



PROSPER ONE INTERNATIONAL
HOLDINGS COMPANY LIMITED

富一國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1470

INTERIM REPORT 2023/24 中期報告



CONTENTS

目錄

| | |
|-----------|---|
| 2 | Corporate Information 公司資料 |
| 5 | Chairman's Statement 主席報告 |
| 7 | Management Discussion and Analysis 管理層討論及分析 |
| 11 | Corporate Governance and Other Information 企業管治及其他資料 |
| 18 | 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 |
| 19 | Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表 |
| 21 | Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表 |
| 22 | Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表 |
| 23 | Notes to the Condensed Consolidated Interim Financial Statements 簡明綜合中期財務報表附註 |

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Meng Guangyin (*Chairman and Chief Executive Officer*)
Mr. Liu Guoqing (*Chief Financial Officer*)
Mr. Liu Jiaqiang
Mr. Li Dongpo

Independent non-executive Directors

Mr. Tian Zhiyuan
Mr. Wang Luping
Mr. Lee Chun Keung (*resigned on 16 November 2023*)

BOARD COMMITTEES

Audit Committee

Mr. Tian Zhiyuan (*Chairman*)
Mr. Wang Luping
Mr. Lee Chun Keung (*ceased on 16 November 2023*)

Remuneration Committee

Mr. Tian Zhiyuan (*Chairman*)
Mr. Meng Guangyin
Mr. Wang Luping

Nomination Committee

Mr. Meng Guangyin (*Chairman*)
Mr. Tian Zhiyuan
Mr. Lee Chun Keung (*ceased on 16 November 2023*)

COMPANY SECRETARY

Ms. Tung Wing Yee Winnie

AUTHORISED REPRESENTATIVES

Mr. Liu Guoqing
Ms. Tung Wing Yee Winnie

董事

執行董事

孟廣銀先生 (*主席兼行政總裁*)
劉國慶先生 (*首席財務官*)
劉加強先生
李東坡先生

獨立非執行董事

田志遠先生
王魯平先生
李鎮強先生 (*於二零二三年十一月十六日
辭任*)

董事委員會

審核委員會

田志遠先生 (*主席*)
王魯平先生
李鎮強先生 (*於二零二三年十一月十六日
終止*)

薪酬委員會

田志遠先生 (*主席*)
孟廣銀先生
王魯平先生

提名委員會

孟廣銀先生 (*主席*)
田志遠先生
李鎮強先生 (*於二零二三年十一月十六日
終止*)

公司秘書

董穎怡女士

授權代表

劉國慶先生
董穎怡女士

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

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
恒生銀行有限公司
香港上海滙豐銀行有限公司

INDEPENDENT AUDITOR

Fan, Chan & Co. Limited

獨立核數師

范陳會計師行有限公司

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4801, 48/F
Hopewell Centre, No. 183 Queen's Road East
Wanchai
Hong Kong
(Change of address with effect from 1 September 2023)

總部及香港主要營業地點

香港
灣仔
皇后大道東183號合和中心
48樓4801室
(地址變動自二零二三年九月一日起生效)

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

CORPORATE INFORMATION (CONTINUED)

公司資料(續)

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

COMPANY'S WEBSITE

www.prosperoneintl.com

公司網站

www.prosperoneintl.com

LISTING INFORMATION

Place of Listing:

Main Board of The Stock Exchange of Hong Kong Limited

Stock Code

1470

Board Lot

4,000 Shares

上市資料

上市地：

香港聯合交易所有限公司之主板

股份代號

1470

每手買賣單位

4,000股股份

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of directors of Prosper One International Holdings Company Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively), I hereby present the unaudited interim report of the Company and its subsidiaries (collectively the “**Group**”) for the six months ended 31 October 2023 (the “**Review Period**”) together with the relevant comparative figures.

BUSINESS REVIEW

Although inbound tourism has continued to recover since the lifting of travel restrictions in the first quarter of 2023, the performance of the retail trade was not as good as expected due to global economic uncertainties. The road to recovery for the retail trade was fraught with difficulties and challenges. Considering the uncertain retail environment, the Group focused on developing its wholesale business during the Review Period, but the performance of the wholesale business was still poor.

As for the trading business, the major products sold by the Group include urea, compound fertiliser, coal, crude glycerine and glucose and the application of urea can be broadly divided into agricultural, industrial and vehicle uses. During the Review Period, as raw material prices returned to a reasonable range, fertiliser prices also showed a downward trend. Coupled with lower than expected market demand and falling international fertiliser prices, the overall domestic fertiliser market was slightly weak. However, due to the sales team's continuous efforts to diversify its customer base, the Group achieved stable growth in trading volume of fertiliser during the Review Period and its trading business recorded a slight increase in revenue.

Leveraging on the success in trading of compound fertiliser and urea, the Group has gained extensive market knowledge and established strong relationships with its customers. In September 2023, the Group entered into a lease agreement with a third party to lease a production line of compound fertiliser with an annual production capacity of 30,000 tonnes for an initial lease term of two years commencing on 5 October 2023. Since then, the Group has successfully expanded its business to the manufacture and sales of compound fertilisers. The new business was conducted smoothly and recorded profits, thereby bringing growth opportunities to the Group.

As a result of the foregoing, the turnover for the Review Period decreased by approximately 16.1% to approximately HK\$22.4 million (six months ended 31 October 2022: approximately HK\$26.7 million). Gross profit for the Review Period was approximately HK\$20.7 million (six months ended 31 October 2022: approximately HK\$22.8 million). Loss attributable to owners of the Company was approximately HK\$2.7 million for the Review Period (six months ended 31 October 2022: profit of approximately HK\$3.6 million).

致列位股東：

本人謹代表富一國際控股有限公司董事會(分別為「**本公司**」、「**董事**」及「**董事會**」)提呈本公司及其附屬公司(統稱「**本集團**」)截至二零二三年十月三十一日止六個月(「**回顧期間**」)之未經審核中期報告，連同相關比較數字。

業務回顧

儘管自二零二三年第一季度取消旅遊限制以來赴港旅遊持續復甦，但由於全球經濟不明朗，零售業的表現不如預期。零售業的復甦之路充滿困難及挑戰。鑒於零售環境尚不確定，本集團於回顧期間專注於發展批發業務，惟批發業務的表現仍舊欠佳。

貿易業務方面，本集團銷售的主要產品包括尿素、複合肥、煤炭、粗甘油及葡萄糖，尿素用途大致可分為農業、工業及車用用途。於回顧期間，由於原材料價格回歸合理區間，肥料價格亦呈下跌趨勢。同時，市場需求低於預期，國際肥料價格下跌，國內肥料市場整體略為疲弱。然而，由於銷售團隊在多元化發展客戶基礎上持續發力，本集團肥料貿易量於回顧期間實現穩定增長，貿易業務收入輕微增長。

憑藉複合肥及尿素貿易的成功，本集團獲得豐富的市場知識，並與客戶建立起牢固的關係。於二零二三年九月，本集團與第三方就租賃一條年產量為30,000噸的複合肥生產線訂立租賃協議，自二零二三年十月五日起初步租期為兩年。自此，本集團成功將業務擴展至複合肥的製造及銷售。新業務順利開展並錄得盈利，為本集團帶來增長機遇。

由於上述原因，於回顧期間的營業額減少約16.1%至約22.4百萬港元(截至二零二二年十月三十一日止六個月：約26.7百萬港元)。於回顧期間的毛利約為20.7百萬港元(截至二零二二年十月三十一日止六個月：約22.8百萬港元)。於回顧期間，本公司擁有人應佔虧損約為2.7百萬港元(截至二零二二年十月三十一日止六個月：溢利約3.6百萬港元)。

CHAIRMAN'S STATEMENT (CONTINUED)

主席報告(續)

OUTLOOK AND FUTURE PROSPECTS

As the peak season for domestic agricultural demand approaches, rising demand will provide strong support for fertiliser prices. Fertiliser prices are expected to remain high during the periods of concentrated demand. Thereafter, factors such as raw material prices and changes in international market demand may cause price fluctuations. In terms of export business, it is expected that export volume of urea will show a downward trend in the short term, and the export business will inevitably be affected. On the road to development, we will inevitably go through ups and downs, but it is no doubt that we will continue to unswervingly uphold the corporate development philosophy to overcome the difficulties and proactively expand our operations by leveraging on our core competitiveness. As usual, the Group will make every effort to provide more high-efficiency and high-quality fertiliser products to meet the needs of customers.

As regards the manufacture and sales of compound fertilisers, the current operating performance of the new business is in line with expectations. If the leased production line turns out to be successful, the Group may consider to purchase the production line or establish its own production line in the future. The Group believes that vertical integration will bring significant growth opportunities to the Group and will also enhance shareholder value in the long run.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our management and employees for their hard work and dedication that enable the Group to face the challenges and uncertainties during the Review Period. Last but not least, I wish to express my sincere thanks to the shareholders of the Company (the “**Shareholders**”), suppliers, customers and other business partners for their ongoing trust and support.

