

# Pizu Group Holdings Limited

## 比優集團控股有限公司

(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 : 8053

### 2022/2023

First Quarterly Report

第一季度業績報告



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### 香港聯合交易所有限公司（「聯交所」）GEM的特色

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

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

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本報告的資料乃遵照《聯交所GEM證券上市規則》而刊載，旨在提供有關比優集團控股有限公司的資料；比優集團控股有限公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

## HIGHLIGHTS

- Turnover of the Group for the quarter ended 30 June 2022 (the "Quarterly Period") was approximately RMB469.16 million, representing an increase of approximately 3.39% as compared to corresponding period in the previous fiscal year.
- The Group recorded a profit attributable to Owners of approximately RMB62.67 million for the Quarterly Period.
- The Group recorded a total comprehensive income attributable to Owners of approximately RMB73.65 million for the Quarterly Period.
- Basic and diluted earnings per share of the Group was approximately RMB0.018 for the Quarterly Period.
- The Board does not recommend the payment of any dividend for the Quarterly Period.

## 摘要

- 本集團截至二零二二年六月三十日止季度（「本季度」）之營業額約為人民幣46,916萬元，較上一個財政年度同期增長約3.39%。
- 於本季度，本集團記錄之擁有人應佔溢利約為人民幣6,267萬元。
- 於本季度記錄之擁有人應佔全面收入總額為人民幣7,365萬元。
- 本集團於本季度之每股基本及攤薄盈利約為人民幣0.018元。
- 董事會並不建議就本季度派發任何股息。

## UNAUDITED RESULTS FOR THE QUARTER ENDED 30 JUNE 2022

## 截至二零二二年六月三十日止季度之未經審核業績

The board (the "Board") of directors (the "Director(s)") of Pizu Group Holdings Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the Quarterly Period, together with the unaudited comparative figures for the corresponding period in 2021, as follows:

比優集團控股有限公司(「本公司」)董事會(「董事會」)董事(「董事」)謹公佈本公司及其附屬公司(統稱「本集團」)於本季度之未經審核綜合業績，連同二零二一年同期之未經審核比較數字如下：

(Unless otherwise stated, all financial figures presented in this quarterly financial report are denominated in Renminbi ("RMB") thousand dollars)

(除明確註明外，本季度財務報告內之所有財務數字是以人民幣(「人民幣」)千元列值)

|  |                | Three months ended<br>30 June<br>截至六月三十日止三個月 |               |
|--|----------------|--|---------------|
|  | Notes<br>附註    | 2022<br>二零二二年                                | 2021<br>二零二一年 |
| <b>Revenue</b>                           | <b>收益</b>      | <b>469,164</b>                               | 453,762       |
| Cost of goods sold and services provided | 銷售貨品成本及所提供服務   | <b>(310,461)</b>                             | (290,795)     |
| <b>Gross profit</b>                      | <b>毛利</b>      | <b>158,703</b>                               | 162,967       |
| Other income and gain                    | 其他收入及收益        | <b>3,021</b>                                 | 3,569         |
| Share of profit of associates            | 應佔聯營公司之盈利      | <b>3,218</b>                                 | 2,684         |
| Selling and distribution expenses        | 銷售及分銷支出        | <b>(1,656)</b>                               | (14,954)      |
| Administrative expenses                  | 行政支出           | <b>(32,138)</b>                              | (23,263)      |
| <b>Profit from operating</b>             | <b>經營溢利</b>    | <b>131,148</b>                               | 131,003       |
| Finance costs                            | 融資成本           | <b>(3,871)</b>                               | (1,329)       |
| <b>Profit before income tax</b>          | <b>除所得稅前溢利</b> | <b>127,277</b>                               | 129,674       |
| Income tax                               | 所得稅            | <b>(10,027)</b>                              | (17,216)      |
| <b>Profit for the period</b>             | <b>本期間溢利</b>   | <b>117,250</b>                               | 112,458       |

