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JIADING INTERNATIONAL GROUP HOLDINGS LIMITED

嘉鼎國際集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08153)

**ANNOUNCEMENT OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024**

The board of directors (the “**Board**”) of Jiading International Group Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) hereby announces the unaudited interim results of the Group for the six months ended 30 September 2024. This announcement containing the full text of the 2024 interim report of the Company (the “**2024 Interim Report**”), complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

Printed version of the 2024 Interim Report containing the information required by the GEM Listing Rules will be despatched to the shareholders of the Company in due course.

By Order of the Board
Jiading International Group Holdings Limited
Au Yeung Yiu Chung
Company Secretary

Hong Kong, 29 November 2024

As of the date of this announcement, the executive Director is Mr. Mou Zhongwei; and the independent non-executive Directors are Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange 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 announcement 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 announcement misleading.

This announcement will remain on the website of the Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.jiadingint.com.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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This report, for which the directors (the “Director(s)”) of Jiading International Group Holdings Limited (the “Company”) 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.

香港聯合交易所有限公司(「聯交所」)GEM之特色

GEM之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣之證券可能會較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

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本報告乃按照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關嘉鼎國際集團控股有限公司(「本公司」)之資料，本公司各董事(「董事」)願就本報告所載資料共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份，以及本報告並無遺漏其他事項，致使本報告所載之任何陳述或本報告有所誤導。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

Overview

During the six months ended 30 September 2024 (the "Period") under review, the Group recorded a revenue of approximately HK\$36.6 million, representing a significant decrease of approximately 15.1%, when compared to that of approximately HK\$43.1 million achieved for the six months ended 30 September 2023 (the "Preceding Period"), which was mainly derived from its advertising services, sales of new energy batteries and sales of health care products business. No revenue was recorded from the sales of new energy off-road vehicles for the Period.

The Group recorded a loss for the Period of approximately HK\$27.0 million, as compared to the amount of approximately HK\$8.0 million for the Preceding Period, which was mainly attributable to the decrease of gross profit margin and the significant increase of distribution costs and administrative expenses for the Period.

Advertising

The Group continued to maintain its sales and marketing team for this business segment. The team has been worked in advertising enterprises and possess an extensive clientele network and are also experienced in advertisement design and planning.

In the year, the Group has offered value-added services to its clients annual advertising solutions on various media platforms such as advertising on mass transportation and social media, which has sharpened its competitive edge for successfully retaining its existing clients while expanding its client base by clients' referrals. Thanks to strong brand equity, the Group has been able to maintain stable client base with high degree of customer loyalty, while also attracting new customer segments and entering new markets this year.

管理層討論及分析

業務及財務回顧

概覽

於截至二零二四年九月三十日止六個月回顧期間（「本期間」），本集團錄得收入約36.6百萬港元，較截至二零二三年九月三十日止六個月（「先前期間」）達致的約43.1百萬港元大幅減少約15.1%，乃主要由廣告服務、銷售新能源電池及銷售保健品業務產生。本期間概無錄得銷售新能源非道路汽車的收入。

本集團錄得本期間虧損約27.0百萬港元，而先前期間則錄得約8.0百萬港元，乃主要由於本期間毛利率減少以及分銷成本及行政開支大幅增加所致。

廣告

本集團繼續維持該業務分部的銷售及營銷團隊。該團隊曾在廣告企業工作，擁有廣泛的客戶網絡，亦擁有廣告設計及策劃方面的經驗。

本年度，本集團通過於各種媒體平台上向客戶提供年度廣告解決方案來提供增值服務，如於大眾交通及社交媒體上刊登廣告，提升了競爭優勢以在透過客戶推介擴大客戶基礎的同時成功留住現有客戶。由於品牌資產強大，本集團能夠維持穩定的客戶基礎和較高的客戶忠誠度，同時亦於本年度吸引新客戶群並打入新市場。

During the Period, the Group's advertising services business recorded a revenue of approximately HK\$34.8 million, as compared to that of approximately HK\$35.4 million, recorded in the Preceding Period representing a decrease of approximately 1.7%. It was mainly result from weak market sentiments during the Period.

