

Century Group International Holdings Limited

世紀集團國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 2113

(於開曼群島註冊成立之有限公司)

股份代號: 2113

2023

INTERIM REPORT

中期報告



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CORPORATE INFORMATION

企業信息

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Feng (*Chairman*)

Mr. Man Wai Lun

Independent Non-executive Directors

Mr. Law, Michael Ka Ming

Mr. Chung Man Lai

Ms. Lam Yuen Man Maria

AUDIT COMMITTEE

Ms. Lam Yuen Man Maria (*Chairman*)

Mr. Law, Michael Ka Ming

Mr. Chung Man Lai

REMUNERATION COMMITTEE

Mr. Law, Michael Ka Ming (*Chairman*)

Mr. Chung Man Lai

Ms. Lam Yuen Man Maria

NOMINATION COMMITTEE

Mr. Chung Man Lai (*Chairman*)

Mr. Law, Michael Ka Ming

Ms. Lam Yuen Man Maria

COMPANY SECRETARY

Mr. Lee Cheuk Man

AUTHORISED REPRESENTATIVES

Mr. Man Wai Lun

Mr. Lee Cheuk Man

PLACE OF BUSINESS IN CHINA

Century Group Building

Xushu Village

Gucheng Jiedao

Linhai, Taizhou, Zhejiang Province

PRC

董事會

執行董事

王鋒先生(*主席*)

文偉麟先生

獨立非執行董事

羅家明先生

鍾文禮先生

林婉雯女士

審核委員會

林婉雯女士(*主席*)

羅家明先生

鍾文禮先生

薪酬委員會

羅家明先生(*主席*)

鍾文禮先生

林婉雯女士

提名委員會

鍾文禮先生(*主席*)

羅家明先生

林婉雯女士

公司秘書

李卓文先生

授權代表

文偉麟先生

李卓文先生

中國營業地點

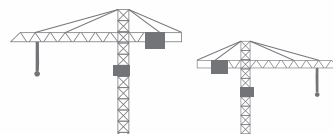
中國

浙江省台州市臨海市

古城街道

許墅村

世紀集團大樓



CORPORATE INFORMATION

企業信息

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office D, 16/F
Kings Wing Plaza 1
No. 3 On Kwan Street
Shek Mun
New Territories
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANK

Shanghai Commercial Bank Ltd.

AUDITOR

CWK CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors
Unit 2110-2111, 21/F, Cosco Tower
183 Queen's Road Central
Central, Hong Kong

COMPANY WEBSITE

www.centurygroup.com.hk

STOCK CODE

2113

總部及香港主要營業地點

香港
新界
石門
安群街3號
京瑞廣場一期
16樓D室

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

上海商業銀行有限公司

核數師

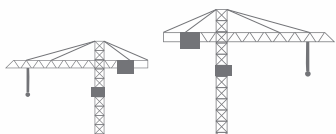
中遠環球會計師事務所有限公司
註冊會計師
註冊公眾利益實體核數師
香港中環
皇后大道中183號
中遠大廈21樓2110-2111室

公司網站

www.centurygroup.com.hk

股份代號

2113



FINANCIAL HIGHLIGHTS

財務摘要

The board (the “Board”) of directors (the “Directors”) of Century Group International Holdings Limited (the “Company”) is pleased to present the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 September 2023 (the “Reporting Period”), together with the comparative figures for the corresponding period in 2022:

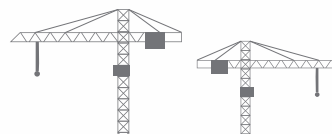
FINANCIAL HIGHLIGHTS

- Revenue of the Group for the Reporting Period amounted to approximately HK\$29.7 million (for the six months ended 30 September 2022: approximately HK\$73.8 million).
- Loss attributable to owners of the Company for the Reporting Period amounted to approximately HK\$6.2 million (for the six months ended 30 September 2022: approximately HK\$16.4 million).
- Basic and diluted loss per share for the Reporting Period amounted to approximately HK cent 1 (for the six months ended 30 September 2022: approximately HK cents 2).
- The Board does not declare any interim dividend for the Reporting Period (for the six months ended 30 September 2022: nil).

世紀集團國際控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零二三年九月三十日止六個月(「報告期間」)之未經審核綜合中期業績連同二零二二年同期之比較數字：

財務摘要

- 本集團於報告期間之收益約為29,700,000港元(截至二零二二年九月三十日止六個月：約73,800,000港元)。
- 於報告期間本公司擁有人應佔虧損約為6,200,000港元(截至二零二二年九月三十日止六個月：約16,400,000港元)。
- 於報告期間之每股基本及攤薄虧損約為1港仙(截至二零二二年九月三十日止六個月：約2港仙)。
- 董事會不就報告期間宣派任何中期股息(截至二零二二年九月三十日止六個月：無)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the Reporting Period, the Group was engaged to undertake site formation works in Hong Kong as a subcontractor and the trading of liquefied natural gas (“LNG”) in the People’s Republic of China (“PRC”).

Construction and site formation services

During the Reporting Period, revenue amounted to approximately HK\$29.7 million, approximately HK\$44.1 million lower than the corresponding period in 2022. Such decrease was mainly attributable to the projects on hand from previous years were at their later stage of completion while the new project awarded was in its initial stage during the Reporting Period.

During the Reporting Period, there was one new project awarded with contract sum of approximately HK\$1.0 million (2022: nil).

As at 30 September 2023, the four projects with related variation orders on hand are in progress, with a total contract sum of approximately HK\$437.7 million (2022: four projects, approximately HK\$533.1 million). Approximately HK\$25.1 million was recognised as revenue from three of these four projects during the Reporting Period while approximately HK\$4.6 million of the revenue was generated from previous completed projects.

Set out below is a list of projects completed during the Reporting Period and those projects which are still in progress at 30 September 2023:

Site Location 地盤位置	Type of Work 工程類型	Status 狀態	Contract Sum 合約金額 (HK\$'Million) (百萬港元)
Kwun Tong District 觀塘區	Site formation works 地盤平整工程	In progress 在建	310.0
Sai Kung District 西貢區	ELS and shoring works 臨時道路改道工程	In progress 在建	113.1
Shatin District 沙田區	Blasting and tunnel works 爆破及隧道工程	In progress 在建	13.6
Kwai Tsing District 葵青區	Blasting and tunnel works * 爆破及隧道工程*	In progress 在建	1.0

* Newly awarded in the period under review

業務回顧

於報告期間，本集團在香港作為分包商從事承接地盤平整工程及於中華人民共和國（「中國」）從事液化天然氣（「液化天然氣」）貿易。

建築及地盤平整服務

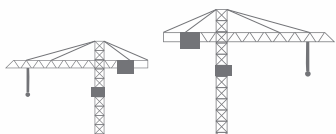
於報告期間，收益約為29,700,000港元，較二零二二年同期減少約44,100,000港元。有關減少主要由於於報告期間手頭來自往年之項目處於後期完工階段，而且新獲授項目正處於其初步階段。

於報告期間，本集團獲授一項新項目，總合約金額約為1,000,000港元（二零二二年：無）。

於二零二三年九月三十日，四個手頭在建中的項目及其相關的工程變更，總合約金額為437,700,000港元（二零二二年：四個項目，約533,100,000港元）。於報告期間，此四個項目之三項項目已確認約25,100,000港元收益，而先前已完工的項目則產生約4,600,000港元收益。

下表載列於報告期間已竣工項目及於二零二三年九月三十日的在建項目：

* 於回顧期間新獲授



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trading of LNG

The revenue of the Group for the trading of LNG in the Reporting Period was nil (2022: approximately HK\$5.4 million).

