



DAOHE GLOBAL GROUP LIMITED 道和環球集團有限公司  
(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)  
(Stock Code 股份代號: 915)

INTERIM REPORT 2023 中期報告

# Contents

## 目錄

### Condensed Consolidated Interim Financial Statements 簡明綜合中期財務報表

#### Condensed Consolidated Interim: 簡明綜合中期：

1	Statement of Profit or Loss 損益表
2	Statement of Profit or Loss and Other Comprehensive Income 損益及其他全面收益表
3	Statement of Financial Position 財務狀況表
5	Statement of Changes in Equity 權益變動表
7	Statement of Cash Flows 現金流量表
8	Notes to the Condensed Consolidated Interim Financial Statements 簡明綜合中期財務報表附註
25	Management Discussion and Analysis 管理層討論及分析
32	General Information 一般資料
49	Corporate Information 公司資料
51	Shareholder Information 股東資料

# Condensed Consolidated Interim Statement of Profit or Loss

## 簡明綜合中期損益表

For the six months ended 30 June 2023  
截至二零二三年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月		
			2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)
		Note 附註	US\$'000 千美元	US\$'000 千美元
<b>REVENUE</b>	<b>收益</b>	5	<b>19,257</b>	30,389
Cost of sales	銷售成本		<b>(11,948)</b>	(20,851)
Gross profit	毛利		<b>7,309</b>	9,538
Other income	其他收入		<b>726</b>	512
Selling and marketing expenses	銷售及市場推廣開支		<b>(1,068)</b>	(1,710)
General and administrative expenses	一般及行政開支		<b>(6,254)</b>	(7,533)
Finance costs	財務費用		<b>(59)</b>	(59)
(Allowance)/reversal of allowance for trade receivables	應收貿易賬款(撥備)/ 撥備撥回		<b>(1)</b>	71
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	6	<b>653</b>	819
Income tax	所得稅	7	<b>(52)</b>	(138)
<b>PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>本公司擁有人應佔期間溢利</b>		<b>601</b>	681
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b> (expressed in US cents)	<b>本公司普通股權益持有人應佔每股盈利</b> (以美仙呈列)	9		
Basic	基本		<b>0.04</b>	0.05
Diluted	攤薄		<b>0.04</b>	0.05

# Condensed Consolidated Interim Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合中期損益及其他全面收益表

For the six months ended 30 June 2023  
截至二零二三年六月三十日止六個月

For the 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
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
<b>PROFIT FOR THE PERIOD</b>	<b>期間溢利</b>	<b>601</b>	<b>681</b>
<b>OTHER COMPREHENSIVE INCOME</b>	<b>其他全面收入</b>		
Item that may be reclassified to profit or loss in subsequent periods:	於其後期間可能會重新分類至損益之項目：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	<b>(306)</b>	<b>(438)</b>
<b>OTHER COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>期間其他全面收入</b>	<b>(306)</b>	<b>(438)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>本公司擁有人應佔期間全面收入總額</b>	<b>295</b>	<b>243</b>

# Condensed Consolidated Interim Statement of Financial Position

## 簡明綜合中期財務狀況表

As at 30 June 2023  
於二零二三年六月三十日

			30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) US\$'000 千美元
		Note 附註		
<b>NON-CURRENT ASSETS</b>				
<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	10	496	305
Right-of-use assets	使用權資產	11	1,618	765
Financial asset at fair value through profit or loss	按公平值計入損益之金融資產		167	167
Deposits	按金		306	221
Total non-current assets	非流動資產總值		2,587	1,458
<b>CURRENT ASSETS</b>				
<b>流動資產</b>				
Inventories	存貨		704	837
Trade receivables	應收貿易賬款	12	3,147	3,210
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		2,804	2,562
Bank deposits with initial term of over three months	初始存款期逾三個月之銀行存款		4,884	3,724
Cash and cash equivalents	現金及現金等值項目		14,040	14,482
Total current assets	流動資產總值		25,579	24,815
<b>CURRENT LIABILITIES</b>				
<b>流動負債</b>				
Trade payables	應付貿易賬款	13	1,371	885
Accruals, provisions and other payables	應計費用、撥備及其他應付款項		6,532	6,458
Contract liabilities	合約負債		1,353	1,378
Lease liabilities	租賃負債		1,039	697
Loan from a shareholder	來自一名股東貸款	15(a)	3,856	3,856
Bank borrowings	銀行借款		692	416
Tax payable	應付稅項		430	446
Total current liabilities	流動負債總額		15,273	14,136
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>10,306</b>	<b>10,679</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>12,893</b>	<b>12,137</b>

		<b>30 June</b>	31 December
		<b>2023</b>	2022
		二零二三年	二零二二年
		六月三十日	十二月三十一日
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
		<b>US\$'000</b>	US\$'000
		千美元	千美元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	<b>1,007</b>	703
Provisions	撥備	<b>154</b>	-
Post-employment benefits	僱員退休福利	<b>177</b>	174
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>1,338</b>	877
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>11,555</b>	11,260
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	<b>20,128</b>	20,128
Reserves	儲備	<b>(8,573)</b>	(8,868)
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>11,555</b>	11,260

# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

		Unaudited 未經審核							
		Share capital	Share premium	Special reserve <sup>2</sup>	Capital redemption reserve	Capital reserve	Exchange fluctuation reserve	Accumulated losses	Total
		股本	股份溢價	特別儲備 <sup>2</sup>	資本贖回 儲備	資本儲備	匯兌波動 儲備	累計虧損	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
At 1 January 2023	於二零二三年一月一日	20,128	153,409	50	48	1,695	2,353	(166,423)	11,260
Profit for the period	期間溢利	-	-	-	-	-	-	601	601
Other comprehensive income for the period:	期間其他全面 收入：								
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額	-	-	-	-	-	(306)	-	(306)
Total comprehensive income for the period	期間全面收入 總額	-	-	-	-	-	(306)	601	295
At 30 June 2023	於二零二三年六月三十日	20,128	153,409*	50*	48*	1,695*	2,047*	(165,822)*	11,555

Unaudited  
未經審核

		Share capital	Share premium	Special reserve <sup>#</sup>	Capital redemption reserve 資本贖回 儲備	Capital reserve 資本儲備	Exchange fluctuation reserve 匯兌波動 儲備	Accumulated losses 累計虧損	Total 總計
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 January 2022	於二零二二年一月一日	20,128	153,409	50	48	1,695	3,097	(167,468)	10,959
Profit for the period	期間溢利	-	-	-	-	-	-	681	681
Other comprehensive income for the period:	期間其他全面 收入：								
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額	-	-	-	-	-	(438)	-	(438)
Total comprehensive income for the period	期間全面收入 總額	-	-	-	-	-	(438)	681	243
At 30 June 2022	於二零二二年六月三十日	20,128	153,409	50	48	1,695	2,659	(166,787)	11,202

<sup>#</sup> Special reserve represents the difference between the nominal value of share capital of the Company issued and the aggregate amount of nominal value of share capital of subsidiaries acquired by the Company through an exchange of shares.

<sup>#</sup> 特別儲備相當於本公司已發行股本面值與本公司透過以交換股份方式收購之附屬公司股本面值總額之差額。

<sup>\*</sup> These reserve amounts comprise the consolidated reserves in the condensed consolidated interim statement of financial position.

<sup>\*</sup> 該等儲備金額組成簡明綜合中期財務狀況表內之綜合儲備。



# Condensed Consolidated Interim Statement of Cash Flows

## 簡明綜合中期現金流量表

For the six months ended 30 June 2023  
截至二零二三年六月三十日止六個月

For the 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
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Operating profit before working capital changes	營運資金變動前經營溢利	922	1,335
Increase/(decrease) in post-employment benefits	僱員退休福利增加/(減少)	11	(9)
Changes in working capital	營運資金變動	557	(498)
Cash generated from operations	經營業務所得現金	1,490	828
Overseas tax paid	已付海外稅項	(67)	(60)
Interest paid for lease liabilities	已付租賃負債之利息	(48)	(36)
Net cash generated from operating activities	經營活動所得現金淨額	1,375	732
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金流量</b>		
Bank interest received	已收銀行利息	203	106
Purchases of property, plant and equipment	購買物業、廠房及設備	(290)	(28)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	2	-
Increase in bank deposits with initial term of over three months	初始存款期逾三個月之銀行存款增加	(1,160)	-
Net cash (used in)/from investing activities	投資活動(所耗)/所得現金淨額	(1,245)	78
<b>CASH FLOWS FORM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Principal portion of lease payments	租賃付款之本金部分	(514)	(578)
New bank borrowings	新增銀行借款	431	-
Repayment of bank borrowings	償還銀行借款	(129)	(185)
Bank interest paid	已付銀行利息	(11)	(21)
Net cash used in financing activities	融資活動所耗現金淨額	(223)	(784)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目(減少)/增加淨額</b>	<b>(93)</b>	<b>26</b>
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	(349)	(502)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於一月一日之現金及現金等值項目</b>	<b>14,482</b>	<b>16,104</b>
<b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b>	<b>於六月三十日之現金及現金等值項目</b>	<b>14,040</b>	<b>15,628</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之分析</b>		
Bank and cash balances	銀行及現金結餘	14,040	15,628

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 1. CORPORATE INFORMATION

Daohe Global Group Limited (the “**Company**”) is an investment holding company and its subsidiaries (together with the Company are collectively referred to as the “**Group**”) are principally engaged in the trading and supply chain management services, and operation of online social platforms.

The Company was incorporated in Bermuda on 25 January 2002 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 10 May 2002.

This condensed consolidated interim financial information is presented in United States dollars (“**US\$**”), unless otherwise stated.

### 2. BASIS OF PREPARATION

The condensed consolidated interim financial statements of the Group for the six months ended 30 June 2023 have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2022.

### 1. 公司資料

Daohe Global Group Limited 道和環球集團有限公司(「本公司」)為投資控股公司，其附屬公司(連同本公司合稱為「本集團」)主要從事貿易及供應鏈管理服務及經營網上社交平台。

本公司於二零零二年一月二十五日根據百慕達一九八一年公司法在百慕達註冊成立為受豁免有限責任公司。本公司之註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司股份於二零零二年五月十日在香港聯合交易所有限公司(「聯交所」)主板上市。

除另有指明者外，本簡明綜合中期財務資料以美元(「美元」)呈列。

### 2. 編製基準

本集團截至二零二三年六月三十日止六個月之簡明綜合中期財務報表乃按照由香港會計師公會(「香港會計師公會」)所頒佈香港會計準則(「香港會計準則」)第34號*中期財務報告*及聯交所證券上市規則(「上市規則」)之披露規定編製。

簡明綜合中期財務報表並無收錄年度財務報表規定之所有資料及披露資料，因此應與本集團截至二零二二年十二月三十一日止年度之年度財務報表一併閱讀。

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the condensed consolidated interim financial statements of the Group are consistent with those followed in the preparation of the audited annual financial statements for the year ended 31 December 2022, except for the adoption of the revised Hong Kong Financial Reporting Standards (“HKFRSs”) and HKAS issued by the HKICPA as noted below:

Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>

The Group has adopted Amendments to HKAS 12 “Deferred Tax related to Assets and Liabilities arising from a Single Transaction” from 1 January 2023. The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences – e.g. leases.

Prior to the adoption of Amendments to HKAS 12, the Group applied the initial recognition exemption under paragraphs 15 and 24 of HKAS 12 for leasing transactions that give rise to equal and offsetting temporary differences, and therefore no deferred tax has been recognised for temporary differences relating to right-of-use assets and lease liabilities at initial recognition, and also over the lease terms under paragraph 22(c) of HKAS 12.

### 3. 會計政策及披露之變動

編製本集團簡明綜合中期財務報表所採納的會計政策與編製截至二零二二年十二月三十一日止年度之經審核年度財務報表所採用者一致，惟採納以下所述香港會計師公會頒佈之經修訂香港財務報告準則（「香港財務報告準則」）及香港會計準則則除外：

香港會計準則第1號之修訂本及香港財務報告準則實務報告第2號	會計政策披露
香港會計準則第8號之修訂本	會計估計之定義
香港會計準則第12號之修訂本	產生自單一交易之資產及負債相關之遞延稅項

本集團已自二零二三年一月一日起採納香港會計準則第12號之修訂本「產生自單一交易之資產及負債相關之遞延稅項」。該等修訂本收窄初始確認豁免之範圍，將產生等值而互相對銷之暫時差額之交易（例如租賃）剔除。

於採納香港會計準則第12號之修訂本前，本集團採用香港會計準則第12號第15及24段下關於租賃交易所產生等值而可對銷之暫時差額的初始確認豁免，因此，於初始確認時及於香港會計準則第12號第22(c)段規定之租賃期內，並未就與使用權資產及租賃負債相關之暫時差額確認遞延稅項。

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

The Group has applied the transitional provisions under paragraphs 98K and 98L of Amendments to HKAS 12 to leasing transactions that occur on or after the beginning of the earliest comparative period presented and also, at the beginning of the earliest comparative period presented by:

- (i) Recognising a deferred tax asset to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, and a deferred tax liability for all deductible and taxable temporary differences associated with right-of-use assets and lease liabilities; and
- (ii) Recognising the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date.