Meng Guangyin

Chairman

Hong Kong, 29 December 2023

展望及未來前景

隨著國內農業需求臨近旺季，需求持續攀升將有力推高肥料價格。預計於需求集中期間肥料價格將維持高位。此後，原材料價格及國際市場需求變化等因素或將導致價格波動。出口業務方面，尿素出口量短期內預計將呈下降趨勢，出口業務將不可避免受到影響。我們於發展道路上，將不可避免歷經風風雨雨，但毫無疑問，我們將繼續堅定不移地秉持企業發展理念，共同克服困難，並利用我們的核心競爭力積極拓展業務。本集團將一如既往，盡一切努力提供更高效、更優質的肥料產品，滿足客戶需求。

有關複合肥的製造及銷售，當前新業務的運營表現符合預期。若所租賃生產線成功，本集團未來或會考慮購買該生產線或建立自有生產線。本集團相信，垂直整合將為本集團帶來重大發展機遇，亦將長遠提高股東價值。

致謝

本人謹代表董事會衷心感謝管理層及員工的辛勤工作及竭誠奉獻，使本集團能夠於回顧期間面對挑戰及不確定性。最後，本人謹此向本公司股東(「股東」)、供應商、客戶及其他業務夥伴表達衷心的謝意，感謝彼等一直以來的信任與支持。

主席

孟廣銀

香港，二零二三年十二月二十九日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Our revenue decreased by approximately HK\$4.3 million or 16.1% from approximately HK\$26.7 million for the six months ended 31 October 2022 to approximately HK\$22.4 million for the Review Period. Revenue derived from trading business increased by approximately HK\$0.1 million or 0.5% from approximately HK\$20.6 million for the six months ended 31 October 2022 to approximately HK\$20.7 million for the Review Period. Revenue derived from watches business decreased by approximately HK\$5.2 million or 85.2% from approximately HK\$6.1 million for the six months ended 31 October 2022 to approximately HK\$0.9 million for the Review Period. Revenue derived from manufacture and sales of compound fertilisers was approximately HK\$0.7 million for the Review Period. The decrease in revenue derived from watches business was mainly due to the closure of all retail shops since November 2022.

Cost of sales

Our cost of sales primarily consists of carrying amount of inventories sold and provision for slow-moving inventories. Our cost of sales decreased by approximately HK\$2.1 million or 55.3% from approximately HK\$3.8 million for the six months ended 31 October 2022 to approximately HK\$1.7 million for the Review Period. The decrease was mainly due to the decline in sales of watches.

Gross profit

The overall gross profit decreased by approximately HK\$2.1 million or 9.2% from approximately HK\$22.8 million for the six months ended 31 October 2022 to approximately HK\$20.7 million for the Review Period. The decrease in gross profit was mainly due to the substantial decrease in revenue from the watches business as a result of the closure of all retail shops since November 2022.

Selling and distribution costs

Our selling and distribution costs increased by approximately HK\$3.1 million or 40.3% from approximately HK\$7.7 million for the six months ended 31 October 2022 to approximately HK\$10.8 million for the Review Period. The increase was primarily attributable to the increase of freight costs. This increase was partially offset by the decrease in sales staff's salaries and allowances and short-term lease expenses. The freight costs rose significantly as a result of decent growth in trading volume of the export business.

財務回顧

收益

我們的收益由截至二零二二年十月三十一日止六個月的約26.7百萬港元減少約4.3百萬港元或16.1%至回顧期間的約22.4百萬港元。來自貿易業務之收益由截至二零二二年十月三十一日止六個月的約20.6百萬港元增加約0.1百萬港元或0.5%至回顧期間的約20.7百萬港元。來自腕錶業務之收益由截至二零二二年十月三十一日止六個月的約6.1百萬港元減少約5.2百萬港元或85.2%至回顧期間的約0.9百萬港元。於回顧期間製造及銷售複合肥產生的收益約為0.7百萬港元。腕錶業務的所得收益減少乃主要由於自二零二二年十一月起所有零售店鋪均已關閉。

銷售成本

我們的銷售成本主要包括已售存貨賬面值及滯銷存貨撥備。我們的銷售成本由截至二零二二年十月三十一日止六個月的約3.8百萬港元減少約2.1百萬港元或55.3%至回顧期間的約1.7百萬港元。該減少乃主要由於腕錶銷售額減少。

毛利

總體毛利由截至二零二二年十月三十一日止六個月的約22.8百萬港元減少約2.1百萬港元或9.2%至回顧期間的約20.7百萬港元。毛利減少乃主要由於自二零二二年十一月起所有零售店鋪均已關閉，導致腕錶業務的收益大幅減少。

銷售及分銷成本

我們的銷售及分銷成本由截至二零二二年十月三十一日止六個月的約7.7百萬港元增加約3.1百萬港元或40.3%至回顧期間的約10.8百萬港元。該增加乃主要由於運費成本增加。該增加部分由銷售人員的薪金及津貼以及短期租賃開支的減少所抵銷。由於出口業務的貿易量實現可觀增長，運費成本大幅增加。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Administrative expenses

Our administrative expenses increased by approximately HK\$3.4 million or 39.1% from approximately HK\$8.7 million for the six months ended 31 October 2022 to approximately HK\$12.1 million for the Review Period. The increase was primarily attributable to the increase in directors' remuneration and administrative staff's salaries and allowances.

(Loss)/profit before tax

As a result of the foregoing, the Group recorded a loss before tax of approximately HK\$1.4 million for the Review Period (six months ended 31 October 2022: profit before tax of approximately HK\$7.0 million). The change was mainly due to the increase in freight costs of the Group's export business and the increase in total staff costs. In addition, despite the decent growth in trading volume of the export business, the revenue from the export business only recorded a slight increase due to falling international fertiliser prices.

FINANCIAL POSITION

The Group's primary source of funds were cash inflows from operating activities and loans from the ultimate holding company.

As at 31 October 2023, the Group's total cash and cash equivalents were approximately HK\$170.0 million (as at 30 April 2023: approximately HK\$126.2 million), most of which were denominated in HK\$, United States dollars and Renminbi. The current ratio (calculated by dividing current assets by current liabilities) of the Group decreased from approximately 1.1 time as at 30 April 2023 to approximately 1.0 time as at 31 October 2023. The gearing ratio (calculated by dividing net debt by total equity) was not applicable as the Group maintained at a net cash position as at 31 October 2023 and 30 April 2023. Net debt was calculated as amount due to ultimate holding company and lease liabilities less cash and cash equivalents.

行政開支

我們的行政開支由截至二零二二年十月三十一日止六個月的約8.7百萬港元增加約3.4百萬港元或39.1%至回顧期間的約12.1百萬港元。該增加乃主要由於董事薪酬以及行政員工的薪金及津貼增加。

除稅前(虧損)/溢利

由於上述原因，本集團於回顧期間錄得除稅前虧損約1.4百萬港元(截至二零二二年十月三十一日止六個月：除稅前溢利約7.0百萬港元)。有關變動乃主要由於本集團出口業務的運費成本增加及員工成本總額增加。此外，儘管出口業務的貿易量增長可觀，惟由於國際肥料價格下降，出口業務的收益僅錄得微弱增長。

財務狀況

本集團的主要資金來源為來自經營業務之現金流入及最終控股公司之貸款。

於二零二三年十月三十一日，本集團的現金及現金等價物總額約170.0百萬港元(於二零二三年四月三十日：約126.2百萬港元)，其中大部分以港元、美元及人民幣列值。本集團的流動比率(按流動資產除以流動負債計算)由二零二三年四月三十日的約1.1倍減少至二零二三年十月三十一日的約1.0倍。於二零二三年十月三十一日及二零二三年四月三十日，由於本集團維持淨現金狀況，故資本負債比率(按負債淨額除以權益總額計算)並不適用。負債淨額按應付最終控股公司款項及租賃負債減去現金及現金等價物計算。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

DEBTS AND CHARGE ON ASSETS

The Group had no bank borrowings as at 31 October 2023 and 30 April 2023.

As at 31 October 2023, the Group did not have any foreign exchange contracts, interest or currency swaps or other financial derivatives.

As at 31 October 2023 and 30 April 2023, the Group had no banking facilities for overdrafts and loans.

債項及資產押記

於二零二三年十月三十一日及二零二三年四月三十日，本集團並無銀行借款。

於二零二三年十月三十一日，本集團並無任何外匯合約、利率或貨幣掉期或其他金融衍生工具。

於二零二三年十月三十一日及二零二三年四月三十日，本集團並無透支及貸款之銀行融資。

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

During the Review Period, there was no acquisition or disposal of subsidiaries, associated companies or joint ventures by the Group.

重大收購及出售附屬公司、聯營公司及合營企業

於回顧期間，本集團並無收購或出售任何附屬公司、聯營公司或合營企業。

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 October 2023, the Group did not have any plans for material investments and capital assets.

重大投資及資本資產之未來計劃

於二零二三年十月三十一日，本集團並無任何重大投資及資本資產之計劃。

SIGNIFICANT INVESTMENT HELD

Except for investments in subsidiaries, the Company did not hold any significant investment in equity interest in any other company as at 31 October 2023.

所持有之重大投資

除於附屬公司的投資外，本公司於二零二三年十月三十一日概無持有任何其他公司的任何重大股權投資。

FOREIGN EXCHANGE EXPOSURES

The Group does not have a significant foreign exchange exposure and has currently not implemented any foreign currency hedging policy. The management will consider hedging against significant foreign exchange exposure should the need arise.

