

Millennium Pacific

GROUP HOLDINGS LIMITED
匯思太平洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147

2024

INTERIM REPORT
中期報告



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 of the Stock Exchange 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 Millennium Pacific Group Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this 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的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於聯交所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。

本報告乃遵照聯交所**GEM**證券上市規則(「**GEM**上市規則」)的規定提供有關匯思太平洋集團控股有限公司(「**本公司**」)的資料。本公司各董事(「**董事**」)共同及個別對本報告承擔全部責任。董事於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屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

The board of Directors (the “Board”) of the Company is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2024 together with the unaudited comparative figures for the corresponding periods in 2023 as follows:

本公司董事會(「董事會」)欣然呈報本公司及其附屬公司(統稱「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，連同二零二三年同期的未經審核比較數字如下：

Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 未經審核簡明綜合損益及其他全面收益表

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 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註		
Revenue	4	24,760	23,059
Cost of sales		(22,662)	(21,941)
Gross profit		2,098	1,118
Other income		1	6
Administrative expenses		(3,782)	(3,703)
Loss from operation		(1,683)	(2,579)
Finance costs		(844)	(1,087)
Share of results of associates, net		–	(3,329)
Loss before tax		(2,527)	(6,995)
Income tax expense	5	–	–
Loss for the period		(2,527)	(6,995)
Other comprehensive (loss)/income for the period net of tax:			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		98	420
Share of other comprehensive loss of associate		–	(457)
Other comprehensive loss for the period		98	(37)
Total comprehensive loss for the period		(2,429)	(7,032)
Loss for the period attributable to:			
– Owners of the Company		(2,135)	(6,955)
– Non-controlling interests		(392)	(40)
		(2,527)	(6,995)
Total comprehensive (loss)/income for the period attributable to:			
– Owners of the Company		(2,066)	(7,065)
– Non-controlling interests		(363)	33
		(2,429)	(7,032)
Loss per Share (cents)			
– Basic	7	(2.07)	(6.75)
– Diluted	7	(2.07)	(6.75)

Unaudited Condensed Consolidated Statement of Financial Position

未經審核簡明綜合財務狀況表

			30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
		<i>Notes</i> <i>附註</i>		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	6	6
Goodwill	商譽		72	74
			78	80
Current assets	流動資產			
Inventories	存貨		1,733	705
Trade receivables	應收賬款	9	23,194	29,629
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金		4,185	4,112
Bank and cash balances	銀行及現金結餘		995	1,864
			30,107	36,310
Current liabilities	流動負債			
Trade payables	應付賬款	10	5,570	15,630
Other payables, deposits received and accrued expenses	其他應付款項、已收按金及應計費用		25,086	18,454
Amount due to an associate	應付一間聯營公司款項		-	906
Other borrowing	其他借款		7,033	6,901
Lease liabilities	租賃負債		-	544
Convertible bonds	可換股債券	11	6,007	-
			43,696	42,435
Net current liabilities	流動負債淨值		(13,589)	(6,125)
Total assets less current liabilities	總資產減流動負債		(13,511)	(6,045)
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	11	2,557	7,856
NET LIABILITIES	負債淨值		(16,068)	(13,901)
Capital and reserves	股本及儲備			
Share capital	股本	12	1,649	1,649
Reserves	儲備		(15,856)	(14,052)
			(14,207)	(12,403)
Non-controlling interests	非控股權益		(1,861)	(1,498)
TOTAL DEFICIENCY	虧絀總額		(16,068)	(13,901)

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

Attributable to the owners of the Company

本公司擁有人應佔

		Share capital		Foreign currency translation reserve	Option reserve	Statutory reserve	Equity component of convertible bonds	Accumulated losses	Total reserve	Non-controlling interests	Total equity/ (deficiency)
		股本	股份溢價	外幣換算儲備	購股權儲備	法定儲備	權益部分	累計虧損	總儲備	非控股權益	(虧損總額)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2023 (audited)	於二零二三年一月一日的結餘 (經審核)	1,649	110,537	(160)	2,526	-	2,212	(115,149)	(34)	(536)	1,079
Recognition of share-based payments (unaudited)	確認以股份為基礎的付款 (未經審核)	-	-	-	768	-	-	-	768	-	768
Issue of convertible bonds	發行可換股債券	-	-	-	-	-	1,033	-	1,033	-	1,033
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	(110)	-	-	-	(6,955)	(7,065)	33	(7,032)
Balance at 30 June 2023 (unaudited)	於二零二三年六月三十日的結餘 (未經審核)	1,649	110,537	(270)	3,294	-	3,245	(122,104)	(5,298)	(503)	(4,152)
Balance at 1 January 2024 (audited)	於二零二四年一月一日的結餘 (經審核)	1,649	110,537	(147)	3,373	166	2,240	(130,221)	(14,052)	(1,498)	(13,901)
Recognition of share-based payments (unaudited)	確認以股份為基礎的付款 (未經審核)	-	-	-	262	-	-	-	262	-	262
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	69	-	-	-	(2,135)	(2,066)	(363)	(2,429)
Balance at 30 June 2024 (unaudited)	於二零二四年六月三十日的結餘 (未經審核)	1,649	110,537	(78)	3,635	166	2,240	(132,356)	(15,856)	(1,861)	(16,068)

Unaudited Condensed Consolidated Statements 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 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Net cash used in operating activities	經營活動所用現金淨額	(851)	(6,194)
Net cash from investing activities	投資活動所得現金淨額	1	7
Net cash (used in)/from financing activities	融資活動(所用)/所得現金淨額	(5)	5,783
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(855)	(404)
Effect of foreign exchange rate changes	外匯匯率變動的影響	(14)	(7)
Cash and cash equivalents at beginning of the period	期初現金及現金等值物	1,864	1,655
Cash and cash equivalents at end of the period	期末現金及現金等值物	995	1,244
Analysis of cash and cash equivalents:	現金及現金等值物分析：	995	1,244

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 as an exempt company with limited liability under the Company Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 10 September 2013. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is located at A709-A22, 7/F., Block A, Jiangsu Building, 6013 Yitian Road, Fuxin Community, Lianhua Street, Futian District, Shenzhen, Guangdong Province, the People's Republic of China (the "PRC"). The principal place of its business in Hong Kong is located at Unit 5, 4/F, Energy Plaza No. 92 Granville Road Tsim Sha Tsui East, Kowloon, Hong Kong. The shares of the Company (the "Shares") are listed on GEM of the Stock Exchange since 18 July 2014.

The Company is an investment holding company. The principal activities of its subsidiaries are research and development, manufacture, sale of electronic devices and provision of application software development and online information and digital marketing services.

2. BASIS OF PRESENTATION

The unaudited condensed consolidated financial statements of the Group have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

The unaudited condensed consolidated financial statements of the Group are presented in Hong Kong dollars, which is the functional currency of the Company.

The unaudited condensed consolidated results of the Group for the six months ended 30 June 2024 do not include all the information and disclosures required in the annual financial statements of the Group and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2023 (the "2023 Consolidated Financial Statements"). The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated results are consistent with those used in the 2023 Consolidated Financial Statements, except for those new and revised HKFRSs and interpretation issued by the HKICPA that are adopted for the first time in the unaudited condensed consolidated financial statements for the six months ended 30 June 2024. The adoption of these new and revised HKFRSs had no significant effects on the results and financial position of the Group for the current and prior periods.

1. 一般資料

本公司於二零一三年九月十日根據開曼群島公司法第22章（一九六一年第三號法律，經綜合及修訂）在開曼群島註冊成立為一家獲豁免有限公司。其註冊辦事處的地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司主要營業地點地址為中華人民共和國（「中國」）廣東省深圳市福田區蓮花街道福新社區益田路6013號江蘇大廈A座7層A709-A22，其香港主要營業地點為香港九龍尖沙咀東加連威老道92號幸福中心4樓5室。本公司股份（「股份」）自二零一四年七月十八日起於聯交所GEM上市。

本公司為投資控股公司。其附屬公司的主要業務活動為研發、製造及銷售電子設備及提供應用軟件開發及線上資訊與數字化營銷服務。

2. 呈列基準

本集團的未經審核簡明綜合財務報表已按照香港會計師公會（「香港會計師公會」）所頒佈香港會計準則第34號「中期財務報告」及聯交所GEM證券上市規則規定之適用披露編製。

本集團的未經審核簡明綜合財務報表乃以港元呈列，此乃本公司的功能貨幣。

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並未包括本集團年度財務報表所需的所有資料及披露，並應與本集團截至二零二三年十二月三十一日止年度的綜合財務報表（「二零二三年綜合財務報表」）一併閱讀。編製未經審核簡明綜合業績所用會計政策及計算方法與二零二三年綜合財務報表所用者貫徹一致，惟於截至二零二四年六月三十日止六個月之未經審核簡明綜合財務報表中首次採納香港會計師公會頒佈之該等新訂及經修訂香港財務報告準則及詮釋除外。採納此等新訂及經修訂香港財務報告準則對本集團於本期間及過往期間的業績及財務狀況並無重大影響。

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 PRESENTATION (continued)

Going concern assumption

As at 30 June 2024, the Group had net current liabilities and net liabilities of approximately HK\$13,589,000 and HK\$16,068,000 respectively. In view of these circumstances, the Directors of the Company have given careful consideration to the impact of the current and anticipated future liquidity of the Group.

