



高地股份有限公司

Gaodi Holdings Limited

(Formerly known as China Shenghai Group Limited)

(前稱中國升海集團有限公司)

(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 : 1676

2023

INTERIM REPORT 中期報告

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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Hu Hongchu (*Chairman*)
Mr. Li Tingfeng (*Chief Executive Officer*)
(appointed on 18 August 2023)
Mr. Liu Rongru (*Chief Executive Officer*)
(resigned on 18 August 2023)
Mr. Huang Jingsheng
(appointed on 19 December 2023)
Ms. Chen Chun
Ms. Li Yanfeng
(resigned on 21 July 2023)

NON-EXECUTIVE DIRECTORS

Mr. Liu Chuangyi (*Joint-Chairman*)
(resigned on 19 December 2023)
Mr. Chen Futian

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shum Ching Hei
(appointed on 21 July 2023)
Mr. Chow Yun Cheung
(resigned on 21 July 2023)
Mr. Yung Minda
(appointed on 19 December 2023)
Mr. Lin Zhenqing
(resigned on 19 December 2023)
Mr. He Jian

AUDIT COMMITTEE

Mr. Shum Ching Hei (*Chairman*)
Mr. He Jian
Mr. Yung Minda

NOMINATION COMMITTEE

Mr. He Jian (*Chairman*)
Mr. Shum Ching Hei
Mr. Yung Minda

執行董事

胡紅初先生 (*主席*)
李霆鋒先生 (*行政總裁*)
(於二零二三年八月十八日獲委任)
劉榮如先生 (*行政總裁*)
(於二零二三年八月十八日辭任)
黃經勝先生
(於二零二三年十二月十九日獲委任)
陳純女士
李艷鳳女士
(於二零二三年七月二十一日辭任)

非執行董事

劉傳義先生 (*聯席主席*)
(於二零二三年十二月十九日辭任)
陳富添先生

獨立非執行董事

岑政熹先生
(於二零二三年七月二十一日獲委任)
周潤璋先生
(於二零二三年七月二十一日辭任)
楊敏達先生
(於二零二三年十二月十九日獲委任)
林振青先生
(於二零二三年十二月十九日辭任)
何建先生

審核委員會

岑政熹先生 (*主席*)
何建先生
楊敏達先生

提名委員會

何建先生 (*主席*)
岑政熹先生
楊敏達先生

CORPORATE INFORMATION

公司資料

REMUNERATION COMMITTEE

Mr. Yung Minda (*Chairman*)
Mr. Shum Ching Hei
Mr. He Jian

COMPANY SECRETARY

Mr. Wong Sai Hung *Solicitor, CPA*

AUTHORISED REPRESENTATIVES

Mr. Hu Hungchu
Mr. Li Tingfeng

AUDITORS

McMillan Woods (Hong Kong) CPA Limited
24/F, Siu On Centre,
188 Lockhart Road,
Wan Chai, Hong Kong

LEGAL ADVISER AS TO HONG KONG LAW

Bird & Bird
6/F, The Annex
Central Plaza
18 Harbour Road
Hong Kong

PRINCIPAL BANKERS

Xiamen Bank, Huachang Branch
No. 86 Huachang Road
Xiamen, Fujian Province
China

China Construction Bank, Xiamen Hubin Branch
Unit 1A
No. 388 South Hubin Road
Xiamen, Fujian Province
China

PRINCIPAL REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

薪酬委員會

楊敏達先生 (主席)
岑政熹先生
何建先生

公司秘書

王世雄先生 律師·會計師

授權代表

胡紅初先生
李霆鋒先生

核數師

長青 (香港) 會計師事務所有限公司
香港灣仔
駱克道188號
兆安中心24樓

香港法律顧問

鴻鵠律師事務所
香港
港灣道18號
中環廣場
新翼6樓

主要往來銀行

廈門銀行華昌支行
中國
福建省廈門市
華昌路86號

中國建設銀行廈門湖濱支行
中國
福建省廈門市
湖濱南路388號
1A室

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

CORPORATE INFORMATION

公司資料

HONG KONG BRANCH REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712 -1716, 17th Floor
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183 Queen's Road East
Wan Chai
Hong Kong

香港股份過戶登記分處

香港中央證券登記有限公司
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灣仔
皇后大道東183號
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17樓1712 -1716號舖

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square
Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

開曼群島註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

5th Floor, No. 5 Factory
Meixi Road, Huandong Waters
Tongon District, Huli Industrial Park
Xiamen City, Fujian Province
PRC

中國總部及主要營業地點

中國
福建省廈門市
同安區湖裏工業園
環東海域美溪道
5號廠房五樓

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Level 35, Infinitus Plaza
199 Des Voeux Road
Central, Hong Kong

香港主要營業地點

香港中環
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STOCK CODE

01676

股份代號

01676

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The board (the “Board”) of directors (the “Directors”) of Gaodi Holdings Limited (formerly known as China Shenghai Group Limited) (the “Company”) announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 31 December 2023 (the “Reporting Period”), together with the comparative figures for the corresponding period of 30 June 2022.

BUSINESS REVIEW

The Group sells dried seafood, algae and fungi, and seafood snacks in the PRC. The Group (i) sources high quality raw and processed raw materials, (ii) sub-contracts processing of the unprocessed raw materials to third parties, (iii) packages products at its own packaging facilities or through its sub-contractors, and (iv) sells packaged products under its own brand “Wofan (沃豐)”. The Group also sells dried seafood, algae and fungi without packaging. The Group also engaged in the procurement and sales of fast moving consumer goods since early 2020.

As driven by the revival of the Group’s food business, the Group’s revenue increased to approximately RMB195.9 million in the Reporting Period. Gross profit for the Reporting Period recorded approximately RMB6.6 million (six months ended 30 June 2022: approximately RMB3.7 million) and gross profit margin was 3.4% (six months ended 30 June 2022: 3.0%). The Group recorded loss of approximately RMB38.1 million (six months ended 30 June 2022: loss of RMB40.3 million).

FOOD BUSINESS

The Group has a comprehensive product portfolio with different raw materials, flavouring and packaging and considers each product to be distinctive. The Group seeks to differentiate itself from its competitors by providing a broad and convenient choice of safe and quality products, which creates additional opportunities to drive the overall sales. During the Reporting Period, the Group offered over 100 types of dried seafood, 30 types of algae and fungi, and 60 types of seafood snacks.

高地股份有限公司(前稱中國升海集團有限公司)(「本公司」)董事(「董事」)會(「董事會」)宣佈本公司及其附屬公司(統稱「本集團」)截至二零二三年十二月三十一日止六個月(「報告期內」)之未經審核綜合中期業績連同二零二二年六月三十日同期之比較數字。

業務回顧

本集團於中國銷售乾海產品、藻類產品及菌類產品以及海洋休閒產品。本集團(i)採購高質的未加工及已加工原材料，(ii)將未加工原材料的加工工序分包予第三方，(iii)在本集團的自有包裝設施或透過分包商包裝產品，及(iv)以自有品牌「沃豐」銷售包裝產品。本集團亦銷售未包裝乾海產品以及藻類產品及菌類產品。本集團自二零二零年初起亦從事採購及銷售快速消費品業務。

受到本集團食品業務復甦所帶動，報告期間本集團收益增加至約人民幣195.9百萬元。報告期間錄得毛利約人民幣6.6百萬元(截至二零二二年六月三十日止六個月：約人民幣3.7百萬元)，而毛利率為3.4%(截至二零二二年六月三十日止六個月：3.0%)。本集團錄得虧損約人民幣38.1百萬元(截至二零二二年六月三十日止六個月：人民幣40.3百萬元虧損)。

食品業務

本集團擁有含不同原材料且口味及包裝各不相同的全面產品組合，而每種產品均各具特色。本集團尋求透過提供豐富多樣及便利的安全優質產品選擇，創造促進整體銷售的更多機會，從競爭對手中脫穎而出。於報告期間，本集團提供超過100種乾海產品、30種藻類產品及菌類產品，以及60種海洋休閒產品。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group's products are sold through supermarkets, trading companies, convenience stores and other sales channels, such as food companies, gift stores and e-commerce retailers.

