



# 易生活控股有限公司 Elife Holdings Limited

(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:223

易生活 · 惠民生活

Interim Report 2022 中期報告

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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors:

Zhang Xiaobin (Chairman)  
Gao Feng (Vice-Chairman)  
Chiu Sui Keung (Chief Executive Officer)

##### Independent Non-executive Directors:

Cheng Wing Keung, Raymond  
Lam Williamson  
Wong Hoi Kuen  
Lam Lee G.

#### AUDIT COMMITTEE

Lam Williamson (Chairman)  
Cheng Wing Keung, Raymond  
Wong Hoi Kuen

#### REMUNERATION COMMITTEE

Lam Williamson (Chairman)  
Cheng Wing Keung, Raymond  
Chiu Sui Keung

#### NOMINATION COMMITTEE

Cheng Wing Keung, Raymond (Chairman)  
Lam Williamson  
Wong Hoi Kuen

#### COMPANY SECRETARY

Chow Chi Fai

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 806, Level 8, Core D,  
Cyberport 3, 100 Cyberport Road, Hong Kong

#### REGISTERED OFFICE

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

#### PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

#### AUDITOR

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants  
31/F., Gloucester Tower, The Landmark,  
11 Pedder Street, Central,  
Hong Kong

#### SHARE REGISTRAR

Tricor Tengis Limited  
17/F, Far East Finance Centre  
16 Harcourt Road, Hong Kong

#### LEGAL ADVISERS

Loong & Yeung Solicitors  
Room 1603, 16/F, China Building,  
29 Queen's Road Central, Central,  
Hong Kong

#### STOCK CODE

00223

#### 董事會

##### 執行董事：

張曉彬 (主席)  
高峰 (副主席)  
趙瑞強 (行政總裁)

##### 獨立非執行董事：

鄭永強  
林全智  
黃海權  
林家禮

#### 審核委員會

林全智 (主席)  
鄭永強  
黃海權

#### 薪酬委員會

林全智 (主席)  
鄭永強  
趙瑞強

#### 提名委員會

鄭永強 (主席)  
林全智  
黃海權

#### 公司秘書

周志輝

#### 香港主要營業地點

香港數碼港道100號  
數碼港3座D區8樓806室

#### 註冊辦事處

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

#### 主要來往銀行

中國銀行 (香港) 有限公司

#### 核數師

國衛會計師事務所有限公司  
香港執業會計師  
香港中環畢打街11號  
置地廣場告羅士打大廈31字樓

#### 股份登記處

卓佳登捷時有限公司  
香港夏愨道16號  
遠東金融中心17樓

#### 法律顧問

龍炳坤、楊永安律師行  
香港中環皇后大道中29號  
華人行16樓1603室

#### 股份代號

00223

## BUSINESS REVIEW AND OUTLOOK

**Elife Holdings Limited** (the “Company” or “Elife”, together with its subsidiaries, the “Group”) is principally engaged in commodities trading, sales, marketing and brand building of anti-epidemic, daily cleaning products and licensed branded watches businesses. It has also been expanding its businesses into the consumer products market conforming to the Group’s business principle of “making life easier and benefiting people’s livelihood” (易生活，惠民生).

The Group has been managing the following businesses:

### COMMODITIES TRADING BUSINESS

During the period ended 30 September 2022, the Group continued to focus on sourcing domestic quality products as well as metals commodities for sale to retail channels or lower-tier agents in the PRC.

### DAILY CLEANING AND ANTI-EPIDEMIC PRODUCTS BUSINESS

On 31 July 2020, the Company and Mr. Zhu Qian entered into the cooperation agreement to establish a joint venture group (the “Joint Venture Group”) which possesses the brand “易安生”/“E’ANSN” and the supply chain including the formula, brand and package design of the anti-epidemic and daily cleaning products and is principally engaged in the sale, marketing and brand building of such products in the PRC and overseas. The Joint Venture Group also has further differentiated and expanded its business by developing the sales and marketing of personal healthcare and protective products (e.g. medical diagnostic test kit of COVID-19, surgical gloves and nitrile gloves).

### LICENSED BRANDED WATCHES BUSINESS

Shenzhen Aishang e-buy Technology Co., Ltd. (“Aishang e-buy”), a wholly-owned subsidiary of the Company and the principal operating subsidiary of the licensed branded watches business, has established a presence on television shopping channels throughout the nation since re-organising its team in April 2022, and has commenced cooperation with television networks in Beijing, Jiangxi, Hangzhou, Shandong and Guangxi, three of which are nationwide television networks. Moreover, it has completed its registration on TikTok, an online live-streaming platform, and has preliminarily setup a brand website and a WeChat Mini Shop, which will be able to receive customer flow from live-streaming once TikTok approved the transaction of watches. Due to the resurgence of the pandemic in the PRC, economic activities have been affected to a certain extent. We foresee that as the economy gradually recover, we can elaborate our cooperation with more television networks and online platforms.

## 業務回顧及前景

**易生活控股有限公司**（「本公司」或「易生活」，連同其附屬公司統稱「本集團」）主要於大中華地區從事防疫用品、日用清潔品及特許品牌手錶之商品貿易、銷售、行銷及品牌建設。其亦正在拓展其業務至消費品市場，以配合本集團「易生活，惠民生」之經營原則。

本集團管理以下業務：

### 商品貿易業務

截至二零二二年九月三十日止期間，本集團繼續專注採購本地優質產品及金屬商品，以銷往中國各零售渠道或較下層之代理商。

### 日用清潔和防疫用品業務

於二零二零年七月三十一日，本公司與朱其安先生訂立合作協議，以成立一間擁有「易安生」/「E’ANSN」品牌以及防疫和日用清潔品之配方、品牌及包裝設計等過程之供應鏈，並主要於中國及海外從事該等產品之銷售、行銷及品牌建設之合營企業集團（「該合營企業集團」）。該合營企業集團亦通過拓展個人保健和防護產品（如COVID-19醫療診斷測試套件、手術手套和丁腈手套等）之銷售及行銷，進一步區分並擴大其業務。

### 特許品牌手錶業務

本公司之全資附屬公司及特許品牌手錶業務之主要營運附屬公司深圳市愛尚易購科技有限公司（「愛尚易購」）於二零二二年四月重新組建團隊以來，在全國的電視購物頻道展開佈局，並在北京、江西、杭州、山東、廣西等地區的電視網絡開始合作，其中三個電視網絡為全國性的。而網上直播平台抖音也完成註冊，初步已建設好品牌網站及微信小店，待抖音手錶申報成功就可以進行直播拉動人流到官網及微信小店。由於國內疫情反復，經濟活動受到一定程度的影響，我們預見隨著經濟逐步復常，可以跟更多電視網絡及線上平台闡述合作事宜。

## BUSINESS PROSPECTS AND FUTURE DEVELOPMENTS

Since January 2020, the outbreak of the novel coronavirus (COVID-19) pandemic had severely impacted the global business environment. During the Period, due to the outbreak of COVID-19 pandemic in the People's Republic of China (the "PRC"), tightened pandemic and control prevention policies are adopted in order to achieve the goal of dynamic clearing. It mainly affected the daily cleaning and anti-epidemic products business supply chain as a result of lock downs of Shanghai and other cities in the Jiangsu Province. The Group will keep continuous attention on the situation of the COVID-19, assess and react actively to its impacts on the financial position and operating results of the Group.

Currently, the focus of the Group's existing businesses is continuing to explore new opportunities in the PRC. The licensed branded watches business has also made great strides, with our team being increasingly focused on expanding sales channels, brand promotion and developing multi-functional products, in addition to the strong supply chain partnerships we have established in the PRC.

Following in-depth research and the establishment of new development targets, and based on our mission of delivering "an easier life, greater health and better livelihood" (易生活，大健康，惠民生), we have already identified some potential business opportunities in the consumer goods market, including but not limited to natural health supplements, high-end health food and seasoning products that are produced under environmentally friendly processes.

The Group will continue to catch up with new opportunities in the markets, in the meantime, the Group will consolidate its resources, strengthen the management and adopt a prudent business strategies to mitigate the pressure and exposure from the economic slowdown.

## 業務展望及未來發展

自二零二零年一月以來，新型冠狀病毒(COVID-19)疫情之爆發，嚴重影響了全球營商環境。於本期間，因應COVID-19疫情於中華人民共和國(「中國」)爆發，中國採取了嚴格的疫情防控政策，以實現動態清零目標。這主要影響了日用清潔及防疫用品業務之供應鏈，因為上海及江蘇省其他城市均曾實施封城。本集團將持續關注COVID-19疫情局勢，評估並主動應對其對本集團財務狀況及經營業績的影響。

目前，本集團現有的業務重心為繼續在中國探索新機遇。特許品牌手錶業務目前已取得長足發展，我們除了在中國建立強大供應鏈合作關係外，我們的團隊也會專注擴大銷售渠道、品牌推廣及開發多功能產品。

經過深入調研並確立新的發展目標，本著我們「易生活，大健康，惠民生」的宗旨，我們已在消費品市場中發掘若干潛在商機，包括但不限於天然保健品、及以環保工序生產的高端健康食物及調味品。

本集團將繼續追趕市場上的新機遇。同時，本集團將整合資源，加強管理，採取謹慎經營策略，以減輕經濟放緩帶來的壓力及風險。

## RESULTS ANALYSIS REVENUE

For the Period, the Group recorded turnover of approximately HK\$134,121,000 (six months ended 30 September 2021: approximately HK\$111,791,000), representing an increase of 20.0%. The Group's revenue was generated from the commodities trading segment, daily cleaning, anti-epidemic and other consumable products segment and licensed branded watches segment. The increase in revenue during the Period was primarily due to an increase in commodities trading business with turnover of approximately HK\$124,739,000 (six months ended 30 September 2021: approximately HK\$49,218,000) as a result of more resources being put by the Group to boost the sales of copper rod. The revenue from daily cleaning, anti-epidemic and other consumable products business with turnover of approximately HK\$6,408,000 (six months ended 30 September 2021: approximately HK\$62,573,000) has decreased due to the stringent pandemic control measures in the PRC. Lock downs of Shanghai and other major cities in the Jiangsu Province led to temporary factory shutdown of our suppliers as well as created trade barriers on the export sales of our trading customers. The licensed branded watches business has generated revenue for the period of approximately HK\$2,974,000 (six months ended 30 September 2021: Nil) and the group will continue to promote more sales of licensed branded watches through online and television shopping channels.

More details of the Group's performance by business segments are set out in Note 4 to the condensed consolidated financial statements.

## COST OF SALES

For the Period, the cost of sales of the Group amounted to approximately HK\$133,100,000 (six months ended 30 September 2021: approximately HK\$96,526,000), representing an increase of approximately 37.9% which is generally in line with the increased revenue from commodities trading business segment and licensed branded watches business segment offsetted by the decreased revenue from daily cleaning, daily cleaning, anti-epidemic and other consumable products segment.

## GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's gross profit for the Period was approximately HK\$1,021,000 (six months ended 30 September 2021: approximately HK\$15,265,000), representing a decrease of approximately 93.3%. For the Period, the overall gross profit margin has dropped to approximately 0.8% (six months ended 30 September 2021: approximately 13.7%) mainly due to the reduced margin in daily cleaning, anti-epidemic and other consumable segment. The gross profit margin in daily cleaning, anti-epidemic and other consumable products has dropped to 4.9% (six months ended 30 September 2021: approximately 24.4%) due to a decrease in sales to export trading customers which is of generally higher margin.

## 業績分析 收益

於本期間，本集團錄得營業額約134,121,000港元（截至二零二一年九月三十日止六個月：約111,791,000港元），增加20.0%。本集團收益來自商品貿易業務分部、日用清潔、防疫用品和消耗品分部以及特許品牌手錶分部。本期間收益增加主要是由於本集團投入更多資源以推動銅桿銷售，導致商品貿易業務之業績有所提升，營業額約為124,739,000港元（截至二零二一年九月三十日止六個月：約49,218,000港元）。本期間日用清潔、防疫用品和消耗品業務之營業額約為6,408,000港元（截至二零二一年九月三十日止六個月：約62,573,000港元），收益減少乃由於中國實施嚴格防疫措施。上海市及江蘇省其他主要城市實施封城導致本集團之供應商暫停生產，並對貿易客戶之出口銷售造成貿易障礙。於本期間，特許品牌手錶業務之收益約為2,974,000港元（截至二零二一年九月三十日止六個月：無），本集團將繼續通過線上及電視購物頻道為特許品牌手錶推動更多銷售。

有關本集團業務分部表現之更多詳情載於簡明綜合財務報表附註4。

## 銷售成本

於本期間，本集團之銷售成本約為133,100,000港元（截至二零二一年九月三十日止六個月：約96,526,000港元），增加約37.9%，此大致符合商品貿易業務分部及特許品牌手錶業務分部之收益增幅被日用清潔、防疫用品和消耗品分部之收益減幅所抵銷之情況。

## 毛利及毛利率

本集團於本期間之毛利約為1,021,000港元（截至二零二一年九月三十日止六個月：約15,265,000港元），下跌約93.3%。於本期間，整體毛利率下跌至約0.8%（截至二零二一年九月三十日止六個月：約13.7%），主要由於日用清潔、防疫用品和消耗品分部之利潤下跌所致。日用清潔、防疫用品和消耗品之毛利率下跌至4.9%（截至二零二一年九月三十日止六個月：約24.4%），此乃由於利潤普遍較高之出口貿易客戶銷售有所減少。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### SELLING EXPENSES

During the Period, the Group recorded selling expenses of approximately HK\$862,000 (six months ended 30 September 2021: approximately HK\$341,000). The increase was mainly due to more marketing resources in commodities trading segment and the new promotion and development of the group's licensed branded watches business segment.

#### OTHER OPERATING EXPENSES

Other operating expenses incurred by the Group for the Period was approximately HK\$11,972,000 (six months ended 30 September 2021: approximately HK\$12,126,000), representing a decrease of approximately 1.3%, and approximately 8.9% (six months ended 30 September 2021: approximately 10.8%) of the Period's total revenue. The Group implemented stringent cost control policy to lower the operating costs and streamline the workforce for costs saving.

#### EQUITY-SETTLED SHARE-BASED PAYMENT

Equity-settled share-based payment has decreased significantly to approximately HK\$661,000 (six months ended 30 September 2021: approximately HK\$10,713,000) which represents the vesting of issued awarded shares and no new share award or share options were granted during the period.

#### FINANCE COSTS

The finance costs incurred by the Group for the Period has decreased to approximately HK\$974,000 (six months ended 30 September 2021: approximately HK\$1,156,000). The reduced finance costs was mainly due to the expiry of the shareholders' loan in July 2022 and no more imputed interest expenses was incurred after the expiry date.

#### LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY

For the Period, the Group recorded a loss attributable to shareholders of approximately HK\$10,607,000 (six months ended 30 September 2021: approximately HK\$21,110,000), representing a decrease of 49.8%. Basic loss per share from continuing operations was approximately HK\$1.5 cents (six months ended 30 September 2021: approximately HK\$2.8 cents) for the Period. The decrease was primarily attributable to the reduced share-based payment of approximately HK\$661,000 for the Period (six months ended 30 September 2021: approximately HK\$10,713,000); and the Group no longer shared losses from the discontinued operation (six months ended 30 September 2021: approximately HK\$3,310,000).

#### INTERIM DIVIDEND

The Board did not recommend payment of an interim dividend for the six months ended 30 September 2022 (six months ended 30 September 2021: Nil).

#### 銷售開支

於本期間，本集團錄得銷售開支約862,000港元（截至二零二一年九月三十日止六個月：約341,000港元）。增加乃主要由於商品貿易分部獲配發更多行銷資源以及本集團旗下特許品牌手錶業務分部展開新推廣及發展活動。

#### 其他營運開支

本集團於本期間產生其他營運開支約11,972,000港元（截至二零二一年九月三十日止六個月：約12,126,000港元），減少約1.3%，其相當於本期間總收益約8.9%（截至二零二一年九月三十日止六個月：約10.8%）。本集團已實施嚴格的成本控制政策以降低營運成本、精簡勞動力，從而節省成本。

#### 以權益結算並以股份支付之款項

因應歸屬已發行獎勵股份而產生之以權益結算並以股份支付之款項大幅減少至約661,000港元（截至二零二一年九月三十日止六個月：約10,713,000港元），而期內並無授出新股份獎勵及購股權。

#### 融資成本

本集團於本期間產生之融資成本減少至約974,000港元（截至二零二一年九月三十日止六個月：約1,156,000港元）。融資成本減少乃主要由於股東貸款於二零二二年七月到期，而到期日後並無產生任何其他推算利息開支。

#### 本公司擁有人應佔本期間虧損

於本期間，本集團錄得股東應佔虧損約10,607,000港元（截至二零二一年九月三十日止六個月：約21,110,000港元），減少49.8%。於本期間之持續經營業務每股基本虧損約為1.5港仙（截至二零二一年九月三十日止六個月：約2.8港仙）。此減少主要歸因於本期間之以股份支付之款項減少至約661,000港元（截至二零二一年九月三十日止六個月：約10,713,000港元）；及本集團不再分佔已終止業務之虧損（截至二零二一年九月三十日止六個月：約3,310,000港元）。

#### 中期股息

董事會不建議派付截至二零二二年九月三十日止六個月之中期股息（截至二零二一年九月三十日止六個月：無）。

## FINANCIAL REVIEW

### LIQUIDITY AND FINANCIAL RESOURCES

For the Period, the Group had net cash outflow from operating activities of approximately HK\$7,686,000 (six months ended 30 September 2021: approximately HK\$8,567,000), net cash outflow from investing activities of approximately HK\$14,000 (six months ended 30 September 2021: net cash inflow approximately HK\$123,000) and net cash inflow from financing activities of approximately HK\$6,360,000 (six months ended 30 September 2021: approximately HK\$7,085,000). As at 30 September 2022, the Group had available cash and cash balances amounting approximately HK\$9,029,000 (31 March 2022: approximately HK\$10,807,000).