The validity of the Group to operate as a going concern is dependent upon the outcomes of the Group to (i) attain profitable and positive cash flows from operations by exploiting business development and implementing effective cost control measures; and (ii) the completion of a subscription agreement in relation to the issue of convertible bonds in an aggregate principal amount of HK\$6,800,000. Details of which are set out in the announcement of the Company dated 9 August 2024.

After taking into account the above measures, the directors of the Company consider that the Group will be able to realise its assets and discharge its liabilities and commitments in the normal course of business. Therefore, the consolidated financial statements of the Group have been prepared on a going concern basis.

3. SEGMENT INFORMATION

Operating segment information

The Group is principally engaged in a single type business of research, development, manufacturing and trading of electronic devices, while the revenue from sales and distribution of specialized milk products and health food items contributed less than 10% to the Group's consolidated revenue. Information reported to the board of directors, being the chief operating decision maker, for the purposes of resources allocation and assessment focuses on revenue analysis by products. No other discrete financial information is provided other than the Group's results and financial position as a whole. Accordingly, only entity-wide disclosure, major customers and geographical information are presented.

Geographical information

Non-current assets of the Group is presented based on the following geographical location:

PRC	中國
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Non-current assets include property, plant and equipment and right-of-use assets.

2. 呈列基準 (續)

持續經營假設

於二零二四年六月三十日，本集團流動負債淨額及負債淨額分別約為13,589,000港元及16,068,000港元。鑒於該等狀況，本公司董事審慎考慮本集團當前及預期未來流動資金之影響。

本集團持續經營的有效性取決於本集團能否(i)透過尋求業務發展及實施有效成本控制措施，在運營中獲得盈利及正面現金流量；及(ii)完成有關發行本金總額為6,800,000港元之可換股債券的認購協議。詳情載於本公司日期為二零二四年八月九日之公告。

經計及上述措施，本公司董事認為，本集團將可在一般業務過程中變現其資產及履行其負債及承諾。因此，本集團綜合財務報表已按持續經營基準編製。

3. 分部資料

經營分部資料

本集團主要從事研發、製造及買賣電子設備的單一類業務，而特色乳製品及健康食品項目的銷售及分銷收入少於本集團綜合收入的10%。資料向董事會（即主要營運決策者）呈報，以便對專注於透過產品之收益分析而進行資源分配及評估。除提供本集團業績及整體財務狀況外，概無提供其他獨立財務資料。因此，僅呈列實體披露、主要客戶及地理資料。

地區資料

本集團的非流動資產按以下地理位置呈列：

As at 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元 (audited) (經審核)
6	3

非流動資產包括物業、廠房及設備及使用權資產。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

3. SEGMENT INFORMATION (continued)

Geographical information (continued)

Information about the Group's revenue from external customers is presented based on the geographical location as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Hong Kong	香港	22,774	23,059
PRC	中國	1,986	-
		24,760	23,059

Information about major customers

Revenues from customers contributing over 10% of the total revenue of the Group are as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Customer A	客戶A	22,774	-
Customer B	客戶B	-	16,936
Customer C	客戶C	-	6,023

3. 分部資料(續)

地區資料(續)

有關本集團來自外部客戶收益的資料根據以下地理位置呈列：

有關主要客戶的資料

來自佔本集團總收益超過10%的客戶的收益如下：

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

4. REVENUE

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

		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
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
<i>Products transferred at a point in time:</i>			
Sales and distribution of specialized milk products and health food items	於某個時間點轉移產品： 特色乳製品及健康食品項目銷售及分銷	1,986	–
Sales on trading of electronic products, accessories and raw materials	電子產品、配件及原材料貿易銷售	22,774	23,059
		24,760	23,059

5. INCOME TAX EXPENSE

Current tax:
Provision for the period

No provision for Hong Kong Profits Tax has been made for the six months ended 30 June 2024 and 2023 as the Group's Hong Kong subsidiaries did not generate any assessable profit for the six months ended 30 June 2024 and 2023.

No provision for the PRC Enterprise Income Tax is required for the six months ended 30 June 2024 and 2023 as the Group's PRC subsidiaries did not generate any assessable profit for the six months ended 30 June 2024 and 2023.

4. 收益

期內，按主要產品或服務線劃分的客戶合約收益明細如下：

		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
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
<i>Products transferred at a point in time:</i>			
Sales and distribution of specialized milk products and health food items	於某個時間點轉移產品： 特色乳製品及健康食品項目銷售及分銷	1,986	–
Sales on trading of electronic products, accessories and raw materials	電子產品、配件及原材料貿易銷售	22,774	23,059
		24,760	23,059

5. 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
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(unaudited)
(未經審核)	(未經審核)
–	–

截至二零二四年及二零二三年六月三十日止六個月，概無就香港利得稅計提撥備，原因是本集團的香港附屬公司於截至二零二四年及二零二三年六月三十日止六個月概無產生任何應課稅溢利。

截至二零二四年及二零二三年六月三十日止六個月，概毋須就中國企業所得稅計提撥備，原因是本集團的中國附屬公司於截至二零二四年及二零二三年六月三十日止六個月概無產生任何應課稅溢利。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

6. DIVIDEND

No dividend was declared or paid during the six months ended 30 June 2024 and 2023, respectively.

6. 股息

概無就截至二零二四年及二零二三年六月三十日止六個月宣派或派付任何股息。

7. LOSS PER SHARE

(a) Basic loss per Share

7. 每股虧損

(a) 每股基本虧損

		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
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Loss	虧損		
Loss for the purpose of calculating basic and diluted loss per Share (HK\$'000)	就計算每股基本及攤薄虧損的虧損 (千港元)	(2,135)	(6,955)
Number of Shares	股份數目		
Weighted average number of ordinary Shares for the purpose of calculating basic loss per Share	就計算每股基本虧損的普通股加權平均數	103,073,897	103,073,897

(b) Diluted loss per Share

The effects of the potential ordinary Shares in respect of the outstanding share options and convertible bonds of the Company are anti-dilutive for the periods ended 30 June 2024 and 2023.

(b) 每股攤薄虧損

於截至二零二四年及二零二三年六月三十日止期間，本公司尚未行使的購股權及可換股債券之潛在普通股之影響為反攤薄影響。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

8. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024 and 2023, the Group did not record spending on additions to property, plant and equipment.

9. TRADE RECEIVABLES

An ageing analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

		As at 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
0 to 30 days	0至30日	7,669	4,195
31 to 60 days	31至60日	1,663	596
61 to 90 days	61至90日	3,206	-
Over 90 days	90日以上	10,656	24,838
		23,194	29,629

8. 物業、廠房及設備

截至二零二四年及二零二三年六月三十日止六個月，本集團並未錄得增添物業、廠房及設備的開支。

9. 應收賬款

扣除撥備後的應收賬款按發票日期的賬齡分析如下：

10. TRADE PAYABLES

An ageing analysis of trade payables based on invoice date as at the reporting dates are as follows:

		As at 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
0 to 30 days	0至30日	5,570	4,625
31 to 60 days	31至60日	-	3,447
61 to 90 days	61至90日	-	4,532
Over 90 days	90日以上	-	3,026
		5,570	15,630

10. 應付賬款

於報告日期的應付賬款按發票日期的賬齡分析如下：

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

11. CONVERTIBLE BONDS

2023 Convertible bonds (“2023 CB I”)

The convertible bonds were issued on 14 June 2023. The bonds are convertible into ordinary shares of the Company at any time commencing from the issue date and till the fifth business day prior to the maturity date. The bonds are convertible to an aggregated of 20,312,500 ordinary shares of the Company at HK\$0.32 per share (upon adjustment by Share Consolidation 2023). The maturity date is on the second anniversary of the issue date.

If the bonds are not converted, they shall be redeemed at par with interest of 4% per annum.

2023 Convertible bonds (“2023 CB II”)

The convertible bonds were issued on 14 September 2023. The bonds are convertible into ordinary bonds of the Company at any time commencing from the issue date and till the fifth business day prior to the maturity date. The bonds are convertible to an aggregate of 20,000,000 ordinary shares of the Company at HK\$0.15 per share. The maturity date is on the second anniversary of the issue date.

If the bonds are not converted, they will be redeemed at par on 13 September 2025. Interest of 4% per annum will be settled with the outstanding principal at maturity date.

Movements of the liability component during the reporting period are as follows:

At 1 January 2024 於二零二四年一月一日
Interest charged 收取的利息

At 30 June 2024 於二零二四年六月三十日

The interest charged for the six months ended 30 June 2024 is calculated by applying an effective interest rate of 13.32% to 21.60% (six months ended 30 June 2023: 13.32%) to the liability component for the 24 months period since the bonds were issued.

