



金禧國際
CENTURY INTL



Golden Century International Holdings Group Limited
金禧國際控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock code 股份代號: 91

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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Wong Man Keung

Ms. Lee Nga Ching

Independent Non-Executive Directors

Mr. Chan Kwan Hung¹

Mr. Lai Kin Keung

Mr. Siu Kin Wai

Mr. Wong Man Hung Patrick

AUTHORISED REPRESENTATIVES

Mr. Wong Man Keung

Ms. Lin Yih Yee Jessica

COMPANY SECRETARY

Ms. Lin Yih Yee Jessica

AUDIT COMMITTEE

Mr. Siu Kin Wai (*Chairman*)

Mr. Lai Kin Keung

Mr. Wong Man Hung Patrick

NOMINATION COMMITTEE

Mr. Lai Kin Keung (*Chairman*)

Mr. Siu Kin Wai

Mr. Wong Man Hung Patrick

REMUNERATION COMMITTEE

Mr. Wong Man Hung Patrick (*Chairman*)

Mr. Lai Kin Keung

Mr. Siu Kin Wai

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

DBS Bank (Hong Kong) Limited

The Bank of East Asia, Limited

Chong Hing Bank Limited

LEGAL ADVISERS

Cedric & Co.

Beijing Dentons (Shenzhen) Law Office, LLP

AUDITOR

Confucius International CPA Limited

Certified Public Accountants

Rooms 1501–8, 15th Floor

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Wanchai, Hong Kong

公司資料

董事

執行董事

黃文強先生

李雅貞女士

獨立非執行董事

陳均鴻先生¹

黎建強先生

蕭健偉先生

王文雄先生

授權代表

黃文強先生

練亦貽女士

公司秘書

練亦貽女士

審核委員會

蕭健偉先生 (*主席*)

黎建強先生

王文雄先生

提名委員會

黎建強先生 (*主席*)

蕭健偉先生

王文雄先生

薪酬委員會

王文雄先生 (*主席*)

黎建強先生

蕭健偉先生

主要往來銀行

中國銀行(香港)有限公司

星展銀行(香港)有限公司

東亞銀行有限公司

創興銀行有限公司

法律顧問

鄭焯謙律師行

北京大成(深圳)律師事務所

核數師

天健國際會計師事務所有限公司

執業會計師

香港灣仔

莊士敦道181號

大有大廈

15樓1501–8室

¹ Appointed as an independent non-executive director with effect from 7 July 2023 and resigned with effect from 11 August 2023.

¹ 自二零二三年七月七日起獲委任為獨立非執行董事及自二零二三年八月十一日起辭任。

REGISTERED OFFICE

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Causeway Bay
Hong Kong

SHARE REGISTRAR

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17th Floor, Far East Finance Centre
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STOCK CODE

91

BOARD LOT

10,000

COMPANY WEBSITE

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註冊辦事處

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股份過戶登記處

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香港
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股份代號

91

每手股數

10,000

公司網站

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MANAGEMENT DISCUSSION AND ANALYSIS

The board of directors (the “**Board**” or “**Director(s)**”) of Golden Century International Holdings Group Limited (the “**Company**” or “**Golden Century**”) hereby presents the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2023 (the “**Period**”).

FINANCIAL REVIEW

Revenue

The Group’s overall revenue for the Period was approximately HK\$78,450,000 (2022 (restated): approximately HK\$7,883,000), representing an increase by about 895.18% when compared with the corresponding period last year. The increase of revenue was mainly contributed by the general trading of plastic components.

Gross Profit

The Group recorded a gross profit of approximately HK\$351,000 for the Period, indicating a decrease when compared with approximately HK\$1,388,000 (restated) in the corresponding period last year. The decrease was due to the change in business segment combination during the Period.

Other Income

The decrease of other income was due to the lack of rental income from subletting business premises and subsidies from “Employment Support Scheme” of the Government of the Hong Kong Special Administrative Region during the Period.

Other Gains and Losses

There was a decrease in the other gains and losses as compared to that of the corresponding period last year (restated). It decreased from approximately HK\$11,590,000 to HK\$7,137,000 during the Period. There was a loss on disposal of property, plant and equipment of approximately HK\$2,704,000 during the Period, which was subsequently offset by the decrease in the net foreign exchange loss of approximately HK\$7,503,000.

Administrative Expenses

The administrative expenses amounted to approximately HK\$24,438,000 (2022 (restated): approximately HK\$32,437,000), representing a decrease by about 24.66% when compared with the corresponding period last year. The daily administrative and operational expenses could be reduced due to the adoption of effective control measures by the Group.

管理層討論及分析

金禧國際控股集團有限公司(「本公司」或「金禧國際」)董事局(「董事局」或「董事」)謹此提呈本公司及其附屬公司(統稱「本集團」)截至二零二三年六月三十日止六個月(「本期間」)之未經審核簡明綜合中期業績。

財務回顧

收益

本集團於本期間之整體收益為約78,450,000港元(二零二二年(經重列):約7,883,000港元),較去年同期增加約895.18%。收益增加乃主要歸功於塑膠部件的一般貿易。

毛利

本集團於本期間錄得毛利約351,000港元,較去年同期約1,388,000港元(經重列)有所減少。該減少乃由於本期間業務分類組合的變動所致。

其他收入

其他收入減少乃由於本期間並無分租商用物業之租金收入及香港特別行政區政府「保就業計劃」補貼。

其他收益及虧損

其他收益及虧損較去年同期(經重列)有所減少,由約11,590,000港元減少至本期間的7,137,000港元。本期間錄得出售物業、機器及設備之虧損約2,704,000港元,惟其後被匯兌虧損淨額減少約7,503,000港元所抵銷。

行政開支

行政開支為約24,438,000港元(二零二二年(經重列):約32,437,000港元),較去年同期減少約24.66%。本集團因為採納有效控制措施,令日常行政及營運開支得以削減。



Finance Costs

There was a decrease in finance costs which was mainly due to the lack of imputed interest on bonds and the reduction of imputed interest on lease liabilities during the Period.

Loss for the Period from Continuing Operations

The loss amounting to approximately HK\$32,476,000 (2022 (restated): loss of approximately HK\$43,660,000) was recorded for the Period, representing a decrease by about 25.62% when compared with that of the corresponding period last year. The decrease was mainly attributable to the decrease in the administrative expenses, and the other gains and losses.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the Group's cash and bank balances amounted to approximately HK\$16,335,000 (as at 31 December 2022: approximately HK\$34,632,000), which were mainly denominated in Hong Kong dollars and Renminbi. The net current liabilities of the Group were approximately HK\$203,228,000 (as at 31 December 2022: approximately HK\$186,618,000). As at 30 June 2023, the Group had loan from Century Gold Millennium International Holdings Group Limited ("Ultimate Holding Company") of approximately HK\$107,460,000 (as at 31 December 2022: approximately HK\$107,460,000), loan from Mr. Pan Jibiao ("Ultimate Controlling Party"), the ultimate controlling party of the Company, of approximately HK\$63,138,000 (as at 31 December 2022: approximately HK\$66,080,000).

The loan from the Ultimate Controlling Party and the other borrowing were unsecured, interest-free and denominated in Renminbi, while the loan from the Ultimate Holding Company was unsecured, interest-free and denominated in Hong Kong dollars.

GEARING RATIO

As at 30 June 2023, the Group had total assets amounting to approximately HK\$89,929,000 (as at 31 December 2022: approximately HK\$124,383,000) and total liabilities of approximately HK\$242,809,000 (as at 31 December 2022: approximately HK\$250,739,000).

The gearing ratio of the Group, calculated as total net debts over total capital and expressed as percentage figure, was approximately 769.50% as at 30 June 2023 (as at 31 December 2022: approximately 424.81%).

融資成本

於本期間，融資成本減少乃主要由於並無債券之估算利息及租賃負債之估算利息減少所致。

來自持續經營業務之期間虧損

本期間錄得虧損約32,476,000港元(二零二二年(經重列)：虧損約43,660,000港元)，與去年同期相比減少約25.62%。有關減少乃主要由於行政開支和其他收益及虧損均有所減少所致。

流動資金及財務資源

於二零二三年六月三十日，本集團的現金及銀行結餘為約16,335,000港元(於二零二二年十二月三十一日：約34,632,000港元)，主要以港元及人民幣計值。本集團之流動負債淨額為約203,228,000港元(於二零二二年十二月三十一日：約186,618,000港元)。於二零二三年六月三十日，本集團有來自世紀金禧國際控股集團有限公司(「最終控股公司」)之貸款約107,460,000港元(於二零二二年十二月三十一日：約107,460,000港元)、來自本公司最終控制方盤繼彪先生(「最終控制方」)之貸款約63,138,000港元(於二零二二年十二月三十一日：約66,080,000港元)。

來自最終控制方之貸款及其他借款為無抵押、免息及以人民幣計值，而來自最終控股公司之貸款為無抵押、免息及以港元計值。

資產負債比率

於二零二三年六月三十日，本集團之總資產為約89,929,000港元(於二零二二年十二月三十一日：約124,383,000港元)及總負債為約242,809,000港元(於二零二二年十二月三十一日：約250,739,000港元)。

本集團之資產負債比率(按淨債項總額除以總資本計算，並以百分比數字列示)於二零二三年六月三十日為約769.50%(於二零二二年十二月三十一日：約424.81%)。



CAPITAL STRUCTURE

As at 30 June 2023, the Group had capital deficiency attributable to the shareholders of the Company of approximately HK\$152,821,000 (as at 31 December 2022: approximately HK\$126,306,000).

DIVIDEND

The Board does not recommend any payment of dividend for the Period (2022: Nil).

CAPITAL COMMITMENTS

Details of the capital commitments of the Group are set out in note 19 to the condensed consolidated financial statements.

TREASURY POLICY

The Group mainly operates in Hong Kong and the People's Republic of China (the "PRC" or "China") with most of the transactions settled in Hong Kong dollars, Renminbi and United States dollars. Since the existing currency peg of Hong Kong dollars with United States dollars will likely continue in the near future, the exposure to foreign exchange fluctuation is minimal.

The Group currently does not have a foreign currency hedging policy. However, the management of the Group continues to monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

CONTINGENCIES

Save as disclosed in note 20 to the condensed consolidated financial statements, the Group did not have any significant contingency as at 30 June 2023.

CHARGES ON ASSETS

As at 30 June 2023, the Group had no charges on assets (as at 31 December 2022: Nil).

資本架構

於二零二三年六月三十日，本集團之本公司股東應佔資本虧絀為約152,821,000港元（於二零二二年十二月三十一日：約126,306,000港元）。

股息

董事局不建議就本期間派發任何股息（二零二二年：無）。

資本承擔

本集團之資本承擔詳情載於簡明綜合財務報表附註19。

庫務政策

本集團主要在香港及中華人民共和國（「中國」）經營，大部分交易以港元、人民幣及美元結付。由於現行港元與美元掛鈎之制度在短期內應會繼續，故外匯波動風險極低。

本集團目前並無外幣對沖政策。然而，本集團管理層會持續監察外匯風險，並於必要時考慮對沖重大外幣風險。

或然事項

除簡明綜合財務報表附註20所披露者外，於二零二三年六月三十日，本集團並無任何重大或然事項。

資產抵押

於二零二三年六月三十日，本集團並無資產抵押（於二零二二年十二月三十一日：無）。



LITIGATION

As disclosed in the announcement of the Company dated 31 May 2022, Evershine Cleaning Service Company Limited (“Evershine”) issued a writ of summons dated 27 May 2022 in the District Court of Hong Kong (“District Court”) under the action number DCCJ 1930 of 2022 (“Action 1”) against GCINT Wealth Management Limited (“GCINT WM”), an indirect wholly-owned subsidiary of the Company, claiming that GCINT WM was allegedly in breach of duty of care owed to Evershine and/or vicariously liable for the alleged breach of duty of care by a former staff of GCINT WM in handling Evershine claim request under a public liability insurance applied through GCINT WM (“Alleged Breach of Duty”) in relation to an accident involving a third party (“Third Party”).