外匯風險

本集團並無重大外匯風險，現時並無執行任何外幣對沖政策。如有需要，管理層將考慮對沖重大外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 October 2023 (as at 30 April 2023: Nil).

或然負債

本集團於二零二三年十月三十一日概無任何重大或然負債(於二零二三年四月三十日：無)。

CAPITAL COMMITMENTS

The Group did not have any material capital commitments as at 31 October 2023 (as at 30 April 2023: Nil).

資本承擔

本集團於二零二三年十月三十一日概無任何重大資本承擔(於二零二三年四月三十日：無)。

EMPLOYEES AND REMUNERATION POLICIES

As at 31 October 2023, the Group had a total of 62 (as at 31 October 2022: 51) employees. The total remuneration costs incurred by the Group for the Review Period were approximately HK\$12.0 million (six months ended 31 October 2022: approximately HK\$9.3 million). We review the performance of our employees annually and use the results of such review in our annual salary review and promotion appraisal, in order to attract and retain valuable employees. Remuneration packages are generally structured by reference to market norms, individual qualifications, relevant experience and performance.

僱員及薪酬政策

於二零二三年十月三十一日，本集團聘有合共62名(於二零二二年十月三十一日：51名)僱員。於回顧期間，本集團產生的薪酬成本總額約為12.0百萬港元(截至二零二二年十月三十一日止六個月：約9.3百萬港元)。我們每年審查僱員的表現，並根據有關審查結果進行年度薪金檢討及晉升評核，以吸引及留住寶貴的僱員。薪酬待遇通常參考市場規範、個人資歷、相關經驗及表現而釐定。

The Company has adopted a share option scheme (the “Share Option Scheme”) to enable the Board to grant share options to eligible participants (the “Participants”) with an opportunity to have a personal stake in the Company. As at the date of this interim report, there was no outstanding share option granted under the Share Option Scheme.

本公司已採納購股權計劃(「購股權計劃」)，以使董事會能向合資格參與者(「參與者」)授出購股權，令彼等有機會於本公司擁有個人股權。於本中期報告日期，概無根據購股權計劃授出的未行使購股權。

MATERIAL EVENTS AFTER REVIEW PERIOD

No material events have occurred after the Review Period and up to the date of this interim report.

回顧期間後之重大事件

於回顧期間後及直至本中期報告日期，概無發生重大事件。

INTERIM DIVIDEND

The Board has resolved not to declare the payment of any interim dividend for the Review Period (six months ended 31 October 2022: Nil).

中期股息

董事會已議決不就回顧期間宣派任何中期股息(截至二零二二年十月三十一日止六個月：無)。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

CORPORATE GOVERNANCE CODE

During the Review Period, the Company has complied with all the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 (renumbered as Appendix C1 with effect from 31 December 2023) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange” and the “Listing Rules”, respectively), except for code provisions C.2.1 and F.2.2 of the CG Code disclosed below:

Code Provision C.2.1

Code provision C.2.1 of the CG Code provides that the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual. During the Review Period and up to the date of this interim report, Mr. Meng Guangyin (“Mr. Meng”) has acted as the chairman of the Board (the “Chairman”) and the chief executive officer of the Company (the “CEO”). In view of the fact that Mr. Meng has been operating and managing the Company since 7 September 2017, the Board is of the opinion that it is appropriate and in the best interests of the Group to have Mr. Meng taking up both roles for effective management and business development. Therefore, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstances. Nevertheless, the Company will look for suitable candidates and make necessary arrangement pursuant to the requirement under code provision C.2.1 of the CG Code as and when necessary.

Code Provision F.2.2

Code provision F.2.2 of the CG Code provides that, among others, the chairman of the board should attend the annual general meetings (the “AGMs”). Mr. Meng, the Chairman, did not attend the Company’s AGM held on 20 October 2023 (the “2023 AGM”) due to other essential business engagements. In order to ensure an effective communication with the Shareholders, the Directors attending the 2023 AGM elected Mr. Liu Jiaqiang, an executive Director, to chair the meeting on behalf of the Chairman. The respective chairmen and/or members of the Board’s audit committee (the “Audit Committee”), remuneration committee and nomination committee and a representative of the independent auditor of the Company were present at the 2023 AGM to answer relevant questions from the Shareholders thereat. To mitigate the above, future AGMs of the Company will be scheduled earlier to avoid the timetable clashes.

企業管治守則

於回顧期間，本公司已遵守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（自二零二三年十二月三十一日起重新編號為附錄C1）所載企業管治守則（「企業管治守則」）之所有守則條文，惟以下披露之企業管治守則守則條文第C.2.1及F.2.2條除外：

守則條文第C.2.1條

企業管治守則守則條文第C.2.1條規定，主席及行政總裁之角色應有區分，且不應由一人同時兼任。於回顧期間及直至本中期報告日期，孟廣銀先生（「孟先生」）同時兼任本公司董事會主席（「主席」）及行政總裁（「行政總裁」）。鑒於孟先生自二零一七年九月七日以來一直經營及管理本公司，董事會認為，由孟先生兼任兩個角色對管理效率及業務發展有利，屬合宜之舉且符合本集團之最佳利益。因此，在此情況下，董事會認為偏離企業管治守則守則條文第C.2.1條乃為恰當。然而，本公司將物色合適人選，並在有需要時根據企業管治守則守則條文第C.2.1條之規定作出所需安排。

守則條文第F.2.2條

企業管治守則守則條文第F.2.2條訂明（其中包括）董事會主席應出席股東週年大會（「股東週年大會」）。主席孟先生因需要處理其他重要公務而未能出席本公司於二零二三年十月二十日舉行之股東週年大會（「二零二三年股東週年大會」）。為確保與股東的有效溝通，經出席二零二三年股東週年大會的董事推舉，執行董事劉加強先生代表主席主持該會議。董事會轄下審核委員會（「審核委員會」）、薪酬委員會及提名委員會各自的主席及／或成員及一名本公司獨立核數師之代表均已出席二零二三年股東週年大會以回答股東於會上的相關提問。為延緩上述情況，本公司未來將提前安排股東週年大會，以避免時間衝突。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

企業管治及其他資料(續)

COMPLIANCE WITH RULES 3.10(1), 3.21 AND 3.27A OF THE LISTING RULES

Immediately following the resignation of Mr. Lee Chun Keung as an independent non-executive Director (“INED”) on 16 November 2023, the Company had only two INEDs, hence failing to meet the requirements of having (i) at least three INEDs on the Board under Rule 3.10(1) of the Listing Rules; (ii) the minimum number of non-executive Directors for the formation of the Audit Committee under Rule 3.21 of the Listing Rules; and (iii) a majority of INEDs for the nomination committee of the Board under Rule 3.27A of the Listing Rules. The Company will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and in any event within three months as stipulated under Rules 3.11 and 3.23 of the Listing Rules.

遵守上市規則第3.10(1)條、第3.21條及第3.27A條

緊隨李鎮強先生於二零二三年十一月十六日辭任獨立非執行董事(「獨立非執行董事」)後，本公司僅有兩名獨立非執行董事，故未能符合(i)上市規則第3.10(1)條項下董事會必須包括至少三名獨立非執行董事之規定；(ii)上市規則第3.21條項下有關組成審核委員會的最低非執行董事人數之規定；及(iii)上市規則第3.27A條項下有關董事會提名委員會的獨立非執行董事須佔大多數之規定。本公司將盡最大努力確保於實際可行情況下盡快且無論如何於上市規則第3.11條及第3.23條訂明之三個月內委任合適人選。

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference in accordance with Rule 3.21 of the Listing Rules.

The Audit Committee comprises two members as at the date of this interim report, namely:

Mr. Tian Zhiyuan (*Chairman*)

Mr. Wang Luping

All the members are INEDs (including a member who possesses the appropriate professional qualifications or accounting or related financial management expertise).

審核委員會

本公司已根據上市規則第3.21條成立審核委員會，並書面訂明其職權範圍。

於本中期報告日期，審核委員會包括兩名成員，即：

田志遠先生(主席)

王魯平先生

所有成員均為獨立非執行董事(包括具備適當專業資格或會計或相關財務管理專業知識的成員)。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

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

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益及淡倉

As at 31 October 2023, the interests or short positions of the Directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")) as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO, were as follows:

於二零二三年十月三十一日，董事及主要行政人員於本公司或其任何相聯法團(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)的股份、相關股份及債權證中擁有記入本公司根據證券及期貨條例第XV部第352條須存置之登記冊的權益或淡倉如下：

Interest in the shares of the Company (the "Shares")

於本公司股份(「股份」)中的權益

| Name of Director | Capacity/Nature of Interest | Number of Shares interested | Percentage of shareholding interest in the Company |
|------------------|--|-----------------------------|--|
| 董事姓名 | 身份／權益性質 | 權益股份數目 | 佔本公司股權百分比 |
| Mr. Meng 孟先生 | Interest in a controlled corporation (Note 1) 於受控法團的權益(附註1) | 600,000,000 | 75% |

Notes:

附註：

- The 600,000,000 Shares were held under certain trust units under the Changjiang Absolute Return China Fund (the "Changjiang Fund"), in which Mr. Meng, the Chairman, the CEO and an executive Director, was beneficially interested via his wholly-owned company Prosper One Enterprises Limited ("Prosper One"), and managed by Changjiang Asset Management (HK) Ltd. ("Changjiang Asset"), Mr. Meng's asset and fund manager. Mr. Meng is the sole shareholder and sole director of Prosper One and is deemed to be interested in the 600,000,000 Shares in which Prosper One is interested under the SFO.
- The percentage of shareholding interest in the Company shown in the table above is calculated on the basis of 800,000,000 Shares in issue as at 31 October 2023.
- All interests stated above represent long positions.

