋商；
- 制定及密切監察本集團的業務策略，以自現有及新業務營運產生現金流量；
- 本公司股東及董事、一名股東及一名董事已同意不要求償還金額分別約為31,289,000港元、17,656,000港元及162,000港元之貸款，直至本集團之財務狀況容許為止。

鑑於上文所述，本公司董事認為，本集團將擁有足夠財務資源以便其能夠履行其到期責任並按持續經營基準繼續營運。因此，本公司董事已按持續經營基準編製中期簡明綜合財務報表。

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未經審核簡明綜合財務報表附註

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (Continued)

Going concern assessment (Continued)

Notwithstanding the above, significant uncertainties exist as to whether the directors of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows in the near future.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in these interim condensed consolidated financial statements.

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis. Other than additional/change in accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 31 December 2023 are the same as those presented in the Group's annual consolidated financial statements for the year ended 30 June 2023.

2. 編製財務報表的基準

持續經營評估(續)

儘管如此，本公司董事能否實現其上述計劃及措施仍存在重大不確定因素。本集團能否按持續經營基準繼續營運將取決於本集團能否在不久的將來產生充足融資及經營現金流量。

如果本集團無法按持續經營基準繼續營運，本集團須作出調整以將資產的價值撇減至其可收回金額，以就可能產生的進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於該等中期簡明綜合財務報表內反映。

3. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製。除應用香港財務報告準則(「香港財務報告準則」)修訂本所導致的會計政策新增／變動外，截至二零二三年十二月三十一日止六個月的簡明綜合財務報表所用的會計政策及計算方法與本集團截至二零二三年六月三十日止年度的年度綜合財務報表所呈列者一致。

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未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Amendments to HKFRSs that are mandatorily effective for the current period

In the current period, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 cycle
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹

3. 主要會計政策(續)

於本期間強制生效之經修訂香港財務報告準則

於本期間，本集團已首次應用香港會計師公會(「香港會計師公會」)頒佈並於二零二三年一月一日或之後開始之本集團年度期間強制生效之以下經修訂香港財務報告準則，以編製綜合財務報表：

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月的香港財務報告準則第17號(修訂本))	保險合約
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)	與單一交易產生的資產及負債相關的遞延稅項 ¹
香港會計準則第12號(修訂本)	國際稅務改革 — 支柱二範本規則 ¹
香港財務報告準則(修訂本)	二零一八年至二零二零年香港財務報告準則之年度改進
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)	會計政策披露 ¹

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet 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 and the related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangement ²
Amendments to HKAS 21	Lack of Exchangeability ³

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 Effective for annual period beginning on or after 1 January 2025.

The directors of the Company anticipate that the application of these new and amendments to HKFRSs, which are not yet effective, will have no material impact on the consolidated financial statements in the foreseeable future.

3. 主要會計政策(續)

已頒佈但尚未生效的經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間資產出售或投入 ¹
香港財務報告準則第16號(修訂本)	售後回租的租賃負債 ²
香港會計準則第1號(修訂本)	將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)的有關修訂 ²
香港會計準則第1號(修訂本)	附帶契諾的非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排 ²
香港會計準則第21號(修訂本)	缺乏可交換性 ³

¹ 於待定日期或之後開始的年度期間生效。

² 於二零二四年一月一日或之後開始的年度期間生效。

³ 於二零二五年一月一日或之後開始的年度期間生效。

本公司董事預計應用該等尚未生效之新訂及經修訂香港財務報告準則於可預見的未來將不會對綜合財務報表產生重大影響。

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未經審核簡明綜合財務報表附註

4. REVENUE AND SEGMENT INFORMATION

The Group's reportable segments are as follows:

Internet advertising agency services — provision of internet advertising agency services which included promotion of online game and etc.

Digitalization empowerment platform business* — operation of vending machine and product sales

* The name of this segment was "Digital assets business" prior to 2023. During the year, the name was changed as the Group considered it represents the business nature of this segment and its recent development more specifically.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

4. 收入及分部資料

本集團的可呈報分部如下：

互聯網廣告代理服務 — 提供互聯網廣告代理服務(包括推廣線上遊戲等)

數字化產業賦能平台業務* — 自動販賣機營運及產品銷售

* 於二零二三年之前，此分部稱為「數字資產業務」。年內，由於本集團認為新名稱更切合此分部的業務性質及近期發展，故進行更名。

本集團之可呈報分部為提供不同產品及服務的策略性業務單位。因各業務需要不同的技術及營銷策略，故其分開進行管理。

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未經審核簡明綜合財務報表附註

4. REVENUE AND SEGMENT INFORMATION (Continued)

Disaggregation of revenue from contracts with customers by major products or service line for the year is as follows:

4. 收入及分部資料(續)

年內，按主要產品或服務劃分之客戶合約收入分拆如下：

		For the six months ended 31 December 截至十二月三十一日 止六個月	
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元
Internet advertising agency services	互聯網廣告代理服務	98,805	5,122
Digitalization empowerment platform business	數字化產業賦能平台業務	198	1,772
		99,003	6,894

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4. REVENUE AND SEGMENT INFORMATION (Continued)

Disaggregation of revenue from contracts with customers by timing of recognition for the year is as follows:

4. 收入及分部資料(續)

年內，按確認時間劃分之客戶合約收入分拆如下：

		For the six months ended 31 December 截至十二月三十一日 止六個月	
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元
Over time	隨時間	99,003	6,894
		99,003	6,894

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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5. OTHER INCOME, GAINS AND LOSSES, NET 5. 其他收入、收益及虧損淨額

		For the six months ended 31 December 截至十二月三十一日 止六個月	
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元
Interest income on bank deposits	銀行存款之利息收入	36	73
Reversal of impairment recognised on trade and other receivables, net	已確認貿易及其他應收款項減值轉回	27,901	-
Gain on disposal of assets classified as held-for-sale	出售分類為持作出售之資產的收益	1,871	-
Sundry income	雜項收入	-	(15)
Exchange gains, net	匯兌收益淨額	38	51
		29,846	109

6. FINANCE COSTS 6. 財務成本

		For the six months ended 31 December 截至十二月三十一日 止六個月	
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元
Interest on other borrowings	其他借貸利息	-	38
		-	38

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

7. INCOME TAX (CREDIT)/EXPENSE

7. 所得稅(抵免)/開支

		For the six months ended 31 December 截至十二月三十一日 止六個月	
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元
Hong Kong profits tax — Current taxation	香港利得稅 — 即期稅項	171	—
		171	—

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI for both years.

