



(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code: 540

# 2023

Interim Report 中期報告

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# 財務摘要

## FINANCIAL HIGHLIGHTS

業績	Results	截至六月三十日止六個月		變動 Change (%)	
		二零二三年 2023 百萬元 HK\$ million (未經審核) (Unaudited)	二零二二年 2022 百萬元 HK\$ million (未經審核) (Unaudited)		
收益	Revenue	(HK\$'million) (百萬港元)	<b>179.7</b>	205.1	-12.4%
毛利	Gross profit	(HK\$'million) (百萬港元)	<b>20.1</b>	9.7	107.2%
毛利率	Gross profit margin		<b>11.2%</b>	4.7%	
本公司權益持有人 應佔期內虧損	Loss for the period attributable to equity holders of the Company	(HK\$'million) (百萬港元)	<b>(4.0)</b>	(20.9)	-80.9%
本公司權益持有人 應佔淨虧損率	Net loss margin attributable to equity holders of the Company		<b>-2.2%</b>	-10.2%	
期內本公司權益持有人 應佔每股基本及攤薄虧損	Basic and diluted losses per share attributable to equity holders of the Company for the period	(HK\$ per share) (每股港元)	<b>(0.0066)</b>	(0.0348)	

財務狀況	Financial Position	於二零二三年	於二零二二年	變動 Change (%)
		六月三十日 As at 30 June 2023 百萬元 HK\$ million (未經審核) (Unaudited)	十二月三十一日 As at 31 December 2022 百萬元 HK\$ million (經審核) (Audited)	
流動資產淨值	Net current assets	<b>46.1</b>	44.9	2.7%
資產總值	Total assets	<b>283.7</b>	319.9	-11.3%
借貸	Borrowings	<b>82.7</b>	108.3	-23.6%
負債總額	Total liabilities	<b>212.9</b>	244.4	-12.9%
本公司權益持有人 應佔權益	Equity attributable to equity holders of the Company	<b>70.9</b>	75.4	-6.0%

財務數據	Financial Statistics	於二零二三年	於二零二二年
		六月三十日 As at 30 June 2023	十二月三十一日 As at 31 December 2022
流動比率 <sup>1</sup>	Current ratio <sup>1</sup>	<b>1.2</b>	1.2
資產負債比率 <sup>2</sup>	Gearing ratio <sup>2</sup>	<b>不適用</b>	不適用
存貨周轉日數(日) <sup>3</sup>	Inventory turnover days (days) <sup>3</sup>	<b>67</b>	33
應收賬款及應收票據 周轉日數(日) <sup>4</sup>	Trade and bills receivable turnover days (days) <sup>4</sup>	<b>63</b>	58
應付賬款周轉日數(日) <sup>5</sup>	Trade payable turnover days (days) <sup>5</sup>	<b>65</b>	54

1. 流動比率相等於流動資產除以流動負債
2. 資產負債比率相等於借貸總額及租賃負債減現金及現金等價物除以權益總額乘100%
3. 存貨周轉日數相等於期/年內平均存貨結餘除以銷售成本乘該期/年天數
4. 應收賬款及應收票據周轉日數相等於期/年內平均應收賬款除以收益乘該期/年天數
5. 應付賬款周轉日數相等於期/年內平均應付賬款除以銷售成本乘該期/年天數

1. Current ratio = current assets/current liabilities
2. Gearing ratio = total borrowings and lease liabilities net of cash and cash equivalents/total equity x 100%
3. Inventory turnover days = average inventory balance/cost of sales for the period/year x number of days for the period/year
4. Trade and bills receivable turnover days = average trade receivable/revenue for the period/year x number of days for the period/year
5. Trade payable turnover days = average trade payable/cost of sales for the period/year x number of days for the period/year

# 公司資料

## CORPORATE INFORMATION

### 董事會

#### 執行董事

黃志深（「黃先生」）（主席）  
黃麗花

#### 獨立非執行董事

黃定幹  
彭婉珊  
張灼祥  
陳振彬（於二零二三年一月三十一日辭任）  
陳增武（於二零二三年八月三十一日獲委任）

### 公司秘書

余嘉庚 (HKICPA)

### 審核委員會

黃定幹（主席）  
彭婉珊  
張灼祥  
陳增武（於二零二三年八月三十一日獲委任）

### 提名委員會

張灼祥（主席）  
黃定幹  
彭婉珊  
陳增武（於二零二三年八月三十一日獲委任）

### 薪酬委員會

彭婉珊（主席）  
黃定幹  
張灼祥  
陳增武（於二零二三年八月三十一日獲委任）

### 衝突處理委員會

陳振彬（於二零二三年一月三十一日辭任）  
黃定幹（主席）  
（於二零二三年一月三十一日獲委任）  
彭婉珊  
張灼祥  
葉蔭權  
陳增武（於二零二三年八月三十一日獲委任）

### BOARD OF DIRECTORS

#### Executive Directors

Huang Chih Shen ("Mr. Huang") (Chairman)  
Huang Li Hun, Serlina

#### Independent Non-Executive Directors

Wong Ting Kon  
Pang Yuen Shan, Christina  
Chang Cheuk Cheung, Terence  
Chan Chung Bun, Bunny (Resigned on 31 January 2023)  
Chan Tsang Mo (Appointed on 31 August 2023)

### COMPANY SECRETARY

Yu Ka Gung (HKICPA)

### AUDIT COMMITTEE

Wong Ting Kon (Chairman)  
Pang Yuen Shan, Christina  
Chang Cheuk Cheung, Terence  
Chan Tsang Mo (Appointed on 31 August 2023)

### NOMINATION COMMITTEE

Chang Cheuk Cheung, Terence (Chairman)  
Wong Ting Kon  
Pang Yuen Shan, Christina  
Chan Tsang Mo (Appointed on 31 August 2023)

### REMUNERATION COMMITTEE

Pang Yuen Shan, Christina (Chairlady)  
Wong Ting Kon  
Chang Cheuk Cheung, Terence  
Chan Tsang Mo (Appointed on 31 August 2023)

### CONFLICTS COMMITTEE

Chan Chung Bun, Bunny (Resigned on 31 January 2023)  
Wong Ting Kon (Chairman)  
（Appointed on 31 January 2023）  
Pang Yuen Shan, Christina  
Chang Cheuk Cheung, Terence  
Yip Yam Kuen  
Chan Tsang Mo (Appointed on 31 August 2023)

# 公司資料

## CORPORATE INFORMATION

### 授權代表

黃先生  
黃麗花

### 核數師

羅兵咸永道會計師事務所  
執業會計師及註冊公眾利益實體核數師

### 本公司法律顧問

德恒律師事務所(香港)有限法律責任合夥

### 註冊辦事處

P.O. Box 31119 Grand Pavilion  
Hibiscus Way, 802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

### 香港主要營業地點

香港  
九龍新蒲崗  
太子道東698號  
寶光商業中心5樓501室

### 中華人民共和國(「中國」)總辦事處、 總部及主要營業地點

中國東莞市  
虎門鎮懷德村  
懷林路27號  
2棟5樓

### AUTHORISED REPRESENTATIVES

Mr. Huang  
Huang Li Hun, Serlina

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountant and Registered PIE Auditor*

### LEGAL ADVISOR TO THE COMPANY

DeHeng Law Offices (Hong Kong) LLP

### REGISTERED OFFICE

P.O. Box 31119 Grand Pavilion  
Hibiscus Way, 802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 501, 5/F, Stelux House,  
698 Prince Edward Road East  
San Po Kong, Kowloon  
Hong Kong

### HEAD OFFICE, HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

5/F, Block Two  
No. 27 Huailin Road  
Huaide Village, Humen Town  
Dongguan City, the PRC

# 公司資料

## CORPORATE INFORMATION

### 主要往來銀行

恒生銀行有限公司  
香港  
德輔道中83號

中國銀行(香港)有限公司  
香港  
花園道1號  
中銀大廈

中信銀行(國際)有限公司  
香港  
德輔道中61-65號  
華人銀行大廈

滙豐  
工商金融  
香港  
皇后大道中1號  
滙豐總行大廈9樓

### 股份過戶登記總處

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square, Grand Cayman  
KY1-1102  
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

### 上市地點

香港聯合交易所有限公司(「聯交所」)

### 股份代號

540

### 公司網址

[www.speedy-global.com](http://www.speedy-global.com)

### PRINCIPAL BANKERS

Hang Seng Bank Limited  
83 Des Voeux Road Central  
Hong Kong

Bank of China (Hong Kong) Limited  
Bank of China Tower  
1 Garden Road  
Hong Kong

China CITIC Bank International Limited  
The Chinese Bank Building  
61-65 Des Voeux Road Central  
Hong Kong

HSBC  
Commercial Banking  
Level 9, HSBC Main Building  
1 Queen's Road Central  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square, Grand Cayman  
KY1-1102  
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

### PLACE OF LISTING

The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

### STOCK CODE

540

### COMPANY'S WEBSITE

[www.speedy-global.com](http://www.speedy-global.com)

# 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

## 財務回顧

## FINANCIAL REVIEW

		截至六月三十日止六個月 Six months ended 30 June	
		二零二三年 2023	二零二二年 2022
		百萬港元 HK\$ million	百萬港元 HK\$ million
		(未經審核) (Unaudited)	(未經審核) (Unaudited)
收益	Revenue	<b>179.7</b>	205.1
毛利	Gross profit	<b>20.1</b>	9.7
本公司權益持有人 應佔期內虧損	Loss for the period attributable to equity holders of the Company	<b>(4.0)</b>	(20.9)

截至二零二三年六月三十日止六個月，本集團的整體收益約為179,700,000港元，較去年同期減少約12.4%。本集團的收益減少主要是由於來自部分現有客戶的銷售訂單減少。

The Group's overall revenue for the six months ended 30 June 2023 was approximately HK\$179.7 million, representing a decrease of approximately 12.4% over the last corresponding period. The decrease in the Group's revenue was mainly due to reduction of sales orders from part of the existing customers.