As at 30 September 2022, surplus on shareholders' funds of the Group aggregately amounted to approximately HK\$36,173,000 (31 March 2022: approximately HK\$43,385,000). Net current assets of the Group amounted to approximately HK\$30,318,000 (31 March 2022: approximately HK\$36,563,000). The Group's total current assets and current liabilities were approximately HK\$86,138,000 (31 March 2022: approximately HK\$92,863,000) and HK\$55,820,000 (31 March 2022: approximately HK\$56,300,000) respectively, while the current ratio was approximately 1.5 times (31 March 2022: approximately 1.6 times). The Group's assets-liabilities ratio (total liabilities to total assets) was approximately 0.6 times (31 March 2022: approximately 0.6 times).

As at 30 September 2022, the Group's gearing ratio (total debts to total equity) was approximately 80.2% (31 March 2022: approximately 68.7%).

## CAPITAL STRUCTURE

On 15 July 2022, the Company successfully placed 74,160,000 Shares at the Placing Price of HK\$0.103 through a Placing Agent to not less than six Placees. To the best of the Directors' knowledge and having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are Independent Third Parties. None of the Placees nor their associates became a substantial Shareholder immediately after the Completion.

The gross proceeds from the Placing are HK\$7,638,480, and the net proceeds, after deducting the placing commission, professional fees and all related expenses which may be borne by the Company, are approximately HK\$7,300,000. The net proceeds are intended to be used as to HK\$4,380,000 for replenishing the working capital of the Group and as to HK\$2,920,000 for developing the Group's businesses.

For details, please refer to the Company's announcements dated 15 July 2022.

## 財務回顧

### 流動資金及財務資源

於本期間，本集團經營業務之現金流出淨額約為7,686,000港元（截至二零二一年九月三十日止六個月：約8,567,000港元）、投資活動之現金流出淨額約為14,000港元（截至二零二一年九月三十日止六個月：現金流入淨額約123,000港元）及融資活動之現金流入淨額約為6,360,000港元（截至二零二一年九月三十日止六個月：約7,085,000港元）。於二零二二年九月三十日，本集團擁有現金及現金結餘約9,029,000港元（二零二二年三月三十一日：約10,807,000港元）。

於二零二二年九月三十日，本集團之股東資金盈利合共約36,173,000港元（二零二二年三月三十一日：約43,385,000港元）。本集團淨流動資產約為30,318,000港元（二零二二年三月三十一日：約36,563,000港元）。本集團之流動資產及流動負債總值分別約為86,138,000港元（二零二二年三月三十一日：約92,863,000港元）及55,820,000港元（二零二二年三月三十一日：約56,300,000港元），而流動比率約為1.5倍（二零二二年三月三十一日：約1.6倍）。本集團之資產負債比率（以總負債對比總資產）約為0.6倍（二零二二年三月三十一日：約0.6倍）。

本集團於二零二二年九月三十日之槓桿比率（以債務總額對比權益總額）約為80.2%（二零二二年三月三十一日：約68.7%）。

## 資本架構

於二零二二年七月十五日，本公司成功透過配售代理以配售價0.103港元，向不少於六名承配人配售74,160,000股股份。據董事經作出一切合理查詢後所深知、盡悉及確信，承配人及彼等各自之最終實益擁有人均為獨立第三方。概無承配人或彼等之聯繫人於緊隨完成後成為主要股東。

配售事項之所得款項總額為7,638,480港元，而經扣除配售佣金、專業費用及本公司可能須承擔之所有相關開支後，配售事項之所得款項淨額約為7,300,000港元。所得款項淨額擬用於補充本集團之營運資金（擬動用4,380,000港元）以及發展本集團之業務（擬動用2,920,000港元）。

有關詳情，請參閱本公司日期分別為二零二二年七月十五日之公佈。



### CAPITAL EXPENDITURES AND CAPITAL COMMITMENT

During the Period, the capital expenditures mainly for additions in property, plant and equipment amounted to approximately HK\$16,000 (30 September 2021: Nil). These capital expenditures were funded by internal cash flow from operating activities.

As at 30 September 2022, the Group had capital commitment of approximately HK\$167,561,000 (31 March 2022: approximately HK\$188,568,000) in respect of the authorised and contracted for capital contributions payable to subsidiaries.

### EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The Group's sales and purchase are mainly transacted in Hong Kong dollar, United States dollar and Renminbi and the books are recorded in Hong Kong dollar. Therefore, it may be exposed to foreign exchange risk. However, in view of the stable currency policies adopted by the PRC government, the directors consider that the foreign exchange risk is insignificant.

The Group currently has no foreign exchange rate hedging policy in respect of commercial transactions denominated in foreign currencies. However, the directors monitor exchange rate exposure regularly and will consider hedging significant exchange rate exposure as and when necessary.

### CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 September 2022.

### EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2022, the Group had a total of 45 employees (31 March 2022: 45) in Hong Kong, the PRC and the United States. All employees are remunerated according to their performance, experience and the prevailing industry practices. The Group also participates in retirement benefit schemes for its staff in Hong Kong and the PRC.

During the period ended 30 September 2022, no share options were granted to directors, employees and other parties while 4,892,000 share options lapsed. As at 30 September 2022, 43,680,000 share options remained outstanding.

On 28 January 2022, the Group granted and issued new Awarded Shares of 13,600,000 shares (after Share Consolidation) to seven selected participants, 2,800,000 shares of which were unvested as at 30 September 2022 with carrying amount of equity-settled share-based payment expenses of approximately HK\$36,000 being recognised in the consolidated statement of changes in equity. The Group recognised total expenses for the vesting of Awarded Shares of approximately HK\$661,000 during the period ended 30 September 2022 (six months ended 30 September 2021: approximately HK\$10,713,000) in relation to the above Share Award Scheme.

### 資本開支及資本承擔

於本期間，主要用於添置物業、廠房及設備之資本開支約為16,000港元（二零二一年九月三十日：無）。該等資本開支由經營活動之內部現金流支付。

於二零二二年九月三十日，本集團就應付附屬公司之法定及已訂約出資而產生資本承擔約167,561,000港元（二零二二年三月三十一日：約188,568,000港元）。

### 匯率波動風險及任何有關對沖

本集團之銷售及購貨主要以港元、美元及人民幣進行，而簿冊則以港元記錄，因此，可能會面臨一定的外匯風險。不過，鑒於中國政府採取貨幣穩定政策，故董事認為外匯風險並不重大。

本集團現時並無就以外幣為單位之商業交易設有外幣匯率對沖政策。然而，董事定期監察匯率風險，並將於有需要時考慮對沖重大匯率風險。

### 或然負債

本集團於二零二二年九月三十日並無任何重大或然負債。

### 僱員及薪酬政策

於二零二二年九月三十日，本集團於香港、中國及美國共有45名員工（二零二二年三月三十一日：45名）。所有僱員之薪酬乃按照其工作表現、經驗及現行行業慣例而釐定。本集團亦為香港及中國員工提供退休福利計劃。

於截至二零二二年九月三十日止期間，並無向董事、僱員及其他方授出購股權，另有4,892,000份購股權失效。於二零二二年九月三十日，43,680,000份購股權尚未行使。

於二零二二年一月二十八日，本集團向七名經甄選參與者授出及發行13,600,000股新獎勵股份（股份合併後），其中2,800,000股於二零二二年九月三十日尚未歸屬，其以權益結算並以股份支付之款項支出之賬面值約36,000港元乃於綜合權益變動表中確認。本集團於截至二零二二年九月三十日止期間就歸屬已發行的獎勵股份確認有關上述股份獎勵計劃之總支出約661,000港元（截至二零二一年九月三十日止六個月：約10,713,000港元）。

## CONTINUING CONNECTED TRANSACTIONS

On 9 November 2020, Smart Challenger Global Limited (“Smart Challenger”), an indirect non wholly-owned subsidiary of the Company, entered into the Procurement Framework Agreement with Yangzhou Yiyuantang Commodity Co., Ltd (“Yangzhou Yuanda”), pursuant to which Smart Challenger agreed that Smart Challenger or its subsidiaries will procure and Yangzhou Yuanda agreed to supply the daily cleaning and anti-epidemic products for a term of two years and four months from 1 September 2020 to 31 December 2022 (both days inclusive) (the “Procurement Period”). Mr. Zhu Qian (“Mr. Zhu”) controls more than 30% of the voting power in general meetings of Yangzhou Yuanda. Mr. Zhu is also a substantial shareholder of the Company, Century Smart Group Limited (“Century Smart”) and Smart Challenger, and is, therefore, a connected person of the Company. The transactions contemplated under the Procurement Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Pursuant to the Procurement Framework Agreement, Yangzhou Yuanda agreed to supply the cleaning and anti-epidemic products to Smart Challenger and its subsidiaries for a term of the Procurement Period. The selling prices of the cleaning and anti-epidemic products are determined principally by arm’s length commercial negotiation.

The Annual Caps for the Procurement Framework Agreement for the period between 1 September 2020 and 31 December 2020, the year ending 31 December 2021 and the year ending 31 December 2022 are RMB20,000,000, RMB57,000,000 and RMB60,000,000 respectively.

Other than Yangzhou Yuanda, Mr. Zhu currently owns or has invested in other PRC companies. Yangzhou Fuerkan Machinery Manufacturing Co., Limited (“Yangzhou Fuerkan”) is a company owned by Mr. Zhu as to approximately 41% and thus an associate of Mr. Zhu and a connected person of the Company at the subsidiary level. The remaining approximately 59% equity interest in Yangzhou Fuerkan is held by more than 15 corporate and individual equity holders, all Independent Third Parties (except Mr. Zhang Shaoyan, the chief investment officer of the Group and a director of a subsidiary of the Company, holding approximately 1% equity interest).

Yangzhou Tongyang Machinery Co., Ltd. (“Yangzhou Tongyang”) is another PRC company held by Mr. Zhu as to approximately 41% and thus an associate of Mr. Zhu and a connected person of the Company at the subsidiary level. Yangzhou Tongyang is a wholly-owned subsidiary of Yangzhou Fuerkan.

There have been procurement and sales transactions between the Group, Yangzhou Fuerkan and Yangzhou Tongyang since the year ended 31 March 2022 which are not covered under the Procurement Framework Agreement. The transactions were all entered into under normal commercial terms.

For details, please refer to the Company’s announcement dated 30 June 2022.

## 持續關連交易

於二零二零年十一月九日，本公司之間接非全資附屬公司Smart Challenger Global Limited (「Smart Challenger」)與揚州易遠棠日用品有限公司(「揚州遠大」)訂立採購框架協議，據此，Smart Challenger同意其或其附屬公司將採購(而揚州遠大亦同意供應)日用清潔及防疫用品，協議為期兩年四個月，自二零二零年九月一日至二零二二年十二月三十一日(包括首尾兩日)(「採購期」)。朱其安先生(「朱先生」)於揚州遠大之股東大會上控制30%以上之投票權，朱先生同時亦為本公司、Century Smart Group Limited (「Century Smart」)及Smart Challenger之主要股東，因此，朱先生為本公司之關連人士。根據上市規則，採購框架協議項下擬進行之交易構成本公司之持續關連交易。

根據採購框架協議，揚州遠大同意於採購期內向Smart Challenger及其附屬公司供應清潔及防疫用品。清潔及防疫用品之售價主要經公平商業磋商釐定。

採購框架協議就二零二零年九月一日至二零二零年十二月三十一日止期間、截至二零二一年十二月三十一日止年度及截至二零二二年十二月三十一日止年度之年度上限分別為人民幣20,000,000元、人民幣57,000,000元及人民幣60,000,000元。

除揚州遠大外，朱先生目前亦擁有或投資於其他中國公司。揚州市伏爾坎機械製造有限公司(「揚州伏爾坎」)為一間由朱先生擁有約41%權益之公司，並因而為朱先生之聯繫人及本公司於附屬公司層面之關連人士。揚州伏爾坎餘下約59%股權由超過15名企業及個人股權持有人持有，全部均為獨立第三方(惟持有約1%股權之本集團首席投資總監及本公司附屬公司董事張紹岩先生除外)。

揚州市統揚機械有限公司(「揚州統揚」)為另一間由朱先生持有之中國公司，其由朱先生擁有約41%權益，並因而為朱先生之聯繫人及本公司於附屬公司層面之關連人士。揚州統揚為揚州伏爾坎之全資附屬公司。

本集團、揚州伏爾坎與揚州統揚之間自截至二零二二年三月三十一日止年度起一直進行未獲採購框架協議涵蓋之採購及銷售交易。該等交易均按正常商業條款訂立。

有關詳情，請參閱本公司日期為二零二二年六月三十日之公佈。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any major acquisition and disposal for the six month ended 30 September 2022.

#### MATERIAL RELATED PARTY TRANSACTION

Details of material related transactions of the Group as at 30 September 2022 are set out in Note 22 to the condensed consolidated financial statements.

#### SIGNIFICANT INVESTMENT

The Group did not hold any significant investment for the six months ended 30 September 2022.

#### 重大收購及出售

本集團於截至二零二二年九月三十日止六個月並無作出任何主要收購及出售。

#### 重大關連人士交易

本集團於二零二二年九月三十日之重大關連人士交易之詳情載於簡明綜合財務報表附註22。

#### 重大投資

本集團於截至二零二二年九月三十日止六個月並無持有任何重大投資。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

UNAUDITED CONDENSED CONSOLIDATED INTERIM  
FINANCIAL STATEMENTS AND NOTES

The Board of the Company announces that the unaudited condensed consolidated interim results of the Group for the six months ended 30 September 2022.