The Group would closely monitor the existing operations of this segment by deploying proportionated resources to maintain a steady operation with a view to capturing the business opportunities in the second half of the year.

New energy batteries

Hainan Weishi New Energy Technology Company Limited (海南唯時新能源科技有限公司) ("Weishi New Energy"), the wholly-subsiary of the Company, has specializing on the development of super-fast charging batteries and provision of application-oriented solutions for various industries such as urban logistics, micro electric vehicles, commercial drones, power tools, etc.

The corporate mission of Weishi New Energy is to establish itself as the World's leading supplier of graphene battery fast charging solutions and a smart manufacturer of alkene carbon composite material batteries. Due to the rapid advancements in the battery technology, the Group plans to upgrade its existing graphene batteries this year to enhance market competitiveness and drive higher growth.

The Group is still developing a new sales strategy and making internal adjustments to battery technology, with total revenue of approximately HK\$0.1 million recorded during this period.

於本期間，本集團的廣告服務業務錄得收入約34.8百萬港元，較先前期間錄得的收入約35.4百萬港元減少約1.7%。此乃主要由於本期間市場氣氛疲弱所致。

本集團將密切監察此分部的現有營運，按比例調配資源以維持穩定營運，以期把握下半年的商機。

新能源電池

本公司全資子公司海南唯時新能源科技有限公司（「唯時新能源」）專注於打造超級快充電池，為城市物流、微型電動車、商用無人機、電動工具等多個行業提供應用解決方案。

唯時新能源的企業使命是成為全球領先的石墨烯電池快充解決方案供應企業、烯碳複合材料電池智慧製造企業。由於電池技術日新月異，本集團計劃於本年度升級現有石墨烯電池，以提升市場競爭力及推動更高增長。

本集團仍在制定新的銷售策略並對電池技術進行內部調整，本期間錄得收入總額約0.1百萬港元。

New energy off-road vehicles

During the Period under review, no revenue was recorded from the sales of new energy off-road vehicles.

The Group has carefully reviewed its business model during the review period and is considering adjustments to the existing strategy of this division to integrate current operational scale and maintain stable operations. At the same time, it is actively redesigning off-road vehicles, including tour car, golf cart, off-road sweeper, hunting vehicles, etc. to enhance competitiveness in line with market demands.

With recent efforts from the mainland to encourage cities to increase financial support and implement tailored policies such as operational subsidies, road rights, electricity incentives, and low-carbon emission zones, it is believed that these measures will generate revenue for the group in the near future.

Health care products

Zixing Health Technology (Shenzhen) Co. Ltd. (紫星健康科技(深圳)有限公司) (“Zixing Health”) is a company specializing on the research, manufacture and sales of health care products incorporating the use of small molecule oligopeptides, graphene and far infrared light waves technologies. Its products include small molecule peptides health supplements and graphene far infrared sauna room. The corporate mission of Zixing Health is to perfectly integrate traditional Chinese medicine with modern hightech equipment, and continue to focus on the research and development of new technologies, new applications, and new products to inject new impetus into the health industry and strive to become the leader in the light wave energy health care industry.

新能源非道路汽車

於回顧期內，概無錄得銷售新能源非道路汽車的收入。

於回顧期內，本集團已審慎檢討其業務模式，並正考慮調整該分部的現有策略，以整合目前的經營規模及維持穩定營運。同時，本集團積極重新設計非道路汽車，包括旅遊車、高爾夫球車、非道路清掃車、狩獵車等，以根據市場需求提升競爭力。