截至二零二三年六月三十日止六個月，本集團的整體毛利率上升至11.2%（二零二二年一月至六月：4.7%），主要由於(i)我們虧損附屬公司縮小經營規模，該虧損附屬公司於截至二零二二年六月三十日止六個月錄得毛損約4,100,000港元；及(ii)截至二零二三年六月三十日止六個月，由於本集團內實行有效的成本控制措施，本集團的銷售成本減少。

The Group's overall gross profit margin increased to 11.2% for the six months ended 30 June 2023 (January to June 2022: 4.7%) mainly because of (i) the downsizing of the scale of operation of our loss-making subsidiary, which recorded a gross loss of approximately HK\$4.1 million for the six months ended 30 June 2022; and (ii) the decrease in cost of sales of the Group as a result of the effective cost control measures implemented within the Group during the six months ended 30 June 2023.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 銷售及營銷開支

銷售及營銷開支主要指截至二零二三年六月三十日止六個月產生的僱員工資及交通費用。與去年同期比較，銷售及營銷開支減少約76.3%至約500,000港元，主要原因為僱員工資及交通費用減少。

### 行政開支

行政開支主要指管理、財務及行政人員的僱員福利開支、應酬開支、辦公室物業租賃開支、折舊及出差開支。截至二零二三年六月三十日止六個月的行政開支減少主要是由於(i)我們虧損附屬公司的經營規模縮小及(ii)本集團實施有效成本控制措施導致截至二零二三年六月三十日止六個月的僱員福利開支較二零二二年同期減少約4,000,000港元。

### 其他收益／（虧損）－淨額

其他收益／（虧損）－淨額主要指外匯收益／（虧損）。

截至二零二三年六月三十日止六個月，本集團向中國供應商的大多數採購均以人民幣結算。由於人民幣的疲弱表現，本集團確認其他收益－淨額約1,000,000港元（二零二二年其他虧損－淨額：1,200,000港元）。

### 財務收入及融資成本

財務收入增加約308.8%至約1,400,000港元，主要由於(i)本集團於銀行存置更多閒置現金及(ii)截至二零二三年六月三十日止六個月的存款利率上調。

融資成本增加約30.3%至約3,400,000港元，主要由於截至二零二三年六月三十日止六個月利率上調。

### SELLING AND MARKETING EXPENSES

Selling and marketing expenses mainly represented employees' wages and transportation charges incurred during the six months ended 30 June 2023. Selling and marketing expenses decreased by approximately 76.3% to approximately HK\$0.5 million comparing to the last corresponding period mainly because of the reduction in employees' wages and transportation charges.

### ADMINISTRATIVE EXPENSES

Administrative expenses mainly represented employee benefit expenses for our management, finance and administrative personnel, entertainment expenses, rental expenses for our office premises, depreciation and travelling expenses. The decrease in the administrative expenses during the six months ended 30 June 2023 was mainly due to (i) the downsizing of the operation of our loss-making subsidiary and (ii) the effective cost control measures implemented by the Group which resulted in a decrease of employee benefit expenses by approximately HK\$4.0 million for the six months ended 30 June 2023 compared to the corresponding period in 2022.

### OTHER GAINS/(LOSSES) – NET

Other gains/(losses) – net mainly represented the foreign exchange gains/(losses).

During the six months ended 30 June 2023, majority of the Group's purchase from suppliers in the PRC were settled in RMB. The Group recognised other gains – net of approximately HK\$1.0 million as a result of the weak performance of RMB (2022 other losses – net: HK\$1.2 million).

### FINANCE INCOME AND COSTS

Finance income increased by approximately 308.8% to approximately HK\$1.4 million primarily due to (i) the Group placed more idle cash in bank and (ii) the increase in the deposit interest rates during the six months ended 30 June 2023.

Finance costs increased by approximately 30.3% to approximately HK\$3.4 million primarily due to the increase in interest rates during the six months ended 30 June 2023.



# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 所得稅(開支)／抵免

所得稅開支主要指根據香港及中國相關法律及法規按適用稅率計算的已付或應付即期所得稅。截至二零二三年六月三十日止六個月，所得稅開支為約1,800,000港元(二零二二年：稅項抵免96,000港元)。

### 虧損淨額

由於上述原因，截至二零二三年六月三十日止六個月，本集團錄得虧損淨額約4,000,000港元(二零二二年一月至六月：虧損淨額約20,900,000港元)，較去年同期減少約80.9%。

### 存貨

存貨結餘由二零二二年十二月三十一日約48,100,000港元增至二零二三年六月三十日約67,900,000港元，主要由於為了在二零二三年下半年交貨而採購的原材料數量增加，因而導致截至二零二三年六月三十日止六個月的存貨周轉日數增加至67日(二零二二年十二月三十一日：33日)。

### 應收賬款及應收票據

應收賬款及應收票據結餘由二零二二年十二月三十一日約67,200,000港元減至二零二三年六月三十日約57,300,000港元，與截至二零二三年六月三十日止六個月的收益減少相符。

我們一般向服裝供應鏈服務業務客戶提供30至90日的信貸期，彼等一般須透過銀行轉賬或支票向我們清償貿易結餘。

截至二零二三年六月三十日止六個月，應收賬款周轉日數保持相對穩定，為63日(二零二二年十二月三十一日：58日)。

### INCOME TAX (EXPENSES)/CREDIT

Income tax expense mainly represented amounts of current income tax paid or payable at the applicable tax rates in accordance with the relevant laws and regulations in Hong Kong and the PRC. During the six months ended 30 June 2023, income tax expenses was approximately HK\$1.8 million (2022: tax credit HK\$96,000).

### NET LOSS

As a result of the foregoing, the Group recorded a net loss of approximately HK\$4.0 million for the six months ended 30 June 2023 (January to June 2022: net loss of approximately HK\$20.9 million), representing a decrease of approximately 80.9% over the last corresponding period.

### INVENTORIES

Inventories balance increased from approximately HK\$48.1 million as at 31 December 2022 to approximately HK\$67.9 million as at 30 June 2023 mainly due to the increasing number of raw materials purchased in contemplation for shipment in the second half of 2023, resulting in an increase in the inventory turnover days to 67 days for the six months ended 30 June 2023 (31 December 2022: 33 days).

### TRADE AND BILLS RECEIVABLE

Trade and bills receivable balance decreased from approximately HK\$67.2 million as at 31 December 2022 to approximately HK\$57.3 million as at 30 June 2023 which is in line with the decrease in revenue for the six months ended 30 June 2023.

We generally grant customers of our Apparel Supply Chain Servicing Business a credit period of 30 to 90 days and they are generally required to settle their trade balances with us by bank transfer or by cheque.

Trade receivable turnover days remained relatively stable at 63 days for the six months ended 30 June 2023 (31 December 2022: 58 days).

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 應付賬款

應付賬款結餘由二零二二年十二月三十一日約66,500,000港元減少至二零二三年六月三十日約47,300,000港元，主要由於已於截至二零二三年六月三十日止六個月期間清償部分款項。

我們在清償貸款上一般享有最多90日的信貸期。截至二零二三年六月三十日止六個月，應付賬款的周轉日數減少至65天，主要由於延遲向供應商結賬（二零二二年十二月三十一日：54天）。

### 銀行借貸

本集團於二零二三年六月三十日有銀行借貸約140,800,000港元（二零二二年十二月三十一日：151,600,000港元）。所有銀行借貸均由香港銀行提供，按浮動利率計息。於二零二三年六月三十日，約135,200,000港元須於一年內償還，約600,000港元須於一至兩年內償還，約1,900,000港元須於兩至五年內償還，約3,200,000港元須於五年後償還，且所有款項均須遵守按要求償還條款。所有銀行借貸的賬面值以港元計值。於二零二三年六月三十日，本集團並無使用任何財務工具作對沖用途，亦無任何以現有借貸及／或其他對沖工具對沖的外幣淨額投資。

### 流動資金及財務資源

截至二零二三年六月三十日止六個月，本集團維持健全的流動資金狀況，以內部資源及銀行借貸提供營運資金。於二零二三年六月三十日，現金及現金等價物約為113,100,000港元，其中分別約75,400,000港元以港元計值，約22,900,000港元以人民幣（「人民幣」）計值，約14,500,000港元以美元（「美元」）計值，另約200,000港元以其他貨幣計值。於二零二三年六月三十日，本集團的流動比率約為1.2（二零二二年十二月三十一日：1.2）。儘管現金及現金等價物主要因(i)購買計劃於二零二三年下半年訂單準備的原材料，及(ii)於截至二零二三年六月三十日止六個月償還銀行借貸而下降約47,700,000港元，本集團擁有充足及隨時可用的財務資源用作一般營運資金需要及可見將來的資本開支。

### TRADE PAYABLE

Trade payable balance decreased from approximately HK\$66.5 million as at 31 December 2022 to approximately HK\$47.3 million as at 30 June 2023 primarily because of the partial settlements during the six months ended 30 June 2023.