During the Reporting Period, the Group's revenue from food business increased from approximately RMB121.2 million for the six months ended 30 June 2022 to approximately RMB195.9 million, while gross margin slightly increased from 2.6% for the six months ended 30 June 2022 to 3.4% during the Reporting Period.

FAST MOVING CONSUMER GOODS AND OTHER BUSINESS

During the Period, the Group's provision of procurement services remained withheld. During the Reporting Period, revenue from fast moving consumer goods amounted RMBNil (six months ended 30 June 2022: Revenue: RMB581,000).

OPERATING RESULTS AND FINANCIAL REVIEW

REVENUE

During the Reporting Period, the Group's revenue increased from approximately RMB121.7 million for the six months ended 30 June 2022 to approximately RMB195.9 million, primarily due to the increase in sales volume.

The table below sets out a breakdown of the Group's revenue categorized by product types during the Reporting Period:

本集團透過超市、貿易公司、便利店及其他銷售管道(如食品公司、禮品店及零售電商)銷售產品。

報告期間，本集團食品業務收益從截至二零二二年六月三十日止六個月的約人民幣121.2百萬元增加至約人民幣195.9百萬元，而毛利率從截至二零二二年六月三十日止六個月的2.6%略微增加至於報告期間的3.4%。

快速消費品及其他業務

於期內，本集團仍停止提供採購服務。於報告期間，來自快速消費品的收益為人民幣零元(截至二零二二年六月三十日止六個月：收益：人民幣581,000元)。

經營業績及財務回顧

收益

於報告期內，本集團的收益由截至二零二二年六月三十日止六個月的約人民幣121.7百萬元增加至約人民幣195.9百萬元，主要是由於銷量上升。

下表載列於報告期間內按本集團產品類別劃分的收益明細：

		Six months ended 止六個月			
		31 December 2023 截至 二零二三年 十二月三十一日 RMB'000 人民幣千元	% to total revenue 佔總收益的 百分比(%)	30 June 2022 截至 二零二二年 六月三十日 RMB'000 人民幣千元	% to total revenue 佔總收益的 百分比(%)
Food Business	食品業務	195,916	100.0%	121,156	99.5%
Fast moving consumer goods and other business	快速消費品及其他業務	-	0.0%	581	0.5%
Total	總計	195,916		121,737	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

GROSS PROFIT AND GROSS PROFIT MARGIN

Gross profit represents our revenue less our cost of sales, and our gross profit margin represents gross profit divided by revenue, expressed as a percentage. The following table sets forth the gross profit and gross profit margin by product category for the Period.

毛利及毛利率

毛利指收益減銷售成本，毛利率指毛利除以收益，以百分比列示。下表載列於報告期內按產品類別劃分的毛利及毛利率：

		Six months ended 止六個月			
		31 December 2023 截至 二零二三年 十二月三十一日 RMB'000 人民幣千元	Gross profit margin 毛利率 (%) (%)	30 June 2022 截至 二零二二年 六月三十日 RMB'000 人民幣千元	Gross profit margin 毛利率 (%) (%)
Food Business	食品業務	6,590	3.4%	3,124	2.6%
Fast moving consumer goods and other business	快速消費品及其他業務	-	-	581	100%
Total	總計	6,590	3.4%	3,705	3.0%

The Group's gross profit margin was approximately 3.4% and approximately 3.0% during the Reporting Period and for the corresponding period of six months ended 30 June 2022. The increase in gross profit margin was mainly driven by the increase in average selling price.

於報告期間內及截至二零二二年六月三十日止六個月同期內，本集團毛利率分別為約3.4%及約3.0%。毛利率增加主要是由於平均售價增加所致。

OTHER INCOME AND OTHER GAINS/(LOSSES), NET

Other income represents interest income from bank deposits and other income.

其他收入及其他收益／（虧損）淨額

其他收入指來自銀行存款利息及其他收入。

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses primarily consist of salaries and employee benefit expenses for employees engaging in the sales and promotion activities, transportation expenses, advertising and promotion expenses, rental expenses and other expenses. The slight increase was mainly due to the increase in expenses on promotion and advertising activities during the Reporting Period.

銷售及分銷開支

銷售及分銷開支主要包括從事銷售及推廣活動的僱員的薪金及僱員福利開支、運輸開支、廣告及推廣開支、租賃開支及其他開支。相關輕微升幅乃主要由於於報告期間推廣及廣告活動開支上升所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

ADMINISTRATIVE EXPENSES

Administrative expenses primarily consist of salaries and employees benefit expenses, rental expenses, office expenses, depreciation and others. The decrease was mainly due to the decrease in headquarters expenses during the Reporting Period.

INCOME TAX CREDIT

Income tax expense primarily consists of Enterprise Income Tax, the applicable tax rate of which being 25%. For the six months ended 31 December 2023, income tax credit/(expense) were approximately RMBNil (six months ended 30 June 2022: income tax credit of RMB0.8 million).

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), we are not subject to any income tax in the Cayman Islands or the BVI.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the six months ended 31 December 2023 and six months ended 30 June 2022.

LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURES

CASH FLOWS

During the Reporting Period, the Group funded its working capital and other capital requirements principally by cash generated from operating activities and net proceeds from issuance of new shares.

NET CURRENT ASSETS

Net current assets increased from approximately RMB226.2 million as at 30 June 2023 to approximately RMB229.8 million as at 31 December 2023.

CASH AND CASH EQUIVALENT AND BANK BORROWINGS

As at 31 December 2023, cash and cash equivalents of the Group was approximately RMB42.0 million, as compared to approximately RMB66.5 million as at 30 June 2023 and the Group has no bank borrowings.

行政開支

行政開支主要包括薪金及僱員福利開支、租賃開支、辦公開支、折舊及其他。相關降幅主要由於於報告期間總部費用下降所致。

所得稅抵免

所得稅開支主要包括按適用稅率25%繳納的企業所得稅。截至二零二三年十二月三十一日止六個月，所得稅抵免／（開支）約人民幣零元（截至二零二二年六月三十日止六個月：所得稅抵免人民幣0.8百萬元）。

根據開曼群島及英屬處女群島（「英屬處女群島」）的規則及規例，本集團毋須繳納任何開曼群島或英屬處女群島所得稅。

截至二零二三年十二月三十一日止六個月及截至二零二二年六月三十日止六個月，香港利得稅按估計應課稅溢利的16.5%計算。

流動資金及財務資源及資本架構

現金流量

於報告期間，本集團主要以經營業務所得現金及發行新股份的所得款項淨額撥付營運資金及其他資金需求。

流動資產淨值

流動資產淨值由二零二三年六月三十日約人民幣226.2百萬元上升至二零二三年十二月三十一日約人民幣229.8百萬元。

現金及現金等價物及銀行借款

於二零二三年十二月三十一日，本集團現金及現金等價物約為人民幣42.0百萬元，而於二零二三年六月三十日約為人民幣66.5百萬元，本集團無銀行借款。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

GEARING RATIO

As at 31 December 2023, the gearing ratio (calculated by total debts divided by the total equity as at the end of the year) was 0.121 (30 June 2023: 0.127).

