



# Huakang Biomedical Holdings Company Limited 華康生物醫學控股有限公司

(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 : 8622



INTERIM REPORT  
2024 中期報告

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

### 香港聯合交易所有限公司(「聯交所」)GEM之特色

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

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This Report, for which the directors (the “**Directors**”) of Huakang Biomedical Holdings Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**” or “**our**”) 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Report misleading.

**GEM**乃為較其他於聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於**GEM**上市公司通常為中小型公司，於**GEM**買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，及無法保證於**GEM**買賣之證券會有高流通市場。

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本報告乃遵照聯交所**GEM**證券上市規則(「**GEM上市規則**」)之規定而提供有關華康生物醫學控股有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」或「**我們**」)的資料，本公司董事(「**董事**」)願就本報告共同地及個別地承擔全部責任。董事經作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均為準確及完整，且無誤導或欺詐成分及並無遺漏任何其他事項致使本報告或當中所載任何陳述產生誤導。

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# CORPORATE INFORMATION

## 公司資料



### Board of Directors 董事會

#### Executive Directors 執行董事

Mr. Zhang Shuguang (*Chairman*)  
張曙光先生(主席)  
Mr. Zhang Chunguang  
張春光先生  
Mr. Poon Lai Yin Michael  
潘禮賢先生  
Mr. He Jiaming  
何嘉明先生

#### Non-executive Director 非執行董事

Dr. Bu Su (appointed on  
8 August 2024)  
卜素博士(於二零二四年  
八月八日委任)

#### Independent Non-executive Directors

##### 獨立非執行董事

Dr. Chow Kwok Fai Joseph  
周國輝博士  
Dr. Cheng Faat Ting Gary  
鄭發丁博士  
Mr. Chan Kin Sang (resigned on  
2 April 2024)  
陳健生先生(於二零二四年  
四月二日辭任)  
Ms. Chow Ching Man  
周靖文女士

### Audit Committee 審核委員會

Dr. Cheng Faat Ting Gary  
(*Chairman*)  
鄭發丁博士(主席)  
Dr. Chow Kwok Fai Joseph  
周國輝博士  
Mr. Chan Kin Sang (resigned on  
2 April 2024)  
陳健生先生(於二零二四年  
四月二日辭任)  
Ms. Chow Ching Man  
周靖文女士

### Remuneration Committee 薪酬委員會

Dr. Cheng Faat Ting Gary  
(*Chairman*)  
鄭發丁博士(主席)  
Dr. Chow Kwok Fai Joseph  
周國輝博士  
Mr. Zhang Chunguang  
張春光先生

### Nomination Committee 提名委員會

Mr. Zhang Shuguang (*Chairman*)  
張曙光先生(主席)  
Dr. Chow Kwok Fai Joseph  
周國輝博士  
Mr. Chan Kin Sang (resigned on  
2 April 2024)  
陳健生先生(於二零二四年  
四月二日辭任)  
Ms. Chow Ching Man  
周靖文女士

### Company Secretary 公司秘書

Mr. Chau Lai Ki  
周麗麒先生

### Authorised Representatives (for the Purposes of the GEM Listing Rules) 授權代表(就GEM上市規則 而言)

Mr. Zhang Shuguang  
張曙光先生  
Mr. Poon Lai Yin Michael  
潘禮賢先生

### Compliance Officer 合規主任

Mr. Poon Lai Yin Michael  
潘禮賢先生

### Legal Advisers as to Hong Kong Laws

有關香港法例的法律顧問  
Tung, Ng, Tse & Lam Solicitors  
董吳謝林律師事務所

### Auditor 核數師

Mazars CPA Limited  
中審眾環(香港)會計師事務所  
有限公司

### Registered Office 註冊辦事處

Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman, KY1-1111,  
Cayman Islands



## CORPORATE INFORMATION

### 公司資料

#### Principal Place of Business in Hong Kong

##### 香港主要營業地點

Room 04, 9 Floor,  
Kimberley House, 35–35A  
Kimberley Road,  
Tsim Sha Tsui,  
Kowloon,  
Hong Kong  
香港  
九龍  
尖沙咀  
金巴利道35–35A  
金巴利中心  
9樓04室

#### Principal Place of Business in the PRC

##### 中國主要營業地點

1–3/F and 5/F, Building D,  
Shenzhen Junxuan,  
No. 16 Yinkui Road,  
Kui Xin Community,  
Kui Chong Office,  
Dapeng New District,  
Shenzhen,  
The PRC  
中國  
深圳市  
大鵬新區  
葵涌街道  
葵新社區  
銀葵路16號  
深圳君軒  
D棟一至三層及五層

#### Principal Share Registrar and Transfer Office in the Cayman Islands

##### 開曼群島股份過戶登記處

Conyers Trust Company  
(Cayman) Limited  
Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman, KY1-1111,  
Cayman Islands

#### Hong Kong Share Registrar and Transfer Branch Office

##### 香港股份過戶登記分處

Tricor Investor Services Limited  
17/F., Far East Finance Centre,  
16 Harcourt Road,  
Hong Kong  
卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

#### Company's Website

##### 公司網址

<http://www.huakangbiomedical.com>

#### Stock Code

##### 股份代號

8622

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The shares of the Company (the “Shares”) were listed on GEM of the Stock Exchange (the “Listing”) on 13 December 2018 (the “Listing Date”) by way of share offer (“Share Offer”).

#### Biological Reagents and Auxiliary Reproductive Supplies and Equipment Segment

Our Group specialises in the research and development, manufacturing and sales of a wide range of In-Vitro Diagnostic (“IVD”) reagents in the People’s Republic of China (the “PRC”), particularly focusing on the PRC male fertility IVD reagent market. As at the date of this Report, the Group’s product portfolio offers 30 biological reagents, including 27 male fertility IVD reagents, 2 parasite antibody detection reagents and 1 Epstein-Barr virus antibody detection reagent.

For the six months ended 30 June 2024 (the “Reporting Period”), the IVD reagents business operated by the Company’s principal subsidiary in the PRC experienced an increase of approximately Renminbi (“RMB”) 516,000, or 4.5% in revenue from the sales of biological reagents and auxiliary reproductive supplies and equipment.

#### Healthcare Products and Supplements Segment

Our Group has diversified its business to healthcare products and supplements in the PRC, Hong Kong and Canada. As at the date of this Report, our Group has a total of 24 natural health product licences granted by the Natural Health Product Directorate of Health Canada under our registered brand “Nutronic” and our Group has already launched 12 products in the market.

To diversify our business and taking into account the continuing growth potential of the domestic consumption of enzyme-based products and the e-commerce industry in China in recent years, our Group intends to commence trading business of enzyme-based products which involves the operation of an online sales platform and the business-to-business product trading.

### 業務回顧

本公司股份(「股份」)於二零一八年十二月十三日(「上市日期」)於聯交所GEM上市(「上市」)，本公司提呈發售新股份(「股份發售」)。

#### 生物製劑及輔助生育用品和設備分部

本集團專注於在中國研發、生產及銷售各種體外診斷(「體外診斷」)試劑，尤其專注於中華人民共和國(「中國」)男性不育體外診斷試劑市場。於本報告日，本集團產品組合有30種生物製劑，包括27種男性不育體外診斷試劑，2種寄生蟲系列檢測試劑和1種EB病毒檢測試劑。

於截至二零二四年六月三十日止六個月(「報告期間」)，體外診斷試劑業務由本公司之主要中國附屬公司營運，其銷售生物製劑及輔助生育用品和設備的收益增加約人民幣(「人民幣」)516,000元，增幅達4.5%。

#### 健康產品及保健品分部

本集團將其業務多元化至銷售健康產品及保健品產品到中國、香港及加拿大。於本報告日，本集團註冊品牌「Nutronic」已獲得合共24份加拿大衛生部天然健康產品管理委員會授予的天然保健產品牌照及本集團已有12種產品推出市場。

為了使我們的業務多樣化及考慮到中國近年來酶基產品及電子商務行業國內消費的持續增長潛力，本集團擬開展涉及網上銷售平台及企業對企業產品貿易營運酶基產品貿易業務。

## FUTURE PROSPECTS

Looking ahead, our Group will continue research and testing on rapid point-of-care diagnostic testing using immunoassay techniques. Once we achieve satisfactory results, the Group intend to apply for medical device registration.

Our future strategic priorities are continuing research and development on diagnostic testing, seeking partnerships to strengthen our supplements business and trading the enzyme-based products. Our Group believe diversification into these areas will contribute to the Group's ongoing growth and bring a higher return to the shareholders.

## FINANCIAL REVIEW

### Revenue

The Group's revenue slightly increased by approximately Renminbi ("RMB") 453,000, or approximately 4.0%, from approximately RMB11.5 million for the six months ended 30 June 2023 (the "Corresponding Period") to approximately RMB11.9 million for the Reporting Period. The increase in revenue was mainly due to increase in the sales of biological reagents by our Group during the Reporting Period.

Sales of male fertility IVD reagents products remained to be our major products which accounted for approximately 80.6% of our total revenue generated from our sales of biological reagents and auxiliary reproductive supplies and equipment segment for the Reporting Period. Revenue from sales of male fertility IVD reagents products during the Reporting Period was approximately RMB9.6 million, which represented a slight increase of approximately RMB321,000 or approximately 3.5% from approximately RMB9.3 million for the Corresponding Period.

No sales of healthcare products and supplements during the Reporting Period, compared to approximately RMB63,000 for the Corresponding Period.