Three months ended  
30 June

截至六月三十日止三個月

|  |                 | Notes<br>附註 | 2022<br>二零二二年                | 2021<br>二零二一年                |
|--|-----------------|-------------|------------------------------|------------------------------|
| <b>Other comprehensive income/(loss) for the period</b>            | 本期間其他全面收益／（虧損）  |             |                              |                              |
| Exchange differences arising from translation of foreign operation | 換算海外業務產生之匯兌差額   |             | <b>23,805</b>                | (2,367)                      |
| <b>Total comprehensive income for the period (net of tax)</b>      | 本期間全面收入總額（扣除稅項） |             | <b>141,055</b>               | 110,091                      |
| <b>Profit attributable to:</b>                                     | 以下應佔溢利：         |             |                              |                              |
| – Owners of the Company  | – 本公司擁有人        |             | <b>62,670</b>                | 65,490                       |
| – Non-controlling interest   | – 非控股權益         |             | <b>54,580</b>                | 46,968                       |
|  |                 |             | <b>117,250</b>               | 112,458                      |
| <b>Total comprehensive income attributable to:</b>                 | 以下應佔全面收益總額：     |             |                              |                              |
| – Owners of the Company  | – 本公司擁有人        |             | <b>73,652</b>                | 72,877                       |
| – Non-controlling interest   | – 非控股權益         |             | <b>67,403</b>                | 37,214                       |
|  |                 |             | <b>141,055</b>               | 110,091                      |
|  |                 |             | <b>RMB (Yuan)<br/>人民幣（元）</b> | <b>RMB (Yuan)<br/>人民幣（元）</b> |
| <b>Earnings per share Basic and diluted</b>                        | 每股盈利基本及攤薄       | 6           | <b>0.018</b>                 | 0.018                        |

Notes:

附註：

## 1. Principal accounting policies

The unaudited quarterly report has been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31 March 2022.

The quarterly report is unaudited, but has been reviewed by the audit committee of the Company.

The Group principally operates in the People's Republic of China (the "PRC") with its business activities principally transacted in RMB, the results of the Group are therefore prepared in RMB.

## 2. Revenue

An analysis of the revenue from the Group's principal activities, which is also the Group's turnover is as follows:

## 1. 主要會計政策

未經審核季度報告乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）及香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）之適用披露規定編製。所採用之會計政策與截至二零二二年三月三十一日止年度之全年財務報表所列載者貫徹一致。

季度報告為未經審核，惟已由本公司審核委員會審閱。

本集團主要在中華人民共和國（「中國」）經營業務，其業務活動主要以人民幣進行，因此本集團之業績乃以人民幣編製。

## 2. 收益

本集團主要業務活動收入（亦是本集團營業額）分析如下：

### Three months ended 30 June 截至六月三十日止三個月

|                                  |        | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2021<br>二零二一年<br>RMB'000<br>人民幣千元 |
|----------------------------------|--------|-----------------------------------|-----------------------------------|
| Sales of explosives              | 銷售爆炸物品 | 161,042                           | 161,365                           |
| Provision of blasting operations | 提供爆破作業 | 182,871                           | 292,397                           |
| Mining operation                 | 採礦業務   | 125,251                           | —                                 |
|                                  |        | <b>469,164</b>                    | <b>453,762</b>                    |



### 3. Finance cost

### 3. 融資成本

Three months ended 30 June  
截至六月三十日止三個月

|                                   |          | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2021<br>二零二一年<br>RMB'000<br>人民幣千元 |
|-----------------------------------|----------|-----------------------------------|-----------------------------------|
| Interest charge on bank borrowing | 銀行借貸利息開支 | 3,864                             | 1,323                             |
| Interest on lease liabilities     | 租賃負債的利息  | 7                                 | 6                                 |
|                                   |          | <b>3,871</b>                      | <b>1,329</b>                      |

### 4. Income Tax

### 4. 所得稅

No provision for Hong Kong profits tax is made for current year and prior year as there is no assessable profits arising in Hong Kong for both years. Tajikistan Corporate Income Tax rate is calculated at applicable rates of 23% (for activities other than goods production) and 13% (for activity of goods production); whereas EIT is calculated at the applicable rate of 25%, except that:

由於在本年度及過往年度並無於香港產生應評稅利潤，故並無於該兩個年度計提香港利得稅撥備。塔吉克斯坦企業所得稅按23%（就貨品生產以外業務而言）及13%（就貨品生產業務而言）的適用稅率計算；而中國企業所得稅則按25%的適用稅率計算，惟以下除外：