We generally enjoy a credit term of up to 90 days to settle payment. The trade payable turnover days decreased to 65 days for the six months ended 30 June 2023 which was primarily attributable to the delay of settlement to the suppliers (31 December 2022: 54 days).

### BANK BORROWINGS

The Group had bank borrowings in the sum of approximately HK\$140.8 million as at 30 June 2023 (31 December 2022: HK\$151.6 million). All bank borrowings were made from banks in Hong Kong at floating interest rates. As at 30 June 2023, approximately HK\$135.2 million was repayable within one year, approximately HK\$0.6 million was repayable between one to two years, approximately HK\$1.9 million was repayable between two to five years, approximately HK\$3.2 million was repayable over five years, and all subject to repayable on demand clauses. All the carrying amounts of bank borrowings were denominated in HK\$. No financial instruments were used for hedging purposes, nor were there any foreign currency net investments hedged by current borrowings and/or other hedging instruments as at 30 June 2023.

### LIQUIDITY AND FINANCIAL RESOURCES

During the six months ended 30 June 2023, the Group maintained a healthy liquidity position, with working capital financed by both internal resources and bank borrowings. As at 30 June 2023, cash and cash equivalents amounted to approximately HK\$113.1 million, of which approximately HK\$75.4 million was denominated in HK\$, approximately HK\$22.9 million in Renminbi ("RMB"), approximately HK\$14.5 million in United States dollar ("USD") and approximately HK\$0.2 million in other currencies respectively. As at 30 June 2023, the current ratio of the Group was approximately 1.2 (31 December 2022: 1.2). Despite the decrease of cash and cash equivalents of approximately HK\$47.7 million mainly attributable to (i) the purchase of raw materials in contemplation for shipment in the second half of 2023, and (ii) repayment of bank borrowings during the six months ended 30 June 2023, the Group has sufficient and readily available financial resources for general working capital requirement and foreseeable capital expenditure.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 財政政策

本集團在執行財政政策上採取審慎的財務管理策略，因而於整段回顧期間內維持健全的流動資金狀況。本集團不斷評估其客戶的信貸狀況及財務狀況，務求降低信貸風險。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團擁有充足財務資源以及及時應付資金需要及承擔。

### 外匯風險

外匯風險源自海外業務的日後商業交易、已確認資產及負債以及淨額投資。

當日後商業交易或已確認資產或負債以實體功能貨幣以外的貨幣計值時，外匯風險即產生。對於以人民幣或美元作為功能貨幣的集團公司而言，其外匯風險主要來自以外幣計值的金額換算。本集團密切關注匯率變動以控制外匯風險。

本集團在中國有投資，其資產淨值面臨外幣換算風險。本集團在中國投資的資產淨值所產生外幣風險，可以通過在中國境外派付的股息管理。

截至二零二三年六月三十日止六個月，本集團並無利用任何財務工具對沖外幣風險。

### 資本結構

截至二零二三年六月三十日止六個月，本公司的資本結構並無任何重大變動。本公司的資本包括普通股及其他儲備。

### 資本承擔

於二零二三年六月三十日，本集團並無任何重大資本承擔（二零二二年十二月三十一日：無）。

### TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the sufficient financial resources are available in order to meet its funding requirements and commitment timely.

### FOREIGN EXCHANGE EXPOSURE

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. For group companies with RMB or US dollars as their functional currency, foreign exchange risk arises primarily from translation of amounts denominated in foreign currencies. The Group manages its foreign exchange risk by closely monitoring the movement of the foreign currency rates.

The Group has investments in the PRC, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's investments in the PRC can be managed through dividends paid outside the PRC.

During the six months ended 30 June 2023, the Group did not commit to any financial instruments to hedge its exposure to foreign currency risk.

### CAPITAL STRUCTURE

There has been no material change in the capital structure of the Company during the six months ended 30 June 2023. The capital of the Company comprises ordinary shares and other reserves.

### CAPITAL COMMITMENTS

As at 30 June 2023, the Group did not have any significant capital commitments (31 December 2022: Nil).

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 僱員資料

於二零二三年六月三十日，本集團共有1,240名僱員，包括執行董事。總員工成本（包括董事酬金）約為30,800,000港元，而去年同期則約為35,000,000港元。於總員工成本約30,800,000港元中，員工成本約3,000,000港元於二零二三年六月三十日被資本化為存貨。酬金乃參考市場常規以及個別僱員的表現、資歷及經驗釐定。

除基本薪金外，亦可視乎本集團的業績以及個人表現獲發花紅。其他員工福利包括香港強制性公積金退休福利計劃供款，以及提供退休金、醫療保險、失業保險及為根據中國及柬埔寨法規及規例以及現行監管規定獲本集團聘用的僱員而設的其他相關保險。

本集團僱員的薪金及福利均處於具競爭力的水平，僱員的待遇均在本集團就薪酬及花紅設定的整體框架內按表現釐定，而該框架每年進行檢討。本集團亦設有一項由本公司於二零二二年五月二十六日採納的購股權計劃（「購股權計劃」），據此，董事及本集團僱員可獲授購股權以認購股份。

### 購股權計劃

本公司於二零二二年五月二十六日採納購股權計劃。購股權計劃旨在讓本公司向獲選人士授出購股權以激勵或酬謝彼等對本集團目前或日後作出貢獻。

自購股權計劃獲採納起及於截至二零二三年六月三十日止六個月，概無購股權根據購股權計劃獲授出、行使、註銷或失效。

### INFORMATION ON EMPLOYEES

As at 30 June 2023, the Group had a total of 1,240 employees, including the executive Directors. Total staff costs (including Directors' emoluments) were approximately HK\$30.8 million, as compared to approximately HK\$35.0 million for the last corresponding period. Out of the total staff costs of approximately HK\$30.8 million, staff costs of approximately HK\$3.0 million were capitalised as inventories as at 30 June 2023. Remuneration is determined with reference to market norms as well as individual employees' performance, qualification and experience.

On top of basic salaries, bonuses may be paid by reference to the Group's performance as well as individual's performance. Other staff benefits include contributions to Mandatory Provident Fund retirement benefits scheme in Hong Kong and the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees who are employed by our Group pursuant to the PRC and Cambodia rules and regulations and the prevailing regulatory requirements.

The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually. The Group also operates a share option scheme adopted by the Company on 26 May 2022 ("Share Option Scheme") where options to subscribe for shares may be granted to the Directors and employees of the Group.

### SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme on 26 May 2022. The purpose of the Share Option Scheme is to enable the Company to grant options to selected persons as incentives or rewards for their contribution or future contribution to the Group.

Since the adoption of the Share Option Scheme and during the six months ended 30 June 2023, no option was granted, exercised, cancelled or lapsed under the Share Option Scheme.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 所持重大投資

截至二零二三年六月三十日止六個月，本集團並無於任何其他公司的股本權益中持有任何重大投資。

可供授出的購股權總數及根據購股權計劃及本公司任何其他股份計劃將予授出的所有購股權及獎勵獲行使時而可能發行的本公司新股份總數為60,000,000股股份，即於截至二零二三年六月三十日止六個月本公司已發行股份的10%。

### 有關重大投資及資本資產的未來計劃

於二零二三年六月三十日，本集團並無有關重大投資及資本資產的計劃。

### 有關附屬公司、聯營公司及合營企業的重大收購及出售

截至二零二三年六月三十日止六個月，本集團並無任何有關附屬公司、聯營公司及合營企業的重大收購及出售。

### 資產抵押

於二零二三年六月三十日，本集團概無抵押資產（二零二二年十二月三十一日：無）。

### SIGNIFICANT INVESTMENTS HELD

During the six months ended 30 June 2023, the Group did not hold any significant investment in equity interest in any other company.

The total number of options available for grant and the total number of new shares of the Company that may be issued upon exercise of all options and award to be granted under the Share Option Scheme and any other share schemes of the Company amounted 60,000,000 shares, which represents 10% of the shares in issue of the Company during the six months ended 30 June 2023.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 30 June 2023, the Group did not have plan for material investments and capital assets.

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

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

### CHARGE OF ASSETS

There was no charge on the Group's assets as at 30 June 2023 (31 December 2022: Nil).

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 或然負債

本集團收到柬埔寨稅務機關對本公司一家附屬公司二零一九年一月一日至二零二二年三月三十一日期間之稅務重新評估。本集團之潛在最高稅務風險（包括罰款及利息）估計約為2,000,000美元（相當於約15,700,000港元）。

本集團認為柬埔寨稅務機關的立場並無根據，並已對重新評估提出質疑。估計有關稅務重新評估結果的潛在財務影響並不實際可行，惟本集團認為，倘本集團能夠對有關稅務機關作出良好抗辯，將不太可能產生重大責任。因此本集團並未就稅務重新評估結果於該等綜合財務報表中計提撥備。

於二零二三年八月二十三日，本集團收到柬埔寨稅務機關對1,100,000美元潛在稅務風險之最終稅務重新評估函。根據最終稅務重新評估結果，本集團應納稅金額約為34,000美元。該稅款已於二零二三年八月二十九日結清。預計最終稅務重新評估結果並不會對本集團之經營及財務狀況產生任何重大影響。

於本報告日期，本集團剩餘潛在最高稅務風險（包括罰息及利息）估計約為1,000,000美元（相當於約7,800,000港元）。

除上文所披露者外，於二零二三年六月三十日，本集團並無任何重大或然負債。

### 報告期後重大事項

除本報告所披露者外，於二零二三年六月三十日起直至本報告日期，本公司或本集團並無進行重大期後事項。

### CONTINGENT LIABILITIES

The Group has received tax reassessments from the tax authority in Cambodia for a subsidiary of the Company for the period from 1 January 2019 to 31 March 2022. The potential maximum tax exposure (including penalty and interest) of the Group is estimated to be approximately USD2 million (equivalent to approximately HK\$15.7 million).