## 未來前景

展望未來，本集團將繼續研發及測試基於免疫測定技術的快速即時檢驗（「即時檢驗」），本集團擬於取得滿意結果後申請醫療器械註冊。

本集團未來的戰略重點將會繼續在即時檢驗領域進行研發，尋求合作夥伴以增強我們保健品業務及酶基產品貿易。本集團相信在这些領域的多元化將有助於本集團的持續增長及為股東帶來更高回報。

## 財務回顧

### 收益

於報告期間，本集團錄得的收益較截至二零二三年六月三十日止六個月（「去年同期」）的約人民幣（「人民幣」）11.5百萬元輕微增加約人民幣453,000元或約4.0%至約人民幣11.9百萬元。收入增加主要來自於報告期間本集團生物製劑的銷售增加。

男性不育體外診斷試劑產品仍為我們的主要產品，其於報告期間之銷售額佔本集團生物製劑及輔助生育用品和設備分部總銷售額約80.6%。男性不育體外診斷試劑產品於報告期間之收益約為人民幣9.6百萬元，較去年同期的約人民幣9.3百萬元輕微增加約人民幣321,000元或約3.5%。

健康產品及保健品於報告期間並無銷售，相對去年同期約人民幣63,000元。

### Gross Profit and Gross Profit Margin

The Group recorded a gross profit of approximately RMB8.0 million during the Reporting Period, representing an increase of approximately RMB445,000, or approximately 5.9%, from approximately RMB7.5 million during the Corresponding Period.

The Group's gross profit margin slightly increased from approximately 65.8% during the Corresponding Period to approximately 67.0% during the Reporting Period.

### Other Income and Other Gains and Losses

Other income decreased by approximately RMB56,000 or approximately 15.0%, from approximately RMB374,000 during the Corresponding Period to approximately RMB318,000 during the Reporting Period, primarily because the Group received less government grants during the Reporting Period.

Our Group recorded other gains of approximately RMB181,000 during the Reporting Period compared to approximately RMB514,000 during the Corresponding Period. Other gains was mainly attributable to the fluctuations in foreign exchange rate between foreign currency and RMB, the majority of which was unrealised foreign exchange difference.

### Impairment Losses

The Group recorded impairment losses on trade receivables (net of reversal) of approximately RMB60,000 during the Reporting Period, as compared to approximately RMB248,000 during the Corresponding Period.

### 毛利及毛利率

本集團報告期間錄得毛利約人民幣8.0百萬元，較去年同期之約人民幣7.5百萬元增加約人民幣445,000元或約5.9%。

本集團的毛利率由去年同期約65.8%輕微增加至報告期間約67.0%。

### 其他收入及其他收益及虧損

其他收入由去年同期約人民幣374,000元減少約人民幣56,000元或約15.0%至報告期間約人民幣318,000元，此乃主要由於報告期間本集團收到較少政府補助收入。

本集團於本報告期間錄得其他收益約人民幣181,000元，相對去年同期錄得約人民幣514,000元。其他收益主要歸因於外幣與人民幣的匯率波動，其中大部分為未變現匯兌差異。

### 減值虧損

本集團於報告期間錄得貿易應收款項減值虧損(扣除撥回)約人民幣60,000元，比較去年同期約人民幣248,000元。



### Expenses

Selling and distribution expenses slightly increased by approximately RMB138,000 or approximately 3.7%, from approximately RMB3.8 million during the Corresponding Period to approximately RMB3.9 million during the Reporting Period. The increase was primarily attributable to an increase of the marketing activities to maintain existing customers and expand our distribution network.

Administrative expenses slightly increased from approximately RMB4.2 million during the corresponding period to approximately RMB4.3 million during the Reporting Period which represented an increase of approximately RMB52,000 or approximately 1.2%.

Research and development expenses significantly increased from approximately RMB1.6 million during the Corresponding Period to approximately RMB2.0 million during the Reporting Period which represented an increase of approximately RMB399,000 or approximately 25.0%. The increase was mainly attributable to deploy more manpower and research fee on development of new products and improving existing products.

During the Reporting Period, finance costs representing the interest on lease liabilities under application of Hong Kong Financial Reporting Standard 16 was approximately RMB50,000 as compared to approximately RMB15,000 during the Corresponding Period.

### Loss for the Period

During the Reporting Period, the loss for the period attributable to owners of the Company was approximately RMB1.8 million, as compared to approximately RMB1.5 million during the Corresponding Period. The increase in loss was mainly attributable to increase in research and development expenses during the Reporting Period.

Basic loss per share during the Reporting Period was RMB0.38 cents, as compared to RMB0.35 cents during the Corresponding Period.

### 開支

銷售及分銷開支由去年同期約人民幣3.8百萬元輕微增加約人民幣138,000元或約3.7%至報告期間約人民幣3.9百萬元。該增加乃主要歸因於本集團增加了營銷活動以保留現有客戶及擴大其分銷網絡。

行政開支由去年同期約人民幣4.2百萬元輕微增加約人民幣52,000元或約1.2%至報告期間約人民幣4.3百萬元。

研發開支由去年同期約為人民幣1.6百萬元大幅增加約人民幣399,000元或約25.0%至報告期間約為人民幣2.0百萬元。該增加主要投放更多人員及研發費用於開發新產品及改良現有產品。

報告期間，融資成本指於應用香港財務報告準則第16號後租賃負債的利息約為人民幣50,000元，而去年同期則約為人民幣15,000元。

### 期內虧損

報告期間，期內本公司擁有人應佔虧損約人民幣1.8百萬元，比較去年同期約人民幣1.5百萬元。虧損增加乃主要有關報告期間研發開支增加。

報告期間每股基本虧損為人民幣0.38分，比較去年同期人民幣0.35分。

## Taxation

The PRC enterprise income tax rate applicable to the Group's subsidiaries is 15% (during the Corresponding Period: 15%), whereas no assessable profit arising from Hong Kong during the Reporting Period (during the Corresponding Period: Nil).

## SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme pursuant to an ordinary resolution passed by the shareholders in the extraordinary general meeting on 13 January 2020 (the "Share Option Scheme"). The Share Option Scheme is a long-term incentive scheme of the Company to reward its employees, Directors and other eligible participants for their contributions to the Group and to assist the Group in its recruitment and retention of high calibre employees and other eligible participants who are instrumental to the growth and development of the Group.

On 9 April 2020, the Company announced the granting of an aggregate of 26,008,000 share options, subject to the acceptance by the grantees, at an exercise price of HK\$0.125 per share of the Company to the eligible persons under the Share Option Scheme. The market price of the Company's shares at the date of grant was HK\$0.125 per share. All of the share options are exercisable from the date of acceptance by a grantee to 8 April 2030 (both days inclusive). Each of the grantees has paid HK\$1 to the Company on acceptance of the offer of share option. Details are set out in the Company's announcement dated 9 April 2020.

## 稅項

本集團附屬公司適用之中國企業所得稅率為15% (去年同期：15%)，而報告期間並無在香港產生應課稅溢利(去年同期：無)。

## 購股權計劃

本公司已根據股東於二零二零年一月十三日的股東特別大會上通過的一項普通決議案採納購股權計劃(「購股權計劃」)。購股權計劃乃本公司的長期激勵計劃，旨在獎勵其僱員、董事及其他合資格參與者對本集團作出貢獻，同時協助本集團招聘及挽留高素質僱員及其他對本集團成長及發展至關重要的合資格參與者。

於二零二零年四月九日，本公司公佈根據購股權計劃向合資格人士授出合共26,008,000份購股權，惟受限於承授人接納，行使價為每股本公司股份0.125港元。於授出日期，本公司股份的市價為每股股份0.125港元。全部購股權可由承授人接納日至二零二零年四月八日行使(包括首尾兩日)。各承授人已於接納購股權要約時向本公司支付1港元。有關詳情載於本公司日期為二零二零年四月九日的公告。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The movement during the period and the options outstanding as at 30 June 2024 were as follows: 截至二零二四年六月三十日止期間尚未行使購股權的變動情況如下：

Category of grantees	Number of share options 購股權數目				
	As at 1 January 2024 於 二零二四年 一月一日	Granted during the period 在此期間 獲授	Exercised during the period 在此期間 行使	Forfeited during the period 在此期間 被沒收	As at 30 June 2024 於 二零二四年 六月三十日
Executive Directors 執行董事					
Mr. Zhang Shuguang 張曙光先生	4,000,000	-	-	-	4,000,000
Mr. Zhang Chunguang 張春光先生	4,000,000	-	-	-	4,000,000
Mr. Poon Lai Yin Michael 潘禮賢先生	-	-	-	-	-
Mr. He Jiaming 何嘉明先生	4,000,000	-	-	-	4,000,000
Other employees 其他員工	7,504,000	-	-	-	7,504,000
Total 總計	19,504,000	-	-	-	19,504,000

Note: The closing price of the Shares immediately before the date on which the options were granted is HK\$0.125. The exercise price is HK\$0.125. The exercise period during which the options may be exercised is the period from the date of acceptance to 8 April 2030 (both days inclusive). The date of grant was 9 April 2020.

附註：於所授出之購股權的當日前之股份收市價為0.125港元。行使價為0.125港元。可行使購股權之行使期由接納購股權當日至二零三零四月八日（首尾兩天包括在內）。授出日期為二零二零四月九日。

No share options had been granted, exercised or forfeited during the six months ended 30 June 2024.

截至二零二四年六月三十日止六個月，概無購股權授出、行使或沒收。

All the existing share options of the Company are vested upon granting.

本公司之所有現有購股權乃於授出時歸屬。

The fair values of share options determined at the date of grant using the Binomial Option Pricing Model was at HK\$0.1125 per option, with the following key inputs:

The following assumptions were used to calculate the fair values of share options:

Closing share price immediately before date of grant	HK\$0.123
Grant date share price	HK\$0.125
Exercise price	HK\$0.125
Expected life	10 years
Expected volatility	103.1%
Dividend yield	Nil
Risk-free interest rate	0.778%

The binomial model has been used to estimate the fair value of the share options. The value of the share options is subject to the limitations of the binomial model and a number of assumptions which are subjective and difficult to ascertain. Changes in the subjective input assumptions could materially affect the fair value estimate.

