

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This report, for which the directors (the “Directors”) of China Brilliant Global Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## 香港聯合交易所有限公司(「聯交所」) GEM之特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較在聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

本報告乃遵照聯交所《GEM證券上市規則》(「GEM上市規則」)之規定而提供有關朗華國際集團有限公司(「本公司」)之資料，本公司董事(「董事」)願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺騙成分；及本報告並無遺漏任何事項，致使本報告內任何聲明或本報告產生誤導。

## HIGHLIGHTS

## 摘要

- Revenue of the Group for the nine months ended 31 December 2021 amounted to approximately HK\$38,396,000, representing a decrease of approximately 16.8% as compared to the corresponding period of the previous financial year.
  - The Group's gross profit for the nine months ended 31 December 2021 was approximately HK\$2,706,000, decreased by approximately HK\$583,000 as compared with the same period of the last financial year.
  - Loss attributable to owners of the Company for the nine months ended 31 December 2021 amounted to approximately HK\$29,373,000 (for the nine months ended 31 December 2020: HK\$11,336,000).
  - The Board does not recommend the payment of any dividend for the nine months ended 31 December 2021.
- 本集團截至二零二一年十二月三十一日止九個月之收益為約38,396,000港元，較上一個財政年度同期減少約16.8%。
  - 本集團截至二零二一年十二月三十一日止九個月之毛利為約2,706,000港元，較上一個財政年度同期減少約583,000港元。
  - 截至二零二一年十二月三十一日止九個月，本公司擁有人應佔虧損為約29,373,000港元（截至二零二零年十二月三十一日止九個月：11,336,000港元）。
  - 董事會不建議就截至二零二一年十二月三十一日止九個月派發任何股息。

## UNAUDITED CONSOLIDATED RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months and three months ended 31 December 2021 together with the unaudited comparative figures for the corresponding periods in 2020 as follows:

## 未經審核綜合業績

本公司董事會(「董事會」)欣然宣佈，本公司及其附屬公司(「本集團」)截至二零二一年十二月三十一日止九個月及三個月之未經審核綜合業績，連同二零二零年同期之未經審核比較數字如下：

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### 簡明綜合損益及其他全面收益表

		Notes 附註	Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
			2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	3	<b>38,396</b>	46,152	<b>19,633</b>	12,433
Cost of sales	銷售成本		<b>(35,690)</b>	(42,863)	<b>(19,031)</b>	(11,328)
<b>Gross profit</b>	<b>毛利</b>		<b>2,706</b>	3,289	<b>602</b>	1,105
Other gains and losses, net	其他收益及虧損淨額		<b>(5,365)</b>	900	<b>(434)</b>	64
Selling expenses	銷售開支		<b>(1,145)</b>	(917)	<b>(325)</b>	(329)
Administrative expenses	行政開支		<b>(34,344)</b>	(13,125)	<b>(12,078)</b>	(5,880)
Finance costs	財務成本		<b>(61)</b>	(212)	<b>(15)</b>	(63)
Share of profit of associate	應佔聯營公司溢利		<b>417</b>	299	<b>5</b>	160
Gain on disposal of subsidiaries	出售附屬公司之收益		<b>-</b>	1,652	<b>-</b>	823
<b>Loss before tax</b>	<b>除稅前虧損</b>	4	<b>(37,792)</b>	(8,114)	<b>(12,245)</b>	(4,120)
Income tax expense	所得稅開支		<b>-</b>	-	<b>-</b>	-
<b>Loss for the period from continuing operations</b>	<b>持續經營業務期內虧損</b>		<b>(37,792)</b>	(8,114)	<b>(12,245)</b>	(4,120)
<b>Loss for the period from discontinued operations</b>	<b>已終止經營業務期內虧損</b>	5	<b>-</b>	(6,627)	<b>-</b>	-
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(37,792)</b>	(14,741)	<b>(12,245)</b>	(4,120)

		Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
Notes 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Other comprehensive expenses: 其他全面開支:</b>					
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至 損益之項目:</i>				
Foreign currency translation arising on translation of foreign operations:	換算海外業務產生 之外幣匯兌:				
Foreign currency translation arising during the period	期內所產生 之外幣匯兌	76	847	103	566
<b>Total comprehensive expenses for the period</b>	<b>期內全面開支總額</b>	<b>(37,716)</b>	<b>(13,894)</b>	<b>(12,142)</b>	<b>(3,554)</b>
<b>Loss for the period attributable to:</b>	<b>以下人士應佔 期內虧損:</b>				
– Owners of the Company	– 本公司擁有人	(29,373)	(11,336)	(9,070)	(3,022)
– Non-controlling interest	– 非控股權益	(8,419)	(3,405)	(3,175)	(1,098)
		<b>(37,792)</b>	<b>(14,741)</b>	<b>(12,245)</b>	<b>(4,120)</b>
<b>Total comprehensive expenses for the period attributable to:</b>	<b>以下人士應佔期內全面 開支總額:</b>				
– Owners of the Company	– 本公司擁有人	(29,292)	(10,489)	(8,962)	(2,456)
– Non-controlling interest	– 非控股權益	(8,424)	(3,405)	(3,180)	(1,098)
		<b>(37,716)</b>	<b>(13,894)</b>	<b>(12,142)</b>	<b>(3,554)</b>

		Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
Notes 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Loss per share from continuing and discontinued operations</b>	<b>持續經營及已終止經營業務每股虧損</b>				
- Basic and diluted	- 基本及攤薄	6	HK(2.02) Cents (2.02)港仙	HK(0.78) Cents (0.78)港仙	HK(0.62) Cents (0.62)港仙
<b>Loss per share from continuing operations</b>	<b>持續經營業務每股虧損</b>				
- Basic and diluted	- 基本及攤薄	6	HK(2.02) Cents (2.02)港仙	HK(0.47) Cents (0.47)港仙	HK(0.62) Cents (0.62)港仙
<b>Loss per share from discontinued operations</b>	<b>已終止經營業務每股虧損</b>				
- Basic and diluted	- 基本及攤薄	6	N/A 不適用	HK(0.31) Cents (0.31)港仙	N/A 不適用

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2021

# 簡明綜合權益變動表

截至二零二一年十二月三十一日止九個月

Attributable to equity holders of the Company  
本公司權益持有人應佔

	Share capital	Share premium account	Statutory reserve fund	Foreign currency	Share option reserve	Capital contribution	Other reserve	Accumulated losses	Sub-total	Non-controlling interest	Total	
				translation reserve		reserve						
	股本	股份溢價賬	法定儲備基金	外幣匯兌儲備	購股權儲備	資本注入儲備	其他儲備	累計虧損	小計	非控股權益	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)	(Note d) (附註d)	(Note e) (附註e)						
At 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	145,724	523,511	-	635	30,232	12,328	-	(651,241)	61,189	22,291	83,480
Loss for the period (unaudited)	期內虧損(未經審核)	-	-	-	-	-	-	-	(29,373)	(29,373)	(8,419)	(37,792)
Other comprehensive income for the period (unaudited):	期內其他全面收益(未經審核):											
Exchange difference on translation of foreign operations (unaudited)	換算海外業務產生之匯兌差額(未經審核)	-	-	-	81	-	-	-	-	81	(5)	76
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	-	81	-	-	-	(29,373)	(29,292)	(8,424)	(37,716)
Non-controlling interests arising on change in ownership interests in subsidiaries without loss of control	附屬公司所有權權益發生變化而不失去控制權時產生的非控制權益	-	-	-	-	-	-	-	(361)	(361)	35,461	35,100
At 31 December 2021 (unaudited)	於二零二一年十二月三十一日(未經審核)	145,724	523,511	-	716	30,232	12,328	-	(680,975)	31,536	49,328	80,864
At 1 April 2020 (audited)	於二零二零年四月一日 (經審核)	145,245	521,041	1	(292)	30,713	-	-	(608,156)	88,552	-	88,552
Loss for the period (unaudited)	期內虧損(未經審核)	-	-	-	-	-	-	-	(11,336)	(11,336)	(3,405)	(14,741)
Other comprehensive income for the period (unaudited):	期內其他全面收益(未經審核):											
Exchange difference on translation of foreign operations (unaudited)	換算海外業務產生之匯兌差額(未經審核)	-	-	-	847	-	-	-	-	847	-	847
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	-	847	-	-	-	(11,336)	(10,489)	(3,405)	(13,894)
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	(2,756)	-	(2,756)	9,750
At 31 December 2020 (unaudited)	於二零二零年十二月三十一日(未經審核)	145,245	521,041	1	555	30,713	-	-	(756)	(619,492)	75,307	84,408

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

## 簡明綜合權益變動表 (續)

Notes:

附註：

(a) Share premium account

Under the Companies Law (2001 Revision) of the Cayman Islands, the share premium account of the Company is distributable to its shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(a) 股份溢價賬

根據開曼群島公司法(二零零一年修訂本)，本公司之股份溢價賬可供分派予股東，惟於緊隨建議派付股息當日後，本公司須能償還於日常業務過程中到期之債務。

(b) Statutory reserve fund

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve fund which is restricted as to use. When the balance of such reserve fund reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve fund can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve fund must be maintained at least 25% of capital after such usage.