Under the two-tiered Hong Kong profits tax regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25% with effect from the year assessment 2018/2019. Profits above HK\$2 million will continue to be subject to the tax rate of 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5%.

PRC enterprise income tax (“EIT”) has been provided at a rate of 25% (2022: 25%). No provision for PRC EIT has been made in the consolidated financial statements as the Group has no profit for both years presented that are assessable to PRC EIT.

Taxation for other jurisdictions are calculated at the applicable rates prevailing at where the group entities operate.

根據開曼群島及英屬處女群島的規則及規例，本集團毋須就兩個年度繳納開曼群島及英屬處女群島任何所得稅。

根據香港利得稅兩級制，由二零一八年／二零一九年課稅年度開始，合資格公司首2,000,000港元應課稅溢利之稅率為8.25%，而超過2,000,000港元之溢利將仍按16.5%之稅率繳稅。不符合利得稅兩級制資格之集團實體的溢利將繼續按16.5%之稅率課稅。

中國企業所得稅(「企業所得稅」)按25%(二零二二年：25%)之稅率計提撥備。由於本集團於兩個年度均無呈列應按中國企業所得稅課稅之溢利，因此並無於綜合財務報表內計提中國企業所得稅撥備。

其他司法權區的稅項按集團實體經營所在地區的現行適用稅率計算。

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8. DIVIDENDS

The Board does not recommend the payment of a dividend for the six months ended 31 December 2023 (2022: nil).

8. 股息

董事會不建議就截至二零二三年十二月三十一日止六個月派付股息（二零二二年：無）。

9. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per share is based on the following data:

9. 每股盈利／（虧損）

每股基本盈利／（虧損）乃根據下列數據計算：

		For the six months ended 31 December 截至十二月三十一日 止六個月	
		2023 二零二三年 (unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (unaudited) (未經審核) HK\$'000 千港元
Earnings/(loss) for the purpose of basic earnings/(loss) per share	用於計算每股基本盈利／（虧損）之盈利／（虧損）		
Earnings/(loss) for the year attributable to owners of the Company	本公司擁有人應佔年內盈利／（虧損）	1,828	(14,201)
		2023 二零二三年 '000 千股	2022 二零二二年 '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	用於計算每股基本盈利／（虧損）之普通股加權平均數	502,446	484,600

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9. EARNINGS/(LOSS) PER SHARE (Continued)

No diluted loss per share for both of the years ended 31 December 2023 and 2022 were presented as there were no potential ordinary shares in issue for both of the years.

9. 每股盈利／(虧損)(續)

由於本公司於截至二零二三年及二零二二年十二月三十一日止兩個年度並無任何已發行潛在普通股，故於兩個年度並無呈列每股攤薄虧損。

10. TRADE RECEIVABLES

10. 貿易應收款項

		31 December 2023 二零二三年 十二月 三十一日 (unaudited) (未經審核) HK\$'000 千港元	30 June 2023 二零二三年 六月 三十日 (audited) (經審核) HK\$'000 千港元
Trade receivables	貿易應收款項	66,228	58,238
Less: Allowance for impairment loss	減：減值虧損撥備	(7,701)	(22,879)
		58,527	35,359

The Group's trading terms with other customers are mainly on credit. The Group generally allows an average credit period from not more than 60 days for its internet advertising agency business customers. The Group does not hold any collateral over these balances.

Before accepting any new customer, the management assesses the potential customer's credit quality and defines credit limits by customer.

本集團與其他客戶之貿易條款以信貸為主。本集團一般給予其互聯網廣告代理業務客戶不超過60天的平均信貸期。本集團並無就該等結餘持有任何抵押品。

於接納任何新客戶之前，管理層會評估潛在客戶之信貸質素，並按客戶界定信貸額度。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

10. TRADE RECEIVABLES (Continued)

The ageing analysis of trade receivables (net of allowances), based on dates on which revenue was recognised, and net of allowance, is as follows:

10. 貿易應收款項(續)

按收入確認日期的貿易應收款項(扣除撥備)之賬齡分析如下：

		31 December 2023 二零二三年 十二月 三十一日 (unaudited) (未經審核) HK\$'000 千港元	30 June 2023 二零二三年 六月 三十日 (audited) (經審核) HK\$'000 千港元
Within 30 days	30 天以內	3,639	7,382
31 to 60 days	31 至 60 天	5,283	–
61 to 90 days	61 至 90 天	7,646	2,397
91 to 180 days	91 至 180 天	41,959	25,580
		58,527	35,359

As at 31 December 2023, allowances were made for estimated irrecoverable trade receivables of approximately HK\$7,701,000 (30 June 2023: HK\$22,879,000).

於二零二三年十二月三十一日，就估計不可收回的貿易應收款項作出撥備約7,701,000港元(二零二三年六月三十日：22,879,000港元)。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

11. TRADE AND BILLS PAYABLES

11. 貿易應付款項及應付票據

	31 December 2023 二零二三年 十二月 三十一日 (unaudited) (未經審核) HK\$'000 千港元	30 June 2023 二零二三年 六月 三十日 (audited) (經審核) HK\$'000 千港元
Trade and bills payables	12,695	44,899

The ageing analysis of trade and bills payables, based on invoice date, is as follows:

按發票日期的貿易應付款項及應付票據之賬齡分析如下：

	31 December 2023 二零二三年 十二月 三十一日 (unaudited) (未經審核) HK\$'000 千港元	30 June 2023 二零二三年 六月 三十日 (audited) (經審核) HK\$'000 千港元
0–30 days	1,845	11,624
31–60 days	156	–
61–90 days	–	–
91–180 days	1,936	25,882
Over 180 days	8,758	7,393
	12,695	44,899

The normal average credit period for purchase goods ranged from 0 to 90 days and certain suppliers grant longer credit period on a case-by-case basis.