Based on the management's assessment, there was immaterial impact on the condensed consolidated statement of financial position as at 1 January 2022, 31 December 2022 and 30 June 2023, because the deferred tax assets and the deferred tax liabilities recognised as a result of the adoption of Amendments to HKAS 12 qualify for offset under paragraph 74 of HKAS 12. There was also immaterial impact on the opening retained earnings as at 1 January 2022 as a result of the change. The key impact for the Group relates to disclosure of the deferred tax assets and liabilities recognised. This disclosure will be provided in the annual financial statements.

The change in accounting policy will also be reflected in the Group's consolidated financial statements as at and for the year ending 31 December 2023.

Other than HKAS 12, the adoption of the above amendments to the standards has no material impact on the Group's financial position and performance for the current and prior periods and on the disclosures set out in these condensed consolidated interim financial statements.

### 3. 會計政策及披露之變動 (續)

本集團已將香港會計準則第12號之修訂本第98K及98L段之過渡性條文應用於所呈列之最早比較期間開始時或之後發生之租賃交易，並在所呈列之最早比較期間開始時通過以下方式予以應用：

- (i) 當可能出現應課稅溢利予以扣減應課稅暫時差額時確認遞延稅項資產，以及確認與使用權資產及租賃負債相關之所有可扣稅及應課稅暫時差額為遞延稅項負債；及
- (ii) 確認一項調整作為初始應用該等修訂本對該日之期初保留盈利餘額（或權益之其他組成部分，如適用）之累計影響。

根據管理層之評估，採納香港會計準則第12號之修訂本對於二零二二年一月一日、二零二二年十二月三十一日及二零二三年六月三十日之簡明綜合財務狀況表概無重大影響，因為確認之遞延稅項資產及遞延稅項負債符合香港會計準則第12號第74段之抵銷條件。該變動對二零二二年一月一日之期初保留盈利亦無重大影響。對本集團之主要影響涉及已確認之遞延稅項資產及負債之披露。該披露將於年度財務報表中提供。

會計政策變動亦將於本集團於二零二三年十二月三十一日及截至該日止年度之綜合財務報表中反映。

除香港會計準則第12號外，採納上述準則之修訂本對本集團本期間及過往期間之財務狀況及業績，以及該等簡明綜合中期財務報表所載之披露資料並無重大影響。

#### 4. OPERATING SEGMENT INFORMATION

The Group's business comprises two reportable operating segments as follows:

- (a) trading and supply chain management services; and
- (b) operation of online social platforms.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that bank interest income, interest on bank borrowings as well as corporate and other unallocated expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Segment assets do not include corporate and other unallocated assets. Segment liabilities do not include loan from a shareholder as well as corporate and other unallocated liabilities.

#### 4. 經營分類資料

本集團之業務由以下兩個可呈報之經營分類組成：

- (a) 貿易及供應鏈管理服務；及
- (b) 經營網上社交平台。

管理層分開監察本集團經營分類之業績，以就資源分配及表現評估作出決定。分類表現乃根據經調整除稅前溢利／(虧損)而計量之可呈報分類溢利／(虧損)作出評估。經調整除稅前溢利／(虧損)之計量方法與本集團除稅前溢利一致，惟銀行利息收入、銀行借款利息，以及企業及其他未分配開支則不包括於該計量中。

分類間之銷售及轉讓交易乃參考當時市價向第三方進行銷售之售價進行。

分類資產不包括企業及其他未分配資產。分類負債不包括來自一名股東貸款，以及企業及其他未分配負債。

4. OPERATING SEGMENT INFORMATION (continued)

The following tables present revenue and results for the Group's reportable segments for the six months ended 30 June 2023 and 2022:

4. 經營分類資料(續)

下表載列本集團於截至二零二三年及二零二二年六月三十日止六個月之可呈報分類之收益及業績：

For the six months ended 30 June 2023 (Unaudited)	截至二零二三年六月三十日 止六個月(未經審核)	Trading and supply chain management services 貿易及供應鏈 管理服務 US\$'000 千美元	Operation of online social platforms 經營網上 社交平台 US\$'000 千美元	Total 總計 US\$'000 千美元
<b>Segment revenue:</b>	<b>分類收益：</b>			
Revenue from external customers	來自外界客戶之收益	8,162	11,095	19,257
<b>Segment results</b>	<b>分類業績</b>	<b>331</b>	<b>534</b>	<b>865</b>
Bank interest income	銀行利息收入			203
Corporate and other unallocated expenses	企業及其他未分配 開支			(404)
Interest on bank borrowings	銀行借款利息			(11)
Profit before tax	除稅前溢利			653
Income tax	所得稅			(52)
Profit for the period	期間溢利			601
<b>Other segment information:</b>	<b>其他分類資料：</b>			
Depreciation:	折舊：			
Property, plant and equipment	物業、廠房及設備	37	53	90
Right-of-use assets	使用權資產	237	114	351
Capital expenditures	資本開支	289	1	290
Allowance for trade receivables	應收貿易賬款撥備	1	-	1

#### 4. OPERATING SEGMENT INFORMATION (continued)

#### 4. 經營分類資料 (續)

		Trading and supply chain management services	Operation of online social platforms	Total
For the six months ended 30 June 2022 (Unaudited)	截至二零二二年六月三十日 止六個月(未經審核)	貿易及供應鏈 管理服務 US\$'000 千美元	經營網上 社交平台 US\$'000 千美元	總計 US\$'000 千美元
<b>Segment revenue:</b>	<b>分類收益：</b>			
Revenue from external customers	來自外界客戶之收益	15,226	15,163	30,389
<b>Segment results</b>	<b>分類業績</b>	1,625	(469)	1,156
Bank interest income	銀行利息收入			106
Corporate and other unallocated expenses	企業及其他未分配 開支			(422)
Interest on bank borrowings	銀行借款利息			(21)
Profit before tax	除稅前溢利			819
Income tax	所得稅			(138)
Profit for the period	期間溢利			681
<b>Other segment information:</b>	<b>其他分類資料：</b>			
Depreciation:	折舊：			
Property, plant and equipment	物業、廠房及設備	9	226	235
Right-of-use assets	使用權資產	227	171	398
Capital expenditures	資本開支	12	16	28
Reversal of allowance for trade receivables	應收貿易賬款撥備 撥回	(20)	(51)	(71)

**4. OPERATING SEGMENT INFORMATION** (continued)

The following table presents assets and liabilities of the Group's reportable segments as at 30 June 2023 and 31 December 2022:

**4. 經營分類資料** (續)

下表載列本集團於二零二三年六月三十日及二零二二年十二月三十一日之可呈報分類之資產及負債：

		<b>Trading and supply chain management services 貿易及供應鏈 管理服務 US\$'000 千美元</b>	<b>Operation of online social platforms 經營網上 社交平台 US\$'000 千美元</b>	<b>Total 總計 US\$'000 千美元</b>
<b>As at 30 June 2023 (Unaudited)</b>	於二零二三年六月三十日 (未經審核)			
<b>Segment assets</b>	分類資產	<b>13,778</b>	<b>14,126</b>	<b>27,904</b>
Corporate and other unallocated assets	企業及其他未分配資產			<b>262</b>
<b>Total assets</b>	資產總值			<b>28,166</b>
<b>Segment liabilities</b>	分類負債	<b>7,300</b>	<b>5,264</b>	<b>12,564</b>
Loan from a shareholder	來自一名股東貸款			<b>3,856</b>
Corporate and other unallocated liabilities	企業及其他未分配負債			<b>191</b>
<b>Total liabilities</b>	負債總額			<b>16,611</b>
<b>As at 31 December 2022 (Audited)</b>	於二零二二年十二月 三十一日(經審核)			
<b>Segment assets</b>	分類資產	<b>13,464</b>	<b>12,570</b>	<b>26,034</b>
Corporate and other unallocated assets	企業及其他未分配資產			<b>239</b>
<b>Total assets</b>	資產總值			<b>26,273</b>
<b>Segment liabilities</b>	分類負債	<b>7,189</b>	<b>3,808</b>	<b>10,997</b>
Loan from a shareholder	來自一名股東貸款			<b>3,856</b>
Corporate and other unallocated liabilities	企業及其他未分配負債			<b>160</b>
<b>Total liabilities</b>	負債總額			<b>15,013</b>



## 5. REVENUE

An analysis of the Group's revenue is as follows:

## 5. 收益

本集團收益之分析如下：

		For the 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
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
<i>Revenue from contracts with customers</i>	與客戶的合約收益		
Sales of merchandise	商品銷售	5,071	10,993
Commission income	佣金收入	4,308	5,897
Internet value-added services ("IVAS") revenue	互聯網增值服務(「互聯網增值服務」)收益	9,878	13,262
Others	其他	-	237
		19,257	30,389

5. REVENUE (continued)

Disaggregated revenue information

5. 收益(續)

分拆收益資料

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

Type of goods or services	貨物或服務類型	Trading and supply chain management services	Operation of online social platforms	Total
		貿易及供應鏈 管理服務 (Unaudited) (未經審核) US\$'000 千美元	經營網上 社交平台 (Unaudited) (未經審核) US\$'000 千美元	總計 (Unaudited) (未經審核) US\$'000 千美元
Sales of merchandise	商品銷售	3,854	1,217	5,071
Commission income	佣金收入	4,308	–	4,308
IVAS revenue	互聯網增值服務收益	–	9,878	9,878
		8,162	11,095	19,257
<b>Geographical markets</b>	<b>地區市場</b>			
People's Republic of China (the "PRC")	中華人民共和國(「中國」)	1,177	11,095	12,272
Southern hemisphere	南半球	3,257	–	3,257
North America	北美洲	2,445	–	2,445
Europe	歐洲	590	–	590
Others	其他	693	–	693
		8,162	11,095	19,257
<b>Timing of revenue recognition</b>	<b>收益確認之時間</b>			
Goods transferred/services rendered at a point in time	於某時點轉讓貨物/ 提供服務	8,162	11,095	19,257

5. REVENUE (continued)

Disaggregated revenue information (continued)

5. 收益(續)

分拆收益資料(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

	Trading and supply chain management services 貿易及供應鏈 管理服務 (Unaudited) (未經審核) US\$'000 千美元	Operation of online social platforms 經營網上 社交平台 (Unaudited) (未經審核) US\$'000 千美元	Total 總計 (Unaudited) (未經審核) US\$'000 千美元
<b>Type of goods or services</b>	<b>貨物或服務類型</b>		
Sales of merchandise	9,329	1,664	10,993
Commission income	5,897	–	5,897
IVAS revenue	–	13,262	13,262
Others	–	237	237
	15,226	15,163	30,389
<b>Geographical markets</b>	<b>地區市場</b>		
PRC	1,266	15,163	16,429
Southern hemisphere	6,180	–	6,180
North America	6,000	–	6,000
Europe	765	–	765
Others	1,015	–	1,015
	15,226	15,163	30,389
<b>Timing of revenue recognition</b>	<b>收益確認之時間</b>		
Goods transferred/services rendered at a point in time	於某時點轉讓貨物/ 提供服務		
	15,226	15,163	30,389

**6. PROFIT BEFORE TAX**

The Group's profit before tax is arrived at after charging/  
 (crediting):

**6. 除稅前溢利**

本集團之除稅前溢利乃經扣除／(計入)以下各項：

		<b>For the six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2023</b>	<b>2022</b>
		<b>二零二三年</b>	<b>二零二二年</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
		<b>US\$'000</b>	<b>US\$'000</b>
		<b>千美元</b>	<b>千美元</b>
Cost of inventories sold	已售存貨之成本	<b>4,519</b>	10,420
Cost of services provided	已提供服務之成本	<b>7,429</b>	10,431
Depreciation:	折舊：		
Property, plant and equipment	物業、廠房及設備	<b>90</b>	235
Right-of-use assets	使用權資產	<b>351</b>	398
Employee benefit expense	僱員福利開支	<b>5,417</b>	6,451
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之 (收益)／虧損	<b>(1)</b>	1
Foreign exchange differences, net	匯兌差額淨額	<b>76</b>	187

## 7. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in Hong Kong during the period except for one subsidiary of the Company which is a qualifying entity under the two-tiered profits tax regime. The first HK\$2,000,000 (2022: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. Taxes on profits assessable outside Hong Kong have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

## 7. 所得稅

香港利得稅乃根據期內於香港產生之估計應課稅溢利按 16.5% (二零二二年：16.5%) 之稅率計提撥備，惟本公司的一間附屬公司除外，該公司為符合利得稅兩級制的實體。該附屬公司首 2,000,000 港元 (二零二二年：2,000,000 港元) 的應課稅溢利按 8.25% 的稅率繳稅，其餘應課稅溢利則按 16.5% 的稅率繳稅。香港以外地區之應課稅溢利稅項則根據本集團營運所在司法權區之現行稅率計算。

### For the 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
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
Current	即期		
– Hong Kong	– 香港	30	30
– Outside Hong Kong	– 香港以外地區	22	110
Net overprovision in prior periods	過往期間超額撥備淨額	–	(2)
Total tax expense for the period	期間稅項開支總額	52	138

## 8. DIVIDEND

The directors of the Company (the “**Director(s)**”) have not declared the payment of an interim dividend for the six months ended 30 June 2023 (2022: Nil).

