

INTERIM REPORT 2024



YING HAI GROUP HOLDINGS COMPANY LIMITED

瀛海集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8668

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This report, for which the directors (collectively the "Directors" or individually a "Director") of Ying Hai Group Holdings Company Limited (the "Company", together with its subsidiaries, the "Group", "we", "our" or "us") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

CONTENTS

2	Financial Highlights
3	Unaudited Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income
4	Unaudited Condensed Consolidated Statements of Financial Position
5	Unaudited Condensed Consolidated Statement of Changes in Equity
6	Unaudited Condensed Consolidated Statements of Cash Flows
7	Notes to the Unaudited Condensed Consolidated Financial Statements
17	Management Discussion and Analysis



Financial Highlights

The Group recorded an unaudited revenue of approximately HK\$48.3 million for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately HK\$36.2 million), representing a significant increase of approximately HK\$12.1 million or 33.4%.

The Group recorded an unaudited loss for the period attributable to the owners of the Company of approximately HK\$5.9 million for the six months ended 30 June 2024 (six months ended 30 June 2023: unaudited profit for the period attributable to the owners of the Company of approximately HK\$3.0 million).

The basic and diluted loss per share for the six months ended 30 June 2024 was HK0.49 cents (six months ended 30 June 2023: the basic and diluted earnings per share of HK0.25 cents).

The board of Directors (the "**Board**") resolved not to recommend payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: nil).



Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2024

The Board is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 30 June 2024, together with the unaudited comparative figures for the respective corresponding period of 2023 as follows:

	Note	For the six months ended 30 June	
		2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Revenue	5	48,302	36,199
Cost of sales		(43,464)	(26,755)
Gross profit		4,838	9,444
Other income and gains	6	178	267
Administrative expenses		(12,039)	(6,624)
Reversal of/(impairment loss) recognised under expected credit losses model, net		841	—
Share of result of associate		330	19
Finance costs	7	(69)	(136)
(Loss)/profit before tax	8	(5,921)	2,970
Income tax expenses	9	—	—
(Loss)/profit for the period		(5,921)	2,970
Other comprehensive (loss)/income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements		(92)	86
Total comprehensive (loss)/income for the period		(6,013)	3,056
(Loss)/profit for the period attributable to owner of the Company		(5,921)	2,970
Total comprehensive (loss)/income for the period attributable to owners of the Company		(6,013)	3,056
(Loss)/earnings per share:			
Basic and diluted	10	HK(0.49) cents	HK0.25 cents

Unaudited Condensed Consolidated Statement of Financial Position

At 30 June 2024

	<i>Note</i>	At 30 June 2024 HK\$'000 (Unaudited)	At 31 December 2023 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment	12	9,587	9,273
Investment in an associate		856	526
Deposits paid and prepayments	14	1,426	1,841
		11,869	11,640
Current assets			
Trade receivables	13	11,786	24,483
Deposits, prepayments and other receivables	14	21,365	13,369
Bank deposits with original maturity over three months		2,679	2,679
Cash and cash equivalents		5,182	6,582
		41,012	47,113
Current liabilities			
Trade and other payables	15	14,917	21,724
Amount due to a director		7,494	—
Borrowings		138	121
Lease liabilities		937	982
		23,486	22,827
Net current assets		17,526	24,286
Total assets less current liabilities		29,395	35,926
Non-current liabilities			
Borrowings		1,518	1,595
Lease liabilities		218	659
		1,736	2,254
Net assets		27,659	33,672
Capital and reserves			
Share capital	16	12,000	12,000
Reserves		15,659	21,672
Total equity attributable to owners of the Company		27,659	33,672



Unaudited Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2024

	Share capital HK\$'000	Share premium HK\$'000 (Note (a))	Merger reserve HK\$'000 (Note (b))	Statutory reserve HK\$'000 (Note (c))	Translation reserve HK\$'000 (Note (d))	Accumulated losses HK\$'000	Total equity HK\$'000
At 1 January 2023 (Audited)	12,000	50,302	3,011	801	191	(30,184)	36,121
Profit for the period	—	—	—	—	—	2,970	2,970
Other comprehensive income:							
Exchange differences arising from translation of financial statements	—	—	—	—	86	—	86
Total comprehensive income for the period	—	—	—	—	86	2,970	3,056
At 30 June 2023 (Unaudited)	12,000	50,302	3,011	801	277	(27,214)	39,177
At 1 January 2024 (Audited)	12,000	50,302	3,011	801	288	(32,730)	33,672
Loss for the period	—	—	—	—	—	(5,921)	(5,921)
Other comprehensive loss:							
Exchange differences arising from translation of financial statements	—	—	—	—	(92)	—	(92)
Total comprehensive loss for the period	—	—	—	—	(92)	(5,921)	(6,013)
At 30 June 2024 (Unaudited)	12,000	50,302	3,011	801	196	(38,651)	27,659

Notes:

(a) Share premium

The share premium represents the differences between par value of the shares of the Company and proceeds received from the issuance of the shares of the Company which is governed by the Companies Act of the Cayman Islands.

(b) Merger reserve

Merger reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the reorganisation carried out by the Group as fully explained in paragraph headed "History, development and Reorganisation — Reorganisation" in the prospectus of the Company dated 13 September 2019 (the "Prospectus") and the nominal value of the share capital of the Company issued in exchange thereof.

(c) Statutory reserve

In accordance with the relevant laws and regulation provided in Macau and People's Republic of China (the "PRC"), the Group's subsidiaries in Macau and the PRC are required to appropriate 25% and 10% of their profit for the year, as determined in accordance with the generally accepted accounting principles of Macau and PRC respectively, to the statutory reserve, until the statutory reserve balance of that subsidiary equals to 50% of that quota capital and the registered capital respectively. The appropriation to statutory reserve must be made before the distribution of dividends to its shareholders. This reserve is not distributable to its shareholders.

