香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責,對其準確 性或完整性亦不發表任何聲明,並明確表示,概不對因本公告全部或任何部份內容而產生或 因倚賴該等內容而引致的任何損失承擔任何責任。



Kidztech Holdings Limited

奇士達控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號:6918)

截至二零二三年六月三十日止六個月未經審核中期業績公告

奇士達控股有限公司(「本公司」)的董事(「董事」)會(「董事會」)欣然公佈本公 司及其附屬公司截至二零二三年六月三十日止六個月未經審核綜合中期業績。 本公告載有本公司二零二三年中期報告的全文,符合香港聯合交易所有限公 司(「聯交所」)證券上市規則(「上市規則」)有關中期業績初步公告附隨資料之 相關規定。

本公司二零二三年中期報告的列印版本將於二零二三年九月三十日或之前交付給本公司股東,並可於聯交所網站(www.hkexnews.hk)及本公司網站(https://kidztech.net/)上查看。

承董事會命 奇士**達控股有限公司** *主席* 余煌

汕頭, 二零二三年八月三十一日

於本公告日期,董事會包括兩名執行董事余煌先生及朱強先生,一名非執行董事鄭靜雲女士, 及三名獨立非執行董事何衛東先生、王世鈴女士及龔瀾先生。

CONTENTS _{目錄}

Corporate Information	公司資料	2
Management Discussion and Analysis	管理層討論及分析	4
Condensed Consolidated Interim Statement of Comprehensive Income	簡明綜合中期全面收益表	13
Condensed Consolidated Interim Statement of Financial Position	簡明綜合中期財務狀況表	14
Condensed Consolidated Interim Statement of Changes in Equity	簡明綜合中期權益變動表	15
Condensed Consolidated Interim Statement of Cash Flows	簡明綜合中期現金流量表	16
Notes to the Condensed Consolidated Interim Financial Statements	簡明綜合中期財務報表附註	17
Other Information	其他資料	29



CORPORATE INFORMATION 公司資料

Board of Directors Executive Directors

Mr. Yu Huang *(Chairman and Chief Executive Officer)* Mr. Zhu Qiang

Non-executive Director Ms. Zheng Jingyun

Independent non-executive Directors

Mr. He Weidong Ms. Wang Shiling Mr. Gong Lan

Company Secretary Mr. Chan Pak Lun

Authorised Representatives

Mr. Yu Huang Mr. Chan Pak Lun

Audit Committee

Mr. Gong Lan *(Chairman)* Ms. Wang Shiling Mr. He Weidong

Remuneration Committee

Ms. Wang Shiling *(Chairlady)* Mr. Zhu Qiang Mr. He Weidong Mr. Gong Lan

Nomination Committee

Mr. He Weidong *(Chairman)* Mr. Yu Huang Mr. Zhu Qiang Ms. Wang Shiling Mr. Gong Lan

Auditor McMillian Woods (Hong Kong) CPA Limited

Legal Adviser DeHeng Law Offices (Hong Kong) LLP

董事會

執行董事 余煌先生*(主席及行政總裁)* 朱強先生

非執行董事 鄭靜雲女士

獨立非執行董事

何衛東先生 王世鈴女士 龔瀾先生

公司秘書 陳柏麟先生

授權代表 余煌先生 陳柏麟先生

審核委員會

龔瀾先生(*主席)* 王世鈴女士 何衛東先生

薪酬委員會

王世鈴女士(*主席)* 朱強先生 何衛東先生 龔瀾先生

提名委員會

何衛東先生(主席) 余煌先生 朱強先生 王世鈴女士 龔瀾先生

核數師 長青(香港)會計師事務所有限公司

法律顧問 德恒律師事務所(香港)有限法律責任 合夥

CORPORATE INFORMATION 公司資料

Registered Office

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

Head Office and Place of Business in the PRC

Chengyanggang Road, Ancheng Highway Lianxia Town, Chenghai District Shantou City Guangdong PRC

Place of Business in Hong Kong

Room 802, 8/F, Inter-Continental Plaza 94 Granville Road Tsim Sha Tsui East Kowloon Hong Kong

Principal Share Registrar and Transfer Office

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

Hong Kong Branch Share Registrar and Transfer Office

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

Principal Bankers

Bank of China Limited Shantou Branch Industrial Bank Co., Ltd. Shantou Branch Lianshang Credit Cooperative of Shantou Chenghai Rural Credit Cooperative Union

Website Address

www.kidztech.net

Stock Code

註冊辦事處

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

中國總辦事處及營業地點

中國 廣東省 汕頭市 澄海區蓮下鎮 安澄公路程洋崗路段

香港營業地點

香港 九龍 尖沙咀東 加連威老道94號 明輝中心8樓802室

主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司 香港 夏慤道16號 遠東金融中心17樓

主要往來銀行

中國銀行股份有限公司汕頭分行 興業銀行股份有限公司汕頭分行 汕頭市澄海農村信用合作聯社 蓮上信用社

網站

www.kidztech.net

股份代號 6918

BUSINESS AND FINANCIAL REVIEW

Kidztech Holdings Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") are principally engaged in the design, development, manufacture and sale of high-quality smart toy vehicles, smart interactive toys and traditional toys.

Revenue

The Group's total revenue decreased by approximately 48.6% from approximately RMB103.4 million for the six months ended 30 June 2022 to approximately RMB53.1 million for the six months ended 30 June 2023. During the six months ended 30 June 2023, the Group's China branch office operations was affected by the down hill situation of PRC's marco economic environment, as well as the Group's Hong Kong branch office operations was affected by the Russian-Ukrainian War and global inflation, resulting in a decrease in orders from both PRC and overseas customers. Details of revenue by product type are set out in note 4 to the condensed consolidated financial statements as set out in this interim report.

Smart toys

Smart toy vehicles

The Group's smart toy vehicles mainly comprise full function radio controlled toy vehicles, which are manufactured in different scales. During the six months ended 30 June 2023, the Group's smart toy vehicles are mostly "kidztech" brand products and co-branded products collectively released by the Company and renowned automobile manufacturers. The Group also manufactures under overseas customers' brands on original equipment manufacturing ("**OEM**") and original design manufacturing ("**ODM**") bases.

During the six months ended 30 June 2023, the Group's revenue from sales of smart toy vehicles, which dropped by approximately 48.6% from approximately RMB103.4 million for the six months ended 30 June 2022 to approximately RMB53.1 million for the six months ended 30 June 2023 due to the reasons mentioned above.

Smart interactive toys

The Group's smart interactive toys mainly are produced and sold for under the "kidztech" brand, and comprise smart interactive playsets, activity toys and musical toys, and some of these toys which play music and contain play features are intended to stimulate the sensory development of children. During the first half of 2023, the Group did not record any revenue from smart interactive toys (for the six months ended 30 June 2022: nil).

業務及財務回顧

奇士達控股有限公司(「**本公司**」)及其 附屬公司(統稱「**本集團**」)主要設計、 開發、製造及銷售高品質智能車模、 智能互動式玩具及傳統玩具。

收益

本集團總收益由截至二零二二年六月 三十日止六個月的約人民幣103.4百 萬元減少約48.6%至截至二零二三年 六月三十日止六個月的約人民幣53.1 百萬元。截至二零二二年六月三十日 止六個月,本集團在中國分公司的勞 的影響;加上本集團在香港分公司 營 致來自中國及領人家戶的訂單 為的影單,加上本集團在香港分公影響, 刻於本中期報告所載簡明綜合財務 報表附註4。

智能玩具

智能車模

本集團的智能車模主要包括全功能 無線電遙控車模,該等產品按不同 比例生產。於截至二零二三年六月 三十日止六個月,本集團的智能車穴 大部分為「奇士達」品牌產品和本公 司與知名汽車製造商推出的聯合品 牌產品。本集團亦通過原設備製造 (「OEM」)及原設計製造(「ODM」)模 式以海外客戶的品牌製造產品。

截至二零二三年六月三十日止六個月, 由於上述原因,本集團來自智能玩具 車模銷售的收入較截至二零二二年 六月三十日止六個月的約人民幣1.034 億元下跌約48.6%至截至二零二三年 六月三十日止六個月的約人民幣53.1 百萬元。

智能互動式玩具

本集團的智能互動式玩具產品主要 以「奇士達」玩具品牌生產和出售, 包括智能互動式玩具套裝、活動玩 具及音樂玩具,部分玩具可播放 動式 。於二零二三上半年,本 的没有從智能互動玩具品類錄得任 何收入(截至二零二二年六月三十日 止六個月:零)。

4

Traditional toys

Traditional toys include traditional toy vehicles, traditional educational toys, dolls and other traditional toys such as outdoor and sport as well as infant toys.

During the period, the Group did not record any revenue from traditional toys (for the six months ended 30 June 2022: RMB5.3 million). In light of the quiet domestic retail market and low profit margins in the PRC, the Group suspended the production and sales of traditional toys until the market conditions improve.

Brands

The Group's smart toys and traditional toy products are (i) branded with its "kidztech" brand; (ii) co-branded with renowned automobile manufacturers, popular entertainment characters featured in animated television series or motion pictures or toy brand owner; or (iii) branded under its overseas customers brands, which mainly represent the products manufactured by the Group on ODM and OEM bases and the products sold to its customers branded under their respective brands.