CAPITAL EXPENDITURES

For the six months ended 31 December 2023, the Group's capital expenditure amounted to RMBNil million (Six months ended 30 June 2022: RMBNil million).

PLEDGE OF ASSETS

As at 31 December 2023, the Group did not pledge any assets.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no significant investment, material acquisition and disposal of subsidiaries by the Company during the Reporting Period. The Group currently has no plan to make any substantial investment in or acquisition of capital assets, but will continue to seek for potential investment or acquisition opportunities according to the Group's development needs.

EXCHANGE RISK EXPOSURE

The Group mainly operates in the PRC and most of its operating transactions are settled in RMB. Most of its assets and liabilities are denominated in RMB. Although the Group may be exposed to foreign currency exchange risks, the Board does not expect future currency fluctuations to materially impact the Group's operations. The Group did not adopt formal hedging policies and no instruments have been applied for foreign currency hedging purposes during the Reporting Period.

資產負債比率

於二零二三年十二月三十一日，資產負債比率（按總債務除以年末權益總額）為0.121（二零二三年六月三十日：0.127）。

資本開支

截至二零二三年十二月三十一日止六個月，本集團的資本開支約為人民幣零百萬元（截至二零二二年六月三十日止六個月：人民幣零百萬元）。

資產抵押

於二零二三年十二月三十一日，本集團概無任何資產抵押。

重大投資、重大收購及出售附屬公司及聯營公司

報告期內，本公司並無重大投資、重大收購及出售附屬公司。本集團現時並無計劃作出任何重大投資或收購資本資產，但會按本集團發展需要，繼續物色潛在投資或收購機會。

外匯風險

本集團主要於中國開展業務且其大多數經營交易以人民幣結算。大部分資產及負債以人民幣計值。雖然本集團可能承擔外匯風險，但董事會預期未來貨幣波動不會嚴重影響本集團經營。本集團於報告期內並無採納正式對沖政策且並無使用工具作外匯對沖目的。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

EMPLOYEES

As at 31 December 2023, the Group had 397 full time employees in total (30 June 2023: 405). The Group remunerates its employees based on their performance, experience and prevailing industry practice. Competitive remuneration package is offered to retain elite employees. The package includes salaries, medical insurance, discretionary bonuses, other benefits as well as mandatory provident fund schemes for employees in Hong Kong and state-managed retirement benefit schemes for employees in the PRC.

INTERIM DIVIDEND

The Board did not recommend the payment of a interim dividend for the six months ended 31 December 2023 to the shareholders.

USE OF NET PROCEEDS FROM PLACING

On 20 November 2023, a placing agent and the Company entered into a placing agreement, pursuant to which the placing agent has conditionally agreed act as the placing agent of the Company for the purpose of procuring, on a best effort basis, the placing of up to a maximum of 24,000,000 placing shares at the placing price of HK\$1.80 per placing share to not less than six (6) placees who and whose ultimate beneficial owners are independent third parties.

The net proceeds (after deduction of placing commission and other expenses of the placing) from the placing are estimated to be approximately HK\$42.3 million, representing a net placing price of approximately HK\$1.76 per placing share. The Directors intend to use the net proceeds from the placing as general working capital of the Group.

At 31 December 2023, the net proceeds from the placing has been utilised to the extent of approximately HK\$30.0 million for the purposes of general working capital.

EVENTS AFTER THE REPORTING PERIOD

There were no important events affecting the Group, which occurred after the end of the reporting period and up to the date of this report.

僱員

於二零二三年十二月三十一日，本集團合共有397名（二零二三年六月三十日：405名）全職僱員。本集團按僱員表現、經驗及現行行業常規付予僱員薪酬。為挽留精英僱員，本集團提供有競爭力薪酬待遇。待遇包括薪金、醫療保險、酌情花紅、其他福利以及香港僱員的強積金計劃及中國僱員的國家管理退休福利計劃。

中期股息

董事會不建議就截至二零二三年十二月三十一日止六個月向股東派付中期股息。

配售所得款項淨額的用途

於二零二三年十一月二十日，配售代理及本公司訂立配售協議，據此，配售代理有條件同意擔任本公司的配售代理，以盡最大努力促使按每股配售股份1.80港元的配售價向不少於六(6)名承配人（其最終實益擁有人為獨立第三方）配售最多24,000,000股配售股份。

配售的所得款項淨額（經扣除配售佣金及其他配售開支）估計約為42,300,000港元，即每股配售股份淨配售價約為1.76港元。董事擬將配售所得款項淨額用作本集團的一般營運資金。

於二零二三年十二月三十一日，配售所得款項淨額中約30.0百萬港元已用作一般營運資金。

報告期後事項

報告期末後至本報告日期止，本集團不存在影響本集團的重大事項。

OUTLOOK

In 2023, the scarring effect of the epidemic was significant, and the speed of recovery of residential consumption power and consumer confidence was slow, which was lower than market expectations at the beginning of the year. However, since the second half of 2023, warm macroeconomic policies have been blowing frequently, and efforts have been intensified to support the economy. The direction of demand improvement in 2024 is relatively clear, and consumer confidence is expected to return steadily. A gradual recovery of industry demand and the gradual easing of base and inventory pressures will be expected, and the improvement on the operating environment of the food industry can be expected.

In order to reserve sufficient financial resources to cope with the increasingly complex operating environment, on 20 November 2023, a placing agent and the Company entered into a placing agreement, pursuant to which the placing agent has conditionally agreed act as the placing agent of the Company for the purpose of procuring, on a best effort basis, the placing of up to a maximum of 24,000,000 placing shares at the placing price of HK\$1.80 per placing share to not less than six (6) placees who and whose ultimate beneficial owners are independent third parties. The net proceeds (after deduction of placing commission and other expenses of the placing) from the placing are estimated to be approximately HK\$42.3 million, representing a net placing price of approximately HK\$1.76 per placing share. The net proceeds from the placing will be used for the general working capital of the Group.

The Group will continue to keep abreast of the market conditions to identify opportunities and proactively develop new business, especially the Internet business, to further diversify its sources of income with diversified business, so as to stabilize the financial performance of the Group.

展望

二零二三年疫情疤痕效應凸顯，居民消費能力與消費信心恢復速度偏慢，不及年初市場預期。然而，二零二三年下半年以來宏觀政策暖風頻吹，加大力度托底經濟，二零二四年需求改善的方向較為明朗，消費信心預計穩步回歸。預計食品行業需求將漸進修復，基數及庫存壓力逐步緩解，食品行業的經營環境有望改善。

為了讓公司保持足夠財務資源以應對日益複雜的經營環境，於二零二三年十一月二十日，本公司與一家配售代理訂立配售協議，據此，配售代理有條件同意擔任本公司的配售代理，以盡最大努力促使按每股配售股份1.80港元的配售價向不少於六(6)名承配人（其最終實益擁有人為獨立第三方）配售最多24,000,000股配售股份。配售的所得款項淨額（經扣除配售佣金及其他配售開支）約為42,300,000港元，即每股配售股份淨配售價約為1.76港元。配售所得款項淨額將用作本集團的一般營運資金。

本集團將繼續監察市場情況，以識別機遇，積極開發新業務，特別是互聯網業務，以多元化業務進一步擴大收入來源及穩定本集團的財務表現。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

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

As at 31 December 2023, the interests and short positions of the Directors or the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix C3 to the Rules Governing the Listing of Securities of the Stock Exchange ("Listing Rules") ("Model Code"), will be as follows:

董事及高級行政人員於股份、相關股份及債券的權益及淡倉

於二零二三年十二月三十一日，董事或本公司高級行政人員在本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文其將被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊或根據聯交所證券上市規則（「上市規則」）附錄C3所載上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares 股份數目	Approximate percentage of shareholding Interest (%) 持股概約百分比(%)
Mr. Li Tingfeng 李霆鋒先生	Beneficial Owner 實益擁有人	804,000	0.56%

Note: The entire issued share capital of Precisely Unique Limited is legally and beneficially owned by Mr. Liu Rongru, who is deemed to be interested in the Shares held by Precisely Unique Limited.