## USE OF PROCEEDS FROM THE PLACING

### (a) The First Placing 2024

On 31 January 2024, the Company has successfully placed 20,000,000 new ordinary shares (the "First Placing 2024"), the net proceeds amount to approximately HK\$1.99 million (equivalent to approximately RMB1.82 million), which will be utilised for general working capital of the Group for its operations outside of the PRC. Up to 30 June 2024, the net proceeds has been fully utilised as intended. For details of the Placing, please refer to the announcements of the Company dated 8 January 2024, 15 January 2024 and 31 January 2024.

於授出日期使用二項式購股權定價模式釐定之購股權之公平值為每份購股權0.1125港元，且關鍵輸入數據如下：

計算購股權之公平值時已使用以下假設：

緊接授出日期之前的收市股價	0.123港元
授出日期之股價	0.125港元
行使價	0.125港元
預期年期	十年
預期波幅	103.1%
股息率	無
無風險利率	0.778%

二項式模式乃用於估計購股權之公平值。購股權之價值受限於二項式模式的限制及多項假設，相關假設屬主觀因素且難以確定。主觀輸入值假設如有變動會對公平值估值造成重大影響。

## 配售事項所得款項用途

### (a) 二零二四第一次配售事項

於二零二四年一月三十一日，本公司成功配售合共20,000,000股配售股份（「二零二四第一次配售事項」），所得款項淨額約為1.99百萬港元（相當於約人民幣1.82百萬元），其擬將用作本集團在中國境外經營的一般營運資金。直至二零二四年六月三十日，所得款項淨額已按計劃悉數動用。有關配售詳情，請參閱本公司日期為二零二四年一月八日、二零二四年一月十五日及二零二四年一月三十一日的公告。

**(b) The Second Placing 2024**

On 21 March 2024, the Company has successfully placed 31,000,000 new ordinary shares (the “**Second Placing 2024**”), the net proceeds amount to approximately HK\$3.18 million (equivalent to approximately RMB2.94 million), which will be utilised for general working capital of the Group for its operations outside of the PRC. Up to 30 June 2024, the net proceeds has been fully utilised as intended. For details of the Placing, please refer to the announcements of the Company dated 9 February 2024, 14 February 2024, 5 March 2024 and 21 March 2024.

**(c) The Third Placing 2024**

On 23 April 2024, the Company has successfully placed 31,000,000 new ordinary shares (the “**Third Placing 2024**”), the net proceeds amount to approximately HK\$2.96 million (equivalent to approximately RMB2.74 million), which will be utilised for general working capital of the Group for its operations outside of the PRC. Up to 30 June 2024, the net proceeds has been utilised approximately HK\$747,000 (equivalent to approximately RMB673,000) as intended, the unutilised proceeds of approximately HK\$2.21 million (equivalent to approximately RMB2.07 million) were deposited with major banks in Hong Kong. It is expected that the unutilised proceeds will be fully utilised by 31 December 2024. For details of the Placing, please refer to the announcements of the Company dated 2 April 2024 and 23 April 2024.

**(b) 二零二四第二次配售事項**

於二零二四年三月二十一日，本公司成功配售合共31,000,000股配售股份（「**二零二四第二次配售事項**」），所得款項淨額約為3.18百萬港元（相當於約人民幣2.94百萬元），其擬將用作本集團在中國境外經營的一般營運資金。直至二零二四年六月三十日，所得款項淨額已按計劃悉數動用。有關配售詳情，請參閱本公司日期為二零二四年二月九日、二零二四年二月十四日、二零二四年三月五日及二零二四年三月二十一日的公告。

**(c) 二零二四第三次配售事項**

於二零二四年四月二十三日，本公司成功配售合共31,000,000股配售股份（「**二零二四第三次配售事項**」），所得款項淨額約為2.96百萬港元（相當於約人民幣2.74百萬元），其擬將用作本集團在中國境外經營的一般營運資金。直至二零二四年六月三十日，所得款項淨額已按計劃動用約為747,000港元（相當於約人民幣673,000元），未動用所得款項約為2.21百萬港元（相當於約人民幣2.07百萬元）存放於香港主要銀行。預期未動用所得款項將於二零二四年十二月三十一日悉數動用。有關配售詳情，請參閱本公司日期為二零二四年四月二日及二零二四年四月二十三日的公告。

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Our Group funded the liquidity and capital requirements primarily through internally generated funds from operating activities, proceeds from the Listing and equity financing by Placing.

As at 30 June 2024, our Group recorded total cash and bank balances of approximately RMB36.7 million compared to approximately RMB32.9 million as at 31 December 2023, which were placed with major banks in the PRC and Hong Kong and denominated in RMB, Hong Kong Dollars (“**HK\$**”), United States Dollars (“**US\$**”) and Canadian Dollars (“**CAD\$**”). The increase was mainly due to proceeds from placing of new shares.

As at 30 June 2024, the lease liabilities under application of HKFRS 16 was approximately RMB1.7 million (31 December 2023: approximately RMB2.3 million). The gearing ratio of our Group calculated based on the lease liabilities divided by total equity as at 30 June 2024 was approximately 3.1% (31 December 2023: approximately 4.5%).

Details of the movement in the Company’s share capital are set out in note 17 in the Notes to the unaudited condensed consolidated financial statements. The capital structure of the Group comprised of issued share capital and reserves. The equity attributable to owners of the Company amounted to approximately RMB56.5 million as at 30 June 2024 (31 December 2023: approximately RMB51.0 million).

## 流動資金、財務資源及資本架構

本集團主要透過經營活動所產生的內部資金、自上市所得款項及配售之股權融資，為流動資金及資本需求提供資金。

於二零二四年六月三十日，本集團錄得現金及銀行結餘總額約為人民幣36.7百萬元，而於二零二三年十二月三十一日，本集團之現金及銀行結餘總額約為人民幣32.9百萬元，分別存放於中國及香港主要銀行，並分別以人民幣、港元（「港元」）、美元（「美元」）及加拿大元（「加元」）計值。該增加乃主要由於配售新股份的所得款項。

於二零二四年六月三十日，應用香港財務報告準則第16號後的租賃負債約為人民幣1.7百萬元（二零二三年十二月三十一日：約人民幣2.3百萬元）。於二零二四年六月三十日，本集團的資本負債比率（按租賃負債除以權益總額計算）約為3.1%（二零二三年十二月三十一日：約4.5%）。

本公司股本變動之詳情載於未經審核簡明綜合財務報表附註17。本集團的資本架構包括已發行股本及儲備。本公司擁有人應佔權益於二零二四年六月三十日約為人民幣56.5百萬元（二零二三年十二月三十一日：約人民幣51.0百萬元）。

## EMPLOYEES AND REMUNERATION POLICIES

The emolument policy for the employee of the Group is set up by the management on the basis of their merit, qualifications and competence. Under the emolument policy, the basis of determining the emolument payable to Directors is subject to the decision of the remuneration committee of the Company. As at 30 June 2024, the Group had 90 full-time employees (31 December 2023: 96) located in Hong Kong and the PRC for operation. Details of the staff costs, including Directors' remuneration, incurred by the Group are set out in note 7 in the Notes to the unaudited condensed consolidated financial statements in this Report.

The remuneration committee will review and determine the remuneration and compensation packages of the Directors after having considered their responsibilities, workload, time devoted to our Group and the performance of our Group.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group believed that there were certain risks and uncertainties involved in the operations, some of which were beyond the Group's control. A detailed discussion of the risk factors was set forth in the section headed "Risk Factors" in our prospectus dated 30 November 2018.

## FOREIGN EXCHANGE EXPOSURE

The functional currencies of our operations, assets and liabilities were mostly denominated in RMB. Therefore, we were not exposed to any significant foreign exchange risk for realised losses, except for our HK\$, US\$ and CAD\$ denominated bank balances. The Group currently did not have a foreign currency hedging policy. The Group did not engage in any derivatives agreements and did not commit to any financial instruments to hedge its foreign exchange exposure throughout the Reporting Period. The management will closely monitor our Group's foreign currency exposure and will consider hedging significant foreign currency exposure should the need arises.

## 僱員及薪酬政策

本集團僱員的薪酬政策乃管理層根據彼等之特長、資格及能力設立。根據薪酬政策，應付董事之酬金須由本公司薪酬委員會釐定。於二零二四年六月三十日，本集團於香港及中國擁有90名全職僱員（二零二三年十二月三十一日：96名）開展業務。有關本集團所產生員工成本（包括董事酬金）之詳情，載於本報告未經審核簡明綜合財務報表附註之附註7。

薪酬委員會將考慮董事各自的職責、工作量、為本集團貢獻的時間及本集團的業績表現檢討後釐定董事之薪酬及報酬包。

## 主要風險及不明朗因素

本集團認為營運涉及若干風險及不明朗因素，其中有一部分乃本集團無法控制。有關風險因素的詳細討論載於日期為二零一八年十一月三十日之招股章程「風險因素」一節。

## 外匯風險

我們營運、資產及負債的功能貨幣大部分以人民幣計值。因此，除我們的港元、美元及加元計值銀行結餘外，我們並無面臨任何變現損失的重大外匯風險。本集團現時並無外匯對沖政策。本集團並無參與任何衍生工具協議，且並無承諾任何金融工具以對沖其於報告期間的外匯風險。管理層將密切監控本集團的外匯風險，並將於有需要時考慮對沖重大的外幣風險。

## TREASURY POLICIES

The Group will continue to employ a prudent treasury policy in managing the Group's cash balances and maintain strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as disclosed elsewhere in the Report, the Group did not make any material acquisitions and disposals of subsidiaries and affiliated companies.