## 8. 股息

本公司董事(「董事」)不就截至二零二三年六月三十日止六個月宣派任何中期股息(二零二二年：無)。

## 9. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit for the period attributable to owners of the Company of US\$601,000 (2022: US\$681,000), and the number of 1,509,592,701 (2022: 1,509,592,701) ordinary shares in issue during the period.

## 9. 每股盈利

每股基本盈利乃根據本公司擁有人應佔期間溢利 601,000 美元 (二零二二年：681,000 美元) 及期內已發行普通股數目 1,509,592,701 股 (二零二二年：1,509,592,701 股) 計算。

The Group had no dilutive potential ordinary shares in issue for the period ended 30 June 2023 (2022: Nil).

截至二零二三年六月三十日止期間，本集團並無已發行具攤薄潛力之普通股(二零二二年：無)。

#### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired assets with a total cost of US\$290,000 (2022: US\$28,000).

Assets with a net book value of US\$1,000 were disposed of by the Group during the six months ended 30 June 2023 (2022: US\$1,000), at a net gain on disposal of US\$1,000 (2022: net loss of US\$1,000).

#### 11. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2023, the Group entered into various new lease agreements for properties and office equipment used in its operations. On lease commencement, the Group recognised US\$1,357,000 of right-of-use assets and lease liabilities (2022: US\$1,355,000).

#### 12. TRADE RECEIVABLES

#### 10. 物業、廠房及設備

截至二零二三年六月三十日止六個月，本集團購買價值合共290,000美元(二零二二年：28,000美元)之資產。

截至二零二三年六月三十日止六個月，本集團已出售賬面淨值為1,000美元(二零二二年：1,000美元)之資產，錄得出售之淨收益1,000美元(二零二二年：淨虧損1,000美元)。

#### 11. 使用權資產

截至二零二三年六月三十日止六個月，本集團為其業務中使用之物業及辦公設備訂立多項新的租賃協議。於租賃開始時，本集團確認使用權資產及租賃負債1,357,000美元(二零二二年：1,355,000美元)。

#### 12. 應收貿易賬款

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) US\$'000 千美元
Trade receivables	應收貿易賬款	3,813	3,870
Allowance for doubtful debts	呆賬撥備	(666)	(660)
		<b>3,147</b>	<b>3,210</b>

**12. TRADE RECEIVABLES** *(continued)*

An ageing analysis of the gross carrying amount of trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>30 June</b> <b>2023</b> 二零二三年 六月三十日 <b>(Unaudited)</b> <b>US\$'000</b> 千美元	31 December 2022 二零二二年 十二月三十一日 <b>(Audited)</b> <b>US\$'000</b> 千美元
Within 30 days	30日內	<b>2,070</b>	1,865
31 to 60 days	31至60日	<b>674</b>	796
61 to 90 days	61至90日	<b>150</b>	148
91 to 365 days	91至365日	<b>323</b>	488
Over 1 year	超過一年	<b>596</b>	573
		<b>3,813</b>	3,870

**13. TRADE PAYABLES**

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>30 June</b> <b>2023</b> 二零二三年 六月三十日 <b>(Unaudited)</b> <b>US\$'000</b> 千美元	31 December 2022 二零二二年 十二月三十一日 <b>(Audited)</b> <b>US\$'000</b> 千美元
Within 30 days	30日內	<b>993</b>	785
31 to 60 days	31至60日	<b>286</b>	17
61 to 90 days	61至90日	<b>15</b>	–
91 to 365 days	91至365日	<b>1</b>	19
Over 1 year	超過一年	<b>76</b>	64
		<b>1,371</b>	885

**12. 應收貿易賬款** *(續)*

於報告期末，應收貿易賬款之賬面總值按發票日期之賬齡分析如下：

		<b>30 June</b> <b>2023</b> 二零二三年 六月三十日 <b>(Unaudited)</b> <b>US\$'000</b> 千美元	31 December 2022 二零二二年 十二月三十一日 <b>(Audited)</b> <b>US\$'000</b> 千美元
Within 30 days	30日內	<b>2,070</b>	1,865
31 to 60 days	31至60日	<b>674</b>	796
61 to 90 days	61至90日	<b>150</b>	148
91 to 365 days	91至365日	<b>323</b>	488
Over 1 year	超過一年	<b>596</b>	573
		<b>3,813</b>	3,870

**13. 應付貿易賬款**

於報告期末，應付貿易賬款按發票日期之賬齡分析如下：

		<b>30 June</b> <b>2023</b> 二零二三年 六月三十日 <b>(Unaudited)</b> <b>US\$'000</b> 千美元	31 December 2022 二零二二年 十二月三十一日 <b>(Audited)</b> <b>US\$'000</b> 千美元
Within 30 days	30日內	<b>993</b>	785
31 to 60 days	31至60日	<b>286</b>	17
61 to 90 days	61至90日	<b>15</b>	–
91 to 365 days	91至365日	<b>1</b>	19
Over 1 year	超過一年	<b>76</b>	64
		<b>1,371</b>	885

#### 14. COMMITMENTS

The Group had no capital commitments for the acquisition of property, plant and equipment as at 30 June 2023 and 31 December 2022.

#### 15. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the condensed consolidated interim financial statements, the Group had the following significant transactions with related parties during the period:

(a) **Loan from a shareholder**

At 30 June 2023, the loan from a shareholder of the Company is unsecured, non-interest-bearing and repayable by 22 May 2024.

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

#### 14. 承擔

本集團於二零二三年六月三十日及二零二二年十二月三十一日概無對購置物業、廠房及設備之資本承擔。

#### 15. 有關聯人士交易

除簡明綜合中期財務報表其他部份所披露外，本集團於期內與有關聯人士進行以下重大交易：

(a) **來自一名股東貸款**

於二零二三年六月三十日，來自本公司一名股東貸款為無抵押、不計利息及須於二零二四年五月二十二日前償還。

(b) **本集團主要管理人員之薪酬**

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) US\$'000 千美元	2022 二零二二年 (Unaudited) (未經審核) US\$'000 千美元
Short term employee benefits	短期僱員福利	399	399
Post-employment benefits	僱員退休福利	39	39
Total compensation paid to key management personnel	支付予主要管理人員之薪酬總額	438	438



## 16. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

### Financial asset

	Carrying amount		Fair value	
	賬面值	賬面值	公平值	公平值
	30 June	31 December	30 June	31 December
	2023	2022	2023	2022
	二零二三年	二零二二年	二零二三年	二零二二年
	六月	十二月	六月	十二月
	三十日	三十一日	三十日	三十一日
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	(未經審核)	(經審核)	(未經審核)	(經審核)
	US\$'000	US\$'000	US\$'000	US\$'000
	千美元	千美元	千美元	千美元
Financial asset at fair value through profit or loss				
按公平值計入損益之金融資產	167	167	167	167

The fair value of the financial asset at fair value through profit or loss is determined with reference to recent transaction prices.

## 16. 金融工具之公平值及公平值層級

本集團金融工具之賬面值及公平值(賬面值與其公平值合理相若者除外)如下:

### 金融資產

	Carrying amount		Fair value	
	賬面值	賬面值	公平值	公平值
	30 June	31 December	30 June	31 December
	2023	2022	2023	2022
	二零二三年	二零二二年	二零二三年	二零二二年
	六月	十二月	六月	十二月
	三十日	三十一日	三十日	三十一日
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	(未經審核)	(經審核)	(未經審核)	(經審核)
	US\$'000	US\$'000	US\$'000	US\$'000
	千美元	千美元	千美元	千美元
Financial asset at fair value through profit or loss				
按公平值計入損益之金融資產	167	167	167	167

按公平值計入損益之金融資產之公平值乃經參考近期成交價後釐定。

**16. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS** (continued)

**Financial asset** (continued)

*Fair value hierarchy*

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

**16. 金融工具之公平值及公平值層級** (續)

**金融資產** (續)

*公平值層級*

下表載列本集團金融工具之公平值計量層級：

		Fair value measurement using 採用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) US\$'000 千美元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二層) US\$'000 千美元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三層) US\$'000 千美元	Total 總計 US\$'000 千美元
As at 30 June 2023 (Unaudited)	於二零二三年六月 三十日 (未經審核)				
Financial asset at fair value through profit or loss	按公平值計入損益之 金融資產	-	167	-	167
As at 31 December 2022 (Audited)	於二零二二年十二月 三十一日 (經審核)				
Financial asset at fair value through profit or loss	按公平值計入損益之 金融資產	-	167	-	167

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2022: Nil).

**Financial liabilities**

The Group did not have any financial liabilities measured at fair value as at 30 June 2023 and 31 December 2022.

期內，第一層與第二層之間並無公平值計量之轉撥，亦無轉撥往或轉撥自第三層(二零二二年：無)。

**金融負債**

於二零二三年六月三十日及二零二二年十二月三十一日，本集團並無任何按公平值計量之金融負債。

**17. APPROVAL OF THE INTERIM FINANCIAL REPORT**

These condensed consolidated interim financial statements were approved and authorised for issue by the Board of the Company on 25 August 2023.

**17. 批准中期財務報告**

本公司董事會已於二零二三年八月二十五日批准及授權刊發本簡明綜合中期財務報表。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

#### Overview

During the period under review, the Group's revenue declined by approximately 36.6% to approximately US\$19.3 million from approximately US\$30.4 million for the same period last year owing to the challenging business environment.

The revenue of the Group's trading and supply chain management services fell approximately 46.4% from approximately US\$15.2 million to approximately US\$8.2 million. In respect of the Group's online social platforms business, overall revenue dropped by approximately 26.8% from approximately US\$15.2 million to approximately US\$11.1 million in the review period.

Gross profit decreased by approximately 23.4% from approximately US\$9.5 million to approximately US\$7.3 million for the six months ended 30 June 2023. Gross margin improved from approximately 31.4% to approximately 38.0% as a result of change in sales mix.

Operating expenses for the six months ended 30 June 2023 amounted to approximately US\$7.4 million, representing a drop of approximately 20.0% from approximately US\$9.2 million for the corresponding period last year. The reduction in operating expenses was mainly attributable to the decrease in marketing expenses and depreciation of the online social platforms business, and as well as the lower employee benefit expenses since headcount reduced.

The profit for the period decreased from approximately US\$0.7 million for the six months ended 30 June 2022 to approximately US\$0.6 million for the review period.

### 業務回顧

#### 概覽

於回顧期內，由於營商環境充滿挑戰，本集團的收益由去年同期約30,400,000美元下跌約36.6%至約19,300,000美元。

本集團貿易及供應鏈管理服務的收益由約15,200,000美元下降約46.4%至約8,200,000美元。就本集團的網上社交平台業務而言，於回顧期內，整體收益由約15,200,000美元下跌約26.8%至約11,100,000美元。

截至二零二三年六月三十日止六個月，毛利由約9,500,000美元減少約23.4%至約7,300,000美元。由於銷售組合改變，毛利率由約31.4%提升至約38.0%。

截至二零二三年六月三十日止六個月的營運開支約為7,400,000美元，較去年同期約9,200,000美元下降約20.0%。營運開支減少主要由於網上社交平台業務的營銷開支及折舊減少，以及員工人數減少導致僱員福利開支下降。

期間溢利由截至二零二二年六月三十日止六個月約700,000美元減少至回顧期間約600,000美元。

## SEGMENTAL ANALYSIS

### Operating Segmentation

The Group's business comprises two operating segments, namely: (i) trading and supply chain management services; and (ii) the operation of online social platforms.

(i) *Trading and supply chain management services*

During the period under review, shipment value for trading and supply chain management services slipped by approximately 35.9% from approximately US\$84.4 million to approximately US\$54.1 million as the business was seriously impacted by the high inflation and aggressive monetary tightening policy in the United States ("US") and Europe which eroded the consumer purchasing power. The decline was also attributed to the high inventory level at most customers and reduction in sales price due to weakened demand.