(b) 法定儲備基金

根據中華人民共和國(「中國」)的相關企業法律法規，於中國註冊之實體之部分溢利已轉撥至有限用途之法定儲備基金。當該等儲備基金結餘達該實體資本之50%時，可選擇是否作出進一步劃撥。法定儲備基金僅在獲得相關部門批准後方可動用，以抵銷過往年度之虧損或增資。然而，運用法定儲備基金後之結餘須至少維持在資本之25%。

(c) Foreign currency translation reserve

Foreign currency translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar) which are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operations.

(c) 外幣匯兌儲備

外幣匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元)時產生之匯兌差額，直接於其他全面收益中確認及於外幣匯兌儲備中累計。該等於外幣匯兌儲備累計之匯兌差額於出售海外業務時重新分類至損益賬內。

(d) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised. The amount will be transferred to the share premium account when the related options are exercised, and will be transferred to accumulated losses should the related options expire or be forfeited.

(d) 購股權儲備

購股權儲備包括已授出但尚未行使購股權之公允價值。金額將於有關購股權獲行使時轉撥至股份溢價賬，及將會於有關購股權屆滿或被沒收時轉撥至累計虧損。

(e) Capital contribution reserve

Capital contribution reserve represents Mr. Zhang Chunhua, a director and substantial shareholder of the Company, had accepted a promissory note issued by the Company with terms of promissory note in favor to the Group.

(e) 資本注入儲備

資本注入儲備指本公司董事及主要股東張春華先生已接納本公司發行之承付票據，其條款為以本集團為受益人之承付票據。

Notes:

## 1. ORGANISATION AND PRINCIPAL ACTIVITY

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The address of its principal place of business in Hong Kong is Flat B, 9/F., 9 Des Voeux Road West, Hong Kong. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal activities of the Company and its subsidiaries (the "Group") are trading and retailing of gold and jewellery, money lending and fintech business.

## 2. BASIS OF PREPARATION

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and accounting principles generally accepted in Hong Kong. In addition, the unaudited consolidated results include applicable disclosures required by the Rules Governing the Listing of Securities of GEM of the Stock Exchange (the "GEM Listing Rules"). The measurement basis used in the preparation of the unaudited consolidated results is the historical cost convention, except for certain financial instruments which have been measured at fair value at the end of the reporting period. These unaudited consolidated results are presented in Hong Kong dollar which is also the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated. The Group's major subsidiaries are operated in the People's Republic of China (the "PRC") and Republic of Kazakhstan ("Kazakhstan") with Renminbi ("RMB") and United States dollar ("US\$") as their functional currency.

The accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2021, except that the Group has adopted a number of amendments to HKFRSs, which are newly effective for the period under review.

附註：

## 1. 組織及主要業務

本公司為一間於開曼群島註冊成立之有限公司。其註冊辦事處地址為Century Yard, CricketSquare, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。其香港主要營業地點地址為香港德輔道西9號9樓B室。本公司之股份於香港聯合交易所有限公司(「聯交所」)GEM上市。本公司及其附屬公司(「本集團」)之主要業務為買賣及零售黃金及珠寶、放債及金融科技業務。

## 2. 編製基準

本集團之未經審核綜合業績乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)及香港普遍採納之會計原則而編製。此外，未經審核綜合業績包括聯交所GEM證券上市規則(「GEM上市規則」)規定之適用披露。用於編製未經審核綜合業績之計量基準乃歷史成本慣例，惟報告期末按公允價值計量的若干金融工具除外。除另有指明外，此等未經審核綜合業績以港元(亦為本公司之功能貨幣)呈列，所有金額均調整至最接近千位數。本集團之主要附屬公司乃於中華人民共和國(「中國」)及哈薩克斯坦共和國(「哈薩克斯坦」)經營業務，其功能貨幣分別為人民幣(「人民幣」)及美元(「美元」)。

編製未經審核綜合業績採用之會計政策，乃與編製本集團截至二零二一年三月三十一日止年度之年度綜合財務報表所採納者貫徹一致，惟本集團採納多項於回顧期內新生效的經修訂香港財務報告準則除外。



## 2. BASIS OF PREPARATION (Continued)

In the current period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2021 for the preparation of the Group's Interim Financial Information:

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — phase 2
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The application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has not applied any new and amendments to HKFRSs that have been issued but not yet effective for the current accounting period.

### ACCOUNTING POLICIES NEWLY APPLIED BY THE GROUP

In addition, the Group has applied the following policies which became relevant to the Group in the current period.

#### INTANGIBLE ASSETS

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

## 2. 編製基準 (續)

於本期間，本集團已就編製本集團中期財務資料首次應用以下由香港會計師公會頒佈並於二零二一年四月一日或之後開始之年度期間強制生效之香港財務報告準則修訂本：

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)	利率基準改革 — 第二階段
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於本年度應用香港財務報告準則修訂本並無對本集團於本年度及過往年度之財務業績及狀況及／或該等綜合財務報表所載之披露造成重大影響。

本集團並無應用於本會計期間已頒佈但尚未生效的任何新訂及經修訂香港財務報告準則。本集團新應用之會計政策

### 本集團新應用之會計政策

此外，於本期間，本集團已應用以下與本集團相關之政策。

#### 無形資產

單獨收購的具有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限使用年期之無形資產攤銷在其整個估計使用年期按直線基準確認。將於各報告期末檢討估計使用年期及攤銷方法，任何估計變動的影響按預期基準入賬。

## 2. BASIS OF PREPARATION (Continued)

### ACCOUNTING POLICIES NEWLY APPLIED BY THE GROUP (Continued)

#### IMPAIRMENT ON INTANGIBLE ASSETS

At the end of the reporting period, the Group reviews the carrying amounts of its intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit (the "CGU") to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

## 2. 編製基準 (續)

### 本集團新應用之會計政策 (續)

#### 無形資產減值

於報告期末，本集團審閱其具有限使用年期的無形資產的賬面值，以釐定該等資產有否出現任何減值虧損跡象。倘出現任何該等跡象，則會估計相關資產的可收回金額以確定減值虧損(如有)的程度。

無形資產的可收回金額按個別基準估計。倘無法估計個別可收回金額，則本集團會估計該資產所屬現金產生單位(「現金產生單位」)的可收回金額。

於測試減值的現金產生單位時，倘可確立合理及一致的分配基準，企業資產分配至相關現金產生單位，否則將企業資產分配至能確立合理及一致的分配基準的最小現金產生單位組別。可收回金額乃就企業資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

可收回金額為公允價值減出售成本與使用價值兩者間的較高者。於評估使用價值時，使用稅前貼現率估計未來現金流量貼現至其現值，而該稅前貼現率反映現時市場對金錢時間值的評估及資產(或一個現金產生單位)特定的風險(未針對該風險調整估計未來現金流量)。

## 2. BASIS OF PREPARATION (Continued)

### ACCOUNTING POLICIES NEWLY APPLIED BY THE GROUP (Continued)

#### IMPAIRMENT ON INTANGIBLE ASSETS (Continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated to reduce the carrying amount of the assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

The unaudited consolidated results have been reviewed by the audit committee of the Company ("Audit Committee").

## 2. 編製基準 (續)

### 本集團新應用之會計政策 (續)

#### 無形資產減值 (續)

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則該資產(或現金產生單位)的賬面值將會減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。分配減值虧損時，減值虧損按比例根據該單位或現金產生單位組別內各資產的賬面值分配以減少資產的賬面值。資產賬面值不得減至低於其公允價值減出售成本(倘可計量)、其使用價值(倘可計量)及零之最高者。另行分配至資產的減值虧損金額按比例分配至單位之資產。減值虧損即時於損益確認。

倘減值虧損其後撥回，則該資產(或現金產生單位)的賬面值會增至經修訂的估計可收回金額，惟增加後的賬面值不得超過如並無於以往年度就該資產(或現金產生單位)確認減值虧損而原應釐定的賬面值。撥回的減值虧損即時於損益確認。

未經審核綜合業績已由本公司審核委員會(「審核委員會」)審閱。

### 3. REVENUE AND SEGMENT INFORMATION

Revenue represents the net invoiced value of goods sold and services rendered during the period under review.

The Group's operating activities are currently attributable to three operating segments focusing on trading and retailing of gold and jewellery ("Gold and Jewellery Business"), money lending ("Lending Business") and fintech business ("Fintech Business"). These operating segments have been identified on the basis of internal management reports prepared in accordance with accounting policies conformed to HKFRSs, that are regularly reviewed by the executive directors (the "Executive Directors") (being the chief operating decision makers of the Company). The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. The details of operating and reportable segments of the Group are as follows:

- Gold and Jewellery Business
- Lending Business
- Fintech Business

The Group was engaged in distribution of pharmaceutical and healthcare products, for which the operation was disposed on 14 July 2020 through disposal of the entire equity interest in Prosten Development Limited and its subsidiaries, that was discontinued accordingly.