The remedies sought by Evershine against GCINT WM under the Action 1 are (i) a sum of HK\$721,485.61 being contribution to the employees’ compensation paid by the employer of the Third Party to the Third Party together with interest and costs, of which Evershine is liable to pay to the said employer in an action under the case number DCCJ 713/2022 in the District Court (“DCCJ 713/2022”); (ii) a sum of HK\$395,000 being compensation paid by Evershine to the Third Party in a separate personal injury action under the case number DCPI 815/2021 in the District Court (“DCPI 815/2021”); (iii) Evershine legal costs incurred in relation to DCCJ 713/2022 and DCPI 815/2021; (iv) further loss and damage; (v) costs; and (vi) interest.

The Alleged Breach of Duty happened prior to the Group’s acquisition of GCINT WM, which took place in September 2020.

The Company is currently seeking legal advice in respect of the above Action 1. There was no significant update about the litigation as of the date of this report.

Save for the above and the litigation disclosed in the “Events After the Reporting Period”, there was no material litigation, arbitration or claim of material importance in which the Company is engaged or pending or which was threatened against the Company.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 23 to the condensed consolidated financial statements, the Group has no material event after the reporting period.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2023, the Group had 24 (as at 31 December 2022: 40) employees, of which 14 were in Hong Kong and 10 were in the PRC (as at 31 December 2022: 20 in Hong Kong and 20 in the PRC). Employee remuneration policy of the Group is reviewed periodically and is determined based on the performance of the Group and employees’ responsibilities, qualifications and performances. Remuneration packages comprise basic salary, discretionary bonus, share options, mandatory provident fund schemes for employees in Hong Kong and the state-managed employee pension schemes for employees in the PRC.

訴訟

誠如本公司日期為二零二二年五月三十一日之公告所披露，永亮清潔服務有限公司（「永亮」）於香港區域法院（「區域法院」）針對本公司之間接全資附屬公司金禧國際財富管理有限公司（「金禧國際財富管理」）發出日期為二零二二年五月二十七日及訴訟編號為DCCJ 1930/2022（「第1宗訴訟」）之傳訊令狀，聲稱因金禧國際財富管理一名前員工在處理永亮就涉及一名第三方（「第三方」）的事故透過金禧國際財富管理申請公眾責任保險的索賠請求時涉嫌違反審慎責任（「涉嫌違反責任」），故金禧國際財富管理涉嫌違反向永亮承擔的審慎責任及／或替代責任。

永亮根據第1宗訴訟針對金禧國際財富管理尋求的補償涉及(i)一筆金額為721,485.61港元的款項，即第三方僱主向第三方支付的僱員補償，連同利息及費用，其中永亮須根據區域法院案件編號為DCCJ 713/2022的訴訟（「DCCJ 713/2022」）向上述僱主付款；(ii)一筆金額為395,000港元的款項，即永亮在區域法院案件編號為DCPI 815/2021的單獨人身傷害訴訟（「DCPI 815/2021」）中向第三方支付之補償；(iii)永亮就DCCJ 713/2022及DCPI 815/2021產生的法律費用；(iv)進一步的損失及損害；(v)費用；及(vi)利息。

涉嫌違反責任乃於本集團於二零二零年九月收購金禧國際財富管理前發生。

本公司現正就上述第1宗訴訟尋求法律意見。截至本報告日期，並無有關該訴訟的重大最新資料。

除上文所述者及「呈報期後事項」所披露的訴訟外，本公司並無涉及任何重大訴訟、仲裁或索償，亦無任何尚未了結或本公司面臨威脅之重大訴訟、仲裁或索償。

呈報期後事項

除簡明綜合財務報表附註23所披露者外，本集團於呈報期後並無重大事項。

僱員及薪酬政策

於二零二三年六月三十日，本集團有24名（於二零二二年十二月三十一日：40名）僱員（其中香港14名及中國10名（於二零二二年十二月三十一日：香港20名及中國20名））。本集團會定期檢討僱員薪酬政策，並基於本集團表現及僱員責任、資歷及表現釐定有關政策。薪酬福利包括基本薪金、酌情花紅、購股權、為香港僱員而設之強制性公積金計劃及為中國僱員而設之國家管理僱員退休金計劃。

MATERIAL ACQUISITION AND DISPOSAL

The Group had no material acquisition and disposal of subsidiaries, associates and joint ventures during the Period.

BUSINESS REVIEW

The businesses of the Group were classified as “Industrial Sector” and “Financial Sector”. The Company has discontinued the operation of electronic components business and wealth management business.

INDUSTRIAL SECTOR

The industrial sector comprises (a) coalbed methane (“**CBM**”) business; (b) general trading business; and (c) comprehensive healthcare business.

(a) CBM Business

The Group, through its indirect wholly-owned subsidiary, Canada Can-Elite Energy Limited (“**Can-Elite**”) entered into a production sharing contract (“**PSC**”) with China United Coalbed Methane Corporation Limited (“**China United**”), a state-owned company which is wholly-owned by China National Offshore Oil Corporation authorised by the Government of the PRC to partner with foreign companies to explore, develop and produce CBM resources. Under the PSC, Can-Elite is the operator of the Anhui CBM resources and holds 70% of participating interests in the PSC for a term of 30 years starting from 2008.

The Contract Area is divided into Area A (part of Luling Block with an area of 23.686 square kilometres that has its proven reserves submitted) (“**Area A**”) and Area B (primary part of Su’nan Block with an area of 401.942 square kilometres, its proven reserve yet to submitted) (“**Area B**”). Area A can start production as soon as the overall development plan (“**ODP**”) has been filed with relevant government authorities of the PRC. The fifth modification agreement regarding the PSC entered into between Can-Elite and China United on 10 August 2020 in relation to the exploration period of Area B expired on 31 March 2022. After lengthy discussion, the parties concerned entered into an agreement on 3 January 2023, and details of which were: (a) an agreement, pursuant to which each of Can-Elite and China United agreed to release the obligations and liabilities of Can-Elite in Area B under the PSC; and (b) the sixth modified agreement of the PSC, pursuant to which the exploration period of Area A had been further extended to 31 March 2024 (the “**Sixth Modification Agreement**”). For details, please refer to the Company’s announcement dated 3 January 2023.

重大收購及出售

本集團於本期間並無重大收購及出售附屬公司、聯營公司及合營公司。

業務回顧

本集團業務分類為「實業板塊」及「金融板塊」。本公司已終止經營電子零件業務及財富管理業務。

實業板塊

實業板塊由(a)煤層氣(「**煤層氣**」)業務；(b)一般貿易業務；及(c)醫療大健康業務組成。

(a) 煤層氣業務

本集團透過其間接全資附屬公司加拿大英發能源有限公司(「**英發能源**」)與中聯煤層氣有限責任公司(「**中聯**」)(一間由中國海洋石油總公司全資擁有的國有企業，由中國政府授權其與外商合作經營煤層氣資源之勘探、開發及生產業務)訂立產品分成合同(「**產品分成合同**」)。根據產品分成合同，英發能源為安徽煤層氣資源之經營者，並擁有產品分成合同之70%參與權益，自二零零八年起為期三十年。

合約區劃分為A區(已提交探明儲量的蘆嶺區塊部分，面積為23.686平方公里)(「**A區**」)及B區(尚待提交探明儲量的宿南區塊主要部分，面積為401.942平方公里)(「**B區**」)。待總體開發方案(「**總體開發方案**」)向中國有關政府部門備案後，A區即可開始進入生產。英發能源與中聯於二零二零年八月十日就B區之勘探期訂立之第五次產品分成合同修訂協議已於二零二二年三月三十一日屆滿。經過長時間的討論，有關各方於二零二三年一月三日訂立協議，具體內容為：(a)訂立一份協議，據此，英發能源與中聯已各自同意解除英發能源於產品分成合同項下B區的義務及責任；及(b)訂立產品分成合同的第六次修訂協議，據此，A區的勘探期已進一步延長至二零二四年三月三十一日(「**第六次修訂協議**」)。有關詳情，請參閱本公司日期為二零二三年一月三日的公告。



During the Period, the Group has discussed with China United to further advance the completion of the ODP. However, due to the Group's internal funding constraint, the required exploration works in Area A in accordance with the Sixth Modification Agreement and the handover works in Area B have been temporarily suspended. The management of the Group has been trying to resolve the aforesaid matters in order to meet the funding requirement for resuming the operations.

During the Period, there was no revenue (2022 (restated): approximately HK\$331,000) while a loss of approximately HK\$6,226,000 was recorded (2022 (restated): approximately HK\$11,927,000). The decrease in the loss was mainly attributed by the decrease in the amortisation of the PSC and the depreciation of property, plant and equipment.

(b) General Trading Business

To broaden the income stream of the Group, the Company has embarked on trading business of plastic components since the second half of 2022. During the Period, the business derived revenue of approximately HK\$77,864,000 and a loss of approximately HK\$1,323,000.

(c) Comprehensive Healthcare Business

During the Period, the Group derived revenue of approximately HK\$572,000 (2022 (restated): approximately HK\$6,182,000) and a loss of approximately HK\$378,000 (2022 (restated): gain of approximately HK\$80,000) from this business, mainly from distribution of mask products.

With the subsidence of COVID-19 pandemic, the Hong Kong government has relaxed and even revoked all mandatory mask-wearing requirements, and that the Company has slowed down the development of this business segment during the Period. Meanwhile, The Group will continue to monitor the development of this business so as to keep abreast with the change of market.

Besides, the Group continued to hold a fund which focuses on investment in pharmaceutical technology companies.

於本期間，本集團與中聯討論進一步推進完成總體開發方案。然而，由於本集團內部資金限制，根據第六次修訂協議A區所需的勘探作業及B區的交接工作已暫時停止。本集團管理層一直在努力解決上述事宜，以滿足恢復有關運作的資金需求。

於本期間，並無產生收益（二零二二年（經重列）：約331,000港元），同時錄得虧損約6,226,000港元（二零二二年（經重列）：約11,927,000港元）。有關虧損減少乃主要歸因於產品分成合同攤銷及物業、機器及設備折舊減少。

(b) 一般貿易業務

為擴闊本集團的收入來源，本公司自二零二二年下半年開始開展塑膠部件貿易業務。於本期間，該業務錄得收益約77,864,000港元及虧損約1,323,000港元。

(c) 醫療大健康業務

於本期間，本集團在此業務錄得收益約572,000港元（二零二二年（經重列）：約6,182,000港元）及虧損約378,000港元（二零二二年（經重列）：收益約80,000港元），主要來自口罩產品之分銷。

隨著新型冠狀病毒疫情消退，香港政府已放寬甚至撤銷所有強制性佩戴口罩的規定，本公司於本期間已放緩發展該業務分類的步伐。同時，本集團將繼續監控該業務的發展，以緊貼市場變化。

此外，本集團繼續持有一隻專注於投資醫藥科技公司的基金。

FINANCIAL SECTOR

The financial sector includes (a) financial business and (b) proprietary investment business.

