



MOMENTUM FINANCIAL  
HOLDINGS LIMITED  
正乾金融控股有限公司

MOMENTUM FINANCIAL HOLDINGS LIMITED  
正乾金融控股有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立的有限公司)  
Stock Code 股份代號 : 1152

# 2024 INTERIM REPORT 中期報告





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\* The English translation of the name in Chinese which is marked with “\*”  
is for identification purpose only.

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive directors

Mr. Zhou Yihong (appointed on 30 April 2024 and retired on 26 June 2024)

Mr. Zhang Rujie

Mr. Liu Xin Chen (resigned on 30 April 2024)

#### Independent non-executive directors

Mr. Zhou Zhencun (retired on 26 June 2024)

Mr. Chen Yongping (retired on 26 June 2024)

Ms. Huang Chunlian (appointed on 30 April 2024 and retired on 26 June 2024)

Mr. Man Wai Lun (resigned on 30 April 2024)

Mr. Sin Ka Man (appointed on 29 August 2024)

Ms. Liang Lina (appointed 2 September 2024)

Mr. Chen Yifan (appointed 3 September 2024)

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEADQUARTERS IN THE PEOPLE'S REPUBLIC OF CHINA

Room 2408  
Rongchao Economic and Trade Center  
No. 4028, Jintian Road  
Fuzhong Community, Lianhua Street  
Futian District, Shenzhen, PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2210, 22/F,  
Tower Two, Lippo Centre,  
No. 89 Queensway,  
Hong Kong

### COMPANY SECRETARY

Mr. Chou Chiu Ho (appointed on 1 May 2024)

Ms. Ngan Wai Kam, Sharon (resigned on 30 April 2024)

### AUTHORISED REPRESENTATIVES

Mr. Chou Chiu Ho (appointed on 1 May 2024)

Mr. Zhou Yihong (appointed on 30 April 2024 and retired on 26 June 2024)

Ms. Ngan Wai Kam, Sharon (resigned on 30 April 2024)

Mr. Liu Xin Chen (resigned on 30 April 2024)

M. Zhang Rujie (appointed on 14 September 2024)

### 董事會

#### 執行董事

周逸洪先生(於2024年4月30日獲委任和於2024年6月26日退任)

張如潔先生

劉欣晨先生(於2024年4月30日辭任)

#### 獨立非執行董事

周振存先生(於2024年6月26日退任)

陳永平先生(於2024年6月26日退任)

黃春蓮女士(於2024年4月30日獲委任和於2024年6月26日退任)

文偉麟先生(於2024年4月30日辭任)

冼家敏先生(於2024年8月29日獲委任)

梁麗娜女士(於2024年9月2日獲委任)

陳一帆先生(於2024年9月3日獲委任)

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 於中華人民共和國的總部

中國深圳市福田區  
蓮花街道福中社區  
金田路4028號  
榮超經貿中心  
2408室

### 香港主要經營地點

香港  
金鐘道89號  
力寶中心二座  
22樓2210室

### 公司秘書

周昭何先生(於2024年5月1日獲委任)

顏慧金女士(於2024年4月30日辭任)

### 授權代表

周昭何先生(於2024年5月1日獲委任)

周逸洪先生(於2024年4月30日獲委任和於2024年6月26日退任)

顏慧金女士(於2024年4月30日辭任)

劉欣晨先生(於2024年4月30日辭任)

張如潔先生(於2024年9月14日獲委任)



# Corporate Information

## 公司資料

### BERMUDA RESIDENT REPRESENTATIVE

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### MEMBERS OF THE AUDIT COMMITTEE

Mr. Chen Yongping (*Chairman*) (retired on 26 June 2024)  
Mr. Zhou Zhencun (retired on 26 June 2024)  
Ms. Huang Chunlian (appointed on 30 April 2024 and retired on 26 June 2024)  
Mr. Man Wai Lun (resigned on 30 April 2024)  
Mr. Sin Ka Man (*Chairman*) (appointed on 29 August 2024)  
Ms. Liang Lina (appointed 2 September 2024)  
Mr. Chen Yifan (appointed 3 September 2024)

### MEMBERS OF THE REMUNERATION COMMITTEE

Mr. Zhou Zhencun (retired on 26 June 2024)  
Mr. Chen Yongping (retired on 26 June 2024)  
Ms. Huang Chunlian (*Chairman*) (appointed on 30 April 2024 and retired on 26 June 2024)  
Mr. Zhou Yihong (appointed on 30 April 2024 and retired on 26 June 2024)  
Mr. Liu Xin Chen (resigned on 30 April 2024)  
Mr. Man Wai Lun (*Chairman*) (resigned on 30 April 2024)  
Mr. Sin Ka Man (appointed on 29 August 2024)  
Ms. Liang Lina (appointed 2 September 2024)  
Mr. Chen Yifan (*Chairman*) (appointed 3 September 2024)

### MEMBERS OF THE NOMINATION COMMITTEE

Mr. Zhou Zhencun (*Chairman*) (retired on 26 June 2024)  
Mr. Chen Yongping (retired on 26 June 2024)  
Mr. Zhou Yihong (appointed on 30 April 2024 and retired on 26 June 2024)  
Ms. Huang Chunlian (appointed on 30 April 2024 and retired on 26 June 2024)  
Mr. Liu Xin Chen (resigned on 30 April 2024)  
Mr. Man Wai Lun (resigned on 30 April 2024)  
Mr. Sin Ka Man (appointed on 29 August 2024)  
Ms. Liang Lina (*Chairperson*) (appointed 2 September 2024)  
Mr. Chen Yifan (appointed 3 September 2024)

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM12  
Bermuda

### 駐百慕達代表

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 審核委員會成員

陳永平先生 (*主席*) (於 2024 年 6 月 26 日 退任)  
周振存先生 (於 2024 年 6 月 26 日 退任)  
黃春蓮女士 (於 2024 年 4 月 30 日 獲委任和於 2024 年 6 月 26 日 退任)  
文偉麟先生 (於 2024 年 4 月 30 日 辭任)  
冼家敏先生 (*主席*) (於 2024 年 8 月 29 日 獲委任)  
梁麗娜女士 (於 2024 年 9 月 2 日 獲委任)  
陳一帆先生 (於 2024 年 9 月 3 日 獲委任)

### 薪酬委員會成員

周振存先生 (於 2024 年 6 月 26 日 退任)  
陳永平先生 (於 2024 年 6 月 26 日 退任)  
黃春蓮女士 (*主席*) (於 2024 年 4 月 30 日 獲委任和於 2024 年 6 月 26 日 退任)  
周逸洪先生 (於 2024 年 4 月 30 日 獲委任和於 2024 年 6 月 26 日 退任)  
劉欣晨先生 (於 2024 年 4 月 30 日 辭任)  
文偉麟先生 (*主席*) (於 2024 年 4 月 30 日 辭任)  
冼家敏先生 (於 2024 年 8 月 29 日 獲委任)  
梁麗娜女士 (於 2024 年 9 月 2 日 獲委任)  
陳一帆先生 (*主席*) (於 2024 年 9 月 3 日 獲委任)

### 提名委員會成員

周振存先生 (*主席*) (於 2024 年 6 月 26 日 退任)  
陳永平先生 (於 2024 年 6 月 26 日 退任)  
周逸洪先生 (於 2024 年 4 月 30 日 獲委任和於 2024 年 6 月 26 日 退任)  
黃春蓮女士 (於 2024 年 4 月 30 日 獲委任和於 2024 年 6 月 26 日 退任)  
劉欣晨先生 (於 2024 年 4 月 30 日 辭任)  
文偉麟先生 (於 2024 年 4 月 30 日 辭任)  
冼家敏先生 (於 2024 年 8 月 29 日 獲委任)  
梁麗娜女士 (*主席*) (於 2024 年 9 月 2 日 獲委任)  
陳一帆先生 (於 2024 年 9 月 3 日 獲委任)

### 百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton HM12  
Bermuda



# Corporate Information

## 公司資料

### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited  
Suites 3301–04, 33/F.  
Two Chinachem Exchange Square  
338 King's Road  
North Point  
Hong Kong

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
HSBC Main Building  
1 Queen's Road Central  
Hong Kong

Dah Sing Bank Limited  
33/F., Everbright Centre  
108 Gloucester Road  
Hong Kong

### AUDITOR

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

### COMPANY'S WEBSITE

[www.1152.com.hk](http://www.1152.com.hk)

### STOCK CODE

1152

### 香港股份過戶登記處

聯合證券登記有限公司  
香港  
北角  
英皇道338號  
華懋交易廣場2期  
33樓3301–04室

### 主要往來銀行

香港上海滙豐銀行有限公司  
香港  
皇后大道中1號  
滙豐銀行總行大廈

大新銀行有限公司  
香港  
告士打道108號  
光大中心33樓

### 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

### 公司網站

[www.1152.com.hk](http://www.1152.com.hk)

### 股份代號

1152

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

			Six months ended 30 June 截至6月30日止六個月	
			2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
			Notes 附註	
Revenue	收益	4	<b>329,077</b>	375,853
Cost of sales	銷售成本		<b>(307,814)</b>	(349,235)
Gross profit	毛利		<b>21,263</b>	26,618
Other operating income	其他經營收益		<b>29</b>	138
Reversal of impairment loss on finance lease receivables	融資租賃應收款項減值虧損撥回		-	72
Change in fair value of financial asset at fair value through profit or loss ("FVTPL")	按公平值透過損益計量(「按公平值透過損益計量」)的金融資產公平值變動		<b>(11)</b>	(23)
Selling and distribution expenses	銷售及分銷開支		<b>(69)</b>	(29)
Administrative expenses and other expense	行政開支及其他開支		<b>(4,093)</b>	(5,771)
Finance costs	融資成本	6	<b>(4,221)</b>	(440)
Profit before taxation	除稅前溢利		<b>12,898</b>	20,565
Income tax expenses	所得稅開支	7	<b>(3,388)</b>	(3,975)
Profit for the period	期內溢利	8	<b>9,510</b>	16,590
Other comprehensive income:	其他全面收益：			
Items that may be subsequently reclassified to profit or loss	其後可重新分類至損益之項目			
Exchange differences arising on translation of foreign operations	因換算海外業務產生的匯兌差額		<b>(1,553)</b>	(1,842)
Total comprehensive income for the period	期內全面收益總額		<b>7,957</b>	14,748
Profit for the period attributable to:	以下人士應佔期內溢利：			
— the owners of the Company	— 本公司擁有人		<b>9,488</b>	16,634
— non-controlling interests	— 非控股權益		<b>22</b>	(44)
Total comprehensive income/(expense) for the period attributable to:	以下人士應佔期內全面收益／(開支)總額：		<b>9,510</b>	16,590
— the owners of the Company	— 本公司擁有人		<b>7,969</b>	14,936
— non-controlling interests	— 非控股權益		<b>(12)</b>	(188)
Earnings per share (HK cents)	每股盈利(港仙)		<b>7,957</b>	14,748
— Basic	— 基本	10	<b>0.97</b>	1.69
— Diluted	— 攤薄	10	<b>0.97</b>	1.69



# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2024 於2024年6月30日

			At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 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	11	5,853	6,188
Right-of-use assets	使用權資產		343	679
Interest in a joint venture	於合資企業的權益	12	–	–
			<b>6,196</b>	6,867
Current assets	流動資產			
Inventories	存貨		2,770	25,712
Trade and other receivables	貿易及其他應收款項	14	473,623	355,905
Finance lease receivables	融資租賃應收款項	13	173	553
Financial asset at FVTPL	按公平值透過損益計量的 金融資產	15	114	126
Tax recoverable	可退回稅項		1,222	1,243
Bank balances and cash	銀行結餘及現金		12,224	24,335
			<b>490,126</b>	407,874
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	16	214,137	145,477
Contract liabilities	合約負債		106	–
Loan from the ultimate holding company	來自最終控股公司的貸款	17	50,000	50,000
Lease liabilities	租賃負債	18	168	497
Bank and other borrowings	銀行及其他借款	19	16,001	17,818
Promissory notes	承兌票據	20	27,477	–
Corporate bonds	企業債券	21	50,500	9,380
Tax payables	應付稅項		10,261	8,082
			<b>368,650</b>	231,254
Net current assets	流動資產淨值		<b>121,476</b>	176,620
Total assets less current liabilities	總資產減流動負債		<b>127,672</b>	183,487