### 3. 收益及分部資料

收益指於回顧期內產品銷售及所提供服務之發票淨值。

本集團之經營業務目前歸屬於三個經營分部，分別專注於黃金及珠寶買賣及零售（「黃金及珠寶業務」）、放債（「借貸業務」）及金融科技業務（「金融科技業務」）。該等經營分部乃基於遵循香港財務報告準則之會計政策而編製之內部管理報告予以識別，並由執行董事（「執行董事」，為本公司之主要經營決策者）定期審閱。執行董事審閱本集團之內部報告以評估表現及分配資源。本集團之經營及可申報分部詳情如下：

- 黃金及珠寶業務
- 借貸業務
- 金融科技業務

本集團從事醫藥及保健產品分銷，其業務已於二零二零年七月十四日透過出售長達發展有限公司及其附屬公司之全部股權而出售，因此已終止經營。

### 3 REVENUE AND SEGMENT INFORMATION 3. 收益及分部資料 (續)

(Continued)

The following is an analysis of the Group's revenue and results from continuing operations:

本集團持續經營之收益及業績分析如下：

For the nine months ended 31 December 2021		Gold and Jewellery Business	Lending Business	Fintech Business	Consolidation
截至二零二一年十二月三十一日止九個月		黃金及珠寶業務	借貸業務	金融科技業務	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>REVENUE</b>	<b>收益</b>				
External sales	外部銷售	36,771	1,625	–	38,396
<b>RESULTS</b>	<b>業績</b>				
Segment results	分部業績	542	1,588	(26,156)	(24,026)
Unallocated income	未分配收入				63
Unallocated expenses	未分配開支				(14,187)
Finance costs	財務成本				(59)
Share of profit of associate	應佔聯營公司溢利				417
Loss before tax	除稅前虧損				(37,792)
<hr/>					
For the three months ended 31 December 2021		Gold and Jewellery Business	Lending Business	Fintech Business	Consolidation
截至二零二一年十二月三十一日止三個月		黃金及珠寶業務	借貸業務	金融科技業務	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>REVENUE</b>	<b>收益</b>				
External sales	外部銷售	19,145	488	–	19,633
<b>RESULTS</b>	<b>業績</b>				
Segment results	分部業績	91	483	(9,546)	(8,972)
Unallocated income	未分配收入				13
Unallocated expenses	未分配開支				(3,276)
Finance costs	財務費用				(15)
Share of profit of associate	應佔聯營公司溢利				5
Loss before tax	除稅前虧損				(12,245)

### 3 REVENUE AND SEGMENT INFORMATION

(Continued)

### 3. 收益及分部資料 (續)

For the nine months ended 31 December 2020		Gold and Jewellery Business 黃金及珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>REVENUE</b>	<b>收益</b>			
External sales	外部銷售	45,487	665	46,152
<b>RESULTS</b>	<b>業績</b>			
Segment results	分部業績	1,509	(3,287)	(1,778)
Unallocated income	未分配收入			1,276
Unallocated expenses	未分配開支			(7,742)
Finance costs	財務費用			(169)
Share of profit of associate	應佔聯營公司溢利			299
Loss before tax	除稅前虧損			(8,114)
For the three months ended 31 December 2020		Gold and Jewellery Business 黃金及珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>REVENUE</b>	<b>收益</b>			
External sales	外部銷售	12,138	295	12,433
<b>RESULTS</b>	<b>業績</b>			
Segment results	分部業績	503	1,427	1,930
Unallocated income	未分配收入			—
Unallocated expenses	未分配開支			(6,162)
Finance costs	財務費用			(48)
Share of profit of associate	應佔聯營公司溢利			160
Loss before tax	除稅前虧損			(4,120)

### 3 REVENUE AND SEGMENT INFORMATION

(Continued)

Segment profit/(loss) represents the profit earned/(loss suffered) from each segment without allocation of central administrative costs, certain other gains and losses, net, other expenses, finance costs, gain on disposal of subsidiaries for which not included in segment results and share of result of an associate. This is the measure reported to the Group's management for the purposes of resource allocation and performance assessment.

Segment revenue reported above represents revenue generated from external customers. There were no intersegment sales in both periods.

### 4. INCOME TAX EXPENSE

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%.

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong for the nine months ended 31 December 2021.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

No provision for the PRC Enterprise Income Tax has been made as the Company has available tax losses brought forward from previous years to offset the assessable profits generated during the year.

The subsidiary of established in the Kazakhstan is generally subject to Kazakhstan Corporate Income Tax on its taxable income at an income tax rate of 20% and assessed for a calendar year. All Kazakhstan legal entities and branches of foreign legal entities are subject to Corporate Income Tax. Until 1 January 2066, in accordance with paragraph 3 of article 6 of the Constitutional Law of the Kazakhstan "On the Astana International Financial Centre", company is exempt from corporate income tax on income received from providing the financial services in the Astana International Financial Centre.

### 3. 收益及分部資料 (續)

分部溢利／(虧損)指各分部賺取之溢利／(蒙受之虧損)，惟並無分配中央行政成本、若干其他收益及虧損淨額、其他開支、融資成本、出售附屬公司之收益(並無計入分部業績)及分佔一間聯營公司之業績。此乃就資源分配及表現評估向本集團管理層呈報之計量方式。

上述分部收益指產生自外部客戶的收益。兩個期間均無分部間銷。

### 4. 所得稅開支

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日經簽署生效，並於翌日在憲報刊登。根據利得稅兩級制，合資格集團實體將按8.25%之稅率就溢利首2百萬港元繳納稅項，並按16.5%之稅率就超過2百萬港元的溢利繳納稅項。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的統一稅率繳納稅項。

由於本集團於截至二零二一年十二月三十一日止九個月內並無錄得任何於香港產生之應課稅溢利，故並無作出香港利得稅之撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個期間之稅率為25%。

由於本公司有往年之承前稅務虧損可用作抵銷年內產生之應課稅溢利，故並未就中國企業所得稅作出撥備。

於哈薩克斯坦成立的附屬公司一般須就其應課稅收入按20%的所得稅稅率繳納哈薩克斯坦企業所得稅，並於一個曆年進行評估。所有哈薩克斯坦法律實體及外國法律實體的分支機構均須繳納企業所得稅。直至二零六年一月一日，根據哈薩克斯坦憲法第6條第3段「阿斯塔納國際金融中心」，公司獲豁免就阿斯塔納國際金融中心提供金融服務所得收入繳納企業所得稅。

## 5. DISCONTINUED OPERATION

### PROSTEN DEVELOPMENT LIMITED

On 14 July 2020, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten Development Limited and its subsidiaries, which is principally engaged in trading and distributing of pharmaceutical and healthcare products ("Pharmaceutical Business"). The disposal of the Pharmaceutical Business is consistent with the Group's long-term policy to focus its activities on the Group's other operations. The disposal was completed on 14 July 2020, on which date the control of Prosten Development Limited was transferred to the acquirer.

Loss for the period from Prosten Development Limited, which have been included in the condensed consolidated statement of profit or loss and other comprehensive income were as follows:

## 5. 已終止經營業務

### 長達發展有限公司

於二零二零年七月十四日，本集團訂立買賣協議出售長達發展有限公司(其主要從事於醫藥及保健產品買賣及分銷(「醫藥業務」))及其附屬公司的全部已發行股本。出售醫藥業務符合本集團專注於其他業務的長期政策。有關出售於二零二零年七月十四日完成，於該日長達發展有限公司的控制權轉讓至收購人。

計入簡明綜合損益及其他全面收益表的長達發展有限公司期內虧損如下：

		For the nine months ended 31 December 2020 截至二零二零年十二月三十一日止九個月 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	793
Cost of sales	銷售成本	(692)
Gross profit	毛利	101
Other income and gains	其他收入及收益	—
Selling, administrative and finance costs	銷售、行政及財務成本	(1,886)
Loss before tax	除稅前虧損	(1,785)
Income tax expense	所得稅開支	—
Loss for the period from discontinued operation	已終止經營業務期內虧損	(1,785)
Loss for the period from discontinued operation attributable to owners of the Company	本公司擁有人應佔已終止經營業務期內虧損	(1,785)



## 5. DISCONTINUED OPERATION (Continued)

### CBG FINTECH LIMITED

On 9 October 2020, Brillink Holdings Limited (Formerly known as CBG Fintech Holdings Limited ("CBGF")) a non-wholly owned subsidiary of the Company agreed to repurchase, and Eurasia Belt & Road Investment Limited ("EBRI") agreed to sell 7,895 shares of US\$1.00 each in the share capital of CBGF ("Repurchase Shares"), representing all the equity interest held by EBRI in CBGF. In consideration of the sale by EBRI of the Repurchase Shares to CBGF, CBGF shall transfer the entire issued share capital of the CBG Fintech Limited (formerly known as Eurasia Continental Capital Limited) (the "Consideration Shares"), to EBRI on 9 October 2020. The Repurchase would constitute a deemed acquisition by the Company as the Group's relative shareholding in CBGF would increase from 56% to 80% on 9 October 2020. The settlement of the Consideration by way of the transfer of the Consideration Shares to EBRI by CBGF would constitute a disposal by the Company. Details were set out in the Company's announcement dated 9 October 2020 and 11 November 2020.