(a) Financial Business

The financial business consisted of securities brokerage, money lending, consultancy, asset management and referral service.

金融板塊

金融板塊包括(a)金融業務及(b)自營投資業務。

(a) 金融業務

金融業務包括證券經紀、放債、顧問、資產管理及推薦服務。



To reduce the operating costs, the Company decided to cease the operation of its indirectly wholly-owned subsidiary, GCINT (HK) Limited which engaged in Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities within the meaning under the Securities and Future Ordinance (Cap.571 of the laws of Hong Kong) ("SFO") in the second half of 2022. For details, please refer to the Company's announcement dated 6 December 2022.

During the Period, the business recorded a loss of approximately HK\$2,032,000 (2022 (restated): loss of approximately HK\$4,587,000).

(b) Proprietary Investment

There was no business activity during the Period and the business recorded a loss of approximately HK\$3,000 (2022 (restated): gain of approximately HK\$411,000).

DISCONTINUED OPERATIONS

(a) Wealth Management Business

Due to persistent unsatisfactory performance, the Company decided to cease the operation of this business in the second half of 2022. For details, please refer to the Company's announcement on 6 December 2022. The relevant licenses have been revoked during the Period.

(b) Electronic Components Business

The Company disposed of its indirect non-wholly owned subsidiary, Strong Way International Limited, to its minority shareholder by the end of 2022, and then the Group no longer engaged in this business.

PROSPECTS

Looking ahead, the Company will continue to take various feasible measures including but not limited to adopt cost-effective controls over the administrative and operational expenses, explore other financing alternatives and investment opportunities, to improve the Group's liquidity position. In addition, we will do our utmost to facilitate the resumption of the trading of the Company's shares with an aim to create the greatest possible value for all the Company's shareholders.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 June 2023, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules.

為降低營運成本，本公司已於二零二二年下半年決定終止經營其間接全資附屬公司金禧國際證券(香港)有限公司(其從事香港法例第571章證券及期貨條例(「證券及期貨條例」)項下界定的第1類(證券交易)及第2類(期貨合約交易)受規管活動)。詳情請參閱本公司日期為二零二二年十二月六日的公告。

於本期間，該業務錄得虧損約2,032,000港元(二零二二年(經重列)：虧損約4,587,000港元)。

(b) 自營投資

本期間並無任何業務活動及該業務錄得虧損約3,000港元(二零二二年(經重列)：收益約411,000港元)。

已終止業務

(a) 財富管理業務

由於持續表現不佳，本公司已於二零二二年下半年決定停止經營該業務。詳情請參閱本公司日期為二零二二年十二月六日的公告。相關牌照已於本期間被註銷。

(b) 電子零件業務

本公司已於二零二二年底前將其間接非全資附屬公司昌維國際有限公司出售予其少數股東，及其後本集團不再從事該業務。

展望

展望未來，本公司將繼續採取多項可行措施，包括但不限於對行政及營運開支採取具成本效益的控制措施，探索其他融資替代方案及投資機遇，以改善本集團的流動資金狀況。此外，我們將竭力加快本公司股份復牌進度，以盡可能為本公司全體股東創造最大價值。

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉

於二零二三年六月三十日，概無董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有記錄於本公司根據證券及期貨條例第352條所存置之登記冊中，或根據上市規則所載上市發行人董事進行證券交易之標準守則(「標準守則」)已知會本公司及聯交所之任何權益及淡倉。



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

主要股東於本公司股份及相關股份之權益及淡倉

As at 30 June 2023, the interests and short positions of the substantial shareholders of the Company (other than the Directors and Chief Executive of the Company) in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be kept in the register under section 336 of the SFO were as follows:

於二零二三年六月三十日，本公司主要股東（董事及本公司主要行政人員除外）於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文已知會本公司及聯交所，以及根據證券及期貨條例第336條須記錄於登記冊內之權益及淡倉如下：

Name of substantial shareholders	Nature of interest	Number of ordinary shares	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比 (Note 1) (附註1)
主要股東名稱	權益性質	普通股數目	
Century Gold (Note 2) 世紀金禧 (附註2)	Beneficial owner 實益擁有人	3,278,604,864 3,278,604,864	73.61% 73.61%

Notes:

- Based on 4,454,196,695 ordinary shares of the Company in issue as at 30 June 2023.
- These 3,278,604,864 ordinary shares of the Company are held by Century Gold Millennium International Holdings Group Limited ("Century Gold"), which is wholly owned by Mr. Pan Jibiao. Pursuant to the SFO, Mr. Pan Jibiao is deemed to be interested in these ordinary shares of the Company held by Century Gold.

附註：

- 按本公司於二零二三年六月三十日已發行普通股4,454,196,695股計算。
- 該等3,278,604,864股本公司普通股由盤繼彪先生全資擁有之世紀金禧國際控股集團有限公司（「世紀金禧」）持有。根據證券及期貨條例，盤繼彪先生被視為於世紀金禧持有的該等本公司普通股中擁有權益。

Save as disclosed above, as at 30 June 2023, the Company has not been notified by any persons (other than the Directors or Chief Executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, which are required to be recorded in the register required to be kept under section 336 of the SFO.

除上文所披露外，於二零二三年六月三十日，本公司並無獲任何人士（董事或本公司主要行政人員除外）知會其於本公司股份或相關股份中擁有須記錄於根據證券及期貨條例第336條須存置之登記冊內之權益或淡倉。

CORPORATE GOVERNANCE

The Group has adopted practices which meets the Corporate Governance Code (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

企業管治

本集團已採納符合香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「該守則」）之常規。

In the opinion of the Board, the Company has complied with the Code for the Period, except for the following deviation:

Chairman and the Chief Executive Officer

Currently, the positions of chairman and chief executive officer (“CEO”) of the Company have been vacant but the executive directors perform similar function as CEO. Besides, the Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation by management. The Board monitors the Group’s operating and financial performance and ensures that effective governance and corporate social responsibility and policies and sound internal control and risk management systems are in place. As such, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are comparable to those in the Code provision.

MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted a code of conduct regarding the directors’ securities transactions on exactly the terms and required standard contained in the Model Code as set out in Appendix 10 to the Listing Rules. Before the Group’s interim results are announced, notifications are sent to the Directors to remind them not to deal in the securities of the Company during the blackout period. Having made specific enquiry of all the Directors, they confirmed that they have complied with the required standard set out in the Model Code and its code of conduct regarding directors’ securities transactions throughout the Period.

CHANGE IN DIRECTOR’S INFORMATION

Mr. Lai Kin Keung, an independent non-executive director of the Company, has resigned as an independent non-executive director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (stock code: 1157) on 29 June 2023.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES IN THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the Period.

SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) approved by the shareholders of the Company on 11 November 2014, under which the Directors may, at their discretion, offer any eligible participants (including any Directors) of the Company or of any of its subsidiaries option(s) to subscribe for shares in the Company subject to the terms and conditions stipulated in the Scheme. The participants must pay a nominal consideration of HK\$1 and must accept the share option within 30 days from the date of grant. The period within which the shares must be taken up under an option is determined by the Board from time to time, except that such period shall not exceed ten years from the date of grant of the options.

董事局認為，本公司於本期間已遵守該守則，惟下列偏離除外：

主席及行政總裁

現時，本公司主席及行政總裁（「行政總裁」）的職位出現空缺，但執行董事履行與行政總裁類似的職能。此外，董事局直接及透過其委員會間接帶領及指導管理層，包括制定策略及監察管理層推行策略。董事局監督本集團營運及財務表現，並確保本集團制定有效的管治、企業社會責任、政策及穩健的內部監控和風險管理制度。因此，董事局認為，本公司已採取足夠措施以確保其企業管治常規與該守則條文所採納者相若。

董事進行證券交易之標準守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款及規定標準與上市規則附錄十所載標準守則所訂的條款及規定標準完全一致。於本集團的中期業績公佈前，本公司向董事發出通知，提醒彼等於禁售期內不得買賣本公司證券。經向所有董事作出特定查詢後，彼等確認彼等於本期間均一直遵守標準守則所載之規定標準及本公司有關董事進行證券交易之行為守則。

董事資料變更

本公司獨立非執行董事黎建強先生已於二零二三年六月二十九日辭任中聯重科股份有限公司（股份代號：1157）的獨立非執行董事。

購買、出售或贖回本公司之上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

購股權計劃

本公司營運一項經本公司股東於二零一四年十一月十一日批准之購股權計劃（「該計劃」）。根據該計劃，董事可酌情向本公司或其任何附屬公司之任何合資格參與者（包括任何董事）授出購股權以認購本公司股份，惟須遵照該計劃所規定之條款及條件。參與者須支付名義代價1港元，且須於授出日期起計30日內接納購股權。根據購股權須承購股份之期間由董事局不時釐定，惟有關期間不得超過購股權授出日期起計十年。



The exercise price of the share options shall be determined by the Board, that it shall be at least the higher of (i) the closing price of the shares on the Stock Exchange on the date of grant of share options; and (ii) the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.

At the annual general meeting of the Company held on 7 June 2017, an ordinary resolution was passed for refreshing the scheme mandate limit. The maximum number of shares of the Company issuable upon exercise of all share options granted and to be granted under the Scheme is an amount equivalent to 10% of the shares in issue as at 7 June 2017 (i.e. up to a total of 479,079,342 shares). The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes for the time being of the Company shall not, in aggregate, exceed such number of shares as equals 30% of the shares in issue from time to time. As at the date of this report, the total number of shares available for issue upon exercise of share options to be granted under the Scheme is 47,907,934 ordinary shares, being 10% of the number of shares in issue on 7 June 2017 and adjusted for the effect of the share consolidation completed on 26 July 2018, representing approximately 1.08% of the number of shares of the Company in issue. This limit can further be refreshed by the shareholders in a general meeting in accordance with the provisions of the Listing Rules. The maximum number of shares issuable under share options granted to each eligible participant under the Scheme within any twelve-month period, is limited to 1% of the shares in issue at any time. Subject to separate approval of the shareholders in general meeting with the relevant participants and his associates (as defined in the Listing Rules) abstaining from voting, provided that the Company shall issue a circular to shareholders before such approval is sought, the Company may grant shares options in excess of the said limit.

There were no share options granted and exercised during the Period. There were no share options outstanding as at 30 June 2023.

The life of the Scheme is 10 years commencing on 11 November 2014 and will expire on 10 November 2024.

SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended since 3 April 2023 and remains suspended until further notice. Details please refer to the announcements of the Company dated 8 May 2023, 30 June 2023 and 5 July 2023.

REVIEW OF INTERIM RESULTS

The unaudited interim results of the Group for the Period have been reviewed by the audit committee of the Board (the “**Audit Committee**”) in compliance with Rule 3.21 of the Listing Rules and the relevant code provisions of the Code as set out in Appendix 14 to the Listing Rules. The Audit Committee comprises all the Independent Non-executive Directors including Mr. Siu Kin Wai, Mr. Lai Kin Keung and Mr. Wong Man Hung Patrick.