## SIGNIFICANT INVESTMENT HELD

As at 30 June 2024, the Group did not have any significant investment held.

## PLEDGE OF ASSETS

As at 30 June 2024, the Group did not pledge any assets of its material for lease liabilities (31 December 2023: Nil).

## CAPITAL COMMITMENTS

As at 30 June 2024 and 31 December 2023, the Group did not have any capital commitments in respect of the acquisition of property, plant and equipment.

## CONTINGENT LIABILITIES

As at 30 June 2024, the Company had no outstanding corporate guarantee (31 December 2023: Nil). As at 30 June 2024, the Group had no banking facilities and did not have any significant contingent liabilities (31 December 2023: Nil).

## 庫務政策

本集團將繼續採用審慎的庫務政策管理本集團的現金結餘，並維持穩健的流動資金，以確保本集團作好準備把握日後的增長機遇。

## 重大收購及出售附屬公司及關聯公司

除於本報告其他部分所披露者外，本集團並無作出任何重大收購及出售附屬公司及關聯公司。

## 重大投資持有

於二零二四年六月三十日，本集團並無持有任何重大投資。

## 資產抵押

於二零二四年六月三十日，本集團並沒有抵押任何重大資產(二零二三年十二月三十一日：無)。

## 資本承擔

於二零二四年六月三十日和二零二三年十二月三十一日，本集團就購買物業、廠房及設備，沒有任何資本承擔。

## 或然負債

於二零二四年六月三十日，本公司概無尚未償還公司擔保(二零二三年十二月三十一日：無)。於二零二四年六月三十日，本集團概無銀行融資及並無任何重大或然負債(二零二三年十二月三十一日：無)。



### **FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS**

Save as disclosed elsewhere in the Report, the Group does not have other plans for material investments and capital assets as at the date of this Report.

### **DIVIDEND**

The Directors do not recommend the payment of any dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

### **SUBSEQUENT EVENTS**

Save as disclosed elsewhere in the Report, since 30 June 2024 up to the date of this Report no significant events affecting the Company have taken place.

### **有關重大投資或資本資產的日後計劃**

除本報告其他部分所披露者外，本集團於本報告日並無其他有關重大投資及資本資產的計劃。

### **股息**

董事不建議派付截至二零二四年六月三十日止六個月的任何股息（截至二零二三年六月三十日止六個月：無）。

### **期後事項**

除於本報告其他部分所披露者外，自二零二四年六月三十日直至本報告日並無發生影響本公司的重大事件。

## OTHER INFORMATION 其他資料



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

As at 30 June 2024, the interests and short positions of the Directors and chief executive and their associates in the Shares, Underlying Shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which, once the Shares are listed on GEM on the Stock Exchange, will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interest or short positions which they are taken or deemed to have under such provision of the SFO) or will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, will be as follows:

### 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二四年六月三十日，董事及最高行政人員及彼等各自之聯繫人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、相關股份及債權證中，擁有（一旦股份於聯交所GEM上市後）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（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的任何權益或淡倉），或根據證券及期貨條例第352條須登記於該條所指的登記冊內的權益及淡倉，或根據有關董事進行證券交易的GEM上市規則第5.46至5.67條上市發行人董事進行證券交易之標準守則須知會本公司及聯交所的權益及淡倉如下：

## OTHER INFORMATION

### 其他資料

#### Long Positions in the Shares

於股份之好倉

#### Ordinary shares of HK\$0.01 each of the Company

本公司每股面值0.01港元之普通股

Name of Directors/ chief executive 董事/最高行政人員姓名	Capacity/Nature of interest 身份/權益性質	Number of ordinary shares held <sup>(1)</sup> 所持普通股數目 <sup>(1)</sup>	Number of share options held <sup>(2)</sup> 所持購股權數目 <sup>(2)</sup>	Total interest 權益總計	Percentage of shareholding <sup>(2)</sup> 股權百分比 <sup>(2)</sup>
Mr. Zhang Shuguang 張曙光先生	Interests of controlled corporation <sup>(4)</sup> 受控法團權益 <sup>(4)</sup>	138,672,000	4,000,000	142,672,000	28.5%
Mr. Zhang Chunguang 張春光先生	Beneficial owner 實益擁有人	-	4,000,000	4,000,000	0.8%
Mr. Poon Lai Yin Michael 潘禮賢先生	Beneficial owner 實益擁有人	4,000,000	-	4,000,000	0.8%
Mr. He Jiaming 何嘉明先生	Beneficial owner 實益擁有人	-	4,000,000	4,000,000	0.8%

Notes:

附註：

- All interest stated are long positions.
  - The calculation is based on the total number of 500,472,000 Shares in issue as at 30 June 2024.
  - Details of the underlying shares of the Company held by the Director/chief executives are set out in the section headed "Share Option Scheme".
  - Crystal Grant Limited ("Crystal Grant") is beneficially owned as to 100% by Mr. Zhang Shuguang, who is deemed to be interested in all the Shares held by Crystal Grant for the purpose of SFO.
- 所有所列權益均為好倉。
  - 此乃基於二零二四年六月三十日的已發行股份總數500,472,000股計算。
  - 董事/最高行政人員持有之本公司相關股份的詳情載於「購股權計劃」一節。
  - Crystal Grant Limited (「Crystal Grant」) 由張曙光先生實益擁100%權益，其被視為於Crystal Grant為所持股份中擁有權益根據證券及期貨條例。

**Long Position in the Ordinary Shares of Associated Corporations** 於相聯法團普通股之好倉

Name of Directors/ chief executive 董事／最高行政人員姓名	Name of associated corporation 相聯法團名稱	Capacity/ Nature of interest 身份／權益性質	Number of ordinary shares held <sup>(Note)</sup> 所持普通股數目 <sup>(附註)</sup>	Percentage of shareholding 股權百分比
Mr. Zhang Shuguang 張曙光先生	Crystal Grant	Beneficial owner 實益擁有人	100 shares of US\$1.00 each 100股每股1.00美元之 股份	100%

Note: All interest stated are long positions.

附註：所有所列權益均為好倉。

Save as disclosed above, as at 30 June 2024, none of the Directors and the chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provision of the SFO) or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which would be required pursuant to Part XV of the SFO or Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二四年六月三十日，概無董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文彼被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條所述登記冊的任何權益或淡倉，或根據證券及期貨條例第XV部或GEM上市規則第5.46條至第5.67條須知會本公司及聯交所的任何權益或淡倉。

## OTHER INFORMATION

### 其他資料

#### SUBSTANTIAL SHAREHOLDERS' AND OTHERS PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2024, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

#### 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二四年六月三十日，據董事所知，以下人士（既非董事亦非本公司最高行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及聯交所披露，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊內的權益或淡倉：

Name of Shareholders 股東姓名／名稱	Capacity/ Nature of interest 身份／權益性質	Number of ordinary shares held <sup>(1)</sup> 所持普通股數目 <sup>(1)</sup>	Number of share options held <sup>(2)</sup> 所持購股權數目 <sup>(2)</sup>	Total interest 權益總計	Percentage of shareholding <sup>(2)</sup> 股權百分比 <sup>(2)</sup>
Crystal Grant	Beneficial owner <sup>(4)</sup> 實益擁有人 <sup>(4)</sup>	138,672,000	4,000,000	142,672,000	28.5%
Kokusai Resources Company Limited ("Kokusai")	Beneficial owner 實益擁有人	120,752,000	–	120,752,000	24.1%
Kokusai Resources Company Limited (["Kokusai"])					
Lau Lai Yee	Interests of controlled corporation <sup>(5)</sup> 受控法團權益 <sup>(5)</sup>	120,752,000	–	120,752,000	24.1%
Lau Lai Yee					
TGGA, LLC	Person having a security interest in shares <sup>(6)</sup> 持有股份的保證權益的人 <sup>(6)</sup>	259,424,000	–	259,424,000	51.8%
TGGA, LLC					
Arena SG SPV I, LLC	Interests of controlled corporation <sup>(7)</sup> 受控法團權益 <sup>(7)</sup>	259,424,000	–	259,424,000	51.8%
Arena SG SPV I, LLC					
Arena Investors, LP	Investment manager <sup>(8)</sup> 投資經理 <sup>(8)</sup>	259,424,000	–	259,424,000	51.8%
Arena Investors, LP					
Arena Investment Management (Singapore) Pte Ltd	Investment manager <sup>(9)</sup> 投資經理 <sup>(9)</sup>	259,424,000	–	259,424,000	51.8%
Arena Investment Management (Singapore) Pte Ltd					

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of 500,472,000 Shares in issue as at 30 June 2024.
- (3) Details of the underlying shares of the Company held by the substantial shareholder are set out in the section headed "Share Option Scheme".
- (4) Crystal Grant is beneficially owned as to 100% by Mr. Zhang Shuguang, who is deemed to be interested in all the Shares held by Crystal Grant for the purpose of SFO.
- (5) Kokusai is beneficially owned as to 100% by Lau Lai Yee who is deemed to be interested in all the Shares held by Kokusai for the purpose of the SFO.
- (6) On 6 March 2024 and 7 May 2024, TGGA, LLC entered into a share charge as chargee with Kokusai and Crystal Grant as chargor, pursuant to which 120,752,000 and 138,672,000 Shares were charged, respectively.
- (7) Arena SG SPV I, LLC holds 100% of the issued share capital of Arena Investors APAC VCC, which holds 90% of the issued share capital of TGGA, LLC.
- (8) Arena Investors, LP acts as the investment manager of Arena SPV Manager, LLC, which is the manager of TGGA, LLC.
- (9) Arena Investment Management (Singapore) Pte Ltd acts as the investment manager of Arena Investors APAC VCC, which holds 90% of the issued share capital of TGGA, LLC.