Loss for the period CBG Fintech Limited, which have been included in the condensed consolidated statement of profit or loss and other comprehensive income, were as follows:

## 5. 已終止經營業務 (續)

### 朗華國際金融有限公司

於二零二零年十月九日，本公司非全資附屬公司智朗控股有限公司（前稱朗華國際金融控股有限公司（「CBGF」））同意回購而 Eurasia Belt & Road Investment Limited（「EBRI」）同意出售 CBGF 股本中 7,895 股每股面值 1.00 美元的股份（「回購股份」），即由 EBRI 持有之於 CBGF 的全部股權。作為由 EBRI 銷售回購股份予 CBGF 之代價，CBGF 須於二零二零年十月九日將朗華國際金融有限公司（前稱亞歐大陸金融有限公司）之全部已發行股本（「代價股份」）轉讓予 EBRI。該回購將構成本公司的一項視同收購，因為於二零二零年十月九日本集團於 CBGF 的相對股權將由 56% 增加至 80%。CBGF 透過將代價股份轉讓予 EBRI 之方式結算代價將構成本公司的出售。詳情載列於本公司日期為二零二零年十月九日及二零二零年十一月十一日之公告。

計入簡明綜合損益及其他全面收益表的朗華國際金融有限公司期內虧損如下：

		For the nine months ended 31 December 2020 截至二零二零年 十二月三十一日 止九個月 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	—
Cost of sales	銷售成本	—
Gross profit	毛利	—
Other income and gains	其他收入及收益	3
Selling, administrative and finance costs	銷售、行政及財務成本	(4,845)
Loss before tax	除稅前虧損	(4,842)
Income tax expense	所得稅開支	—
Loss for the period from discontinued operation	已終止經營業務期內虧損	(4,842)
Loss for the period from discontinued operation attributable to owners of the Company	本公司擁有人應佔已終止經營業務期內虧損	(2,712)

## 6. LOSS PER SHARE

The calculation of the basic loss per share from continuing and discontinued operations amount is based on the unaudited consolidated loss for the nine months ended 31 December 2021 attributable to owners of the Company of approximately HK\$29,373,000 (for the nine months ended 31 December 2020: loss HK\$11,336,000), and the weighted average number of ordinary shares of approximately 1,457,238,414 (weighted average number for the nine months ended 31 December 2020: 1,452,453,725) in issue during the period under review.

The calculation of basic loss per share from continuing operations for the nine months ended 31 December 2021 is based on the unaudited loss from continuing operations for the period attributable to owners of the Company of approximately HK\$29,373,000 (nine months ended 31 December 2020: HK\$6,839,000).

The calculation of basic loss per share from discontinued operations for the nine months ended 31 December 2020 is based on the unaudited loss from discontinued operations for the period attributable to owners of the Company of approximately HK\$4,497,000.

The weighted average number of ordinary shares used are same as those described above for the calculation of basic loss per share from continuing operations and the basic earnings per share from discontinued operation.

As the Company's outstanding share options had an antidilutive effect to the basic loss per share calculation for the nine months ended 31 December 2021 and 2020, the exercise of the above potential ordinary shares is not assumed in the calculation of diluted loss per share. Therefore, the diluted loss per share is same as basic loss per share.

## 6. 每股虧損

來自持續經營業務及已終止經營業務之每股基本虧損乃根據截至二零二一年十二月三十一日止九個月本公司擁有人應佔未經審核綜合虧損約29,373,000港元(截至二零二零年十二月三十一日止九個月：虧損11,336,000港元)及於回顧期內已發行普通股之加權平均數約1,457,238,414股(截至二零二零年十二月三十一日止九個月之加權平均數：1,452,453,725股)計算。

截至二零二一年十二月三十一日止九個月來自持續經營業務之每股基本虧損乃基於本公司擁有人應佔來自持續經營業務之未經審核期內虧損約29,373,000港元(截至二零二零年十二月三十一日止九個月：6,839,000港元)計算。

截至二零二零年十二月三十一日止九個月來自已終止經營業務之每股基本虧損乃基於本公司擁有人應佔來自期內已終止經營業務之未經審核虧損約4,497,000港元計算。

來自持續經營業務之每股基本虧損及來自已終止經營業務之每股基本盈利所用普通股加權平均數與上述相同。

由於本公司未行使購股權對截至二零二一年及二零二零年十二月三十一日止九個月之每股基本虧損之計算有反攤薄影響，故於計算每股攤薄虧損時未假設上述潛在普通股之行使。因此，每股攤薄虧損與每股基本虧損相若。

## DIVIDEND

The Board does not recommend the payment of a dividend for the nine months ended 31 December 2021 (for the nine months ended 31 December 2020: HK\$Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

#### REVENUE

The Group's revenue for the nine months and three months ended 31 December 2021 amounted to approximately HK\$38,396,000 and HK\$19,633,000 respectively (nine months and three months ended 31 December 2020: HK\$46,152,000 and HK\$12,433,000 respectively). The decrease was mainly attributable to the decrease in revenue from the Group's Jewellery Business, wholesale of golden jewellery products in PRC and terminated the franchised store of the Luk Fook Jewellery brand and closed the offline store located in Wongtee Plaza during the period under review.

#### COST OF SALES AND GROSS PROFIT MARGIN

Cost of sales of the Group for the nine months and three months ended 31 December 2021 amounted to approximately HK\$35,690,000 and HK\$19,031,000 respectively (nine months and three months ended 31 December 2020: HK\$42,863,000 and HK\$11,328,000 respectively), which was in line with the decrease in sales for the period. The gross profit margin remained stable.

#### OTHER GAINS AND LOSSES, NET

Other gains and losses, net, decreased by approximately HK\$6,265,000 from approximately HK\$900,000 (gains) for the nine months ended 31 December 2020 to approximately HK\$5,365,000 (losses) for the nine months ended 31 December 2021. The decrease mainly due to an increase in loss arising on fair value change of financial liabilities at fair value through profit or loss amounting to HK\$5,643,000.

## 股息

董事會不建議就截至二零二一年十二月三十一日止九個月派發股息(截至二零二零年十二月三十一日止九個月：無)。

## 管理層討論及分析

### 財務回顧

#### 收益

本集團截至二零二一年十二月三十一日止九個月及三個月之收益分別約為38,396,000港元及19,633,000港元(截至二零二零年十二月三十一日止九個月及三個月之收益分別為46,152,000港元及12,433,000港元)。該減少乃主要由本集團於回顧期內珠寶業務、於中國批發黃金珠寶產品以及終止六福珠寶品牌的特許經營店及關閉位於皇庭廣場的線下店鋪的收益減少所致。

#### 銷售成本及毛利率

本集團之銷售成本於截至二零二一年十二月三十一日止九個月及三個月分別約為35,690,000港元及19,031,000港元(於截至二零二零年十二月三十一日止九個月及三個月分別為42,863,000港元及11,328,000港元)，與期內銷售降幅一致。毛利率保持穩定。

#### 其他收益及虧損淨額

其他收益及虧損淨額由截至二零二零年十二月三十一日止九個月之約900,000港元(收益)減少約6,265,000港元至截至二零二一年十二月三十一日止九個月之約5,365,000港元(虧損)。減少主要由於以公允價值計量且其計入損益之金融負債公允價值變動產生之虧損增加5,643,000港元所致。

## **GAIN ON DISPOSAL OF SUBSIDIARIES**

Gain on disposal of subsidiaries represented the disposal of (i) Prosten Development Limited and its subsidiaries, (ii) CBG Fintech Limited (formerly known as Eurasia Continental Capital Limited) and its subsidiary China Brilliant Financial Limited (formerly known as Eurasia Continental Fintech Limited) in previous period.

## **EXPENSES**

Selling expenses incurred for the nine months and three months ended 31 December 2021 was approximately HK\$1,145,000 and HK\$325,000, which were increased and decreased by approximately HK\$228,000 and HK\$4,000 respectively, as compared with those in the corresponding periods of 2020. The increase was mainly due to increase of marketing costs of the Fintech Business.

Administrative expenses incurred for the nine months and three months ended 31 December 2021 was approximately HK\$34,344,000 and HK\$12,078,000, which were increased by approximately HK\$21,219,000 and approximately HK\$6,198,000 respectively, as compared with those in the corresponding periods of 2020. Such increase was mainly due to increase in staff costs approximately HK\$3,210,000 and system development fee approximately HK\$11,442,000 in Fintech Business.

## **TOTAL EQUITY**

As at 31 December 2021, the Group has a total equity amounted to approximately HK\$80,864,000 (as at 31 March 2021: HK\$83,480,000) and net current assets amounted to approximately HK\$63,110,000 (as at 31 March 2021: HK\$145,051,000).

## **出售附屬公司之收益**

出售附屬公司之收益包括於過往期間出售(i)長達發展有限公司及其附屬公司；(ii)朗華國際金融有限公司(前稱為亞歐大陸金融有限公司)以及其附屬公司China Brilliant Financial Limited(前稱為Eurasia Continental Fintech Limited)。

## **開支**

於截至二零二一年十二月三十一日止九個月及三個月產生之銷售開支約為1,145,000港元及325,000港元，較二零二零年同期分別增加及減少約228,000港元及4,000港元。該增加乃主要由於金融科技業務的營銷成本增加所致。

於截至二零二一年十二月三十一日止九個月及三個月產生之行政開支約為34,344,000港元及12,078,000港元，較二零二零年同期分別增加約21,219,000港元及約6,198,000港元。該增加主要乃由於金融科技業務之員工成本增加約3,210,000港元及系統開發費用增加約11,442,000港元所致。

## **總權益**

於二零二一年十二月三十一日，本集團之總權益約為80,864,000港元(於二零二一年三月三十一日：83,480,000港元)及流動資產淨值約為63,110,000港元(於二零二一年三月三十一日：145,051,000港元)。

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally placed in deposits with banks.