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2024 於2024年6月30日

			<b>At 30 June 2024</b>	At 31 December 2023
			於2024年 6月30日	於2023年 12月31日
			<b>HK\$'000</b>	HK\$'000
			千港元	千港元
		<i>Notes</i>	<b>(Unaudited)</b>	(Audited)
		<i>附註</i>	(未經審核)	(經審核)
Non-current liabilities	非流動負債			
Promissory notes	承兌票據	20	11,841	33,755
Corporate bonds	企業債券	21	–	41,858
			<b>11,841</b>	75,613
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>115,831</b>	107,874
Capital and reserves	資本及儲備			
Share capital	股本	22	4,910	4,910
Reserves	儲備		<b>108,018</b>	100,049
			<b>112,928</b>	104,959
Non-controlling interests	非控股權益		<b>2,903</b>	2,915
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>115,831</b>	107,874



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

		Share capital	Share premium	Equity component of convertible bonds 可換股債券的權益部分	Foreign currency translation reserve 外幣換算儲備	Accumulated losses 累計虧損	Total reserve 總儲備	Non-controlling interests 非控股權益	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2023 (Audited)	於2023年1月1日(經審核)	4,910	190,049	6,640	(11,224)	(103,263)	82,202	3,147	90,259
Profit and total comprehensive income for the period (Unaudited)	期內溢利及全面收益總額(未經審核)	-	-	-	(1,698)	16,634	14,936	(188)	14,748
At 30 June 2023 (Unaudited)	於2023年6月30日(未經審核)	4,910	190,049	6,640	(12,922)	(86,629)	97,138	2,959	105,007
At 1 January 2024 (Audited)	於2024年1月1日(經審核)	<b>4,910</b>	<b>190,049</b>	-	<b>(13,723)</b>	<b>(76,277)</b>	<b>100,049</b>	<b>2,915</b>	<b>107,874</b>
Profit and total comprehensive income for the period (Unaudited)	期內溢利及全面收益總額(未經審核)	-	-	-	(1,519)	9,488	7,969	(12)	7,957
At 30 June 2024 (Unaudited)	於2024年6月30日(未經審核)	<b>4,910</b>	<b>190,049</b>	-	<b>(15,242)</b>	<b>(66,789)</b>	<b>108,018</b>	<b>2,903</b>	<b>115,831</b>

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Net cash (used in)/from operating activities</b>	經營活動(所用)／所得現金淨額	<b>(9,943)</b>	7,508
<b>Net cash from investing activities</b>	投資活動所得現金淨額	<b>5</b>	–
<b>Net cash used in financing activities</b>	融資活動所用現金淨額	<b>(2,238)</b>	(412)
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等價物(減少)／增加淨額	<b>(12,176)</b>	7,096
<b>Cash and cash equivalents at 1 January</b>	於1月1日的現金及現金等價物	<b>24,335</b>	8,188
<b>Effect on foreign exchange rates changes</b>	匯率變動的影響	<b>65</b>	(398)
<b>Cash and cash equivalents at 30 June</b> represented by bank balances and cash	於6月30日的現金及現金等價物 指銀行結餘及現金	<b>12,224</b>	14,886



# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION

Momentum Financial Holdings Limited (the “Company”) was incorporated in the Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the headquarters in the People’s Republic of China (“PRC”) is Room 2408, Rongchao Economic and Trade Center, No. 4028 Jintian Road, Fuzhong Community, Lianhua Street, Futian District, Shenzhen, PRC. The principal place of business of the Company in Hong Kong is Room 2210, 22/F, Tower Two, Lippo Centre, No. 89 Queensway, Hong Kong.

The principal activities of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are the provision of finance leasing and consultancy services and cross-border business.

The functional currency of the Company is Renminbi (“RMB”). The consolidated financial statements are presented in Hong Kong dollars as the directors of the Company consider that HK\$ is appropriate presentation currency for the users of the Group’s consolidated financial statements.

The condensed consolidated financial statement of the Group for the six months ended 30 June 2024 have been prepared in accordance with the applicable disclosure provisions of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange, and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

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

### 1. 一般資料及編製基準

正乾金融控股有限公司(「本公司」)在百慕達註冊成立為一家獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)主板上市。註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而中華人民共和國(「中國」)總部地址為中國深圳市福田區蓮花街道福中社區金田路4028號榮超經貿中心2408室。本公司之香港主要營業地點為香港金鐘道89號力寶中心二座22樓2210室。

本公司及其附屬公司(以下統稱「本集團」)之主要業務為提供融資租賃及諮詢服務，以及跨境業務。

本公司的功能貨幣為人民幣(「人民幣」)。綜合財務報表乃以港元呈列，原因是本公司董事認為，就本集團綜合財務報表的使用者而言，港元為合適的呈列貨幣。

本集團截至2024年6月30日止六個月之簡明綜合財務報表乃根據聯交所證券上市規則附錄十六的適用披露規定及香港會計師公會(「香港會計師公會」)所頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)而編製。

根據香港會計準則第34號編製中期財務報告需要管理層作出判斷、估計及假設，而此會影響政策應用、本年度至今的資產及負債以及收入及開支的呈報金額。實際結果可能有別於該等估計。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION (Continued)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2023 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 2. PRINCIPAL ACCOUNTING POLICIES

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

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2024. HKFRSs comprise HKFRSs; Hong Kong Accounting Standards (“HKAS”); and Interpretations. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The accounting policies applied in these financial statements are the same as those applied in the Group’s consolidated financial statements as at and for the year ended 31 December 2023. A number of new or amended standards are effective from 1 January 2024 but they do not have a material effect on the Group’s financial statements.

### 1. 一般資料及編製基準(續)

本中期財務報告載有簡明綜合財務報表及經挑選說明性附註。附註載有對事件及交易的說明，該等說明就理解本集團自2023年年度財務報表以來的財務狀況及表現的變動而言具有重大意義。簡明綜合中期財務報表及其附註不包括根據香港財務報告準則（「香港財務報告準則」）編製整份財務報表所需的所有資料。

### 2. 主要會計政策

簡明綜合中期財務報表乃按歷史成本基準編製，惟若干按公平值計量的金融工具除外。

於本期間，本集團已採納由香港會計師公會頒佈與本集團營運相關並於2024年1月1日開始的會計年度生效的所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋。本集團並無提前採用已頒佈但尚未生效的任何其他準則、詮釋或修訂。

於該等財務報表中應用的會計政策與本集團於2023年12月31日及截至該日止年度之綜合財務報表中所應用的會計政策相同。若干新訂或經修訂準則自2024年1月1日起生效，但對本集團的財務報表並無重大影響。



# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 3. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

第一級層級參數：本集團可於計量日期取得之相同資產或負債在活躍市場之報價（未經調整）。

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

第二級層級參數：第一層級所包括之報價以外之直接或間接的資產或負債可觀察參數。

Level 3 inputs: unobservable inputs for the asset or liability.

第三級層級參數：資產或負債之不可觀察參數。

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### 3. 公平值的計量

公平值為市場參與者於計量日期以進行有秩序交易出售資產所接收或轉讓負債所支付的價格。以下公平值計量披露乃採用用於計量公平值的估值技術參數劃分為三個層級之公平值層級作出：

本集團的政策為於事項發生或條件改變而引起的轉換當日確認自三個層級中的任何一個層級的轉入及轉出。

Disclosures of level in fair value hierarchy at 30 June 2024:

於2024年6月30日的公平值層級披露：

	Fair value as at		Fair value hierarchy	Valuation technique and key input
	於下列日期的公平值			
Financial instruments	30 June 2024	31 December 2023		
金融工具	2024年6月30日	2023年12月31日	公平值層級	估值方法及主要參數
	HK\$'000	HK\$'000		
	(unaudited)	(audited)		
	(未經審核)	(經審核)		
Financial asset at FVTPL	114	126	Level 1	Quoted price in an active market
— listed equity securities			第一層級	於活躍市場之報價
按公平值透過損益計量的金融資產				
— 上市權益證券				

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 4. REVENUE

Revenue represents revenue arising on provision of finance leasing and consultancy services, cross-border business during the period. An analysis of the Group's revenue for the period is as follows:

### 4. 收入

收入指於期內提供融資租賃及諮詢服務、跨境業務所產生的收入。本集團於期內收入分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers recognised at a point in time Disaggregated by major products or service line</b>	於某個時間點確認之客戶的合約收入按主要產品或服務系列分類		
— Cross-border business	— 跨境業務	<b>328,950</b>	375,468
— Online marketing and other consultancy service income	— 線上營銷及其他諮詢服務收入	<b>112</b>	112
		<b>329,062</b>	375,580
<b>Revenue from other sources</b>	其他來源收入		
— Interest income from provision of finance leasing services	— 來自提供融資租賃服務利息收入	<b>15</b>	273
		<b>329,077</b>	375,853

### 5. SEGMENT INFORMATION

Information reported to the chief executive officer of the Company, being the chief operation decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- (i) Provision of finance leasing and consultancy services — finance leasing business (earning interest income and handling fee and consultancy fee), and purchasing of leased assets.
- (ii) Cross-border business.

No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reporting segments of the Group.

### 5. 分部資料

就資源分配及分部表現評估向本公司行政總裁(即主要營運決策者)呈報之資料集中於所交付或提供之商品或服務類別。

具體而言，本集團根據香港財務報告準則第8號之可呈報及經營分部如下：

- (i) 提供融資租賃及諮詢服務 — 融資租賃業務(賺取利息收入及手續費以及諮詢費)及購買租賃資產。
- (ii) 跨境業務。

主要營運決策者在設定本集團的可報告分部時並無合併所識別的經營分部。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

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

For the six months ended 30 June 2024

### 5. 分部資料(續)

#### 分部收入及業績

以下為本集團來自持續經營業務之收入及業績按可呈報及經營分部作出之分析。

截至2024年6月30日止六個月

		Cross-border business	Provision of finance leasing and consultancy services	Others	Total
		提供融資租賃 跨境業務	及諮詢服務	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收入	328,950	15	112	329,077
Segment profit/(loss)	分部溢利/(虧損)	20,308	(261)	(112)	19,935
Unallocated operating income	未分配經營收入				4
Change in fair value of financial asset at fair value through profit or loss	按公平值透過損益計量的金融資產之公平值變動				(11)
Administrative and other expenses	行政及其他開支				(2,809)
Finance cost	融資成本				(4,221)
Profit before taxation	除稅前溢利				12,898



# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

For the six months ended 30 June 2023

### 5. 分部資料(續)

#### 分部收入及業績(續)

截至2023年6月30日止六個月

		Cross-border business	Provision of finance leasing and consultancy services	Others	Total
		提供融資租賃 跨境業務	及諮詢服務	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收入	375,468	273	112	375,853
Segment profit/(loss)	分部溢利/(虧損)	25,436	(56)	(190)	25,190
Unallocated operating income	未分配經營收入				9
Change in fair value of financial asset at fair value through profit or loss	按公平值透過損益計量的 金融資產之公平值變動				(23)
Administrative and other expenses	行政及其他開支				(4,234)
Finance cost	融資成本				(377)
Profit before taxation	除稅前溢利				20,565

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit earned by or the loss from each segment without allocation of change in fair value of financial asset at fair value through profit or loss, certain selling and distribution expenses, central administrative costs, directors' salaries, certain other expenses and finance costs. This is the measure reported to the chief executive officer for the purposes of resource allocation and performance assessment.

