

ZJ 中基長壽科學

ZHONG JI LONGEVITY SCIENCE

Zhong Ji Longevity Science Group Limited 中基長壽科學集團有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

Stock Code 股份代號: 767

2022

INTERIM REPORT

中期報告



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors¹

Mr. YAN Li (*Chairman*)
Mr. YAN Yifan (*Chief Executive Officer*)
Mr. LI Xiaoshuang
Ms. CAO XIE Qiong

Non-executive Directors²

Dr. HE Yiwu
Mr. LYU Changsheng

Independent Non-executive Directors³

Mr. LEE See Barry
Mr. WANG Ning
Prof. HUANG Cibo

AUDIT COMMITTEE MEMBERS³

Mr. LEE See Barry (*Chairman*)
Mr. WANG Ning
Prof. HUANG Cibo

NOMINATION COMMITTEE MEMBERS³

Mr. YAN Li (*Chairman*)
Mr. LEE See Barry
Mr. WANG Ning
Prof. HUANG Cibo

REMUNERATION COMMITTEE MEMBERS³

Mr. WANG Ning (*Chairman*)
Mr. LEE See Barry
Prof. HUANG Cibo

RISK MANAGEMENT COMMITTEE⁴

Mr. YAN Li (*Chairman*)
Mr. LEE See Barry
Mr. WANG Ning
Prof. HUANG Cibo

SHARE AWARD COMMITTEE MEMBERS

Mr. YAN Li (*Chairman*)
Mr. LEE See Barry
Mr. WANG Ning
Prof. HUANG Cibo

COMPANY SECRETARY

Mr. WAN San Fai, Vincent

AUTHORISED REPRESENTATIVES⁵

Mr. YAN Li
Mr. WAN San Fai, Vincent

董事會

執行董事¹

閻立先生(*主席*)
閻一帆先生(*首席執行官*)
李小雙先生
曹衆女士

非執行董事²

何亦武博士
呂長勝先生

獨立非執行董事³

李思先生
王寧先生
黃慈波教授

審核委員會成員³

李思先生(*主席*)
王寧先生
黃慈波教授

提名委員會成員³

閻立先生(*主席*)
李思先生
王寧先生
黃慈波教授

薪酬委員會成員³

王寧先生(*主席*)
李思先生
黃慈波教授

風險管理委員會⁴

閻立先生(*主席*)
李思先生
王寧先生
黃慈波教授

股份獎勵委員會成員

閻立先生(*主席*)
李思先生
王寧先生
黃慈波教授

公司秘書

溫新輝先生

授權代表⁵

閻立先生
溫新輝先生

AUDITOR

KTC Partners CPA Limited
Room 617, 6/F
Seapower Tower, Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui East, Kowloon
Hong Kong

PRINCIPAL BANKERS

CMB Wing Lung Bank Limited
DBS Bank (Hong Kong) Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton, HM 10
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite Nos. 01-03, 19/F., Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

COMPANY'S WEBSITE

<http://www.irasia.com/listco/hk/zhongjilongevity>

STOCK CODE

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核數師

和信會計師事務所有限公司
香港
九龍尖沙咀東
科學館道1號
康宏廣場北座
6樓617室

主要往來銀行

招商永隆銀行有限公司
星展銀行(香港)有限公司

主要股份過戶登記處

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

香港股份過戶登記分處

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

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton, HM 10
Bermuda

香港主要營業地點

香港
銅鑼灣
告士打道255-257號
信和廣場19樓01-03室

公司網站

<http://www.irasia.com/listco/hk/zhongjilongevity>

股份代號

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Notes:

1. Mr. YAN Yifan was appointed as an executive Director and the chief executive officer on 8 April 2022.

2. Mr. LYU Changsheng was appointed as a non-executive Director on 1 August 2022.

Ms. CHOI Ngai Wah resigned as a non-executive Director on 3 August 2022.

3. Mr. LEE See Barry was appointed as an independent non-executive Director, the chairman of the audit committee and a member of each of the remuneration committee, the nomination committee and the share award committee of the Board on 31 March 2022.

Mr. CHAI Nan resigned as independent non-executive Directors and ceased to act as members of each of the audit committee, the remuneration committee, the nomination committee and the share award committee of the Board on 7 April 2022.

Ms. WANG Weixia resigned as an independent non-executive Director and ceased to act as the chairman of the remuneration committee and a member of each of the audit committee, the nomination committee and the share award committee of the Board on 7 April 2022.

Mr. WANG Ning was appointed as an independent non-executive Director, the chairman of the remuneration committee and a member of each of the audit committee, the nomination committee and the share award committee of the Board on 8 April 2022.

Prof. HUANG Cibo was appointed as an independent non-executive Director, a member of each of the audit committee, the remuneration committee, the nomination committee and the share award committee of the Board on 8 April 2022.

Mr. TAM Ho Leung Simon resigned as an independent non-executive Director and ceased to act as the chairman of the audit committee and the member of each of the remuneration committee, the nomination committee and the share award committee of the Board on 11 April 2022.

4. The Board established a risk management committee on 31 March 2022. Mr. YAN Li was appointed as the chairman of the risk management committee and Mr. LEE See Barry, Mr. WANG Ning and Prof. HUANG Cibo were appointed as members of the risk management committee.

5. Mr. WAN San Fai, Vincent was appointed as an authorised representative in place of Mr. LIU Wai Kin on 31 May 2022.

附註：

1. 閻一帆先生於二零二二年四月八日獲委任為執行董事兼首席執行官。

2. 呂長勝先生於二零二二年八月一日獲委任為非執行董事。

蔡藝華女士於二零二二年八月三日辭任非執行董事。

3. 李思先生於二零二二年三月三十一日獲委任為獨立非執行董事、董事會轄下審核委員會主席，以及薪酬委員會、提名委員會及股份獎勵委員會各自之成員。

柴楠先生於二零二二年四月七日辭任獨立非執行董事，並不再為董事會轄下審核委員會、薪酬委員會、提名委員會及股份獎勵委員會各自之成員。

王偉霞女士於二零二二年四月七日辭任獨立非執行董事，並不再為董事會轄下薪酬委員會主席，以及審核委員會、提名委員會及股份獎勵委員會各自之成員。

王寧先生於二零二二年四月八日獲委任為獨立非執行董事、董事會轄下薪酬委員會主席，以及審核委員會、提名委員會及股份獎勵委員會各自之成員。

黃慈波教授於二零二二年四月八日獲委任為獨立非執行董事、董事會轄下審核委員會、薪酬委員會、提名委員會及股份獎勵委員會各自之成員。

譚浩亮先生於二零二二年四月十一日辭任獨立非執行董事，並不再為董事會轄下審核委員會主席，以及薪酬委員會、提名委員會及股份獎勵委員會各自之成員。

4. 董事會於二零二二年三月三十一日成立風險管理委員會。閻立先生獲委任為風險管理委員會主席，而李思先生、王寧先生及黃慈波教授獲委任為風險管理委員會成員。

5. 溫新輝先生於二零二二年五月三十一日獲委任為授權代表，以代替廖偉建先生。

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INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2020: Nil).

INTRODUCTION

Since the change of company name in March 2021, Zhong Ji Longevity Science Group Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) have been focusing on expanding its longevity science business. In addition to operating and managing its existing businesses of money lending & financial advisory business, securities and other investment business, and property investment business. Since Years 2016 to 2020, on Caijia P2P internet finance Platform prohibited in operation by the PRC central government legislations change, later Company has cooperated with licensed fund manager as strategic Partners via them offering 1st and 2nd mortgages and investors deposit fund in PRC. In Hong Kong, the Company is seeking opportunity to offer a pilot scheme of trade finance on milk formula suppliers/customers.

The longevity Business was at a nascent stage having only commenced in 2021 but is expediting its development with operating infrastructure has already setup and extensive detailed plan in promote and growth this Longevity science business was in place. It was noted: (i) the Company now operated two state-of-art testing centres in Hong Kong offering registered medical tests or laboratory tests on advance Tumor Cells screening, immunity/Killer cell Test, Joint Health Blood & Micronutrients Test, Female & Male Fertility & Salivary Hormone Test, Comprehensive Thyroid assessment and patent Third Generation Whole Genome Sequencing Genetic Tests. With its advance liquid nitrogen facility offer Autologous NK Cells storage, High Efficacy CBNK cells; all these to customer each high net-worth

中期股息

董事會議決不宣派截至二零二二年六月三十日止六個月之任何中期股息(截至二零二零年六月三十日止六個月：無)。

緒言

自二零二一年三月公司更名以來，中基長壽科學集團有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)一直專注拓展長壽科學業務。除經營及管理其現有借貸及金融諮詢業務、證券及其他投資業務及物業投資業務外，自二零一六年至二零二零年，財加P2P互聯網金融平台因中國中央政府的立法改變而禁止運營，之後，本公司與作為戰略夥伴的持牌基金經理合作，通過彼等在中國提供第一期及第二期按揭及投資者存款基金。於香港，本公司尋求機會，向牛奶配方供應商／客戶提供貿易金融試點方案。

長壽業務於二零二一年才剛起步，方興未艾，但該業務的發展迅速，已配備運營基礎設施，為推進長壽業務發展，亦已經制定了廣泛詳盡的計劃。值得注意的是：(i)本公司目前於香港經營兩間尖端檢測中心，提供各類註冊醫療檢測或實驗室測試，包括尖端腫瘤細胞篩查、免疫／殺傷細胞檢測、關節健康、血液及微量元素測試、男女生育能力及唾液荷爾蒙測試、綜合甲狀腺評估，以及已取得專利的第三代全基因組測序。憑藉先進的液化氮設施，我們能提供自體自然殺傷細胞(NK)儲存、高效臍帶血來源的自然殺傷細胞(CBNK)，凡此種種，均可為高淨值客戶制定專屬的治療方案，以(a)改善客戶亞健康；(b)防癌；及

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client treatments on (a) improve client' sub-health and (b) Cancer prevention and (c) anti-aging or youth. (“**Three Longevity treatments objectives**”). After the tests and treatments, the clients are customised per their health and genetic status offer different health care products sale of Second-generation High Potency MSC, High Potency Antioxidant Supplement, ZHJ Vitamin C, Nicotinamide Mononucleotide (“**NMN**”) Supplement tablets. These NMN products are high profit margin products. (ii) The Company since June 2022 per an Consultant arrangement has erected Six Sale & distribution contracts network of PRC GuoYao Group of Hubei, Guangdong, Shenzhen states comprise over 2,000 pharmacies selling its longevity products. (iii) The Company currently in negotiation to cooperate with established third party of hospital facility in PRC offering Longevity patent medical testing and innovative healthcare solutions of customize to clients genetic status. (iv) The Company per consignment agents and partners in regard, or per cooperate/introduce arrangement with insurance or financial institutions to target high-net-worth individual to develop, expand Longevity memberships and our services in both PRC and Hong Kong and South east Asia. Through our innovative longevity healthcare solutions, we are committed to realising our vision of “helping people live longer and healthier lives”, thereby building a world's leading ecosystem platform in longevity science.

During the six months ended 30 June 2022 (the “**Period under Review**”), riding on its existing finance-related businesses, the Group strives to venture into the field of longevity science in an exhaustive and diversified manner to continuously improve its industry and product chains.

The report is presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Group.

(c)抗衰老或保持青春(「**三大長壽治療方案目標**」)。經過檢測治療，我們會根據客戶的健康和遺傳狀況，為客戶度身訂造專屬的保健產品，如向彼等銷售第二代高效間充質幹細胞(MSC)、高效抗氧化劑、ZHJ維生素C、菸鹼胺單核苷酸(「**NMN**」)補充片等。NMN產品的利潤甚高；(ii)自二零二二年六月起，本公司根據顧問安排在中國湖北、廣東、深圳等地的國藥集團建立了六個銷售及分銷合同網絡，網羅超過2,000家銷售其長壽產品的藥店；(iii)本公司目前正就與中國具規模的醫院設施第三方展開合作進行協商，以提供長壽專利醫學測試和嶄新的定制保健解決方案，讓客戶了解基因狀況；及(iv)本公司正通過委託代理商及合作夥伴，或通過與保險或金融機構的合作／引進安排，針對高淨值人士，在中國、香港及東南亞地區發展、擴長壽會籍及我們的服務。我們旨在以嶄新的長壽保健解決方案實現「讓人類健康長壽」之願景，矢志打造世界領先的長壽科學生態系統平台。

截至二零二二年六月三十日止六個月(「**回顧期內**」)，本集團在原有金融相關業務的基礎上，全面佈局長壽科學領域，積極以全方位、多元化的模式擴展長壽科學的領域，不斷完善產業鏈和產品鏈。

本報告以港元(「**港元**」)呈列，港元亦即本集團之功能貨幣。

FINANCIAL RESULTS

During the Period Under Review the coronavirus disease 2019 (“COVID-19”) against the global economy continued to post uncertainties in the first half of 2022, despite the launch of three rounds vaccination in different countries around the world, the recovery pace remained sluggish, the new virus variant that forced countries to implement lock down or halt measures to combat the spread of the pandemic in PRC. Further, the global expansionary monetary policy had triggered the inflationary and debt default risk, now observed in PRC property market overall across Beijing, Chongqing, Chengdu, Suzhou, Tianjin, Shanghai cities, caused sluggish impact on the financial performance of the Group.

The Group was principally engaged in the business of money lending and financial advisory business, securities and other investments, and property investments. Given such uncertain market environment and sentiment in PRC property market, in mitigate the volatility risk, the Group took a rather prudent approach in operating the money lending business except via Strategic Partners loans originated, thus a static performance was observed. Nevertheless, the newly ventured Longevity science business recorded a pretty impressive set of results for the Group in the first half of 2022.

During the six months ended 30 June 2022, the Group recorded a total revenue of HK\$33,054,000 (six months ended 30 June 2021: HK\$16,112,000). The Group recorded impressive turnaround to a profit for the period of HK\$6,437,000 (six months ended 30 June 2021: loss for the period HK\$20,851,000). The Money lending and financial advisory Business demonstrate a static revenue of HK\$15,101,000 and a segment profit of HK\$12,684,000. Nevertheless, the longevity science business contributed revenue of HK\$17,953,000 and a segment profit of HK\$6,989,000 which served as a cushion to alleviate the overall Company performance.

The basic and diluted earnings per share were HK\$0.04 cents (30 June 2021: basic and diluted loss per share were HK\$0.14 cents).

For the six months ended 30 June 2022, the Group’s consolidated net assets was HK\$448,434,000 (31 December 2021: HK\$470,718,000).