- (i) The Tajikistan subsidiary of the Company is exempted from Tajikistan Corporate Income Tax for 5 years until March 2022 pursuant to the investment agreement between the subsidiary and the Tajikistan government. The subsidiary is still applying for continued exemption from Tajikistan Corporate Income Tax.
- (ii) Three PRC subsidiaries of the Company which have obtained the New and Hi-tech Enterprise recognition are entitled to enjoy preferential EIT rate of 15% for a period of 3 years from 4 September 2020, 1 December 2021 (2021: 3 December 2018) and 13 November 2019 respectively.
- (iii) Two branches and a subsidiary of the Company which are located in the Tibet Autonomous Region of the PRC are entitled to preferential tax rate. Based on the tax ruling announced by the PRC central tax authorities, the EIT rate of Lhasa is 9% for the subsidiary. The EIT rate resumed to 15% for other two branches.

- (i) 根據本公司塔吉克斯坦附屬公司與塔吉克斯坦政府訂立的投資協議，附屬公司獲豁免塔吉克斯坦企業所得稅，為期五年至二零二二年三月為止。該附屬公司仍在申請繼續獲豁免塔吉克斯坦企業所得稅。
- (ii) 本公司已取得高新技術企業資格認可的三間中國附屬公司分別從二零二零年九月四日、二零二一年十二月一日（二零二一年：二零一八年十二月三日）及二零一九年十一月十三日起三年期間可享受15%的中國企業所得稅優惠稅率。
- (iii) 本公司位於中國西藏自治區之兩家公司及附屬公司，可享受優惠稅率。根據中國中央稅務機關公佈的稅務規例，該附屬公司的拉薩企業所得稅率為9%。而其他兩家分公司的企業所得稅率已恢復為15%。

Income tax represents:

所得稅指：

|                                   |             | Three months ended 30 June<br>截至六月三十日止三個月 |                                   |
|-----------------------------------|-------------|---|-----------------------------------|
|                                   |             | 2022<br>二零二二年<br>RMB'000<br>人民幣千元         | 2021<br>二零二一年<br>RMB'000<br>人民幣千元 |
| <b>Current tax</b>                | <b>本期稅項</b> |   |                                   |
| PRC Enterprise Income Tax         | 中國企業所得稅     | 9,974                                     | 17,216                            |
| Tajikistan Corporation Income Tax | 塔吉克斯坦企業所得稅  | 53  | —                                 |
|                                   |             | <u>10,027</u>                             | <u>17,216</u>                     |

#### 5. Dividends

The Board does not recommend payment of any dividend for the Quarterly Period (2021: Nil).

#### 5. 股息

董事會並不建議就本季度派付任何股息（二零二一年：無）。

#### 6. Earnings per share

The calculation of basic earnings per share are based on the following data:

#### 6. 每股盈利

每股基本盈利乃根據以下數據計算：

|   |                   | Three months ended 30 June<br>截至六月三十日止三個月 |                                   |
|---|-------------------|---|-----------------------------------|
|   |                   | 2022<br>二零二二年<br>RMB'000<br>人民幣千元         | 2021<br>二零二一年<br>RMB'000<br>人民幣千元 |
| Profit attributable to the owners of the Company  | 本公司擁有人應佔溢利        | <u>62,670</u>                             | <u>65,490</u>                     |
|   |                   | 2022<br>二零二二年<br>'000<br>千股               | 2021<br>二零二一年<br>'000<br>千股       |
| Weighted average number of the ordinary shares for the purposes of basic earnings per share | 計算每股基本盈利的普通股加權平均數 | <u>3,529,880</u>                          | <u>3,558,724</u>                  |

For the Quarterly Period and the corresponding period in 2021, there is no potentially dilutive share in issue during the respective period and thus the diluted earnings per share is also the same as the basic earnings per share in the respective period.

截至本季度期間及2021年同期在各期間並無潛在攤薄已發行股份，因此，在各期間每股攤薄盈利亦與每股基本盈利相同。



## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

The turnover of the Group for the Quarterly Period increased by approximately 3.39% as compared with the corresponding period in 2021. The reason for the increase in turnover is that the mining operation business that was officially put into full operation in the second half of the previous year has become our regular business. In addition, due to the reasons of the mine owners, the indirect shutdown of infrastructure projects resulted in a decrease of about 37.45% in blasting business.