The Group believes that co-branding with other famous brands allows the Group to leverage on the marketing benefits of the internationally renowned brands to expediently gain consumer awareness, and recognition of authenticity, and to establish creditability and market acceptance from the mass market. The Group will continue to seek for opportunities to collaborate with other famous brands in order to increase the marketability of its products.

Gross profit and gross profit margin

The Group's gross profit decreased by approximately 32.3% from approximately RMB13.0 million for the six months ended 30 June 2022, approximately RMB8.8 million for the six months ended 30 June 2023, which was mainly attributable to the decrease in sales as explained above. The Group's gross profit margin rebounded to approximately 16.6% for the six months ended 30 June 2023 from approximately 12.6% for the six months ended 30 June 2022. It was mainly attributable to an effective cost control during the period.

傳統玩具

傳統玩具包括傳統玩具車、傳統教 育玩具、玩偶及其他如戶外及體育 以及嬰兒玩具等傳統玩具。

期內,本集團並未錄得來自傳統玩 具的任何收入(截至二零二二年六月 三十日止六個月:人民幣5.3百萬元)。 鑑於中國境內零售市場低迷及盈利 率低,本集團暫停傳統玩具的生產 及銷售,直至市場狀況改善為止。

品牌

本集團的智能玩具、傳統玩具產品 為(i)「奇士達」品牌的產品:(ii)與知 名汽車製造商、動畫電視劇集或電 影所塑造的流行娛樂角色或玩具品 牌擁有人推出的聯合品牌的產品; 或(iii)使用我們海外客戶的品牌(主 要指本集團以ODM及OEM模式製造 的產品)的產品,以及售予客戶使用 客戶各自品牌的產品。

本集團相信與其他知名品牌的共享 品牌使本集團能夠利用國際知名品 牌的營銷優勢,以方便地獲得消費 者的青睞、對正品的認可,並在 眾市場上建立信譽及市場接受度。 本集團將繼續尋求與其他知名品牌 合作的機會,以提升其產品的市場 流通性。

毛利及毛利率

本集團的毛利由二零二二年六月 三十日止六個月的約人民幣13.0百 萬元減少至二零二三年六月三十日 止六個月的約人民幣8.8百萬元,減 幅約32.3%,主要是由於上文所闡 釋的銷售減少所致。本集團的毛利 釋的銷售減少所致。本集團的毛利 月的約12.6%回升至二零二三年六月 三十日止六個月的約16.6%。其主要 在本期間有效成本控制所致。

Loss for the period

The Group recorded net loss of approximately RMB14.2 million for the six months ended 30 June 2023, representing a decrease of loss of approximately RMB29.3 million or 67.4% when compared to the net loss of approximately RMB43.5 million for the six months ended 30 June 2022. The decrease in net loss of the Group was mainly attributable to the absence of relevant administrative expenses in relation to employee share options incurred during the period, which accounted for approximately RMB35.0 million for the same period in 2022.

Selling expenses

The Group's selling expenses decreased by approximately 80% from approximately RMB1.3 million for the six months ended 30 June 2022 to approximately RMB0.27 million for the six months ended 30 June 2023, which was primarily due to the decrease in freight expenses and market expenses as a result of the Group reduced orders in the China, European and American markets due to the reasons mentioned above.

Administrative expenses

The Group's administrative expenses decreased by approximately 71.1% from approximately RMB52.3 million for the six months ended 30 June 2022 to approximately RMB15.1 million for the six months ended 30 June 2023, which was mainly because of the absence of administrative expenses in relation to employee share options incurred during the Period, which accounted for approximately RMB35.0 million for the same period in 2022.

Net impairment losses on trade receivable

The Group's net impairment losses on trade receivable was approximately RMB3.5 million for the six months ended 30 June 2023 (Nil for the six month ended 30 June 2022). It was mainly due to the increase of the lifetime expected loss provision during the period. For details, please refer to note 12 to the condensed consolidated financial statements as set out in this interim report.

Taxation

The Group had no taxable profit for the six months ended 30 June 2023. Details are set out in note 6 to the condensed consolidated financial statement as set out in this interim report.

本期間虧損

本集團於截至二零二三年六月三十日 止六個月錄得淨虧損約人民幣14.2百 萬元,較截至二零二二年六月三十日 止六個月之虧損約人民幣43.5百萬元 減虧約人民幣29.3百萬元或67.4%。 本集團之虧損有所減少乃主要由於本 期間沒有發生僱員購股權的相關行 政費用,而二零二二年同期約為人民 幣35百萬元。

銷售開支

本集團的銷售開支由二零二二年六 月三十日止六個月的約人民幣1.3百 萬元,減少約80%至二零二三年六月 三十日止六個月的約人民幣0.27百萬 元,主要由於上述原因,令本集團減 少中國及歐美市場訂單,進而使運 費及營銷支出減少所致。

行政開支

本集團行政開支由截至二零二二年六 月三十日止六個月的約人民幣52.3百 萬元減少約71.1%至截至二零二三年 六月三十日止六個月的約人民幣15.1 百萬元,乃主要由於在本期間沒有發 生僱員購股權的行政費用,於2022 年同期約為人民幣35.0百萬元。

貿易應收款項減值虧損淨額

本集團的貿易應收款項減值虧損淨 額截至二零二三年六月三十日止六個 月的約人民幣3.5百萬元(二零二二年 六月三十日止六個月止:零),主要由 於本期間預期虧損撥備增加所致。 詳情載列於本中期報告所載簡明綜 合財務報表附註12。

税項

本集團沒有應納税項利潤截至二零 二三年六月三十日止六個月。詳情載 列於本中期報告所載簡明綜合財務 報表附註6。

Liquidity and financial resources

As at 30 June 2023, the gearing ratio, which represents the Group's total borrowings divided by total equity, was approximately 34.8% (31 December 2022: approximately 35.1%). As at 30 June 2023, the Group's total borrowings were approximately RMB134.5 million (31 December 2022: approximately RMB139.3 million) and the total equity was approximately RMB386.8 million (31 December 2022: approximately RMB398.4 million). The total borrowings represent the outstanding loans of the Group. The gearing ratio of the Group remained stable.

The current ratio, which is calculated based on the total current assets at the respective dates divided by the total current liabilities at the respective dates, was approximately 1.5 as at 30 June 2023 (31 December 2022: approximately 1.6); whereas the quick ratio, which is calculated based on the total current assets (excluding inventories) at the respective dates divided by the total current liabilities at the respective dates, was approximately 1.5 as at 30 June 2023 (31 December 2022: approximately 1.5).

As at 30 June 2023, the Group's cash and cash equivalents amounted to approximately RMB30.6 million (31 December 2022: approximately RMB6.2 million).

Working capital

The Group's trade receivables increased by approximately RMB62.4 million or approximately 19.1% from RMB327.5 million as at 31 December 2022 to approximately RMB389.9 million as at 30 June 2023, which was mainly due to the extension of credit period by the Group to certain customers.

The Group's prepayment and other receivables decreased from approximately RMB173.9 million as at 31 December 2022 to approximately RMB132.8 million as at 30 June 2023 which was mainly attributable to the implementation of an effective debt collection process on other receivables during the period.

流動資金及財務資源

於二零二三年六月三十日,本集團的 資本負債比率(即本集團的借貸總額 除以權益總額)約為34.8%(二零二二 年十二月三十一日:約35.1%)。於二 零二三年六月三十日,本集團的借貸 總額約人民幣134.5百萬元(二零二二 年十二月三十一日:約人民幣139.3百 萬元)及權益總額約人民幣386.8百萬 元(二零二二年十二月三十一日:約人 民幣398.4百萬元)。借貸總額代表本 集團之尚未償還貸款。本集團的資 本負債比率趨於平穩。

流動比率乃按相關日期的總流動資 產除以相關日期的總流動負債計算。 於二零二三年六月三十日,本集團的 流動比率約為1.5(二零二二年十二月 三十一日:約1.6)。速動比率乃按相 關日期的總流動資產(不包括存貨) 除以相關日期的總流動負債計算。 於二零二三年六月三十日,本集團的 速動比率約為1.5(二零二二年十二月 三十一日:約1.5)。

於二零二三年六月三十日,本集團的 現金及現金等價物為約人民幣30.6百 萬元(二零二二年十二月三十一日:為 約人民幣6.2百萬元)。

營運資金

本集團的貿易應收款項由於二零二二 年十二月三十一日的約人民幣327.5 百萬元增加約人民幣62.4百萬元或約 19.1%至二零二三年六月三十日的約 人民幣389.9百萬元,主要由於本集 團給予個別顧客延長信貸期時間支 付。

本集團的預付款項及其他應收款項 由二零二二年十二月三十一日的約人 民幣173.9百萬元減少至二零二三年 六月三十日的約人民幣132.8百萬元, 主要由於於本期間有效妥善收回其 他應收款所致。

The Group's trade and other payables increased by approximately RMB56.5 million or approximately 38.4% from approximately RMB168.8 million as at 31 December 2022 to approximately RMB225.3 million as at 30 June 2023. The increase was mainly because the Group delayed part of the payment progress to our suppliers.

Bank and other borrowings

As at 30 June 2023, all the bank and other borrowings, amounting approximately RMB134.5 million (31 December 2022: approximately RMB139.8 million), were repayable on demand, and with fixed interest rate 2.25% to 18.00%. The bank and other borrowings are predominantly denominated in RMB. The weighted average effective interest rate as at 30 June 2023 was approximately 7.9% (31 December 2022: approximately 7.9%).