財務業績

於回顧期內，2019冠狀病毒病(「新冠肺炎」)對全球經濟的影響持續於二零二二年上半年構成不確定性。儘管全球不同國家各國開始第三輪的疫苗接種，回復速度仍然緩慢，新變種病毒株令各國實施封鎖或停擺措施，以對抗國內疫情的蔓延。此外，全球擴張性貨幣政策引發了通脹及債務違約風險，目前在北京、重慶、成都、蘇州、天津、上海等城市的中國房地產市場整體上觀察到，對本集團的財務表現造成不利影響。

本集團主要從事借貸及金融諮詢、證券及其他投資及物業投資業務。鑑於中國房地產市場的市場環境及氣氛不明朗，為減輕波動風險，除了通過戰略合作夥伴發起的貸款外，本集團在經營借貸業務時採取了相當審慎的態度，因此表現平淡。儘管如此，新成立的長壽科學業務在二零二二年上半年為集團錄得相當可觀的業績。

截至二零二二年六月三十日止六個月，本集團錄得總收益33,054,000港元(截至二零二一年六月三十日止六個月：16,112,000港元)。本集團於期內錄得耀眼的轉虧為盈，錄得6,437,000港元(截至二零二一年六月三十日止六個月：期內虧損20,851,000港元)。借貸及金融諮詢業務錄得靜態收入15,101,000港元及分部溢利12,684,000港元。整體而言，長壽科學業務貢獻了17,953,000港元的收入和6,989,000港元的分部溢利，為本公司整體業績提供了緩衝。

每股基本及攤薄盈利為0.04港仙(二零二一年六月三十日：每股基本及攤薄虧損為0.14港仙)。

截至二零二二年六月三十日止六個月，本集團之綜合資產淨值為448,434,000港元(二零二一年十二月三十一日：470,718,000港元)。

BUSINESS REVIEW

Money Lending and Financial Advisory Business

During the six months ended 30 June 2022, a segmental revenue of approximately HK\$15,101,000 (six months ended 30 June 2021: HK\$8,941,000) and a segmental profit of approximately HK\$12,684,000 (six months ended 30 June 2021: HK\$244,000) were recorded. The increase in segmental results was due to an increase in interest receivables balances derived by Strategic Partners loan portfolio in PRC state in Other Receivables during the period under review. Simsen Development Company Limited, through its wholly-owned subsidiary established in the PRC mainland China, is principally engaged in the provision of short to medium-term 1st and 2nd mortgages via Strategic Partners, offering related financial management and advisory services with presence across Beijing, Shanghai, Guangzhou, Tianjin, Chongqing and Wuxi. The Strategic Partners and the PRC subsidiary monitored closely the repayment progress and assess the recoverability of the 1st and 2nd mortgages loan receivable from time to time. The PRC subsidiary is of the view that majority of the existing Strategic Partners loan has been active and only small amount of new loan being lent out in the first half of 2022, the loss allowance was assessed to be minimal therefore no provision of impairment was required for the six month ended 30 June 2022 (six months ended 30 June 2021: nil).

In Hong Kong, since obtaining the money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) in 2011, Joy Wealth Finance Limited (“**Joy Wealth**”), a wholly-owned subsidiary of the Company, has provided a wide variety of loans with an accumulated amount of approximately HK\$2,536,000 (30 June 2021: HK\$2,536,000). Interest rates ranged from 12%–15% per annum during the period under review (six months ended 30 June 2021: 10%–15%). For the six months ended 30 June 2022, Joy Wealth did not derive any interest income (six months ended 30 June 2021: nil) on the loan and interest receivables. Money lenders licence was renewed and granted to Joy Wealth on 18 August 2022 to carry on business as a money lender to 8 April 2023. Joy Wealth. Details on the loan and interest receivables are set out in note 14 to the condensed consolidated financial statements.

業務回顧

借貸及金融諮詢業務

截至二零二二年六月三十日止六個月，我們錄得分部收益約15,101,000港元(截至二零二一年六月三十日止六個月：8,941,000港元)及分部溢利約12,684,000港元(截至二零二一年六月三十日止六個月：244,000港元)。分部業績增加是由於回顧期內戰略合作夥伴貸款組合在其他應收款項中產生的應收利息餘額增加。天行企業發展有限公司透過其於中國內地成立之全資附屬公司主要從事通過戰略合作夥伴提供中短期第一期及第二期按揭貸款及提供相關金管理及諮詢服務，其業務遍及北京、上海、廣州、天津、重慶及無錫。戰略合作夥伴及中國附屬公司不時密切監察還款進度及評估應收第一期及第二期按揭貸款的可收回性。中國附屬公司認為，現有戰略合作夥伴的大部分貸款一直處於活躍狀態，二零二二年上半年僅有少量新貸款被借出，虧損撥備被評估為極小，因此截至二零二二年六月三十日止六個月無需計提減值撥備(截至二零二一年六月三十日止六個月：無)。

自二零一一年根據香港法例第163章放債人條例取得放債人牌照後，本集團全資附屬公司寶欣財務有限公司(「寶欣」)已提供累積金額約為2,536,000港元(二零二一年六月三十日：2,536,000港元)的各類貸款。於回顧期內，年利率介乎12%至15%(截至二零二一年六月三十日止六個月：10%至15%)。截至二零二二年六月三十日止六個月，寶欣並無就應收貸款及利息取得任何利息收入(截至二零二一年六月三十日止六個月：無)。放債人牌照已於二零二二年八月十八日獲續期並授予寶欣以經營放債人業務至二零二三年四月八日。有關應收貸款及利息的詳情載於簡明綜合財務報表附註14。

As 11 August 2022 announced, the Company has setup Independent Recovery Committee, pursuant to regulatory authority past guidance letters in recover of Hong Kong Joy wealth outlined 36 loans, being priorly impaired, of aggregate outstanding amount approximately HK\$1,076,476,999 as at 31 December 2019. The Committee will deploy its own third-party assessment, implement necessary recovery actions and take adequate steps (including but not limited to criminal proceedings) that should be taken by the Company against the Borrowers, as it deems appropriate. The Committee shall ascertain from the Company supplied materials and documents, financial records and/or any electronic records of these 36 arrear loans. Both Hong Kong and PRC legal Counsellor and other professionals will be engaged by the Independent Recovery Committee in pursuance this outstanding approximately HK\$1,076,476,999 loans, as at 31 December 2019.

From the date of this Results publish, various writ of summons and liquidation order applications were issued from the Registry of the High Court against the borrowers in respect of the outstanding loan and interest, owned by Joy Wealth, by the Independent Recovery Committee.

Apart from legal actions, the Independent Recovery Committee also actively negotiating with the borrowers to recover the outstanding loan and interest receivables, assess the effectiveness of proceeding existing or potential legal procedures for taking over the ownership of pledged assets from the borrowers and guarantors.

Securities and Other Investments Business

Securities Investment

As at 30 June 2022, the Group was holding several investments which are equity securities listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for long term investment. During the Period under Review, these investments in the listed securities led to a net fair value loss of approximately HK\$13,414,000 (six months ended 30 June 2021: net fair value gain of HK\$23,853,000) recognised in the condensed consolidated statement of comprehensive income. The net fair value loss recognised as other comprehensive income for the same period last year was due to the decrease in the market value of certain listed equity investment during the Period under Review. Significant investments in listed securities are discussed as below.

誠如二零二二年八月十一日所宣布，本公司已根據監管機構過去的指引信成立獨立追繳委員會，以追繳香港寶欣所概述的36筆先前已減值的貸款，其未償還總額截至二零一九年十二月三十一日約為1,076,476,999港元。委員會將部署其第三方評估，實施必要的追繳行動，並於適當時候採取本公司應當向借款人採取的恰當行動（包括但不限於刑事訴訟）。委員會將從本公司提供的材料及文件、財務記錄及／或該36筆拖欠貸款的任何電子記錄中查明。獨立追繳委員會將聘用香港及中國法律顧問及其他專業人士，以追償這筆截至二零一九年十二月三十一日約1,076,476,999港元的未償還貸款。

自本業績公佈之日起，高等法院登記處就獨立追繳委員會就寶欣擁有的未償還貸款及利息向借款人發出各種傳票及清算令申請。

除法律訴訟外，獨立追繳委員會亦積極與借款人協商追回未償還的應收貸款及應收利息，評估從借款人及擔保人手中接管質押資產所有權的現有或潛在法律程序的有效性。

證券及其他投資服務

證券投資

於二零二二年六月三十日，本集團持有多項於香港聯合交易所有限公司（「**聯交所**」）上市之股本證券作為長期投資。於回顧期內，該等上市證券投資產生之公平值虧損淨額約為13,414,000港元（截至二零二一年六月三十日止六個月：公平值收益淨額23,853,000港元），並已於簡明綜合全面收益報表確認。去年同期確認為其他全面收益之公平值虧損淨額源於若干上市股本投資之市值於回顧期內下跌。重大上市證券投資論述如下。

Management Discussion and Analysis

管理層討論及分析

Investment in shares of Imperial Pacific

The major balance of the aforesaid listed securities represented the Group's investment in 271,345,000 shares of Imperial Pacific International Holdings Limited (a company whose shares are listed on the Stock Exchange with Stock Code: 1076) ("**Imperial Pacific**"), representing approximately 3.8% of the issued share capital of Imperial Pacific as at 31 December 2021. Investment costs of the shares of Imperial Pacific were approximately HK\$76,490,000. Imperial Pacific, through its subsidiaries, is mainly engaged in gaming and resort business, including the development and operation of a hotel and casino resort on the Island of Saipan.

As at 30 June 2022, the fair value of the shares of Imperial Pacific held by the Group amounted to approximately HK\$24,150,000 (31 December 2021: approximately HK\$24,150,000), representing approximately 42.5% (31 December 2021: 42.5%) of the Group's total investment in listed securities and approximately 4.7% (31 December 2021: 4.7%) of the Group's total assets. Meanwhile, there was neither disposal nor addition of shares of Imperial Pacific during the Period under Review (six months ended 30 June 2021: Nil).

As at 30 June 2022, the operation of Imperial Pacific was temporarily ceased since March 2020, to combat against the COVID-19.

The Group regularly monitors its investment performance and make appropriate investment decisions regularly. In addition, the Group would allocate part of its resources from time to time to purchase principal-guaranteed wealth management products to increase its overall return.

Property Investment Business

The Group commenced the property investment business at the end of 2020 and the properties held by the Group are held in the location of Mainland China and the Island of Saipan. As all the properties were vacant and not yet generated any revenue to the Group. The Group incurred some miscellaneous expenses with regards to the properties during the 2022. The Group will continue to monitor the market condition and will find suitable tenants which can contribute stable rental income to the Group or to dispose the investment properties for capturing profitable capital appreciation.

於博華太平洋股份之投資

上述上市證券之主要結餘指本集團於博華太平洋國際控股有限公司(「博華太平洋」；股份於聯交所上市之公司，股份代號：1076)之271,345,000股股份之投資，佔博華太平洋於二零二一年十二月三十一日已發行股本約3.8%。博華太平洋股份的投資成本約為76,490,000港元。博華太平洋透過其附屬公司主要從事博彩及度假村業務，包括發展及營運塞班島之酒店及博彩度假村。

於二零二二年六月三十日，本集團持有的博華太平洋股份的公平值約24,150,000港元(二零二一年十二月三十一日：約24,150,000港元)，相當於本集團於上市證券的總投資約42.5%(二零二一年十二月三十一日：42.5%)及本集團總資產約4.7%(二零二一年十二月三十一日：4.7%)。本集團於回顧期內並無出售或增購博華太平洋股份(截至二零二一年六月三十日止六個月：無)。

於二零二二年六月三十日，為遏制新冠肺炎，博華太平洋之業務已自二零二零年三月開始暫停運作。

本集團會定期監察投資表現，以作出適當之投資決定。此外，本集團將不時動用其部分資源購買保本理財產品，以提升整體回報。

物業投資業務

本集團於二零二零年底開始物業投資業務，而本集團持有之物業位於中國內地及塞班島。由於所有物業仍屬空置，故未為本集團帶來任何收益。於二零二二年，本集團就物業產生少量雜項開支。本集團將繼續監察市況，並將物色能為本集團貢獻穩定租金收入之租戶，或出售投資物業以獲取有盈利之資本增值。

Longevity Science Business

Recognising the strong growth potential of the longevity science sector, the Group has been stepping up its investment to accelerate its transformation since last year. During the Period under Review, the Group's longevity science business delivered astonishing performance despite difficult pandemic operation environment.

The revenue of this segment amounted to approximately HK\$17,953,000 for the six months ended 30 June 2022 (six months ended 30 June 2021: HK\$7,171,000), of which, approximately HK\$3,273,000 was generated from diagnostic consultation and medical testing, and approximately HK\$14,680,000 was contributed by the sales of longevity biological products, with segmental profit of approximately HK\$6,989,000 for the six months ended 30 June 2022 (six months ended 30 June 2021: HK\$2,839,000). The promising China GuoYao sale & distribution network will further enhance our China sale in upcoming periods.

Indeed the COVID-19 and the aging population have aroused public high concern for health across the globe, resulting in unprecedented potentials for the development of Longevity products and testing services in the healthcare and medical industry.

Strengthening in-house R&D and production capabilities

During the Period under Review, Zhong Ji Longevity Science advanced its transformation of longevity science business from all fronts, with a focus on strengthening the Group's hard and soft capabilities. The Group recruited a seasoned team of biotechnology and management talents, including the appointment of Academician Randy Wayne Schekman, a Nobel laureate in Physiology or Medicine, as the Honorary Chairman and Chief Scientist of the Group, to immensely enhance the Group's research and development ("R&D") capability, thereby enabling the Group to achieve its strategic goals. In addition, the Group adopted a share award scheme, which aims to recognise employees and individuals who have contributed to the Group's development and business growth as well as to attract talents in the industry.

長壽科學業務

本集團肯定長壽科學板塊的強大增長潛力，自去年以來一直加大對該板塊的投資以加速轉型。回顧期內，儘管疫情下營運環境困難，本集團的長壽科學業務仍表現優異。

截至二零二二年六月三十日止六個月，此分部的收入約為17,953,000港元（截至二零二一年六月三十日止六個月：7,171,000港元），其中約3,273,000港元來自診斷諮詢及醫學檢測，約14,680,000港元來自銷售長壽生物製品，截至二零二二年六月三十日止六個月的分部溢利約為6,989,000港元（截至二零二一年六月三十日止六個月：2,839,000港元）。具前景的中國國藥銷售及分銷網絡將於未來期間進一步加強我們的中國銷售。

事實上，新冠肺炎及人口老化引起了全球公眾對健康的高度關注，從而為醫療保健和醫療行業的長壽產品及檢測服務的發展帶來了前所未有的潛力。

致力增強內部研發及生產實力

於回顧期內，中基長壽科學促進業務轉型，從多方面推進長壽科學業務，同時重點增強本集團的硬實力及軟實力。本集團招攬多位國際生物科技權威專家及管理人才加盟並出任要職，當中包括委任諾貝爾生理學或醫學獎得獎者Randy Wayne Schekman院士出任榮譽主席兼首席科學家，強化本集團的研發（「研發」）實力，大力推動本集團實現下一階段的戰略目標。此外，本集團採納股份獎勵計劃，旨在表揚對本集團的發展及業務增長作出貢獻的員工及人士，同時吸納行業人才。

Management Discussion and Analysis

管理層討論及分析

Given its high start-up cost compounded with the effect of continuous COVID-19 in California, the management of the Group has decided to subcontract the operation to an independent third party to manufacture the longevity biological products on the Group's behalf. The decision made was in line with the management's goal of operational efficiency and effectiveness.