採購貨品的正常平均信貸期介乎0至90天，而若干供應商根據具體情況授予較長信貸期。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

12. SHARE CAPITAL

12. 股本

		31 December 2023 二零二三年 十二月 三十一日 (unaudited) (未經審核) HK\$'000 千港元	30 June 2023 二零二三年 六月 三十日 (audited) (經審核) HK\$'000 千港元
Authorised:	法定：		
4,000,000,000 ordinary shares of HK\$0.01 each	4,000,000,000 股每股面值0.01港元的普通股	40,000	40,000
Issued and fully paid:	已發行及繳足：		
At beginning of the year	於年初	5,080	4,880
Issue of ordinary shares under share subscription	根據股份認購發行普通股	776	200
At end of 2023	於二零二三年末	5,856	5,080

On 15 November 2023, the Company entered into subscription agreements with two independent third parties under which the Company has agreed to allot and issue 56,750,000 new shares and 20,850,000 new shares at the subscription price HK\$0.12. Completion of the shares subscription took place on 29 December 2023 which gave rise to proceeds of HK\$9,312,000 (before expense) on the issue of 77,600,000 new shares of the Company.

於二零二三年十一月十五日，本公司與兩名獨立第三方訂立認購協議，據此，本公司已同意按認購價每股0.12港元配發及發行56,750,000股新股份及20,850,000股新股份。股份認購已於二零二三年十二月二十九日完成，發行77,600,000股本公司新股份產生所得款項9,312,000港元（未扣除開支）。

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INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 31 December 2023 (2022: HK\$Nil).

INTRODUCTION

The Group is an integrated group, which was principally engaged in internet advertising agency services, the build-up and operation of a digitalization empowerment platform during the period.

BUSINESS REVIEW

The Group and its subsidiaries are principally engaged in internet advertising agency services and the build-up and operation of a digitalization empowerment platform, including the provision of game promotion, big data support, integrated marketing solutions, local language support and other services for its customers. In March 2022, in response to the government policies in Mainland China, the Group made timely investment in the research and development and build-up of a digitalization empowerment platform, and upgraded the internet advertising empowerment system to provide government and enterprises with various services such as personalized advertising, creation and management of product sales channels, and customer loyalty enhancement.

中期股息

董事會並不建議就截至二零二三年十二月三十一日止六個月派付任何中期股息（二零二二年：零港元）。

簡介

本集團為一間綜合集團，於期內主要從事互聯網廣告代理服務、數字化產業賦能平台的建設與運營。

業務回顧

本集團及附屬公司主要從事互聯網廣告代理服務及數字化產業賦能平台的建設與運營。包括為客戶提供遊戲推廣、大數據支援、整合營銷方案、當地語系化支持等服務。二零二二年三月，為回應中國大陸政府政策，集團適時投入數字化產業賦能平台的研發與建設，升級互聯網廣告賦能系統，為政府和企業提供個性化廣告賦能、產品銷售渠道建設與管理、增強客戶黏性等服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Internet Advertising Agency Services

Million Stars Internet Media Limited (“MSIM”), a wholly-owned subsidiary of the Group, develops the overseas internet advertising market. Through global mainstream online platforms, including Facebook and Google, MSIM provides customers with access to global advertising, including the provision of game promotion, big data support, integrated marketing solutions, local language support and account stabilisation services for its customers. Seizing the opportunity of the rapid development of the Internet, the Group will continue to adjust the investments in the internet advertising business and seek to tap on revenue streams of the Internet.

By the end of December 2023, internet advertising agency business achieved operating income of approximately HK\$98.80 million.

Digitalization Empowerment Platform

Following the rollout of the overseas internet advertising agency services, the Group timely launched the digitalization empowerment system to tap the advertising market in Mainland China. The system incorporates online and offline functions. In particular, “Million Stars Promotion Machine” (萬星促銷機), an intelligent advertising device that comes with a product vending function, was a major breakthrough.

“Million Stars Promotion Machine” can be installed indoors or outdoors, and is connected to various payment systems for customers’ convenience to pay on mobile phones. The product has been well received by the market since launch.

互聯網廣告代理服務

本集團全資附屬公司萬星網絡傳媒有限公司(「萬星網絡」)發展海外互聯網廣告市場，萬星網絡通過全球主流網絡平台Facebook、Google等為其客戶提供覆蓋全球的廣告投放服務，包括為其客戶提供遊戲推廣、大數據支援、整合營銷方案、當地語系化支持、穩定賬號等服務。本集團繼續抓住互聯網飛速發展的機會，調整對互聯網廣告業務的投資力度，努力拓展互聯網收入來源。

截至二零二三年十二月底，互聯網廣告代理業務實現營業收入約98.80百萬港元。

數字化產業賦能平台

在海外互聯網廣告代理業務基礎上，本集團為拓展中國大陸廣告市場，適時推出數字化產業賦能系統，該系統包括線上和線下功能，其中自帶產品銷售功能的智能廣告設備「萬星促銷機」為一重大突破。

「萬星促銷機」可裝置於室內或室外，並對接了各種支付系統，方便顧客以手機支付，產品自推出後深受市場歡迎。

MANAGEMENT DISCUSSION AND ANALYSIS

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Junjing Business Management (Zhejiang) Co., Ltd.* (雋景商業管理(浙江)有限公司), a wholly-owned subsidiary of the Group, has established cooperation with a number of strong organizations for “Million Stars Promotion Machine”. In June 2023, the digitalization empowerment platform started launching a new generation of “Million Stars Promotion Machine”, which integrates cashier, sales and inventory, marketing management, and push advertising, which can be widely applied to all kinds of merchandising stores with promising outlook.

OUTLOOK

With the rapid recovery of the Chinese economy, the Group’s internet advertising and digitalization empowerment platform businesses will continue to develop steadily. The Group and its wholly-owned subsidiaries are also committed to product development and business expansion, consolidating existing businesses and seeking new opportunities. In June 2023, the Group successfully launched the new generation of “Million Stars Promotion Machine” with built-in cashier and targeted marketing functions. It is expected to become a revenue-generating tool for various retail stores, bringing new business growth points for the Group.

集團全資附屬公司雋景商業管理(浙江)有限公司已經與多家實力機構達成萬星促銷機業務合作。二零二三年六月，數字化產業賦能平台開始逐步推出集收銀、進銷存與營銷管理、推送廣告於一體的新一代萬星促銷機。該促銷機可廣泛應用於各類商品銷售門店，市場前景廣闊。

展望

隨著中國經濟快速復甦，本集團互聯網廣告和數字化產業賦能平台的業務將繼續穩步發展。集團及全資附屬公司亦致力產品研發與業務拓展，鞏固老業務、尋找新商機。二零二三年六月，本集團成功推出新一代自帶收銀功能及精準化營銷功能的萬星促銷機，有望成為各類零售門店的增收利器，將為本集團帶來新的業務增長點。

* For identification only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

The Group's revenue principally represents income derived from the provision of internet advertising agency services and digitalization empowerment platform business.

