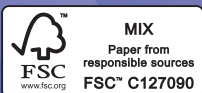


NOVA Group Holdings Limited

諾發集團控股有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock code: 1360)
(於開曼群島註冊成立之有限公司) (股份代號: 1360)



2021/22
INTERIM REPORT 中期報告

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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Deng Zhonglin
(Chairman and Chief Executive Officer)
Mr. Wong Yuk Lun Alan

Non-executive Director

Ms. Huang Chian Sandy

Independent Non-executive Directors

Mr. Choi Hung Fai
Mr. Tsang Wing Ki
Dr. Wong Kong Tin, JP
Mr. Qiu Peiyuan
(resigned on 11 October 2021)

AUDIT COMMITTEE

Mr. Tsang Wing Ki (Chairman)
Mr. Choi Hung Fai
Dr. Wong Kong Tin, JP

REMUNERATION COMMITTEE

Dr. Wong Kong Tin, JP (Chairman)
Mr. Deng Zhonglin
Mr. Tsang Wing Ki

NOMINATION COMMITTEE

Mr. Deng Zhonglin (Chairman)
Mr. Choi Hung Fai
Dr. Wong Kong Tin, JP

COMPANY SECRETARY

Mr. Tung Tat Chiu Michael

AUTHORISED REPRESENTATIVES

Mr. Deng Zhonglin
Mr. Tung Tat Chiu Michael

AUDITOR

HLM CPA Limited
Certified Public Accountants

LEGAL ADVISER AS TO HONG KONG LAW

Tung & Co. Solicitors

董事會

執行董事

鄧仲麟先生
(主席兼行政總裁)
黃玉麟先生

非執行董事

黃茜女士

獨立非執行董事

蔡雄輝先生
曾永祺先生
黃江天博士^{太平紳士}
仇沛沅先生
(於二零二一年十月十一日辭任)

審核委員會

曾永祺先生(主席)
蔡雄輝先生
黃江天博士^{太平紳士}

薪酬委員會

黃江天博士^{太平紳士}(主席)
鄧仲麟先生
曾永祺先生

提名委員會

鄧仲麟先生(主席)
蔡雄輝先生
黃江天博士^{太平紳士}

公司秘書

佟達釗先生

授權代表

鄧仲麟先生
佟達釗先生

核數師

恒健會計師行有限公司
執業會計師

香港法律顧問

佟達釗律師行

Corporate Information (Continued)

公司資料(續)

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2102, 21/F.
Tower One, Lippo Centre
89 Queensway
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

STOCK CODE

1360

CORPORATE WEBSITE

<http://www.novahldg.com>

註冊辦事處

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

總辦事處及香港主要營業地點

香港
金鐘道89號
力寶中心一座
21樓2102室

開曼群島股份過戶登記處

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行
有限公司

股份代號

1360

公司網站

<http://www.novahldg.com>

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

NOVA Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are principally engaged in the organisation and sponsorship of exhibitions and events, the operation of cultural and entertainment comprehensive services platform and provision of loan and financing services.

Revenue and segment results of the Group for the six months ended 31 December 2021 (the “**Reporting Period**”) and for the six months ended 31 December 2020 (the “**Prior Period**” or “**2020**”) are set out as follows:

業務回顧

諾發集團控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)主要從事籌辦及贊助展覽會及活動、經營文化及娛樂綜合服務平台以及提供貸款及融資服務。

以下為本集團截至二零二一年十二月三十一日止六個月(「**報告期間**」)及截至二零二零年十二月三十一日止六個月(「**去年同期**」或「**二零二零年**」)的收益及分部業績：

		For the six months ended	
		31 December	
		截至十二月三十一日止六個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益		
Exhibitions and events	展覽會及活動	-	-
Cultural and entertainment	文化及娛樂	37,902	111,377
Financing	融資	28,995	25,911
		66,897	137,288
Segment (loss)/profit from	分部(虧損)/溢利		
Exhibitions and events	展覽會及活動	(658)	(3,353)
Cultural and entertainment	文化及娛樂	(29,946)	29,701
Financing	融資	26,759	24,130
		(3,845)	50,478

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

BUSINESS REVIEW (Continued)

Exhibitions and Events Business

The exhibition industry continued to suffer from the coronavirus disease 2019 (“**COVID-19**”) pandemic during the Reporting Period. The stringent quarantine control measures imposed by the People’s Republic of China (the “**PRC**”) government gave us the hardest hit. The Group had not generated any revenue from the exhibitions and events business for both the Reporting Period and the Prior Period and intends to shift the resources to other two segments until the pandemic preventive measures are relaxed.

No revenue from the exhibitions and events business was recorded for the Reporting Period and the Prior Period. It represented 0% (2020: 0%) of the total revenue.

Cultural and Entertainment Business

The overall cultural and entertainment business performance was weak since the outbreak of COVID-19 pandemic. The pandemic preventive measures and social distancing policy imposed by the PRC government have had significant impacts on the cultural and entertainment industry. The Group continued to experience decrement in our cultural and entertainment business as customer spending remained volatile.

The temporary store closure and lower customer traffic due to the abruptness and variability of COVID-19 pandemic had caused a profound impact on the performance of our cultural and entertainment business. Lots of our customers and members from 諾笛聯盟平台 (transliterated as “**NOD Union Platform**” or “**NOD Union**”) could not overcome the operating losses and chose to close their stores to stop loss. Impairment loss of approximately HK\$34.12 million was resulted under the Cheer Sino Group cash – generating unit (the “**Cheer Sino CGU**”).

業務回顧 (續)

展覽會及活動業務

於報告期間，展覽會行業繼續受2019冠狀病毒病(「**COVID-19**」)疫情影響。中華人民共和國(「**中國**」)政府實施嚴格的檢疫控制措施對我們打擊最大。本集團於報告期間及去年同期均未從展覽會及活動業務產生任何收益，並有意將資源轉移到其他兩個分部，直至疫情防控措施得以放寬。

展覽會及活動業務於報告期間及去年同期均無錄得收益，佔總收益的0% (二零二零年：0%)。

文化及娛樂業務

自COVID-19疫情爆發起，文化及娛樂業務於整體表現疲弱。中國政府實施的疫情防控措施及社交距離政策對文化及娛樂行業構成重大打擊。由於客戶消費仍然不穩定，本集團之文化及娛樂業務繼續面臨倒退。

COVID-19疫情的突發性及可變性導致店舖臨時關閉及客戶流量減少，對我們的文化及娛樂業務影響深遠。很多我們的客戶及諾笛聯盟平台的會員無法克服營運虧損，選擇結業止損。華志集團現金產生單位(「**華志現金產生單位**」)錄得減值虧損約3,412萬港元。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

BUSINESS REVIEW (Continued)

Cultural and Entertainment Business

(Continued)

Revenue from the cultural and entertainment business has decreased by approximately HK\$73.48 million, or approximately 65.97%, from approximately HK\$111.38 million for the Prior Period to approximately HK\$37.90 million for the Reporting Period. It represented 56.65% (2020: 81.13%) of the total revenue.

The cultural and entertainment comprehensive services platform is currently divided into the following components:

業務回顧 (續)

文化及娛樂業務 (續)

於報告期間，文化及娛樂業務收益由去年同期約1.1138億港元減少約7,348萬港元或約65.97%至報告期間約3,790萬港元，佔總收益的56.65%（二零二零年：81.13%）。

文化及娛樂綜合服務平台現分為下列服務類別：

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年	2020 二零二零年
		HK\$'000 千港元	HK\$'000 千港元
	Notes 附註		
Brand management	品牌管理	3,147	5,035
Promotion and consulting services	推廣及諮詢服務	10,221	49,070
Trading of goods	商品貿易	24,534	57,272
		37,902	111,377

Notes:

- i. Brand management:**
Providing brand management under the brand names of "PHEBE", "MT", "U.CLUB" and "DrOscar".
- ii. Promotion and consulting services:**
Providing promotion services, systematic entertainment solution and advisory services, including entertainment management consulting, event planning, online marketing, and other ad hoc consultancy services.
- iii. Trading of goods:**
Trading of wine and liquor, e-cigarettes and daily supplies.

附註：

- i. 品牌管理：**
以「PHEBE」、「MT」、「U.CLUB」及「DrOscar」之品牌提供品牌管理。
- ii. 推廣及諮詢服務：**
提供推廣服務，系統性娛樂解決方案及諮詢服務，包括娛樂管理諮詢、活動策劃、線上營銷，及其他特別諮詢服務。
- iii. 商品貿易：**
洋酒及酒類、電子煙及日常用品貿易。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

BUSINESS REVIEW (Continued)

Financing Business

The Group has credit policy and loan approval process to minimise credit risks. The Group always insists on meeting customer needs and maximising customer value as a starting point. After adjusting the interest rate range and with a good reputation among customers, the revenue from our financing business remained constant. Comparing with the other two segments, the results from our financing business is encouraging, the Group will continue to explore new customer bases.

Revenue from our financing business has increased by approximately HK\$3.09 million, or approximately 11.93%, from approximately HK\$25.91 million for the Prior Period to approximately HK\$29.00 million for the Reporting Period. It represented 43.35% (2020: 18.87%) of the total revenue.

The financing business is currently divided into the following components:

業務回顧 (續)

融資業務

本集團設有信貸政策及貸款審批程序將信貸風險降至最低。本集團一直堅持以滿足客戶需求，將客戶價值最大化為先。於調整利率範圍後，加上在客戶群中的良好聲譽，融資業務的收益保持平穩。與其他兩個分部相比，融資業務的業績令人鼓舞。本集團將繼續開拓新客戶群。

融資業務的收益由去年同期約2,591萬港元增加約309萬港元或約11.93%至報告期間約2,900萬港元。其佔總收益之43.35% (二零二零年：18.87%)。

融資業務現分為下列類別：

			For the six months ended 31 December 截至十二月三十一日止六個月	
			2021 二零二一年	2020 二零二零年
			HK\$'000 千港元	HK\$'000 千港元
		Notes 附註		
Credit factoring	信貸保理	i	24,775	20,917
Finance leasing	融資租賃	ii	3,246	4,597
Money lending	放債	iii	974	397
			28,995	25,911

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

BUSINESS REVIEW (Continued)

Financing Business (Continued)

Notes:

- i. Credit factoring:**
Credit factoring allows customers to free up cash tied up in unpaid invoices. The finance period given to customers ranges from 7 months to 3 years and the finance service allows customers to release up to 80% invoice value.
- ii. Finance leasing:**
The Group focused on expanding its small and medium-sized leasing in sale and leaseback business centered on cultural and entertainment customers. The financing period given to customers ranges from 1.25 to 3 years.
- iii. Money lending:**
Providing pledged and non-pledged money lending services to individuals to maximise customer value. The financing period given to customers ranges from 6 to 12 months.