The selling and distribution expenses for the Quarterly Period decreased by approximately 88.93% as compared with the corresponding period in 2021, which was mainly due to the fact that the Group recognised the shipping costs related to the sale of explosives as cost of sales from the Quarterly Period.

### CHARGE OF ASSETS

The Group's borrowings are secured by the pledge of certain contract assets and trade receivables, right-of-use assets and property, plant and equipment amounting to approximately RMB196,330,000 (2021: Nil), RMB391,000 (2021: Nil) and RMB6,693,000 (2021: Nil) respectively; mining right of approximately RMB107,420,000 (2021: 109,191,000), guarantees provided by certain shareholders, an affiliate of shareholders, directors and a related party of a subsidiary and personal guarantee from Mr. Ma Qiang, the former executive Director and chairman of the Company.

## BUSINESS REVIEW AND PROSPECTS

### Business Review

During the Quarterly Period, in the face of the unstable world economic and political environment, the Group actively adjusted its procurement and management policies under the unfavorable circumstances of rising raw material prices, so as to minimize the impact on its profit margins.

## 管理層討論及分析

### 財務回顧

本集團之季度營業額較二零二一年同期增長約3.39%。營業額之增長原因是我們於上一年度下半年度已正式投產的採礦業務已經成為我們的恆常業務。另外，因為礦產業主的原因，基建性項目間接性停產，導致爆破業務的減少約37.45%。

本季度之銷售及分銷支出較二零二一年同期減少約88.93%，其主要原因為本集團自本期起將有關銷售爆炸品的運費作為銷售成本。

### 資產抵押

本集團之借款以分別約為人民幣196,330,000元（二零二一年：無）、人民幣391,000元（二零二一年：無）及人民幣6,693,000元（二零二一年：無）的若干合約資產及應收貿易賬款、使用權資產以及物業、廠房及設備的質押；約為人民幣107,420,000元（二零二一年：人民幣109,191,000元）的採礦權；附屬公司若干股東、股東聯屬人士、董事及關聯方提供的擔保；及本公司前執行董事兼主席馬強先生作出的個人擔保作抵押。

## 業務回顧及前景展望

### 業務回顧

於本季度期間，本集團面對不穩定的世界經濟政治環境，在原材料價格不斷上升的不利的情況下，積極調整採購及管理政策，以令其對利潤的影響降至最低。

Anhui Jinding Mining Co., Ltd., a wholly-owned subsidiary acquired by the Group at the end of 2020 and put into formal production in the second half of 2021, has entered a stable production period and achieved the expected results, bringing stable income to the Group.

### Business Outlook

The Group will continuously focus on the production and sales of explosives for civilian use, as well as the provision of blasting operations and mining operations, to jointly create sustainable and stable income for the Group and greater returns for the shareholders.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which is taken or deemed to have under such provisions of the SFO), or which were required, to be entered in the register required to be kept under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

本集團於二零二零年底收購，二零二一年下半年投入正式生產之全資附屬公司安徽省金鼎礦業有限公司已進入穩產期，且已達到預期成果，給本集團帶來了穩定收益。

### 業務展望

本集團會繼續以生產銷售民用爆炸品，提供爆破作業以及採礦業務為主，共同為集團創造持續穩定的收益，為廣大股東創造更大的回報。

### 董事及主要行政人員於本公司及其相聯法團股份及相關股份之權益或淡倉

於二零二二年六月三十日，本公司之董事及主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證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之權益或淡倉（包括根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉，如下：