- 600,000,000股股份由Changjiang Absolute Return China Fund(「Changjiang Fund」)項下若干信託單位持有，孟先生(主席、行政總裁及執行董事)通過彼之全資擁有公司富一企業有限公司(「富一」)於該等股份中擁有實益權益，及該等股份由孟先生的資產及基金經理長江證券資產管理(香港)有限公司(「長江資產」)進行管理。孟先生為富一的唯一股東及唯一董事，並被視為根據證券及期貨條例於富一擁有權益的600,000,000股股份中擁有權益。
- 上表所示佔本公司股權百分比乃根據於二零二三年十月三十一日已發行之800,000,000股股份計算。
- 上述所有權益均為好倉。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

企業管治及其他資料(續)

Interest in the shares of Prosper One – the immediate and ultimate holding company of the Company

於富一股份的權益 – 本公司之直接及最終控股公司

| Name of Director 董事姓名 | Capacity/Nature of interest 身份／權益性質 | Interests in ordinary shares of Prosper One 富一的普通股權益 | Percentage of shareholding 持股百分比 |
|--------------------------|--|--|--|
| Mr. Meng 孟先生 | Beneficial owner 實益擁有人 | 1 | 100% |

Save as disclosed above and so far as the Directors are aware, as at 31 October 2023, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO), (b) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein, or (c) pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers as set out in Appendix 10 (renumbered as Appendix C3 with effect from 31 December 2023) to the Listing Rules (the “**Model Code**”) to be notified to the Company and the Stock Exchange.

除上文所披露者外及就董事所知，於二零二三年十月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有任何權益或淡倉而須：(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所(包括其根據證券及期貨條例有關條文被當作或視為擁有之權益及淡倉)，(b)根據證券及期貨條例第XV部第352條記入該條文所述之登記冊，或(c)根據上市規則附錄十(自二零二三年十二月三十一日起重新編號為附錄C3)所載上市發行人董事進行證券交易之標準守則(「標準守則」)知會本公司及聯交所。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

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

主要股東及其他人士於本公司股份及相關股份之權益及淡倉

To the best of the Directors' knowledge, as at 31 October 2023, the following entity (other than a Director or the chief executive of the Company) had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

就董事所深知，於二零二三年十月三十一日，以下實體(董事或本公司主要行政人員除外)於股份及相關股份中擁有記錄於本公司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：

Long positions in the Shares

於股份中的好倉

| Name of Shareholder | Capacity/Nature of interest | Number of Shares interested | Percentage of shareholding interest in the Company |
|---------------------|---|-----------------------------|--|
| 股東姓名 | 身份／權益性質 | 權益股份數目 | 佔本公司股權百分比 |
| Prosper One 富一 | Beneficial owner (Note 1) 實益擁有人(附註1) | 600,000,000 | 75% |

Notes:

附註：

- The 600,000,000 Shares were held under certain trust units under the Changjiang Fund, in which Mr. Meng, the Chairman, the CEO and an executive Director, was beneficially interested via his wholly-owned company Prosper One, and managed by Changjiang Asset, Mr. Meng's asset and fund manager. Mr. Meng is the sole shareholder and sole director of Prosper One and is deemed to be interested in the 600,000,000 Shares in which Prosper One is interested under the SFO.
- The percentage of shareholding interest in the Company shown in the table above is calculated on the basis of 800,000,000 Shares in issue as at 31 October 2023.
- All interests stated above represent long positions.

- 600,000,000股股份由Changjiang Fund項下若干信託單位持有，孟先生(主席、行政總裁及執行董事)通過彼全資擁有之公司富一於該等股份中擁有實益權益，及該等股份由孟先生的資產及基金經理長江資產進行管理。孟先生為富一的唯一股東及唯一董事，根據證券及期貨條例被視為於富一擁有權益的600,000,000股股份中擁有權益。
- 上表所示佔本公司股權百分比乃根據於二零二三年十月三十一日已發行800,000,000股股份計算。
- 上述所有權益均屬好倉。

Save as disclosed above, as at 31 October 2023, so far as the Directors or chief executive of the Company are aware, no other persons (other than a Director or the chief executive of the Company) or entities had any interests or short positions in the Shares or underlying Shares, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to section 336 of the SFO, to be recorded in the register referred to therein.

除上文所披露者外，於二零二三年十月三十一日，就董事或本公司主要行政人員所知，概無其他人士(董事或本公司主要行政人員除外)或實體於股份或相關股份中擁有任何須根據證券及期貨條例第XV部第2及3分部之規定予以披露，或須根據證券及期貨條例第336條記入該條文所述之登記冊內之權益或淡倉。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

企業管治及其他資料(續)

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct governing the Directors' transactions of the listed securities of the Company. Following a specific enquiry made by the Company with each of the Directors, all Directors confirmed that they had complied with the Model Code during the Review Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Review Period, the Company did not redeem any of its listed securities nor did the Company or any of its subsidiaries purchase or sell such securities.

SHARE OPTION SCHEME

The Company has a Share Option Scheme which was adopted pursuant to a resolution passed by the Shareholders on 21 April 2015 (the "**Adoption Date**") for the primary purpose of providing eligible Participants with an opportunity to have a personal stake in the Company and to motivate, attract and retain the Participants whose contributions are important to the long-term growth and profitability of the Group. Participants of the Share Option Scheme include any employees, executive Directors, non-executive Directors (including INEDs), advisors and consultants of the Company or any of its subsidiaries.

The maximum number of Shares which may be issued under the Share Option Scheme and any other schemes of the Company (excluding options lapsed pursuant to the Share Option Scheme and any other schemes of the Company) must not exceed 80,000,000, representing 10% of the issued shares of the Company as at the Adoption Date and the date of this interim report. On 4 January 2018, the Company offered to grant to certain Participants options, which were subject to, among others, a refreshment of the scheme mandate limit for the Share Option Scheme (the "**Refreshment**"). The resolution concerning the Refreshment was duly passed by the Shareholders at an extraordinary general meeting held on 25 January 2018.

As the offers of the grant of the share options had not been accepted by the selected Participants in accordance with the terms and conditions of the Share Option Scheme, no share options were granted and outstanding as at 31 October 2023.

董事進行證券交易

本公司已採納標準守則，作為其本身規管董事買賣本公司上市證券之行為守則。經本公司向每名董事作出特定查詢後，全體董事確認彼等於回顧期間一直遵守標準守則。

購買、出售或贖回本公司上市證券

於回顧期間，本公司並無贖回其任何上市證券，本公司或其任何附屬公司亦無購買或出售該等證券。

購股權計劃

本公司已根據股東於二零一五年四月二十一日（「採納日期」）通過之決議案採納購股權計劃，主要旨在向合資格參與者提供機會可於本公司中擁有個人股權，以及激勵、吸引及挽留其貢獻對本集團長期發展及盈利能力尤為重要之參與者。購股權計劃之參與者包括本公司或其任何附屬公司之任何僱員、執行董事、非執行董事（包括獨立非執行董事）、顧問及諮詢人。

根據本公司購股權計劃及任何其他計劃，可發行之最大股份數目（惟根據本公司購股權計劃及任何其他計劃而失效之購股權除外）不得超過80,000,000股股份，其相當於本公司於採納日期及本中期報告日期已發行股份的10%。於二零一八年一月四日，本公司向若干參與者授出購股權，其受限於（其中包括）更新購股權計劃之計劃授權限額（「更新」）。有關更新之決議案於二零一八年一月二十五日舉行之股東特別大會經股東正式通過。

由於選定參與者並未根據購股權計劃之條款及條件接納授出購股權之要約，故於二零二三年十月三十一日，概無已授出及未行使之購股權。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

As at 1 May 2023 and 31 October 2023, the number of share options available for grant under the Share Option Scheme is 80,000,000 Shares. No share options were exercised or cancelled or lapsed during the Review Period.

於二零二三年五月一日及二零二三年十月三十一日，根據購股權計劃可授出的購股權數目為80,000,000股。於回顧期間，概無任何購股權獲行使或註銷或失效。

REVIEW OF INTERIM REPORT

The condensed consolidated interim financial statements of the Group for the Review Period (the “**Interim Financial Statements**”) as set out in this interim report have not been reviewed nor audited by the Company’s independent auditor, Fan, Chan & Co. Limited, but this interim report has been reviewed by the Audit Committee which comprises the two INEDs as named in the section headed “Corporate Information” of this interim report.