As at 31 December 2021, total cash and cash equivalents of the Group amounted to approximately HK\$75,076,000 (as at 31 March 2021: HK\$109,508,000). The decrease in total cash and cash equivalent was mainly due to increase of lending business, operating loss and purchase of intangible assets in fintech business.

## **TREASURY POLICIES AND FOREIGN CURRENCY EXCHANGE EXPOSURE**

Despite that the Group's trading transactions, monetary assets and liabilities are mainly denominated in Renminbi ("RMB"), United States dollars and Hong Kong dollars, it does not believe that the impact of foreign exchange exposure to the Group was material. The Group does not use derivative financial instruments to protect against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of business. The majorities of the Group's operating assets are located in Mainland China and are denominated in RMB.

Cash is generally deposited at banks in the Republic of Kazakhstan, PRC and Hong Kong and denominated mostly in United States dollar, Renminbi and Hong Kong dollar. As at 31 December 2021, no related hedges were made by the Group (as at 31 March 2021: Nil).

## **CONTINGENT LIABILITIES**

As at 31 December 2021, the Group had no material contingent liabilities (as at 31 March 2021: Nil).

## **流動資金及財政資源**

本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為集中管理，而現金一般作為存款存放於銀行。

於二零二一年十二月三十一日，本集團之現金及現金等值物總額約為75,076,000港元（於二零二一年三月三十一日：109,508,000港元）。現金及現金等值物總額的減少主要由於借貸業務、經營虧損及購買金融科技業務的無形資產增加所致。

## **庫務政策及外匯風險**

儘管本集團買賣交易、貨幣資產及負債主要以人民幣（「人民幣」）、美元及港元為計值單位，本集團相信外匯風險對本集團所構成之影響甚微。本集團並無以衍生金融工具對沖日常業務過程中之外幣交易及其他金融資產及負債所附帶之波動。本集團大部分經營資產位於中國內地，並以人民幣計值。

現金一般存放於哈薩克斯坦共和國、中國及香港的銀行，主要以美元、人民幣及港元為計值單位。於二零二一年十二月三十一日，本集團並無進行相關對沖（於二零二一年三月三十一日：無）。

## **或然負債**

於二零二一年十二月三十一日，本集團並無重大或然負債（於二零二一年三月三十一日：無）。

## SIGNIFICANT INVESTMENTS, ACQUISITIONS OR DISPOSALS

The Group does not have any material acquisition or disposal during the nine months ended 31 December 2021.

## CAPITAL STRUCTURE

The shares of the Company were listed on GEM on 28 March 2000.

The Group's capital structure is sound with healthy working capital management. As at 31 December 2021, the Group's total equity amounted to approximately HK\$80,864,000, representing a decrease of approximately 3.1% compared with that as at 31 March 2021 (31 March 2021: HK\$83,480,000). As at 31 December 2021, the Group's cash and cash equivalents totaled approximately HK\$75,076,000 (as at 31 March 2021: HK\$109,508,000). The current ratio (note 1) and the quick ratio (note 2) of the Group as at 31 December 2021 was 1.58 (as at 31 March 2021: 16.41) and 1.33 (as at 31 March 2021: 15.99) respectively. The Group was in net cash position as at 31 December 2021 (gearing ratio (note 3) as at 31 March 2021: Net cash position).

Apart from the above, there has been no material change in the capital structure of the Group during the period under review.

Note: (1)  $\text{Current Ratio} = \text{Current Assets} \div \text{Current Liabilities}$

Note: (2)  $\text{Quick Ratio} = (\text{Current Assets} - \text{Inventories}) \div \text{Current Liabilities}$

Note: (3)  $\text{Gearing Ratio} = (\text{Debts} - \text{Cash and cash equivalents}) \div \text{Equity}$

## 重大投資、收購或出售

於截至二零二一年十二月三十一日止九個月，本集團並無任何重大收購或出售。

## 資本架構

本公司股份於二零零零年三月二十八日在GEM上市。

本集團之資本架構穩健，營運資金管理有序。於二零二一年十二月三十一日，本集團之總權益約為80,864,000港元，較二零二一年三月三十一日減少約3.1%（二零二一年三月三十一日：83,480,000港元）。於二零二一年十二月三十一日，本集團之現金及現金等值物共計約75,076,000港元（於二零二一年三月三十一日：109,508,000港元）。本集團於二零二一年十二月三十一日之流動比率（附註1）及速動比率（附註2）分別為1.58（於二零二一年三月三十一日：16.41）及1.33（於二零二一年三月三十一日：15.99）。於二零二一年十二月三十一日，本集團為淨現金狀況（於二零二一年三月三十一日之資本與負債比率（附註3）：淨現金狀況）。

除上述者外，本集團之資本架構於回顧期內並無重大變動。

附註：(1)  $\text{流動比率} = \text{流動資產} \div \text{流動負債}$

附註：(2)  $\text{速動比率} = (\text{流動資產} - \text{存貨}) \div \text{流動負債}$

附註：(3)  $\text{資本與負債比率} = (\text{債務} - \text{現金及現金等值物}) \div \text{權益}$

## BUSINESS REVIEW AND OUTLOOK

### GOLD AND JEWELLERY BUSINESS

The Group continued to develop Gold and Jewellery Business in the period under review.

During the period under review, the Group's Gold and Jewellery Business included wholesale and retail of jewellery and related ancillary business (including but not limited to custom-made jewellery, valet-procurement of jewellery and various after-sales services), and most of the processing businesses are performed in the form of commissioned processing by external factories. The gold and jewellery products sold by the Group mainly included gold jewellery, platinum jewellery, diamond jewellery, gemstone jewellery, emerald and karat gold jewellery.

The Group's gold and jewellery retailing business was conducted mainly through an offline store located in Wongtee Plaza, Futian District, Shenzhen, the PRC, which is a franchised store of the Luk Fook Jewellery brand. The store is required to select goods from the suppliers designated by Luk Fook Jewellery. Upon quality inspection by state-approved jewellery identification center and being claimed to the store by the Group's staff, the goods are immediately entered into store sales system for sale. Most of the jewellery goods purchased by the store from the suppliers were finished Jewellery products, which are generally not required to undergo reprocessing before sale.

## 業務回顧及展望

### 黃金及珠寶業務

本集團在回顧期內繼續發展黃金及珠寶業務。

於回顧期內，本集團之黃金珠寶業務包括珠寶的批發、零售及相關配套業務(包括但不限於代客訂製首飾、代客採購首飾及各種售後服務)，而當中涉及之加工業務則多採用委託外部工廠加工的形式進行。本集團銷售的黃金珠寶產品主要包括黃金飾品、鉑金飾品、鑽石飾品、寶石飾品、翡翠和K金飾品。

本集團之黃金珠寶零售業務主要通過在中國深圳市福田區皇庭廣場開設的一間實體店舖開展。該店舖為六福珠寶品牌加盟店。該店舖需前往六福珠寶指定的供應商挑選貨品，貨品由國家認可的珠寶鑒定中心進行貨物質檢並由本集團之職員取回店舖後，即被錄入店舖銷售系統進行銷售。該店舖從供應商處購買的珠寶貨品大部分為珠寶飾品成品，通常在銷售前無需進行再加工。



Due to the keen competition of retailing business, the offline store located in Wongtee Plaza is loss making during the period. The rental agreement with Wongtee Plaza had been ended on 21 July 2021. On the same day, the Group had terminated the franchised store of the Luk Fook Jewellery brand. The Group still operates the wholesale of golden jewellery products in PRC.

The Group's jewellery wholesale business was mainly conducted through the wholesale of jewellery products to jewellery wholesalers by 至尊彩虹鑽石(深圳)有限公司, a wholly owned subsidiary of the Company, where the jewellery products being wholesaled were mainly gold jewelries. During the period under review, the Group has the secondary membership (二級會員資格) of Shanghai Gold Exchange and continued to develop the secondary gold sales agency business (黃金二級代理業務). The Group may place orders for bullion via the online trading platform of Shanghai Gold Exchange. After claiming the bullion, the Group may commission external factories to process into finished gold jewellery and wholesale to jewellery wholesalers.

The Group will continue to focus on developing its Gold and Jewellery Business. With reference to its past sales experience, the Group intends to step up its efforts in identifying more jewellery wholesaler customers in South China, thereby expanding the sales channels of its secondary gold sales agency business (黃金二級代理業務). As to retail of jewellery, the positioning of retail products will focus on mid-end products, which will be supplemented by low end products. Meanwhile, the Group will put more efforts to raise the sales proportion to its major high-end corporate customers (which principally purchase or customize jewellery as corporate gifts/awards) so as to increase the jewellery sales as well as generate profits.