附註：

- (1) 所有所列權益均為好倉。
- (2) 此乃基於二零二四年六月三十日的已發行股份總數500,472,000股計算。
- (3) 主要股東持有之本公司相關股份的詳情載於「購股權計劃」一節。
- (4) Crystal Grant由張曙光先生實益擁100%權益，其被視為於Crystal Grant為所持有股份中擁有權益根據證券及期貨條例。
- (5) Kokusai由Lau Lai Yee實益擁有100%權益，其被視為於Kokusai為所持有的所有股份中擁有權益根據證券及期貨條例。
- (6) 分別於二零二四年三月六日及於二零二四年五月七日，TGGA, LLC作為承押人與Kokusai及Crystal Grant作為押記人訂立股份押記，據此，120,752,000及138,672,000股股份被押記。
- (7) Arena SG SPV I, LLC 持有Arena Investors APAC VCC 100%已發行股份，該公司持有TGGA, LLC 90%已發行股份。
- (8) Arena Investors, LP 作為Arena SPV Manager, LLC 的投資經理，該公司作為TGGA, LLC的經理。
- (9) Arena Investment Management (Singapore) Pte Ltd 作為Arena Investors APAC VCC的投資經理，該公司持有TGGA, LLC 90%已發行股份。

## DIRECTORS' INTEREST IN CONTRACTS

Save as otherwise disclosed in this Report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, or any of its holding company or subsidiaries was a party and in which a Director of the Company and their respective connected parties had a material interest, whether directly or indirectly, subsisted at any time for Reporting Period.

## 董事於合約的權益

除本報告另有披露者外，於報告期間內的任何時間，本公司或其任何控股公司或附屬公司概無參與訂立與本集團業務有關，而本公司董事及彼等各自關連人士於當中直接或間接擁有重大權益的重大交易、安排及合約。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this Report, at no time during the Reporting Period and up to the date of this Report, have the Directors and the chief executive of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interests in, or had been granted, or exercised any rights to acquire benefits by means of the acquisition of shares in, or debentures of, the Company and/or its associated corporations (within the meaning of SFO).

## COMPETING INTERESTS

The Directors confirm that none of the substantial shareholders or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by our Group which competes or is like to compete, directly or indirectly, with our Group's business as required to be disclosed pursuant to Rule 11.04 of GEM Listing Rules during the Reporting Period and up to the date of this Report.

## PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the Reporting Period.

## CHANGES IN DIRECTORS INFORMATION

Except for Dr. Bu Su was appointed as a non-executive director of the Company with effect from 8 August 2024, there is no change in information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

## 董事收購股份或債權證的權利

除本報告另有披露者外，於報告期間的任何時間及直至本報告日期，董事及本公司最高行政人員及彼等各自之緊密聯繫人（定義見GEM上市規則）概無於本公司及／或其相聯法團（定義見證券及期貨條例）之股份或債權證中擁有任何權益或獲授予或行使可藉收購本公司及／或其相聯法團股份或債權證而獲取利益之任何權利。

## 競爭權益

董事確認，於報告期間及直至本報告日期，概無主要股東或董事或彼等各自之緊密聯繫人（定義見GEM上市規則），根據GEM上市規則第11.04條要求披露於本集團經營業務以外且直接或間接與本集團業務構成競爭或可能構成競爭的任何業務中擁有權益。

## 購買、出售或贖回上市證券

於報告期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 董事資料變更

除卜泰博士自二零二四年八月八日獲委任為本公司非執行董事，概無須根據GEM上市規則第17.50A(1)條予以披露之董事資料變動。

## CORPORATE GOVERNANCE PRACTICES

The Board of the Directors (the “**Board**”) is committed to achieving high corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has applied the principles and code provisions as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 of the GEM Listing Rules.

The Company adopted and complied with, where applicable, the CG Code during the Reporting Period and up to the date of this Report (the “**Relevant Period**”).

The Board will continue to monitor and review the Company’s corporate governance practices to ensure compliance with the CG Code.

The Board conducted reviews of the system of internal controls of the Group to ensure that an effective and adequate internal control system is in place. The Board also convened meetings to discuss financial, operational and risk management control.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Model Code**”) as its own code governing securities transactions of the Directors (the “**Required Standard**”). Having made specific enquiry of all the Directors, all of them confirm that they have fully complied with the Required Standard during the Relevant Period.

## 企業管治常規

董事會(「**董事會**」)致力於持守較高的企業管治標準。

董事會相信，良好的企業管治標準對為本公司提供框架以保障股東利益、提升企業價值、制定業務策略及政策，以及提高透明度及問責性是必不可少的。

本公司已應用GEM上市規則附錄C1所載企業管治守則(「**企業管治守則**」)載列的原則及守則條文。

本公司自報告期間及直至本報告日期止期間(「**有關期間**」)已採納及遵守(如適用)企業管治守則。

董事會將持續監察及檢討本公司的企業管治常規，以確保遵守企業管治守則。

董事會已檢討本集團的內部監控系統，以確保建立有效及充分的內部監控系統。董事會亦召開會議討論財務、營運及風險管理監控。

## 進行證券交易的標準守則

本公司已採納一套有關董事進行證券交易的操守守則作為其本身監管董事證券交易的守則(「**必守標準**」)，其條款嚴格程度並不遜於GEM上市規則第5.48至5.67條所載有關董事進行證券交易的必守標準(「**標準守則**」)。經向全體董事作出特定查詢後，全體董事均已確認彼等於有關期間內已遵守必守標準。



## OTHER INFORMATION

### 其他資料

Pursuant to Rule 5.66 of the Model Code, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company (the “**relevant employees**”) who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he would be prohibited from dealing by the Model Code as if he were a Director. No incident of non-compliance of the Required Standard by the relevant employees was noted by the Company.

### DISCLOSURES UNDER RULES 17.22 TO 17.24 OF THE GEM LISTING RULES

On 21 March 2024, Shenzhen Huakang Bio-Medical Engineering Limited\* (“**Shenzhen Huakang**”) entered into the Repayment Agreement with Shenzhen Maxson Technology Development Company Limited\* (the “**Vendor**”) and Hainan Jinnuosai Medical Technology Company Limited\* (the “**Target Company**”), pursuant to which, among others, (i) the Target Company shall repay Shenzhen Huakang the loan of RMB3,800,000 by six instalments; (ii) the Target Company shall repay the refundable consideration of RMB1,900,000 in the seventh and eighth instalments; (iii) the Target Company shall repay in the eighth instalment (not later than 31 December 2025) the interests accrued on the loan of RMB3,800,000 at the rate of 5.75% per annum until all the outstanding amount of the loan owed by the Target Company has been fully repaid to Shenzhen Huakang; and (iv) upon the full repayment of the refundable consideration, Shenzhen Huakang shall unconditionally return 19% equity interest in the Target Company to the Target Company or its designated representative.

根據標準守則第5.66條，董事亦已要求本公司的任何僱員、或本公司附屬公司的任何董事或僱員（「**有關僱員**」），不得利用彼等因在本公司或附屬公司的職務或工作而可能管有與本公司證券有關的內幕消息，在標準守則禁止董事買賣證券之期間買賣本公司的證券。本公司並無獲悉有關僱員違反必守標準的事件。

### GEM上市規則第17.22至17.24條規定的披露

於二零二四年三月二十一日，深圳華康生物醫學工程有限公司（「**深圳華康**」）與深圳市美丞科技發展有限公司（「**賣方**」）及海南金諾賽醫療技術有限公司（「**目標公司**」）訂立了還款協議，據此其中包括(i)目標公司將通過六期分期付款方式償還深圳華康人民幣3.8百萬元的貸款；(ii)在第七期及第八期分期付款中償還人民幣1.9百萬元的可退回對價款；(iii)目標公司將在第八期分期付款（即不遲於二零二五年十二月三十一日）中償還以年利率5.75%計算人民幣3.8百萬元貸款的利息，直到目標公司將所欠貸款的全部未償還金額完全償還給深圳華康；及(iv)當可退回對價款完全償還後，深圳華康將無條件將目標公司19%股權退還目標公司或其指定代表。

\* *The English name is for identification purpose*

The above loan and refundable consideration were guaranteed by a deed of personal guarantee executed by Mr. Zhang Shuguang in favour of the Group on 21 March 2023. Mr. Zhang Shuguang is a director and substantial shareholder of the Company.

Details of the above transactions are set out in the Company's announcements dated 6 January 2023, 7 February 2023, 9 February 2023, 30 June 2023, 28 March 2024 and 14 May 2024.

As at 30 June 2024, a total of RMB1.4 million for the three instalments has been repaid by the Target Company to the Group in accordance with the repayment schedule under the Repayment Agreement. The aggregate outstanding amounts to be repaid by the Target Company under the Repayment Agreement of approximately RMB4.6 million represented approximately 6.9% of the total assets of the Group as at 30 June 2024.

Save as disclosed above, subsequent to 30 June 2024 and up to the date of approval of this Report, the Group had no other circumstances which would give rise to a disclosure obligation under rules 17.22 to 17.24 of the GEM Listing Rules.

## AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The audit committee of the Company has been established with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, and code provisions D.3.3 and D.3.7 of the CG Code ("Audit Committee"). The Audit Committee consists of three independent non-executive Directors, namely Dr. Cheng Faat Ting Gary (Chairman), Dr. Chow Kwok Fai Joseph and Ms. Chow Ching Man.