Notes:

- (i) current portion
- (ii) non-current portion

11. 可換股債券

二零二三年可換股債券 (「二零二三年可換股債券I」)

可換股債券於二零二三年六月十四日發行。債券可於發行日期起至到期日前的第五個營業日期間隨時兌換為本公司普通股。債券可按每股0.32港元兌換為合共20,312,500股本公司普通股(經二零二三年股份合併所調整)。到期日為發行日期之第二個週年日。

倘債券未獲兌換，其當按面值贖回，連同年利率為4%之利息。

二零二三年可換股債券 (「二零二三年可換股債券II」)

可換股債券已於二零二三年九月十四日發行。債券可於發行日期起至到期日前第五個營業日止期間任何時間轉換為本公司的普通債券。債券可按每股0.15港元轉換為合共20,000,000股本公司普通股。到期日為發行日期的第二個週年日。

倘債券未獲轉換，其將於二零二五年九月十三日按面值贖回。每年將按未償還本金4%之利息於到期日結算。

報告期內負債部分的變動如下：

	2023CBI (Note i) 二零二三年 可換股債券I (附註i) HK\$'000 千港元	2023CBII (Note ii) 二零二三年 可換股債券II (附註ii) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2024	5,537	2,319	7,856
Interest charged	470	238	708
At 30 June 2024	6,007	2,557	8,564

截至二零二四年六月三十日止六個月收取的利息按自債券發行起24個月期間應用於負債部分之實際利率13.32%至21.60%(截至二零二三年六月三十日止六個月：13.32%)計算。

附註：

- (i) 流動部分
- (ii) 非流動部分

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

		Ordinary shares 普通股	
		Number of shares 股份數目	HK\$'000 千港元
Authorised	法定		
At 31 December 2023 (audited), 1 January 2024	於二零二三年十二月三十一日(經審 核)、二零二四年一月一日	625,000,000	10,000
As at 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	625,000,000	10,000
Issued	已發行		
At 31 December 2023 (audited), 1 January 2024	於二零二三年十二月三十一日(經審 核)、二零二四年一月一日	103,073,897	1,649
As at 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	103,073,897	1,649

13. CONTINGENT LIABILITIES

Saved for disclosed, as at 30 June 2024 and 31 December 2023, the Group did not have any other contingent liabilities.

13. 或然負債

除所披露者外，於二零二四年六月三十日及二零二三年十二月三十一日，本集團並無任何其他或然負債。

14. CAPITAL COMMITMENTS

Saved for disclosed, as at 30 June 2024 and 31 December 2023, the Group did not have any other capital commitments.

14. 資本承擔

除所披露者外，於二零二四年六月三十日及二零二三年十二月三十一日，本集團並無任何其他資本承擔。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

15. RELATED PARTY TRANSACTIONS

Saved as disclosed, the Group had the following material transactions with its related parties during the reporting periods.

Key management compensation

Key management mainly represents the Company's Directors. Remuneration for key management personnel of the Group is as follows:

15. 關聯方交易

除所披露者外，本集團於報告期間內與其關聯方進行下列重大交易。

主要管理層酬金

主要管理層主要指本公司董事。本集團主要管理層人員的薪酬如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Fees, salaries and allowances	袍金、薪金及津貼	211	356

Management Discussion and Analysis

管理層討論及分析

The Group engaged in the research and development, manufacture and sale of consumer electronic products. It also explored the business of online information and digital marketing services. We provide one-stop services to our customers by offering design, prototyping/sampling, manufacturing, assembling, packaging and marketing of their products.

The Group has been actively conducting and developing the business of consumer products and exploring various opportunities for investment projects to broaden the scope of investment according to the market conditions to enhance the value of its shareholders. In the last quarter of 2023, the Group acquired 70% shares of the Guoke Teweï (Beijing) Biotechnology Co., Ltd* (國科特微(北京)生物科技有限公司), a company specialized in the sale and distribution of specialized milk products and healthy food items developed and manufactured in its self-owned brands, represents a valuable opportunity to extend the business footprints into different industries which enables the Group to increase and diversify its revenue stream and broaden its business networks.

BUSINESS ENVIRONMENT

The manufacturing and trading businesses of the Group and its operating companies face fierce competition in the international consumer electronics market. Moreover, the U.S. government has introduced various new export restrictions, sanctions, investment and technology bans on China over the past few years, such as those related to semiconductor chips. In this field, the Group will inevitably be disrupted and negatively impacted. In view of these challenges, the Group has remained vigilant in monitoring and managing its operations. We have made strategic adjustments and believe that the current environment will have less impact on China's health food consumer market. Therefore, we are exploring the development and manufacturing of specialized milk products and health food businesses under our own brands by acquiring a majority stake in Guoke. The sales and distribution of specialized milk products and health food items generated revenue in the first half of 2024. The Group hopes to invest in more publicity activities and promotions in the second half of 2024 to increase the growth of the sales and distribution of specialized milk products and health food items business.

本集團從事研發、製造及銷售消費電子產品。本集團亦拓展線上資訊及數字化營銷服務業務。我們通過提供設計、原型機製造/樣機製造、製造、裝配、包裝及營銷產品而向客戶提供一站式服務。

本集團一直積極進行及發展消費品業務，並根據市況探索各種投資項目機會以擴大投資範圍，從而提升其股東價值。於二零二三年最後一季，本集團收購國科特微(北京)生物科技有限公司(一間專門銷售及分銷由其自有品牌開發及製造的特色乳製品及健康食品的公司)的70%股份，為本集團將業務版圖擴展至不同行業提供寶貴機會，使本集團能夠增加及多元化其收入來源，並擴大其業務網絡。

商業環境

本集團及其營運公司的製造及貿易業務於國際消費電子市場面臨激烈競爭。此外，美國政府於過去數年對中國出台各種新出口限制、制裁、投資及技術禁令，例如與半導體芯片相關的領域。在這一領域，本集團無可避免地會受到干擾及負面打擊。鑒於該等挑戰，本集團在監察及管理其營運時一直保持警覺。我們作出策略調整，並認為當前環境對中國健康食品消費市場的影響較少。因此，我們通過收購國科的多數股權，探索以自有品牌開發及製造的特色乳製品及健康食品業務。特色乳製品及健康食品項目的銷售及分銷於二零二四年上半年產生收益。本集團希望於二零二四年下半年投資更多宣傳活動及促銷，以推動特色乳製品及健康食品項目業務的銷售及分銷增長。

* For identification purpose only

* 僅供識別

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group engages in the sales on trading of electronic products, accessories and raw materials in Hong Kong. The revenue of the Group in this segment decreased by approximately HK\$0.3 million from approximately HK\$23.1 million in the first half of 2023 to approximately HK\$22.8 million in the same period of 2024. The revenue of sales on specialized milk products and health food in PRC increased by approximately HK\$2.0 million in the first half of 2024 as compared with the same period of 2023. Total revenue of the Group increased by approximately HK\$1.7 million from approximately HK\$23.1 million in the first half of 2023 to approximately HK\$24.8 million in the same period of 2024. The increase in total revenue was mainly due to the increase in sales of specialized milk products and health food in PRC.

The gross profit margin raised from 4.8% for the first half of 2023 to 8.5% for the first half of 2024. The gross profit also raised from approximately HK\$1.1 million for the first half of 2023 to approximately HK\$2.1 million for the first half of 2024. The increase in gross profit and gross profit margin was mainly due to the increase in sales of specialized milk products and health food in PRC.

FINANCIAL REVIEW

Staff costs represented one of the major components of the Group's administrative expenses, which mainly consisted of directors' emoluments, salaries, retirement benefit scheme contribution, share-based expense and other benefits. Staff costs decreased slightly by approximately HK\$0.3 million from approximately HK\$2.7 million in the first half of 2023 to approximately HK\$2.4 million in the same period of 2024. The decrease was mainly contributed by cost control measures implemented by the Group.

Our total administrative expenses remained fairly stable at around HK\$3.8 million.

Finance costs represented imputed interest on lease liabilities and convertible bonds and remained fairly stable at around HK\$0.8 million.

Operation of Associates

Our associate, Celestial Rainbow Group, which has been equity accounted for, mainly engaged in manufacturing of electronic products in mainland China, such as fitness bracelets, targeting overseas market. Its operation was vulnerable to the prevailing environment. Accordingly, the associate continued to contribute negatively to our bottom line. No loss was shared by the Group in the first half of 2024 since the accumulated shared loss reaches our cost of investment in the associates whereas we shared its loss of approximately HK\$3.3 million in the same period of 2023.

業務回顧

本集團於香港從事電子產品、配件及原材料貿易的銷售。本集團於該分部的收益由二零二三年上半年的約23.1百萬港元減少約0.3百萬港元至二零二四年同期的約22.8百萬港元。於二零二四年上半年，特色乳製品及健康食品於中國的銷售收入相較二零二三年同期增加約2.0百萬港元。本集團總收益由二零二三年上半年的約23.1百萬港元增加約1.7百萬港元至二零二四年同期的約24.8百萬港元。總收益增加主要由於於中國的特色乳製品及健康食品銷售增加所致。

毛利率由二零二三年上半年的4.8%上升至二零二四年上半年的8.5%。毛利亦由二零二三年上半年的約1.1百萬港元增加至二零二四年上半年的約2.1百萬港元。毛利及毛利率的增加主要由於於在中國的特色乳製品及健康食品銷售增加所致。

財務回顧

員工成本為本集團行政開支的其中一個主要組成部分，主要包括董事酬金、薪金、退休福利計劃供款、以股份為基礎的開支及其他福利。員工成本由二零二三年上半年的約2.7百萬港元略微減少約0.3百萬港元至二零二四年同期的約2.4百萬港元。減少乃主要由於本集團實施的成本控制措施所致。

我們的行政開支總額保持基本穩定，約為3.8百萬港元。

財務費用指租賃負債及可換股債券的推算利息，保持基本穩定，約為0.8百萬港元。

聯營公司之營運

我們已按權益法入賬的聯營公司Celestial Rainbow Group主要面向海外市場從事於中國內地製造健身手環等電子產品。其連營易受到現行環境的影響。因此，聯營公司繼續對我們盈利產生不利影響。由於累計分佔虧損已達致我們於聯營公司的投資成本，因此本集團於二零二四年上半年並無分佔任何虧損，而於二零二三年同期我們分佔其約3.3百萬港元的虧損。

Management Discussion and Analysis

管理層討論及分析

Loss Attributable to Owners of the Company

The Group recorded a loss attributable to owners of the Company of approximately HK\$2.5 million in the first half of 2024, representing a decrease of approximately HK\$4.5 million from approximately HK\$7.0 million in the same period of 2023. The decrease was mainly due to the increase of gross profit amounted to approximately HK\$1.0 million and the absence of share of loss of result of associates in the first half of 2024 whereas we shared loss of approximately HK\$3.3 million in the same period of 2023.