FINANCIAL REVIEW

During the Reporting Period, the Group has recorded approximately HK\$66.90 million in revenue, representing a decrease of approximately 51.27% as compared with that in the Prior Period of approximately HK\$137.29 million. Operating loss for the Reporting Period was approximately HK\$13.36 million, representing an increase of approximately 135.12% as compared with the operating profit in the Prior Period of approximately HK\$38.04 million. Net loss for the Reporting Period was approximately HK\$21.60 million, representing an increase of approximately 264.13% as compared with the net profit in the Prior Period of approximately HK\$13.16 million. The increase in net loss was mainly attributable to the decrease in revenue and the impairment loss on goodwill for the Cheer Sino CGU arising from the adverse impact of the outbreak of COVID-19 pandemic.

業務回顧 (續)

融資業務 (續)

附註：

- i. 信貸保理：**
信貸保理使客戶可釋出被未付發票鎖定的現金。給予客戶的融資期介乎7個月至3年，而融資服務使客戶可釋出多達80%的發票價值。
- ii. 融資租賃：**
本集團專注於拓展中小型售後回租租賃業務，並以文化及娛樂客戶為主。給予客戶的融資期介乎1.25至3年。
- iii. 放債：**
向個人提供有質押及無質押放債服務以將客戶價值最大化。給予客戶的融資期介乎6至12個月。

財務回顧

於報告期間，本集團已錄得收益約6,690萬港元，較去年同期約1.3729億港元減少約51.27%。報告期間之經營虧損約為1,336萬港元，較去年同期之經營溢利約3,804萬港元增加約135.12%。報告期間之虧損淨額約為2,160萬港元，較去年同期之純利約1,316萬港元增加約264.13%。虧損淨額增加主要由於COVID-19疫情爆發的不利影響導致收益減少及華志現金產生單位商譽減值虧損。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

FINANCIAL REVIEW (Continued)

The following table sets forth a summary of the performance of the Group for the Reporting Period with comparative figures for the Prior Period as follows:

財務回顧 (續)

下表載列本集團於報告期間之業績摘要，連同去年同期的比較數字如下：

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益	66,897	137,288
Operating (loss)/profit	經營(虧損)/溢利	(13,364)	38,044
Operating (loss)/profit margin (%)	經營(虧損)/溢利率(%)	(20%)	28%
Impairment loss on goodwill	商譽減值虧損	(34,117)	-
Impairment loss on intangible asset	無形資產減值虧損	(374)	-
Net gain on change in fair value of contingent consideration payables	應付或然代價公平值變動 收益淨額	-	1,952
Net (loss)/gain on financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益 (「按公平值計入損益」) 之金融資產(虧損)/ 收益淨額	(708)	1,082
(Loss)/profit for the period	期間(虧損)/溢利	(21,597)	13,164

Revenue

The revenue has decreased by approximately HK\$70.39 million, or approximately 51.27%, from approximately HK\$137.29 million for the Prior Period to approximately HK\$66.90 million for the Reporting Period. The reduction was mainly attributable to the decrease in the revenue of the cultural and entertainment segment of approximately HK\$73.48 million and the fact that there was no revenue from the exhibitions and events segment due to the outbreak of COVID-19 pandemic.

收益

收益由去年同期約1.3729億港元減少約7,039萬港元或約51.27%至報告期間約6,690萬港元。減少主要由於COVID-19疫情爆發導致文化及娛樂分部收益減少約7,348萬港元以及展覽會及活動分部並無錄得收益所致。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

FINANCIAL REVIEW (Continued)

Other Gains and Losses

The other gains and losses has decreased by approximately HK\$5.69 million, or approximately 111.35%, from a gain of approximately HK\$5.11 million for the Prior Period to a loss of approximately HK\$0.58 million for the Reporting Period. Such decrement was primarily due to the loss on non-substantial modification of corporate bonds of approximately HK\$0.68 million.

Impairment Loss on Goodwill and Intangible Assets

During the Reporting Period, the Group recognised impairment loss on goodwill for the Cheer Sino CGU of approximately HK\$34.12 million and impairment loss on intangible assets of approximately HK\$0.37 million due to the risk of uncertain developments in the economic condition.

Many of our NOD Union members and customers experienced significant reductions in revenue due to the economic devastation brought by the outbreak of COVID-19 pandemic. Most of the restaurants and entertainment stores were temporarily closed for a longer period than expected. The prospect of income is uncertain in the following few years.

Selling and Administrative Expenses

The selling expenses has decreased by approximately HK\$7.41 million, or approximately 57.40%, from approximately HK\$12.91 million for the Prior Period to approximately HK\$5.50 million for the Reporting Period. The administrative expenses has decreased by approximately HK\$10.72 million, or approximately 42.39%, from approximately HK\$25.29 million for the Prior Period to approximately HK\$14.57 million for the Reporting Period. The decrease was primarily due to the cost control measures taken by the Group.

財務回顧 (續)

其他收益及虧損

其他收益及虧損由去年同期之收益約511萬港元減少約569萬港元或約111.35%至報告期間之虧損約58萬港元。有關跌幅主要由於非重大修改公司債券之虧損約68萬港元。

商譽及無形資產減值虧損

於報告期間，由於經濟狀況發展的不確定性風險，本集團確認華志現金產生單位商譽減值虧損約3,412萬港元及無形資產減值虧損約37萬港元。

由於COVID-19疫情爆發導致經濟受創，很多我們的諾笛聯盟平台的會員及客戶的收益遭受大幅減少。大部分餐廳及娛樂場所暫時關閉的期間較預期長。有關收入於未來數年的前景並不明朗。

銷售及行政開支

銷售開支由去年同期約1,291萬港元減少約741萬港元或約57.40%至報告期間約550萬港元。行政開支由去年同期約2,529萬港元減少約1,072萬港元或約42.39%至報告期間約1,457萬港元。減少主要由於本集團採取了成本控制措施。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

FINANCIAL REVIEW (Continued)

Operating Loss and Operating Loss Margin

As a result of the foregoing, the Group's operating loss has increased by approximately HK\$51.40 million, or approximately 135.12%, from an operating profit of approximately HK\$38.04 million for the Prior Period to an operating loss of approximately HK\$13.36 million for the Reporting Period. The Group's operating loss margin has increased from a profit margin of approximately 27.71% for the Prior Period to a loss margin of approximately 19.98% for the Reporting Period. The increase was mainly due to the increase in impairment losses under expected credit loss model and increase in impairment loss on goodwill for the Cheer Sino CGU.

Finance Costs

The finance costs has decreased by approximately HK\$10.89 million, or approximately 79.66%, from approximately HK\$13.67 million for the Prior Period to approximately HK\$2.78 million for the Reporting Period. The decrease in finance costs was mainly due to the redemption of corporate bonds and less interest was needed.

Taxation

The taxation has decreased by approximately HK\$5.75 million, or approximately 51.29%, from approximately HK\$11.21 million for the Prior Period to approximately HK\$5.46 million for the Reporting Period. The decrease in taxation was in line with the decline in revenue.

財務回顧 (續)

經營虧損及經營虧損率

如上所述，本集團之經營虧損從去年同期經營溢利約3,804萬港元增加約5,140萬港元或約135.12%至報告期間經營虧損約1,336萬港元。本集團之經營虧損率從去年同期經營溢利率約27.71%增加至報告期間虧損率約19.98%。增加主要由於預期信貸虧損模式下減值虧損增加及華志現金產生單位商譽減值虧損增加。

財務成本

財務成本由去年同期約1,367萬港元減少約1,089萬港元或約79.66%至報告期間約278萬港元。財務成本減少主要由於公司債券之贖回及所需利息減少。

稅項

稅項由去年同期約1,121萬港元減少約575萬港元或約51.29%至報告期間約546萬港元。稅項減少與收益之減少一致。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

FINANCIAL REVIEW (Continued)

(Loss)/Profit for the Period

As a result of the foregoing, the Group's loss for the period has increased by approximately HK\$34.76 million, or approximately 264.13%, from a profit for the period of approximately HK\$13.16 million for the Prior Period to a loss for the period of approximately HK\$21.60 million for the Reporting Period.

FUTURE PLANS AND PROSPECTS

Given the unstable situation of the COVID-19 pandemic, the Company believes that the Group's business environment will continue to be challenging in short to medium term, especially in the exhibitions and events, cultural and entertainment industries. The management will continue to adopt a prudent approach to minimise the possible risk exposure under the uncertain economic environment. The Company expects the revenue will be improved after the COVID-19 pandemic is under control in the long term.

Looking ahead into the coming year, the Group will continue to closely monitor the development of the COVID-19 pandemic and the market situation and take all possible and reasonable measures to mitigate the effect on the Group's operation and to bring maximum returns to the shareholders.

INTERIM DIVIDEND

The board (the **"Board"**) of directors (the **"Director(s)"**) of the Company do not recommend the payment of an interim dividend for the Reporting Period (2020: HK\$Nil).

