

H/S

衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

Stock Code : 6893

(Incorporated in the Cayman Islands with limited liability)

2023/2024 Interim Report

H/S 衍生[®] 專注您的健康



匠心品牌 源於香港 甄選天然 草本食養



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DEFINITION

In this interim report, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below.

“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Brand Development and Management Segment”	the business segment in which the Group purchases primarily personal care products from the brand proprietors and manages and develops the brand of such products
“Company”	Hin Sang Group (International) Holding Co. Ltd. (衍生集團(國際)控股有限公司), an exempted company incorporated with limited liability in the Cayman Islands on 28 October 2010
“Director(s)”	the director(s) of the Company
“Fullshare”	Fullshare Holdings Limited (豐盛控股有限公司), a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the Stock Exchange (stock code: 607)
“Genwealth”	Genwealth Group Holding Company Limited (衍富集團控股有限公司), a company incorporated with limited liability on 5 October 2010 in the British Virgin Islands, the issued shares of which are owned as to 90% by Mr. Pang Siu Hin and 10% by his wife, Ms. Kwan Lai Man, both of them are executive Directors, and Controlling Shareholders of the Company under the Listing Rules
“Group”	the Company and its subsidiaries
“Healthcare Segment”	the business segment in which the Group engages in providing Chinese medical healthcare related services which targets for mothers and children in Mainland China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Period”	the six months ended 30 September 2023
“PRC”	the People’s Republic of China

DEFINITION

“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company on 25 September 2014
“Product Development Segment”	the business segment in which the Group develops own personal care products, health supplements and household products sold under its own brands, including but not limited to “Hin Sang (衍生)”, “Tai Wo Tong (太和堂)”, “Cheers Smart (千里馬)”, “Care Plus (私+呵護)” and “King’s Antiseptic (殺菌王)”
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holders of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 25 September 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading of Goods Segment”	the business segment in which the Group engages in trading and distributing skin care products, personal care products and household products purchased from various authorised dealers and independent traders or directly from suppliers

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Pang Siu Hin (*Chairman and Chief Executive Officer*)
Ms. Kwan Lai Man

Non-executive Directors

Ms. Wong Wai Ling
Ms. Tian Shanshan

Independent non-executive Directors

Mr. Lau Chi Kit
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

AUDIT COMMITTEE

Mr. Lee Luk Shiu (*Chairman*)
Mr. Lau Chi Kit
Dr. Tang Sing Hing, Kenny

REMUNERATION COMMITTEE

Mr. Lau Chi Kit (*Chairman*)
Ms. Kwan Lai Man
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

NOMINATION COMMITTEE

Dr. Tang Sing Hing, Kenny (*Chairman*)
Ms. Kwan Lai Man
Mr. Lau Chi Kit
Mr. Lee Luk Shiu

COMPANY SECRETARY

Mr. Wong Octokid

AUTHORISED REPRESENTATIVES

Mr. Pang Siu Hin
Ms. Kwan Lai Man

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1213-1215, 12/F, Seapower Tower,
Concordia Plaza, 1 Science Museum Road,
Tsim Sha Tsui, Kowloon, Hong Kong

LEGAL ADVISERS

Chak & Associates

AUDITOR

HLB Hodgson Impey Cheng Limited

PRINCIPAL BANKERS

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE/REGISTERED OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park,
P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

COMPANY WEBSITE

www.hinsanggroup.com

STOCK CODE

The Stock Exchange of Hong Kong Limited: 6893

ENQUIRES

Company:

Email: contact@hinsanggroup.com

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

The Group is principally engaged in the marketing, selling and manufacturing of healthcare products primarily targeting children, among which “Hin Sang (衍生)” is a long-established reputable brand. The Group continues to expand its e-commerce business through various popular and influential online and mobile platforms in order to keep pace with consumer trends and seize business opportunities. In addition, the Group trades in personal care products of reputable brands, to leverage existing resources to increase profits. Furthermore, the Group is developing its business in Chinese medical healthcare as well as diagnosis and treatment services projects.

For the Period, the Group’s revenue was approximately HK\$52.3 million, representing an increase of approximately 27.6% as compared to the revenue of approximately HK\$41.0 million for the same period in 2022. The Group has four business segments which are classified according to their ownership, licensing rights and services rendered. During the Period, the Product Development Segment, which engages in the sale of the Group’s own branded products, remained the largest business segment of the Group and contributed approximately 98.1% (2022: 95.4%) of the Group’s revenue. On the other hand, the revenue contribution from the Brand Development and Management Segment decreased from approximately 2.1% of the total revenue for the same period in 2022 to approximately 1.2% of the total revenue for the Period. The Trading of Goods Segment accounted for approximately 0.1% of total revenue for the Period (2022: 1.5%), and the Healthcare Segment accounted for approximately 0.6% (2022: 1.0%) of the Group’s total revenue for the Period.

The normal clearance of travellers between Hong Kong and Mainland China resumed at the beginning of February 2023. This policy has paved the way for the recovery of tourism and retail in the territory. The Group promptly adjusted and upgraded its marketing plans, increasing advertising placements, TV programme sponsorships and outdoor and indoor advertisements. At the same time, the Group continued to spend on online advertising, which has proven to be a cost-effective approach. As a result, the Group’s sales in Hong Kong gradually picked up and initially showed an encouraging post-pandemic performance.

The Group’s business operations are based in both Hong Kong and Mainland China. Revenue generated from the Hong Kong market for the Period recorded approximately HK\$39.0 million (2022: HK\$20.5 million), representing approximately 74.6% of the total revenue for the Period (2022: 50.0%). On the other hand, revenue generated from the Mainland China market for the Period recorded approximately HK\$13.3 million (2022: HK\$20.5 million), representing approximately 25.4% of the total revenue for the Period (2022: 50.0%). The notable increase in the revenue generated from the Hong Kong market was mainly due to the general improvement in consumer sentiments as a result of the gradual recovery of tourism and retail industry in Hong Kong since the resumption of the normal clearance of travellers between Hong Kong and Mainland China at the beginning of February 2023, resulting in the increase in demand for the Group’s products in Hong Kong.

Product Development Segment

In the Product Development Segment, the Group develops and sells healthcare products, personal care products and household products under its own brand names, which are mainly “Hin Sang (衍生)”, “Tai Wo Tong (太和堂)”, “Cheers Smart (千里馬)”, “Care Plus (私+呵護)” and “King’s Antiseptic (殺菌王)”. The Group launched the “Hin Sang (衍生)” brand in 2004, mainly for health supplements. In 2012, the Group launched “Tai Wo Tong (太和堂)” mainly for the Group’s proprietary Chinese medicine category. With a view to further leverage its brand value and explore the opportunities of the less tapped markets, the Group launched several products during the Period, including but not limited to “Hin Sang Jiushaoji Vegetable Beverage (衍生酒筲箕植物飲料)”, “Hin Sang Jiao Jiao Zhu Spine Date Seed γ -Aminobutyric Acid Vegetable Beverage (衍生覺覺豬酸棗仁 γ -氨基丁酸植物飲料)”, “Hin Sang Jineijin Shanzha Glucose Solid Beverage (衍生雞內金山楂葡萄糖固體飲料)” and “Hin Sang Shan Yao Bai He Bird’s Nest Congee (衍生山藥百合燕窩粥)”.