購股權之行使價由董事局釐定，並不得少於(i)股份於購股權授出日期在聯交所所報之收市價；及(ii)股份在聯交所所報於緊接授出日期前五個營業日之平均收市價之較高者。

一項有關更新計劃授權限額之普通決議案已在本公司於二零一七年六月七日舉行之股東週年大會上獲得通過。於根據該計劃所授出及將予授出之所有購股權獲行使時，本公司可發行之股份數目最多相等於二零一七年六月七日已發行股份之10%（即最多合共479,079,342股）。根據該計劃及本公司當時之任何其他購股權計劃已授出且有待行使之所有尚未行使購股權獲行使時可予發行之股份數目之整體限額為合共不得超過相等於不時已發行股份之30%之有關股份數目。於本報告日期，因行使根據該計劃將授出之購股權而可予發行之股份總數為47,907,934股普通股（即於二零一七年六月七日已發行股份數目之10%，其已就於二零一八年七月二十六日完成之股份合併之影響作出調整），佔本公司已發行股份數目約1.08%。此限額可經股東根據上市規則之條文於股東大會上進一步更新。於任何十二個月期間內，根據該計劃授予各合資格參與者之購股權可發行之股份數目最多以於任何時間已發行股份之1%為限。倘若股東在股東大會上另行批准，而有關參與者及其聯繫人士（定義見上市規則）放棄表決權，只要本公司在尋求有關批准前向股東發出通函，則本公司可授出超出上述限額之購股權。

本期間內並無授出或行使購股權。於二零二三年六月三十日，並無購股權尚未行使。

該計劃之年期為自二零一四年十一月十一日起計十年，將於二零二四年十一月十日屆滿。

暫停買賣

本公司股份已自二零二三年四月三日起於聯交所暫停買賣，並繼續暫停買賣直至另行通知為止。詳情請參閱本公司日期為二零二三年五月八日、二零二三年六月三十日及二零二三年七月五日的公告。

審閱中期業績

董事局審核委員會（「**審核委員會**」）已遵照上市規則第3.21條及上市規則附錄十四所載之該守則之相關守則條文，審閱本集團本期間之未經審核中期業績。審核委員會由全體獨立非執行董事組成，包括蕭健偉先生、黎建強先生及王文雄先生。



ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to express my sincere thanks to our shareholders for their support and to our staffs for their contributions and diligence during the Period.

By order of the Board
Golden Century International Holdings Group Limited
Wong Man Keung
Executive Director

Hong Kong, 25 August 2023

鳴謝

本人謹代表董事局藉此機會向各股東對本集團之支持及全體員工於本期間之貢獻及勤奮致以衷心感謝。

承董事局命
金禧國際控股集團有限公司
執行董事
黃文強

香港，二零二三年八月二十五日



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2023

簡明綜合損益報表

截至二零二三年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
		Notes 附註	
Continuing operations	持續經營業務		
Revenue	收益	3	7,883
Cost of sales	銷售成本		(6,495)
Gross profit	毛利		1,388
Other income	其他收入		2,668
Other gains and losses	其他收益及虧損	4	(11,590)
Administrative expenses	行政開支		(32,437)
Amortisation of production sharing contract	產品分成合同之攤銷		(2,229)
Loss from continuing operations	來自持續經營業務之虧損		(42,200)
Finance costs	融資成本	5	(1,974)
Loss before tax from continuing operations	來自持續經營業務之除稅前虧損		(44,174)
Income tax	所得稅	7	514
Loss for the period from continuing operations	來自持續經營業務之期間虧損		(43,660)
Discontinued operations	已終止業務		
Loss for the period from discontinued operations	來自已終止業務之期間虧損		(2,506)
Loss for the period	期間虧損		(46,166)
Attributable to:	應佔：		
Owners of the Company	本公司擁有人		
– from continuing operations	– 來自持續經營業務		(43,440)
– from discontinued operations	– 來自已終止業務		(2,506)
Non-controlling interests	非控股權益		
– from continuing operations	– 來自持續經營業務		(220)
– from discontinued operations	– 來自已終止業務		–
			(46,166)
Loss per share from continuing and discontinued operations	來自持續經營業務及已終止業務之每股虧損		
Basic and diluted (HK cents per share)	基本及攤薄 (每股港仙)	9	(1.03)
Loss per share from continuing operations	來自持續經營業務之每股虧損		
Basic and diluted (HK cents per share)	基本及攤薄 (每股港仙)		(0.98)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2023

簡明綜合損益及其他全面收入報表

截至二零二三年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Loss for the period	期間虧損	(32,476)	(46,166)
Other comprehensive income	其他全面收入		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	5,952	8,594
Other comprehensive income for the period, net of income tax	期間其他全面收入，扣除所得稅	5,952	8,594
Total comprehensive expenses for the period	期間全面開支總額	(26,524)	(37,572)
Attributable to:	應佔：		
Owners of the Company	本公司擁有人	(26,515)	(37,352)
Non-controlling interests	非控股權益	(9)	(220)
		(26,524)	(37,572)



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

At 30 June 2023

於二零二三年六月三十日

			Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	10	26,808	33,684
Right-of-use assets	使用權資產	11	–	3,134
Intangible assets	無形資產	12	31,393	33,921
Deposits	按金	13	–	3,043
			58,201	73,782
Current assets	流動資產			
Intangible assets	無形資產	12	1,000	1,000
Inventory	存貨		–	540
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		2,283	2,283
Trade and other receivables	貿易及其他應收款項	13	11,886	11,433
Cash and bank balances	現金及銀行結餘		16,335	34,632
Cash held on behalf of clients	代客戶持有之現金	14	224	713
			31,728	50,601
Current liabilities	流動負債			
Loan from Ultimate Holding Company	來自最終控股公司之貸款		107,460	107,460
Loan from Ultimate Controlling Party	來自最終控制方之貸款		63,138	66,080
Other borrowing, unsecured	其他借款，無抵押	15	10,688	11,186
Trade and other payables	貿易及其他應付款項	16	37,646	37,032
Lease liabilities	租賃負債		10,764	10,129
Tax payables	應付稅項		5,260	5,332
			234,956	237,219
Net current liabilities	流動負債淨額		(203,228)	(186,618)
Total assets less current liabilities	資產總值減流動負債		(145,027)	(112,836)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued) 簡明綜合財務狀況表 (續)

At 30 June 2023

於二零二三年六月三十日

			Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
		Notes 附註		
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		–	5,034
Deferred tax liabilities	遞延稅項負債	17	7,853	8,486
			7,853	13,520
Net liabilities	負債淨額		(152,880)	(126,356)
Capital and reserves	資本及儲備			
Share capital	股本	18	2,551,588	2,551,588
Reserves	儲備		(2,704,409)	(2,677,894)
Capital deficiency attributable to owners of the Company	本公司擁有人應佔資本虧絀		(152,821)	(126,306)
Non-controlling interests	非控股權益		(59)	(50)
Capital deficiency	資本虧絀		(152,880)	(126,356)



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔					Non-controlling interests	Capital deficiency
		Share capital	Special capital reserve	Exchange reserve	Accumulated losses	Sub-total		
		股本	特別資本儲備	匯兌儲備	累計虧損	小計	非控股權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2023 (Audited)	於二零二三年一月一日(經審核)	2,551,588	579,799	136,869	(3,394,562)	(126,306)	(50)	(126,356)
Loss for the period	期間虧損	-	-	-	(32,467)	(32,467)	(9)	(32,476)
Other comprehensive income for the period	期間其他全面收入	-	-	5,952	-	5,952	-	5,952
Total comprehensive income (expenses) for the period	期間全面收入(開支)總額	-	-	5,952	(32,467)	(26,515)	(9)	(26,524)
At 30 June 2023 (Unaudited)	於二零二三年六月三十日(未經審核)	2,551,588	579,799	142,821	(3,427,029)	(152,821)	(59)	(152,880)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

簡明綜合權益變動表(續)

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔					Non- controlling interests	Total equity/ (capital deficiency) 總權益/ (資本虧絀)
		Share capital 股本 HK\$'000 千港元	Special capital reserve 特別資本 儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	(資本虧絀) HK\$'000 千港元
At 1 January 2022 (Audited)	於二零二二年 一月一日(經審核)	2,551,588	579,799	137,826	(3,238,803)	30,410	(5,658)	24,752
Loss for the period	期間虧損	-	-	-	(45,946)	(45,946)	(220)	(46,166)
Other comprehensive income for the period	期間其他全面收入	-	-	8,594	-	8,594	-	8,594
Total comprehensive income (expenses) for the period	期間全面收入(開支) 總額	-	-	8,594	(45,946)	(37,352)	(220)	(37,572)
At 30 June 2022 (Unaudited)	於二零二二年六月三十日 (未經審核)	2,551,588	579,799	146,420	(3,284,749)	(6,942)	(5,878)	(12,820)



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 簡明綜合現金流量表

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元
Operating activities	經營業務		
Cash used in operations	經營動用之現金	(16,892)	(26,050)
Income tax paid	已付所得稅	(28)	(48)
Interest received	已收利息	51	4
Net cash used in operating activities	經營業務動用之現金淨額	(16,869)	(26,094)
Investing activities	投資業務		
Decrease in restricted bank balances	受限制銀行結餘減少	301	-
Dividend received	已收股息	-	17
Decrease (increase) in cash held on behalf of clients	代客戶持有之現金減少(增加)	489	(7,256)
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益之金融資產	-	(15,108)
Purchase of property, plant and equipment	購買物業、機器及設備	(1,168)	(2,500)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產所得款項	-	15,308
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	569	-
Net cash generated from (used in) investing activities	投資業務產生(動用)之現金淨額	191	(9,539)
Financing activities	融資業務		
Principal elements of lease payment	租賃付款之本金部分	(4,399)	(4,217)
Interest paid	已付利息	(825)	(2,030)
Net cash used in financing activities	融資業務動用之現金淨額	(5,224)	(6,247)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

For the six months ended 30 June 2023

簡明綜合現金流量表(續)

截至二零二三年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(21,902)	(41,880)
Cash and cash equivalents at beginning of period	期初之現金及現金等值項目	34,332	106,054
Effect of foreign exchange rate changes	外匯匯率變動之影響	3,905	11,767
Cash and cash equivalents at end of period	期終之現金及現金等值項目	16,335	75,941
Analysis of the balances of cash and cash equivalents:	現金及現金等值項目結餘分析：		
Cash and bank balances	現金及銀行結餘	16,335	76,252
Less: Restricted bank balances	減：受限制銀行結餘	-	(311)
Cash and cash equivalents at end of period	期終之現金及現金等值項目	16,335	75,941



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (“Listing Rules”). It is authorised for issue on 25 August 2023.

The condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the 2022 annual financial statements, except for the accounting policy changes that become effective for the 2023 annual financial statements. Details of the changes in accounting policies are set out in note 2 to the condensed consolidated financial statement.

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

This interim report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant for the understanding of the changes in financial position and performance of the Group since the 2022 annual financial statements. The condensed consolidated financial statements and notes thereto do not include all of the information required for full set of financial statements prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”).

Going concern basis

The Group incurred a net loss attributable to owners of the Company of approximately HK\$32,467,000 for the six months ended 30 June 2023, and as at 30 June 2023, the Group’s total liabilities exceeded its total assets by approximately HK\$152,880,000 and capital deficiency attributable to owners of the Company amounted to approximately HK\$152,821,000.

1. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號（「香港會計準則第34號」）「中期財務報告」，以及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十六之適用披露規定而編製。有關報表於二零二三年八月二十五日獲授權刊發。

簡明綜合財務報表乃按二零二二年度財務報表中採納之相同會計政策編製，惟於二零二二年度財務報表生效之會計政策變動除外。有關會計政策變動之詳情載於簡明綜合財務報表附註2。

編製符合香港會計準則第34號要求之簡明綜合財務報表時，管理層須作出判斷、估計及假設，以致影響政策應用及由年初至今的已呈報資產及負債、收入及開支之金額。實際結果可能與此等估計存在差異。

本中期報告載有簡明綜合財務報表及經挑選之附註解釋。該等附註包括對了解本集團自二零二二年度財務報表以來之財務狀況及表現變動而言為重要之事件及交易解釋。簡明綜合財務報表及相關附註不包括根據香港財務報告準則（「香港財務報告準則」）編製整份財務報表所要求之一切資料。

持續經營基準

截至二零二三年六月三十日止六個月，本集團產生本公司擁有人應佔虧損淨額約32,467,000港元，於二零二三年六月三十日，本集團的總負債超出其總資產約152,880,000港元及本公司擁有人應佔資本虧絀達約152,821,000港元。





1. BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

The directors of the Company (the “**Directors**”) are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due in the foreseeable future, after taking into consideration the following:

- (i) The management of the Company has tried to contact the Ultimate Holding Company and Ultimate Controlling Party to negotiate and seek for not to exercise their contractual rights to request the Group for immediate repayment amounted to approximately HK\$170,598,000. Based on the latest information available to the Group, in the opinion of the Directors, there is no indication that the Ultimate Holding Company and Ultimate Controlling Party have any current intention to exercise their right to demand immediate repayment thereof;
- (ii) The Group will also seek additional financing including but not limited to open offer, placing of the new shares and issuance of bonds; and
- (iii) The Directors will continue to implement measures aiming at improving the working capital and cash flows of the Group, including close monitoring of general administrative expenses and operating costs.

The Directors have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the reporting date taking into account possible impact of the above measures, the Directors believe that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements as and when they fall due in the next twelve months from the date of this report and, accordingly, are satisfied that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amount, to provide for future liabilities which might arise and to reclassify non-current assets and liabilities to current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these condensed consolidated financial statements.

The financial information relating to the year ended 31 December 2022 that is included in these condensed consolidated financial statements as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to the statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Chapter 622) (“**HKCO**”) is as follows:

1. 編製基準 (續)

持續經營基準 (續)

考慮到下列因素後，本公司董事（「**董事**」）信納本集團將有充足的財務資源以履行其於可見未來到期的財務承擔：

- (i) 本公司管理層已嘗試聯絡最終控股公司及最終控制方磋商及尋求不行使彼等的合約權利要求本集團即時償還約170,598,000港元。根據本集團可得之最新資料，董事認為，並無跡象顯示最終控股公司及最終控制方目前有意行使其權利要求即時還款；
- (ii) 本集團亦將尋求額外融資，包括但不限於公开发售、配售新股份及發行債券；及
- (iii) 董事將繼續推行措施以提升本集團之營運資本及現金流，包括嚴密監察一般行政開支及經營成本。

董事已詳細審閱本集團自報告日期起計未來十二個月之現金流預測，當中已計及上述措施可能帶來之影響。董事相信，本集團將具備足夠現金資源以應付其自本報告日期起計未來十二個月所需之營運資金及其他融資需要，故信納按持續經營基準編製簡明綜合財務報表屬恰當。

倘若本集團無法繼續按持續經營基準營運，將需要作出調整以將資產價值撇減至其可收回金額，以為可能於未來產生之負債作出撥備，以及將非流動資產及負債分別重新分類至流動資產及負債。此等潛在調整之影響並未反映於該等簡明綜合財務報表內。

載於此等簡明綜合財務報表作為比較資料之截至二零二二年十二月三十一日止年度之財務資料並不構成本公司就該年度之法定年度綜合財務報表，惟是自該等財務報表擷取。根據香港公司條例（第622章）（「**香港公司條例**」）第436條須予以披露之有關法定財務報表之進一步資料如下：



1. BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

The Company has delivered the financial statements for the year ended 31 December 2022 to the Registrar of Companies as required under section 662(3) of, and Part 3 of Schedule 6 to, the HKCO.

The Company's auditor has reported on those financial statements. The auditor's report was a disclaimer of opinion; and contain a statement under sections 407(3) of the HKCO.

2. PRINCIPAL ACCOUNTING POLICIES

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

Other than the changes in accounting policies resulting from the application of amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2023 (the "Period") are the same as those presented in the Group's annual financial statements for the year ended 31 December 2022.

In the accounting period beginning from 1 January 2023, the Group has adopted, for the first time, the following amendments to the HKFRSs issued by the HKICPA that affect the Group and are adopted for the current period's financial information:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International tax reform – Pillar Two model rules

These amendments have had no material effect on how the Group's results and financial position for the current or prior periods have been presented in this unaudited condensed consolidated financial information. The Group has not applied any other new standards or interpretations that are not yet effective for the current accounting period.

1. 編製基準 (續)

持續經營基準 (續)

本公司已按香港公司條例第662(3)條及附表6第3部之規定，向公司註冊處處長遞交截至二零二二年十二月三十一日止年度的財務報表。

本公司的核數師已就該等財務報表作出報告。核數師出具無法表示意見的核數師報告；核數師報告中載有根據香港公司條例第407(3)條作出的聲明。

2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟若干按公平值計量之金融工具除外。

除應用經修訂香港財務報告準則導致之會計政策變動外，截至二零二三年六月三十日止六個月（「本期間」）之簡明綜合財務報表所採用之會計政策及計算方式均與本集團截至二零二二年十二月三十一日止年度之年度財務報表所呈列者相同。

於二零二三年一月一日開始之會計期間，本集團已首次採納以下由香港會計師公會頒佈之香港財務報告準則修訂本，有關修訂本對本集團構成影響，並於本期間之財務資料採納：

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月之香港財務報告準則第17號修訂本)	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號修訂本	會計政策披露
香港會計準則第8號修訂本	會計估計之定義
香港會計準則第12號修訂本	與單一交易產生之資產及負債有關之遞延稅項
香港會計準則第12號修訂本	國際稅收改革—支柱二規則範本

該等修訂本並無對於本未經審核簡明綜合財務資料中呈列本集團於本期間或過往期間之業績及財務狀況之方式構成重大影響。本集團並無應用任何其他於本會計期間尚未生效之新訂準則或詮釋。

3. REVENUE AND SEGMENT INFORMATION

(a) Revenue

An analysis of the amount of revenue from each category of principal activities during the period is set out below:

		Unaudited 未經審核 Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Coalbed Methane (“CBM”)	煤層氣(「煤層氣」)		
– Sales of natural gas	– 天然氣銷售	–	331
Financial business	金融業務		
– Consultancy and referral income	– 顧問及推薦收入	–	434
– Brokerage commission income	– 經紀佣金收入	–	761
– Interest income from IPO financing	– 首次公開發售融資之 利息收入	–	34
– Management fee income	– 管理費收入	14	141
Comprehensive healthcare	醫療大健康		
– Sales of meltblown fabrics and related equipment and raw material	– 銷售熔噴布以及相關 設備及原材料	–	6,182
– Sales of mask products	– 口罩產品銷售	572	–
General trading	一般貿易		
– Sales of plastic components	– 塑膠部件銷售	77,864	–
		78,450	7,883

(b) Segment information

The Group manages its business by divisions, which are organised by business lines, in a manner consistent with the way in which information is reported internally to the Group’s most senior executive management, who are also the Executive Directors of the Company, for the purpose of resources allocation and performance assessments. The Group has identified the following five reportable segments.

- CBM
- Financial business (i.e. securities brokerage, money lending, consultancy, asset management and referral service)
- Proprietary investment (i.e. investment in listed and unlisted securities)
- Comprehensive healthcare
- General trading

3. 收益及分類資料

(a) 收益

期內主要業務中各類別之收益金額分析如下：

		Unaudited 未經審核 Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Coalbed Methane (“CBM”)	煤層氣(「煤層氣」)		
– Sales of natural gas	– 天然氣銷售	–	331
Financial business	金融業務		
– Consultancy and referral income	– 顧問及推薦收入	–	434
– Brokerage commission income	– 經紀佣金收入	–	761
– Interest income from IPO financing	– 首次公開發售融資之 利息收入	–	34
– Management fee income	– 管理費收入	14	141
Comprehensive healthcare	醫療大健康		
– Sales of meltblown fabrics and related equipment and raw material	– 銷售熔噴布以及相關 設備及原材料	–	6,182
– Sales of mask products	– 口罩產品銷售	572	–
General trading	一般貿易		
– Sales of plastic components	– 塑膠部件銷售	77,864	–
		78,450	7,883

(b) 分類資料

本集團按不同分類管理其業務，該等分類乃按業務類別劃分，分類方式與就資源分配及表現評估向本集團之最高行政管理人員（亦為本公司執行董事）內部呈報資料方式一致。本集團確定以下五個可呈報分類。

- 煤層氣
- 金融業務（即證券經紀、放債、顧問、資產管理及推薦服務）
- 自營投資（即投資上市及非上市證券）
- 醫療大健康
- 一般貿易



3. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

Discontinued operations

The operating results of Strong Way International Limited and GCINT Wealth Management Limited were classified as a discontinued operation on disposal/cessation of business and were excluded from the segment information in 2023.

For the purpose of making decisions about resources allocation and performance assessment, the directors of the Company decided to make some reclassification among the remaining business units, the comparative figures of segment information for the period ended 30 June 2022 were restated accordingly.

Six months ended 30 June 2023 (Unaudited)

		Industrial sector 實業板塊			Financial sector 金融板塊		
		General trading 一般貿易	CBM 煤層氣	Comprehensive healthcare 醫療大健康	Financial business 金融業務	Proprietary investment 自營投資	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recognised at a point in time	於一個時間點確認	77,864	-	572	14	-	78,450
Recognised over time	隨時間確認	-	-	-	-	-	-
Recognised from other source	自其他來源確認	-	-	-	-	-	-
Reportable segment revenue from external customers	來自外來客戶之可呈報分類收益	77,864	-	572	14	-	78,450
Reportable segment results	可呈報分類業績	(1,323)	(6,226)	(378)	(2,032)	(3)	(9,962)
Amortisation of production sharing contract	產品分成合同之攤銷	-	1,067	-	-	-	1,067
Depreciation of property, plant and equipment and right-of-use assets	物業、機器及設備以及使用權資產之折舊	-	2,544	-	12	-	2,556
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	-	-	(15)	208	-	193
Other income	其他收入	-	(1)	-	(50)	-	(51)
Write-off of property, plant and equipment	撇銷物業、機器及設備	-	-	-	5	-	5
Write-off of other receivables	撇銷其他應收款項	-	-	-	141	-	141

3. 收益及分類資料 (續)

(b) 分類資料 (續)

已終止業務

昌維國際有限公司及金禧國際財富管理有限公司的經營業績已於出售/終止業務時分類為已終止業務，並無計入二零二三年的分類資料。

為作出有關資源分配及業績評估的決定，本公司董事決定對餘下業務單位進行部分重新分類，截至二零二二年六月三十日止期間的分類資料比較數字已相應重列。

截至二零二三年六月三十日止六個月 (未經審核)

3. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

Six months ended 30 June 2022 (Unaudited) (Restated)

		Industrial sector		Financial sector		Total
		實業板塊		金融板塊		
		CBM 煤層氣 HK\$'000 千港元	Comprehensive healthcare 醫療大健康 HK\$'000 千港元	Financial business 金融業務 HK\$'000 千港元	Proprietary investment 自營投資 HK\$'000 千港元	
Recognised at a point in time	於一個時間點確認	331	6,182	914	-	7,427
Recognised over time	隨時間確認	-	-	422	-	422
Recognised from other source	自其他來源確認	-	-	34	-	34
Reportable segment revenue from external customers	來自外來客戶之可呈報分類收益	331	6,182	1,370	-	7,883
Reportable segment results	可呈報分類業績	(11,927)	80	(4,587)	411	(16,023)
Amortisation of production sharing contract	產品分成合同之攤銷	2,229	-	-	-	2,229
Depreciation of property, plant and equipment and right-of-use assets	物業、機器及設備以及使用權資產之折舊	5,380	537	622	-	6,539
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產之收益	-	-	-	(200)	(200)
Other income	其他收入	(2)	(61)	(47)	(250)	(360)
Imputed interest on lease liabilities	租賃負債之估算利息	-	-	8	-	8

There was no inter-segment sales for both periods.