財務回顧 (續)

期間 (虧損) / 溢利

如上所述，本集團之期間虧損由去年同期之期間溢利約1,316萬港元增加約3,476萬港元或約264.13%至報告期間虧損約2,160萬港元。

未來計劃及前景

由於COVID-19疫情的情況不穩定，本公司相信本集團的營商環境於中短期內將繼續充滿挑戰，尤以展覽及活動、文化及娛樂行業為甚。管理層將繼續以審慎的態度，盡量減少在不確定的經濟環境下可能出現的風險。本公司預期，於COVID-19疫情受到控制後，長遠的收益將會改善。

展望來年，本集團將繼續密切注視COVID-19疫情及市場情況的發展，並盡可能採取一切可能及合理措施減輕對本集團營運造成的影響及為股東帶來最大的回報。

中期股息

本公司董事(「董事」)會(「董事會」)不建議就報告期間派付中期股息(二零二零年：零港元)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

SIGNIFICANT INVESTMENTS

Except for investment in its subsidiaries, the Group did not hold any significant investments during the Reporting Period.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 31 December 2021.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures during the Reporting Period.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL RESOURCES

As at 31 December 2021, the Group's total current assets and current liabilities were approximately HK\$568.30 million (30 June 2021: approximately HK\$569.59 million) and approximately HK\$61.19 million (30 June 2021: approximately HK\$95.78 million) respectively, while the current ratio was about 9.29 times (30 June 2021: about 5.95 times).

The gearing ratio is the ratio of total debt divided by total assets. As at 31 December 2021, the gearing ratio was 4.84% (30 June 2021: 7.57%).

重大投資

於報告期間，除投資於其附屬公司外，本集團並無任何重大投資。

重大投資或資本資產之未來計劃

於二零二一年十二月三十一日，並無有關重大投資或資本資產之特定計劃。

重大收購及出售

於報告期間，本集團並無附屬公司、聯營公司或合資企業的重大收購或出售事項。

流動資金、財務資源及資本資源

於二零二一年十二月三十一日，本集團流動資產及流動負債總額分別約為5.6830億港元(二零二一年六月三十日：約5.6959億港元)及約6,119萬港元(二零二一年六月三十日：約9,578萬港元)，而流動比率約為9.29倍(二零二一年六月三十日：約5.95倍)。

資本負債比率指債務總額除以資產總額的比率。於二零二一年十二月三十一日，資本負債比率為4.84%(二零二一年六月三十日：7.57%)。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL RESOURCES (Continued)

As at 31 December 2021, the Group maintained cash and cash equivalents of approximately HK\$90.33 million (30 June 2021: approximately HK\$69.06 million). The cash and cash equivalents of the Group as at 31 December 2021 was mainly denominated in Hong Kong dollars (“**HK\$**”) and Renminbi (“**RMB**”).

Equity securities listed in Hong Kong classified as financial assets at FVTPL with carrying amount of approximately HK\$244,000 are placed in margin accounts of a regulated securities broker. No margin facility was utilised as at 31 December 2021 and 30 June 2021.

BORROWINGS

In the foreseeable future, the Group expects to fund its capital expenditures, working capital and other capital requirements from internal resources and other financing means which the Company may from time to time consider appropriate. As at 31 December 2021, the Group’s borrowings was approximately HK\$40.48 million (30 June 2021: approximately HK\$66.77 million).

The Group manages its capital to safeguard the Group’s ability to continue as a going concern while maximising the return to shareholders through maintaining the equity and debt in a balanced position. As at 31 December 2021, the borrowings of approximately HK\$40.48 million were unsecured and fixed rate interest bearing debt securities.

流動資金、財務資源及資本資源 (續)

於二零二一年十二月三十一日，本集團的現金及現金等值項目約為9,033萬港元(二零二一年六月三十日：約6,906萬港元)。於二零二一年十二月三十一日，本集團之現金及現金等值項目主要以港元(「港元」)及人民幣(「人民幣」)計值。

分類為按公平值計入損益之金融資產的香港上市股權證券(賬面值約244,000港元)已存放於一家受規管之證券經紀人之保證金賬戶內。於二零二一年十二月三十一日及二零二一年六月三十日，保證金信貸額未獲動用。

借款

於可預見未來，本集團預期將自內部資源及本公司可能不時認為適當之其他融資方式撥付其資本支出、營運資金及其他資本需求。於二零二一年十二月三十一日，本集團之借款約為4,048萬港元(二零二一年六月三十日：約6,677萬港元)。

本集團管理其資本，以保障本集團持續經營之能力，同時通過維持股權與債務持衡以最大程度回報股東。於二零二一年十二月三十一日，約4,048萬港元之借款為無抵押及固定利率計息債務證券。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

FUND RAISING ACTIVITIES IN THE PAST SIX MONTHS

There was no equity fund raising activities of the Company during the Reporting Period.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2021 (30 June 2021: HK\$Nil).

CAPITAL COMMITMENTS

The Group had no material capital commitments contracted but not provided as at 31 December 2021 (30 June 2021: HK\$Nil).

FOREIGN EXCHANGE EXPOSURE

The Group manages or operates its business in Hong Kong and the PRC and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollars and RMB. The Group has no significant direct exposure to foreign currencies as most of the commercial transactions, assets and liabilities are denominated in a currency same as the functional currency of each entity of the Group and had not employed any financial instruments for hedging purpose.

過去六個月之集資活動

本公司於報告期間並無股本集資活動。

或然負債

於二零二一年十二月三十一日，本集團並無任何重大或然負債。(二零二一年六月三十日：零港元)。

資本承擔

於二零二一年十二月三十一日，本集團並無已訂約但未撥備之重大資本承擔(二零二一年六月三十日：零港元)。

外匯風險

本集團於香港及中國管理或營運其業務，並承受不同貨幣產生的外匯風險，主要與美元及人民幣有關。由於大多數商業交易、資產及負債乃以與本集團各實體功能貨幣相同之貨幣計值，本集團並無直接面對重大外幣風險，故並無採用任何金融工具作對沖用途。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2021, the Group had a total of 101 full-time employees in Hong Kong and the PRC (30 June 2021: 97 full-time employees). The remuneration payable to its employees included salaries, discretionary bonus and commissions. Remuneration packages were generally structured according to market situations and individual performance. Apart from the mandatory provident fund and statutory retirement benefits, the Group also provided medical benefits and trainings to its employees. The Company has also adopted a share option scheme as incentive to eligible employees.

Furthermore, the remuneration committee of the Board will review and give recommendations to the Board as to the remuneration packages of the Directors and senior management of the Group with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and senior management of the Group.

The total remuneration cost incurred by the Group for the Reporting Period was approximately HK\$9.41 million (2020: approximately HK\$17.97 million).

EVENT AFTER THE REPORTING PERIOD

The Group has no significant event after the end of the Reporting Period up to the date of this interim report.

僱員及薪酬政策

於二零二一年十二月三十一日，本集團於香港及中國共有101名全職僱員（二零二一年六月三十日：97名全職僱員）。應付僱員之薪酬包括薪金、酌情花紅及佣金。薪酬組合一般根據市況及個人表現釐定。除強制性公積金及法定退休福利外，本集團亦向僱員提供醫療福利及培訓。本公司亦採納購股權計劃，作為對合資格僱員的獎勵。

此外，董事會轄下之薪酬委員會將於參考可比較公司所支付之薪金、本集團董事及高級管理層所付出之時間及承擔之責任後，就本集團董事及高級管理層之薪酬組合進行審閱並向董事會作出推薦建議。

於報告期間，本集團總薪酬成本約為941萬港元（二零二零年：約1,797萬港元）。

報告期間後事項

於報告期間結算日後至本中期報告日期，本集團並無發生重大事項。

Corporate Governance and Other Information (Continued) 企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

As at 31 December 2021, the interests and short positions of each Director and chief executive of the Company in the shares or underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows:

Interest in the underlying shares of the Company:

董事及最高行政人員於本公司或本公司的任何指定企業或任何其他相聯法團之股份、相關股份及債券之權益及淡倉

於二零二一年十二月三十一日，本公司各董事及最高行政人員於本公司或任何相聯法團（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）之股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條規定須予存置之登記冊所載，或根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

於本公司相關股份之權益：

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of underlying shares 相關股份數目 (Note 1) (附註1)	Approximate percentage of interest in the Company 佔本公司權益之概約百分比
Mr. Deng Zhonglin 鄧仲麟先生	Beneficial owner 實益擁有人	12,000,000 (L) (Note 2) (附註2)	0.64%

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION (Continued)

董事及最高行政人員於本公司或本公司的任何指定企業或任何其他相聯法團之股份、相關股份及債券之權益及淡倉(續)

Notes:

1. "L" denotes long position and "S" denotes short position.
2. These 12,000,000 underlying shares represent the 12,000,000 shares which may be allotted and issued to Mr. Deng Zhonglin upon full exercise of the share options granted to him on 1 June 2018 under the share option scheme adopted on 18 October 2013 (the "Share Option Scheme").

Save as disclosed above, as at 31 December 2021, none of the Directors or chief executive of the Company had any interests and/or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code and which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO.

附註：

1. 「L」指好倉及「S」指淡倉。
2. 該等12,000,000股相關股份指於二零一八年六月一日鄧仲麟先生根據於二零一三年十月十八日採納的購股權計劃(「購股權計劃」)獲授之購股權獲悉數行使時可能獲配發及發行之12,000,000股股份。

除上文披露者外，於二零二一年十二月三十一日，概無董事或本公司最高行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部條文或根據標準守則須知會本公司及聯交所及須記入本公司根據證券及期貨條例第352條存置之登記冊之任何權益及／或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉)。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above in respect of the Directors' interests in securities regarding the Share Option Scheme, at no time during the Reporting Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

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

As at 31 December 2021, to the best of the knowledge and belief of the Directors, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

董事購入股份或債券之權利

除上文就董事於購股權計劃中之證券權益所披露者外，於報告期間任何時候概無授予任何董事或彼等各自之配偶或未成年子女藉購入本公司股份或債券而獲益之權利或由彼等行使任何該等權利；或本公司、其控股公司、或其任何附屬公司亦概無訂立任何安排，致令董事可於任何其他法人團體獲得該等權利。

主要股東於本公司之股份及相關股份中之權益及淡倉

於二零二一年十二月三十一日，就董事所深知及確信，以下人士（董事或本公司最高行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之該等條文須向本公司披露之權益或淡倉：

Name of shareholder	Capacity/Nature of interest	Number of Shares/ underlying shares	Approximate percentage of interest in the Company
股東姓名	身份／權益性質	相關股份數目 (Note) (附註)	佔本公司權益之 概約百分比

Mr. Chen Chao
陳超先生

Beneficial owner
實益擁有人

163,835,000 (L)

8.83%

Note: "L" denotes the corporation/person's long position (as defined under Part XV of the SFO) in the shares.

