



China Brilliant Global Limited

朗華國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8026

2022

First Quarterly Report

第一季度業績報告

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之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之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於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 three months ended 30 June 2022 amounted to approximately HK\$19,061,000, representing an increase of approximately 244% as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the three months ended 30 June 2022 was approximately HK\$1,364,000, increasing by approximately HK\$492,000 as compared with the same period of last financial year.
- Loss attributable to owners of the Company for the three months ended 30 June 2022 amounted to approximately HK\$7,603,000 (for the three months ended 30 June 2021: HK\$6,429,000).
- The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2022.
- 本集團截至二零二二年六月三十日止三個月之收益約為19,061,000港元，較上一個財政年度同期增加約244%。
- 本集團截至二零二二年六月三十日止三個月之毛利約為1,364,000港元，較上一個財政年度同期增加約492,000港元。
- 截至二零二二年六月三十日止三個月，本公司擁有人應佔虧損約為7,603,000港元（截至二零二一年六月三十日止三個月：6,429,000港元）。
- 董事會不建議就截至二零二二年六月三十日止三個月派發中期股息。

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 three months ended 30 June 2022 together with the comparative unaudited figures for the three months ended 30 June 2021 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」）截至二零二二年六月三十日止三個月之未經審核綜合業績，連同截至二零二一年六月三十日止三個月之未經審核比較數字如下：

		For the three months ended 30 June 截至六月三十日止三個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收益	19,061	5,531
Cost of sales	銷售成本	(17,697)	(4,659)
Gross profit	毛利	1,364	872
Selling expenses	銷售開支	(36)	(406)
Administrative expenses	行政開支	(11,421)	(9,094)
Finance costs	財務費用	(487)	(36)
Other income	其他收入	167	136
Share of results of an associate	應佔聯營公司業績	—	182
Loss before tax	除稅前虧損	(10,413)	(8,346)
Income tax expense	所得稅開支	—	—
Loss for the period	期內虧損	(10,413)	(8,346)
Other comprehensive loss: <i>Item that may be reclassified subsequently to profit or loss:</i>	其他全面虧損： <i>其後可能重新分類至損益之項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	(490)	(53)
Total comprehensive loss for the period	期內全面虧損總額	(10,903)	(8,399)

For the three months ended 30 June

截至六月三十日止三個月

		2022	2021
		二零二二年	二零二一年
Notes		HK\$'000	HK\$'000
附註		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss for the period attributable to:	應佔期內虧損：		
— Owners of the Company	— 本公司擁有人	(7,603)	(6,429)
— Non-controlling interests	— 非控股權益	(2,810)	(1,917)
		(10,413)	(8,346)
Total comprehensive loss for the period attributable to:	應佔期內全面虧損總額：		
— Owners of the Company	— 本公司擁有人	(8,093)	(6,482)
— Non-controlling interests	— 非控股權益	(2,810)	(1,917)
		(10,903)	(8,399)
Loss per share	每股虧損		
Basic and diluted	基本及攤薄	5	
		HK(0.52)	HK(0.44)
		cents港仙	cents港仙

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 of gold and jewellery products, 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 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 2022, except that the Group has adopted a number of new and amendments to HKFRSs, which are newly effective for the period under review. The adoption of these new and amendments to HKFRSs had no change in significant accounting policies and no significant effect on the financial results of the current period. There is no prior period adjustment required.

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, Cricket Square, 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二零二二年三月三十一日止年度之零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新訂及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則並無重大會計政策變動，且對本期間的財務業績並無重大影響。毋須作出過往期間調整。

2. BASIS OF PREPARATION (Continued)

The Group has not applied or early adopted the new and amendments to HKFRSs which are relevant to the Group that have been issued but not yet effective in the preparation of these unaudited consolidated results. The Group is currently assessing the impact of these new and amendments to HKFRSs upon their initial application but is not yet in a position to state whether they would have a significant impact on its results of operations and financial position. It is anticipated that all of the pronouncements relevant to the Group will be adopted in the Group's accounting policy in the accounting periods when they first become effective.