以上貸款及可退回對價款已由張曙光先生（為本公司董事及主要股東）於二零二三年三月二十一日以本集團為受益人執行了一份個人擔保契約作擔保。

有關以上交易的詳情載於本公司日期為二零二三年一月六日、二零二三年二月七日、二零二三年二月九日、二零二三年六月三十日、二零二四年三月二十八日及二零二四年五月十四日的公告。

於二零二四年六月三十日，目標公司已按照還款協議的還款計劃向本集團償還共三期人民幣1.4百萬元。根據還款協議目標公司累計尚欠款項約人民幣4.6百萬元，佔於二零二四年六月三十日本集團總資產約6.9%。

除上文所披露者外，於二零二四年六月三十日後及直至本報告日期，本集團概無任何其他情況會引致GEM上市規則第17.22至17.24條規定的披露責任。

## 審核委員會及審閱中期業績

本公司審核委員會已告成立，並遵照GEM上市規則第5.28條至第5.33條及企業管治守則條文第D.3.3及D.3.7條訂明其職權範圍（「審核委員會」）。審核委員會由三名獨立非執行董事組成，即鄭發丁博士（主席）、周國輝博士及周靖文女士。



## OTHER INFORMATION

### 其他資料

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The financial information in this Report has not been reviewed nor audited by the Company's auditor, but the Audit Committee has reviewed the unaudited condensed consolidated financial results of the Group for the Reporting Period and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

On behalf of the Board

**Zhang Shuguang**

*Chairman and Executive Director*

Hong Kong, 16 August 2024

審核委員會的主要職責包括協助董事會審閱財務資料和申報程序、風險管理和內部監控系統、內部審核職能的有效性、審核範圍和委任外聘核數師，以及讓本公司僱員可對有關本公司財務申報、內部監控或其他事宜的潛在不當行為提出關注的安排。

本報告中的財務信息尚未經過本公司審計師審閱或審核，但審核委員會成員已審閱於報告期間集團未經審核簡明綜合財務業績，及認為該等報表的編製符合適用的會計準則、GEM上市規則的規定及其他適用的法律規定，並已作出充分披露。

代表董事會

*主席兼執行董事*

**張曙光**

香港，二零二四年八月十六日

# 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入表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

The Board of the Directors (the “Board”) is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 June 2024 together with the unaudited comparative figures for the six months ended 30 June 2023 as follows:

董事會(「董事會」)欣然公佈本集團截至二零二四年六月三十日止六個月的未經審核簡明綜合業績，連同截至二零二三年六月三十日止六個月的未經審核比較數字如下：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2024</b> <b>(unaudited)</b> <b>(未經審核)</b> <b>RMB'000</b> 人民幣千元	<b>2023</b> <b>(unaudited)</b> <b>(未經審核)</b> <b>RMB'000</b> 人民幣千元
		NOTES 附註	
Revenue	收入	4	11,918
Cost of sales	銷售成本		<b>(3,929)</b>
Gross profit	毛利		<b>7,989</b>
Other income	其他收入	5	318
Other gains and losses	其他收益及虧損	6	181
Provision for Impairment losses on trade receivables, net	貿易應收款項減值虧損，撥備淨額		<b>(60)</b>
Selling and distribution expenses	銷售及分銷開支		<b>(3,901)</b>
Administrative expenses	行政開支		<b>(4,258)</b>
Research and development expenses	研發開支		<b>(1,998)</b>
Finance costs	融資成本		<b>(50)</b>
Share of result of the associate	分佔聯營公司業務		-
Loss before tax	除稅前虧損	7	<b>(1,779)</b>
Income tax expense	所得稅開支	8	-
Loss for the period attributable to the owners of the Company	期內本公司擁有人應佔虧損		<b>(1,779)</b>
Other comprehensive expense: Item that may be reclassified subsequently to profit or loss	其他全面開支：其後可能重新分類至損益的項目		
Exchange difference on consolidation	綜合匯兌差額		<b>(236)</b>
Total comprehensive expense for the period attributable to the owners of the Company	本公司擁有人應佔期內全面開支總額		<b>(2,015)</b>
			<b>RMB cents</b> 人民幣仙
Loss per share	每股虧損	9	
Basic and diluted	基本及攤薄		<b>(0.38)</b>
			<b>RMB cents</b> 人民幣仙

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 未經審核簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

			30 June 2024 二零二四年 六月三十日 (unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (audited) (經審核) RMB'000 人民幣千元
		NOTES 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	6,949	7,478
Right-of-use assets	使用權資產	12	1,700	2,267
Intangible assets	無形資產	13	1,795	2,134
Interest in associate	於聯營公司之權益		-	-
			<b>10,444</b>	11,879
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		3,008	3,395
Trade receivables	貿易應收款項	14	9,638	9,683
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		6,882	7,423
Tax recoverable	可收回稅項		159	-
Bank balances and cash	銀行結餘及現金		36,655	32,935
			<b>56,342</b>	53,436
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	15	901	638
Other payables and accrued charges	其他應付款項及應計費用		4,096	7,932
Contract liabilities	合約負債		639	552
Lease liabilities	租賃負債		1,146	1,111
Deferred income – government grants	遞延收入 – 政府補助		15	15
Amount due to an associate	應付聯營公司款項	16	2,881	2,848
			<b>9,678</b>	13,096
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>46,664</b>	40,340
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>57,108</b>	52,219

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

		30 June 2024 二零二四年 六月三十日 (unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (audited) (經審核) RMB'000 人民幣千元
		NOTES 附註	
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	596	1,177
Deferred income – government grants	遞延收入 – 政府補助	15	23
		<b>611</b>	1,200
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>56,497</b>	51,019
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	17	4,432
Reserves	儲備	52,065	47,345
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>56,497</b>	51,019

# 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 2024 截至二零二四年六月三十日止六個月

		Reserves						Sub-total	Total equity	
		Share capital	Share premium	Capital reserve	Statutory reserve	Translation reserve	Share option reserve			Accumulated profits/(loss)
		股本	股份溢價	資本儲備	法定儲備	匯兌儲備	購股權儲備	累計溢利/ (虧損)	小計	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	3,637	49,425	1,943	2,521	(256)	2,404	(3,150)	52,887	56,524
Loss for the period	期內虧損	-	-	-	-	-	-	(1,455)	(1,455)	(1,455)
<b>Other comprehensive Income:</b>	<b>其他全面收益:</b>									
Item that may be reclassified subsequently to profit or loss	其後可能重分類至損益的項目									
Exchange difference on consolidation	綜合匯兌差額	-	-	-	-	(325)	-	-	(325)	(325)
<b>Total comprehensive expense for the period</b>	<b>期內全面開支總額</b>	-	-	-	-	(325)	-	(1,455)	(1,780)	(1,780)
At 30 June 2023 (unaudited)	於二零二三年六月三十日(未經審核)	3,637	49,425	1,943	2,521	(581)	2,404	(4,605)	51,107	54,744
At 1 January 2024 (audited)	於二零二四年一月一日 (經審核)	3,674	50,264	1,943	2,580	(446)	1,995	(8,991)	47,345	51,019
Loss for the period	期內虧損	-	-	-	-	-	-	(1,779)	(1,779)	(1,779)
<b>Other comprehensive Income:</b>	<b>其他全面收益:</b>									
Item that may be reclassified subsequently to profit or loss	其後可能重分類至損益的項目									
Exchange difference on consolidation	綜合匯兌差額	-	-	-	-	(236)	-	-	(236)	(236)
<b>Total comprehensive expense for the period</b>	<b>期內全面開支總額</b>	-	-	-	-	(236)	-	(1,779)	(2,015)	(2,015)
<b>Transactions with owners:</b>	<b>與擁有人之交易:</b>									
Contributions and distributions	供款及分派									
Issue of new shares upon placing, net of transaction costs (Note 17)	配售後發行新股，扣除交易成本(附註17)	758	6,735	-	-	-	-	-	6,735	7,493
<b>Total transactions with owners</b>	<b>與擁有人之交易總額</b>	758	6,735	-	-	-	-	-	6,735	7,493
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	4,432	56,999	1,943	2,580	(682)	1,995	(10,770)	52,065	56,497

# 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 2024 截至二零二四年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (unaudited) (未經審核) RMB'000 人民幣千元
Net cash (used in)/from operating activities	經營活動(所用)/所得現金淨額	(2,819)	39
Net cash used in investing activities	投資活動所用現金淨額	(122)	(516)
Net cash from/(used in) financing activities	融資活動所得/(所用)現金淨額	6,897	(356)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	3,956	(833)
Cash and cash equivalents at beginning of the period	年初之現金及現金等價物	32,935	33,303
Effect on exchange rate change	匯率變動的影響	(236)	(328)
Cash and cash equivalents at end of the period, represented by bank balances and cash	年末之現金及現金等價物，指銀行結餘及現金	36,655	32,142





# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 1. GENERAL

Huakang Biomedical Holdings Company Limited was incorporated in the Cayman Islands as an exempted company under the laws of the Cayman Islands with limited liability on 3 August 2017 and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited on 13 December 2018. The addresses of the registered office and principal place of business of the Company are set out in the section headed "Corporate Information" to this Report.

The Group is principally engaged in research and development, manufacturing, marketing and sale of biological reagents and auxiliary reproductive supplies and equipment in the PRC through its subsidiary, Shenzhen Huakang, a limited liability company established in the PRC on 26 June 1992.

The consolidated financial statements are presented in RMB, which is the same as the functional currency of the Company and rounded to the nearest thousand unless otherwise stated.

### 1. 一般資料

華康生物醫學控股有限公司於二零一七年八月三日根據開曼群島法律於開曼群島註冊成立為一間獲豁免有限公司，其股份於二零一八年十二月十三日在香港聯合交易所有限公司GEM上市。本公司之註冊辦事處及主要營業地點地址載於本報告「公司資料」一節。

本集團主要透過其附屬公司深圳華康（於一九九二年六月二十六日在中國成立的有限公司）於中國從事生物製劑及輔助生育用品和設備的研發、生產、營銷及銷售。

綜合財務報表以人民幣呈列，與本公司之功能貨幣相同，且除另有註明外，均四捨五入至最接近之千位數。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 2. BASIS OF PRESENTATION

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. The unaudited condensed consolidated financial statements also comply with the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

The accounting policies adopted in the preparation of the unaudited condensed consolidated financial statement are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of the new and revised HKFRSs issued by the HKICPA that are adopted for the first time for the Group financial period beginning on 1 January 2024.