Armed with a growing portfolio of long-term supply deals recently struck with Qatar and United States of America exporters, as well as extensive terminal capacity, Chinese companies led by state giant are more actively trading LNG. LNG sales in the PRC had increased along with rising Asian demand after the disruption in Russian exports to Europe sparked price volatility and tightened supplies globally. The beefed-up trading presence of Chinese importers puts them in direct competition. There is a paradigm shift in Chinese companies from being total net importers to more international and domestic trading players. These openings in the market and a more liberalised domestic gas market have also prompted smaller Chinese gas distributors and importers to expand into the trading space.

FINANCIAL REVIEW

The Group recorded revenue of approximately HK\$29.7 million for the Reporting Period, representing a decrease of approximately 44.1 million or 59.8% compared with approximately HK\$73.8 million for the corresponding period in 2022. The decrease was mainly due to the failure in awarding significant new projects and decreased sales in LNG in the PRC.

The Group's total gross loss amounted to approximately HK\$5.3 million for the Reporting Period, a decrease of approximately HK\$11.9 million or 69.4% compared with approximately HK\$17.2 million for the corresponding period in 2022. The Group's overall gross loss margin during the Reporting Period was approximately 17.7% (2022: approximately 23.3%).

The other revenue of the Group for the Reporting Period amounted to approximately HK\$2.1 million, representing a decrease of approximately HK\$2.1 million or 49.1% compared with approximately HK\$4.2 million for the corresponding period of 2022. There was government grants in 2022 of approximately HK\$3.1 million.

The administrative expenses of the Group for the Reporting Period amounted to approximately HK\$2.8 million, representing a decrease of approximately HK\$0.7 million or 20.6% compared with approximately HK\$3.6 million for the corresponding period of 2022. The decrease was mainly attributable to a reduction of staff cost of approximately HK\$0.3 million and depreciation of plant and equipment of approximately HK\$0.4 million in the Reporting Period.

For the Reporting Period, the Group recorded a net loss of approximately HK\$6.2 million, as compared to approximately HK\$16.4 million for the corresponding period in 2022. The decrease was mainly attributable to the decrease in gross loss as mentioned above.

液化天然氣貿易

本集團於報告期間並無液化天然氣貿易所得收益(二零二二年：約5,400,000港元)。

憑藉最近與卡塔爾和美國出口商達成越來越多的長期供應協議，以及廣泛的碼頭能力，以國有巨頭為首的中國企業更加積極地進行液化天然氣交易。俄羅斯對歐洲出口中斷引發價格波動並導致全球供應緊張後，隨著亞洲需求的增長，中國的液化天然氣銷售量也增加。中國進口商增強之貿易影響力使他們面臨直接競爭。中國企業正在發生範式轉變，從完全淨進口商轉向更多的國際和國內貿易參與者。這些市場的開放和更自由化的國內天然氣市場也促使中國規模較小的天然氣分銷商和進口商擴大交易空間。

財務回顧

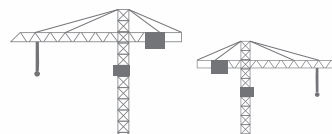
本集團於報告期間錄得收益約29,700,000港元，較二零二二年同期約73,800,000港元減少約44,100,000港元或59.8%。該減少主要由於未能獲得重大的新項目及於中國天然氣之銷售減少。

本集團於報告期間的毛損總額約為5,300,000港元，相較二零二二年同期約17,200,000港元減少約11,900,000港元或69.4%。本集團於報告期間的整體毛損率約為17.7% (二零二二年：約23.3%)。

本集團於報告期間的其他收益約為2,100,000港元，較二零二二年同期約4,200,000港元減少約2,100,000港元或49.1%。二零二二年期間政府補貼約為3,100,000港元。

本集團於報告期間的行政開支約為2,800,000港元，較二零二二年同期約3,600,000港元減少約700,000港元或20.6%。該減少主要由於報告期間減少員工成本約300,000港元及廠房及設備折舊約400,000港元所致。

於報告期間，本集團錄得淨虧損約6,200,000港元，相比二零二二年同期約16,400,000港元。該減少主要由於上文所提及毛損減少所致。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROSPECTS

We expect that the global financial and energy markets will remain volatile and the prices of energy and raw materials will remain high. The disruption of the raw material supply chain would lead to a shortage of supply. The operating cost is expected remaining high and the price will continue to increase in the coming year. The Group will take all reasonable measures to control costs.

Due to the fierce competition in the market and the increased technical requirements of the clients for bidding projects, it has become increasingly more difficult to successfully win bids for projects. We will enhance the Group's bidding advantages and capabilities and strive for more successful bids for projects.

The Group will continue to take part in tenders for projects from various government departments more rigorously and actively. In additions, the Group will also explore various chances in construction industry to create greater value for shareholders.

Liquidity, Financial Resources and Capital Resources

As at 30 September 2023, the Group had bank balances of approximately HK\$0.1 million (31 March 2023: approximately HK\$6.9 million). As at 30 September 2023, the amount of total interest-bearing borrowing of the Group was approximately HK\$4.4 million (31 March 2023: approximately HK\$3.3 million).

The gearing ratio is calculated based on the amount of total interest-bearing debts divided by total equity. As at 30 September 2023, the gearing ratios of the Group were (0.61) (31 March 2023: (3.64)).

Going Concern

The Directors are aware that the net liabilities, loss and operating cash outflow for the Period. More information is set out in note 2 to the Condensed Consolidated Financial Statements.

Pledge of Assets

As at 30 September 2023, the Group did not pledge any assets to secure any loans.