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

3. REVENUE AND SEGMENTAL 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 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

2. 編製基準(續)

於編製該等未經審核綜合業績時，本集團並無應用或提早採納與本集團有關之已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團現正評估首次應用該等新訂及經修訂香港財務報告準則之影響，惟尚未能確定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。預期與本集團有關的所有公告將於首次生效的會計期間在本集團的會計政策中採納。

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. 收入及分部資料

收益指於回顧期間已售貨品及已提供服務之發票淨值。

本集團之經營業務現時歸屬於三個經營分部，專注於黃金及珠寶買賣(「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的會計政策而編製的內部管理報告予以識別，並由執行董事(「執行董事」)(即本公司主要經營決策者)定期審閱。執行董事審閱本集團的內部報告以評估表現及分配資源。本集團之經營及可呈報分部詳情如下：

- 黃金及珠寶業務
- 借貸業務
- 金融科技業務

3. REVENUE AND SEGMENTAL INFORMATION

(Continued)

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

For the three months ended 30 June 2022 截至二零二二年六月三十日止三個月		Gold and Jewellery Business 黃金及珠寶業務 HK\$'000 千港元	Lending Business 借貸業務 HK\$'000 千港元	Fintech Business 金融科技業務 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
REVENUE	收益				
External sales	外部銷售	17,935	647	479	19,061
RESULTS	業績				
Segment results	分部業績	93	556	(8,346)	(7,697)
Unallocated income	未分配收入				88
Unallocated expenses	未分配開支				(2,317)
Finance costs	財務費用				(487)
Loss before tax	除稅前虧損				(10,413)

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月		Gold and Jewellery Business 黃金及珠寶業務 HK\$'000 千港元	Lending Business 借貸業務 HK\$'000 千港元	Fintech Business 金融科技業務 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
REVENUE	收益				
External sales	外部銷售	5,161	370	—	5,531
RESULTS	業績				
Segment results	分部業績	162	360	(6,068)	(5,546)
Unallocated income	未分配收入				50
Unallocated expenses	未分配開支				(3,000)
Finance costs	財務費用				(32)
Share of results of an associate	應佔一間聯營公司業績				182
Loss before tax	除稅前虧損				(8,346)

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, certain impairment losses recognised under expected credit losses model, net of reversal, impairment loss recognised in respect of interest in an associate and share of results of an associate which not included in segment results. This is the measure reported to the Group's management for the purposes of resource allocation and performance assessment.

本集團持續經營之收益及業績分析如下：

分部溢利／(虧損)指各分部賺取之溢利／(產生之虧損)，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、財務費用、根據預期信貸虧損模式確認之若干減值虧損(扣除撥回)、就於一間聯營公司之權益確認之減值虧損及分佔一間聯營公司之業績(並無計入分部業績)。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。

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 of Hong Kong Profits Tax 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 three months ended 30 June 2022.

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 for both periods as the Group has no assessable profits arising in the PRC.

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.

5. LOSS PER SHARE

The calculation of the basic loss per share amount is based on the unaudited consolidated loss for the three months ended 30 June 2022 attributable to owners of the Company of approximately HK\$7,603,000 (for the three months ended 30 June 2021: HK\$6,429,000), and the weighted average number of ordinary shares of approximately 1,457,238,414 (weighted average number for the three months ended 30 June 2021: 1,457,238,414) in issue during the period under review.

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。不符合香港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。

由於本集團於截至二零二二年六月三十日止三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%。

由於本集團並無於中國產生應課稅溢利，故並無於兩個期間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」，公司獲豁免就於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. 每股虧損

每股基本虧損金額乃根據截至二零二二年六月三十日止三個月本公司擁有人應佔未經審核綜合虧損約7,603,000港元(截至二零二一年六月三十日止三個月：6,429,000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(截至二零二一年六月三十日止三個月之加權平均數：1,457,238,414股)計算。

5. LOSS PER SHARE (Continued)

The weighted average number of ordinary shares used are same as those described above for the calculation of basic loss per share.

As the Company's outstanding share options had an anti-dilutive effect to the basic loss per share calculation for the three months ended 30 June 2022 and 2021, 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.

