



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



2024

Interim Report 中期報告

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 的特色

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」)的規定提供有關朗華國際集團有限公司(「本公司」)的資料。本公司各董事(「董事」)共同及個別對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

HIGHLIGHTS

摘要

- Revenue of the Group for the six months ended 30 September 2024 amounted to approximately HK\$48,551,000, representing an increase of approximately 8.3% as compared to the corresponding period of the previous financial year.
- The Group's gross profit for the six months ended 30 September 2024 was approximately HK\$7,849,000, decreased by approximately HK\$3,202,000 as compared with the same period of the last financial year.
- Profit attributable to owners of the Company for the six months ended 30 September 2024 amounted to approximately HK\$4,266,000 (for the six months ended 30 September 2023: HK\$18,583,000 (loss) (restated)).
- The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2024.
- 本集團截至二零二四年九月三十日止六個月之收益約為48,551,000港元，較上一個財政年度同期增加約8.3%。
- 本集團截至二零二四年九月三十日止六個月之毛利約為7,849,000港元，較上一個財政年度同期減少約3,202,000港元。
- 截至二零二四年九月三十日止六個月，本公司擁有人應佔溢利約為4,266,000港元（截至二零二三年九月三十日止六個月：18,583,000港元（虧損）（經重列））。
- 董事會不建議就截至二零二四年九月三十日止六個月派付任何中期股息。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2024

The board of Directors (the "Board") of the Company announces the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2024 together with the unaudited comparative figures for the corresponding periods in 2023 as follows:

簡明綜合損益及其他全面收益表

截至二零二四年九月三十日止六個月

本公司董事會(「董事會」)宣佈，本公司及其附屬公司(「本集團」)截至二零二四年九月三十日止六個月之未經審核綜合業績，連同截至二零二三年相應期間之未經審核比較數字如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Revenue	收益	48,551	44,820
Cost of sales	銷售成本	(40,702)	(33,769)
Gross profit	毛利	7,849	11,051
Other gains and losses, net	其他收益及虧損淨額	102	(885)
Selling expenses	銷售開支	(23)	(14)
Administrative expenses	行政開支	(5,173)	(13,549)
Finance costs	財務成本	(249)	(220)
Impairment losses reversed under expected credit loss model	根據預期信貸虧損模式撥回之減值虧損	3,178	—
Profit/(loss) before tax	除稅前溢利/(虧損)	5,684	(3,617)
Income tax expense	所得稅開支	(1,418)	(823)
Profit/(loss) for the period from continued operations	持續經營業務期內溢利/(虧損)	4,266	(4,440)
Discontinued operation	已終止經營業務		
Loss for the period from discontinued operation	已終止經營業務期內虧損	—	(21,215)
Profit/(loss) for the period	期內溢利/(虧損)	4,266	(25,655)
Other comprehensive income/(expenses):	其他全面收入/(開支):		
<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 during the period	期內產生的外幣換算	488	(478)
Total comprehensive income/(loss) for the period	期內全面收入/(虧損)總額	4,754	(26,133)

Six months ended
30 September
截至九月三十日止六個月

2024
二零二四年
HK\$'000
千港元
(Unaudited)
(未經審核)

2023
二零二三年
HK\$'000
千港元
(Unaudited)
(未經審核)
(Restated)
(經重列)

Notes
附註

Profit/(loss) for the period from continuing operations attributable to: — Owners of the Company — Non-controlling interests	以下人士應佔持續經營業務期內溢利／(虧損)： — 本公司擁有人 — 非控股權益		4,266 — 4,266	(4,440) — (4,440)
Loss for the period from discontinued operation attributable to: — Owners of the Company — Non-controlling interests	以下人士應佔已終止經營業務期內虧損： — 本公司擁有人 — 非控股權益		— — —	(14,143) (7,072) (21,215)
Profit/(loss) for the period attributable to: — Owners of the Company — Non-controlling interests	以下人士應佔期內溢利／(虧損)： — 本公司擁有人 — 非控股權益		4,266 — 4,266	(18,583) (7,072) (25,655)
Total comprehensive income/(loss) for the period attributable to: — Owners of the Company — Non-controlling interests	以下人士應佔期內全面收入／(虧損)總額： — 本公司擁有人 — 非控股權益		4,754 — 4,754	(19,130) (7,003) (26,133)
Profit/(loss) per share from continuing and discontinued operations — Basic and diluted	持續經營業務及已終止經營業務每股溢利／(虧損) — 基本及攤薄	8	HK0.29 cents 0.29港仙	HK(1.28) cents (1.28)港仙
Profit/(loss) per share from continuing operations — Basic and diluted	持續經營業務每股溢利／(虧損) — 基本及攤薄	8	HK0.29 cents 0.29港仙	HK(0.31) cents (0.31)港仙
Loss per share from discontinued operation — Basic and diluted	已終止經營業務每股虧損 — 基本及攤薄	8	N/A 不適用	HK(0.97) cents (0.97)港仙

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

簡明綜合財務狀況表

於二零二四年九月三十日

			30 September 九月三十日 2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 三月三十一日 2024 二零二四年 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	692	585
Right-of-use assets	使用權資產		—	77
Intangible assets	無形資產	10	793	839
Financial assets at fair value through profit or loss	按公平價值計入損益之金融資產	11	240,994	240,994
Total non-current assets	非流動資產總額		242,479	242,495
CURRENT ASSETS	流動資產			
Inventories	存貨	12	2,506	2,681
Trade receivables	應收賬款	13	5,700	435
Loan receivables	應收貸款	14	41	10,491
Prepayment, deposits and other receivables	預付款項、訂金及其他應收款項		163	1,391
Amount due from an former associate	應收一間前聯營公司之款項	15	1,184	1,235
Amounts due from related companies	應收關聯公司之款項	15	83,989	85,986
Prepaid tax	預付稅項		30	30
Cash and cash equivalents	現金及現金等值物		20,774	15,248
			114,387	117,497
Non-current assets classified as held for sale	分類為持作出售非流動資產	16	—	5,200
Total current assets	流動資產總額		114,387	122,697

30 September
九月三十日
2024
二零二四年
HK\$'000
千港元
(Unaudited)
(未經審核)

31 March
 三月三十一日
 2024
 二零二四年
 HK\$'000
 千港元
 (Audited)
 (經審核)

Notes
 附註

CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	17	758	575
Other payables and accruals	其他應付款項及應計款項		3,142	3,851
Contract liabilities	合約負債	18	—	4,314
Amounts due to related companies	應付關聯公司之款項	15	2,800	10,273
Amounts due to directors	應付董事之款項	15	19,914	20,158
Lease liabilities	租賃負債		—	65
Tax payables	應付稅項		1,406	1,864
Total current liabilities	流動負債總額		28,020	41,100
NET CURRENT ASSETS	流動資產淨值		86,367	81,597
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		328,846	324,092
NET ASSETS	資產淨值		328,846	324,092
EQUITY	權益			
Share capital	股本	19	145,724	145,724
Reserves	儲備		183,122	178,368
TOTAL EQUITY	權益總額		328,846	324,092

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2024

截至二零二四年九月三十日止六個月

Attributable to owners of the Company
歸屬本公司擁有人

	Share capital	Share premium account	Foreign currency translation reserve	Share option reserve	Merger reserve	Capital contribution reserve	Share award reserve	Statutory reserve fund	Accumulated losses	Sub-total	Non-controlling interest	Total	
	股本	溢價賬	外幣匯兌儲備	購股權儲備	合併儲備	資本注入儲備	股份獎勵儲備	法定儲備	累計虧損	小計	非控股權益	總計	
	HKS'000	HKS'000	HKS'000	HKS'000	HK'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'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	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)	(Note f) (附註f)	(Note g) (附註g)					
At 1 April 2024 (audited)	於二零二四年四月一日 (經審核)	145,724	523,511	(1,981)	32,464	350,984	37,793	20,503	1,894	(786,800)	324,082	-	324,082
Profit for the period (unaudited)	期內溢利(未經審核)	-	-	-	-	-	-	-	4,266	4,266	-	4,266	
Other comprehensive income for the period:	期內其他全面收入:												
Exchange difference on translation of foreign operations (unaudited)	換算海外業務之匯兌 差額(未經審核)	-	-	488	-	-	-	-	-	488	-	488	
Total comprehensive income for the period (unaudited)	期內全面收入總額 (未經審核)	-	-	488	-	-	-	-	4,266	4,754	-	4,754	
At 30 September 2024 (unaudited)	於二零二四年九月 三十日(未經審核)	145,724	523,511	(1,493)	32,464	350,984	37,793	20,503	1,894	(782,534)	328,846	-	328,846
At 1 April 2023 (audited)	於二零二三年四月一日 (經審核)	145,724	523,511	41	32,464	-	37,793	-	-	(721,254)	18,279	30,780	49,059
Merger accounting restatement	合併會計重列	-	-	(393)	-	339	-	-	1,150	16,007	17,103	-	17,103
As at 1 April 2023 (restated)	於二零二三年四月一日 (經重列)	145,724	523,511	(352)	32,464	339	37,793	-	1,150	(705,247)	35,382	30,780	66,162
Loss for the period (unaudited)	期內虧損(未經審核)	-	-	-	-	-	-	-	(16,583)	(16,583)	(7,072)	(25,655)	
Other comprehensive loss for the period:	期內其他全面虧損:												
Exchange difference on translation of foreign operations (unaudited)	換算海外業務之匯兌 差額(未經審核)	-	-	(547)	-	-	-	-	-	(547)	69	(478)	
Total comprehensive loss for the period (unaudited)	期內全面虧損總額 (未經審核)	-	-	(547)	-	-	-	-	(16,583)	(19,130)	(7,003)	(26,133)	
At 30 September 2023 (restated)	於二零二三年九月 三十日(經重列)	145,724	523,511	(899)	32,464	339	37,793	-	1,150	(723,830)	16,252	23,777	40,029

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) 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.

(b) 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(「港元」))時產生之匯兌差額，直接於其他全面收入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。

(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.

(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) Merger reserve

The merge reserve represents the acquisition of a subsidiary and disposal of subsidiaries under common control and the acquisition is accounted for by applying the principles of merger accounting in accordance with Accounting Guideline 5 Merger accounting for Common Control Combinations.

(d) 合併儲備

合併儲備指因收購及出售共同控制下的附屬公司而產生，並依照會計指引第5號「共同控制合併之合併會計法」的規定，採用合併會計原則進行會計處理。

(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 of 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。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

Notes: (Continued)

(f) Share award reserve

Share awards reserve represent cumulative fair value of services received/receivable from employees measured at the date of grant under the CBG Share Award Scheme adopted on 20 March 2024.

(g) 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.