審閱中期報告

本中期報告所載之本集團於回顧期間之簡明綜合中期財務報表(「**中期財務報表**」)並未經本公司獨立核數師范陳會計師行有限公司審閱或審核，惟本中期報告已由審核委員會(由名列本中期報告「公司資料」一節的兩名獨立非執行董事組成)審閱。

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 31 October 2023 截至二零二三年十月三十一日止六個月

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|--|--------------------------------|---|---|
| | | 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) |
| | | Notes 附註 | |
| Revenue | 收益 | 4 | 22,357 |
| Cost of sales | 銷售成本 | | (1,659) |
| Gross profit | 毛利 | | 20,698 |
| Other gains and losses | 其他收益及虧損 | 5 | 830 |
| Selling and distribution costs | 銷售及分銷成本 | | (10,830) |
| Administrative expenses | 行政開支 | | (12,086) |
| Finance costs | 融資成本 | 6 | (20) |
| (Loss)/profit before tax | 除稅前(虧損)/溢利 | 7 | (1,408) |
| Income tax expense | 所得稅開支 | 8 | (1,266) |
| (Loss)/profit for the period attributable to owners of the Company | 本公司擁有人應佔期間(虧損)/溢利 | | (2,674) |
| Other comprehensive expense | 其他全面開支 | | |
| Item that may be reclassified subsequently to profit or loss | 其後可能重新分類至損益的項目 | | |
| — Exchange differences arising from translation of foreign operations | — 換算海外業務產生之匯兌差額 | | (2,322) |
| Total comprehensive expense for the period attributable to the owners of the Company | 本公司擁有人應佔期間全面開支總額 | | (4,996) |
| (Loss)/earnings per share — basic and diluted (HK cents per share) | 每股(虧損)/盈利 — 基本及攤薄(每股港仙) | 10 | (0.33) |
| Dividend | 股息 | 9 | — |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 31 October 2023 於二零二三年十月三十一日

| | | Notes 附註 | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|---|------------------------|-------------|---|---|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 11 | 629 | 99 |
| Right-of-use assets | 使用權資產 | | 1,967 | — |
| Deferred tax assets | 遞延稅項資產 | | 200 | 237 |
| | | | 2,796 | 336 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 12 | 5,883 | 1,586 |
| Trade receivables, other receivables and prepayments | 應收貿易款項、其他應收 款項及預付款項 | 13 | 118,354 | 73,485 |
| Cash and cash equivalents | 現金及現金等價物 | | 169,963 | 126,190 |
| | | | 294,200 | 201,261 |
| Total assets | 總資產 | | 296,996 | 201,597 |
| Capital and reserves | 股本及儲備 | | | |
| Share capital | 股本 | 14 | 8,000 | 8,000 |
| Reserves | 儲備 | | 3,857 | 8,853 |
| Total equity | 總權益 | | 11,857 | 16,853 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

簡明綜合財務狀況表(續)

As at 31 October 2023 於二零二三年十月三十一日

| | | | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|--|---------------|-------------|---|---|
| | | Notes 附註 | | |
| Non-current liabilities | 非流動負債 | | | |
| Lease liabilities | 租賃負債 | | 938 | — |
| | | | 938 | — |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 15 | 237,245 | 137,736 |
| Lease liabilities | 租賃負債 | | 1,068 | 135 |
| Amount due to ultimate holding company | 應付最終控股公司款項 | 16 | 45,595 | 46,060 |
| Tax liabilities | 稅項負債 | | 293 | 813 |
| | | | 284,201 | 184,744 |
| Total liabilities | 負債總額 | | 285,139 | 184,744 |
| Total equity and liabilities | 總權益及負債 | | 296,996 | 201,597 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

Attributable to owners of the Company

本公司擁有人應佔

| | | Share capital | Share premium | Capital reserve | Statutory reserve | Translation reserve | Accumulated losses | Total equity |
|---|-------------------------------|---------------|----------------|-----------------|-------------------|---------------------|--------------------|---------------|
| | | 股本 | 股份溢價 | 資本儲備 | 法定儲備 | 匯兌儲備 | 累計虧損 | 權益總額 |
| | | 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 |
| Balance at 1 May 2022 (Audited) | 於二零二二年五月一日的結餘 (經審核) | 8,000 | 118,368 | 24,094 | 3,961 | 832 | (133,683) | 21,572 |
| Total comprehensive expense | 全面開支總額 | | | | | | | |
| Profit for the period | 期間溢利 | — | — | — | — | — | 3,641 | 3,641 |
| Exchange differences arising on translation of foreign operations | 換算海外業務產生之匯兌差額 | — | — | — | — | (4,019) | — | (4,019) |
| Balance at 31 October 2022 (Unaudited) | 於二零二二年十月三十一日的結餘 (未經審核) | 8,000 | 118,368 | 24,094 | 3,961 | (3,187) | (130,042) | 21,194 |
| Balance at 1 May 2023 (Audited) | 於二零二三年五月一日的結餘 (經審核) | 8,000 | 118,368 | 24,094 | 5,736 | (1,230) | (138,115) | 16,853 |
| Total comprehensive expense | 全面開支總額 | | | | | | | |
| Loss for the period | 期間虧損 | — | — | — | — | — | (2,674) | (2,674) |
| Exchange differences arising on translation of foreign operations | 換算海外業務產生之匯兌差額 | — | — | — | — | (2,322) | — | (2,322) |
| Balance at 31 October 2023 (Unaudited) | 於二零二三年十月三十一日的結餘 (未經審核) | 8,000 | 118,368 | 24,094 | 5,736 | (3,552) | (140,789) | 11,857 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|--|------------------------|---|---|
| | | 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) |
| Cash flows from operating activities | 經營活動所得現金流量 | | |
| Cash generated from operations | 經營所得現金 | 51,259 | 56,040 |
| Interest received | 已收利息 | 172 | 161 |
| Income tax paid | 已付所得稅 | (1,757) | (4,223) |
| Net cash from operating activities | 經營活動所得現金淨額 | 49,674 | 51,978 |
| Cash flows from investing activities | 投資活動所得現金流量 | | |
| Purchases of property, plant and equipment | 購置物業、廠房及設備 | (551) | — |
| Redemption of financial asset at fair value through profit or loss | 贖回按公平值計入損益之金融資產 | — | 3,684 |
| Net cash (used in)/from investing activities | 投資活動(所用)/所得現金淨額 | (551) | 3,684 |
| Cash flows from financing activities | 融資活動所得現金流量 | | |
| Repayment of principal portion of lease liabilities | 償還租賃負債的本金部分 | (182) | (766) |
| Interest paid on lease liabilities | 已付租賃負債利息 | (20) | (54) |
| Repayment of bank loan | 償還銀行貸款款項 | — | (4,000) |
| (Decrease)/increase in amount due to ultimate holding company | 應付最終控股公司款項(減少)/增加 | (465) | 5,050 |
| Interest paid on borrowings | 已付借款利息 | — | (31) |
| Net cash (used in)/from financing activities | 融資活動(所用)/所得現金淨額 | (667) | 199 |
| Net increase in cash and cash equivalents | 現金及現金等價物的增加淨額 | 48,456 | 55,861 |
| Effect of foreign exchange rate changes | 外匯匯率變動之影響 | (4,683) | (6,012) |
| Cash and cash equivalents at beginning of the period | 期初的現金及現金等價物 | 126,190 | 82,459 |
| Cash and cash equivalents at end of the period | 期末的現金及現金等價物 | 169,963 | 132,308 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

簡明綜合中期財務報表附註

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

1. GENERAL INFORMATION

The Company is a public limited company incorporated in the Cayman Islands and its issued shares are listed on the Stock Exchange. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

In the opinion of the Directors, the immediate and ultimate holding company of the Company is Prosper One Enterprises Limited and its ultimate controlling party is Mr. Meng, who is also the Chairman and the CEO.

The Company acts as an investment holding company and the principal activities of its subsidiaries are the retail and wholesale of watches in Hong Kong, manufacture and sales of compound fertilisers and acting as agent (for financial reporting purposes) in the sales and trading of fertilisers raw materials, fertilisers and other related products (collectively referred to as **“Trading of fertilisers and other related products”**). The address of the principal place of business of the Company is Room 4801, 48/F., Hopewell Centre, No. 183 Queen’s Road East, Wanchai, Hong Kong.

These Interim Financial Statements are presented in Hong Kong dollars (“HK\$”) unless otherwise stated.

The Interim Financial Statements were approved by the Board for issue on 29 December 2023.

The Interim Financial Statements have not been audited.

1. 一般資料

本公司為於開曼群島註冊成立之上市公司，其已發行股份於聯交所上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

董事認為，本公司之直接及最終控股公司為富一企業有限公司，該公司之最終控股方為孟先生，孟先生亦為主席及行政總裁。

本公司擔任投資控股公司，而其附屬公司之主要業務為於香港零售及批發腕錶、製造及銷售複合肥以及作為肥料原料、肥料及其他相關產品之銷售及貿易（統稱為**「肥料及其他相關產品之貿易」**）的代理（就財務申報目的而言）。本公司主要營業地點位於香港灣仔皇后大道東183號合和中心48樓4801室。

除另有所指外，該等中期財務報表以港元（「港元」）呈列。

中期財務報表已於二零二三年十二月二十九日獲董事會批准刊發。

中期財務報表並未經審核。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

2. BASIS OF PREPARATION

The principal accounting policies applied in the preparation of the Interim Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Interim Financial Statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) and Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirement of Appendix 16 (renumbered as Appendix D2 with effect from 31 December 2023) to the Listing Rules.