Disposal and Acquisition

There were neither significant investments held as at 30 June 2024 nor material acquisitions and disposals of subsidiaries during the six months ended 30 June 2024. There is no plan for material investments or capital assets at the date of this report.

本公司擁有人應佔虧損

於二零二四年上半年，本集團錄得本公司擁有人應佔虧損約2.5百萬港元，較二零二三年同期的約7.0百萬港元減少約4.5百萬港元。該減少主要是由於毛利增加約1.0百萬港元及於二零二四年上半年並無分佔聯營公司業績虧損，而於二零二三年同期我們分佔虧損約3.3百萬港元。

出售事項及收購事項

於二零二四年六月三十日概無持有重大投資，且截至二零二四年六月三十日止六個月亦無附屬公司的重大收購及出售事項。於本報告日期，概無資本資產的重大投資計劃。

Management Discussion and Analysis

管理層討論及分析

Outlook

The global economic slowdown is causing uncertainty, and it is expected geopolitical issues continue to be a concern. The Group will maintain a cautious stance and make tactical adjustments where appropriate, we will be ready to capture new opportunities and adjust our priorities and resources, taking into account the prevailing external factors and new norms. Being one-stop service provider to our customers, our aim is to respond to changing customer needs by providing enhanced business solutions through value-added services. We are going to explore into the business of specialized milk products and healthy food items developed and manufactured with self-owned brands by acquiring the majority shares of Guoke.

While the Group will develop and explore ways to improve its financial performance and broaden the sources of revenue, it is the Group's strategy to do so within acceptable risk level and capital requirement. It will continue to control its costs of operation and select the appropriate product mix and regions that the Group should focus on and devote its resources to. We will also review the performance of our existing business portfolio and make suitable investment decisions. Subject to the review results, we do not preclude the possibility that we may dispose of the whole or part of our existing business portfolio and/or change the asset allocation of our businesses.

The Group may restructure its existing debts and implement debt and/or equity fundraising plan(s) to satisfy the financing needs and improve its financial position in the event suitable fundraising opportunities arise. In these regards, the Company will publish announcements as and when appropriate according to the requirements under the applicable listing rules.

展望

全球經濟放緩正帶來不確定性，預計地緣政治問題將繼續令人擔憂。本集團將保持審慎態度，並適時作出戰術調整，我們將準備好把握新機遇，並考慮當前的外部因素及新常態調整我們的優先次序及資源。作為客戶的一站式服務供應商，我們的目標是通過增值服務提供增強的業務解決方案，以應對不斷變化的客戶需求。我們將通過收購國科的多數股權，進軍以自有品牌開發及製造的特色乳製品及健康食品項目業務。

雖然本集團將發展及探索改善其財務表現及擴大收入來源的方法，但其為本集團在可接受風險水平及資本要求內所採取的戰略。本集團將繼續控制其運營成本並挑選本集團應重點關注及投入資源的合適產品組合及地區。我們亦將檢討現有業務組合的表現，並作出適當的投資決定。根據檢討結果，我們並不排除出售所有或部分現有業務組合及／或變更我們業務的資產配置的可能性。

倘出現合適集資機會，本集團可能重組其現有債務並實施債務及／或股權集資計劃，以滿足融資需求並改善其財務狀況。就此方面，本公司將根據適用上市規則的規定，在適當時候發佈公告。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Below is a summary of the key financial ratio:

		Notes	As at 30 June 2024 於二零二四年 六月三十日	As at 31 December 2023 於二零二三年 十二月三十一日
		附註		
Current ratio	流動比率	1	0.69	0.86
Quick ratio	速動比率	2	0.65	0.84
Gearing ratio	資產負債比率	3	0.92	1.10

Notes:

1. Current ratio is calculated by dividing total current assets by total current liabilities as at the respective period end.
2. Quick ratio is calculated by dividing total current assets less inventories by total current liabilities as at the respective period end.
3. Gearing ratio is calculated by dividing total debt by total equity as at the respective period end. For the avoidance of doubt, total debt includes other borrowing, liability component of convertible bonds and lease liabilities.

Historically, the Group has funded its liquidity and capital requirements primarily through operating cash flows, borrowings and funds from the listing of the Company's shares on the GEM of the Stock Exchange. The Group requires cash primarily for working capital needs.

Convertible Bonds and Share Consolidation

On 2 July 2021, convertible bonds in an aggregate principal amount of HK\$20,000,000 with 4% interest per annum and two-year lifespan were issued to Mr. Wu Xiongbin, under the general mandate granted to the Directors. Assuming full conversion at the conversion price of HK\$0.12, the convertible bonds will be convertible into 166,666,667 conversion Shares ("2021 CB").

The 2021 CB was matured in July 2023. The Company redeemed HK\$15 million in principal and reached an agreement with the holder of the 2021 CB that the remaining principal shall continue to bear an interest rate of 4% per annum until repayment.

流動資金、財務資源及資本結構

下文為主要財務比率概要：

		Notes	As at 30 June 2024 於二零二四年 六月三十日	As at 31 December 2023 於二零二三年 十二月三十一日
		附註		
Current ratio	流動比率	1	0.69	0.86
Quick ratio	速動比率	2	0.65	0.84
Gearing ratio	資產負債比率	3	0.92	1.10

附註：

1. 流動比率按相應期末總流動資產除以總流動負債計算。
2. 速動比率按相應期末總流動資產減存貨除以總流動負債計算。
3. 資產負債比率按相應期末總債務除以總權益計算。為免生疑問，總債務包括其他借貸、可換股債券的負債部分及租賃負債。

過往，本集團主要以經營現金流量、借貸及本公司股份於聯交所GEM上市所得資金應付其流動資金及資本需求。本集團的現金主要用於應付營運資金需求。

可換股債券及股份合併

於二零二一年七月二日，本金總額20,000,000港元按年利率4%計息的兩年期可換股債券根據授予董事的一般授權發行予吳雄濱先生。假設按換股價0.12港元悉數轉換，可換股債券將可轉換為166,666,667股換股股份（「二零二一年可換股債券」）。

二零二一年可換股債券已於二零二三年七月到期。本公司贖回本金15百萬港元，並與二零二一年可換股債券持有人達成協議，剩餘本金將繼續按年利率4%計息，直至償還為止。

Management Discussion and Analysis

管理層討論及分析

On 14 June 2023, the Company issued convertible bonds in an aggregate principal amount of HK\$6,500,000 with 4% interest per annum and two-year lifespan to Viva Gain Investments Limited, under the general mandate granted to the Directors, assuming full conversion of the 2023 Convertible Bonds ("2023 CB I") at the initial conversion price of HK\$0.032, the 2023 Convertible Bonds will be convertible into 203,125,000 conversion shares. The conversion price of HK\$0.032 represented a premium of approximately 18.5% to the closing price of HK\$0.027 per Share as quoted on the Stock Exchange on 22 May 2023, being the date of the relevant subscription agreement.

As a result of the share consolidation effective on 30 June 2023, the conversion prices of the 2021 CB and the 2023 CB I have been adjusted to HK\$1.2 and HK\$0.32 respectively. The 2021 CB could be and the 2023 CB I will be convertible into 16,666,666 conversion shares and 20,312,500 conversion shares respectively.

The gross proceeds from the issue of the 2023 CB I were HK\$6,500,000 and the net proceeds from the issue of the Convertible Bonds were approximately HK\$6.4 million (after deducting the related expenses and professional fees). The Group intended to use the net proceeds from the subscription for general working capital. The Directors were of the view that (i) the subscription agreement was entered into upon normal commercial terms following arm's length negotiations between the Company and the subscriber; (ii) the conversion price represented a premium to the recent price of the Shares; and (iii) the interest payable by the Company to the bondholder was comparatively lower than the market interest rate provided by the banks. Accordingly, the Directors considered that the subscription (including terms of the 2023 Convertible Bonds) was fair and reasonable and in the interests of the Company and the Shareholders as a whole. Details are disclosed in the announcements of the Company dated 22 May 2023 and 14 June 2023. As at the date of this report, the net proceeds were fully utilised as intended.

On 16 July 2024, the Company received a conversion notice from Viva Gain Investments Limited ("Viva Gain") in relation to 2023 CB I and the exercise of the conversion rights attaching to the convertible bonds to convert the convertible bonds in the principal amount of HK\$6,500,000.00 into 20,312,500 conversion shares at the conversion price of HK\$0.32 per conversion share. Accordingly, on 19 July 2024, 20,312,500 conversion shares, representing approximately 19.71% of the total number of issued Shares immediately before such conversion and the conversion to Mr. Wei (as defined below) and approximately 14.17% of the total number of issued Shares as enlarged by the issue of the conversion shares immediately after such conversion and the conversion to Mr. Wei (as defined below), were allotted to Viva Gain, the shares of which are owned beneficially as to 100% by Mr. Ma Xingzhong) under the relevant general mandate in accordance with the terms and conditions of the convertible bonds.