Significant investments, material acquisitions and disposal of subsidiaries

The Group did not have any significant investments, material acquisitions and disposal of subsidiaries, associates and joint ventures during the six months ended 30 June 2023.

Future plans for material investments or capital assets

As at 30 June 2023, the Group did not have any other plans for material investments and capital assets except for those disclosed in the sections headed "Future Plans and Use of Proceeds" of the prospectus of the Company dated 28 February 2020 (the "**Prospectus**") and "Business Outlook" in this report.

Capital structure

The capital structure of the Group is mainly based on the equity attributable to the shareholders of the Company (the "**Shareholders**") (including share capital and reserves). As at 30 June 2023, the total number of issued ordinary shares of the Company (the "**Shares**") was 520,886,000 with a par value of HK\$0.001 each (31 December 2022: 520,886,000 shares).

本集團的貿易及其他應付款項由二 零二二年十二月三十一日的約人民幣 168.8百萬元增加約人民幣56.5百萬 元或約38.4%至二零二三年六月三十 日的約人民幣225.3百萬元,增加主 要是推遲供應商部分付款進度。

銀行及其他借款

於二零二三年六月三十日,銀行及 其他借款約人民幣134.5百萬元(二 零二二年十二月三十一日:約人民幣 139.8百萬元),全部須按要求償還, 並按固定利率2.25%至18.00%計息。 銀行及其他借款主要以人民幣計值。 於二零二三年六月三十日,加權平均 實際利率約7.9%(二零二二年十二月 三十一日:約7.9%)。

重大投資、重大收購及出售附屬公司

本集團截至二零二三年六月三十日止 六個月並無任何重大投資、重大收 購及出售附屬公司、聯營公司及合營 企業。

重大投資或資本資產的未來計劃

除本公司日期為二零二零年二月 二十八日的招股章程(「**招股章程**」)「未 來計劃及所得款項用途」及本報告「疫 情影響及展望」章節所披露者外,於 二零二三年六月三十日,本集團並無 任何其他有關重大投資及資本資產 的計劃。

資本結構

本集團的資本架構主要以本公司股東 (「股東」)應佔權益(包括股本及儲備) 為基礎。於二零二三年六月三十日, 本公司之已發行普通股(「股份」)總數 為520,886,000股,每股面值0.001 港元之普通股(二零二二年十二月 三十一日:520,886,000股股份)。

Pledge of assets

As at 30 June 2023, certain bank and other borrowings of the Group were secured by property, plant and equipment. Details of which are set out in note 14 to the condensed consolidated financial statements as set out in this interim report.

Contingent liabilities

The Group did not have any significant contingent liability as at 30 June 2023 (31 December 2022: nil).

Capital commitments

As at 30 June 2023, the Group had an aggregate capital commitment of approximately RMB17.4 million (31 December 2022: approximately RMB17.4 million).

Financial management and treasury policy

The financial risk management of the Group is the responsibility of the Group's treasury function at its head office. The Group adopted prudent funding and treasury management policies while maintaining an overall healthy financial position. The Group's source of funding was raised by cash generated from operating activities and bank borrowings. The Group's treasury policies mainly include managing capital liquidity and yield to safeguard the healthy development of the principal businesses of the Group. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Group is from time to time considering various alternatives including but not limited to financial institution borrowings, non-financial institution borrowings, bonds issuance, etc.

Foreign exchange exposure

The Group's operating subsidiary incorporated in Hong Kong operates with most transactions being settled in US dollars ("USD"), except for certain transactions which are denominated in Hong Kong dollars ("HK\$") or other currencies. The functional currency of this subsidiary is USD. The Group's operating subsidiaries incorporated in the PRC operate in the PRC and their functional currency is Renminbi ("RMB"). As at 30 June 2023, foreign exchange risk arose mainly from certain intra-group transactions and balances of the operating subsidiaries in the PRC which are denominated in USD and the accrual of the Listing expenses which are denominated in HK\$. The Directors consider that no significant foreign exchange risk exists for the Group. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group did not use any financial instruments for hedging purposes.

資產質押

於二零二三年六月三十日,本集團的 若干銀行及其他借款由物業、廠房及 設備作為抵押。詳情載於本中期報 告所載簡明綜合財務報表附註14。

或然負債

本集團於二零二三年六月三十日並無 任何重大或然負債(二零二二年十二 月三十一日:無)。

資本承擔

於二零二三年六月三十日,本集團的 資本承擔總額約為人民幣17.4百萬元 (二零二二年十二月三十一日:約人民 幣17.4百萬元)。

財務管理及財資政策

外匯風險

EVENTS AFTER THE REPORTING PERIOD

Placing of New Shares Under General Mandate

On 26 July 2023, the Company entered into a placing agreement with Aristo Securities Limited, the placing agent, pursuant to which the placing agent conditionally agreed to place up to 104,177,200 new ordinary shares of the Company at the placing price of HK\$0.35 per placing share to not less than six institutional, corporate or independent individual investors. The placing price of HK\$0.35 per placing share represents: (i) a discount of approximately 1.4% to the closing price of HK\$0.355 per share of the Company as quoted on the Stock Exchange on the date of the placing agreement; and (ii) a discount of approximately 19.4% to the average closing price of HK\$0.434 per share of the Company as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the placing agreement.

Completion of the Placing agreement took place on 23 August 2023. A total of 103,678,000 placing shares have been successfully placed to not less than six institutional, corporate or independent individual investors at the placing price of HK\$0.35 per placing share. The placing shares have an aggregate nominal value of HK\$103,678 and represent (i) approximately 19.9% of the issued share capital of the Company immediately before the completion; and (ii) approximately 16.6% of the issued share capital of the Company as enlarged by the allotment and issue of the placing shares immediately upon completion.

The gross proceeds from the placing are HK\$36,287,300 and the net proceeds, after deduction of the placing commission and other related expenses of the placing, are approximately HK\$35,765,000.

The Board considers equity fundraising to be a suitable financing option as compared with other means of financing as it enables the Group to raise capital in an efficient manner without increasing the interest burden on the Group, strengthen its financial position and reduce the liquidity risk. It also represents a good opportunity to broaden the capital base of the Company.

Please refer to the announcements of the Company dated 26 July 2023 and 23 August 2023 for further details.

Save as disclosed above, there were no significant events after the reporting period up to the date of this interim report.

報告期後事項

根據一般授權配售新股份

於二零二三年七月二十六日,本公司 與配售代理雅利多證券有限公司訂 立配售協議,據此,配售代理已有條 備同意向不少於六名機構、公司有條 獨立個人投資者以配售價每股合,177,200 股本公司新普通服。每股配售股份 0.35港元之配售價較:(i)本公司新份於配售協議日期在聯交所所報之收 前價每股0.355港元折讓約1.4%:及(ii) 本公司股份於緊接配售協議日期前 最後五個連續每股0.434港元折讓約 19.4%。

配售協議於二零二三年八月二十三日 完成。合共103,678,000股配售股份 已按每股配售股份0.35港元的配售 價成功配售予不少於六名機構、公 司或獨立個人投資者。配售股份總 面值為103,678港元,佔(i)本公司緊 接完成前已發行股本的約19.9%;及 (ii)緊隨完成後本公司經配發及發行 配售股份擴大後之已發行股本的約 16.6%。

配售事項所得款項總額為36,287,300 港元,而所得款項淨額(經扣除配售 事項的配售佣金及其他相關開支後) 為約35,765,000港元。

董事會認為,與其他融資方式相比, 股權融資為一個合適融資選擇,因 為其使本集團能夠在不增加本集團 利息負擔的情況下有效地籌集資金, 加強其財務狀況並降低流動性風險。 其亦為一個擴大本公司資本基礎的 良好機遇。

進一步詳情請參閱本公司日期為二零 二三年七月二十六日及二零二三年八 月二十三日的公告。

除上文所披露者外,於報告期後直 至本中期報告日期,概無任何重大 事項。

Employees and Remuneration Policies

As at 30 June 2023, the Group had approximately 27 (31 December 2022: 95) full-time employees, of which, 6 of them were in Hong Kong and the rest of them were stationed in Shantou and Shenzhen, the PRC. The significantly decrease of employees was mainly because the Company outsourced part of production progress to suppliers/subcontractors.

The remuneration packages offered by the Group to its employees, including salaries, accidental insurance and allowances, depending on their job nature. Bonuses are generally discretionary and based in part on employee performance and in part on the overall performance of the Group's business. The Group has implemented training programmes for its employees to meet different job requirements, such as training on production procedures for its staff at its production department. It is believed that these initiatives have contributed to the increased productivity of employees of the Group. The Group has also adopted a share option scheme to reward, among others, its employees for their contribution to the Group (the "**Share Option Scheme**"), details of which are set out in the section headed "Share Option Scheme" below of this interim report.

As required by the relevant PRC laws and regulations, the Group has participated in housing fund and various employee social security plans that are organised by applicable local municipal and provincial governments, including housing, pension, medical, work-related injury and unemployment benefit plans, under which contributions were made at specified percentages of the salaries of its employees. Bonuses are generally discretionary and based in part on employee performance and in part on the overall performance of its business.

The Group has arranged for its employees in Hong Kong to join the Mandatory Provident Fund Scheme (the "**MPF Scheme**"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group's company in Hong Kong (the employer) and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the Group's companies and its employees are subject to a cap of HK\$1,500 and thereafter contributions are voluntary.