經營分部的會計政策與本集團的會計政策相同。分部溢利/(虧損)指各分部所賺取溢利或所產生之虧損，並未分配按公平值透過損益計量的金融資產的公平值變動、若干銷售及分銷開支、中央行政成本、董事薪酬、若干其他開支以及融資成本。此乃就資源分配及表現評估向行政總裁報告之計量。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

### 5. 分部資料(續)

#### 分部資產及負債

以下為本集團之資產及負債按可呈報及經營分部作出之分析：

		At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Segment assets</b>	<b>分部資產</b>		
Cross-border business	跨境業務	475,508	391,059
Finance leasing and consultancy services business	融資租賃及諮詢服務業務	3,487	3,585
Others	其他	9,664	9,848
Unallocated corporate assets	未分配企業資產	7,663	10,249
Consolidated assets	綜合資產	496,322	414,741
<b>Segment liabilities</b>	<b>分部負債</b>		
Cross-border business	跨境業務	185,682	103,705
Finance leasing and consultancy services business	融資租賃及諮詢服務業務	182	409
Others	其他	10,881	10,976
Unallocated corporate liabilities	未分配企業負債	183,746	191,777
Consolidated liabilities	綜合負債	380,491	306,867

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

- all assets are allocated to operating segments other than bank balances and cash, financial asset at fair value through profit or loss, income tax recoverable and other assets for corporate use including certain plant and equipment, certain right-of-use assets and other receivables which were managed in a centralised manner.
- all liabilities are allocated to operating segments other than certain other payables, income tax payables, corporate bonds, promissory notes, convertible bonds and certain lease liabilities which were managed in a centralised manner.

旨在監察分部表現及分部間之資源分配：

- 所有資產均分配至經營分部，惟不包括銀行結餘及現金、按公平值透過損益計量的金融資產、可退回所得稅及用於公司營運的其他資產(包括若干廠房及設備、若干使用權資產以及中央化管理的其他應收款項)。
- 所有負債均分配至經營分部，惟不包括中央化管理的若干其他應付款項、應付所得稅、企業債券、承兌票據、可換股債券以及若干租賃負債。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### Geographical information

The Group's operations are located in Hong Kong and the PRC.

Information about the Group's revenue from external customers is presented based on the location of the operations. The Group's information about its non-current assets based on the geographical location of the assets is detailed below:

### 5. 分部資料(續)

#### 地區資料

本集團的營運地點位於香港及中國。

本集團來自外部客戶的收入的資料乃按營運地點呈列。本集團關於其非流動資產按資產地區劃分的資料詳述如下：

		Revenue from external customers 來自外部客戶的收入		Non-current assets (Note) 非流動資產(附註)	
		At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2023 於2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
The PRC	中國	127	50,583	6,043	6,408
Hong Kong	香港	328,950	325,270	153	459
		<b>329,077</b>	375,853	<b>6,196</b>	6,867

### 6. FINANCE COSTS

### 6. 融資成本

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest expenses on:	利息開支：		
— bank and other borrowings interest	— 銀行及其他借貸利息	11	63
— lease liabilities	— 租賃負債	10	27
— corporate bonds	— 企業債券	1,262	350
— promissory notes	— 承兌票據	563	—
— shareholders' loan	— 股東貸款	2,375	—
		<b>4,221</b>	440



# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 7. INCOME TAX EXPENSES

### 7. 所得稅開支

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	3,388	3,949
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)	-	26
		<b>3,388</b>	<b>3,975</b>

- (i) The tax rate applicable to the Group's Hong Kong subsidiaries were 16.5% during the six months ended 30 June 2024 (six months ended 30 June 2023: 16.5%).

Under the two-tiered Profits Tax Regime, one of the subsidiaries of the Company is subject to Hong Kong Profits Tax at the rate of 8.25% for the first HK\$2 million of estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. Other subsidiaries of the Company are subjected to Hong Kong Profits Tax at the rate of 16.5% for the six months ended 30 June 2024 (six months ended 30 June 2023: 16.5%).

- (ii) Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

- (i) 於截至2024年6月30日止六個月，適用於本集團香港附屬公司的稅率為16.5%（截至2023年6月30日止六個月：16.5%）。

根據兩級制利得稅率制度，本公司的其中一家附屬公司須就首2百萬港元的估計應課稅利潤按8.25%的稅率繳納香港利得稅，而對2百萬港元以上的估計應課稅利潤按16.5%的稅率繳納香港利得稅。截至2024年6月30日止六個月，本公司其他附屬公司須按16.5%的稅率繳納香港利得稅（截至2023年6月30日止六個月：16.5%）。

- (ii) 根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，自2008年1月1日起，中國附屬公司之稅率為25%。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 8. PROFIT FOR THE PERIOD

### 8. 期內溢利

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period has been arrived at after charging/(crediting):	期內溢利已扣除/(計入)下列項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	202	245
Depreciation of right-of-use assets	使用權資產折舊	332	334
Reversal impairment loss on finance lease receivables	融資租賃應收款項減值虧損撥回	-	(72)
Unrealised loss on financial asset at fair value through profit or loss	按公平值透過損益計量的金融資產的未變現虧損	11	23

### 9. DIVIDEND

No dividend was paid, declared or proposed during the reporting period ended 30 June 2024, nor has any dividend been proposed since the end of the reporting period (six months ended 30 June 2023: nil).

### 9. 股息

於截至2024年6月30日止報告期間，概無派付、宣派或擬派股息，自報告期末以來亦無擬派任何股息（截至2023年6月30日止六個月：無）。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following.

### 10. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算。

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Earnings:	盈利：		
— Earnings for the period attributable to owners of the Company	— 本公司擁有人應佔期內盈利	9,488	16,634
Number of shares	股份數目		
— Weighted average number of ordinary shares for the purpose of basic earnings per share	— 就計算每股基本盈利的普通股加權平均數	982,000,000	982,000,000

#### Diluted earnings per share

No adjustment has been made to the basic earnings per share amount presented for the six months ended 30 June 2024 and 2023 in respect of dilution as the effect of outstanding convertible bonds are anti-dilutive.

#### 每股攤薄盈利

截至2024年及2023年6月30日止六個月呈列的每股基本盈利金額並未就攤薄而作出調整，因為未償還可換股債券具有反攤薄作用。

### 11. PROPERTY, PLANT AND EQUIPMENT

For the six months ended 30 June 2024, the Group incurred approximately HK\$Nil (six months ended 30 June 2023: approximately HK\$nil) on the acquisition of property, plant and equipment. Net carrying value of property, plant and equipment being disposed for the period was approximately HK\$nil (six months ended 30 June 2023: approximately HK\$nil).

### 11. 物業、廠房及設備

截至2024年6月30日止六個月，本集團就收購物業、廠房及設備產生的費用約零港元（截至2023年6月30日止六個月：約零港元）。期內出售的物業、廠房及設備之賬面值淨額約零港元（截至2023年6月30日止六個月：約零港元）。



# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 12. INTEREST IN A JOINT VENTURE

As at 30 June 2024 and 31 December 2023, the Group had interest in the following joint venture:

Name of entity	Form of entity	Place of establishment	Registered capital	Proportion of ownership interests or participating shares held by the Group		Principal activities
				本集團持有之所有權權益或參與股份的比例		
實體名稱	實體形式	成立地點	註冊資本	30 June 2024 2024年 6月30日	31 December 2023 2023年 12月31日	主要業務
Hebao (Shenzhen) Information Technology Limited* (荷包(深圳)信息科技有限公司) ("Hebao")	Incorporated	The PRC	Ordinary, RMB20,000,000	49%	49%	Inactive
荷包(深圳)信息科技有限公司 〔荷包〕	註冊成立	中國	普通股 人民幣20,000,000元			暫停營業

\* English name is for identification purpose.

As at 30 June 2024 and up to the date of this report, no capital was injected to Hebao by the Group.

### 13. FINANCE LEASE RECEIVABLES

Finance lease receivable represents relevant finance lease agreements entered into by the Group's subsidiary Asia Pacific Kunpeng Finance Leasing (Shenzhen) Co., Ltd. with its lessees. Effective interest rates of the finance lease ranged from 11% to 13%. All interest rates inherent in the leases are fixed at the contract date over the lease terms.

Finance lease receivables are secured by the leased assets and customer's deposits as at 30 June 2024 (31 December 2023: leased assets and customer's deposits).

The title of the leased assets will be transferred to the customers with minimal consideration at the end of the term of leases.

### 12. 於合資企業的權益

於2024年6月30日及2023年12月31日，本集團於以下合資企業中擁有權益：

Name of entity	Form of entity	Place of establishment	Registered capital	Proportion of ownership interests or participating shares held by the Group		Principal activities
				本集團持有之所有權權益或參與股份的比例		
實體名稱	實體形式	成立地點	註冊資本	30 June 2024 2024年 6月30日	31 December 2023 2023年 12月31日	主要業務
Hebao (Shenzhen) Information Technology Limited* (荷包(深圳)信息科技有限公司) ("Hebao")	Incorporated	The PRC	Ordinary, RMB20,000,000	49%	49%	Inactive
荷包(深圳)信息科技有限公司 〔荷包〕	註冊成立	中國	普通股 人民幣20,000,000元			暫停營業

\* English name is for identification purpose.

於2024年6月30日及直至本報告日期，本集團概無向荷包注入任何資金。

### 13. 融資租賃應收款項

融資租賃應收款項指本集團的附屬公司亞太鯤鵬融資租賃(深圳)有限公司與其承租人訂立的相關融資租賃協議。融資租賃的實際利率介乎11%至13%不等。租賃期內租約附帶之所有利率均於合約日期按定息釐定。

於2024年6月30日，融資租賃應收款項乃以租賃資產及客戶按金作抵押(2023年12月31日：租賃資產及客戶按金)。

租賃期末，租賃資產的所有權將按最低代價轉讓予客戶。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 14. TRADE AND OTHER RECEIVABLES

### 14. 貿易及其他應收款項

		<b>At 30 June 2024</b>	At 31 December 2023
		於2024年 6月30日	於2023年 12月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Trade receivables	貿易應收款項	<b>481,363</b>	360,993
Less: allowance for impairment losses	減：減值虧損撥備	<b>(18,980)</b>	(18,980)
		<b>462,383</b>	342,013
Other receivables	其他應收款項	<b>17,836</b>	20,244
Less: allowance for impairment losses	減：減值虧損撥備	<b>(7,745)</b>	(7,745)
		<b>10,091</b>	12,499
Deposits and prepayments	按金及預付款項	<b>1,149</b>	1,393
		<b>473,623</b>	355,905

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 14. TRADE AND OTHER RECEIVABLES (Continued)

An ageing of trade receivables, based on the invoice date, and net of allowance, is as follows:

0–30 days  
31–60 days  
Over 60 days

0至30日  
31至60日  
超過60日

At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>60,876</b>	20,918
<b>59,974</b>	24,680
<b>341,533</b>	296,415
<b>462,383</b>	342,013

The Group does not charge interest or hold any collateral over these balances.

Lifetime ECL that has been recognised in accordance with simplified approach set out in HKFRS 9 is as follows:

At the beginning of period/year  
Impairment losses recognised  
for the period/year  
Exchange realignment  
  
At the end of period/year

期初／年初  
期內／年內確認的減值虧損  
匯兌調整  
  
期末／年末

At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>18,980</b>	12,630
–	6,472
–	(122)
<b>18,980</b>	18,980

The carrying amount of the Group's trade receivables at the end of reporting period are denominated in HK\$ and RMB.