近期內地鼓勵各城市加大財政支持力度，並落實營運補貼、路權、電力獎勵及低碳排放區等針對性政策，相信該等措施將於短期內為本集團帶來收入。

保健品

紫星健康科技(深圳)有限公司(「紫星健康」)為一間專注於研究、製造及銷售採用小分子低聚肽、石墨烯遠紅外光波能量技術的保健品的公司。其產品包括小分子肽保健品和石墨烯遠紅外光波能量房。紫星健康的企業使命是將中華傳統醫學與現代高科技設備完美融合，持續不斷的圍繞新技術、新應用、新產品的研發，為大健康產業注入新的推動力，致力成為光波能量康養行業的領航者。

During the Period under review, Zixing Health recorded a revenue of approximately HK\$1.6 million as compared to that of approximately HK\$3.2 million, recorded in the Preceding Period representing a decrease of approximately 50.0%. It was mainly result from weak market sentiments during the Period.

Administrative expenses

During the Period under review, the Group's administrative expenses significantly increased by approximately 98.5% to approximately HK\$26.2 million, as compared to that of approximately HK\$13.2 million for the Preceding Period, which was primarily attributable to the increase of PRC's vehicle design fee and consultancy fee regarding to the existing business nature.

Finance costs

The Group's finance costs remain unchanged at approximately HK\$1.0 million, as compared to the Preceding Period.

Loss and total comprehensive expense for the period

The Group recorded a loss and total comprehensive expense for the Period of approximately HK\$27.0 million and HK\$26.3 million, respectively, as compared to a loss and total comprehensive expense of approximately HK\$8.0 million and approximately HK\$5.5 million, respectively for the Preceding Period. The increase in loss was primarily attributable to the decrease of gross profit margin and the significant increase of distribution costs and administrative expenses for the Period.

於回顧期內，紫星健康錄得收入約1.6百萬港元，較先前期間錄得的約3.2百萬港元減少約50.0%。這主要由於本期間市場氣氛疲弱所致。

行政開支

於回顧期間，本集團的行政開支較先前期間的約13.2百萬港元大幅增加約98.5%至約26.2百萬港元，此乃主要由於中國汽車設計費及顧問費因現有業務性質而增加所致。

融資成本

與先前期間比較，本集團的融資成本維持不變，約為1.0百萬港元。

期內虧損及全面開支總額

本集團於本期間錄得虧損及全面開支總額分別約27.0百萬港元及26.3百萬港元，而先前期間則為虧損及全面開支總額分別約8.0百萬港元及約5.5百萬港元。虧損增加主要是由於本期間毛利率下降以及分銷成本及行政開支大幅增加所致。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group finances its operations primarily with internally generated cash flow, equity financing and debt financing. As at 30 September 2024, the Group had cash and cash equivalents of approximately HK\$27.3 million, which significantly increased as compared to the Group's cash and cash equivalents of approximately HK\$6.7 million as at 31 March 2024. Such increase was primarily attributable to the Group's rights issue activities dated 25 September 2024, please refer to the Company's announcements dated 28 June 2024, 23 August 2024 and 11 September 2024 for details. As such, the Group's current ratio, being calculated on the basis of current assets over current liabilities, was approximately 1.9, which was lower than the Group's current ratio of approximately 2.7 as at 31 March 2024. The present current ratio is considered by the Group to be at an acceptable level. The Group will continue to follow a prudent treasury policy in managing its bank balances and cash and maintain healthy liquidity to ensure that the Group is well positioned to achieve its current business objectives and strategies.

As at 30 September 2024, the Group had outstanding borrowings of approximately HK\$17.2 million, representing an increase of approximately HK\$1.1 million when compared to the Group's outstanding borrowings of approximately HK\$16.1 million as at 31 March 2024. The Group's borrowings primarily comprise unsecured loans of approximately HK\$12.1 million, bonds and interest payables of approximately HK\$0.7 million and promissory note of approximately HK\$4.4 million. The borrowings are denominated in Hong Kong dollars and Renminbi and are at fixed interest rates. The gearing ratio of the Group, being calculated on the basis of the total borrowings over total assets, was approximately 8.4%, which was lower than that of the Group's gearing ratio of approximately 10.1% as at 31 March 2024. The Group's rights issue activities effective on 26 September 2024 resulted in decreased demand for external financial resources and has decreased the Group's gearing ratio.