於該兩個期間並無任何分類間銷售。

3. 收益及分類資料 (續)

(b) 分類資料 (續)

截至二零二二年六月三十日止六個月
(未經審核) (經重列)



3. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)
Reconciliation of reportable segment profit or loss

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Reportable segment results	可呈報分類業績	(9,962)	(16,023)
Other income	其他收入	358	2,308
Other gains and losses	其他收益及虧損	(6,798)	(11,790)
Unallocated head office and corporate expenses	未分配總辦事處及企業開支	(15,480)	(16,703)
Interest expenses	利息開支	(832)	(1,966)
Consolidated loss before tax	除稅前綜合虧損	(32,714)	(44,174)

3. 收益及分類資料(續)

(b) 分類資料(續)
可呈報分類溢利或虧損之對賬

4. OTHER GAINS AND LOSSES

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	(2,704)	-
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產之收益	-	200
Write-off of property, plant and equipment	撤銷物業、機器及設備	(5)	-
Write-off of other receivables	撤銷其他應收款項	(141)	-
Net foreign exchange loss	匯兌虧損淨額	(4,287)	(11,790)
		(7,137)	(11,590)

4. 其他收益及虧損

5. FINANCE COSTS

5. 融資成本

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Other finance charge	其他融資費用	7	–
Imputed interest on bonds	債券之估算利息	–	348
Imputed interest on lease liabilities	租賃負債之估算利息	825	1,626
		832	1,974

6. LOSS BEFORE TAX

6. 除稅前虧損

Loss before tax from continuing operations is arrived at after charging:

來自持續經營業務之除稅前虧損乃經扣除以下各項所得：

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	8,023	10,311
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	535	689
Total staff costs	員工成本總額	8,558	11,000
Cost of inventories recognised as expenses	確認為開支之存貨成本	77,977	5,951
Depreciation of property, plant and equipment and right-of-use assets	物業、機器及設備以及使用權資產之折舊	6,655	12,434
Lease payments for short-term lease not included in the measurement of lease liabilities	並未計入租賃負債計量中之短期租賃之租賃付款	312	337



7. INCOME TAX

7. 所得稅

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Current tax	本期稅項		
People's Republic of China (the "PRC" or "China") Enterprise Income Tax	中華人民共和國(「中國」) 企業所得稅	29	43
Deferred tax	遞延稅項		
Current period (note (c))	本期間(附註(c))	(267)	(557)
Income tax credit	所得稅抵免	(238)	(514)

Notes:

- (a) Under the two-tiered profits tax rates regime, the first HK\$2 million of profit of the qualifying group entities will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. No provision for Hong Kong profits tax has been made as the Group has no assessable profit derived from Hong Kong during both periods.
- (b) The Group's subsidiaries in the PRC are subject to PRC Enterprise Income Tax rate of 25% (2022: 25%) for the six months ended 30 June 2023.
- (c) Deferred tax arising from the reversal of the temporary difference arising from the amortisation of the intangible assets in respect of production sharing contract amounted to approximately HK\$267,000 (2022: HK\$557,000).

附註:

- (a) 根據利得稅兩級制，合資格集團實體首2,000,000港元之溢利將按8.25%稅率繳稅，而超過2,000,000港元之溢利將按16.5%稅率繳稅。不符合利得稅兩級制資格之集團實體之溢利將繼續按16.5%劃一稅率繳稅。由於本集團於兩個期間並無源自香港之應課稅溢利，故並無計提香港利得稅。
- (b) 截至二零二三年六月三十日止六個月，本集團於中國之附屬公司須按中國企業所得稅稅率25%(二零二二年：25%)納稅。
- (c) 遞延稅項由有關產品分成合同之無形資產攤銷所產生之暫時差異之撥回約267,000港元(二零二二年：557,000港元)而產生。

8. DIVIDEND

No dividend was paid, declared or proposed during the interim period (2022: Nil). The Directors have determined that no dividend will be paid in respect of the interim period (2022: Nil).

8. 股息

於中期期間並無派付、宣派或建議宣派股息(二零二二年：無)。董事已決定不會就中期期間派付股息(二零二二年：無)。

9. LOSS PER SHARE

(a) Basic loss per share

Calculation of the basic loss per share attributable to owners of the Company is based on the following data:

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Loss for the purpose of basic loss per share	就計算每股基本虧損所用之虧損		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期間虧損		
From continuing operations	來自持續經營業務	(32,467)	(43,440)
From discontinued operations	來自已終止業務	-	(2,506)
		(32,467)	(45,946)
Number of shares	股份數目		
<i>Number of ordinary shares/weighted average number of ordinary shares for the purpose of basic loss per share</i>	<i>普通股數目/就計算每股基本虧損所用之普通股加權平均數</i>		
		4,454,196,695	4,454,196,695

(b) Diluted loss per share

No diluted loss per share for the Period was presented as there were no potential ordinary shares in issue for the Period.

9. 每股虧損

(a) 每股基本虧損

本公司擁有人應佔之每股基本虧損乃根據下列數據計算：

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Restated) (經重列)
Loss for the purpose of basic loss per share	就計算每股基本虧損所用之虧損		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期間虧損		
From continuing operations	來自持續經營業務	(32,467)	(43,440)
From discontinued operations	來自已終止業務	-	(2,506)
		(32,467)	(45,946)
Number of shares	股份數目		
<i>Number of ordinary shares/weighted average number of ordinary shares for the purpose of basic loss per share</i>	<i>普通股數目/就計算每股基本虧損所用之普通股加權平均數</i>		
		4,454,196,695	4,454,196,695

(b) 每股攤薄虧損

由於本期間並無潛在已發行普通股，故本期間並無呈列每股攤薄虧損。



10. PROPERTY, PLANT AND EQUIPMENT

10. 物業、機器及設備

		Property, plant and equipment 物業、機器及設備 HK\$'000 千港元
Carrying amount as at 1 January 2022	於二零二二年一月一日之賬面值	108,895
Exchange adjustment	匯兌調整	(6,120)
Additions	添置	4,374
Depreciation	折舊	(15,465)
Impairment	減值	(19,532)
Write-off	撤銷	(38,468)
		<hr/>
Carrying amount as at 31 December 2022 and 1 January 2023 (Audited)	於二零二二年十二月三十一日及 二零二三年一月一日之賬面值(經審核)	33,684
Exchange adjustment	匯兌調整	(1,245)
Additions	添置	1,168
Depreciation	折舊	(3,521)
Write-off	撤銷	(5)
Disposals	出售	(3,273)
		<hr/>
Carrying amount as at 30 June 2023 (Unaudited) (note)	於二零二三年六月三十日之賬面值 (未經審核)(附註)	<u>26,808</u>

Note: As at 30 June 2023, it includes construction in progress of approximately HK\$9,424,000 (31 December 2022: approximately HK\$8,856,000) for the CBM business under the production sharing contract.

附註：於二零二三年六月三十日，其包括產品分成合同項下於煤層氣業務中之在建工程約9,424,000港元(二零二二年十二月三十一日：約8,856,000港元)。

11. RIGHT-OF-USE ASSETS

11. 使用權資產

Leased properties
for own use
自用租賃物業
HK\$'000
千港元

As at 30 June 2023 Carrying amount	於二零二三年六月三十日 賬面值	—
As at 31 December 2022 Carrying amount	於二零二二年十二月三十一日 賬面值	3,134
For the period ended 30 June 2023 Depreciation charge	截至二零二三年六月三十日止期間 折舊費用	(3,134)
For the period ended 30 June 2022 Depreciation charge Exchange adjustments	截至二零二二年六月三十日止期間 折舊費用 匯兌調整	(5,334) (9)



12. INTANGIBLE ASSETS

12. 無形資產

		Production sharing contract ("PSC") 產品分成合同 (「產品分成合同」) HK\$'000 千港元	Trading right 貿易權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost		成本		
At 1 January 2022	於二零二二年一月一日	4,048,886	1,000	4,049,886
Exchange adjustment	匯兌調整	(317,543)	-	(317,543)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	3,731,343	1,000	3,732,143
Exchange adjustment	匯兌調整	(166,131)	-	(166,131)
At 30 June 2023	於二零二三年六月三十日	3,565,212	1,000	3,566,212
Accumulated amortisation and impairment		累計攤銷及減值		
At 1 January 2022	於二零二二年一月一日	3,972,326	-	3,972,326
Charge for the period	期間支出	4,294	-	4,294
Impairment loss	減值虧損	32,464	-	32,464
Exchange adjustment	匯兌調整	(311,662)	-	(311,662)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	3,697,422	-	3,697,422
Charge for the period	期間支出	1,067	-	1,067
Exchange adjustment	匯兌調整	(164,670)	-	(164,670)
At 30 June 2023	於二零二三年六月三十日	3,533,819	-	3,533,819
Carrying amount		賬面值		
At 30 June 2023 (Unaudited)	於二零二三年六月三十日 (未經審核)	31,393	1,000	32,393
At 31 December 2022 (Audited)	於二零二二年十二月三十一日 (經審核)	33,921	1,000	34,921
		Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元	
Analysed for reporting purpose as:	出於呈報目的分析為：			
Non-current asset	非流動資產	31,393		33,921
Current asset	流動資產	1,000		1,000
Total	總計	32,393		34,921

The PSC is amortised on straight-line basis over the remaining contract terms of 15.4 years (31 December 2022: 15.9 years) of the PSC.

產品分成合同於產品分成合同餘下15.4年(二零二二年十二月三十一日: 15.9年)之合同期限內以直線法攤銷。

13. TRADE AND OTHER RECEIVABLES

13. 貿易及其他應收款項

		Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
Trade receivables from:	下列產生之貿易應收款項：		
General trading	一般貿易	2,869	4,950
CBM	煤層氣	324	339
Wealth management	財富管理	1	109
		3,194	5,398
Less: Impairment allowance (note (a))	減：減值撥備(附註(a))	-	-
		3,194	5,398
Financial business	金融業務		
– Securities brokerage	– 證券經紀		
– Cash clients (note (c))	– 現金客戶(附註(c))	-	406
		3,194	5,804
Other receivables	其他應收款項	2,892	3,118
Deposits and prepayments	按金及預付款項	5,800	5,554
		8,692	8,672
		11,886	14,476
Analysed for reporting purpose as:	出於呈報目的分析為：		
Non-current assets	非流動資產	-	3,043
Current assets	流動資產	11,886	11,433
Total	總計	11,886	14,476



13. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

(a) Impairment allowance

As at 30 June 2023 and 31 December 2022, none of the Group's trade receivables were determined to be impaired. The individually impaired receivables related to customers that are in financial difficulties and the management of the Group assessed that it is highly unlikely that the receivables can be recovered. The Group does not hold any collateral over the trade receivable balances.