附註：銳奇有限公司的全部已發行股本由劉榮如先生合法及實益擁有，劉榮如先生被視為於銳奇有限公司持有的股份中擁有權益。

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

On 31 December 2023, so far as the Directors are aware, without taking into account the Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme (as defined below), the following persons (other than a Director or chief executive of the Company), who had interests or short positions in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

主要股東於本公司股份及相關股份的權益及淡倉

於二零二三年十二月三十一日，就董事所知，不計及根據行使購股權計劃（定義見下文）項下可能授出的購股權而可能發行的股份，下列人士（並非董事或本公司高級行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須披露的權益及淡倉，或根據證券及期貨條例第336條須記入該條所述登記冊的權益及淡倉：

Name 姓名	Capacity/Nature of interest 身份／權益性質	Number of shares 股份數目	Approximate percentage of shareholding Interest (%) 持股概約百分比(%)
Precisely Unique Limited 銳奇有限公司	Beneficial owner (Note 1) 實益擁有人（附註1）	52,500,000	36.46%
Mr. Liu Rongru 劉榮如先生	Interest in controlled corporation/ Long position (Note 1) 受控制法團的權益／好倉（附註1）	52,500,000	36.46%
Ms. Lin Yueying 林月英女士	Interest of spouse (Note 2) 配偶權益（附註2）	52,500,000	36.46%
Ultima Prime Investment Limited	Other (Note 3) 其他（附註3）	52,500,000	36.46%
Mr. Arab Osman Mohammed 馬德民先生	Agent (Note 3) 代理人（附註3）	52,500,000	36.46%
Mr. Lai Wing Lun 黎穎麟先生	Agent (Note 3) 代理人（附註3）	52,500,000	36.46%
Ms. Yang Liqiong 楊麗瓊女士	Beneficial owner 實益擁有人	9,552,000	6.63%

Notes:

1. The entire issued share capital of Precisely Unique Limited is legally and beneficially owned by Mr. Liu Rongru, who is deemed to be interested in the Shares held by Precisely Unique Limited.

附註：

1. 銳奇有限公司的全部已發行股本由劉榮如先生合法及實益擁有，劉榮如先生被視為於銳奇有限公司持有的股份中擁有權益。

- Ms. Lin Yueying is the spouse of Mr. Liu Rongru and is deemed or taken to be interested in all the Shares in which Mr. Liu Rongru has interest under the SFO.
- 林月英女士為劉榮如先生的配偶，根據證券及期貨條例，林月英女士被視為或當作於劉榮如先生擁有權益的所有股份中擁有權益。
- A receiver was appointed to enforce the security interest on 15 September 2022 under the Deed of Share Charge entered into between Liu Rongru as the chargor and Ultima Prime Investment Limited as the secured party in respect of the entire issued share capital of Precisely Unique Limited which holds 52,500,000 shares in the Company.
- 於二零二二年九月十五日，根據押記人劉榮如與承押記人Ultima Prime Investment Limited就銳奇有限公司（持有本公司52,500,000股股份）全部已發行股本訂立的股份押記契據，委任一名接管人以強制執行抵押權益。

SHARE OPTION SCHEME

Pursuant to a resolution passed by all the shareholders on 22 June 2017, the Company has conditionally adopted the share option scheme (the "Share Option Scheme") for the purpose of recognizing and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including Executive Directors, Non-executive Directors and Independent Non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company's prospectus dated 30 June 2017), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

購股權計劃

根據全體股東於二零一七年六月二十二日通過的決議案，本公司已有條件採納購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及根據購股權計劃項下授出的購股權獲行使而配發、發行及處理股份，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一七年六月三十日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

SHARE OPTION SCHEME – continued

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

From the date that the Share Option Scheme became effective and unconditional and up to the date of this interim report, no share options were granted under the Share Option Scheme.

購股權計劃一續

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃（包括已行使及未行使購股權）向一名合資格參與者授出的股份數目，不得超過本公司在任一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東（定義見上市規則）或其任何各自的聯繫人（定義見上市規則）授予的購股權須獲我們的獨立非執行董事批准。除非本公司股東在股東大會上另行批准及／或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃（包括已行使及未行使購股權）可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目，不得超過任何一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

概無訂有購股權在行使前必須持有的最短期限，而購股權可獲行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的股份認購價不得低於下列最高者：(a)於聯交所每日報價表所報的官方股份收市價；(b)緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c)股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

自購股權計劃生效及成為無條件日期起及直至本中期報告日期，概無根據購股權計劃授出購股權。

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. The Board considers that up to the date of this Interim Report, in the opinion of the Board, the Company has complied with the CG Code except the following deviations:

Code provision C.2.7 of the CG Code requires that the chairman of the Board shall at least annually hold meetings with Independent Non-executive Directors without the presence of other Directors. During the six months ended 31 December 2023, the Chairman did not hold any formal meeting with Independent Non-executive Directors without the Executive Directors present due to the tight schedule of the Chairman and Independent Non-executive Directors. In addition, the Chairman of the Board is of the view that, the Independent Non-executive Directors can express their opinions to all Executive Directors more directly and effectively at the Board meetings, hence the Board is of the view that the deviation from the code provision does not have material impact on the operation of the Board.

遵守企業管治守則

本公司已採納上市規則附錄14所載企業管治守則（「企業管治守則」）的守則條文，作為本公司的企業管治守則。董事會認為，直至本中期報告日期，除以下偏離情況外，本公司一直遵守企業管治守則：

企業管治守則的守則條文第C.2.7條規定，董事會主席須至少每年與獨立非執行董事舉行會議，其他董事不可與會。截至二零二三年十二月三十一日止六個月，由於主席及獨立非執行董事日程緊湊，主席並無於執行董事缺席的情況下與獨立非執行董事舉行任何正式會議。此外，董事會主席認為，於董事會會議上，獨立非執行董事可更直接及有效地向所有執行董事表明彼等之觀點，所以董事會認為偏離此條文對董事會的運作並不構成重大影響。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has since 22 June 2017 adopted the Model Code for Securities Transactions by Directors of Listed Companies (the “Model Code”) as set out in Appendix C3 to the Listing Rules. Following a specific enquiry, all the Directors confirmed that they have complied with the Model Code during the period.

AUDIT COMMITTEE

The Company established an audit committee (the “Audit Committee”) with written terms of reference in compliance with the Code. As at the date of this report, the Audit Committee consists of three members who are all the Independent Non-executive Directors of the Company. Mr. Shum Ching Hei has been appointed as the chairman of Audit Committee.

The Audit Committee has reviewed and discussed the interim results of the Group for the six months ended 31 December 2023.

DISCLOSURE PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, changes and updates in the information of the Directors are set out below:

Mr. Shum Ching Hei, the Independent non-executive Director of the Company has been appointed the director of Carlyon Capital Limited since February 2024 and ceased to be the president of Chinese Financial Group and chairman of the council of Globe Chinese Entrepreneur Commission since December 2023.