#### Geographical Analysis

North America	北美洲
Europe	歐洲
Others	其他

Shipments to North America subtracted by approximately 38.2% to approximately US\$39.7 million due to the weakened demand from high inflation and inventory level. Nevertheless, North America still represented the largest market for the Group, accounting for approximately 73.4% of the Group's total shipment value (2022: approximately 76.1%).

## 分類分析

### 經營分類

本集團的業務包括兩個經營分類，即(i)貿易及供應鏈管理服務；及(ii)經營網上社交平台。

(i) *貿易及供應鏈管理服務*

於回顧期內，由於美國（「美國」）及歐洲的高通脹及激進貨幣緊縮政策削弱了消費者的購買力，該業務受到嚴重影響，貿易及供應鏈管理服務的付運量總值由約84,400,000美元下滑約35.9%至約54,100,000美元。下降亦歸因於大多數客戶的庫存水平過高，以及因需求減弱而導致銷售價格下降。

#### 地域分析

Shipment value 付運量總值	
For the six months ended 30 June 截至六月三十日止六個月	
2023 二零二三年 (Unaudited) (未經審核) US\$' million 百萬美元	2022 二零二二年 (Unaudited) (未經審核) US\$' million 百萬美元
39.7	64.2
10.5	13.5
3.9	6.7
<b>54.1</b>	<b>84.4</b>

往北美洲的付運量減少約38.2%至約39,700,000美元，乃由於高通脹及庫存水平導致需求減弱。儘管如此，北美洲仍是本集團的最大市場，佔本集團付運量總值約73.4%（二零二二年：約76.1%）。

Shipments to Europe decreased by approximately 22.2% to approximately US\$10.5 million, and accounted for approximately 19.4% of total shipment value (2022: approximately 16.0%).

往歐洲的付運量減少約22.2%至約10,500,000美元，佔付運量總值約19.4%（二零二二年：約16.0%）。

Shipments grouped under “Others”, comprising mainly shipments to the southern hemisphere, represented approximately 7.2% of the total shipment value (2022: approximately 7.9%). A decrease of approximately 41.8% to approximately US\$3.9 million in shipments was recorded, which was mainly due to decrease in orders from a South African customer.

「其他」分類項目下的付運量主要為運往南半球，佔付運量總值約7.2%（二零二二年：約7.9%）。付運量減少約41.8%至約3,900,000美元，主要由於一名南非客戶訂單量減少。

During the period under review, revenue from trading and supply chain management services was approximately US\$8.2 million (2022: approximately US\$15.2 million), representing approximately 42.4% (2022: approximately 50.1%) of the Group’s total revenue. The drop in revenue was attributable to the decrease in shipment and change in sales mix with less trading business.

於回顧期內，貿易及供應鏈管理服務的收益約8,200,000美元（二零二二年：約15,200,000美元），佔本集團總收益約42.4%（二零二二年：約50.1%）。收益下降乃由於付運量減少及因銷售組合改變，以致貿易業務減少。

(ii) *Operation of online social platforms*

During the review period, the revenue derived from the operation of online social platforms fell by approximately 26.8% from approximately US\$15.2 million to approximately US\$11.1 million.

(ii) *經營網上社交平台*

於回顧期內，經營網上社交平台產生的收益由約15,200,000美元減少約26.8%至約11,100,000美元。

**For the six months ended 30 June**

**截至六月三十日止六個月**

<b>2023</b>	<b>2022</b>
<b>二零二三年</b>	<b>二零二二年</b>
<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>(未經審核)</b>	<b>(未經審核)</b>
<b>US\$’ million</b>	<b>US\$’ million</b>
<b>百萬美元</b>	<b>百萬美元</b>

Gamified social and online entertainment	遊戲化社交及 線上娛樂	<b>9.9</b>	13.3
Sales of goods	商品銷售	<b>1.2</b>	1.7
Others	其他	<b>-</b>	0.2
		<b>11.1</b>	15.2

The revenue from gamified social and online entertainment dropped by approximately 25.5% year-on-year from approximately US\$13.3 million to approximately US\$9.9 million. Despite the anti-pandemic restrictions has been lifted in late 2022, a quick turnaround is unlikely as the demand remained weak at home and abroad, while the business in the first quarter of 2022 was not yet affected by the lockdowns in PRC cities due to the spread of Omicron.

Sales of goods fell by approximately 26.9% to approximately US\$1.2 million in the first half of 2023. Apart from the weak momentum under slow economy recovery, management was cautious in launching new blind box products and the reduction in cross border sales also adversely impacted the sales of goods during the review period.

## FINANCIAL REVIEW

### Financial Resources and Liquidity

The Group had deposits and cash and cash equivalents of approximately US\$18.9 million as at 30 June 2023 (31 December 2022: approximately US\$18.2 million). In addition, it had total banking facilities of approximately US\$5.8 million, including borrowing facilities of approximately US\$0.8 million as at 30 June 2023 (31 December 2022: approximately US\$5.6 million and approximately US\$0.5 million, respectively).

The Group's current ratio was approximately 1.7 (31 December 2022: approximately 1.8) and a gearing ratio of approximately 0.06 (31 December 2022: approximately 0.04), based on interest-bearing borrowings of approximately US\$0.7 million (31 December 2022: approximately US\$0.4 million) and total equity of approximately US\$11.6 million as at 30 June 2023 (31 December 2022: approximately US\$11.3 million). There has not been any material change in the Group's borrowings since 30 June 2023.

Trade receivables amounted to approximately US\$3.1 million as at 30 June 2023 (31 December 2022: approximately US\$3.2 million). Gross trade receivables aged over 90 days, which amounted to approximately US\$0.9 million, are being carefully monitored by management and sufficient provision has been made.

來自遊戲化社交及線上娛樂的收益由約13,300,000美元同比下跌約25.5%至約9,900,000美元。儘管防疫限制已於二零二二年底解除，惟由於國內外需求仍然疲弱，不太可能於短期內復原，而二零二二年第一季度的業務尚未受到因Omicron在國內傳播而封城的影響。

二零二三年上半年的商品銷售額下跌約26.9%至約1,200,000美元。除在經濟復甦緩慢下動力減弱外，管理層在推出新盲盒產品時持謹慎態度，而跨境銷售額減少亦對回顧期內的商品銷售額造成不利影響。

### 財務回顧

#### 財務資源及流動資金

本集團於二零二三年六月三十日擁有存款以及現金及現金等值項目約為18,900,000美元(二零二二年十二月三十一日：約18,200,000美元)。此外，其於二零二三年六月三十日的銀行融資總額約為5,800,000美元，其中包括借貸融資約800,000美元(二零二二年十二月三十一日：分別約5,600,000美元及約500,000美元)。

於二零二三年六月三十日，本集團的流動比率約為1.7(二零二二年十二月三十一日：約1.8)，而資產負債比率約為0.06(二零二二年十二月三十一日：約0.04)，乃按計息借貸約700,000美元(二零二二年十二月三十一日：約400,000美元)及權益總額約11,600,000美元(二零二二年十二月三十一日：約11,300,000美元)計算。本集團的借貸自二零二三年六月三十日起並無任何重大變動。

於二零二三年六月三十日，應收貿易賬款約為3,100,000美元(二零二二年十二月三十一日：約3,200,000美元)。賬齡逾90天的應收貿易賬款總額約900,000美元現正受管理層嚴密監察，並已計提充足撥備。

The Group adopts a prudent treasury policy in managing investment in financial products such as wealth management products. All investments must be conducted in accordance with the Group's treasury policy with the view to utilising surplus cash received from its business operations.

The Group's net asset value amounted to approximately US\$11.6 million as at 30 June 2023 (31 December 2022: approximately US\$11.3 million).

The majority of the Group's transactions during the period under review were denominated in US dollars, Renminbi and Hong Kong dollars. To minimise exposure to foreign exchange risks, sales and purchases are generally transacted in the same currency.

As at 30 June 2023, the Group had no material contingent liabilities or guarantees, or charges on any of its assets.

#### **Remuneration Policy and Staff Development Scheme**

As at 30 June 2023, the Group had 250 employees (2022: 307). Total staff costs for the period under review amounted to approximately US\$5.4 million (2022: approximately US\$6.5 million).

The Group offers competitive remuneration packages to its employees based on industry practice, and the performance of the individual employee and that of the Group. In addition, the Company has in place a share option scheme for eligible persons and discretionary bonuses are payable to staff members based on their individual performance and that of the Group as a whole.

本集團採用審慎的財務政策管理其於理財產品等金融產品的投資。所有投資必須按照本集團的財務政策進行，以求善用業務營運所得的盈餘現金。

於二零二三年六月三十日，本集團的資產淨值約為11,600,000美元（二零二二年十二月三十一日：約11,300,000美元）。

本集團於回顧期內之大部份交易以美元、人民幣及港元計值。為盡量減低所面臨的外匯風險，買賣一般是以相同貨幣交易。

於二零二三年六月三十日，本集團並無重大或然負債或擔保，或抵押其任何資產。

#### **薪酬政策及員工發展計劃**

於二零二三年六月三十日，本集團聘有250名僱員（二零二二年：307名）。於回顧期內的員工成本總額約為5,400,000美元（二零二二年：約6,500,000美元）。

本集團按行業慣例、員工個人及本集團表現為僱員制訂具競爭力的薪酬待遇。此外，本公司已為合資格人士制定一項購股權計劃，並會根據員工個人及本集團整體表現向員工發放酌情花紅。

## PROSPECTS

Numerous issues continue to challenge the global supply chain markets in 2023, rising concerns from the banking crisis in the US, persistent inflation, furthering tightening monetary policy, political instability, sluggish demand in key markets and elevated market volatility. The ongoing economic conflicts between US and PRC continues to disrupt the global supply chain and it forces many US customers to accelerate shifting their supply base out of China.

The headwinds should not impede the Group's efforts to continue to expand new business, offer more product categories and competitive prices so as to strengthen ties with its key customers and also expand alternative procurement beyond China to meet their needs.

Despite these adverse factors will continue to persist, management awares that some of our customers' inventory levels shrank after curtailed their purchase to clear the inventory in the first half and the sales from supply chain management is expected to grow in the second half as many of them increase the purchase amount based on the latest placement.

The business from operation of online social platforms has been slightly improved from the last quarter of 2022 as benefit from significant easing of Covid controls. However, the domestic economy grew at a frail pace than expected as the global economy remains weak and uncertain. For the gamified online games, the number of new users and sales of in-game currency are expected to pick up gradually with more stimulus policies are likely to be rolled out by authorities to stimulate consumptions and domestic economy growth in the latter half of the year. To capture the potential growth, the Group will continue to expand sales channel through social media such as "Douyin", and collaboration with other online platforms and brick-and-mortar store, enhance game quality and improve user experience through system upgrades. For sales of pop toys, the Group will continue to cultivate talents and pursue partnership with toy designers and Intellectual Property providers to develop innovative products such as ball jointed dolls. More resources will be put on product development and explore distribution channels. Besides, management will continue to enforce strict cost controls and work with suppliers to lower the purchase and running cost so as to improve the profitability.

## 前景

全球供應鏈市場於二零二三年在多方面繼續受到挑戰，如美國銀行業危機、持續的通脹、進一步收緊的貨幣政策、政治不穩定、主要市場需求疲弱及市場波動加劇等正日益受到關注。中美之間持續的經濟衝突繼續擾亂全球供應鏈，迫使許多美國客戶加速將其供應基地遷離中國。

逆境不會阻礙本集團繼續拓展新業務、提供更多產品類別及具競爭力的價格，藉此加強與主要客戶的聯繫，擴大中國以外的替代採購滿足彼等的需求。

儘管該等不利因素將仍然存在，惟管理層注意到我們一些客戶於上半年減少採購以清理庫存後，庫存水平已回落。而根據近期的訂單數量，反映其中許多客戶已增加其採購量，故下半年供應鏈管理的銷售額預期將有所增長。

受惠於新冠疫情管控的大幅放寬，經營網上社交平台業務較二零二二年最後一個季度略有改善。然而，由於全球經濟依然疲弱及不穩，國內經濟增長速度遜於預期。遊戲化網絡遊戲方面，隨著下半年官方或將推出更多刺激政策以促進消費及國內經濟增長，預計新用戶數目和遊戲代幣銷售將逐步回升。為把握潛在增長的機遇，本集團將繼續透過「抖音」等社交媒體拓展銷售渠道，並與其他網上平台及實體店合作，通過系統升級以提升遊戲質素及改善用戶體驗。銷售潮流玩具方面，本集團將繼續培養人才，尋求與玩具設計師及知識產權供應商合作，開發球體關節人形娃娃等創新產品；將更多的資源投放於產品開發及開拓分銷渠道。此外，管理層將會繼續執行嚴格的成本控制，與供應商合作降低採購及運營成本，以提高盈利能力。



Looking ahead, despite the business environment is still full of challenges and uncertainties in the near future, the Group will continue to closely monitor the economic development globally and adjust its strategies and measures from time to time.