(b) Ageing analysis of trade receivables

The ageing analysis of the trade receivables other than cash clients of the Group, based on the dates of the invoices and net of impairment allowance, is as follows:

	0至45天	46至90天	91至365天	超過365天
0-45 days	2,869	-	325	-
46-90 days	-	-	-	-
91-365 days	-	-	-	-
Over 365 days	-	-	-	-
Less: impairment allowance	-	-	-	-
	3,194	-	-	-
	3,194	-	-	-

(c) For trade receivables from cash clients, it normally takes two days to settle after trade date of securities transactions. These outstanding unsettled trades due from clients are reported as trade receivables from clients.

In the opinion of the Directors, the ageing analysis does not give additional value in view of the nature of the Group's securities brokerage business, therefore, no ageing analysis is disclosed.

13. 貿易及其他應收款項 (續)

附註：

(a) 減值撥備

於二零二三年六月三十日及二零二二年十二月三十一日，本集團貿易應收款項概無被釐定為減值。個別減值應收款項與出現財政困難之客戶相關，且本集團管理層估計有關應收款項極有可能無法收回。本集團並無就貿易應收款項結餘持有任何抵押品。

(b) 貿易應收款項之賬齡分析

本集團除現金客戶外之貿易應收款項(按發票日期及已扣除減值撥備)之賬齡分析如下：

	Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
0-45 days	2,869	4,947
46-90 days	-	1
91-365 days	325	450
Over 365 days	-	-
Less: impairment allowance	-	-
	3,194	5,398
	3,194	5,398

(c) 現金客戶之貿易應收款項通常於證券交易之交易日後兩日清償。該等尚未清償之應收客戶貿易款項列為客戶之貿易應收款項。

董事認為，鑒於本集團之證券經紀業務性質，賬齡分析並無帶來額外價值，因此，並無披露賬齡分析。

13. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

- (d) Trade receivables which are past due but not impaired

As at 30 June 2023, trade receivables of approximately HK\$325,000 (31 December 2022: approximately HK\$451,000) were past due but not impaired. These relate to independent customers for whom there is no recent history of default. The Group does not hold any collateral as security over these customers. The ageing analysis of the trade receivables which are past due but not impaired is as follows:

0-45 days	0至45天
46-90 days	46至90天

13. 貿易及其他應收款項 (續)

附註：(續)

- (d) 已逾期但尚未減值之貿易應收款項

於二零二三年六月三十日，貿易應收款項約325,000港元(二零二二年十二月三十一日：約451,000港元)已逾期但尚未減值。該等應收款項涉及近期無違約記錄之獨立客戶。本集團並無就該等客戶持有任何抵押品作為抵押。已逾期但尚未減值之貿易應收款項賬齡分析如下：

Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
-	1
325	450
325	451

14. CASH HELD ON BEHALF OF CLIENTS

The Group maintains separate trust accounts with licensed banks to hold clients' monies arising from its normal course of businesses. The Group has classified the clients' monies as cash held on behalf of customers under current assets and recognised the corresponding accounts payable to respective clients as stipulated under the Hong Kong Securities and Futures Ordinance (Chapter 571) ("SFO"). The Group is not allowed to use the clients' monies to settle its own obligations under the SFO.

15. OTHER BORROWING, UNSECURED

Other borrowing, relating to the CBM business under the PSC (note 12) and payable to an independent third party, is unsecured, interest free and with no fixed repayment terms.

14. 代客戶持有之現金

本集團於持牌銀行設有獨立信託賬戶，以持有日常業務過程中產生之客戶款項。根據第571章香港證券及期貨條例(「證券及期貨條例」)之規定，本集團將客戶的款項分類為流動資產下代客戶持有之現金，並確認應付相關客戶之相應賬戶。根據證券及期貨條例，本集團不得動用客戶款項來履行其自身義務。

15. 其他借款，無抵押

有關產品分成合同(附註12)項下之煤層氣業務及應付予一名獨立第三方之其他借款為無抵押、免息及無固定還款期。



16. TRADE AND OTHER PAYABLES

16. 貿易及其他應付款項

		Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
Trade payables for:	下列產生之貿易應付款項：		
General trading	一般貿易	1,899	-
Wealth management	財富管理	9	9
Financial business	金融業務		
– Securities brokerage	– 證券經紀		
– Clearing house	– 結算所	-	234
		1,908	243
Financial business	金融業務		
– Securities brokerage	– 證券經紀		
– Cash clients (note (a))	– 現金客戶 (附註(a))	221	525
– Margin clients	– 保證金客戶	4	6
Total trade payables	貿易應付款項總額	2,133	774
Other payables (note (c))	其他應付款項 (附註(c))	17,601	17,555
Accrued expenses	應計開支	17,912	18,703
Total other payables and accruals	其他應付款項及應計費用總額	35,513	36,258
Total trade payables, other payables and accruals	貿易應付款項、其他應付款項及應計費用總額	37,646	37,032

16. TRADE AND OTHER PAYABLES (Continued)

Notes:

- (a) Trade payables to securities brokerage clients represent the monies received from and repayable to brokerage clients in respect of the trust and separate bank balances received and held for clients in the course of the conduct of the Group's regulated activities.

In the opinion of the Directors, the ageing analysis does not give additional value in view of the nature of Group's business; therefore, no ageing analysis is disclosed.

- (b) The ageing analysis of the remaining trade payables of the Group, based on the dates of the invoices, is as follows:

Current – within 1 month	即期—一個月內
More than 1 month but within 3 months	超過一個月但不超過三個月
More than 3 months but within 6 months	超過三個月但不超過六個月
More than 6 months	超過六個月

- (c) Other payables include approximately RMB1,875,000 (equivalent to approximately HK\$2,026,000) of engineering fees payable to creditors in the PRC and approximately RMB4,251,000 (equivalent to approximately HK\$4,593,000) of amount payable to China United Coalbed Methane Corporation Limited (“China United”).

16. 貿易及其他應付款項 (續)

附註：

- (a) 應付證券經紀客戶之貿易款項指就本集團於進行受規管活動過程中已收及代客戶持有之信託及獨立銀行結餘已收及應償還予經紀客戶之款項。

董事認為，鑒於本集團之業務性質，賬齡分析並無帶來額外價值；因此，並無披露賬齡分析。

- (b) 本集團之餘下貿易應付款項(按發票日期)之賬齡分析如下：

	Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
Current – within 1 month	1,899	234
More than 1 month but within 3 months	–	–
More than 3 months but within 6 months	–	–
More than 6 months	9	9
	1,908	243

- (c) 其他應付款項包括應付中國債權人之工程款約人民幣1,875,000元(相當於約2,026,000港元)及應付中聯煤層氣有限責任公司(「中聯」)款項約人民幣4,251,000元(相當於約4,593,000港元)。



17. DEFERRED TAX LIABILITIES

17. 遞延稅項負債

		Fair value adjustments on PSC arising from the business combination 業務合併引致對產品分成合同作出之公平值調整 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	15,721	7	15,728
Credit to consolidated statement of profit or loss	於綜合損益報表計入	(5,945)	(2)	(5,947)
Exchange adjustment	匯兌調整	(1,295)	–	(1,295)
At 31 December 2022 and 1 January 2023 (Audited)	於二零二二年十二月三十一日及二零二三年一月一日 (經審核)	8,481	5	8,486
Credit to condensed consolidated statement of profit or loss	於簡明綜合損益報表計入	(267)	–	(267)
Exchange adjustment	匯兌調整	(366)	–	(366)
At 30 June 2023 (Unaudited)	於二零二三年六月三十日 (未經審核)	7,848	5	7,853

Note: At 30 June 2023, the recognised deferred tax liabilities of PSC represented the tax effect of the fair value adjustments on the business combination completed in 2008.

附註：於二零二三年六月三十日，產品分成合同之已確認遞延稅項負債指對於二零零八年完成之業務合併之公平值調整之稅務影響。

18. SHARE CAPITAL

18. 股本

		Number of ordinary shares 普通股數目	Share capital 股本 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
At 1 January 2022, 31 December 2022, 1 January 2023 (Audited) and 30 June 2023 (Unaudited)	於二零二二年一月一日、二零二二年十二月三十一日、二零二三年一月一日 (經審核) 及二零二三年六月三十日 (未經審核)	4,454,196,695	2,551,588

19. CAPITAL COMMITMENTS

Capital commitments outstanding as at 30 June 2023 but not provided for in the condensed consolidated financial statements were as follows:

PSC:	產品分成合同：
– Contracted but not provided for	– 已訂約但未撥備

In addition to the above, Canada Can-Elite Energy Limited (“**Can-Elite**”) entered into sixth modified agreement of the PSC (the “**Sixth Modification Agreement**”) with China United regarding the modified PSC on 3 January 2023. Pursuant to the Sixth Modification Agreement, the exploration period of Area A (part of Luling Block with an area of 23.686 square kilometres that has its proven reserves submitted) (“**Area A**”) has been further extended to 31 March 2024. In order to complete the above exploration works for preparation of the overall development plan (“**ODP**”), Can-Elite is required to utilise a minimum of HK\$8,643,000 (RMB8,000,000) equivalent in US dollars per year towards Area A as the expected minimum exploration expenditure amount. On the same date, Can-Elite and China United entered into the agreement and agreed to release the obligations and liabilities of Can-Elite in Area B (primary part of Su’ nan Block with an area of 401.942 square kilometres, its proven reserves yet to submitted) (“**Area B**”) under the PSC at no consideration after all necessary arrangements have been performed and accepted by China United.

19. 資本承擔

於二零二三年六月三十日，未於簡明綜合財務報表中計提撥備之尚待履行資本承擔如下：

Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
15,410	17,807

除上文所述外，加拿大英發能源有限公司（「**英發能源**」）與中聯就修訂產品分成合同於二零二三年一月三日訂立產品分成合同的第六次修訂協議（「**第六次修訂協議**」）。根據第六次修訂協議，A區（已提交探明儲量的蘆嶺區塊部分，面積為23.686平方公里）（「**A區**」）的勘探期已進一步延長至二零二四年三月三十一日。為了就編製總體開發方案（「**總體開發方案**」）完成上述勘探作業，英發能源每年須對A區花費至少8,643,000港元（人民幣8,000,000元）等值的美元，作為其預期的最低限度勘探費用。同日，英發能源與中聯訂立協議，並同意在履行所有必要安排及中聯接納後，將無代價解除英發能源於產品分成合同項下B區（尚待提交探明儲量的宿南區塊主要部分，面積為401.942平方公里）（「**B區**」）的義務及責任。



20. CONTINGENCIES

Environmental contingencies

The Group has not incurred any significant expenditure for environment remediation and is currently not involved in any environmental remediation. In addition, the Group has not accrued any amounts for environmental remediation relating to its operations. Under existing legislation, the management of the Group believes that there are no probable liabilities that will have a material adverse effect on the financial position or operating results of the Group. The PRC Government, however, has moved and may move further towards more rigorous enforcement of applicable laws and towards the adoption of more stringent environmental standards. Environmental liabilities are subject to considerable uncertainties which affect the Group's ability to estimate the ultimate cost of remediation efforts. These uncertainties include: (i) the exact nature and extent of the contamination at various sites including, but not limited to mines, concentrators and smelting plants irrespective of whether they are operating, closed or sold; (ii) the extent of required cleanup efforts; (iii) varying costs of alternative remediation strategies; (iv) changes in environmental remediation requirements; and (v) the identification of new remediation sites. The amount of such future costs is not determinable due to such factors as the unknown magnitude of possible contamination and the unknown timing and extent of the corrective actions that may be required. Accordingly, the outcome of environmental liabilities under proposed or future environmental legislation cannot be reasonably estimated at present, and could be material.