CONDENSED CONSOLIDATED STATEMENTS OF  
COMPREHENSIVE INCOME

For the six months ended 30 September 2022

未經審核簡明綜合中期財務報表及附註

本公司董事會謹此宣佈本集團截至二零二二年九月三十日止六個月之未經審核簡明綜合中期業績。

簡明綜合全面損益賬

截至二零二二年九月三十日止六個月

		<b>Six months ended 30 September</b>	
		<b>截至九月三十日止六個月</b>	
		<b>2022</b>	2021
		<b>二零二二年</b>	二零二一年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Turnover	營業額	4	111,791
Cost of sales	銷售成本	<b>(133,100)</b>	(96,526)
		<b>1,021</b>	15,265
Gross profit	毛利		
Other income	其他收入	5	731
Other gains – net	其他收益 – 淨額	5	395
Selling expenses	銷售開支	<b>(862)</b>	(341)
Other operating expenses	其他營運開支	<b>(11,972)</b>	(12,126)
Equity-settled share-based payment	以權益結算並以股份支付之款項	<b>(661)</b>	(10,713)
<b>Loss from operating activities</b>	<b>經營業務虧損</b>	6	(6,789)
Finance costs	融資成本	7	(1,156)
<b>Loss before tax</b>	<b>除稅前虧損</b>	<b>(11,891)</b>	(7,945)
Taxation	稅項	8	(3,947)
<b>Loss for the period from continuing operations</b>	<b>持續經營業務之本期間虧損</b>	<b>(11,899)</b>	(11,892)
<b>Discontinued operation</b>	<b>已終止經營業務</b>		
Loss for the period from a discontinued operation	已終止經營業務之本期間虧損	10	(3,310)
<b>Loss for the period</b>	<b>本期間虧損</b>	<b>(11,899)</b>	(15,202)

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF  
COMPREHENSIVE INCOME

For the six months ended 30 September 2022

簡明綜合全面損益賬

截至二零二二年九月三十日止六個月

		<b>Six months ended 30 September</b>	
		<b>截至九月三十日止六個月</b>	
		<b>2022</b>	2021
		<b>二零二二年</b>	二零二一年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
Notes	附註		
	<b>Other comprehensive (loss)/income</b>		
	Items that will not be reclassified to profit or loss:		
	Change in fair value of financial asset at fair value through other comprehensive income	(43)	(93)
	Items that may be reclassified subsequently to profit or loss:		
	Exchange differences on translation foreign operations	(3,284)	216
	<b>Other comprehensive (loss)/income for the period</b>	<b>(3,327)</b>	123
	<b>Total comprehensive loss for the period</b>	<b>(15,226)</b>	(15,079)
	<b>Loss for the period attributable to owners of the Company</b>		
	– from continuing operations	(10,607)	(17,800)
	– from a discontinued operation	–	(3,310)
		<b>(10,607)</b>	(21,110)
	<b>(Loss)/profit for the period attributable to non-controlling interests</b>		
	– from continuing operations	(1,292)	5,908
	– from a discontinued operation	–	–
		<b>(1,292)</b>	5,908
		<b>(11,899)</b>	(15,202)
	<b>Total comprehensive loss for the period attributable to:</b>		
	Owners of the Company	(16,206)	(20,603)
	Non-controlling interests	980	5,524
		<b>(15,226)</b>	(15,079)

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF  
COMPREHENSIVE INCOME

For the six months ended 30 September 2022

**Total comprehensive loss for the period attributable to owners of the Company**  
 – from continuing operations  
 – from a discontinued operation

歸屬於本公司擁有人之  
**本期間全面虧損總額**  
 – 來自持續經營業務  
 – 來自已終止經營業務

**Loss per share**

From continuing and discontinued operations  
 – Basic  
 – Diluted  
 From continuing operations  
 – Basic  
 – Diluted

**每股虧損**  
 持續經營及已終止經營業務  
 – 基本  
 – 攤薄  
 持續經營業務  
 – 基本  
 – 攤薄

簡明綜合全面損益賬

截至二零二二年九月三十日止六個月

**Six months ended 30 September**  
 截至九月三十日止六個月

Notes 附註	2022	2021
	二零二二年	二零二一年
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
	(16,206)	(17,293)
	-	(3,310)
	(16,206)	(20,603)

**Six months ended 30 September**  
 截至九月三十日止六個月

	2022	2021
	二零二二年	二零二一年
		(restated)
		(經重列)
	(1.5) cents港仙	(3.3) cents港仙
	(1.5) cents港仙	(3.3) cents港仙
	(1.5) cents港仙	(2.8) cents港仙
	(1.5) cents港仙	(2.8) cents港仙

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at 30 September 2022

簡明綜合財務狀況表

於二零二二年九月三十日

	Notes 附註	As at 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current assets</b>			
Property, plant and equipment		3,452	2,086
Right-of use assets		2,821	5,912
Financial asset at fair value through other comprehensive income		430	483
		<b>6,703</b>	<b>8,481</b>
<b>Current assets</b>			
Inventories		2,839	512
Trade receivables	12	18,089	19,775
Deposits, prepayments and other receivables	13	56,181	61,769
Cash and cash equivalents		9,029	10,807
		<b>86,138</b>	<b>92,863</b>
<b>Total current assets</b>			
<b>Less: Current liabilities</b>			
Trade payables	14	2,068	261
Accrued liabilities and other payables	15	23,154	24,725
Contract liabilities		1,327	1,912
Lease liabilities	16	1,851	2,334
Amounts due to shareholders	17	17,492	16,973
Amounts due to non-controlling interests	18	8,820	8,851
Tax payables		1,108	1,244
		<b>55,820</b>	<b>56,300</b>
<b>Total current liabilities</b>			
<b>Net current assets</b>		<b>30,318</b>	<b>36,563</b>
<b>Total assets less current liabilities</b>		<b>37,021</b>	<b>45,044</b>
<b>Less: Non-current liabilities</b>			
Lease liabilities	16	848	1,659
		<b>848</b>	<b>1,659</b>
<b>Net assets</b>		<b>36,173</b>	<b>43,385</b>
<b>Capital and reserves</b>			
Share capital		75,269	67,853
Reserves	19	34,174	49,782
Equity attributable to owners of the Company		<b>109,443</b>	<b>117,635</b>
<b>Non-controlling interests</b>		<b>(73,270)</b>	<b>(74,250)</b>
<b>Total equity</b>		<b>36,173</b>	<b>43,385</b>

Approved by the Board of Directors on 28 November 2022 and signed on its behalf by:

**Zhang Xiaobin**  
張曉彬  
Director  
董事

於二零二二年十一月二十八日獲董事會批准並由下列人士代表簽署：

**Gao Feng**  
高峰  
Director  
董事

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2022 (Unaudited)

截至二零二二年九月三十日止六個月(未經審核)

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Share capital	Share premium account	Exchange reserves	Financial assets at fair value through other comprehensive income reserve 按公平值計入其他全面收益之財務資產	Accumulated losses	Shares held for share award scheme	Share options reserve	Other reserve	Sub-total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	股份獎勵計劃 所持股份 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2022 (Audited)	於二零二二年四月一日 (經審核)	67,853	343,113	1,900	(757)	(291,909)	(697)	9,578	(11,446)	117,635	(74,250)	43,385
Total comprehensive income/(loss) for the period	本期間全面收入/(虧損) 總額	-	-	(5,556)	(43)	(10,607)	-	-	-	(16,206)	980	(15,226)
Equity-settled share-based payment related to share award scheme (Note 20)	與股份獎勵計劃有關之以權益結算並 以股份支付之款項(附註20)	-	-	-	-	-	661	-	-	661	-	661
Placement of shares (Note 19)	配售股份(附註19)	7,416	222	-	-	-	-	-	-	7,638	-	7,638
Share issuing expenses	股份發行開支	-	(285)	-	-	-	-	-	-	(285)	-	(285)
Share options lapsed	購股權失效	-	-	-	-	3,424	-	(3,424)	-	-	-	-
At 30 September 2022 (Unaudited)	於二零二二年九月三十日 (未經審核)	75,269	343,050	(3,656)	(800)	(299,092)	(36)	6,154	(11,446)	109,443	(73,270)	36,173

For the six months ended 30 September 2021 (Unaudited)

截至二零二一年九月三十日止六個月(未經審核)

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Share capital	Share premium account	Exchange reserves	Financial assets at fair value through other comprehensive income reserve 按公平值計入其他全面收益之財務資產	Accumulated losses	Shares held for share award scheme	Share options reserve	Other reserve	Sub-total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	股份獎勵計劃 所持股份 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2021 (Audited)	於二零二一年四月一日 (經審核)	61,933	333,369	(721)	(1,147)	(278,020)	(4,986)	35,143	(9,829)	135,742	(65,619)	70,123
Total comprehensive income/(loss) for the period	本期間全面收入/(虧損) 總額	-	-	600	(93)	(21,110)	-	-	-	(20,603)	5,524	(15,079)
Grant of shares under share award scheme	根據股份獎勵計劃授出股份	1,660	4,067	-	-	-	4,986	-	-	10,713	-	10,713
Subscription of shares (Note 19)	認購股份(附註19)	2,900	5,075	-	-	-	-	-	-	7,975	-	7,975
Share issuing expenses	股份發行開支	-	(6)	-	-	-	-	-	-	(6)	-	(6)
Share options lapsed	購股權失效	-	-	-	-	80	-	(80)	-	-	-	-
At 30 September 2021 (Unaudited)	於二零二一年九月三十日 (未經審核)	66,493	342,505	(121)	(1,240)	(299,050)	-	35,063	(9,829)	133,821	(60,095)	73,726



UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

For the six months ended 30 September 2022

簡明綜合現金流量表

截至二零二二年九月三十日止六個月

		Six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
<b>Net cash outflow from operating activities</b>	經營業務之現金流出淨額	<b>(7,686)</b>	(8,567)
<b>Net cash (outflow)/inflow from investing activities</b>	投資活動之現金(流出)/流入淨額	<b>(14)</b>	123
<b>Net cash inflow from financing activities</b>	融資活動之現金流入淨額	<b>6,360</b>	7,085
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	<b>(1,340)</b>	(1,359)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	<b>10,807</b>	14,188
Effect of foreign exchange rate changes	匯率變動之影響	<b>(438)</b>	(964)
Cash and cash equivalents at the end of the period	期終之現金及現金等值項目	<b>9,029</b>	11,865
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等值項目結餘分析</b>		
Cash and bank balances	現金及銀行結餘	<b>9,029</b>	11,865

# UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

## 未經審核簡明綜合中期財務報表及附註

### NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2022

#### 1. CORPORATE INFORMATION

Elife Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong.

The Directors consider that Ms. Liu Qihua, Mr. Gao Feng and Mr. Zhu Qian are the substantial shareholders of the Company.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries include engaging in commodities trading, sales, marketing and brand building of anti-epidemic, daily cleaning products and licensed branded watches businesses. It has also been expanding its businesses into the consumer products market conforming to the Group’s business principle of “making life easier and benefiting people’s livelihood” (易生活，惠民生).

This condensed consolidated interim financial statement has not been audited.

#### 2. BASIC OF PREPARATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). These condensed consolidated interim financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$’000) except otherwise indicated.

These condensed consolidated interim financial statements should be read in conjunction with the Group’s audited annual financial statements for the year ended 31 March 2022.

The accounting policies and method of computation adopted in the preparation of these condensed consolidated interim financial statements are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2022 except that the Group has adopted certain amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (which also include HKASs and Interpretations) as disclosed in Note 3 below.

### 簡明綜合財務報表附註

截至二零二二年九月三十日止六個月

#### 1. 公司資料

易生活控股有限公司（「本公司」）為於開曼群島註冊成立之有限公司，而其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點位於香港數碼港道100號數碼港3座D區8樓806室。

董事視劉秋華女士、高峰先生及朱其安先生為本公司之主要股東。

本公司之主要業務為投資控股。其附屬公司主要於大中華地區從事防疫用品、日用清潔品及特許品牌手錶之商品貿易、銷售、行銷及品牌建設。其亦正在拓展其業務至消費品市場，以配合本集團「易生活，惠民生」之經營原則。

本簡明綜合中期財務報表並未經審核。

#### 2. 編製基準

未經審核簡明綜合中期財務報表已按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「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」）附錄十六之適用披露規定編製。該等簡明綜合中期財務報表以港元呈列，而除另有指明外，所有數值均約整至千位（千港元）。

該等簡明綜合中期財務報表應與本集團截至二零二二年三月三十一日止年度之經審核年度財務報表一併閱覽。

編製簡明綜合中期財務報表所採納之會計政策及計算方法乃與編製本集團截至二零二二年三月三十一日止年度之年度財務報表所採納者一致，惟本集團已採納若干香港財務報告準則（「香港財務報告準則」）（其亦包括香港會計準則及詮釋）修訂本。有關詳情在下文附註3中披露。

# UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

## 未經審核簡明綜合中期財務報表及附註

### 3. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial information has been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as appropriate.

Other than additional accounting policies resulting from application of amendments to HKFRSs and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2022 are the same as those presented in the Group's annual consolidated financial statements for the year ended 31 March 2022.

#### Amended standards adopted by the Group

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2022 for the preparation of the Group's condensed consolidated financial statements:

- |                        |  |
|------------------------|--|
| • HKFRSs (Amendments)  | Annual Improvements to HKFRSs 2018-2020 Cycle                |
| • HKFRS 3 (Amendments) | Reference to the Conceptual Framework                        |
| • HKAS 16 (Amendments) | Property, Plant and Equipment – Proceeds before Intended Use |
| • HKAS 37 (Amendments) | Onerous Contracts – Costs of Fulfilling a Contract           |

The adoption of these amended standards did not have a significant impact on the Group's accounting policies and did not require any adjustments.

### 3. 主要會計政策

除若干財務工具乃按公平值計量(倘適用)外,未經審核簡明綜合中期財務資料乃根據歷史成本法編製。

除因應用香港財務報告準則之修訂本及應用某些與本集團有關之若干會計政策而新加入之會計政策外,截至二零二二年九月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與本集團截至二零二二年三月三十一日止年度之年度綜合財務報表所呈列者相同。

#### 本集團採納之經修訂準則

於本中期期間,為編製本集團之簡明綜合財務報表,本集團首次應用香港會計師公會頒佈之下列香港財務報告準則修訂本(該等修訂本於二零二二年四月一日開始之年度期間強制生效):

- |                     |                            |
|---------------------|----------------------------|
| • 香港財務報告準則 (修訂本)    | 香港財務報告準則二零一八年至二零二零年周期之年度改進 |
| • 香港財務報告準則第3號 (修訂本) | 概念框架之提述                    |
| • 香港會計準則第16號 (修訂本)  | 物業、廠房及設備 – 達到預定用途前之所得款     |
| • 香港會計準則第37號 (修訂本)  | 條件繁苛之合約 – 履約成本             |

採納該等經修訂準則對本集團之會計政策並無重大影響,亦無須作出任何調整。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

**4. SEGMENT INFORMATION**

The Group organised into four operating divisions (six months ended 30 September 2021: three): commodities trading business, daily clearing, anti-epidemic and other consumable products business, licensed branded watches business and esmart digital services. These divisions are the basis on which the Group reports its segment information.

The four operating and reportable segments under HKFRS 8 are as follows:

Commodities trading business	Provision of agency services and commodities trading in the PRC, Hong Kong and overseas
Daily clearing, anti-epidemic and other consumable products business	Engaged in the sales, marketing and brand building of daily cleaning, anti-epidemic and other consumable products in the PRC and overseas
Licensed branded watches business	Engaged in the online sales via television network and online shopping channels of the licensed branded watches in the PRC and overseas
Esmart digital services	Provision of esmart digital services in the PRC

Revenue represents the aggregate of the amounts received and receivable from third parties, income from commodities trading business, sales of daily cleaning, anti-epidemic and other consumable products and sales of licensed branded watches. Revenue recognised during the periods are as following:

**4. 分部資料**

本集團分為四個經營分部(截至二零二一年九月三十日止六個月:三個):商品貿易業務、日用清潔、防疫用品和消耗品業務、特許品牌手錶業務及智能數據服務。該等分部為本集團呈報其分部資料所用之基準。

根據香港財務報告準則第8號,四個經營及可申報分部如下:

商品貿易業務	於中國、香港及海外提供中介服務與商品貿易
日用清潔、防疫用品和消耗品業務	於中國及海外從事日用清潔、防疫用品和消耗品之銷售、行銷及品牌建設
特許品牌手錶業務	於中國及海外從事透過電視及網上購物頻道進行之特許品牌手錶之線上銷售
智能數據服務	於中國提供智能數據服務

收益指已向及應向第三方收取之款項總額,有關收入來自商品貿易業務、銷售日用清潔、防疫用品和消耗品及銷售特許品牌手錶。期內確認之收益如下:

**Six months ended 30 September**

截至九月三十日止六個月

**2022**

二零二二年

**HK\$'000**

千港元

**(Unaudited)**

(未經審核)

2021

二零二一年

HK\$'000

千港元

(Unaudited)

(未經審核)

**Disaggregation of revenue from contracts with customers**

**來自客戶合約之收入細分**

**Recognised at a point in time**

**於單一時間點確認**

Commodities sales	商品銷售
Sales of daily cleaning, anti-epidemic and other consumable products	銷售日用清潔、防疫用品和消耗品
Sales of licensed branded watches	銷售特許品牌手錶

**Total revenue from contracts with customers**      **來自客戶合約之收入總額**

	<b>124,739</b>	49,218
	<b>6,408</b>	62,573
	<b>2,974</b>	-
	<b>134,121</b>	111,791

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

4. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

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

For the six months ended 30 September 2022 (Unaudited)

Turnover	營業額
Turnover from external customers	來自外界客戶之營業額
Result	業績
Segment loss	分部虧損
Unallocated other income	未分配其他收入
Unallocated corporate expenses	未分配企業支出
Equity-settled share-based payment	以權益結算並以股份支付之款項
Finance costs	融資成本
Loss before tax	除稅前虧損
Taxation	稅項
Loss for the period from continuing operations	持續經營業務之本期間虧損

For the six months ended 30 September 2021 (Unaudited)

Turnover	營業額
Turnover from external customers	來自外界客戶之營業額
Result	業績
Segment (loss)/profit	分部(虧損)/溢利
Unallocated other income	未分配其他收入
Unallocated corporate expenses	未分配企業支出
Equity-settled share-based payment	以權益結算並以股份支付之款項
Finance costs	融資成本
Loss before tax	除稅前虧損
Taxation	稅項
Loss for the period from continuing operations	持續經營業務之本期間虧損

Turnover reported above represents revenue generated from external customers. There were no inter-segment sales in the Period (six months ended 30 September 2021: Nil).

Segment results represent the (loss)/profit generated from each segment without allocation of certain other income, equity-settled share-based payment, corporate expenses, finance costs and taxation. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment measurement.