The statutory reserve of PRC subsidiary can be used to offset previous years' losses or to increase capital.

(d) Translation reserve

Translation reserve of the Group represents the exchange difference on translation of financial statements of the entities with functional currencies other than HK\$.

Unaudited Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2024

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Net cash (used in)/generated from operating activities	(683)	3,064
Cash flows from investing activities		
Purchase of property, plant and equipment	(248)	(220)
Prepayments for purchase of property, plant and equipment	—	(850)
Proceeds from disposal of property, plant and equipment	228	—
Withdrawal of bank deposits with original maturity over three months	—	1,529
Interest received	10	11
Net cash (used in)/generated from investing activities	(10)	470
Cash flows from financing activities		
Repayment of borrowings	(60)	(1,352)
Payment of lease liabilities	(526)	(571)
Interest paid	(29)	(64)
Net cash used in financing activities	(615)	(1,987)
Net (decrease)/increase in cash and cash equivalents	(1,308)	1,547
Cash and cash equivalents at the beginning of the period	6,582	3,410
Effect of foreign exchange rate changes	(92)	86
Cash and cash equivalents at the end of the period	5,182	5,043
Analysis:		
Bank balances and cash	5,182	5,043



Notes to the Unaudited Condensed Consolidated Financial Statements

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 18 December 2018 as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands. The shares of the Company (the “**Shares**”) were listed on GEM of the Stock Exchange by the way of share offer (the “**Listing**”) on 26 September 2019 (the “**Listing Date**”). The address of the Company’s registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business in Hong Kong of the Company is Room 506, 5/F, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Hong Kong. The Company’s immediate and ultimate holding company is Silver Esteem Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Choi Wai Chan (“**Mr. Choi**”), who is an executive Director of the Company.

The Company is an investment holding company and its subsidiaries are principally engaged in sales and distribution of hotel rooms and air tickets, sales and provision of ancillary travel-related products and services, provision of car rental services in Macau, cross-border car rental services between Macau and Hong Kong, sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concert.

The unaudited condensed consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”) which is the functional currency of the Company. The unaudited condensed consolidated financial statements are presented in the nearest thousand (HK\$’000) unless otherwise stated.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2024 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention except for certain financial instruments that were measured at fair value at the end of each reporting period.

The unaudited condensed consolidated interim financial statements do not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company’s audited consolidated financial statements for the year ended 31 December 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the HKICPA, as set out in the Company’s annual report dated 26 March 2024.

The accounting policies that have been used in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those used in the preparation of the Company’s audited consolidated financial statements for the year ended 31 December 2023 except for the adoption of the new standards, amendments to standards and interpretations issued by the HKICPA that are effective for the annual periods beginning on 1 January 2024.

For the six months ended 30 June 2024, the Group has applied all new and revised HKFRSs issued by the HKICPA that are effective for the Group’s financial year beginning on or after 1 January 2024. The application of the new and revised HKFRSs has had no material effect on the amounts reported and/or the disclosures set out in the unaudited condensed consolidated financial statements for the six months ended 30 June 2024.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2024 have not been audited by the Company’s auditors but have been reviewed by the Company’s audit committee.



Notes to the Unaudited Condensed Consolidated Financial Statements

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

Application of Amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendment to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendment to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

3. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks, credit risk, cash flow and fair value interest rate risk and liquidity risk. The unaudited condensed consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Company's audited consolidated financial statements for the year ended 31 December 2023, which have been prepared in accordance with HKFRSs issued by the HKICPA, as set out in the Company's annual report dated 26 March 2024.

There have been no changes in the risk management policies since 31 December 2023.

3.2 Fair value estimation

The carrying amounts of the Group's current financial assets, including trade receivables, deposits and other receivables, bank deposits with original maturity over three months and cash and cash equivalents, and current financial liabilities, including trade and other payables, borrowings and lease liabilities, approximate their fair values as at the reporting date due to their short maturities. The nominal value less estimated credit adjustments for financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values. The carrying value of non-current lease liabilities is assumed to approximate its fair value as the amount bears interest at commercial rate.



Notes to the Unaudited Condensed Consolidated Financial Statements

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the unaudited condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing the unaudited condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the Company's audited consolidated financial statements for the year ended 31 December 2023, which have been prepared in accordance with HKFRSs issued by the HKICPA, as set out in the Company's annual report dated 26 March 2024.

5. REVENUE AND SEGMENT INFORMATION

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Revenue from contracts with customers		
Sales and distribution of hotel rooms	33,444	29,126
Margin income: (Note)		
– sale of air tickets	2	11
– sale of show and event tickets	6	26
– sale and distribution of hotel rooms	207	683
– sale and provision of ancillary travel-related products and services	10	5
Provision of limousine services	7,374	3,760
Show and event income	5,202	1,088
Total revenue from contracts with customers	46,245	34,699
Lease income from vehicle leasing	2,057	1,500
Total revenue	48,302	36,199

All of the Group's revenue from contracts with customers are recognised at a point in time.

Note: The Group's margin income from sales, distribution and provision of air tickets, show and event tickets, hotel rooms and ancillary travel-related products and services, are considered as cash collected on behalf of a principal as an agent, and thus recorded on a net basis.

The Group's operating segments are determined based on information reported to the chief operating decision maker ("CODM") of the Group for the purposes of resource allocation and assessment of segment performance focusing on types of products and services provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable operating segments of the Group.

Based on the internal organisation and reporting structure, the CODM considers the Group has three reportable operating segments.

Notes to the Unaudited Condensed Consolidated Financial Statements

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

The Group's reportable operating segments are as follows:

(i) Travel business

The travel business consists of sales and distribution of hotel rooms and margin income from sales, distribution and provision of air tickets, hotel rooms and ancillary travel-related products and services in Macau.

(ii) Vehicle business

The vehicle business represents the provision of vehicle leasing and limousine services in Macau.