流動性、財務資源和資本結構

本集團主要以內部產生的現金流、股權融資及債務融資為其營運提供資金。於二零二四年九月三十日，本集團的現金及現金等價物約為27.3百萬港元，較二零二四年三月三十一日本集團的現金及現金等價物約6.7百萬港元大幅增加。增加的主要原因是本集團於二零二四年九月二十五日進行供股活動，詳情請參閱本公司日期為二零二四年六月二十八日、二零二四年八月二十三日及二零二四年九月十一日的公告。因此，本集團的流動比率以流動資產除以流動負債計算，約為1.9，低於本集團於二零二四年三月三十一日的流動比率約2.7。本集團認為當前流動比率為可接受水平。本集團將繼續遵循審慎的財資政策來管理本集團的銀行結餘及現金，並維持健康的流動資金，以確保本集團有能力實現其當前業務目標及戰略。

於二零二四年九月三十日，本集團的未償還借款約為17.2百萬港元，較本集團於二零二四年三月三十一日的未償還借款約16.1百萬港元增加約1.1百萬港元。本集團的借款主要包括約12.1百萬港元的無抵押貸款、約0.7百萬港元的應付債券和利息以及約4.4百萬港元的承兌票據。借款以港元及人民幣計值並按固定利率計息。本集團的資產負債比率以總借款除以總資產計算，約為8.4%，低於本集團於二零二四年三月三十一日的資產負債比率約10.1%。本集團於二零二四年九月二十六日生效的供股活動導致外部財務資源需求減少，並降低了本集團的資本負債比率。

On 12 April 2024, the Company proposed to (i) implement the share consolidation on the basis that every 20 issued and unissued shares of par value HK\$0.004 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.08 each (the "Share Consolidation"); and (ii) the capital reduction whereby the total number of issued consolidated shares resulting from the Share Consolidation shall be rounded down to the nearest whole number by cancelling any fraction of a consolidated share in the total number of issued consolidated shares of the Company and the reduction of the par value of each issued consolidated share from HK\$0.08 to HK\$0.0001; and (iii) the subdivision of each authorized but unissued share into 40 new shares of par value HK\$0.0001 each (the "Capital Reorganisation"). The Company also proposed to change the board lot size for trading in the Shares from 20,000 Shares to 10,000 new shares conditional upon the Capital Reorganization becoming effective. The Capital Reorganisation was approved by the shareholders of the Company at the special general meeting held on 17 May 2024 and became effective on 21 May 2024. Details of the Capital Reorganisation were set out in the Company's announcements dated 12 April 2024 and 17 May 2024, and circular dated 29 April 2024.

As at 30 September 2024, the Company's issued share capital was approximately HK\$36,683 and the number of its issued ordinary shares was 366,827,260 of par value of HK\$0.0001 each.

於二零二四年四月十二日，本公司建議(i) 實施股份合併，基準為每20股本公司的股本中每股面值0.004港元的已發行及未發行股份合併為一(1)股每股面值0.08港元的合併股份(「股份合併」)；及(ii)股本削減，據此透過註銷本公司已發行合併股份總數中的零碎合併股份將股份合併產生的已發行合併股份總數向下約整至最接近整數，並將每股已發行合併股份的面值由0.08港元削減至0.0001港元；及(iii)將每股法定但未發行股份拆細為40股每股面值0.0001港元的新股份(「股本重組」)。本公司亦建議，待股本重組生效後，將股份買賣之每手買賣單位由20,000股更改為10,000股。股本重組經本公司股東於二零二四年五月十七日舉行的股東特別大會批准，並自二零二四年五月二十一日起生效。有關股本重組之詳情載於本公司日期為二零二四年四月十二日及二零二四年五月十七日之公告及日期為二零二四年四月二十九日之通函。