5. 每股虧損(續)

每股基本虧損所用普通股加權平均數與上述相同。

由於本公司尚未行使之購股權對計算截至二零二二年及二零二一年六月三十日止三個月之每股基本虧損具反攤薄影響，故計算每股攤薄虧損時並無假設行使上述潛在普通股。因此，每股攤薄虧損與每股基本虧損相同。

6. RESERVES

6. 儲備

	Share premium account	Foreign currency translation reserve	Share option reserve	Capital contribution reserve	Accumulated losses	Non-controlling interest	Total
	股份溢價賬	外幣匯兌儲備	購股權儲備	資本注入儲備	累計虧損	非控股權益	總計
	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
	(Note a)	(Note b)	(Note c)	(Note d)			
	(附註a)	(附註b)	(附註c)	(附註d)			
At 1 April 2022 (audited)	523,511	772	32,464	12,328	(688,569)	(119,494)	48,909
Loss for the period (unaudited)	-	-	-	-	(7,603)	(7,603)	(2,810)
Exchange difference on translation of foreign operations (unaudited)	-	(490)	-	-	-	(490)	(490)
Total comprehensive loss for the period (unaudited)	-	(490)	-	-	(7,603)	(8,093)	(10,903)
At 30 June 2022 (unaudited)	523,511	282	32,464	12,328	(696,172)	(127,587)	46,099
At 1 April 2021 (audited)	523,511	635	30,232	12,328	(651,241)	(84,535)	22,291
Loss for the period (unaudited)	-	-	-	-	(6,429)	(6,429)	(1,917)
Exchange difference on translation of foreign operations (unaudited)	-	(53)	-	-	-	(53)	(53)
Total comprehensive loss for the period (unaudited)	-	(53)	-	-	(6,429)	(6,482)	(1,917)
At 30 June 2021 (unaudited)	523,511	582	30,232	12,328	(657,670)	(81,017)	20,374

6. RESERVES (Continued)

Notes:

(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.

(b) 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 ("HK\$")) 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) 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) Capital contribution reserve

Capital contribution reserve represents Mr. Zhang Chunhua ("Mr. Zhang"), 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.

6. 儲備 (續)

附註：

(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) 外幣滙兌儲備

外幣滙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(「港元」))時產生之滙兌差額，直接於其他全面收益中確認及於外幣滙兌儲備中累計。該等外幣滙兌儲備累計之滙兌差額於出售海外業務時重新分類至損益賬內。

(c) 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平價值。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。

(d) 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(「張先生」)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。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2022 (for the three months ended 30 June 2021: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

REVENUE

The Group's revenue for the three months ended 30 June 2022 amounted to approximately HK\$19,061,000, representing an increase of approximately 244% as compared to the corresponding period of last financial year. The increase was mainly attributable to the increase in revenue from the Group's Jewellery Business, wholesale of golden jewellery products in PRC during the period under review.

COST OF SALES AND GROSS PROFIT MARGIN

Cost of sales of the Group increased from approximately HK\$4,659,000 for the three months ended 30 June 2021 to approximately HK\$17,697,000 for the three months ended 30 June 2022, which was in line with the increase in sales for the period. As the sales of the Jewellery Business are a significant part of the Group's revenue, which has a lower gross profit margin, the overall gross profit margin decreased from approximately 15.8% for the three months ended 30 June 2021 to 7.2% for the three months ended 30 June 2022.

中期股息

董事會不建議就截至二零二二年六月三十日止三個月派發中期股息(截至二零二一年六月三十日止三個月：無)。

管理層討論及分析

財務回顧

收益

本集團截至二零二二年六月三十日止三個月之收益約為19,061,000港元，與上一個財政年度同期相比增加約244%。該增加主要由於本集團於回顧期內的珠寶業務及於中國的黃金珠寶產品批發收益增加。

銷售成本及毛利率

本集團的銷售成本由截至二零二一年六月三十日止三個月約4,659,000港元增加至截至二零二二年六月三十日止三個月約17,697,000港元，與期內銷售增幅一致。由於銷售珠寶業務為本集團收益的重要部分，而其毛利率較低，故整體毛利率由截至二零二一年六月三十日止三個月的約15.8%減少至截至二零二二年六月三十日止三個月的7.2%。

EXPENSES

Selling expenses decreased by approximately HK\$370,000 from approximately HK\$406,000 for the three months ended 30 June 2021 to approximately HK\$36,000 for the three months ended 30 June 2022. The decrease was mainly due to reduction of marketing costs of the Gold and Jewellery Business since the retailing of gold and jewellery terminated on 21 July 2021.