MANAGEMENT DISCUSSION AND ANALYSIS

The revenue of this segment was approximately HK\$ 51.4 million for the Period, representing an increase of approximately 31.4% as compared to the segment revenue of approximately HK\$39.1 million for the same period in 2022. Such increase was mainly due to the general improvement in consumer sentiments as a result of the gradual recovery of tourism and retail industry in Hong Kong since the resumption of the normal clearance of travellers between Hong Kong and Mainland China at the beginning of February 2023. The segment's profit and profit margin for the Period were approximately HK\$0.3 million and 0.5% respectively, representing a turnaround from loss and loss margin of approximately HK\$15.9 million and 40.8% respectively for the same period in 2022.

Brand Development and Management Segment

Since 1999, the Group has been a trusted partner for various brand proprietors of personal care products mainly in the Hong Kong market. The Group offers one-stop solutions for marketing, sales and distribution, logistics and delivery services for their branded products under exclusive distribution agreements with each of the brand proprietors. The Group has a track record of successfully managing and developing a number of brands for its clients, who are primarily manufacturers and owners of the products.

Among the products managed and developed by the Group for the brand proprietors, the major brands are "Pahmi (芭菲)", "Enear (櫻雪)", "Vcnic (花世界)", "Zici (滋采)" and "Sunew (閃新)". The revenue of this segment was approximately HK\$0.6 million for the Period, representing a decrease of approximately 28.2% as compared to the segment revenue of approximately HK\$0.9 million for the same period in 2022. Such decrease was mainly due to the concentration of resources allocated to the Product Development Segment during the Period, to enhance the brand image of the Group's own branded products. The revenue of this segment contributed approximately 1.2% of the total revenue of the Group for the Period (2022: 2.1%). The segment's profit and profit margin for the Period were approximately HK\$77,000 and 12.1% respectively, representing a turnaround from loss and loss margin of approximately HK\$32,000 and 3.6% respectively for the same period in 2022.

Trading of Goods Segment

The Group has served its customers with high quality products sourced from authorised dealers and overseas suppliers. The low-margin products in this segment will be phased out, and more resources will be devoted to the Product Development Segment, which is expected to yield higher profit margin.

The revenue of this segment was approximately HK\$35,000 for the Period, representing a decrease of approximately 94.3% as compared to the segment revenue of approximately HK\$615,000 for the same period in 2022. Such decrease was mainly due to the concentration of resources allocated to the Product Development Segment during the Period, to enhance the brand image of the Group's own branded products. The revenue of this segment contributed approximately 0.1% of the total revenue of the Group for the Period (2022: 1.5%).

Healthcare Segment

The Healthcare segment provides various types of healthcare-related services and products in Mainland China to mothers and children. The Group has established clinics to provide medical treatment and consultation by experienced Chinese physicians specialising in Chinese medical healthcare.

The revenue of this segment was approximately HK\$0.3 million (2022: HK\$0.4 million) for the Period, representing approximately 0.6% (2022: 1.0%) of the Group's total revenue for the Period. The segment loss for the Period was approximately HK\$0.4 million (2022: HK\$0.4 million).

MANAGEMENT DISCUSSION AND ANALYSIS

HUMAN RESOURCES

The Group had a total of 265 staff as at 30 September 2023. The remuneration of the employees consist of fixed salary, individual sales commission and year-end discretionary performance bonus. The Group has devised an assessment system for its employees and the Group uses the assessment result for salary review and promotion decisions. All of the employees undergo a performance appraisal once a year. Such appraisal provides the Group with an opportunity to assess each employee's strengths and areas for improvement, and facilitate the Group to provide necessary training and career development opportunities accordingly. A Share Option Scheme was adopted in September 2014 to recognise and acknowledge those employees who have made a contribution to the Group.

PROSPECTS

The Group is confident that the Hong Kong market can continue to provide a stable platform for its business growth and expansion. The Group continues its efforts in new product development to enrich its health supplement portfolio and enhance its brand image as a health supplement specialist. The Group ensures that only those products with high sales volume potential are retained in the product portfolio. At the same time, the Group will also focus on the development of the Mainland China market, especially the children's health supplement market. The Group believes that this market will benefit greatly from the implementation of China's "Three-child" policy. To seize this opportunity, the Group will continue to expand its distribution network by recruiting additional distributors and devoting more resources to promoting its corporate image to expand its customer base.

The Group has prudently outlined the following strategies for its future business development with the aim of creating value for the Shareholders:

(a) **To continue enhancing brand recognition of the Group's own brands**

The Group has developed the "Hin Sang (衍生)" brand into a well-recognised brand in Hong Kong through effective, targeted and well-positioned advertising programs that emphasise product safety and quality.

The Group continued to focus on and implement its brand strategies of multi-channel marketing and diverse product portfolios. The Group adopted a market-driven research and product development strategy to meet evolving customer demands and needs while achieving rapid growth. The new product launches aim to meet the needs and preferences of different age groups and markets by broadening the Group's product portfolio and customer base.

(b) **To expand the manufacturing arm of the Group**

As part of the Group's plan to enhance the production efficiency of its own branded products and to capture future opportunities, the Group has developed a production plant for health supplements in Yunfu City of the Guangdong Province, the PRC. This facility has enabled the Group to manufacture health supplement products in-house, rather than outsourcing them to an external Original Equipment Manufacturer ("OEM"). This initiative aims to reduce production costs, increase operational efficiency and productivity, and ensure stricter quality control of the Group's own branded healthcare products. This facility is a long-term investment that will help the Group seize future opportunities in the health supplements market.

MANAGEMENT DISCUSSION AND ANALYSIS

(c) To expand e-commerce for own-branded products

The Group will continue to develop and upgrade its e-commerce platform, which focuses on online sales of products under “Hin Sang (衍生)”, enabling customers, particularly customers in Mainland China, to place orders online and enjoy home delivery services. Despite the popularity of online shopping in the Mainland China market, the economic environment and consumer sentiment have not fully recovered after the COVID-19 pandemic. Revenue from the Group’s e-commerce platforms accounted for approximately HK\$8.1 million (2022: HK\$15.0 million) of the Group’s total revenue for the Period.

Recognising the significant growth of e-commerce, the Group has implemented a marketing strategy to enhance brand influence, cultivate customer loyalty and expand its market share in the healthcare products industry. The Group has established a presence on popular e-commerce and social media platforms such as Xiaohongshu (小紅書), Douyin (抖音), Kuaishou (快手), Tmall (天貓), JD.com (京東) and Pinduoduo (拼多多). To further expand its online sales network, the Group has partnered with influential key opinion leaders (KOLs) in e-commerce livestreaming. The Group will continue to introduce high-quality health supplements on these platforms while remaining innovative in its marketing approach to keep pace with consumer trends and reach a wider audience.

FINANCIAL REVIEW

Revenue

The Group’s revenue was approximately HK\$52.3 million for the Period as compared to the revenue of approximately HK\$41.0 million for the same period in 2022, representing an increase of approximately 27.6%. Such increase was mainly due to the increase in its sales of products under the Product Development Segment.