進行證券交易的標準守則

本公司自二零一七年六月二十二日已採納上市規則附錄C3所載上市公司董事進行證券交易的標準守則（「標準守則」）。經具體查詢後，所有董事均確認彼等於期內已遵守標準守則。

審核委員會

本公司已成立審核委員會（「審核委員會」）並遵照守則釐定其書面職權範圍。於本報告日期，審核委員會由三名成員（均為本公司獨立非執行董事）組成。岑政熹先生已獲委任為審核委員會主席。

審核委員會已審閱及討論本集團截至二零二三年十二月三十一日止六個月的中期業績。

根據上市規則第13.51B(1)條作出的披露

根據上市規則第13.51B(1)條，董事資料的變更及更新如下：

本公司獨立非執行董事岑政熹先生自二零二四年二月起獲委任為格理昂資本有限公司董事，並自二零二三年十二月起不再擔任中國金融集團董事長及全球華人企業家總商會執委會主席。

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核綜合損益及其他全面收益表

For the six months ended 31 December 2023 截至二零二三年十二月三十一日止六個月
(Expressed in Renminbi) (以人民幣列示)

		Six months ended 截至以下日期止六個月	
		31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	4	195,916	121,737
Cost of sales		(189,326)	(118,032)
Gross profit		6,590	3,705
Other income and other gains, net		3,287	1,632
Selling and distribution expenses		(35,406)	(34,923)
Administrative expenses		(11,944)	(16,458)
Expected credit loss on financial assets reversed		683	5,829
Finance costs		(934)	(511)
Other expenses		(403)	(414)
Loss before income tax	5	(38,127)	(41,140)
Income tax credit	6	-	843
Loss for the period		(38,127)	(40,297)
Other comprehensive income for the period, net of tax			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
- Exchange differences arising on translation of foreign operations		(2,185)	(4,334)
Total comprehensive loss for the period		(40,312)	(44,631)

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核綜合損益及其他全面收益表

For the six months ended 31 December 2023 截至二零二三年十二月三十一日止六個月

(Expressed in Renminbi) (以人民幣列示)

		Six months ended 截至以下日期止六個月	
		31 December 2023 二零二三年 十二月三十一日 RMB'000 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 RMB'000 (Unaudited) (未經審核)
		Notes 附註	
Loss for the period attributable to:	期內虧損應佔：		
- the owners of the Company	- 本公司擁有人	(40,312)	(44,631)
- non-controlling interests	- 非控股權益	-	-
		(40,312)	(44,631)
Total comprehensive loss for the period attributable to:	期內全面虧損總額應佔：		
- the owners of the Company	- 本公司擁有人	(40,312)	(44,631)
- non-controlling interests	- 非控股權益	-	-
		(40,312)	(44,631)
Loss per share – Basic and Diluted (RMB)	每股虧損—基本及攤薄 (人民幣元)	8	(0.310)

The notes on pages 25 to 40 form part of this interim financial report.

第25頁至第40頁的附註為本中期財務報告的一部分。

UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核綜合財務狀況表

At 31 December 2023 於二零二三年十二月三十一日

(Expressed in Renminbi) (以人民幣列示)

		At 31 December 2023	At 30 June 2023
		於二零二三年 十二月三十一日	於二零二三年 六月三十日
	Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
Non-current assets			
Property, plant and equipment		8,746	9,595
Deposits paid to suppliers		5,290	5,290
		14,036	14,885
Current assets			
Inventories	9	92,524	79,181
Trade receivables	10	114,721	104,378
Deposits paid to suppliers		1,147	3,351
Deposits, prepayments and other receivables		16,481	18,039
Cash and cash equivalents	11	41,982	66,481
		266,855	271,430
Current liabilities			
Trade payables	12	20,736	9,206
Accruals, deposits received and other payables		13,549	26,181
Debentures	13	–	6,177
Lease liabilities		1,083	1,083
Provision for taxation		1,662	2,575
		37,030	45,222
Net current assets		229,825	226,208
Total assets less current liabilities		243,861	241,093

UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核綜合財務狀況表

At 31 December 2023 於二零二三年十二月三十一日

(Expressed in Renminbi) (以人民幣列示)

		At 31 December 2023 於二零二三年 十二月三十一日	At 30 June 2023 於二零二三年 六月三十日
	Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
Non-current liabilities			
Debentures	非流動負債 債券	26,389	21,648
		26,389	21,648
Net assets	淨資產	217,472	219,445
CAPITAL AND RESERVE	資本及儲備		
Share capital	股本	14 12,557	10,383
Reserves	儲備	205,124	209,271
		217,681	219,654
Non-controlling interests	非控股權益	(209)	(209)
Total equity	總股權	217,472	219,445

The notes on pages 25 to 40 form part of this interim financial report.

第25頁至第40頁的附註為本中期財務報告的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

綜合權益變動表 – 未經審核

For the six months ended 31 December 2023 截至二零二三年十二月三十一日止六個月
(Expressed in Renminbi) (以人民幣列示)

		Share capital	Share Premium*	Special reserve*	Statutory reserve*	Exchange reserve*	Other reserve*	Retained earnings*	Total	Non-controlling interest	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 14	Note (a)	Note (b)	Note (c)						
		附註14	附註(a)	附註(b)	附註(c)						
At 1 January 2022 (unaudited)	於二零二二年一月一日 (未經審核)	9,388	147,196	17,800	18,625	(594)	5,800	160,986	359,201	(209)	358,992
Issuance of new shares	發行新股份	955	13,495	-	-	-	-	-	14,490	-	14,490
Loss for the year	年內虧損	-	-	-	-	-	-	(40,297)	(40,297)	-	(40,297)
Other comprehensive income	其他全面收入										
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	(4,334)	-	-	(4,334)	-	(4,334)
Total comprehensive expense for the year	年內全面開支總額	955	13,495	-	-	(4,334)	-	(40,297)	(30,141)	-	(30,141)
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	10,383	160,691	17,800	18,625	(4,928)	5,800	120,689	329,060	(209)	328,851
At 1 July 2023 (unaudited)	於二零二三年七月一日 (未經審核)	10,383	160,676	17,800	18,625	(4,113)	5,800	10,483	219,654	(209)	219,445
Issuance of new shares	發行新股份	2,174	36,164	-	-	-	-	-	38,338	-	38,338
Loss for the year	年內虧損	-	-	-	-	-	-	(38,127)	(38,127)	-	(38,127)
Other comprehensive income	其他全面收入										
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	(2,184)	-	-	(2,184)	-	(2,184)
Total comprehensive expense for the year	年內全面開支總額	2,174	36,164	-	-	(2,184)	-	(38,127)	(1,973)	-	(1,973)
At 31 December 2023 (unaudited)	於二零二三年十二月三十一日 (未經審核)	12,557	196,840	17,800	18,625	(6,297)	5,800	(27,644)	217,681	(209)	217,472

* The total of these balances represents "Reserves" in the consolidated statement of financial position. * 該等結餘總額指綜合財務狀況表內的「儲備」。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

綜合權益變動表 – 未經審核

For the six months ended 31 December 2023 截至二零二三年十二月三十一日止六個月
(Expressed in Renminbi) (以人民幣列示)

Notes:

附註：

- | | | | |
|-----|---|-----|--|
| (a) | Share premium account of the Company represents the excess of the proceeds received over the nominal value of the Company's share issued. | (a) | 本公司之股份溢價賬乃指已收所得款項扣減本公司已發行股份面值之盈餘。 |
| (b) | During the year ended 31 December 2014, a director who is also a shareholder of the Company, has waived the repayment of amounts owed to the director which amounted to RMB17,800,000 from its outstanding balance. It was deemed as contribution to the Company and has been capitalised to special reserve. | (b) | 截至二零一四年十二月三十一日止年度，亦為本公司股東之董事從其未償還結餘中放棄收取人民幣17,800,000元的結欠董事的款項的還款。該金額視為向本公司的注資並已被劃撥至特別儲備作資本。 |
| (c) | The statutory reserve represents the amount transferred from net profit for the year of the subsidiaries established in the PRC (based on the subsidiaries, PRC statutory financial statements) in accordance with the relevant PRC laws until the statutory reserves reach 50% of the registered capital of the subsidiaries. The statutory reserve cannot be reduced except either in setting off the accumulated losses or increasing capital. | (c) | 法定儲備指根據相關中國法律自中國成立附屬公司的年內純利（根據附屬公司的中國法定財務報表）轉撥的金額，直至法定儲備達到該等附屬公司註冊資本的50%。除非用於抵銷累計虧損或增加資本，否則不可減少法定儲備。 |