The Group has recorded a revenue of approximately HK\$99 million for the six months ended 31 December 2023, representing an increase of approximately 13.3 times as compared with about HK\$6.9 million for the six months ended 31 December 2022.

Cost of Sales and Gross Loss

Cost of sales mainly represents costs incurred for provision of internet advertising agency services and digitalization empowerment platform business.

The Group's cost of sales amounted to approximately HK\$123.9 million for the six months ended 31 December 2023. Cost of sales increased by approximately 16.4 times as compared with the cost of sales of HK\$7.1 million for the six months ended 31 December 2022.

Gross loss margin of approximately 25.2% for the six months ended 31 December 2023 increased by 22.8% comparing to the gross loss margin of approximately 2.4% for the six months ended 31 December 2022, mainly due to the Group's initial investment in mobile game business in the internet advertising agency business and operating costs of mobile game business.

Other Income, Gains and Losses, Net

Other income, gains and losses, net, mainly represents sundry income or (losses) incidental to our business, principally including interest income, reversal of impairment loss recognised on trade and other receivables, gain on disposal of assets classified as held-for-sale and exchange gains and losses.

財務回顧

收入

本集團的收入主要指提供互聯網廣告代理服務及數字化產業賦能平台業務所產生的收入。

本集團截至二零二三年十二月三十一日止六個月錄得收入約99百萬港元，較截至二零二二年十二月三十一日止六個月約6.9百萬港元上升約13.3倍。

銷售成本及毛損

銷售成本主要指提供互聯網廣告代理服務及數字化產業賦能平台業務產生之成本。

本集團截至二零二三年十二月三十一日止六個月的銷售成本約為123.9百萬港元。銷售成本較截至二零二二年十二月三十一日止六個月的銷售成本7.1百萬港元上升約16.4倍。

截至二零二三年十二月三十一日止六個月的毛損率約為25.2%，較截至二零二二年十二月三十一日止六個月的毛損率約2.4%高22.8%，主要由於集團在互聯網廣告代理業務中投放手游業務初期投放成本及手游營運成本增加所致。

其他收入、收益及虧損淨額

其他收入、收益及虧損淨額主要指與我們業務相關的雜項收入或(虧損)，主要包括利息收入、已確認貿易及其他應收款項減值虧損轉回、出售分類為持作出售之資產的收益及滙兌損溢等。

MANAGEMENT DISCUSSION AND ANALYSIS

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Other income, gains and losses, net, amounted to net gains of approximately HK\$29.8 million for the six months ended 31 December 2023 compared to net gains of approximately HK\$0.1 million for the six months ended 31 December 2022. The increase in other income was mainly due to the reversal of impairment loss recognised on trade and other receivables recognised in the previous year.

Selling and Distribution Expenses

Selling and distribution expenses comprise mainly advertising consulting service fees of the digitalization empowerment platform business. The selling and distribution expenses for the six months ended 31 December 2023 and 2022 were approximately HK\$0.2 million and HK\$0.4 million respectively. The decrease in selling and distribution expenses was mainly due to the decrease in advertising planning and consulting service fees of the digitalization empowerment platform business in the early stage.

Administrative Expenses

Administrative expenses comprise mainly payroll expenses, rent, depreciation, operating expenses and other office administrative expenses. Administrative expenses were approximately HK\$2.7 million for the six months ended 31 December 2023, while amounted to approximately HK\$13.7 million for the six months ended 31 December 2022, representing a decrease of approximately 80%.

The lower administrative expenses for the six months ended 31 December 2023 were recorded mainly due to reduction in depreciation charge, reversal of certain over-provided depreciation and lower staff costs.

截至二零二三年十二月三十一日止六個月，其他收入、收益及虧損淨額為淨收益約29.8百萬港元，而截至二零二二年十二月三十一日止六個月則為淨收益約0.1百萬港元。其他收入增加乃主要由予上年度已確認貿易及其他應收款項減值虧損轉回所致。

銷售及分銷開支

銷售及分銷開支主要包括數字化產業賦能平台業務廣告諮詢服務費。截至二零二三年及二零二二年十二月三十一日止六個月的銷售及分銷開支分別為約0.2百萬港元及0.4百萬港元。銷售及分銷開支減少乃主要由於就數字化產業賦能平台業務前期廣告策劃諮詢服務費減少所致。

行政開支

行政開支主要包括薪金開支、租金、折舊、營運費用以及其他辦公室行政開支。行政開支於截至二零二三年十二月三十一日止六個月約2.7百萬港元，而截至二零二二年十二月三十一日止六個月約13.7百萬港元，跌幅約為80%。

截至二零二三年十二月三十一日止六個月錄得較低行政開支，乃主要由於折舊費減少、部分多計提折舊沖回及精簡人員成本所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance Costs

Finance costs decreased to HK\$Nil during the six months ended 31 December 2023 from HK\$38,000 during the six months ended 31 December 2022, primarily due to the decrease in interest paid to shareholders and directors.

Income Tax Expense

Income tax represents Hong Kong profits tax at 16.5% for the Company's subsidiaries in Hong Kong and PRC Enterprise Income Tax at 25% for the Company's subsidiaries in the PRC.

Profit/Loss for the Year

The Group recorded a profit of approximately HK\$1.8 million and a loss of approximately HK\$14.2 million for the six months ended 31 December 2023 and 2022 respectively.

Financial Position, Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and cash is generally deposited with banks in Hong Kong and Mainland China.

The Group has maintained its funds at a sound and healthy financial resource level during the year under review. As at 31 December 2023, included in net current assets were cash and bank balances totalling approximately HK\$7.1 million (30 June 2023: HK\$30 million, including pledged bank deposits), the decrease in which was mainly attributable to the fact that the pledged bank deposits were used as payments to suppliers.