**The Company – interests in shares and underlying shares**      本公司 – 股份及相關股份權益

| Name of Director<br>董事姓名  | Capacity/nature of interest<br>身份／權益性質                          | Number and class of securities held<br>所持證券數目及類別<br>(Note 1)<br>(附註1) | Approximate percentage of shareholding<br>持股概約百分比<br>(Note 2)<br>(附註2) |
|---------------------------|---|---|--|
| Mr. Xiong Zeke<br>熊澤科先生   | Interest of a controlled corporation (Note 4)<br>受控制法團之權益 (附註4) | 80,811,927<br>ordinary shares (L)<br>80,811,927股<br>普通股(L)            | 2.27%  |
|                           | Beneficial owner<br>實益擁有人                                       | 13,813,333<br>ordinary shares (L)<br>13,813,333 股<br>普通股(L)           | 0.39%  |
| Ms. Qin Chunhong<br>秦春紅女士 | Interest of a controlled corporation (Note 5)<br>受控制法團之權益 (附註5) | 34,024,908<br>ordinary shares (L)<br>34,024,908股<br>普通股(L)            | 0.96%  |
|                           | Beneficial owner<br>實益擁有人                                       | 2,540,000<br>ordinary shares (L)<br>2,540,000股<br>普通股(L)              | 0.07%  |

| Name of Director<br>董事姓名 | Capacity/nature of interest<br>身份／權益性質   | Number and class of securities held<br>所持證券數目及類別<br>(Note 1)<br>(附註1)                 | Approximate percentage of shareholding<br>持股概約百分比<br>(Note 2)<br>(附註2) |
|--------------------------|--|---|--|
| Mr. Liu Fali<br>劉發利先生    | Beneficial owner<br>實益擁有人  | 242,415,854<br>ordinary shares (L)<br>242,415,854股<br>普通股(L)                          | 6.81%  |
|                          | Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO<br>任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益 | 1,659,687,368<br>ordinary shares (L)<br>(Note 3)<br>1,659,687,368股<br>普通股(L)<br>(附註3) | 46.64%   |
| Mr. Ma Tianyi<br>馬天逸先生   | Beneficial owner<br>實益擁有人  | 2,000,000<br>ordinary shares (L)<br>2,000,000股<br>普通股(L)                              | 0.06%  |
|                          | Interest of a controlled corporation<br>(Note 6)<br>受控制法團之權益(附註6)  | 5,480,000<br>ordinary shares (L)<br>5,480,000股<br>普通股(L)                              | 0.15%  |

| Name of Director<br>董事姓名 | Capacity/nature of interest<br>身份／權益性質   | Number and class of securities held<br>所持證券數目及類別<br>(Note 1)<br>(附註1)                 | Approximate percentage of shareholding<br>持股概約百分比<br>(Note 2)<br>(附註2) |
|--------------------------|--|---|--|
| Ms. Ma Ye<br>馬曄女士        | Beneficial owner<br>實益擁有人  | 126,005,000<br>ordinary shares (L)<br>126,005,000股<br>普通股(L)                          | 3.54%  |
|                          | Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO<br>任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益 | 1,776,098,222<br>ordinary shares (L)<br>(Note 3)<br>1,776,098,222股<br>普通股(L)<br>(附註3) | 49.91%   |
| Mr. Ma Gangling<br>馬綱領先生 | Beneficial owner<br>實益擁有人  | 36,024,908<br>ordinary shares (L)<br>36,024,908股<br>普通股(L)                            | 1.01%  |

## Notes:

## 附註：

- The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
- The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 June 2022.
- 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
- 股權比例乃根據本公司於二零二二年六月三十日之已發行股份數目計算。