The Group considers that the Cambodia tax authorities' position is unfounded and has challenged the reassessments. It is not practical to estimate the potential financial effect of the tax reassessment results but the Group considers that it is not probable that a material liability will arise if the Group can well defend its position with the tax authorities. Therefore the Group has not recognised a provision in relation to the tax reassessment results in these consolidated financial statements.

On 23 August 2023, the Group received a final tax reassessment letter from tax authority of Cambodia for the potential tax exposure of USD1.1 million. According to the final tax reassessment results, the Group is liable for tax amount of approximately USD34,000. The tax amount was settled on 29 August 2023. It is not expected that the final tax reassessment results have any material impact to the operation and financial position of the Group.

As at the date of this report, the remaining potential maximum tax exposure (including penalty and interest) of the Group is estimated to be approximately USD1.0 million (equivalent to approximately HK\$7.8 million).

Save as disclosed above, the Group had no material contingent liabilities as at 30 June 2023.

### MATERIAL EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, there are no material subsequent events undertaken by the Company or the Group since 30 June 2023 up to the date of this report.



# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 新商機

本公司的控股股東概無根據不競爭承諾規定轉介任何新商機（定義見本公司日期為二零一二年十二月三十一日的招股章程「與控股股東的關係－新商機」一節）。

### 前景

展望二零二三年下半年，本集團將持續密切關注國內外經濟發展及市場變化，以便靈活應對並採取適當行動。

為發掘與現有及潛在客戶的更多新商機，本集團將繼續加強產品創新及提升創意。在生產管理方面，本集團將繼續透過簡化生產過程提高營運效率，從而縮短產品交貨時間。此外，本集團將與客戶緊密合作，整合生產以取得更優惠價格大量採購物料，提升我們的成本競爭力。此外，我們將嘗試簡化本集團組織架構及各營運過程以節省成本。

### NEW BUSINESS OPPORTUNITY

There was no New Business Opportunity (as defined in the section headed "Relationship with Controlling Shareholders – New Business Opportunity" in the prospectus of the Company dated 31 December 2012) referred by the controlling shareholders of the Company as provided under the non-competition undertaking.

### PROSPECTS

Looking ahead to the second half of 2023, the Group will continue to pay close attention to the development of the domestic and international economy and changes in the markets to agilely respond and take appropriate actions.

In order to explore for more new opportunities with the existing and potential customers, the Group will continuously enhance product innovation and creativity. For production management, the Group will continue to enhance the operating efficiency by simplifying the production processes which will result in a shorter product delivery time. In addition, the Group will work closely with our customers to consolidate the fabrication in order to obtain better material prices with mass volume which will enhance our cost competitiveness. Moreover, we will try to simplify the Group's organisation structure with each operating process in order to save costs.

# 簡明綜合全面收益表

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

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

		截至六月三十日止六個月		
		Six months ended 30 June		
		二零二三年	二零二二年	
		2023	2022	
		千港元	千港元	
		HK\$'000	HK\$'000	
		(未經審核)	(未經審核)	
		(Unaudited)	(Unaudited)	
		附註 Notes		
收益	Revenue	6	<b>179,688</b>	205,108
銷售成本	Cost of sales		<b>(159,597)</b>	(195,432)
<b>毛利</b>	<b>Gross profit</b>		<b>20,091</b>	9,676
銷售及營銷開支	Selling and marketing expenses		<b>(468)</b>	(1,978)
行政開支	Administrative expenses		<b>(21,897)</b>	(26,575)
其他收入	Other income		<b>1,142</b>	1,423
其他收益／(虧損)淨額	Other gains/(losses) – net		<b>1,036</b>	(1,239)
<b>經營虧損</b>	<b>Operating loss</b>	7	<b>(96)</b>	(18,693)
財務收入	Finance income	8	<b>1,390</b>	340
融資成本	Finance costs	8	<b>(3,428)</b>	(2,631)
融資成本淨額	Finance costs – net	8	<b>(2,038)</b>	(2,291)
<b>除所得稅前虧損</b>	<b>Loss before income tax</b>		<b>(2,134)</b>	(20,984)
所得稅(開支)／抵免	Income tax (expenses)/credit	9	<b>(1,836)</b>	96
<b>本公司權益持有人 應佔期內虧損</b>	<b>Loss for the period attributable to equity holders of the Company</b>		<b>(3,970)</b>	(20,888)
<b>期內本公司權益持有人 應佔每股基本及攤薄虧損 (以每股港元列示)</b>	<b>Basic and diluted losses per share attributable to equity holders of the Company for the period (expressed in HK\$ per share)</b>	10	<b>(0.0066)</b>	(0.0348)
<b>其他全面虧損</b>	<b>Other comprehensive loss</b>			
其後可能重新分類至損益的 項目	Item that may be reclassified subsequently to profit or loss			
匯兌差額	Currency translation differences		<b>(605)</b>	(2,376)
<b>本公司權益持有人 應佔期內全面虧損總額</b>	<b>Total comprehensive loss for the period attributable to equity holders of the Company</b>		<b>(4,575)</b>	(23,264)

第20至34頁的附註為該等簡明綜合中期財務報表的組成部分。

The notes on page 20 to 34 form an integral part of these condensed consolidated interim financial statements.



# 簡明綜合財務狀況表

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023 於二零二三年六月三十日

		於二零二三年 六月三十日 At 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二二年 十二月三十一日 At 31 December 2022 千港元 HK\$'000 (經審核) (Audited)
<b>資產</b>	<b>ASSETS</b>		
<b>非流動資產</b>	<b>Non-current assets</b>		
物業、廠房及設備	Property, plant and equipment	23,484	27,604
使用權資產	Right-of-use assets	585	2,617
無形資產	Intangible assets	23	16
遞延稅項資產	Deferred tax assets	2,588	2,580
		<b>26,680</b>	32,817
<b>流動資產</b>	<b>Current assets</b>		
存貨	Inventories	67,876	48,147
應收賬款及其他應收款項	Trade and other receivables	66,027	71,160
預付款項	Prepayments	10,083	7,013
現金及現金等價物	Cash and cash equivalents	113,058	160,720
		<b>257,044</b>	287,040
<b>資產總值</b>	<b>Total assets</b>	<b>283,724</b>	319,857
<b>權益</b>	<b>EQUITY</b>		
本公司權益持有人應佔權益	<b>Equity attributable to equity holders of the Company</b>		
股本	Share capital	60,000	60,000
股份溢價	Share premium	53,441	53,441
其他儲備	Other reserves	14,491	15,096
累計虧損	Accumulated losses	(57,076)	(53,106)
<b>權益總額</b>	<b>Total equity</b>	<b>70,856</b>	75,431

# 簡明綜合財務狀況表

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023 於二零二三年六月三十日

			於二零二三年 六月三十日 At 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二二年 十二月三十一日 At 31 December 2022 千港元 HK\$'000 (經審核) (Audited)
		附註 Note		
<b>負債</b>	<b>LIABILITIES</b>			
<b>非流動負債</b>	<b>Non-current liabilities</b>			
租賃負債	Lease liabilities		-	331
遞延稅項負債	Deferred tax liabilities		1,971	1,996
			1,971	2,327
<b>流動負債</b>	<b>Current liabilities</b>			
應付賬款及其他應付款項	Trade and other payables	13	65,737	83,791
合約負債	Contract liabilities		262	523
即期稅項負債	Current tax liabilities		3,422	3,868
貿易貸款	Trade loans	16	58,168	43,301
銀行借貸	Bank borrowings	16	82,654	108,311
租賃負債	Lease liabilities		654	2,305
			210,897	242,099
<b>負債總額</b>	<b>Total liabilities</b>		<b>212,868</b>	244,426
<b>權益及負債總額</b>	<b>Total equity and liabilities</b>		<b>283,724</b>	319,857

第20至34頁的附註為該等簡明綜合中期財務報表的組成部分。

The notes on page 20 to 34 form an integral part of these condensed consolidated interim financial statements.