#### **SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS**

Save as disclosed in this report, during the six months ended 30 June 2023, the Group did not have any significant investments, material acquisitions or disposals.

#### **EVENTS AFTER THE REPORTING PERIOD**

No material event occurred after the end of the reporting period and up to the date of this report.

展望未來，儘管近期營商環境仍充滿挑戰及不確定性，惟本集團將繼續密切關注全球經濟發展，不時調整其策略及措施。

#### **重大投資、主要收購或出售事項**

除本報告所披露者外，於截至二零二三年六月三十日止六個月，本集團並無任何重大投資、主要收購或出售事項。

#### **報告期後事項**

於報告期末後及截至本報告日期，概無發生任何重要事項。

# General Information

## 一般資料

### CONTRACTUAL ARRANGEMENTS

Loovee Holdings Inc. (“Loovee”), through Loovee Science and Technology Development Co. Ltd.\* (深圳市樂唯科技開發有限公司) (the “OPCO”) and its subsidiaries (the “OPCO Group”), is principally engaged in the development and operation of online social platforms. The OPCO is a limited liability company established under the laws of the PRC and is owned as to 80% by Mr. LI Feng\* (李鋒) and 20% by Mr. LIAO Guoxin\* (廖國新), equity owners of the OPCO nominated by the Company (the “VIE Equity Owners”).

On 24 April 2017, Loovee Science and Technology (Shenzhen) Co. Ltd.\* (樂唯科技(深圳)有限公司), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of Loovee (the “WFOE”), the OPCO and the VIE Equity Owners entered into certain structured contracts namely, the Exclusive Technology Consulting and Services Agreement, the Business Operation Agreement, the Exclusive Call Option Agreement, the Equity Interest Pledge Agreements, the Powers of Attorney, the Commitment Letters and the Spousal Consent Letters (collectively, the “VIE Contracts”) to enable the financial results, the entire economic benefits and the risks of the business of the OPCO Group to flow into the WFOE and to enable the WFOE to gain control over the OPCO Group (the “Contractual Arrangements”).

### Financial contribution of the OPCO Group to the Group

The aggregate revenue of the OPCO Group that were attributable to the Group through VIE Contracts amounted to approximately US\$10,914,000 for the six months ended 30 June 2023 (2022: approximately US\$14,539,000). As at 30 June 2023, the net assets attributable to the OPCO Group were approximately US\$8,923,000 (2022: approximately US\$10,474,000).

### Reasons for the Contractual Arrangements

According to the then applicable Guidance Catalogue of Industries for Foreign Investment (2015 Edition) (《外商投資產業指導目錄(2015年版)》) when the Contractual Arrangement was entered into, value-added telecommunications service business is restricted for foreign investors and foreign ownership in such business (except e-commerce) cannot exceed 50%, and in particular, internet cultural business (except for music) is prohibited for foreign investors. According to the prevailing Special Administrative Measures for Access of Foreign Investment (Negative List) (2021 Edition) (the “Negative List”), the aforementioned restrictions and prohibitions remain unchanged.

\* For identification purpose only

### 合約安排

Loovee Holdings Inc. (「樂唯」) 透過深圳市樂唯科技開發有限公司 (「OPCO」) 及其附屬公司 (「OPCO集團」) 主要從事開發及經營網上社交平台。OPCO為根據中國法律成立之有限公司，由本公司提名之OPCO股權擁有人李鋒先生及廖國新先生 (「VIE股權擁有人」) 分別擁有80%及20%權益。

於二零一七年四月二十四日，樂唯科技(深圳)有限公司(一間根據中國法律成立之公司，為樂唯之間接全資附屬公司) (「WFOE」)、OPCO與VIE股權擁有人訂立若干結構性合約，即獨家技術諮詢服務協議、業務經營協議、獨家購買權協議、股權質押協議、授權委託書、承諾函及配偶承諾函(統稱「VIE合約」)，致使OPCO集團業務之財務業績、全部經濟利益及風險流入WFOE，並讓WFOE取得對OPCO集團之控制權(「合約安排」)。

### OPCO集團對本集團之財務貢獻

截至二零二三年六月三十日止六個月，本集團透過VIE合約應佔OPCO集團之總收益約為10,914,000美元(二零二二年：約14,539,000美元)。於二零二三年六月三十日，OPCO集團應佔資產淨值約為8,923,000美元(二零二二年：約10,474,000美元)。

### 訂立合約安排之原因

根據訂立合約安排當時所適用的《外商投資產業指導目錄(2015年版)》，外國投資者從事增值電信服務業務受到限制，外商於有關業務(電子商務除外)之擁有權不得超過50%，尤其是，外國投資者被禁止從事互聯網文化經營(音樂除外)。根據現行生效的《外商投資准入特別管理措施(負面清單)(2021年版)》(「負面清單」)，前述限制及禁止措施並未發生變化。

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS *(continued)*

### Reasons for the Contractual Arrangements *(continued)*

The OPCO Group is principally engaged in the development and operation of online social platforms which is considered to be engaged in the provision of value-added telecommunications services and the internet cultural business, a restricted and prohibited business respectively for foreign investors pursuant to the Negative List. As the Group does not possess the required qualifications, Loovee cannot directly or indirectly hold the equity interest in the OPCO as a foreign investor.

In order to comply with the applicable PRC laws and regulations including the Negative List, the WFOE, the OPCO and the VIE Equity Owners entered into the VIE Contracts to enable the financial results, the entire economic benefits and the risks of the business of the OPCO Group to flow into the WFOE and to enable the WFOE to gain control over the OPCO Group.

### Summary of the major terms of the VIE Contracts

The following sets out the principal terms of the VIE Contracts, which were in place since 1 June 2017:

1. The Exclusive Technology Consulting and Services Agreement was entered into between the WFOE and the OPCO for an initial term of 10 years from the date of execution (which may be extended at the sole discretion of the WFOE), pursuant to which the WFOE has the exclusive rights to provide the OPCO with consulting services at a service fee that equal to 100% of the net profit of the OPCO after deducting taxes, costs and expenses incurred during the course of business.
2. The Business Operation Agreement was entered into between the WFOE, the OPCO and VIE Equity Owners for an initial term of 10 years from the date of execution (which may be extended at the sole discretion of the WFOE) pursuant to which the VIE Equity Owners agreed that, without the prior written consent from the WFOE, the OPCO would not enter into any transaction or perform any act that could materially affect its assets, businesses, personnel, undertakings, rights or operations. The VIE Equity Owners also agreed (i) to vote for or appoint nominees designated by the WFOE to serve as the directors, chairman, general managers, financial controllers and other senior managers of the OPCO; (ii) to accept and implement proposals set forth by the WFOE regarding employment, day-to-day business operations and financial management; and (iii) to unconditionally transfer any dividend or other interest declared by the OPCO to the WFOE.

## 合約安排 *(續)*

### 訂立合約安排之原因 *(續)*

OPCO集團主要從事開發及經營網上社交平台，故被視為從事提供增值電信服務及網絡文化業務，而有關業務根據負面清單分別屬外國投資者受限制及禁止從事之業務。由於本集團並不具備所需資格，因此樂唯作為外國投資者不可直接或間接持有OPCO之股權。

為遵守中國適用法律及法規（包括負面清單），WFOE、OPCO與VIE股權擁有人已訂立VIE合約，致使OPCO集團業務之財務業績、全部經濟利益及風險流入WFOE，並讓WFOE取得對OPCO集團之控制權。

### VIE合約之主要條款概要

以下載列自二零一七年六月一日起生效之VIE合約之主要條款：

1. WFOE與OPCO訂立之獨家技術諮詢服務協議，由簽立日期起計初步為期10年，並可由WFOE全權酌情延長，據此，WFOE擁有獨家權向OPCO提供諮詢服務，服務費用相等於OPCO扣除業務過程中所產生稅項、成本及開支後之全部純利。
2. WFOE、OPCO與VIE股權擁有人已訂立業務經營協議，由簽立日期起計初步為期10年，並可由WFOE全權酌情延長，據此，VIE股權擁有人同意，在未經WFOE事先書面同意下，OPCO不會進行任何交易或作出任何行動，從而對其資產、業務、人員、承諾、權利或營運造成實質影響。VIE股權擁有人亦同意(i)投票支持或委任由WFOE指定之代名人出任OPCO之董事、主席、總經理、財務主管及其他高級經理；(ii)接納及實行WFOE在委聘、日常業務經營及財務管理方面訂明之建議；及(iii)向WFOE無條件轉讓OPCO宣派之任何股息或其他權益。

## CONTRACTUAL ARRANGEMENTS (continued)

### Summary of the major terms of the VIE Contracts (continued)

3. The Exclusive Call Option Agreement was entered into by the WFOE, the OPCO and the VIE Equity Owners which shall remain effective until all the equity interests in the OPCO held by the VIE Equity Owners are transferred or assigned to the WFOE or its designated party. Pursuant to the Exclusive Call Option Agreement, the VIE Equity Owners unconditionally and irrevocably grant the WFOE an irrevocable and exclusive option to purchase or designate one or more persons to purchase, to the extent permitted under the relevant PRC laws and regulations, all or part of their equity interests in the OPCO at the total purchase price of RMB10,000 for 100% of the equity interests, or 1% of the evaluation price or the minimum price permitted by the then applicable PRC laws (if evaluation is required).

The OPCO also grants the WFOE an irrevocable and exclusive option to purchase or designate another party to purchase, to the extent permitted under the relevant PRC laws and regulations, any or all of the assets owned by the OPCO (including its equity interest in Leyi Science and Technology Co. Ltd.\* (深圳市樂宜科技有限公司)) at the lower of (i) the book value; and (ii) the minimum price permitted by the then applicable PRC laws.

4. The Equity Interest Pledge Agreement was entered into by the WFOE (as pledgee) and the VIE Equity Owners (as pledgers) which was effective on the date when the pledge of the equity interests in the OPCO was registered on the register of members of the OPCO and shall remain binding until the VIE Equity Owners discharge all their obligations under the Contractual Arrangements or termination of the VIE Contracts (other than the Equity Interest Pledge Agreement).

Pursuant to the Equity Interest Pledge Agreement, the VIE Equity Owners agreed to pledge all of their equity interests in the OPCO (including any equity interest subsequently acquired or subscribed) to the WFOE to guarantee the performance by the OPCO and the VIE Equity Owners of their respective obligations under the Contractual Arrangements.

5. The Powers of Attorney were entered into by the VIE Equity Owners for an initial term of 10 years from the date of execution (which may be extended at the discretion of WFOE). Pursuant to the Powers of Attorney, each of the VIE Equity Owners irrevocably appointed the WFOE as their attorney-in-fact to act for all matters pertaining to the OPCO and to exercise all of their rights as shareholders of the OPCO.

\* For identification purpose only

## 合約安排 (續)

### VIE合約之主要條款概要 (續)

3. WFOE、OPCO與VIE股權擁有人已訂立獨家購買權協議，有關協議將一直生效，直至VIE股權擁有人持有之全部OPCO股權轉讓或分配予WFOE或其指定人士為止。根據獨家購買權協議，VIE股權擁有人無條件及不可撤回地向WFOE授出不可撤回獨家認購權，以在中國相關法律及法規許可下購買或指定一名或以上人士購買OPCO全部或部分股權，全部股權之總購買價須為人民幣10,000元，或(尚須評估)評估價之1%或屆時適用中國法律許可之最低價格。

OPCO亦向WFOE授出不可撤回獨家認購權，以在中國相關法律及法規許可下購買或指定其他人士購買OPCO擁有之任何或全部資產(包括其於深圳市樂宜科技有限公司之股權)，購買價為以下兩者之較低者：(i)賬面值；及(ii)屆時適用中國法律許可之最低價格。

4. WFOE(作為質權人)與VIE股權擁有人(作為出質人)訂立之股權質押協議，有關協議於OPCO股權質押記載於OPCO股東名冊當日生效，並於VIE股權擁有人解除其於合約安排項下所有責任或終止VIE合約(除股權質押協議外)前一直具約束力。

根據股權質押協議，VIE股權擁有人同意向WFOE質押其於OPCO之全部股權(包括其後收購或認購之任何股權)，以擔保OPCO及VIE股權擁有人履行彼等各自於合約安排項下之責任。

5. VIE股權擁有人訂立之授權委託書，由簽立日期起計初步為期10年，並可由WFOE酌情延長。根據授權委託書，各VIE股權擁有人不可撤回地委任WFOE為彼等之實際授權代表，就與OPCO有關之所有事宜行事，並以OPCO股東身分行使彼等所有權利。

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS *(continued)*

### Summary of the major terms of the VIE Contracts *(continued)*

6. The Commitment Letters were entered into by the VIE Equity Owners pursuant to which the VIE Equity Owners irrevocably undertook that:
- (i) for whatever reason the equity interests in the OPCO are transferred or inherited to other person(s) (including but not limited to bankruptcy, divorce or death of the VIE Equity Owners), such transferee(s) or successor(s) shall be legally bound by the VIE Contracts (as appropriate) and such transfer or inheritance or other relevant arrangement shall not contravene the VIE Contracts unless with the prior written consent from the WFOE;
  - (ii) all the equity interests held in the OPCO shall not form part of their matrimonial property and all decisions made by them in the OPCO shall not be affected by their spouses;
  - (iii) they shall not, whether directly or indirectly through any other person or entity, participate in, carry out, acquire or hold any interest in any business which is or may be in competition with the OPCO or its related companies, and shall not do anything which gives rise to any conflict of interest between them and the WFOE;
  - (iv) they shall transfer any assets of the OPCO obtained as a result of the liquidation of the OPCO to the WFOE at nil consideration or the lowest price permitted by the applicable laws; and
  - (v) they shall unconditionally return any proceeds received as a result of the exercise of the option under the Exclusive Call Option Agreement to the WFOE or its designated party.