Nevertheless the Group still control the manufacture, since Perpetual Master Limited ("**Perpetual Master**"), a wholly-owned subsidiary of the Group, has leased a 36,000-square-foot production plant in California, the United States for the production of longevity biological products such as Nicotinamide Mononucleotide (NMN) and VC sustained-release tablets. With certifications of Current Good Manufacture Practices of the United States ("**cGMP**"), the Food and Drug Administration of the United States ("**FDA**") and the National Sanitation Foundation of the United States ("**NSF**"), the production plant is also certified for drug manufacturing, healthcare product and organic food processing in California, thereby ensuring stable support to the production and technology of the Group's flagship products. Through our commitment to building world-class R&D teams and facilities, the Group aims to accelerate its R&D innovation and consolidate its capacity to produce longevity biological products. With our ever-expanding production capacity, the Group is well positioned to take a big stride forward on the strategic transformation to develop a world's leading ecosystem platform in longevity science.

Proactively identifying suitable acquisition opportunities to perfect industry chain

In order to expand the business scope of longevity science, the Group has been proactively identifying suitable acquisition targets that enable the Group to enhance and enrich its existing business during the Period under Review.

鑒於初始成本高昂，再加受加州持續的新冠肺炎影響，本集團管理層決定將營運外判予獨立第三方，以代替本集團生產長壽生物製品，此決定與管理層對運營效率及效益的目標相符。

儘管如此，本集團仍控制該生產，因為本集團之全資附屬公司Perpetual Master Limited (「**Perpetual Master**」)於美國加州租用3.6萬平方英尺的生產廠房，用於長壽生物製品如Nicotinamide Mononucleotide (NMN)及VC緩釋片之生產。該廠房之生產線已通過美國動態藥品生產管理規範 (「**cGMP**」)、美國食品藥品監督管理局 (「**FDA**」) 及美國國家衛生基金會 (「**NSF**」) 認證，同時擁有美國加州製藥、保健品加工、有機食品加工三重證書，確保本集團旗艦產品的生產及技術得到穩定的支持。透過致力打造世界一流的研發團隊及設施，本集團冀加快創新研發，同時鞏固生產長壽生物製品的能力，不斷擴充產能，向戰略轉型邁進，打造全球領先的長壽科學生態系統平台。

積極物色合適併購機會全面完善產業鏈

為擴展長壽科學之業務版圖，本集團於回顧期內致力物色合適的收購對象，旨在提升及豐富現有業務。

In past, Blooming Faith Development Limited, a wholly-owned subsidiary of the Group, acquired two examination centres with world's leading platforms, namely Irving Weissman International Advanced Medical Testing Centre which focuses on cancer prevention and early screening, and Asian Advanced Medical Testing Centre which is engaged in longevity medical testing. The two testing centres boast a combined of 19 categories of cell, health index and disease testing platforms, ranging from circulating tumor cell blood test, cell culture, biological age detection, automatic blood testing, and auto-immune testing. The acquisitions are believed to lay a solid foundation for the Group's longevity medical testing and longevity healthcare operations to generate stable revenue in the long run. The two testing centres commenced their operations in May this year in Shenzhen and their services have been well received by individuals with high net worth in China. In addition, the patents of the Group's two inventions of early cancer screening have been approved by and registered with the Patents Registry of the Intellectual Property Department of the Government of the Hong Kong Special and Administrative Region. With its significant enhancement on the effectiveness and accuracy of early cancer screening, the relevant technologies can help people prevent and treat cancer effectively, which will promote the Group's international position in cancer prevention and early screening.

In terms of longevity science R&D and longevity management services, Perpetual Master entered into a non-legally binding memorandum of understanding ("MOU") with China International Osteoarticular Medical Group earlier this year to acquire one of the world's largest FDA-registered international auto-immune cell banks, Asian Integrated Cell Laboratory Limited, which is an international dual-type full-system clinical cell bank for immune cell and stem cell recognised by American Association of Blood Banks ("AABB") and International Society for Blood Transfusion (ISBT128). It is primarily engaged in the development and transformation of cell therapies and cell pharmaceuticals, and possesses a number of important patents for inventions in relation to immune cells, stem cells and chondrocyte, as well as several FDA clinical phase II technologies in the fields of lung cancer, hepatocirrhosis, diabetes mellitus, osteoarthritis and aging debility. The Group has been working on the development and transformation of its technologies.

在過去，本集團之全資附屬公司法烽發展有限公司收購了世界領先的國際防癌早篩平台 — 衛斯曼院士國際先進醫療檢測中心，以及世界領先的長壽醫學檢測平台 — 亞洲先進醫療檢測中心兩間檢測中心。上述兩間檢測中心擁有循環腫瘤細胞血液檢測、細胞培養、生物年齡檢測、全自動血液檢測、自體免疫檢測等19項細胞、健康指數及疾病檢測平台，為本集團在長壽醫學檢測及長壽保健營運奠定堅實基礎，長遠帶來穩定收入。兩間檢測中心的檢測項目已於本年五月於深圳開始投入服務，深受國內高淨值人群歡迎。此外，本集團旗下兩項癌症早篩發明專利於獲香港特別行政區政府知識產權署專利註冊處審批註冊，相關技術能顯著提升癌症早篩的有效性和準確性，有助人類有效預防和治療癌症，提升本集團在世界癌症早篩領域的地位。

在長壽科學研發和長壽管理服務方面，Perpetual Master於本年初與中國國際骨關節醫療集團訂立不具法律約束力諒解備忘錄（「諒解備忘錄」），收購旗下目前世界上其中一個最大FDA註冊的國際自體免疫細胞庫 — 亞洲綜合細胞庫有限公司。此為得到美國血庫協會（「AABB」）、國際輸血學會核准編碼標準（ISBT128）認可的免疫細胞、幹細胞雙種類全體系國際臨床細胞庫，主要從事細胞療法、細胞藥品的研發及轉化，並擁有免疫細胞、幹細胞、軟骨細胞多項重要發明專利，在肺癌、肝硬化、糖尿病、骨關節炎、老化衰弱症等領域擁有多項FDA臨床二期的技術，而本集團正不斷研發及轉化旗下技術。

Management Discussion and Analysis

管理層討論及分析

In period, the Group continue in negotiation with Banderland Development Investment Holdings Limited (“**Banderland Development**”) holding significant equity interest in Hangzhou Chenghui* (杭州城慧), which in turns directly holds the entire interest of Hangzhou Chengnan Hospital* (杭州城南醫院), a second-tier comprehensive hospital specialising in telemedicine, high-end health check, rehabilitation from severe illnesses and comprehensive medical care. If negotiation success and materialize the Group will, under the collaboration with Hangzhou Chengnan Hospital, establish Zhejiang Zhongji Longevity Medical Testing Centre and Zhejiang Zhongji Longevity Cloud Centre, to focus on the development of world’s leading longevity medical testing projects, cancer prevention and early screening projects and internet-based international longevity medical testing projects.

Striving to expand and enhance longevity biological products

In respect of sales and production of longevity biological products, by fully leveraging the Group’s expertise in the cell industry and ongoing enhancement of R&D and production level, the Group has commenced the development and production of its flagship NMN product “ZJ1” and VC sustained-release tablets, as well as other longevity biological products in California, United States since last year. In terms of R&D, the Group’s NMN products are all made from raw materials from the United States, which have passed the toxicity study, obtained certification from FDA and Physicians’ Desk Reference (“**PDR**”) and acquired safety certification for heavy metal and sterility test of the United States. Currently, the Company’s NMN products and VC sustained-release tablets are sold worldwide and well received by high-net-worth individuals. During the period under review, the Group’s scientific research team boosted the R&D progress of “ZJ1” to the seventh generation with the introduction of the longevity functional beverages, safeguarding the health and longevity of people around the world who strive for the quality of life. In terms of marketing and sales strategy, the Group will capitalise the existing customer base, marketing network and sales channels of ZJ1 International Medical Group (Hong Kong) to gradually set up the “Internet + Healthcare” longevity system platform — Zhong Ji Longevity Cloud* (中基長壽雲).

於本期內，本集團持續與Banderland Development Investment Holdings Limited (「**Banderland Development**」) 交涉，其持有杭州城慧的重大股權，而杭州城慧直接全資擁有杭州城南醫院。杭州城南醫院是一家以二級標準建立的綜合性醫院，以遠距醫療、高端體檢、重症康復、綜合醫療為特色。倘磋商成功且實現，本集團將與杭州城南醫院共同成立浙江中基長壽醫學檢測中心和浙江中基長壽雲中心，重點發展世界領先的長壽醫學檢測項目、防癌早篩項目和互聯網國際長壽醫學檢測項目。

努力拓展及提升長壽生物製品

長壽生物製品的銷售及生產方面，自去年起本集團在美國加州開始研發和生產旗艦NMN產品「中基1號」以及VC緩釋片等長壽生物製品，充分利用本集團在細胞領域專業優勢，並不斷提升研發及生產水平。研發上，本集團NMN產品全部採用美國原材料，通過毒理實驗、FDA及美國藥典(「**PDR**」)、美國重金屬及無菌測試安全認證。目前，本集團的NMN產品、VC緩釋片已在全球進行銷售，深受高淨值人士喜愛。於回顧期內，本集團旗下科研團隊將「中基1號」之研發進程推進至第七代，將推出長壽功能飲料，為全球追求生命高品質人士提供健康長壽的保障。在市場銷售方面，本集團將好好利用香港中基1號國際醫療集團現有客戶群、市場網絡及銷售渠道，逐步建立「互聯網+醫療健康」的長壽系統平台 — 中基長壽雲。

Establishing partnerships with world-class companies

The Group entered into a MOU in relation to forming a strategic partnership with Thermo Fisher Scientific (Hong Kong) Limited (“**Thermo Fisher**”), a forerunner in the field of life sciences. Thermo Fisher will prioritise the Group in the provision of its latest life science technology, software and solution, so as to propel the Group’s development in longevity science and medical diagnosis, enhancing the productivity and R&D capability of the Group’s laboratory.

The management of the Group is confident about the business performance in the second half of the year, and believes that the longevity science business will gradually support the Group’s revenue growth and become a growth driver for Zhong Ji Longevity Science in the future, in particular relying on China GuoYao six sale & distribution contracts networking in Hubei, Guangdong, Shenzhen, states across 2,000 pharmacy outlets.

Now, the Group already launched an overseas flagship store on Tmall Global website for sale of ZJ1 series of nutritional supplements, including ZJ1 NMN multi-series longevity supplements, ZJ1 VC tablets and other products, expand with cross-border sales channel and revenue stream into Greater China region from Hong Kong base. The Group biological supplements sale was champion as 2nd Top Sale in July Sale month of Duo Ying “**抖音**” platform.

The management of the Group is optimistic on the development of the longevity science healthcare business, and believes that the longevity science health business will be the driver of the Group’s revenue growth in the future, together with existing license Money Lending business steady growth.

與世界級企業建立合作關係

本集團與生命科學領域的先行者賽默飛世爾科技(香港)有限公司(「**賽默飛世爾**」)就建立戰略合作夥伴關係簽訂諒解備忘錄。賽默飛世爾將為本集團優先提供其最新生命科學技術、軟件及解決方案，以促進本集團於長壽科學及醫療診斷方面之發展，提升本集團實驗室之產能及研發能力。

本集團管理層對下半年的業務表現充滿信心，相信長壽科學業務將逐步支撐本集團收益增長，成為中基長壽科學日後之增長引擎，尤其是依賴位於湖北、廣東、深圳、國家等地的2,000間藥房零售店的中國國藥六個銷售及分銷合約網絡。

目前，本集團已在天貓國際網站推出海外旗艦店，銷售ZJ1系列營養保健品，包括ZJ1 NMN多系列長壽保健品、ZJ1 VC緩釋片等產品，從香港基地至大中華地區擴充跨境銷售渠道及收入來源。本集團生物保健品銷售榮獲「**抖音**」平台七月銷量榜單的第二大銷售。

本集團管理層對長壽科學保健業務的發展持樂觀態度，並認為長壽科學保健業務連同現有持牌借貸業務穩定增長將成為本集團未來收入增長的動力。

Management Discussion and Analysis

管理層討論及分析

Prospect

As the world is adapting to the new normal due to the COVID-19 pandemic, people become more aware of the importance of maintaining a long and healthy life, which opens up a promising future for the longevity science industry. With its unwavering investment over the years, Zhong Ji Longevity Science has begun to bear fruit.

At present, the Group already possessed world-class longevity medical testing systems and longevity R&D platforms, as well as high-quality and innovative product pipelines. Zhong Ji Longevity Science will keep building up its top R&D team and strengthening strategic cooperation with other companies, so as to constantly enhance its R&D capability and operational efficiency, as well as to offer highly competitive longevity products and services to meet the strong longevity healthcare needs of China's high-net-worth population, thereby driving and supporting the Group's future revenue and earnings growth.

In view of China's steady industrialisation of cancer prevention and early screening, the Group continue aims to establish longevity medical testing centres in 18 first and second-tier cities of China through mergers and acquisitions and strategic cooperation in the coming three years (2022, 2023, 2024), aiming at providing customers with world's leading services of cancer prevention and early screening, longevity medical testing and longevity management. It is expected that our early screening services will reduce the incidence and mortality rates of cancer by benefiting more people at high risk of cancer and other critical illnesses, and thus expediting the national "Healthy China Strategy".

展望未來

隨著新冠肺炎逐漸步入常態化，人們更加意識到保持健康長壽的重要性，長壽科學產業發展前景亮麗。中基長壽科學在過去堅定不移的投入已經開始取得成果。

目前，本集團經已具備世界級長壽醫學檢測和長壽科研平台，以及優質創新的產品管線。中基長壽科學將繼續建立行內頂級的科研團隊並加強跨企業之戰略合作，不斷提升自身的研發能力及營運效率，打造極具競爭力的長壽產品和服務，以滿足中國高淨值人群強大的長壽保健需求，同時也為本集團未來的收入和盈利增長帶來重要的動力和支持。

鑑於中國癌症早期篩查領域正在逐步產業化，未來三年(二零二二年、二零二三年、二零二四年)，本集團將繼續致力於以併購及戰略合作的模式在全國18個一、二線城市設立長壽醫學檢測中心，為客戶提供世界領先的防癌早篩、長壽醫學檢測以及長壽管理服務，讓早期篩查惠及更多癌症及其他嚴重疾病的高危人群，可望降低癌症發病率和死亡率，加快推進實現國家「健康中國戰略」。

In terms of longevity biological products, the sales of health supplements saw a rising trend year on year thanks to the increasing spending in the health supplement industry. iiMedia Research predicts that the scale of the NMN-containing health supplement industry in China will reach RMB27 billion at a growth rate of nearly 70% by 2023. The Group will fully leverage its expertise in the cellular field and continuously enhance its R&D and production level to introduce higher quality and more effective longevity biological products, with a focus on catering public's desire for longevity and ultimately further increase the Group's market share of global healthcare products.