前景

我們預期全球金融和能源市場將繼續動盪，能源和原材料價格將保持高位。原材料供應鏈中斷將導致供應短缺。預計經營成本仍將居高不下，來年價格將繼續上漲。本集團將採取一切合理措施控製成本。

由於市場競爭激烈，客戶對招標項目的技術要求越來越高，項目成功中標的難度越來越大。我們將提升集團投標優勢和能力，爭取更多項目中標。

本集團將繼續更加嚴謹及積極地參與政府各部門的項目招標。此外，本集團亦將在建築行業探索各種機會，為股東創造更大價值。

流動資金、財務資源及資本資源

於二零二三年九月三十日，本集團銀行結存約為100,000港元(二零二三年三月三十一日：約6,900,000港元)。於二零二三年九月三十日，本集團計息債務總額約為4,400,000港元(二零二三年三月三十一日：約3,300,000港元)。

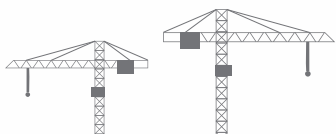
資產負債比率乃根據計息債務總額除以總權益計算。於二零二三年九月三十日，本集團的資產負債比率為(0.61)(二零二三年三月三十一日：(3.64))。

持續經營

董事知悉期內的負債淨額、虧損及經營現金流出。更多資料載於簡明綜合財務報表附註2。

資產抵押

於二零二三年九月三十日，本集團並無抵押任何資產為任何貸款作擔保。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Foreign Exchange Risk

The Group mainly operates in Hong Kong and the People's Republic of China ("PRC"). Most of the operating transactions such as sales, expenses, monetary assets and liabilities are denominated in Hong Kong dollars and Renminbi. They are very stable in the period under review. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements if and when they arise. Therefore, the Group has not engaged in any derivative contracts to hedge its exposure to foreign exchange risk during the Reporting Period.

Employees And Remuneration Policy

As at 30 September 2023, the Group employed 83 staff (2022: 182 staff). Total staff costs including directors' emoluments for the Reporting Period, amounted to approximately HK\$22.4 million (2022: approximately HK\$33.6 million). The salary and benefit levels of the employees of the Group are competitive and individual performance is rewarded through the Group's salary and bonus system. The Group conducts annual review on salary increase, discretionary bonuses and promotions based on the performance of each employee.

During the Reporting Period, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

Capital Structure

During the six months ended 30 September 2023, there has been no change in capital structure of the Company. The capital of the Company comprises ordinary shares and capital reserves.

Capital Commitments

As at 30 September 2023, the Group did not make any capital commitments (31 March 2023: nil).

Contingent Liabilities

As at 30 September 2023, the Group did not have any significant contingent liabilities (31 March 2023: nil).

Purchase, sale and redemption of listed securities of the Company

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

外匯風險

本集團主要在香港及中華人民共和國(「中國」)經營業務。大部分經營交易(例如銷售、開支、貨幣資產及負債)以港元及人民幣計值。彼等於回顧期間非常穩定。因此，董事認為，本集團的外匯風險並不重大，且本集團擁有充裕資源可隨時應對外匯需要。故本集團於報告期間概無應用任何衍生合約用以對沖其可能面臨的外匯風險。

僱員及薪酬政策

於二零二三年九月三十日，本集團僱用83名員工(二零二二年：182名員工)。報告期間內員工成本總額(包括董事酬金)約為22,400,000港元(二零二二年：約33,600,000港元)。本集團僱員的薪金及福利水平具有競爭力，並會透過本集團的薪金及花紅制度獎勵個人表現。根據各僱員的表現，本集團每年檢討薪金增長、酌情花紅及晉升情況。

於報告期間，本集團概無因勞工爭議而與其僱員發生任何重大問題，亦無在招聘及留用有經驗的員工方面出現任何困難。

資本架構

截至二零二三年九月三十日止六個月，本公司資本架構概無變動。本公司資本包括普通股及資本儲備。

資本承擔

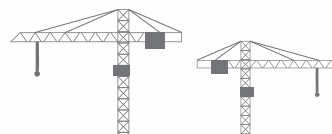
於二零二三年九月三十日，本集團並無任何資本承擔(二零二三年三月三十一日：無)。

或然負債

於二零二三年九月三十日，本集團並無任何重大或然負債(二零二三年三月三十一日：無)。

購買、出售及贖回本公司上市證券

於報告期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。



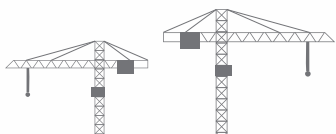
CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

Six months ended 30 September
截至九月三十日止六個月

		Notes 附註	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	4	29,684	73,786
Cost of sales and services	銷售及服務成本		(34,939)	(90,961)
Gross loss	毛損		(5,255)	(17,175)
Other income, other gains and losses, net	其他收入、其他收益及虧損 淨額	5	2,139	4,216
Administrative expenses	行政開支		(2,846)	(3,586)
Finance costs	融資成本		(226)	(117)
Loss before taxation	除稅前虧損		(6,188)	(16,662)
Income tax credit	所得稅抵免	6	-	279
Loss for the period	期內虧損	7	(6,188)	(16,383)
Other comprehensive expense Item that may be classified subsequently to profit or loss:	其他全面開支 其後或會重新分類至損益的 項目：			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差 額		(84)	(214)
Total comprehensive expense for the period	期內全面開支總額		(6,272)	(16,597)
Loss per share (HK cents)	每股虧損(港仙)			
- Basic and diluted	- 基本及攤薄	9	(1)	(2)



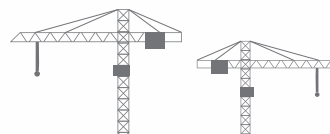
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 September 2023

於二零二三年九月三十日

			As at 30 September 2023 於二零二三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2023 於二零二三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Plant and equipment	廠房及設備		347	551
Right-of-use assets	使用權資產		140	240
			487	791
Current assets	流動資產			
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、 按金及預付款項	10	12,098	14,176
Contracts assets	合約資產	11	40,215	46,209
Bank balances and cash	銀行結存及現金		436	6,867
			52,749	67,252
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	12	33,500	46,963
Other short-term borrowing	其他短期借款	13	4,356	3,276
Amount due to a director of a subsidiary	應付一間附屬公司的一名 董事款項		16,384	12,408
Amount due to a shareholder	應付一名股東款項		3,555	3,555
Provisions	撥備		2,572	2,572
Tax payable	應付稅項		42	45
Lease liabilities	租賃負債		-	125
			60,409	68,944
Net current liabilities	流動負債淨值		(7,660)	(1,692)
Total assets less current liabilities	總資產減流動負債		(7,173)	(901)
Capital and reserves	資本及儲備			
Share capital	股本	14	8,048	8,048
Deficits	虧絀		(15,221)	(8,949)
Total equity	總權益		(7,173)	(901)



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

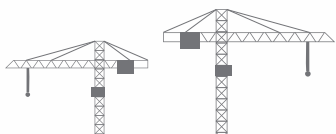
For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Statutory reserve	Translation reserve	Accumulated losses	Total
		股本	股份溢價	合併儲備	法定儲備	換算儲備	累計虧損	總計
		HK\$'000	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	千港元
			(note a) (附註a)	(note b) (附註b)	(note c) (附註c)			
At 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	8,048	109,951	-*	162	75	(96,455)	21,781
Loss for the period	期內虧損	-	-	-	-	-	(16,383)	(16,383)
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	(214)	-	(214)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	-	(214)	(16,383)	(16,597)
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	8,048	109,951	-*	162	(139)	(112,838)	5,184
At 1 April 2023 (audited)	於二零二三年四月一日 (經審核)	8,048	109,951	-*	162	(63)	(118,999)	(901)
Loss for the period	期內虧損	-	-	-	-	-	(6,188)	(6,188)
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	(84)	-	(84)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	-	(84)	(6,188)	(6,272)
At 30 September 2023 (unaudited)	於二零二三年九月三十日 (未經審核)	8,048	109,951	-*	162	(147)	(125,187)	(7,173)

* Less than HK\$1,000.