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

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

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair value of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

20. 或然事項

環境或有費用

本集團至今沒有為環保補救產生任何重大支出，目前亦沒有參與任何環境補救工作。此外，本集團沒有就其業務計提任何環保補救金額。根據現行法例，本集團管理層相信並無存在可能會對本集團財務狀況或經營業績有重大不利影響之負債。然而，中國政府已經及有可能進一步嚴格地執行適用之法例，並採納更為嚴謹之環保標準。環保方面之負債存在著不少不確定因素，影響本集團估計各項補救措施最終費用之能力。這些不確定因素包括：(i) 各個場地，包括但不限於營運中、已關閉或已售出的礦場、選礦廠及冶煉廠所發生污染的確切性質和程度；(ii) 所需進行之清理工作之程度；(iii) 其他補救策略之成本有變；(iv) 環境補救規定之改變；及(v) 確認新補救場地。由於可能污染程度未明及所需採取之補救措施的確實時間和程度亦未明等因素，故無法釐定該等未來費用。故此，依據建議或未來之環境保護法須承擔之環保負債結果無法在目前合理確定，但有可能十分重大。

21. 金融風險管理及金融工具

按經常性基準以公平值計量之本集團金融資產及金融負債之公平值

本集團部分金融資產及金融負債乃以各呈報期末之公平值計量。下表提供有關該等金融資產及金融負債之公平值釐定方法之資料（尤其是所使用之估值方法及輸入數據），以及根據公平值計量輸入數據之可觀察程度而將公平值計量歸類入公平值等級制度之級別（一至三級）。

- 第一級公平值計量自相同資產或負債於活躍市場之報價（未經調整）取得；
- 第二級公平值計量自可直接（即價格）或間接（即衍生自價格）觀察之資產或負債輸入數據（不包括第一級之報價）取得；及
- 第三級公平值計量自估值方法包含並非根據可觀察市場數據之資產或負債輸入數據（不可觀察輸入數據）取得。

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

30 June 2023	二零二三年六月三十日	
Financial assets	金融資產	
– Financial assets at fair value through profit or loss	– 按公平值計入損益之金融資產	
31 December 2022	二零二二年十二月三十一日	
Financial assets	金融資產	
– Financial assets at fair value through profit or loss	– 按公平值計入損益之金融資產	

21. 金融風險管理及金融工具 (續)

按經常性基準以公平值計量之本集團金融資產及金融負債之公平值 (續)

	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
	–	2,283	–
	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
	–	2,283	–

During the six months ended 30 June 2023, there were no transfers between instruments in Level 1 and Level 2, or transfer into or out of Level 3 (2022: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Information about Level 2 fair value measurements

The fair value of the current unlisted financial assets at fair value through profit or loss was estimated by the directors of the Company with reference to quoted market price provided by the financial institution managing the funds.

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair values of trade and other receivables, cash and bank balances, other borrowing and trade and other payables approximate their carrying amounts due to short-term maturities of these assets and liabilities.

The fair value of bonds is carried at amortised cost using the effective interest method.

截至二零二三年六月三十日止六個月，第一級及第二級間之工具並無轉撥或於第三級轉入或轉出(二零二二年：無)。本集團之政策為於公平值等級之間發生轉撥的呈報期末確認轉撥。

有關第二級公平值計量之資料

按公平值計入損益的即期非上市金融資產的公平值乃由本公司董事經參考管理基金的金融機構所提供的市場報價估算得出。

並非按經常性基準以公平值計量之金融資產及金融負債之公平值

貿易及其他應收款項、現金及銀行結餘、其他借款及貿易及其他應付款項之公平值與其賬面值相若，因該等資產及負債之年期較短。

債券之公平值乃以實際利率法按攤銷成本列值。



22. RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

(a) Transactions with related parties

During the period, the Group had the following transactions with related parties in the normal course of business:

22. 關聯方交易

本公司與其附屬公司(即本公司之關聯方)之間的結餘及交易已於綜合入賬時對銷,並無於此附註中披露。有關本集團與其他關聯方之間的交易詳情於下文披露。

(a) 與關聯方之交易

於本期間,本集團於日常業務過程中與關聯方之交易如下:

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元
Ultimate Controlling Party	最終控制方		
Commission income	佣金收入	–	147
Salaries paid	已付薪金	–	360
Ms. Li Dan (“Ms. Li”) (note (iv))	李丹女士(「李女士」) (附註(iv))		
Commission income	佣金收入	–	395
Ms. Shao Yanxia (“Ms. Shao”) (note (v))	邵艷霞女士(「邵女士」) (附註(v))		
Salaries paid	已付薪金	172	573

22. RELATED PARTY TRANSACTIONS (Continued)

(b) Outstanding balances with related parties

Loan from	來自下列各方之貸款		
– Ultimate Holding Company (note (i))	– 最終控股公司 (附註(i))	97,500	97,500
– Ultimate Controlling Party (notes (ii) and (iii))	– 最終控制方 (附註(ii)及(iii))	60,500	63,320
Loans interest payable to	應付下列各方之貸款利息		
– Ultimate Holding Company	– 最終控股公司	9,960	9,960
– Ultimate Controlling Party	– 最終控制方	2,638	2,760
Commission receivable by provision of insurance brokerage service with Ms. Li	透過向李女士提供保險經紀服務而應收之佣金	–	109
Convertible notes interest payable – Ultimate Holding Company	可換股票據利息應付款項 – 最終控股公司	5,831	5,831

Notes:

- (i) The loans were sub-ordinated in nature which were unsecured, non-interest bearing and repayable on demand.
- (ii) The Ultimate Controlling Party of the Company is Mr. Pan Jibiao.
- (iii) The loans were sub-ordinated in nature which were unsecured, non-interest bearing and repayable on demand.
- (iv) Ms. Li is the spouse of Mr. Pan Jibiao.
- (v) Ms. Shao is the former executive director of the Company. She resigned as an executive director with effect from 17 January 2023.

22. 關聯方交易 (續)

(b) 與關聯方之未償還結餘

	Unaudited 未經審核 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
Loan from		
– Ultimate Holding Company (note (i))	97,500	97,500
– Ultimate Controlling Party (notes (ii) and (iii))	60,500	63,320
Loans interest payable to		
– Ultimate Holding Company	9,960	9,960
– Ultimate Controlling Party	2,638	2,760
Commission receivable by provision of insurance brokerage service with Ms. Li	–	109
Convertible notes interest payable – Ultimate Holding Company	5,831	5,831

附註：

- (i) 貸款屬後償性質，其為無抵押、免息及須按要求償還。
- (ii) 本公司之最終控制方為盤繼彪先生。
- (iii) 貸款屬後償性質，其為無抵押、免息及須按要求償還。
- (iv) 李女士為盤繼彪先生之配偶。
- (v) 邵女士為本公司之前執行董事。彼已辭任執行董事，自二零二三年一月十七日起生效。



22. RELATED PARTY TRANSACTIONS (Continued)

(c) Key management personnel compensation

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物利益	3,786	2,698
Discretionary bonus	酌情花紅	224	-
Retirement scheme contributions	退休計劃供款	33	44
		4,043	2,742

Total remuneration is included in “staff costs” (note 6).

23. EVENTS AFTER THE REPORTING PERIOD

- (a) Pursuant to the announcement of the Company dated 10 August 2023, the Company, as defendant (the “**Defendant**”), received a writ of summons (the “**Writ**”) issued in the District Court of the Hong Kong Special Administrative Region by Times Square Limited as plaintiff (the “**Plaintiff**”) against the Defendant on 7 August 2023. As stated in the statement of claim attached to the Writ, the Plaintiff claims against the Defendant for (i) the sum of HK\$2,774,978.26 together with interest on the sum of HK\$2,667,713.71 at the rate of 8.875% per annum from 1 August 2023 to the date of judgment and thereafter at judgment rate until payment, pursuant to the lease agreement entered into between the Defendant and the Plaintiff in respect of the lease of the office; and (ii) damages representing the Plaintiff’s costs in the action set out in the Writ (the “**Action**”) to be assessed on a full indemnity basis or alternatively costs of the Action to be taxed on a solicitors-and-own-client basis.

The Company is currently seeking legal advice in respect of the Action. The directors of the Company are of the view that the litigations/mediations have no significant impact on the Group’s financial position and its operating result for the period ended 30 June 2023 as all the related payable amounts have already been recorded in the condensed financial statements as at 30 June 2023.

22. 關聯方交易 (續)

(c) 主要管理人員報酬

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物利益	3,786	2,698
Discretionary bonus	酌情花紅	224	-
Retirement scheme contributions	退休計劃供款	33	44
		4,043	2,742

總酬金已計入「員工成本」(附註6)。

23. 呈報期後事項

- (a) 根據本公司日期為二零二三年八月十日的公告，本公司(作為被告)(「**被告**」)收到時代廣場有限公司(作為原告)(「**原告**」)於香港特別行政區區域法院針對被告發出的日期為二零二三年八月七日的傳訊令狀(「**該令狀**」)。誠如該令狀隨附之申索陳述書所述，原告向被告申索(i)根據被告與原告就租賃辦公室訂立的租賃協議，金額為2,774,978.26港元的款項連同金額為2,667,713.71港元的款項的利息(自二零二三年八月一日至判決日期按年利率8.875%計息，其後直至付款為止按判決利率計息)；及(ii)相當於將按完全彌償基準評估的原告於該令狀所載訴訟(「**訴訟**」)之費用或者將按律師向其客戶收費標準支付的訴訟費用的損失。

本公司現正就訴訟尋求法律意見。本公司董事認為，訴訟／調解對本集團截至二零二三年六月三十日止期間的財務狀況及其經營業績並無重大影響，原因為所有相關應付款項均已錄入於二零二三年六月三十日的簡明財務報表。



23. EVENTS AFTER THE REPORTING PERIOD (Continued)

- (b) On 14 July 2023, the Company entered into a sales and purchase agreement with three independent third parties to dispose of its entire interest in a wholly-owned subsidiary, Blue Print Ventures Limited (“**Blue Print**”) at a consideration of HK\$880,000. Blue Print has a wholly-owned subsidiary, GCINT Asset Management Limited which possesses Type 4, 5 and 9 licenses within the meaning under SFO.

The disposal was completed on the same date.

23. 呈報期後事項 (續)

- (b) 於二零二三年七月十四日，本公司與三名獨立第三方訂立買賣協議，以出售其於全資附屬公司Blue Print Ventures Limited (「**Blue Print**」) 的全部股權，代價為880,000港元。Blue Print擁有一間全資附屬公司金禧國際資產管理有限公司，該公司持有證券及期貨條例項下界定的第4、5及9類牌照。

該出售事項已於同日完成。



金禧國際控股集團有限公司
Golden Century International Holdings Group Limited