During the Period, the revenue generated from the Product Development Segment increased by approximately HK\$12.3 million, representing an increase of approximately 31.4% as compared to the same period in 2022, which was mainly due to the increase in revenue from the Hong Kong market. The revenue generated from the Brand Development and Management Segment decreased by approximately HK\$0.3 million, representing a decrease of approximately 28.2% as compared to the same period in 2022. The revenue generated from Trading of Goods Segment decreased by approximately HK\$0.6 million, representing a decrease of approximately 94.3% as compared to the same period in 2022. The revenue generated from the Healthcare Segment decreased by approximately HK\$0.1 million, representing a decrease of approximately 26.2% as compared to the same period in 2022.

Cost of Sales

The Group’s cost of sales decreased by 8.1% from approximately HK\$21.5 million for the six months ended 30 September 2022 to approximately HK\$19.7 million for the Period. The reason for the decrease was primarily due to the decrease in cost of sales under the Product Development Segment as compared to same period in 2022.

Gross Profit and Gross Profit Margin

The Group’s gross profit increased by approximately 67.0% from approximately HK\$19.5 million for the six months ended 30 September 2022 to approximately HK\$32.6 million for the Period. The gross profit margin for the Period increased significantly from approximately 47.6% for the six months ended 30 September 2022 to 62.3% for the Period, which was resulted from the increase in sales of higher profit margin products from the Product Development Segment.

MANAGEMENT DISCUSSION AND ANALYSIS

Other Income

The Group's other income decreased by approximately 73.2% from approximately HK\$3.7 million for the six months ended 30 September 2022 to approximately HK\$1.0 million for the Period, which was mainly attributable to the decrease in government grants from approximately HK\$2.2 million for the six months ended 30 September 2022 to approximately HK\$0.4 million for the Period.

Other Gains and Losses

The Group recorded other gains of approximately HK\$0.8 million for the Period, as compared to other losses of approximately HK\$1.7 million for the six months ended 30 September 2022. The change was mainly attributable to gain on fair value change of financial assets at fair value through profit or loss of approximately HK\$2.0 million for the Period, as compared to loss on fair value change of financial assets at fair value through profit or loss of approximately HK\$0.7 million for the six months ended 30 September 2022.

Selling and Distribution Expenses

The selling and distribution expenses slightly increased by approximately 5.4% from approximately HK\$2.6 million for the six months ended 30 September 2022 to approximately HK\$2.8 million for the Period. Such increase was mainly attributable to the change of the Group's marketing and advertising strategy by placing more TV advertisements and outdoor and indoor advertisements, besides online marketing.

Administrative Expenses

The administrative expenses decreased by approximately 7.7% from approximately HK\$36.7 million for the six months ended 30 September 2022 to approximately HK\$33.9 million for the Period, which was mainly attributable to the decrease in sundry expenses from approximately HK\$3.0 million for the six months ended 30 September 2022 to approximately HK\$0.7 million for the Period.

Taxation

The Group's income tax expense slightly increased from approximately HK\$216,000 for the six months ended 30 September 2022 to approximately HK\$229,000 for the Period. The increase in income tax expense was in line with the increase in assessable profits in Hong Kong for the Period compared to that for the six months ended 30 September 2022.

Loss for the Period

During the Period, the Group recorded a net loss of approximately HK\$10.5 million, as compared to a net loss of approximately HK\$24.2 million for the six months ended 30 September 2022.

Other Comprehensive Expense

The other comprehensive expense significantly increased by approximately 674.6% from approximately HK\$1.1 million for the six months ended 30 September 2022 to approximately HK\$8.6 million for the Period. Although the exchange loss on translating foreign operations decreased by approximately 68.6% from approximately HK\$15.4 million for the six months ended 30 September 2022 to approximately HK\$4.8 million for the Period, the Group recorded a fair value loss on financial assets at fair value through other comprehensive income of approximately HK\$3.8 million for the Period, as compared to a fair value gain on financial assets at fair value through other comprehensive income of approximately HK\$14.3 million for the six months ended 30 September 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial assets at Fair Value through Other Comprehensive Income

During the Period, the Group held certain investments for medium to long term purpose, and it represented investment in two listed equity securities which are stated at fair value.

The first listed equity security represents 118,765,000 shares in Fullshare (stock Code: 607), and there was no acquisition or disposal of the shares of Fullshare during the Period. Fullshare is principally engaged in property, tourism, investment and financial services, healthcare and education and new energy businesses. As at 30 September 2023, the carrying amount of these shares amounted to approximately HK\$3.0 million (31 March 2023: HK\$13.2 million), with the fair value loss of approximately HK\$10.2 million being recognised as other comprehensive expense for the Period, and these shares represented approximately 0.4% of the issued ordinary shares of Fullshare as at 30 September 2023. The carrying amount of these shares represented approximately 0.5% of the total assets of the Group as at 30 September 2023.

The second listed equity security represents 45,411,600 shares in Nanjing Sinolife United Company Limited (“Nanjing Sinolife”) (stock code: 3332). There was no acquisition or disposal of the shares of Nanjing Sinolife during the Period. Nanjing Sinolife is principally engaged in the manufacturing and sale of nutritional supplements and the trading of packaged health food products in the PRC, Australia and New Zealand. As at 30 September 2023, the carrying amount of these shares amounted to approximately HK\$11.8 million (31 March 2023: HK\$5.4 million), with the fair value gain of approximately HK\$6.4 million being recognised as other comprehensive income for the Period. These shares represented approximately 16.7% and 4.8% of the issued H shares and the total issued ordinary shares of Nanjing Sinolife respectively as at 30 September 2023. The carrying amount of these shares represented approximately 2.0% of the total assets of the Group as at 30 September 2023.

The fair value of these securities as at the date of this report was approximately HK\$14.5 million.

Inventories

The Group's inventories increased by approximately 7.1% from approximately HK\$15.9 million as at 31 March 2023 to approximately HK\$17.0 million as at 30 September 2023, which was primarily due to the increase in finished goods for distribution by approximately 22.7% from approximately HK\$10.2 million as at 31 March 2023 to approximately HK\$12.6 million as at 30 September 2023.

Trade Receivables

The Group's trade receivables increased by approximately 35.6% from approximately HK\$10.0 million as at 31 March 2023 to approximately HK\$13.5 million as at 30 September 2023, which was primarily attributable to the increase in trade receivables from distributors arising from the purchase of healthcare products of the Product Development Segment.

Trade Payables

The Group's trade payables increased by approximately 10.1% from approximately HK\$6.9 million as at 31 March 2023 to approximately HK\$7.6 million as at 30 September 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

Liquidity, Gearing Ratio and Capital Structure

The Group's bank balances and cash were mainly denominated in HKD and RMB. The bank balances decreased from approximately HK\$10.8 million as at 31 March 2023 to approximately HK\$3.6 million as at 30 September 2023.