財務成本

財務成本由截至二零二二年十二月三十一日止六個月的3.8萬港元減少至截至二零二三年十二月三十一日止六個月的零港元，主要由於股東及董事利息減少所致。

所得稅開支

所得稅指本公司香港附屬公司按16.5%稅率繳納的香港利得稅及本公司中國附屬公司按25%稅率繳納的中國企業所得稅。

年內溢利／虧損

本集團截至二零二三年及二零二二年十二月三十一日止六個月分別錄得溢利約1.8百萬港元及虧損約14.2百萬港元。

財務狀況、流動資金及財務資源

本集團採取審慎的現金及財務管理政策。為求更有效控制成本及盡量降低資金成本，本集團的財資活動均為集中管理，而現金一般會存放於香港和中國內地的銀行。

於回顧年度內，本集團的資金維持於穩健的財務資源水平。於二零二三年十二月三十一日，本集團計入流動資產淨值的現金及銀行結餘總額約為7.1百萬港元（二零二三年六月三十日：30百萬港元，包括已抵押銀行存款），有關減少乃主要由於與已抵押銀行存款用於支付供應商款項。

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The Group's outstanding interest-bearing borrowings as at 31 December 2023 amounting to HK\$5.2 million (30 June 2023: HK\$4.7 million) were principally denominated in HKD and RMB and carried at fixed interest rates.

The Group monitored capital using gearing ratio, which is total debt of the Group divided by total equity of the Group.

Total debt to equity ratio of the Group expressed as a percentage of borrowings over the total equity was approximately 18.1% as at 31 December 2023 (30 June 2023: 34.7%).

Financial Management Policies

The Group in its ordinary course of business is exposed to market risks such as currency risk and interest rate risk. The Group's risk management policy aims to minimise the adverse effects of these risks on its financial performance.

Cash is generally deposited with banks in Hong Kong and Mainland China, which is denominated mostly in United States dollars, Hong Kong dollars and Renminbi. Hong Kong dollars are pegged to United States dollars under the current policy of the Government of Hong Kong.

As the Group's trading transactions, monetary assets and liabilities in Mainland China are denominated mainly in Renminbi, and trading transactions, monetary assets and liabilities in Hong Kong and overseas are denominated mainly in Hong Kong dollars (being the Group's operating and reporting currencies) and United States dollars (to which Hong Kong dollars were pegged), the impact of foreign exchange exposure to the Group was minimal and the changes in foreign exchange rates did not have a significant adverse effect on normal operations during the reporting period.

於二零二三年十二月三十一日，本集團的尚未償還利息借貸5.2百萬港元(二零二三年六月三十日：4.7百萬港元)主要以港元及人民幣計值，並以固定利率計息。

本集團採用資本負債比率(按本集團債務總額除以本集團權益總額計算)監控資本。

於二零二三年十二月三十一日，本集團的債務總額對權益比率(按借貸除以權益總額計算)約為18.1%(二零二三年六月三十日：34.7%)。

財務管理政策

本集團於其一般業務過程中面臨貨幣風險及利率風險等市場風險。本集團的風險管理政策旨在將該等風險對其財務表現的不利影響降至最低。

現金一般會存放於香港及中國內地的銀行，並主要以美元、港元及人民幣計值。港元根據香港政府現行的政策與美元掛鈎。

由於本集團中國內地的買賣交易、貨幣資產及負債主要以人民幣計值，香港和海外的買賣交易、貨幣資產及負債主要以港元(本集團的營運及呈報貨幣)及美元(與港元掛鈎)計值，外匯風險對本集團的影響甚微，而外匯匯率變動於報告期間對日常營運並無任何重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

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With the current interest rates staying at relatively low levels, the Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instrument. However, the Group continues to monitor its related interest rate exposure closely.

USE OF PROCEEDS

On 15 November 2023, the Company entered into two subscription agreements (the “**Subscription Agreements**”) with two subscribers (the “**Subscribers**”), pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 77,600,000 shares of the Company at the subscription price of HK\$0.12 per share. The Subscription Agreements have been completed on 29 December 2023 and 77,600,000 shares have been allotted and issued to the Subscribers.

The gross proceeds and net proceeds from the issue of the shares are estimated to be HK\$9,312,000 and approximately HK\$9,112,000 respectively. The Company intends to use the net proceeds for general working capital of the Group and for the future development of the Group’s business. The net price of each share is approximately HK\$0.117.

由於現行利率處於相對較低水平，故本集團並無訂立任何利率對沖合約或任何其他利率相關衍生金融工具。然而，本集團繼續密切監察其所面對的相關利率風險。

所得款項用途

於二零二三年十一月十五日，本公司與兩名認購人（「**認購人**」）訂立兩份認購協議（「**認購協議**」），據此，認購人已有條件同意認購，而本公司已有條件同意配發及發行77,600,000股本公司股份，認購價為每股0.12港元。認購協議已於二零二三年十二月二十九日完成，且77,600,000股股份已配發及發行予認購人。

估計發行股份之所得款項總額及所得款項淨額將分別為9,312,000港元及約9,112,000港元。本公司擬將所得款項淨額用作本集團之一般營運資金及用於本集團業務之未來發展。每股股份之淨價約為0.117港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The table below gives out the details of the use of proceeds: 下表載列所得款項用途詳情：

	Allocation of net proceeds	Amount utilized as at 31 December 2023	Remaining balance of net proceeds as at 31 December 2023
	所得款項淨額分配	於二零二三年十二月三十一日已動用金額	於二零二三年十二月三十一日所得款項淨額結餘
	HK\$' 000	HK\$' 000	HK\$' 000
	千港元	千港元	千港元
Issue of 77,600,000 shares on 29 December 2023			
Future business development, including but not limited to data centre and other potential business development		3,645	2,765
Repayment of borrowings	3,645	3,645	0
General working capital of the Group	1,822	1,438	384

Issue of 77,600,000 shares on 29 December 2023 於二零二三年十二月二十九日發行77,600,000股股份

Future business development, including but not limited to data centre and other potential business development 未來業務發展，包括但不限於數據中心及其他潛在業務發展

Repayment of borrowings 償還借款

General working capital of the Group 本集團之一般營運資金

Charge over Assets of the Group

As at 31 December 2023, there is no pledged bank deposits of the Group to support the Group's banking facilities (30 June 2023: Nil).

Capital Commitments

As at 31 December 2023, the Group did not have any significant capital commitment (30 June 2023: Nil).