### 14. 貿易及其他應收款項(續)

根據發票日期及扣除撥備之貿易應收款項賬齡如下：

本集團並無就該等結餘收取利息或持有任何抵押品。

根據香港財務報告準則第9號所載簡化方法已確認的全期預期信貸虧損如下：

本集團於報告期末的貿易應收款項賬面值以港元及人民幣計值。



# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 15. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial asset at fair value through profit or loss include:

**Financial asset at fair value through profit or loss**  
— Equity securities listed in Hong Kong

### 15. 按公平值透過損益計量的金融資產

按公平值透過損益計量的金融資產包括：

<b>At 30 June 2024</b> 於2024年6月30日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	At 31 December 2023 於2023年12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>114</b>	126

**按公平值透過損益計量的金融資產**  
— 香港上市權益證券

### 16. TRADE AND OTHER PAYABLES

**Current**  
Trade payables  
Other payables  
Interest payable  
Security deposit for finance lease receivables  
Value added tax payables

**流動**  
貿易應付款項  
其他應付款項  
應付利息  
融資租賃應收款項的保證金  
應付增值稅

### 16. 貿易及其他應付款項

<b>At 30 June 2024</b> 於2024年6月30日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	At 31 December 2023 於2023年12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>158,979</b>	77,837
<b>46,747</b>	62,464
<b>8,015</b>	4,750
<b>213</b>	232
<b>183</b>	194
<b>214,137</b>	145,477

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 16. TRADE AND OTHER PAYABLES (Continued)

An ageing of trade payables, based on the invoice date, and net of allowance, is as follows:

		<b>At 30 June 2024</b>	At 31 December 2023
		於2024年 6月30日	於2023年 12月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
0-30 days	0至30日	<b>56,717</b>	33,764
31-60 days	31至60日	<b>55,820</b>	19,271
Over 60 days	60日以上	<b>46,442</b>	24,802
		<b>158,979</b>	77,837

### 16. 貿易及其他應付款項(續)

根據發票日期及扣除撥備之貿易應付款項賬齡如下：

### 17. LOAN FROM THE ULTIMATE HOLDING COMPANY

Unsecured:  
Other borrowings payable within one year  
(Note i)

無抵押：  
須於一年內支付的其他借貸(附註i)

		<b>At 30 June 2024</b>	At 31 December 2023
		於2024年 6月30日	於2023年 12月31日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
		<b>50,000</b>	50,000

### 17. 最終控股公司貸款

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 17. LOAN FROM THE ULTIMATE HOLDING COMPANY (Continued)

Notes:

- (i) As at 30 June 2024, the fixed interest rate of the loan from the ultimate holding company is 9.5% (31 December 2023: 9.5%) per annum. Interest charged for the six months ended 30 June 2024 amounted to approximately HK\$2,375,000 (six months ended 30 June 2023: waived) was accrued as interest payables under trade and other payables.
- (ii) As at 30 June 2024, approximately HK\$50,000,000 (31 December 2023: HK\$50,000,000) of loan from the ultimate holding company was denominated in HK\$ which is not the functional currency of the relevant Group entity and exposed the Group to foreign currency risk.

### 17. 最終控股公司貸款(續)

附註：

- (i) 於2024年6月30日，最終控股公司貸款之固定年利率為9.5%（2023年12月31日：9.5%）。截至2024年6月30日止六個月已扣除的利息約2,375,000港元（截至2023年6月30日止六個月：已豁免）應計為貿易及其他應付款項的應付利息。
- (ii) 於2024年6月30日，最終控股公司貸款約50,000,000港元（2023年12月31日：50,000,000港元）乃以港元計值，而港元並非有關集團實體的功能貨幣，令本集團面臨外幣風險。

### 18. LEASE LIABILITIES

### 18. 租賃負債

		At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Analysed for reporting purposes at:	作呈報用途分析為：		
Current liability	流動負債	168	497
Non-current liability	非流動負債	-	-
		<b>168</b>	<b>497</b>

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 19. BANK AND OTHER BORROWINGS

### 19. 銀行及其他借貸

		At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Bank loan	銀行貸款	1,626	1,655
Other loan	其他貸款	14,375	16,163
		<b>16,001</b>	17,818
Less: current portion	減：流動部分	<b>(16,001)</b>	(17,818)
Non-current portion	非流動部分	-	-
Analysis into:	分析為：		
The carrying amounts of the above borrowings are repayable	上述借貸的賬面值應按以下期限償還		
Within one year or on demand	一年內或按要求	16,001	17,818
In the second year to fifth years, inclusive	第二至第五年內(包括首尾兩年)	-	-
		<b>16,001</b>	17,818

As at 30 June 2024, the Group's bank borrowings are denominated in RMB, repayable in one year and bearing a fixed interest of 9% (31 December 2023: 8.4%) per annum.

於2024年6月30日，本集團銀行借貸以人民幣計值，於一年內償還及按固定年利率9% (2023年12月31日：8.4%) 計息。

As at 30 June 2024, the Group's bank borrowings are secured by personal guarantee up to RMB1,500,000, provided by a director of a subsidiary (31 December 2023: personal guarantee provided by a director of a subsidiary).

於2024年6月30日，本集團銀行借貸由一間附屬公司的一名董事提供的個人擔保最多人民幣1,500,000元 (2023年12月31日：由一間附屬公司之一名董事提供的個人擔保) 作抵押。

As at 30 June 2024, the Group's other loan are denominated in RMB, unsecured, interest at 8% (31 December 2023: 8%) per annum and repayable within one year.

於2024年6月30日，本集團其他貸款以人民幣計值，無抵押，按年利率8% (2023年12月31日：8%) 計息及須於一年內償還。



# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 20. PROMISSORY NOTES

As at 30 June 2024, the Group had outstanding unlisted promissory notes issued on 6 June 2018, 12 March 2021, 15 April 2021, 15 July 2021 and 7 June 2024, with principal amounts of HK\$10,000,000, HK\$3,000,000, HK\$9,000,000, HK\$12,000,000 and HK\$5,000,000, bearing an interest rate of 3%, 4%, 3%, 3% and 3% per annum respectively. The interests for the period ended 30 June 2024 had been conditionally waived, except the promissory note issued on 7 June 2024.

### 20. 承兌票據

於2024年6月30日，本集團於2018年6月6日、2021年3月12日、2021年4月15日、2021年7月15日及2024年6月7日發行的未償還非上市承兌票據本金額分別為10,000,000港元、3,000,000港元、9,000,000港元、12,000,000港元及5,000,000港元，每年分別以利率3%、4%、3%、3%及3%計息。截至2024年6月30日止期間的利息已獲有條件豁免，惟於2024年6月7日發行的承兌票據除外。

		HK\$'000 千港元
At 1 January 2022	於2022年1月1日	35,379
Imputed interest charged	已扣除的估算利息	648
Modifications	修訂	(2,272)
At 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	33,755
Issue of new promissory notes	發行新承兌票據	5,000
Imputed interest charged	已扣除的估算利息	563
At 30 June 2024	於2024年6月30日	39,318
		<b>At 30 June 2024</b>
		<b>於2024年6月30日</b>
		<b>HK\$'000</b>
		<b>千港元</b>
		<b>At 31 December 2023</b>
		<b>於2023年12月31日</b>
		<b>HK\$'000</b>
		<b>千港元</b>
The promissory notes are repayable as follows:	承兌票據須於以下期限償還：	
Within 1 year	一年內	27,477
Over 1 year but within 2 years	超過一年但兩年內	11,841
		33,755
		<b>39,318</b>
		33,755

The Group's promissory notes were unsecured, denominated in HK\$ which is not the functional currency of the relevant Group entity and exposed the Group to foreign currency risk.

本集團的承兌票據為無抵押，以港元計值，而港元並非有關集團實體的功能貨幣，令本集團面臨外幣風險。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 21. CORPORATE BONDS

As at 30 June 2024, the issued unlisted corporate bonds represent aggregate principal amount of approximately HK\$45,000,000 (31 December 2023: HK\$47,000,000) and accrued interest payables, bearing interest rates of 5% to 7% per annum. The corporate bonds are repayable in one year.

### 21. 企業債券

於2024年6月30日，已發行非上市企業債券本金總額約為45,000,000港元（2023年12月31日：47,000,000港元）並應計應付利息，按年利率5%至7%計息。企業債券須於一年內償還。

### 22. SHARE CAPITAL

### 22. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.005 each as at 31 December 2023 and 30 June 2024	於2023年12月31日及2024年6月30 日每股面值0.005港元的普通股	20,000,000	100,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.005 each as at 31 December 2023 and 30 June 2024	於2023年12月31日及2024年6月30 日每股面值0.005港元的普通股	982,000	4,910

There were no changes in the issued capital of the Company during the period from 31 December 2023 to 30 June 2024.

自2023年12月31日至2024年6月30日期間，本公司已發行股本並無變動。

### 23. CAPITAL COMMITMENT

### 23. 資本承擔

		At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure in respect of contracted commitments for contribution to the joint venture equivalent to RMB9,800,000	有關向合資企業注資的已訂約承擔的資本開支（相當於人民幣9,800,000元）	10,624	10,810

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 24. RELATED PARTY TRANSACTIONS

#### Compensation of key management personnel

The Group entered into the following significant transactions with related parties during the period:

The remuneration of key management personnel during the two periods ended 30 June 2024 and 2023 were as follows:

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term employee benefits	短期僱員福利	409	576
Post-employment benefits	退休福利	-	15
		<b>409</b>	<b>591</b>

The remuneration of the directors and key management personnel is determined by the Board having regards to the performance of individuals and market trends.

For the six months ended 30 June 2024, there were no other related parties transaction, that had to be disclosed as defined in Chapter 14A of the Listing Rules.

### 24. 關聯方交易

#### 主要管理人員的薪金

本集團於期內與關聯方訂立以下重大交易：

於截至2024年及2023年6月30日止兩個期間，主要管理人員的酬金如下：

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term employee benefits	短期僱員福利	409	576
Post-employment benefits	退休福利	-	15
		<b>409</b>	<b>591</b>

董事及主要管理人員的酬金由董事會經考慮個人表現及市場趨勢後釐定。

截至2024年6月30日止六個月，概無其他關聯方交易須根據上市規則第14A章之界定予以披露。

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the six months ended 30 June 2024 截至2024年6月30日止六個月

### 25. SHARE OPTION SCHEME

Pursuant to the written resolution of the shareholders of the Company on 11 October 2011, the Company has adopted a Share Option Scheme (the “Scheme”) for the purpose of motivating eligible participants to optimise their performance and efficiency for the benefit of the Group. The Board of directors shall be entitled at any time on a business day within 10 years commencing on the effective date of the Scheme to offer the grant of option to any eligible participants.

Eligible participants of the Scheme include (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds interest or a subsidiary of such company (“Affiliate”); or (ii) the trustee of any trust the beneficiary of which or discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficiary owned by any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate.

Any grant of options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates representing in aggregate over 0.1% of the shares in issue and with an aggregate value (based on the closing price of the shares at the date of each grant) in excess of HK\$5,000,000 in such person in any 12-months period up to and including the date of each grant must be approved by the independent non-executive directors, but excluding any independent non-executive director who is a proposed grantee and any further grant of options must be approved by the shareholders of the Company.

No share options are granted since the adoption of the Scheme and during the interim period. The Scheme was expired on 18 October 2021.

### 26. EVENT AFTER REPORTING PERIOD

The Group is exploring opportunities for expanding and enriching the scope of the cross border trading business. Announcement will be made as and when appropriate.

Save for disclosed herein, no other significant event is noted after reporting period.