3. By virtue of the SFO and the Irrevocable Undertaking given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang, (1) Mr. Ma Suocheng was deemed to be interested in all the shares in which Ms. Ma Xia, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (2) Ms. Ma Xia was deemed to be interested in all the shares in which Mr. Ma Suocheng, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (3) Ms. Ma Ye was deemed to be interested in all the shares in which Mr. Ma Suocheng, Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Qiang were interested; and (4) Mr. Liu Fali was deemed to be interested in all the shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Ma Qiang were interested.
4. These shares represented the interests of Fabulous Seeker Holdings Limited in 80,811,927 shares of the Company. As the entire issued share capital of Fabulous Seeker Holdings Limited was owned by Mr. Xiong Zeke, he was deemed to be interested in all the shares in which Fabulous Seeker Holdings Limited was interested by virtue of the SFO.
5. These shares includes the interests of Crystal Sky Development Inc. in 34,024,908 shares of the Company which is equally owned by Ms. Qin and her husband. Ms. Qin was deemed to be interested in all the shares in which Crystal Sky Development Inc. was interested by virtue of the SFO.
6. These shares represented the interests of Pin On Everest Asset Holdings Ltd in 5,480,000 shares of the Company. As the entire issued share capital of Pin On Everest Asset Holdings Ltd was owned by Mr. Ma Tianyi, he was deemed to be interested in all the shares in which Pin On Everest Asset Holdings Ltd was interested by virtue of the SFO.
3. 根據證券及期貨條例以及馬鎖程先生、馬霞女士、馬曄女士及劉發利先生向馬強先生作出的不可撤銷承諾，(1)馬鎖程先生被視為於馬霞女士、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(2)馬霞女士被視為於馬鎖程先生、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(3)馬曄女士被視為於馬鎖程先生、馬霞女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；及(4)劉發利先生被視為於馬鎖程先生、馬霞女士、馬曄女士及馬強先生擁有權益之所有股份中擁有權益。
4. 該等股份為Fabulous Seeker Holdings Limited持有的80,811,927股本公司股份之權益。由於Fabulous Seeker Holdings Limited的全部已發行股本由熊澤科先生擁有，根據證券及期貨條例，彼被視為於Fabulous Seeker Holdings Limited持有的所有股份中擁有權益。
5. 該等股份包含Crystal Sky Development Inc.持有的34,024,908股本公司股份中擁有權益，該等股份由秦女士及其丈夫同等擁有。根據證券及期貨條例，秦女士被視為於Crystal Sky Development Inc.持有的所有股份中擁有權益。
6. 該等股份為Pin On Everest Asset Holdings Ltd持有的5,480,000股本公司股份之權益。由於Pin On Everest Asset Holdings Ltd的全部已發行股本由馬天逸先生擁有，根據證券及期貨條例，彼被視為於Pin On Everest Asset Holdings Ltd持有的所有股份中擁有權益。

Save as disclosed above, as at 30 June 2022, none of the Directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of, the Company or any 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 or short positions which they are taken or deemed to have such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二二年六月三十日，董事或本公司之任何主要行政人員概無在本公司或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何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之權益或淡倉（包括彼等根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益或淡倉，或根據GEM上市規則第5.46至5.67條上市發行人的董事進行交易的最低標準而須知會本公司及聯交所之權益或淡倉。



**SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES UNDER SFO**

So far as is known to any Director or chief executive of the Company, as at 30 June 2022, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short position in the Shares or underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

**根據證券及期貨條例擁有須予披露之股份權益及淡倉之主要股東及人士**

就任何董事或本公司之主要行政人員所知，於二零二二年六月三十日，下列人士（上文所披露之本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例336條須存置之登記冊所記錄之權益或淡倉：

**Long positions in shares****股份之好倉**

| Name of shareholder<br>股東名稱    | Capacity/nature of interest<br>身份／權益性質              | Number and class of securities held<br>所持證券數目及類別<br>(Note 1)<br>(附註1)                 | Approximate percentage of shareholding<br>持股概約百分比<br>(Note 2)<br>(附註2) |
|--------------------------------|---|---|--|
| Shiny Ocean<br>耀洋              | Beneficial owner<br>實益擁有人                           | 1,361,516,331<br>ordinary shares (L)<br>1,361,516,331股<br>普通股(L)                      | 38.26%   |
| Ma Family Holdings Co. Limited | Interest of a controlled corporation<br>受控制法團之權益    | 1,361,516,331<br>ordinary shares (L)<br>(Note 3)<br>1,361,516,331股<br>普通股(L)<br>(附註3) | 38.26%   |
| Equity Trustee Limited         | Trustee (other than a bare trustee)<br>受託人(被動受託人除外) | 1,361,516,331<br>ordinary shares (L)<br>(Note 3)<br>1,361,516,331股<br>普通股(L)<br>(附註3) | 38.26%   |