Now via China GuoYao six sale & distribution state sale contracts, the Company believe it was possible to achieve aggregate sale of RMB109 million approximately across pending two and a half years from now to December 2024, sale over 2,000 pharmacy outlets. In terms of R&D in longevity science and longevity management services, the Group will focus on the development and related applications of cell and gene therapy, and the provision of cell testing, cell banking and storage, optimisation as well as cell therapy services. The Group plans to provide longevity healthcare solutions for its members in the long run. The Group will also continuously enhance the coordination and operation of its longevity system platform "Zhong Ji Longevity Cloud" and gradually improve its "Internet + Healthcare" longevity system platform, integrating the quality network channels in the offline market on the one hand and providing its customers with the most suitable longevity products and services on the other.

在長壽生物製品方面，鑑於中國保健品行業消費規模逐步擴大，保健品銷售額呈現逐年上漲的趨勢。艾媒諮詢預計二零二三年中國NMN成分保健品市場規模將以近70%的增速攀升達人民幣270億元。本集團將充分利用其在細胞領域的專業優勢，不斷提升研發及生產水平，推出更高品質及效果的長壽生物製品重點解決大眾長壽需求的問題，進一步提升本集團在全球醫療保健產品的市場份額。

目前，通過中國國藥六個銷售及分銷國家銷售合約，本公司相信，從目前至二零二四年十二月的二年半時間裡，有可能於超過2,000間藥房零售店的銷售中實現合計人民幣109百萬元的銷量。在長壽科學研發和長壽管理服務方面，本集團將著力發展細胞療法、基因療法研發及相關應用，同時提供細胞檢測、儲存、優化及細胞療法服務，長遠而言為會員提供長壽保健解決方案。本集團亦將不斷加強對旗下長壽系統平台「中基長壽雲」的統籌和營運，逐步完善其「互聯網+醫療健康」長壽系統平台，一方面整合線下優質的市場網路管道，另一方面為客戶提供最合適的長壽產品和服務。

PRINCIPAL RISKS AND UNCERTAINTIES

The operation of the money lending business is one of the principal activities of the Group and it exposes to a number of risks and uncertainties including exchange rate risk, policy risk, credit risk and liquidity risk.

Besides, the slowdown of the PRC's economic growth, tightening financial regulations as well as challenges from the COVID-19 pandemic may adversely affect the operation of the money lending business and financial and investment advisory business. The volatile and unpredictable stock market in Hong Kong also raises uncertainty on the Group's returns from the securities investment business.

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 30 June 2022, the Group had recorded net current assets of approximately HK\$237,420,000 (31 December 2021: HK\$232,256,000); and cash and bank balances of approximately HK\$13,634,000 (31 December 2021: HK\$19,437,000). The Group did not enter into any financial instruments for hedging purpose.

Capital Structure

As at 30 June 2022, the total number of the issued ordinary shares with the par value of HK\$0.001 each was 3,870,102,650 (31 December 2021: 3,870,102,650).

Significant Investment, Acquisition and Disposal

Save for disclosed elsewhere in this report, there was no significant investment, acquisition or disposal of subsidiaries and associated companies that should be notified to the shareholders of the Company (the "Shareholders") for the six months ended 30 June 2022 incurred.

Segment Information

Details of segment information of the Group for the six months ended 30 June 2022 are set out in note 4 to the condensed consolidated financial statements.

主要風險及不明朗因素

本集團主要活動之一為借貸業務，該業務面對多種風險及不明朗因素，包括匯率風險、政策風險、信貸風險及流動資金風險。

此外，中國經濟增長放緩、金融法規持續收緊及新冠肺炎之挑戰或會對經營借貸業務以及金融及投資諮詢業務造成不利影響。香港股市波動及不可預測亦增加本集團證券投資業務回報之不確定性。

財務回顧

流動資金及財務資源

於二零二二年六月三十日，本集團錄得流動資產淨值約237,420,000港元(二零二一年十二月三十一日：232,256,000港元)；以及現金及銀行結餘約13,634,000港元(二零二一年十二月三十一日：19,437,000港元)。本集團並無訂立任何金融工具作對沖用途。

資本結構

於二零二二年六月三十日，每股面值0.001港元之已發行普通股總數為3,870,102,650股(二零二一年十二月三十一日：3,870,102,650股)。

重大投資、收購及出售

除本報告其他部分所披露者外，截至二零二二年六月三十日止六個月概無進行應知會本公司股東(「股東」)之重大投資以及關於附屬公司及聯營公司之收購或出售。

分部資料

本集團截至二零二二年六月三十日止六個月之分部資料詳情載於簡明綜合財務報表附註4。

Employees and Remuneration Policy

As at 30 June 2022, the employees of the Group were mainly stationed in Hong Kong and the PRC. In-house training programs were provided for its employees to enhance their skills and job knowledge. The management of the Company would continue to foster close co-operation among the employees.

The remuneration policies of the Company aim at ensuring that remuneration levels are appropriate and in line with the Company's target, mission and business performance. To do so, the Company considers various relevant factors such as the remuneration levels of its market competitors, market practices, job duties, responsibilities and scope, financial and non-financial performance, as well as the suitability of performance-based remuneration arrangements.

Details of Charges on Assets

As at 30 June 2022, the Group did not pledge any assets to banks or other financial institutions (31 December 2021: Nil).

Future Plans for Material Investment or Capital Assets

It is the Group's corporate mission to continue to explore ways to improve its financial performance, to diversify its operations into new and more profitable businesses and to broaden the sources of revenue within acceptable risk level. Hence, the Company does not rule out the possibility of investing in or changing to other profitable business as long as it is in the interest of the Company and the Shareholders as a whole. Also, as part of its routine exercise, the Company reviews the performance of its existing investment portfolio and evaluates the investment potentials of other investment opportunities available to the Company from time to time. Subject to the results of such reviews, the Company may make suitable investment decisions according to the then circumstance and information available which may involve the disposal of the whole or part of its existing investment portfolio and/or change of the asset allocation of its investment portfolio and/or expanding its investment portfolio with a view of realising and/or optimising the expected return and minimising the risks. 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 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.

僱員及薪酬政策

於二零二二年六月三十日，本集團僱員主要駐於香港及中國。本集團為僱員提供內部培訓計劃，以增進彼等之技能及工作知識。本公司管理層將繼續與僱員維持緊密合作關係。

本公司之薪酬政策旨在確保薪酬水平恰當，並與本公司制定之目標、使命及業務表現一致。為此，本公司考慮多項相關因素，例如市場競爭對手之薪酬水平、市場慣例、工作職務、職責及範圍、財務及非財務表現，以及與工作表現掛鉤之薪酬安排之可取性。

資產押記詳情

於二零二二年六月三十日，本集團並無向銀行或其他財務機構質押任何資產（二零二一年十二月三十一日：無）。

重大投資或資本資產之未來計劃

本集團之企業使命為繼續尋求方法提升財務表現，多元化發展業務至盈利能力更高之新行業，並在可承受風險水平下擴闊收益來源。因此，在符合本公司及股東整體利益之情況下，本公司不排除可能投資於或改為從事其他有利可圖之業務。此外，作為日常操作一部分，本公司不時檢討現有投資組合之表現及評估本公司所發掘其他投資機會之投資潛力。基於有關檢討結果，本公司可能因應當時情況及可取得之資料作出適當投資決定，當中可能涉及全部或局部出售現有投資組合及／或更改投資組合之資產分配及／或擴闊投資組合，以變現及／或改善預期回報及盡量減低風險。與此同時，由於投資者不時就潛在投資項目與本公司接洽，故本公司不排除於合適集資機會出現時落實進行債務及／或股本集資計劃，以應付本集團任何業務發展所產生之融資需要及改善財務狀況。

Management Discussion and Analysis

管理層討論及分析

Save as disclosed elsewhere in this report, as at the date of this report, the Company had not entered into any agreement, arrangement, understanding, intention or negotiation that should be disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Treasury Policy

The Group has adopted a treasury policy on 24 May 2011 in relation to the Group’s investment in securities of other listed companies on the Stock Exchange. The objective of the policy is to enable the Group to control and govern the possible future securities investments (if any, which may or may not occur).

Working Capital and Gearing Ratio

The gearing ratio of the Group as at 30 June 2022 (defined as the Group’s total interest-bearing liabilities divided by the Group’s total equity) was approximately 1.6% (31 December 2021: 1.6%).

Foreign Exchange Exposures

Business transactions of the Group are mainly denominated in Hong Kong dollars and Renminbi. The Group has not implemented any foreign currency hedging policy at the moment. However, in view of the fluctuation of Renminbi in recent years, continuous monitoring on the foreign exchange exposure is carried out and the management will consider hedging the foreign exchange exposure if it has material impact on the Group.

Capital Commitment

As at 30 June 2022, the Group did not have any capital commitment (31 December 2021: Nil).

Contingent Liability

As at 30 June 2022, the Group had no material contingent liability (31 December 2021: Nil).

EVENTS AFTER THE REPORTING PERIOD

Please refer to Notes to the accounts 25, Events After The Reporting Period.

* For identification only

除本報告其他部分所披露者外，於本報告日期，本公司並無訂立任何根據聯交所證券上市規則（「**上市規則**」）及香港法例第571章證券及期貨條例（「**證券及期貨條例**」）應披露之協議、安排、諒解、意向或商談。

理財政策

本集團於二零一一年五月二十四日採納一項有關本集團投資於其他聯交所上市公司證券之理財政策，旨在讓本集團得以控制及規管可能於未來進行之證券投資（如有，可能會亦可能不會發生）。

營運資金及資產負債比率

於二零二二年六月三十日，本集團的資產負債比率（界定為本集團計息負債總額除以本集團權益總額）約為1.6%（二零二一年十二月三十一日：1.6%）。

外匯風險

本集團之業務交易主要以港元及人民幣計值。本集團現時並無實行任何外幣對沖政策。然而，鑑於人民幣近年波動，管理層會持續監察外匯風險，並於有關風險對本集團造成重大影響之情況下考慮進行對沖。

資本承擔

於二零二二年六月三十日，本集團並無任何資本承擔（二零二一年十二月三十一日：無）。

或然負債

於二零二二年六月三十日，本集團並無重大或然負債（二零二一年十二月三十一日：無）。

報告期後事項

請參閱會計附註25報告期後事項。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests and short positions of the Directors, the chief executive of the Company nor their close associates (as defined in the Listing Rules) had any interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required 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 any such Directors or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be recorded in the register required to be kept by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing rules, were as follows:

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

於二零二二年六月三十日，董事、本公司最高行政人員或彼等之緊密聯繫人（定義見上市規則）於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）相關股份及債券中擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益及淡倉（包括任何該等本公司董事或最高行政人員根據證券及期貨條例有關條文視為或當作擁有之權益或淡倉）；或(b)須根據證券及期貨條例第352條記入本公司須存置之登記冊內之權益及淡倉；或(c)須根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則通知本公司或聯交所之權益及淡倉如下：

Name of Director	Capacity	Number of Shares held in long position (L)/short position (S)	Number of underlying Shares held in long position (L)/short position (S)	Total number of Shares in long position (L)/short position (S)	Percentage (Note 2)
董事姓名	身份	所持股份屬長倉(L)/短倉(S)數目	所持相關股份屬長倉(L)/短倉(S)數目	屬長倉(L)/短倉(S)的股份總數	百分比(附註2)
Mr. YAN Li (Note 1)	Beneficial owner and interest of controlled corporation	498,855,175 (L)	9,200,000,000 (L) 9,200,000,000 (S)	9,698,855,175 (L) 9,200,000,000 (S)	250.61% (L) 237.72% (S)
閻立先生(附註1)	實益擁有人及受控制公司權益				
Ms. CAO XIE Qiong	Interest of spouse	45,600,000 (L)	-	45,600,000 (L)	1.18% (L)
曹衆女士	配偶權益				
Mr. LI Xiaoshuang (Note 3)	Beneficial owner	-	38,680,000 (L)	38,680,000 (L)	1.00% (L)
李小雙先生(附註3)	實益擁有人				

Notes:

- Mr. Yan Li held 498,855,175 shares and through his wholly and beneficially owned company, 90.76% shareholding interest in Zhong Ji 1 International Medical Group (Hong Kong) Limited, which in turn holds convertible notes issued by the Company in a principal amount of HK\$1,840,000,000, the conversion rights of which, if exercised in full, are convertible into 9,200,000,000 shares of the Company.
- This represented the approximate percentage of the total number of issued Shares as at 30 June 2022.
- Mr. Li Xiaoshuang held 38,680,000 share options of the Company entitling him to subscribe for 38,680,000 shares.

附註：

- 閻立先生持有498,855,175股股份及透過其全資實益擁有之公司持有香港中基1號國際醫療集團有限公司90.76%股權權益，而香港中基1號國際醫療集團有限公司持有本公司所發行本金額為1,840,000,000港元之可換股票據，倘全面行使相關兌換權，則可兌換為9,200,000,000股本公司股份。
- 此相當於二零二二年六月三十日之已發行股份總數之概約百分比。
- 李小雙先生持有38,680,000份本公司購股權，賦予其認購38,680,000股股份的權利。

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Save as disclosed above, as at 30 June 2022, none of the Directors or chief executive of the Company and/or their respective close associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, so far as being known to the Directors or chief executive of the Company, the interests and short positions of the substantial Shareholders or other persons (other than the Directors or chief executive of the Company) in the Shares and underlying Shares which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Long/short position in ordinary shares of the Company:

除上文所披露者外，於二零二二年六月三十日，概無本公司董事或最高行政人員及／或彼等各自之緊密聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份及債券中擁有任何權益或淡倉。

主要股東於股份、相關股份及債券之權益

於二零二二年六月三十日，就本公司董事或最高行政人員所知，主要股東或其他人士(本公司董事或最高行政人員除外)於股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文已向本公司披露及已記入根據證券及期貨條例第336條本公司須存置之登記冊之權益及淡倉如下：

於本公司普通股之好倉／淡倉：

Name	Capacity	Number of Shares held in long position (L)/short position (S)	Number of underlying Shares entitled in long position (L)/short position (S)	Total number of Shares in long position (L)/short position (S)	Approximate percentage of issued share capital of the Company (Note 1)
名稱／姓名	身份	所持好倉(L)／淡倉(S)股份數目	所享有好倉(L)／淡倉(S)相關股份數目	好倉(L)／淡倉(S)股份總數	估本公司已發行股本之概約百分比(附註1)
Harmony Delight Holdings Limited ("Harmony Delight") (Notes 2 and 3) 愉和控股有限公司(「愉和」)(附註2及3)	Beneficial owner Person having a security interest in shares 實益擁有人 擁有股份抵押權益之人士	-	1,100,000,000 (L) 9,200,000,000 (L)	1,100,000,000 (L) 9,200,000,000 (L)	266.14% (L)
Ma Hongyi (Note 4) 馬宏義(附註4)	Beneficial owner Interest of controlled corporation 實益擁有人 受控制公司權益	-	100,000,000 (L) 10,300,000,000 (L)	100,000,000 (L) 10,300,000,000 (L)	268.72% (L)