4. 分部資料(續)

分部收益及業績

本集團收益及業績按可申報分部劃分之分析如下：

截至二零二二年九月三十日止六個月(未經審核)

Continuing operations 持續經營業務				
Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Licensed branded watches business 特許品牌手錶業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
124,739	6,408	2,974	-	134,121
(2,106)	(127)	(1,555)	(645)	(4,433)
				1,460
				(7,283)
				(661)
				(974)
				(11,891)
				(8)
				(11,899)

截至二零二一年九月三十日止六個月(未經審核)

Continuing operations 持續經營業務			
Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
49,218	62,573	-	111,791
(3,011)	14,683	(1,489)	10,183
			1,055
			(7,314)
			(10,713)
			(1,156)
			(7,945)
			(3,947)
			(11,892)

上文所呈報之營業額指來自外界客戶之收益。於本期間內並無分部間銷售(截至二零二一年九月三十日止六個月：無)。

分部業績指未分配若干其他收入、以權益結算並以股份支付之款項、企業開支、融資成本及稅項之前各分部產生之(虧損)/溢利。此為向主要經營決策者報告以分配資源及評估分部表現之方法。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
未經審核簡明綜合中期財務報表及附註

4. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

30 September 2022 (Unaudited)	二零二二年九月三十日 (未經審核)
Segment assets	分部資產
Segment liabilities	分部負債

4. 分部資料 (續)

分部資產及負債

Continuing operations  
持續經營業務

Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Licensed branded watches business 特許品牌手錶業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
29,869	24,093	2,817	5,762	62,541
4,637	5,183	1,940	9,356	21,116

31 March 2022 (Audited)	二零二二年三月三十一日 (經審核)
Segment assets	分部資產
Segment liabilities	分部負債

Commodities trading business 商品貿易業務 HK\$'000 千港元	Daily cleaning, anti-epidemic and other consumable products business 日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	Esmart digital services 智能數據服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
38,143	26,802	6,948	71,893
5,172	5,415	10,475	21,062

Reconciliation of reportable segment assets and liabilities:

可申報分部資產與負債對賬:

	30 September 2022 二零二二年九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2022 二零二二年三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Assets</b>		
Total assets of reportable segments	62,541	71,893
Unallocated and other corporate assets:		
Property, plant and equipment	1,439	1,648
Right-of-use assets	874	1,399
Deposit, prepayments and other receivables	22,047	23,801
Cash and cash equivalents	5,940	2,603
Consolidated total assets	92,841	101,344
<b>Liabilities</b>		
Total liabilities of reportable segments	21,116	21,062
Unallocated and other corporate liabilities:		
Accrued liabilities and other payables	8,013	9,164
Lease liabilities	1,227	1,909
Amounts due to shareholders	17,492	16,973
Amounts due to non-controlling interests	8,820	8,851
Consolidated total liabilities	56,668	57,959

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4. SEGMENT INFORMATION (CONTINUED)

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

- all assets are allocated to reportable segments other than unallocated corporate assets (mainly comprising certain property, plant and equipment, certain right-of-use assets, certain deposits, prepayments and other receivables and certain cash and cash equivalents); and
- all liabilities are allocated to reportable segments other than unallocated corporate liabilities (mainly comprising certain accrued liabilities and other payables, certain lease liabilities, amounts due to shareholders and amounts due to non-controlling interests).

Other segment information

For the six months ended 30 September 2022 (Unaudited)

	Commodities trading business	Daily cleaning, anti-epidemic and other consumable products business	Licensed branded watches business	Esmart digital Services	Unallocated	Total
	商品貿易業務 HK\$'000 千港元	日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	特許品牌手錶業務 HK\$'000 千港元	智能數據服務 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元
Continuing operations:						
Depreciation of property, plant and equipment	311	18	-	109	224	662
Depreciation of right-of-use assets	353	44	-	-	525	922
Gain on waiver of rent	21	-	-	-	581	602
Gain on waiver of other payables	-	-	-	-	55	55
Gain on lease termination	13	-	-	-	-	13
Additions to non-current assets*	-	-	-	-	16	16

For the six months ended 30 September 2021 (Unaudited)

	Commodities trading business	Daily cleaning, anti-epidemic and other consumable products business	Esmart digital Services	Unallocated	Total
	商品貿易業務 HK\$'000 千港元	日用清潔、防疫用品和消耗品業務 HK\$'000 千港元	智能數據服務 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元
Continuing operations:					
Depreciation of property, plant and equipment	296	18	623	228	1,165
Depreciation of right-of-use assets	342	-	-	525	867
Gain on disposal of property, plant and equipment	-	-	-	60	60
Gain on waiver of rent	32	-	-	-	32
Gain on waiver of other payables	305	-	-	-	305

\* Additions to non-current assets excluding financial asset at fair value through other comprehensive income.

4. 分部資料(續)

就監控分部表現及分配分部間資源而言：

- 除未分配企業資產(主要包括若干物業、廠房及設備、若干使用權資產、若干按金、預付款項及其他應收款項以及若干現金及現金等值項目)外，所有資產分配至可申報分部；及
- 除未分配企業負債(主要包括若干累計負債及其他應付款項、若干租賃負債、應付股東款項及應付非控股權益款項)外，所有負債分配至可申報分部。

其他分部資料

截至二零二二年九月三十日止六個月(未經審核)

截至二零二一年九月三十日止六個月(未經審核)

\* 非流動資產之增加不包括按公平值計入其他全面收益之財務資產。

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4. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Company is domiciled in Hong Kong. The Group's operations are mainly located in the PRC and Hong Kong. The following analysis of the Group's turnover by geographical area is disclosed for the periods ended 30 September 2022 and 2021.

The PRC	中國
Overseas	海外

The following is an analysis of the carrying amount of non-current assets (excluding financial asset at fair value through other comprehensive income) analysed by the geographical area in which the assets are located:

The PRC	中國
Hong Kong	香港
Overseas	海外

4. 分部資料(續)

地區資料

本公司主要營業地點位於香港。本集團之經營主要位於中國及香港。截至二零二二年及二零二一年九月三十日止期間，本集團營業額按地區所作之分析披露如下。

Six months ended 30 September

截至九月三十日止六個月

2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
133,961	111,791
160	-
<b>134,121</b>	<b>111,791</b>

下表為非流動資產(不包括按公平值計入其他全面收益之財務資產)按資產所在之地區所作之賬面值分析：

Carrying amount of non-current assets  
非流動資產之賬面值

As at	As at
30 September	31 March
2022	2022
於二零二二年	於二零二二年
九月三十日	三月三十一日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
475	1,002
4,827	5,800
971	1,196
<b>6,273</b>	<b>7,998</b>



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5. OTHER INCOME AND OTHER GAINS – NET

Continuing operations:

Other income

Interest income on:

Bank deposit  
Other receivables

Government grant (Note)

Sundry income

Other gains – net

Net exchange gains/(losses)

Gain on disposal of property, plant and equipment

Gain on waiver of rent

Gain on waiver of other payables

Gain on lease termination

持續經營業務：

其他收入

利息收入：

銀行存款  
其他應收款項

政府補助 (附註)

雜項收入

其他收益 – 淨額

匯兌收益/(虧損)淨額

出售物業、廠房及設備之收益

豁免租金之所得收益

豁免其他應付款項之收益

終止租賃之收益

Note: Amounts represented the government grants received in respect of COVID-19 which is related to Employment Support Scheme provided by the Hong Kong Government.

6. LOSS FROM OPERATING ACTIVITIES

The Group's loss from operating activities from continuing operations is arrived at after charging:

Cost of inventory sold  
Depreciation of property, plant and equipment\*  
Depreciation of right-of-use-assets\*  
Staff costs (including directors' remuneration)  
– wages and salaries\*  
– equity-settled share-based payment  
– retirement benefits scheme contributions\*

Expenses relating to short-term lease\*

本集團持續經營業務之經營業務虧損已扣除：

已售存貨成本  
物業、廠房及設備之折舊\*  
使用權資產之折舊\*  
員工成本(包括董事酬金)  
– 工資及薪金\*  
– 以權益結算並以股份支付  
– 退休福利計劃供款\*

與短期租約有關之開支\*

\* Expenses included in the "Other operating expenses".

5. 其他收入及其他收益 – 淨額

Six months ended 30 September

截至九月三十日止六個月

2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

	2	10
	578	649
	580	659
	231	–
	68	72
	879	731
	8	(2)
	–	60
	602	32
	55	305
	13	–
	678	395

附註：此金額為香港政府提供之保就業計劃所涉及與COVID-19有關之政府補助。

6. 經營業務虧損

Six months ended 30 September

截至九月三十日止六個月

2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

	133,100	96,526
	662	1,165
	922	867
	6,364	6,323
	661	10,713
	384	302
	7,409	17,338
	130	353

\* 計入「其他營運開支」之費用。

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7. FINANCE COSTS

**Continuing operations:**

Interests on lease liabilities  
Imputed interests on amounts due to shareholders  
Imputed interests on amounts due to non-controlling interests

**持續經營業務：**

租賃負債之利息  
應付股東款項之推算利息  
應付非控股權益款項之推算利息

Six months ended 30 September	
截至九月三十日止六個月	
2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
195	215
585	707
194	234
<b>974</b>	<b>1,156</b>

8. TAXATION

Current tax  
– PRC Enterprises Income Tax

本期稅項  
– 中國企業所得稅

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No.7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of corporation not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to the Group for the periods ended 30 September 2022 and 2021.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the unaudited condensed consolidated financial statements.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Taxation in other jurisdictions are calculated at the rates prevailing in the respective jurisdictions. No provision has been made as the Group had no assessable profit for the six months ended 30 September 2022 and 2021.

Six months ended 30 September	
截至九月三十日止六個月	
2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
8	3,947

8. 稅項

於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入兩級利得稅稅率制度。條例草案於二零一八年三月二十八日獲簽署成為法律，並於翌日刊憲。根據兩級利得稅稅率制度，合資格集團實體首2,000,000港元之應課稅溢利將會按8.25%徵稅，而超過2,000,000港元之應課稅溢利則會按16.5%徵稅。不符合兩級利得稅稅率制度之公司之應課稅溢利將繼續劃一按16.5%徵稅。兩級利得稅稅率制度乃於截至二零二二年及二零二一年九月三十日止期間對本集團適用。

董事認為，實行兩級利得稅稅率制度後之所涉金額對未經審核簡明綜合財務報表而言並不重大。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法之實施細則，自二零零八年一月一日起，中國附屬公司之稅率為25%。

其他司法權區之稅項按相關司法權區之當前稅率計算。由於本集團於截至二零二二年及二零二一年九月三十日止六個月並無產生應課稅溢利，故並無作出撥備。

# UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

## 未經審核簡明綜合中期財務報表及附註

### 9. DIVIDENDS

The Board of the Company do not recommend a payment of an interim dividend for the six months ended 30 September 2022 (six months ended 30 September 2021: Nil).

### 10. DISCONTINUED OPERATION

On 30 July 2021, the Group entered into a sale agreement to dispose of subsidiaries, Multi Century Technology Development Limited and its subsidiaries, which carried out all of the Group's unconventional gas business. The disposal was effected in order to generate cash flows for the expansion of the Group's other businesses. Upon completion of the disposal on 30 July 2021, the control of Multi Century Technology Development Limited was passed to the acquirer.

The results of the unconventional gas business for the period from 1 April 2021 to 30 July 2021, which have been included in the consolidated statement of profit or loss and other comprehensive income for the six months ended 30 September 2021, were as follows:

Other gain	其他收益	
Other operating expenses	其他營運開支	
Loss for the period	期間虧損	

The cash flows incurred by the unconventional gas business are as follows:

Net cash inflow from operating activities	經營業務之現金流入淨額	
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### 9. 股息

本公司董事會不建議派付截至二零二二年九月三十日止六個月之中期股息(截至二零二一年九月三十日止六個月：無)。

### 10. 已終止經營業務

於二零二一年七月三十日，本集團訂立出售協議以出售附屬公司創紀科技發展有限公司(及其附屬公司)，該公司負責本集團所有非常規天然氣業務之營運。有關出售旨在產生現金流量以拓展本集團其他業務。有關出售於二零二一年七月三十日完成後，創紀科技發展有限公司之控制權已轉移至收購方。

非常規天然氣業務於二零二一年四月一日至二零二一年七月三十日期間之業績已計入截至二零二一年九月三十日止六個月的綜合損益及其他全面收益表，詳情如下：

**Period ended  
30 July 2021**  
截至二零二一年  
七月三十日  
止期間  
HK\$'000  
千港元  
(Unaudited)  
(未經審核)

**1,187**  
**(4,497)**

**(3,310)**

非常規天然氣業務所產生之現金流量如下：

**Period ended  
30 July 2021**  
截至二零二一年  
七月三十日  
止期間  
HK\$'000  
千港元  
(Unaudited)  
(未經審核)

**4,311**

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**11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY**

**(a) Basic**

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

**Continuing and discontinued operations**

**持續經營及已終止經營業務**

Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔本期間虧損 (千港元)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Basic and diluted loss per share (HK cents per share)	每股基本及攤薄虧損 (每股港仙)

**Continuing operations**

**持續經營業務**

Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔本期間虧損 (千港元)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Basic and diluted loss per share (HK cents per share)	每股基本及攤薄虧損 (每股港仙)

**Discontinued operation**

**已終止經營業務**

Loss for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔本期間虧損 (千港元)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Basic and diluted loss per share (HK cents per share)	每股基本及攤薄虧損 (每股港仙)

Note: The weighted average number of ordinary shares in issue for the six months ended 30 September 2021 has taken into account of the effect of share consolidation (Note 19(iii)) on the basis that every five ordinary shares of HK\$0.02 each in the capital of the Company would be consolidated into one ordinary share of HK\$0.1 each as if the consolidation had occurred at 1 April 2021, the beginning of the earliest period reported.

**11. 本公司擁有人應佔每股虧損**

**(a) 基本**

本公司擁有人應佔每股基本虧損乃按以下數據計算：

**Six months ended 30 September**  
**截至九月三十日止六個月**

<b>2022</b>	2021
二零二二年	二零二一年
(Unaudited)	(Unaudited and restated)
(未經審核)	(未經審核及經重列)
<b>(10,607)</b>	(21,110)
<b>710,138</b>	637,840
<b>(1.5)</b>	(3.3)

**Six months ended 30 September**  
**截至九月三十日止六個月**

<b>2022</b>	2021
二零二二年	二零二一年
(Unaudited)	(Unaudited and restated)
(未經審核)	(未經審核及經重列)
<b>(10,607)</b>	(17,800)
<b>710,138</b>	637,840
<b>(1.5)</b>	(2.8)

**Six months ended 30 September**  
**截至九月三十日止六個月**

<b>2022</b>	2021
二零二二年	二零二一年
(Unaudited)	(Unaudited and restated)
(未經審核)	(未經審核及經重列)
<b>-</b>	(3,310)
<b>710,138</b>	637,840
<b>-</b>	(0.5)

附註：截至二零二一年九月三十日止六個月的已發行普通股之加權平均數已計及按本公司股本中每五股每股面值0.02港元之普通股合併為一股每股面值0.1港元之普通股為基準進行之股份合併(附註19(iii))之影響，猶如該項合併已於二零二一年四月一日(即最早申報之期間開始之日)發生。

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**11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY  
(CONTINUED)**

**(b) Diluted**

The basic and diluted loss per share are the same for the periods ended 30 September 2022 and 2021. The calculation of the diluted loss per share for both periods did not assume the exercise of the Company's outstanding share options as the effect is anti-dilutive.

**12. TRADE RECEIVABLES**

Trade receivables  
Less: allowance for expected credit losses on  
trade receivables, net

貿易應收款項  
減：貿易應收款項之預期信貸  
虧損撥備淨額

The following is an ageing of trade receivables based on invoice date, at the end of reporting period.

0 to 30 days  
31 to 60 days  
61 to 90 days  
91 to 180 days  
Over 180 days

0至30日  
31至60日  
61至90日  
91至180日  
超過180日

**11. 本公司擁有人應佔每股虧損(續)**

**(b) 攤薄**

截至二零二二年九月三十日止期間之每股基本及攤薄虧損與截至二零二一年九月三十日止期間相同。該兩個期間之每股攤薄虧損之計算方式並無假設本公司之尚未行使購股權獲行使，原因是有關行使具反攤薄影響。

**12. 貿易應收款項**

<b>As at 30 September 2022</b> 於二零二二年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	As at 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 <b>(Audited)</b> (經審核)
<b>40,412</b>	44,851
<b>(22,323)</b>	(25,076)
<b>18,089</b>	19,775

以下為於報告期末根據發票日期按賬齡分析之貿易應收款項。

<b>As at 30 September 2022</b> 於二零二二年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	As at 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 <b>(Audited)</b> (經審核)
<b>2,265</b>	1,475
<b>175</b>	59
<b>30</b>	175
<b>-</b>	19,336
<b>37,942</b>	23,806
<b>40,412</b>	44,851

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**13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES**

Deposits	按金	
Prepayments	預付款項	
Other receivables (Note (i), (ii) & (iii))	其他應收款項 (附註(i)、(ii)及(iii))	
Less: allowance for expected credit losses on other receivables, net (Note (iii))	減：其他應收款項之預期信貸虧損撥備淨額 (附註(iii))	

Notes:

As at 30 September 2022, included the other receivables are several significant items as follows:

- (i) *Outstanding consideration for sale of minority interest in an associated company*

Pursuant to the sale and purchase agreement dated 2 June 2015 (as supplemented and amended by two supplemental agreements thereto dated 23 June 2017 and 28 November 2017) (the "Disposal Agreement") between Elife Investment Holdings Limited (formerly known as Sino Rich Energy Holdings Limited) (a wholly-owned subsidiary of the Company) ("Elife Investment") and Jetgo Group Limited ("Jetgo"), Elife Investment agreed to dispose of 10.5% of the issued share capital of an associated company to Jetgo at the consideration of HK\$150,000,000. The first and second instalments of the consideration of approximately HK\$75,304,000 were settled in accordance with the schedule.