| Name of shareholder<br>股東名稱 | Capacity/nature of interest<br>身份／權益性質   | Number and class of securities held<br>所持證券數目及類別<br>(Note 1)<br>(附註1)                 | Approximate percentage of shareholding<br>持股概約百分比<br>(Note 2)<br>(附註2) |
|-----------------------------|--|---|--|
| Mr. Ma Suocheng<br>馬鎖程先生    | Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO<br>任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益 | 1,902,103,222<br>ordinary shares (L)<br>(Note 4)                                      | 53.45%   |
| Ms. Ma Xia<br>馬霞女士          | Beneficial owner<br>實益擁有人  | 172,166,037<br>ordinary shares (L)<br>172,166,037股<br>普通股(L)                          | 4.84%  |
|                             | Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO<br>任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益 | 1,729,937,185<br>ordinary shares (L)<br>(Note 4)<br>1,729,937,185股<br>普通股(L)<br>(附註4) | 48.61%   |

| Name of shareholder<br>股東名稱 | Capacity/nature of interest<br>身份／權益性質                       | Number and class of securities held<br>所持證券數目及類別<br>(Note 1)<br>(附註1) | Approximate percentage of shareholding<br>持股概約百分比<br>(Note 2)<br>(附註2) |
|-----------------------------|--|---|--|
| Mr. Ma Qiang<br>馬強先生        | Founder of a discretionary trust<br>(Note 3)<br>酌情信託成立人(附註3) | 1,902,103,222<br>ordinary shares (L)<br>1,902,103,222股<br>普通股(L)      | 53.45%   |
| Mr. Yang Tao<br>楊濤先生        | Beneficial owner<br>實益擁有人                                    | 274,919,268<br>ordinary shares (L)<br>274,919,268股<br>普通股(L)          | 7.73%  |
| Mr. Li Man<br>李滿先生          | Beneficial owner<br>實益擁有人                                    | 272,039,268<br>ordinary shares (L)<br>272,039,268股<br>普通股(L)          | 7.64%  |
| Mr. Lv Wenhua<br>呂聞華先生      | Beneficial owner<br>實益擁有人                                    | 240,696,854<br>ordinary shares (L)<br>240,696,854股<br>普通股(L)          | 6.76%  |

Notes:

1. The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
2. The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 June 2022.
3. These shares were held by Shiny Ocean, which was wholly owned by Ma Family Holdings Co. Limited. The entire issued share capital of Ma Family Holdings Co. Limited was owned by Equity Trustee Limited as trustee of the Ma Family Trust of which Mr. Ma Suocheng and male lineal descendants of Mr. Ma Qiang are the discretionary beneficiaries.
4. By virtue of the SFO and the Irrevocable Undertaking given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang, (1) Mr. Ma Suocheng was deemed to be interested in all the Shares in which Ms. Ma Xia, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (2) Ms. Ma Xia was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (3) Ms. Ma Ye was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Qiang were interested; and (4) Mr. Liu Fali was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Ma Qiang were interested.

Save as disclosed herein, as at 30 June 2022, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had a discloseable interest or short position in the Shares as recorded in the register which was required to be kept under section 336 of the SFO concerning persons carrying rights to vote in all circumstances at general meetings of any other members of the Group.

附註：

1. 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
2. 股權比例乃根據本公司於二零二二年六月三十日之已發行股份數目計算。
3. 該等股份由耀洋持有，其由Ma Family Holdings Co. Limited全資擁有。Ma Family Holdings Co. Limited之全部已發行股本由Equity Trustee Limited作為馬氏家族信託之受託人擁有，馬強先生之男性直系後裔及馬鎮程先生為其酌情受益人。
4. 根據證券及期貨條例以及馬鎮程先生、馬霞女士、馬曄女士及劉發利先生向馬強先生作出的不可撤銷承諾，(1)馬鎮程先生被視為於馬霞女士、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(2)馬霞女士被視為於馬鎮程先生、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(3)馬曄女士被視為於馬鎮程先生、馬霞女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；及(4)劉發利先生被視為於馬鎮程先生、馬霞女士、馬曄女士及馬強先生擁有權益之所有股份中擁有權益。

除本報告所披露者外，本公司並不知悉有任何其他人士（董事或本公司之主要行政人員除外）於二零二二年六月三十日於股份中擁有根據證券及期貨條例第336條須載入該條例所述之登記名冊內之須予披露權益或淡倉（有權在任何情況下於本集團任何其他成員公司之股東大會上投票者）。

**PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES**

During the Quarterly Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares (2021: nil).