CONSOLIDATED STATEMENT OF CASH FLOWS – UNAUDITED

綜合現金流量表—未經審核

For the six months ended 31 December 2023 截至二零二三年十二月三十一日止六個月
(Expressed in Renminbi) (以人民幣列示)

		Six months ended 止六個月	
		31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動現金流量		
Cash used in operations	經營所用現金	(60,467)	(109,424)
Income tax paid	已付所得稅	-	(5)
<i>Net cash used in operating activities</i>	<i>經營活動所用的淨現金</i>	(60,467)	(109,429)
Cash flows from investing activities	投資活動現金流量		
Interest received	已收利息	-	244
<i>Net cash from investing activities</i>	<i>投資活動產生的淨現金</i>	-	244
Cash flows from financing activities	融資活動現金流量		
Repayment of lease liabilities	償還租賃負債	-	(813)
Proceeds from issue of debentures	發行債券所得款項	4,741	4,531
Repayment of debenture	償還債券	(7,111)	(511)
Net proceeds from issuance of new shares	發行新股所得款項淨額	38,338	14,490
<i>Net cash from financing activities</i>	<i>融資活動所得的淨現金</i>	35,968	17,697
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(24,499)	(91,488)
Cash and cash equivalents at beginning of the periods	期初現金及現金等價物	66,481	176,402
Cash and cash equivalents at end of the periods	期末現金及現金等價物	41,982	84,914

The notes on pages 25 to 40 form part of this interim financial report.

第25頁至第40頁的附註為本中期財務報告的一部分。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 8 January 2016 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as revised and consolidated) of the Cayman Islands and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 18 July 2017. The Company’s registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company’s principal place of business is located at 5th Floor, No.5 Factory, Mexi Road, Huandong Water, Tongon District, Huli Industrial Park, Xiamen City, Fujian Province, PRC.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries (together with the Company collectively refer to as “Group”) is packaging and sales of seafood products and procurement and sales of fast moving consumer goods and others.

2. BASIS OF PREPARATION

The unaudited consolidated interim financial statements have neither been audited nor reviewed.

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), including compliance with Hong Kong Accounting Standard (“HKAS”) 34, Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue by the Board of Directors on 29 February 2024.

1. 一般資料

本公司於二零一六年一月八日根據開曼群島公司法第22章（1961年第3號法例，經修訂及合併）在開曼群島註冊成立為獲豁免有限公司，及其股份自二零一七年七月十八日以來在香港聯合交易所有限公司（「聯交所」）主板上市。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點位於中國福建省廈門市同安區湖裏工業園環東海域美溪道5號廠房五樓。

本公司的主要業務為投資控股，而其附屬公司（連同本公司統稱「本集團」）的主要業務為包裝及銷售海產品及採購及銷售快速消費品及其他。

2. 編製基準

未經審核綜合中期財務報表未經審核或審閱。

本中期財務報告已根據香港聯合交易所有限公司證券上市規則（「上市規則」）的適用披露條文（包括遵守香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號中期財務報告）編製。本中期財務報告於二零二四年二月二十九日獲董事會授權刊發。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. BASIS OF PREPARATION – continued

The preparation of the unaudited consolidated interim financial statements in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The financial information relating to the financial period ended 30 June 2023 that is included in the interim financial statement as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the period ended 30 June 2023 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

2. 編製基準－續

管理層須在編製符合香港會計準則第34號的未經審核綜合中期財務報表時作出對會計政策應用，以及本年迄今為止所列報資產、負債、收入和支出的數額構成影響的判斷、估計及假設。實際結果可能有別於估計數額。

中期財務報表所載有關截至二零二三年六月三十日止財政期間之財務資料乃為可比較之資料，並不構成本公司於該財政年度之法定年度綜合財務報表，惟有關財務資料均摘錄自該等財務報表。有關根據香港公司條例（第622章）第436條披露的該等法定財務報表的進一步資料如下：

本公司已根據公司條例第662(3)條及附表6第3部的規定遞交截至二零二三年六月三十日止期間之財務報表予公司註冊處。

本公司之核數師已就該等財務報表發出報告書，該核數師報告書並無保留意見；並無載有核數師在對報告書無保留意見的情況下以強調方式提請注意任何事項的提述；亦無載有公司條例第406(2)、407(2)或(3)條作出的聲明。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. APPLICATION OF NEW AND REVISED HKFRSs

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

None of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

4. REVENUE AND SEGMENT INFORMATION

Revenue is measured based on the consideration specified in a contract with a customer, net of expected goods of returns, discounts and sales related taxes.

Revenue is recognised when performance obligation is satisfied. The Group's revenue is derived from selling goods and providing services with revenue recognised at a point in time when control of the goods or services has transferred to the customer. For packaging and sales of dried seafood, algae and fungi and seafood snacks, the control is transferred when the goods are delivered to the customer. For procurement and sales of fast moving consumer goods and others, the control is transferred when the goods to which the procurement services related are shipped.

OPERATING SEGMENT INFORMATION

In a manner consistent with how the Group manages its business and the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified two reportable and operating segments, namely (i) packaging and sales of marines products segment and (ii) all other segment.

3. 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈若干香港財務報告準則的修訂，並於本集團的本會計期間首次生效。

該等修訂對如何編製或呈列本集團於本中期財務報告當前或過往期間的業績及財務狀況概無重大影響。本集團並無採用任何在當前會計期間尚未生效的新準則或詮釋。

4. 收入及分部資料

收益乃基於與客戶訂立的合約所訂明的代價，扣除預期退貨、折扣及銷售相關稅費計量。

收益於履行履約責任時確認。本集團的收益來自銷售貨品及提供服務，其收益於貨品或服務控制權轉移至客戶時確認。就包裝及銷售乾製海鮮，藻類及菌類及休閒食品，控制權於貨物交付予客戶時轉移。就快速消費品及其他採購及銷售而言，有關的控制權於與採購服務貨品裝運時轉移。

經營分部資料

經營分部資料按照與本集團管理其業務一致的方式，及與就資源分配及表現評估向本集團最高層行政管理人員內部呈報資料一致的方式，本集團已確定兩個可呈報及營運分部，即(i)包裝及銷售海產品分部及(ii)所有其他分部。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT INFORMATION – continued DISAGGREGATED REVENUE INFORMATION

4. 收入及分部資料—續 收入分類資料

		Six months ended 止六個月	
		31 December 2023 截至二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2022 截至二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from contract customers	客戶合約收益		
Sales of marine products	銷售海產品	195,916	121,156
Procurement and sales of fast moving consumer goods and others	採購及銷售快速消費品及其他	-	581
		195,916	121,737
Geographical markets based on location of customers	根據客戶位置劃分的地理市場		
Mainland China	中國大陸	195,916	121,156
Hong Kong	香港	-	581
		195,916	121,737
Timing of revenue recognition	收入確認時間		
Sales at point in time	銷售的某個時間點	195,916	121,737

UNSATISFIED PERFORMANCE OBLIGATIONS

For sales of marine products and procurement and sales of fast moving consumer goods and others, the performance obligation are satisfied and revenue was recognised at a point in time when control of the goods has transferred to the customer. No unsatisfied performance obligation at the end of each of the Reporting Periods.