The Interim Financial Statements have been prepared on the historical cost basis and should be read in conjunction with the annual financial statements. The accounting policies and methods of computation used in the preparation of the Interim Financial Statements are consistent with those used in the annual financial statements for the year ended 30 April 2023, except as described below.

3. CHANGES IN ACCOUNTING POLICIES

The Group has adopted the following new and amendments to HKFRSs for the first time in the presentation of these Interim Financial Statements.

| | |
|---|--|
| HKFRS 17 | <i>Insurance Contracts (including the October 2020 and February 2022 Amendments to HKFRS 17)</i> |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | <i>Disclosure of Accounting Policies</i> |
| Amendments to HKAS 8 | <i>Definition of Accounting Estimates</i> |
| Amendments to HKAS 12 | <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> |
| Amendments to HKAS 12 | <i>International Tax Reform — Pillar Two Model Rules</i> |

The adoption of the above new and amendments to HKFRSs has had no material impact on these Interim Financial Statements.

2. 編製基準

編製中期財務報表所採用的主要會計政策載列如下。除另有所指外，該等政策於所有呈列年度已經貫徹應用。

中期財務報表乃遵照香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)及香港會計準則(「香港會計準則」)第34號「中期財務報告」及上市規則附錄十六(自二零二三年十二月三十一日起重新編號為附錄D2)的適用披露規定而編製。

中期財務報表已按歷史成本基準編製，並應與年度財務報表一併閱讀。編製中期財務報表所採用之會計政策及計算方法與編製截至二零二三年四月三十日止年度之年度財務報表所使用者一致，惟下文所述者除外。

3. 會計政策變動

本集團於呈報該等中期財務報表時首次採納下列新訂香港財務報告準則及香港財務報告準則修訂本。

| | |
|--------------------------------|---|
| 香港財務報告準則第17號 | 保險合約(包括二零二零年十月及二零二二年二月的香港財務報告準則第17號(修訂本)) |
| 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) | 與單一交易所產生資產及負債有關之遞延稅項 |
| 香港會計準則第12號(修訂本) | 國際稅務改革—第二支柱示範規則 |

採納上述新訂香港財務報告準則及香港財務報告準則修訂本對該等中期財務報表並無造成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

4. SEGMENT INFORMATION

The Group is principally engaged in the retail and wholesale of watches in Hong Kong, manufacture and sales of compound fertilisers and acting as an agent in the Trading of fertilisers and other related products.

Information reported to the Group's executive Directors, who are the chief operating decision makers (the "CODM") of the Group, for the purposes of resource allocation and assessment of performance, are focused on four (2022: three) main operations of the Group identified in accordance with the business nature and the size of the operations.

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

- Retail business of watches ("Retail") — retail of multi brands of watches in Hong Kong
- Wholesale business of watches ("Wholesale") — wholesale of multi brands of watches in Hong Kong
- Trading of fertilisers and other related products ("Trading") — provision of agency services in relation to trading of fertilisers and other related products
- Manufacture and sales of compound fertilisers ("Sales") — manufacture and sales of compound fertilisers in the People's Republic of China (the "PRC")

There are no significant sales or other transactions among the segments, except as disclosed below.

4. 分部資料

本集團主要於香港從事腕錶零售及批發、複合肥製造及銷售以及作為肥料及其他相關產品之貿易代理。

本集團執行董事為本集團的主要經營決策者(「主要經營決策者」)，向其報告用作資源分配及表現評估之資料集中於本集團四項(二零二二年：三項)根據業務性質及經營規模而確認之主要業務。

具體而言，根據香港財務報告準則第8號，本集團之可呈報及經營分部如下：

- 腕錶零售業務(「零售」) — 於香港零售多個品牌之腕錶
- 腕錶批發業務(「批發」) — 於香港批發多個品牌之腕錶
- 肥料及其他相關產品之貿易(「貿易」) — 提供肥料及其他相關產品之貿易相關代理服務
- 複合肥製造及銷售(「銷售」) — 於中華人民共和國(「中國」)製造及銷售複合肥

分部之間並無重大銷售或其他交易，惟下文所披露者除外。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

4. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment for the two periods.

For the six months ended 31 October 2023

| | | Retail 零售 HK\$'000 千港元 (Unaudited) (未經審核) | Wholesale 批發 HK\$'000 千港元 (Unaudited) (未經審核) | Trading 貿易 HK\$'000 千港元 (Unaudited) (未經審核) | Sales 銷售 HK\$'000 千港元 (Unaudited) (未經審核) | Total 總計 HK\$'000 千港元 (Unaudited) (未經審核) |
|----------------------------|-----------|--|---|---|---|---|
| Revenue | 收益 | | | | | |
| External sales | 外部銷售 | — | 922 | — | 714 | 1,636 |
| External service income | 外部服務收入 | — | 9 | — | — | 9 |
| External commission income | 外部佣金收入 | — | — | 20,712 | — | 20,712 |
| | | — | 931 | 20,712 | 714 | 22,357 |
| Segment (loss)/profit | 分部(虧損)/溢利 | — | (2,933) | 9,564 | 52 | 6,683 |
| Finance costs | 融資成本 | | | | | (20) |
| Unallocated Group expenses | 未分配集團開支 | | | | | (8,071) |
| Loss before tax | 除稅前虧損 | | | | | (1,408) |

4. 分部資料(續)

分部收益及業績

下文為本集團於兩個期間內按經營及可呈報分部劃分的收益及業績分析。

截至二零二三年十月三十一日止六個月

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

4. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the six months ended 31 October 2022

| | | Retail 零售 | Wholesale 批發 | Trading 貿易 | Elimination 對銷 | 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 |
| | | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) |
| Revenue | 收益 | | | | | |
| External sales | 外部銷售 | 5,920 | 188 | — | — | 6,108 |
| External service income | 外部服務收入 | 6 | — | — | — | 6 |
| External commission income | 外部佣金收入 | — | — | 20,556 | — | 20,556 |
| Inter-segment sales | 分部間銷售 | — | 217 | — | (217) | — |
| | | 5,926 | 405 | 20,556 | (217) | 26,670 |
| Segment (loss)/profit | 分部(虧損)/溢利 | (1,781) | 214 | 13,605 | — | 12,038 |
| Finance costs | 融資成本 | | | | | (85) |
| Unallocated Group expenses | 未分配集團開支 | | | | | (4,952) |
| Profit before tax | 除稅前溢利 | | | | | 7,001 |

Sales between segments are carried out on terms mutually agreed between the parties involved in the transactions. The revenue from external parties reported to the executive Directors is measured in a manner consistent with that in the condensed consolidated statement of profit or loss and other comprehensive income.

No segment assets and liabilities information is provided as no such information is regularly provided to the CODM of the Group for the purpose of making decision for resources allocation and performance assessment.

4. 分部資料(續)

分部收益及業績(續)

截至二零二二年十月三十一日止六個月

| |
|--|
| 分部間銷售乃按涉及交易的各方共同協定的條款進行。向執行董事匯報的外部訂約方收益乃按與簡明綜合損益及其他全面收益表一致的方式計量。 |
| 由於並無為作出資源分配及表現評估之決定而定期向本集團主要經營決策者提供分部資產及負債資料，故不提供有關資料。 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

4. SEGMENT INFORMATION (Continued)

Geographical information

During the Review Period, the Group's operation is mainly located in the PRC and Hong Kong. The Group's revenue by geographical location of customers, based on location of delivery of the watches, compound fertilisers or services, is detailed below:

4. 分部資料(續)

地理資料

於回顧期間，本集團之業務主要位於中國及香港。本集團根據腕錶、複合肥或服務的交付地點按客戶地理位置劃分之收益詳情如下：

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|-----------|----|---|---|
| | | 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) |
| PRC | 中國 | 21,426 | 20,556 |
| Hong Kong | 香港 | 931 | 6,114 |
| Total | 總計 | 22,357 | 26,670 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

4. SEGMENT INFORMATION (Continued)

Other disclosures

For the six months ended 31 October 2023

| | | | | | Unallocated Group expenses | |
|--|------------|-------------|-------------|-------------|----------------------------------|-------------|
| | | Retail | Wholesale | Trading | Sales | Total |
| | | 零售 | 批發 | 貿易 | 銷售 | 集團開支 |
| | | 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 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Additions to property, plant and equipment | 物業、廠房及設備添置 | — | — | 551 | — | 551 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | — | — | 17 | — | 17 |
| Depreciation of right-of-use assets | 使用權資產折舊 | — | — | — | 86 | 86 |
| Government grants | 政府補助 | — | — | 63 | — | 63 |
| Allowance for write-down of inventories recognised | 已確認撇減存貨之撥備 | — | 581 | — | — | 581 |

For the six months ended 31 October 2022

截至二零二二年十月三十一日止六個月

| | | | | | Unallocated Group expenses | |
|--|------------|-------------|-------------|-------------|----------------------------------|-------------|
| | | Retail | Wholesale | Trading | Sales | Total |
| | | 零售 | 批發 | 貿易 | 集團開支 | 總計 |
| | | 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 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | — | — | 9 | — | 9 |
| Government grants | 政府補助 | 272 | — | 48 | 159 | 479 |
| Allowance for write-down of inventories recognised | 已確認撇減存貨之撥備 | 1,022 | 79 | — | — | 1,101 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