於二零二三年六月十四日，本公司根據授予董事的一般授權將本金總額為6,500,000港元按年利率4%計息的兩年期可換股債券發行予盛發投資有限公司，假設按初步換股價0.032港元悉數轉換二零二三年可換股債券（「二零二三年可換股債券I」），則二零二三年可換股債券將可轉換為203,125,000股換股股份。換股價0.032港元較股份於二零二三年五月二十二日（即相關認購協議日期）在聯交所報收市價每股0.027港元溢價約18.5%。

由於股份合併於二零二三年六月三十日生效，二零二一年可換股債券及二零二三年可換股債券I的換股價分別調整至1.2港元及0.32港元。二零二一年可換股債券可轉換為16,666,666股換股股份，而二零二三年可換股債券I將可轉換為20,312,500股換股股份。

發行二零二三年可換股債券I的所得款項總額為6,500,000港元，而發行可換股債券的所得款項淨額約為6.4百萬港元（扣除相關開支及專業費用後）。本集團擬將認購事項所得款項淨額用作一般營運資金。董事認為，(i)認購協議乃由本公司與認購人經公平磋商後按一般商業條款訂立；(ii)換股價較股份近期價格有所溢價；及(iii)本公司應付債券持有人的利息相對低於銀行提供的市場利率。因此，董事認為認購事項（包括二零二三年可換股債券的條款）屬公平合理，並符合本公司及股東的整體利益。詳情披露於本公司日期為二零二三年五月二十二日及二零二三年六月十四日的公告。於本報告日期，所得款項淨額已按擬定用途悉數動用。

於二零二四年七月十六日，本公司收到盛發投資有限公司（「盛發」）有關二零二三年可換股債券I及行使可換股債券附帶的換股權利的轉換通知，按換股價每股換股股份0.32港元將本金總額為6,500,000.00港元的可換股債券進行換股，轉換為20,312,500股換股股份。因此，於二零二四年七月十九日，根據可換股債券的條款及條件，按照相關一般授權向盛發（由馬興忠先生全資實益擁有）配發20,312,500股換股股份，相當於緊接該等換股及魏先生換股（定義見下文）前已發行股份總數約19.71%及該等換股及魏先生換股（定義見下文）後經發行換股股份擴大後之已發行股份總數約14.17%。

Management Discussion and Analysis

管理層討論及分析

On 14 September 2023, the Company issued convertible bonds in an aggregate principal amount of HK\$3,000,000 with 4% interest per annum and two-year lifespan were issued to Mr. Wei Haiquan (“**Mr. Wei**”), under the general mandate granted to the Directors, assuming full conversion of the 2023 Convertible Bonds II (“**2023 CB II**”) at the conversion price of HK\$0.15, the 2023 CB II will be convertible into 20,000,000 conversion shares. The conversion price of HK\$0.15 represented a premium of approximately 10.3% to the closing price of HK\$0.136 per Share as quoted on the Stock Exchange on 30 August 2023, being the date of the relevant subscription agreement.

The gross proceeds from the issue of the 2023 CB II were HK\$3,000,000 and the net proceeds from the issue of the Convertible Bonds were approximately HK\$3 million (after deducting the related expenses and professional fees). The Group intended to use the net proceeds from the subscription for general working capital.

As at the date of this report, the net proceeds were fully utilised as intended. The table below sets out the detailed breakdown and description of the actual use of the net proceeds:

Actual use of net proceeds	Allocation of net proceeds (HK\$)	Percentage to the total net proceeds (%)	Amount utilised up to 30 June 2024 (HK\$)	Remaining balance as of 30 June 2024 (HK\$)
	所得款項淨額分配 (港元)	佔總所得款項淨額百分比 (%)	截至二零二四年六月三十日已使用金額 (港元)	截至二零二四年六月三十日的剩餘結餘 (港元)
Settlement of Trade Payables 結算應付賬款	approximately 約 2,730,000	91.0	approximately 約 2,730,000	0.0
Staff Expenses 員工開支	approximately 約 235,100	7.8	approximately 約 235,100	0.0
Administrative Expenses 行政開支	approximately 約 34,900	1.2	approximately 約 34,900	0.0
Total 總計	approximately 約 3,000,000	100.0	approximately 約 3,000,000	0.0

The Directors were of the view that (i) the subscription agreement was entered into upon normal commercial terms following arm’s length negotiations between the Company and the subscriber; (ii) the conversion price represented a premium to the recent price of the Shares; and (iii) the interest payable by the Company to the bondholder was comparatively lower than the market interest rate provided by the banks. Accordingly, the Directors considered that the subscription (including terms of the 2023 Convertible Bonds II) was fair and reasonable and in the interests of the Company and the Shareholders as a whole. Details are disclosed in the announcements of the Company dated 30 August 2023 and 14 September 2023.

於二零二三年九月十四日，本公司根據授予董事的一般授權將本金總額為3,000,000港元按年利率4%計息的兩年期可換股債券發行予魏海全先生（「魏先生」），假設二零二三年可換股債券II（「二零二三年可換股債券II」）按換股價0.15港元悉數轉換，則二零二三年可換股債券II將可轉換為20,000,000股換股股份。換股價0.15港元較股份於二零二三年八月三十日（即相關認購協議日期）在聯交所所報收市價每股0.136港元溢價約10.3%。

發行二零二三年可換股債券II的所得款項總額為3,000,000港元，而發行可換股債券所得款項淨額約為3百萬港元（經扣除相關開支及專業費用後）。本集團擬將認購事項所得款項淨額用作一般營運資金。

於本報告日期，所得款項淨額已按擬定用途全部動用。下表載列所得款項淨額實際用途的詳細明細及描述：

董事認為(i)認購協議乃由本公司與認購人經公平磋商後按一般商業條款訂立；(ii)轉換價較股份近期價格有所溢價；及(iii)本公司應付債券持有人支付的利息相對低於銀行提供的市場利率。因此，董事認為認購事項（包括二零二三年可換股債券II的條款）屬公平合理，並符合本公司及股東的整體利益。詳情載於本公司日期為二零二三年八月三十日及二零二三年九月十四日之公告。

Management Discussion and Analysis

管理層討論及分析

On 16 July 2024, the Company received a conversion notice from Mr. Wei in relation to 2023 CB II and the exercise of the conversion rights attaching to the convertible bonds to convert the convertible bonds in the principal amount of HK\$3,000,000.00 into 20,000,000 conversion shares at the conversion price of HK\$0.15 per conversion share. Accordingly, on 19 July 2024, 20,000,000 conversion shares, representing approximately 19.40% of the total number of issued Shares immediately before such conversion and the conversion to Viva Gain and approximately 13.95% of the total number of issued Shares as enlarged by the issue of the conversion shares immediately after such conversion and the conversion to Viva Gain, were allotted to Mr. Wei under the relevant general mandate in accordance with the terms and conditions of the convertible bonds.

On 9 August 2024, the Company entered into a subscription agreement in relation to the issue of convertible bonds in an aggregate principal amount of HK\$6,800,000. Upon full conversion of the relevant convertible bonds, a total of 20,000,000 conversion shares will be issued, representing approximately 13.95% of the issued share capital of the Company on 9 August 2024. An application will be made by the Company to the GEM Listing Committee for the listing of, and permission to deal in, the relevant conversion shares. For more details, please refer to the announcement of the Company dated 9 August 2024. The Company will issue further announcement(s) to provide updates of the issue of convertible bonds in due course, if necessary.

As at 30 June 2024, there were outstanding convertible bonds with the aggregate principal amount of HK\$9.5 million (31 December 2023: HK\$9.5 million). As at 30 June 2024, the Group had approximately HK\$1.0 million in bank and cash balances (31 December 2023: HK\$1.9 million).

As at the date of this report, on 20 August 2024, 12 employees of the Company exercised the share options granted to them on 10 June 2022. The number of shares issued in relation to such exercise of share options was 9,307,200.

During the six months ended 30 June 2024 and up to the date of this report, saved as disclosed, there was no other material change to the capital structure of the Group. The Board kept monitoring the cash level of the Group and would consider different ways of financing in order to strengthen the Group's capital base and liquidity, including but not limited to issuance of bonds, obtaining additional financial assistance from shareholders or Directors, negotiating new banking facilities and carrying out further cost controls.

於二零二四年七月十六日，本公司收到魏先生有關二零二三年可換股債券II及行使可換股債券附帶的換股權利的轉換通知，按換股價每股換股股份0.15港元將本金額為3,000,000.00港元的可換股債券進行換股，轉換為20,000,000股換股股份。因此，於二零二四年七月十九日，根據可換股債券的條款及條件，按照相關一般授權向魏先生配發20,000,000股換股股份，相當於緊接該等換股及盛發換股前已發行股份總數約19.40%及緊隨該等換股及盛發換股後經發行換股股份擴大之已發行股份總數約13.95%。

於二零二四年八月九日，本公司訂立認購協議，內容有關發行本金總額為6,800,000港元之可換股債券。於悉數轉換相關可換股債券時，將予發行合共20,000,000股換股股份，相當於本公司於二零二四年八月九日已發行股本約13.95%。本公司將向GEM上市委員會申請有關換股股份的上市及買賣許可。進一步詳情，請參閱本公司於二零二四年八月九日的公告。本公司將適時就發行可換股債券另行刊發公告以提供最新資訊(如有需要)。

於二零二四年六月三十日，尚未行使可換股債券的本金總額為9.5百萬港元(二零二三年十二月三十一日：9.5百萬港元)。於二零二四年六月三十日，本集團的銀行及現金結餘約為1.0百萬港元(二零二三年十二月三十一日：1.9百萬港元)。

截至本報告日期，於二零二四年八月二十日，本公司有12名員工行使於二零二二年六月十日彼等獲授的購股權。因行使購股權而發行的股份數目為9,307,200股。

截至二零二四年六月三十日止六個月及直至本報告日期，除所披露者外，本集團的資本架構並無其他重大變動。董事會持續監控本集團的現金水平，並將考慮多種融資方法以增強本集團的資本基礎及流動資金，包括但不限於發行債券，獲得股東或董事額外的財務支持，商談新的銀行融資，以及採取進一步成本控制措施。

Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Saved for those disclosed in this interim report, the Group did not have any other contingent liabilities or capital commitments as at 30 June 2024 and 31 December 2023.