簡明綜合權益變動表(續)

附註：(續)

(f) 股份獎勵儲備

股份獎勵儲備指按根據於二零二四年三月二十日採納之朗華國際股份獎勵計劃所計量於授出日期已接獲／將接獲僱員服務之累計公平價值。

(g) 法定儲備基金

根據中華人民共和國(「中國」)的相關企業法律及條例，於中國註冊之實體之部分溢利已轉撥至有限定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%。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2024

簡明綜合現金流量表

截至二零二四年九月三十日止六個月

Six months ended 30 September
截至九月三十日止六個月

2024	2023
二零二四年	二零二三年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
	(Restated)
	(經重列)

Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	6,537	(28,208)
Cash flows from investing activities	投資活動之現金流量		
Bank interest received	已收銀行利息	36	40
Proceed from non-current asset classified as held for sale	分類為持作出售之非流動資產所得款項	5,200	—
Purchases of property, plant and equipment	購入物業、廠房及設備	(199)	—
Net cash generated from investing activities	投資活動所得現金淨額	5,037	40
Cash flows from financing activities	融資活動之現金流量		
Interest paid	已付利息	(249)	(220)
Repayment of lease liabilities	償還租賃負債	(65)	(506)
(Repayment to)/advance from directors	(償還)/來自董事之墊款	(244)	19,600
(Repayment to)/advance from related company	(償還)/來自關聯公司之墊款	(5,476)	8,913
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(6,034)	27,787
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物增加/(減少)淨額	5,540	(381)
Cash and cash equivalents at the beginning of the reporting period	於報告期初之現金及現金等值物	15,248	46,886
Reclassification to assets classified as held for sale	重新分類至分類為持作出售資產	—	(32,582)
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	(14)	(28)
Cash and cash equivalents at the end of the reporting period	於報告期末之現金及現金等值物	20,774	13,895

Notes:

附註：

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 DD125, Lot #1998 R.P. & others, Shek Po Road, Ha Tsuen, Yuen Long, N.T, 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, property management and value-added services and money lending and related 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") with Renminbi ("RMB") 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 2024, except that the Group has adopted a number of new and amendments to HKFRSs, which are newly effective for the period under review.

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新界元朗廈村石步路DD125地段#1998 R.P.。本公司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」）之主要業務為黃金及珠寶產品買賣、物業管理及增值服務以及放債及相關業務。

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，惟報告期末按公平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」）經營業務，其功能貨幣分別為人民幣（「人民幣」）。

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二零二四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新訂或經修訂香港財務報告準則除外。

2. BASIS OF PREPARATION (Continued)

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2024 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback

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

Non-current assets held for sale and discontinued operations

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their previous carrying amount and fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of derecognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

2. 編製基準(續)

應用香港財務報告準則的修訂

於本中期期間，本集團首次應用下列香港會計師公會所頒佈香港財務報告準則的修訂(有關修訂於二零二四年四月一日或以後開始的年度期間強制生效)，以編製本集團的簡明綜合財務報表：

香港會計準則第1號的修訂	將負債分類為流動或非流動以及香港詮釋第5號(二零二零)的有關修訂
香港會計準則第1號的修訂	附帶契諾的非流動負債
香港會計準則第7號及香港財務報告準則第7號的修訂	供應商融資安排
香港財務報告準則第16號的修訂	售後回租的租賃負債

於本期間應用香港財務報告準則的修訂對本集團當期及過往期間的財務狀況及表現及／或該等簡明綜合財務報表所載的披露概無重大影響。

持作出售非流動資產及已終止經營業務

倘非流動資產的賬面值將主要透過銷售交易而非透過持續使用收回及銷售被視為極有可能進行，則會分類為持作出售。該等資產以先前賬面值及公平價值減出售成本兩者之較低者計量。

減值虧損於初始或其後任何時點按撇銷至資產公平價值減出售成本確認。收益乃按公平價值扣除出售資產成本的任何其後增加確認，惟不超過先前確認的任何累計減值虧損。於出售非流動資產日期先前尚未確認的收益或虧損會於終止確認日期確認。

分類為持作出售的非流動資產不作折舊或攤銷處理。

2. BASIS OF PREPARATION (Continued)

Non-current assets held for sale and discontinued operations (Continued)

Non-current assets classified as held for sale are presented separately from the other assets in the consolidated statement of financial position.

A discontinued operation is a component of the entity that is part of a single coordinated plan to dispose of such a line of business. The results of discontinued operations are presented separately in the consolidated statement of profit or loss and other comprehensive income.

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.

The Group has not adopted 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").

2. 編製基準(續)

持作出售非流動資產及已終止經營業務(續)

分類為持作出售的非流動資產於綜合財務狀況表中與其他資產分開呈列。

已終止經營業務乃實體屬於出售業務的單一協調計劃之一部分。已終止經營業務的業績於簡明綜合損益及其他全面收益表單獨呈列。

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。

於編製該等未經審核綜合業績時，本集團並無採納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. 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 attributable to four operating segments focusing on trading of gold and jewellery ("Gold and Jewellery Business"), money lending ("Lending Business"), property management services business ("Property Management Services 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. Particulars of the Group's reportable segments for continuing and discontinued operations are summarised as follows:

Continuing operations

- Gold and Jewellery Business
- Lending Business
- Property Management Services Business

Discontinued operation

- Fintech Business

On 5 October 2023, the Group completed to dispose of the 3,794 ordinary shares in Brillink Holdings Limited ("Brillink Holdings") to Mr. Zhang Chunhua (the "Disposal"). Brillink Holdings is an investment holding company and through its operating subsidiaries (collectively referred to as "Brillink Group"), is principally engaged in the Fintech Business in Republic of Kazakhstan ("Kazakhstan"). Upon the completion of the Disposal, the Group has lost of control in the Fintech Business. Accordingly, the Group did not carry on Fintech Business since 5 October 2023.

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。

本集團之經營業務歸屬於四個經營分部，分別專注於黃金及珠寶買賣（「黃金及珠寶業務」）、放債（「借貸業務」）、物業管理服務業務（「物業管理服務業務」）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。本集團持續及已終止經營業務之可申報分部詳情概述如下：

持續經營業務

- 黃金及珠寶業務
- 借貸業務
- 物業管理服務業務

已終止經營業務

- 金融科技業務

於二零二三年十月五日，本集團完成向張春華先生出售智朗控股有限公司（「智朗控股」）3,794股普通股（「出售事項」）。智朗控股是一間投資控股公司，透過其營運附屬公司（統稱「智朗集團」）主要在哈薩克斯坦共和國（「哈薩克斯坦」）從事金融科技業務。出售事項完成後，本集團失去對金融科技業務的控制權。因此，本集團自二零二三年十月五日起不再開展金融科技業務。

3. REVENUE AND SEGMENTAL INFORMATION

(Continued)

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

3. 收益及分部資料 (續)

本集團之經營收益及業績分析如下：

For the six months ended 30 September 2024		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	Property Management Services Business 物業管理服務業務 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
Continuing operations	持續經營業務				
REVENUE	收益				
External sales	外部銷售	40,472	311	7,768	48,551
RESULTS	業績				
Segment results profit	分部業績溢利	3,204	278	5,672	9,154
Unallocated income	未分配收入				21
Unallocated expenses	未分配開支				(3,242)
Finance costs	財務成本				(249)
Profit before tax	除稅前溢利				5,684

For the six months ended 30 September 2023		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	Property Management Services Business 物業管理服務業務 HK\$'000 千港元 (Restated) (經重列)	Consolidation 合計 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務				
REVENUE	收益				
External sales	外部銷售	33,516	622	10,682	44,820
RESULTS	業績				
Segment results profit	分部業績溢利	171	419	7,252	7,842
Unallocated income	未分配收入				—
Unallocated expenses	未分配開支				(11,239)
Finance costs	財務成本				(220)
Loss before tax	除稅前虧損				(3,617)

3. REVENUE AND SEGMENTAL INFORMATION

(Continued)

Segment profit represents the profit earned 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 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.

The segment assets and liabilities as at 30 September 2024 and 31 March 2024 are as follows:

3. 收益及分部資料(續)

分部溢利指各分部賺取之溢利，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、財務成本及根據預期信貸虧損模式確認之若干減值虧損(扣除撥回)(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。

於二零二四年九月三十日及二零二四年三月三十一日之分部資產及負債如下：

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
SEGMENT ASSETS	分部資產		
Gold and Jewellery Business	黃金及珠寶業務	11,085	11,768
Lending Business	借貸業務	1,129	11,576
Property Management Services Business	物業管理服務業務	17,491	13,491
Segment assets	分部資產	29,705	36,835
Unallocated assets	未分配資產	327,161	328,357
Total assets	資產總值	356,866	365,192
SEGMENT LIABILITIES	分部負債		
Gold and Jewellery Business	黃金及珠寶業務	819	4,938
Lending Business	借貸業務	3	10,275
Property Management Services Business	物業管理服務業務	2,937	3,294
Segment liabilities	分部負債	3,759	18,507
Unallocated liabilities	未分配負債	24,261	22,593
Total liabilities	負債總額	28,020	41,100

3. REVENUE AND SEGMENTAL INFORMATION

(Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments except interest in an associate, financial assets at fair value through profit or loss, amount due from former associate, certain amounts due from related companies, certain property, plant and equipment, right-of-use assets, prepayment, deposits and other receivables and cash and cash equivalents held by the respective head offices; and
- all liabilities are allocated to operating segments except certain other payables and accruals, lease liabilities, certain amounts due to related companies and amounts due to directors.

4. FINANCE COSTS

3. 收益及分部資料(續)

為監察分部表現及於各分部間分配資源：

- 除聯營公司之權益，按公平價值計入損益之金融資產、應收前聯營公司之款項、若干應收關聯公司款項、若干物業、廠房及設備、使用權資產、預付款項、訂金及其他應收款項以及各自總部持有之現金及現金等值物外，所有資產均分配至經營分部；及
- 除若干其他應付款項及應計款項、租賃負債、若干應付關聯公司款項及應付董事款項外，所有負債均分配至經營分部。

4. 財務成本

Six months ended 30 September

截至九月三十日止六個月

2024	2023
二零二四年	二零二三年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Continuing operations

Interest on loan from a director

Interest on lease liabilities

持續經營業務

來自一名董事的貸款利息

租賃負債利息

249

—

186

34

249

220

5. PROFIT/(LOSS) BEFORE TAX

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

5. 除稅前溢利／(虧損)

本集團除稅前溢利／(虧損)經扣除下列各項後達致：

Six months ended 30 September

截至九月三十日止六個月

2024	2023
二零二四年	二零二三年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
	(Restated)
	(經重列)

Continuing operations	持續經營業務		
Amortisation of intangible assets	無形資產攤銷	54	56
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	106	263
Depreciation of right-of-use assets	使用權資產之折舊	77	461
Legal and professional fee	法律及專業費用	359	4,905
Employee benefits expenses	僱員福利開支	3,174	5,737

6. INCOME TAX EXPENSE

6. 所得稅開支

Six months ended 30 September

截至九月三十日止六個月

2024	2023
二零二四年	二零二三年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
	(Restated)
	(經重列)

Continuing operations	持續經營業務		
PRC Enterprise Income Tax	中國企業所得稅	1,418	823

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%.