The adoption of the new and revised HKFRSs has had no significant effect on the unaudited condensed consolidated financial statements and there have been no significant changes to the accounting policies applied in the unaudited condensed consolidated financial statements.

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis.

The unaudited condensed consolidated financial statements have not been audited by the Company’s auditor, but have been reviewed by the Audit Committee.

### 3. USE OF JUDGEMENTS AND ESTIMATES

In preparing this unaudited condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to 2023 annual financial statements.

### 2. 呈列基準

未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用個別香港財務報告準則(「香港財務報告準則」、香港會計準則(「香港會計準則」)及詮釋(下文統稱為「香港財務報告準則」)以及香港公司條例的披露規定而編製。未經審核簡明綜合財務報表亦遵守聯交所GEM證券上市規則之適用披露規定。

編製未經審核簡明綜合財務報表所採納的會計政策與編製本集團截至二零二三年十二月三十一日止年度的年度綜合財務報表所應用者一致，惟於本集團自二零二四年一月一日開始之財政期間首次採用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除外。

採納新訂及經修訂香港財務報告準則對本未經審核簡明綜合財務報表並無重大財務影響。且本未經審核簡明綜合財務報表所應用之會計政策並無重大變動。

未經審核簡明綜合財務報表乃根據歷史成本基準編製。

未經審核簡明綜合財務報表尚未由本公司核數師審核，但已由審核委員會審閱。

### 3. 採用判斷及估計

於編製本未經審核簡明綜合中期財務報表過程中，管理層於應用本集團會計政策時作出的重大判斷及估計不確定因素的主要來源與二零二三年年度財務報表所應用者相同。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 4. REVENUE AND SEGMENT INFORMATION

The Group's operating activities are attributable to research and development, manufacturing and sales of (i) biological reagents and auxiliary reproductive supplies and equipment and (ii) healthcare products and supplements.

The following is an analysis of the Group's revenue:

#### (a) Disaggregation of revenue from contracts with customers

### 4. 收益及分部資料

本集團的經營活動歸屬於研發、生產及銷售(i)生物製劑及輔助生育用品和設備及(ii)健康產品及保健品。

以下為對本集團收益之分析：

#### (a) 客戶合約收益分類

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (unaudited) (未經審核) RMB'000 人民幣千元
Sales of biological reagents	銷售生物製劑		
Male fertility IVD reagents	男性不育體外 診斷試劑	9,606	9,285
Parasite antibody detection reagents	寄生蟲系列檢測 試劑	1,358	1,106
Epstein-Barr Virus antibody detection reagents	EB病毒檢測試劑	310	291
Sales of auxiliary reproductive supplies and equipment	銷售輔助生育 用品和設備	644	720
Sales of healthcare products and supplements	銷售健康產品及 保健品	-	63
<b>Total</b>	<b>總計</b>	<b>11,918</b>	<b>11,465</b>
<b>Types of customers</b>	<b>客戶類別</b>		
Distributors	分銷商	6,062	5,664
Non-distributors	非分銷商	5,856	5,801
<b>Total</b>	<b>總計</b>	<b>11,918</b>	<b>11,465</b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

Information reported to the executive directors of the Company, being identified as the chief operating decision makers (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Based on the Group’s internal information reporting purpose, the directors of the Company have determined that there are two reportable operating segments which are set out below:

- (1) Biological reagents and auxiliary reproductive supplies and equipment; and
- (2) Healthcare products and supplements

For the purpose of assessing segment performance and allocating resources between segments, the CODM makes decisions according to the operating results of each segment.

Segment results, which are the measures reported to the CODM for the purposes of resources allocation and assessment of segment performance, represent the profit earned or loss incurred by each segment without allocation of certain other gains and losses, administrative expenses, finance costs incurred by head office, income tax expense and share result of an associate.

就資源分配及分部業績評估而向本公司執行董事(即主要營運決策人(「主要營運決策人」))報告的資料著重於所交付或提供的商品或服務的類型。釐定本集團可呈報分部時，概無將主要營運決策人所識別的經營分部合併計算。

根據本集團內部資料呈報目的，本公司董事已釐定存在兩個可呈報經營分部，載列如下：

- (1) 生物製劑及輔助生育用品和設備；及
- (2) 健康產品及保健品

就評估分類表現及在分類間分配資源而言，主要營運決策人根據各分部的經營業績作出決策。

分部業績為呈報予主要營運決策人以供資源分配及評估分部表現的計量基準，其指各分部賺取的溢利或產生的虧損，當中並無分配若干其他收益及虧損、行政開支、總辦公室產生的融資成本、所得稅開支及分佔聯營公司業績。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

(b) Segment revenue and results

(b) 分部收益及業績

		Six months ended 30 June 截至六月三十日止六個月					
		Biological reagents and auxiliary reproductive supplies and equipment 生物製劑及輔助生育用品 和設備		Healthcare products and supplements 健康產品及保健品		Total 總計	
		2024	2023	2024	2023	2024	2023
		二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue	分部收益	11,918	11,402	-	63	11,918	11,465
Segment results	分部業績	547	916	(705)	(1,086)	(158)	(170)
Unallocated head office and corporate income and expenses	未分配 總辦公室及 公司收入及 開支						
- Other gains and losses	- 其他收益 及虧損					122	238
- Administrative expenses	- 行政開支					(1,743)	(1,452)
- Finance costs	- 融資成本					-	(15)
Loss before taxation	除稅前虧損					(1,779)	(1,399)
Income tax expenses	所得稅開支					-	(56)
Loss for the period	期內虧損					(1,779)	(1,455)

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

## (c) Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers which are based on the location of goods delivered.

## (c) 地域資料

下表載列按貨品交付的地區劃分之本集團外部客戶收益之地域資料。

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue from external customers:	外部客戶收益：		
The PRC	中國	11,918	11,402
Hong Kong	香港	–	62
Canada	加拿大	–	1
		11,918	11,465

## (d) Information about major customers

None of the customers (including entities under common control) individually accounting for 10% or more of the Group's total revenue during the six months ended 30 June 2024 and 2023.

## (d) 有關主要客戶的資料

截至二零二四年及二零二三年六月三十日止六個月，並無單獨佔本集團總收益10%或以上的客戶（包括受共同控制實體）。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

5. OTHER INCOME

5. 其他收入

Six months ended 30 June

截至六月三十日止六個月

		2024	2023
		二零二四年	二零二三年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank interest income	銀行利息收入	81	53
Government grants	政府補助	60	183
Loan interest income	貸款利息收入	98	109
Sundry income	雜項收入	79	29
		<b>318</b>	<b>374</b>

6. OTHER GAINS AND LOSSES

6. 其他收益及虧損

Six months ended 30 June

截至六月三十日止六個月

		2024	2023
		二零二四年	二零二三年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Foreign exchange gains, net	匯兌收益，淨額	181	514

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

## 7. LOSS BEFORE TAX

## 7. 除稅前虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (unaudited) (未經審核) RMB'000 人民幣千元
<b>Finance costs</b>	<b>融資成本</b>		
Finance charges on lease liabilities	租賃負債的財務費用	50	15
<b>Staff costs, including directors' remuneration</b>	<b>員工成本，包括董事薪酬</b>		
Directors' emoluments	董事薪酬	1,025	962
Other staff costs:	其他員工成本：		
Salaries, bonus and other benefits	薪金、花紅及其他福利	4,954	4,223
Contributions to defined contribution plans	定額供款計劃供款	1,130	992
		<b>7,109</b>	<b>6,177</b>
<b>Other items</b>	<b>其他項目</b>		
Auditor's remuneration	核數師酬金	370	310
Amortisation of intangible assets (included in cost of sales)	無形資產攤銷 (包含在銷售成本)	339	339
Cost of inventories	存貨成本	3,929	3,921
Depreciation of property, plant and equipment	物業、廠房及設備折舊	830	977
Depreciation of right-of-use assets	使用權資產折舊	567	413
Other rental and related expenses – Short term lease	其他租賃及有關開支 – 短期租賃	49	212
Write-off of inventories (included in selling and distribution expenses)	存貨核銷(包含銷售及分銷開支)	–	66



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 8. INCOME TAX EXPENSE

### 8. 所得稅開支

Six months ended 30 June

截至六月三十日止六個月

2024	2023
二零二四年	二零二三年
(unaudited)	(unaudited)
(未經審核)	(未經審核)
RMB'000	RMB'000
人民幣千元	人民幣千元

Current tax	即期稅項		
PRC Enterprise Income Tax	中國企業所得稅		
– Current year	– 本年度		
		–	56

The Company and the subsidiaries incorporated in the BVI are tax-exempted. Entity established in the PRC is subject to PRC Enterprise Income Tax at a statutory rate of 25%. Since the Group's PRC subsidiary, Shenzhen Huakang is recognised as "New and High Technology Enterprise" and therefore is entitled to a concessional tax rate of 15%. The entitlement of this tax benefit is subject to renewal by respective tax bureau in the PRC every three years. The latest approval for Shenzhen Huakang enjoying this tax benefit was obtained in November 2023 for the three years ending 15 November 2026.

Hong Kong Profits Tax has not been provided as the Group had no assessable profit arising from Hong Kong for the six months ended 30 June 2024 and 2023.

No provision for deferred taxation has been made in the unaudited condensed consolidated financial statements as there were no significant temporary differences arising during the six months ended 30 June 2024 and 2023 or at the end of each reporting period.