附註：「L」指該法團／人士於股份之好倉（定義見證券及期貨條例第XV部）。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Save as disclosed above, as at 31 December 2021, the Directors are not aware that there is any party (not being a Director or chief executive of the Company) who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such shares.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company during the Reporting Period.

主要股東於本公司之股份及相關股份中之權益及淡倉(續)

除上文披露者外，於二零二一年十二月三十一日，董事概不知悉任何人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露之權益或淡倉，或直接或間接於附帶權利可於任何情況下在本集團任何其他成員公司之股東大會上投票之權利的任何類別股本面值或涉及該等股份之任何購股權中擁有5%或以上的投票權。

購買、出售或贖回本公司上市證券

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。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

SHARE OPTION SCHEME

On 18 October 2013, the Share Option Scheme was adopted. During the Reporting Period, no share option has been granted under the Share Option Scheme. Details of the share options granted under the Share Option Scheme as at 31 December 2021 are as follows:

購股權計劃

於二零一三年十月十八日，購股權計劃已獲採納。於報告期間，概無根據購股權計劃授出任何購股權。於二零二一年十二月三十一日之購股權計劃下的已授出購股權詳情如下：

Category of participants	Date of grant	Exercise price per share	Exercise period	Options outstanding as at 1 July 2021	Options granted during the Reporting Period	Options exercised during the Reporting Period	Options cancelled/lapsed during the Reporting Period	Options outstanding as at 31 December 2021
參與者類別	授出日期	每股行使價 (HK\$) (港元)	行使期間	於二零二一年七月一日尚未行使購股權	於報告期間已授出購股權	於報告期間已行使購股權	於報告期間已註銷/已失效購股權	於二零二一年十二月三十一日尚未行使購股權
Executive Director								
執行董事								
Mr. Deng Zhonglin 鄧仲麟先生	1 June 2018 二零一八年六月一日	1.89	31 December 2018 to 31 May 2028 二零一八年十二月三十一日至二零二八年五月三十一日	12,000,000	-	-	-	12,000,000
				12,000,000	-	-	-	12,000,000
Employees								
僱員								
	1 June 2018 二零一八年六月一日	1.89	31 December 2018 to 31 May 2028 二零一八年十二月三十一日至二零二八年五月三十一日	14,630,000	-	-	-	14,630,000
Total 總計				26,630,000	-	-	-	26,630,000

Note:

The vesting of the options is conditional upon the fulfilment of certain performance targets relating to the Group. All the share options granted under the Share Option Scheme are subject to the following vesting period: 25% of the share options are exercisable from 31 December 2018 to 31 May 2028; 25% of the share options are exercisable from 30 June 2019 to 31 May 2028; 25% of the share options are exercisable from 31 December 2019 to 31 May 2028; and 25% of the share options are exercisable from 30 June 2020 to 31 May 2028.

附註：

購股權須待有關本集團之若干表現目標獲達成後，方會歸屬。根據購股權計劃授出之全部購股權的歸屬期如下：25%的購股權於二零一八年十二月三十一日至二零二八年五月三十一日期間可予行使、25%的購股權於二零一九年六月三十日至二零二八年五月三十一日期間可予行使、25%的購股權於二零一九年十二月三十一日至二零二八年五月三十一日期間可予行使；及25%的購股權於二零二零年六月三十日至二零二八年五月三十一日期間可予行使。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

CORPORATE GOVERNANCE

The Board regularly reviews the corporate governance practices and procedures of the Group. Throughout the Reporting Period, the Group has applied the principles and adopted all code provisions (the “**Code Provisions**”), where applicable as set out in the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules as its own code of corporate governance.

The Board is of the view that the Company has applied the principles and complied with all applicable Code Provisions as set out in the CG Code during the Reporting Period except for the following deviation:

- Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The chairman provides leadership for the board and ensures that the board works effectively and performs its responsibilities whilst the chief executive officer has overall chief executive responsibilities for business development and day-to-day management generally.

企業管治

董事會定期檢討本集團之企業管治常規及程序。於報告期間，本集團已採用上市規則附錄十四所載企業管治守則(「**企業管治守則**」)之原則及採納全部守則條文(「**守則條文**」)(倘適用)作為其本身的企業管治守則。

董事會認為，本公司已於報告期間應用企業管治守則所載之原則及遵守所有適用守則條文，惟下列所述之偏離情況除外：

- 根據企業管治守則守則條文第C.2.1條，主席及行政總裁之角色應被分開，且不應由同一人士擔任。主席之角色乃領導董事會及確保董事會履行其職責之有效性，而行政總裁則負責業務發展及日常管理工作。

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

CORPORATE GOVERNANCE (Continued)

Mr. Deng Zhonglin, being the chairman of the Board (the “**Chairman**”), has been appointed as the chief executive officer of the Company (the “**CEO**”) since 31 May 2021. In view of the current rapid development of the Group, the Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group’s business strategies and boost effectiveness of its operation. In addition, under the supervision of the Board which is comprised of two executive Directors, one non-executive Director and three independent non-executive Directors, the Board is appropriately structured with a balance of power to provide sufficient checks and supervision to protect the interests of the Company and its shareholders. The Company may seek to identify and appoint a suitable and qualified candidate to the position of the CEO in due course by considering the business needs and development of the Group.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the Company’s code of conduct for dealings in securities of the Company by the Directors. In response to the specific enquiry made by the Company, each of the Directors confirmed that he/she had complied with the Model Code during the Reporting Period.

企業管治(續)

自二零二一年五月三十一日起，董事會主席(「**主席**」)鄧仲麟先生已獲委任為本公司之行政總裁(「**行政總裁**」)。董事會相信，鑑於本集團現時的快速發展，由同一人士擔任主席及行政總裁有助於執行本集團業務策略及提高其營運效率。此外，董事會由兩名執行董事、一名非執行董事及三名獨立非執行董事組成。董事會具備適當的權力制衡架構，可提供足夠的制約及監督，以保障本公司及其股東之權益。本公司或會就本集團的業務需要及發展，適時物色及委任合適且合資格的人選擔任行政總裁。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載標準守則作為本公司有關董事進行本公司證券交易之行為守則。各董事均已回應本公司之具體查詢，確認彼等已於報告期間一直遵守標準守則。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

DISCLOSURE OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in the information of the Directors are required to be set out in the next published annual or interim report.

Save as disclosed in the section "Biographical Details of Directors" in the Annual Report 2020/21, Mr. Wong Yuk Lun Alan was also appointed as an independent non-executive director of Kin Shing Holdings Limited (stock code: 1630) on 16 December 2021.

AUDIT COMMITTEE

Pursuant to the requirements of the CG Code and the Listing Rules, the Company has established the audit committee of the Board (the "**Audit Committee**") which consists of three independent non-executive Directors, namely Mr. Tsang Wing Ki (Chairman), Mr. Choi Hung Fai and Dr. Wong Kong Tin, JP.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Company. The Audit Committee had reviewed the accounting principles and practices adopted by the Group and discussed financial reporting matters concerning the unaudited consolidated results of the Group for the Reporting Period.

By order of the Board
NOVA Group Holdings Limited
Deng Zhonglin
Chairman and Chief Executive Officer

Hong Kong, 25 February 2022

根據上市規則第 13.51B(1) 條董事資料之披露

根據上市規則第 13.51B(1) 條，董事資料之變動須載列於下一次刊發的年報或中期報告。

除二零二零／二一年年報「董事之履歷詳情」一節所披露者外，黃玉麟先生亦於二零二一年十二月十六日獲委任為建成控股有限公司（股份代號：1630）之獨立非執行董事。

審核委員會

根據企業管治守則及上市規則的規定，本公司已成立董事會之審核委員會（「**審核委員會**」），由三名獨立非執行董事組成，即曾永祺先生（主席）、蔡雄輝先生及黃江天博士^{太平紳士}。

審核委員會之主要職責為審閱及監督本公司之財務報告流程及內部監控程序。審核委員會已審閱本集團採納之會計原則及慣例並討論有關本集團於報告期間之未經審核綜合業績之財務報告事宜。

承董事會命
諾發集團控股有限公司
主席兼行政總裁
鄧仲麟

香港，二零二二年二月二十五日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

		For the six months ended 31 December 截至十二月三十一日止六個月		
		2021 二零二一年	2020 二零二零年	
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	
	Notes 附註			
Revenue	收益	5	66,897	137,288
Cost of sales	銷售成本		(23,175)	(83,970)
Gross profit	毛利		43,722	53,318
Other income	其他收入	6	2,395	3,867
Other gains and losses	其他收益及虧損	7	(584)	5,114
Net (loss)/gain on financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之金融資產之(虧損)/收益淨額		(708)	1,082
Net gain on change in fair value of contingent consideration payables	應付或然代價公平值變動之收益淨額		-	1,952
Impairment loss on goodwill	商譽減值虧損	15	(34,117)	-
Impairment loss on intangible asset	無形資產減值虧損	14	(374)	-
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式項下之減值虧損(扣除撥回)	8	(3,632)	10,909
Selling expenses	銷售開支		(5,499)	(12,909)
Administrative expenses	行政開支		(14,567)	(25,289)
Operating (loss)/profit	經營(虧損)/溢利		(13,364)	38,044
Finance costs	財務成本		(2,778)	(13,669)
(Loss)/profit before tax	除稅前(虧損)/溢利	7	(16,142)	24,375
Taxation	稅項	9	(5,455)	(11,211)
(Loss)/profit for the period	期間(虧損)/溢利		(21,597)	13,164
Other comprehensive income/ (expenses)	其他全面收入/(開支)			
<i>Item that may be subsequently reclassified to profit or loss:</i>	<i>可於其後重新分類至損益之項目：</i>			
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		9,912	50,400
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司後解除之匯兌儲備		-	(843)
Release of exchange reserve upon deregistration of subsidiaries and branch	註銷附屬公司及分公司後解除之匯兌儲備		173	(1,670)
Other comprehensive income for the period	期間其他全面收入		10,085	47,887
Total comprehensive (expenses)/ income for the period	期間全面(開支)/收入總額		(11,512)	61,051