CAPITAL EXPENDITURE

Save for those disclosed in this interim report, the Group did not have any other significant capital expenditure during the six months ended 30 June 2024 and 2023.

CHARGES ON ASSETS

As at 30 June 2024 and 31 December 2023, the Group did not have any charges on its assets.

FOREIGN EXCHANGE EXPOSURE

The Group's reporting currency is Hong Kong dollars and the functional currencies of the Group's entities are principally denominated in Hong Kong dollars and Renminbi. A portion of the Group's transactions are denominated and settled in United States dollars, which has very limited exchange fluctuation with Hong Kong dollars historically. The Group currently has not implemented any foreign currency hedging policy and we will consider hedging against significant foreign exchange exposure should the need arise.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save for those disclosed in this interim report, there were no other significant investments held by the Group as at 30 June 2024, nor were there other material acquisitions and disposals of subsidiaries by the Group during the period.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2024, the Group had a total of 23 employees (as at 31 December 2023: 25 employees). The Group's staff costs for the six months ended 30 June 2024 amounted to approximately HK\$2.4 million (six months ended 30 June 2023: HK\$2.7 million). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of qualification, responsibility, experience and performance of the individual and the performance of the Group. The Group recognises the importance of a good relationship with its employees. The remuneration payable to its employees includes salaries and allowances. Other benefits and incentives include training and share options.

或然負債及資本承擔

除本中期報告所披露者外，本集團於二零二四年六月三十日及二零二三年十二月三十一日並無任何其他或然負債或資本承擔。

資本開支

除本中期報告所披露者外，截至二零二四年及二零二三年六月三十日止六個月，本集團並無任何其他重大資本開支。

資產抵押

於二零二四年六月三十日及二零二三年十二月三十一日，本集團並無進行任何資產抵押。

外匯風險

本集團的呈報貨幣為港元以及本集團實體的功能貨幣主要以港元及人民幣計值。本集團的部分交易以美元計值及結算，美元與港元的匯率波動歷來非常有限。本集團目前並無實施外幣對沖政策並將於有需要時考慮對沖重大外幣風險。

所持的重大投資、附屬公司的重大收購及出售以及重大投資或資本資產的未來計劃

除本中期報告所披露者外，本集團於二零二四年六月三十日並無持有其他重大投資，且本集團於期內並無進行其他附屬公司的重大收購及出售。

僱員及薪酬政策

於二零二四年六月三十日，本集團共有23名僱員（於二零二三年十二月三十一日：25名僱員）。截至二零二四年六月三十日止六個月，本集團的員工成本約為2.4百萬港元（截至二零二三年六月三十日止六個月：2.7百萬港元）。本集團之薪酬政策與現行市場慣例一致，並按個人的資格、責任、經驗及表現以及本集團的表現釐定。本集團深明與其僱員保持良好關係的重要性。應付僱員薪酬包括薪金及津貼。其他福利及獎勵包括培訓及購股權。

Management Discussion and Analysis

管理層討論及分析

In Hong Kong, the Group has participated in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). In the PRC, the Group has participated in the basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance prescribed by the Social Insurance Law of the PRC 《中華人民共和國社會保險法》, and housing fund prescribed by the Regulations on the Administration of Housing Fund (住房公積金管理條例). All PRC based employees have the right to participate in the social insurance and housing provident fund schemes.

SHARE OPTION SCHEME

The share option scheme (the “**Scheme**”) adopted by the Company on 20 June 2014 is a share incentive scheme and is established to recognize and acknowledge the contributions that eligible participants (as defined therein, including employees) have made or may make to the Group. The Scheme shall be valid and effective for a period of 10 years commencing from the adoption date (i.e. 20 June 2014) pursuant to its terms. The remaining life of the Scheme was up to 19 June 2024.

The total number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time.

A share option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof. The acceptance amount for the share option is determined by the Board from time to time. The exercise price per share under the Scheme (the “**Exercise Price**”) shall be a price determined by the Board, but shall not be less than the highest of:

- (i) the closing price of a Share as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the relevant share option, which must be a day on which the Stock Exchange is open for the business of dealing in securities (the “**Trading Day**”);
- (ii) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange’s daily quotations sheets for the five Trading Days immediately preceding the date of grant of the relevant share option; and
- (iii) the nominal value of a Share on the date of grant.

在香港，本集團已參與香港法例第485章《強制性公積金計劃條例》規定的強制性公積金。在中國，本集團已參與《中華人民共和國社會保險法》規定的基本退休保險、基本醫療保險、失業保險、工傷保險及生育保險以及《住房公積金管理條例》規定的住房公積金。所有駐中國僱員均有權參與社會保險及住房公積金計劃。

購股權計劃

本公司於二零一四年六月二十日採納購股權計劃（「**計劃**」）為股份獎勵計劃，旨在認可及獎勵對本集團曾經或可能作出貢獻的合資格參與者（定義見計劃，包括僱員）。根據計劃的條款，計劃自採納日期（即二零一四年六月二十日）起計十年內有效及生效。計劃的剩餘期限直至二零二四年六月十九日結束。

根據計劃及本公司任何其他購股權計劃已授出但尚未行使的所有尚未行使購股權獲行使時可予發行的股份總數，合共不得超過不時已發行股份的30%。

購股權可於董事會可能釐定的期間，隨時根據計劃的條款予以行使，惟有關期間不得超過由授出日期起計十年，並受有關提前終止條文所規限。購股權的接納金額由董事會不時釐定。計劃項下每股份份的行使價（「**行使價**」）為董事會釐定的價格，惟不得低於以下各項的最高者：

- (i) 股份於相關購股權授出日期在聯交所每日報價表所載收市價，該日須為聯交所開門營業供進行證券交易的日子（「**交易日**」）；
- (ii) 相當於緊接相關購股權授出日期前五個交易日股份在聯交所每日報價表所載平均收市價的金額；及
- (iii) 於授出日期的股份面值。

Management Discussion and Analysis

管理層討論及分析

The 2019 and 2022 Grants

The maximum number of Shares which may be issued upon exercise of all share options granted under the Scheme and any other schemes must not, in aggregate, exceed 10% of the Shares in issue unless approved by the Shareholders. Share options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating such limit. The limit may be renewed by the Shareholders in general meeting from time to time provided always that the limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal by Shareholders in general meeting. Upon such renewal, all share options granted under the Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled, lapsed in accordance with the terms of the Scheme or any other share option schemes of the Company) prior to the approval of such renewal shall not be counted for the purpose of calculating the limit as renewed. The total number of Shares issued and to be issued upon exercise of all share options granted to an Eligible Participant (including exercised and outstanding share options) in any 12-month (i.e. maximum entitlement) period must not exceed 1% of the Shares in issue from time to time, unless approved by the Shareholders in general meeting.

2019 Grant

Upon the refreshment of the limit of the Scheme by the Shareholders in general meeting on 21 June 2018, the number of Shares which may be issued upon the exercise of all share options granted or to be granted under the Scheme and any other share option schemes of the Company is 68,722,500 Shares, representing 10% of the issued Shares as at 21 June 2018. On 4 June 2019, it was resolved by the Company to grant 68,720,000 share options with exercise price of HK\$0.2412 per Share entitling the grantees to subscribe for 68,720,000 Shares. Details are set out in the announcement of the Company dated 4 June 2019.

二零一九年及二零二二年之授出

根據計劃及任何其他計劃已授出的所有購股權獲行使時可予發行的最高股份數目，合共不得超過已發行股份的10%，惟獲股東批准則作別論。根據計劃條款失效的購股權在計算計劃限額時不得計算在內。有關限額可由股東不時於股東大會上更新，惟於任何情況下，更新後的限額不得超過股東於股東大會上批准更新當日已發行股份的10%。於更新時，根據計劃及本公司任何其他購股權計劃已授出的所有購股權（包括根據計劃或本公司任何其他購股權計劃條款已獲行使、尚未行使、註銷及失效者）於批准有關更新前在計算經更新限額時不得計算在內。於任何十二個月期間因行使向合資格參與者所授出之全部購股權（包括已行使及尚未行使購股權）而已經及將發行股份總數（即最高數目），不得超過不時已發行股份的1%，除非獲股東於股東大會上批准則除外。

二零一九年授出

於二零一八年六月二十一日股東在股東大會上更新計劃的限額後，根據計劃及本公司任何其他購股權計劃已授出或將授出的所有購股權獲行使時可予發行的股份數目為68,722,500股，佔二零一八年六月二十一日已發行股份的10%。於二零一九年六月四日，本公司議決按行使價每股股份0.2412港元授出68,720,000份購股權，賦予承授人權利認購68,720,000股股份。詳情載於本公司日期為二零一九年六月四日的公告。

Management Discussion and Analysis

管理層討論及分析

2022 Grant

Upon the refreshment of the limit of the Scheme by the Shareholders in general meeting on 26 June 2020, the number of Shares which may be issued upon the exercise of all share options granted or to be granted under the Scheme and any other share option schemes of the Company is 103,073,897 Shares, representing 10% of the issued Shares as at 26 June 2020. On 10 June 2022, it was resolved by the Company to grant 103,072,000 share options with exercise price of HK\$0.032 per Share entitling the grantees to subscribe for 103,072,000 Shares. The closing price of the Shares immediately before the grant date was HK\$0.032 per Share. Details are set out in the announcement of the Company dated 10 June 2022.