### 25. 購股權計劃

根據2011年10月11日本公司股東書面決議案，本公司已採納一項購股權計劃（「該計劃」），旨在鼓勵合資格參與者爭取最佳表現及效率，使本集團受益。董事會可於該計劃生效日期起計10年內某營業日的任何時間內，向任何合資格參與者授出購股權。

該計劃的合資格參與者包括：(i)本集團或本集團持有權益的公司或該公司的附屬公司（「附屬公司」）任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人或顧問或承包商；或(ii)以本集團或附屬公司任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人或顧問或承包商為受益人的任何信託或全權信託對象包括上述人士的任何全權信託的受託人；或(iii)本集團或附屬公司任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人、顧問或承包商實益擁有的公司。

凡向本公司董事、最高行政人員或主要股東或其各自任何聯繫人士授出任何購股權，而截至各授出日期（包括該日）止任何12個月內，有關人士的購股權合共佔已發行股份逾0.1%及總值（根據各授出日期的股份收市價計算）逾5,000,000港元，均須經獨立非執行董事（但不包括任何身為建議承授人的任何獨立非執行董事）批准，且進一步授出任何購股權必須經由本公司股東批准。

自該計劃採納以來及於本中期期間，並無授出任何購股權。該計劃已於2021年10月18日屆滿。

### 26. 報告期後事項

本集團正在探索擴大及增進跨境貿易業務範圍的機遇，並將適時就此刊發公佈。

除本文所披露外，於報告期後並無注意到其他重大事項。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the provision of cross-border business and provision of finance leasing and consultancy service.

#### 1. Cross-border business

The Group commenced its cross-border business since 2017, and expand its cross-border business under the S2B2C and B2C model. The S2B2C model is to provide value-added service to e-commerce distributors and/or end consumers in the PRC by (i) securing a cross-border e-commerce platform that integrates overseas direct procurement, import and export supply chain management; and (ii) leasing of several bonded warehouses, which allow the Group to efficiently import products into the PRC and maintain inventory to respond to customer orders in a swift manner, while providing custom clearance, warehouse storage and logistics assistance to its customers to strengthen its competitive edge.

The B2C model allows the Group to directly advertise and offer its products to end-consumers. The Group believed that the B2C model could diversify the source of income generated from its cross-border business segment.

#### 2. Provision of finance leasing and consultancy service

The finance leasing business has been one of the principal businesses of the Group since 2014. The Group is from time to time looking for suitable opportunities to expand its finance leasing business.

The Group's finance leasing and consultancy service are mainly conducted in the following ways:

##### (i) Direct finance leasing

Direct finance leasing generally involves the Group acquiring machinery or equipment directly from the supplier at the instruction of the Group's customer, which is then leased to the customer of the Group. The customer will then repay the financing amount, interest and handling fee to the Group in monthly instalments. The financing amount granted by the Group will usually be determined based on the purchase price of the machinery or equipment and the customer's creditworthiness and ability to repay. Upon the expiry of the lease term and full repayment of the lease payment, the ownership of the machinery or equipment will be transferred to the customer at a nominal price. In direct finance leasing, although the Group has legal ownership to the machinery or equipment underlying the lease during the lease term, substantially all the risks and rewards of the ownership are transferred to the customer through contractual relationship between the Group and the customer.

### 業務回顧

本集團主要從事跨境業務以及提供融資租賃及諮詢服務。

#### 1. 跨境業務

本集團自2017年起開始從事跨境業務，並以S2B2C及B2C模式擴展跨境業務。S2B2C模式於中國向電商分銷商及／或終端客戶提供增值服務，方式為(i)獲得集海外直購、進出口供應鏈管理於一體的跨境電商平台；及(ii)租賃多個保稅倉庫以便本集團向中國高效進口產品，為迅速回應客戶訂單維持庫存，同時為客戶提供報關、倉儲及物流幫助，增強競爭力。

B2C模式使本集團直接向終端消費者推廣及銷售產品。本集團相信，B2C模式可豐富其跨境業務分部的收入來源。

#### 2. 提供融資租賃和諮詢服務

自2014年起，融資租賃業務一直為本集團的主要業務之一。本集團不時尋找合適的機會以擴展其融資租賃業務。

本集團融資租賃和諮詢服務主要以以下形式進行：

##### (i) 直接融資租賃

直接融資租賃通常涉及本集團按照本集團客戶的指示直接自供應商購買機械或設備，其後將其出租予本集團客戶。其後，客戶將按月分期向本集團償還融資額、利息及手續費。本集團所授出的融資額通常根據機械或設備的購買價格及客戶的信譽及還款能力釐定。租賃期限屆滿且租賃付款獲悉數償還後，機械或設備的所有權將以名義價格轉讓予客戶。於直接融資租賃中，儘管本集團於租賃期內對租賃相關的機械或設備具有合法所有權，惟所有權的絕大部分風險及報酬乃通過本集團與客戶之間的合約關係轉移予客戶。

# Management Discussion and Analysis

## 管理層討論及分析

### (ii) *Sale and leaseback*

Sale and leaseback typically involves a customer selling its owned machinery or equipment to the Group and the Group then lease back such machinery or equipment to this customer. This form of finance leasing is primarily used by customers who need working capital to fund their business operation. The customer will then repay the financing amount, interest and handling fee to the Group in monthly instalments. The financing amount granted by the Group will usually be determined based on the purchase price and depreciation of the machinery or equipment and the customer's creditworthiness and ability to repay. Upon the expiry of the lease term and full repayment of the lease payment, the ownership of the machinery or equipment will be transferred back to the customer at a nominal price. In sale and leaseback transaction, although the Group has legal ownership to the machinery or equipment underlying the lease during the lease term, substantially all the risks and rewards of the ownership are transferred to the customer through contractual relationship between the Group and the customer.

The Group's finance leasing and consultancy service team (the "Team"), with solid experience in finance lease and medical equipment sector, obtains information regarding upcoming potential pipeline projects from manufacturers, distributors, banks and other financial institutions. Upon obtaining such information, the Team will approach the potential customers for discussions and conduct due diligence for potential finance leasing cooperation, by ways of direct finance leasing or sales and leaseback.

Details for major terms of finance leasing as at 30 June 2024, including total outstanding finance lease receivables, maturity profile, interest rates, collaterals and/or guarantee obtained, are set out in note 13 to the Condensed Consolidated Interim Financial Statements.

The Team will perform (i) background assessment; (ii) financial capability and repayment ability assessment; (iii) credit assessment; (iv) guarantor background assessment; (v) subject matter assessment; and (vi) industry assessment, in the assessment of the credit risks of customers. The Group's approval process includes due diligence, feasibility study, verification and credit risk assessment. For the monitor of each outstanding finance lease contract, the Team will records the ledger, issue payment reminders, closely follow up instalments, maintain communication with customers to follow up overdue instalments (if any), and commence appropriate proceedings to recover outstanding instalments.

### (ii) *售後租回*

售後租回通常涉及客戶將其擁有的機械或設備出售予本集團，本集團其後將該等機械或設備租回予該客戶。此形式的融資租賃主要供需要營運資金為其業務營運提供資金的客戶使用。其後，客戶將按月分期償還本集團融資額、利息及手續費。本集團所授出的融資額通常根據購買價格及機械或設備的折舊以及客戶的信譽及還款能力釐定。租賃期限屆滿且租賃付款獲悉數償還後，機械或設備的所有權將以名義價格轉讓予客戶。於售後租回交易中，儘管本集團於租賃期內對租賃相關的機械或設備具有合法所有權，惟所有權的絕大部分風險及報酬乃是通過本集團與客戶之間的合約關係轉移予客戶。

本集團的融資租賃及諮詢服務團隊（「團隊」）在融資租賃及醫療設備領域擁有豐富經驗，其向製造商、分銷商、銀行及其他金融機構獲取有關未來潛在管道項目的資料。獲取有關資料後，團隊將聯絡潛在客戶進行商討，並就以直接融資租賃或售後租回形式進行的潛在融資租賃合作進行盡職審查。

有關於2024年6月30日融資租賃主要條款的詳情（包括未償還融資租賃應收款項總額、到期情況、利率、所得抵押品及／或擔保）載於簡明綜合中期財務報表附註13。

於評估客戶的信貸風險時，團隊將進行(i)背景評估；(ii)財務能力及還款能力評估；(iii)信貸評估；(iv)擔保人背景評估；(v)主體事項評估；及(vi)行業評估。本集團的審批程序包括盡職審查、可行性研究、查核及信貸風險評估。就監察各項未償還融資租賃合約而言，團隊將記錄台賬、發出付款提示、密切跟進分期付款項、與客戶保持溝通以跟進逾期分期付款項（如有）及展開適當程序以收回未償還分期付款項。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Performance

For the six months ended 30 June 2024, the Group recorded revenue of approximately HK\$329.1 million, representing a decrease of approximately HK\$46.8 million or (12.5)% as compared with the corresponding period in last year which was mainly due to decrease in sales of cross-border business.

For the six months ended 30 June 2024, the Group recorded a profit of approximately HK\$9.5 million, representing a decrease of approximately HK\$7.1 million or (42.8)% as compared with the corresponding period in last year which was mainly due to decrease in revenue.

### OUTLOOK

With the substantial expansion and operation of the cross-border business under the S2B2C model and B2C model, the Company takes advantage of its own imported products supply chain, which includes suppliers, bonded warehouses, warehouse management system, one-stop custom clearance procurement and logistics system, to provide integrated services of delivery for the imported products to the end consumers.

By providing the comprehensive valued added services under the S2B2C and B2C model, the operation of cross-border business of the Group continues to grow with expanding customer and supplier base, including both e-commerce distributors and merchant customers.

However, the future execution may be subject to capital investment, human resources constraints and economic environment. The Group will strive to improve its profitability and financial position but the plans and performance of the Group may also be hindered by other factors beyond the Group's control, such as the general market conditions, the development of the financing lease industry, cross-border import industry and e-commerce industry, rules and regulations, and the economic and political environment of Hong Kong.

### 財務表現

截至2024年6月30日止六個月，本集團錄得收益約329.1百萬港元，較去年同期減少約46.8百萬港元或(12.5)%，其乃主要由於跨境業務的銷售額減少所致。

截至2024年6月30日止六個月，本集團錄得溢利約9.5百萬港元，較去年同期減少約7.1百萬港元或(42.8)%，其乃主要由於收益減少所致。

### 前景

隨著跨境業務在S2B2C模式及B2C模式下大幅拓展並營運，本公司利用自身的進口產品供應鏈（包括供應商、保稅倉庫、倉儲管理系統、一站式清關採購及物流系統等），為進口產品送至終端消費者的貨運提供綜合服務。

透過在S2B2C及B2C模式下提供全面增值服務，本集團的跨境業務的運營持續增長，顧客及供應商基礎不斷擴張，包括電商分銷商及商業客戶。

然而，未來的執行或受制於資本投資、人力資源及經濟環境。本集團將竭力提高其盈利能力及財務狀況，但計劃及本集團表現亦可能受到本集團控制範圍以外的其他因素的阻礙，例如一般市況、融資租賃行業的發展、跨境進口行業及電子商務行業、規則及規例，以及香港的經濟及政治環境。



# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 June 2024, the Group recorded total assets of approximately HK\$496.3 million which were financed by internal resources of approximately HK\$115.8 million and liabilities of approximately HK\$380.5 million. The Group had total cash and bank balances of approximately HK\$12.2 million. The current ratio (current assets divided by current liabilities) of the Group decreased from 1.76 times as at 31 December 2023 to 1.33 times as at 30 June 2024. As at 30 June 2024, the Group did not have any deposit pledged to secure bank overdrafts, short-term bank loans and unused banking facilities. The Group's operation was mainly financed by funds generated from its operation and borrowings. As at 30 June 2024, the borrowings were mainly denominated in Hong Kong dollars ("HK\$") and Renminbi ("RMB"), while the cash and cash equivalents held by the Group were mainly denominated in HK\$, Renminbi and United States dollars ("US\$"). All of the Company's borrowings are on a fixed rate basis.

In June 2019, the Company issued a promissory note in a principal amount of HK\$10,000,000 with an interest rate of 3% per annum and a maturity of 2 years to an independent third party (the "PN10M"). The net proceeds of approximately HK\$10 million was intended to be used for working capital. As at 30 June 2024, approximately HK\$10 million was used as working capital as intended and the maturity of the PN10M had been extended to June 2025.