* 少於1,000港元。



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

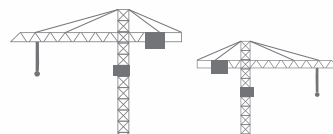
For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

Notes:

- a. Under the Company Law (as revised) of the Cayman Islands, the share premium account of the Company is distributable to its shareholders, provided that immediately following the date on which the dividend is proposed to be paid, the Company shall be able to pay its debts as they full due in the ordinary course of business.
- b. Merger reserve represents the difference between the nominal value of the issued capital of subsidiaries acquired pursuant to a group reorganization over the consideration paid for acquiring these subsidiaries.
- c. The statutory reserve represents the amount set aside from the retained earnings by a subsidiary incorporated in the People's Republic of China ("PRC") and is not distributable as dividend. In accordance with the relevant regulations and its articles of association, the Company's subsidiary incorporated in the PRC is required to allocate at least 10% of its after-tax profit according to the PRC accounting standards and regulations to legal reserves until such reserves have reached 50% of registered capital. The reserve can only be used for specific purposes and is not distributable or transferable to loans, advances and cash dividends.

附註：

- a. 根據開曼群島公司法(修訂本)，本公司股份溢價賬可分派予其股東，惟緊隨建議分派股息之日後，本公司將有能力於日常業務過程中償還到期的債項。
- b. 合併儲備指根據集團重組收購的附屬公司已發行股本賬面值與就收購該等附屬公司已支付代價間的差額。
- c. 法定儲備指於中華人民共和國(「中國」)註冊成立的附屬公司的保留盈利中的留存金額，且不可分配作股息。根據相關規定及組織章程細則，本公司於中國註冊成立的附屬公司須根據中國會計準則及規定分配其除稅後溢利的至少10%至法定儲備，直至該等儲備達到註冊資本的50%。該儲備僅可用作特殊用途且不可分配或轉讓至貸款、墊款及現金股息。



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

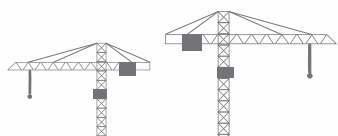
簡明綜合現金流量表

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

Six months ended 30 September
截至九月三十日止六個月

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(11,410)	(7,735)
NET CASH GENERATED FROM INVESTING ACTIVITIES	投資活動所得現金淨額	137	694
NET CASH GENERATED FROM FINANCING ACTIVITIES	融資活動所得現金淨額	4,929	7,031
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(6,344)	(10)
Effect of foreign exchange rate changes	外匯匯率變動的影響	(87)	(208)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初現金及現金等價物	6,867	6,200
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	期末現金及現金等價物，以銀行結存及現金呈列	436	5,982



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. GENERAL INFORMATION

Century Group International Holdings Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the interim report.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of construction and site formation services and trading of liquefied natural gas.

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

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2023 (“Reporting Period”) have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis except for financial asset at fair value through profit or loss which is measured at fair values.

The Group incurred a net loss of approximately HK\$6.2 million for the six months ended 30 September 2023, the Group had net current liabilities and net liabilities of approximately HK\$7.7 million (31 March 2023: approximately HK\$1.7 million) and HK\$7.2 million (31 March 2023: approximately HK\$0.9 million) as at 30 September 2023 respectively. Moreover, the Group incurred a net operating cash outflow of approximately HK\$11.4 million for the six months ended 30 September 2023. The Directors prepared the unaudited condensed consolidated financial statements on a going concern basis and implemented some measures in order to improve the working capital and liquidity and cash flow position of the Group. More information is set out in the Company’s annual report for the year ended 31 March 2023.

3. ACCOUNTING POLICIES

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements of the Group for the Reporting Period are consistent with those used in the audited financial statements of the Group for the year ended 31 March 2023 and should be used in conjunction with the audited consolidated financial statements for the year ended 31 March 2023.

1. 一般資料

世紀集團國際控股有限公司(「本公司」)為於開曼群島註冊成立的獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司的註冊辦事處地址及主要營業地點於中期報告企業信息章節予以披露。

本公司為投資控股公司。其附屬公司主要從事提供建築及地盤平整服務以及買賣液化天然氣。

簡明綜合財務報表以港元(「港元」)呈列，而港元亦為本公司功能貨幣。

2. 編製基準

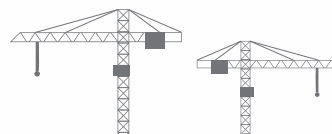
本集團於截至二零二三年九月三十日止六個月(「報告期間」)的未經審核簡明合併財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及聯交所證券上市規則(「上市規則」)的適用披露規定編製。

未經審核簡明合併財務報表乃按歷史成本基準編製，惟按公允值計量的按公允值計入損益的金融資產除外。

截至二零二三年九月三十日止六個月，本集團產生虧損淨額約6,200,000港元，且於二零二三年九月三十日，本集團的流動負債淨額及負債淨額分別約為7,700,000港元(二零二三年三月三十一日：約1,700,000港元)及7,200,000港元(二零二三年三月三十一日：約900,000港元)。此外，截至二零二三年九月三十日止六個月，本集團產生經營現金流出淨額約11,400,000港元。董事以持續經營基準編製未經審核簡明合併財務報表，並採取若干措施以改善本集團的營運資金及流動資金及現金流量狀況。更多資料載於本公司截至二零二三年三月三十一日止年度的年報。

3. 會計政策

編製本集團報告期間的未經審核簡明合併財務報表時採用的會計政策及計算方法與本集團截至二零二三年三月三十一日止年度的經審核財務報表所採用者一致，並應與截至二零二三年三月三十一日止年度的經審核合併財務報表一併使用。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. ACCOUNTING POLICIES (CONTINUED)

HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) and interpretations that are first effective or available for early adoption for the Reporting Period. There have been no significant changes to the accounting policies applied in these financial statements for the Reporting Period presented as a result of these developments.