Adjustments to the share options

As a result of the Share Consolidation 2023, the exercise price of the share options granted on 4 June 2019 is adjusted from HK\$0.2412 per Share to HK\$2.412 per Share, and the aggregate number of Shares to be issued upon exercise of the outstanding share options granted on 4 June 2019 under the share option scheme is adjusted from 25,192,000 Shares to 2,519,200 Shares. The exercise price of the share options granted on 10 June 2022 is adjusted from HK\$0.032 per Share to HK\$0.32 per Share, and the aggregate number of Shares to be issued upon exercise of the outstanding share options granted on 10 June 2022 under the share option scheme is adjusted from 103,072,000 Shares to 10,307,200 Shares. Details are set out in the announcement of the Company dated 28 June 2023.

As at 30 June 2024, 2,519,200 effective share options were outstanding for the share options granted on 4 June 2019 and 9,307,200 effective share options were outstanding for the share options granted on 10 June 2022. The total number of share options that may be further granted under the Scheme as at the expiry date of the Scheme was 1,000,189 Shares, representing approximately 0.97% of the issued share capital of the Company as at the expiry date of the Scheme.

As at the date of this report, on 20 August 2024, 12 employees of the Company exercised the share options granted to them under the 2022 Grant with the exercise price of HK\$0.32 per share. The number of shares involved was 9,307,200. Therefore, as at the date of this report, no effective share options were outstanding for the share options granted on 10 June 2022.

二零二二年授出

於二零二零年六月二十六日股東在股東大會上更新計劃的限額後，根據計劃及本公司任何其他購股權計劃已授出或將授出的所有購股權獲行使時可予發行的股份數目為103,073,897股，佔二零二零年六月二十六日已發行股份的10%。於二零二二年六月十日，本公司議決按行使價每股股份0.032港元授出103,072,000份購股權，賦予承授人權利認購103,072,000股股份。緊接授出日期前的股份收市價為每股股份0.032港元。詳情載於本公司日期為二零二二年六月十日的公告。

購股權調整

由於二零二三年股份合併，於二零一九年六月四日授出的購股權的行使價已由每股股份0.2412港元調整至每股股份2.412港元，而於根據購股權計劃於二零一九年六月四日授出的尚未行使購股權獲行使時將予發行之股份總數已由25,192,000股股份調整至2,519,200股股份。於二零二二年六月十日授出的購股權的行使價已由每股股份0.032港元調整至每股股份0.32港元，而於根據購股權計劃於二零二二年六月十日授出的尚未行使購股權獲行使時將予發行之股份總數已由103,072,000股股份調整至10,307,200股股份。詳情載於本公司日期為二零二三年六月二十八日的公告。

於二零二四年六月三十日，於二零一九年六月四日授出的購股權中有2,519,200份有效購股權尚未行使，而於二零二二年六月十日授出的購股權中有9,307,200份有效購股權尚未行使。於計劃屆滿日期，根據計劃可進一步授出的購股權總數為1,000,189份，佔本公司於計劃屆滿日期已發行股本的約0.97%。

截至本報告日期，於二零二四年八月二十日，本公司有12名員工行使根據二零二二年授出授予彼等的購股權，行使價為每股0.32港元。涉及的股份數量為9,307,200股股份。因此，於本報告日期，於二零二二年六月十日授出的有效購股權尚未行使。

Management Discussion and Analysis

管理層討論及分析

Pursuant to Rules 23.07 of the GEM Listing Rules, particulars and movements of share options under the Scheme during the six months ended 30 June 2024 are set out as follows:

根據GEM上市規則第23.07條，於截至二零二四年六月三十日止六個月，計劃項下的購股權詳情及變動情況列示如下：

Grantee	Date of grant of the options	On 1 January 2024 於 二零二四年 一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ cancelled during the period 期內失效/ 註銷	On 30 June 2024 於 二零二四年 六月三十日	Vesting period 歸屬期	Exercise period 行使期	Exercise price per share option (HK\$) 每份購股權之 行使價(港元)
Mr. Zhou Chuang Qiang 周創強先生 Note (2) 附註(2)	10 June 2022 二零二二年 六月十日	-	-	-	-	-	N/A 不適用	N/A 不適用	N/A 不適用
Other staff 其他員工									
Employees 僱員	4 June 2019 二零一九年 六月四日	1,259,600	-	-	-	1,259,600	4 June 2019 – 3 June 2020 二零一九年 六月四日至 二零二零年 六月三日	4 June 2020 – 3 June 2029 二零二零年 六月四日至 二零二九年 六月三日	2.412
Employees 僱員	10 June 2022 二零二二年 六月十日	4,653,600	-	-	-	4,653,600	10 June 2022 – 9 June 2023 二零二二年 六月十日 至 二零二三年 六月九日	10 June 2023 – 9 June 2032 二零二三年 六月十日 至 二零三二年 六月九日	0.32
Employees 僱員	4 June 2019 二零一九年 六月四日	1,259,600	-	-	-	1,259,600	4 June 2019 – 3 June 2021 二零一九年 六月四日至 二零二一年 六月三日	4 June 2021 – 3 June 2029 二零二一年 六月四日至 二零二九年 六月三日	2.412
Employees 僱員	10 June 2022 二零二二年 六月十日	4,653,600	-	-	-	4,653,600	10 June 2022 – 9 June 2024 二零二二年 六月十日 至 二零二四年 六月九日	10 June 2024 – 9 June 2032 二零二四年 六月十日 至 二零三二年 六月九日	0.32
Total 總計		11,826,400	-	-	-	11,826,400			

Notes:

- The figures were adjusted by the Share Consolidation 2023.
- Mr. Zhou Chuang Qiang resigned as an executive Director on 21 June 2023. His 1,000,000 unexercised share options were lapsed on 22 July 2023 according to the Scheme.
- The options granted to the director were vested immediately. The options granted to the employees have a vesting period of 2 years, i.e. one-half of the options were vested on the first (1st) anniversary (round down to the nearest option) and the remaining one-half of the options were vested on the second (2nd) anniversary of the date of grant respectively.

附註：

- 數字經二零二三年股份合併所調整。
- 周創強先生於二零二三年六月二十一日辭任執行董事。根據計劃，周創強先生的1,000,000份未行使購股權於二零二三年七月二十二日失效。
- 授予董事的購股權立刻歸屬。授予僱員的購股權的歸屬期為2年，即分別於授出日期的第一(1)週年歸屬一半購股權(向下約整至最接近的購股權數目)，及第二(2)週年全部歸屬餘下一半購股權。

Management Discussion and Analysis

管理層討論及分析

CORPORATE GOVERNANCE PRACTICES

The Company endeavours to maintain high standards of corporate governance for enhancement of shareholders' value and to provide transparency, accountability and independence. The Company's corporate governance practices are based on the principles and the code provisions (the "Code Provisions") set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 of the GEM Listing Rules. The Company adopted the Code Provisions as set out in the CG Code since the listing of the Company on 18 July 2014. During the six months ended 30 June 2024, the Company had complied with the applicable Code Provisions and mandatory disclosure requirement as set out in the CG Code, except for the following deviations in respect of which remedial steps for compliance had been taken or considered reasons are given below.

Code Provision C.2 of the CG Code stipulates the role of the chairman of the Board. Code Provision C.2.1 provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. As disclosed in the corporate governance report contained in the 2023 annual report, the Company did not have the chairman of the Board and the chief executive officer. We believe that the present arrangement is adequate to ensure an effective management and control of the Group's business operations and the Board will keep monitoring and review the arrangement.

Following the resignation of Mr. Wong Tik Tung on 31 December 2023, the Board comprised only two independent non-executive Directors while the audit committee, the remuneration committee and the nomination committee of the Company also comprised only two members. This resulted in non-compliance with the requirements under Rules 5.05(1), 5.28 and 5.34 of the GEM Listing Rules and the terms of reference of the respective committees. Following the appointment of Mr. Zhou Fenli on 20 March 2024, the Company complied with the requirements under Rules 5.05(1), 5.28 and 5.34 of the GEM Listing Rules and the terms of reference of the respective committees.

Following the resignation of Mr. Man Wai Lun and the appointment of Ms. Zhi Jiangbo on 29 May 2024, the Board comprises four members, including one executive Director and three independent non-executive Directors. The current number of independent non-executive Directors complies with Rule 5.05(1) of the GEM Listing Rules. The Company also fulfils the requirement of having a minimum of three members comprising non-executive directors only on the Audit Committee under Rule 5.28 of the GEM Listing Rules and the requirement of having not less than three members in the Company's Nomination Committee, Remuneration Committee and Audit Committee as per their terms of reference.