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。

6. INCOME TAX EXPENSE (Continued)

Hong Kong Profits Tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong for the six months ended 30 September 2024.

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.

7. DISCONTINUED OPERATION

On 2 June 2023 (as supplemented by a supplemental agreement dated 4 September 2023), the Group entered into a sale and purchase agreement to dispose of the 3,794 ordinary shares of Brillink Holdings Limited, and its subsidiaries, which is principally engaged in Fintech Business.

The disposal of the Fintech 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 5 October 2023, on which date the Brillink Holdings Limited and its subsidiaries has ceased to be a subsidiary of the Company and has become financial assets at fair value through profit or loss of the Company.

6. 所得稅開支(續)

由於本集團於截至二零二四年九月三十日止六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%。

7. 已終止經營業務

於二零二三年六月二日(經日期為二零二三年九月四日的補充協議補充)，本集團訂立銷售協議以出售智朗控股有限公司及其附屬公司(主要從事金融科技業務)的3,794股普通股。

出售金融科技業務符合本集團專注於其他業務的長遠政策。出售事項於二零二三年十月五日完成，自該日起，智朗控股有限公司及其附屬公司不再為本公司的附屬公司，並已成為本公司按公平價值計入損益之金融資產。

For the
six months
30 September
截至九月三十日
止六個月
2023
二零二三年
HK\$'000
千港元
(Unaudited)
(未經審核)

Loss for the period	期內虧損	(21,215)
Loss for the period from discontinued operation attributable:	以下人士應佔已終止經營業務期內虧損：	
— Owners of the Company	— 本公司擁有人	(14,143)
— Non-controlling interests	— 非控股權益	(7,072)
		(21,215)

7. DISCONTINUED OPERATION (Continued)

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

		For the six months 30 September 截至九月三十日 止六個月 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	3,005
Cost of sales	銷售成本	(1)
Gross profit	毛利	3,004
Other income and losses, net Selling, administrative and finance costs	其他收益及虧損淨額 銷售、行政及財務成本	(1,701) (22,518)
Loss before tax	除稅前虧損	(21,215)
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	(21,215)

8. PROFIT/(LOSS) PER SHARE

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

8. 每股溢利／(虧損)

本公司擁有人應佔每股基本及攤薄溢利／(虧損)乃根據以下數據計算：

		For the six months ended 30 September 截至九月三十日止六個月 2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Audited) (經審核) (Restated) (經重列)
Profit/(loss) for the purpose of basic and diluted profit/(loss) per share	於計算每股基本及攤薄 溢利／(虧損)時所用之溢 利／(虧損)		
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔本年度 溢利／(虧損)		
— continuing operations	— 持續經營業務	4,266	(4,440)
— discontinued operation	— 已終止經營業務	—	(14,143)
		4,266	(18,583)

8. PROFIT/(LOSS) PER SHARE (Continued)

8. 每股溢利／(虧損)(續)

For the six months ended
30 September
截至九月三十日止六個月

2024	2023
二零二四年	二零二三年
'000	'000
千股	千股
(Unaudited)	(Audited)
(未經審核)	(經審核)

Number of ordinary shares

普通股數目

Weighted average number of ordinary shares excluding weighted average number of shares held for share award plan for the purpose of basic and diluted profit/(loss) per share

於計算每股基本及攤薄溢利／(虧損)時所用之普通股加權平均數，不包括就股份獎勵計劃持有之股份加權平均數

1,457,239

1,457,239

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

持續經營業務每股基本溢利／(虧損)及已終止經營業務每股基本溢利所用普通股加權平均數與上述相同。

As the Company's outstanding share options had an antidilutive effect to the basic profit/(loss) per share calculation for the six months ended 30 September 2024 and 2023, the exercise of the above potential ordinary shares is not assumed in the calculation of diluted profit/(loss) per share. Therefore, the diluted loss per share is same as basic profit/(loss) per share.

由於本公司未行使購股權對截至二零二四年及二零二三年九月三十日止六個月之每股基本溢利／(虧損)之計算有反攤薄影響，故於計算每股攤薄溢利／(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溢利／(虧損)相若。

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2024, the Group acquired items of property, plant and equipment with the amounts of approximately HK\$199,000 (for the six months ended 30 September 2023: nil).

9. 物業、廠房及設備

截至二零二四年九月三十日止六個月，本集團收購物業、廠房及設備項目約199,000港元(截至2023年9月30日止六個月：零)。

10. INTANGIBLE ASSETS

No additions during the six months ended 30 September 2024 (for the six months ended 30 September 2023: nil).

10. 無形資產

截至二零二四年九月三十日止六個月並無增加(截至2023年9月30日止六個月：零)。

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Unlisted equity securities 非上市股本證券

At the end of the reporting period, financial assets at fair value through profit or loss ("FVTPL") are stated at fair value.

As at 30 September 2024 and as at 31 March 2024, the fair value of unlisted equity securities represented the Group's equity interest in Brillink Holdings was referenced to recent transaction price to determine the fair value.

12. INVENTORIES

Finished goods 製成品

Inventories are expected to be recovered within one year.

11. 按公平價值計入損益之金融資產

30 September 2024	31 March 2024
二零二四年九月三十日	二零二四年三月三十一日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

240,994 240,994

於報告期間末，按公平價值計入損益（「按公平價值計入損益」）之金融資產以公平價值列賬。

於二零二四年九月三十日及二零二四年三月三十一日，非上市股本證券的公平價值相當於本集團於智明控股的股權，乃參考近期的交易價釐定公平價值。

12. 存貨

30 September 2024	31 March 2024
二零二四年九月三十日	二零二四年三月三十一日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

2,506 2,681

存貨預期於一年內收回。

13. TRADE RECEIVABLES

An aging analysis of the Group's trade receivables, net of allowance for credit losses, based on earlier of the invoice date or revenue recognition date is as follows:

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within three months	三個月內	5,698	378
4 to 6 months	四至六個月	2	57
		5,700	435

14. LOAN RECEIVABLES

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Loan principal	貸款本金	3,836	14,132
Loan interest receivables	應收貸款利息	41	195
Loan receivables from lending business	借貸業務之應收貸款	3,877	14,327
Less: allowance for credit losses	減：信貸虧損撥備	(3,836)	(3,836)
Loan receivables, net	應收貸款淨額	41	10,491

13. 應收賬款

本集團應收賬款(扣除信貸虧損撥備及根據發票日期或收入確認日期(以較早者為準))之賬齡分析如下：

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within three months	三個月內	5,698	378
4 to 6 months	四至六個月	2	57
		5,700	435

14. 應收貸款

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Loan principal	貸款本金	3,836	14,132
Loan interest receivables	應收貸款利息	41	195
Loan receivables from lending business	借貸業務之應收貸款	3,877	14,327
Less: allowance for credit losses	減：信貸虧損撥備	(3,836)	(3,836)
Loan receivables, net	應收貸款淨額	41	10,491

14. LOAN RECEIVABLES (Continued)

The Group's loan portfolio includes individual borrowers and corporate borrowers. As at 30 September 2024, the Group had a total of two outstanding loans amounting to total outstanding loan receivables (before allowance for credit losses) of HK\$3,877,000 (collectively, "Outstanding Loans" and each an "Outstanding Loan") and allowance for credit losses on loan receivables amounting to HK\$3,836,000 due by a total of two borrowers, of which 2 were corporate borrowers. As at 30 September 2024, the largest and the top three largest borrowers in the money lending business of the Company accounted for approximately 99% and 100% of the total loan receivables of the Company respectively. None of the Outstanding Loans constituted a notifiable transaction of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Amongst the 2 Outstanding Loans in the Group's loan portfolio as at 30 September 2024, (i) none of them were secured by collaterals or guarantees; (ii) 1 Outstanding Loans amounting to total outstanding loan interest receivables of HK\$41,000 had a term of 45 days; and 1 Outstanding Loans amounting to total outstanding loan receivables of HK\$3,836,000 had a term of 1 year; (iii) 2 Outstanding Loans amounting to total outstanding loan receivables of HK\$3,877,000 had an interest rate of 8% per annum.

The maturity date, interest rate and structure (i.e. with or without collateral) of the relevant loans were determined based on the commercial interest of the Group as a whole, with reference to, amongst others, (i) the risk level of the loan (including but not limited to the availability of collaterals and/or personal guarantees); (ii) the principal amount of the loan; and (iii) the financial condition of the borrower.

14. 應收貸款(續)

本集團的貸款組合包括個人借款人及企業借款人。於二零二四年九月三十日，本集團合共有兩筆未償還貸款，應收貸款總額(扣除信貸虧損撥備前)為3,877,000港元(統稱「該等未償還貸款」，各自為一筆「未償還貸款」)，合共兩名借款人(其中兩名為企業借款人)的到期應收貸款的信貸虧損撥備為3,836,000港元。於二零二四年九月三十日，本公司借貸業務的最大及三大借款人分別佔本公司應收貸款總額約99%及100%。該等未償還貸款概不構成香港聯交所證券上市規則項下的本公司須予公佈的交易。

在本集團於二零二四年九月三十日的貸款組合中的兩筆未償還貸款中，(i)該等貸款均並非以抵押品或擔保作擔保；(ii)一筆未償還貸款的未償還應收貸款利息總額為41,000港元，期限為45天及一筆未償還貸款的未償還應收貸款總額為3,836,000港元，期限為一年；(iii)兩筆未償還貸款的未償還應收貸款總額為3,877,000港元，按年利率8%計息。

相關貸款的到期日、利率及架構(無論有否抵押品)乃基於本集團整體商業利益釐定，當中參考(其中包括)(i)貸款的風險水平(包括但不限於是否有抵押品及/或個人擔保)；(ii)貸款本金金額；及(iii)借款人的財務狀況。

14. LOAN RECEIVABLES (Continued)

The aging analysis of loan receivables (before allowance for credit losses) based on initial loan commencement date as set out in the relevant contracts is as follows:

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 45 days	45天內	41	2,542
46 days to 180 days	46天至180天	—	7,949
181 days to 365 days	181天至365天	3,836	3,836
Total	總計	3,877	14,327

The aging analysis of loan receivables based on the maturity dates as set out in the relevant contracts is as follows:

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Not yet due	未逾期	3,877	14,327
Overdue	逾期	—	—
Total	總計	3,877	14,327

14. 應收貸款(續)

基於相關合約所載初始貸款開始日期的應收貸款(扣除信貸虧損撥備前)賬齡分析如下:

基於相關合約所載到期日期的應收貸款賬齡分析如下:

14. LOAN RECEIVABLES (Continued)

An aging analysis of the Group's loan receivables, net of allowance for credit losses, based on the loan drawdown date, is as follows:

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 45 days	45天內	41	2,542
46 days to 180 days	46天至180天	—	7,949
		41	10,491

The Group does not hold any collateral or other credit enhancements over these balances.