未履行的履約義務

就水產品的銷售及採購及銷售快速消費品及其他，在貨物的控制權已轉移給客戶時，履約義務已滿足而收入亦已確認。在各報告期末，並無未履行的履約義務。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT INFORMATION – continued

INFORMATION ABOUT MAJOR CUSTOMERS

No customer contributed 10% or more of the Group's revenue during the six months ended 31 December 2023 (six months ended 30 June 2022: Nil).

INFORMATION ABOUT GEOGRAPHICAL AREAS

The Group's sales by geographical areas, based on the delivery destination of the goods as requested by the customers, were all domestic and within the PRC and Hong Kong.

The Group's non-current assets other than financial instruments mainly represent plant and equipment and prepaid lease payments are located in the PRC.

SEGMENT REVENUE AND RESULTS

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

For the six months ended 31 December 2023 (unaudited)

4. 收入及分部資料－續

有關主要客戶的資料

截至二零二三年十二月三十一日止六個月，概無客戶貢獻本集團收益的10%或以上（截至二零二二年六月三十日止六個月：無）。

有關地區的資料

本集團根據客戶要求的送貨地點劃分地區，按地區分類的銷售均為本地銷售及位於中國境內及香港。

本集團除金融工具以外的非流動資產主要為位於中國的廠房及設備和預付租賃款項。

分部收入及業績

下列為本集團按可呈報及經營分部劃分的收入及業績。

截至二零二三年十二月三十一日止六個月（未經審核）

		Packaging and sales of marine products segment 包裝及銷售海產品分部 RMB'000 人民幣千元 (Unaudited) (未經審核)	All other segments 所有其他分部 RMB'000 人民幣千元 (Unaudited) (未經審核)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from external customer From external customers	來自外界客戶的收益 來自外界客戶	195,916	-	195,916
Segment results	分部業績	(35,079)	-	(35,079)
Other income and other gains	其他收入及其他收益			3,287
Finance costs	財務成本			(934)
Corporate expenses	企業開支			(5,401)
Loss before taxation	除稅前虧損			(38,127)

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4. REVENUE AND SEGMENT INFORMATION – continued

SEGMENT REVENUE AND RESULTS – continued

For the six months ended 30 June 2022 (unaudited)

4. 收入及分部資料 – 續

分部收入及業績 – 續

截至二零二二年六月三十日止六個月 (未經審核)

		Packaging and sales of marine products segment 包裝及銷售海產品分部 RMB'000 人民幣千元 (Audited) (經審核)	All other segments 所有其他分部 RMB'000 人民幣千元 (Audited) (經審核)	Total 總計 RMB'000 人民幣千元 (Audited) (經審核)
Revenue from external customer From external customers	來自外界客戶的收益 來自外界客戶	121,156	581	121,737
Segment results	分部業績	(32,121)	572	(31,549)
Corporate expenses	企業開支			(8,748)
Loss before taxation	除稅前虧損			(40,297)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies. Segment results represent the profit earned by or loss from each segment without allocation of certain other income, other gains and losses, certain finance costs and corporate expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

可呈報及經營分部之會計政策與本集團的會計政策相同。分部業績指各分部賺取的溢利或虧損，並未分配若干其他收入、其他收益及虧損、若干財務成本及企業開支。此為就資源分配及表現評核向主要營運決策人呈報資料之形式。

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5. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

Costs of inventories	存貨成本	189,326	118,032
Research expenditure	研究開支	403	388
Depreciation charge	折舊費用		
– Property, plant and equipment	– 物業、廠房及設備	750	3,492
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
– Salaries and wages	– 薪金及工資	31,274	33,641
– Retirement scheme contribution	– 退休計劃供款	1,958	1,300

6. INCOME TAX CREDIT

The amount of taxation in the consolidated statement of profit and loss represents:

Current tax	當期稅項		
Tax for the period	期內稅項	–	(843)
Deferred tax	遞延稅項		
Current period	本期間	–	–
Total	總計	–	(843)

5. 除所得稅前虧損

除所得稅前虧損已扣除下列各項後達致：

Six months ended		止六個月	
31 December	30 June		
2023	2022		
截至二零二三年	截至二零二二年		
十二月三十一日	六月三十日		
RMB'000	RMB'000		
人民幣千元	人民幣千元		
(Unaudited)	(Unaudited)		
(未經審核)	(未經審核)		

6. 所得稅抵免

綜合損益表中的稅項金額指：

Six months ended		止六個月	
31 December	30 June		
2023	2022		
截至二零二三年	截至二零二二年		
十二月三十一日	六月三十日		
RMB'000	RMB'000		
人民幣千元	人民幣千元		
(Unaudited)	(Unaudited)		
(未經審核)	(未經審核)		

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7. DIVIDEND

The Directors do not recommend the payment of any interim dividend for the six months ended 31 December 2023 (six months ended 30 June 2022: Nil).

7. 股息

董事不建議就截至二零二三年十二月三十一日止六個月派付中期股息(截至二零二二年六月三十日止六個月：無)。

8. LOSS PER SHARE

8. 每股虧損

		Six months ended 止六個月	
		31 December 2023 截至二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2022 截至二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Losses	虧損		
Loss for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損而言的虧損	38,127	40,297

		Six months ended 止六個月	
		31 December 2023 截至二零二三年 十二月三十一日 Number'000 千股 (Unaudited) (未經審核)	30 June 2022 截至二零二二年 六月三十日 Number'000 千股 (Unaudited) (未經審核)
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (note)	就計算每股基本虧損而言的普通股加權平均數目(附註)	123,000,000	113,105,000

		Six months ended 止六個月	
		31 December 2023 截至二零二三年 十二月三十一日 Number'000 千股 (Unaudited) (未經審核)	30 June 2022 截至二零二二年 六月三十日 Number'000 千股 (Unaudited) (未經審核)
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (note)	就計算每股基本虧損而言的普通股加權平均數目(附註)	123,000,000	113,105,000

		Six months ended 止六個月	
		31 December 2023 截至二零二三年 十二月三十一日 Number'000 千股 (Unaudited) (未經審核)	30 June 2022 截至二零二二年 六月三十日 Number'000 千股 (Unaudited) (未經審核)
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (note)	就計算每股基本虧損而言的普通股加權平均數目(附註)	123,000,000	113,105,000

Note: 附註：

Diluted loss per share were the same as the basic loss per share as the Group had no dilutive potential shares during the six months ended 31 December 2023 and 30 June 2022.