## 合約安排 *(續)*

### VIE合約之主要條款概要 *(續)*

6. VIE股權擁有人訂立之承諾函，據此，VIE股權擁有人不可撤回地承諾：
- (i) 除非獲得WFOE事先書面同意，無論任何原因（包括但不限於VIE股權擁有人破產、離婚或身故），倘OPCO股權轉讓予或由其他人士承繼，有關承讓人或承繼人將受到VIE合約（如適用）約束，而有關轉讓或承繼或其他相關安排不會抵觸VIE合約；
  - (ii) 彼等持有之所有OPCO股權不會構成夫妻共有財產之任何部分，且彼等於OPCO作出之所有決定均不會受配偶影響；
  - (iii) 彼等不會直接或間接透過任何其他人士或實體參與、從事或收購任何會或可能與OPCO或其關連公司競爭之業務或於其中持有任何權益，且不會作出任何會導致彼等與WFOE之間出現利益衝突之事宜；
  - (iv) 彼等會以零代價或按適用法例許可之最低價格向WFOE轉讓因OPCO清盤而獲得之任何OPCO資產；及
  - (v) 彼等會向WFOE或其指定人士無條件歸還因行使獨家購買權協議項下認購權而收取之任何所得款項。

## CONTRACTUAL ARRANGEMENTS (continued)

### Summary of the major terms of the VIE Contracts (continued)

7. The Spousal Consent Letters were entered into by the spouses of the VIE Equity Owners (the spouse of each of the VIE Equity Owners executed a Spousal Consent Letter separately). The spouse of each of the VIE Equity Owners irrevocably agreed that:
- (i) all the equity interests held by the VIE Equity Owners in the OPCO and all the benefits generated from these equity interests do not form part of their matrimonial property;
  - (ii) all the benefits generated from the equity interests in the OPCO belong to the VIE Equity Owners and can be dealt with in any way by the VIE Equity Owners without the consent of their spouses;
  - (iii) the VIE Equity Owners may execute any supplemental document to the relevant VIE Contracts without the signature, confirmation, consent and approval from their spouses; and
  - (iv) they shall be bound by the relevant VIE Contracts in the event that they obtain any equity interest in the OPCO held by the VIE Equity Owners for any reason.

### Risks associated with the Contractual Arrangements and actions taken by the Company to mitigate the risks

The following are risks associated with the Contractual Arrangements. Further details of the risks were set out in the circular of the Company dated 28 April 2017.

- The PRC government may determine that the VIE Contracts do not comply with applicable regulations
- The VIE Contracts may not be as effective as direct ownership in providing control over the OPCO
- The VIE Equity Owners may potentially have conflicts of interest with the Group

## 合約安排 (續)

### VIE合約之主要條款概要 (續)

7. VIE股權擁有人之配偶訂立之配偶承諾函(各VIE股權擁有人之配偶已個別簽立配偶承諾函)。各VIE股權擁有人之配偶不可撤回地同意：
- (i) VIE股權擁有人持有之所有OPCO股權及該等股權產生之所有利益不會構成彼等夫妻共有財產之任何部分；
  - (ii) OPCO股權產生之所有利益屬於VIE股權擁有人，並可由VIE股權擁有人以任何形式處置而毋須獲得其配偶同意；
  - (iii) VIE股權擁有人可簽立相關VIE合約之任何補充文件而毋須獲得其配偶簽署、確認、同意及批准；及
  - (iv) 倘彼等就任何原因取得VIE股權擁有人持有之任何OPCO股權，彼等會受到相關VIE合約約束。

### 有關合約安排之風險以及本公司為減低風險採取之行動

以下為有關合約安排之風險。有關風險之進一步詳情載於本公司日期為二零一七年四月二十八日之通函。

- 中國政府可能裁定VIE合約不符合適用法規
- VIE合約在提供對OPCO控制權方面之效用可能不及直接擁有權
- VIE股權擁有人可能與本集團存在利益衝突

## CONTRACTUAL ARRANGEMENTS *(continued)*

### Risks associated with the Contractual Arrangements and actions taken by the Company to mitigate the risks *(continued)*

- Certain provisions in the VIE Contracts may not be enforceable under the PRC laws
- The Contractual Arrangement under the VIE Contracts may be subject to the scrutiny of the PRC tax authorities and additional tax may be imposed
- The Group does not have any insurance which covers the risks relating to the VIE Contracts and the transactions contemplated thereunder
- WFOE's ability to acquire the equity interests in the OPCO may be subject to various limitations and substantial costs
- Economic risks the WFOE bears as the primary beneficiary of the OPCO, financial support to the OPCO and potential exposure of Loovee to losses
- Uncertainty to the Group when the foreign ownership restriction in value-added telecommunications services is relaxed

In order to mitigate the risks of the Contractual Arrangements, the Company had adopted a series of internal control measures including, among others, appointing an executive director or senior management to the board of the OPCO (the “**Responsible Director**”) to enforce all management controls of the OPCO.

As at the date of this interim report, Mr. LI Feng\* (李鋒) had been appointed as the Responsible Director and he had conducted regular site visits to the OPCO and conducted interviews with the relevant senior management of the OPCO every six months and submitted the interview notes to the designated Director of the Board.

\* For identification purpose only

## 合約安排 *(續)*

### 有關合約安排之風險以及本公司為減低風險採取之行動 *(續)*

- 根據中國法律，VIE合約若干條文未必可強制執行
- VIE合約項下合約安排可能須受中國稅務機關審查及可能須繳納額外稅項
- 本集團並無就與VIE合約及其項下擬進行交易有關之風險投保
- WFOE收購OPCO股權之能力可能面對多項限制及產生龐大成本
- WFOE作為OPCO之主要受益對象所承擔之經濟風險、對OPCO之財務支持及樂唯可能蒙受之損失
- 當增值電信服務之外資所有權限制放寬時，本集團或須面對不確定因素

為減低合約安排之風險，本公司已採納一系列內部監控措施，包括(其中包括)委任一名執行董事或高級管理層加入OPCO董事會(「**負責董事**」)，以執行OPCO所有管理監控事宜。

於本中期報告日期，李鋒先生已獲委任為負責董事，彼定期巡視OPCO及每隔六個月與OPCO相關高級管理層會面，並向董事會指定董事呈交會面筆記。

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS *(continued)*

### Risks associated with the Contractual Arrangements and actions taken by the Company to mitigate the risks *(continued)*

The Responsible Director will also consult the Company's PRC legal adviser (the "PRC Legal Adviser") from time to time to check if there are any legal developments in the PRC affecting the arrangement contemplated under the VIE Contracts, and immediately report to the designated Director of the Board thereafter so as to allow the Board to determine if any modification or amendment is required to be made.

### Requirements related to Contractual Arrangements (other than relevant foreign ownership restrictions)

1. As advised by the PRC Legal Adviser, the VIE Contracts do not violate mandatory provisions of laws and regulations of validity nature, including those applicable to the business of the WFOE and the OPCO, and the articles of association of the WFOE and the OPCO. The VIE Contracts are legally binding on each relevant party to the VIE Contracts and shall not be deemed as "concealing illegal intentions with a lawful form" and void under the PRC contract law. The Xin Chu Lian [2009] No. 13 ("GAAP's Notice 13") issued by, among others, the General Administration of Press and Publication (now known as the National Press and Publication Administration) prohibits foreign investors from using any agreements or contractual agreements to gain control of or operate an online game business in the PRC. Taking into account that details of the implementation and the scope for execution of the GAAP's Notice 13 have not yet been issued by the relevant authorities and based on confirmations by the relevant authorities in the interviews with the same, the PRC Legal Adviser is of the view that the VIE Contracts would not constitute a violation of the GAAP's Notice 13. The WFOE had not encountered any interference or encumbrance from any governing bodies in operating its business through the OPCO under the VIE Contracts.

### 合約安排 *(續)*

#### 有關合約安排之風險以及本公司為減低風險採取之行動 *(續)*

負責董事亦將不時諮詢本公司之中國法律顧問(「中國法律顧問」)，以核實有否存在任何中國法律進展足以影響VIE合約項下擬進行安排，並向董事會指定董事即時匯報以便董事會決定是否需要作出任何更改或修訂。

#### 有關合約安排之規定(有關外資所有權限制除外)

1. 中國法律顧問表示，VIE合約並無違反法律及法規的效力性之強制性規定(包括WFOE及OPCO業務所適用者)以及WFOE及OPCO之組織章程細則。VIE合約對VIE合約之各有關訂約方均具有法律約束力，且不應視為「以合法形式掩蓋非法目的」及於中國合同法下無效。由新聞出版總署(現稱國家新聞出版署)及其他機關發出的新出聯[2009]13號(「新聞出版總署13號通知」)禁止外國投資者透過任何協議或合同協議於中國控制或經營網絡遊戲業務。由於有關當局尚未頒佈執行新聞出版總署13號通知之細節及範圍，加上考慮到有關當局在面談過程中就此作出之確認，中國法律顧問認為VIE合約不會構成違反新聞出版總署13號通知。WFOE根據VIE合約透過OPCO經營業務時並無面對任何監管機構之干預或阻撓。



## CONTRACTUAL ARRANGEMENTS *(continued)*

### Requirements related to Contractual Arrangements (other than relevant foreign ownership restrictions) *(continued)*

2. The VIE Contracts are governed by and will be construed in accordance with the PRC laws and contain a provision for resolving disputes by arbitration at South China International Economic and Trade Arbitration Commission\* (華南國際經濟貿易仲裁委員會) in accordance with its arbitration rules. The VIE Contracts provide that the arbitration tribunal may award remedies over the equity interests or assets of the OPCO, injunctive relief (e.g. for the conduct of business or to compel the transfer of assets) or order the winding up of the OPCO. The VIE Contracts also include a clause in relation to dispute resolution among the parties where, when awaiting the formation of the arbitration tribunal or otherwise under appropriate conditions, the parties thereto may seek temporary injunctive relief or other temporary remedies from the courts in Hong Kong, Bermuda, the PRC and the locations where the principal assets of the Company or the OPCO are located. However, the PRC Legal Adviser is of the view that pursuant to the PRC laws, the arbitration tribunal may have no power to grant the aforementioned remedies or injunctive relief or to order the winding up of the OPCO. In addition, even though the VIE Contracts provide that overseas courts (e.g. courts in Hong Kong and Bermuda) shall have the power to grant certain relief or remedies, such relief or remedies may not be recognised or enforced under the PRC laws.

## 合約安排 *(續)*

### 有關合約安排之規定 (有關外資所有權限制除外) *(續)*

2. VIE合約受中國法律規管及將按其詮釋，並載有根據仲裁規則於華南國際經濟貿易仲裁委員會以仲裁形式解決爭議之條文。VIE合約規定，仲裁庭可就OPCO之股權或資產頒佈補救措施、禁令濟助(例如就經營業務或強制轉讓資產)或頒令OPCO清盤。VIE合約亦載有條文解決訂約方之間爭議，據此，當等候仲裁庭成立或在適當情況下，相關訂約方可向香港、百慕達、中國及本公司或OPCO主要資產所在地之法院尋求臨時禁令濟助或其他臨時補救措施。然而，中國法律顧問認為，根據中國法律，仲裁庭可能無權授出上述補救措施或禁令濟助或頒令OPCO清盤。此外，即使VIE合約規定海外法院(例如香港及百慕達法院)有權授出若干濟助或補救措施，該等濟助或補救措施未必可根據中國法律予以承認或強制執行。

\* For identification purpose only

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS (continued)

### The Subject Persons Undertaking

Each of Mr. ZHOU Xijian, Mr. ZHANG Qi and Mr. ZHOU Congwei (collectively, the “Subject Persons”) has undertaken to the Company that (the “Subject Persons Undertaking”), after completion:

- (i) he shall maintain his PRC nationality so as to be qualified as a “PRC investor”; and
- (ii) he shall only dispose of any of his interest in the shares, if:
  - (a) after such disposal, the Company shall still be considered as “controlled” by “PRC investors”;
  - (b) all the other Subject Persons have given their written consent to such disposal; and
  - (c) where the disposal would result in the Subject Persons together holding not more than 50% voting rights in the Company, the transferee in such a disposal must:
    - (1) be a “PRC investor”; and
    - (2) provide the same undertaking to the Company as the Subject Persons did.