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

簡明綜合損益及其他全面收益表 (續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年	2020 二零二零年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
(Loss)/profit for the period attributable to:	以下人士應佔期間 (虧損)/溢利：		
Owners of the Company	本公司擁有人	(21,597)	17,789
Non-controlling interests	非控股權益	-	(4,625)
		(21,597)	13,164
Total comprehensive (expenses)/ income for the period attributable to:	以下人士應佔期間 全面(開支)/收入 總額：		
Owners of the Company	本公司擁有人	(11,512)	65,449
Non-controlling interests	非控股權益	-	(4,398)
		(11,512)	61,051
(Loss)/earnings per share attributable to owners of the Company:	本公司擁有人應佔 每股(虧損)/盈利：		
Basic (HK cents)	基本(港仙)	(1.16)	1.02
Diluted (HK cents)	攤薄(港仙)	(1.16)	1.02

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	1,064	1,767
Right-of-use assets	使用權資產	13	2,715	3,463
Intangible assets	無形資產	14	848	2,210
Goodwill	商譽	15	206,333	240,450
Factoring receivables	保理應收款項	18	40,221	33,142
Lease receivables	租賃應收款項	19	15,664	30,248
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		442	442
Deferred tax assets	遞延稅項資產		824	809
			268,111	312,531
Current assets	流動資產			
Inventories	存貨		7,812	3,991
Trade receivables	貿易應收款項	17	44,566	48,814
Factoring receivables	保理應收款項	18	352,680	320,917
Lease receivables	租賃應收款項	19	44,843	48,896
Loan receivables	應收貸款	20	16,184	21,523
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		9,633	53,306
Financial assets at FVTPL	按公平值計入損益之金融資產	16	1,242	1,950
Tax recoverable	可收回稅項		1,003	1,135
Cash and cash equivalents	現金及現金等值項目		90,332	69,059
			568,295	569,591
Current liabilities	流動負債			
Trade payables	貿易應付款項	21	2,102	8,611
Receipts in advance	預收款項		4,460	4,252
Contract liabilities	合約負債	22	1,026	4,360
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項		7,707	8,578
Lease liabilities	租賃負債		1,197	1,311
Corporate bonds	公司債券	23	40,483	65,813
Tax payables	應繳稅項		4,216	2,852
			61,191	95,777

Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表(續)

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Net current assets	流動資產淨額		507,104	473,814
Total assets less current liabilities	總資產減流動負債		775,215	786,345
Non-current liabilities	非流動負債			
Contract liabilities	合約負債	22	2,009	61
Lease liabilities	租賃負債		1,801	2,415
Corporate bonds	公司債券	23	-	952
			3,810	3,428
NET ASSETS	資產淨額		771,405	782,917
Capital and reserves	資本及儲備			
Share capital	股本	24	3,712	3,712
Reserves	儲備		767,693	779,205
TOTAL EQUITY	總權益		771,405	782,917

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控股權益	Total equity 總權益	
		Share capital 股本	Share premium 股份溢價	Share option reserve 購股權儲備	Statutory reserve 法定儲備	Exchange reserve 匯兌儲備	Other reserve 其他儲備	Retained earnings 保留盈利			Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 July 2020 (audited)	於二零二零年七月一日 (經審核)	3,044	464,059	63,856	21,063	(39,687)	(99)	180,245	692,481	5,172	697,653
Profit/(loss) for the period	期間溢利/(虧損)	-	-	-	-	-	-	17,789	17,789	(4,625)	13,164
Other comprehensive income/ (expenses) for the period	期間其他全面 收入/(開支)	-	-	-	-	-	-	-	-	-	-
Exchange differences arising on translation of foreign operation	換算境外業務所產生 匯兌差額	-	-	-	-	50,400	-	-	50,400	-	50,400
Release upon disposal of subsidiaries	出售附屬公司後解除	-	-	-	-	(1,070)	-	-	(1,070)	227	(843)
Release upon deregistration of subsidiaries	註銷附屬公司後解除	-	-	-	-	(1,670)	-	-	(1,670)	-	(1,670)
Total comprehensive income/ (expenses) for the period	期間全面收入/(開支) 總額	-	-	-	-	47,660	-	17,789	65,449	(4,398)	61,051
Placing of shares	配售股份	585	36,579	-	-	-	-	-	37,164	-	37,164
Release upon disposal of subsidiaries	出售附屬公司後解除	-	-	-	(554)	-	-	-	(554)	(774)	(1,328)
Release upon deregistration of subsidiaries	註銷附屬公司後解除	-	-	-	(3,000)	-	99	-	(2,901)	-	(2,901)
Share options lapsed during the period	期內失效之購股權	-	-	(31,094)	-	-	-	31,094	-	-	-
At 31 December 2020 (unaudited)	於二零二零年十二月三十一日 (未經審核)	3,629	500,638	32,762	17,509	7,973	-	229,128	791,639	-	791,639
At 30 June 2021 (audited)	於二零二一年六月三十日 (經審核)	3,712	506,123	21,145	21,157	12,297	-	218,483	782,917	-	782,917
Loss for the period	期間虧損	-	-	-	-	-	-	(21,597)	(21,597)	-	(21,597)
Other comprehensive income for the period	期間其他全面收入	-	-	-	-	-	-	-	-	-	-
Exchange difference arising on translation of foreign operations	換算境外業務所產生 匯兌差額	-	-	-	-	9,912	-	-	9,912	-	9,912
Release upon deregistration of subsidiaries	註銷附屬公司後解除	-	-	-	-	173	-	-	173	-	173
Total comprehensive income/ (expenses) for the period	期間全面收入/(開支) 總額	-	-	-	-	10,085	-	(21,597)	(11,512)	-	(11,512)
At 31 December 2021 (unaudited)	於二零二一年十二月三十一日 (未經審核)	3,712	506,123	21,145	21,157	22,382	-	196,886	771,405	-	771,405

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash generated from operating activities	經營活動產生之現金淨額	50,857	82,916
Net cash (used in)/generated from investing activities	投資活動(所用)/產生之現金淨額	(71)	35,696
Net cash used in financing activities	融資活動所用之現金淨額	(30,103)	(120,916)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	20,683	(2,304)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	69,059	137,431
Effect of foreign exchange rate changes	外幣匯率變動之影響	590	19,328
Cash and cash equivalents at the end of the period	期末之現金及現金等值項目	90,332	154,455

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

1. ORGANISATION AND PRINCIPAL ACTIVITIES

NOVA Group Holdings Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of Cayman Islands and is listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The principal place of business of the Company in Hong Kong is located at Room 2102, 21/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong.

The principal activity of the Company is investment holding. The Company and its subsidiaries (collectively referred to as the “**Group**”) is principally engaged in the organisation and sponsorship of exhibitions and events, the operation of cultural and entertainment comprehensive services platform and provision of loan and financing services.

The unaudited condensed consolidated financial statements have not been audited by the Company’s auditor, but have been reviewed by the audit committee of the Board (the “**Audit Committee**”).

1. 組織及主要業務

諾發集團控股有限公司(「**本公司**」)根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，並於香港聯合交易所有限公司(「**聯交所**」)上市。本公司之香港主要營業地點為香港金鐘道89號力寶中心一座21樓2102室。

本公司之主要業務為投資控股。本公司及其附屬公司(統稱「**本集團**」)主要從事籌辦及贊助展覽會及活動、經營文化及娛樂綜合服務平台以及提供貸款及融資服務。

未經審核簡明綜合財務報表未經本公司核數師審核，惟已由董事會之審核委員會(「**審核委員會**」)審閱。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the six months ended 31 December 2021 (the “**Reporting Period**”) have been prepared in accordance with Hong Kong Accounting Standard 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and with applicable disclosure requirements as set out in Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). It was authorised for issue on 25 February 2022.

The unaudited condensed consolidated financial statements do not include all the information and disclosures required for annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 30 June 2021 as contained in the Company’s annual report 2020/21 (the “**Annual Report**”).

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“**HKFRSS**”), the accounting policies and methods of computation used in the interim condensed consolidated financial statements for the Reporting Period are the same as those followed in the preparation of the Group’s Annual Report.

2. 編製基準

截至二零二一年十二月三十一日止六個月(「**報告期間**」)之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**」)所頒佈之香港會計準則第34號中期財務報告及香港聯合交易所有限公司證券上市規則(「**上市規則**」)附錄十六所載之適用披露規定編製。其於二零二二年二月二十五日獲授權刊發。

未經審核簡明綜合財務報表並無載列年度財務報表所需之所有資料及披露事項，並應與本集團截至二零二一年六月三十日止年度之綜合財務報表(誠如本公司二零二零／二一年年報(「**年報**」)所載)一併閱讀。

除應用新訂香港財務報告準則(「**香港財務報告準則**」)及其修訂所引致會計政策之變動外，報告期間之中期簡明綜合財務報表所用會計政策及計算方法與編製本集團年報所用者相同。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

In the Reporting Period, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 July 2021 for the preparation of the consolidated financial statements:

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
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Amendment to HKFRS 16	Covid-19 Related Rent Concessions beyond 30 June 2021
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The application of the amendments to HKFRSs in the current period had no material impact on the Group's result and financial positions for the Reporting Period and for the six months period ended 31 December 2020 ("Prior Period" or "2020") and/or on the disclosures set out in the condensed consolidated financial statements.

3. 重要會計政策概要

於報告期間，本集團已首次應用下列由香港會計師公會頒佈及於二零二一年七月一日或之後開始年度期間強制生效之香港財務報告準則修訂編製明綜合財務報表：

香港財務報告準則第9號、香港會計準則第39號、香港	利率基準改革
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財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂

香港財務報告準則第16號修訂	於二零二一年六月三十日後COVID-19的相關租金寬免
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於本期間應用香港財務報告準則之修訂對本集團於報告期間及截至二零二零年十二月三十一日止六個月期間(「去年同期」或「二零二零年」)之業績及財務狀況及／或該等簡明綜合財務報表所載之披露並無重大影響。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

4. SEGMENT INFORMATION

Information reported to the directors of the Company (“**Directors**”), being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performances focuses on types of services provided.