In relation to the third instalment of the consideration of approximately HK\$74,696,000 due 31 December 2018, Jetgo settled HK\$200,000 in June 2018 and approximately HK\$74,496,000 has remained outstanding as at 30 September 2022 (31 March 2022: approximately HK\$74,496,000).

**13. 按金、預付款項及其他應收款項**

	<b>As at 30 September 2022</b>	As at 31 March 2022
	於二零二二年 九月三十日	於二零二二年 三月三十一日
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>(Unaudited)</b>	(Audited)
	(未經審核)	(經審核)
<b>1,164</b>	856	
<b>27,535</b>	32,058	
<b>104,387</b>	105,760	
<b>133,086</b>	138,674	
<b>(76,905)</b>	(76,905)	
<b>56,181</b>	61,769	

附註：

於二零二二年九月三十日，以下數項重大項目乃計入其他應收款項：

- (i) *出售聯營公司少數權益之未償還代價*

根據本公司之全資附屬公司易生活投資控股有限公司 (前稱神州富卓能源控股有限公司) (「易生活投資」) 與捷高集團有限公司 (「捷高」) 所訂立日期為二零一五年六月二日之買賣協議 (經日期為二零一七年六月二十三日及二零一七年十一月二十八日之兩份補充協議所補充及修訂) (「出售協議」)，易生活投資同意按代價150,000,000港元出售聯營公司已發行股本之10.5%。代價之第一期及第二期分期款項約75,304,000港元已依照有關時間表結清。

有關於二零一八年十二月三十一日到期之代價之第三期分期款項約74,696,000港元，捷高於二零一八年六月償還200,000港元，餘下約74,496,000港元於二零二二年九月三十日尚未償還 (二零二二年三月三十一日：約74,496,000港元)。

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### 13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

(ii) *Loan to Graceful Ocean International Group Holding Limited ("Graceful Ocean")*

On 11 September 2014, Sino Talent Holdings Limited ("Sino Talent"), a wholly-owned subsidiary of the Company, as lender, entered into a loan agreement (the "Loan Agreement") with Graceful Ocean, as borrower and Mr. Ma Haike ("Mr. Ma") as first guarantor whereby Sino Talent agreed to advance to Graceful Ocean a term loan in the principal amount of HK\$18 million (the "Loan") with interest accrued at the rate of 13% per annum. The parties entered into five supplemental agreements to the Loan Agreement between April 2015 and June 2018 to, 25 among other things, postpone the maturity date of the Loan to 31 March 2019. On 24 June 2019, the parties and Mr. Gao Feng ("Mr. Gao"), an executive director and the vice-chairman of the Board, entered into the sixth supplemental agreement to the Loan Agreement with the interest rate of 10% per annum, to further postpone the maturity date of the Loan to 31 March 2020. Meanwhile, as an additional security of the repayment obligations of the borrower under the Loan Agreement (as supplemented by the six supplemental agreements), Mr. Gao, entered into a second guarantee contract ("Mr. Gao's Second Guarantee") with Sino Talent and Graceful Ocean whereby Mr. Gao agreed to act as the second guarantor and in the event and only when Mr. Ma failed to or refused to fulfill its guarantee obligations as the first guarantor, guarantee the due performance of Graceful Ocean in respect of its repayment obligations under the Loan Agreement (as supplemented by the six supplemental agreements). On 12 June 2020, the Seventh supplemental agreement entered into the parties to further postpone the maturity date of the Loan to 31 March 2021. On 23 April 2021, Mr. Gao entered into a repayment agreement with Sino Talent to take up responsibilities to repay the outstanding balances according to the repayment schedule on behalf of Graceful Ocean when Mr. Ma failed to settle of the Loan. The repayment schedule has been agreed and due on 31 December 2022. The interest rate was changed to 5% per annum.

As at 30 September 2022, the total outstanding amount of the Loan and the interest accrued thereon was approximately HK\$23,283,000 (31 March 2022: approximately HK\$24,655,000) and included in other receivables. The loan was repaid of approximately HK\$317,000 subsequently to period ended 30 September 2022.

Regarding further information of the relationship between Graceful Ocean and Mr. Gao, salient terms of the loan agreement and the supplemental agreements, reasons for Mr. Gao agreeing to act as the second guarantor, basis for continued extension of the maturity date, the expected final repayment date and the board's assessment on the impact to the Group, please refer to the Company's announcement dated 6 October 2022 for details.

(iii) In respect of the sales consideration in Note (i), on 28 November 2018, 2 January 2019 and 25 April 2019, the Group (either by itself or through its legal advisers) issued demand letters to Jetgo while the management of both parties continued to discuss the means to settle the outstanding amount. The Company sought legal advices from two separate Hong Kong law firms on the viability and pros and cons of taking legal action against Jetgo on its failure to make the repayment in accordance with the Disposal Agreement. The Company will further instruct professionals to assess the assets and financial conditions of the Vendor, its associated companies and the sole shareholder of the Vendor in Hong Kong and elsewhere and will then decide whether or not to take legal action against the Vendor or explore other options including but not limited to disposal of the outstanding amount.

### 13. 按金、預付款項及其他應收款項 (續)

附註：(續)

(ii) *向德海國際集團控股有限公司 (「德海國際」) 提供貸款*

於二零一四年九月十一日，本公司之全資附屬公司新圖集團有限公司 (「新圖」) (作為貸款方) 與德海國際 (作為借貸方) 及馬海科先生 (「馬先生」) (作為第一擔保人) 訂立貸款協議 (「貸款協議」)，據此，新圖同意向德海國際提供本金額為18,000,000港元之定期貸款 (「該貸款」)，按年利率13%計息。各訂約方其後於二零一五年四月至二零一八年六月期間就貸款協議訂立五份補充協議，以 (其中包括) 延遲該貸款之到期日至二零一九年三月三十一日。於二零一九年六月二十四日，各訂約方與執行董事兼董事會副主席高峰先生 (「高先生」) 就貸款協議訂立第六份補充協議，將利息訂為年利率10%，並進一步延遲該貸款之到期日至二零二零年三月三十一日。同時，作為借貸方履行其於貸款協議 (經六份補充協議所補充) 下之還款責任之額外擔保，高先生與新圖及德海國際訂立第二擔保合約 (「高先生之第二擔保」)，據此，高先生同意擔任第二擔保人，並在 (且只會) 在馬先生無法或拒絕履行其作為第一擔保人之擔保責任之情況下，擔保德海國際妥當履行其於貸款協議 (經六份補充協議所補充) 下之還款責任。於二零二零年六月十二日，各訂約方訂立第七份補充協議，以進一步延遲該貸款之到期日至二零二一年三月三十一日。於二零二一年四月二十三日，高先生與新圖訂立還款協議，以於馬先生未能清償該貸款之情況發生時，代替德海國際承擔按照還款時間表償還未償還結餘之責任。有關之還款時間表經協定後，還款之到期日改為二零二二年十二月三十一日，利率則改為年利率5%。

於二零二二年九月三十日，該貸款之未償還金額連同累計利息合共約23,283,000港元 (二零二二年三月三十一日：約24,655,000港元) 乃計入其他應收款項。於截至二零二二年九月三十日止期間後已償還部分貸款約317,000港元。

有關德海國際與高先生之關係之進一步資料、貸款協議及補充協議之主要條款、高先生同意擔任第二擔保人之理由、繼續延長到期日之依據、預期最終還款日期以及董事會對本集團所受影響之評估，請參閱本公司日期為二零二二年十月六日之公佈以獲得詳細資料。

(iii) 就附註(i)所述之銷售代價而言，本集團 (自行或透過其法律顧問) 已先後於二零一八年十一月二十八日、二零一九年一月二日及二零一九年四月二十五日向捷高發出要求還款函件，同時雙方管理層亦不斷就該筆未償還款項之償付商討解決辦法。本公司已就捷高未有依照出售協議作出還款一事，分別向香港兩家律師行尋求法律意見，以了解向其採取法律行動之可行性及利弊。本公司將進一步指示有關專業人士評估賣方、其聯營公司及賣方之唯一股東於香港及其他地方之資產及財務狀況，然後將決定是否針對賣方採取法律行動還是應探討其他方法，包括但不限於出售該筆未償還款項。

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**13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)**

Notes: (Continued)

(iii) (Continued)

Due to the expected possibility of repayment from Jetgo in short period of time is very low and assessed its expected credit losses ("ECL") is very high by an independent firm of professional valuers, after thorough consideration, the Board decided to make an allowance for expected credit losses on the respective receivables, i.e. approximately HK\$74,496,000 for the year ended 31 March 2019.

Regarding the loan balance in Note (ii), the ECL is relatively low as supported by the repayment schedule and the personal guarantees, the provision allowance for expected credit losses on other receivable is approximately HK\$2,302,000 as at 31 March 2022. Since Graceful Ocean continuously to repay the loan (Note (ii) above) as well as the debt not yet been expired, the directors of the Company considered both ECL is relatively low, there is no further provision of the impairment on the respective receivables was made during the six months period ended 30 September 2022.

**14. TRADE PAYABLES**

0 to 30 days	0至30日
31 to 60 days	31日至60日
61 to 90 days	61日至90日
91 to 180 days	91日至180日
Over 180 days	超過180日

**15. ACCRUED LIABILITIES AND OTHER PAYABLES**

Accrued liabilities	累計負債
Deposits received	已收按金
Other payables	其他應付款項

**13. 按金、預付款項及其他應收款項 (續)**

附註：(續)

(iii) (續)

由於捷高於短時間內還款之預期可能性極低及其預期信貸虧損(「預期信貸虧損」)被獨立專業估值師行評定為極高，故董事會經詳細考慮後，決定對有關應收款項作出預期信貸虧損撥備，有關撥備額於截至二零一九年三月三十一日止年度約為74,496,000港元。

關於附註(ii)所述之貸款結餘，基於已有還款時間表及個人擔保，有關之預期信貸虧損相對較低，於二零二二年三月三十一日就其他應收款項作出之預期信貸虧損撥備計提約為2,302,000港元。由於德海國際持續償還其貸款(上文附註(ii))，以及債務尚未到期，故本公司董事認為預期信貸虧損均相對較低，於截至二零二二年九月三十日止六個月期間並無對有關應收款項作進一步減值撥備。

**14. 貿易應付款項**

As at 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
819	1
156	2
536	-
326	49
231	209
<b>2,068</b>	<b>261</b>

**15. 累計負債及其他應付款項**

As at 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
5,793	7,016
374	-
16,987	17,709
<b>23,154</b>	<b>24,725</b>



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16. LEASE LIABILITIES

The Group's lease liabilities arise from the leasing of office premises and motor vehicles with a fixed lease term from 2 to 5 years. The weight average incremental borrowing rates applied by the Group range from 2.2% to 13.0% (31 March 2022: 1.9% to 14.0%).

The Group had lease liabilities repayable as follows:

Within 1 year	1年內
Over 1 year, less than 2 years	1年後但2年內
Over 2 years, less than 5 years	2年後但5年內
Less: total future interest expenses	減：未來利息開支總額
Present value of lease liabilities	租賃負債之現值
Analysis for reporting purpose as:	就報告目的作出分析：
Current liabilities	流動負債
Non-current liabilities	非流動負債

As at 30 September 2022, the Group's lease liabilities are secured by the lessor's title to the leased assets with net book value of approximately HK\$625,000 (31 March 2022: approximately HK\$2,748,000). The Group's lease liabilities are denominated in Hong Kong dollars, RMB and USD, being the functional currency of the relevant group entity.

16. 租賃負債

本集團之租賃負債產生自租用寫字樓及汽車，有關租約之固定租期介乎2至5年。本集團採用之加權平均增量借貸利率為2.2至13.0%（二零二二年三月三十一日：1.9%至14.0%）。

本集團須予償還之租賃負債如下：

As at 30 September 2022 (Unaudited) 於二零二二年九月三十日（未經審核）	
Present value of the minimum lease payments 最低租賃付款之現值 HK\$'000 千港元	Total minimum lease payments 最低租賃付款總額 HK\$'000 千港元
1,851	2,055
505	578
343	359
2,699	2,992 (293)
	2,699
	1,851
	848
	2,699

As at 31 March 2022 (Audited) 於二零二二年三月三十一日（經審核）	
Present value of the minimum lease payments 最低租賃付款之現值 HK\$'000 千港元	Total minimum lease payments 最低租賃付款總額 HK\$'000 千港元
2,334	2,672
1,031	1,152
628	675
3,993	4,499 (506)
	3,993
	2,334
	1,659
	3,993

於二零二二年九月三十日，本集團的租賃負債以賬面淨值約為625,000港元（二零二二年三月三十一日：約2,748,000港元）的承租人之租賃資產作抵押。本集團租賃負債以港元、人民幣及美元列值，即相關集團實體之功能貨幣。

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**17. AMOUNTS DUE TO SHAREHOLDERS**

**Current liabilities**

Amount due to Gao Feng ("Mr. Gao") (Note (i) & Note (ii))
Amount due to Zhang Xiaobin ("Mr. Zhang") (Note (i) & Note (ii))
Amount due to Chiu Sui Keung ("Mr. Chiu") (Note (i) & Note (ii))
Amount due to Zhu Qian

**流動負債**

應付高峰(「高先生」)款項 (附註(i)及附註(ii))
應付張曉彬(「張先生」)款項 (附註(i)及附註(ii))
應付趙瑞強(「趙先生」)款項 (附註(i)及附註(ii))
應付朱其安款項

Notes:

- (i) On 27 July 2020, the Company signed a supplementary agreement with shareholders for extending the repayment date of the amounts due to shareholders for approximately HK\$13,995,000. The amounts due to shareholders were non-trade in nature, unsecured, interest-free and repayable with fixed term of two years. The principal amount of the loans were approximately HK\$13,995,000 and the fair value were approximately HK\$10,836,000. Deemed capital contribution arising from shareholders amounted approximately HK\$3,159,000 were the difference of the principal amount and the fair value which initially recognised in other reserve.

As at 31 March 2022, the shareholders' loans would expire within one year, so they were classified as current liabilities.

- (ii) As at 30 September 2022, the shareholders' loans have expired and remain unsecured, interest free and repayable on demand.

**18. AMOUNTS DUE TO NON-CONTROLLING INTERESTS**

On 27 July 2020, the Company signed a supplementary agreement with non-controlling interests for extending the repayment date of the amounts due to with several non-controlling interests for approximately HK\$4,635,000 by 2 years. Deemed capital contribution arising from non-controlling interests amounted approximately HK\$1,046,000 were initially recognised from the difference of principal amount of approximately HK\$4,635,000 and fair value amount of approximately HK\$3,589,000.

The amounts due to non-controlling interests under current liabilities are non-trade in nature, unsecured, interest-free and repayable on demand (31 March 2022: repayable within one year) after the two years' term.