15. AMOUNT DUE FROM/(TO) FORMER ASSOCIATE/RELATED COMPANIES/DIRECTORS

The amount due from former associate include loan to former associate of approximately HK\$7,722,000 (31 March 2024: HK\$7,773,000) (before allowance for credit losses) as at 30 September 2024 was non-trade nature, unsecured and interest bearing at 6% per annum and repayable on demand. The remaining balances of approximately HK\$1,396,000 (31 March 2024: HK\$1,396,000) (before allowance for credit losses) are non-trade nature, unsecured, interest-free and repayable on demand.

The amounts due from/(to) related companies were unsecured, interest-free and repayable on demand.

The amount due to Mr. Zhang Chunhua with the amount of approximately HK\$19,600,000 (31 March 2024: HK\$19,600,000) was unsecured, interest-bearing at 2.5% per annum and repayable on demand. The remaining balance due to Ms. Zhang Chunping was unsecured, interest-free and repayable on demand.

14. 應收貸款(續)

本集團應收貸款(扣除信貸虧損撥備及按貸款提取日期計算)之賬齡分析如下:

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 45 days	45天內	41	2,542
46 days to 180 days	46天至180天	—	7,949
		41	10,491

本集團並無就該等結餘持有任何抵押品或其他信貸增強措施。

15. 應收/(付)前聯營公司/關聯公司/董事之款項

於二零二四年九月三十日，應收前聯營公司之款項包括向前聯營公司提供的貸款約7,722,000港元(二零二四年三月三十一日：7,773,000港元)(扣除信貸虧損撥備前)，該貸款為非貿易性質、無抵押且按年利率6%計息，並須按要求償還。餘下結餘約1,396,000港元(二零二四年三月三十一日：1,396,000港元)(扣除信貸虧損撥備前)為非貿易性質、無抵押、免息並須按要求償還。

應收/(付)關聯公司之款項為無抵押、免息並須按要求償還。

應付張春華先生之款項約19,600,000港元(二零二四年三月三十一日：19,600,000港元)為無抵押、按年利率2.5%計息，並須按要求償還。應付張春萍女士之餘下結餘為無抵押、計息並須按要求償還。

16. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

16. 分類為持作出售非流動資產

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Unlisted equity securities	非上市股本證券	—	5,200

During the year ended 31 March 2024, the Group entered into a sales and purchase agreement with an independent third party to dispose certain shares in Brillink Holdings with the consideration of HK\$5,200,000.

截至二零二四年三月三十一日止年度，本集團與獨立第三方訂立買賣協議，以出售智朗控股的若干股份，代價為5,200,000港元。

The disposal was completed on 30 September 2024.

出售事項於二零二四年九月三十日完成。

17. TRADE PAYABLES

17. 應付賬款

An aging analysis of the Group's trade payables, is as follows:

本集團應付賬款的賬齡分析如下：

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within three months	三個月內	333	91
7 to 12 months	七至十二個月	384	—
Over 1 year	超過一年	41	484
		758	575

18. CONTRACT LIABILITIES

18. 合約負債

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Advance from customers	客戶墊款	—	4,314

19. SHARE CAPITAL

19. 股本

		30 September 2024 二零二四年九月三十日		31 March 2024 二零二四年三月三十一日	
		Number of shares 股份數目		Number of shares 股份數目	
		'000 千股 (Unaudited) (未經審核)	HK\$'000 千港元	'000 千股 (Audited) (經審核)	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.10 (31 March 2024: HK\$0.10) each	每股面值0.10港元 (二零二四年三月三十一日：0.10港元)之普通股	2,500,000	250,000	2,500,000	250,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.10 (31 March 2024: HK\$0.10) each	每股面值0.10港元 (二零二四年三月三十一日：0.10港元)之普通股				
At beginning of period/year	於期初／年初	1,457,239	145,724	1,457,239	145,724
At end of period/year	於期末／年末	1,457,239	145,724	1,457,239	145,724

20. FAIR VALUE OF FINANCIAL INSTRUMENTS

Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable input under level 3 of fair value hierarchy, the Group engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the findings to the directors at the end of each reporting period to explain the cause of fluctuations in the fair value.

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

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Fair value hierarchy as at 30 September 2024 (unaudited)	於二零二四年九月三十日 的公平價值層級 (未經審核)				
Financial assets at FVTPL – Unlisted equity securities	按公平價值計入損益的 金融資產 – 非上市股本證券	–	–	240,994	240,994
Fair value hierarchy as at 31 March 2024 (audited)	於二零二四年三月三十一日 的公平價值層級 (經審核)				
Financial assets at FVTPL – Unlisted equity securities	按公平價值計入 損益的金融資產 – 非上市股本證券	–	–	240,994	240,994

The Group's policy is to recognise transfers into and out of fair value hierarchy levels at the end of the date of the events or change in circumstances that caused the transfer.

During the six months ended 30 September 2024, there were no transfers between level 1 and level 2, or transfers into or out of level 3.

20. 金融工具之公平價值

就財務申報而言，本集團部分金融工具乃按公平價值計量。

估計公平價值時，本集團盡量使用市場可觀察數據。對具公平價值層級第三層下重大不可觀察輸入數據的工具，本集團會委聘合資格第三方估價師進行估值。管理層與該合資格外聘估價師緊密合作，確立適當估值技術及該模式之輸入值。管理層於各報告期末向董事匯報調研結果，以解釋公平價值波動之原因。

本集團按經常基準按公平價值計量的金融資產的公平價值

本集團若干金融資產於各報告期末按公平價值計量。下表載列有關如何釐定該等金融資產公平價值(特別是所用估值技術及輸入值)的資料。

本集團之政策為確認於導致轉撥之事件或情況變動出現之日結束時的公平價值層級等級間轉撥。

截至二零二四年九月三十日止六個月，第一層與第二層之間並沒有轉移，亦沒有轉入或轉出第三層。

20. FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

Information about level 3 fair value measurements

	Valuation techniques	Significant unobservable input	Relation of significant unobservable inputs to fair value
	估值技術	重大不可觀察輸入值	重大不可觀察輸入值與公平價值的關係

Financial assets at fair value through profit or loss

按公平價值計入損益之金融資產

Market method

市場法

Recent transaction price

近期交易價

Increase in transaction price, Increase the fair value

提高交易價，提高公平價值

The reconciliation of fair value measurement of financial assets at fair value through profit or loss is set out in note 11 to the consolidated financial statements.

按公平價值計入損益之金融資產公平價值計量的對賬載於綜合財務報表附註11。

Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial assets and financial liabilities carried at amortised cost were not materially different from their fair values as at 30 September 2024 and 31 March 2024.

按公平價值以外計賬之金融資產及負債之公平價值

於二零二四年九月三十日及二零二四年三月三十一日，本集團按攤銷成本計賬之金融資產及金融負債之賬面值與其公平價值並無重大出入。

21. EVENTS AFTER THE REPORTING PERIOD

There was no significant events after the reporting period.

21. 報告期後事項

報告期後概無重大事項。

22. COMPARATIVE FIGURES

Certain comparative figures have been restated to conform with the disclosure requirements in respect of the merger accounting for business combination under common control set out in Annual Report 2023/24 note 3.

22. 比較數字

若干比較數字經重列以與二零二三／二四年年度報告附註3所載共同控制下的業務合併的合併會計法的披露規定一致。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2024 (for the six months ended 30 September 2023: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

REVENUE

The Group's revenue for the six months ended 30 September 2024 amounted to approximately HK\$48,551,000, representing an increase of approximately 8.3% as compared to the corresponding period of last financial year. The increases were mainly attributable to the (i) increase in revenue from the Group's Jewellery Business, wholesale of golden jewellery products in PRC in amounting to HK\$6,956,000, set off with (ii) decrease in revenue from the Lending Business in amounting to HK\$311,000; and (iii) decrease in revenue from Property Management Services Business in amounting to HK\$2,914,000 during the period under review.

COST OF SALES AND GROSS PROFIT MARGIN

Cost of sales of the Group increased from approximately HK\$33,769,000 (restated) for the six months ended 30 September 2023 to approximately HK\$40,702,000 for the six months ended 30 September 2024, 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 24.7% (restated) for the six months ended 30 September 2023 to 16.2% for the six months ended 30 September 2024.

OTHER GAINS AND LOSSES, NET

Other gains and losses, net, from approximately HK\$885,000 (losses) (restated) for the six months ended 30 September 2023 to approximately HK\$102,000 (gains) for the six months ended 30 September 2024. The decrease mainly due to no fair value change of financial liabilities at fair value through profit or loss for the six months ended 30 September 2024 compared to a loss of approximately HK\$977,000 for the six months ended 30 September 2023.

中期股息

董事會不建議就截至二零二四年九月三十日止六個月派發中期股息(截至二零二三年九月三十日止六個月：無)。

管理層討論及分析

財務回顧

收益

本集團截至二零二四年九月三十日止六個月的收益約為48,551,000港元，較上個財政年度同期增加約8.3%。該增加乃主要由於回顧期內(i)本集團的中國珠寶業務及黃金珠寶產品零售收益增加6,956,000港元，被(ii)借貸業務收益減少311,000港元；及(iii)物業管理服務業務收益減少2,914,000港元所抵銷。

銷售成本及毛利率

本集團的銷售成本由截至二零二三年九月三十日止六個月的約33,769,000港元(經重列)增加至截至二零二四年九月三十日止六個月的約40,702,000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二零二三年九月三十日止六個月的約24.7%(經重列)減少至截至二零二四年九月三十日止六個月的16.2%。

其他收益及虧損淨額

其他收益及虧損淨額由截至二零二三年九月三十日止六個月的約885,000港元(虧損)(經重列)至截至二零二四年九月三十日止六個月的約102,000港元(溢利)。減少主要由於截至二零二四年九月三十日止六個月以公平價值計量且其計入損益之金融負債公平價值概無變動，而截至二零二三年九月三十日止六個月則產生虧損約977,000港元。

EXPENSES

Selling expenses increased by approximately HK\$9,000 from approximately HK\$14,000 for the six months ended 30 September 2023 to approximately HK\$23,000 for the six months ended 30 September 2024. The increase was mainly due to increase of marketing costs of the Jewellery Business.

Administrative expenses decreased by approximately HK\$8,376,000, from approximately HK\$13,549,000 (restated) for the six months ended 30 September 2023 to approximately HK\$5,173,000 for the six months ended 30 September 2024. Such decreased were mainly due to (i) decrease in audit fee, legal and professional fee approximately HK\$4,833,000 for no acquisitions and disposals of subsidiaries during the period; (ii) decrease in employee benefits expenses approximately HK\$2,563,000 and (iii) decrease in depreciation of right-of-use assets approximately HK\$384,000.