(iii) Show and event business

The show and event business represents the sales of show and event tickets in Macau, organising the shows and events and related ancillary services in Asia and the investment in concert in the PRC.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable operating segments:

For the six months ended 30 June 2024 (Unaudited)

	Travel business HK\$'000 (Unaudited)	Vehicle business HK\$'000 (Unaudited)	Show and event business HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Reportable segment revenue	34,302	8,792	5,208	48,302
Reportable segment results	1,686	3,352	(200)	4,838
Interest income				10
Government grants				13
Share of result of associate				330
Unallocated income and expenses				(11,112)
Loss before tax				(5,921)



Notes to the Unaudited Condensed Consolidated Financial Statements

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

For the six months ended 30 June 2023 (Unaudited)

	Travel business HK\$'000 (Unaudited)	Vehicle business HK\$'000 (Unaudited)	Show and event business HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Reportable segment revenue	29,825	5,260	1,114	36,199
Reportable segment results	4,959	(329)	(383)	4,247
Interest income				11
Government grants				49
Share of result of associate				19
Unallocated income and expenses				(1,356)
Profit before tax				2,970

Reportable segment revenue represents revenue generated from external customers. There were no inter-segment sales during the reporting period.

Segment results represent profit earned by or loss from each segment without allocation of partial other income, government grants, directors' remuneration, partial depreciation, legal and professional fee, share of result of associate, finance costs and other corporate income and expenses under the heading of "unallocated income and expenses". This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

6. OTHER INCOME AND GAINS

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Interest income	10	11
Exchange gain	45	28
Gain on disposal of property, plant and equipment	33	—
Government grants	13	49
Sundry income	77	179
	178	267

Notes to the Unaudited Condensed Consolidated Financial Statements

7. FINANCE COSTS

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Interest on lease liabilities	40	72
Interest on bank borrowings	29	64
	69	136

8. (LOSS)/PROFIT BEFORE TAX

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

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Depreciation of property, plant and equipment	887	1,555
Lease payment under operating lease in respect of leased assets	526	182
Employee benefit expenses (including Directors' remuneration):		
– Salaries, allowances and benefits in kind	10,093	4,940
– Retirement benefit scheme contribution	185	185

9. INCOME TAX EXPENSES

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Current tax:		
– Macau Complementary Tax	—	—

Macau Complementary Tax are calculated at 12% of the estimated assessable profits for the six months ended 30 June 2024 and 2023.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the six months ended 30 June 2024 and 2023.

No provision for Macau Complementary Tax, Hong Kong Profits Tax and the PRC Enterprise Income Tax have been made as there is no assessable profits for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

Taxation arising in other jurisdictions is calculated at the rate prevailing in the relevant jurisdictions.



Notes to the Unaudited Condensed Consolidated Financial Statements

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:

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
(Loss)/Profit		
(Loss)/Profit for the purpose of basic and diluted (loss)/earnings per share for the period attributable to owners of the Company	(5,921)	2,970
Number of shares	'000	'000
Weighted average number of shares for the purpose of calculating basic and diluted (loss)/earnings per share	1,200,000	1,200,000

For the six months ended 30 June 2024 and 2023, the weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share have been adjusted for the effect of the share offer completed on the Listing Date.

Diluted (loss)/earnings per share were the same as the basic (loss)/earnings per share as the Company did not have potential dilutive ordinary shares for the six months ended 30 June 2024 and 2023.

11. DIVIDEND

The Directors do not recommend to declare or propose interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: nil).

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group has acquired property, plant and equipment of approximately HK\$1,396,000 (six months ended 30 June 2023: approximately HK\$720,000).

As at 30 June 2024, the Group has pledged properties with carrying amount of approximately HK\$2.3 million (as at 31 December 2023: approximately HK\$2.3 million) to secure bank borrowings with carrying amounts of approximately HK\$1.7 million (as at 31 December 2023: approximately HK\$1.7 million). The properties are the carparking spaces that located at Macau.

13. TRADE RECEIVABLES

	At 30 June 2024 HK\$'000 (Unaudited)	At 31 December 2023 HK\$'000 (Audited)
Trade receivables, gross	12,233	25,911
Less: allowance for impairment	(447)	(1,428)
	11,786	24,483

Notes to the Unaudited Condensed Consolidated Financial Statements

13. TRADE RECEIVABLES (CONTINUED)

At 31 December 2023 and 30 June 2024, included in the Group's trade receivables are balances of approximately HK\$42,000 and HK\$24,000 respectively, that are due from related parties. Such balances are in trade nature, unsecured, interest-free and repayable on demand.

The credit terms granted to major customers generally range from 30 to 45 days.

The following is an aging analysis of the Group's trade receivables, presented based on invoice dates, at the end of each reporting period/year, net of allowance for impairment:

	At 30 June 2024 HK\$'000 (Unaudited)	At 31 December 2023 HK\$'000 (Audited)
0-30 days	6,391	11,728
31-60 days	5,024	1,042
61-90 days	29	1,869
Over 90 days	342	9,844
	11,786	24,483

Before accepting a new customer, the Group assesses the credit quality and defines credit limit to the potential customer. The majority of the Group's trade receivables that are past due but not impaired have good credit quality with reference to settlement history. Trade receivables balances that are past due for which the Group has not provided for impairment loss because the management of the Group is of the opinion that the amounts will be fully recoverable as there has not been any significant adverse change in credit quality of the customers.

In addition, the Group performs impairment assessment under the expected credit losses upon application of HKFRS 9 on trade balances individually or based on provision matrix. In this regard, the directors consider that the Group's credit risk is significantly reduced.

14. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	At 30 June 2024 HK\$'000 (Unaudited)	At 31 December 2023 HK\$'000 (Audited)
Deposits paid	7,987	6,835
Prepayments	11,606	6,492
Other receivables	3,198	1,883
	22,791	15,210
Analysed as reporting purposes as:		
– Non-current assets	1,426	1,841
– Current assets	21,365	13,369
	22,791	15,210



Notes to the Unaudited Condensed Consolidated Financial Statements

15. TRADE AND OTHER PAYABLES

The following is aging analysis of trade payables, based on the invoice dates:

	At 30 June 2024 HK\$'000 (Unaudited)	At 31 December 2023 HK\$'000 (Audited)
Trade payables	8,912	15,910
Accruals and other payables	5,595	4,063
Deposits received	284	580
Contract liabilities	126	1,171
	14,917	21,724

At 30 June 2024 and 31 December 2023, included in the Group's trade payables are balance of approximately HK\$5,774,000 and HK\$4,081,000 respectively, that are due to related parties. Such balances are trade nature, unsecured, interest-free and repayable on demand.

The average credit period granted by suppliers is 30 days.

The following is ageing of trade payables, based on the invoice dates:

	At 30 June 2024 HK\$'000 (Unaudited)	At 31 December 2023 HK\$'000 (Audited)
0-30 days	2,946	7,462
31-60 days	2,053	5,063
61-90 days	2,070	2,080
Over 90 days	1,843	1,305
	8,912	15,910



Notes to the Unaudited Condensed Consolidated Financial Statements

16. SHARE CAPITAL

	Number of ordinary shares at 30 June 2024 '000 (Unaudited)	Carrying amount at 30 June 2024 HK\$'000 (Unaudited)	Number of ordinary shares at 31 December 2023 '000 (Audited)	Carrying amount at 31 December 2023 HK\$'000 (Audited)
Ordinary shares of HK\$0.01 each				
Authorised:				
At the beginning/end of the reporting period/year	12,000,000	120,000	12,000,000	120,000
Issued and fully paid:				
At the beginning/end of the reporting period/year	1,200,000	12,000	1,200,000	12,000

17. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the unaudited condensed consolidated interim financial statements, the Group entered into the following transactions with related parties:

	For the six months ended 30 June	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Purchase from a related company – Waldo Hotel Limited (“ Waldo Hotel ”) (Note i)	5,931	4,583
Revenue generated from a related company – Waldo Hotel (Note i)	133	11,768
Software maintenance fee paid to a related company – Gamsun Information Technology Limited (“ Gamsun ”) (Note ii)	117	117

Notes:

- (i) Mr. Choi was a director of Waldo Hotel up to 26 June 2022 and Ms. Zou Shuer, an executive Director of the Company, was appointed as a director of Waldo Hotel from 27 June 2022.
- (ii) Ms. Zou Shuer is the beneficial owner of Gamsun.



Management Discussion and Analysis

BUSINESS REVIEW AND PROSPECTS

The Company has successfully listed its shares (the “**Shares**”) on GEM of the Stock Exchange (the “**Listing**”) on 26 September 2019 (the “**Listing Date**”).

The Group is a licensed travel agent that primarily focuses on the provision of travel services and a car rental services provider in Macau, the PRC and Hong Kong. The Group derived its revenue from (i) sales and distribution of air tickets and hotel rooms; (ii) sales and provision of ancillary travel-related products and services; (iii) provision of car rental services in Macau; (iv) cross-border car rental services between Macau and Hong Kong; and (v) sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concerts and shows.

Macau’s economy experienced a cyclical upswing in 2023 and recorded growth in the first quarter of 2024. However, external headwinds, policy uncertainty, and the lingering effects of COVID-19 led to uneven economic performance, particularly in the retail and catering sectors. This resulted in instability in Macau’s tourism industry. Consequently, the Group’s business and financial performance was adversely affected for the six months ended 30 June 2024. The Directors will continue to closely monitor the risks and opportunities presented by Macau’s tourism industry.

Apart from the business in Macau, the Group has explored the business in Hong Kong. On 22 March 2023, a subsidiary of the Company, namely Ying Hai Tourism Company Limited (瀛海旅遊有限公司), obtained a Travel Agent Licence (旅行代理商牌照) in Hong Kong issued by the Travel Industry Authority (旅遊業監管局).

The Group’s strategic objective is to strengthen its established market position in the Macau’s travel industry in order to generate profits and investment returns for the Company’s shareholders and drive sustainable growth in the future. To do so, the Group plans to strategically look for opportunities to cooperate with more hotel operators, other travel agents and corporate customers in Macau. The Group intends to enter into agreements with more hotel operators to include mid- and high-tier hotel rooms with a view to increasing the number of available hotel rooms and expanding its hotel base so as to attract business travellers and high spending customers and increasing the Group’s market share, and thereby generating a higher sales volume and higher revenue from the Group’s other services, such as car rental services. Also, the Group will consider to expand the tourism business to the PRC. During the six months ended 30 June 2024, the Group also engaged in the sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concerts and shows so as to expand the source of revenue in addition to sales and distribution of hotel rooms and vehicle leasing of the Group to capture income sources related to the tourism industry in Macau. The Group believes that this can bring synergy to its existing travel business of sales and distribution of hotel rooms and car rental services.

In addition, as disclosed in the Company’s announcement dated 3 May 2021 (the “**2021 Announcement**”), the Group entered into a cooperation agreement with a concert promotor (the “**Concert Promotor**”) for cooperating the organisation and sponsoring eight singing concerts held in the PRC by a well-known singing artist (the “**Singing Concerts**”). The eight Singing Concerts were originally scheduled to be held in Beijing, Shenzhen, Shanghai and Chengdu of the PRC from August 2021 to November 2021. However, due to the COVID-19 Pandemic (the “**Pandemic**”) in the PRC and the stringent anti-epidemic measures imposed by the PRC government, the Singing Concerts were postponed to the second half of 2022 and further postponed to 2023. As of 31 December 2023, all the eight Singing Concerts have been successfully held, with the concerts originally scheduled to be held in Chongqing being relocated to Shenzhen. In addition, the Group has completed four shows titled “Australia’s Thunder From Down Under (澳洲雷霆猛男秀)” (the “**Thunder From Down Under**”) in Macau, South Korea, Thailand and Taiwan and two shows titled “Disney in Concert” in Macau and the PRC before 31 December 2023.