# 簡明綜合權益變動表

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

		本公司權益持有人應佔 Attributable to equity holders of the Company				
		股本 Share capital 千港元 HK\$'000	股份溢價 Share premium 千港元 HK\$'000	其他儲備 Other reserves 千港元 HK\$'000 (附註15) (Note 15)	保留盈利 Retained earnings 千港元 HK\$'000	權益總計 Total equity 千港元 HK\$'000
於二零二二年一月一日 (經審核)	<b>At 1 January 2022 (audited)</b>	60,000	53,441	24,726	(17,459)	120,708
期內虧損	Loss for the period	-	-	-	(20,888)	(20,888)
其他全面虧損	<b>Other comprehensive loss</b>					
匯兌差額	Currency translation differences	-	-	(2,376)	-	(2,376)
<b>全面虧損總額</b>	<b>Total comprehensive loss</b>	-	-	(2,376)	(20,888)	(23,264)
於二零二二年六月三十日 (未經審核)	<b>At 30 June 2022 (unaudited)</b>	60,000	53,441	22,350	(38,347)	97,444
於二零二三年一月一日 (經審核)	<b>At 1 January 2023 (audited)</b>	<b>60,000</b>	<b>53,441</b>	<b>15,096</b>	<b>(53,106)</b>	<b>75,341</b>
期內虧損	Loss for the period	-	-	-	(3,970)	(3,970)
其他全面虧損	<b>Other comprehensive loss</b>					
匯兌差額	Currency translation differences	-	-	(605)	-	(605)
<b>全面虧損總額</b>	<b>Total comprehensive loss</b>	-	-	(605)	(3,970)	(4,575)
於二零二三年六月三十日 (未經審核)	<b>At 30 June 2023 (unaudited)</b>	<b>60,000</b>	<b>53,441</b>	<b>14,491</b>	<b>(57,076)</b>	<b>70,856</b>

第20至34頁的附註為該等簡明綜合中期財務報表的組成部分。

The notes on page 20 to 34 form an integral part of these condensed consolidated interim financial statements.

# 簡明綜合現金流量表

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

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

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
經營活動所用現金	Cash used in operations	<b>(33,835)</b>	(56,824)
已付利息	Interest paid	<b>(3,389)</b>	(2,631)
已退還所得稅	Income tax refund	-	667
經營活動所用現金淨額	Net cash used in operating activities	<b>(37,224)</b>	(58,788)
投資活動所得現金淨額	Net cash generated from investing activities	<b>1,144</b>	269
融資活動所用現金淨額	Net cash used in financing activities	<b>(10,790)</b>	(3,559)
<b>現金及現金等價物減少淨額</b>	<b>Net decrease in cash and cash equivalents</b>	<b>(46,870)</b>	(62,078)
期初現金及現金等價物	Cash and cash equivalents at beginning of the period	<b>160,720</b>	193,107
現金及現金等價物匯兌虧損	Exchange losses on cash and cash equivalents	<b>(792)</b>	(1,373)
<b>期終現金及現金等價物</b>	<b>Cash and cash equivalents at the end of the period</b>	<b>113,058</b>	129,656

第20至34頁的附註為該等簡明綜合中期財務報表的組成部分。

The notes on page 20 to 34 form an integral part of these condensed consolidated interim financial statements.

### 1. 一般資料

本公司於二零一一年九月二十八日根據開曼群島公司法（二零一零年修訂本）在開曼群島註冊成立為獲豁免有限公司。註冊辦事處地址為Vista (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands。本集團的直屬及最終控股公司為皓天控股有限公司（「皓天」）。

本集團主要從事包括向多家全球知名品牌擁有人或代理提供廣泛的梭織衣服、剪裁針織及毛衣針織產品的服裝供應鏈服務業務（「服裝供應鏈服務業務」）。

### 2. 編製基準

截至二零二三年六月三十日止六個月的簡明綜合中期財務報表已根據香港會計準則第34號「中期財務報告」編製。簡明綜合中期財務報表應與根據香港財務報告準則（「香港財務報告準則」）所編製截至二零二二年十二月三十一日止年度的年度財務報表一併閱讀。

### 3. 會計政策

除下文所述者外，所應用會計政策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所應用者（詳見該等年度財務報表）貫徹一致。

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 28 September 2011 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The address of its registered office is at the office of Vista (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands. The immediate and ultimate holding company of the Group is Sky Halo Holdings Limited (“**Sky Halo**”).

The Group is principally engaged in the apparel supply chain servicing business which includes offering a wide range of woven wear, cut-and-sewn knitwear and sweater knitwear products to a number of owners or agents of global reputable brands (the “**Apparel Supply Chain Servicing Business**”).

### 2. BASIS OF PREPARATION

The condensed consolidated interim financial statements for the six months ended 30 June 2023 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim financial reporting”. The condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSS**”).

### 3. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2022, as described in those annual financial statements.

# 未經審核簡明綜合中期財務報表附註

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 3. 會計政策 (續)

#### (a) 本集團採納的經修訂準則

本集團已採納以下就本集團於二零二三年一月一日開始之財政年度生效之準則修訂本：

香港財務報告準則第17號及香港財務報告準則第17號 (修訂本)	保險合約 (包括香港財務報告準則第17號及香港財務報告準則第9號的首次應用—比較資料)
香港會計準則第1號及香港財務報告準則實務報告第2號 (修訂本)	會計政策披露
香港會計準則第8號 (修訂本)	會計估計定義
香港會計準則第12號 (修訂本)	產生自單一交易的資產及負債相關的遞延稅項

採納上述準則修訂本並無導致本集團的會計政策或財務業績發生重大變動。

#### (b) 已頒佈但尚未生效之新訂及經修訂準則

本集團並無提早採納已頒佈但尚未生效之新訂及經修訂準則及詮釋。採納該等準則及詮釋預期不會對本集團的財務業績造成重大影響。

### 3. ACCOUNTING POLICIES (Continued)

#### (a) Amended standards adopted by the Group

The Group has adopted the following amendments to standards which are effective for the Group's financial year beginning on 1 January 2023:

HKFRS 17 and Amendments to HKFRS 17	Insurance contracts (including Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information)
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of accounting policies
Amendments to HKAS 8	Definition of accounting estimates
Amendment to HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction

The adoption of the above amendments to standards did not result in substantial changes to the Group's accounting policies or financial results.

#### (b) New and amended standard have been issued but not yet effective

The Group has not early applied the new and amended standards and interpretations that have been issued but not yet effective. The adoption of these are not expected to have a material impact on the financial results of the Group.

#### 4. 估計

管理層須就編製簡明綜合中期財務報表作出判斷、估計及假設，而此等判斷、估計及假設影響會計政策應用及所呈報資產及負債、收入及支出的數額。實際結果可能與此等估計有別。

於編製該等簡明綜合中期財務報表時，管理層就應用本集團會計政策作出的重大判斷及估計不確定因素的主要來源，與截至二零二二年十二月三十一日止年度綜合財務報表所應用者相同。

#### 5. 財務風險管理

本集團經營活動面對各種財務風險：市場風險（包括外匯風險、現金流量及公平值利率風險）、信貸風險及流動資金風險。

簡明綜合中期財務報表並未包括年度財務報表所規定全部財務風險管理資料及披露資料，故應與本集團於二零二二年十二月三十一日的年度財務報表一併閱讀。

#### 4. ESTIMATES

The preparation of condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2022.

#### 5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk and liquidity risk.

The condensed consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2022.

6. 收益及分部資料

(a) 收益

本集團之收益於集團實體轉移產品至客戶時，客戶接收產品並可合理確保可收回相關應收款項時被確認。截至二零二三年及二零二二年六月三十日止六個月，本集團之收益來自服裝供應鏈服務業務。

來自佔本集團收益10%或以上的主要客戶的收益載列如下：

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
客戶A	Customer A	83,407	100,800
客戶B	Customer B	71,908	62,673
客戶C	Customer C	*	21,701
		<b>154,605</b>	185,174

\* 少於10%

於本財政年度中與於二零二三年一月一日結轉合約負債相關的已確認收益約為524,000港元（二零二二年：5,428,000港元）。

6. REVENUE AND SEGMENT INFORMATION

(a) Revenue

The Group's revenue is recognised at a point in time when a group entity has delivered products to the customer; the customer has accepted the products and collectability of the related receivables is reasonably assured. During the six months ended 30 June 2023 and 2022, the Group's revenue was derived from the Apparel Supply Chain Servicing Business.

Revenue from the major customers, which amounted to 10% or more of the Group's revenue, is set out below:

\* Less than 10%

The revenue recognised in the current financial year relating to carried-forward contract liabilities as at 1 January 2023 was approximately HK\$524,000 (2022: HK\$5,428,000).



# 未經審核簡明綜合中期財務報表附註

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 6. 收益及分部資料 (續)

#### (b) 分部資料

管理層已基於主要經營決策者(「主要經營決策者」)審閱的報告釐定經營分部。主要經營決策者負責分配資源和評估經營分部的表現，並已被認定為本公司執行董事。

截至二零二三年及二零二二年六月三十日止六個月，本集團主要從事服裝供應鏈服務業務。管理層將業務之經營業績作為一個單一經營分部進行審查，因為不同地區的服務性質、服務客戶類型及提供服務的方法相同。

### 7. 經營虧損

除稅前虧損乃經扣除下列項目：

### 6. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Segment information

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker (“CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company.

During the six months ended 30 June 2023 and 2022, the Group is principally engaged in the Apparel Supply Chain Servicing Business. Management reviews the operating results of the business as a single operating segment as the nature of services, the type of customers for services and the method used to provide their services is same in different regions.