**17. 應付股東款項**

<b>As at 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>As at 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)</b>
<b>11,943</b>	11,258
<b>4,488</b>	4,662
<b>225</b>	216
<b>836</b>	837
<b>17,492</b>	16,973

附註：

- (i) 於二零二零年七月二十七日，本公司與股東簽訂補充協議，以延長應付股東款項約13,995,000港元之還款日期。應付股東款項乃屬非交易性質，其為無抵押、免息及須於兩年固定期內償還。該等貸款之本金額約為13,995,000港元，公平值約為10,836,000港元。由股東產生之視作出資額約3,159,000港元乃初步在其他儲備中確認之本金額與公平值之間的差額。

於二零二二年三月三十一日，該等股東貸款將於一年內到期，故分類為流動負債。

- (ii) 於二零二二年九月三十日，該等股東貸款已到期及屬無抵押、免息及須應要求償還。

**18. 應付非控股權益款項**

於二零二零年七月二十七日，本公司與數名非控股權益簽訂補充協議，以將應付非控股權益款項約4,635,000港元之還款日期延長兩年。自非控股權益產生之視作出資額約1,046,000港元乃初步確認自本金額約4,635,000港元與公平值約3,589,000港元之間的差額。

於兩年期後，流動負債下之應付非控股權益款項屬非交易性質，其為無抵押、免息及須應要求償還(二零二二年三月三十一日：須於一年內償還)。

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19. SHARE CAPITAL OF THE COMPANY

19. 本公司股本

		Number of shares 股份數目		Amount 金額	
		As at 30 September 2022 於二零二二年 九月三十日 '000 千股	As at 31 March 2022 於二零二二年 三月三十一日 '000 千股	As at 30 September 2022 於二零二二年 九月三十日 '000 千股	As at 31 March 2022 於二零二二年 三月三十一日 '000 千股
Authorised:	法定：				
Ordinary shares	普通股				
At beginning of the period/year (of HK\$0.1 each) (As at 1 April 2021: of HK\$0.02 each)	於期/年初 (每股面值0.1港元) (於二零二一年四月一日：每股面值0.02港元)	3,000,000	15,000,000	60,000	300,000
Share consolidation (Note (iii))	股份合併 (附註(iii))	-	(12,000,000)	-	(240,000)
At end of the period/year (of HK\$0.1 each)	於期/年終 (每股面值0.1港元)	3,000,000	3,000,000	60,000	60,000
Issued and fully paid:	已發行及繳足：				
At beginning of the period/year	於期/年初	678,528	3,096,643	67,853	61,933
Placement of shares (Notes (i))	配售股份 (附註(i))	74,160	145,000	7,416	2,900
Grant of shares under share award scheme (Note (ii))	根據股份獎勵計劃授出股份 (附註(ii))	-	96,600	-	3,020
Share consolidation (Note (iii))	股份合併 (附註(iii))	-	(2,659,715)	-	-
At the end of the period/year	於期/年終	752,688	678,528	75,269	67,853

Notes:

附註：

(i) On 15 July 2022, the Company successfully placed 74,160,000 Shares at the Placing Price of HK\$0.103 through a Placing Agent to not less than six independent Placees. The gross proceeds from the Placing are HK\$7,638,480, and the net proceeds, after deducting the placing commission, professional fees and all related expenses which may be borne by the Company, are approximately HK\$7,300,000. The net proceeds are intended to be used as to HK\$4,380,000 for replenishing the working capital of the Group and as to HK\$2,920,000 for developing the Group's businesses.

(i) 於二零二二年七月十五日，本公司成功透過配售代理以配售價0.103港元，向不少於六名獨立承配人配售74,160,000股股份。配售事項之所得款項總額為7,638,480港元，而經扣除配售佣金、專業費用及本公司可能須承擔之所有相關開支後，配售事項之所得款項淨額約為7,300,000港元。所得款項淨額擬用於補充本集團之營運資金（擬動用4,380,000港元）以及發展本集團之業務（擬動用2,920,000港元）。

The Company was successfully subscribed 145,000,000 Shares at HK\$0.02 each on 15 September 2021 at a subscription price of HK\$0.055 per share for a total consideration, before expenses of approximately HK\$7,975,000. The proceeds were used for the working capital to maintain the Group's daily operations and funding for developing the Group's business.

本公司於二零二一年九月十五日成功按認購價每股0.055港元認購145,000,000股每股面值0.02港元之股份，所涉總代價（扣除開支前）約為7,975,000港元。有關所得款項用於一般營運資金以維持本集團日常營運以及為發展本集團業務提供資金。

(ii) On 8 April 2021, the Board has resolved to grant 83,000,000 new awarded shares to eight employees of a subsidiary under the share award scheme by way of issue and allotment of new shares with par value at HK\$0.02 each. The Company issued the respective awarded shares at fair value of HK\$0.069 per share.

(ii) 於二零二一年四月八日，董事會議決根據股份獎勵計劃以配發及發行每股面值0.02港元之新股份之方式向八名附屬公司僱員授出83,000,000股新獎勵股份。本公司按公平值每股0.069港元發行相關獎勵股份。

On 6 December 2021, the Board resolved to, subject to the completion of the share consolidation and approval of the independent shareholders (where necessary), award an aggregate of 13,600,000 awarded shares to seven selected participants under the share award scheme by way of allotment and issue of new shares with par value at HK\$0.1 each. Subsequent to the completion of share consolidation and shareholder approval, the Company issued the respective awarded shares on 28 January 2022. The Company issued the respective awarded shares at fair value of HK\$0.145 per share.

於二零二一年十二月六日，董事會議決待股份合併完成後並經獨立股東批准（如需要），根據股份獎勵計劃以配發及發行每股面值0.1港元之新股份之方式向七名經甄選參與者發放合共13,600,000股獎勵股份。於股份合併完成及股東批准後，本公司於二零二二年一月二十八日發行相關獎勵股份。本公司按公平值每股0.145港元發行相關獎勵股份。

(iii) On 9 December 2021, The Board proposes to implement the share consolidation on the basis that every five issued and unissued existing shares of HK\$0.02 each be consolidated into one consolidated share HK\$0.1 each (the "Share Consolidation"). The Share Consolidation was approved by the shareholders on 25 January 2022, and became effective on 27 January 2022. Accordingly, the total number of issued capital was consolidated from 3,324,643,562 into 664,928,712 on 27 January 2022.

(iii) 於二零二一年十二月九日，董事會建議實行股份合併，基準為每五股每股面值0.02港元之已發行及未發行現有股份合併為一股每股面值0.1港元之合併股份（「股份合併」）。股份合併於二零二二年一月二十五日獲股東批准，並於二零二二年一月二十七日生效。因此，已發行股本總數於二零二二年一月二十七日由3,324,643,562股合併為664,928,712股。

## 20. SHARE-BASED PAYMENTS

### Share Options Scheme

The Company operates a share option scheme (the "Scheme") for the purpose of enabling the Company to grant share options to the eligible participants as incentive or rewards for their contributions to the Group. Eligible participants of the Scheme include any directors, employees, officers and/or consultants of the Company or its subsidiaries. The Scheme became effective on 23 September 2021 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The Scheme replaces the old share option scheme which was adopted on 8 October 2010 and amended on 17 August 2017.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue on the date of approval of the Scheme by the shareholders at the annual general meeting. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share option in excess of this limit is subject to shareholders' approval in a general meeting.

The share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their subsidiaries, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted would be determined by the directors.

The exercise price of the share options would be determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options, which must be a business day; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer, provided that the subscription price shall not be lower than the nominal value of the shares.

The fair value of share options granted to any directors, employees and other parties is recognised as an employee cost with a corresponding increase in a share option reserve within equity. The fair value is measured at grant date using the Black-Scholes-Merton option pricing model, taking into account the terms and conditions upon which the options were granted.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

## 20. 以股份支付之款項

### 購股權計劃

本公司設有一項購股權計劃(「該計劃」)，藉以讓本公司向合資格參與者授出購股權，作為對本集團所作貢獻之鼓勵及／或回報。該計劃之合資格參與者包括本公司或其附屬公司任何董事、僱員、高級職員及／或顧問。該計劃於二零二一年九月二十三日起生效，除非以其他方式取消或修訂該計劃，否則該計劃自該日起計十年內保持有效。該計劃取代於二零一零年十月八日採納(並於二零一七年八月十七日修訂)之舊購股權計劃。

根據該計劃現時獲准授出而尚未行使之購股權所發行之最高股份數目相等於購股權行使時本公司於該計劃在股東週年大會上獲股東批准當日已發行股份之10%。該計劃各合資格參與者於任何12個月期間根據購股權可獲發行之最高股份數目以本公司任何時間已發行股份之1%為限。凡進一步授出超逾此限額之購股權，必須於股東大會上獲股東批准。

凡向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出購股權，必須事先取得獨立非執行董事批准。此外，凡於任何12個月期間內向本公司或其任何附屬公司之主要股東或獨立非執行董事授出任何購股權，而有關數額超逾本公司任何時間已發行股份之0.1%或總值(根據授出日期本公司股份之價格計算)超過5,000,000港元，必須事先於股東大會上獲得股東批准。

授出購股權之建議可於提出建議日期起計28日內接納，承授人須支付合共1港元之象徵式代價。所授購股權之行使期由董事釐定。

購股權之行使價由董事釐定，惟不得低於(i)本公司股份於購股權建議提出日期(必須為營業日)在聯交所之收市價；及(ii)本公司股份於緊接提出建議日期前五個交易日在聯交所之平均收市價兩者中較高者，惟認購價不得低於股份面值。

授予任何董事、僱員及其他人士之購股權之公平值確認為一項僱員成本，而權益內之資本儲備會相應增加。該公平值乃於授出日期經計及購股權獲授出時之條款及條件後以畢蘇莫期權定價模式計量。

購股權持有人無權收取股息或在股東大會上投票。

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the six months ended 30 September 2022 are as follows:

Category of participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after Share Consolidation on 8 January 2019 (Note (c)) HK\$	Adjusted exercisable price per share after Share Consolidation on 27 January 2022 (Note (c)) HK\$	Outstanding at 1 April 2022	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 30 September 2022
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元	於二零一九年一月八日股份合併後之經調整可行使每股價格 (附註(c)) 港元	於二零二二年一月二十七日股份合併後之經調整可行使每股價格 (附註(c)) 港元	於二零二二年四月一日尚未行使	年內授出	年內行使	年內失效	於二零二二年九月三十日尚未行使
<b>Directors and chief executive</b> 董事及主要行政人員										
Mr. Zhang Xiaobin 張曉彬先生	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	5,800,000	-	-	-	5,800,000
Mr. Gao Feng 高峰先生	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	5,800,000	-	-	-	5,800,000
Mr. Chiu Sui Keung 趙瑞強先生	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	5,800,000	-	-	-	5,800,000
Mr. Cheng Wing Keung, Raymond 鄭永強先生	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	580,000	-	-	-	580,000
Mr. Lam Williamson 林全智先生	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	580,000	-	-	-	580,000
Mr. Wong Hoi Kuen 黃海權先生	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	580,000	-	-	-	580,000
Dr. Lam Lee G. 林家禮博士	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	580,000	-	-	-	580,000
						Sub-total 小計	19,720,000	-	-	19,720,000
<b>Employees of the Group</b> 本集團僱員										
In aggregate 總計	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	13,000,000	-	-	-	13,000,000
						Sub-total 小計	13,000,000	-	-	13,000,000
<b>Others</b> 其他										
Zhang Shao Yan (Note(d)) 張韶岩 (附註(d))	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	5,800,000	-	-	-	5,800,000
Wang Xiao (Note(d)) 王曉 (附註(d))	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	4,000,000	-	-	-	4,000,000
Xu Ying (Note(e)) 徐英 (附註(e))	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	580,000	-	-	-	580,000
Sun Qiang (Note(f)) 孫強 (附註(f))	27 June 2017 二零一七年六月二十七日	Period 4 第四期	0.21	0.42	2.10	4,892,000	-	-	(4,892,000)	-
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	580,000	-	-	-	580,000
						Sub-total 小計	15,852,000	-	(4,892,000)	10,960,000
						Total 合計	48,572,000	-	(4,892,000)	43,680,000
<b>Weighted average exercise price (in HK\$) (Note (c)) 加權平均行使價 (港元) (附註(c))</b>						0.7061	-	-	2.1	0.55

20. 以股份支付之款項 (續)

購股權計劃 (續)

截至二零二二年九月三十日止六個月購股權變動如下：

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the six months ended 30 September 2021 are as follows:

20. 以股份支付之款項 (續)

購股權計劃 (續)

截至二零二一年九月三十日止六個月購股權變動如下：

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after share consolidation on 8 January 2019	Adjusted exercisable price per share after share consolidation on 27 January 2022	Outstanding at 1 April 2021	Granted during the period	Exercised during the period	Lapsed during the period	Reclassified during the period	Outstanding at 30 September 2021
				HK\$	HK\$						
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元	每股價格 (附註(c)) 港元	每股價格 (附註(c)) 港元	於二零二一年 四月一日 尚未行使	期內授出	期內行使	期內失效	期內重新分類	於二零二一年 九月三十日 尚未行使
<b>Directors</b>											
<b>董事</b>											
Mr. Zhang Xiaobin 張曉彬先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	N/A 不適用	22,500,000	-	-	-	-	22,500,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	29,000,000	-	-	-	-	29,000,000
						51,500,000	-	-	-	-	51,500,000
Mr. Gao Feng 高峰先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	N/A 不適用	22,500,000	-	-	-	-	22,500,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	29,000,000	-	-	-	-	29,000,000
						51,500,000	-	-	-	-	51,500,000
Mr. Chiu Sui Keung 趙瑞強先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	N/A 不適用	22,500,000	-	-	-	-	22,500,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	29,000,000	-	-	-	-	29,000,000
						51,500,000	-	-	-	-	51,500,000
Mr. Sun Qiang (resigned on 24 March 2021) (Note (f)) 孫強先生 (於二零二一年三月二十四日 辭任) (附註(f))	27 June 2017 二零一七年六月二十七日	Period 4 第四期	0.21	0.42	2.10	24,460,000	-	-	-	(24,460,000)	-
	27 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	2,900,000	-	-	-	(2,900,000)	-
						27,360,000	-	-	-	(27,360,000)	-
Mr. Cheng Wing Keung, Raymond 鄭永強先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	N/A 不適用	1,000,000	-	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	2,900,000	-	-	-	-	2,900,000
						3,900,000	-	-	-	-	3,900,000
Mr. Lam Williamson 林全智先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	N/A 不適用	1,000,000	-	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	2,900,000	-	-	-	-	2,900,000
						3,900,000	-	-	-	-	3,900,000
Mr. Wong Hai Kuen 黃海權先生	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	N/A 不適用	1,000,000	-	-	-	-	1,000,000
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	2,900,000	-	-	-	-	2,900,000
						3,900,000	-	-	-	-	3,900,000

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20. SHARE-BASED PAYMENTS (CONTINUED)

Share Options Scheme (Continued)

Movement in share options during the six months ended 30 September 2021 are as follows: (Continued)

20. 以股份支付之款項 (續)

購股權計劃 (續)

截至二零二一年九月三十日止六個月購股權變動如下：

Category of Participants	Date of grant (Note (b))	Exercisable period (Note (a))	Exercisable price per share HK\$	Adjusted exercisable price per share after share consolidation	Adjusted exercisable price per share after Share Consolidation	Outstanding at 1 April 2021	Granted during the period	Exercised during the period	Lapsed during the period	Reclassified during the period	Outstanding at 30 September 2021	
				on 8 January 2019 (Note (c))	on 27 January 2022 (Note (c))							
參與者類別	授出日期 (附註(b))	行使期 (附註(a))	每股行使價 港元	於二零一九年一月八日 股份合併後之 經調整可行使 每股價格 (附註(c)) 港元	於二零二二年一月二十七日 股份合併後之 經調整可行使 每股價格 (附註(c)) 港元	於二零二一年 四月一日 尚未行使	期內授出	期內行使	期內失效	期內重新分類	於二零二一年 九月三十日 尚未行使	
Dr. Lam Lee G. 林家禮博士	20 October 2016 二零一六年十月二十日	Period 2 第二期	0.3	0.6	N/A 不適用	1,181,000	-	-	-	-	1,181,000	
	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.570	N/A 不適用	1,000,000	-	-	-	-	1,000,000	
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	2,900,000	-	-	-	-	2,900,000	
						5,081,000	-	-	-	-	5,081,000	
						Sub-total 小計	198,641,000	-	-	(27,360,000)	171,281,000	
<b>Employees of the Group</b> <b>本集團僱員</b>												
In aggregate 總計	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.570	N/A 不適用	5,516,000	-	-	-	-	5,516,000	
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	66,000,000	-	-	(1,000,000)	-	65,000,000	
						Sub-total 小計	71,516,000	-	-	(1,000,000)	70,516,000	
<b>Others</b> <b>其他</b>												
Zhang Shao Yan (Note(d)) 張紹岩 (附註(d))	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	29,000,000	-	-	-	-	29,000,000	
Wang Xiao (Note(d)) 王驍 (附註(d))	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	20,000,000	-	-	-	-	20,000,000	
Zheng Xue Feng (Note(e)) 鄭雪峰 (附註(e))	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	2,000,000	-	-	(2,000,000)	-	-	
Xu Ying (Note(e)) 徐英 (附註(e))	16 December 2016 二零一六年十二月十六日	Period 3 第三期	0.285	0.57	N/A 不適用	22,500,000	-	-	-	-	22,500,000	
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	2,900,000	-	-	-	-	2,900,000	
Sun Qiang (Note(f)) 孫強 (附註(f))	27 June 2017 二零一七年六月二十七日	Period 4 第四期	0.21	0.42	2.10	-	-	-	-	24,460,000	24,460,000	
	21 January 2020 二零二零年一月二十一日	Period 5 第五期	0.11	N/A 不適用	0.55	-	-	-	-	2,900,000	2,900,000	
						Sub-total 小計	76,400,000	-	-	(2,000,000)	27,360,000	101,760,000
						<b>Total 合計</b>	346,557,000	-	-	(3,000,000)	-	343,557,000
<b>Weighted average exercise price (in HK\$) (Note (c))</b> <b>加權平均行使價 (港元)</b> (附註(c))						0.27	-	-	0.11	0.39	0.27	

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**20. SHARE-BASED PAYMENTS (CONTINUED)**

**Share Options Scheme (Continued)**

Notes:

- (a) Period 1 22 September 2015 to 21 September 2020  
Period 2 20 October 2016 to 19 October 2021  
Period 3 16 December 2016 to 15 December 2021  
Period 4 27 June 2017 to 26 June 2022  
Period 5 21 January 2020 to 20 January 2025
- (b) The vesting date of the share options for Period 1 to 4 is the date of grant. The vesting of the share options for Period 5 are divided equally into 8 quarterly vesting which started from 31 March 2020 until 31 December 2021, each quarterly vesting equals 12.5% of the total share options granted.
- (c) The exercise prices after Share Consolidations of the outstanding share options as at 30 September 2022 is HK\$0.55 (2021: from HK\$0.11 to HK\$0.6) per share and their weighted average remaining contractual life as at 30 September 2022 is 2.31 years (2021: 2.23 years).
- (d) The rationale of the grant was to provide incentive and award for services rendered as a consultant in relation to merger and acquisition and business development.
- (e) The rationale of the grant was to provide incentive and award for services rendered as a consultant in relation to business development in the PRC.
- (f) Sun Qiang has resigned as director on 24 March 2021.