For the six months ended 30 June 2024, the Group further completed three shows of the Thunder From Down Under in Macau, Taiwan and Korea. The Group also organised one concert titled “Gary 曹格「我為歌狂」演唱會” in Macau, one concert titled “周湯豪 REALIVE” in Macau and one event titled “2024寵生活週末市集”. Additionally, the Group participated in one Macau government event, titled “大灣區國際體育商業峰會”.





Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group's revenue increased significantly by approximately 33.4% from approximately HK\$36.2 million for the six months ended 30 June 2023 to approximately HK\$48.3 million for the six months ended 30 June 2024. The significant increase in revenue was mainly attributable to the increase in revenue generated from the sales and distribution of hotel rooms.

Cost of sales

The Group's cost of sales mainly comprised (i) cost of hotel rooms; (ii) distribution service fees; (iii) cost of car rental services and (iv) cost of show and event. For the six months ended 30 June 2023 and 2024, the cost of sales amounted to approximately HK\$26.8 million and HK\$43.5 million, respectively, representing a significant increase of approximately 62.3% during the period as compared to that of the previous period. Such increase was mainly driven by the increase in sales from the sales and distribution of hotel rooms, sales of show and event tickets and the provision of car rental services.

Gross profit

The Group's gross profit for the six months ended 30 June 2024 amounted to approximately HK\$4.8 million, representing a decrease of approximately 48.9% as compared to approximately HK\$9.4 million for the six months ended 30 June 2023. The significant decrease in gross profit was mainly attributable to the decrease in the gross profit generated from sales and distribution of hotel rooms which was mainly driven by fierce competition in the hotel industry.

Other income and gains

The Group's other income and gains decreased from approximately HK\$0.3 million for the six months ended 30 June 2023 to approximately HK\$0.2 million for the six months ended 30 June 2024. The decrease in other gain and income was mainly due to the decrease in government grants received during the six months ended 30 June 2024.

Administrative expenses

The Group's administrative expenses mainly comprised employee benefits expenses, depreciation expenses, rental and related expenses, office expenses, motor vehicle expenses, professional fees and advertising and promotion expenses. The Group's administrative expenses increased from approximately HK\$6.6 million for the six months ended 30 June 2023 to approximately HK\$12.0 million for the six months ended 30 June 2024, representing an increase of approximately 81.8%. The increase in administrative expenses was mainly attributable to the increase in employee benefits expenses and sponsorship expenses.

Income tax expenses

The Group had no income tax expenses for the six months ended 30 June 2024 and 2023.

Finance costs

The Group's finance costs were relatively stable at approximately HK\$0.1 million for the six months ended 30 June 2023 and 2024, respectively.



Management Discussion and Analysis

(Loss)/profit for the period

The Group recorded a loss of approximately HK\$5.9 million for the six months ended 30 June 2024 as compared to a profit of approximately HK\$3.0 million for the six months ended 30 June 2023. The loss was mainly attributable to (i) the decrease in gross profit generated from sales and distribution of hotel rooms which was mainly driven by fierce competition in the hotel industry; and (ii) the increase in administrative expenses, which was mainly due to the increase in employee benefits expenses and sponsorship expenses.

Use of net proceeds from the Listing

The net proceeds (the “**Net Proceeds**”) from the Listing, after deducting the actual underwriting fees and expenses paid by the Company, amounted to approximately HK\$39.3 million. The intended use of proceeds were more particularly set out in the section headed “Future Plans and Use of Proceeds” in the prospectus of the Company dated 13 September 2019 (the “**Prospectus**”) and subsequently the Board resolved to revise the intended use of proceeds on 3 May 2021, which was disclosed in the 2021 Announcement. The unutilised Net Proceeds brought forward from 31 December 2023 was in the amount of approximately HK\$3.9 million. The particulars of the use of proceeds from the Listing Date up to 30 June 2024 are set forth below:

	Adjusted use of Net Proceeds as stated in the 2021 Announcement (HK\$'000)	Actual amount of Net Proceeds utilised from the Listing Date to 31 December 2023 (HK\$'000)	The amount of Net Proceeds utilised during the six months ended 30 June 2024 (HK\$'000)	Actual amount of Net Proceeds utilised as at 30 June 2024 (HK\$'000)	Unutilised amount of the Net Proceeds as at 30 June 2024 (HK\$'000)	Expected timeline for the intended use of the unutilised Net proceeds
Expansion of car fleet	3,965	3,965	—	3,965	—	—
Corporate with more hotel operators	6,480	2,558	—	2,558	3,922	December 2024
Increase our marketing and expansion of our sales channel	2,319	2,319	—	2,319	—	—
Improve the efficiency of our operation	1,485	1,485	—	1,485	—	—
Expand our workforce	824	824	—	824	—	—
General working capital	1,080	1,080	—	1,080	—	—
Cooperating with the organiser of shows and events	22,186	22,186	—	22,186	—	—
Expansion of tourism business to the PRC	957	957	—	957	—	—
Total	39,296	35,374	—	35,374	3,922	

As disclosed in the 2021 Announcement, the Group’s financial performance and condition were affected by the Pandemic since 2020. In view of the adverse impact of the Pandemic on the Group’s business, the Board resolved to adjust the business strategies in order to diversify business operations risk and to cope with the economic uncertainty in the future by reallocating the then unutilised Net Proceeds from the Listing. For further details in relation to the reallocation, please refer to the 2021 Announcement.

All the unutilised balances were placed in licensed banks in Macau and Hong Kong.