Administrative expenses increased by approximately HK\$2,327,000, from approximately HK\$9,094,000 for the three months ended 30 June 2021 to approximately HK\$11,421,000 for the three months ended 30 June 2022. Such increase was mainly due to increase in system development fee approximately HK\$2,693,000 in Fintech Business.

RESULT FOR THE PERIOD

The Group recorded a loss of approximately HK\$10,413,000 for the three months ended 30 June 2022, compared to a loss of approximately HK\$8,346,000 for the three months ended 30 June 2021. The loss for the period mainly due to the operation loss on fintech business on development stage and other administrative expenses.

TOTAL EQUITY

As at 30 June 2022, the Group has a total equity amounted to approximately HK\$64,236,000 (as at 31 March 2022: HK\$75,139,000) and net current assets amounted to approximately HK\$49,404,000 (as at 31 March 2022: HK\$59,209,000).

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 30 June 2022, total cash and cash equivalents of the Group amounted to approximately HK\$88,243,000 (as at 31 March 2022: HK\$92,144,000). The decrease in total cash and cash equivalent was mainly due to operating loss.

開支

銷售開支由截至二零二一年六月三十日止三個月約406,000港元減少約370,000港元至截至二零二二年六月三十日止三個月約36,000港元。該減少乃主要由於黃金及珠寶零售於二零二一年七月二十一日終止後，黃金及珠寶業務的營銷成本減少所致。

行政開支由截至二零二一年六月三十日止三個月約9,094,000港元增加約2,327,000港元至截至二零二二年六月三十日止三個月約11,421,000港元。該增加乃主要由於金融科技業務的系統開發費用增加約2,693,000港元。

期內業績

截至二零二二年六月三十日止三個月，本集團錄得虧損約10,413,000港元，而截至二零二一年六月三十日止三個月則錄得虧損約8,346,000港元。期內虧損主要由於處於發展階段的金融科技業務的經營虧損及其他行政開支所致。

總權益

於二零二二年六月三十日，本集團之總權益約為64,236,000港元（於二零二二年三月三十一日：75,139,000港元）及流動資產淨值約為49,404,000港元（於二零二二年三月三十一日：59,209,000港元）。

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中央管理，而現金一般作為存款存放於銀行。

於二零二二年六月三十日，本集團之現金及現金等值物總額約為88,243,000港元（於二零二二年三月三十一日：92,144,000港元）。現金及現金等值物總額的減少主要來自經營虧損。

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 ("USD") 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 30 June 2022, no related hedges were made by the Group (as at 31 March 2022: nil).

CONTINGENT LIABILITIES

As at 30 June 2022, the Group had no material contingent liabilities (as at 31 March 2022: nil).

SIGNIFICANT INVESTMENTS, ACQUISITIONS OR DISPOSALS

On 29 June 2022, the Group had completed a share swap of the shares of subsidiaries. The Group had allotted 4.63% share of Brillink Holdings Limited to minority shareholder for exchanging of her 5% share holding in Brillink Fintech Limited. After completion, Brillink Fintech Limited had become whole-owned subsidiary of Brillink Holdings Limited.

Except for the above disposals and acquisition, the Group does not have other material acquisition or disposal during the three months ended 30 June 2022.

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(「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。於二零二二年六月三十日，本集團並無進行相關對沖(於二零二二年三月三十一日：無)。

或然負債

於二零二二年六月三十日，本集團並無重大或然負債(於二零二二年三月三十一日：無)。

重大投資、收購或出售

於二零二二年六月二十九日，本集團已完成附屬公司股份的換股。本集團已向少數股東配發4.63%的智朗控股有限公司股份，以換取其於智朗金融科技有限公司的5%股權。完成後，智朗金融科技有限公司成為智朗控股有限公司的全資附屬公司。