本集團的資產質押

於二零二三年十二月三十一日，本集團概無已抵押銀行存款擔保本集團之銀行融資（二零二三年六月三十日：零）。

資本承擔

於二零二三年十二月三十一日，本集團並無任何重大資本承擔（二零二三年六月三十日：零）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Contingent Liabilities

As at 31 December 2023, the Group did not have any significant contingent liability (30 June 2023: Nil).

Risk Management and Uncertainties

The Board believes that risk management is essential to the Group's efficient and effective operation. The Group's management assists the Board in periodic evaluation of principal risks exposed to the Group and estimation made for the uncertainties; and participates in formulating appropriate risk management and internal control measures for the purpose of on-going monitoring of such risks and assessing the appropriateness of such estimations.

MATERIAL ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2023, the Group did not have any material acquisition or disposal.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, there is no significant event that took place subsequent to 31 December 2023.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group had a workforce of 22 employees (30 June 2023: 22). Total staff costs for the six months ended 31 December 2023 were approximately HK\$1.6 million, representing a decrease of approximately HK\$2 million as compared to total staff costs of HK\$3.6 million for the six months ended 31 December 2022.

或然負債

於二零二三年十二月三十一日，本集團並無任何重大或然負債(二零二三年六月三十日：無)。

風險管理及不確定因素

董事會認為，風險管理對於本集團有效運營而言屬必要。本集團管理層協助董事會定期評估本集團所面臨的主要風險，並就不確定因素作出估計；參與制定適當風險管理及內部監控措施，以持續監控有關風險及評估有關估計的適當性。

重大收購及出售事項

於截至二零二三年十二月三十一日止年度，本集團並無任何重大收購或出售事項。

報告期後事項

除本報告所披露者外，於二零二三年十二月三十一日後並無發生任何重大事項。

僱員及薪酬政策

於二零二三年十二月三十一日，本集團有22名(二零二三年六月三十日：22名)僱員。截至二零二三年十二月三十一日止六個月之總員工成本約為1.6百萬港元，較截至二零二二年十二月三十一日止六個月之總員工成本3.6百萬港元減少2百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The emolument policy of the employees of the Group is formulated by the Remuneration Committee (as defined below) with reference to the duties, responsibilities, experience and competence of individual employees. The same policy also applies to the Directors. In addition to salaries and discretionary bonuses relating to the performance of the Group, employee benefits included pension scheme contributions. The emoluments of the Directors are reviewed annually by the remuneration committee of the Company (“**Remuneration Committee**”).

As incentives and rewards for their contributions to the Group, the employees of the Group and all the Directors (including the independent non-executive Directors) may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company adopted on 28 January 2015.

The Group provides various training to its employees to enhance their technical skills and knowledge relevant to the employees’ responsibilities. The Group also provides its employees with quality control standards and work safety standards training to enhance their safety awareness.

The employees in Hong Kong are enrolled in the Mandatory Provident Fund under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Monthly contributions are made by the Group which are 5% of the monthly income of the employees as stipulated under the relevant requirements (if applicable), with the maximum contributions of HK\$1,500 monthly.

本集團之僱員薪酬政策乃由薪酬委員會(定義見下文)參考僱員的責任、職責、經驗及能力制定。相同政策亦適用於董事。除薪金及有關本集團表現之酌情花紅外，僱員福利亦包括退休金計劃供款。董事酬金由本公司薪酬委員會(「**薪酬委員會**」)每年審閱。

本集團僱員及全體董事(包括獨立非執行董事)亦可獲授本公司根據於二零一五年一月二十八日採納之本公司購股權計劃不時授出之購股權，作為對彼等為本集團作出貢獻之鼓勵及獎勵。

本集團為其僱員提供各種培訓，以提高彼等的技術技能及僱員責任相關的知識。本集團亦為其僱員提供質素監控標準及工作安全標準方面的培訓以提高彼等的安全意識。

香港僱員根據香港強制性公積金計劃條例加入強制性公積金。本集團按月作出供款，供款額為根據相關規定(如適用)所訂明之僱員月收入之5%，每月最高供款額為1,500港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Pursuant to the regulations of the relevant authorities in the PRC, the employees in PRC shall be enrolled in the respective government retirement benefit schemes (the “**Schemes**”) whereby the Group is required to contribute to the Schemes to fund the retirement benefits of the eligible employees. Contributions made to the Schemes are calculated based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC. The relevant authorities of the PRC are responsible for the entire pension obligations payable to the retired employees. The only obligation of the Group with respect to the Schemes is to pay the ongoing required contributions under the Schemes.

根據中國有關當局規例，中國僱員須加入有關政府退休福利計劃（「計劃」），而本集團須向計劃作出供款，以支付合資格僱員之退休福利。向計劃作出之供款乃根據中國之規定所訂明之適用薪金成本之若干百分比計算。中國有關當局對應付退休僱員的全部退休金責任負責。本集團有關計劃之唯一責任乃持續支付計劃的規定供款。

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DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of the Directors and chief executive 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 (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

Interests in Shares of the Company

董事及主要行政人員於股份、相關股份及債券中的權益及淡倉

於二零二三年十二月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例的該等條文被當作或視作擁有的權益或淡倉），或登記於本公司根據證券及期貨條例第352條須予存置之登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

於本公司股份的權益

Name of Director	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company as at 31 December 2023
董事姓名	身份	於股份之權益	估本公司於二零二三年十二月三十一日之已發行股本的概約百分比
Mr. Gan Xiaohua 甘曉華先生	Beneficial owner 實益擁有人	8,005,000 (L)	1.37%

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Notes:

As at 31 December 2023, the Company had 585,600,000 Shares in issue.