Prior to such disposal, the Subject Persons must demonstrate to the satisfaction of the Company and the Stock Exchange that the Company shall remain “controlled” by “PRC investors” after such disposal.

The aforesaid undertakings were made to the Company solely for the purpose of complying with the relevant foreign investment laws and related laws applicable to the Group from time to time in connection with domestic investment and shall remain effective until compliance with the relevant foreign investment laws and related laws is not required and shall only be terminated subject to the approval of the Company and that the Subject Persons can demonstrate to the satisfaction of the Company and the Stock Exchange that the Group is no longer required to comply with the relevant foreign investment laws and related laws in relation to domestic investment.

## 合約安排 (續)

### 有關人士承諾

周希檢先生、張琦先生及周聰偉先生（統稱「有關人士」）各自已向本公司承諾（「有關人士承諾」），於完成後：

- (i) 彼將維持其中國國籍，以符合「中國投資者」資格；及
- (ii) 彼只在以下情況方會出售其於股份之任何權益：
  - (a) 於出售有關股份後本公司仍被視為受「中國投資者」控制；
  - (b) 所有其他有關人士均已書面同意進行有關出售；及
  - (c) 倘出售將導致有關人士合共持有本公司之投票權不超過50%，有關出售事項之承讓人必須：
    - (1) 為「中國投資者」；及
    - (2) 向本公司作出與有關人士相同之承諾。

於進行有關出售事項前，有關人士必須向本公司及聯交所證明並令其信納本公司將於有關出售事項後仍受「中國投資者」控制。

上述承諾純粹就遵守相關外商投資法律及不時適用於本集團有關國內投資之相關法律而向本公司作出，並將維持有效直至毋須遵守相關外商投資法律及相關法律為止，並只能在本公司批准及有關人士能向本公司及聯交所證明並令其信納本集團再毋須就國內投資遵守相關外商投資法律及相關法律之前提下方可終止。

## CONTRACTUAL ARRANGEMENTS *(continued)*

### The Subject Persons Undertaking *(continued)*

Each of the Subject Persons confirmed to the Company that they had complied with the undertaking for the period from the completion of acquisition, up to and until 30 June 2023.

### The Company's Undertaking

The Company has undertaken to the Stock Exchange (the "Company's Undertaking") that:

1. the Company shall at all times enforce the letters of undertakings provided by the Subject Persons; and
2. save for any issue of new shares pursuant to the exercise of any share options, the Company shall not issue any new shares to any person(s) who is/are not the Subject Persons, whether pursuant to the specific mandate and/or the general mandate from the shareholders, unless the following conditions are satisfied: (i) the aggregate shareholdings of all the Subject Persons would represent not less than 50% (or such other percentage shareholding in the Company as required by the applicable PRC laws and regulations from time to time as confirmed in writing by the PRC Legal Adviser to ensure "control" of the Company so that the VIE Contracts continue to be in full force and effect) of the enlarged issued share capital of the Company, assuming all share options have been fully exercised, upon completion of such issue of shares; and (ii) the Stock Exchange has confirmed in writing that it has no objection to the proposed issue of shares. If so requested by the Stock Exchange, the Company shall provide to the Stock Exchange with a legal opinion issued by a PRC legal adviser for its assessment of the implications (if any) of the proposed issue of shares under the prevailing applicable PRC laws and regulations.

## 合約安排 *(續)*

### 有關人士承諾 *(續)*

各有關人士已向本公司確認，彼等自完成收購起直至二零二三年六月三十日止期間一直遵守有關承諾。

### 本公司之承諾

本公司向聯交所承諾(「本公司之承諾」)：

1. 本公司一直令有關人士所提供承諾函生效；及
2. 除因行使任何購股權而發行之任何新股份外，本公司不得向並非有關人士之任何人士發行任何新股份(不論根據股東之特別授權及/或一般授權)，惟達成以下條件則除外：(i) 假設於完成相關股份發行後，所有購股權已獲全面行使，全體有關人士之股權總數不少於本公司經擴大已發行股本之50%(或適用中國法律及法規不時規定於本公司股權之其他百分比，並經中國法律顧問書面確認，確保本公司之「控制權」以使VIE合約持續全面生效及有效)；及(ii) 聯交所已書面確認，其並不反對建議發行股份。倘聯交所要求，本公司將根據中國現行適用法律及法規向聯交所提供中國法律顧問就其對建議發行股份之涵義(如有)評估而發出之法律意見。

## CONTRACTUAL ARRANGEMENTS *(continued)*

### The Company's Undertaking *(continued)*

The Company's Undertaking shall continue in full force and effect unless and until the Company is no longer required to comply with the relevant PRC laws and regulations governing the VIE Contracts and the Stock Exchange has given its written consent for the termination of the Company's Undertaking.

The Company confirmed that it has complied with the Company's Undertaking for the period from the completion of acquisition, up to and until 30 June 2023.

## MATERIAL CHANGES

Save as disclosed above, there had not been any material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the six months ended 30 June 2023.

## UNWINDING OF THE CONTRACTUAL ARRANGEMENTS

Pursuant to the relevant provisions of the VIE Contracts, the WFOE has the right to unwind the VIE Contracts as soon as the relevant PRC laws allow the WFOE to register itself as the shareholder of the OPCO. The VIE Equity Owners have also undertaken that in the event the relevant PRC laws allow the WFOE to operate the business of the OPCO without the VIE Contracts in the future, they shall unwind the VIE Contracts and return any consideration received if the WFOE or its designated party acquires the equity interests in the OPCO from them.

Up to 30 June 2023, there has not been any unwinding of any Contractual Arrangements, nor has there been any failure to unwind any Contractual Arrangements when the restrictions that led to the adoption of the Contractual Arrangements are removed.

## 合約安排 *(續)*

### 本公司之承諾 *(續)*

除非及直至本公司再毋須遵守規管VIE合約之相關中國法律及法規，以及聯交所已發出書面同意終止本公司之承諾，否則本公司之承諾將持續全面生效及有效。

本公司確認，其自完成收購起直至二零二三年六月三十日止期間一直遵守本公司之承諾。

## 重大變動

除上文所披露者外，於截至二零二三年六月三十日止六個月，合約安排及／或採用該等安排之情況概無出現任何重大變動。

## 解除合約安排

根據VIE合約之相關條文，只要中國相關法律容許WFOE自行登記為OPCO之股東，則WFOE有權解除VIE合約。VIE股權擁有人亦承諾，倘中國相關法律日後容許WFOE毋須透過VIE合約經營OPCO旗下業務，VIE股權擁有人將解除VIE合約並退還任何已收代價，前提為WFOE或其指定人士須向彼等收購OPCO之股權。

截至二零二三年六月三十日，概無解除任何合約安排，亦無任何導致採納合約安排之限制經移除後無法解除任何合約安排之情況。

## SHARE OPTION SCHEME

A share option scheme (“**2021 Share Option Scheme**”) was adopted by the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company on 1 June 2021. The 2021 Share Option Scheme will remain in force for a period of 10 years up to 2031. Under the 2021 Share Option Scheme, the Board or a committee thereof may grant share options to eligible persons to subscribe for shares in the Company at a price per share of at least the higher of (i) the closing price of a share as stated in the daily quotation sheets issued by the Stock Exchange on the date of the offer of the relevant share option; and (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer, provided that the exercise price shall in no event be less than the nominal amount of one share. Written acceptance is required on acceptance of the grant of share options. The maximum number of shares which may be issued upon the exercise of all outstanding share options granted under the 2021 Share Option Scheme and any other scheme to be adopted by the Company from time to time must not in aggregate exceed 30% of the share capital of the Company in issue from time to time. The Company has no legal or constructive obligation to repurchase or settle the share options in cash.

As provided under the transitional arrangements under the amended Chapter 17 of the Listing Rules, the Company could continue to make grants to participants eligible under the amended Chapter 17 under the existing Share Option Scheme until refreshment or expiry of the existing scheme mandate, upon which the Company will be required to amend the terms of the scheme to comply with the amended Chapter 17 and seek shareholders’ approval for a new scheme mandate.

No share options under 2021 Share Option Scheme were granted, outstanding, lapsed, cancelled or exercised at any time during the six months ended 30 June 2023.

## 購股權計劃

本公司之購股權計劃(「二零二一年購股權計劃」)乃根據於二零二一年六月一日在本公司股東週年大會上通過之一項普通決議案而採納。二零二一年購股權計劃為期十年，將一直有效至二零三一年止。根據二零二一年購股權計劃，董事會或董事委員會可將購股權授予合資格人士以認購本公司股份，每股認購價最少為(i)聯交所發佈之每日報價表所列股份於有關購股權批授日期當日之收市價；及(ii)聯交所發佈之每日報價表所列股份於緊接批授日期前五個營業日之平均收市價(以較高者為準)，惟行使價無論如何不得低於一股股份之面值。合資格人士於接納購股權時須提供書面接納。根據二零二一年購股權計劃及本公司不時將予採納之任何其他計劃已授出但尚未行使之所有購股權獲行使時可發行之股份總數上限，合共不得超逾本公司不時已發行股本之30%。本公司並無法定或推定責任以現金購回或償付購股權。

誠如經修訂的上市規則第17章項下的過渡安排所規定，本公司可繼續根據現有購股權計劃向符合經修訂的第17章項下的合資格參與者授出購股權，直至現有計劃授權獲更新或屆滿為止，屆時本公司將須修訂計劃的條款，以符合經修訂的第17章並尋求股東批准新計劃授權。

截至二零二三年六月三十日止六個月並無根據二零二一年購股權計劃授出任何購股權或於任何時間有購股權尚未行使、已失效、註銷或已行使。

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2023, the interests and short positions of the Directors and Chief Executive of the Company 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 (the "SFO") (Cap. 571, Laws of Hong Kong)) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### Interests and short positions in the shares of the Company and its associated corporations

### 董事於本公司及其相聯法團之股份、相關股份及債券中之權益

於二零二三年六月三十日，本公司之董事及行政總裁於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或根據上市規則附錄10所載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之權益及淡倉如下：

#### 於本公司及其相聯法團之股份中之權益及淡倉

Name of Directors	Capacity	Number of ordinary shares held	Approximate percentage in the issued share capital as at 30 June 2023 (Note 1) 於二零二三年六月三十日 佔已發行股本 概約百分比 (附註1)
董事姓名	身份	持有普通股 股份數目	

#### Long positions in the shares of the Company

##### 於本公司股份之好倉

WONG Hing Lin, Dennis 黃慶年	Beneficial owner 實益擁有人	3,750,000	0.25%
WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	390,000	0.03%

Note:

(1) Calculated on the basis of 1,509,592,701 shares in issue as at 30 June 2023.

附註：

(1) 按於二零二三年六月三十日之已發行股份1,509,592,701股計算。

**DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS** *(continued)*

**Interests and short positions in the shares of the Company and its associated corporations** *(continued)*

Save as disclosed in the foregoing, as at 30 June 2023, none of the Directors or Chief Executive of the Company or their respective close associates had any 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 SFO) as recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed above, at no time during the period under review was the Company, or any of its subsidiaries a party to any arrangements to enable the Directors (including their spouses and 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.