由於零售業務競爭激烈，位於皇庭廣場的線下店舖於期內錄得虧損。與皇庭廣場的租賃協議已於二零二一年七月二十一日終止。同日，本集團已終止六福珠寶品牌的特許經營店。本集團仍於中國經營黃金珠寶產品批發。

本集團之珠寶批發業務主要通過本公司之全資附屬公司至尊彩虹鑽石(深圳)有限公司批發珠寶產品予珠寶批發商進行，而批發之珠寶產品主要為黃金飾品。於回顧期內，本集團持有上海黃金交易所二級會員資格，並繼續發展了黃金二級代理業務。本集團可在上海黃金交易所網上交易平台下單採購金條，在提取金條後再委託外部工廠加工成成品黃金首飾後批發給珠寶批發商。

本集團將繼續致力於其黃金珠寶業務的發展。結合過往的銷售經驗，本集團計劃著力在華南地區尋找更多的珠寶批發商客戶，從而拓寬其黃金二級代理業務的銷售渠道。而在珠寶零售方面，零售產品定位將以中端產品為主，低端產品為輔，同時努力提高對高端企業大客戶(主要採購或訂製珠寶作為企業禮品/獎品)的銷售比例，以增加珠寶銷售額及爭取創造利潤。



The revenue from the Gold and Jewellery Business decreased by approximately HK\$8,716,000 from approximately HK\$45,487,000 for the nine months ended 31 December 2020 to approximately HK\$36,771,000 for the nine months ended 31 December 2021. The decreased in revenue from the Gold and Jewellery Business for the period under review was mainly because of the decrease in wholesale of golden jewellery products in the PRC and terminating the franchised store of the Luk Fook Jewellery brand and closing the offline store located in Wongtee Plaza.

## **LENDING BUSINESS**

The Group continued its Lending Business in Hong Kong through holding a group of companies with a valid money lending licence in Hong Kong to diversify its income source. The Lending Business continued to grow during the period under review. The Group will pay a closer attention to the market situation and the external economic environment and consider the possibility of further expansion in the lending business.

There were six major outstanding loan receivables with the Group in amounting to HK\$34,163,000 (before allowance for credit loss) as at 31 December 2021. All of them were carried out as part of the ordinary and usual course of business of the Group and brought in interest income to the Group.

The Group has conducted internal risk assessment on these loan arrangements and noted both of the borrowers have substantial investments and assets in the PRC which support their respective financial capability to repay the loans, thus no securities or collaterals was sought. The purpose of the loans is to enhance their short-term cash flow.

黃金及珠寶業務收益由截至二零二零年十二月三十一日止九個月約45,487,000港元減少約8,716,000港元至截至二零二一年十二月三十一日止九個月約36,771,000港元。黃金及珠寶業務於回顧期內收益減少主要由於中國之黃金珠寶產品批發減少及終止六福珠寶品牌的特許經營店及關閉位於皇庭廣場的線下店舖所致。

## **借貸業務**

本集團透過控制一系列持有香港有效放債人牌照之公司，在香港繼續借貸業務，以拓寬其收入來源。於回顧期內，借貸業務持續增長。本集團將更密切監察市況及外部經濟環境，並考慮進一步擴展借貸業務之可能性。

於二零二一年十二月三十一日，本集團擁有六筆尚未收回之主要應收貸款，金額為34,163,000港元(信貸虧損撥備前)。該等貸款構成於本集團一般及日常業務過程中進行的交易，並為本集團帶來利息收入。

本集團已對該等貸款安排進行內部風險評估及知悉有關借款人之大部分投資及資產位於中國，有關投資及資產對其各自償還貸款之財務能力構成支撐，因此並無尋求抵押或抵押品。貸款旨在提升彼等的短期現金流量。

## FINTECH BUSINESS

The Group commenced its Fintech Business in 2019 and continued to develop this business in the period under review.

Since October 2019, the Group has started preparations for its banking business at the Astana International Financial Centre (“AIFC”). On 4 December 2020, Astana Financial Services Authority (“AFSA”) granted Brillink Bank Corporation Limited (“Brillink Bank”), an indirect non-wholly owned subsidiary of the Company, an approval-in-principle letter for a license to conduct regulated activities with non-retail banking customers under AIFC. Brillink Bank was officially established in AIFC on 25 December 2020 as an indirect non-wholly-owned subsidiary of the Company. On 26 March 2021, AFSA granted Brillink Bank a license to conduct regulated banking activities, including taking deposits, granting credits, advising on credit financing, arranging credit financing, and providing money services.

During the period, as the business was still in its development stage there is no revenue and resulted a loss in this segment.

The Group will review the market situation and the profitability of the business periodically. Then the Group will adjust the business volume in accordance with market demands and determine the resources to be further allocated based upon the business volume and operating situation from time to time.

## 金融科技業務

本集團於二零一九年開始其金融科技業務，並於回顧期間繼續發展該業務。

自二零一九年十月起，本集團已開始籌備阿斯塔納國際金融中心（「阿斯塔納國際金融中心」）的銀行業務。於二零二零年十二月四日，阿斯塔納金融服務管理局（「阿斯塔納金融服務管理局」）向本公司的間接非全資附屬公司 Brillink Bank Corporation Limited（「Brillink Bank」）授出原則性批准函，允許與阿斯塔納國際金融中心的非零售銀行客戶進行受規管活動。Brillink Bank 於二零二零年十二月二十五日在阿斯塔納國際金融中心正式成立，為本公司的間接非全資附屬公司。於二零二一年三月二十六日，阿斯塔納金融服務管理局向 Brillink Bank 授出牌照以進行受規管的銀行活動，包括吸收存款、授出信貸、就信貸融資提供意見、安排信貸融資及提供貨幣服務。

期內，由於該業務仍處於發展階段，因此該分部並無收益，並產生虧損。

本集團將定期回顧市況及業務的盈利能力，按照市場需要調整業務量，並根據業務量及經營情況不時決定進一步投放之資源。

## THE INTERNAL CONTROL REVIEW

The Company also engaged an internal control reviewer to conduct an internal control review for the Group (the "IC Review") which covers four major areas, namely (i) corporate internal control; (ii) financial reporting and disclosure internal control; (iii) internal control over business processes; and (iv) operational manual. The first stage of the IC Review was completed. Findings and recommendations under the IC Review were presented to the Board and the Group is implementing the recommendations if thought fit.

## OUTLOOK

Looking ahead, the Group still face great challenges. While carrying out initiatives already under way in its current strategic plans, the Group will also critically review the future opportunities in its existing businesses with a target to re-allocate the Group's resources for a more fruitful manner. In the coming future, the Group will focus its work on strengthening the development of the fintech business, increasing user base, improving the quality and performance of services.

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

As at 31 December 2021, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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 recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Stock Exchange, were as follows:

## 內部監控審閱

本公司亦聘請一家內部監控審閱顧問，以對本集團進行內部監控審閱（「內部監控審閱」），涵蓋四個主要方面，即(i)企業內部控制；(ii)財務報告與內部控制披露；(iii)業務流程之內部控制；及(iv)營運手冊。內部監控審閱第一階段已告完成。內部監控審閱之結果及建議已呈交董事會，本集團正酌情實施有關建議。

## 展望

展望未來，本集團仍面臨巨大挑戰。在繼續推進其當前戰略計劃下的措施的同時，本集團亦將審慎檢討其現有業務中的未來機遇，以更有效的方式重新分配本集團的資源。未來，本集團將著重加強在金融科技業務的發展，擴大用戶規模，提升服務質量與性能。

## 董事及主要行政人員於股份及相關股份之權益及淡倉

於二零二一年十二月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

**LONG POSITIONS IN THE ORDINARY SHARES OF THE COMPANY** 於本公司普通股之好倉

<b>Name of Director</b>	<b>Notes</b>	<b>Capacity and nature of interest</b>	<b>Number of ordinary shares or underlying shares</b>	<b>Percentage of the Company's issued share capital</b>
<b>董事名稱</b>	<b>附註</b>	<b>身份及權益性質</b>	<b>普通股或相關股份數目</b>	<b>佔本公司已發行股本百分比</b>
				<b>Note (8)</b> <b>附註(8)</b>
Mr. Zhang Chunhua 張春華先生	(1)	Interest of a controlled corporation 一間受控制公司之權益	834,851,294	57.29%
Mr. Zhang Chunhua 張春華先生	(2)	Personal interest 個人權益	57,098,000	3.92%
Ms. Zhang Chunping 張春萍女士	(3)	Personal interest 個人權益	13,800,000	0.95%
Ms. Chung Elizabeth Ching Yee 鍾靜儀女士	(4)	Personal interest 個人權益	16,609,000	1.14%
Ms. Chan Mei Yan Hidy 陳美恩女士	(5)	Personal interest 個人權益	500,000	0.03%
Mr. Kwan Chi Hong 關志康先生	(6)	Personal interest 個人權益	500,000	0.03%
Ms. Lee Kwun Ling, May Jean 李筠翎女士	(7)	Personal interest 個人權益	500,000	0.03%

Notes:

- (1) 834,851,294 shares of the Company are held by Brilliant Chapter Limited and its entire issued share capital is held 20% by Source Mega Limited, a company incorporated in the Republic of Seychelles. The directors of Brilliant Chapter Limited are Mr. Zhang Chunhua and Ms. Zhang Chunping and the sole director of Source Mega Limited is Ms. Zhang Chunping. Ms. Zhang Chunping is the executive director of the Company. Mr. Zhang Chunhua is the brother of Ms. Zhang Chunping. By virtue of the SFO, Mr. Zhang Chunhua is deemed to be interested in 834,851,294 shares of the Company held by Brilliant Chapter Limited.
- (2) Mr. Zhang Chunhua is personally interested in 43,298,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 13,800,000 shares of the Company in his capacity as a director of the Group.
- (3) Ms. Zhang Chunping is entitled to her share options to subscribe for 13,800,000 shares of the Company in her capacity as a director of the Group.
- (4) Ms. Chung Elizabeth Ching Yee is personally interested in 2,809,000 shares of the Company. In addition, she is also entitled to her share options to subscribe for 13,800,000 shares of the Company in her capacity as a director of the Group.
- (5) Ms. Chan Mei Yan Hidy is entitled to her share options to subscribe for 500,000 shares of the Company in her capacity as a director of the Group.
- (6) Mr. Kwan Chi Hong is personally interested in 250,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 250,000 shares of the Company in his capacity as a director of the Group. He has resigned as an independent non-executive Director on 12 November 2021.
- (7) Ms. Lee Kwun Ling, May Jean is entitled to her share options to subscribe for 500,000 shares of the Company in her capacity as a director of the Group.
- (8) Based on 1,457,238,414 shares in the Company in issue as at 31 December 2021.

附註：

- (1) Brilliant Chapter Limited 持有 834,851,294 股本公司股份，且其全部已發行股本由 Source Mega Limited (一間於塞舌爾共和國註冊成立之公司) 持有 20%。Brilliant Chapter Limited 之董事為張春華先生及張春萍女士。張春萍女士為 Source Mega Limited 之唯一董事。張春萍女士為本公司之執行董事。張春華先生為張春萍女士之胞兄。根據證券及期貨條例，張春華先生被視為於 Brilliant Chapter Limited 持有之 834,851,294 股本公司股份中擁有權益。
- (2) 張春華先生於本公司之 43,298,000 股股份中擁有個人權益。此外，彼亦可以本集團之董事身份享有可認購本公司 13,800,000 股股份之購股權。
- (3) 張春萍女士可以本集團之董事身份享有可認購本公司 13,800,000 股股份之購股權。
- (4) 鍾靜儀女士於本公司之 2,809,000 股股份中擁有個人權益。此外，彼亦可以本集團之董事身份享有可認購本公司 13,800,000 股股份之購股權。
- (5) 陳美恩女士可以本集團之董事身份享有可認購本公司 500,000 股股份之購股權。
- (6) 關志康先生於本公司之 250,000 股股份中擁有個人權益。此外，彼亦可以本集團之董事身份享有可認購本公司 250,000 股股份之購股權。彼已於二零二一年十一月十二日辭任獨立非執行董事。
- (7) 李筠翎女士可以本集團之董事身份享有可認購本公司 500,000 股股份之購股權。
- (8) 根據於二零二一年十二月三十一日已發行之 1,457,238,414 股本公司股份計算。

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executive of the Company had an interest or short position in the ordinary shares or underlying shares of the Company or any of its associated corporations that was notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

## **SHARE OPTIONS**

The Company adopts and administers a share option scheme which is currently in force and effect for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

The current share option scheme was approved by the Shareholders at the annual general meeting of the Company held on 10 September 2021 (the "2021 Scheme") in place of the previous share option scheme of the Company which was adopted in August 2011 and expired in August 2021 (the "2011 Scheme"). Options granted under the 2011 Scheme which remained outstanding are set out below.

除上文所披露者外，於二零二一年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團之普通股或相關股份中概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須予記錄，或根據GEM上市規則第5.46條須知會本公司及聯交所之權益或淡倉。

## **購股權**

本公司採納及管理一項目前有效及具效力之購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。

當前購股權計劃已於二零二一年九月十日本公司舉行的股東週年大會上獲股東批准(「二零二一年計劃」)。以取代本公司於二零一一年八月採納並於二零二一年八月屆滿之先前購股權計劃(「二零一一年計劃」)。根據二零一一年計劃授出而尚未行使之購股權載列如下。

A summary of the 2021 Scheme is set out below:

The 2021 Scheme became effective for a period of 10 years commencing on 10 September 2021. Eligible participants of the 2021 Scheme include the employees and directors of the Group, business partners, agents, consultants or advisers appointed by the Group. Under the 2021 Scheme, The subscription price for Shares under the New Share Option Scheme may be determined by the Board at its absolute discretion, provided that it shall not be less than the highest of: (i) the closing price of the Shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the Offer Date, which must be a Business Day; (ii) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive Business Days immediately preceding the Offer Date; and (iii) the nominal value of the Share on the Offer Date. A nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an Option. An offer of the grant of an Option shall be deemed to have been accepted by an Eligible Participant concerned in respect of all Shares which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the Offer duly signed by the Eligible Participant with the number of Shares in respect of which the Offer is accepted stated therein, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within twenty-one (21) days from the Offer Date (or such shorter period referred to in the paragraph above).

二零二一年計劃之概要載列如下：

二零二一年計劃自二零二一年九月十日起生效，為期十年。二零二一年計劃之合資格參與者包括本集團之僱員及董事、本集團委任之業務夥伴、代理、諮詢人士或顧問。根據二零二一年計劃，新購股權計劃項下股份之認購價可由董事會全權酌情釐定，惟不得低於下列最高者：(i) 股份於要約日期(必須為營業日)在聯交所每日報價表所示在聯交所的收市價；(ii) 股份於緊接要約日期前五(5)個連續營業日在聯交所每日報價表所示的平均收市價；及(iii) 股份於要約日期的面值。承授人須於接納購股權時支付象徵性代價1.00港元。當本公司於要約日期起計二十一(21)日內(或上段所述的較短期間)接獲合資格參與者妥為簽署的要約接納函件副本(當中註明接納要約所涉及的股份數目)，連同支付予本公司的匯款1.00港元(作為獲授購股權的代價)時，則授出購股權的要約將被視為已獲有關合資格參與者接納。

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the 2021 Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Shareholders. Options granted to substantial shareholders or independent non-executive Directors in excess of 0.1% of the Company's share capital and with an aggregate value in excess of HK\$5 million must be approved in advance by the Shareholders. The 2021 Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

於行使根據二零二一年計劃及本集團之任何其他購股權計劃所授出及仍未行使之所有尚未獲行使之購股權時將予配發及發行之股份最高數目，合共不得超過不時已發行之本公司有關類別股份之30%。

於任何十二個月期間可授予任何個人之購股權所涉之股份數目，在未獲股東事先批准前，不得超逾本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超逾本公司股本之0.1%及總價值逾5百萬港元，必須事先獲股東批准。二零二一年計劃並無規定任何持有購股權之最短期限或行使購股權前之任何表現目標。



## Outstanding Options

## 尚未行使之購股權

The following Directors were granted share options under the 2011 Scheme to subscribe for shares of the Company, details of which are as follows:

以下董事根據二零一一年計劃獲授購股權以認購本公司股份，詳情如下：

Name or category of participant	Number of share options 購股權數目				At 31 December 2021 於二零二一年 十二月 三十一日	Date of share options granted*	Exercise period of share options granted	Exercise price of share options granted** 授出購股權之 行使價** HK\$ per share 港元(每股)
	At 1 April 2021 於二零二一年 四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
<b>Directors</b>								
<b>董事</b>								
Mr. Zhang Chunhua 張春華先生	13,800,000	—	—	—	13,800,000	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
Ms. Zhang Chungping 張春萍女士	13,800,000	—	—	—	13,800,000	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
Ms. Chung Elizabeth Ching Yee 鍾靜儀女士	13,800,000	—	—	—	13,800,000	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
Ms. Chan Mei Yan Hidy 陳美恩女士	300,000	—	—	—	300,000	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
	200,000	—	—	—	200,000	18 December 2018 二零一八年十二月十八日	18 December 2019 to 18 December 2028 二零一九年十二月十八日至 二零二八年十二月十八日	0.33
Mr. Kwan Chi Hong 關志康先生	150,000	—	—	(150,000)	—	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
	100,000	—	—	(100,000)	—	18 December 2018 二零一八年十二月十八日	18 December 2019 to 18 December 2028 二零一九年十二月十八日至 二零二八年十二月十八日	0.33

Name or category of participant	Number of share options 購股權數目				At 31 December 2021 於二零二一年 十二月 三十一日	Date of share options granted*	Exercise period of share options granted	Exercise price of share options granted**  授出購股權之 行使價**  HK\$ per share (每股)
	At 1 April 2021 於二零二一年 四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
<b>Directors (Continued)</b> 董事(續)								
Ms. Lee Kwun Ling, May Jean 李筠嫻女士	300,000	—	—	—	300,000	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
	200,000	—	—	—	200,000	18 December 2018 二零一八年十二月十八日	18 December 2019 to 18 December 2028 二零一九年十二月十八日至 二零二八年十二月十八日	0.33
	42,650,000	—	—	(250,000)	42,400,000			
<b>Employees of the Group</b> 本集團僱員								
<b>In aggregate</b>	15,460,000	—	—	(2,300,000)	13,160,000	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
<b>合計</b>								
<b>Others</b> 其他								
<b>In aggregate</b>	16,600,000	—	—	—	16,600,000	27 June 2018 二零一八年六月二十七日	27 June 2019 to 26 June 2028 二零一九年六月二十七日至 二零二八年六月二十六日	0.59
<b>合計</b>								
	34,700,000	—	—	—	34,700,000	18 December 2018 二零一八年十二月十八日	18 December 2019 to 18 December 2028 二零一九年十二月十八日至 二零二八年十二月十八日	0.33
	51,300,000	—	—	—	51,300,000			
	109,410,000	—	—	(2,550,000)	106,860,000			

- \* The time of acceptance of the share options was within 21 days from the options offer date. The share options granted are subject to certain vesting period and vary for each category of participant as specified under the respective share option schemes.
- \*\* The exercise price of the share options is subject to some adjustments in the case of rights or bonus issues, or other similar changes in the Company's share capital.