除上述出售及收購外，本集團於截至二零二二年六月三十日止三個月並無其他重大收購或出售。

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 30 June 2022, the Group's total equity amounted to approximately HK\$64,236,000, representing an increase of approximately 14% compared with that as at 31 March 2022 (31 March 2022: HK\$75,139,000). As at 30 June 2022, the Group's cash and cash equivalents totaled approximately HK\$88,243,000 (as at 31 March 2022: HK\$92,144,000). The current ratio (note 1) and the quick ratio (note 2) of the Group as at 30 June 2022 was 1.39 (as at 31 March 2022: 1.63) and 1.31 (as at 31 March 2022: 1.63) respectively. The Group was in net cash position as at 30 June 2022 (gearing ratio (note 3) as at 31 March 2022: Net cash position).

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

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

EVENTS AFTER THE REPORTING PERIOD

On 18 July 2022, the Company completed to issue a new promissory note to Mr. Zhang Chunhua, at US\$10,000,000 (equivalent to HK\$78,000,000) for repayment of the promissory note issued on 19 January 2021. The promissory note was unsecured interest-bearing at 2.5% per annum and payable on the maturity date in arrears and repayable on the date of two years after 18 July 2022.

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。於二零二二年六月三十日，本集團之總權益約為64,236,000港元，較二零二二年三月三十一日減少約14%（二零二二年三月三十一日：75,139,000港元）。於二零二二年六月三十日，本集團之現金及現金等值物共計約88,243,000港元（於二零二二年三月三十一日：92,144,000港元）。本集團於二零二二年六月三十日之流動比率（附註1）及速動比率（附註2）分別為1.39（於二零二二年三月三十一日：1.63）及1.31（於二零二二年三月三十一日：1.63）。於二零二二年六月三十日，本集團為淨現金狀況（於二零二二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，本集團之架構於期內並無重大變動。

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

報告期後事項

於二零二二年七月十八日，本公司完成向張春華先生發行新的承付票據，金額為10,000,000美元（相等於78,000,000港元），償還於二零二一年一月十九日發行的承付票據。承付票據為無抵押，按每年2.5%的利率計息及應於到期日支付及於二零二二年七月十八日後兩年當日償還。

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 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 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). 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.

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。同時，本集團將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 increased by approximately HK\$12,774,000 from approximately HK\$5,161,000 for the three months ended 30 June 2021 to approximately HK\$17,935,000 for the three months ended 30 June 2022. The increase in revenue from the Gold and Jewellery Business for the period under review was mainly because of the increase in wholesale of golden jewellery products in the PRC.

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\$26,121,000 (before allowance for credit loss) as at 30 June 2022. 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.

黃金及珠寶業務之收益由截至二零二一年六月三十日止三個月約5,161,000港元增加約12,774,000港元至截至二零二二年六月三十日止三個月約17,935,000港元。於回顧期內，黃金及珠寶業務之收益增加乃主要由於中國之黃金珠寶產品批發增加所致。

借貸業務

本集團繼續透過收購一系列持有香港有效放債人牌照之公司，在香港開展借貸業務，以拓寬其收入來源。於回顧期內，借貸業務持續發展。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。

於二零二二年六月三十日，本集團有六筆尚未收回之主要應收貸款26,121,000港元(信貸虧損撥備前)，均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該等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。

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 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. On August 2021, Brillink Bank had completed the independent assessment of implementation of controls over the Core IT Banking System as well as technical assessments were conducted to validate the adequacy and effectiveness of the actual technical or security controls implemented. The Fintech business had been started on the same time.

As at 30 June 2022, there was deposits from customers and loans and advances with Brillink Bank in amounting to HK\$18,311,000 and HK\$15,882,000 (before allowance for credit loss). As a result of a loss in this segment, due mainly to development stage.

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.