Adoption of new and amended HKFRSs

In the Reporting Period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operation and effective for its accounting period beginning on 1 April 2023, comprise HKFRSs, HKAS and Interpretations.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. A number of new or amended standards are effective from 1 April 2023 but they do not have a material effect on the Group’s unaudited condensed consolidated interim financial statements.

4. REVENUE AND SEGMENT INFORMATION

(a) Revenue

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Disaggregation of revenue from contracts with customers	客戶合約收益明細		
Sales of goods	銷售商品	–	5,306
Construction and site formation services in Hong Kong	於香港的建築及地盤平整服務	29,684	68,480
		29,684	73,786
Timing of revenue recognition	收益確認時間		
Over time	隨時間確認	29,684	68,480
At a point in time	在某一時點確認	–	5,306
		29,684	73,786

3. 會計政策(續)

香港會計師公會已頒佈多項就報告期間首次生效或可供提早採納的新訂及經修訂香港財務報告準則(「香港財務報告準則」)及詮釋。此等發展並未導致已呈列報告期間的本財務報表所應用的會計政策出現重大變動。

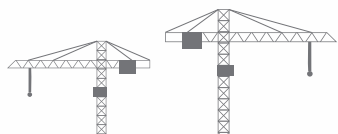
採用新訂及經修訂香港財務報告準則

於報告期間，本集團已採納由香港會計師公會頒佈，與本集團的營運有關，及於二零二三年四月一日開始的會計期間生效的全部新訂及經修訂香港財務報告準則，包括香港財務報告準則、香港會計準則及詮釋。

本集團尚未提早採納已頒佈但尚未生效的任何其他準則、詮釋或修訂。若干新訂或經修訂準則自二零二三年四月一日起生效，但並無對本集團未經審核簡明合併中期財務報表造成重大影響。

4. 收益及分部資料

(a) 收益



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(b) Segment information

Information reported to the directors of the Group, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance is based on the nature of business.

Segment results represent the profit/(loss) from each segment without allocation of central administrative expenses, finance costs and other income, other gains and losses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

The CODM makes decision according to operating results of each segment. No analysis of segment assets and liabilities is presented as they were not regularly provided to the CODM for the purpose of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

The following is an analysis of the Group’s revenue and results by reportable segments which are also the operating segments for the periods under review:

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

4. 收益及分部資料(續)

(b) 分部資料

就資源分配及分部表現評估而向本集團董事(即主要營運決策者(「主要營運決策者」))匯報之資料乃基於業務性質劃分業務分部。

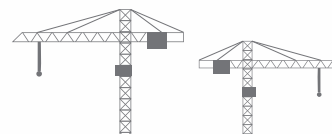
分部業績指並無分配中央行政開支、融資成本及其他收入、其他收益及虧損的各分部溢利/(虧損)。此乃向主要營運決策者呈報以作資源分配及表現評估之措施。

主要營運決策者根據各分部的經營業績作出決策。概無呈列分部資產及負債的分析，原因彼等並無定期提供予主要營運決策者以進行資源分配及表現評估。因此，僅呈列分部收益及分部業績。

以下為本集團於回顧期內按可呈報分部(即經營分部)劃分的收益及業績分析：

截至二零二三年九月三十日止六個月

		Construction and site formation business 建築及地盤平整業務 HK\$'000 千港元 (Unaudited) (未經審核)	Trading business 貿易業務 HK\$'000 千港元 (Unaudited) (未經審核)	Total 合計 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from external customers	來自外部客戶的收益	29,684	-	29,684
Segment result	分部業績	(7,309)	-	(7,309)
Unallocated administrative expenses	未分配行政開支			(792)
Finance costs	融資成本			(226)
Other income, other gains and losses	其他收入、其他收益及虧損			2,139
Loss before taxation	除稅前虧損			(6,188)



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(b) Segment information (continued)

FOR THE SIX MONTHS ENDED 30
SEPTEMBER 2022

4. 收益及分部資料(續)

(b) 分部資料(續)

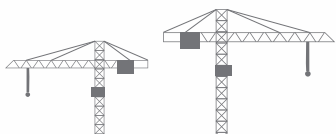
截至二零二二年九月三十日止
六個月

		Construction and site formation business	Trading business	Total
		建築及地盤 平整業務	貿易業務	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)
Revenue from external customers	來自外部客戶的收益	68,480	5,306	73,786
Segment result	分部業績	(20,057)	73	(19,984)
Unallocated administrative expenses	未分配行政開支			(777)
Finance costs	融資成本			(117)
Other income, other gains and losses	其他收入、其他收益及虧損			4,216
Loss before taxation	除稅前虧損			(16,662)

5. OTHER INCOME, OTHER GAINS AND LOSSES, NET

5. 其他收入、其他收益及虧損淨額

		Six months ended 30 September 截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Bank interest income	銀行利息收入	-	85
Gain on disposal of plant and equipment	出售廠房及設備的收益	136	537
Government grants	政府補貼	-	3,100
Others	其他	2,003	494
		2,139	4,216



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

5. OTHER INCOME, OTHER GAINS AND LOSSES, NET (CONTINUED)

For the six months ended 30 September 2022, the Group recognized government grants of approximately HK\$3,100,000 in respect of Covid-19 related subsidies and HK\$3,030,000 of which relates to Employment Support Scheme.

6. INCOME TAX CREDIT

5. 其他收入、其他收益及虧損淨額(續)

於截至二零二二年九月三十日止六個月，本集團就Covid-19相關補助確認政府補貼約3,100,000港元，當中3,030,000港元與保就業計劃相關。

6. 所得稅抵免

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	即期稅項		
- Hong Kong Profits Tax	- 香港利得稅	-	-
- PRC Enterprise Income Tax	- 中國企業所得稅	-	(4)
Over-provision in respect of prior years	以往年度超額撥備		
- PRC Enterprise Income Tax	- 中國企業所得稅	-	283
Deferred taxation	遞延稅項	-	-
Income tax credit	所得稅抵免	-	279

Pursuant to the laws and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI as there is no income tax imposed in such jurisdictions.

No provision for Hong Kong Profits Tax has been made for both periods as there was no assessable profits generated for the periods.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the Reporting Period.

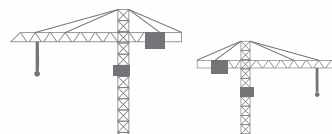
In accordance with the "Notice on implementing Generalised Preferential Tax Treatment for Small Low-profit Enterprises" (Caishui [2019] No. 13), the Group's PRC entity which is qualified as small and thin profit enterprises with an annual taxable income of RMB1 million or less enjoyed a preferential tax rate of 20% of its taxable income, with the residual 80% exempted for the Reporting Period.