The Group's contributions to the defined contribution scheme are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions.

僱員及退休金計劃

於二零二三年六月三十日,本集團有約27名(二零二二年十二月三十一日: 95名)全職僱員,其中6名在香港, 其餘位於中國汕頭與深圳。僱員大 幅減少乃主要本公司向供應商/分包 商外包部分生產流程。

根據中國相關法律法規的要求,本集 團參與由當地市級和省級政府組織 的住房公積金以及各種僱員社會保 障計劃,包括住房、養老、醫療、工 傷及失業救濟金計劃,據此從僱員 薪資中按特定比例繳款。獎金通常 酌情決定,部分取決於僱員的績效, 部分取決於其業務的整體表現。

本集團已安排其香港僱員加入由獨 立受託人管理的強制性公積金計劃 (「強積金計劃」)。根據強積金計劃, 本集團的香港公司(僱主)及其僱員按 強制性公積金法例所界定,每月以僱 員收入的5%向該計劃供款。本集團 公司及其僱員的每月供款上限為1,500 港元,額外的供款屬自願性質。

本集團向界定供款計劃所作的供款 於發生時確認開支,不會以沒收自該 等於供款悉數歸屬前離開計劃之僱 員供款扣減。

Business Outlook

With the aim of further developing its business and continuing its growth and also taking into account the development of the current situation and the material changes in the global geopolitics environment as well as the international order, the Group will implement the following strategies:

- continue to prioritise and focus on overseas market by

 (i) maintaining and strengthening relationship with its
 existing direct overseas customers; and (ii) staying alert
 to the epidemic, while expanding the customer base and
 continuing to prioritise and focus on Chinese market;
- continue to strengthen, expand and diversify its customer base by focusing on (i) the PRC Export – Oriented Wholesalers; and (ii) the PRC retailers;
- diversify its product offerings through continuous development of new products and global licensing strategy;
- expand its production capacity through outsourced part of production progress to suppliers/sub-contractors and improve its production efficiency; and
- allocate more resources to expand sales of domestic and Asian markets.

業務展望

為進一步發展業務並持續增長,也 因應本次發展現狀及全球地緣政治 環境、國際秩序的重大變化,本集團 將實施以下策略:

- 繼續優先考慮及專注於海外市場,通過(i)維持並鞏固與現有直接海外客戶的關係;及(ii)對COVID-19疫情保持警惕,同時擴大客戶基礎繼續優先考慮及專注在中國市場;
- 通過專注於(i)中國出口型批發商;
 及(ii)中國零售商,以繼續加強、
 擴展及多元化其客戶基礎;
- 通過繼續開發新產品和全球授 權策略實現產品多元化;
- 擴大生產能力通過向供應商/ 分包商外包部份生產流程,提 高生產效率;及
- 配 置 更 多 資 源 來 擴 大 國 內 及 亞 洲 市 場 銷 售 。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面收益表

			Six months ended 30 June		
			截至六月三十日		
			2023	2022	
			二零二三年	二零二二年	
			RMB'000	RMB'000	
			人民幣千元	人民幣千元	
		Notes	(unaudited)	(unaudited)	
		附註	(未經審核)	(未經審核)	
_					
Revenue	收益	4	53,148	103,415	
Cost of sales	銷售成本		(44,343)	(90,405)	
Gross profit	毛利		8,805	13,010	
Selling expenses	銷售開支		(269)	(1,292)	
Administrative expenses	行政開支		(15,105)	(52,315)	
Net impairment losses on trade	貿易應收款項減值虧損		(15,105)	(02,313)	
receivables	淨額		(3,467)	_	
Other income	其他收入		1,386	979	
			.,		
Loss from operation	經營(虧損)/盈利		(8,650)	(39,618)	
Finance costs	融資成本	5	(5,582)	(5,095)	
			(0,002)		
Loss before tax	除税前(虧損)/盈利		(14,232)	(44,713)	
Income tax credit/(expense)	所得税抵免/(開支)	6	-	1,171	
Loss for the period attributable	本公司擁有人應佔期內				
to the owners of the Company	(虧損)/盈利	7	(14,232)	(43,542)	
Other comprehensive income	其他全面收益				
Items that may be classified to	可重新分類至損益的項目:				
<i>profit or loss:</i> Exchange differences on translating	換算海外經營業務的匯兑				
foreign operations	差額		2,729	7,764	
	<u></u> 在 照		2,723	7,704	
Other comprehensive income for	期內其他全面收益				
the period			2,729	7,764	
Total comprehensive income for	本公司擁有人應佔期內全面				
the period attributable to the	收益總額				
owners of the Company			(11,503)	(35,778)	
Loss per share	每股(虧損)/盈利				
Basic and diluted	基本及攤薄				
(RMB cents per share)	二年及與海 (每股人民幣分)	8	(2.7)	(8.4)	
	(身放八八市刀)	0	(2.7)	(0.4)	

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION 簡明綜合中期財務狀況表

		Notes 附註	As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Non-current assets Property, plant and equipment Right-of-use assets Intangible assets Deferred income tax assets Prepayments	非流動資產 物業、廠房及設備 使用權資產 無形資產 遞延所得税資產 預付款項	10 11	140,155 28,494 179 9,439 30,336	146,887 31,248 287 9,409 30,336
			208,603	218,267
Current assets Inventories Trade receivables Prepayment and other receivables Cash and cash equivalents	流動資產 存貨 貿易應收款項 預付款項及其他應收款項 現金及現金等價物	12	9,900 389,895 132,848 30,554	10,858 327,541 173,936 6,223
			563,197	518,558
Current liabilities Trade and other payables Amount due to a related company Contract liabilities License fee payable Bank and other borrowings Lease liabilities Current income tax liabilities	流動負債 貿易及其他應付款項 應付一間關聯公司款項 合約負債 應付授權費 銀行及其他借款 租賃負債 即期所得税負債	13 14	225,290 962 850 - 134,478 1,285 18,632	168,815 962 820 1,867 139,834 2,512 18,142
			381,497	332,952
Net current assets	流動資產淨值		181,700	185,606
Total assets less current liabilities	資產總額減流動負債		390,303	403,773
Non-current liabilities Deferred revenue Deferred tax liabilities Lease liabilities	非流動負債 遞延收益 遞延税項負債 租賃負債		238 2,425 793 3,456	502 2,425 2,496 5,423
NET ASSETS	資產淨值		386,847	398,350
Capital and reserves Share capital Reserves	資本及儲備 股本 儲備	15	467 386,380	467 397,883
TOTAL EQUITY	權益總額		386,847	398,350

14

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY 簡明綜合中期權益變動表

		Share capital	Share premium	Statutory reserve	Capital reserve	Foreign currency translation reserve 外幣換算	Option reserve 購股權	Merger reserve	Retained earnings	Total
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	新開設第 儲備 RMB'000 人民幣千元	ようして 構 RMB'000 人民幣千元	合併儲備 RMB′000 人民幣千元	保留盈利 RMB′000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	467	101,378	23,239	274,282	(1,442)	-	(22,103)	65,942	441,763
Total comprehensive income for the period (unaudited) Recognition of share-based	期內全面收益總額 (未經審核) 確認為以股份為基礎的	-	-	-	-	7,764	-	-	(43,542)	(35,778)
payments (unaudited)	付款(未經審核)		-	-	-	-	29,403	-	-	29,403
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	467	101,378	23,239	274,282	6,322	29,403	(22,103)	22,400	435,388
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	467	101,378	23,239	274,282	2,400	29,403	(22,103)	(10,716)	398,350
Total comprehensive income for the period (unaudited)	期內全面收益總額 (未經審核)		-			2,729	-	-	(14,232)	(11,503)
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	467	101,378	23,239	274,282	5,129	29,403	(22,103)	(24,948)	386,847

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS 簡明綜合中期現金流量表

		Six months end 截至六月三十日	
		2023 二零二三年	2022 二零二二年
		RMB′000 人民幣千元	RMB'000 人民幣千元
		(unaudited) (未經審核)	(unaudited) (未經審核)
Net cash used in operating activities Net cash from/(used in) investing	經營活動所用現金淨額 投資活動所得/(所用)現金淨額	39,510	(181,785)
activities Net cash used in financing activities	融資活動所用現金淨額	1 (15,187)	669 (17,732)
Net decrease in cash and cash	現金及現金等價物減少淨額		
equivalents Cash and cash equivalents at	期初現金及現金等價物	24,324	(198,848)
beginning of period Exchange differences on cash and	現金及現金等價物的匯兑差額	6,223	286,512
cash equivalents		7	26
Cash and cash equivalents at end	期末現金及現金等價物		
of period		30,554	87,690
Analysis of cash and cash equivalents	現金及現金等價物分析		
Bank and cash balances	銀行及現金結餘	30,554	87,690

16

簡明綜合中期財務報表附註

1. General Information

Kidztech Holdings Limited (the "**Company**") was incorporated in the Cayman Islands on 25 October 2019 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 18 March 2020.

The Company is an investment holding company and its subsidiaries (together, "**the Group**") are principally engaged in manufacturing and sales of toys.

2. Basis of Preparation

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

These condensed consolidated financial statements should be read in conjunction with the 2022 annual financial statements. The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2022.