RESULT FOR THE PERIOD

The Group recorded a profit of approximately HK\$4,266,000 for the six months ended 30 September 2024, compared to a loss of approximately HK\$25,655,000 (restated) for the six months ended 30 September 2023. The profit for the period mainly due to (i) the operation profit before tax from property management services business in amounting to HK\$5,672,000; (ii) impairment losses reversed under expected credit loss model in amounting to HK\$3,178,000 from gold and jewellery business; (iii) off-set with other administrative expenses; and (iv) Fintech Business which resulted in significant losses had been disposed on 5 October 2023.

RIGHT-OF-USE ASSETS

The Group entered into a lease for office. The lease expired during the six months ended 30 September 2024.

開支

銷售開支由截至二零二三年九月三十日止六個月的約14,000港元增加約9,000港元至截至二零二四年九月三十日止六個月的約23,000港元。該增加乃主要由於珠寶業務的營銷成本增加所致。

行政開支由截至二零二三年九月三十日止六個月的約13,549,000港元(經重列)減少約8,376,000港元至截至二零二四年九月三十日止六個月的約5,173,000港元。該減少乃主要由於(i)期內並無收購及出售附屬公司，以致審核費、法律及專業費用減少約4,833,000港元；(ii)僱員福利開支減少約2,563,000港元及(iii)使用權資產折舊減少約384,000港元。

期內業績

截至二零二四年九月三十日止六個月，本集團錄得溢利約4,266,000港元，而截至二零二三年九月三十日止六個月則錄得虧損約25,655,000港元(經重列)。期內溢利主要來自(i)物業管理服務業務之除稅前經營溢利5,672,000港元；(ii)來自黃金及珠寶業務根據預期信貸虧損模式撥回減值虧損3,178,000港元；(iii)抵銷其他行政開支；及(iv)造成重大虧損的金融科技業務已於二零二三年十月五日出售。

使用權資產

本集團已就辦公室訂立租賃。租賃已於截至二零二四年九月三十日止六個月屆滿。

FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

按公平價值計入損益之金融資產

Movements in the carrying amount of the unlisted equity securities held by the Group recorded as “financial assets at FVTPL” during the period ended 30 September 2024 and year ended 31 March 2024 are as follows:

於截至二零二四年九月三十日止期間及截至二零二四年三月三十一日止年度，本集團持有並記錄為「按公平價值計入損益之金融資產」的非上市股本證券賬面值變動如下：

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
As at 1 April	於四月一日	240,994	—
Fair value of investment retained arising on 5 October 2023	二零二三年十月五日所產生的保留投資的公平價值	—	246,194
Transfer to non-current assets classified as held for sale	轉撥至分類為持作出售的非流動資產	—	(5,200)
As at 30 September/31 March 2024	於二零二四年九月三十日/ 三月三十一日	240,994	240,994

Details of the unlisted equity securities held by the Group recorded as “financial assets at FVTPL” at 30 September 2024 are as follows:

於二零二四年九月三十日，本集團持有並記錄為「按公平價值計入損益之金融資產」的非上市股本證券詳情如下：

Name of unlisted equity securities	非上市股本證券名稱	Proportion of investee's capital owned	Number of shares held at 30 September 2024	Fair value at 30 September 2024	Fair value as compared to the consolidated total assets of the Group at 30 September 2024	Dividend received/receivable in the six months ended 30 September 2024	Gain/(loss) arising on change in fair value recognised in the year ended 30 September 2024
			於二零二四年九月三十日所持股份數目	於二零二四年九月三十日之公平價值 HK\$'000 千港元	公平價值與本集團於二零二四年九月三十日綜合資產總值之比較	截至二零二四年九月三十日止六個月已收/應收之股息 HK\$'000 千港元	截至二零二四年九月三十日止年度已確認公平價值變動所產生之收益/(虧損) HK\$'000 千港元
Brillink Holdings Limited	智明控股有限公司	48.44%	9,637	240,994	67.53%	—	—

The Directors believe that the future performance of the unlisted equity securities held by the Group is primarily affected by global economic factors, fintech business, investor sentiment, and fundamentals of Brillink Holdings, such as Brillink Holdings' business fundamentals and development, financial performance, and prospects. Accordingly, the Directors closely monitor the above factors, particularly the fundamentals of Brillink Holdings as well as the Group's needs to raise fund from time to time. The Group may realise the unlisted equity securities into cash as and when appropriate.

On 31 December 2023, the Group entered into a sales and purchase agreement with an independent third party to dispose 200 shares in Brillink Holdings with the consideration of HK\$5,200,000. These position had been transferred from financial assets at FVTPL to non-current assets classified as held for sale. The disposal was completed on 30 September 2024.

PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

Prepayment, deposits and other receivables significantly decrease due to prepayment release as expenses of approximately HK\$253,000 and the rental deposit refund of approximately HK\$400,000 and the deposit release for the purchase of gold of approximately HK\$495,000 during the six months ended 30 September 2024.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents increase due to receiving the settlement for non-current assets classified as held for sale at approximately HK\$5,200,000 on 30 September 2024.

OTHER PAYABLES AND ACCRUALS

Other payables and accruals decrease mainly due to the settlement for the accruals during the six months ended 30 September 2024.

董事認為，本集團持有的非上市股本證券的未來表現主要受全球經濟因素、金融科技業務、投資者氣氛及智朗控股的基本因素(如智朗控股的業務基本因素及發展、財務表現及前景)影響。因此，董事密切監察上述因素，尤其是智朗控股的基本因素及本集團不時籌集資金的需要。本集團可適時將非上市股本證券變現為現金。

於二零二三年十二月三十一日，本集團與獨立第三方訂立買賣協議，以出售智朗控股的200股股份，代價為5,200,000港元。該等持倉已由按公平價值計入損益之金融資產轉撥至分類為持作出售的非流動資產。出售事項已於二零二四年九月三十日完成。

預付款項、按金及其他應收款項

由於截至二零二四年九月三十日止六個月的預付款項解除為開支約253,000港元及租金按金退款約400,000港元以及解除購買黃金的按金約495,000港元，預付款項、按金及其他應收款項大幅減少。

現金及現金等值物

由於於二零二四年九月三十日收到分類為持作出售的非流動資產的結算款項約5,200,000港元，現金及現金等值物有所增加。

其他應付款項及應計費用

由於截至二零二四年九月三十日止六個月的應計費用結算，其他應付款項及應計費用有所減少。

CONTRACT LIABILITIES

Contract liabilities decrease due to the release as the purchase of the gold of approximately HK\$4,195,000.

LEASE LIABILITIES

The lease expired during the six months ended 30 September 2024.

TOTAL EQUITY

As at 30 September 2024, the Group has a total equity amounted to approximately HK\$328,846,000 (as at 31 March 2024: HK\$324,092,000) and net current assets amounted to approximately HK\$86,367,000 (as at 31 March 2024: HK\$81,597,000).

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 September 2024, total cash and cash equivalents of the Group amounted to approximately HK\$20,774,000 (as at 31 March 2024: HK\$15,248,000). The increase in total cash and cash equivalent was mainly due to received from non-current assets classified as held for sale in amounting to HK\$5,200,000.

合約負債

由於解除購買黃金約4,195,000港元，合約負債減少。

租賃負債

租賃已於截至二零二四年九月三十日止六個月屆滿。

總權益

於二零二四年九月三十日，本集團之總權益約為328,846,000港元（於二零二四年三月三十一日：324,092,000港元）及流動資產淨值約為86,367,000港元（於二零二四年三月三十一日：81,597,000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集中管理，而現金一般作為存款存放於銀行。

於二零二四年九月三十日，本集團之現金及現金等值物總額約為20,774,000港元（於二零二四年三月三十一日：15,248,000港元）。現金及現金等值物總額增加主要由於從分類為持作出售之非流動資產收取之5,200,000港元。

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 PRC and Hong Kong and denominated mostly in United States dollar, Renminbi and Hong Kong dollar. As at 30 September 2024, no related hedges were made by the Group (as at 31 March 2024: nil).

CONTINGENT LIABILITIES

As at 30 September 2024, the Group had no material contingent liabilities (as at 31 March 2024: nil).

SIGNIFICANT INVESTMENTS, ACQUISITIONS OR DISPOSALS

Disposal of 200 shares in Brillink Holdings

On 31 December 2023, the Group entered into a sales and purchase agreement with an independent third party to dispose 200 shares in Brillink Holdings with the consideration of HK\$5,200,000. The disposal was completed on 30 September 2024.

Except for the above disposals and acquisition, the Group does not have other material acquisition or disposal during the six months ended 30 September 2024.

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。於二零二四年九月三十日，本集團並無進行相關對沖(於二零二四年三月三十一日：無)。

或然負債

於二零二四年九月三十日，本集團並無重大或然負債(於二零二四年三月三十一日：無)。

重大投資、收購或出售

出售智朗控股的200股股份

於二零二三年十二月三十一日，本集團與獨立第三方訂立買賣協議，以出售智朗控股的200股股份，代價為5,200,000港元。出售事項已於二零二四年九月三十日完成。

除上述收購及出售外，本集團於截至二零二四年九月三十日止六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 September 2024, the Group's total equity amounted to approximately HK\$328,846,000, representing an increase of approximately 1.5% compared with that as at 31 March 2024 (31 March 2024: HK\$324,092,000). As at 30 September 2024, the Group's cash and cash equivalents totaled approximately HK\$20,774,000 (as at 31 March 2024: HK\$15,248,000). The current ratio (note 1) and the quick ratio (note 2) of the Group as at 30 September 2024 was 4.08 (as at 31 March 2024: 2.99) and 3.99 (as at 31 March 2024: 2.92) respectively. The gearing ratio (note 3) of the Group as at 30 September 2024 was in net cash position (as at 31 March 2024: 4.7%).

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

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。於二零二四年九月三十日，本集團之總權益約為328,846,000港元，較二零二四年三月三十一日增加約1.5%（二零二四年三月三十一日：324,092,000港元）。於二零二四年九月三十日，本集團之現金及現金等值物共計約20,774,000港元（於二零二四年三月三十一日：15,248,000港元）。本集團於二零二四年九月三十日之流動比率（附註1）及速動比率（附註2）分別為4.08（於二零二四年三月三十一日：2.99）及3.99（於二零二四年三月三十一日：2.92）。本集團於二零二四年九月三十日的資本與負債比率（附註3）為淨現金狀況（於二零二四年三月三十一日：4.7%）。

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

BUSINESS REVIEW AND OUTLOOK

GOLD AND JEWELLERY BUSINESS

The Group is engaged in the trading of gold and jewellery products in the wholesale market and directly to customers through its own retail outlets.

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 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.