根據開曼群島及英屬處女群島法律及法規，本集團毋須繳納開曼群島及英屬處女群島任何所得稅，由於該等司法權區並無徵收所得稅。

由於期內並無錄得應課稅溢利，故並無於兩個期間就香港利得稅作出撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於報告期間中國附屬公司的稅率為25%。

根據《關於實施小微企業普惠性稅收減免政策的通知》(財稅[2019]13號)，於報告期間，本集團符合小型微利企業(年應課稅收入為人民幣1百萬元或以下)資格的中國實體享受其應課稅收入20%的優惠稅率，免繳餘下80%稅款。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

7. LOSS FOR THE PERIOD

7. 期內虧損

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period has been arrived at after charging:	期內虧損經扣除下列各項後達致：		
Staff costs, including directors' emoluments	員工成本(包括董事酬金)		
- Salaries, wages, allowances and other benefits	- 薪金、工資、津貼及其他福利	21,778	32,536
- Contributions to retirement benefits scheme	- 退休福利計劃供款	667	1,061
Total staff costs	員工成本總額	22,445	33,597
Depreciation of plant and equipment	廠房及設備折舊	204	208
Depreciation of right-of-use assets	使用權資產折舊	100	453

8. DIVIDENDS

8. 股息

No dividend was paid or proposed for ordinary shareholders of the Company during the Reporting Period, nor has any dividend been proposed since the end of the Reporting Period (2022: Nil).

本公司於報告期間並未向普通股股東派付或擬派付任何股息，自報告期間期末起亦無擬派任何股息(二零二二年：無)。

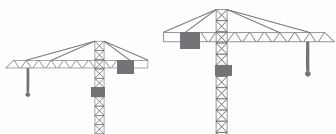
9. LOSS PER SHARE

9. 每股虧損

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

本公司擁有人應佔每股基本虧損乃按照下列數據計算：

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss	虧損		
Loss for the purpose of basic loss per share for the period attributable to the owners of the Company	用以計算本公司擁有人應佔期內每股基本虧損之虧損	(6,188)	(16,383)



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

9. LOSS PER SHARE (CONTINUED)

9. 每股虧損(續)

		Six months ended 30 September	
		截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		'000	'000
		千股	千股
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	804,750	804,750

No diluted loss per share were presented as there were no dilutive potential ordinary shares in issue for both periods ended 30 September 2023 and 2022.

由於截至二零二三年及二零二二年九月三十日止兩個期間並無任何具攤薄潛力的已發行普通股，故並無呈列每股攤薄虧損。

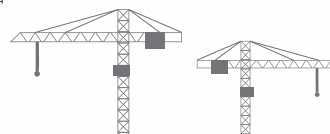
10. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

10. 貿易及其他應收款項、按金及預付款項

		As at 30 September 2023	As at 31 March 2023
		於二零二三年 九月三十日	於二零二三年 三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade receivables from contracts with customers	來自客戶合約的貿易應收款項	2,850	4,250
Less: Allowance for credit losses	減：信貸虧損撥備	(196)	(196)
		2,654	4,054
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	9,886	10,592
Less: Allowance for credit losses	減：信貸虧損撥備	(442)	(470)
		9,444	10,122
		12,098	14,176

The Group does not hold any collateral over these balances.

本集團並無就該等結存持有任何抵押品。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

10. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)

The Group does not have a standardised and universal credit period granted to its customers of construction contracts, and the credit period of individual customer of construction contracts is considered on a case-by-case basis and stipulated in the project contract, as appropriate. In respect of sales of liquefied natural gas, payment is required to be settled by 30 days from presentation of sale invoices. The following is an aged analysis of trade receivables, presented based on the date of the certified report and invoice date which approximates revenue recognition date at the end of the reporting period:

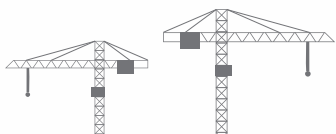
		As at 30 September 2023 於二零二三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2023 於二零二三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
0 to 30 days	0 – 30 日	1,113	80
31 to 60 days	31 – 60日	–	126
61 to 365 days	61 – 365日	190	3,578
Over 365 days	超過365日	1,547	466
		2,850	4,250
Less: Allowance for credit losses	減：信貸虧損撥備	(196)	(196)
		2,654	4,054

As at the reporting date, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK\$1,737,000 (31 March 2023: HK\$4,044,000) which is past due over 90 days as at the reporting date.

10. 貿易及其他應收款項、按金及預付款項(續)

本集團並未向建築合約的客戶授予標準劃一的信貸期，而建築合約的個別客戶的信貸期乃按情況考慮，並於項目合約中訂明(倘適當)。有關銷售液化天然氣，須自呈列銷售發票起30日內報告日期作出付款。以下為於報告期末根據核證報告日期及與收益確認日期相若之發票日期呈列的貿易應收款項的賬齡分析：

於報告日期，本集團貿易應收款項結餘包含於報告日期逾期超過90日的總賬面值約為1,737,000港元(二零二三年三月三十一日：4,044,000港元)的應收賬款。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

11. CONTRACT ASSETS

11. 合約資產

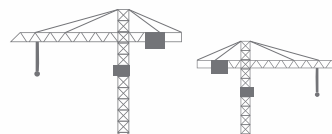
		As at 30 September 2023 於二零二三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2023 於二零二三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Unbilled revenue of construction contracts	建築合約未開發票收益	3,000	8,408
Retention receivables of construction	建築合約應收保留金	37,992	38,578
		40,992	46,986
Less: Allowance for credit losses	減：信貸虧損撥備	(777)	(777)
		40,215	46,209

The Group typically agrees to one to two years retention period for 5% to 10% of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

The contract assets also include the Group's rights to consideration for work completed but not yet billed at the period end date. The contract assets are transferred to trade receivables when the rights become unconditional.

本集團基本上同意就5%至10%的合約價值設有一至兩年保證期。因本集團獲得此最終款項的權利按合約規定須待客戶於若干期間內滿意服務質量後方可作實，故此金額計入合約資產，直至保證期結束為止。

合約資產亦包括本集團收取於期末日期已完成工程但未發出發票的代價之權利。合約資產於權利成為無條件時轉至貿易應收款項。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

12. TRADE AND OTHER PAYABLES

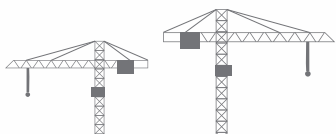
12. 貿易及其他應付款項

		As at 30 September 2023	As at 31 March 2023
		於二零二三年 九月三十日	於二零二三年 三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade payables	貿易應付款項	16,700	25,781
Retention payables	應付保留金	2,267	2,267
Accrued expenses and other payables	應計費用及其他應付款項	14,533	18,915
		33,500	46,963

Trade payables represent payables to suppliers and subcontractors. The credit terms granted to subcontractors are stipulated in the relevant contracts and the payables are usually due for settlement within 60 days. In respect of purchases of liquefied natural gas, the credit period is 30 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit time-frame. The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