The Group's borrowings were denominated in HKD and RMB and interests on borrowings were charged at floating rate. As at 30 September 2023, the Group had HK\$298.9 million bank borrowings; and the amount of unutilised banking facilities was approximately HK\$22.0 million. The maturity profile of the bank borrowings was as follows:

	As at 30 September 2023 (Unaudited) HKD'000	As at 31 March 2023 (Audited) HKD'000
Within 1 year	158,271	156,110
More than 1 year, but not more than 2 years	26,184	25,756
More than 2 years, but not more than 5 years	92,512	112,005
More than 5 years	21,897	23,224

The gearing ratio (total debts divided by total equity) as at 30 September 2023 was 1.4 (31 March 2023: 1.3). The current ratio (total current assets divided by total current liabilities) as at 30 September 2023 was 0.2 (31 March 2023: 0.2).

Foreign Exchange Exposure

The business transactions, assets and liabilities and bank borrowings of the Group are mainly denominated in HKD and RMB. In view of the prevailing macro-economic environment, the Group may be exposed to the foreign exchange rate risks. The Group has not entered into any instrument to hedge against foreign exchange risk exposure during the Period. Nevertheless, the Group will closely monitor the volatility of foreign exchange rate and apply appropriate hedging strategy if and when necessary.

Contingent Liabilities

As at 30 September 2023, the Directors were not aware of any significant events that would have resulted in material contingent liabilities (31 March 2023: Nil).

Charges on the Group's Assets

As at 30 September 2023, the carrying value of the assets of the Group were pledged in favor of banks was approximately HK\$466.4 million (31 March 2023: HK\$491.2 million).

Capital Commitments

As at 30 September 2023, the Group did not have any capital commitment in respect of the acquisition of property, plant and equipment (31 March 2023: Nil).

Financial Management and Policy

The Group continues to adopt prudent financing and treasury policies. The Group's entire financing and treasury activities are centrally managed and controlled. Implementation of the Group's related policies is made under collective but extensive considerations on liquidity risk, financing cost and exchange rate risk. The executive Directors, with the assistance of the Group's financial controller, are responsible for identifying, reviewing, evaluating and analysing the investment opportunities of the Group. The executive Directors also regularly monitor the cash position and funding requirements of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Strategy for Investment

The Group will adopt a prudent approach for its investment strategy and will be cautious in the selection of business partners that will bring synergy after consideration of aspects like finance, nature of business, clientele and expertise in areas complementary to existing business of the Group.

Interim Dividend

The Board has resolved not to declare an interim dividend for the Period (six months ended 30 September 2022: Nil).

Material Acquisition and Disposals and Significant Investments

The Group had no significant investments and material acquisition or disposal during the Period.

OTHER INFORMATION

EVENTS AFTER THE REPORTING PERIOD

There have been no significant events occurred after 30 September 2023 and up to the date to this report which require disclosure.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the Period, neither the Company nor any of its subsidiaries had purchased, sold and redeemed any of the Shares.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions of which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required to be disclosed, under the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

(a) Long positions in Shares

Name of Director	Capacity	Number of Shares held	Approximate percentage of shareholding (Note 3)
Mr. Pang Siu Hin	Interest of spouse (Note 1)	13,608,000	1.25%
	Interest of a controlled corporation and family interest (Note 2)	554,242,000	50.76%
Ms. Kwan Lai Man	Beneficial owner	13,608,000	1.25%
	Interest of a controlled corporation and family interest (Note 2)	554,242,000	50.76%

Note 1: Mr. Pang Siu Hin is the spouse of Ms. Kwan Lai Man. Therefore, he is deemed to be interested in the Shares held by Ms. Kwan Lai Man under the SFO.

Note 2: Genwealth is beneficially owned as to 90% by Mr. Pang Siu Hin and 10% by Ms. Kwan Lai Man. Accordingly, Mr. Pang Siu Hin and Ms. Kwan Lai Man are deemed to be interested in the 554,242,000 Shares held by Genwealth under the SFO.

Note 3: This percentage was compiled based on the Shares in issue as at 30 September 2023 (i.e. 1,091,796,000 shares).

OTHER INFORMATION

(b) Long positions in the underlying shares of the Company

Name of Director	Capacity	Number of options held	Number of underlying Shares	Approximate percentage of shareholding (Note 2)
Mr. Pang Siu Hin	Beneficial owner	8,125,000	8,125,000	0.74%
	Interest of spouse (Note 1)	5,885,000	5,885,000	0.54%
		14,010,000	14,010,000	1.28%
Ms. Kwan Lai Man	Beneficial owner	5,885,000	5,885,000	0.54%
	Interest of spouse (Note 1)	8,125,000	8,125,000	0.74%
		14,010,000	14,010,000	1.28%

Note 1: Mr. Pang Siu Hin is the spouse of Ms. Kwan Lai Man. Each of Mr. Pang Siu Hin and Ms. Kwan Lai Man is therefore deemed to be interested in the underlying Shares held by each other under the SFO.

Note 2: This percentage was compiled based on the Shares in issue as at 30 September 2023 (i.e. 1,091,796,000 shares).

(c) Long positions in Genwealth, an associated corporation of the Company

Name of Director	Capacity	Number of Shares held	Approximate percentage of shareholding
Mr. Pang Siu Hin	Beneficial owner	36,000	90%
Ms. Kwan Lai Man	Beneficial owner	4,000	10%

Save as disclosed above, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions therein that they shall be deemed to have pursuant to such provisions of the SFO), or any interests or short positions which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or any interests or short positions which have to be notified to the Company and the Stock Exchange pursuant to the Model Code as at 30 September 2023.

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

As at 30 September 2023, so far as it is known to the Directors, the following persons, not being a Director or chief executive of the Company, had, or were deemed or taken to have an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Long positions in Shares

Name of substantial Shareholder	Capacity	Number of Shares held	Approximate percentage of shareholding (Note 2)
Genwealth	Beneficial owner	554,242,000	50.76%
Viewforth Limited	Beneficial owner (Note 1)	250,000,000	22.90%
Fullshare	Interest of a controlled corporation (Note 1)	250,000,000	22.90%

Note 1: The 250,000,000 Shares are held by Viewforth Limited. Viewforth Limited is wholly-owned by Fullshare and therefore, Fullshare is deemed to be interested in the same number of Shares held by Viewforth Limited under the SFO.

Note 2: This percentage was compiled based on the Shares in issue on 30 September 2023 (i.e. 1,091,796,000 shares).

Save as disclosed above, so far as it is known to the Directors, there was no other person (other than a Director or chief executive of the Company) who had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under section 336 of the SFO as at 30 September 2023, or as otherwise notified to the Company and the Stock Exchange.

OTHER INFORMATION

SHARE OPTION SCHEME

The Company adopted two share option schemes on 25 September 2014, namely the Pre-IPO Share Option Scheme and the Share Option Scheme under the written resolutions of the then sole Shareholder.

(1) Pre-IPO Share Option Scheme

The purpose of Pre-IPO Share Option Scheme is to recognise the contribution of certain employees, executives or officers of the Group made or will make to the growth of the Group and/or the listing of Shares on the Stock Exchange. No further options will be offered or granted by the Company under the Pre-IPO Share Option Scheme upon the listing of the Shares on the Stock Exchange. Details of the terms of the Pre-IPO Share Option Scheme were disclosed in the prospectus of the Company dated 30 September 2014.