Management Discussion and Analysis

Comparison of business strategies and actual business progress

An analysis comparing the business objectives as set out in the Prospectus with the Group's actual business progress for the period from the Listing Date to the date of this report is set out below:

Business strategies as stated in the Prospectus, the 2021 Announcement and this report	Actual business progress up to date of this report
Expand of our car fleet	Up to the date of this report, the Group has purchased 17 new motor vehicles for the provision of point-to-point cross-border transportation services and car rental services in Macau. We will consider market demand in Macau to adjust the progress of our expansion plan of car fleet.
Cooperate with more hotel operators	We are in the progress of identifying popular and quality hotels to cooperate with.
Cooperating with the organiser of shows and events	As disclosed in the 2021 Announcement, we will cooperate with the organiser of shows and events by sponsoring shows and events held in the PRC, Macau and Asia of well-known stars and artists, subject to market demand in the PRC, Macau and Asia.
Expansion of tourism business to the PRC	As disclosed in the 2021 Announcement and elsewhere of this report, the Group plans to expand its tourism business to the PRC and Hong Kong in order to diversify its business. We are in the progress of identifying tourism business opportunities in the PRC and Hong Kong.

Principal risks and uncertainties in achieving our business strategies

During the period under review, the Group faced certain risks and uncertainties in achieving our business strategies in accordance with the use of proceeds plan as set out in the Prospectus and the 2021 Announcement as follows:

- (1) The Pandemic has severely affected the travel and tourism industry of Macau after the imposition of the travel restrictions by the Macau and the PRC governments and sluggish consumers' sentiment. Travel restrictions and lock-down in Macau, the PRC and Hong Kong may re-occur or even tighten up again in the future and thus the outlook of the travel industry remains uncertain and thus, the Group will strategically adhere to the business plan and will actively search for deals and other business opportunities to stabilize the impact of the Pandemic to the Group's business;
- (2) The Group may fail to find hotel operators with attractive terms to cooperate with to achieve our expansion plans;
- (3) When achieving our business plans, timing is of the essence. The Group may fail to grasp the business trend to determine the optimal time to enter the market or expand our new sales channel; and
- (4) In an increasingly volatile and complex business environment, the Group may face change in consumer behaviour and high competition when we launch our business plan.

In order to alleviate the above risks and uncertainties in achieving the Group's business strategies, the Group will ensure that its business plans are as resilient as possible to meet these challenges based on market conditions. The Group will carefully look at the business trends as well determine if there is a strong entrepreneurial environment for us to lean on.



Management Discussion and Analysis

PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties faced by the Group, which may materially and adversely affect our business, financial condition or results of operations:

1. The Group's business and operation have been seriously affected by Pandemic and the resulting lock-down, travel restrictions and suspension of work in Macau, the PRC, Hong Kong. The number of tourists visiting Macau significantly decreased for a prolonged period due to the Pandemic prior to the launch of the Relaxation Policy. Despite that the Relaxation Policy was launched in early 2023, there is no assurance that the number of tourists visiting Macau and Macau's economy will recover to the level prior to the level in the pre-pandemic era.
2. The Group's revenue was mainly derived from Macau and the Group's sales performance is susceptible to changes in Macau as well as the PRC policies and economic environment.
3. Customers may delay payment or default payment, yet the Group may be required to pay for the hotel rooms and the Group may bear the cost.
4. The Group's major suppliers might opt to deal with the Group's customers directly, alternatively the Group's travel agent customers may source hotel rooms from each other, thereby bypassing the Group.
5. Historically, the Group's revenue was generated from the sales and distribution of hotel rooms from certain hotel operators in Macau (the "Hotel Operators"), and the Group's business and results of operation may be adversely affected if (i) the Hotel Operators terminate or refuse to renew the relevant agreement or (ii) the renewed terms become less favourable to the Group.
6. The Group is committed to secure a guaranteed number of hotel rooms at pre-determined room rates with various hotels operators. The Group may suffer from a decrease in profits or record a loss from the sales and distribution of the guaranteed hotel rooms if the Group is unable to sell and distribute the hotel rooms at rates higher than its respective pre-determined room rates or if hotels operators reduce the number of hotel rooms sold to the Group.
7. If the Group is unable to obtain and maintain adequate parking spaces at reasonable costs, the Group's growth opportunities may be adversely affected.

EMPLOYEES AND REMUNERATION POLICY

The Directors believe that employees are an important asset to the Group and the quality of the employees is an important factor in sustaining the Group's business growth and improving its profitability. The Group's remuneration package is structured with reference to the individual performance, working experience and prevailing salary levels in the market. In addition to basic salary and contributions to the mandatory provident fund, staff benefits also include medical insurance scheme and the options which can be issued under the Scheme (as defined below). The remuneration package of employees is reviewed on a regular basis.

As at 30 June 2024, the Group had a total of 83 employees (30 June 2023: 86 employees). The Group's staff costs, including Directors' emoluments, amounted to approximately HK\$10.3 million for the six months ended 30 June 2024 (30 June 2023: approximately HK\$3.0 million). This increase was primarily due to the introduction of a bonus scheme for staff and an increase in the number of employees. The Group continues to determine employee remuneration with reference to prevailing market conditions and based on factors such as performance, qualifications, and years of experience.



Management Discussion and Analysis

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

There was no material acquisition or disposal of subsidiaries, associate companies or joint ventures during the six months ended 30 June 2024 (30 June 2023: Nil) and up to the date of this report.

SIGNIFICANT INVESTMENTS HELD

The Group had no significant investments held as at and during the six months ended 30 June 2024.