企業管治常規

本公司致力維持高水準企業管治以提高股東價值，並提供透明度、問責性及獨立性。本公司的企業管治常規乃以GEM上市規則附錄C1的企業管治守則（「企業管治守則」）所載的原則及守則條文（「守則條文」）為基礎。本公司於二零一四年七月十八日上市以來一直採用企業管治守則所載的守則條文。於截至二零二四年六月三十日止六個月，本公司已遵守企業管治守則所載的適用守則條文及強制披露規定，惟下列偏離事項除外，而本公司已為合規就有關偏離事項採取補救措施，並於下文載列有關偏離原因。

企業管治守則守則條文C.2訂明董事會主席之職能。守則條文第C.2.1條訂明主席與行政總裁之角色應有區分，並不應由一人同時兼任。誠如二零二三年年報所載企業管治報告所披露，本公司未設董事會主席及行政總裁。我們認為現時安排足以確保本集團業務營運的有效管理及監控，且董事會將持續監督及檢討該安排。

隨著汪滌東先生在二零二三年十二月三十一日辭任後，董事會僅由兩名獨立非執行董事組成，而本公司審核委員會、薪酬委員會及提名委員會亦僅有兩名成員。此導致違反GEM上市規則第5.05(1)、5.28以及5.34條及相關委員會職權範圍的規定。隨著周奮力先生於二零二四年三月二十日獲委任後，本公司才符合GEM上市規則第5.05(1)、5.28以及5.34條及相關委員會職權範圍的規定。

繼於二零二四年五月二十九日文偉麟先生辭任及鄧江波女士獲委任後，董事會由四名成員組成，包括一名執行董事及三名獨立非執行董事。現時獨立非執行董事的人數符合GEM上市規則第5.05(1)條。此外，本公司亦符合根據GEM上市規則第5.28條審核委員會須由最少三名非執行董事組成的規定，以及提名委員會、薪酬委員會及審核委員會須有不少於三名成員的規定。

Management Discussion and Analysis

管理層討論及分析

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

As at 30 June 2024, to the best knowledge of the Directors, none of the Directors nor the chief executive of the Company had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

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

As at 30 June 2024, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long positions

Ordinary Shares

董事及主要行政人員於本公司或任何關聯公司的股份、相關股份及債權證中的權益及淡倉

於二零二四年六月三十日，據董事所深知，概無董事或本公司最高行政人員於本公司或其任何相聯法團的股份、相關股份或債權證中登記根據證券及期貨條例第352條須予記錄的權益或淡倉，或根據上市發行人董事進行證券交易的標準守則須另行知會本公司及聯交所的權益或淡倉。

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二四年六月三十日，下列人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有須記入根據證券及期貨條例第336條須存置的登記冊的權益或淡倉：

好倉

普通股

Name	Capacity and nature of interest	Class of Shares	Number of Shares (note 1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
姓名／名稱	身份及權益性質	股份類別	股份數目 (附註1)	
Viva Gain Investments Limited (note 2) 盛發投資有限公司(附註2)	Beneficial owner 實益擁有人	Ordinary Shares 普通股	20,312,500 (L)	19.71%
Wei Haiquan 魏海全	Beneficial owner 實益擁有人	Ordinary Shares 普通股	20,123,200 (L)	19.52%

Notes:

附註：

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- On 22 May 2023, Viva Gain Investments Limited subscribed convertible bonds in an aggregate principal amount of HK\$6.5 million, which can be convertible into 203,125,000 conversion Shares at initial conversion price of HK\$0.032 per conversion Share. After share consolidation of every 10 issued and unissued ordinary Shares into 1 consolidated Share effective on 30 June 2023 (the "Share Consolidation"), the number of convertible Shares adjusted to 20,312,500 and the conversion price adjusted to HK\$0.32.
- On 30 August 2023, Wei Haiquan subscribed convertible bonds in an aggregate principal amount of HK\$3 million, which can be convertible into 20,000,000 conversion Shares at initial conversion price of HK\$0.15 per conversion Share.
- [L]指股東於本公司股本權益的好倉。
- 於二零二三年五月二十二日，盛發投資有限公司認購本金總額為6.5百萬港元的可轉換債券，可按初步換股價每股換股股份0.032港元轉換為203,125,000股換股股份。於二零二三年六月三十日生效的每10股已發行及未發行普通股合併為1股合併股份的股份合併（「股份合併」）後，可換股股份數目調整為20,312,500股及轉換價調整為0.32港元。
- 於二零二三年八月三十日，魏海全認購本金總額3百萬港元的可換股債券，可按初步換股價每股換股股份0.15港元轉換為20,000,000股換股股份。

Management Discussion and Analysis

管理層討論及分析

Save as disclosed above and so far as is known to the Directors, as at 30 June 2024, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors of the Company on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the **"Model Code"**). Having made specific enquiries in writing to the Directors, each of the Directors confirmed that he/she had complied with the Model Code in connection with the Company's securities for the six months ended 30 June 2024.

COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the business of the Group during the six months ended 30 June 2024.

除上文所披露者外及就董事所知悉，於二零二四年六月三十日，概無於本公司股份或相關股份的其他權益或淡倉記錄在本公司根據證券及期貨條例第336條須存置的登記冊內。

董事證券交易

本公司已採納有關本公司董事進行證券交易之行為守則，其條款不比GEM上市規則第5.48至5.67條所載之交易必守準則（「標準守則」）寬鬆。經向董事作出具體書面查詢後，各董事確認其於截至二零二四年六月三十日止六個月均一直遵守有關本公司證券之標準守則。

競爭權益

董事確認，截至二零二四年六月三十日止六個月，概無控股股東或董事以及彼等各自的緊密聯繫人（定義見GEM上市規則）於與本集團業務直接或間接構成或可能構成競爭的任何業務（除由本集團營運的業務以外）中擁有權益。

Management Discussion and Analysis

管理層討論及分析

UPDATE ON INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in information of Directors during the six months ended 30 June 2024 are set out below:

董事更新信息

根據GEM上市規則第17.50A(1)條，截至二零二四年六月三十日止六個月，董事資料的變動載列如下：

Name of Director 董事姓名	Changes 變動
Mr. Wong Tik Tung 汪滌東先生	- Resigned as an independent non-executive director, the chairman of Remuneration Committee, the chairman of Compliance Committee, a member of Audit Committee and a member of Nomination Committee of the Company with effect from 31 December 2023. 辭任獨立非執行董事職務，並不再擔任本公司薪酬委員會主席、合規委員會主席、審核委員會成員及提名委員會成員職務，自二零二三年十二月三十一日起生效。
Mr. Zhou Fenli 周奮力先生	- Appointed as an independent non-executive Director, a member of both the Audit Committee and the Nomination Committee; and the Chairman of both the Remuneration Committee and the Compliance Committee of the Company with effect from 20 March 2024. 獲委任為獨立非執行董事，本公司審核委員會及提名委員會成員以及薪酬委員會及合規委員會主席，自二零二四年三月二十日起生效。
Mr. Man Wai Lun 文偉麟先生	- Resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Compliance Committee with effect from 29 May 2024. 辭任獨立非執行董事、審核委員會主席以及薪酬委員會、提名委員會及合規委員會各自之成員，自二零二四年五月二十九日起生效。
Ms. Zhi Jiangbo 鄧江波女士	- Appointed as an independent non-executive Director, the chairlady of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Compliance Committee with effect from 29 May 2024. 獲委任為獨立非執行董事、審核委員會主席以及薪酬委員會、提名委員會及合規委員會各自之成員，自二零二四年五月二十九日起生效。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2024.

購買、出售或贖回本公司上市證券

截至二零二四年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

EVENTS AFTER THE SIX MONTHS ENDED 30 JUNE 2024

Save as otherwise disclosed in this report, up to the date of this report, there were no other events relevant to the business or financial performance of the Group that came to the attention of the Directors after the six months ended 30 June 2024.

截至二零二四年六月三十日止六個月後的事項

除本報告另有披露者外，截至本報告日期，於截至二零二四年六月三十日止六個月後，董事概不知悉任何與本集團業務或財務表現有關的其他事件。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control systems of the Group. The Audit Committee comprises three independent non-executive Directors, namely Ms. Zhi Jiangbo (chairlady of the Audit Committee), Mr. Chen Yifan and Mr. Zhou Fenli.

The unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2024 has been reviewed by the Audit Committee. The Audit Committee is of the opinion that such financial information complies with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

By order of the Board
Millennium Pacific Group Holdings Limited
Chen Yiliang
Executive Director

Hong Kong, 30 August 2024

As at the date of this report, the executive Director is Mr. Chen Yiliang; and the independent non-executive Directors are Mr. Chen Yifan, Mr. Zhou Fenli and Ms. Zhi Jiangbo.

This report will remain on the “Latest Listed Company Information” page of the GEM of the Stock Exchange’s website (www.hkexnews.hk) for at least seven days after the date of publication and on the website of the Company (www.mpgroup.hk).

審核委員會

本公司已遵循GEM上市規則成立審核委員會(「**審核委員會**」)，並以書面形式列明其職權範疇。審核委員會的主要職責為檢討及監察本集團的財務申報程序及內部監控系統。審核委員會由三名獨立非執行董事組成，即鄧江波女士(審核委員會主席)、陳一帆先生及周奮力先生。

審核委員會已審閱本公司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財務報表。審核委員會認為，有關財務資料符合適用會計準則、GEM上市規則及法定要求，並已作出足夠披露。

承董事會命
匯思太平洋集團控股有限公司
執行董事
陳億亮

香港，二零二四年八月三十日

於本報告日期，執行董事為陳億亮先生；及獨立非執行董事為陳一帆先生、周奮力先生及鄧江波女士。

本報告將保留於聯交所網站(www.hkexnews.hk) GEM網頁之「最新上市公司公告」頁內，由刊登當日起計最少七日，以及本公司網站(www.mpgroup.hk)。

Millennium Pacific

GROUP HOLDINGS LIMITED

匯思太平洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147