**董事於本公司及其相聯法團之股份、相關股份及債券中之權益** *(續)*

**於本公司及其相聯法團之股份中之權益及淡倉** *(續)*

除上文所披露者外，於二零二三年六月三十日，本公司之董事或行政總裁或彼等各自之緊密聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

**董事購買股份或債券之權利**

除上文所披露者外，於回顧期內任何時間，本公司或其任何附屬公司概無參與訂立任何安排以使董事（包括彼等之配偶及未滿18歲之子女）可藉購入本公司或任何其他法團之股份或債券而獲取利益。

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2023, the following shareholders (other than the Directors and Chief Executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### Long positions in the shares of the Company

## 主要股東之權益及淡倉

於二零二三年六月三十日，下列股東（本公司董事及行政總裁除外）於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

### 於本公司股份之好倉

Name of substantial shareholders	Capacity	Number of ordinary shares held	Approximate percentage in the issued share capital of the Company (Note 3) 佔本公司已發行股本概約百分比 (附註3)
主要股東姓名／名稱	身份	持有普通股份數目	
Sino Remittance Holding Limited ("Sino Remittance") 華匯控股有限公司(「華匯」)	Beneficial owner (Note 1) 實益擁有人(附註1)	512,250,000	33.93%
Oceanic Force Limited ("Oceanic Force")	Beneficial owner (Note 1) 實益擁有人(附註1)	92,042,892	6.10%
Daohe Global Investment Holding Limited ("Daohe Global Investment") 道和環球投資控股有限公司 (「道和環球投資」)	Interest of controlled corporations (Note 1) 受控制法團之權益(附註1)	664,121,427	43.99%
ZHOU Xijian 周希儉	Interest of controlled corporations (Note 1) 受控制法團之權益(附註1)	664,121,427	43.99%
Leqian Investment Limited	Beneficial owner (Note 2) 實益擁有人(附註2)	178,875,000	11.85%
ZHOU Congwei 周聰偉	Interest of controlled corporation (Note 2) 受控制法團之權益(附註2)	178,875,000	11.85%



## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS (continued)

Notes:

- (1) Of these shares, (i) Sino Remittance owned 512,250,000 shares, (ii) Fame City Developments Limited (“**Fame City**”) owned 59,690,535 shares, (iii) Oceanic Force owned 92,042,892 shares and (iv) Winning Port International Limited (“**Winning Port**”) owned 138,000 shares. Each of Sino Remittance, Fame City, Oceanic Force and Winning Port are wholly-owned subsidiaries of Daohe Global Investment. As such, Daohe Global Investment was deemed to be interested in the shares of the Company in which Sino Remittance, Fame City, Oceanic Force and Winning Port were interested by virtue of the provisions of Part XV of the SFO.

Daohe Global Investment is in turn held by Mr. ZHOU Xijian (a former director of the Company who has resigned as Director with effect from 2 June 2023) and Mr. ZHANG Qi as to 80% and 20% respectively. As such, Mr. ZHOU Xijian was deemed to be interested in the shares of the Company in which Sino Remittance, Fame City, Oceanic Force and Winning Port were interested by virtue of the provisions of Part XV of the SFO.

- (2) Mr. ZHOU Congwei was deemed to be interested in the shares of the Company held by Leqian Investment Limited, a company wholly-owned by Mr. ZHOU Congwei by virtue of the provisions of Part XV of the SFO.
- (3) Calculated on the basis of 1,509,592,701 shares in issue as at 30 June 2023.

Save as disclosed above, as at 30 June 2023, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

### INTERIM DIVIDEND

The Board has resolved not to declare the payment of any interim dividend for the six months ended 30 June 2023 (2022: Nil).

### PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

## 主要股東之權益及淡倉 (續)

附註：

- (1) 於此等股份中，(i) 華匯擁有 512,250,000 股，(ii) Fame City Developments Limited (「**Fame City**」) 擁有 59,690,535 股，(iii) Oceanic Force 擁有 92,042,892 股，及 (iv) Winning Port International Limited (「**Winning Port**」) 擁有 138,000 股。華匯、Fame City、Oceanic Force 及 Winning Port 均為道和環球投資之全資附屬公司。因此，根據證券及期貨條例第 XV 部之條文，道和環球投資被視為擁有華匯、Fame City、Oceanic Force 及 Winning Port 所持有之本公司股份權益。

道和環球投資則由周希儉先生(本公司之前任董事，彼已於二零二三年六月二日起辭任董事)及張琦先生分別持有 80% 及 20% 權益。因此，根據證券及期貨條例第 XV 部之條文，周希儉先生被視為擁有華匯、Fame City、Oceanic Force 及 Winning Port 所持有之本公司股份權益。

- (2) 根據證券及期貨條例第 XV 部之條文，周聰偉先生被視為擁有彼全資擁有之公司 Leqian Investment Limited 所持有本公司股份權益。
- (3) 按於二零二三年六月三十日之已發行股份 1,509,592,701 股計算。

除上文所披露者外，於二零二三年六月三十日，本公司並無獲悉任何於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第 336 條存置之登記冊之權益或淡倉。

### 中期股息

董事會議決不就截至二零二三年六月三十日止六個月宣派任何中期股息(二零二二年：無)。

### 購買、出售或贖回股份

截至二零二三年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## AUDIT COMMITTEE

The audit committee of the Company has reviewed the accounting policies adopted by the Group including review of the unaudited condensed consolidated interim financial information of the Group for the six months ended 30 June 2023. Such condensed consolidated interim financial information has not been audited nor reviewed by the Company's independent auditor.

## CORPORATE GOVERNANCE

Pursuant to code provision C.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules ("**CG Code**"), the roles of the chairman and chief executive officer should be separated, since the resignation of Mr. ZHOU Xijian as Chairman of the Board ("**Chairman**") with effect from 2 June 2023 and up to the date of this report, no Chairman has been appointed, the Company will endeavour to identify and appoint suitable Chairman and will make announcement as and when appropriate. Save as disclosed, the Company has complied with all the applicable code provisions of the CG Code throughout the six months ended 30 June 2023.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its model code for securities transactions by the Directors. The Company, having made specific enquiries, obtained confirmations from all the Directors that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2023.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "**Employees Written Guidelines**") for securities transactions by relevant employees who are likely to possess unpublished inside information in relation to the Company or its securities. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company throughout the six months ended 30 June 2023.

By Order of the Board

**WONG Hing Lin, Dennis**

*Executive Director and Chief Executive Officer*

Hong Kong, 25 August 2023

## 審核委員會

本公司審核委員會已審閱本集團所採納的會計政策，包括審閱本集團截至二零二三年六月三十日止六個月之未經審核簡明綜合中期財務資料。有關簡明綜合中期財務資料未經本公司獨立核數師審核或審閱。

## 企業管治

根據上市規則附錄14所載企業管治守則（「**企業管治守則**」）守則條文第C.2.1條，主席與行政總裁之角色應予區分，自周希儉先生於二零二三年六月二日辭任董事會主席（「**主席**」）起及直至本報告日期，概無主席已獲委任，本公司將致力物色並委任合適的主席，並將適時作出公告。除所披露者外，截至二零二三年六月三十日止六個月期間，本公司已遵守企業管治守則內所有適用守則條文。

## 進行證券交易之標準守則

本公司已採納上市規則附錄10所載標準守則，作為董事進行證券交易之標準守則。本公司經作出特定查詢後，獲全體董事確認，於截至二零二三年六月三十日止六個月內，彼等已遵守標準守則所載之規定準則。

就可能擁有與本公司或其證券相關之未經公佈內幕消息之有關僱員進行證券交易，本公司亦已制定不遜於標準守則所載條款之書面指引（「**僱員書面指引**」）。於截至二零二三年六月三十日止六個月期間，本公司沒有發現有關僱員違反僱員書面指引。

承董事會命

**黃慶年**

*執行董事兼行政總裁*

香港，二零二三年八月二十五日

# Corporate Information

## 公司資料

### NON-EXECUTIVE DIRECTOR

ZHOU Xijian (*Chairman*)  
(*resigned with effect from 2 June 2023*)

### EXECUTIVE DIRECTORS

WONG Hing Lin, Dennis  
(*Chief Executive Officer and President*)  
LONG Liping

### INDEPENDENT NON-EXECUTIVE DIRECTORS

WANG Arthur Minshiang  
LAU Shu Yan  
ZHANG Huijun

### EXECUTIVE COMMITTEE

WONG Hing Lin, Dennis (*Chairman of the Committee*)  
LONG Liping

### AUDIT COMMITTEE

LAU Shu Yan (*Chairman of the Committee*)  
WANG Arthur Minshiang  
ZHANG Huijun

### REMUNERATION COMMITTEE

WANG Arthur Minshiang (*Chairman of the Committee*)  
ZHANG Huijun  
LAU Shu Yan (*appointed on 2 June 2023*)  
ZHOU Xijian (*resigned with effect from 2 June 2023*)

### NOMINATION COMMITTEE

LAU Shu Yan (*Chairman of the Committee*)  
(*appointed on 2 June 2023*)  
WANG Arthur Minshiang  
ZHANG Huijun  
ZHOU Xijian (*Chairman of the Committee*)  
(*resigned with effect from 2 June 2023*)

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

WONG Hing Lin, Dennis (*Chairman of the Committee*)  
LAU Shu Yan  
CHEUNG Tsun Ching  
LU Yuhua

### 非執行董事

周希儉 (主席)  
(自二零二三年六月二日起辭任)

### 執行董事

黃慶年  
(行政總裁及總裁)  
龍利平

### 獨立非執行董事

王敏祥  
劉樹人  
張會軍

### 執行委員會

黃慶年 (委員會主席)  
龍利平

### 審核委員會

劉樹人 (委員會主席)  
王敏祥  
張會軍

### 薪酬委員會

王敏祥 (委員會主席)  
張會軍  
劉樹人 (於二零二三年六月二日獲委任)  
周希儉 (自二零二三年六月二日起辭任)

### 提名委員會

劉樹人 (委員會主席)  
(於二零二三年六月二日獲委任)  
王敏祥  
張會軍  
周希儉 (委員會主席)  
(自二零二三年六月二日起辭任)

### 環境、社會及管治委員會

黃慶年 (委員會主席)  
劉樹人  
張俊青  
盧煜華

**COMPANY SECRETARY**

CHENG Sau Man

**公司秘書**

鄭秀文

**REGISTERED OFFICE**

Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**註冊辦事處**

Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

6/F., YHC Tower,  
1 Sheung Yuet Road, Kowloon Bay,  
Hong Kong

**總辦事處及主要營業地點**

香港  
九龍灣常悅道1號  
恩浩國際中心6樓

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**股份過戶登記總處**

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

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

**股份過戶登記處香港分處**

卓佳標準有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

**AUDITOR**

RSM Hong Kong  
Registered Public Interest Entity Auditor  
29/F., Lee Garden Two, 28 Yun Ping Road,  
Causeway Bay, Hong Kong

**核數師**

羅申美會計師事務所  
註冊公眾利益實體核數師  
香港銅鑼灣  
恩平道28號利園二期29樓

**PRINCIPAL BANKERS**

Standard Chartered Bank (Hong Kong) Limited  
Citibank, N.A.  
China Merchants Bank Co., Ltd.

**主要往來銀行**

渣打銀行(香港)有限公司  
花旗銀行  
招商銀行股份有限公司

# Shareholder Information

## 股東資料

Listing : Listed on the Main Board of  
The Stock Exchange of Hong Kong Limited  
since 10 May 2002

Stock Code : 915

Board Lot : 1,000

Par Value : One and one third US cents

Trading Currency: HK\$

### SHAREHOLDER SERVICES

For enquiries about share transfer and registration, please contact the Company's Hong Kong branch share registrar:

Tricor Standard Limited  
17/F, Far East Finance Centre,  
16 Harcourt Road,  
Hong Kong  
Telephone : (852) 2980 1768  
Facsimile : (852) 2528 3158

Holders of the Company's shares should notify the Hong Kong branch share registrar promptly of any change of addresses.

### INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Daohe Global Group Limited  
6/F., YHC Tower,  
1 Sheung Yuet Road,  
Kowloon Bay,  
Hong Kong  
Telephone : (852) 2993 5328  
Email : ir@daoheglobal.com.hk  
Website : www.daoheglobal.com.hk

上市 : 由二零零二年五月十日起  
於香港聯合交易所有限公司  
主板上市

股份代號: 915

買賣單位: 1,000

面值 : 一又三分之一美仙

交易貨幣: 港元

### 股東服務

任何有關股份過戶及登記之查詢，請聯絡本公司之股份過戶登記處香港分處：

卓佳標準有限公司  
香港  
夏慤道16號  
遠東金融中心17樓  
電話 : (852) 2980 1768  
傳真 : (852) 2528 3158

本公司股份持有人若更改地址，請盡快通知股份過戶登記處香港分處。

### 投資者關係

任何有關投資者關係之查詢，請聯絡：

道和環球集團有限公司  
香港  
九龍灣  
常悅道1號  
恩浩國際中心6樓  
電話 : (852) 2993 5328  
電郵 : ir@daoheglobal.com.hk  
網站 : www.daoheglobal.com.hk

**DAOHE GLOBAL GROUP LIMITED**

道和環球集團有限公司

6/F, YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Hong Kong

香港九龍灣常悅道1號恩浩國際中心6樓

Tel 電話：(852) 2993 5328

Website 網站：www.daoheglobal.com.hk