The operating and reportable segments are as follows:

Exhibitions and events

展覽會及活動

Cultural and entertainment

文化及娛樂

Financing

融資

Organisation and sponsorship of trade shows, exhibitions and events, provision of event planning, sub-contracting, management and ancillary services

籌辦及贊助貿易展覽、展覽會及活動，提供活動策劃、分包、管理及配套服務

Operation of cultural and entertainment comprehensive services platform, such as brand management, solution and consulting services, trading of goods and products promotion services

經營文化及娛樂綜合服務平台，例如品牌管理、解決方案及諮詢服務、商品貿易及產品推廣服務

Provision of money lending, finance leasing and credit factoring services

提供放債、融資租賃及信貸保理服務

4. 分部資料

為資源分配及評估分部表現而向本公司董事(「董事」)(即主要經營決策者)報告之資料乃以所提供之服務類型為重點。

經營及須予報告分部如下：

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

4. SEGMENT INFORMATION

(Continued)

The following is an analysis of the Group's revenue and results by reportable segments:

4. 分部資料(續)

本集團之收益及業績按須予報告分部分析如下：

For the six months ended 31 December

截至十二月三十一日止六個月

		Exhibitions and events		Cultural and entertainment		Financing		Total	
		展覽會及活動		文化及娛樂		融資		總計	
		2021	2020	2021	2020	2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年
		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	
		(Unaudited)	(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)	(未經審核)	
Revenue	收益								
Segment revenue	分部收益	-	54	37,902	129,672	28,995	25,911	66,897	155,637
Inter-segment revenue	分部間收益	-	(54)	-	(18,295)	-	-	-	(18,349)
Revenue from external customers	來自外部客戶之收益	-	-	37,902	111,377	28,995	25,911	66,897	137,288
Results	業績								
Segment results	分部業績	(658)	(3,353)	(29,946)	29,701	26,759	24,130	(3,845)	50,478
Unallocated net (loss)/gain on financial assets at FVTPL	按公平值計入損益之金融資產之未分配(虧損)/收益淨額							(708)	1,082
Net gain on change in fair value of contingent consideration payables	應付或然代價公平值變動之收益淨額							-	1,952
Unallocated other income and other gains and losses	未分配之其他收入及其他收益及虧損							103	(5,449)
Unallocated corporate expenses	未分配企業開支							(8,336)	(10,019)
Unallocated impairment losses under expected credit loss model, net of reversal (扣除撥回)	未分配預期信貸虧損模式下之減值虧損(扣除撥回)							(580)	-
Finance costs	財務成本							(2,776)	(13,669)
(Loss)/profit before tax	除稅前(虧損)/溢利							(16,142)	24,375
Taxation	稅項							(5,455)	(11,211)
(Loss)/profit for the period	期間(虧損)/溢利							(21,597)	13,164

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

4. SEGMENT INFORMATION

(Continued)

The following is an analysis of the Group's assets and liabilities by operating segments:

4. 分部資料(續)

本集團之資產及負債按經營部分分析如下：

	Exhibitions and events 展覽會及活動		Cultural and entertainment 文化及娛樂		Financing 融資		Total 總計	
	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Assets	資產							
Segment assets	3,409	1,741	290,263	388,727	523,822	470,975	817,494	861,443
Unallocated corporate assets							18,912	20,679
							836,406	882,122
Liabilities	負債							
Segment liabilities	195	152	8,750	19,420	9,198	7,476	18,143	27,048
Unallocated corporate liabilities							46,858	72,157
							65,001	99,205

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than corporate assets; and
- all liabilities are allocated to reportable segments other than corporate liabilities.

就監察分部表現以及在分部之間分配資源而言：

- 除企業資產外，所有資產獲分配至須予報告分部；及
- 除企業負債外，所有負債獲分配至須予報告分部。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

5. REVENUE

5. 收益

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Brand management	品牌管理	3,147	5,035
Promotion and consulting services	推廣及諮詢服務	10,221	49,070
Trading of goods	商品貿易	24,534	57,272
Financing income	融資收入		
— Credit factoring services	— 信貸保理服務	24,775	20,917
— Finance leasing services	— 融資租賃服務	3,246	4,597
— Money lending services	— 放債服務	974	397
Total	總計	66,897	137,288
Timing of revenue recognition	確認收益之時間		
At a point in time	於某一時間點	26,555	89,706
Over time	隨時間	11,347	21,671
Revenue from contracts with customers	客戶合約收益	37,902	111,377
Revenue from other sources	其他來源收益	28,995	25,911
Total	總計	66,897	137,288

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

6. OTHER INCOME

6. 其他收入

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Government grants	政府補助	1,902	2,793
Interest income	利息收入	48	104
Sundry income	雜項收入	445	970
		2,395	3,867

7. (LOSS)/PROFIT BEFORE TAX

7. 除稅前(虧損)/溢利

(Loss)/profit before tax has been arrived at after charging/(crediting):

除稅前(虧損)/溢利乃扣除/(計入)下列各項後達致：

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Staff costs:	員工成本：		
Employee benefit expenses (including Directors' emoluments):	僱員福利開支 (包括董事酬金)：		
— Salaries, allowance and other benefits	— 薪金、津貼及其他福利	8,175	17,462
— Retirement benefit schemes contributions	— 退休福利計劃供款	1,238	512
		9,413	17,974

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

7. (LOSS)/PROFIT BEFORE TAX

(Continued)

7. 除稅前(虧損)/溢利(續)

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Other items:	其他項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	767	967
Depreciation of right-of-use assets	使用權資產折舊	749	3,319
Amortisation of intangible assets	無形資產攤銷	1,012	2,889
Cost of inventories recognised in cost of sales	於銷售成本中確認之存貨成本	21,681	61,277
Lease expenses on short-term leases	短期租賃之租賃開支	284	581
Other gains and losses:	其他收益及虧損：		
Exchange losses/(gains), net	匯兌虧損/(收益)淨額	82	(4,158)
Write-off of property, plant and equipment	物業、廠房及設備撇銷	15	103
Gain on disposal of subsidiaries	出售附屬公司之收益	-	(2,412)
Loss/(gain) on deregistration of subsidiaries and branch	註銷附屬公司及分公司之虧損/(收益)	173	(4,571)
Gain on early redemption of corporate bonds	提前贖回公司債券之收益	(369)	(5,598)
Loss on non-substantial modification of corporate bonds (Note 23)	非重大修改公司債券之虧損(附註23)	683	11,695
Others	其他	-	(173)
		584	(5,114)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

8. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

8. 預期信貸虧損模式下之減值虧損(扣除撥回)

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Impairment losses/(reversal of impairment losses), net recognised on:	減值虧損/(減值虧損撥回) 確認淨額：		
— Trade receivables	— 貿易應收款項	2,964	(10,785)
— Factoring receivables	— 保理應收款項	113	(111)
— Lease receivables	— 租賃應收款項	(15)	(53)
— Loans and interest receivables	— 應收貸款及利息	(10)	40
— Other receivables	— 其他應收款項	580	—
		3,632	(10,909)

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the Reporting Period are the same as those followed in the preparation of the Group's Annual Report.

本報告期間之簡明綜合財務報表之計入及預估基準乃與編製本集團之年報之基準相同。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

9. TAXATION

9. 稅項

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	即期稅項		
— Hong Kong Profits Tax	— 香港利得稅	—	70
— PRC Enterprise Income Tax	— 中國企業所得稅	6,687	11,215
— Withholding tax on remitted earnings	— 已匯出盈利之預扣稅	1,205	—
		7,892	11,285
Over-provision in prior periods:	過往期間超額撥備：		
— Hong Kong Profits Tax	— 香港利得稅	(2)	—
— PRC Enterprise Income Tax	— 中國企業所得稅	(2,435)	—
Deferred tax:	遞延稅項：		
— Current period	— 本期間	—	(74)
Total	總計	5,455	11,211

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the Reporting Period and Prior Period.

香港利得稅乃按報告期間及去年同期之估計應課稅溢利的16.5%計算。

Under the Law of the People's Republic of China (the "PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of certain subsidiaries of the Group in the PRC is 25% for the Reporting Period and Prior Period.

根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本集團旗下若干中國附屬公司於報告期間及去年同期的稅率為25%。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

9. TAXATION (Continued)

Pursuant to the EIT Law and its implementation rules, dividends declared in respect of profit earned by the PRC subsidiaries, and royalty receivable by non-PRC corporate residents from the PRC enterprises are subject to a withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements.

10. DIVIDEND

The Directors do not recommend payment of any dividend for the Reporting Period (2020: HK\$Nil).

11. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

9. 稅項(續)

根據企業所得稅法及其實施條例，就中國附屬公司所賺取之溢利而宣派之股息，及非中國企業居民應收中國企業之版權費須按10%稅率繳納預扣稅，除非按稅務協定或安排減免。

10. 股息

董事不建議就報告期間派發任何股息(二零二零年：零港元)。

11. 每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利基於以下數據計算：

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/earnings	(虧損)/盈利		
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利	(21,597)	17,789

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

11. (LOSS)/EARNINGS PER SHARE 11. 每股(虧損)/盈利(續)

(Continued)

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
Number of shares	股份數目		
Number/weighted average number of ordinary shares	普通股數目/加權 平均數	1,855,903,277	1,736,053,551

For the Reporting Period and Prior Period, the computation of diluted (loss)/earnings per share does not assume the exercise of the Company's outstanding share options as the exercise prices of the share options were higher than the average market price of shares. The basic and diluted (loss)/earnings per share were the same for the Reporting Period and Prior Period.

於報告期間及去年同期，由於購股權之行使價高於股份平均市價，因此計算每股攤薄(虧損)/盈利時並無假設本公司未行使的購股權獲行使。報告期間及去年同期之每股基本及攤薄(虧損)/盈利相同。

12. PROPERTY, PLANT AND EQUIPMENT

During the Reporting Period, the Group acquired property, plant and equipment of approximately HK\$71,000 (2020: HK\$56,000), no disposal of property, plant and equipment (2020: HK\$224,000 upon disposal of subsidiaries) and write-off of certain property, plant and equipment of approximately HK\$15,000 (2020: approximately HK\$103,000).