Abbreviation: "L" stands for long position.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31 December 2023, so far as is known to the Directors of the Company, persons (other than the Directors or chief executive of the Company) who had 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 recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

附註：

於二零二三年十二月三十一日，本公司有585,600,000股已發行股份。

縮寫：「L」為好倉。

主要股東及其他人士的權益及淡倉

於二零二三年十二月三十一日，就本公司董事所知，除本公司董事或主要行政人員外，下列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分部之條文須向本公司及聯交所披露或登記於本公司根據證券及期貨條例第336條須予存置之登記冊內的權益或淡倉：

Name of Shareholders	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company as at 31 December 2023	Note
股東名稱	身份	於股份之權益	佔本公司於二零二三年十二月三十一日之已發行股本的概約百分比	附註
ZHU Yongjun 朱勇軍	Beneficial owner 實益擁有人	38,398,786 (L)	6.56%	
7Road Holdings Limited 第七大道控股有限公司	Beneficial owner 實益擁有人	54,000,000 (L)	9.22%	

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Name of Shareholders	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company as at 31 December 2023 佔本公司於二零二三年十二月三十一日之已發行股本的概約百分比	Note
股東名稱	身份	於股份之權益	概約百分比	附註
Xie Ming 謝明	Beneficial owner 實益擁有人	56,750,000 (L)	9.69%	
United Conquer Limited ("UCL")	Beneficial owner 實益擁有人	22,497,169 (L)	3.84%	2
Shanghai Hutong Investments Centre (Limited Partnership)* ("SHIC")	Beneficial owner 實益擁有人	50,000,000 (L)	8.54%	2
上海胡桐投資中心(有限合夥) (「上海胡桐」)	Interest of controlled corporation 受控法團權益	22,497,169 (L)	3.84%	2
BOC-HFT-BOC-Overseas No.1 QDII Segregated Account ("BOC Account")	Investment manager	50,000,000 (L)	8.54%	3
海富通—中國銀行海外1號QDII 資產管理計劃(「中銀管理計劃」)	投資經理			
Shanghai Angell Asset Management Company Limited* ("Shanghai Angell")	Interest of controlled corporation	72,497,169 (L)	12.38%	4
上海昂巨資產管理有限公司 (「上海昂巨」)	受控法團權益			
Jilin Province Investment Group Company Limited *	Interest of controlled corporation	72,497,169 (L)	12.38%	5
吉林省投資集團有限公司	受控法團權益			
Yao Ligang 姚立剛	Interest of controlled corporation 受控法團權益	72,497,169 (L)	12.38%	6

* For identification only

* 僅供識別

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Name of Shareholders	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company as at 31 December 2023 佔本公司於二零二三年十二月三十一日之已發行股本的概約百分比	Note
股東名稱	身份	於股份之權益	概約百分比	附註
Wang Fei 王菲	Beneficial owner 實益擁有人	40,000,000 (L)	6.83%	
Jia Heng Tai Feng Co., Limited 嘉恒泰豐有限公司	Beneficial owner 實益擁有人	52,000,000 (L)	8.88%	
Wu Zhongyi 鄒中一	Interest of controlled corporation 受控法團權益	52,000,000 (L)	8.88%	7

Notes:

- As at 31 December 2023, the Company had 585,600,000 Shares in issue.
- SHIC's deemed shareholdings stated above were held by virtue of its 100% shareholding interests in UCL.
- BOC Account's deemed shareholdings stated above were held as a trustee of a discretionary trust of which SHIC was the founder.

附註：

- 於二零二三年十二月三十一日，本公司有585,600,000股已發行股份。
- 上述上海胡桐之視為股權乃透過其於UCL之100%股權持有。
- 上述中銀管理計劃之視為股權乃持作全權信託受託人，而上海胡桐為該全權信託創始人。

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| <p>4. Shanghai Angell's deemed shareholdings stated above were held by virtue of its 1.25% capital commitment in SHIC's contribution through general partnership.</p> <p>5. Jilin Province Investment Group's deemed shareholdings stated above were held by virtue of its 37.03% capital commitment in SHIC's contribution through limited partnership.</p> <p>6. Yao Ligang's deemed shareholdings stated above were held by virtue of its 43.20% capital commitment in SHIC's contribution through limited partnership.</p> <p>7. Mr. Wu Zhongyi provided an interest in the Shares as security to a person other than a qualified lender on 13 May 2022.</p> | <p>4. 上述上海昂巨之視為股權乃根據其透過普通合夥關係於上海胡桐供款之1.25%資本承擔持有。</p> <p>5. 上述吉林省投資集團之視為股權乃根據其透過有限合夥關係於上海胡桐供款之37.03%資本承擔持有。</p> <p>6. 上述姚立剛之視為股權乃根據其透過有限合夥關係於上海胡桐供款之43.20%資本承擔持有。</p> <p>7. 鄭中一先生於二零二二年五月十三日向合資格貸款人以外的人士提供股份權益作為抵押品。</p> |
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Abbreviation: "L" stands for long position

縮寫：「L」為好倉

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

During the six months ended 31 December 2023, the Directors are not aware of any business or interest of the Directors or the controlling shareholders of the Company that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

董事及控股股東於競爭業務之權益

於截至二零二三年十二月三十一日止六個月，董事並不知悉董事或本公司控股股東擁有任何與本集團業務構成競爭或可能構成競爭之業務或於其中擁有任何權益，亦不知悉任何有關人士與本集團存在或可能存在任何其他利益衝突。

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

During the six months ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於截至二零二三年十二月三十一日止六個月概無購買、出售或贖回本公司之任何上市證券。

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MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions and dealing (the “**Code of Conduct**”) by Directors on terms no less exacting than the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Model Code**”). The Company has made specific enquiry of all Directors as to whether they have complied with the required standard set out in the Model Code and the Code of Conduct during the six months ended 31 December 2023.

All the Directors (except Mr. Zhu Yongjun) have confirmed that they have complied with the required standards set out in the Model Code and the Code of Conduct throughout the six months ended 31 December 2023.

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 28 January, 2015 by shareholders' written resolution (the “**Scheme**”).

For the six months ended 31 December 2023, no options or securities had been granted, exercised, cancelled or lapsed under the Share Option Scheme. As at 1 July 2023 and 30 June 2023, there was no outstanding option under the Share Option Scheme.

進行證券交易之標準守則

本公司已就董事進行證券交易及買賣採納一套行為守則(「行為守則」)，其條款不遜於GEM上市規則第5.48條至第5.67條所載規定標準(「標準守則」)。截至二零二三年十二月三十一日止六個月，本公司已向全體董事就彼等是否已遵守標準守則及行為守則所載規定標準作出具體查詢。

全體董事(除朱勇軍先生外)已確認，彼等於截至二零二三年十二月三十一日止六個月內一直遵守標準守則及行為守則所載規定標準。

購股權計劃

本公司於二零一五年一月二十八日通過股東書面決議案採納購股權計劃(「計劃」)。

截至二零二三年十二月三十一日止六個月，概無任何購股權或證券根據購股權計劃授出、行使、注銷或失效。於二零二三年七月一日及二零二三年六月三十日，購股權計劃項下並無尚未行使的購股權。

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CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions on Corporate Governance Code in force during the six months ended 31 December 2023 as set out in Appendix 15 to the GEM Listing Rules.