5. OTHER GAINS AND LOSSES

5. 其他收益及虧損

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|---------------------------|--------|---|---|
| | | 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) |
| Net foreign exchange gain | 匯兌收益淨額 | 586 | 46 |
| Interest income | 利息收入 | 172 | 161 |
| Sundry income | 其他收入 | 9 | 7 |
| Government grants | 政府補助 | 63 | 479 |
| | | 830 | 693 |

6. FINANCE COSTS

6. 融資成本

An analysis of finance costs is as follows:

融資成本之分析如下：

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|-------------------------------|--------|---|---|
| | | 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) |
| Interest on bank loan | 銀行貸款利息 | — | 31 |
| Interest on lease liabilities | 租賃負債利息 | 20 | 54 |
| | | 20 | 85 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

7. (LOSS)/PROFIT BEFORE TAX

7. 除稅前(虧損)/溢利

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|---|-----------------------|---|---|
| | | 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)/profit before tax has been arrived at after charging: | 除稅前(虧損)/溢利經扣除以下項目後得出： | | |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 17 | 9 |
| Auditor's remuneration | 核數師薪酬 | 450 | 450 |
| Freight costs | 運費成本 | 6,967 | 3,125 |
| Employee benefit expense (including directors' remuneration): | 僱員福利開支(包括董事薪酬)： | | |
| — Salaries, wages and other employee benefits | — 薪金、工資以及其他僱員福利 | 11,581 | 8,905 |
| — Retirement benefit scheme contribution | — 退休福利計劃供款 | 452 | 413 |
| Total staff costs | 員工成本總額 | 12,033 | 9,318 |
| Allowance for write-down of inventories recognised in cost of sales | 於銷售成本確認之撇減存貨撥備 | 581 | 1,101 |
| Carrying amount of inventories sold recognised as expense | 確認為開支之已售存貨之賬面值 | 1,078 | 2,724 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

8. INCOME TAX EXPENSE

The amount of income tax charged to the condensed consolidated statement of profit or loss and other comprehensive income represents:

8. 所得稅開支

自簡明綜合損益及其他全面收益表扣除的所得稅金額指：

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|--|------------------|---|---|
| | | 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 taxation | 即期稅項 | | |
| Hong Kong Profits Tax | 香港利得稅 | — | — |
| PRC Enterprise Income Tax (the “EIT”) | 中國企業所得稅(「企業所得稅」) | 1,182 | 3,395 |
| | | 1,182 | 3,395 |
| Under/(over) provision for prior years | 過往年度撥備不足/(超額撥備) | | |
| PRC EIT | 中國企業所得稅 | 55 | (50) |
| Deferred taxation | 遞延稅項 | 29 | 15 |
| | | 1,266 | 3,360 |

No provision for taxation in Hong Kong was made as the subsidiaries in Hong Kong incurred tax loss during both periods.

由於香港附屬公司於兩個期間產生稅項虧損，故並無就香港稅項作出撥備。

Under the Law of the PRC on EIT (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries was 25% for both periods. Qualified small and thin-profit enterprises with annual taxable income up to Renminbi 3 million is subject to an effective EIT rate of 5%, and one of the subsidiaries is entitled to the effective EIT rate of 5% for the Review Period.

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，中國附屬公司於兩個期間之稅率均為25%。年度應課稅收入不超過人民幣三百萬元之合資格小型微利企業按實際企業所得稅率5%納稅，而其中一間附屬公司於回顧期間有權享受5%的實際企業所得稅率。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

9. DIVIDEND

The Board has resolved not to declare the payment of an interim dividend for the Review Period (six months ended 31 October 2022: Nil).

9. 股息

董事會已決議不就回顧期間宣派中期股息(截至二零二二年十月三十一日止六個月：無)。

10. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

10. 每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利按下列數據計算：

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|---|------------------------|---|--|
| | | 2023 二零二三年 (Unaudited) (未經審核) | 2022 二零二二年 (Unaudited) (未經審核) |
| (Loss)/profit for the period attributable to owners of the Company (HK\$'000) | 本公司擁有人應佔期內(虧損)/溢利(千港元) | (2,674) | 3,641 |
| Weighted average number of ordinary shares in issue (thousands) | 已發行普通股加權平均數(千股) | 800,000 | 800,000 |
| Basic and diluted (loss)/earnings per share (HK cents per share) | 每股基本及攤薄(虧損)/盈利(每股港仙) | (0.33) | 0.46 |

No adjustments have been made in calculating diluted (loss)/earnings per share for the six months ended 31 October 2023 and 2022 as there were no potential ordinary shares in issue for both periods.

於計算截至二零二三年及二零二二年十月三十一日止六個月之每股攤薄(虧損)/盈利時，由於該兩個期間並無已發行潛在普通股，因此並無進行任何調整。

11. PROPERTY, PLANT AND EQUIPMENT

During the Review Period, the Group acquired property, plant and equipment of approximately HK\$551,000 (six months ended 31 October 2022 (unaudited): Nil). There was no disposal of property, plant and equipment during both periods.

No impairment loss on property, plant and equipment has been recognised during both periods.

11. 物業、廠房及設備

於回顧期間，本集團購置物業、廠房及設備約551,000港元(截至二零二二年十月三十一日止六個月(未經審核)：無)。於兩個期間內均無出售物業、廠房及設備。

於兩個期間內均無確認物業、廠房及設備之減值虧損。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

12. INVENTORIES

12. 存貨

| | | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|-------------------------------|----------|---|---|
| Merchandise for resale (note) | 轉售商品(附註) | 634 | 1,586 |
| Raw materials | 原料 | 3,463 | — |
| Finished goods | 製成品 | 1,786 | — |
| | | 5,883 | 1,586 |

Note: As at 31 October 2023, the gross carrying amount of merchandise for resale was HK\$10,640,000 (30 April 2023: HK\$11,837,000) and allowance for write-down of inventories was HK\$10,006,000 (30 April 2023: HK\$10,251,000).

附註：於二零二三年十月三十一日，轉售商品之總賬面值為10,640,000港元(二零二三年四月三十日：11,837,000港元)，撇減存貨撥備為10,006,000港元(二零二三年四月三十日：10,251,000港元)。

13. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS

13. 應收貿易款項、其他應收款項及預付款項

| | | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|-------------------------------|---------------|---|---|
| Trade receivables (note (a)) | 應收貿易款項(附註(a)) | 441 | — |
| Rental and utilities deposits | 租金及公用事業按金 | 374 | 374 |
| Other receivables | 其他應收款項 | 176 | 131 |
| Prepayments (note (b)) | 預付款項(附註(b)) | 117,363 | 72,980 |
| | | 118,354 | 73,485 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

13. TRADE RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS (Continued)

Notes:

- (a) The trade receivables mainly comprised receivables from trading customers in wholesale segment. The Group's credit terms granted to trading customers generally ranged from 30 to 90 days from the invoice date. As at 31 October 2023 and 30 April 2023, the aging analysis of the trade receivables based on the invoice date is as follows:

| | | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|----------------|--------|---|---|
| Within 30 days | 30日內 | 192 | — |
| 31 to 60 days | 31至60日 | 33 | — |
| 61 to 90 days | 61至90日 | 68 | — |
| Over 90 days | 超過90日 | 148 | — |
| | | 441 | — |

As at 31 October 2023, trade receivables that were past due but not impaired amounted to HK\$148,000 (30 April 2023: Nil).

- (b) Prepayments as at 31 October 2023 mainly include prepayments to suppliers for procurement of fertilisers raw materials, fertilisers and other related products in China. The amounts prepaid to suppliers will be derecognised when the products are directly delivered to customers by the suppliers. As at 31 October 2023, 71% (30 April 2023: 91%) of the amounts prepaid to suppliers were paid to the related parties of the Group as disclosed in note 18(i). The management considered that the credit risk in respect of the prepayments as at 31 October 2023 is low based on the records of product deliveries from the suppliers to customers and the deliveries made subsequent to 31 October 2023.