於二零二四年九月三十日，本公司之已發行股本約為36,683港元，每股面值0.0001港元的已發行普通股數目為366,827,260股。

FUND-RAISING ACTIVITIES

Given the Group's current operating and investment plans, its present financial resources may not be sufficient to accommodate for the Group's operating and investment needs in the upcoming year. In order to maintain sufficient liquidity and resources, on 28 June 2024, the Company entered into a placing agreement with a placing agent, namely, Tiger Faith Securities Limited, for issuing up to 275,120,445 rights shares of the Company (the "Rights Shares") at a price of HK\$0.10 per Rights Share (the "Rights Issue"). The closing price was HK\$0.12 per Share on 28 June 2024, being the date of the placing agreement. On 26 September 2024, completion of the rights issue and placing of a total of 275,120,445 Rights Shares took place and the net price per Rights Share was approximately HK\$0.094. The net proceeds of approximately HK\$25.8 million arose therefrom will be utilized for repayment of debts, working capital of the advertising business, expansion of the healthcare products business, research and development of the new energy battery business, research and development of the new energy off-road vehicles business and general working capital. Details of the Rights Issue were set out in the Company's announcements dated 28 June 2024, 12 August 2024, 9 September 2024, 11 September 2024, 25 September 2024 and 20 November 2024 and the circular dated 26 July 2024.

集資活動

鑑於本集團當前的經營和投資計劃，其目前的財務資源可能不足以滿足本集團來年的經營和投資需要。為維持充足的流動資金及資源，於二零二四年六月二十八日，本公司與配售代理駿達證券有限公司訂立配售協議，按每股供股股份（「供股」）0.10港元的價格，發行最多275,120,445股本公司供股股份（「供股股份」）。於二零二四年六月二十八日（即配售協議日期）的收市價為每股0.12港元。於二零二四年九月二十六日，供股及配售合共275,120,445股供股股份已完成，每股供股股份淨價約為0.094港元。由此所得款項淨額約25.8百萬港元將用作償還債務、廣告業務的營運資金、保健產品業務的擴張、研發新能源電池業務、研發新能源非道路汽車業務及一般營運資金。供股之詳情載於本公司日期為二零二四年六月二十八日、二零二四年八月十二日、二零二四年九月九日、二零二四年九月十一日、二零二四年九月二十五日及二零二四年十一月二十日的公告及日期為二零二四年七月二十六日的通函。

USE OF PROCEED

During the Period, the Group carried out the following equity fund raising exercises and as at 30 September 2024, the actual uses of proceeds are shown as follows:

- (i) As at 30 September 2024, the utilization of the net proceeds amounting to approximately HK\$25.8 million raised from the Rights Issue is set out below:

所得款項用途

於本期間，本集團進行以下股本集資活動，而於二零二四年九月三十日，所得款項的實際用途列示如下：

- (i) 於二零二四年九月三十日，供股所得款項淨額約25.8百萬港元的用途載列如下：

Intended Use	擬定用途	Allocation	Utilization	Remaining Balance	Expected timeline
			as at 30 September 2024		for utilisation of the unused net proceeds
		分配	於二零二四年九月三十日使用	剩餘結餘	動用未動用所得款項淨額的預期時間表
		HK\$'000	HK\$'000	HK\$'000	By
		千港元	千港元	千港元	於下列日期前
Repayment of Debts	償還債務	7,500	-	7,500	31 December 2024 二零二四年 十二月三十一日
Working Capital of Advertising Business	廣告業務營運資金	3,000	-	3,000	31 December 2024 二零二四年 十二月三十一日
Expansion of Healthcare Products Business	拓展保健品業務	3,000	-	3,000	31 December 2024 二零二四年 十二月三十一日
R&D of New Energy Battery Business	新能源電池業務研發	3,000	-	3,000	31 December 2024 二零二四年 十二月三十一日
R&D of New Energy Off-road Vehicles Business	新能源非道路汽車業務研發	3,300	-	3,300	31 December 2024 二零二四年 十二月三十一日
General Working Capital	一般營運資金	6,000	-	6,000	31 December 2024 二零二四年 十二月三十一日
Total:	總計：	25,800	-	25,800	