The closing prices (before and after Share Consolidation which took effect on 8 January 2019) of the Shares immediately before the following dates on which share options were granted are set out below:

	<b>22 September 2015 二零一五年 九月二十二日 HK\$ 港元</b>	<b>20 October 2016 二零一六年 十月二十日 HK\$ 港元</b>	<b>16 December 2016 二零一六年 十二月十六日 HK\$ 港元</b>	<b>27 June 2017 二零一七年 六月二十七日 HK\$ 港元</b>	<b>21 January 2020 二零二零年 一月二十一日 HK\$ 港元</b>
Closing price immediately before the grant date	0.179	0.280	0.280	0.205	0.101
Closing price immediately before the grant date (after Share Consolidation on 8 January 2019)	0.358	0.560	0.560	0.410	0.101
Closing price immediately before the grant date (after Share Consolidation on 27 January 2022)	1.790	2.800	2.800	2.050	0.505

**20. 以股份支付之款項 (續)**

**購股權計劃 (續)**

附註：

- (a) 第一期 二零一五年九月二十二日至二零二零年九月二十一日  
第二期 二零一六年十月二十日至二零二一年十月十九日  
第三期 二零一六年十二月十六日至二零二一年十二月十五日  
第四期 二零一七年六月二十七日至二零二二年六月二十六日  
第五期 二零二零年一月二十一日至二零二五年一月二十日
- (b) 第一期至第四期購股權之歸屬日期為授出日期。第五期購股權平均分開8個季度歸屬，由二零二零年三月三十一日開始至二零二一年十二月三十一日止，每季歸屬數目相當於已授出購股權總數之12.5%。
- (c) 於二零二二年九月三十日尚未行使購股權之股份合併後行使價為每股0.55港元(二零二一年：0.11港元至0.6港元)，而其於二零二二年九月三十日之加權平均餘下合約期為2.31年(二零二一年：2.23年)。
- (d) 授出理由為就合併與收購及業務發展所提供之顧問服務給予獎勵及回報。
- (e) 授出理由為就於中國之業務發展所提供之顧問服務給予獎勵及回報。
- (f) 孫強已於二零二一年三月二十四日辭任董事。

下表載列股份於緊接購股權於下列日期授出前之收市價(於二零一九年一月八日股份合併發生前及發生後)：



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### 20. SHARE-BASED PAYMENTS (CONTINUED)

#### Share Options Scheme (Continued)

As at the issue date of the consolidated financial statements, the Company had 43,680,000 share options outstanding under the Scheme, representing approximately 5.8% of the total issued shares.

As approved during the 2021 annual general meeting held on 23 September 2021, the mandate limit of the Scheme was refreshed. The total number of shares available for issue under the Scheme was 66,492,871, representing approximately 8.8% of the shares in issue as at the issue date of the consolidated financial statements.

During the six months ended 30 September 2022 and 2021, the Company did not grant any share options to directors, employees or other parties.

The Group did not recognise any expenses during the six months ended 30 September 2022 (2021: Nil) in relation to the Scheme.

The variables and assumptions used in computing the fair value of share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions. The fair value of the share options granted during the year ended 31 March 2020 were determined by an independent valuer, APAC Asset Valuation and Consulting Limited, using the Binomial option pricing model (the "Model"). Details of the inputs to the Model are as follows:

### 20. 以股份支付之款項 (續)

#### 購股權計劃 (續)

於綜合財務報表發表日期，本公司於該計劃項下有 43,680,000 份購股權尚未行使，佔已發行股份之約 5.8%。

該計劃之授權限額於二零二一年九月二十三日舉行之股東週年大會上獲批准更新。根據該計劃可予發行之股份總數為 66,492,871 股，相當於綜合財務報表發表日期已發行股份之約 8.8%。

於截至二零二二年及二零二一年九月三十日止六個月，本公司並無向董事、僱員或其他方授出購股權。

本集團於截至二零二二年九月三十日止六個月內並沒有確認任何有關該計劃之費用 (二零二一年：無)。

計算該等購股權公平值之變量及假設乃基於董事之最佳估計。購股權之價值隨著若干主觀假設之不同變化而有所不同。於各年度所授出之購股權之公平值乃由獨立估值師亞太資產評估及顧問有限公司使用二項式期權定價模式 (「該模式」) 釐定。該模式之輸入值詳情如下：

		20 October 2016 二零一六年 十月二十日	16 December 2016 二零一六年 十二月十六日	27 June 2017 二零一七年 六月二十七日	21 January 2020 二零二零年 一月二十一日
Grant date share price	授出日期股份價格	HK\$0.3港元	HK\$0.285港元	HK\$0.192港元	HK\$0.107港元
Grant date share price (after Share Consolidation on 8 January 2019)	授出日期股份價格 (於二零一九年 一月八日股份合併後)	HK\$0.6港元	HK\$0.57港元	HK\$0.384港元	HK\$0.107港元
Grant date share price (after Share Consolidation on 27 January 2022)	授出日期股份價格 (於二零二二年 一月二十七日股份合併後)	HK\$3.0港元	HK\$2.85港元	HK\$1.92港元	HK\$0.535港元
Exercise price	行使價	HK\$0.3港元	HK\$0.285港元	HK\$0.21港元	HK\$0.110港元
Exercise price (after Share Consolidation on 8 January 2019)	行使價 (於二零一九年一月八日 股份合併後)	HK\$0.6港元	HK\$0.57港元	HK\$0.420港元	HK\$0.110港元
Exercise price (after Share Consolidation on 27 January 2022)	行使價 (於二零二二年一月二十七日 股份合併後)	N/A不適用	N/A不適用	HK\$2.1港元	HK\$0.55港元
Expected volatility	預期波幅	53%	53%	43%	40%
Expected life of the options	購股權預計年期	5 years年	5 years年	5 years年	5 years年
Dividend yield	收益率	0%	0%	0%	0%
Risk-free interest rate	無風險利率	0.64%	1.56%	1.09%	1.49%

## 20. SHARE-BASED PAYMENTS (CONTINUED)

### Share Award Scheme

The Board has adopted a share award scheme (the “Old Share Award Scheme”) since 11 February 2011, pursuant to which 5,050,000 shares had been purchased by a trustee from the market at the cost of the Company and were held in trust until they were granted and awarded to a selected participant. No awarded share was granted to any persons since the commencement of the Old Share Award Scheme.

On 27 June 2017 (the “Adoption Date”), the Board resolved to terminate the Old Share Award Scheme with immediate effect. Such termination shall not affect the share awarded by the Board under the Old Share Award Scheme. On the same day, the Board has conditionally resolved to adopt the new share award scheme (the “New Share Award Scheme”).

The purposes and objectives of the New Share Award Scheme are to recognise the contributions by certain employees and persons to the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by the Board in accordance with the scheme rules, the New Share Award Scheme shall be valid and effective for 10 years from the Adoption Date.

The Board may select any individual or corporate entity being a director (including executive and non-executive director), employee, officer, agent, advisor, consultant or business partner of the Company or any of its subsidiaries and other persons who/which in the opinion of the Board has contributed or will contribute to the growth and development of the Group (the “Eligible Participant”) for participation in the New Share Award Scheme and determine the number of the awarded shares to be awarded to the selected participants (the “Selected Participants”).

The Board shall offer the awarded shares (“Awarded Shares”) to the Selected Participant(s) by any of the following ways as the Board deems fit:

- (a) subject to (i) the passing of an ordinary resolution by the Shareholders in general meeting approving the Scheme Mandate and the transactions contemplated thereunder; and (ii) the Listing Committee granting approval of the listing of, and permission to deal in, any new shares as Awarded Shares, pay such sum to the Trustee for the purpose of subscribing for the new Shares to be allotted and issued to the Trustee for the benefit of the Selected Participant(s) or allot and issue the new Shares as Awarded Shares to the Selected Participant(s) directly; and/or
- (b) pay the reference amount to the Trustee (or as it shall direct) and direct the Trustee to purchase old Awarded Shares. The Board is entitled to impose any conditions as it deems appropriate with respect to the entitlement of the Selected Participant to the Awarded Shares.

Pursuant to the scheme rules, the total number of Shares, whether they are new shares or old shares purchased on-market by the Trustee, underlying all grants made pursuant to the New Share Award Scheme shall not exceed 10% of the total number of issued shares as at the Adoption Date. Such scheme limit may however be refreshed from time to time subject to the certain conditions set out in the New Share Award Scheme. The Company shall not make any further grant of Awarded Share(s) which would result in the total number of the Awarded Shares together with the shares which may be allotted and issued upon exercise of all outstanding share options granted but yet to be exercised under the other share option or award scheme(s) of the Company representing an aggregate over thirty per cent (30%) of the Share in issue as at the date of such grant.

## 20. 以股份支付之款項 (續)

### 股份獎勵計劃

董事會自二零一一年二月十一日起採納股份獎勵計劃 (「舊股份獎勵計劃」)，據此，受託人曾在市場購入5,050,000股股份並以信託形式持有直至其授出並獎勵予經甄選之參與者。自舊股份獎勵計劃開始以來，概無向任何人士授出獎勵股份。

於二零一七年六月二十七日 (「採納日期」)，董事會議決終止舊股份獎勵計劃，即時生效。有關終止概不影響董事會已根據舊股份獎勵計劃授出之股份。同日，董事會有條件議決採納新股份獎勵計劃 (「新股份獎勵計劃」)。

新股份獎勵計劃之目的及目標為嘉許本集團若干僱員及人士之貢獻並給予獎勵，務求挽留彼等繼續為本集團之持續營運及發展效力，以及為本集團之進一步發展吸引合適人才。除非董事會決定按計劃規則提前終止，否則新股份獎勵計劃將由採納日期起生效並維持10年有效。

董事會可挑選任何身份屬本公司董事 (包括執行及非執行董事)、僱員、主管人員、代理、諮詢人、顧問或業務夥伴之任何人士或法團，或任何附屬公司及董事會認為對本集團增長或發展有貢獻或將會有所貢獻之其他人士 (「合資格參與者」) 參與新股份獎勵計劃，並可釐定將向該甄選之參與者 (「經甄選參與者」) 授出之獎勵股份數目。

董事會可按以下其認為合適之任何方式，向經甄選參與者授出獎勵股份 (「獎勵股份」)：

- (a) 待(i)股東於股東大會上通過批准計劃授權之普通決議案以及其項下擬進行之交易；及(ii)上市委員會批准任何作為獎勵股份之新股份上市及買賣後，為經甄選參與者之利益認購將配發及發行予受託人之新股份，並就此目的向受託人支付有關款項，或直接向經甄選參與者發行新股份作為獎勵股份；及／或
- (b) 向受託人 (或按其指示) 支付參考款額，並指示受託人購買舊獎勵股份。董事會有權在其認為適當時就經甄選參與者於獎勵股份所享有之權利施加任何條件。

根據計劃規則，與根據新股份獎勵計劃作出之任何獎勵有關之股份總數 (不論屬新股份或受託人在市場上購入之舊股份) 不得超過於採納日期已發行股份總數之10%。然而，上述計劃上限可在符合新股份獎勵計劃所載若干條件之情況下不時更新。倘若會導致獎勵股份總數 (連同根據本公司其他購股權或獎勵計劃已授出但有待行使之全部尚未行使購股權於獲行使時可予配發及發行之股份) 合共佔授出當日已發行股份超過百分之三十(30%)，本公司不得進一步授出任何獎勵股份。

**20. SHARE-BASED PAYMENTS (CONTINUED)****Share Award Scheme (Continued)**

Unless otherwise approved by the shareholders and subject to the adjustment in the event of consolidation or subdivision of shares, the maximum number of Shares which may be awarded to a Selected Participant under the New Share Award Scheme in any 12-month period shall not exceed 1 per cent (1%) of the issued share capital of the Company as at the Adoption Date or the date of refreshment of the scheme limit (as the case may be), excluding all the shares awarded under the New Share Awarded Scheme up to the Adoption Date or the latest date of refreshment.

Any Awarded Shares and the related income thereof held by the Trustee and which are referable to a Selected Participant shall vest in that Selected Participant in accordance with the timetable and conditions as imposed by the Board at its absolute discretion, provided that the Selected Participant remains at all times after the approved by the Board and on the relevant vesting date an Eligible Participant of the Group.

If the Board selects a director as the Selected Participant, the grant of the Awarded Shares to the director may constitute a connected transaction of the Company. However, since the grant of awarded shares to director forms part of the remuneration of the relevant director under his/her service contract, such grant of awarded shares is exempted from all the reporting, announcement and independent Shareholder's approval requirement under Rule 14A.31(6) of the Listing Rules.

For the Awarded Shares to the Selected Participants who are connected persons (excluding directors), the Company will comply with the relevant provisions of the Listing Rules in relation to the reporting, announcement and independent shareholders' approval requirements. However, any grant to any director or senior management of the Company must first be approved by the Remuneration Committee.

The New Share Award Scheme shall terminate on the earlier of (i) the date falling on the 10th anniversary date of the Adoption Date and (ii) such date of early termination as determined by the Board provided that such termination shall not materially and adversely affect any subsisting rights of any Selected Participant thereunder.

The Share Award Scheme Mandate Limit of 66,492,871 shares (after the Share Consolidation) has been refreshed and approved by shareholders during the annual general meeting on 23 September 2021.

On 8 April 2021, 5,050,000 shares (before the Share Consolidation) held by the trustee were granted by the Group to Mr. Zhang Shaoyan, the Chief Investment Officer; on the same day, the Group granted and issued new Awarded Shares of 83,000,000 shares (before the Share Consolidation) to eight employees of a subsidiary. On 28 January 2022, the Group also granted and issued new Awarded Shares of 13,600,000 shares (after Share Consolidation) to seven selected participants, 2,800,000 shares of which were invested as at 30 September 2022 (at 31 March 2022: 8,400,000 shares) with carrying amount of equity-settled share-based payment expenses of approximately HK\$36,000 (at 31 March 2022: approximately HK\$697,000) being recognised in the consolidated statement of changes in equity.

There was no purchase of shares by any trustee under the New Share Award Scheme during the six months ended 30 September 2022 (six months ended 30 September 2021: Nil). As at 30 September 2022 and 30 September 2021, no shares were held by any trustee under the New Share Award Scheme.

The Group recognised total expenses for the vesting of issued Awarded Shares of approximately HK\$661,000 (six months ended 30 September 2021: approximately HK\$10,713,000) during the period ended 30 September 2022 in relation to New Share Award Scheme.