貿易應付款項指應付供應商及分包商款項。授予分包商的信貸期於相關合約規定且應付款項通常應於60日內結算。就購買液化天然氣而言，信貸期為30日。本集團已制定財務風險管理政策，確保所有應付款項於信貸期限內清償。以下為於報告期末根據發票日期呈列的貿易應付款項的賬齡分析：

		As at 30 September 2023	As at 31 March 2023
		於二零二三年 九月三十日	於二零二三年 三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0 to 30 days	0 – 30 日	653	7,679
31 to 60 days	31 – 60 日	215	3,137
61 to 90 days	61 – 90 日	685	1,885
91 to 365 days	91 – 365 日	15,147	13,080
		16,700	25,781



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

13. OTHER SHORT-TERM BORROWING

13. 其他短期借款

	As at 30 September 2023	As at 31 March 2023
	於二零二三年 九月三十日	於二零二三年 三月三十一日
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
Other short-term borrowing	4,356	3,276
其他短期借款		

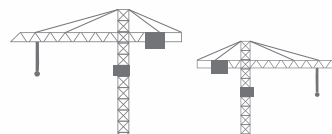
As at 30 September 2023, the Group entered into a loan agreement with a third party to borrow an on demand loan facility amounted to HK\$18,000,000 which is interest-bearing. All the interests shall be repaid every quarter and the principal loan amount shall be repaid by 30 September 2024.

於二零二三年九月三十日，本集團與一名第三方訂立貸款協議，以借入一筆總額為18,000,000港元的計息貸款。每季度須償付全部利息，及貸款本金須於二零二四年九月三十日償還。

14. SHARE CAPITAL

14. 股本

	Number of shares		Share Capital	
	股份數目		股本	
	As at 30 September 2023	As at 31 March 2023	As at 30 September 2023	As at 31 March 2023
	於二零二三年 九月三十日	於二零二三年 三月三十一日	於二零二三年 九月三十日	於二零二三年 三月三十一日
	HK\$'000		HK\$'000	HK\$'000
	千港元		千港元	千港元
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	(未經審核)	(經審核)	(未經審核)	(經審核)
Ordinary shares of HK\$0.01 each				
每股面值0.01港元之 普通股				
Authorised				
法定				
At the beginning and at the end of the period/year	2,000,000,000	2,000,000,000	20,000	20,000
於期／年初及於期／ 年末				
Issued and fully paid				
已發行及繳足				
At the beginning of the period/ year	804,750,000	804,750,000	8,048	8,048
於期／年初				
At the end of the period/year	804,750,000	804,750,000	8,048	8,048
於期／年末				



CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

SIGNIFICANT INVESTMENT, ACQUISITIONS AND DISPOSALS

During the Reporting Period, the Group did not have any significant investments held or any material acquisitions or disposals of subsidiaries or associated companies.

Future plans for material investments or capital assets

The Company does not have any plans for material investments or capital assets.

Competing interests

The Directors confirm that none of the controlling shareholders of the Company or the Directors and their respective close associates (as defined in the Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business.

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures

As at 30 September 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, notified to the Company and the Stock Exchange were as follows:

Interests in Share of the Company

Name of Director 董事姓名	Capacity/Nature 身份／性質	Number of Shares held/interested 所持股份數目／權益	Percentage of interest 權益百分比
Wang Feng (Note 2) 王鋒(附註2)	Interest of a controlled corporation 受控法團權益	225,330,000 (L) (Note 1) (附註1)	28%

Notes:

- The letter "L" demonstrates long position in such securities.

重大投資、收購及出售

於報告期間，本集團概無持有任何重大投資或進行任何有關附屬公司或聯營公司的重大收購或出售。

關於重大投資或資本資產的未來計劃

本公司概無任何其他關於重大投資或資本資產的計劃。

競爭權益

董事確認，除本集團所經營業務以外，本公司控股股東或董事及彼等各自之緊密聯繫人(定義見上市規則)概無於任何直接或間接與本集團業務構成競爭或可能構成競爭的業務當中擁有權益。

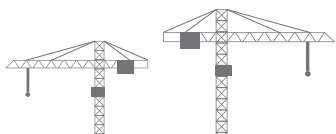
董事及主要行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於二零二三年九月三十日，本公司董事及主要行政人員於本公司或任何相關法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被視為或當作持有之任何權益或淡倉)，或根據證券及期貨條例第352條已記錄於該條所指的登記冊之權益及淡倉，或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

於本公司股份中擁有的權益

附註：

- 英文字母「L」指於相關證券中擁有的好倉。



CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

2. The Shares are held by D' Legem Group Limited. Mr. Wang Feng beneficially owns 2% of the issued shares of D' Legem Group Limited.

2. 股份由杰豹集團有限公司持有。王鋒先生實益擁有杰豹集團有限公司已發行股份2%。

Rights to purchase shares or debentures of directors and chief executive

Save for the existing share option scheme of the Company, no arrangements to which the Company, its subsidiary, its holding company or a subsidiary of its holding company is or was a party to enable the Directors and the chief executive of the Company to acquire benefits by means of acquisitions of shares in or debentures of the Company or any other body corporate subsisted at the end of the period or at any time during the period.

董事及主要行政人員購買股份或債權證的權利

除本公司現有購股權計劃外，本公司、其附屬公司、其控股公司或其控股公司的附屬公司概無達成任何安排，從而使本公司董事及主要行政人員可經由收購本公司或任何其他於期末或於期內任何時間仍存續的法團的股份或債權證而獲取利益。

Substantial shareholders' and others' interests and short positions in shares and underlying shares

As at 30 September 2023, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interest or short position in Shares or underlying Shares which fell to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO or would be, directly or indirectly, be interested in 5% or more of the issued share capital of the Company, as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東及其他人士於股份及相關股份的權益及淡倉

於二零二三年九月三十日，據董事所知，下列人士（並非本公司董事或主要行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉或將直接或間接於本公司5%或以上已發行股本中擁有權益，須記錄於本公司根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉：

Name of substantial shareholder 股東名稱	Capacity/Nature 身份／性質	Number of Shares held/interested 所持股份數目／權益	Percentage of interest 權益百分比
Chow Hon 鄒航	Interest of controlled corporation (Note 2) 受控法團權益 (附註2)	225,330,000 (L) (Note 1) (附註1)	28%
D' Legem Group Limited 杰豹集團有限公司	Beneficial owner 實益擁有人	225,330,000 (L) (Note 1) (附註1)	28%

Notes:

1. The letter "L" demonstrates long position in such securities.
2. The Shares are held by D' Legem Group Limited. Mr. Chow Hon beneficially owns 98% of the issued shares of D' Legem Group Limited.