EXPOSURE TO FLUCTUATION IN EXCHANGE RATE AND TREASURY POLICIES

The majority of the transactions, assets and liabilities of the Group was denominated in Renminbi and Hong Kong dollars. During the Period under review, no financial instruments were used for hedging purpose, and the Group did not commit to any financial instruments to hedge its exposure to exchange rate risk, as the expected exchange rate risk is not significant. The senior management of the Group will continue to monitor the foreign exchange exposure and will consider applicable derivatives when necessary. The Group did not have any derivatives for hedging against the foreign exchange rate risk as at 30 September 2024.

HUMAN RESOURCES

As at 30 September 2024, the Group had about 35 employees in total, stationed mainly in the PRC and Hong Kong. The total staff costs, including key management's remuneration, amounted to approximately HK\$3.6 million (six months ended 30 September 2023: approximately HK\$4.4 million). The Group's emolument policies, which are reviewed periodically, are linked to the performance of individual employees and are based on the salary trends prevailing in the aforesaid regions.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

During the Period, the Group did not process any other significant investment, acquisition or disposal of subsidiaries or associated companies.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this report, the Group currently does not have any firm intention or specific plans for material investments or capital assets.

EVENT AFTER REPORTING PERIOD

Saved as disclosed in Note 19 to the condensed consolidated interim financial statements, there was no other any significant event that has taken place subsequent to 30 September 2024 and up to the date of this report.

匯率波動風險及財資政策

本集團大多數交易、資產及負債以人民幣及港元計值。於回顧期內，並無就對沖目的使用金融工具，且本集團並無承諾使用任何金融工具對沖匯率風險，因為預期匯率風險並不重大。本集團高級管理層將繼續監控外匯風險，並在必要時考慮適用的衍生工具。於二零二四年九月三十日，本集團並無持有任何衍生工具以對沖匯率風險。

人力資源

於二零二四年九月三十日，本集團合共有大約35名僱員，主要派駐於中國及香港。包括主要管理層薪酬在內的員工成本總額約為3.6百萬港元（截至二零二三年九月三十日止六個月：約4.4百萬港元）。本集團的薪酬政策與個別僱員的表現掛鉤，並根據上述地區普遍的薪酬趨勢而定期檢討。

重大投資、收購及出售

於本期間，本集團並無進行子公司或聯營公司的任何其他重大投資、收購或出售。

重大投資及資本資產的未來計劃

除本報告所披露者外，本集團現時並無任何重大投資或資本資產的確實意向或具體計劃。

報告期後事項

除簡明綜合中期財務報表附註19所披露者外，於二零二四年九月三十日後及直至本報告日期，概無發生任何其他重大事項。

PLEDGE OF ASSETS

The Group did not pledge of its assets as securities for any facilities granted to the Group as at 30 September 2024 and 31 March 2024.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 30 September 2024 and 31 March 2024.

PROSPECTS

Due to the improving macroeconomic conditions and market environment, the Group anticipates that the advertising business will have a clearer outlook in 2025. In terms of the new energy battery business, the overall trend of transitioning to renewable energy and developing green energy has become one of the high-growth directions globally. The Group will further invest in research and development through acquisitions and partnerships with industry leaders, accelerating technological innovation to seize market opportunities in the new energy battery sector.

Sales of new energy batteries are a key driver of our business, and the Group is very optimistic about their future prospects. The global demand for electric vehicles and renewable energy resources continues to grow rapidly, creating significant growth opportunities for the Group. In China, the new energy battery industry is particularly promising, with strong government support for the adoption of electric vehicles and the development of renewable energy resources. According to industry estimates, China accounts for over half of the global electric vehicle market, and this trend is expected to continue.