Name	Capacity	Number of		Total number of Shares in long position (L)/short position (S)	Approximate percentage of issued share capital of the Company (Note 1)
		Number of Shares held in long position (L)/short position (S)	underlying Shares entitled in long position (L)/short position (S)		
名稱/姓名	身份	所持 好倉(L)/淡倉(S) 股份數目	所享有 好倉(L)/淡倉(S) 相關股份數目	好倉(L)/淡倉(S) 股份總數	佔本公司 已發行股本之 概約百分比 (附註1)
Zhong Ji 1 International Medical Group (Hong Kong) Limited ("Zhong Ji 1") (Notes 3 and 5)	Beneficial owner	-	9,200,000,000 (L)	9,200,000,000 (L)	237.72% (L)
香港中基1號國際醫療集團有限公司 (「中基1號」)(附註3及5)	實益擁有人	-	9,200,000,000 (S)	9,200,000,000 (S)	237.72% (S)
China International Osteoarticular Medical Group Limited (Note 6)	Interest of controlled corporation	-	9,200,000,000 (L)	9,200,000,000 (L)	237.72% (L)
China International Osteoarticular Medical Group Limited (附註6)	受控制公司權益	-	9,200,000,000 (S)	9,200,000,000 (S)	237.72% (S)
Wong So Wai 黃素慧	Beneficial owner	500,500,000 (L)	-	500,500,000 (L)	12.93% (L)
	實益擁有人	500,000,000 (S)	-	500,000,000 (S)	12.92% (S)
Allied Summit Inc. (Note 7)	Beneficial owner	-	500,000,000 (L)	500,000,000 (L)	12.92% (L)
Allied Summit Inc. (附註7)	實益擁有人	-	500,000,000 (S)	500,000,000 (S)	12.92% (S)
Su Weibiao (Note 7)	Interest of controlled corporation	-	500,000,000 (L)	500,000,000 (L)	12.92% (L)
蘇維標 (附註7)	受控制公司權益	-	500,000,000 (S)	500,000,000 (S)	12.92% (S)

Notes:

- Based on a total of 3,870,102,650 Shares in issue as at 30 June 2022.
- Harmony Delight held convertible notes with conversion price of HK\$0.2 per Share issued by the Company (the "Convertible Notes") in the principal amount of HK\$220,000,000.
- On 5 November 2020, a mortgage was entered into between Zhong Ji 1 as mortgagor and Harmony Delight as mortgagee in respect of the Convertible Notes in the principal amount of HK\$1,840,000,000.
- Harmony Delight was wholly owned by Mr. Ma Hongyi.
- Zhong Ji 1 held the Convertible Notes in the principal amount of HK\$1,840,000,000.
- Zhong Ji 1 was 90.76% owned by China International Osteoarticular Medical Group Limited, which in turn wholly owned by Mr. Yan Li.
- Allied Summit Inc. was wholly owned by Mr. Su Weibiao.

附註:

- 以於二零二二年六月三十日之合共3,870,102,650股已發行股份為基礎。
- 愉和持有本公司所發行本金額為220,000,000港元之可換股票據，兌換價為每股股份0.2港元(「可換股票據」)。
- 於二零二零年十一月五日，中基1號(作為按揭人)與愉和(作為承按人)就本金額為1,840,000,000港元之可換股票據訂立一項按揭。
- 愉和由馬宏義先生全資擁有。
- 中基1號持有本金額為1,840,000,000港元之可換股票據。
- 中基1號由China International Osteoarticular Medical Group Limited擁有90.76%權益，而China International Osteoarticular Medical Group Limited由閻立先生全資擁有。
- Allied Summit Inc.由蘇維標先生全資擁有。

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Save as disclosed above, as at 30 June 2022, the Company had not been notified of any other interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTIONS

The Company adopted the share option scheme (the “**Share Option Scheme**”) pursuant to an ordinary resolution passed on 12 June 2012 (the “**Adoption Date**”). The purpose of the Share Option Scheme is to provide incentives to the grantee, including employee, officer, agent, consultant or representative of the Group (including any executive or non-executive director of any member of the Group), to contribute to the Group and to enable the Group to recruit high-calibre employees and attract resources that are valuable to the Group. The Share Option Scheme shall be valid and effective for a period of ten years commencing from the Adoption Date and will expire on 11 June 2022.

Following the expiration of the Share Option Scheme, the Shareholders approved the adoption of a new share option scheme of the Company (the “**New Share Option Scheme**”) at the annual general meeting of the Company held on 29th July, 2022, the New Share Option Scheme was set up for the primary purpose to enable the Group to motivate the participants of the New Share Option Scheme to utilise their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain an ongoing relationship with the participants whose contributions are or will be beneficial to the long term growth of the Group, it is important that the Group should be permitted to provide them, where appropriate, with an incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the success of the business of the Group. The New Share Option Scheme will expire on 29th July, 2032. For details, please refer to the circular of the Company dated 28 June 2022.

除上文所披露者外，於二零二二年六月三十日，本公司並無獲任何人士知會於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部向本公司披露，或本公司根據證券及期貨條例第336條規定存置之登記冊所記錄之任何其他權益或淡倉。

購股權

本公司根據於二零一二年六月十二日（「**採納日期**」）通過之普通決議案採納購股權計劃（「**購股權計劃**」）。購股權計劃旨在向承授人（包括本集團之僱員、高級職員、代理、顧問或代表（包括本集團任何成員公司之執行或非執行董事））提供貢獻本集團之獎勵，並讓本集團可招募對本集團有價值之高質素僱員及吸納資源。購股權計劃於自採納日期起計十年內有效及生效，並將於二零二二年六月十一日屆滿。

隨著購股權計劃屆滿後，於本公司於二零二二年七月二十九日召開的股東周年大會，股東同意採納公司的一份新購股權計劃（「**新購股權計劃**」）。設立新購股權計劃的主要目的是使得本集團能夠激勵新購股權計劃的參與者利用其表現及效率為本集團謀利，並吸引和保留或以其他方式維持與能夠或將為本集團長期發展做出有益貢獻的參與者的關係。對本集團而言，被允許於適當情況下向其提供激勵至關重要，即通過為其提供獲得公司所有權權益的機會，獎勵其對公司的業務成功做出的貢獻。新購股權計劃將於二零三二年七月二十九日屆滿。詳情請參閱本公司日期為二零二二年六月二十八日的通函。

At the annual general meeting held on 2 June 2017, the Shareholders duly approved the existing scheme mandate limit under the Share Option Scheme be refreshed and renewed provided that the total number of shares of the Company which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at 2 June 2017, that is 387,010,265 shares of the Company. The Directors are authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options granted under the Share Option Scheme. Share options granted should be accepted within 28 days after the date of grant, upon payment of HK\$1 per each grant of the share options. The subscription price will be a price determined by the Board and at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the date of grant of the option, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of the shares. The total number of shares which may be issued upon exercise of options must not exceed 30% of the number of shares in issue from time to time. No options may be granted if such grant would result in the 30% limit being exceeded. Details were shown in the circular of the Company dated 28 April 2017.

The maximum number of shares of the Company (issued and to be issued) upon exercise of the share options granted under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled or outstanding) to each eligible person in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue unless approval of the Shareholders is obtained. Any grant of share options to a Director, the chief executive of the Company, substantial Shareholder, or Controlling Shareholder or any of their respective associates (as defined in the Listing Rules), is subject to approval by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the share options). In addition, where the Board proposes to grant any share options to a substantial Shareholder or an independent non-executive Director or any of their

於二零一七年六月二日舉行之股東周年大會上，股東正式批准更新及重訂有關購股權計劃之現有計劃授權上限，惟因根據購股權計劃授出購股權或因購股權獲行使(不包括根據購股權計劃先前已授出、未行使、已註銷、已失效或已行使之購股權)而可能配發及發行之本公司股份總數不得超過二零一七年六月二日本公司已發行股份之10%(即387,010,265股本公司股份)。董事獲授權在遵守上市規則之前提下，根據購股權計劃授出數目最高達更新上限之購股權，並行使本公司一切權力以因根據購股權計劃所授出之購股權獲行使而配發、發行及處理本公司股份。所授出之購股權應於授出日期後28天內，就每次授出購股權支付1港元而予以接納。認購價將為董事會釐定之價格，並最少為下列三者中之最高者：(a)於購股權授出日期(必須為營業日)聯交所每日報價表所列股份之收市價；(b)於緊接購股權授出日期前五個營業日聯交所每日報價表所列股份之平均收市價；及(c)股份面值。因購股權獲行使而可能發行之股份總數，不得超過不時已發行股份數目之30%。倘授出購股權將導致超過該30%限額，則不得授出任何購股權。詳情載於本公司日期為二零一七年四月二十八日之通函內。

除非已取得股東批准，否則因於任何12個月期間根據購股權計劃或本公司任何其他購股權計劃授予任何一名合資格人士之購股權(包括已行使、已註銷或未行使之購股權)獲行使而已發行及將予發行之本公司股份最高數目不得超過本公司已發行股份總數之1%。向本公司之董事、最高行政人員、主要股東、控股股東或彼等各自任何聯繫人(定義見上市規則)授出任何購股權均須經獨立非執行董事(不包括身為購股權承授人之獨立非執行董事)批准。此外，倘董事會建議向主要股東、獨立非執行董事或彼等各自任何聯繫人授出任何購股權，而有關購股權(如全數獲行使)將導致因於截至(並包括)授出日期止過去12個月期

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respective associates, and such share options, if exercised in full, would result in the total number of shares of the Company issued and to be issued upon exercise of all the share options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the past 12-month period up to and including the date of grant in excess of 0.1% of the total number of shares of the Company in issue on the date of grant and with an aggregate value (based on the closing price of the shares of the Company on the date of grant) in excess of HK\$5,000,000, such further grant of share options is subject to the Shareholders' approval in general meeting.

On 31 December 2020, the Company granted an aggregate of 386,800,000 share options to ten (10) consultants of the Company (the "Consultant(s)") (none of the grantees nor any of their respective associates (as defined in the Listing Rules) are Directors, chief executives or substantial shareholders (as defined in the Listing Rules) of the Company at the time of the grant of the share options) with an exercise price of HK\$0.400 per new share. Each Consultant is entitled 38,680,000 share options. The Board had set out performance targets for the Consultants as part of the conditions for grant of the Options. Such performance targets dictated that each of the consultants would create revenue for the Group of a certain amount within three years from the grant of the share options, which includes introducing clients, investors and potential business opportunities to the Company, recommending and advising on potential acquisition projects and assisting and advising in potential fund raising activities. To the best knowledge of the Directors, the duties of the Consultants are as follows:

- (1) Consultant A — introduce partners and investors to the Company
- (2) Consultant B — provide financial advice and strategic business strategies to the Company
- (3) Consultant C — introduce clients to the Company
- (4) Consultant D — introduce clients to the Company
- (5) Consultant E — introduce clients to the Company
- (6) Consultant F — introduce clients to the Company

間已經及將會授予有關人士之所有購股權(包括已行使、已註銷及未行使之購股權)獲行使而已發行及將予發行之本公司股份總數超過本公司於授出日期已發行股份總數之0.1%，且總值(按本公司股份於授出日期之收市價計算)超過5,000,000港元，則進一步授出有關購股權須經股東於股東大會上批准。

於二零二零年十二月三十一日，本公司向十(10)名本公司顧問(「顧問」)(概無承授人或任何彼等各自之聯繫人(定義見上市規則)於授出購股權之時為本公司董事、最高行政人員或主要股東(定義見上市規則))授出合共386,800,000份購股權，行使價為每股新股0.400港元。每名顧問有權獲得38,680,000份購股權。董事會已為顧問設定表現目標，作為授予購股權的部分條件。該表現目標要求每位顧問於授予購股權後三年內為本集團創造一定金額的收益，包括為本公司轉介客戶、投資者及潛在的商機，為潛在的收購項目出謀劃策，以及為潛在的集資活動提供協助及建議。據董事所深知，各顧問的職責如下：

- (1) 顧問A — 向本公司轉介合作夥伴及投資者
- (2) 顧問B — 向本公司提供財務諮詢及戰略業務策略
- (3) 顧問C — 向本公司轉介客戶
- (4) 顧問D — 向本公司轉介客戶
- (5) 顧問E — 向本公司轉介客戶
- (6) 顧問F — 向本公司轉介客戶

- | | |
|---|------------------------|
| (7) Consultant G — introduce clients and investors to the Company | (7) 顧問G — 向本公司轉介客戶及投資者 |
| (8) Consultant H — introduce clients to the Company | (8) 顧問H — 向本公司轉介客戶 |
| (9) Consultant I — introduce clients to the Company | (9) 顧問I — 向本公司轉介客戶 |
| (10) Mr. Li Xiaoshuang: introduce clients to the Company | (10) 李小雙先生：向本公司轉介客戶 |

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for Mr. Li Xiaoshuang, who was an independent third party at the time of the grant of the share options, and subsequently resigned as consultant and was appointed as an executive Director on 30 August 2021, all the remaining consultants are independent third parties of the Company. None of the Consultants holds share options entitling them to subscribe for Shares exceeding 1% of the total issued Shares of the Company as at the date of grant. The period during which these share options can be exercised is from 31 December 2023 to 30 December 2030.

據董事作出一切合理查詢後所深知、全悉及確信，除李小雙先生（於授出購股權時為獨立第三方，其後於二零二一年八月三十日辭任顧問並獲委任為執行董事）外，其餘所有顧問均為本公司的獨立第三方。概無顧問藉所持有的購股權而可認購的股份數目，超過本公司於授予日期已發行股份總數的1%。該等購股權可於二零二三年十二月三十一日至二零三零年十二月三十一日期間行使。

Movements of the aforesaid share options during the period were as follows:

上述購股權於期內的變動如下：

Category	Number of share options 購股權數量				Outstanding as at 30 June 2022 於二零二二年 六月三十日 尚未行使
	Outstanding as at 1 January 2022 於二零二二年 一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled/lapsed during the period 期內註銷/失效	
Director – LI Xiaoshuang 董事 – 李小雙	38,680,000	-	-	-	38,680,000
Other participants – consultants 其他參與者 – 顧問	348,120,000	-	-	-	348,120,000

Save as disclosed above, there were no share options granted, exercised, cancelled or lapsed under the Share Option Scheme during six months ended 30 June 2022.

除上文所披露者外，截至二零二二年六月三十日止六個月，購股權計劃下的購股權並無授出、註銷或失效。

SHARE AWARD SCHEME

The Company adopted the share award scheme (the “**Share Award Scheme**”) on 18 May 2021. The purpose and the objective of the scheme are to recognise the contributions of certain participants to the development and growth of the Group and to provide them with incentives in order to retain them for the continual operation and development and to attract suitable personnel for further development of the Group.