12. 物業、廠房及設備

於報告期間，本集團收購物業、廠房及設備約71,000港元(二零二零年：56,000港元)，並無出售物業、廠房及設備(二零二零年：於出售附屬公司後為224,000港元)，及撇銷若干物業、廠房及設備約15,000港元(二零二零年：約103,000港元)。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

13. RIGHT-OF-USE ASSETS

During the Reporting Period, depreciation of right-of-use assets of HK\$749,000 (2020: HK\$3,319,000) was included in the loss for the period. No addition to right-of-use assets for the Reporting Period (2020: HK\$185,000).

The management performed impairment assessment and no impairment loss has been recognised related to right-of-use assets for the Reporting Period (2020: HK\$Nil).

14. INTANGIBLE ASSETS

During the Reporting Period, no disposal of intangible assets occurred (2020: approximately HK\$7,477,000 upon disposal of subsidiaries). The management performed an impairment assessment and an impairment loss of approximately HK\$374,000 was recognised for the Reporting Period (2020: HK\$Nil).

The recoverable amounts of intangible assets have been determined based on a value-in-use calculation by Peak Vision Appraisal Limited ("**Peak Vision**"). The calculation used cash flow projections based on a financial forecast approved by the Directors covering a three-year period.

13. 使用權資產

於報告期間，使用權資產折舊 749,000 港元(二零二零年：3,319,000 港元)計入期間虧損。於報告期間並無添置使用權資產(二零二零年：185,000 港元)。

管理層於報告期間就使用權資產進行減值評估，並無確認減值虧損(二零二零年：零港元)。

14. 無形資產

於報告期間，本集團並無出售無形資產(二零二零年：於出售附屬公司後約為7,477,000 港元)。管理層已進行減值評估並確認於報告期間減值虧損約為374,000 港元(二零二零年：零港元)。

無形資產之可收回金額乃由滙鋒評估有限公司(「**滙鋒**」)按使用價值計算法釐定。該計算法使用已獲董事批准涵蓋三年期之財務預算為基礎之現金流量預測。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

15. GOODWILL

15. 商譽

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
At the beginning of the period/year	於期/年初	240,450	276,397
Impairment loss recognised	已確認減值虧損	(34,117)	(35,947)
At the end of the period/year	於期/年末	206,333	240,450

Goodwill acquired in business combinations is allocated to relevant cash-generating units that is expected to benefit from the business combinations.

業務合併獲得之商譽已分配至預期將自該業務合併獲益之有關現金產生單位。

As a result of the changes in the current economic environment related to the coronavirus disease 2019 pandemic, the Group is experiencing negative conditions indicating that goodwill may be impaired. During the Reporting Period, the Group performed an impairment testing and recognised an impairment loss of approximately HK\$34,117,000 related to goodwill.

由於2019冠狀病毒病疫情為當前經濟環境帶來變化，本集團面臨可能導致商譽減值的負面情況。於報告期間，本集團已進行減值測試及確認與商譽有關的減值虧損約為34,117,000港元。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

16. 按公平值計入損益之金融資產

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Early redemption right from corporate bonds	公司債券之提早贖回權	998	1,717
Equity securities listed in Hong Kong	於香港上市之股權證券	244	233
		1,242	1,950

The fair value of early redemption right from corporate bonds were determined by the Directors with reference to the valuations at the period and year ended date carried out by Peak Vision. The market value of listed securities at the period and year ended were determined by the Directors with reference to quoted prices in active market.

公司債券提早贖回權之公平值乃由董事經參考滙鋒所作出於期間及年度結算日之估值後釐定。上市證券於期間及年度結算之市值乃由董事參考活躍市場之報價釐定。

17. TRADE RECEIVABLES

17. 貿易應收款項

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	48,417	49,652
Less: allowance for credit losses	減：信貸虧損撥備	(3,851)	(838)
		44,566	48,814

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

17. TRADE RECEIVABLES (Continued)

The Group has a policy of allowing trade customers with credit terms of normally within 90 days except for trading of goods which credit terms are normally 1 to 6 months. Settlement is made in accordance with the terms specified in the contracts governing the relevant transactions. The Group does not hold any collateral or other credit enhancement over its trade receivables balances. The ageing analysis of trade receivables based on dates on which services are rendered/invoice dates is as follows:

17. 貿易應收款項(續)

本集團之政策為向貿易客戶提供之信貸期一般不超過90日，惟商品貿易之信貸期除外(一般為1至6個月)。結付款項乃按照規管相關交易之合約中列明之條款進行。本集團並無就其貿易應收款項結餘持有任何抵押或其他信貸提升措施。根據提供服務日期/發票日期呈列之貿易應收款項之賬齡分析如下：

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	5,011	8,638
31-60 days	31至60日	5,059	7,729
61-90 days	61至90日	4,622	8,389
91-180 days	91至180日	15,180	14,370
181-365 days	181至365日	14,694	9,678
Over 365 days	超過365日	-	10
Total	總計	44,566	48,814

The Group sought to maintain control over its outstanding receivables and overdue balances were regularly reviewed by management.

本集團力求控制其尚未償還應收款項，並由管理層定期審閱逾期結餘。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

17. TRADE RECEIVABLES (Continued)

The movements in allowance for credit losses on trade receivables are as follows:

17. 貿易應收款項(續)

貿易應收款項之信貸虧損撥備變動如下：

		At 31 December 2021	At 30 June 2021
		於二零二一年 十二月三十一日	於二零二一年 六月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
At the beginning of the period/year	於期／年初	838	37,229
Amounts recognised/(reversed) during the period/year	期／年內確認／(撥回)金額	2,964	(36,871)
Eliminated on disposal of subsidiaries	出售附屬公司之抵銷	-	(2,119)
Exchange realignment	匯兌調整	49	2,599
At the end of the period/year	於期／年末	3,851	838

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

17. TRADE RECEIVABLES (Continued)

The ageing analysis of the trade receivables which are past due but not yet impaired is as follows:

17. 貿易應收款項(續)

已逾期但未減值之貿易應收款項之賬齡分析如下：

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	6,354	6,019
31-60 days	31至60日	3,749	4,902
61-90 days	61至90日	3,848	1,878
91-180 days	91至180日	5,532	3,758
181-365 days	181至365日	1,980	10
Total	總計	21,463	16,567

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

18. FACTORING RECEIVABLES

18. 保理應收款項

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Factoring receivables	保理應收款項	388,804	349,328
Interest receivables from factoring receivables	保理應收款項之 應收利息	4,688	5,199
Less: allowance for credit losses	減：信貸虧損撥備	(591)	(468)
		392,901	354,059
Analysed for reporting purposes as:	就報告目的分析 如下：		
Current assets	流動資產	352,680	320,917
Non-current assets	非流動資產	40,221	33,142
		392,901	354,059

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

18. FACTORING RECEIVABLES

(Continued)

At the end of the Reporting Period, the ageing analysis of factoring receivables, based on the maturity dates of the contracts, is as follows:

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	4,688	8,852
31-90 days	31至90日	82,517	42,073
91-365 days	91至365日	265,475	269,992
Over 365 days	超過365日	40,221	33,142
		392,901	354,059

Factoring receivables granted to customers are measured at amortised cost and generally for a period of 7 months to 3 years. The effective interest rates of factoring receivables as at 31 December 2021 ranged from 7.76% to 15.00% (30 June 2021: from 7.76% to 15.00%) per annum. As at 31 December 2021 and 30 June 2021, no factoring receivables were past due.

18. 保理應收款項(續)

於報告期末，根據合約到期日的保理應收款項之賬齡分析如下：

授予客戶的保理應收款項按攤銷成本計量，一般為期7個月至3年。於二零二一年十二月三十一日，保理應收款項的實際年利率介乎7.76%至15.00%(二零二一年六月三十日：介乎7.76%至15.00%)。於二零二一年十二月三十一日及二零二一年六月三十日，並無逾期之保理應收款項。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

18. FACTORING RECEIVABLES

(Continued)

The movements in allowance for credit losses on factoring receivables are as follows:

18. 保理應收款項(續)

保理應收款項之信貸虧損撥備變動如下：

		At 31 December 2021	At 30 June 2021
		於二零二一年 十二月三十一日	於二零二一年 六月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
At the beginning of the period/year	於期／年初	468	435
Amounts recognised/(reversed) during the period/year	期／年內確認 ／(撥回)金額	113	(9)
Exchange realignment	匯兌調整	10	42
At the end of the period/year	於期／年末	591	468

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

19. LEASE RECEIVABLES

19. 租賃應收款項

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Lease receivables from sale-leaseback transactions	售後回租交易之租賃應收款項	60,551	79,201
Less: allowance for credit losses	減：信貸虧損撥備	(44)	(57)
		60,507	79,144
Analysed for reporting purposes as: 就報告目的分析為：			
Current assets	流動資產	44,843	48,896
Non-current assets	非流動資產	15,664	30,248
		60,507	79,144

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

19. LEASE RECEIVABLES (Continued)

At the end of the Reporting Period, the ageing analysis of lease receivables from sale-leaseback transactions, based on the maturity date of the contracts, is as follows:

19. 租賃應收款項(續)

於報告期末，根據合約到期日的售後回租交易之租賃應收款項之賬齡分析如下：

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年內	44,843	48,896
More than one year but not exceeding two years	超過一年但 不超過兩年	15,664	29,809
More than two years but not exceeding three years	超過兩年但 不超過三年	-	439
		60,507	79,144

All leases are denominated in RMB. Lease receivables from sale-leaseback transactions are measured at amortised cost and generally for a period of 1.25 to 3 years. The effective interest rate of the lease receivables from sale-leaseback transactions as at 31 December 2021 ranged from 7.97% to 11.96% (30 June 2021: 7.97% to 11.96%) per annum. As at 31 December 2021 and 30 June 2021, no lease receivables from sale-leaseback transactions were past due.