Pursuant to a subscription agreement dated 14 June 2019 and the supplemental agreement dated 17 June 2019, the Company issued convertible bonds in an aggregate principal amount of HK\$39,000,000 with 5% interest per annum three-year lifespan on 24 June 2019. Assuming full conversion of the Convertible Bonds at the initial conversion price of HK\$0.2, the Convertible Bonds will be convertible into 195,000,000 conversion shares. Details are disclosed in the announcements of the Company dated 14 June 2019, 17 June 2019 and 24 June 2019. The gross proceeds from the subscription of the Convertible Bonds was approximately HK\$39 million and the net proceeds was approximately HK\$38.7 million. During the year ended 31 December 2023, the outstanding principal and interest of the Convertible Bonds was reclassified to corporate bonds, no share was converted and the maturity of the corporate bonds had been extended to June 2025. Details are disclosed in the 2023 annual report notes 30 and 31 to the consolidated financial statements.

In March 2021, the Company issued a promissory note in principal amount of HK\$3,000,000 with an interest rate of 4% per annum and a maturity of 2 years to an independent third party (the "PN3M"). The proceeds of approximately HK\$3 million was intended to be used for working capital and/or repaying liabilities. As at the date of this report, approximately HK\$3 million was used as intended and the maturity of the PN3M had been extended to March 2025.

### 流動資金、財務資源及資本架構

於2024年6月30日，本集團錄得總資產約496.3百萬港元，乃由內部資源約115.8百萬港元及負債約380.5百萬港元提供資金。本集團的現金及銀行結餘總額約為12.2百萬港元。本集團的流動比率（流動資產除以流動負債）由2023年12月31日的1.76倍減至2024年6月30日的1.33倍。於2024年6月30日，本集團並無銀行透支、短期銀行貸款及未動用銀行融資的抵押存款。本集團的營運資金主要來自其經營活動產生的資金及借貸。於2024年6月30日，借貸主要以港元（「港元」）及人民幣（「人民幣」）計值，而本集團所持有的現金及現金等價物則主要以港元、人民幣及美元（「美元」）計值。本公司全部借貸均按固定利率計息。

於2019年6月，本公司發行本金額為10,000,000港元的承兌票據（「承兌票據10百萬」），年利率為3%，給予獨立第三方的到期日為2年。所得款項淨額約10百萬港元擬用作營運資金。於2024年6月30日，約10百萬港元已擬用作營運資金，以及承兌票據10百萬的到期日已延長至2025年6月。

根據日期為2019年6月14日之認購協議及2019年6月17日的補充協議，本公司已發行總本金額為39,000,000港元的可換股債券，年利率為5%，年期為自2019年6月24日起為期三年。假設以初步換股價0.2港元悉數轉換為可換股債券，則可換股債券將轉換為195,000,000股換股股份。詳情於本公司日期為2019年6月14日、2019年6月17日及2019年6月24日之公佈內披露。認購可換股債券所得款項總額為約39百萬港元，所得款項淨額約為38.7百萬港元。截至2023年12月31日止年度，可換股債券的未償還本金及利息已重新分類為企業債券，且並無轉換任何股份，而企業債券的到期日已延長至2025年6月。詳情已於2023年年報的綜合財務報表附註30及31中披露。

於2021年3月，本公司發行本金額為3,000,000港元的承兌票據，年利率為4%，給予獨立第三方的到期日為2年（「承兌票據3百萬」）。所得款項約3百萬港元擬用作營運資金及／或償還負債。於本報告日期，約3百萬港元已按計劃獲使用，以及承兌票據3百萬的到期日已延長至2025年3月。



# Management Discussion and Analysis

## 管理層討論及分析

In April 2021, the Company issued a promissory note in principal amount of HK\$9,000,000 with an interest rate of 3% per annum and a maturity of 1 year which can be extended to another 1 year with mutual written consent to an independent third party (the “PN9M”). The proceeds of approximately HK\$9 million was intended to be used for working capital and/or repaying liabilities. As at the date of this report, approximately HK\$9 million was used as intended and the maturity of the PN9M had been extended to April 2025.

In July 2021, the Company issued a promissory note in principal amount of HK\$12,000,000 with an interest rate of 3% per annum and a maturity of 1 year which can be extended to another 1 year with mutual written consent to an independent third party (the “PN12M”). The proceeds of approximately HK\$12 million was intended to be used for working capital and/or repaying liabilities. As at the date of this report, approximately HK\$12 million was used as intended and the maturity of the PN12M had been extended to July 2025.

In June 2024, the Company issued a promissory note in principal amount of HK\$5,000,000 with an interest rate of 3% per annum to an independent third party (the “PN5M”). The proceeds of approximately HK\$5 million was intended to be used for working capital and/or repaying liabilities. As at the date of this report, approximately HK\$5 million was used as intended and the maturity of the PN3M will be due and payable in June 2025.

In order to support and expand the cross-border business, the Group will strive to diversify its financing sources and explore fund raising opportunities, for example, credit facilities from financial institutions.

### CONTINGENT LIABILITIES

Save for disclosed in this report, the Group did not have any other significant contingent liabilities as at 30 June 2024 and 31 December 2023.

### GEARING RATIO

The gearing ratio was 31.4% as at 30 June 2024 (31 December 2023: 38.4%). The gearing ratio is arrived at by dividing the total external financing debt by total assets at the end of the corresponding period.

### FOREIGN EXCHANGE EXPOSURE AND INTEREST RATE RISK

In respect of the cross-border business, the Group is mainly exposed to the currency risk of HK\$/US\$/RMB, the Group considers its exposure to foreign currency risk is primarily in the fluctuation of RMB against HK\$/US\$ and HK\$ against RMB.

於2021年4月，本公司發行本金額為9,000,000港元的承兌票據，年利率為3%，給予獨立第三方的到期日為1年，經雙方書面同意可再延長1年（「承兌票據9百萬」）。所得款項淨額約9百萬港元擬用作營運資金及／或償還負債。於本報告日期，約9百萬港元已按計劃獲使用，以及承兌票據9百萬的到期日已延長至2025年4月。

於2021年7月，本公司發行本金額為12,000,000港元的承兌票據，年利率為3%，給予獨立第三方的到期日為1年，經雙方書面同意可再延長1年（「承兌票據12百萬」）。所得款項淨額約12百萬港元擬用作營運資金及／或償還負債。於本報告日期，約12百萬港元已按計劃獲使用，以及承兌票據12百萬的到期日已延長至2025年7月。

於2024年6月，本公司向獨立第三方發行本金額為5,000,000港元的承兌票據（「承兌票據5百萬」），年利率為3%。所得款項約5百萬港元擬用作營運資金及／或償還負債。於本報告日期，約5百萬港元已按計劃獲使用，以及承兌票據3百萬將於2025年6月到期及須予支付。

為支持及擴大跨境業務，本集團將努力多元化其融資來源及發掘集資機會，例如來自金融機構的信貸融資。

### 或然負債

除本報告所披露者外，本集團於2024年6月30日及2023年12月31日並無任何其他重大或然負債。

### 資產負債比率

於2024年6月30日的資產負債比率為31.4%（2023年12月31日：38.4%）。資產負債比率乃按相應期間末之外部融資債務總額除以總資產計算得出。

### 外匯風險及利率風險

就跨境業務而言，本集團主要面臨港元／美元／人民幣的貨幣風險，本集團認為其面臨的外匯風險主要為人民幣兌港元／美元及港元兌人民幣的波動風險。

# Management Discussion and Analysis

## 管理層討論及分析

In respect of the finance lease business, the Group's receipts, payments and operating expenses are all transacted in RMB, in which the Group expects the currency risks would be insignificant.

The Group currently does not have a foreign currency hedging policy. The Group will monitor its foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arises.

### CREDIT POLICY

Regarding the credit risk on finance lease receivables, the Group would assess the credit quality of each potential lessee and define limits for each lessee before accepting any new finance lease. The Group also demands certain finance lease borrowers to pledge further collaterals with the Group apart from the subject leased assets at the time the finance lease arrangement is entered into where considered necessary. In addition, the Group would also monitor the repayment history of finance lease payments from each finance lease lessee with reference to the repayment schedule from the date of finance lease was initially granted up to the reporting date to determine the recoverability of a finance lease receivable. Furthermore, the Group would assess and review the fair value of the pledged assets continuously to ensure the value of the relevant collateral could well cover the finance lease amount granted to the customers and any outstanding finance lease receivables.

### CAPITAL EXPENDITURE

For the six months ended 30 June 2024, the Group did not incur addition of property, plant and equipment (six months ended 30 June 2023: Nil).

### CAPITAL COMMITMENTS

As at 30 June 2024, the Group has contracted for capital contribution to investees amounting to approximately HK\$11.0 million (31 December 2023: HK\$10.8 million).

### CHARGES ON ASSETS

As at 30 June 2024, the Group does not have assets subjected to charges for securing obligations under finance lease (31 December 2023: Nil).

### EMPLOYEE AND REMUNERATION POLICY

As at 30 June 2024, the Group has a total workforce of approximately 43 employees (31 December 2023: 29) in Hong Kong and the PRC. Remuneration policies of the Group and the current market condition with salaries and wages were being reviewed on an annual basis. The Group also provided discretionary bonus, medical insurance, training programs, social security and provident fund to the staff of the Group. Pursuant to the written resolution of the shareholders on 11 October 2011, the Company has adopted a share option scheme (the "Scheme") for the purpose of motivating eligible participants. No share options were granted by the Company since the adoption of the Scheme.

就融資租賃業務而言，本集團的收入、支出以及營運開支均以人民幣交易，故本集團預期貨幣風險微不足道。

本集團現時並無外幣對沖政策。本集團將密切監察外匯風險情況，並將因應情況需要，考慮對沖重大的外幣風險。

### 信貸政策

就融資租賃應收款項相關信貸風險而言，本集團會評估各潛在承租人的信貸質素，並於接受任何新融資租賃前界定各承租人的限額。本集團如認為必要，則會於訂立融資租賃安排時，亦要求若干融資租賃借款人向本集團質押其他抵押品（標的租賃資產除外）。此外，本集團亦會參照自融資租賃首次授出之日直至報告日期的還款時間表，監察各融資租賃承租人的融資租賃付款還款記錄，以釐定融資租賃應收款項的可收回性。另外，本集團會持續評估及檢討抵押資產的公平值，確保相關抵押品之價值足以彌補授予客戶的融資租賃金額及任何未獲償還的融資租賃應收款項。

### 資本開支

截至2024年6月30日止六個月，本集團並無產生物業、廠房及設備之添置（截至2023年6月30日止六個月：無）。

### 資本承擔

於2024年6月30日，本集團具有就給予被投資者的資本貢獻的合約，約為11.0百萬港元（2023年12月31日：10.8百萬港元）。

### 資產質押

於2024年6月30日，本集團並無資產須承擔融資租賃項下的擔保義務（2023年12月31日：無）。

### 僱員及薪酬政策

於2024年6月30日，本集團於香港及中國聘有總計約43名員工（2023年12月31日：29名）。本集團每年參照本集團薪酬政策及當時的市況檢討薪金及工資。本集團亦向其員工提供酌情花紅、醫療保險、培訓計劃、社會保險及公積金。根據2011年10月11日的股東書面決議案，本公司已採納一項購股權計劃（「該計劃」），旨在激勵合資格參與者。本公司自採納該計劃以來並無授出任何購股權。

## Other Disclosures 其他披露

### SIGNIFICANT INVESTMENT HELD

Except for disclosed in Business Review and the investment in subsidiaries, during the six months ended 30 June 2024 and as at the date of this report, the Group did not hold any significant investment in equity interest in any company.