業務回顧及展望

黃金及珠寶業務

本集團從事批發市場黃金及珠寶產品買賣透過其零售店直接向客戶銷售黃金及珠寶產品。

於回顧期內，本集團之黃金及珠寶業務包括珠寶批發及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上單採購金條，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。

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.

The revenue from the Gold and Jewellery Business increased by approximately HK\$6,956,000 from approximately HK\$33,516,000 for the six months ended 30 September 2023 to approximately HK\$40,472,000 for the six months ended 30 September 2024. The increase in revenue from the Gold and Jewellery Business for the period under review was mainly because of the increase in the value of gold and the volume of demand in the PRC.

PROPERTY MANAGEMENT SERVICES BUSINESS

The Group had expanded into the Property Management Services Business in the second half of the financial year ended 31 March 2024 by acquiring a property management company, Shenzhen China Brilliant Property Services Company Limited (深圳市朗華物業服務有限公司) ("Shenzhen CBPS"), which is mainly based in Shenzhen, the PRC. Such acquisition was to broaden the Group's income sources. On 5 October 2023, Shenzhen CBPS became an indirect wholly-owned subsidiary of the Company.

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。

黃金及珠寶業務收益由截至二零二三年九月三十日止六個月約33,516,000港元增加約6,956,000港元至截至二零二四年九月三十日止六個月約40,472,000港元。黃金及珠寶業務於回顧期內收益增加主要由於中國之黃金價值及需求量增加。

物業管理服務業務

截至二零二四年三月三十一日止財政年度下半年，本集團收購一間主要以中國深圳為基地的物業管理公司深圳市朗華物業服務有限公司(「深圳市朗華物業服務」)，從而拓展其物業管理服務業務。此收購旨在擴大本集團的收入來源。於二零二三年十月五日，深圳市朗華物業服務成為本公司的間接全資附屬公司。

As the IoT, big data and AI has been deeply integrated into the economy, digitalization is a new motivation for traditional industries to undergo upgrading and restructuring. Shenzhen CBPS is an enterprise which focuses on property management for the producer services industrial zone and provides IoT related technology development and solution. Shenzhen CBPS has accumulated certain technologies and experiences in this field and has applied such technologies and experiences to its customers through digitalization. The Platform currently includes 8 intelligent construction systems including the construction equipment monitoring system, security system, vehicle management system, intelligent lighting system, engine power environment system, intelligent service system, fire alarm system and power consumption monitoring system. The systems support daily operation monitoring and management in various dimensions and ultimately achieve scientific and intelligent management to boost operation efficiency.

Shenzhen CBPS engages in the provision of property management services that spans across different cities and regions of the PRC, with a total of 22 property management projects, involving large-scale industrial warehouses, residential quarters, industrial parks, commercial plazas, and other types of properties and IoT technology application platforms.

Shenzhen CBPS has completed the invention and optimization of an intelligent digital twin (“DT”) management system for the industrial zone, the clients SaaS management system and IoT BIM5 management platform, to launch an unified operation platform “Industrial Asset Management and IT Operation Service Platform” (the “Platform”), to provide customized services for its customers.

隨著互聯網、大數據、人工智慧與實體經濟的深度融合，數位化對傳統產業轉型升級提供了新動能。深圳市朗華物業服務是專注於生產型服務類工業產業園的物業管理及提供相關物聯網技術研發與應用解決方案為主要業務範疇的企業。深圳市朗華物業服務於這一領域已累積了相當的技術和經驗，為了通過數位化手段讓這些技術、經驗真正為客戶所用。現時該平台集成了建築設備監控系統、安防系統、車輛管理系統、智慧照明系統、機房動力環境系統、智慧服務系統、消防廣播系統、能耗監控系統等八大建築智慧化系統，於多個層面支援日常運行監測與管理，最終實現管理的科學化與智慧化，提升運營效益。

深圳市朗華物業服務主要從事提供物業管理服務，業務涵蓋中國不同城市及地區合共22個物業管理項目，涉及大型工業倉儲、住宅小區、產業園區、商業廣場及其他類型的物業以及物聯網科技應用平台。

深圳市朗華物業服務創新和完善智慧園區數位孿生（「數位孿生」）管控系統，開發出由產業園區客戶管理SaaS及運營管理的物聯網BIM5的統一管理平台「工業資產管理和科技運營服務平台」（「該平台」）已完成落地，將面向客戶提供定製化的服務。

The revenue from the Property Management Services Business decreased by approximately HK\$2,914,000 from approximately HK\$10,682,000 (restated) for the six months ended 30 September 2023 to approximately HK\$7,768,000 for the six months ended 30 September 2024.

The development of this business resulted in profit before tax in this segment in amounting to HK\$5,672,000 (2023: HK\$7,252,000 (restated)). The decrease of revenue and profit mainly due to a decrease in value-added services during the six months ended 30 September 2024.

The intelligent industrial zone will be one of the long-term businesses of Shenzhen CBPS and DT is the new phrase of intelligent industrial zone development. It is the best measure and practice to materialize a precise industrial zone, efficient management and management services. In the future, Shenzhen CBPS will leverage on the accumulated experiences of 5G, AI and intelligent industrial zone operation, as well as the co-operation with ecological partners, to drive the industrial zone into the new era.

Also, the government of China has been encouraging the further development of the industry through cost reduction, this is a very promising opportunity for the Group and will provide higher return for the Company and its shareholders as a whole.

物業管理服務業務的收益由截至二零二三年九月三十日止六個月約10,682,000(經重列)港元減少約2,914,000港元至截至二零二四年九月三十日止六個月約7,768,000港元。

此業務的發展為此分部帶來除稅前溢利5,672,000港元(二零二三年：7,252,000港元(經重列))。收益及溢利減少乃主要由於截至二零二四年九月三十日止六個月的增值服務減少所致。

智慧園區將會是深圳市朗華物業服務未來長期投入的業務方向之一，而數位孿生將是智慧園區發展的新階段，是實現一個園區精準、高效治理、管理服務的最佳手段和最好抓手。深圳市朗華物業服務面向未來，依託在5G、人工智慧及智慧產業園運營方面的積累，聯合生態合作夥伴，目標推動產業園區進入新時代。

此外，中國政府一直鼓勵通過降低成本來進一步發展該行業，此舉對本集團而言屬一個非常有前景的機會，並將為本公司及其股東整體帶來更高的回報。

LENDING BUSINESS

The Group is engaged in the Lending Business in Hong Kong during the period under review.

The Lending Business of the Company, which is carried out through CBG Finance Limited (“CBG Finance”), an indirect wholly-owned subsidiary of the Company, is predominantly focused on short-term loans with a maturity period from 30 days to 60 days, with the occasional slightly longer term of 1 year. The key target client base of CBG Finance is made up of manufacturers of electronic devices wishing to obtain short-term loans to meet their working capital needs between the manufacturing stage for their orders which require funds to purchase the necessary materials and resources for manufacturing, and the payment stage after their delivery of goods. The borrower clients of CBG Finance include both individual and corporate manufacturers incorporated in both Hong Kong and overseas and are predominantly introduced to the Group on referral basis by the shareholders and other staff and employees of the Group. The interest rates of the loans advanced by CBG Finance to the borrowers are predominantly at fixed rates in the range of 5% to 8% per annum, determined with reference to the market rates from time to time.

借貸業務

本集團於回顧期內在香港從事借貸業務。

本公司透過本公司間接全資附屬公司朗華國際財務有限公司(「朗華國際財務」)從事借貸業務，主要專注於期限為30天至60天的短期貸款，並偶爾授出較長的一年期限。朗華財務的主要目標客戶為希望取得短期貸款的電子設備製造商，以滿足彼等於訂單製造階段(需要資金購買製造所需的材料及資源)與交付貨品後的付款階段之間的營運資金需求。朗華國際財務的借款人客戶包括於香港及海外註冊成立的個人及企業製造商，主要由本集團的股東及其他員工及僱員轉介介紹予本集團。朗華國際財務向借款人墊付的貸款利率主要為固定利率，介乎每年5%至8%，經參考不時的市場利率釐定。

Credit assessment and loan collection policies

Before accepting any application from prospective borrowers seeking to obtain a loan from CBG Finance, certain credit assessment procedures are required to be complied with according to the internal policy of CBG Finance. Applicants wishing to borrow a loan from CBG Finance are required to complete a loan application form and provide the required loan application documents for verification and due diligence process. All loan applications are subject to credit review, anti-money laundering and counter-terrorist financing review and approval by the directors of CBG Finance. CBG Finance will conduct the credit assessment on the applicant with the information provided by the applicant or obtained through public search, which may include (but are not limited to): (i) conducting a check on background information provided by applicant against public search; (ii) obtaining and reviewing the latest financial information of the applicant for the latest financial year and applicable period, including sales breakdown by customers, material cashflow information and tax payment, etc.; (iii) obtaining and reviewing the details of bad and doubtful debts of the applicant for the latest financial year and applicable period (if any); (iv) conducting a litigation search and check for any unresolved or unsettled significant litigation against the applicant; (v) obtaining and reviewing the purchase contract(s) and order(s) of the applicant for which the loan is proposed to be drawn; and (vi) conducting asset evaluation on the applicants and/or its shareholders.

信貸評估及貸款回收政策

於接納有意借款人尋求自朗華國際財務取得貸款的任何申請前，須根據朗華國際財務的內部政策遵守若干信貸評估程序。有意向朗華國際財務借入貸款的申請人須填妥貸款申請表格，並提供所需貸款申請文件以供核實及盡職審查程序。所有貸款申請均須接受信貸審查、反洗錢及反恐融資審查並經朗華國際財務董事批准。朗華國際財務將根據申請人提供的資料或通過公開搜索獲得的資料對申請人進行信貸評估，包括(但不限於)：(i)根據公開資料查閱申請人提供的背景資料；(ii)取得及審閱申請人於最近財政年度及適用期間的最新財務資料，包括按客戶劃分的銷售明細、重大現金流量資料及稅項付款等；(iii)取得及審閱申請人最近財政年度及適用期間(如有)的呆壞賬詳情；(iv)進行訴訟查冊及查核針對申請人的任何未決或未結案重大訴訟；(v)取得及審閱擬提取貸款的申請人的採購合約及訂單；及(vi)就申請人及／或其股東進行資產估值。

The directors of CBG Finance will consider each loan application on a case-by-case basis and make reference to the result of credit assessment process together with the following factors to consider and approve the loan application, including: (i) the purpose, loan size, tenor, interest rate and other terms of the loan; (ii) the credit history of the applicant with CBG Finance; and (iii) the sufficiency of investments and assets held by the applicant in the People's Republic of China or Hong Kong showing financial capability of the applicant to repay the loan and consider whether any security and/or guarantee are required to be provided by the applicant. After the loan transactions are entered into, monthly reviews on the loan performance and overall risk profile will be conducted by CBG Finance of its loan portfolios.