As at 31 December 2021, the Company had outstanding options to subscribe for up to 106,860,000 shares under the 2011 Scheme.

- \* 購股權之接納時間為自購股權要約日期起計21日內。根據各購股權計劃之規定，所授出之購股權因應不同參與者類別而受若干不同之歸屬期所規限。
- \*\* 購股權之行使價在供股或紅股發行，或本公司股本發生其他類似變動時可予調整。

於二零二一年十二月三十一日，本公司根據二零一一年計劃有可認購最多106,860,000股股份之尚未行使購股權。

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

## 主要股東之權益及淡倉

As at 31 December 2021, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or 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 were as follows:

於二零二一年十二月三十一日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或記載於本公司根據證券及期貨條例第336條須備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

## LONG POSITIONS IN THE ORDINARY SHARES OR UNDERLYING SHARES OF THE COMPANY

## 於本公司普通股或相關股份之好倉

Name of shareholder	Notes	Capacity and nature of interest	Number of ordinary shares or underlying shares	Percentage of the Company's issued share capital
股東名稱	附註	身份及權益性質	普通股或相關股份數目	佔本公司已發行股本百分比
Brilliant Chapter Limited	(1)	Beneficially owned 實益擁有	834,851,294	57.29%
Mr. Zhang Chunhua 張春華先生	(2)	Interest of a controlled corporation 一間受控制公司之權益	834,851,294	57.29%
	(2)	Personal interest 個人權益	57,098,000	3.92%

Notes:

- (1) Brilliant Chapter Limited is a limited liability company incorporated in the Republic of Seychelles and its issued share capital is beneficially owned as to 80% by Mr. Zhang Chunhua and as to 20% by Source Mega Limited, a company incorporated in the Republic of Seychelles (as a nominee of Ms. Zhang Chunping). Mr. Zhang Chunhua is the brother of Ms. Zhang Chunping.
- (2) Mr. Zhang Chunhua is personally interested in 43,298,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 13,800,000 shares of the Company in his capacity as a director of the Group.
- (3) Based on 1,457,238,414 shares of the Company in issue as at 31 December 2021.

Save as disclosed above, as at 31 December 2021, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or 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.

## COMPETING INTERESTS

None of the Directors or the controlling shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the period under review.

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

During the nine months ended 31 December 2021, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

附註：

- (1) Brilliant Chapter Limited 為一間於塞舌爾共和國註冊成立之有限責任公司，其已發行股本由張春華先生及 Source Mega Limited (一間於塞舌爾共和國註冊成立之公司，為張春萍女士之代名人) 分別實益擁有 80% 及 20%。張春華先生為張春萍女士之胞兄。張春華先生為張春萍女士之胞兄。
- (2) 張春華先生於本公司之 43,298,000 股股份中擁有個人權益。此外，彼亦可以本集團之董事身份享有可認購本公司 13,800,000 股股份之購股權。
- (3) 根據於二零二一年十二月三十一日已發行之 1,457,238,414 股本公司股份計算。

除上文所披露者外，於二零二一年十二月三十一日，本公司並無任何人士(本公司董事或主要行政人員除外)知會彼等於本公司股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及第 3 分部之條文須向本公司披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第 336 條須備存之登記冊內之權益或淡倉。

## 競爭權益

於回顧期內，各董事或本公司之控股股東或彼等各自之聯繫人(定義見 GEM 上市規則)於與本集團業務構成競爭或可能構成競爭之業務中概無擁有任何權益，與本集團之間亦無任何其他利益衝突。

## 購買、贖回或出售本公司之上市證券

於截至二零二一年十二月三十一日止九個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the nine months ended 31 December 2021.

## CORPORATE GOVERNANCE CODE

The Company has complied with all the code provisions set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 15 to the GEM Listing Rules throughout the period under review.

## BOARD COMMITTEES

The Board has established three committees, namely the Remuneration Committee, the Nomination Committee and the Audit Committee for overseeing particular aspects of the Company's affairs.

All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees had been amended and restated on 1 January 2019 and are posted on the website of the Exchange and the Company's website.

## 董事進行證券交易

董事進行證券交易本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於GEM上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零二一年十二月三十一日止九個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

## 企業管治守則

於回顧期內，本公司一直遵守GEM上市規則附錄十五所載之企業管治守則（「企業管治守則」）之所有守則條文。

## 董事委員會

董事會已成立三個委員會，分別為薪酬委員會、提名委員會及審核委員會，以監察本公司事務之特定範疇。

本公司之所有董事委員會均根據明確之書面職權範圍而成立。董事委員會之職權範圍已於二零一九年一月一日修訂及重列，並登載於聯交所及本公司網站內。

## AUDIT COMMITTEE

The Company established the Audit Committee on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the CG Code. The primary duties of the Audit Committee include review and supervision of the Group's financial reporting system, risk management and internal control procedures, review of the Group's financial information and review of the Group's relationship with its auditors.

As at the date of this report, the Audit Committee comprised three independent non-executive Directors, namely Ms. Chan Mei Yan Hidy (Chairman of the Audit Committee), Ms. Lee Kwun Ling, May Jean and Mr. Zhang Weidong (appointed on 12 November 2021).

The Audit Committee has reviewed this report and has provided advice and comments thereon.

## REMUNERATION COMMITTEE

In accordance with the CG Code, the Company established the remuneration committee ("Remuneration Committee") on 17 June 2005 with written terms of reference. The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee comprises two independent non-executive Directors, namely Mr. Zhang Weidong (Chairman of the Remuneration Committee, appointed on 12 November 2021) and Ms. Lee Kwun Ling, May Jean, and one executive Director, namely Ms. Chung, Elizabeth Ching Yee.

## 審核委員會

本公司已於二零零零年三月七日成立審核委員會，並已根據企業管治守則之條文制訂及不時修訂其書面職權範圍。審核委員會之主要職責包括審閱及監察本集團之財務申報制度、風險管理及內部控制程序、審閱本集團之財務資料及檢討本集團與其核數師之關係。

於本報告日期，審核委員會由三名獨立非執行董事陳美恩女士（審核委員會主席）、李筠翎女士及張衛東先生（於二零二一年十一月十二日獲委任）組成。

審核委員會已審閱本報告，並就此提供意見及評論。

## 薪酬委員會

根據企業管治守則，本公司已於二零零五年六月十七日成立薪酬委員會（「薪酬委員會」），並制定其書面職權範圍。薪酬委員會之主要職責包括就本公司所有董事及高級管理層之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理層之特定薪酬待遇。

薪酬委員會由兩名獨立非執行董事張衛東先生（薪酬委員會主席，於二零二一年十一月十二日獲委任）及李筠翎女士以及一名執行董事鍾靜儀女士組成。

## NOMINATION COMMITTEE

In accordance with the CG Code, the Company established the nomination committee (“Nomination Committee”) on 29 March 2012 with written terms of reference. The principal responsibilities of the Nomination Committee include formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination of candidates, reviewing the size, structure and composition of the Board, as well as assessing the independence of independent non-executive Directors.

The Nomination Committee comprises two independent non-executive Directors, namely Ms. Lee Kwun Ling, May Jean (Chairman of the Nomination Committee), Ms. Chan Mei Yan Hidy and one executive Director, namely Ms. Chung, Elizabeth Ching Yee.

By Order of the Board  
**China Brilliant Global Limited**  
**Zhang Chunhua**  
*Chairman*

Hong Kong, 11 February 2022

## 提名委員會

根據企業管治守則之規定，本公司已於二零一二年三月二十九日成立提名委員會（「提名委員會」），並制定其書面職權範圍。提名委員會之主要職責為制定提名政策，以及就董事之提名及委任和董事會接任之安排向董事會提出建議、制訂提名候選人的遴選程序、檢討董事會之規模、架構及組成，以及評估獨立非執行董事之獨立性。

提名委員會由兩名獨立非執行董事李筠翎女士（提名委員會主席）、陳美恩女士及一名執行董事鍾靜儀女士組成。

承董事會命  
**朗華國際集團有限公司**  
*主席*  
**張春華**

香港，二零二二年二月十一日