1. 一般資料

奇士達控股有限公司(「本公司」) 乃根據開曼群島公司法於二零 一九年十月二十五日在開曼群 島註冊成立為獲豁免有限責任 公司。其註冊辦事處的地址為 Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本 公司股份於二零二零年三月十八 日於香港聯合交易所有限公司 (「聯交所」)主板上市。

本公司為投資控股公司,連同 其附屬公司(統稱「本集團」)主 要從事玩具的製造及銷售。

2. 編製基準

此等簡明綜合財務報表乃根據 香港會計師公會(簡稱「**香港會** 計師公會」)頒佈的香港會計準 則第34號「中期財務報告」以及 聯交所證券上市規則所規定的 適用披露資料編製。

此等簡明綜合財務報表應與二 零二二年年度財務報表一併閱 讀。編製此等簡明綜合財務報 表時所應用的會計政策及計算 方法與截至二零二二年十二月 三十一日止年度的年度財務報 表的會計政策及計算方法一致。

3. Application of New and Revised Hong Kong Financial Reporting Standards

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2022. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior periods.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the financial statements of the Group.

應用新訂及經修訂香港財 務報告準則

本集團並未應用已頒佈但尚未 生效的新訂香港財務報告準則。 應用該等新訂香港財務報告準 則將不會對本集團的財務報表 造成重大影響。

4. Revenue and Segment Information

4. 收益及分部資料

			Six months ended 30 June 截至六月三十日止六個月	
		2023	2022	
		二零二三年	二零二二年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
Sales of toy cars Sales of raw materials and electronic	銷 售 車 模 銷 售 原 材 料 及 電 子 零 件	53,148	72,609	
parts	新日 小的有人电] そ [30,806	
		53,148	103,415	

The Group is principally engaged in manufacturing and sales of toy cars. Management reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the executive directors of the Company regard that there is only one operating segment which is used to make strategic decisions. Revenue and profit/(loss) before income tax are the measures reported to the executive directors of the Company for the purpose of resources allocation and performance assessment.

本集團主要從事車模製造及銷 售。管理層審閲業務經營業績 時將其視為一個經營分部,而 作出資源分配的決定。因此, 本公司執行董事認為,僅有一 個用以作出策略性決定的經營 分部。收益及除所得税前盈利/ (虧損)乃就資源分配及表現評 估而呈報予本公司執行董事的 計量。

4. Revenue and Segment Information (Continued)

As at 30 June 2023, majority of the Group's non-current assets were located in the PRC (31 December 2022: same)

Disaggregation of revenue from contracts with customers:

4. 收益及分部資料(續)

於二零二三年六月三十日,本集 團大多數非流動資產均位於中 國(二零二二年十二月三十一日: 相同)。

來自客戶合約的收益劃分如下:

		Six months end 截至六月三十 2023 二零二三年 RMB′000 人民幣千元 (unaudited) (未經審核)	
Geographical markets Mainland China Out of Mainland China	地區市場 中國內地 中國內地以外	- 53,148	73,502 29,913
Total	總計	53,148	103,415
Major products Smart toy vehicles Traditional toys Raw materials and electronic parts	主要產品 智能車模 傳統玩具 原材料及電子零件	53,148 _ 	67,284 5,325 30,806
Total	總計	53,148	103,415
Timing of revenue recognition At a point in time	確認收益的時間 於某一時間點	53,148	103,415

Sales of toy cars

The Group sells toy cars, raw materials and electronic parts to the customers. Sales of a contract are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

The Group's revenue from sales to PRC customers decreased from approximately RMB73.5 million for the six months ended 30 June 2022 to nil from the six months ended 30 June 2023 mainly because during the period, the Group outsourced and subcontracted the manufacturing of toy car products to suppliers/subcontractors outside of the PRC, and the Group in turn sold the products to its customers' group entities outside the PRC. As a result, the Group did not record any revenue from contracts with PRC customers for the period.

銷售車模

本集團向客戶銷售車模、原材 料及電子零件。合約銷售於產 品控制權轉移(即產品交付予客 戶),且並無未履行責任可影響 客戶接納產品及客戶獲得產品 的法定所有權時確認。

本集團來自中國客戶銷售的收 入由截至二零二二年六月三十 日止六個月約人民幣73.5百萬 元下降至截至二零二三年六月 三十日止六個月期間為零,主 要原因是期內,本集團將玩具 車產品的生產委外和分包予中 國境外的供應商/分包商,而 本集團則將有關產品銷售予客 戶集團的境外實體。因此,本 集團於期內並無來自中國客戶 合約的任何收入錄得。



4. 收益及分部資料(續) 4. Revenue and Segment Information (Continued)

Sales of toy cars (Continued)

During the period, in light of the quiet domestic retail market and low profit margins in the PRC, the Group suspended the production and sales of traditional toys in the PRC market until the market conditions improve.

Revenue from major customers

銷售車模(續)

於本期間,鑑於中國境內零售 市場低迷和利潤率偏低,本集 團暫停在中國市場生產和銷售 傳統玩具,直到市場條件改善 為止。

來自主要客戶的收益

			Six months ended 30 June 截至六月三十日止六個月		
			2023	2022	
			二零二三年	二零二二年	
			RMB'000	RMB'000	
			人民幣千元	人民幣千元	
			(unaudited)	(unaudited)	
			(未經審核)	(未經審核)	
Customer A	客戶A		18,830	20,485	
Customer B	客戶B		18,585	16,088	
Customer C	客戶C		10,114	13,669	
Customer D	客戶D		8,563	10,983	
Finance Cost	S	5.	融資成本		

5. Finance u

		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Interest expenses on bank and other	銀行及其他借款的利息開支		
borrowings		4,977	4,524
Interest expenses on lease liabilities	租賃負債的利息開支	605	571
		5,582	5,095

6. Income Tax (Credit)/Expense

6. 所得税(抵免)/開支

		Six months ended 30 June 截至六月三十日止六個月		
		2023 二零二三年 RMB′000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	
– Current tax – Hong Kong Profit tax – Provision for the period	即期税項 – 香港利得税 – 期內撥備	-	_	
Current tax – PRC Enterprise Income Tax	即期税項 – 中國企業所得税			
 Provision for the period Over-provision of prior years 	– 期內撥備 – 過往年度超額撥備	-	10 (1,217)	
Deferred income tax	遞延所得税		36	
		-	(1,171)	

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

7. Loss for the Period

The Group's loss for the period is arrived at after charging:

其他地區應課税溢利之税項開 支乃採用本集團經營所在國家 當前税率根據現行的相關法例、 詮釋及慣例計算。

7. 期內(虧損)

本集團期內(虧損)乃經扣除:

			Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	
Cost of inventories sold Depreciation of right-of-use assets Depreciation of property, plant and	出售存貨成本 使用權資產折舊 物業、廠房及設備折舊	44,343 2,754	36,563 3,853	
equipment Amortisation of intangible assets Staff costs (including directors'	無形資產攤銷 員工成本(包括董事酬金)	6,886 108	8,538 2,407	
emoluments)		948	35,255	

8. Loss Per Share

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the period attributable to owners of the Company of approximately RMB14,232,000 (2022: loss of RMB43,542,000) and the weighted average number of ordinary shares of 520,886,000 (2022: 520,886,000) in issue during the period.

Diluted loss per share

The effects of the Company's potential ordinary shares in respect of the outstanding share options are anti-dilutive for the six months ended 30 June 2023 (2022: no potential ordinary shares).

9. Dividends

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2023 (2022: Nil).

10. Property, Plant and Equipment

During the six months ended 30 June 2023, property, plant and equipment of approximately RMBnil (30 June 2022: RMBnil) was acquired by the Group.

11. Right-of-use Assets

During the six months ended 30 June 2023 and 2022, no addition to right-of-use assets was recognised.

8. 每股(虧損)

每股基本(虧損)

本公司擁有人應佔每股基本(虧 損)乃基於本公司擁有人應佔 期內虧損約人民幣14,232,000 元(二零二二年:虧損人民幣 43,542,000元)及期內已發行普 通股的加權平均數520,886,000 股(二零二二年:520,886,000股) 計算。

每股攤薄(虧損)

截至二零二三年六月三十日止六 個月,本公司尚未行使的購股 權涉及的潛在普通股具有反攤 薄影響(二零二二年:並無潛在 普通股)。

9. 股息

董事並不建議就截至二零二三 年六月三十日止六個月派付中 期股息(二零二二年:無)。

10. 物業、廠房及設備

截至二零二三年六月三十日止 六個月內,本集團收購約人民 幣零元(二零二二年六月三十日: 人民幣零元)的物業、廠房及設 備。

11. 使用權資產

截至二零二三及二零二二年六 月三十日止六個月內,沒有使 用權資產添置確認。

12. Trade Receivables

12. 貿易應收款項

		30 June 2023	31 December 2022
		二零二三年 六月三十日 - RMB′000 人民幣千元 (unaudited) (未經審核)	二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables Less: provision for impairment	貿易應收款項 減:減值撥備	432,263 (42,368)	365,806 (38,265)
		389,895	327,541
The aging analysis of trade receinsheet date, based on the date of income or goods sold, is as follow	recognition of the service	按確認服務收入 期計算的貿易應 示資產負債表日 下:	收款項截至所
		30 June 2023 二零二三年 六月三十日 ⁻ RMB′000 人民幣千元 (unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) 〔經審核〕
Less than 30 days	少於30天	58,983	217,926
31 days to 120 days	31天至120天	58,110	30,122
121 days to 1 year	121天至1年	299,813	107,566
1 year to 2 years	1年至2年	14,904	10,099
More than 2 years	超過2年	453	93
		432,263	365,806