### 7. OPERATING LOSS

Loss before taxation is arrived at after charging:

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
折舊及攤銷	Depreciation and amortisation	5,098	6,221
僱員福利開支	Employee benefit expenses	27,700	28,753
租金開支	Rental expenses	3,101	3,695

8. 財務收入及融資成本

8. FINANCE INCOME AND COSTS

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
融資成本	Finance costs		
– 銀行借貸的利息開支	– Interest expense on bank borrowings	(3,389)	(2,488)
– 租賃負債	– Leases liabilities	(39)	(143)
		(3,428)	(2,631)
財務收入	Finance income		
– 短期銀行存款的利息收入	– Interest income on short-term bank deposits	1,390	340
融資成本淨額	Finance costs – net	(2,038)	(2,291)

9. 所得稅抵免／(開支)

9. INCOME TAX CREDIT/(EXPENSES)

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
即期所得稅	Current income tax		
– 香港利得稅	– Hong Kong profits tax	–	–
– 中國企業所得稅 (「企業所得稅」)	– PRC corporate income tax (“CIT”)	(1,836)	96
所得稅(開支)／抵免	Income tax (expenses)/credit	(1,836)	96

9. 所得稅抵免／（開支）（續）

- (i) **開曼群島利得稅**  
本公司從未繳納任何開曼群島稅項。
- (ii) **香港利得稅**  
由於須繳納香港利得稅之集團公司截至二零二三年及二零二二年六月三十日止六個月產生稅項虧損，故並無計提香港利得稅撥備。
- (iii) **中國企業所得稅**  
企業所得稅乃就本集團旗下於中國註冊成立的實體應課稅溢利按稅率25%計提撥備。
- (iv) **中國預扣所得稅**  
根據企業所得稅法，中國與本集團海外直屬控股公司所處的香港訂有稅務條約安排，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按稅率5%對從其中國附屬公司賺取的股息撥備預扣稅。
- (v) **柬埔寨利得稅**  
根據柬埔寨稅法，本集團全資附屬公司之一Agile Sweater (Cambodia) Co. Ltd須按20%利得稅稅率或總收益1%的最低稅（不包括增值稅）（以較高者為準）繳稅。截至二零二三年及二零二二年六月三十日止六個月，該附屬公司處於虧損狀態，並根據彼等被豁免所得稅及最低稅的稅收規定，保持適當的會計記錄。

9. INCOME TAX CREDIT/(EXPENSES) (Continued)

- (i) **Cayman Islands profits tax**  
The Company had not been subject to any taxation in the Cayman Islands.
- (ii) **Hong Kong profits tax**  
No provision for Hong Kong profits tax has been made as the group companies which are subject to Hong Kong profits tax incurred tax losses for the six months ended 30 June 2023 and 2022.
- (iii) **PRC CIT**  
CIT is provided at the rate of 25% on the assessable profit of entities within the Group incorporated in the PRC.
- (iv) **PRC withholding income tax**  
According to the CIT Law, as there is a tax treaty arrangement between the PRC and Hong Kong where the Group's foreign immediate holding companies are located, a withholding tax on dividends from subsidiaries in the PRC has been provided at a rate of 5% for the six months ended 30 June 2023 and 2022.
- (v) **Cambodia profits tax**  
Pursuant to the Cambodia tax laws, Agile Sweater (Cambodia) Co. Ltd, one of the wholly-owned subsidiaries of the Group, is subject to 20% profits tax rate or Minimum Tax at 1% of total revenue exclusive of value added tax, whichever is higher. During the six months ended 30 June 2023 and 2022, the subsidiary was loss-making and maintained proper accounting records in accordance with the tax regulations that they are exempted from Income Tax and Minimum Tax.

### 10. 每股基本及攤薄虧損

每股基本虧損按本公司權益持有人應佔期內虧損除以期內已發行普通股加權平均數計算。

### 10. BASIC AND DILUTED LOSSES PER SHARE

Basic losses per share is calculated by dividing the loss for the period attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

		截至六月三十日止六個月 Six months ended 30 June	
		二零二三年 2023 (未經審核) (Unaudited)	二零二二年 2022 (未經審核) (Unaudited)
本公司權益持有人應佔期內虧損 (千港元)	Loss for the period attributable to equity holders of the Company (HK\$'000)	<b>(3,970)</b>	(20,888)
已發行普通股加權平均數	Weighted average number of ordinary shares in issue	<b>600,000,000</b>	600,000,000
<b>每股基本及攤薄虧損 (港元)</b>	<b>Basic and diluted losses per share (HK\$)</b>	<b>(0.0066)</b>	(0.0348)

本公司於二零二三年及二零二二年六月三十日並無任何發行在外的潛在攤薄普通股。每股攤薄虧損與每股基本虧損相同。

The Company did not have any potential dilutive ordinary shares outstanding as at 30 June 2023 and 2022. Diluted losses per share is equal to basic loss per share.

### 11. 股息

董事會已議決不派發截至二零二三年六月三十日止六個月之中期股息(二零二二年:無)。

### 11. DIVIDENDS

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

12. 應收賬款及其他應收款項

12. TRADE AND OTHER RECEIVABLES

		於二零二三年 六月三十日 At 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二二年 十二月三十一日 At 31 December 2022 千港元 HK\$'000 (經審核) (Audited)
應收賬款	Trade receivable	57,265	67,249
其他應收款項	Other receivables	9,008	12,345
		<b>66,273</b>	79,594
減：減值撥備	Less: provision for impairment		
— 應收賬款	— Trade receivable	(246)	(246)
— 其他應收款項	— Other receivable	—	(8,188)
		<b>66,027</b>	71,160

就服裝供應鏈服務業務而言，本集團一般向客戶提供30至90日的信貸期，且有關款項主要來自信貸記錄良好及拖欠率較低的客戶。於二零二三年六月三十日及二零二二年十二月三十一日應收賬款賬齡按發票日期分析如下：

For Apparel Supply Chain Servicing Business, credit terms granted to customers by the Group were usually 30 to 90 days and which are mainly due from customers with good credit history and low default late. Aging analysis of trade receivable as at 30 June 2023 and 31 December 2022 based on invoice date is as follows:

		於二零二三年 六月三十日 At 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二二年 十二月三十一日 At 31 December 2022 千港元 HK\$'000 (經審核) (Audited)
0至30日	0-30 days	50,348	42,973
31至90日	31-90 days	6,159	18,873
91至180日	91-180 days	372	5,147
超過180日	Over 180 days	386	256
		<b>57,265</b>	67,249

13. 應付賬款及其他應付款項

13. TRADE AND OTHER PAYABLES

		於二零二三年 六月三十日 At 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二二年 十二月三十一日 At 31 December 2022 千港元 HK\$'000 (經審核) (Audited)
應付賬款 — 應付第三方款項 (附註(b))	Trade payable – due to third parties (Note (b))	47,251	66,525
其他應付款項	Other payables	5,752	5,307
應計工資	Accrued payroll	10,253	10,433
其他應付稅項	Other taxes payable	2,481	1,526
		<b>65,737</b>	<b>83,791</b>

附註：

(a) 應付賬款及其他應付款項之公平值

因應付賬款及其他應付款項屬短期性質，故其賬面值視為與其公平值相若。

Notes:

(a) Fair value of trade and other payables

The carrying amounts of trade and other payables are considered to be approximate to their fair values, due to their short-term natures.

# 未經審核簡明綜合中期財務報表附註

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 13. 應付賬款及其他應付款項 (續)

附註：(續)

- (b) 本集團主要供應商授出的信貸期介乎30至90日。應付賬款賬齡按發票日期分析如下：

		於二零二三年 六月三十日	於二零二二年 十二月三十一日
		At 30 June 2023	At 31 December 2022
		千港元 HK\$'000	千港元 HK\$'000
		(未經審核) (Unaudited)	(經審核) (Audited)
0至30日	0-30 days	32,449	33,764
31至90日	31-90 days	9,455	27,370
91至180日	91-180 days	1,612	523
超過180日	Over 180 days	3,735	4,868
		<b>47,251</b>	<b>66,525</b>

### 13. TRADE AND OTHER PAYABLES (Continued)

Notes: (Continued)

- (b) The credit period granted by the Group's principal suppliers ranges from 30 to 90 days. Aging analysis of trade payable by invoice date is as follows:

### 14. 股本及股份溢價

已發行及繳足的普通股如下：

		普通股數目 Number of ordinary shares	普通股 Ordinary shares 千港元 HK\$'000	股份溢價 Share premium 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零二二年十二月三十一日	At 31 December 2022	600,000,000	60,000	53,441	113,441
於二零二三年六月三十日	At 30 June 2023	<b>600,000,000</b>	<b>60,000</b>	<b>53,441</b>	<b>113,441</b>

附註：於二零二三年六月三十日，法定普通股總數為1,200,000,000股（二零二二年十二月三十一日：1,200,000,000股），每股面值為0.1港元（二零二二年十二月三十一日：每股0.1港元）。

Ordinary share issued and fully paid, are as follows:

Note: The total authorised number of ordinary shares as at 30 June 2023 is 1,200,000,000 shares (31 December 2022: 1,200,000,000 shares) with a par value of HK\$0.1 per share (31 December 2022: HK\$0.1 per share).