所有租賃均以人民幣計值。售後回租交易之租賃應收款項按攤銷成本計量，期限一般為1.25年至3年。售後回租交易之租賃應收款項於二零二一年十二月三十一日的實際年利率介乎7.97%至11.96%（二零二一年六月三十日：7.97%至11.96%）。於二零二一年十二月三十一日及二零二一年六月三十日，並無逾期之售後回租交易之租賃應收款項。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

19. LEASE RECEIVABLES (Continued)

The movements in allowance for credit losses on lease receivables from sale-leaseback transactions are as follows:

19. 租賃應收款項(續)

售後回租交易之租賃應收款項之信貸虧損撥備變動如下：

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
At the beginning of the period/year	於期／年初	57	124
Amounts reversed during the period/year	期／年內撥回金額	(15)	(76)
Exchange realignment	匯兌調整	2	9
At the end of the period/year	於期／年末	44	57

Leasing arrangements

There was no unguaranteed residual value in connection with lease arrangements or contingent lease arrangements of the Group that needed to be recorded as at the end of the Reporting Period.

租賃安排

於報告期末時，本集團並無有關租賃安排或或然租賃安排之未擔保殘值須作出記錄。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

20. LOAN RECEIVABLES

20. 應收貸款

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Loan receivables	應收貸款	16,000	21,200
Interest receivables from loan receivables	應收貸款之應收 利息	210	359
Less: allowance for credit losses	減：信貸虧損撥備	(26)	(36)
		16,184	21,523

At the end of the Reporting Period, the ageing analysis of loan receivables, based on the maturity date in contracts, is as follows:

於報告期末，根據合約到期日之應收貸款賬齡分析如下：

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0–30 days	0至30日	210	183
31–90 days	31至90日	–	175
91–365 days	91至365日	15,974	21,165
Total	總計	16,184	21,523

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

20. LOAN RECEIVABLES (Continued)

Loan receivables granted to customers are measured at amortised cost and generally for period of 6 months to 12 months. The effective interest rate of loan receivables as at 31 December 2021 was 8% (30 June 2021: from 10.00% to 20.00%) per annum. As at 31 December 2021 and 30 June 2021, no loan receivables were past due.

The movements in allowance for credit losses on loan receivables are as follows:

20. 應收貸款(續)

向客戶授出之應收貸款乃按攤銷成本計量，一般為期6至12個月。於二零二一年十二月三十一日，應收貸款之實際年利率為8%(二零二一年六月三十日：介乎10.00%至20.00%)。於二零二一年十二月三十一日及二零二一年六月三十日，並無逾期之應收貸款。

應收貸款之信貸虧損撥備變動如下：

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
At the beginning of the period/year	於期/年初	36	-
Amounts (reversed)/recognised during the period/year	期/年內(撥回)/ 確認金額	(10)	36
At the end of the period/year	於期/年末	26	36

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

21. TRADE PAYABLES

21. 貿易應付款項

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	-	212
31-60 days	31至60日	-	5,011
61-90 days	61至90日	-	252
91-180 days	91至180日	161	777
181-365 days	181至365日	1,362	1,029
Over 1 year	一年以上	579	1,330
At the end of the period/year	於期/年末	2,102	8,611

The average credit period ranging from 0-180 days.

平均信貸期介乎0至180日。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

22. CONTRACT LIABILITIES

22. 合約負債

		At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2021 於二零二一年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Brand management and related services	品牌管理及相關服務	2,708	4,313
Trading of goods	商品貿易	327	108
		3,035	4,421
Analysed for reporting purposes as:	就報告目的分析如下：		
Current liabilities	流動負債	1,026	4,360
Non-current liabilities	非流動負債	2,009	61
		3,035	4,421

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

23. CORPORATE BONDS

23. 公司債券

The carrying amounts of corporate bonds recognised at the end of the Reporting Period are calculated as follows:

於報告期末確認之公司債券賬面值計算如下：

		HK\$'000 千港元
At 1 July 2020	於二零二零年七月一日	312,268
Less: redemption (with principal amount of HK\$242,000,000)	減：贖回(本金額 242,000,000 港元)	(251,040)
Add: adjusting to carrying amounts upon non-substantial modification (Note a)	加：非重大修訂後調整 賬面值(附註a)	12,908
Effective interest expenses	實際利息開支	20,194
Less: interest paid	減：已付利息	(27,565)
At 30 June 2021 and 1 July 2021 (Audited)	於二零二一年六月三十日及 二零二一年七月一日 (經審核)	66,765
Less: redemption (with principal amount of HK\$26,000,000)	減：贖回(本金額 26,000,000 港元)	(26,369)
Add: adjusting to carrying amounts upon non-substantial modification (Note b)	加：非重大修改後調整 賬面值(附註b)	683
Effective interest expenses	實際利息開支	2,609
Less: interest paid	減：已付利息	(3,205)
At 31 December 2021 (Unaudited)	於二零二一年十二月三十一日 (未經審核)	40,483

The effective interest rates are in a range of 8.19% to 10.46% per annum.

實際年利率介乎8.19%至10.46%。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

23. CORPORATE BONDS (Continued)

Notes:

- (a) On 11 September 2020, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$300,000,000 to modify the maturity date from 7 November 2020 into two maturity dates, 7 November 2020 and 7 November 2021. Based on the assessment performed by the Group, the modification is regarded as non-substantial modification. The loss on modification of corporate bond of approximately HK\$12,908,000 is recognised in profit or loss at the date of modification.
- (b) On 5 November 2021, the Company executed a supplemental deed poll for the unsecured corporate bonds with principal amount of HK\$36,000,000 to modify the maturity date from 7 November 2021 to 5 May 2022. Based on the assessment performed by the Group, the modification is regarded as non-substantial modification. The loss on modification of corporate bond of approximately HK\$683,000 is recognised in profit or loss at the date of modification.

23. 公司債券(續)

附註：

- (a) 於二零二零年九月十一日，本公司就本金額為300,000,000港元之無抵押公司債券簽署一份補充單邊契據，將到期日由二零二零年十一月七日修改為兩個到期日，即二零二零年十一月七日及二零二一年十一月七日。根據本集團所作出之評估，有關修改被視為非重大修改。修改公司債券之虧損約12,908,000港元乃於修改日之損益內確認。
- (b) 於二零二一年十一月五日，本公司就本金額為36,000,000港元之無抵押公司債券簽署一份補充單邊契據，將到期日由二零二一年十一月七日修改為二零二二年五月五日。根據本集團所作出之評估，有關修改被視為非重大修改。修改公司債券之虧損約683,000港元乃於修改日在損益內確認。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

24. SHARE CAPITAL

24. 股本

		Par value 面值 HK\$ 港元	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：			
At 1 July 2020, 30 June 2021, 1 July 2021 and 31 December 2021	於二零二零年七月一日、二零二一年六月三十日、二零二一年七月一日及二零二一年十二月三十一日	0.002	5,000,000,000	10,000
Issued and fully paid:	已發行及已繳足：			
At 1 July 2020	於二零二零年七月一日	0.002	1,521,873,223	3,044
Placing of new shares (Note a)	配售新股份(附註a)	0.002	292,500,000	585
Conversion of convertible notes (Note b)	轉換可換股票據(附註b)	0.002	41,530,054	83
At 30 June 2021 (Audited) and 31 December 2021 (Unaudited)	於二零二一年六月三十日(經審核)及二零二一年十二月三十一日(未經審核)	0.002	1,855,903,277	3,712

Notes:

附註：

(a) On 20 August 2020, a total of 292,500,000 ordinary shares were issued at HK\$0.13 per placing share pursuant to the terms and conditions of the placing agreement under general mandate. Net proceeds of approximately HK\$37,164,000 have been raised through the placing.

(a) 於二零二零年八月二十日，合共292,500,000股普通股已根據配售協議之條款及條件在一般授權規限下按每股配售股份0.13港元予以發行。透過配售籌集所得款項淨額約37,164,000港元。

(b) On 24 June 2021, convertible notes with a principal amount of HK\$76,000,000 were converted into 41,530,054 shares at a conversion price of HK\$1.83 per ordinary share. The convertible notes were issued to the vendor upon the fulfilment of the profit guarantee for the three-year period ended 31 December 2020 relating to the acquisition of the entire equity interests of Cheer Sino Investment Holding Limited and its subsidiaries.

(b) 於二零二一年六月二十四日，本金額為76,000,000港元的可轉換債券以每股普通股1.83港元轉換為41,530,054股。該等可轉換票據於達成截至二零二零年十二月三十一日的三年有關收購華志投資控股有限公司及其附屬公司全部股權的溢利保證後發行予賣方。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

25. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere to the unaudited condensed consolidated financial statements, the Group had entered into the following related party transactions, which in the opinion of the Directors, were carried out in accordance with terms negotiated between the parties and in the ordinary course of business of the Group.

Remuneration for key personnel management, including emoluments paid to the Directors are as follows:

25. 重大關聯方交易

除未經審核簡明綜合財務報表其他部分所披露者外，本集團訂立以下關聯方交易，而董事認為，有關交易乃按雙方磋商達成之條款並在本集團之日常業務過程中進行。

管理層要員之薪酬(包括支付予董事之酬金)如下：

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Salaries, allowances and other benefits	薪金、津貼及其他福利	1,176	1,484
Retirement benefit scheme contributions	退休福利計劃供款	23	30
Total compensation paid to key management personnel	向管理層要員支付之總薪酬	1,199	1,514

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 31 December 2021 截至二零二一年十二月三十一日止六個月

26. CAPITAL COMMITMENTS

The Group did not have any significant capital commitments as at 31 December 2021 and 30 June 2021.

26. 資本承擔

於二零二一年十二月三十一日及二零二一年六月三十日，本集團並無任何重大資本承擔。

27. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2021 and 30 June 2021.

27. 或然負債

於二零二一年十二月三十一日及二零二一年六月三十日，本集團並無任何重大或然負債。

28. EVENT AFTER THE REPORTING PERIOD

There is no significant event affecting the Company that have occurred since the end of the Reporting Period.

28. 報告期間後事項

自本報告期末以來，並無發生影響本公司之重大事項。

29. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to current period's presentation.

29. 比較數字

若干比較數字已作出重新分類，以符合本期間之呈列方式。