**20. 以股份支付之款項 (續)****股份獎勵計劃 (續)**

除非獲股東另行批准，否則於任何12個月期間，根據新股份獎勵計劃可向一名經甄選參與者發放之股份上限數目，不得超過於採納日期或更新計劃上限當日(視情況而定)本公司已發行股本之百分之一(1%) (不包括截至採納日期或最近期更新當日截止根據新股份獎勵計劃發放之全部股份)，此項條件可於股份拆細或合併事件時予以調整。

受託人所持有並可轉介至經甄選參與者之任何獎勵股份及其相關收入，應按董事會全權酌情施加之時間表及條件歸屬予經甄選參與者，惟經甄選參與者須於董事會作出批准後任何時間及於相關歸屬日期時一直為本集團之合資格參與者。

倘若董事會選出一名董事作為經甄選參與者，向該名董事授出獎勵股份可能構成本公司一項關連交易。然而，由於根據相關董事之服務合約，向董事授出獎勵股份構成相關董事之部分酬金，故有關授出獎勵股份一事可獲豁免遵守上市規則第14A.31(6)條項下之所有申報、公告及獨立股東批准規定。

倘若向身份屬關連人士之經甄選參與者(不包括董事)授予獎勵股份，本公司將遵守上市規則有關申報、公告及獨立股東批准規定之相關條文。然而，向本公司任何董事或高級管理人員作出任何授予前，必須先經薪酬委員會批准。

新股份獎勵計劃將於(i)採納日期滿十週年之日或(ii)董事會決定提早終止(前提是有關終止不會對任何經甄選參與者在當中之任何存續權利有重大不利影響)之日期(以較早者為準)終止。

股份獎勵計劃授權限額66,492,871股股份(經股份合併後)已於二零二一年九月二十三日之股東週年大會上獲股東批准及更新。

於二零二一年四月八日，本集團向首席投資總監張紹岩先生授出受託人持有之5,050,000股股份(於股份合併前)，並於同日向八名附屬公司僱員授出及發行83,000,000股新獎勵股份(於股份合併前)。於二零二二年一月二十八日，本集團亦向七名經甄選參與者授出及發行13,600,000股新獎勵股份(經股份合併後)，其中2,800,000股(於二零二二年三月三十一日：8,400,000股)股份於二零二二年九月三十日尚未歸屬，其以權益結算並以股份支付之款項支出之賬面值約36,000港元(於二零二二年三月三十一日：約697,000港元)乃於綜合權益變動表中確認。

於截至二零二二年九月三十日止六個月，受託人並無根據新股份獎勵計劃購買任何股份(截至二零二一年九月三十日止六個月：無)。於二零二二年九月三十日及二零二一年九月三十日，受託人並無根據新股份獎勵計劃持有股份。

本集團於截至二零二二年九月三十日止期間就歸屬已發行的獎勵股份確認有關新股份獎勵計劃之總支出約661,000港元(截至二零二一年九月三十日止六個月：約10,713,000港元)。

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES  
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**20. SHARE-BASED PAYMENTS (CONTINUED)**

**Share Award Scheme (Continued)**

Movements in the share awards granted during the period ended 30 September 2022 are as follows:

**20. 以股份支付之款項(續)**

**股份獎勵計劃(續)**

截至二零二二年九月三十日止期間已授出之股份獎勵變動如下：

Name of Participants	Date of grant	Fair value per share	Number of share awards granted		
			Outstanding as at 1 April 2022	Awards vested during period	Outstanding as at 30 September 2022
參與者姓名	授出日期	每股公平值 HK\$ 港元	於二零二二年 四月一日 尚未行使	期內歸屬之獎勵	於二零二二年 九月三十日 尚未行使
<b>Connected persons</b>					
<b>關連人士</b>					
Mr. Zhu Qian 朱其安先生	28 January 2022 二零二二年一月二十八日	0.145	4,350,000	(2,900,000)	1,450,000
Mr. Zhang Shaoyan 張紹岩先生	28 January 2022 二零二二年一月二十八日	0.145	4,050,000	(2,700,000)	1,350,000
		Total: 總計:	8,400,000	(5,600,000)	2,800,000

Note:

- For Awarded Shares granted on 28 January 2022, the connected Awarded Shares of Mr. Zhu Qian and Mr. Zhang Shaoyan will be vested in four tranches as follows:
  - 25% of the connected Awarded Shares will be vested on the date of grant;
  - 25% of the connected Awarded Shares will be vested on the 90th day after the date of grant;
  - 25% of the connected Awarded Shares will be vested on the 180th day after the date of grant;
  - 25% of the connected Awarded Shares will be vested on the 270th day after the date of grant.

附註：

- 就於二零二二年一月二十八日授出之獎勵股份而言，朱其安先生及張紹岩先生所獲授之關連獎勵股份將分四個批次歸屬，具體如下：
  - 25%關連獎勵股份將於授出日期歸屬；
  - 25%關連獎勵股份將於授出日期後第90日歸屬；
  - 25%關連獎勵股份將於授出日期後第180日歸屬；
  - 25%關連獎勵股份將於授出日期後第270日歸屬。

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**21. CAPITAL COMMITMENTS**

As at 30 September 2022, the Group had the following capital commitments:

Authorised and contracted for capital contributions payable to subsidiaries	應付附屬公司之法定及已訂約出資
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**22. RELATED PARTY TRANSACTIONS**

In additions to the transactions and balances disclosed elsewhere in condensed consolidated financial statements, during the six months period ended 30 September 2022 and 2021, the Group had the following material related party transactions:

<p><b>Yangzhou Yuanda Daily Chemicals Co., Ltd</b> (Note (ii)) Procurement daily cleaning and anti-epidemic products (Note (i))</p>	<p><b>揚州市遠大日用化工品有限公司</b> (附註(ii)) 採購日用清潔及防疫用品 (附註(i))</p>
<p><b>Yangzhou Fuerkan Machinery Manufacturing Co., Ltd and its subsidiaries</b> (Note (iii)) Sales of daily cleaning and anti-epidemic products</p>	<p><b>揚州市伏爾坎機械製造有限公司及其附屬公司</b> (附註(iii)) 銷售日用清潔及防疫用品</p>
<p><b>Graceful Ocean International Group Holding Limited</b> Personal guarantee provided by Mr. Gao Feng for a loan (Note 13(ii))</p>	<p><b>德海國際集團控股有限公司</b> 高峰先生為貸款提供個人擔保 (附註13(ii))</p>

The above related parties were company controlled by substantial shareholder during the reporting period. The transactions were conducted on terms and conditions mutually agreed between the relevant parties.

Note:

- (i) These related party transactions also constitute non-exempt continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (ii) Mr. Zhu Qian, a substantial shareholder of the Company is the beneficial owner of the related parties.

**23. EVENT AFTER THE REPORTING PERIOD**

Save as disclosed elsewhere in the interim report, the Group did not have any significant subsequent event after the end of the reporting period.

**21. 資本承擔**

於二零二二年九月三十日，本集團有以下資本承擔：

<b>As at 30 September 2022</b>	<b>As at 31 March 2022</b>
<b>於二零二二年 九月三十日 HK\$'000</b>	<b>於二零二二年 三月三十一日 HK\$'000</b>
<b>(Unaudited)</b>	<b>(Audited)</b>
<b>(未經審核)</b>	<b>(經審核)</b>
<b>167,561</b>	188,568

**22. 關連人士交易**

除簡明綜合財務報表其他地方所披露之交易及結餘外，於截至二零二二年及二零二一年九月三十日止六個月期間內，本集團曾訂立以下重大關連人士交易：

<b>Six months ended 30 September</b>	
<b>截至九月三十日止六個月</b>	
<b>2022</b>	<b>2021</b>
<b>二零二二年</b>	<b>二零二一年</b>
<b>HK\$'000</b>	<b>HK\$'000</b>
<b>千港元</b>	<b>千港元</b>
<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>(未經審核)</b>	<b>(未經審核)</b>
<b>902</b>	19,737
<b>470</b>	-
<b>23,283</b>	25,449

上述關連人士為主要股東於報告期內控制之公司。該等交易按各關連人士相互協定之條款及條件進行。

附註：

- (i) 該等關連人士交易亦構成上市規則第14A章所界定之不獲豁免持續關連交易。
- (ii) 本公司的主要股東朱其安先生為該關連人士之實益擁有人。

**23. 報告期後事項**

除中期報告之其他地方所披露者外，本集團於報告期末後並無任何重大期後事項。

## DIRECTOR AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as at 30 September 2022, no director or chief executive had any beneficial interest (including interests or short positions) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to in that section, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issues (the "Model Code") set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange.

### Long positions in the shares of the Company

Long Positions in the shares and underlying shares of the company

Name of Directors 董事名稱	Interest in Shares/ Underlying Shares 於股份／相關股份之權益	Capacity 身份	Number of Shares/ Underlying Shares held (after the Share Consolidation) 所持股份／相關股份之數目 (經股份合併後)
Zhang Xiaobin 張曉彬	Shares 股份 Share options 購股權	Beneficial owner 實益擁有人 Beneficial owner 實益擁有人	19,130,298 5,800,000
Gao Feng (Note 1) 高峰 (附註1)	Shares 股份 Shares 股份 Share options 購股權	Beneficial owner 實益擁有人 Interest of a controlled corporation 擁有受控制公司之權益 Beneficial owner 實益擁有人	32,551,506 17,800,000 5,800,000
Chiu Sui Keung 趙瑞強	Shares 股份 Share options 購股權	Beneficial owner 實益擁有人 Beneficial owner 實益擁有人	5,654,200 5,800,000
Cheng Wing Keung, Raymond 鄭永強	Shares 股份 Share options 購股權	Beneficial owner 實益擁有人 Beneficial owner 實益擁有人	408,200 580,000
Lam Williamson 林全智	Shares 股份 Share options 購股權	Beneficial owner 實益擁有人 Beneficial owner 實益擁有人	436,200 580,000
Wong Hoi Kuen 黃海權	Shares 股份 Share options 購股權	Beneficial owner 實益擁有人 Beneficial owner 實益擁有人	436,200 580,000
Lam Lee G. 林家禮	Shares 股份 Share options 購股權	Beneficial owner 實益擁有人 Beneficial owner 實益擁有人	200,000 580,000

Note:

1. Mr. Gao Feng is beneficially interested in the entire issued share capital of ACE Channel Limited.

## 董事及主要行政人員於股份、相關股份及債券之權益及淡倉

除下文披露者外，於二零二二年九月三十日，概無董事或主要行政人員於本公司或其任何聯營公司（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）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分部須知會本公司及聯交所（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉）或根據證券及期貨條例第352條須記錄於該條例所述之登記冊或須根據上市規則附錄十之董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之任何實益權益（包括權益或淡倉）。

### 於本公司股份之好倉

於本公司股份及相關股份之好倉

附註：

1. 高峰先生實益擁有ACE Channel Limited之全部已發行股本。

## ADDITIONAL INFORMATION

### 其他資料

#### **DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed in the share options scheme as set out in Note 20 to the unaudited consolidated interim financial statements, at no time during the six months ended 30 September 2022 was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

#### **SHARE OPTION SCHEME**

Details of the Company's share option scheme are set out in Note 20 to the unaudited condensed consolidated interim financial statements.

During the six months ended 30 September 2022, no share options were granted to the directors, employee or other parties while 4,892,000 share options lapsed. As at 30 September 2022, 43,680,000 share options remained outstanding.

#### **SHARE AWARD SCHEME**

Details of the Company's share award scheme are set out in Note 20 to the unaudited condensed consolidated interim financial statements.

During the six months ended 30 September 2022, no awarded share was granted to the directors, employee or other parties.

#### **董事收購股份或債券之權利**

除於未經審核綜合中期財務報表附註20所載購股權計劃內所披露者外，於截至二零二二年九月三十日止六個月內，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事、彼等各自之配偶或18歲以下之子女可藉購入本公司或任何其他法人團體之股份或債券而得益。

#### **購股權計劃**

本公司購股權計劃之詳情載於未經審核簡明綜合中期財務報表附註20。

於截至二零二二年九月三十日止六個月，並無向董事、僱員或其他人士授出購股權，另有4,892,000份購股權失效。於二零二二年九月三十日，43,680,000份購股權尚未行使。

#### **股份獎勵計劃**

本公司股份獎勵計劃之詳情載於未經審核簡明綜合中期財務報表附註20。

於截至二零二二年九月三十日止六個月，本集團並無向董事、僱員或其他人士授出獎勵股份。

## SUBSTANTIAL SHAREHOLDERS AND INTERESTS REQUIRED TO BE DISCLOSED UNDER THE SFO

As at 30 September 2022, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholders	Notes	Number of shares interested	Nature of interests	Capacity	Approximate percentage of existing issued ordinary share capital of the Company 佔本公司現有已發行普通股股本之概約百分比
股東姓名／名稱	附註	持有權益之股份數目	權益性質	身份	
Ms. Liu Qiuhua 劉秋華女士		71,763,400	Long positions 好倉	Beneficial owner 實益擁有人	9.53%
ACE Channel Limited ("ACE Channel") (「ACE Channel」)	1	17,800,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	2.36%
Mr. Gao Feng 高峰先生	1	38,351,506	Long positions 好倉	Beneficial owner 實益擁有人	5.10%
Zhu Qian 朱其安先生		41,800,000	Long positions 好倉	Beneficial owner 實益擁有人	5.55%

Notes:

- Mr. Gao Feng is beneficially interested in the entire issued share capital of ACE Channel. By virtue of the SFO, he is deemed to be interested in the 17,800,000 shares beneficially owned by ACE Channel.
- This percentage is calculated based on the existing issued share capital of the Company as at 30 September 2022.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## COMPETING INTERESTS

For the six months ended 30 September 2022, the directors are not aware of any business or interest of the directors, the management, shareholders and their respective associates that compete or may compete with the business of the Group.

## 主要股東及根據證券及期貨條例須予披露之權益

於二零二二年九月三十日，本公司已發行股本5%或以上之下列權益乃載於本公司根據證券及期貨條例第336條須存置之權益登記冊內：

Name of shareholders	Notes	Number of shares interested	Nature of interests	Capacity	Approximate percentage of existing issued ordinary share capital of the Company 佔本公司現有已發行普通股股本之概約百分比
股東姓名／名稱	附註	持有權益之股份數目	權益性質	身份	
Ms. Liu Qiuhua 劉秋華女士		71,763,400	Long positions 好倉	Beneficial owner 實益擁有人	9.53%
ACE Channel Limited ("ACE Channel") (「ACE Channel」)	1	17,800,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	2.36%
Mr. Gao Feng 高峰先生	1	38,351,506	Long positions 好倉	Beneficial owner 實益擁有人	5.10%
Zhu Qian 朱其安先生		41,800,000	Long positions 好倉	Beneficial owner 實益擁有人	5.55%

附註：

- 高峰先生實益擁有ACE Channel全部已發行股本之權益。根據證券及期貨條例，彼被視為擁有17,800,000股由ACE Channel實益擁有之股份之權益。
- 該百分比乃根據本公司於二零二二年九月三十日之現有已發行股本計算。

## 優先購買權

本公司之公司組織章程細則或開曼群島(本公司註冊成立所處之司法權區)法例概無載有關於優先購買權之條文，而令本公司須按比例向現有股東發售新股份。

## 競爭權益

截至二零二二年九月三十日止六個月，董事並不知悉各董事、管理層、股東及彼等各自之聯繫人士之任何業務或權益與本集團業務出現競爭或可能出現競爭。



## ADDITIONAL INFORMATION

### 其他資料

#### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Company or any of its subsidiaries had not purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2022.

#### COMPLIANCE WITH MODEL CODE

The Company adopted a code of conduct regarding directors' securities transactions based on the terms as set out in the Model Code in Appendix 10 to the Listing Rules on the terms no less exacting than the required standard set out in the Model Code throughout the six months ended 30 September 2022. After having made specific enquiry to all directors of the Company, the directors are of the opinion that they have complied with the required standard set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the six months ended 30 September 2022.

#### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company applied the principles and complied with all code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 September 2022.

#### UPDATE ON DIRECTORS' INFORMATION

There is no updated information of directors of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules:

#### AUDIT COMMITTEE

The audit committee of the Company comprises three independent non-executive directors, chaired by Mr. Lam Williamson and the other two members of the committee are Mr. Cheng Wing Keung, Raymond and Mr. Wong Hoi Kuen.

The audit committee of the Company has reviewed, together with the management of the Company, the accounting principles, accounting standards and methods adopted by the Company, discussed the matters concerning internal control, auditing and financial reporting matters and has reviewed the condensed consolidated financial statements of the Group for the six months ended 30 September 2022.

On Behalf of the Board

**Zhang Xiaobin**

*Chairman*

Hong Kong, 28 November 2022

#### 購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司在截至二零二二年九月三十日止六個月內概無購買、贖回或出售任何本公司之上市證券。

#### 遵守標準守則

本公司於截至二零二二年九月三十日止六個月內一直採納一套適用於董事進行證券交易之行為守則，該守則乃基於上市規則附錄十之標準守則所載之條款，且與標準守則所載之必守準則同樣嚴謹。向本公司全體董事作出特定查詢後，各董事認為彼等於截至二零二二年九月三十日止六個月內一直遵守標準守則所載之必守準則及其有關董事進行證券交易之行為守則。

#### 遵守企業管治守則

本公司於截至二零二二年九月三十日止六個月內已應用上市規則附錄十四所載之企業管治守則之原則，並一直遵守其所有守則條文。

#### 更新董事資料

概無任何根據上市規則第13.51B(1)條須予披露之本公司董事更新資料。

#### 審核委員會

本公司審核委員會由三名獨立非執行董事組成，林全智先生為主席，而其餘兩名成員為鄭永強先生及黃海權先生。

本公司審核委員會已與本公司管理層共同審閱本公司採納之會計原則、會計準則及方法、討論有關內部監控之事宜、審核及財務報告事宜及已審閱本集團截至二零二二年九月三十日止六個月之簡明綜合財務報表。

代表董事會

**張曉彬**

*主席*

香港，二零二二年十一月二十八日



易生活控股有限公司  
Elife Holdings Limited