附註：

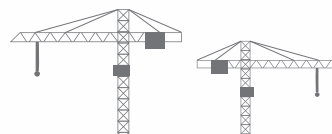
1. 英文字母「L」指於相關證券中擁有的好倉。
2. 股份由杰豹集團有限公司持有。鄒航先生實益擁有杰豹集團有限公司已發行股份98%。

Dividend

No dividend was paid or proposed for ordinary shareholders of the Company during the Reporting Period, nor has any dividend been proposed since the end of the Reporting Period (2022: Nil).

股息

本公司於報告期間並未向普通股股東派付或擬派付任何股息，自報告期間期末起亦無擬派任何股息(二零二二年：無)。



CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

Compliance with the corporate governance code

The Group recognise the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules.

In the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code during the Reporting Period and, where appropriate, the applicable recommended best practices of the CG Code, except the CG Code provisions C.2.1 with considered reasons explained below.

Under the CG Code provision C.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. There is no separation between the roles of the chairman of the Board (the "Chairman") and the chief executive officer of the Company ("CEO"). Although the responsibilities of the Chairman and CEO are vested in one person, all major decisions are made in consultation with the Board members and the senior management of the Company. The Board considers that there is sufficient balance of power and the current arrangement maintains a strong management position of the Company.

The Board will continue to regularly review and monitor its corporate governance practices to ensure compliance with the CG Code, and maintain a high standard of corporate governance practices of the Company.

Compliance with the Model Code

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard as set out in the Model Code. In response to a specific enquiry by the Company, all Directors have confirmed that they complied with the requirements of the Model Code during the Reporting Period.

遵守企業管治守則

本集團深明達致配合其業務需要及要求且符合其所有持份者最佳利益之最高標準企業管治之重要性，而董事會一直致力進行有關工作。董事會相信，高標準企業管治能為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高標準問責性及保障持份者之利益。

本集團已參照上市規則附錄十四所載企業管治常規守則（「企業管治守則」）採納企業管治政策，為就本集團應用企業管治原則提供指引。

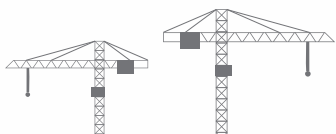
董事認為，於報告期間，本公司一直遵守載於企業管治守則之所有守則條文及（倘適用）企業管治守則之適用建議最佳常規，惟於下文解釋已闡明原因而未符合之企業管治守則條文C.2.1除外。

根據企業管治守則條文C.2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。並無區分董事會主席（「主席」）與本公司行政總裁（「行政總裁」）之職務。儘管主席與行政總裁之責任由同一人士履行，但所有重大決策均經諮詢董事會成員及本公司高級管理層後作出。董事會認為已有足夠之權力平衡，且現有之安排可維持本公司管理層之強勢地位。

董事會將繼續定期審閱及監管企業管治常規，確保本公司遵守企業管治守則及維持高標準的企業管治常規。

遵守標準守則

本公司已按不遜於標準守則所載規定標準的條款採納董事證券交易之相關行為守則。作為對本公司所作特定查詢的答覆，所有董事均已確認其於報告期間已遵守標準守則的規定。



CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

Audit Committee

The Company has established an audit committee (the “Audit Committee”) in accordance with the requirements of the Listing Rules with terms of reference aligned with the provision of the CG Code as set out in Appendix 14 to the Listing Rules. The Audit Committee is to serve as a focal point for communication between other directors, the external auditors, and the management as their duties relate to financial and other reporting, internal controls, risk management and the audits; and to assist the Board in fulfilling its responsibilities by providing an independent review of financial reporting, be satisfying themselves as to the effectiveness of the Company’s risk management and internal controls systems and as to the efficiency of the audits. The Audit Committee comprises three independent non-executive directors, namely Ms. Lam Yuen Man Maria (Chairman), Mr. Law, Michael Ka Ming and Mr. Chung Man Lai.

Review of interim results

The Group’s unaudited condensed consolidated interim results and financial report for the Reporting Period have been reviewed and approved by the Audit Committee.

By order of the Board

Century Group International Holdings Limited

Wang Feng

Chairman

Hong Kong, 28 November 2023

審核委員會

本公司已根據上市規則之規定成立審核委員會（「審核委員會」），其職權範圍與上市規則附錄十四所載之企業管治守則條文一致。審核委員會的職責為其他董事、外聘核數師及管理層之間的主要溝通途徑，如有關財務及其他申報、內部控制、風險管、理和審計等職責；為協助董事會履行其責任而提供有關財務申報之獨立意見，令彼等信納本公司風險管理及內部監控系統之有效性及審計工作之效率。審核委員會包括三名獨立非執行董事，即林婉雯女士（主席）、羅家明先生及鍾文禮先生。

審閱中期業績

本集團於報告期間之未經審核簡明綜合中期業績及財務報告已由審核委員會審閱及批准。

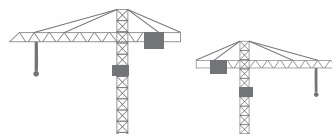
承董事會命

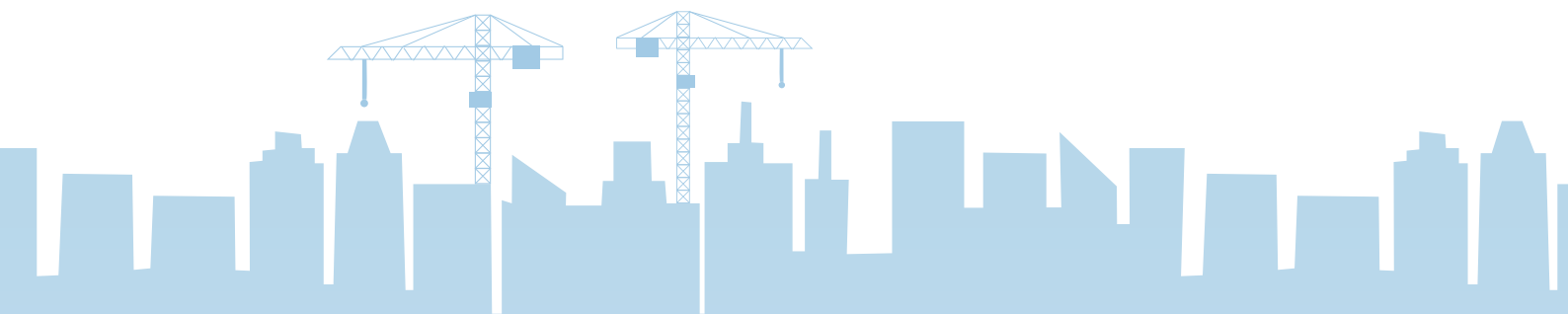
世紀集團國際控股有限公司

主席

王鋒

香港，二零二三年十一月二十八日





Century Group International Holdings Limited
世紀集團國際控股有限公司