Further, CBG Finance has in place loan collection and loan portfolio monitoring policies which are applicable to all loans granted or renewed by CBG Finance. Where any borrower has failed to make any repayment on the due date, the staff of CBG Finance will demand repayment from the borrower and pay a visit to the address of such borrower. If any borrower continues to fail to repay any amount due and owing to CBG Finance, legal advisers would be engaged to formally demand repayment from such borrower and the Company will consider taking further legal action as and when appropriate, subject to legal advice to be obtained from the legal advisers. All existing borrower clients of CBG Finance have proven satisfactory track record on making timely repayment and no additional debt collection procedures were required to be taken by CBG Finance for the year ended 30 September 2024. For assessment and monitoring of loan recoverability, CBG Finance regularly reviews the manufacturing and sale orders of the borrower clients to monitor the status of the orders for which the borrower clients had obtained loans from CBG Finance and keeps itself informed of the financial conditions and cash flow statuses of the borrower clients to ensure the recoverability of the loans.

朗華國際財務的董事將按個別基準考慮各項貸款申請，並參考信貸評估過程的結果連同以下因素，以考慮及批准貸款申請，包括：(i)貸款目的、貸款規模、期限、利率及其他條款；(ii)申請人於朗華國際財務的信貸記錄；及(iii)申請人於中華人民共和國或香港持有的投資及資產的充足性，顯示申請人償還貸款的財務能力，並考慮申請人是否須提供任何抵押及／或擔保。訂立貸款交易後，朗華國際財務將就其貸款組合每月審查貸款表現及整體風險狀況。

此外，朗華國際財務已制定適用於朗華國際財務授出或續借的所有貸款的貸款回收及貸款組合監察政策。倘任何借款人未能於到期日作出任何還款，則朗華國際財務的員工將要求借款人還款，並訪問該借款人的地址。倘任何借款人持續未能償還任何到期及結欠朗華國際財務的款項，本公司將委聘法律顧問正式要求該借款人還款，且本公司將考慮適時採取進一步法律行動，惟須視乎法律顧問的法律意見。朗華國際財務的所有現有借款人客戶在及時還款方面均擁有令人滿意的往績記錄，且截至二零二四年九月三十日止年度朗華國際財務毋須採取額外債務回收程序。為評估及監察貸款可回收性，朗華國際財務定期審閱借款人客戶的製造及銷售訂單，以監察借款人向朗華國際財務取得貸款的訂單狀況，並了解借款人客戶的財務狀況及現金流量，以確保貸款的可回收性。

Loan impairment policy

The management of CBG Finance will prepare annual reports to the Board to inform them of the figures of overdue loans for the relevant year. As at the relevant balance sheet date, the Board will assess whether there are any indications of impairment on the loan receivables, and if so, perform an impairment test and determine the amount of impairment loss to be recognised.

In determining the expected credit loss (“ECL”) for loan receivables, historical data are assessed together with other external information and are adjusted to reflect current and forward-looking information on macroeconomic factors. To ensure the adequacy of allowance for ECL on loan receivables, the Group engaged an independent firm of professional valuers to conduct a valuation on the allowance for ECL on loan receivables recognised for each financial year, and this impairment allowance was also cross-examined by auditors of the Company.

The Group applies the general approach under Hong Kong Financial Reporting Standard 9 (HKFRS 9), which is often referred to as the “three-stage model”, under which ECL of loan receivables are determined based on (a) the changes in credit quality of the loan receivables since initial recognition, and (b) the estimated expectation of economic loss of the loan receivable under consideration. Under the general approach, there are two measurement bases for allowance of ECL: (a) 12-month ECL, which is the ECL as a result of default events that are possible within 12 months after the reporting date and is calculated as the allowance for ECL on a loan receivable weighted by the probability of default events accumulated over the 12 months after the reporting date; (b) lifetime ECL, which is the ECL as a result of all possible default events over the expected life of a loan receivable and is calculated as the allowance for ECL on a loan receivable weighted by the probability of default event accumulated over the entire life of the loan receivable. The allowance for ECL on loan receivables is derived from gross credit exposure, recovery rate and probability of default.

貸款減值政策

朗華國際財務管理層將編製年度報告，向董事會告知各相關年度的逾期貸款數據。於相關資產負債表日期，董事會將評估應收貸款是否存在任何減值跡象，如有減值跡象，則會進行減值測試，並釐定將予確認的減值虧損金額。

於釐定應收貸款的預期信貸虧損（「預期信貸虧損」）時，會評估歷史數據與其他外部資料，並作出調整以反映宏觀經濟因素的當前及前瞻性資料。為確保應收貸款預期信貸虧損撥備充足，本集團委聘獨立專業估值師對每個財政年度確認的應收貸款預期信貸虧損撥備進行估值，該減值撥備亦會由本公司核數師進行交叉審核。

本集團採納香港財務報告準則第9號下的一般方法（通常稱為「三階段模型」），其中應收貸款預期信貸虧損乃根據(a)自初始確認以來應收貸款信貸質素變動；及(b)所考慮的應收貸款估計預期經濟損失釐定。根據一般方法，就預期信貸虧損撥備而言有兩個計量基準：(a)十二個月預期信貸虧損，即於報告日期後十二個月內可能發生的違約事件產生的預期信貸虧損，並按報告日期後十二個月所累計違約概率權衡的應收貸款預期信貸虧損撥備計算；(b)全期預期信貸虧損，即於應收貸款預計期限內所有可能發生的違約事件產生的預期信貸虧損，並按應收貸款整個期限內所累計違約概率加權的應收貸款預期信貸虧損撥備計算。應收貸款的預期信貸虧損撥備乃根據總信貸風險、回收率及違約概率計算得出。

The Board considers that the credit assessment policy in place, which is stringently complied with by CBG Finance prior to entering into any loan transactions with any prospective borrowers, is effective and adequate in serving the purpose of assessing the potential benefits and risks of each prospective loan transaction of the Company. Thorough background check and due diligence are carried out by CBG Finance on the prospective borrowers and their business operations and financial conditions before any loan transactions are entered into. The Board also considers the loan collection and loan portfolio monitoring policies and loan impairment policy to be effective and adequate.

The revenue from the Lending Business decreased by approximately HK\$311,000 from approximately HK\$622,000 for the six months ended 30 September 2023 to approximately HK\$311,000 for the six months ended 30 September 2024. The decrease in loan interest income mainly due to a decrease in borrowing amounts and a reduction in the number of borrowers.

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.

朗華國際財務與任何潛在借款人訂立任何貸款交易前嚴格遵守其制訂的信貸評估政策，董事會認為該等政策在評估本公司每筆潛在貸款交易的潛在利益及風險方面屬有效及充分。朗華國際財務訂立任何貸款交易前對潛在借款人以及其業務營運及財務狀況進行徹底的背景調查及盡職調查。董事會亦認為貸款回收及貸款組合監察政策以及貸款減值政策均屬有效及充分。

貸款業務之收益由截至二零二三年九月三十日止六個月約622,000港元減少約311,000港元至截至二零二四年九月三十日止六個月約311,000港元。貸款利息收入減少主要由於借款金額及借款人數減少。

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。

DISCONTINUED OPERATION — FINTECH BUSINESS

The Group commenced its Fintech Business in 2019.

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.

Despite efforts made during the past few years to seek further opportunities in this business, considering the challenging and volatile market situation for this business, the Fintech Business had been disposed on 5 October 2023.

已終止經營業務 — 金融科技業務

本集團於二零一九年開展其金融科技業務。

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，包括吸納存款、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。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。

儘管在過去數年一直努力為此業務尋求更多機會，惟考慮到此業務的市場形勢充滿挑戰及波動，我們已於二零二三年十月五日將金融科技業務出售。

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 Property Management Services 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 September 2024, 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，本集團仍然面臨著巨大的挑戰。本集團將在實施現有戰略計劃的同時，審慎審視現有業務的未來發展機遇，重新配置本集團資源，使之發揮更大效益。未來，本集團將重點加強物業管理服務業務的發展，擴大用戶群，提高服務質量及表現。

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零二四年九月三十日，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

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	22,543,430	1.55%
Ms. Chan Mei Yan Hidy 陳美恩女士	(4)	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.

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。

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|-----|--|-----|---|
| (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 and to get 8,743,430 Awarded Shares of the Company under the share award Scheme upon the vesting conditions thereunder being fulfilled. | (3) | 張春萍女士以本集團之董事身份可享有認購13,800,000股本公司股份之購股權及可在完成附帶歸屬條件後，可根據股份獎勵計劃獲得8,743,430股本公司獎勵股份。 |
| (4) | 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. | (4) | 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。 |
| (5) | Based on 1,457,238,414 shares in the Company in issue as at 30 September 2024. | (5) | 根據於二零二四年九月三十日已發行之1,457,238,414股本公司股份計算。 |

Save as disclosed above, as at 30 September 2024, 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 Stock 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 Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零二四年九月三十日，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。

SHARE OPTIONS SCHEMES

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").

購股權計劃

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。

當前購股權計劃在本公司於二零二一年九月十日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二零一一年八月屆滿之先前購股權計劃（「二零一一年計劃」）。

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 21 days from the Offer Date (or such shorter period referred to in the paragraph above).

No share option was granted under 2021 Scheme.

Save for the 2021 Scheme, as at 26 February 2024, the Company does not maintain any other share option schemes.

On 18 March 2024, the 2021 Scheme be and is hereby terminated upon the Share Award Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the share option scheme prior to the date hereof (if any)).

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10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式代價1.00港元。當本公司於要約日期起計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。

除二零二一年計劃外，於二零二四年二月二十六日，本公司並無保留任何其他購股權計劃。

於二零二四年三月十八日，二零二一年計劃將於股份獎勵計劃生效後終止(並無損害於該日前根據購股權計劃已授出的任何未行使購股權所附帶的利益及權利(如有))。

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 參與者姓名或類別	Number of share options 購股權數目				At 30 September 2024 於二零二四年九月三十日	Date of share options granted* 購股權授出日期*	Exercise period of share options granted 授出購股權之行使期限	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 2024 於二零二四年四月一日	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. 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
	28,100,000	—	—	—	28,100,000			
Employees of the Group 本集團僱員								
In aggregate 合計	13,160,000	—	—	—	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
Others 其他								
In aggregate 合計	30,700,000	—	—	—	30,700,000	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
	34,900,000	—	—	—	34,900,000	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
	65,600,000	—	—	—	65,600,000			
	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.
- ** 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.
- *** There were no share options granted and exercised during the period.

- * 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。
- *** 期內並無授出及行使購股權。

As at 30 September 2024, the Company had outstanding options to subscribe for up to 106,860,000 shares under the 2011 Scheme.

於二零二四年九月三十日，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。

SHARE AWARD SCHEMES

CBG Share Award Scheme

The Company adopts and administers a share award 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 share award scheme was approved by the shareholders at the extraordinary general meeting of the Company held on 18 March 2024 (the "CBG Share Award Scheme") The CBG Share Award Scheme shall be valid and effective for a period of 10 years commencing on 20 March 2024.