由於本集團於截至二零二三年十二月三十一日及二零二二年六月三十日止六個月並無任何發行在外潛在具攤薄股份，故每股攤薄虧損與每股基本虧損相同。

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9. INVENTORIES

		At 31 December 2023	At 30 June 2023
		於二零二三年 十二月三十一日	於二零二三年 六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Raw materials	原材料	2,614	1,293
Finished goods	製成品	89,910	77,888
		92,524	79,181

10. TRADE RECEIVABLES

		At 31 December 2023	At 30 June 2023
		於二零二三年 十二月三十一日	於二零二三年 六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade receivables	貿易應收款項	114,971	105,833
Less: impairment loss	減：減值虧損	(250)	(1,455)
		114,721	104,378

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10. TRADE RECEIVABLES – continued

Based on the invoice dates, the ageing analysis of the Group's gross trade receivables are as follows:

		At 31 December 2023 於二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Audited) (經審核)
0 – 30 days	0至30日	29,033	31,895
31 – 60 days	31至60日	31,020	30,757
61 – 90 days	61至90日	32,323	33,633
91 – 120 days	91至120日	22,595	9,026
121 – 365 days	121至365日	-	522
		114,971	105,833

11. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

10. 貿易應收款項－續

根據發票日期，本集團的貿易應收款項總額賬齡分析如下：

		At 31 December 2023 於二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Audited) (經審核)
0 – 30 days	0至30日	29,033	31,895
31 – 60 days	31至60日	31,020	30,757
61 – 90 days	61至90日	32,323	33,633
91 – 120 days	91至120日	22,595	9,026
121 – 365 days	121至365日	-	522
		114,971	105,833

11. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

11. 按金、預付款項及其他應收款項

		At 31 December 2023 於二零二三年 十二月三十一日 RMB'000 人民幣千元	At 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元
Current assets	流動資產		
Amount due from a director (note (i))	應收董事款項(附註(i))	-	1,947
VAT receivables	應收增值稅	11,242	11,166
Prepayments (note (iii))	預付款項(附註(iii))	1,449	1,582
Other receivable	其他應收款項	3,790	3,344
Total	總計	16,481	18,039

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11. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES – continued

Notes:

- (i) The balance represents amount due from a director who is also the controlling shareholder of the Company. The balances are unsecured, interest-free, and repayable on demand.
- (ii) The current portion of the balance as at 31 December 2023 and 30 June 2022 mainly represents prepayment of advertising and promotion fees, for which the services will be provided subsequent to the end of the reporting period.

12. TRADE PAYABLES

An ageing analysis of the Group's trade payables at the end of reporting period, based on the invoice date is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日

11. 按金、預付款項及其他應收款項 – 續

附註：

- (i) 有關結餘為應收一名董事（其亦為本公司控股股東）之款項。該結餘為無抵押、免息及按要求償還。
- (ii) 於二零二三年十二月三十一日及二零二二年六月三十日結餘的即期部分主要為預付廣告費及推廣費，有關服務將於報告期末後提供。

12. 貿易應付款項

於報告期末，按發票日期計算的本集團貿易應付款項的賬齡分析如下：

At 31 December 2023 於二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Audited) (經審核)
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20,736	9,206
-	-
20,736	9,206

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13. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

13. 應計費用、已收按金及其他應付款項

		At 31 December 2023	At 30 June 2022
		於二零二三年 十二月三十一日	於二零二二年 六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Accruals and other payables	應計費用及 其他應付款項	7,807	7,548
Deposit received	已收按金	1,913	12,032
Salaries payables	應付工資	3,829	6,601
Total	總計	13,549	26,181

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14. SHARE CAPITAL

14. 股本

		Six months ended 止六個月			
		31 December 2023 截至二零二三年十二月三十一日		30 June 2022 截至二零二二年六月三十日	
		Number of shares 股份數目	Amount 金額	Number of shares 股份數目	Amount 金額
Note 附註		'000 千股	RMB'000 人民幣千元	'000 千股	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Authorised:	法定：				
At beginning and end of period	於期初及期末	1,000,000	87,412	1,000,000	87,412
Six months ended 止六個月					
		31 December 2023 截至二零二三年十二月三十一日		30 June 2022 截至二零二二年六月三十日	
		Number of shares 股份數目	Amount 金額	Number of shares 股份數目	Amount 金額
Note 附註		'000 千股	RMB'000 人民幣千元	'000 千股	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	120,000	10,383	108,000	9,388
Subscription of new shares under general mandate	根據一般授權認購新股	(i)	-	12,000	995
Placing of new shares under general mandate	根據一般授權配售新股份	(ii)	24,000	-	-
At 31 December	於十二月三十一日	144,000	12,557	120,000	10,383

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14. SHARE CAPITAL – continued

- (i) On 28 March 2022, the Company and the subscribers entered into the subscription agreements under which the Company agreed to issue and allot and the subscribers agreed to subscribe, a total of 12,000,000 subscription shares at the subscription price of HK\$1.5 per subscription share. The subscription was completed on 14 April 2022. The net proceeds from the subscription are approximately HK\$174 million. Details of the subscription were disclosed in announcements of the Company dated 28 March 2022 and 14 April 2022.
- (ii) On 20 November 2023, a placing agent and the Company entered into a placing agreement, pursuant to which the placing agent has conditionally agreed act as the placing agent of the Company for the purpose of procuring, on a best effort basis, the placing of up to a maximum of 24,000,000 placing shares at the placing price of HK\$1.80 per placing share to not less than six (6) placees who and whose ultimate beneficial owners are independent third parties. The net proceeds (after deduction of placing commission and other expenses of the placing) from the placing are approximately HK\$42.3 million. Details of the placing were disclosed in the announcements dated 20 November 2023, 23 November 2023 and 8 December 2023.

14. 股本一續

- (i) 於二零二二年三月二十八日，本公司與認購人訂立認購協議，據此本公司同意發行及配發及認購人同意認購合共12,000,000股認購股份，認購價為每股認購股份1.5港元。認購事項已於二零二二年四月十四日完成。認購所得款項淨額約為174百萬港元。認購詳情已於本公司日期為二零二二年三月二十八日及二零二二年四月十四日的公告中披露。
- (ii) 於二零二三年十一月二十日，配售代理及本公司訂立配售協議，據此，配售代理有條件同意擔任本公司的配售代理，以盡最大努力促使按每股配售股份1.80港元的配售價向不少於六(6)名承配人(其最終實益擁有人為獨立第三方)配售最多24,000,000股配售股份。配售的所得款項淨額(經扣除配售佣金及其他配售開支)約為42,300,000港元。配售詳情已於日期為二零二三年十一月二十日、二零二三年十一月二十三日及二零二三年十二月八日的公告中披露。

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15. RELATED PARTY TRANSACTIONS

- (A) Saved as disclosed elsewhere in these financial statements, during the year, the Group entered into the following transactions with related parties.

Name of related party 關連方姓名／名稱	Type of transaction 交易類型	Six months ended 止六個月	
		31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Xiamen Yehong Foodstuffs Company Limited (note i) 廈門葉紅食品有限公司(附註i)	Rental expenses 租賃開支	-	100

Notes:

- (i) A Company which is controlled by the spouse of the major shareholder who is also a former director.

(B) REMUNERATION OF KEY MANAGEMENT PERSONNEL

The remuneration of directors for the year are set out below:

15. 關連方交易

- (A) 除該等財務報表另有披露者外，於年內，本集團與關連方訂立以下交易。

附註：

- (i) 一間由主要股東（亦為前董事）之配偶控制的公司。

(B) 主要管理人員薪酬

董事於本年度薪酬載列如下：

		Six months ended 止六個月	
		31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)
Short-term benefits 短期福利		2,554	1,943
Contribution to retirement benefit scheme 退休福利計劃供款		14	41
Total 總計		2,568	1,984

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16. COMMITMENTS

The Group's has no capital commitments outstanding at 31 December 2023 (30 June 2023: RMBNil).

17. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The Group's major financial instruments include trade receivables, other receivables, bank balances and cash, trade payables and other payables.

As at 31 December 2023 and 30 June 2023, all financial instruments are carried at amounts not materially different from their fair values because of the immediate or short term maturity. Given the nature of these balances, it is not meaningful to estimate their fair values.

16. 承擔

於二零二三年十二月三十一日，本集團並無尚未償付資本承擔（二零二三年六月三十日：人民幣零元）。

17. 金融工具公平值計量

本集團的主要金融工具包括貿易應收款項、其他應收款項、銀行結餘及現金、貿易應付款項及其他應付款項。

於二零二三年十二月三十一日及二零二三年六月三十日，由於所有金融工具均即時或短期到期，其金額與公平值無顯著差異。鑒於該等結餘的性質，估計其公平值並無意義。