The following table discloses the movements in the outstanding share options granted under the Pre-IPO Share Option Scheme during the Period:

Category or name of participant	Date of grant	Exercise price per Share (HK\$)	Exercise period ^(Note)	Number of share options				outstanding as at 30 September 2023
				outstanding as at 1 April 2023	exercised during the Period	lapsed during the Period	cancelled during the Period	
Director								
Mr. Pang Siu Hin	25/9/2014	0.826	16/10/2018 – 24/9/2024	2,720,000	–	–	–	2,720,000
	25/9/2014	0.826	16/10/2019 – 24/9/2024	2,720,000	–	–	–	2,720,000
				<u>5,440,000</u>	–	–	–	<u>5,440,000</u>
Ms. Kwan Lai Man	25/9/2014	0.826	16/10/2018 – 24/9/2024	1,600,000	–	–	–	1,600,000
	25/9/2014	0.826	16/10/2019 – 24/9/2024	1,600,000	–	–	–	1,600,000
				<u>3,200,000</u>	–	–	–	<u>3,200,000</u>
Employees								
Employees at aggregate	25/9/2014	0.826	16/10/2019 – 24/9/2024	288,000	–	–	–	288,000
				<u>288,000</u>	–	–	–	<u>288,000</u>
Total				<u>8,928,000</u>	–	–	–	<u>8,928,000</u>

Note:

The share options granted on 25 September 2014 are exercisable in the following manner:

- 20% of the options shall vest on and be exercisable from the date which is the first anniversary of the Listing Date (i.e. 16 October 2015);
- 20% of the options shall vest on and be exercisable from the date which is the second anniversary of the Listing Date (i.e. 16 October 2016);
- 20% of the options shall vest on and be exercisable from the date which is the third anniversary of the Listing Date (i.e. 16 October 2017);
- 20% of the options shall vest on and be exercisable from the date which is the fourth anniversary of the Listing Date (i.e. 16 October 2018); and
- 20% of the options shall vest on and be exercisable from the date which is the fifth anniversary of the Listing Date (i.e. 16 October 2019).

During the Period, no share option had been granted, exercised, cancelled or lapsed under the Pre-IPO Share Option Scheme.

(2) Share Option Scheme

The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that eligible participants have made or may make to the Group so as to motivate the eligible participants to optimise their performance and efficiency for the benefit of the Group, and to attract, retain or otherwise maintain ongoing business relationship with the eligible participants whose contributions are, will or expected to be beneficial to the Group. The Share Option Scheme shall be valid and effective for a period of ten years commencing on 16 October 2014 and will therefore expire on 15 October 2024, after which no further option will be issued. Details of the terms of the Share Option Scheme were disclosed in the prospectus of the Company dated 30 September 2014.

As at 1 April 2023 and 30 September 2023, the total number of share options that remained available for grant under the Share Option Scheme were 73,730,000 and 73,730,000, respectively.

The following table discloses the movements in the outstanding share options granted under the Share Option Scheme during the Period:

Category or name of participant	Date of grant	Exercise price per Share (HK\$)	Exercise period ^(Note)	Number of share options				outstanding as at 30 September 2023
				outstanding as at 1 April 2023	exercised during the Period	lapsed during the Period	cancelled during the Period	
Director								
Mr. Pang Siu Hin	28/4/2015	1.460	28/4/2017 – 27/4/2025	225,000	–	–	–	225,000
	28/4/2015	1.460	28/4/2018 – 27/4/2025	300,000	–	–	–	300,000
	3/10/2016	2.144	3/10/2017 – 2/10/2026	324,000	–	–	–	324,000
	3/10/2016	2.144	3/10/2018 – 2/10/2026	324,000	–	–	–	324,000
	3/10/2016	2.144	3/10/2019 – 2/10/2026	432,000	–	–	–	432,000
	21/12/2017	1.412	21/12/2018 – 20/12/2027	324,000	–	–	–	324,000
	21/12/2017	1.412	21/12/2019 – 20/12/2027	324,000	–	–	–	324,000
	21/12/2017	1.412	21/12/2020 – 20/12/2027	432,000	–	–	–	432,000
					2,685,000	–	–	–
Ms. Kwan Lai Man	28/4/2015	1.460	28/4/2017 – 27/4/2025	225,000	–	–	–	225,000
	28/4/2015	1.460	28/4/2018 – 27/4/2025	300,000	–	–	–	300,000
	3/10/2016	2.144	3/10/2017 – 2/10/2026	324,000	–	–	–	324,000
	3/10/2016	2.144	3/10/2018 – 2/10/2026	324,000	–	–	–	324,000
	3/10/2016	2.144	3/10/2019 – 2/10/2026	432,000	–	–	–	432,000
	21/12/2017	1.412	21/12/2018 – 20/12/2027	324,000	–	–	–	324,000
	21/12/2017	1.412	21/12/2019 – 20/12/2027	324,000	–	–	–	324,000
	21/12/2017	1.412	21/12/2020 – 20/12/2027	432,000	–	–	–	432,000
					2,685,000	–	–	–

OTHER INFORMATION

Category or name of participant	Date of grant	Exercise price per Share (HK\$)	Exercise period ^(Note)	Number of share options				outstanding as at 30 September 2023
				outstanding as at 1 April 2023	exercised during the Period	lapsed during the Period	cancelled during the Period	
Employees								
Employees at aggregate	28/4/2015	1.460	28/4/2017 – 27/4/2025	90,000	–	–	–	90,000
	28/4/2015	1.460	28/4/2018 – 27/4/2025	120,000	–	–	–	120,000
	18/11/2016	2.264	18/11/2017 – 17/11/2026	27,000	–	–	–	27,000
	18/11/2016	2.264	18/11/2018 – 17/11/2026	27,000	–	–	–	27,000
	18/11/2016	2.264	18/11/2019 – 17/11/2026	36,000	–	–	–	36,000
				300,000	–	–	–	300,000
Consultant								
Consultant at aggregate	28/4/2015	1.460	28/4/2016 – 27/4/2025	180,000	–	–	–	180,000
	28/4/2015	1.460	28/4/2017 – 27/4/2025	180,000	–	–	–	180,000
	28/4/2015	1.460	28/4/2018 – 27/4/2025	240,000	–	–	–	240,000
				600,000	–	–	–	600,000
Total				6,270,000	–	–	–	6,270,000

Note:

1. The share options granted on 28 April 2015 are exercisable in the following manner:
 - 30% of the options shall vest on and be exercisable from 28 April 2016;
 - 30% of the options shall vest on and be exercisable from 28 April 2017; and
 - 40% of the options shall vest on and be exercisable from 28 April 2018.
2. The options granted on 3 October 2016 are exercisable in the following manner:
 - 30% of the options shall vest on and be exercisable from 3 October 2017;
 - 30% of the options shall vest on and be exercisable from 3 October 2018; and
 - 40% of the options shall vest on and be exercisable from 3 October 2019.
3. The options granted on 18 November 2016 are exercisable in the following manner:
 - 30% of the options shall vest on and be exercisable from 18 November 2017;
 - 30% of the options shall vest on and be exercisable from 18 November 2018; and
 - 40% of the options shall vest on and be exercisable from 18 November 2019.
4. The options granted on 21 December 2017 are exercisable in the following manner:
 - 30% of the options shall vest on and be exercisable from 21 December 2018;
 - 30% of the options shall vest on and be exercisable from 21 December 2019; and
 - 40% of the options shall vest on and be exercisable from 21 December 2020.