15. 其他儲備

15. OTHER RESERVES

		匯兌儲備 Exchange reserves 千港元 HK\$'000	法定儲備 Statutory reserves 千港元 HK\$'000	合併儲備 Merger reserves 千港元 HK\$'000	資本儲備 Capital reserves 千港元 HK\$'000	儲備總額 Total reserves 千港元 HK\$'000
於二零二二年一月一日 (經審核)	At 1 January 2022 (audited)					
匯兌差額	Currency translation differences	6,300 (2,376)	11,597 -	2,957 -	3,872 -	24,726 (2,376)
於二零二二年六月三十日 (未經審核)	At 30 June 2022 (unaudited)	3,924	11,597	2,957	3,872	22,350
於二零二三年一月一日 (經審核)	At 1 January 2023 (audited)	(4,519)	12,786	2,957	3,872	15,096
匯兌差額	Currency translation differences	(605)	-	-	-	(605)
於二零二三年六月三十日 (未經審核)	At 30 June 2023 (unaudited)	(5,124)	12,786	2,957	3,872	14,491



16. 借貸

本集團的銀行借貸應按以下方式償還（不包括按要求條款償還）：

16. BORROWINGS

The Group's bank borrowings are repayable as follow (exclude any demand clauses):

		於二零二三年 六月三十日 At 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二二年 十二月三十一日 At 31 December 2022 千港元 HK\$'000 (經審核) (Audited)
於一年內	within one year	135,194	145,697
於一年至兩年	Between 1 and 2 years	596	597
於兩年至五年	Between 2 and 5 years	1,916	1,903
超過五年	Over 5 years	3,116	3,415
		<b>140,822</b>	151,612

17. 重大關聯方交易

於二零二三年六月三十日，董事認為以下公司為於截至二零二三年六月三十日止六個月曾與本集團進行重大交易或有結餘的關聯方：

17. SIGNIFICANT RELATED PARTY TRANSACTIONS

As at 30 June 2023, the Directors are of the view that the following companies were related parties that had significant transactions or balances with the Group for the six months ended 30 June 2023:

公司 Company	與本集團的關係 Relationship with the Group
金豐製衣(惠州)有限公司(「金豐惠州」) Jinfeng Garment (Huizhou) Company Limited ("Jinfeng Huizhou")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother
億城織造製衣(惠州)有限公司(「億城惠州」) Yicheng Weaving Garment (Huizhou) Company Limited ("Yicheng Huizhou")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother
東莞市天愛物業管理有限公司(「東莞天愛」) Dongguan Shi Tianai Property Management Company Limited ("Dongguan Tianai")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother

# 未經審核簡明綜合中期財務報表附註

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 17. 重大關聯方交易 (續)

#### 關聯方交易

除簡明綜合中期財務報表其他章節披露外，本集團曾與關聯方進行以下交易。本公司董事認為，關聯方交易乃於日常業務過程中進行，有關條款乃由本集團與各關聯方協商。

### 17. SIGNIFICANT RELATED PARTY TRANSACTIONS

(Continued)

#### Related party transactions

Save as disclosed elsewhere in the condensed consolidated interim financial statements, the following transactions were carried out between the Group and related parties. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二三年	二零二二年
		2023	2022
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
(i) 應付或已付租金開支	(i) Rental expenses payable or paid to		
金豐惠州	Jinfeng Huizhou	-	21
億城惠州	Yicheng Huizhou	-	10
東莞天愛	Dongguan Tianai	1,817	3,153
		1,817	3,184

## 18. 或然事項

本集團收到柬埔寨稅務機關對本公司一家附屬公司二零一九年一月一日至二零二二年三月三十一日期間之稅務重新評估。本集團之潛在最高稅務風險（包括罰款及利息）估計約為2,000,000美元（相當於約15,700,000港元）。

本集團認為柬埔寨稅務機關的立場並無根據，並已對重新評估提出質疑。估計有關稅務重新評估結果的潛在財務影響並不實際可行，惟本集團認為，倘本集團能夠對有關稅務機關作出良好抗辯，將不太可能產生重大責任。因此本集團並未就稅務重新評估結果於該等綜合財務報表中計提撥備。

於二零二三年八月二十三日，本集團收到柬埔寨稅務機關對1,100,000美元潛在稅務風險之最終稅務重新評估函。根據最終稅務重新評估結果，本集團應納稅金額約為34,000美元。該稅款已於二零二三年八月二十九日結清。預計最終稅務重新評估結果並不會對本集團之經營及財務狀況產生任何重大影響。

於本報告日期，本集團剩餘潛在最高稅務風險（包括罰息及利息）估計約為1,000,000美元（相當於約7,800,000港元）。

除上文所披露者外，於二零二三年六月三十日，本集團並無任何重大或然負債。

## 18. CONTINGENCIES

The Group has received tax reassessments from the tax authority in Cambodia for a subsidiary of the Company for the period from 1 January 2019 to 31 March 2022. The potential maximum tax exposure (including penalty and interest) of the Group is estimated to be approximately USD2 million (equivalent to approximately HK\$15.7 million).

The Group considers that the Cambodia tax authorities' position is unfounded and has challenged the reassessments. It is not practical to estimate the potential financial effect of the tax reassessment results but the Group considers that it is not probable that a material liability will arise if the Group can well defend its position with the tax authorities. Therefore the Group has not recognised a provision in relation to the tax reassessment results in these consolidated financial statements.

On 23 August 2023, the Group received a final tax reassessment letter from tax authority of Cambodia for the potential tax exposure of USD1.1 million. According to the final tax reassessment results, the Group is liable for tax amount of approximately USD34,000. The tax amount was settled on 29 August 2023. It is not expected that the final tax reassessment results have any material impact to the operation and financial position of the Group.

As at the date of this report, the remaining potential maximum tax exposure (including penalty and interest) of the Group is estimated to be approximately USD1.0 million (equivalent to approximately HK\$7.8 million).

Save as disclosed above, the Group had no material contingent liabilities as at 30 June 2023.

## 其他資料 OTHER INFORMATION

### 購買、出售或贖回本公司上市證券

截至二零二三年六月三十日止六個月，本公司並無贖回其任何上市證券，而本公司及其任何附屬公司亦無購買或出售本公司任何上市證券。

### 董事及最高行政人員於股份、相關股份及債權證的權益或淡倉

於二零二三年六月三十日，本公司董事及最高行政人員於本公司、其集團成員公司及／或相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第352條須予備存的登記冊所記錄；或根據聯交所證券上市規則（「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」）通知本公司及聯交所的權益及淡倉如下：

#### 本公司

董事姓名 Name of Director	集團成員公司／ 相聯法團名稱 Name of Group member/associated corporation	身份／權益性質 Capacity/nature of interest	證券數目及類別 （附註1） Number and class of securities (Note 1)	股權概約百分比 Approximate percentage of shareholding
黃志深先生（「黃先生」） Mr. Huang Chih Shen （「Mr. Huang」）	本公司 Our Company	受控法團權益 （附註2） Interest of a controlled corporation (Note 2)	327,242,688股 普通股(L) ordinary shares (L)	54.54%
黃麗花女士 Ms. Huang Li Hun, Serlina	本公司 Our Company	實益擁有人 Beneficial owner	92,000股 普通股(L) ordinary shares (L)	0.02%

附註：

- 「L」指董事於本公司或相關相聯法團股份的好倉。
- 所披露權益指於二零二三年六月三十日皓天於本公司所持權益，而皓天則由執行董事黃先生全資擁有。因此，根據證券及期貨條例，黃先生被視為擁有皓天於本公司的權益。

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

During the six months ended 30 June 2023, the Company did not redeem any of its listed securities, and neither did the Company nor any of its subsidiaries purchase or sell any of the Company's listed securities.

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE

As at 30 June 2023, the Company's Directors and chief executives had the following interests and short positions in the shares, underlying shares and debentures of the Company, its Group members and/or associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

#### The Company

Notes:

- The letter "L" denotes the Directors' long position in the shares of our Company or the relevant associated corporation.
- The disclosed interest represented the interest in the Company held by Sky Halo which was in turn wholly owned by Mr. Huang, an executive Director as at 30 June 2023. Therefore, Mr. Huang was deemed to be interested in the interest of Sky Halo in the Company by virtue of the SFO.

## 其他資料 OTHER INFORMATION

### 相聯法團

### Associated Corporation

董事姓名 Name of Director	集團成員公司/ 相聯法團名稱 Name of Group member/associated corporation	身份/權益性質 Capacity/nature of interest	證券數目及類別 (附註1) Number and class of securities (Note 1)	股權概約百分比 Approximate percentage of shareholding
黃先生 Mr. Huang	皓天 Sky Halo	實益擁有人 Beneficial owner	10,000股普通股 10,000 ordinary shares	100.00%

附註：

1. 所披露權益指於皓天的權益，於二零二三年六月三十日，該公司由黃先生全資擁有。

Note:

1. The disclosed interest represented the interest in Sky Halo which was wholly-owned by Mr. Huang as at 30 June 2023.

除上文所披露者外，於二零二三年六月三十日，董事及本公司最高行政人員概無於本公司、其任何集團成員公司或其相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的任何其他權益或淡倉（包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄在該條文所述登記冊內或根據標準守則規定的任何其他權益或淡倉。

Save as disclosed above, as at 30 June 2023, none of the Directors and chief executives of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company, any of its Group members or its associated corporations (within the meaning of Part XV of the SFO) which were 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 they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code.