本公司及於英屬處女群島註冊成立的附屬公司均免稅。於中國成立之實體須按中國企業所得稅法定稅率25%繳納稅項。由於本集團的中國附屬公司深圳華康獲評為「高新技術企業」，因此可享有15%的優惠稅率。該項稅務優惠資格須每三年獲相關中國稅務局重續。深圳華康最近獲此稅務優惠審批之時間為二零二三年十一月，有效期為截至二零二六年十一月十五日止三年。

由於本集團於截至二零二四年及二零二三年六月三十日止六個月並無在香港產生應課稅溢利，故並無就香港利得稅作出撥備。

由於截至二零二四年及二零二三年六月三十日止六個月或各報告期末並無重大暫時性差異，因此未經審核簡明綜合財務報表並無計提遞延稅項撥備。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

## 9. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

## 9. 每股虧損

本公司擁有人應佔每股基本虧損的計算乃基於以下數據：

		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2024</b>	<b>2023</b>
		<b>二零二四年</b>	<b>二零二三年</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>人民幣千元</b>	<b>人民幣千元</b>
<b>Loss:</b>	<b>虧損：</b>		
Loss for the period attributable to the owners of the Company for the purpose of basic loss per share	計算每股基本虧損所用本公司擁有人應佔期內虧損	<b>(1,779)</b>	(1,455)
		<b>'000</b>	<b>'000</b>
		<b>千股</b>	<b>千股</b>
<b>Number of shares:</b>	<b>股份數目：</b>		
Weighted average number of ordinary shares of the Company in issue for the purpose of basic loss per share	計算每股基本虧損所用本公司已發行普通股加權平均數	<b>464,302</b>	414,472

Diluted loss per share is the same as basic loss per share as the effect of potential ordinary shares is anti-dilutive during the six months ended 30 June 2024 and 2023.

截至二零二四年及二零二三年六月三十日止六個月，由於普通股具有潛在反攤薄效應，故每股攤薄虧損與每股基本虧損相同。

## 10. DIVIDEND

No dividend was paid or declared by the Company during the six months ended 30 June 2024 and 2023, nor has any dividend been proposed since the end of the Reporting Period.

## 10. 股息

截至二零二四年及二零二三年六月三十日止六個月，本公司概無派付或宣派任何股息，及自報告期末亦無建議派付任何股息。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024 the Group acquired property, plants and equipment of approximately RMB301,000 (six months ended 30 June 2023: approximately RMB569,000).

### 11. 物業、廠房及設備

於截至二零二四年六月三十日止六個月，本集團購買物業、廠房及設備約人民幣301,000(截至二零二三年六月三十日止六個月：約人民幣569,000)。

### 12. RIGHT-OF-USE ASSETS

### 12. 使用權資產

#### Factories and office premises

工廠及  
辦公室物業  
RMB'000  
人民幣千元

Reconciliation of carrying amount	賬面值對賬	
At 31 December 2023 (audited)	於二零二三年十二月三十一日(經審核)	2,267
Additions	添置	-
Depreciation	折舊	(567)
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	1,700
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	
Cost	成本	2,646
Accumulated depreciation	累計折舊	(946)
		1,700

Certain leases impose a restriction that, unless the approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

若干租賃實施一項限制，除非獲得出租人批准，否則使用權資產僅限由本集團使用，並且禁止本集團出售或抵押相關資產。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

## 13. INTANGIBLE ASSETS

## 13. 無形資產

		<b>Development costs</b>
		<b>發展成本</b>
		<i>RMB'000</i>
		人民幣千元
<b>COST</b>	<b>成本</b>	
At 31 December 2023 (audited)	於二零二三年十二月三十一日(經審核)	5,203
Additions	添置	-
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	5,203
<b>AMORTISATION</b>	<b>攤銷</b>	
At 31 December 2023 (audited)	於二零二三年十二月三十一日(經審核)	3,069
Provided for the period	期內撥備	339
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	3,408
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	1,795
At 31 December 2023 (audited)	於二零二三年十二月三十一日(經審核)	2,134

Development costs are internally generated and has finite useful lives and amortised on a straight-line basis over 5 years.

發展成本乃於內部產生，具有有限可用年限，並於5年內按直線法攤銷。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 14. TRADE RECEIVABLES

		30 June 2024 二零二四年 六月三十日 (unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (audited) (經審核) RMB'000 人民幣千元
Trade receivables from third parties	應收第三方之貿易 應收款項	15,483	15,468
Less: allowance for credit losses	減：信貸虧損撥備	(5,845)	(5,785)
<b>Total</b>	<b>總計</b>	<b>9,638</b>	<b>9,683</b>

In general, the Group will request deposits from the customers before the goods are delivered and the amount of deposits requested varies amongst different contracts. For certain long-term customers, the Group will deliver the goods without requesting deposits and allow a credit period from 30 to 180 days (31 December 2023: 30 to 180 days) to these customers and there is no credit period granted to other customers. The following is an aging analysis of trade receivables (net of allowances for credit losses) presented based on the dates of delivery of goods.

一般而言，本集團將要求於貨品交付前向客戶收取按金，而且所要求按金數額因不同合約而有所區別。就若干長期客戶而言，本集團將於不要求按金的情況下向該等客戶交付貨品，且授予該等客戶30至180天(二零二三年十二月三十一日：30天至180天)的信貸期，而並無向其他客戶授出信貸期。下列為按貨品交付日期呈列的貿易應收款項(扣除信貸虧損撥備)賬齡分析。

		30 June 2024 二零二四年 六月三十日 (unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (audited) (經審核) RMB'000 人民幣千元
0-30 days	0至30天	1,262	1,419
31-90 days	31至90天	2,818	2,786
91-180 days	91至180天	2,412	2,561
Over 181 days	超過181天	3,146	2,917
		<b>9,638</b>	<b>9,683</b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 15. TRADE PAYABLES

In general, the Group will make advance payment to suppliers before the materials are received. Some of the suppliers may deliver the materials to the Group without requesting advance payment and a credit period ranged from 30 to 90 days (31 December 2023: 30 to 90 days) is granted by these suppliers. The following is an aging analysis of trade payables presented based on the invoice date:

		30 June 2024	31 December 2023
		二零二四年	二零二三年
		六月三十日	十二月三十一日
		<b>(unaudited)</b>	(audited)
		(未經審核)	(經審核)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
0–30 days	0至30天	<b>180</b>	13
31–90 days	31至90天	<b>235</b>	93
Over 90 days	超過90天	<b>486</b>	532
		<b>901</b>	638

### 16. AMOUNT DUE TO AN ASSOCIATE

The amount due is unsecured, interest free and repayable on demand.

### 15. 貿易應付款項

通常，本集團會在取得材料前向供應商預付款項。部份供應商可在無需預付款的情況下將材料交付予本集團，該等供應商已授出介乎30天至90天(二零二三年十二月三十一日：30天至90天)之信貸期。基於發票日期的貿易應付款項的賬齡分析如下：

### 16. 應付聯營公司款項

有關應付款項為無抵押、免息及須按要求償還。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

### 17. SHARE CAPITAL

### 17. 股本

		Number of share 股份數目	HK\$ 港元	Equivalent to 相當於 RMB'000 人民幣千元
<b>Authorised:</b>	<b>法定：</b>			
At 31 December 2023 (audited) and 30 June 2024 (unaudited)	於二零二三年 十二月三十一日 (經審核)及二零二四年 六月三十日(未經審核)	1,000,000,000	10,000,000	8,851
<b>Issued and fully paid ordinary shares at HK\$0.01 per share:</b>	<b>每股0.01港元之已發行及 繳足普通股：</b>			
At 31 December 2023 (audited)	於二零二三年 十二月三十一日 (經審核)	418,472,000	4,184,720	3,674
Issue of shares upon placing; At 31 January 2024	配售後發行股份： 於二零二四年 一月三十一日	20,000,000	200,000	184
At 21 March 2024	於二零二四年 三月三十一日	31,000,000	310,000	287
At 23 April 2024	於二零二四年 四月二十三日	31,000,000	310,000	287
		82,000,000	820,000	758
At 30 June 2024 (unaudited)	於二零二四年 六月三十日(未經審核)	500,472,000	5,004,720	4,432

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

## 18. RELATED PARTY TRANSACTIONS

### (a) Related party transactions

Save as disclosed elsewhere in the unaudited condensed consolidated financial statements, the Group had entered into following transactions with its related party during the six months ended 30 June 2024 and 2023:

## 18. 關連方交易

### (a) 關連方交易

除於未經審核簡明綜合財務報表其他地方之披露外，截至二零二四年及二零二三年六月三十日止六個月，本集團與其關連方訂立以下交易：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (unaudited) (未經審核) RMB'000 人民幣千元
Lease and utilities expenses paid to Shenzhen Junxuan Biological Technology Co., Ltd* ("Shenzhen Junxuan") (Note 1)	已付深圳君軒生物技術有限公司(「深圳君軒」)之租金及公共開支(附註1)	643	704

\* The English name is for identification purpose

Note:

- Shenzhen Junxuan is a related company controlled by Mr. Zhang Shuguang, an executive director of the Company.

附註：

- 深圳君軒為本公司執行董事張曙光先生的關連公司。



NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
未經審核簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

**(b) Compensation of key management personnel**

The emoluments of directors as key management personnel of the Group during the six months ended 30 June 2024 and 2023 were as follows:

**(b) 主要管理人員薪酬**

董事(作為本集團主要管理人員)截至二零二四年及二零二三年六月三十日止六個月之薪酬如下:

		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2024</b>	2023
		二零二四年	二零二三年
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Salaries, bonuses and other benefits	薪金、花紅及其他福利	<b>907</b>	868
Contributions to defined contribution plans	界定供款計劃供款	<b>118</b>	94
		<b>1,025</b>	962



**Huakang Biomedical Holdings Company Limited**  
**華康生物醫學控股有限公司**