簡明綜合中期財務報表附註

13. Trade and Other Payables

13. 貿易及其他應付款項

		30 June 2023	31 December 2022
		二零二三年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Trade payables Accrued other expenses Payroll payable Value-added-tax and other tax payables Other payables Dividend payable Amounts due to shareholders (a)	貿易應付款項 已產生其他開支 應付職工薪酬 增值税及其他應付税項 其他應付款項 應付股息 應付股東款項(a)	106,890 30,941 7,074 20,887 27,148 2,549 29,801	60,974 21,159 5,200 22,453 22,430 2,549 24,050
Amounts que lo snarenoiders (a)	應 门 肞 米 砅 填 (d)	225,290	34,050
 (a) The amounts due to shareholder interest bearing, and had no fixed An aging analysis of the trade payab reporting period, based on invoice dat 	d term of repayment. les at the end of the		
		30 June 2023 二零二三年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Less than 30 days 31 days to 120 days 121 days to 1 year 1 year to 2 years More than 2 years	少於30天 31天至120天 121天至1年 1年至2年 超過2年	48,202 28,419 29,544 500 225	6,399 21,759 31,420 1,396 –
		106,890	60,974

14.	Bank	and	Other	Borr	owings
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14. 銀行及其他借款

的個人擔保。

		30 June 2023 二零二三年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Bank loans Other borrowings	銀行貸款 其他借款	75,735 58,743	65,957 73,877
		134,478	139,834
The borrowings are repayable	le as follows:	借款應按下列期]限償還:
		30 June 2023 二零二三年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
On demand or within one yea	r 按要求或於一年內	134,478	139,834
As at 30 June 2023, certa were secured by:	in bank and other borrowings		月三十日,部份 饮用以下資產作
 Property, plant and equ 	ipment and right-of-use assets;	 物業、廠 權資產; 	房 及 設 備 及 使 用
 Shares of the Compan of the Company; and 	y held by certain shareholders	- 若干本公司 公司股份;	司股東持有的本 及
	rovided by Mr. Yu Huang and certain minority shareholders of		主及陳騁女士以 司少數股東提供

the Company.

15. Share Capital

15. 股本

			Number of ordinary		
		Note 附註	shares 普通股數目	HKD′000 千港元	RMB′000 人民幣千元
Authorised: Ordinary shares of HKD0.001 each At 31 December 2021 (audited), 31 December 2022 (audited) and 30 June 2023 (unaudited)	法定: 每股0.001港元的普通股 於二零二一年十二月 三十一日(經審核) 、於二零二二年十二月 三十一日(經審核)及 二零二三年六月三十日 (未經審核)		5,000,000,000	5,000	4,470
Issued and fully paid: At 31 December 2021 (audited), 31 December 2022 (audited) and 30 June 2023 (unaudited)	 已發行及繳足: 於二零二一年十二月 三十一日(經審核) 、二零二二年十二月 三十一日(經審核)及 二零二三年六月三十日 (未經審核) 		520,886,000	521	467
. Contingent Liabiliti	es		16 . 或然負	債	

16. Contingent Liabilities

The Group did not have any significant contingent liabilities at 30 June 2023 (At 31 December 2022: Nil).

本集團於二零二三年六月三十 日並無任何重大或然負債(二零 二二年十二月三十一日:無)。

17. Capital Commitment

17. 資本承擔

The Group's capital commitments at the end of the reporting period are as follows:

本集團於報告期末的資本承擔 如下:

30 June	31 December
2023	2022
二零二三年	二零二二年
六月三十日	十二月三十一日
RMB'000	RMB'000
人民幣千元	人民幣千元
(unaudited)	(unaudited)
(未經審核)	(未經審核)

17,440

Property, plant and equipment - Contracted but not provided for

18. Approval of Financial Statements

物業、廠房及設備 - 已訂約但未作撥備

18. 批准財務報表

The financial statements were approved and authorised for issue by the Board of Directors on 31 August 2023.

財務報表已於二零二三年八月 三十一日經董事會批准及授權 刊發。

17,440

28

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures

As at 30 June 2023, the interests and short positions of the Directors and the chief executive of the Company in the shares, the underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), which were required to be notified the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interest or short positions which any such Director or chief executive was taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities of the Stock Exchange (the "Listing Rules") were as follows:

董事及最高行政人員於股份、 相關股份或債權證中的權益及 淡倉

於二零二三年六月三十日,本公司董 事或最高行政人員於本公司或任何 相聯法團(定義見香港法例第571章 證券及期貨條例(「證券及期貨條例」) 第XV部)的股份、相關股份或債權證 中擁有須根據證券及期貨條例第XV 部第7及8分部知會本公司及香港聯 合交易所有限公司(「聯交所」)的權益 及淡倉(包括根據證券及期貨條例該 等條文被當作或視為擁有的權益或 淡倉),或須根據證券及期貨條例第 352條記存於該條所指的登記冊的權 益及淡倉,或根據聯交所證券上市 規則(「上市規則」)附錄十上市發行人 董事進行證券交易的標準守則(「標準 守則」)須知會本公司及聯交所的權 益及淡倉如下:

Name of Director	Capacity/ Nature of Interest	Number of the Shares held/ interested in 所持有/擁有 權益的	Long/Short position	Approximate Percentage of Shareholding
董事姓名	身份/權益性質	股份數目	好/淡倉	概約持股百分比
Mr. Yu Huang (Note 1)	Interest in a controlled corporation	206,746,667	Long position	39.69%
余煌先生(附註1)	受控法團權益		好倉	

Note:

(1) Top Synergy Y&C Limited is owned as to approximately 94.79% by Mr. Yu Huang and as to approximately 5.21% by Ms. Chen Cheng, respectively. Therefore, Mr. Yu Huang is deemed to be interested in all the shares of the Company (the "Shares") held by Top Synergy Y&C Limited for the purpose of the SFO.

Save as disclosed above, as at 30 June 2023, none of the Directors nor chief executive of the Company had registered an interest and short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO) or pursuant to Section 352 of the SFO, required to be recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註:

(1) Top Synergy Y&C Limited分別由余 煌先生及陳騁女士擁有約94.79% 及約5.21%。因此,根據證券及期 貨條例,余煌先生被視為在Top Synergy Y&C Limited持有的所有本 公司股份(「股份」)中擁有權益。

除上文所披露者外,於二零二三年六 月三十日,概無本公司董事或最高行 政人員於本公司或任何相聯法團(定 義見證券及期貨條例第XV部)的股份、 相關股份及債權證中擁有須根據證 券及期貨條例第XV部第7及8分部 會本公司及聯交所的權益及淡倉(包 括根據證券及期貨條例該等條文), 或須根據證券及期貨條例第352條 標準守則須知會本公司及聯交所的 權益及淡倉。

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

So far as the Directors are aware, as at 30 June 2023, the following persons/entities (other than the Directors or the chief executive of the Company) had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or otherwise notified to the Company were as follows:

主要股東及其他人士於股份、 相關股份及債權證中的權益及 淡倉

就董事所知,於二零二三年六月三十 日,下列人士/實體(非本公司董事 或最高行政人員)於股份及相關股份 中擁有須根據證券及期貨條例第XV 部第2及3分部的條文向本公司披露, 或須記錄於本公司根據證券及期貨 條例第336條須予存置的登記冊內, 或須另行知會本公司的權益或淡倉:

Name of Director	Capacity/ Nature of Interest	Number of the Shares held/ interested in 所持有/擁有	Long/Short position	Approximate Percentage of Shareholding
董事姓名	身份/權益性質	權益的 股份數目	好/淡倉	概約持股百分比
Ms. Chen Cheng (Note 1) 陳騁女士(附註1)	Interest of spouse 配偶權益	206,746,667	Long position 好倉	39.69%
Top Synergy Y&C Limited	Beneficial owner 實益擁有人	206,746,667	Long position 好倉	39.69%
Mr. Wu Xiongbin (Note 2)	Interest in a controlled	55,333,333	Long position	10.62%
吳雄檳先生(附註2)	corporation 受控法團權益		好倉	
Motivational Mathematics	Beneficial owner	55,333,333	Long position	10.62%
Limited	實益擁有人		好倉	
Gold-Face Finance Limited (Note 3)	Corporation having security interest in	121,080,000	Long position	23.25%
均來財務有限公司(附註3)	shares 擁有股份擔保權益之 法團		好倉	
Upbest Group Limited (Note 3)	Interest in a controlled	121,080,000	Long position	23.25%
美建集團有限公司(附註3)	corporation 受控法團權益		好倉	

Notes:

- Ms. Chen Cheng is the spouse of Mr. Yu Huang. Therefore, Ms. Chen Cheng is deemed to be interested in all the Shares that Mr. Yu Huang is interested in pursuant to the SFO.
- (2) Motivational Mathematics Limited is owned as to 100% by Mr. Wu Xiongbin, who is deemed to be interested in all the Shares held by Motivational Mathematics Limited pursuant to the SFO.
- (3) As security for a loan provided by Gold-Face Finance Limited to the Company, each of Top Synergy Y&C Limited and Keen Pacemaker Limited, as chargor has charged 100,000,000 shares of the Company and 21,080,000 shares of the Company respectively in favour of Gold-Face Finance Limited. Gold-Face Finance Limited is an indirect wholly-owned subsidiary of Upbest Group Limited. For details, please refer to the announcements of the Company dated 23 December 2021 and 16 September 2022.