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the six months ended 30 June 2024 and up to the date of this report, the Group is exploring opportunities for the benefit of its business. Announcement will be made as and when appropriate. Save for disclosed elsewhere in this report, the Group does not have material acquisitions and disposals of subsidiaries and affiliated companies.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

While the Group is currently carrying out sufficient level of operations to support its operation which complies with Rule 13.24, it will continue to exploring ways to improve its financial performance and to broaden the sources of revenue within acceptable risk level. Hence, the Company does not rule out the possibility of investing capital assets or extending to other business as long as it is in the interest of the Company and the shareholders as a whole. Meanwhile, the Company does not preclude the possibility that the Company may implement debt and/or equity fund raising plan(s) to satisfy the financing needs arising out of any business development or investments of the Group as well as to improve its financial position in the event that suitable fund raising opportunities arise, as the Company has from time to time been approached by investors for potential investment projects. In this regard, the Company will publish announcement as and when appropriate according to applicable rules and regulations.

### INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2024 (2023: nil).

### MATERIAL EVENTS

Reference is made to the announcement of the Company dated 27 May 2024 that the Company entered into a strategic cooperation agreement (the "Strategic Cooperation Agreement") with Shenzhen Yuanshijie Technology Co., Limited\* (深圳市元視界科技有限公司) ("Yuanshijie"), which mainly operates the business of software development, data analysis and development of artificial intelligence technology. Pursuant to Strategic Cooperation Agreement, the Company and Yuanshijie will cooperate on various matters including but not limited to research and development on artificial intelligence technology and respective software development and its applications in cross-border business, financial and other areas. The Company and Yuanshijie will also explore the use of big data to enhance our competitiveness and upgrade our services in cross-border business. The Strategic Cooperation Agreement represents the intention of the parties to cooperate only and does not have any legal effect. As of the date of this report, no legal binding agreement has been

### 持有的重大投資

除於業務回顧所披露者及於附屬公司的投資外，於截至2024年6月30日止六個月及於本報告日期，本集團並無持有任何公司的任何重大股本權益投資。

### 重大收購及出售附屬公司及聯屬公司

於截至2024年6月30日止六個月及直至本報告日期，本集團正探索有益於其業務的機遇，並將適時就此刊發公佈。除本報告其他地方所披露者外，本集團並無重大收購及出售附屬公司及聯屬公司。

### 重大投資及資本資產之未來計劃

儘管本集團目前擁有足夠的營運水平以支持其符合第13.24條規定的營運，其仍將繼續探索各種改善其財務業績的方法並於可接受的風險水平內拓寬收入來源。因此，在符合本公司及股東的整體利益的情況下，本公司不排除投資資本資產或擴展至其他業務的可能性。同時，由於投資者不時與本公司聯繫以達成潛在的投資項目，本公司不排除執行債務及／或股權集資計劃的可能性，以滿足因本集團任何業務發展或投資而產生的融資需求以及於適當的籌資機會出現時改善其財務狀況。就此方面，本公司將根據適用的條例及法規於適當時刊發公佈。

### 中期股息

董事會已決議不會就截至2024年6月30日止六個月宣派任何中期股息(2023年：無)。

### 重大事項

茲提述本公司日期為2024年5月27日的公佈，本公司與深圳市元視界科技有限公司(「元視界」，其主要經營軟件開發、數據分析及人工智能科技開發業務)訂立戰略合作協議(「戰略合作協議」)。根據戰略合作協議，本公司與元視界將就多項事宜進行合作，包括但不限於人工智能科技的研究與開發以及各自在跨境業務、金融及其他領域的軟件開發及其應用。本公司及元視界亦將探索大數據的使用，以增強我們的競爭實力及升級我們於跨境業務的服務。戰略合作協議僅代表訂約雙方的合作意向，不具有任何法律效力。於本報告日期，本公司尚未與元視



## Other Disclosures 其他披露

signed by the Company with Yuanshijie. The Strategic Cooperation Agreement shall be effective for a term of one year. For more details, please refer to the announcement of the Company dated 27 May 2024.

References are made to the announcements of the Company dated 26 June 2024 and 27 June 2024 (“Announcements”) in relation to, among others, (i) the retirement of executive Director and independent non-executive Directors, (ii) the change of composition of board committees, and (iii) the non-compliance with the Listing Rules and terms of reference of board committees. Unless otherwise defined, capitalised terms used herein shall have the same meanings as used in the Announcements.

As disclosed in the Announcements, Mr. Zhou Yihong (“Mr. Zhou YH”), Ms. Huang Chunlian (“Ms. Huang”), Mr. Zhou Zhencun (“Mr. Zhou ZC”) and Mr. Chen Yongping (“Mr. Chen”) retired at the AGM held on 26 June 2024 in accordance with the bye-laws of the Company. As the resolutions for re-election of Mr. Zhou YH, Ms. Huang, Mr. Zhou ZC and Mr. Chen were not passed by the Shareholders at the AGM, Mr. Zhou YH has retired as an executive Director and each of Ms. Huang, Mr. Zhou ZC and Mr. Chen has retired as an independent non-executive Director with effect from the conclusion of the AGM (the “Retirement”). Following the Retirement:

- (i) Mr. Zhou YH has ceased to be a member of the remuneration committee of the Company (the “Remuneration Committee”) and the nomination committee of the Company (the “Nomination Committee”);
- (ii) Ms. Huang has ceased to be a chairman of the Remuneration Committee and a member of the audit committee of the Company (the “Audit Committee”) and the Nomination Committee;
- (iii) Mr. Zhou ZC has ceased to be a chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee; and
- (iv) Mr. Chen has ceased to be a chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

Moreover, following the Retirement:

- (i) the number of independent non-executive Directors fell below the minimum number required under Rules 3.10 of the Listing Rules;
- (ii) the Board comprises one executive Director. As such, the number of independent non-executive Directors fell below one-third of the Board as required under Rule 3.10A of the Listing Rules;
- (iii) the number of members of the Audit Committee fell below the minimum number required under Rule 3.21 of the Listing Rules;

界簽署具有法定約束力的協議。戰略合作協議的有效期為一年。有關更多詳情，請參閱本公司日期為2024年5月27日之公佈。

茲提述本公司日期為2024年6月26日及2024年6月27日內容有關(i)執行董事及獨立非執行董事退任；(ii)董事委員會組成變動；及(iii)不遵守上市規則及董事委員會職權範圍之公佈(「該等公佈」)。除文義另有所指外，本報告所用之詞彙與該等公佈所使用者具有相同涵義。

按該等公佈所披露，周逸洪先生(「周逸洪先生」)、黃春蓮女士(「黃女士」)、周振存先生(「周振存先生」)及陳永平先生(「陳先生」)根據本公司細則於2024年6月26日舉行之股東週年大會上退任。由於重選周逸洪先生、黃女士、周振存先生及陳先生之決議案未獲股東於股東週年大會通過，故周逸洪先生自股東週年大會結束時起退任執行董事，而黃女士、周振存先生及陳先生各自則自股東週年大會結束時起退任獨立非執行董事(「退任」)。繼退任後：

- (i) 周逸洪先生不再擔任本公司薪酬委員會(「薪酬委員會」)及本公司提名委員會(「提名委員會」)成員；
- (ii) 黃女士不再擔任薪酬委員會主席以及本公司審核委員會(「審核委員會」)及提名委員會成員；
- (iii) 周振存先生不再擔任提名委員會主席以及審核委員會及薪酬委員會成員；及
- (iv) 陳先生不再擔任審核委員會主席以及提名委員會及薪酬委員會成員。

此外，繼退任後：

- (i) 獨立非執行董事人數低於上市規則第3.10條規定的最低人數；
- (ii) 董事會由一名執行董事組成。因此，獨立非執行董事的人數低於上市規則第3.10A條規定的董事會人數的三分之一；
- (iii) 審核委員會成員人數低於上市規則第3.21條規定的最低人數；



## Other Disclosures 其他披露

- (iv) the composition the Remuneration Committee failed to meet the requirements Under Rule 3.25 of the Listing Rules;
  - (v) the composition the Nomination Committee failed to meet the requirements under rule 3.27A of the Listing Rules;
  - (vi) the number of members of each of the Audit Committee, Remuneration Committee and Nomination Committee fell below the minimum number required under the respective terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee; and
  - (vii) the number of Directors fell below the minimum number required under bye-law no. 83(1) of the bye-laws of the Company.
- (iv) 薪酬委員會的組成不符合上市規則第3.25條的規定；
  - (v) 提名委員會的組成不符合上市規則第3.27A條的規定；
  - (vi) 審核委員會、薪酬委員會及提名委員會各自的成員人數低於審核委員會、薪酬委員會及提名委員會各自職權範圍所規定的最低人數；及
  - (vii) 董事人數低於本公司細則第83(1)條細則規定的最低人數。

Following the Retirement and at the request of the Company, trading in the shares of the Company on the Stock Exchange has been halted with effect from 9:41 a.m. on 27 June 2024, pending the release of the announcement dated 27 June 2024 containing inside information of the Company in relation to the retirement of Directors. The trading in the shares of the Company on the Stock Exchange resumed from 9:00 a.m. on 28 June 2024.

As at the date of this report, a new independent non-executive Director, Mr. Sin Ka Man, has been appointed with effect from 29 August 2024, who is also appointed as the chairman of the Audit Committee and a member of both the Remuneration Committee and the Nomination Committee.

Referring to the announcement of the Company dated 30 August 2024, following the appointment of Mr. Sin Ka Man, there were two Directors on the Board and only one of them serves on the Audit Committee as its chairman. As such, the Audit Committee lacked the necessary quorum to convene a meeting to approve the 2024 interim results of the Group and this report. As a result, additional time was required for restoring the functionality of the Audit Committee. Therefore, the publications of the 2024 interim results of the Group and this report has been delayed. Pursuant to Rule 13.50 of the Listing Rules, the Stock Exchange will normally require suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules, and the suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. Accordingly, trading in the shares of the Company on the Stock Exchange was suspended with effect from 9:00 a.m. on 2 September 2024 until the announcement in relation to the 2024 interim results of the Group is published by the Company. The announcement in relation to the 2024 interim results of the Group has now been published and the Company has made an application to the Stock Exchange for the resumption of trading of the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 16 September 2024.

With effect from 2 September 2024, Ms. Liang Lina has been appointed as an independent non-executive Director, the chairperson of the Nomination Committee and a member of both the Remuneration Committee and the Audit Committee. With effect from 3 September 2024, Mr. Chen Yifan has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of both the Nomination Committee and the Audit Committee.