During the Period, no share option had been granted, exercised, cancelled or lapsed under the Share Option Scheme.

CORPORATE GOVERNANCE

Corporate Governance Practice

The Board and senior management of the Company strive to maintain a high standard of corporate governance, formulate sound corporate governance practice for improvement of accountability and transparency in operations, and to strengthen the internal control system from time to time so as to ensure the expectations of the shareholders of the Company are met.

Save for the below deviation, the Company has adopted and complied with all the code provisions of the Corporate Governance Code (the “CG Code”) as set forth in Appendix 14 to the Listing Rules as its corporate governance code of practices.

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Pang Siu Hin is both the chairman and the chief executive officer of the Company. In view of the fact that Mr. Pang is one of the co-founders of the Group and has been operating and managing the Group effectively since 1996, the Board believes that it is in the best interest of the Group to have Mr. Pang taking up both roles for effective management and business development with his profound knowledge and experience in the industry. The Board therefore considers that the deviation from the CG Code provision C.2.1 is reasonably justified under such circumstances.

Model Code of Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors (the “Model Code”) as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiries with all Directors and all Directors confirmed that they had complied with the standards required by the Model Code during the Period.

Board

The Board is responsible for the overall conduct of the Group, formulating Group policies and business directions, and monitoring risk management, internal controls and performance of the management. Currently, the Board has a total of seven Directors comprising two executive Directors, namely, Mr. Pang Siu Hin and Ms. Kwan Lai Man; two non-executive Directors, namely, Ms. Wong Wai Ling and Ms. Tian Shanshan; and three independent non-executive Directors, namely, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. Mr. Pang is the chairman of the Board.

Audit Committee

The Company established the Audit Committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process, risk management and internal control system of the Group. Currently, the audit committee consists of three members who are the independent non-executive Directors, namely Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the Audit Committee is Mr. Lee Luk Shiu.

Remuneration Committee

The Company established the remuneration committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. The primary duties of the remuneration committee are, among other things, to review and to determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management. Currently, the remuneration committee consists of four members, namely Ms. Kwan Lai Man, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the remuneration committee is Mr. Lau Chi Kit.

OTHER INFORMATION

Nomination Committee

The Company established the nomination committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. The primary function of the nomination committee is to make recommendations to the Board on the appointment or reappointment of Directors and the management of the Board succession. Currently, the nomination committee consists of four members, namely Ms. Kwan Lai Man, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the nomination committee is Dr. Tang Sing Hing, Kenny.

Risk Management and Internal Control

The Board is responsible for overseeing the Group's risk management and internal control systems and reviewing its effectiveness, particularly in respect of risk management and controls on governance, financial, operational, and compliance, to safeguard stakeholders' interests and the Group's assets. The systems are designed to manage rather than eliminate the risks of failure in achieving the Company's objectives. The systems are designed to provide reasonable, but not absolute, assurance in the following aspects:

- compliance with applicable laws, regulations, contracts, policies and procedures
- effectiveness of risk management process
- reliability and integrity of financial reporting
- effectiveness and efficiency of operations
- prevention and detection of fraud and irregularities

The Board, through the Audit Committee, conducted a review of the effectiveness of the system of risk management and internal control system of the Group, including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function. The Audit Committee oversees the system of risk management and internal control of the Group and continuously communicates any material issues to the Board.

Risk Management Framework

The Group's risk management framework provides a systematic approach to risk management process, which is inlaid in the system of internal controls as an integral part of corporate governance. The risk management framework helps to sustain business success, creates value for stakeholders and supports the Board in discharging its corporate governance responsibilities by proactively identifying, addressing and managing key risks within the Group. The risk management framework is aligned with the Committee of the Sponsoring Organizations of the Treadway Commission (COSO) Internal Control Integrated Framework, in which the management takes direct risk management responsibilities and reports to the risk management core group as risk owners.

Details of the risk management framework are set out in the Corporate Governance Report on pages 67 to 68 of the Company's 2022/23 Annual Report.

Quality Management System

The Group launches its brands and acts as an agency of personal care and health products for international brands, as a result, the Group has strict control of product quality. The reporting scope has adopted the ISO 9001 quality management system to ensure effective procedures and processes are adopted for the production of excellent and safe products. Upon receipt of materials, the quality inspection process is clearly defined and implemented according to the relevant regulations. Each batch of products shall only be formally released after it passed the inspection. All food, Chinese medicine products must go through the testing on remained pesticides, heavy metals, and micro-organisms. All products which fall within the definition of proprietary Chinese medicines under the Chinese Medicine Ordinance are regulated and must meet the requirements in respect to safety, quality and efficacy before they can be registered. The Group regularly monitors the production and quality inspection procedures of the suppliers to verify and confirm the suppliers' capabilities in the provision of compliant and safe products to the Group.

The Group has established the crisis management team for handling emergency issues and formulating emergency instruction for remediation of any issues and potential risks incurred from product safety.

Internal Audit Function

The internal audit department ("IAD") is an independent and objective body, which directly reports to the Audit Committee on a quarterly basis and the manager of IAD has a direct access to the chairman of the Audit Committee.

The IAD has unlimited access to review all Group's activities, internal control, risk management, and corporate governance related issues. One of the functions is to assist the Board to independently assess the effectiveness and adequacy of the internal control systems and risk management process and, more importantly, to seek continuous improvement.

To keep abreast of the company's growth and latest business development, the IAD will always review its adequacy and competency of knowledge and attend corresponding workshops and/or seminars whenever thinks fit.

Internal Audit Activities

The IAD has adopted a risk-management based approach in developing the annual internal audit planning memorandum, which corresponds to the risk management framework. Risk assessment, which is regarded as a major and dynamic process, is performed on a regular basis so as to identifying, prioritizing and scoping business activities and simultaneously to covering business activities with significant risks across the Group. The Audit Committee reviews and approves the annual internal audit planning memorandum. In each individual audit assignment, significant financial, operational, compliance and fraud risk areas are further assessed in order to evaluate control effectiveness and any mitigation efforts raised by the management.

All audit findings and corresponding recommendations on control deficiencies of each audit assignment are well communicated to the management, who needs to establish any remedial actions to correct those control deficiencies within a reasonable period of time. Subsequent reviews are purposefully done to monitor whether those remedial actions have been performed right on time and correctly. Significant deficiencies of individual assignment are reported to and reviewed by the Audit Committee.

Through the on-going review of the adequacy and effectiveness of the management's awareness of some key operational processes, the IAD discharges its duties of performing audit assignment on those areas on an ad hoc basis if necessary.

OTHER INFORMATION

Review of Risk Management and Internal Control Effectiveness

Through the Audit Committee, the Board has conducted annual review of the effectiveness of the Group's risk management and internal control systems for the Period, covering all significant financial, operational and compliance controls, and it has considered the Group's risk management and internal control system to be effective and adequate. There was no suspected material irregularities found or significant areas of concern identified during the Period that might affect the Shareholders.