The Company may from time to time, allot and issue new shares in the share capital of the Company to the trustee as directed by the Board and/or share award committee, which shall constitute part of the trust fund, for the grant of restricted shares to selected participant(s) as set out in the rules of the Share Award Scheme and the trust deed. The Board shall not make any further award which will result in the aggregated number of restricted shares granted pursuant to the Share Award Scheme (excluding restricted shares that have been forfeited in accordance with the Share Award Scheme) exceeding 10% of the issued share capital of the Company as at 18 May 2021, that is 387,010,265 shares of the Company.

No shares were awarded under the Share Award Scheme of the Company during the six months ended 30 June 2022.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed shares.

CORPORATE GOVERNANCE

The Company has complied with the code provisions (the “**Code Provision(s)**”) set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 to the Listing Rules during the six months ended 30 June 2022.

CODE OF CONDUCT REGARDING DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the terms contained in the Model Code for Security Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules as the Company’s code of conduct for security transactions and dealing (the “**Model Code**”). All existing Directors, upon specific enquiry, have confirmed that they have complied with the Model Code during the six months ended 30 June 2022.

股份獎勵計劃

本公司於二零二一年五月十八日採納股份獎勵計劃(「**股份獎勵計劃**」)。該計劃的目的及目標旨在表揚若干參與者對本集團的發展及增長所作出的貢獻，並向彼等提供獎勵，以挽留彼等繼續營運及發展，並吸納合適的人員促進本集團的進一步發展。

本公司可不時配發及發行本公司股本中的新股份予董事會及／或股份獎勵委員會指示的受托人，其構成信託基金的一部分，以授出受限制股份予股份獎勵計劃及信託契據規則所載的經選定參與者。董事會不得授出任何進一步獎勵，導致根據股份獎勵計劃授予的受限制股份的總數(不包括根據股份獎勵計劃被沒收的受限制股份)超過本公司於二零二一年五月十八日的已發行股本的10%(即387,010,265股本公司股份)。

截至二零二二年六月三十日止六個月，概無根據本公司的股份獎勵計劃授出任何股份。

購買、出售或贖回股份

於截至二零二二年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市股份。

企業管治

於截至二零二二年六月三十日止六個月，本公司已遵守上市規則附錄十四所載企業管治守則(「**企業管治守則**」)之守則條文(「**守則條文**」)。

董事進行證券交易之操守守則

本公司已採納上市規則附錄十中之上市發行人董事進行證券交易的標準守則所載之條款，作為本公司進行證券交易及買賣之操守守則(「**標準守則**」)。全體現任董事均於接受具體查詢後確認，彼等於截至二零二二年六月三十日止六個月已遵守標準守則。

UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in information of the Director since the last published 2021 annual report of the Company and up to date of this report are set out below:

1. Mr. Lyu Changsheng was appointed as a non-executive Director on 1 August 2022.
2. Ms. Choi Ngai Wah resigned as a non-executive Director on 3 August 2022.

AUDIT COMMITTEE REVIEW

The audit committee of the Company (the "Audit Committee") currently comprises of three independent non-executive Directors, Mr. Lee See Barry (the chairman of this committee), Mr. Wang Ning and Prof. Huang Cibo. The Audit Committee has adopted terms of reference which are in line with the CG Code.

The unaudited condensed consolidated results for the six months ended 30 June 2022 have been reviewed by the Audit Committee.

As at the date of this report, the Directors are:

Executive Directors

Mr. Yan Li (Chairman)
Mr. Yan Yifan
(Chief Executive Officer)
Mr. Li Xiaoshuang
Ms. Cao Xie Qiong

Non-executive Directors

Dr. He Yiwu
Mr. Lyu Changsheng

Independent Non-executive Directors

Mr. Lee See Barry
Mr. Wang Ning
Prof. Huang Cibo

By order of the Board

Zhong Ji Longevity Science Group Limited

Yan Li
Chairman

Hong Kong, 29 August 2022

董事資料更新

根據上市規則第13.51B(1)條，自本公司上一次刊發二零二一年年報以來直至本報告日期為止，董事資料變動載列如下：

1. 呂長勝先生於二零二二年八月一日獲委任為非執行董事。
2. 蔡藝華女士於二零二二年八月三日辭任非執行董事。

審核委員會審閱

本公司審核委員會(「審核委員會」)目前由三名獨立非執行董事李思先生(委員會主席)、王寧先生及黃慈波教授組成。審核委員會已採納符合企業管治守則之職權範圍。

截至二零二二年六月三十日止六個月之未經審核簡明綜合業績已經由審核委員會審閱。

於本報告日期，董事如下：

執行董事

閻立先生(主席)
閻一帆先生
(首席執行官)
李小雙先生
曹衆女士

非執行董事

何亦武博士
呂長勝先生

獨立非執行董事

李思先生
王寧先生
黃慈波教授

承董事會命

中基長壽科學集團有限公司

主席
閻立

香港，二零二二年八月二十九日

Condensed Consolidated Statement of Profit or Loss

簡明綜合損益表

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

			Six months ended 30 June 截至六月三十日止六個月	
			2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註		
Revenue	收益	4	33,054	16,112
Cost of sales	銷售成本		(3,946)	(1,971)
Gross profit	毛利		29,108	14,141
Other income and gains	其他收入及收益	5	172	851
Selling and distribution expenses	銷售及分銷開支		(1,258)	(2,820)
Administrative expenses	行政開支		(21,467)	(29,779)
Finance costs	財務成本	6	(221)	(43)
Share of results of joint ventures	應佔合營企業業績		(182)	(3,201)
PROFIT/(LOSS) BEFORE TAX	除稅前溢利/(虧損)	7	6,152	(20,851)
Income tax credit	所得稅抵免	8	285	-
PROFIT/(LOSS) FOR THE PERIOD	期內溢利/(虧損)		6,437	(20,851)
Attributable to:	歸屬於：			
Owners of the Company	本公司擁有人		6,273	(20,801)
Non-controlling interests	非控股權益		164	(50)
			6,437	(20,851)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	歸屬於本公司普通權益 持有人之每股盈利/ (虧損)	9		
Basic and diluted	基本及攤薄		HK0.04 cents 0.04港仙	HK(0.14) cents (0.14)港仙

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益報表

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
PROFIT/(LOSS) FOR THE PERIOD	期內溢利／(虧損)	6,437	(20,851)
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)／收益		
Items that may be reclassified to profit or loss in subsequent periods:	可於其後期間重新分類至損益之項目：		
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	(15,307)	(4,031)
		(15,307)	(4,031)
Items that may not be reclassified to profit or loss in subsequent periods:	不會於其後期間重新分類至損益之項目：		
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公平值透過其他全面收益入賬之股本投資之公平值變動	(13,414)	23,853
		(13,414)	23,853
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD, NET OF TAX	期內其他全面(虧損)／收益，經扣除稅項	(28,721)	19,822
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	期內全面虧損總額	(22,284)	(1,029)
Total comprehensive loss for the period attributable to:	歸屬於以下人士的期內全面虧損總額：		
Owners of the Company	本公司擁有人	(21,825)	(130)
Non-controlling interests	非控股權益	(459)	(899)
		(22,284)	(1,029)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

30 June 2022

二零二二年六月三十日

			30 June 2022	31 December 2021
			二零二二年 六月三十日	二零二一年 十二月三十一日
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
		Notes 附註	HK\$'000	HK\$'000
			千港元	千港元
NON-CURRENT ASSETS	非流動資產			
Plant and equipment	廠房及設備	11	1,308	1,652
Investment properties	投資物業		25,152	26,001
Right-of-use assets	使用權資產	12	2,873	4,832
Interests in joint ventures	於合營企業之權益		5,487	5,753
Financial assets at fair value through other comprehensive income	按公平值透過其他全面 收益入賬之金融資產	13	32,461	56,877
Loan and interest receivables	應收貸款及利息	14	144,465	145,585
Total non-current assets	非流動資產總值		211,746	240,700
CURRENT ASSETS	流動資產			
Inventories	存貨		1,942	1,020
Loan and interest receivables	應收貸款及利息	14	69,221	72,279
Trade receivables	應收賬款	15	732	19
Deposits, prepayments and other receivables	按金、預付款項及其他應收 款項	16	194,497	176,358
Tax recoverable	可收回稅項		3,891	4,072
Amounts due from related companies	應收關聯公司款項	20	7,485	3,610
Cash and cash equivalents	現金及現金等價物		13,634	19,437
Total current assets	流動資產總值		291,402	276,795
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	17	283	254
Other payables and accruals	其他應付款項及應計費用	18	19,544	11,599
Other borrowing	其他借貸	19	7,396	7,740
Lease liabilities	租賃負債		3,151	3,718
Amount due to a director	應付一名董事款項	20	9,414	6,926
Amounts due to related companies	應付關聯公司款項	20	3,755	7,817
Contract liabilities	合約負債		5,522	1,126
Tax payable	應付稅項		4,917	5,359
Total current liabilities	流動負債總額		53,982	44,539

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

30 June 2022

二零二二年六月三十日

		Notes 附註	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
NET CURRENT ASSETS	流動資產淨值		237,420	232,256
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		449,166	472,956
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債		732	766
Lease liabilities	租賃負債		-	1,472
Total non-current liabilities	非流動負債總額		732	2,238
NET ASSETS	資產淨值		448,434	470,718
EQUITY	權益			
Share capital	股本	21	3,870	3,870
Reserves	儲備		418,053	439,878
Equity attributable to owners of the Company	歸屬於本公司擁有人之權益		421,923	443,748
Non-controlling interests	非控股權益		26,511	26,970
Total equity	權益總額		448,434	470,718

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔										Non-controlling interests		Total equity
		Share capital	Share premium account	Fair value reserve	Contributed surplus	PRC statutory reserve	Exchange fluctuation reserve	Share option reserve	Equity component of convertible notes	Accumulated losses	Total		Total equity	
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	公平值儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	中國法定儲備 HK\$'000 千港元	匯兌波動儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	可換股票據之權益部分 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元	
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	3,870	932,470	(140,742)	277,102	25,021	5,188	72	1,755,856	(2,415,089)	443,748	26,970	470,718	
Loss for the period (unaudited)	期內虧損(未經審核)	-	-	-	-	-	-	-	-	6,273	6,273	164	6,437	
Other comprehensive income for the period (unaudited)	期內其他全面收益(未經審核)	-	-	(13,414)	-	-	(14,684)	-	-	-	(28,098)	(623)	(28,721)	
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	(13,414)	-	-	(14,684)	-	-	6,273	(21,825)	(459)	(22,284)	
Transfer of fair value reserve upon disposal of financial assets at fair value through other comprehensive income	於出售按公平值透過其他全面收益入賬之金融資產時轉撥公平值儲備	-	-	3,280	-	-	-	-	-	(3,280)	-	-	-	
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	3,870	932,470*	(150,876)*	277,102*	25,021*	(9,496)*	72*	1,755,856*	(2,412,096)*	421,923	26,511	448,434	

		Attributable to owners of the Company 本公司擁有人應佔										Non-controlling interests		Total equity
		Share capital	Share premium account	Fair value reserve	Contributed surplus	PRC statutory reserve	Exchange fluctuation reserve	Share option reserve	Equity component of convertible notes	Accumulated losses	Total		Total equity	
		股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	公平值儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	中國法定儲備 HK\$'000 千港元	匯兌波動儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	可換股票據之權益部分 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元	
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	3,870	932,470	(138,506)	277,102	25,045	(14,468)	72	1,755,856	(2,412,609)	428,832	26,054	454,886	
Loss for the period (unaudited)	期內虧損(未經審核)	-	-	-	-	-	-	-	-	(20,801)	(20,801)	(50)	(20,851)	
Other comprehensive income for the period (unaudited)	期內其他全面收益(未經審核)	-	-	23,853	-	-	(3,182)	-	-	-	20,671	(849)	19,822	
Total comprehensive loss for the period (unaudited)	期內全面虧損總額(未經審核)	-	-	23,853	-	-	(3,182)	-	-	(20,801)	(130)	(899)	(1,029)	
Equity-settled share option arrangements (unaudited)	以權益結算的購股權安排 (未經審核)	-	-	-	-	-	-	13,066	-	-	13,066	-	13,066	
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	3,870	932,470*	(114,653)*	277,102*	25,045*	(17,650)*	13,138*	1,755,856*	(2,433,410)*	441,768	25,155	466,923	

* These reserve accounts comprise the consolidated other reserves of HK\$418,053,000 (31 December 2021: HK\$439,878,000) in the condensed consolidated statement of financial position.

* 該等儲備賬包含簡明綜合財務狀況報表內之綜合其他儲備418,053,000港元(二零二一年十二月三十一日: 439,878,000港元)。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Net cash used in operating activities	經營活動動用之現金淨額	(2,862)	(12,499)
Cash flows from investing activities	投資活動之現金流量		
Bank interest received	已收銀行利息	3	576
Capital injection to joint ventures	向合營企業注資	-	(3,642)
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	(23)	(348)
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售按公平值透過其他全面收益入賬之金融資產所得款項	11,003	-
Net cash generated from/(used in) investing activities	投資活動產生/(動用)之現金淨額	10,983	(3,414)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Cash flows from financing activities	融資活動之現金流量		
Principal and interest element of lease payments	租賃付款之本金及利息部分	(2,032)	(450)
Advance from a director	來自一名董事墊款	2,488	-
Net cash generated from/(used in) financing activities	融資活動產生/(動用)之現金淨額	456	(450)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	8,577	16,363
Effect of foreign exchange rate changes	外幣匯率變動之影響	(14,380)	(4,134)
Cash and cash equivalents at beginning of period	期初之現金及現金等價物	19,437	40,797
Cash and cash equivalents at end of period	期末之現金及現金等價物	13,634	20,300
Analysis of cash and cash equivalents	現金及現金等價物分析		
Bank and cash balances	銀行及現金結餘	13,634	20,300

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

1. GENERAL INFORMATION

Zhong Ji Longevity Science Group Limited (the “**Company**”) is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered address of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda. The principal place of business of the Company was located at Suites 1901-03, 19/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong.

During the period, the Group was involved in the following principal activities:

- Longevity science business
- Money lending and financial advisory business
- Securities and other investments
- Property investment

1. 一般資料

中基長壽科學集團有限公司(「**本公司**」)為於百慕達註冊成立之有限責任公司，其股份於香港聯合交易所有限公司(「**聯交所**」)上市。本公司之註冊地址為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda。本公司之主要營業地點位於香港銅鑼灣告士打道255-257號信和廣場19樓1901-03室。

本集團於期內從事以下主要業務：

- 長壽科學業務
- 借貸及金融諮詢業務
- 證券及其他投資
- 物業投資

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The condensed consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is the same as the functional currency of the Company.

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values, as appropriate.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2021.