本集團於二零一九年開展其金融科技業務，並於回顧期內繼續發展該業務。

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Brillink Bank Corporation Limited（「Brillink Bank」）授出原則性批准函，允許阿斯塔納國際金融中心項下與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，包括吸納存款、發放信貸、就信貸融資提供諮詢、安排信貸融資及提供貨幣服務。於二零二一年八月，Brillink Bank已完成推行核心銀行信息技術系統控制的獨立評估並已進行技術評估，以讓實際實施的技術或安全控制充分及有效。金融科技業務已同時開展。

於二零二二年六月三十日，Brillink Bank有客戶存款以及貸款及墊款分別為18,311,000港元及15,882,000港元（信貸虧損撥備前）。此分部錄得虧損，主要由於發展階段所致。

本集團將定期檢討市況及業務的盈利能力。然後，本集團將根據市場需求調整業務量，並根據不時的業務量及經營情況決定進一步分配資源。

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 30 June 2022, 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:

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

於二零二二年六月三十日，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


Name of Director	Notes	Capacity and nature of interest	Number of ordinary shares or underlying shares	Percentage of the Company's issued share capital
董事姓名	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
				Note (7) 附註(7)
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%
Ms. Lee Kwun Ling, May Jean 李筠翎女士	(6)	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 Chungping and the sole director of Source Mega Limited is Ms. Zhang Chungping. Ms. Zhang Chungping is the executive director of the Company. Mr. Zhang Chunhua is the brother of Ms. Zhang Chungping. 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 Chungping 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) 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.
- (7) Based on 1,457,238,414 shares in the Company in issue as at 30 June 2022.

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) 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。
- (7) 根據於二零二二年六月三十日已發行之 1,457,238,414 股本公司股份計算。



Save as disclosed above, as at 30 June 2022, 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，於二零二二年六月三十日，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).

No share option was granted under 2021 Scheme.

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。

概無根據二零二一年計劃授出購股權。

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 30 June 2022 於二零二二年六月三十日	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 2022 於二零二二年四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Directors								
董事								
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 Chunping 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
Ms. Lee Kwun Ling, May Jean 李筠翎女士	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
	42,400,000	—	—	—	42,400,000			

Name or category of participant	Number of share options 購股權數目				At 30 June 2022 於二零二二年六月三十日	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 2022 於二零二二年四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Employees of the Group 本集團僱員								
In aggregate	13,160,000	-	-	-	13,160,000	27 June 2018	27 June 2019 to 26 June 2028	0.59
合計						二零一八年六月二十七日	二零一九年六月二十七日至二零二八年六月二十六日	
Others 其他								
In aggregate	16,600,000	-	-	-	16,600,000	27 June 2018	27 June 2019 to 26 June 2028	0.59
合計						二零一八年六月二十七日	二零一九年六月二十七日至二零二八年六月二十六日	
	34,700,000	-	-	-	34,700,000	18 December 2018	18 December 2019 to 18 December 2028	0.33
						二零一八年十二月十八日	二零一九年十二月十八日至二零二八年十二月十八日	
	51,300,000	-	-	-	51,300,000			
	106,860,000	-	-	-	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.

* 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。

** 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.

** 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。

*** There were no share options granted and exercised during the period.

*** 期內並無授出及行使購股權。

As at 30 June 2022, the Company had outstanding options to subscribe for up to 106,860,000 shares under the 2011 Scheme.

於二零二二年六月三十日，本公司根據二零一一年計劃有尚未行使購股權可認購最多106,860,000股股份。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

主要股東之權益及淡倉

As at 30 June 2022, 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:

於二零二二年六月三十日，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 股東姓名／名稱	Notes 附註	Capacity and nature of interest 身份及權益性質	Number of ordinary shares or underlying shares 普通股或相關 股份數目	Percentage of the Company's issued share capital 佔本公司已發 行股本百分比 Note (3) 附註 (3)
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 30 June 2022.

Save as disclosed above, as at 30 June 2022, 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 three months ended 30 June 2022, 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，其全部已發行股本由張春華先生實益擁有80%及由Source Mega Limited（一間於塞舌爾共和國註冊成立之公司）（作為張春萍女士的代名人）擁有20%。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) 根據於二零二二年六月三十日已發行之1,457,238,414股本公司股份計算。

除上文所披露者外，於二零二二年六月三十日，本公司並無獲任何人士（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

於截至二零二二年六月三十日止三個月內，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 three months ended 30 June 2022.

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

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，其於截至二零二二年六月三十日止三個月整段期間，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.

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) 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)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
Zhang Chunhua
Chairman

Hong Kong, 12 August 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
主席
張春華

香港，二零二二年八月十二日



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朗華國際集團有限公司

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