CHANGES IN INFORMATION OF DIRECTORS

There is no change in the information of the Director(s) required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the publication of the last annual report of the Company.

REVIEW OF INTERIM RESULTS

This unaudited condensed consolidated interim financial information of the Group for the Period, which is contained in this interim report, has been reviewed by the Audit Committee.

By Order of the Board
Pang Siu Hin
Chairman

Hong Kong, 29 November 2023

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2023

	Notes	Six months ended 30 September	
		2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Revenue	3	52,318	40,986
Cost of sales		(19,721)	(21,467)
Gross profit		32,597	19,519
Other income	5	990	3,693
Other gains and losses	6	773	(1,725)
Selling and distribution expenses		(2,787)	(2,645)
Administrative expenses		(33,911)	(36,726)
Finance costs	7	(7,895)	(6,137)
Loss before tax		(10,233)	(24,021)
Income tax expense	8	(229)	(216)
Loss for the period	9	(10,462)	(24,237)
Other comprehensive (expense)/income			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value (loss)/gain on financial assets at fair value through other comprehensive income		(3,765)	14,297
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations		(4,841)	(15,408)
Other comprehensive expense for the period		(8,606)	(1,111)
Total comprehensive expense for the period		(19,068)	(25,348)
Loss for the period attributable to:			
– Owners of the Company		(10,450)	(24,222)
– Non-controlling interests		(12)	(15)
		(10,462)	(24,237)
Total comprehensive expense for the period attributable to:			
– Owners of the Company		(18,864)	(25,028)
– Non-controlling interests		(204)	(320)
		(19,068)	(25,348)
Loss per share	11		
Basic (HK cents)		(0.96)	(2.22)
Diluted (HK cents)		(0.96)	(2.22)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2023

	Notes	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 March 2023 (Audited) HK\$'000
Non-current assets			
Property, plant and equipment		296,672	322,230
Right-of-use assets		210,374	214,789
Investment properties		12,981	13,679
Financial assets at fair value through profit or loss		6,266	6,267
Financial assets at fair value through other comprehensive income	12	14,776	18,541
Deferred tax assets		437	437
		541,506	575,943
Current assets			
Inventories		16,997	15,865
Trade and other receivables	13	17,605	13,808
Financial assets at fair value through profit or loss		3,614	1,665
Tax refundable		-	221
Bank balances and cash		3,621	10,775
		41,837	42,334
Total assets		583,343	618,277

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2023

	Notes	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 March 2023 (Audited) HK\$'000
Current liabilities			
Trade and other payables	14	38,403	39,273
Contract liabilities		22,919	20,372
Bank borrowings		158,271	156,110
Lease liabilities		285	698
Current tax liabilities		180	97
		220,058	216,550
Net current liabilities			
		(178,221)	(174,216)
Total assets less current liabilities			
		363,285	401,727
Non-current liabilities			
Bank borrowings		140,593	160,985
Lease liabilities		1,645	627
Deferred tax liabilities		204	204
		142,442	161,816
Net assets			
		220,843	239,911
Capital and reserves			
Share capital	15	109,180	109,180
Reserves		111,340	130,204
Equity attributable to owners of the Company			
		220,520	239,384
Non-controlling interests			
		323	527
Total equity			
		220,843	239,911

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2023

	Attributable to owners of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Revaluation reserve HK\$'000	Foreign currency translation reserve HK\$'000	Share options reserve HK\$'000	(Accumulated losses)/ Retained profits HK\$'000	Subtotal HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
As at 1 April 2022 (audited)	109,180	705,890	(71,463)	(451,950)	(1,063)	8,952	2,048	301,594	206	301,800
Loss for the period	-	-	-	-	-	-	(24,222)	(24,222)	(15)	(24,237)
Other comprehensive expense for the period										
- Fair value loss on financial assets at fair value through other comprehensive income	-	-	-	14,297	-	-	-	14,297	-	14,297
- Transfer upon disposal	-	-	-	1,043	-	-	(1,043)	-	-	-
- Exchange differences on translating foreign operations	-	-	-	-	(15,103)	-	-	(15,103)	(305)	(15,408)
Total comprehensive income/(expense) for the period	-	-	-	15,340	(15,103)	-	(25,265)	(25,028)	(320)	(25,348)
As at 30 September 2022 (unaudited)	109,180	705,890	(71,463)	(436,610)	(16,166)	8,952	(23,217)	276,566	(114)	276,452
As at 1 April 2023 (audited)	109,180	705,890	(71,463)	(452,124)	(12,566)	8,952	(48,485)	239,384	527	239,911
Loss for the period	-	-	-	-	-	-	(10,450)	(10,450)	(12)	(10,462)
Other comprehensive expense for the period										
- Fair value loss on financial assets at fair value through other comprehensive income	-	-	-	(3,765)	-	-	-	(3,765)	-	(3,765)
- Exchange differences on translating foreign operations	-	-	-	-	(4,649)	-	-	(4,649)	(192)	(4,841)
Total comprehensive expense for the period	-	-	-	(3,765)	(4,649)	-	(10,450)	(18,864)	(204)	(19,068)
As at 30 September 2023 (unaudited)	109,180	705,890	(71,463)	(455,889)	(17,215)	8,952	(58,935)	220,520	323	220,843

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2023

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Net cash generated from operating activities	5,616	4,542
Net cash (used in)/generated from investing activities	(422)	1,120
Net cash used in financing activities	(15,432)	(6,659)
Net decrease in cash and cash equivalents	(10,238)	(997)
Cash and cash equivalents at the beginning of the period	10,775	13,049
Effect of foreign exchange rate changes	3,084	(806)
Cash and cash equivalents at the end of the period	3,621	11,246
Representing: Bank balances and cash	3,621	11,246

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Listing Rules.

The Group incurred a net loss of approximately HK\$10,462,000 during the period ended 30 September 2023 and, as of that date, the Group’s current liabilities exceeded its current assets by approximately HK\$178,221,000. In view of these circumstances and the impact of COVID-19, the Group has been continuously implementing measures to improve its profitability and operating performance and to mitigate the liquidity pressure. These measures include (1) implementing business strategies to enhance the production efficiency of the Group’s own brand products and aiming to reduce the product cost by self-production, (2) continuing its measures to control administrative and operating costs, and (3) looking for other sources of finance including equity financing to enhance the capital structure and reduce the overall finance costs.

With respect to the Group’s bank financing, the Group maintains continuous communication with its principal banks. The directors of the Company are not aware of any intention of the principal banks to withdraw their banking facilities or require early repayment of the bank borrowings. Taking into account the good track record and relationships with the banks and the fair value of the pledged properties, the directors believe that the Group will be able to renew the banking facilities upon maturity dates.

The directors have assessed the Group’s cash flow projections cover a period of not less than twelve months from 30 September 2023. The key factors that are taken into account by management in the cash flow projections include the anticipated cash flows from the Group’s operations, capital expenditures, continuous availability of banking facilities and the impact of COVID-19. The Group’s ability to achieve the projected cash flows depends on management’s ability to successfully implement the aforementioned improvement measures on profitability and liquidity and the continuous availability of banking facilities.