2. 編製基準

本簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定編製。

簡明綜合財務報表以港元（「港元」）呈列，與本公司的功能貨幣相同。

3. 主要會計政策

除以公平值（倘適用）計量的投資物業及若干金融工具外，簡明綜合財務報表乃按照歷史成本基準編製。

除應用香港財務報告準則（「香港財務報告準則」）的新訂及修訂本導致的會計政策變動外，編製截至二零二二年六月三十日止六個月的簡明綜合財務報表採用的會計政策及計算方法與編製本集團截至二零二一年十二月三十一日止年度的年度財務報表採用者貫徹一致。

3. PRINCIPAL ACCOUNTING POLICIES (Continued) Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2022 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Costs of Fulfilling a Contract
Annual Improvements to HKFRSs	Annual Improvements to HKFRSs 2018–2020

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

3. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則

於本中期期間，本集團已就編製本集團簡明綜合財務報表首次應用香港會計師公會所頒佈的下列香港財務報告準則的新訂及修訂本，該等準則於二零二二年一月一日或之後開始的年度期間強制生效：

香港財務報告準則第3號(修訂本)	提述概念框架
香港會計準則第16號(修訂本)	物業、廠房及設備：作擬定用途前之所得款項
香港會計準則第37號(修訂本)	虧損性合約 — 履約成本
香港財務報告準則年度改進	香港財務報告準則二零一八年至二零二零年的年度改進

於本期間應用新訂及經修訂香港財務報告準則對本期間及過往期間本集團的財務業績及狀況以及該等簡明綜合財務報表中的披露並無重大影響。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

Disaggregation revenue information

4. 收益及分部資料

收益拆分資料

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Revenue from contract customer within the scope of HKFRS 15	香港財務報告準則第15號範圍內之來自客戶合約之收益		
Sales of health and medical products	銷售健康及醫療產品	14,680	-
Provision of diagnostic and medical test services	提供診斷及醫療測試服務	3,273	7,171
Rendering of financial advisory and investment services	提供金融諮詢及投資服務	-	2,683
		17,953	9,854
Timing of revenue recognition within the scope of HKFRS 15	香港財務報告準則第15號範圍內之收益確認時間		
Point in time basis	於某個時間點	17,953	9,854
Revenue from other sources	其他來源收益		
Loan interest income	貸款利息收入	15,101	6,258
		15,101	6,258
Total revenue recognised for the period	期內確認之總收益	33,054	16,112

4. REVENUE AND SEGMENT INFORMATION

(Continued)

In the current period, the Group reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments. Money lending and financial and investment advisory segments have been combined as money lending and financial advisory business segment. Prior period segment disclosures have been represented to conform with the current period's presentation. The Group's reportable segments under HKFRS 8 are as follows:

- (a) Longevity science business: provision of diagnostic consultation, health and medical testing and checking as well as distribution of cancer prevention & immunity healthcare supplements;
- (b) Money lending and financial advisory business: provision of loan financing for earning interest income and provision of financial advisory and management services rendering various loans fees;
- (c) Securities and other investments: holding of equity investments and investment in short to long-term financial assets for dividend income; and
- (d) Property investment: investment in properties for rental income and/or for potential capital appreciation.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before tax. The adjusted profit or loss before tax is measured consistently with the Group's profit before tax except that bank interest income, share of results of joint ventures, finance costs as well as head office and corporate income and expenses are excluded from such measurement.

Segment assets exclude tax recoverable and other unallocated head office and corporate assets as these assets are managed on a group basis.

4. 收益及分部資料(續)

於本期間，本集團重組其內部報告架構，導致其報告分部的組成發生變化。借貸與金融及投資諮詢分部合併為借貸及金融諮詢業務分部。過往期間分部的披露資料已經重列，以符合本期間的呈列。本集團根據香港財務報告準則第8號的報告分部如下：

- (a) 長壽科學業務：提供診斷諮詢、健康醫療測試及檢測以及防癌與免疫保健品分銷；
- (b) 借貸及金融諮詢業務：提供貸款融資以賺取利息收入及提供金融諮詢及管理服務以提供各類貸款費用；
- (c) 證券及其他投資：持有股本投資及短期至長期金融資產投資以賺取股息收入；及
- (d) 物業投資：投資於物業以賺取租金收入及／或作潛在資本增值。

為作出有關資源分配之決策及評估表現，管理層分開監察本集團各經營分部之業績。分部表現乃基於可呈報分部損益評估，即以經調整除稅前損益計量。經調整除稅前損益之計量方法與本集團除稅前溢利之計量方法貫徹一致，惟計量前者時會撇除銀行利息收入、應佔合營企業業績、財務成本以及總辦事處及公司收入及開支。

由於可收回稅項及其他未分配總辦事處及公司資產乃按集團基準管理，故分部資產不包括該等資產。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 收益及分部資料(續)

由於應付稅項、遞延稅項負債以及其他未分配總辦事處及公司負債乃按集團基準管理，故分部負債不包括該等負債。

		Longevity science business 長壽科學 業務 (Unaudited) (未經審核) HK\$'000 千港元	Money lending and financial advisory business 借貸及金融 諮詢業務 (Unaudited) (未經審核) HK\$'000 千港元	Securities and other investments 證券及 其他投資 (Unaudited) (未經審核) HK\$'000 千港元	Property investment 物業投資 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
6 months ended 30 June 2022	截至二零二二年六月三十日止 六個月					
Revenue from external customers	來自外界客戶之收益	17,953	15,101	-	-	33,054
Segment profit	分部溢利	6,989	12,684	-	-	19,673
As at 30 June 2022	於二零二二年六月三十日					
Segment assets	分部資產	37,702	324,783	32,464	25,152	420,101
Segment liabilities	分部負債	10,259	18,039	-	-	28,298
6 months ended 30 June 2021	截至二零二一年六月三十日止 六個月					
Revenue from external customers	來自外界客戶之收益	7,171	8,941	-	-	16,112
Segment profit/(loss)	分部溢利/(虧損)	2,839	244	-	(24)	3,059
As at 31 December 2021 (audited)	於二零二一年十二月 三十一日(經審核)					
Segment assets	分部資產	35,559	324,999	56,888	26,001	443,447
Segment liabilities	分部負債	3,920	18,303	-	-	22,223

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

(Continued)

Reconciliations of segment profit or loss, assets and liabilities:

4. 收益及分部資料(續)

分部損益、資產及負債對賬：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Profit or loss	損益		
Total profit or loss of reportable segments	可呈報分部損益總額	19,673	3,059
Bank interest income	銀行利息收入	2	576
Share of results of joint ventures	應佔合營企業業績	(182)	(3,201)
Finance costs	財務成本	(221)	(43)
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額	(13,120)	(21,242)
Profit/(loss) before tax	除稅前溢利/(虧損)	6,152	(20,851)

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

(Continued)

Reconciliations of segment profit or loss, assets and liabilities: (Continued)

4. 收益及分部資料(續)

分部損益、資產及負債對賬：(續)

		30 June 2022	31 December 2021
		二零二二年 六月三十日 (Unaudited) (未經審核)	二零二一年 十二月三十一日 (Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Assets			
	資產		
Total assets of reportable segments	可呈報分部總資產	420,101	443,447
Corporate and other unallocated assets	公司及其他未分配資產	83,047	74,048
<hr/>			
Consolidated total assets	綜合總資產	503,148	517,495
<hr/>			
Liabilities			
	負債		
Total liabilities of reportable segments	可呈報分部總負債	28,298	22,223
Tax payable	應付稅項	4,917	5,359
Deferred tax liabilities	遞延稅項負債	732	766
Corporate and other unallocated liabilities	公司及其他未分配負債	20,767	18,429
<hr/>			
Consolidated total liabilities	綜合總負債	54,714	46,777

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

(Continued)

Geographical information

4. 收益及分部資料(續)

地區資料

		Six months ended 30 June 2022	Six months ended 30 June 2021
		截至 二零二二年 六月三十日 止六個月	截至 二零二一年 六月三十日 止六個月
		Revenue from external customers (Unaudited)	Revenue from external customers (Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Geographical markets	地域市場		
Hong Kong	香港	8,952	6,564
Mainland China	中國內地	24,102	9,548
		33,054	16,112

As at 30 June 2022, majority of the Group's non-current assets were located in the PRC (31 December 2021: same).

於二零二二年六月三十日，本集團大部分非流動資產位於中國(二零二一年十二月三十一日：相同)。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

5. OTHER INCOME AND GAINS

5. 其他收入及收益

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Bank interest income	銀行利息收入	3	576
Reversal of impairment of loan and interest receivables	撥回應收貸款及利息減值	-	250
Others	其他	169	25
		172	851

6. FINANCE COSTS

6. 財務成本

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	221	43
		221	43

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月**7. PROFIT/(LOSS) BEFORE TAX**

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

7. 除稅前溢利/(虧損)

本集團之除稅前溢利/(虧損)於扣除/(計入)以下各項後達致：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Cost of inventories sold	已售存貨成本	3,946	1,971
Depreciation of right-of-use assets	使用權資產折舊	1,954	413
Depreciation of property, plant and equipment	物業、廠房及設備折舊	336	367
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	7,443	10,877

8. INCOME TAX CREDIT**8. 所得稅抵免**

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Current tax – PRC Enterprise Income Tax	即期稅項 – 中國企業所得稅		
– Over-provision in prior periods	– 過往期間超額撥備	(285)	–
		(285)	–

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

8. INCOME TAX CREDIT (Continued)

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of assessable profits of the qualifying corporation in the Group are taxed at 8.25%, and assessable profits above HK\$2 million are taxed at 16.5%. The assessable profits of corporations in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The two-tiered profits tax rates regime is applicable to the Group for both periods.

Under the Law of the EIT and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

9. EARNINGS/(LOSS) PER SHARE

8. 所得稅抵免(續)

在香港的利得稅兩級制下，本集團內符合條件的公司，其首2,000,000港元的應課稅溢利按8.25%的稅率徵收，而超過2,000,000港元的應課稅溢利則按16.5%的稅率徵收。不符合利得稅兩級制的香港公司的應課稅溢利將繼續按16.5%的統一稅率徵稅。

利得稅兩級制在兩個年度均適用於本集團。

根據企業所得稅法及企業所得稅法實施條例，中國附屬公司在該兩個年度的稅率為25%。

9. 每股盈利/(虧損)

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Earnings/(loss):	盈利/(虧損):		
Profit/(loss) attributable to owners of the Company, used in the basic and diluted earnings/(loss) per share calculations	用於計算每股基本及攤薄盈利/(虧損)之歸屬於本公司擁有人之溢利/(虧損)	6,273	(20,801)

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

9. EARNINGS/(LOSS) PER SHARE (Continued)

9. 每股盈利/(虧損)(續)

		Number of shares	
		Six months ended 30 June	
		股份數目	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		'000	'000
		千股	千股
Shares:	股份：		
Weighted average number of ordinary shares in issue during the period	期內已發行普通股加權平均數	3,870,102	3,870,102
Effect of dilutive potential ordinary shares arising from:	以下各項對普通股之潛在攤薄影響：		
Mandatory convertible notes	強制性可換股票據	10,912,000	10,912,000
Weighted average number of ordinary shares used in the diluted earnings/(loss) per share calculation	用於計算每股攤薄盈利/(虧損)之普通股加權平均數	14,782,102	14,782,102

The weighted average number of ordinary shares in issue have been adjusted for the number of ordinary shares that will be issued upon the conversion of the mandatorily convertible notes as the convertible notes were mandatorily convertible into ordinary shares. Hence the ordinary shares that will be issued upon conversion are included in the calculation of basic and dilute earnings per share from the date the contract is entered into.

The computation of diluted earnings per share for the period ended 30 June 2022 does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price for shares for the period.

The computation of diluted loss per share for the period ended 30 June 2021 does not assume the impact of the exercise of share options outstanding since their assumed exercise would result in a decrease in loss per share.

就發行在外的普通股數目變動而資源並無相應變動的情況下(包括已發行普通股及可換股票據)，已發行普通股的加權平均數已經調整。由於可換股票據已強制轉換為普通股，其自合約訂立日期起已被納入每股基本及攤薄盈利的計算內。

計算截至二零二二年六月三十日止期間之每股攤薄盈利並無假設本公司購股權獲行使，因為該等購股權的行使價高於期內的平均股份市價。

計算截至二零二一年六月三十日止期間之每股攤薄虧損並無假設尚未行使之購股權獲行使之影響，因為其假設行使會導致每股虧損減少。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

10. DIVIDENDS

The Directors do not recommend the payment of any dividend for the six months ended 30 June 2022 (30 June 2021: Nil).

10. 股息

董事不建議就截至二零二二年六月三十日止六個月支付任何股息(二零二一年六月三十日：無)。

11. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, property, plant and equipment approximately of HK\$23,000 (30 June 2021: HK\$348,000) was acquired by the Group.

11. 物業、廠房及設備變動

截至二零二二年六月三十日止六個月，本集團收購物業、廠房及設備約23,000港元(二零二一年六月三十日：348,000港元)。

12. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2022, the Group has no addition of lease contracts for various items of leasehold land and buildings (30 June 2021: Nil).

12. 使用權資產

截至二零二二年六月三十日止六個月，本集團並無添置租賃土地及樓宇之用於多個項目的租賃合約(二零二一年六月三十日：無)。

13. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

13. 按公平值透過其他全面收益入賬之金融資產

	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
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Financial assets, fair value

按公平值計量之金融資產

Listed equity investments, at fair value

按公平值計量之上市股本投資

32,461

56,877

The Group's equity investments are investments in companies listed on the Stock Exchange and were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

由於本集團視上述於聯交所上市公司之股本投資為策略性投資，故該等投資已不可撤回地指定為按公平值透過其他全面收益入賬。

The fair value of the listed equity investments is based on their current bid prices in active markets, and therefore classified under level 1 of the fair value hierarchy.

上市股權投資的公平值乃基於其在活躍市場上的當前買入價，因此歸入公平值層級的第一級。

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簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

14. LOAN AND INTEREST RECEIVABLES

14. 應收貸款及利息

		30 June 2022	31 December 2021
		二零二二年 六月三十日	二零二一年 十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Loan and interest receivables	應收貸款及利息	850,426	854,604
Less: Provision for impairment	減：減值撥備	(636,740)	(636,740)
		213,686	217,864
Analysed as:	分析為：		
Current assets	流動資產	69,221	72,279
Non-current assets	非流動資產	144,465	145,585
		213,686	217,864

The term of loans entered with its customers are on credit. The credit period is generally within four years, extension can be made after monitoring assessment and further creditworthiness analysis on the debtors reviewed by senior management. The loan receivables carried fixed interest rate ranging from 6% to 18% (31 December 2021: 6% to 18%) per annum. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. The Group held collateral or other credit enhancements over its certain of its loan and interest receivable balances.

本集團與客戶訂立之貸款條款為記賬。貸款期限通常為四年，經高級管理層對債務人進行監察評估及進一步信用分析後可延長。應收貸款之固定年利率介乎6厘至18厘（二零二一年十二月三十一日：6厘至18厘）。本集團致力對其未收回之應收款項維持嚴格監控，而高級管理層會定期審閱逾期結餘。本集團就若干應收貸款及利息結餘持有抵押品或其他信貸加強措施。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

14. LOAN AND INTEREST RECEIVABLES (Continued)

Included in the Group's loan and interest receivables are amounts due from the Group's joint ventures of HK\$24,087,000 (31 December 2021: HK\$25,206,000), which are unsecured, bearing interest at 12% (31 December 2021: 12%) per annum and repayable in between 2024 to 2025. As at 30 June 2022 and 31 December 2021, the loss allowance was assessed to be minimal.