繼退任後及應本公司要求，本公司股份已自2024年6月27日上午九時四十一分起於聯交所暫停買賣，以待刊發日期為2024年6月27日之公佈，其中載有本公司有關董事退任的內幕消息。本公司股份於2024年6月28日上午九時正在聯交所恢復買賣。

於本報告日期，一名新任獨立非執行董事冼家敏先生已獲委任，自2024年8月29日起生效，彼亦獲委任為審核委員會主席以及薪酬委員會及提名委員會成員。

茲提述本公司日期為2024年8月30日之公佈，繼冼家敏先生獲委任後，董事會有兩名董事，其中只有一名擔任審核委員會主席。因此，審核委員會缺乏必要的法定人數召開會議以批准本集團2024年中期業績及本報告。有鑑於此，本公司需要額外時間恢復審核委員會的職能。因此，本公司延遲刊發本集團2024年中期業績及本報告。根據上市規則第13.50條，倘發行人未能根據上市規則刊發定期財務資料，則聯交所一般會要求發行人暫停買賣證券。暫停買賣安排一般維持有效直至發行人刊發載有必要財務資料之公佈為止。因此，本公司股份自2024年9月2日上午九時正起於聯交所暫停買賣，直至本公司刊發有關本集團2024年中期業績的公佈為止。有關本集團2024年中期業績的公佈現已刊發，且本公司已向聯交所申請本公司股份自2024年9月16日上午九時正起於聯交所恢復買賣。

梁麗娜女士已獲委任為獨立非執行董事、提名委員會主席以及薪酬委員會及審核委員會成員，自2024年9月2日起生效。陳一帆先生已獲委任為本公司獨立非執行董事、薪酬委員會主席以及提名委員會及審核委員會成員，自2024年9月3日起生效。

## Other Disclosures 其他披露

Following the appointment of Mr. Chen Yifan, the Board comprises four members, including one executive Director and three independent non-executive Directors. As such:

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| <p>(i) the number of Directors meets the minimum number required under bye-law no. 83(1) of the bye-laws of the Company;</p> <p>(ii) the number of independent non-executive Directors fulfills the requirement of at least one-third of the Board under Rule 3.10A of the Listing Rules;</p> <p>(iii) the number of independent non-executive Directors has reached the minimum number required under Rules 3.10 of the Listing Rules;</p> <p>(iv) the number of members of the Audit Committee has reached the minimum number required under Rule 3.21 of the Listing Rules;</p> <p>(v) the composition the Remuneration Committee fulfills the requirements under Rule 3.25 of the Listing Rules;</p> <p>(vi) the composition the Nomination Committee fulfills the requirements under Rule 3.27A of the Listing Rules; and</p> <p>(vii) the number of members of each of the Audit Committee, Remuneration Committee and Nomination Committee has reached the minimum number required under their respective terms of reference.</p> | <p>繼陳一帆先生獲委任後，董事會包括四名成員，包括一名執行董事及三名獨立非執行董事。因此：</p> <p>(i) 董事人數符合本公司細則第83(1)條細則規定的最低人數；</p> <p>(ii) 獨立非執行董事的人數符合上市規則第3.10A條規定的董事會人數至少三分之一的要求；</p> <p>(iii) 獨立非執行董事人數已達到上市規則第3.10條規定的最低人數；</p> <p>(iv) 審核委員會成員人數已達到上市規則第3.21條規定的最低人數；</p> <p>(v) 薪酬委員會的組成符合上市規則第3.25條的規定；</p> <p>(vi) 提名委員會的組成符合上市規則第3.27A條的規定；及</p> <p>(vii) 審核委員會、薪酬委員會及提名委員會各自的成員人數符合其各自職權範圍所規定的最低人數。</p> |
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### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period under review.

### **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION**

At 30 June 2024, to the best knowledge of the Directors, none of the Directors nor the chief executive of the Company had registered an interest and/or short positions in the share, the underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

### **購買、出售或贖回本公司上市證券**

於回顧期間，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### **董事及行政人員於本公司或本公司任何指定承諾或任何其他相聯法團的股份、相關股份及債權證中的權益及／或淡倉**

於2024年6月30日，就董事所知，概無董事及本公司行政人員已登記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）的股份、相關股份或債權證中擁有本公司根據證券及期貨條例第352條須存置的登記冊所記錄，或已根據上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及聯交所的權益及／或淡倉。

## Other Disclosures 其他披露

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the period ended 30 June 2024 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors, their respective spouses or minor children to acquire such rights in any other body corporate.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2024, the interests and short positions of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

#### Long position:

### 董事收購股份的權利

於截至2024年6月30日止期間內任何時候，任何董事或其各自的配偶或未成年子女概無任何權利藉以透過收購本公司或任何其他法人團體的股份或債權證而獲益，彼等亦無行使任何有關權利；或本公司或其任何附屬公司概無達成任何安排，使董事、其各自的配偶或未成年子女可於任何其他法人團體獲得該等權利。

### 主要股東及其他人士於股份及相關股份的權益及淡倉

於2024年6月30日，本公司根據證券及期貨條例第336條須存置的權益登記冊已記錄擁有本公司已發行股本5%或以上的權益及淡倉如下：

#### 好倉：

Name of Shareholders	Capacity and nature of interest	Number of ordinary shares held (Note 1) 持有普通股數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Triumph Hope Limited (Note 2) Triumph Hope Limited (附註2)	Beneficial owner 實益擁有人	501,330,000 (L) (S)	51.05
Mr. Chan Chung Shu (Note 2) 陳仲舒先生 (附註2)	Interest in controlled corporation (Note 2) 受控法團權益 (附註2)	501,330,000 (L) (S)	51.05
Great Wall International Investment XX Limited (Note 2) Great Wall International Investment XX Limited (附註2)	Corporation having security interest in shares 擁有股份抵押權益之公司	501,330,000 (L)	51.05
China Great Wall AMC (International) Holdings Company Limited (Note 2) 中國長城資產(國際)控股有限公司 (附註2)	Interest in controlled corporation 受控法團權益	501,330,000 (L)	51.05
China Great Wall Asset Management Co., Ltd. (Note 2) 中國長城資產管理股份有限公司 (附註2)	Interest in controlled corporation 受控法團權益	501,330,000 (L)	51.05

## Other Disclosures 其他披露

Name of Shareholders	Capacity and nature of interest	Number of ordinary shares held (Note 1)	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
股東姓名	身份及權益性質	持有普通股數目 (附註1)	
Shanxi Coking Coal Electrical (Hong Kong) Company Limited (Note 3) 山西焦煤機電(香港)有限公司(附註3)	Beneficial interest 實益權益	58,800,000 (L)	5.99
Mr. Ke Xin Hai 克新海先生	Beneficial owner 實益擁有人	57,000,000 (L)	5.80
Smith Lexi Lucia (Note 4) Smith Lexi Lucia (附註4)	Interest in controlled corporation 受控法團權益	195,000,000 (L)	19.86
Forever Brilliance International Group Co., Limited (Note 4) Forever Brilliance International Group Co., Limited (附註4)	Beneficial owner 實益擁有人	195,000,000 (L)	19.86

### Notes:

- (1) The letter "L" denotes a long position in interest in the share capital of the Company while the letter "S" denotes a short position in interest in the share capital of the Company.
- (2) Mr. Chan Chung Shu, an executive Director and chairman of the Board until 2 July 2019, is deemed to be interested in 501,330,000 shares of the Company held by Triumph Hope Limited by virtue of it being controlled by him. Triumph Hope Limited acquired a total of 501,210,000 shares of the Company on 25 October 2017. On 17 January 2018, Triumph Hope Limited acquired additional 120,000 shares as a result of the close and being received valid acceptances of 120,000 offer shares under an unconditional mandatory cash offer by Triumph Hope Limited for all the issued shares of the Company.
- On 24 April 2018, Triumph Hope Limited had pledged 501,330,000 shares of the Company as security for a term loan facility provided to Triumph Hope Limited by Great Wall International Investment XX Limited which was wholly-owned by China Great Wall AMC (International) Holdings Company Limited which was, in turn, wholly-owned by China Great Wall Asset Management Co., Ltd. 中國長城資產管理股份有限公司。
- (3) Shanxi Coking Coal Group Company Limited is the beneficial owner of 100% of the issued share capital of Shanxi Coking Coal Electrical (Hong Kong) Company Limited and is deemed to be interested in the 58,800,000 Shares held by Shanxi Coking Coal Electrical (Hong Kong) Company Limited under the SFO.
- (4) Forever Brilliance International Group Co., Limited is wholly owned by Smith Lexi Lucia.

### 附註：

- (1) 字母「L」表示於本公司股本權益的好倉，字母「S」表示於本公司的股本中的淡倉。
- (2) 執行董事兼董事會主席陳仲舒先生(直至2019年7月2日為止)因控制Triumph Hope Limited而被視為於該公司所持有的501,330,000股股份中擁有權益。Triumph Hope Limited於2017年10月25日收購本公司合共501,210,000股股份。於2018年1月17日，Triumph Hope Limited額外收購了120,000股股份，此乃由於Triumph Hope Limited為本公司所有已發行股份提出的強制性無條件現金要約截止並收到120,000股發售股份的有效接納所致。
- 於2018年4月24日，Triumph Hope Limited抵押本公司501,330,000股股份作為Great Wall International Investment XX Limited向Triumph Hope Limited提供定期貸款融資的抵押，Great Wall International Investment XX Limited乃由中國長城資產(國際)控股有限公司全資擁有，而中國長城資產(國際)控股有限公司則由中國長城資產管理股份有限公司全資擁有。
- (3) 山西焦煤集團有限責任公司為山西焦煤機電(香港)有限公司100%已發行股本的實益擁有人，故根據證券及期貨條例被視為於山西焦煤機電(香港)有限公司所持有的58,800,000股股份中擁有權益。
- (4) Forever Brilliance International Group Co., Limited由Smith Lexi Lucia全資擁有。

Save as disclosed above, as at 30 June 2024, no person had registered an interest or short position in the shares, underlying shares or debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上文所披露者外，於2024年6月30日，並無任何人士於本公司的股份、相關股份或債權證中擁有根據證券及期貨條例第336條須予記錄的權益或淡倉。



## Other Disclosures 其他披露

### DIRECTOR'S INTERESTS IN A COMPETING BUSINESS

To the best knowledge of the Directors, none of the Directors and their respective associates (as defined in the Listing Rules) are considered to have any interests in the businesses which compete or are likely to compete, either directly or indirectly, with the business of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

### COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2024, the Company had complied with the applicable Code Provisions set out in the Code on Corporate Governance Practices contained in Appendix C1 of the Listing Rules.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct (the "Code of Conduct") regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules (the "Model Code"). Having made specific enquiry of all Directors, all Directors have confirmed that they had complied with the required standard set out in the Model Code and the Code of Conduct during the six months ended 30 June 2024.

To enhance the corporate governance of the Group as a whole, all relevant employees who are likely to be in possession of unpublished price sensitive information in relation to the Group or securities of the Company are subject to full compliance with written guidelines on no less exacting terms than the Model Code. No incident of non-compliance was noted by the Company during the period under review.

### APPOINTMENT OF AUTHORISED REPRESENTATIVE

Mr. Zhang Rujie, an executive Director, has been appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 14 September 2024.

### AUDIT COMMITTEE

The Committee has reviewed the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2024 and has discussed with the senior management the internal control, risk management and financial reporting matters as well as the accounting principles and practices adopted by the Group in relation to the preparation of the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2024.

By Order of the Board  
**Momentum Financial Holdings Limited**  
**Zhang Rujie**  
*Executive Director*

Hong Kong, 14 September 2024

### 董事於競爭業務之權益

就董事所深知，概無董事及彼等各自之聯繫人士（定義見上市規則）被視為於對本集團業務直接或間接構成競爭或可能構成競爭之業務（董事獲委任以董事身分代表本公司及／或本集團權益之業務除外）中擁有任何權益。

### 遵守企業管治常規守則

截至2024年6月30日止六個月，本公司已遵守上市規則附錄C1所載的企業管治常規守則所載的適用守則條文。

### 遵守董事進行證券交易的標準守則

本公司已採納一套有關董事進行證券交易之操守守則（「操守守則」），其條款不遜於上市規則附錄C3所載之上市發行人董事進行證券交易的標準守則（「標準守則」）載列的規定標準。經向全體董事作出特定查詢後，全體董事均已確認，彼等於截至2024年6月30日止六個月已遵從標準守則及操守守則載列的規定標準。

為加強本集團整體之企業管治，可能擁有有關本集團或本公司證券之未公開股價敏感資料之所有有關僱員均須全面遵守書面指引，其條款不遜於標準守則之條文。本公司於回顧期間並未發現任何違規事件。

### 委任授權代表

執行董事張如潔先生已根據上市規則第3.05條獲委任為本公司授權代表，自2024年9月14日起生效。

### 審核委員會

委員會已審閱本集團截至2024年6月30日止六個月之未經審核簡明綜合中期財務報表，並已與高級管理層討論內部監控、風險管理及財務申報事宜，以及本集團就編製本集團截至2024年6月30日止六個月之未經審核簡明綜合中期財務報表所採納之會計原則及常規。

承董事會命  
**正乾金融控股有限公司**  
**執行董事**  
**張如潔**

香港，2024年9月14日





MOMENTUM FINANCIAL  
HOLDINGS LIMITED  
正乾金融控股有限公司