The principal objectives of the CBG Share Award Scheme are (i) to recognise and acknowledge the contributions which the Eligible Participants have made or may make to the Group and to reward the Eligible Participants who have achieved outstanding performance, and (ii) to provide the Eligible Participants with incentives, motivating them to optimise their performance and efficiency for the benefit of the Group and attracting and retaining the Eligible Participants.

股份獎勵計劃

朗華國際股份獎勵計劃

本公司採納並管理目前有效的股份獎勵計劃，旨在向為本集團業務成功作出貢獻的合資格參與者提供激勵和獎勵。

該股份獎勵計劃已於二零二四年三月十八日舉行的本公司股東特別大會上獲股東批准（「朗華國際股份獎勵計劃」）。朗華國際股份獎勵計劃自二零二四年三月二十日起有效期為10年。

朗華國際股份獎勵計劃的主要目的為(i)表揚及肯定合資格參與者對本集團所作出或可能作出的貢獻，並獎勵表現傑出的合資格參與者，及(ii)向合資格參與者提供獎勵，激勵彼等為本集團的利益而改進表現及效率並吸引及挽留合資格參與者。

With regards to the grant of Awards to the Grantees other than Ms. Zhang, the Board would like to clarify that the vesting period for all such Awards as disclosed in the Announcement is in fact the same as those granted to Ms. Zhang, i.e. 2 years from the date of grant, conditionally upon the Share Award Scheme becoming effective and subject to the acceptance by the Grantees, and the fulfillment of the vesting condition that they have remained in the employ of the Group for at least 3 years and the achievement or attainment of certain revenue and profit after tax milestones or performance targets relating to the Group.

Pursuant to the rules of the Share Award Scheme, it is possible for Awards that are subject to the achievement or attainment of certain milestones or performance based vesting conditions in lieu of time-based vesting criteria, to be vested within 12 months from the date of grant, if such milestones or performance targets are achieved or attained during such period, which are appropriate and necessary to motivate the employees of the Group to achieve and attain the milestones and targets set by the management of the Group and/or the Board.

Details of the CBG Share Award Scheme are set out in the announcement of the Company dated 1 March 2024.

就向張女士以外的承授人授出獎勵而言，董事會謹此澄清，所有該等獎勵的歸屬期（如該公告所披露）與授予張女士獎勵的歸屬期相同（即自授出日期起兩年），條件是股份獎勵計劃生效且經承授人接納，並符合歸屬條件（即彼等於本集團任職至少三年以及實現或達成與本集團有關的若干收益及除稅後溢利的里程碑或績效目標）。

根據股份獎勵計劃的規則，若在有相關期間實現或達成若干里程碑或績效目標（其對於激勵本集團僱員實現及達成本集團管理層及／或董事會設定的里程碑及目標而言屬適當且必要），則以實現或達成按若干里程碑或績效為基準的歸屬條件（而非與時間掛鈎的歸屬準則）的獎勵可能在授出日期起計12個月內歸屬。

朗華國際股份獎勵計劃的詳情載於本公司日期為二零二四年三月一日的公告。

A summary of the CBG Share Award Scheme is as follows:

朗華國際股份獎勵計劃的概要如下：

(a) Purpose

The purposes of the CBG Share Award Scheme are to recognise and acknowledge the contributions which the Eligible Participants have made or may make to the Group and to reward the Eligible Participants who have achieved outstanding performance, and to provide the Eligible Participants with incentives, motivating them to optimise their performance and efficiency for the benefit of the Group and attracting and retaining the Eligible Participants.

(a) 目的

朗華國際股份獎勵計劃的目的為表揚及肯定合資格參與者對本集團所作出或可能作出的貢獻，並獎勵表現傑出的合資格參與者，及向合資格參與者提供獎勵，激勵彼等為本集團的利益而改進表現及效率並吸引及挽留合資格參與者。

(b) Eligible Participants

The Eligible Participants of the Share Award Scheme shall comprise the Employee Participants only.

(b) 合資格參與者

股份獎勵計劃的合資格參與者僅可包括僱員參與者。

In assessing the eligibility of Employee Participants, the Board may consider, among others:

在評估僱員參與者的資格時，董事會會考慮(其中包括)：

- (i) the skills, knowledge, experience, expertise and other relevant personal qualities of the Employee Participant;
- (ii) the performance, time commitment, responsibilities or employment conditions of the Employee Participant and the prevailing market practice and industry standard;
- (iii) the contribution made or expected to be made by the Employee Participant to the growth of the Group and the positive impacts which the Employee Participant may bring to the Group's business and development;

- (i) 僱員參與者的技能、知識、經驗、專業知識及其他相關的個人質素；
- (ii) 僱員參與者的表現、付出的時間、責任或僱用條件以及當時的市場慣例及行業標準；
- (iii) 僱員參與者對本集團拓展所作出或預期作出的貢獻，以及僱員參與者對本集團的業務及發展可能帶來的正面影響；

(iv) the educational and professional qualifications of the Employee Participant, and the knowledge of the Employee Participant on the industry; and

(v) whether granting awards to the Employee Participant would be an appropriate incentive to motivate the Employee Participant to continue to contribute towards the betterment of the Group.

(iv) 僱員參與者的學歷及專業資格，以及僱員參與者對行業的認識；及

(v) 向僱員參與者授出獎勵是否可推動僱員參與者繼續為本集團的發展作出貢獻的適當激勵。

(c) *Number of outstanding awards available for issue*

The number of outstanding awards available for grant under the scheme mandate of the CBG Share Award Scheme at the beginning and the end of the period were 2,914,481 shares and 2,914,481 shares respectively; representing 0.2% and 0.2% respectively of the Company's shares in issue.

(d) *Number of shares that may be issued*

The number of shares that may be issued in respect of awards granted under the scheme of the Company during the period (i.e. 69,947,442 shares under the CBG Share Award Scheme) divided by the weighted average number of shares in issue for the period (i.e. 1,527,185,856 shares) is 4.6%; and

(e) *Total number of shares available for issue*

The total number of shares available for issue under each of the CBG Share Award Scheme (including awards granted but not yet exercised and awards available for issue) is 72,861,923 shares, representing approximately 4.8% of the total number of issued shares as at 30 September 2024.

(c) *可供發行未授出獎勵數目*

期初及期末根據朗華國際股份獎勵計劃的計劃授權可授出的尚未授出獎勵數目分別為2,914,481股及2,914,481股股份；分別佔本公司已發行股份的0.2%及0.2%。

(d) *可予發行股份數目*

期內根據本公司計劃授出的獎勵而可予發行股份的數目(即根據朗華國際股份獎勵計劃發行的69,947,442股股份)除以期內已發行股份的加權平均數(即1,527,185,856股股份)為4.6%；及

(e) *可供發行股份總數*

根據每項朗華國際股份獎勵計劃可供發行的股份總數(包括已授出但尚未行使的獎勵及可供發行的獎勵)為72,861,923股，佔於二零二四年九月三十日已發行股份總數約4.8%。

Details of share awards granted under the CBG Share Award Scheme during the six months ended 30 September 2024 are as follows:

截至二零二四年九月三十日止六個月，根據朗華國際股份獎勵計劃授出的股份獎勵詳情如下：

Category	Date of grant	Number of awarded shares 獎勵股份數目				Vesting period (Note d)
		Unvested as at 1 April 2024 於二零二四年四月一日未歸屬	Granted during the period (Note a & b) 期內授出 (附註a及b)	Vested (Notes c) 已歸屬 (附註c)	Unvested as at 30 September 2024 於二零二四年九月三十日未歸屬	
Zhang Chunping (Executive Director & Chief executive officer) 張春萍(執行董事兼首席執行官)	20 March 2024 二零二四年三月二十日	8,743,430	–	–	8,743,430	20 March 2024– 19 March 2026 二零二四年三月二十日至 二零二六年三月十九日
Employees of the Group 本集團僱員 In aggregate	20 March 2024 二零二四年三月二十日	61,204,012	–	–	61,204,012	20 March 2024– 19 March 2026 二零二四年三月二十日至 二零二六年三月十九日
合計						
Total: 總計：		69,947,442	–	–	69,947,442	

Notes:

- During the six months ended 30 September 2024, 2,914,481 shares were not yet granted. Together with 69,947,442 granted shares, total 72,861,923 shares are available to issue and allot.
- The weighted average closing price of the Ordinary Shares immediately before the date on which the awarded shares were vested was HK\$0.344 and the weighted average number of shares is 1,527,185,856.
- During the period, no awarded shares was transferred from/to other category, cancelled or lapsed under the Share Award Scheme.
- The vesting period of the awarded shares is from the date of grant until the date of vesting.

附註：

- 截至二零二四年九月三十日止六個月，2,914,481股股份尚未授出。連同69,947,442股已授出股份，合共72,861,923股股份可供發行及配發。
- 緊接獎勵股份歸屬日期前普通股的加權平均收市價為0.344港元，股份加權平均數為1,527,185,856。
- 期內，概無獎勵股份根據股份獎勵計劃轉入／轉出至其他類別、註銷或失效。
- 獎勵股份的歸屬期從授出日期開始直至歸屬日期止。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2024, 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:

主要股東之權益及淡倉

於二零二四年九月三十日，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
股東姓名／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
				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:

附註：

(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.

(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。

- (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 September 2024.

- (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，彼亦有權以本集團董事之身份享有可認購13,800,000股本公司股份之購股權。
- (3) 根據於二零二四年九月三十日本公司已發行股份1,457,238,414股計算。

Save as disclosed above, as at 30 September 2024, 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.

除上文所披露者外，於二零二四年九月三十日，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。

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.

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。

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

During the six months ended 30 September 2024, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

購買、贖回或出售本公司之上市證券

於截至二零二四年九月三十日止六個月內，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 six months ended 30 September 2024.

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 Stock 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，其於截至二零二四年九月三十日止六個月整段期間，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. Huang Jingshu and Mr. Peng Yin.

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 three independent non-executive Directors, namely Mr. Peng Yin (Chairman of the Remuneration Committee), Ms. Chan Mei Yan Hidy and Ms. Huang Jingshu.

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）、黃敬舒女士及彭銀先生組成。

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。

薪酬委員會由三名獨立非執行董事彭銀先生（薪酬委員會主席）、陳美恩女士及黃敬舒女士組成。

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. Huang Jingshu (Chairman of the Nomination Committee), Ms. Chan Mei Yan Hidy and one executive Director, namely Ms. Zhang Chunping.

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

Hong Kong, 12 November 2024

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黃敬舒女士（提名委員會主席）、陳美恩女士及一名執行董事張春萍女士組成。

承董事會命
朗華國際集團有限公司
主席
張春華

香港，二零二四年十一月十二日



China Brilliant Global Limited
朗華國際集團有限公司
www.cbg.com.hk