An ageing analysis of the loan and interest receivables as at the end of the reporting period, based on commencement of loan agreement entered and the date of interest income accrued, and net of loss allowance, is as follows:

14. 應收貸款及利息(續)

本集團應收貸款及利息中包括應收本集團合營企業款項24,087,000港元(二零二一年十二月三十一日: 25,206,000港元), 為無抵押、按年利率12厘(二零二一年十二月三十一日: 12厘)計息, 並須於二零二四年至二零二五年償還。於二零二二年六月三十日及二零二一年十二月三十一日, 本集團評定虧損備抵屬微不足道。

基於所訂立貸款協議之開始日期及應計利息收入產生日期及於扣除虧損備抵後, 應收貸款及利息於報告期末之賬齡分析如下:

		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 30 days	30天內	2,482	652
31-90 days	31至90天	4,849	1,284
91-180 days	91至180天	7,769	1,936
181-365 days	181至365天	21,058	109,159
Over 1 year	1年以上	177,528	104,833
		213,686	217,864

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

14. LOAN AND INTEREST RECEIVABLES (Continued)

As at 30 June 2022, the balances included:

Notes:

- (i) Loan and interest receivables amounting to HK\$125,419,000 (31 December 2021: HK\$127,637,000), which are secured by share charge of borrowers, carried at fixed interest rate at 6% (31 December 2021: 6%) per annum;
- (ii) Loan and interest receivables with net carrying amount of approximately HK\$312,000 (31 December 2021: HK\$331,000), which are secured by financial assets, carried at fixed interest rate at 15.6% (31 December 2021: 15.6%) per annum;
- (iii) Loan and interest receivables amounting to HK\$Nil (31 December 2021: Nil), which are secured by dividend right of a company registered in the PRC, carried at fixed interest rate at 15% (31 December 2021: 15%) per annum. The borrower is the shareholder of the joint venture held by the Group;
- (iv) Loan and interest receivables were fully impaired (31 December 2021: same), which are secured by consumable goods of a borrower, carried at fixed interest rate at 12% (31 December 2021: 12%) per annum; and
- (v) Loan and interest receivables amounting to HK\$60,178,000 (31 December 2021: HK\$63,290,000), which are unsecured, carried at fixed interest rate ranging from 6% to 15% (31 December 2021: 6% to 15%) per annum.

14. 應收貸款及利息(續)

於二零二二年六月三十日，該等結餘包括：

附註：

- (i) 應收貸款及利息125,419,000港元(二零二一年十二月三十一日：127,637,000港元)，以借款人之股份押記作抵押，固定年利率為6厘(二零二一年十二月三十一日：6厘)；
- (ii) 應收貸款及利息賬面淨值約312,000港元(二零二一年十二月三十一日：331,000港元)，以金融資產作抵押，固定年利率為15.6厘(二零二一年十二月三十一日：15.6厘)；
- (iii) 應收貸款及利息零港元(二零二一年十二月三十一日：無)，以一間於中國登記之公司之股息權作抵押，固定年利率為15厘(二零二一年十二月三十一日：15厘)。借款人為本集團所持合營企業之股東；
- (iv) 應收貸款及利息已釋數減值(二零二一年十二月三十一日：相同)，以借款人之消耗品作抵押，固定年利率為12厘(二零二一年十二月三十一日：12厘)；及
- (v) 應收貸款及利息60,178,000港元(二零二一年十二月三十一日：63,290,000港元)，為無抵押，固定利率介乎6厘至15厘(二零二一年十二月三十一日：6厘至15厘)。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

15. TRADE RECEIVABLES

15. 應收賬款

		30 June 2022	31 December 2021
		二零二二年 六月三十日	二零二一年 十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	應收賬款	14,164	13,451
Less: Impairment	減：減值	(13,432)	(13,432)
		732	19

The Group's trading terms with its customers are mainly on credit. The credit period is generally 30 to 90 days for its trade receivables. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

本集團與客戶的貿易條款主要為信貸。其應收賬款的信貸期一般為30至90天。本集團並無對其應收賬款結餘持有任何抵押品或設立其他信貸增強措施。

An ageing analysis of the trade receivables, based on the invoice date and net of provisions, was as follows:

根據發票日期及扣除準備後，應收賬款的賬齡分析如下：

		30 June 2022	31 December 2021
		二零二二年 六月三十日	二零二一年 十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Current to 30 days	即期至30天	732	19

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簡明綜合中期財務資料附註

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月**16. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES****16. 按金、預付款項及其他應收款項**

		30 June	31 December
		2022	2021
		二零二二年	二零二一年
		六月三十日	十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Prepayments	預付款項	2,246	2,849
Deposits	按金	16,397	15,508
Other receivables	其他應收款項	232,910	215,057
Impairment	減值	(57,056)	(57,056)
		194,497	176,358

17. TRADE PAYABLES

The aging analysis of the trade payables based on invoice date, is as follows:

17. 應付賬款

應付賬款按發票日期列示之賬齡分析如下：

		30 June	31 December
		2022	2021
		二零二二年	二零二一年
		六月三十日	十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Within 30 days	30天內	283	254

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簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

18. OTHER PAYABLES AND ACCRUALS

18. 其他應付款項及應計費用

		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Other payables	其他應付款項	6,985	7,934
Accruals	應計費用	12,559	3,665
		19,544	11,599

19. OTHER BORROWING

The loan was obtained from independent third party to the Group and the amount was unsecured, bearing interest at 5% per annum and repayable on demand. The loan is denominated in RMB.

19. 其他借貸

貸款來自本集團一名獨立第三方，該款項為無抵押、按年利率5厘計息，並須按要求償還。貸款以人民幣計值。

20. AMOUNT(S) DUE FROM/(TO) RELATED COMPANIES/A DIRECTOR

The amounts due from/(to) related companies/a director were unsecured, interest-free and had no fixed term of repayment.

Mr. Yan Li is a director and beneficial owner of the related companies.

20. 應收／(應付)關聯公司／一名董事款項

應收／(應付)關聯公司／一名董事款項為無抵押、免息及無固定還款期。

閻立先生為關聯公司的董事及實益擁有人。

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Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

21. SHARE CAPITAL

21. 股本

		30 June 2022	31 December 2021
		二零二二年 六月三十日	二零二一年 十二月三十一日
		(Unaudited)	(Audited)
		HK\$'000	HK\$'000
		千港元	千港元
Authorised:	法定：		
400,000,000,000 ordinary shares of HK\$0.001 each	400,000,000,000股每股 面值0.001港元之普通股	400,000	400,000
Issued and fully paid:	已發行及繳足：		
3,870,102,650 ordinary shares of HK\$0.001 each	3,870,102,650股每股 面值0.001港元之普通股	3,870	3,870

22. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 30 June 2022 (31 December 2021: Nil).

22. 或然負債

於二零二二年六月三十日，本集團並無任何重大或然負債(二零二一年十二月三十一日：無)。

23. CAPITAL COMMITMENT

The Group did not have any capital commitment as at 30 June 2022 (31 December 2021: Nil).

23. 資本承擔

於二零二二年六月三十日，本集團並無任何資本承擔(二零二一年十二月三十一日：無)。

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簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

24. RELATED PARTY TRANSACTIONS

- (a) During the six months ended 30 June 2022, a loan interest income of approximately HK\$1,222,000 (six months ended 30 June 2021: HK\$1,254,000) was received from a joint venture, Chongqing Juquan.
- (b) During the six months ended 30 June 2022, a loan interest income of approximately HK\$615,000 (six months ended 30 June 2021: HK\$509,000) was received from a joint venture, Wuxi Juquan.
- (c) During the six months ended 30 June 2022, a loan interest income of Nil (six months ended 30 June 2021: HK\$89,000) was received from a joint venture, Tian Xing Tianjin.
- (d) During the six months ended 30 June 2022, a loan interest income of Nil (six months ended 30 June 2021: HK\$36,000) was received from a related company, Wuxi Jiucan Corporate Governance Consulting Services Co. Limited (無錫糾材企業管理諮詢服務有限公司), a partner of joint venture in Chongqing Juquan.

24. 關聯方交易

- (a) 於截至二零二二年六月三十日止六個月，已收一間合營企業重慶鉅泉貸款利息收入約1,222,000港元(截至二零二一年六月三十日止六個月：1,254,000港元)。
- (b) 於截至二零二二年六月三十日止六個月，已收一間合營企業無錫鉅泉貸款利息收入約615,000港元(截至二零二一年六月三十日止六個月：509,000港元)。
- (c) 於截至二零二二年六月三十日止六個月，已收一間合營企業天行天津貸款利息收入為零(截至二零二一年六月三十日止六個月：89,000港元)。
- (d) 於截至二零二二年六月三十日止六個月，已收一間關聯公司無錫糾材企業管理諮詢服務有限公司(合營企業重慶鉅泉之夥伴)貸款利息收入為零(截至二零二一年六月三十日止六個月：36,000港元)。

Six months ended 30 June 2022
截至二零二二年六月三十日止六個月

25. EVENT AFTER THE REPORTING PERIOD

- (a) On 24 June 2022, a consultancy services agreement (the “**Consultancy Agreement**”) and settlement agreement (the “**Settlement Agreement**”) were entered into between the Company and an independent consultant (the “**Consultant**”). Pursuant to the Consultancy Agreement, the Consultant agrees to provide the services primarily relating to the introduction of customers to the Group in the PRC, and the Consultant shall be entitled to receive a consultancy fee for an amount of not less than HK\$42,571,129 (“**the Indebted Sum**”). Pursuant to the Settlement Agreement, the Company has conditionally agreed to settle the Indebted Sum by issuing 774,020,530 new shares of the Company of HK\$0.001 per share at an issue price of HK\$0.055 per share to the Consultant under the General Mandate (the “**Settlement Shares**”). The Indebted Sum included HK\$21,285,564 will be retained by the Company pending finalisation of the amount due by the Company to the Consultant to secure the obligations of the Consultant under the Consultancy Agreement for organising and managing six sale and distribution contracts network. The Settlement Shares will be issued under the existing General Mandate and no approval of the Company’s shareholders will be required.

The settlement of Indebted Sum is subject to the following conditions:

- (i) the Stock Exchange approves the issue of the Settlement Shares for the settlement and in the manner contemplated under the Settlement Agreement; and
- (ii) approval to be granted by the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Settlement Shares.

Up to the date of this report, the settlement of the Indebted Sum is not completed. For details of the Indebted Sum, please refer to the Company’s announcements dated 27 July 2022.

25. 報告期後事項

- (a) 於二零二二年六月二十四日，本公司與一名獨立顧問（「顧問」）訂立顧問服務協議（「顧問協議」）及清償協議（「清償協議」）。根據顧問協議，顧問同意提供主要有關在中國向本集團介紹客戶的服務，而顧問將有權收取金額不少於42,571,129港元的顧問費（「債務金額」）。根據清償協議，本公司有條件同意清償債務金額，根據一般授權，向顧問發行本公司每股股份0.001港元的774,020,530股新股份，發行價為每股0.055港元（「清償股份」）。債務金額包括21,285,564港元將由本公司保留，以待最終確定本公司應付顧問的款項及以作為顧問服務協議下顧問義務的擔保，以組織及管理六個銷售及分銷合約網絡。清償股份將根據現有的一般授權發行，毋須獲得本公司股東的批准。

清償債務金額須符合以下條件：

- (i) 聯交所批准按清償協議項下擬定方式發行清償股份以作清償；及
- (ii) 聯交所上市委員會將批准清償股份上市及買賣。

截至本報告日期，債務金額尚未清償完畢。有關債務金額的詳情，請參閱本公司日期為二零二二年七月二十七日的公告。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

Six months ended 30 June 2022

截至二零二二年六月三十日止六個月

25. EVENT AFTER THE REPORTING PERIOD

(Continued)

(b) On 25 July 2022, the Company received a letter from the Stock Exchange notifying the Company that the Listing Review Committee (“LRC”), having considered all the facts and evidence, and all the submissions presented by the Company and the Listing Division, the Listing Review Committee decided to overturn the Listing Committee’s decision to suspend trading in the Company’s shares under Rule 6.01(3) of the Listing Rules (the “LRC Decision”) on the ground that the Company had failed to maintain a sufficient level of operations and assets as required under Rule 13.24 of the Listing Rules. For details reasons, please refer to the Company’s announcements dated 25 July 2022, herein summarized in brief:

- (i) The Listing Review Committee and the Listing Division has not disputed the contention that the cessation of its P2P Business (from Year 2016 to 2020) was a result of PRC central government multiple new regulations enforced all P2P lending to a halt in PRC, thus P2P Business no longer relevant to the assessment of the Company’s compliance with Rule 13.24.
- (ii) Consider guidance in GL106-19 at paragraph 13(a), the LRC has consider the Company Money lending business intertwined with Financial Advisory Business working together with license fund managers as Strategic Partners model offering 1st and 2nd mortgages to individual home loan borrowers, could regard as carried out with a clear objective and maintaining sufficient scale of operations.
- (iii) The LRC have noted in details on Company presentation that the Longevity Science Business has a promising growth prospect and NMN products are high profit margin products in trend, hence accepting Company shall achieve its submitted Profit Forecast for 2022. On that, Listing Division shall continue monitor the Company performance based on its forecast and any other matters of concern arise.

25. 報告期後事項(續)

(b) 本公司於二零二二年七月二十五日收到聯交所的信件，信中通知本公司，上市覆核委員會(「上市覆核委員會」)在考慮所有事實及證據，以及本公司與上市科提交的全部資料後，決定推翻上市委員會以本公司未能按照上市規則第13.24條的規定，維持足夠程度之業務運作及資產為由，根據上市規則第6.01(3)條暫停本公司股份買賣的決定(「上市覆核委員會決定」)。下文簡述決定原因，至於詳細內容，請參閱本公司日期為二零二二年七月二十五日的公告：

- (i) 上市覆核委員會及上市科對以下論點並無異議：之所以終止P2P業務(二零一六年至二零二零年)，乃由於中國中央政府出台多項新法規，強制停止中國的所有P2P放債活動，因此，就評估本公司對第13.24條的遵守情況而言，P2P業務已不再相關。
- (ii) 經考慮指引信GL106-19第13(a)段後，上市覆核委員會認為，本公司的貸款業務與金融諮詢業務相輔相成，配合持牌基金經理作為戰略合作夥伴，向房貸人士提供第一期及第二期按揭，足以視為擁有明確營業目標，且保有足夠程度之業務運作。
- (iii) 上市覆核委員會從本公司的報告中詳細了解到，長壽科學業務具有良好的增長前景，NMN產品的利潤亦日趨高漲，故信納本公司能夠達成所提交的二零二二年溢利預測。就此，上市科將針對本公司的預測以及任何其他引起關注的事項，繼續監察本公司的業績。

ZJ 中基長壽科學

ZHONG JI LONGEVITY SCIENCE

Zhong Ji Longevity Science Group Limited
中基長壽科學集團有限公司