During the six months ended 31 December 2023, the Group was in compliance with the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules, except the deviations disclosed below:

企業管治守則

本公司已採納GEM上市規則附錄十五所載於截至二零二三年十二月三十一日止六個月內有效之企業管治守則的守則條文。

於截至二零二三年十二月三十一日止六個月，本集團一直遵守GEM上市規則附錄十五所載之企業管治守則，惟下文披露之偏離情況除外：

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	Code Provision 守則條文	Deviation 偏離情況	Considered Reason for Deviations 就偏離情況已闡明之原因
D.1.2	<p>Management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 5.01 and Chapter 17 of the GEM Listing Rules.</p> <p>管理層應每月向董事會全體成員提供更新資料，載列有關本公司的表現、狀況及前景的公正及易於理解的評估，內容足以讓整個董事會及各董事履行GEM上市規則第5.01條及第十七章所規定的職責。</p>	<p>The management failed to provide the Directors with updated financial information of the Company each month.</p> <p>管理層未能每月向董事提供本公司的更新財務資料。</p>	<p>The Board members of the Company were still informed by the management of the Company by email, by WeChat or by phone on the updated information of the Company's performance and future business plan from time to time.</p> <p>本公司董事會成員仍由本公司管理層不時經電郵、微信或電話告知有關本公司的表現及未來業務計劃的最新資訊。</p>

OTHER INFORMATION 其他資料

	Code Provision 守則條文	Deviation 偏離情況	Considered Reason for Deviations 就偏離情況已闡明之原因
F.2.2	<p>The Chairman should invite of the audit, remuneration, nomination and any other committees (as appropriate) to attend the annual general meeting. In their absence, he should invite another member of the committee or failing this his/her duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting (the “AGM”).</p> <p>主席應邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會(視情況而定)的成員出席股東週年大會。倘彼等缺席，則主席應邀請委員會的另一名成員(或倘彼亦缺席，則邀請其正式委任的代表)出席大會。該等人員應能於股東週年大會(「股東週年大會」)上回答問題。</p>	<p>Due to other work commitments, the chairperson and members of the Audit Committee of the Company did not physically attend the AGM of the Company held on 16 November 2023 (the “2023 AGM”).</p> <p>由於其他工作原因，本公司審核委員會主席及成員並無親身出席二零二三年十一月十六日舉行的本公司股東週年大會(「二零二三年股東週年大會」)。</p>	<p>In order to ensure an effective communication with the shareholders of the Company, other Board members (including the Chairman of the Board, executive Directors and independent non-executive Director) attended the 2023 AGM to answer relevant questions from the shareholders of the Company present thereat. The external auditor of the Company also attended the 2023 AGM.</p> <p>為確保與本公司股東保持有效溝通，其他董事會成員(包括董事會主席、執行董事及獨立非執行董事)已出席二零二三年股東週年大會，以回答本公司與會股東的相關問題。本公司外聘核數師亦已出席二零二三年股東週年大會。</p>

OTHER INFORMATION 其他資料

CHANGES OF DIRECTORS' INFORMATION

Upon specific enquiry by the Company and following confirmations from Directors, save as disclosed as follows, there is no change in the information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since the Company's last published annual report.

董事資料變動

於本公司作出特定查詢及董事作出下列確認後，除下文所披露者外，自本公司最新刊發年報日期以來，根據GEM上市規則第17.50A(1)條須予披露的董事資料概無發生任何變動。

Directors 董事

Changes in Positions held with the Company 於本公司擔任職位的變動

Mr. Zhu Yongjun

朱勇軍先生

Mr. Zhu retired as an executive Director with effect from 16 November 2023

朱先生退任執行董事，自二零二三年十一月十六日起生效

Mr. Lam, Anthony Tze Cheung

林子翔先生

Mr. Lam was appointed as an independent non-executive director ("INED"), the Chairman of both the Nomination Committee and the Remuneration Committee and a member of the Audit Committee and the Corporate Governance Committee with effect from 11 January 2024

林先生獲委任為獨立非執行董事（「獨立非執行董事」）、提名委員會及薪酬委員會主席以及審核委員會及企業管治委員會成員，自二零二四年一月十一日起生效

Ms. Zhu Minli

朱敏麗女士

Ms. Zhu resigned as an INED, the Chairlady of both the Nomination Committee and the Remuneration Committee and a member of the Audit Committee and the Corporate Governance Committee with effect from 11 January 2024

朱女士辭任獨立非執行董事、提名委員會及薪酬委員會主席以及審核委員會及企業管治委員會成員，自二零二四年一月十一日起生效

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. Members of the Audit Committee comprise Mr. Chen Ce (Chairman), Ms. Jiang Ying and Mr. Lam, Anthony Tze Cheung (appointed on 11 January 2024), all of them being independent non-executive Directors. The Audit Committee has reviewed with the management this report, the accounting principles and practices adopted by the Group, financial reporting matters including a review of the audited consolidated interim results for the six months ended 31 December 2023 prior to recommending them to the Board for approval.

By order of the Board

Million Stars Holdings Limited

Gan Xiaohua Tian Yuan

Co-chairmen

Hong Kong, 26 February 2024

As at the date of this report, the Board comprises Mr. Gan Xiaohua and Ms. Tian Yuan as executive directors; and Mr. Chen Ce, Ms. Jiang Ying and Mr. Lam, Anthony Tze Cheung 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。審核委員會成員包括陳策先生(主席)、江穎女士及林子翔先生(於二零二四年一月十一日獲委任)，彼等均為獨立非執行董事。審核委員會於向董事會作出建議以供批准前，已與管理層審閱本報告、本集團採納的會計原則及慣例、財務報告事宜(包括審閱截至二零二三年十二月三十一日止六個月的經審核綜合中期業績)。

承董事會命

萬星控股有限公司

聯席主席

甘曉華 田園

香港，二零二四年二月二十六日

於本報告日期，董事會包括：執行董事甘曉華先生及田園女士；及獨立非執行董事陳策先生、江穎女士及林子翔先生。



Million Stars
萬星控股

MILLION STARS HOLDINGS LIMITED

萬星控股有限公司