13. 應收貿易款項、其他應收款項及預付款項(續)

附註：

- (a) 應收貿易款項主要包括來自批發分部貿易客戶的應收款項。本集團授予貿易客戶之信貸期一般介乎由發票日期起計30至90日。於二零二三年十月三十一日及二零二三年四月三十日，按發票日期作出之應收貿易款項之賬齡分析如下：

於二零二三年十月三十一日，已逾期但未減值之應收貿易款項為148,000港元(二零二三年四月三十日：無)。

- (b) 於二零二三年十月三十一日，預付款項主要包括在中國採購肥料原料、肥料及其他相關產品而付給供應商的預付款項。當產品直接由供應商交付給客戶時，將終止確認預付給供應商的款項。誠如附註18(i)所披露，於二零二三年十月三十一日，預付給供應商款項的71%(二零二三年四月三十日：91%)已支付給本集團關聯方。管理層認為，根據供應商向客戶交付產品的記錄以及二零二三年十月三十一日之後的交付情況，於二零二三年十月三十一日預付款項之信貸風險較低。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

14. SHARE CAPITAL

14. 股本

| | | Number of shares 股份數目 '000 千股 | Nominal value 面值 HK\$'000 千港元 |
|--|--|---|---|
| Authorised — ordinary shares of par value HK\$0.01 each At 30 April 2023 (Audited) and at 31 October 2023 (Unaudited) | 法定 — 每股面值0.01港元之 普通股 於二零二三年四月三十日 (經審核)及於二零二三年 十月三十一日(未經審核) | 10,000,000 | 100,000 |
| Issued and fully paid — ordinary shares of par value HK\$0.01 each At 30 April 2023 (Audited) and at 31 October 2023 (Unaudited) | 已發行及繳足 — 每股面值 0.01港元之普通股 於二零二三年四月三十日 (經審核)及於二零二三年 十月三十一日(未經審核) | 800,000 | 8,000 |

15. TRADE AND OTHER PAYABLES

15. 貿易及其他應付款項

| | | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|-----------------------------|---------------|---|---|
| Trade payables (note (a)) | 應付貿易款項(附註(a)) | 119,829 | 32,272 |
| Other accruals and payables | 其他應計費用及應付款項 | 3,795 | 4,825 |
| Contract liabilities | 合約負債 | 113,621 | 100,639 |
| | | 237,245 | 137,736 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

15. TRADE AND OTHER PAYABLES (Continued)

Contract liabilities include short-term advances received from customers to arrange for the fertilisers and other related products to be provided by the suppliers to the customers. The amount of advances is negotiated on a case by case basis with the customers. For the contract liabilities as at 31 October 2023, the entire balances will be derecognised within twelve months from 31 October 2023 when the products are directly delivered to the customers by suppliers.

Note:

(a) Trade payables

As at 31 October 2023 and 30 April 2023, the aging analysis of the trade payables based on the invoice dates is as follows:

| | | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|----------------|--------|---|---|
| Within 30 days | 30日內 | 25,497 | 14,679 |
| 31 to 60 days | 31至60日 | 19,177 | 4,912 |
| Over 60 days | 超過60日 | 75,155 | 12,681 |
| | | 119,829 | 32,272 |

16. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

Amount due to ultimate holding company is unsecured, non-interest bearing and repayable on demand.

17. CAPITAL COMMITMENTS

As at 31 October 2023 (Unaudited) and 30 April 2023 (Audited), the Group did not have any material capital commitments.

15. 貿易及其他應付款項(續)

合約負債包括為安排將由供應商向客戶提供的肥料及其他相關產品而向客戶收取的短期墊款。墊款的金額按個別情況與客戶協商。就二零二三年十月三十一日之合約負債而言，當產品由供應商直接交付給客戶時，將在自二零二三年十月三十一日起十二個月內終止確認所有結餘。

附註：

(a) 應付貿易款項

於二零二三年十月三十一日及二零二三年四月三十日，應付貿易款項按發票日期劃分的賬齡分析如下：

16. 應付最終控股公司款項

應付最終控股公司款項屬無擔保、不計息及按要求償還。

17. 資本承擔

於二零二三年十月三十一日(未經審核)及二零二三年四月三十日(經審核)，本集團並無任何重大資本承擔。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

18. RELATED PARTY TRANSACTIONS

- (i) In addition to the transactions and balances disclosed elsewhere in the Interim Financial Statements, during the Review Period, the Group entered into the following transactions with related parties:

18. 關聯方交易

- (i) 除中期財務報表其他部分披露的交易與結餘外，於回顧期間，本集團與關聯方進行了以下交易：

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|---|----------------------------|---|---|
| | | 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) |
| Commission income (note (a)) | 佣金收入(附註(a)) | 1,264 | 8,990 |
| Commission income (note (b)) | 佣金收入(附註(b)) | 14,928 | 10,787 |
| Lease payments paid to a related party (note (b)) | 向一名關聯方支付的租賃付款(附註(b)) | 97 | — |
| Purchase of raw materials from related parties (note (b)) | 自關聯方採購原材料(附註(b)) | 3,502 | — |
| (Repayments to)/advances from ultimate holding company | (向最終控股公司償還之款項)/來自最終控股公司之墊款 | (465) | 5,050 |

The following balances were outstanding at the end of the reporting period:

下列結餘於報告期末尚未償還：

| | | 31 October 2023 二零二三年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | 30 April 2023 二零二三年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|--|----------------------|---|---|
| Prepayment to a related party (note (a)) | 向一名關聯方支付的預付款項(附註(a)) | — | 31,391 |
| Trade payables to a related party (note (a)) | 應付關聯方的應付貿易款項(附註(a)) | (18,148) | (18,277) |
| Prepayments to related parties (note (b)) | 向關聯方支付的預付款項(附註(b)) | 82,929 | 35,326 |
| Trade payables to related parties (note (b)) | 應付關聯方的應付貿易款項(附註(b)) | (86,968) | (4,417) |
| Amount due to ultimate holding company | 應付最終控股公司款項 | (45,595) | (46,060) |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

18. RELATED PARTY TRANSACTIONS (Continued)

(i) (Continued)

Amount due to ultimate holding company is unsecured, non-interest bearing and repayable on demand. Receivables and payables from/(to) other related parties were trade nature balances, unsecured, interest-free and repayable on demand. The carrying amounts of the amounts due from/(to) related parties approximated to their fair values and are denominated in Renminbi (30 April 2023: Renminbi) except for amount due to ultimate holding company which is denominated in HK\$ (30 April 2023: HK\$).

Notes:

- (a) The related party is an entity of which the controlling shareholder is a cousin of the Company's ultimate controlling shareholder. The Group had entered into arrangements for the purchases of fertilisers such as urea and compound fertilisers from the related party to be sold to independent third party customers. Such purchases from the related party for the Review Period amounted to approximately HK\$45,968,000 (six months ended 31 October 2022: HK\$143,382,000). As the Group is considered to be acting as agent in respect of these purchase and sale transactions, the Group recognised commission income of HK\$1,264,000 (six months ended 31 October 2022: HK\$8,990,000) for acting as agent in these sales and purchases of fertilisers and other related products.
- (b) The related parties were controlled by the ultimate controlling shareholder of the Company before 15 February 2023 and significantly influenced by the ultimate controlling shareholder of the Company since 15 February 2023. The Group had entered into arrangements for the purchases of fertilisers such as urea and compound fertilisers from the related party to be sold to independent third party customers. Such purchases from the related party for the Review Period amounted to approximately HK\$296,109,000 (six months ended 31 October 2022: HK\$167,763,000). As the Group is considered to be acting as agent in respect of these purchase and sale transactions, the Group recognised commission income of HK\$14,928,000 (six months ended 31 October 2022: HK\$10,787,000) for acting as agent in these sales and purchases of fertilisers and other related products.

18. 關聯方交易(續)

(i) (續)

應付最終控股公司款項屬無擔保、不計息及按要求償還。應收/(應付)其他關聯方的應收款項及應付款項均為屬貿易性質之結餘，無擔保、不計息及按要求償還。應收/(應付)關聯方款項的賬面值與其公平值相若及以人民幣(二零二三年四月三十日：人民幣)計值，惟應付最終控股公司款項以港元(二零二三年四月三十日：港元)計值。

附註：

- (a) 該關聯方為一間實體，其控股股東為本公司最終控股股東的堂弟。本集團就向關聯方採購尿素及複合肥等肥料訂立相關安排，該等肥料將售予獨立第三方客戶。於回顧期間，該等向關聯方採購的金額達約45,968,000港元(截至二零二二年十月三十一日止六個月：143,382,000港元)。由於本集團就該等買賣交易被視為以代理人的身份行事，故本集團作為該等肥料及其他相關產品買賣的代理人而確認佣金收入1,264,000港元(截至二零二二年十月三十一日止六個月：8,990,000港元)。
- (b) 該等關聯方於二零二三年二月十五日前由本公司最終控股股東控制，並自二零二三年二月十五日起受本公司最終控股股東之重大影響。本集團就向關聯方採購尿素及複合肥等肥料訂立相關安排，該等肥料將售予獨立第三方客戶。於回顧期間，該等向關聯方採購的金額達約296,109,000港元(截至二零二二年十月三十一日止六個月：167,763,000港元)。由於本集團就該等買賣交易被視為以代理人身份行事，故本集團作為該等肥料及其他相關產品買賣的代理人而確認的佣金收入為14,928,000港元(截至二零二二年十月三十一日止六個月：10,787,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

簡明綜合中期財務報表附註(續)

For the six months ended 31 October 2023 截至二零二三年十月三十一日止六個月

18. RELATED PARTY TRANSACTIONS (Continued) 18. 關聯方交易(續)

(ii) Compensation of key management personnel

The remuneration of members of key management of the Group, comprising the Directors, during the period was as follows:

(ii) 主要管理人員薪酬

本集團主要管理人員(包括董事)於期內的薪酬如下:

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|--|--------------------|---|---|
| | | 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) |
| Fees, salaries, bonus, other allowances and benefits in kind | 袍金、薪金、花紅、其他津貼及實物利益 | 6,336 | 3,337 |
| Retirement benefit scheme contribution | 退休福利計劃供款 | 26 | 21 |
| | | 6,362 | 3,358 |

The remuneration of Directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事的薪酬乃由薪酬委員會根據其個人表現及市場趨勢釐定。