As at 31 December 2023, the Group's significant investment comprised financial assets at fair value through profit or loss. The following table sets forth the movement of our financial assets at fair value through profit or loss and its size relative to the Group's total assets as at/for the year ended 31 December 2023:

For the year ended/As at 31 December 2023							
Significant Investment	Investment cost HK\$'000	Fair value at beginning of the year HK\$'000	Fair value loss recognised HK\$'000	Settlement HK\$'000	Transferred to trade receivables HK\$'000	Fair value at end of the year HK\$'000	Percentage of fair value to the Group's total assets at end of the year
Financial assets at fair value through profit or loss (Note)	24,069	25,003	(1,056)	(15,826)	(8,121)	—	—

Note: The financial assets at fair value through profit or loss represented investment in concerts. On 3 May 2021, Ying Hai Entertainment Culture Company Limited (瀛海娛樂文化有限公司), being a wholly-owned subsidiary of the Company, entered into a cooperation agreement (the "**Cooperation Agreement**") with a concert promoter (the "**Concert Promoter**") for cooperating the organisation and sponsoring the singing concerts held in the PRC by a well-known singing artist. Pursuant to the Cooperation Agreement, the Group will be entitled to 20% of income, including ticketing and sponsorship income, generated from the concerts while the Concert Promoter will be entitled to 80% of the income generated from the concerts. For further details of the Cooperation Agreement, please refer to the 2021 Announcement. To the best knowledge, information and belief of the Directors, the business scope of the Concert Promoter included organising arts and culture exchanges, organising convention and exhibition activities, designing, producing, dealing and distributing advertisement, conducting marketing survey, conducting business planning, importing and exporting of goods and services and providing performing arts brokerage services.

For the latest progress of the concerts and future prospects of our investment in concerts, please refer to the paragraph headed "Management Discussion and Analysis — Business Review and Prospects" in this report.



Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES

Capital structure

There has been no material change in the share capital structure of the Company during the six months ended 30 June 2024. During the six months ended 30 June 2024, the Group did not hold or sell any treasury shares.

Cash position

The cash and cash equivalents and bank deposits with maturity dates over three months (the “**Total Bank Balances**”) decreased from approximately HK\$9.3 million as at 31 December 2023 to approximately HK\$7.9 million as at 30 June 2024. The decrease in cash and cash equivalents and bank deposits was mainly driven by net cash outflows from operating activities and financing activities for the six months ended 30 June 2024. Among the Total Bank Balances of HK\$7.9 million as at 30 June 2024:

1. approximately of HK\$5.2 million (as at 31 December 2023: approximately of HK\$6.6 million) represented cash and cash equivalents of the Group; and
2. approximately HK\$2.7 million (as at 31 December 2023: approximately HK\$2.7 million) represented bank deposits with maturity dates over three months of the Group, which were placed in a bank to secure general banking facilities in support of guarantees in favour of the suppliers of the Group and to the Macau and Hong Kong governments to obtain travel agent licences in Macau and Hong Kong, respectively.

Borrowings and lease liabilities

As at 30 June 2024, the total borrowings and lease liabilities of the Group, all of which were denominated in Hong Kong dollars, amounted to approximately HK\$2.8 million (as at 31 December 2023: approximately HK\$3.4 million) and outstanding committed banking facilities amounted to approximately HK\$1.7 million (as at 31 December 2023: approximately HK\$1.7 million). In particular:

1. approximately HK\$1.7 million (as at 31 December 2023: approximately HK\$1.7 million) represented the bank borrowings which bore a fixed rate ranging at 2.5% per annum as at 30 June 2024 (as at 31 December 2023: at 3.4% per annum). The bank borrowings with carrying amount of approximately HK\$1.7 million as at 30 June 2024 (as at 31 December 2023: approximately HK\$1.7 million) were secured by properties included in the property, plant and equipment with net carrying amount of approximately HK\$2.3 million as at 30 June 2024 (as at 31 December 2023: approximately HK\$2.3 million); and
2. approximately HK\$1.1 million (as at 31 December 2023: approximately HK\$1.7 million) represented lease liabilities of the leases available for use by the Group, carrying an interest rate ranging from 4.3% to 8.0% per annum (as at 31 December 2023: ranging from 4.3% to 8.0% per annum).





Management Discussion and Analysis

Pledge of assets

As at 30 June 2024, the Group's bank deposits with maturity dates over three months with amount of approximately HK\$2.7 million (as at 31 December 2023: approximately HK\$2.7 million), have been pledged to secure general banking facilities granted to the Group and guarantees issued to the suppliers of the Group as general trade deposits and to the Macau government to obtain travel agent licence in Macau.

As at 30 June 2024, the Group's has pledged properties with carry amount of approximately HK\$2.3 million (as at 31 December 2023: approximately HK\$2.3 million) to secure bank borrowings with carrying amounts of approximately HK\$1.7 million (as at 31 December 2023: approximately HK\$1.7 million). The properties represented the carparking space that located in Macau.

Gearing ratio

As at 30 June 2024, the gearing ratio of the Group was approximately 37.3% (as at 31 December 2023: approximately 10.0%). The gearing ratio is calculated based on the borrowings and lease liabilities divided by the equity attributable to owners of the Company at the end of the respective period or year.

DIVIDEND

No interim dividend has been declared or proposed by the Company for the six months ended 30 June 2024 (for the six months ended 30 June 2023: Nil).

COMMITMENTS

As at 30 June 2024, the Group did not have any significant capital commitment (as at 31 December 2023: approximately HK\$0.8 million).

CONTINGENT LIABILITIES

As at 30 June 2024, the Group had no significant contingent liabilities (as at 31 December 2023: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group operates in Macau, Hong Kong and the PRC with majority of the transactions being settled in MOP, HK\$, USD, SGD and RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to foreign exchange risk in respect of HK\$ against MOP, SGD and USD as long as these currencies are pegged.

The transactions and monetary assets and liabilities denominated in RMB are minimal, thus the Group considers there is no significant foreign exchange risk in respect of RMB.

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arises.