Save as disclosed above, as at 30 June 2023, no person, other than the Directors and the chief executive of the Company whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, the Underlying Shares or Debentures" above, had notified the Company of an interest or short position in the Shares, underlying Shares or debenture of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO. 附註:

- (1) 陳騁女士為余煌先生的配偶。因此, 根據證券及期貨條例,陳騁女士被 視為在余煌先生擁有權益的所有股 份中擁有權益。
- (2) Motivational Mathematics Limited 由吴慕心女士擁有100%。因此, 根據證券及期貨條例,吳慕心女士 被視為在Motivational Mathematics Limited 持有的所有股份中擁有權 益。
- (3) 作為均來財務有限公司向本公司 提供貸款的擔保,Top Synergy Y&C Limited及Keen Pacemaker Limited作為押記人分別向均來財 務有限公司抵押了100,000,000股及 21,080,000股。均來財務有限公司 是美建集團有限公司之間接全資附 屬公司。詳情請參閱本公司於二零 二一年十二月二十三日及二零二二 年九月十六日之公告。

除上文所披露者外,於二零二三年六 月三十日,概無人士(本公司董事及 最高行政人員除外,其權益載於上文 「董事及最高行政人員於股份、相關 股份或債權證中的權益及淡倉」一節) 已向本公司知會於本公司股份、相關 股份或債權證中擁有須記錄於本公 司根據證券及期貨條例第336條須淡 倉,或根據證券及期貨條例第XV部 第2及第3分部的條文須予披露的任 何權益或淡倉。

32

Share Option Scheme

The Company conditionally adopted the Share Option Scheme on 13 February 2020, so as to grant options to selected participants as incentives or rewards for their contribution to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

The Directors may, at its absolute discretion, grant options to any of the following classes of participants: (a) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of the Company, any of the subsidiaries or any entity (the "Invested Entity") in which any member of the Group holds an equity interest; (b) any non-executive directors (including independent non-executive directors of the Company, any of the subsidiaries or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of any member of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to any area of the business or business development of any member of the Group or any Invested Entity; and (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

購股權計劃

董事可全權酌情向任何下列類別參 與者授出購股權:(a)本公司、任何附 屬公司或本集團任何成員公司持有 股權的任何實體(「所投資實體」)的 任何僱員(不論全職或兼職,包括任 何執行董事,但不包括任何非執行 董事);(b)本公司、任何附屬公司或 任何所投資實體的任何非執行董事(包 括獨立非執行董事);(c)本集團任何 成員公司或任何所投資實體的任何 貨物或服務供應商; (d)本集團任何 成員公司或任何所投資實體的任何 客戶;(e)任何為本集團任何成員公司 或任何所投資實體提供研究、開發 或其他技術支持的人士或實體;(f)本 集團任何成員公司或任何所投資實 體的任何股東或本集團任何成員公 司或任何所投資實體所發行任何證 券的持有人;(g)本集團任何成員公司 或任何所投資實體在任何業務範疇 或業務發展的任何專業或其他諮詢 人士或顧問;及(h)曾經或可能透過合 資經營、業務聯盟或其他業務安排 對本集團發展及增長作出貢獻的任 何其他參與者群體或類別。

The total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the total number of Shares in issue on the date of listing (i.e. 18 March 2020) (the "Listing Date"), being 52,000,000 Shares. The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the total number of Shares in issue for the time being. Any further grant of options in excess of the 1% limit shall be subject to Shareholders' approval in general meeting of the Company with such grantee and his associates abstaining from voting.

On 21 June 2022, it was resolved by the Company to grant 52,000,000 share options with exercise price of HK\$1.17 per Share entitling the grantees to subscribe for 52,000,000 Shares, the closing price of the Shares immediately before the grant date was HK\$1.15 per Share, details are set out in the announcement of the Company dated 21 June 2022. As at 30 June 2023, 52,000,000 effective share options were outstanding.

As at 1 January 2023 and 30 June 2023, the total number of options available for grant under the scheme limit of the Share Option Scheme were nil. The number of Shares that may be issued in respect of options granted under the Share Option Scheme represented approximately 9.98% of the issued Shares during the six months ended 30 June 2023.

因行使根據購股權計劃及本公司任 何其他購股權計劃將予授出所有購 股權(就此而言,並不包括根據購股 權計劃及本公司任何其他購股權計 劃條款而失效者)而可予配發及發行 的股份總數不得超過上市日期(即二 零二零年三月十八日,「上市日期」)已 發行股份數目的10%,即52,000,000 股股份。於任何12個月期間因行使 根據購股權計劃及本公司任何其他 購股權計劃而授出的購股權(包括已 行使或尚未行使購股權兩者)已向各 承授人發行及將予發行的股份總數 不得超過當時已發行股份數目的1%。 進一步授予超逾1%上限的任何購股 權須由股東於股東大會上批准,而 有關承授人及其聯繫人須放棄投票。

於二零二二年六月二十一日,本公司 決議以行使價每股股份1.17港元授出 52,000,000股購股權,承授人有權認 購52,000,000股股份,於緊接授出日 期前之股份收市價為每股1.15港元, 詳情載於本公司日期為二零二二年六 月二十一日的公告。於二零二三年六 月三十日,尚未行使52,000,000份有 效的購股權。

於二零二三年一月一日及二零二三年 六月三十日,根據購股權計劃項下之 計劃上限的可授出的購股權總數為 零。根據購股權計劃授出的購股權 可能發行的股份數目佔截至二零二三 年六月三十日止六個月的已發行股份 約9.98%。

Cotoromy of	Evenies	Outstanding as at	Granted during the six months ended	Exercised during the six months ended	Lapsed during the six months ended	Cancelled during the six months ended	Outstanding as at	as at	
Category of	Exercise	1 January	30 June	30 June	30 June	30 June	30 June	30 June	
participants	Price	2023	2023	2023	2023	2023	2023	2023	Note
			於	於	於			於	
		於	二零二三年	二零二三年	二零二三年	二零二三年	於	二零二三年	
		二零二三年	六月三十日	六月三十日	六月三十日	六月三十日	二零二三年	六月三十日	
		一月一日	止六個月	止六個月	止六個月	止六個月	六月三十日	約佔已發行	
參與者類別	行使價	尚未行使	期間授出	期間行使	期間失效	期間註銷	尚未行使	股本百分比	附註
Employees 僱員	HK\$1.17 1.17港元	52,000,000	0	0	0	0	52,000,000	9.98%	(1)

Note:

The options were granted on 21 June 2022 by the Company and (1) are exercisable for 10 years from the date of grant (i.e. 21 June 2022 to 20 June 2032 (both days inclusive)). The options granted were vested immediately upon grantees' acceptance of such options. These options are exercisable at HK\$1.17. The closing price of the Shares immediately before the date on which the options were granted was HK\$1.17. The options were granted after the market closed on 21 June 2022 on which the closing price was HK\$1.15. The average closing price of five trading days preceding the vesting of the options was HK\$1.17 per share. The options granted were not subject to satisfaction of any performance target. No options were exercised or vested during the six months ended 30 June 2023. There were no cancellation or lapse of the options during the six months ended 30 June 2023.

附註:

購股權由本公司於二零二二年六 (1) 月二十一日授出,自授出日期起計 行使期為10年(即二零二二年六月 二十一日至二零三二年六月二十日(包 括首尾兩日))。授出的購股權於承 授人接納該等購股權後立即歸屬。 該等購股權按1.17港元行使。緊接 購股權授出日期前股份的收市為1.17 港元。購股權乃於二零二二年六月 二十日收市後授出,當日的收市價 為1.15港元。於歸屬購股權前五個 交易日的平均收市價為每股1.17港 元。已授出購股權無須達成任何績 效目標。於二零二三年六月三十日 或歸屬。於二零二三年六月三十日 止六個月期間,並無購股權註銷及 失效。

35

> The estimated fair value of the share options are determined using the Binomial Option Pricing Model. The estimated fair values and significant inputs of the model were as follows:

購股權的估計公平值乃採用二 項式期權定價模型釐定。估計 公平值及模型的主要輸入數據 載列如下:

Option pricing model 期權定價模型	Binomial 二項式
Estimated fair vale at the measurement date	HK\$35,141,000
於計量日期的估計公平值	35,141,000港元
No. of options granted	52,000,000
已授出購股權數目	52,000,000份
Estimated fair value of each option	HK\$0.676
每份購股權的估計公平值	0.676港元
Weighted average share price at the measurement date	HK\$1.15
於計量日期的加權平均股價	1.15港 元
Exercise price	HK\$1.17
行使價	1.17港元
Exercise multiple	2.86
行使倍數	2.86
Expected volatility	63.81%
預期波幅	63.81%
Expected life	10 years
預期年期	10年
Risk free rate	3.02%
無風險利率	3.02%
Expected dividend yield	Nil
預期股息率	無
The expected volatility was determined by using the	預 期 波 幅 乃 使 用 彭 博 所 報 本 公

The expected volatility was determined by using the average of annualised standard deviation of daily return of the Company's historical volatility quoted by Bloomberg.