## 其他資料 OTHER INFORMATION

### 主要股東於本公司股份及相關股份中的權益及／或淡倉

於二零二三年六月三十日，就董事所知，以下人士／實體（董事或本公司最高行政人員除外）於本公司、其集團成員公司及／或相聯法團的股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或本公司根據證券及期貨條例第336條而備存的登記冊所記錄的權益或淡倉：

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2023, so far as was known to the Directors, the following persons/entity (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company, its Group members and/or associated corporations 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:

股東名稱／姓名 Name of Shareholder	集團成員公司／ 相聯法團名稱 Name of Group member/associated corporation	身份／權益性質 Capacity/nature of interest	證券數目及類別 (附註1) Number and class of securities (Note 1)	股權概約百分比 Approximate percentage of shareholding
皓天(附註2)	本公司	實益擁有人	327,242,688股 普通股(L)	
Sky Halo (Note 2)	Our Company	Beneficial owner	327,242,688 ordinary shares (L)	54.54%
卓慧縈女士(附註3)	本公司	家庭成員	327,242,688股 普通股(L)	
Ms. Cheuk Wai Ying (Note 3)	Our Company	Family	327,242,688 ordinary shares (L)	54.54%
陳洪光先生	本公司	實益擁有人	33,031,758股 普通股(L)	
Mr. Chan Hung Kwong, Patrick	Our Company	Beneficial owner	33,031,758 ordinary shares (L)	5.51%
卓廉徽先生	本公司	實益擁有人	30,204,000股 普通股(L)	
Mr. Cheuk Lim Fai	Our Company	Beneficial owner	30,204,000 ordinary shares (L)	5.03%

附註：

- 「L」指該人士於本公司或相關集團成員公司或相聯法團股份的好倉。
- 皓天於英屬處女群島註冊成立，而於二零二三年六月三十日，其全部已發行股本由黃先生全資擁有。
- 根據證券及期貨條例，黃先生的配偶卓慧縈女士被視為擁有黃先生於本公司的權益。

Notes:

- The letter "L" denotes the person's long position in the shares of the Company or the relevant Group member or associated corporation.
- Sky Halo was incorporated in the British Virgin Islands and the entire issued share capital of which was wholly-owned by Mr. Huang as at 30 June 2023.
- Ms. Cheuk Wai Ying, spouse of Mr. Huang, was deemed to be interested in Mr. Huang's interest in the Company by virtue of the SFO.

## 其他資料 OTHER INFORMATION

除上文所披露者外，於二零二三年六月三十日，董事並不知悉任何其他人士／實體（董事及本公司最高行政人員除外）於本公司、其集團成員公司或相聯法團的股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或本公司根據證券及期貨條例第336條而備存的登記冊所記錄的權益或淡倉。

### 企業管治

董事認為，除以下情況外，本公司於截至二零二三年六月三十日止六個月一直遵守上市規則附錄14第二部分所載所有守則條文（「守則條文」）：

守則條文B.2.4(b)訂明倘董事會內所有獨立非執行董事均任職超過九年，則董事會應於應屆股東週年大會上委任一名新獨立非執行董事。於本公司於二零二三年六月三十日（星期五）舉行的股東週年大會（「股東週年大會」）上，董事會內所有獨立非執行董事均任職超過九年。

茲提述本公司日期為二零二三年一月三日、二零二三年一月三十日、二零二三年二月六日、二零二三年二月二十四日、二零二三年三月二十四日、二零二三年四月二十七日、二零二三年五月十九日、二零二三年六月二日及二零二三年六月十六日的公佈，內容有關（其中包括）皓天、陳洪光先生及其他股東（「售股股東」）就可能銷售售股股東所持本公司股本中的402,550,665股普通股（「可能交易」）與一名獨立第三方訂立諒解備忘錄（「諒解備忘錄」）。董事認為由於仍在進行可能交易，因此更改董事會組成部分屬不恰當。於二零二三年六月十六日，董事會已獲售股股東知會諒解備忘錄已終止以及售股股東及潛在買方就終止可能交易的討論。由於上述原因及時間限制，本公司不建議於股東週年大會上委任一名新獨立非執行董事。

Save as disclosed above, as at 30 June 2023, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, its Group members or associated corporations 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.

### CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with all the code provisions set out in Part 2 of Appendix 14 to the Listing Rules (“Code Provisions”) throughout the six months ended 30 June 2023, except for the following:

Code Provision B.2.4(b) stipulates that the Board should appoint a new independent non-executive Director at the forthcoming annual general meeting where all the independent non-executive Directors have served more than nine years on the Board. At the annual general meeting of the Company held on Friday, 30 June 2023 (“AGM”), all independent non-executive Directors have served more than nine years on the Board.

References are made to the announcements of the Company dated 3 January 2023, 30 January 2023, 6 February 2023, 24 February 2023, 24 March 2023, 27 April 2023, 19 May 2023, 2 June 2023 and 16 June 2023, in relation to, among others, the memorandum of understanding (the “MOU”) entered into by Sky Halo, Mr. Chan Hung Kwong, Patrick and other Shareholders (the “Selling Shareholders”) with an independent third party regarding the possible sale of 402,550,665 ordinary shares in the share capital of the Company held by the Selling Shareholders (the “Possible Transaction”). The Directors consider that it was inappropriate to change the composition of the Board when the Possible Transaction was still on-going. On 16 June, 2023, the Board has been informed by the Selling Shareholders that the MOU was terminated and the discussion between the Selling Shareholders and the potential purchaser in respect of the termination of the Possible Transaction. Due to the aforesaid reason and time constraint, the Company did not propose to appoint a new independent non-executive Director at the AGM.



## 其他資料

# OTHER INFORMATION

本公司了解到遵守守則條文B.2.4(b)的重要性，並於獲悉終止可能交易後發起候選人甄選程序。於本報告日期，董事會已委任陳增武先生擔任獨立非執行董事，自二零二三年八月三十一日起生效。更多詳情，請參閱本公司日期為二零二三年八月三十一日的公佈。

守則條文C.2.1訂明主席與行政總裁的角色應予區分，不應由一人同時兼任。本公司的主席與行政總裁角色並無區分，並由黃先生同時兼任。由於董事定期會面以考慮影響本公司業務的重大事宜，故董事認為此架構不會損害董事與本公司管理層之間權責平衡，並相信此架構有助本公司迅速及有效地作出及執行決策。本公司深明遵守守則條文C.2.1的重要性，並將繼續考慮委任獨立行政總裁的可行性。

### 董事進行證券交易的行為守則

本公司已採納標準守則，作為其證券交易的行為守則。經向全體董事作出特定查詢後，全體董事已確認，彼等於截至二零二三年六月三十日止六個月一直遵守標準守則所規定標準。

The Company understands the importance to comply with the Code Provision B.2.4(b) and has initiated candidate selection process upon being informed of the termination of the Possible Transaction. As at the date of this report, the Board appointed Mr. Chan Tsang Mo as an independent non-executive Director with effect from 31 August 2023. For details, please refer to the announcement of the Company dated 31 August 2023.

Code Provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The roles of the chairman and the chief executive officer of the Company are not separate and both are performed by Mr. Huang. Since the Directors meet regularly to consider major matters affecting the operations of the Company, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Company and believe that this structure will enable the Company to make and implement decisions promptly and efficiently. The Company understands the importance to comply with the Code Provision C.2.1 and will continue to consider the feasibility of appointing a separate chief executive officer.

### CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct for securities transactions. All Directors confirmed that, having made specific enquiries of all Directors, they have complied with the required standard as set out in the Model Code during the six months ended 30 June 2023.



## 其他資料 OTHER INFORMATION

### 審核委員會

本公司已成立審核委員會，並根據上市規則第3.21及3.22條制訂其書面職權範圍。審核委員會的書面職權範圍乃根據守則條文第D.3.3至D.3.7段予以採納。審核委員會由三名獨立非執行董事組成，分別為黃定幹先生、彭婉珊女士及張灼祥先生。黃定幹先生為審核委員會主席。

截至二零二三年六月三十日止六個月的未經審核簡明綜合中期財務報表已經由審核委員會審閱，且審核委員會認為截至二零二三年六月三十日止六個月的中期業績乃根據適用會計準則、規則及規例編製，並已妥為作出適當披露。

### 中期股息

董事會已議決不派發截至二零二三年六月三十日止六個月之中期股息。

### 資料披露

本公司中期報告將於聯交所網站 (<http://www.hkexnews.hk>)及本公司網站 (<http://www.speedy-global.com>)刊載，並將適時妥為送交股東。

承董事會命  
迅捷環球控股有限公司  
主席兼行政總裁  
黃志深

香港，二零二三年八月三十一日

### AUDIT COMMITTEE

The Company established the audit committee with written terms of reference in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules. The written terms of reference of the audit committee was adopted in compliance with paragraph D.3.3 to D.3.7 of the Code Provisions. The audit committee consists of three members, namely Mr. Wong Ting Kon, Ms. Pang Yuen Shan, Christina and Mr. Chang Cheuk Cheung, Terence, all of whom are independent non-executive Directors. Mr. Wong Ting Kon is the chairman of the audit committee.

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2023 have been reviewed by the audit committee and the audit committee is of the view that the interim results for the six months ended 30 June 2023 is prepared in accordance with applicable accounting standards, rules and regulations and appropriate disclosures have been duly made.

### INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2023.

### DISCLOSURE OF INFORMATION

The interim report of the Company will be published on the websites of both the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.speedy-global.com>) and shall be duly dispatched to the shareholders in a timely manner.

By order of the Board  
**Speedy Global Holdings Limited**  
**Huang Chih Shen**  
*Chairman and Chief Executive Officer*

Hong Kong, 31 August 2023



**迅捷環球控股有限公司**

**SPEEDY GLOBAL HOLDINGS LIMITED**