The directors are of the opinion that, taking into account the expected renewals of the bank borrowings and the unutilised banking facilities, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 30 September 2023. Accordingly, the directors are satisfied that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2023 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2023.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 April 2023 for the preparation of the Group’s condensed consolidated financial statements.

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to Hong Kong Accounting Standards (“HKAS”) 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The application of the amendments to HKFRSs in the current period has had no material impact on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in the condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of revenue

	For the six months ended 30 September 2023 (unaudited)				
	Product Development Segment	Brand Development and Management Segment	Trading of Goods Segment	Healthcare Segment	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Type of goods and service					
Sales of healthcare products	50,618	-	-	-	50,618
Sales of personal care products	545	560	35	-	1,140
Sales of household products	189	75	-	-	264
Healthcare service	-	-	-	296	296
Total	51,352	635	35	296	52,318
Geographical markets					
Hong Kong, China	38,359	635	35	-	39,029
Mainland China	12,993	-	-	296	13,289
Total	51,352	635	35	296	52,318
Timing of revenue recognition					
A point of time	51,352	635	35	296	52,318

	For the six months ended 30 September 2022 (unaudited)				
	Product Development Segment	Brand Development and Management Segment	Trading of Goods Segment	Healthcare Segment	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Type of goods and service					
Sales of healthcare products	34,869	-	4	-	34,873
Sales of personal care products	4,216	885	611	-	5,712
Sales of household products	-	-	-	-	-
Healthcare service	-	-	-	401	401
Total	39,085	885	615	401	40,986
Geographical markets					
Hong Kong, China	18,987	885	615	-	20,487
Mainland China	20,098	-	-	401	20,499
Total	39,085	885	615	401	40,986
Timing of revenue recognition					
A point of time	39,085	885	615	401	40,986

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

4. SEGMENT INFORMATION

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

Six months ended 30 September 2023 (unaudited)

	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
Revenue External sales	51,352	635	35	296	52,318
Segment profit/(loss)	279	77	(396)	(397)	(437)
Interest income					62
Gain arising on financial assets measured at fair value through profit or loss					1,950
Unallocated expenses					(3,913)
Finance costs					(7,895)
Loss before tax					(10,233)

Six months ended 30 September 2022 (unaudited)

	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
Revenue External sales	39,085	885	615	401	40,986
Segment (loss)/profit	(15,934)	(32)	607	(427)	(15,786)
Interest income					32
Loss arising on financial assets measured at fair value through profit or loss					933
Unallocated expenses					(3,063)
Finance costs					(6,137)
Loss before tax					(24,021)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

5. OTHER INCOME

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Interest income on bank deposits	62	32
Rental income	215	231
Government grants	418	2,210
Others	295	1,220
	990	3,693

6. OTHER GAINS AND LOSSES

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Gain/(Loss) on fair value change of financial assets at fair value through profit or loss	1,949	(656)
Loss on disposal of property, plant and equipment	-	(6)
Loss on revaluation of property, plant and equipment and right-of-use assets	-	(635)
Net foreign exchange loss	(1,176)	(428)
	773	(1,725)

7. FINANCE COSTS

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Interest expense on bank loans	7,879	6,101
Interest expense on lease liabilities	16	36
	7,895	6,137

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

8. INCOME TAX EXPENSE

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Current tax:		
Hong Kong Profits Tax	229	215
PRC Enterprise Income Tax	-	1
	229	216

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

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

9. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging:

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Depreciation of property, plant and equipment	8,541	9,663
Depreciation of right-of-use assets	3,572	3,622

10. DIVIDENDS

No dividends were paid, declared or proposed during the interim period (2022: Nil). The Directors have determined that no dividend will be paid in respect of the interim period (2022: Nil).

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

11. LOSS PER SHARE

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

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Loss		
Loss for the purpose of basic and diluted loss per share (Loss for the period attributable to owners of the Company)	(10,450)	(24,222)

	Six months ended 30 September	
	2023	2022
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	1,091,796,000	1,091,796,000
Effect of dilutive potential ordinary shares:		
– Share options	–	–
Weighted average number of ordinary shares for the purpose of diluted loss per share	1,091,796,000	1,091,796,000

The computation of diluted loss per share for the six months ended 30 September 2023 and 2022 does not assume the exercise of the Company's share options since their assumed exercise would result in a decrease in loss per share.

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 March 2023 (Audited) HK\$'000
	Equity securities listed in Hong Kong	14,776

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

13. TRADE AND OTHER RECEIVABLES

	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 March 2023 (Audited) HK\$'000
Trade receivables	16,175	12,627
Less: Allowance for credit losses	(2,658)	(2,658)
	13,517	9,969
Prepayments to suppliers	1,712	1,055
Prepayments for other expenses	1,456	2,276
Deposits	490	508
Value-added tax recoverable	430	-
	17,605	13,808

The Group's sales to most customers are made on cash on delivery, whilst the Group generally allows an average credit period of 60 days (with 15 days of grace period in certain cases) to certain major trade customers with established trading records.

The following is an aging analysis of the Group's trade receivables net of allowance for credit losses at the end of the reporting period, presented based on invoice date:

	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 March 2023 (Audited) HK\$'000
0-30 days	2,581	5,520
31-60 days	2,921	2,135
61-90 days	2,193	919
91-365 days	4,958	357
Over 365 days	864	1,038
	13,517	9,969

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

14. TRADE AND OTHER PAYABLES

	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 March 2023 (Audited) HK\$'000
Trade payables	7,566	6,875
Accruals and other payables	30,837	32,398
	38,403	39,273

The following is an aging analysis of the Group's trade payables at the end of the reporting period, presented based on invoice date:

	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 March 2023 (Audited) HK\$'000
0-30 days	1,510	1,365
31-60 days	721	1,435
61-90 days	736	451
Over 90 days	4,599	3,624
	7,566	6,875

15. SHARE CAPITAL

Ordinary shares of HK\$0.1 each

	Number of shares	Share capital HK\$'000
Authorised:		
At 1 April 2023 and 30 September 2023 (unaudited)	2,000,000,000	200,000
Issued and fully paid:		
At 1 April 2023 and 30 September 2023 (unaudited)	1,091,796,000	109,180

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

16. RELATED PARTY DISCLOSURES

Compensation to key management personnel

Compensation to key management personnel of the Group which represents Directors, during the period are as follows:

	Six months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Short-term benefits	2,736	2,736
Post-employment benefits	-	-
Share-based payments	-	-
	2,736	2,736

17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
	30/09/2023	31/03/2023			
	(Unaudited) HK\$'000	(Audited) HK\$'000			
Equity securities listed in Hong Kong classified as financial assets at fair value through profit or loss	3,614	1,665	Level 1	Quoted bid price in an active market	N/A
Equity securities listed in Hong Kong classified as financial assets at fair value through other comprehensive income	14,776	18,541	Level 1	Quoted bid price in an active market	N/A
Deposit and prepayments for life insurance policies classified as financial assets at fair value through profit or loss	6,266	6,267	Level 2	Quoted asset value provided by financial institution	N/A

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

Directors estimate the fair value of financial assets and financial liabilities measured at amortised cost using the discounted cash flow analysis.

Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the condensed consolidated financial statements approximate their fair values.