**SHARE AWARD SCHEME**

On 8 July 2019, the Company resolved to adopt a share award scheme (the "Scheme") for the purpose of affirming and rewarding the contribution of the eligible participants to the growth and development of the Group and motivating eligible participants to retain them and continue to assist the Group's operations and development and attracting suitable personnel to promote further development of the Group. No share awards have been granted under the Scheme during the Quarterly Period.

In July 2021, the Company awarded a total of 27,069,000 shares to 56 eligible participants. For details, please refer to the Company's announcement dated 5 July 2021.

**COMPETING INTERESTS**

For the Quarterly Period, none of the Directors or the controlling shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group.

**購買、出售或贖回本公司上市股份**

截至本季度期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份（二零二一年：無）。

**股份獎勵計劃**

於二零一九年七月八日，本公司議決採納股份獎勵計劃（「計劃」），計劃目的為肯定及獎勵合資格參與者對本集團成長及發展作出的貢獻，激勵合資格參與者以留住彼等繼續協助本集團的營運及發展，並吸引合適人員推動本集團的進一步發展。於本期間內，並無根據該計劃授予任何股份獎勵。

於二零二一年七月，本公司已向56名合資格參與者獎勵合共27,069,000股股份。詳情請參閱本公司日期為二零二一年七月五日的公告。

**競爭權益**

截至本季度期間，本公司之董事或控股層股東或彼等各自之任何聯繫人（定義見GEM上市規則）概無於對本集團業務構成或可能構成任何重大競爭之業務中擁有權益。

## CORPORATE GOVERNANCE

The Company has applied the principles and has complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules throughout the Quarterly Period under review.

## SECURITIES TRANSACTIONS BY DIRECTORS

During the Quarterly Period, the Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry with all Directors, the Company was not aware of any non-compliance with such code of conduct and the required standard of dealings throughout the Quarterly Period.

## AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are, among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The audit committee consists of three independent non-executive Directors of the Company, namely Ms. Zhang Jinghua, Mr. Ha Suoku and Ms. Yao Yunzhu.

The Group's unaudited financial statements for the Quarterly Period have been reviewed by the audit committee.

## 企業管治

於回顧季度期間內，本公司已一直應用 GEM 上市規則附錄 15《企業管治守則》所載之原則，並已遵守其中所載之守則條文。

## 董事進行證券交易

在季度期間內，本公司已就董事進行證券交易採納一套嚴謹程度不遜於 GEM 上市規則第 5.48 至第 5.67 條所載之交易必守標準的董事證券交易守則。本公司亦已向各董事作出特定查詢，而本公司並不知悉本季度內任何時間未有遵守該守則及交易必守標準之任何事項。

## 審核委員會

本公司已遵照 GEM 上市規則，成立審核委員會並書面列明其職權範圍。審核委員會之主要職責為（其中包括）檢討及監督本集團之財務申報過程及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司的三位獨立非執行董事（即張敬華女士、哈索庫先生和姚芸竹女士）所組成。

本集團截至本季度期間之未經審核財務報告已由審核委員會審閱。



As at the date of this report, the Board comprises the follow directors:

於本報告日期，董事會成員包括以下董事：

*Executive directors:*

Mr. Xiong Zeke (*Chairman*)  
Mr. Ma Tianyi (*Chief Executive Officer*)  
Mr. Liu Fali (*Chief Operating Officer*)  
Mr. Ma Gangling  
Ms. Qin Chunhong  
Ms. Ma Ye

*執行董事：*

熊澤科先生(*主席*)  
馬天逸先生(*行政總裁*)  
劉發利先生(*首席運營官*)  
馬綱領先生  
秦春紅女士  
馬曄女士

*Independent non-executive directors:*

Ms. Zhang Jinghua  
Mr. Ha Suoku  
Ms. Yao Yunzhu

*獨立非執行董事：*

張敬華女士  
哈索庫先生  
姚芸竹女士

By order of the Board

**Pizu Group Holdings Limited**  
**Xiong Zeke**  
*Chairman*

承董事會命

比優集團控股有限公司  
熊澤科  
主席

PRC, 12 August 2022

中國，二零二二年八月十二日

**Pizu Group Holdings Limited**

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**比 優 集 團 控 股 有 限 公 司**