Ascent Partners Valuation Service Limited, an independent firm of professional valuer, was appointed by the Company to carry out the fair value of the share options granted during the reporting period. 預期波幅乃使用彭博所報本公 司歷史波幅的平均年化每日收 益標準差釐定。

本公司已委任獨立專業估值師 艾升評值諮詢有限公司對報告 期內授出的購股權公平值進行 估值。

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non marketbased vesting conditions. Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equitysettled share-based payments is expensed on a straightline basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled sharebased payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

The Group also provides employees with the ability to purchase the Company's ordinary shares at a discount to the current market value. The Group records an expense, based on the fair value of the discount related to shares expected to vest (taking in account the post vesting transfer restrictions), on a straight-line basis over the vesting period.

Purchase, Sale or Redemption of Shares

Neither the Company nor any member of the Group had purchased, sold or redeemed any of the Shares during the six months ended 30 June 2023.

本集團發行以股本結算並以股 份支付之款項予若干僱員。以 股本結算並以股份支付之款項 乃於授出日期按權益工具公平值 (不包括非市場形式歸屬條件別計量。以股本結算並以保 支付之款項於授出日期釐金將份 支付之款項於投出日期釐最終 歸屬之股份之估計及就非 影屬期內按直線法支銷。

發行以股本結算並以股份支付 之款項予董事及僱員乃於授出 日期權益工具按公平值(不包計 非市場形式歸屬條件影響)計 量。以股本結算並以股份支 之款項於授集團對最終將歸 之股份之估則 歸屬條件之影響作調整後, 歸屬期內按直線法支銷。

本集團亦向僱員提供以較當前 市值折讓的價格購入本公司普 通股的能力。本集團按與預期 歸屬股份有關折讓的公平值(計 及歸屬後轉讓限制)於歸屬期內 按直線法記錄開支。

收購、出售或贖回股份

於截至二零二三年六月三十日止六個 月,本公司及本集團任何成員公司概 無收購、出售或贖回任何股份。

Interim Dividend

The board (the "**Board**") of Directors has resolved not to declare an interim dividend for the six months ended 30 June 2023 (corresponding period in 2022: nil).

Corporate Governance

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability of the Company. During the six months ended 30 June 2023, the Company has applied the principles and complied with all applicable code provisions of the Corporate Governance Code in Appendix 14 (the "**CG Code**") to the Listing Rules, save and except the deviation as follows:

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yu Huang is currently the chairman of the Board and the chief executive officer of the Group. Mr. Yu Huang has been responsible for the overall management of the Group since the establishment of the Group. The Board believes that the current structure enables us to make and implement business decision swiftly and effectively which promotes the Group's development in line with other strategies and business direction. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired because of the diverse background and experience of the executive Directors, non-executive Director and independent non-executive Directors. Further, the audit committee of the Company (the "Audit Committee"), which consists of all independent non-executive Directors, has free and direct access to the Company's external auditors and independent professional advisers when it considers necessary. Therefore, the Directors consider that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstance. In order to maintain good corporate governance and to fully comply with code provision C.2.1 of the CG Code, the Board will regularly review the need to appoint different individuals to perform the roles of chairman of the Board and chief executive separately.

中期股息

董事會(「**董事會**」)議決不宣派截至二 零二三年六月三十日止六個月的中期 股息(二零二二年同期:無)。

企業管治

本集團致力維持高水準的企業管治, 以保障股東權益及加強本公司的企 業價值及問責制度。於截至二零二三 年六月三十日止六個月,本公司已遵 循上市規則附錄十四企業管治守則 (「企業管治守則」)的原則,並遵守所 有適用的守則條文,惟以下各項除 外:

根據企業管治守則的守則條文第C.2.1 條,主席及行政總裁的角色不應由同 一人履行。余煌先生現為董事會主 席及本集團行政總裁。余煌先生自 本集團成立以來一直負責本集團的 整體管理。董事會相信現有架構讓 我們暢順有效地作出並實行業務決 定,促進本集團符合其他策略及業 務方向的發展。由於執行董事、非 執行董事及獨立非執行董事的背景 及經驗多元化,董事會認為現有安 排項下的權責平衡、問責性及作出 決策時的獨立不會受損。此外,由 獨立非執行董事組成的審核委員會 (「審核委員會」)可於其認為有需要時, 隨時直接接觸本公司的外部核數師 及獨立專門顧問。因此,董事認為 於該情況下偏離企業管治守則的守 則條文第C.2.1條乃屬恰當。為維持 良好企業管治及完全遵守企業管治 守則的守則條文第C.2.1條,董事會 將定期檢討委任不同人士履行董事 會主席及行政總裁角色的需要。

Code of Conduct for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding dealings in the securities of the Company by the Directors and the Group's senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Group or the Company's securities. Having made specific enquiry, all Directors confirmed that they had complied with the Model Code during the six months ended 30 June 2023. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Group during the six months ended 30 June 2023.

Continuing disclosure requirement under rule 13.21 of the Listing Rules

As disclosed in the announcement of the Company dated 23 December 2021, on 23 December 2021, the Company entered into a loan agreement (the "Loan Agreement") with a licensed money lender in Hong Kong under the Money Lenders Ordinance (the "Lender") for the principal amount of HK\$30,000,000 (the "Loan"). The Loan has a term of one year from its drawdown date subject to the terms of the Loan Agreement. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Lender is a third party independent of the Company and its connected persons (as defined in the Listing Rules).

Pursuant to the Loan Agreement, the Company has covenanted that it will procure Mr. Yu Huang, a controlling shareholder of the Company, among others, not to sell, transfer or otherwise dispose of his equity interests in the Company and its subsidiaries or associated companies or any part thereof or create any encumbrance over his equity interests or any part thereof unless with the prior written consent of the Lender. A breach of such covenant will constitute an event of default, upon the occurrence of which, all outstanding amounts under the Loan Agreement shall become immediately due and payable.

At 30 June 2023, Top Synergy Y&C Limited held approximately 39.69% of the total issued share capital of the Company. Top Synergy Y&C Limited was owned as to approximately 94.79% by Mr. Yu Huang and as to approximately 5.21% by Ms. Chen Cheng, the spouse of Mr. Yu Huang, respectively.

董事進行證券交易的行為守則

上市規則第**13.21**條項下持續 披露規定

誠如本公司日期為二零二一年十二月 二十三日的公告所披露,於二零二一 年十二月二十三日,本公司與一名 放債人條例項下之香港持牌放債人 (「貸方」)訂立一份貸款協議(「貸款協議 貸款」),本金額為30,000,000港元(「 貸款」),本金額為30,000,000港元(「 貸款目提取日期起為期一年。就 董 作出一切合理查詢後所知、所悉 所信,貸方為獨立於本公司及其關聯 人士(定義見上市規則)之第三方。

於二零二三年六月三十日, Top Synergy Y&C Limited持有本公司已發 行股本總額約39.69%。Top Synergy Y&C Limited分別由余煌先生及陳 騁女士(余煌先生之配偶)擁有約 94.79%及約5.21%。

The aggregate amount of HK\$30,000,000 had been drawn and became due and payable on 22 December 2022. Pursuant to the new loan supplement agreement signed with the lender on 16 December 2022, the repayment of the loan was extended to 23 March 2023. Subsequently, the Company continued to negotiate with the Lender to extend the repayment arrangements and no agreement was reached as at the date of this interim report. In addition, the Company has not received demand for repayment from the Lender as at the date of this interim report.

Save as disclosed above, as at 30 June 2023, the Company did not have other disclosure obligations under Rule 13.21 of the Listing Rules.

Competing Interests

The Directors are not aware of any business or interest of Directors nor the controlling Shareholder nor any of their respective close associates (as defined in the Listing Rules) that compete or may compete with the business of the Group and any conflicts of interests which any such person has or may have with the Group during the six months ended 30 June 2023.

Audit Committee

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee has reviewed with the management of the Company these interim results and the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial statements matters, including the review of the consolidated financial statements of the Group for the six months ended 30 June 2023.

The condensed consolidated financial results for the six months ended 30 June 2023 are unaudited and have not been audited or reviewed by the Company's auditors.

By order of the Board **Kidztech Holdings Limited** Yu Huang Chairman

31 August 2023

本公司已提取30,000,000港元,並於 二零二二年十二月二十二日到期償還。 根據與貸方於二零二二年十二月十六 日簽定新貸款補充協議,該貸款伸 延至二零二三年三月二十三日償還。 其後本公司繼續與貸方就延展還款 安排繼續磋商,於本中期報告日期 並 未 達 成 協 議 。 此 外 , 於 本 中 期 報 告日期,本公司尚未收到貸方的還款 要求。

除上文所披露者外,於二零二三年六 月三十日,本公司並無其他上市規則 第13.21條所界定的披露責任。

競爭權益

董事並不知悉於截至二零二三年六月 三十日止六個月內董事、控股股東或 彼等各自的任何緊密聯繫人(定義見 上市規則)有任何業務或權益與本集 團業務構成或可能構成競爭,以及 任何該等人士與本集團存在或可能 存在任何利益衝突。

審核委員會

本公司已遵照上市規則第3.21條及企 業管治守則設立審核委員會。審核 委員會已與本公司管理層審閱該等 中期業績及本集團採納的會計原則 及慣例,以及討論審核、風險管理、 內部控制及財務報表事宜,包括審 閱本集團截至二零二三年六月三十日 止六個月的綜合財務報表。

截至二零二三年六月三十日止六個月 的 簡 明 綜 合 財 務 業 績 乃 未 經 審 核, 亦未經本公司核數師審計或審閱。

承董事會命 奇士達控股有限公司 余煌 主席

二零二三年八月三十一日