Management Discussion and Analysis

TREASURY AND RISK MANAGEMENT

The Directors will continue to follow a prudent policy in managing the Group's cash and maintaining a strong and adequate liquidity to ensure that the Group is well placed to take advantage of future growth opportunities. As at 30 June 2024, the Group's credit risk is primarily attributable to trade receivables, deposits paid and other receivables, bank deposits with original maturity over three months and cash and cash equivalents. At 30 June 2024, the Group's maximum exposure to credit risk which may cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the unaudited condensed consolidated statement of financial position.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this report, the Group did not have other plans for material investments and capital assets as at 30 June 2024.

CORPORATE GOVERNANCE PRACTICE

The Board recognises that transparency and accountability are the cornerstones of the Company's corporate governance. Therefore, the Company is committed to maintaining high standards of corporate government in order to uphold the transparency of the Group and safeguard interests of our shareholders. The Company has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix C1 (formerly Appendix 15) to the GEM Listing Rules. In the opinion of the Board, the Company has in all material respects complied with the CG Code for the six months ended 30 June 2024, except for the deviations of paragraph C.2.1 of part 2 of the CG Code, which is explained in the paragraph below.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Paragraph C.2.1 of part 2 of the CG Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Choi Wai Chan ("Mr. Choi") is currently the chairman and the chief executive officer of the Company. Considering that Mr. Choi has been operating and managing the Group since 2014 until his resignation in August 2022 (in which Mr. Choi was re-appointed in May 2023, the details of which are set out in the Company's announcements dated 19 May 2023 and 25 May 2023) and his expertise in the travel industry, the Board believes that it is in the best interest of the Group to have Mr. Choi taking up both roles for effective management and business development. Furthermore, all major decisions of the Company are discussed by the Board, the Board committees and the senior management. The Board also considers that since the members of the Board include competent and independent non-executive Directors, this structure would not impair the balance of power and authority between the Board and its management in the business of the Group. Therefore, the Board considers that the deviation from paragraph C.2.1 of part 2 of the Code is appropriate in such circumstance and in the interest of the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the six months ended 30 June 2024 and up to the date of this report, none of the Directors or the controlling shareholders or their close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the six months ended 30 June 2024 and up to the date of this report.





Management Discussion and Analysis

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

At 30 June 2024, 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 its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) which were required to be notified to the Company and the Stock Exchange under 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 as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

Long positions in the Shares

Name of Director	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Choi Wai Chan ^(Note)	Interest of controlled corporation	900,000,000	75.0%

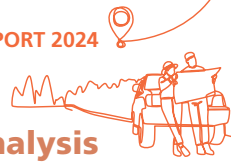
Note:

These 900,000,000 Shares are held by Silver Esteem Limited, a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Choi Wai Chan. Therefore, Mr. Choi Wai Chan is deemed to be interested in all the Shares held by Silver Esteem Limited for the purpose of the SFO. Mr. Choi Wai Chan is the sole director of Silver Esteem Limited.

Long positions in the shares of associated corporation

Name of Director	Name of associated corporation	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Choi Wai Chan	Silver Esteem Limited	Beneficial owner	1	100.0%

Save as disclosed above and so far as is known to the Directors, at 30 June 2024, none of the Directors and 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 corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.



Management Discussion and Analysis

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

At 30 June 2024 and so far as is known to the Directors, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Long positions in the Shares

Name of shareholder	Capacity	Number of ordinary shares interested	Percentage of shareholding
Silver Esteem Limited	Beneficial owner <i>(Note 1)</i>	900,000,000	75.0%
Ms. Wong Pui Keng	Interest of spouse <i>(Note 2)</i>	900,000,000	75.0%

Notes:

1. Silver Esteem Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Choi Wai Chan. Therefore, Mr. Choi Wai Chan is deemed to be interested in all the Shares held by Silver Esteem Limited for the purposes of the SFO. Mr. Choi Wai Chan is the sole director of Silver Esteem Limited.
2. Ms. Wong Pui Keng is the spouse of Mr. Choi Wai Chan. She is deemed to be interested in all the Shares in which Mr. Choi Wai Chan is interested under the SFO.

Save as disclosed above, at 30 June 2024, the Directors were not aware of any interests or short positions of any persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company to be kept under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company had adopted a share option scheme (the “**Scheme**”) on 3 September 2019. During the six months ended 30 June 2024 and up to the date of this report, no option had been granted, agreed to be granted, exercised, cancelled, forfeited or lapsed under the Scheme.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares. Having made specific enquiry with all the Directors, all Directors have confirmed that they have complied with the required standard of dealing and the code of conduct for securities transactions by the Directors during the six months ended 30 June 2024 and up to the date of this report.





Management Discussion and Analysis

EVENT AFTER REPORTING PERIOD

There is no material event happened after 30 June 2024 and up to the date of this report with requires disclosure.

AUDIT COMMITTEE

The Company has established the audit committee (the “**Audit Committee**”) pursuant to a resolution of the Directors passed on 3 September 2019 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with paragraph D.3.3 of part 2 of the CG Code has been adopted. Among other things, the primary duties of the Audit Committee are to make recommendations to the Board on the appointment or reappointment and removal of external auditor; review financial statements of the Company and judgments in respect of financial reporting; and oversee the effectiveness of the internal control procedures of the Group. The Audit Committee consists of three independent non-executive Directors, namely Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto. Mr. Hu Chung Ming is the chairman of the Audit Committee. The auditor of the Company has not reviewed or audited the condensed consolidated financial statements for the six months ended 30 June 2024 but the Audit Committee has reviewed the unaudited condensed consolidated financial statements for the six months ended 30 June 2024 and is of the opinion that the preparation of the condensed consolidated financial statements for the six months ended 30 June 2024 complies with the applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

By order of the Board
Ying Hai Group Holdings Company Limited
Choi Wai Chan
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 26 August 2024

As at the date of this report, the executive Directors are Mr. Choi Wai Chan and Ms. Zou Shuer; and the independent non-executive Directors are Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto.

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