The Group will continue to invest heavily in research and development to enhance our product range, improve manufacturing processes, and maintain competitive advantages in the market. We are committed to product innovation, launching new, high-performance products that receive positive feedback from customers across various industries.

資產抵押

於二零二四年九月三十日及二零二四年三月三十一日，本集團並無抵押其任何資產作為本集團獲授任何融資之擔保。

或然負債

於二零二四年九月三十日及二零二四年三月三十一日，本集團並無任何重大或然負債。

前景

隨著宏觀經濟狀況和市場環境改善，本集團預計廣告業務將於二零二五年迎來較明朗的前景。新能源電池業務方面，向可再生能源轉型及開發綠色能源的總體趨勢，已成全球尋求高增長的其中一個方向。本集團將透過收購、與行業領先企業合作以加大對研發的投入，加速科技創新，捕捉新能源電池領域的市場機遇。

新能源電池銷售為我們業務的重要增長動力，而本集團對新能源電池的未來前景十分樂觀。全球對電動汽車及可再生能源的需求持續快速增加，為本集團創造龐大增長機遇。中國方面，新能源電池產業的潛力尤其優厚，源於政府對電動車採用及可再生能源發展的大力支持。按照行業預測，中國目前在全球電動車的市場佔有率超過一半，該趨勢預計會延續。

本集團將繼續大力投入研發以增強產品覆蓋、改善生產工藝，並維持市場競爭優勢。我們銳意推進產品創新，推出嶄新及高效的產品，贏取來自各行業客戶的正面反饋。

Looking ahead, the Group believes that the demand for new energy batteries will continue to grow, especially in China, as the government continues to support the adoption of electric vehicles and renewable energy resources. With our strong brand reputation, experienced management team, and dedicated workforce, the Group is well-prepared to capitalize on this growth opportunity, continuing to drive sustainable growth in this sector and create long-term value for our shareholders.

展望未來，本集團相信對新能源電池的需求將保持增長，尤其繼續得政府大力支持採用電動車及可再生能源的中國市場。憑藉我們聞名遐邇的品牌聲譽、經驗豐富的管理團隊及勤奮敬業的員工，本集團已做好準備把握此增長機遇，繼續推動產業可持續增長，並為股東創造長遠價值。

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

董事及主要行政人員於本公司或任何相聯法團之股份及相關股份之權益及淡倉

As at 30 September 2024, the interests and short positions of the Directors and chief executives of the Company in the ordinary share of HK\$0.0001 each in the share capital of the Company ("Shares"), underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")), as recorded in the register which is required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the SFO or the GEM Listing Rules were as follows:

於二零二四年九月三十日，各董事及本公司主要行政人員在本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之本公司股本中每股面值0.0001港元之普通股（「股份」）、相關股份及債權證中，擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊內之權益及淡倉，或根據證券及期貨條例或GEM上市規則須以其他方式知會本公司及聯交所之權益及淡倉如下：

LONG POSITIONS IN THE SHARES

於股份之好倉

Name of Director and chief executive 董事及主要行政人員姓名	Capacity 身份	Number of Shares held 持有股份數目	Number of underlying shares held pursuant to share options 根據購股權所持的相關股份數目	Approximate percentage of shareholding (Note) 近似持股比例（附註）
Mr. Mou Zhongwei 牟忠緯先生	Beneficial owner 實益擁有人	7,325,000	418,600	2.11
Mr. Mu Ruifeng 穆瑞峰先生	Beneficial owner 實益擁有人	500,000	139,932	0.17

Note: The percentage represents the number of shares interested divided by the number of the issued shares as at 30 September 2024 (i.e. 366,827,260 shares).

附註：百分比指擁有權益的股份數目除以於二零二四年九月三十日的已發行股份數目（即366,827,260股）。

Save as disclosed above, as at 30 September 2024, none of the Directors or chief executive of the Company had any interests or short positions in the Shares and underlying Shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of GEM Listing Rules relating to securities transactions by Directors.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Directors' and Chief Executives' interests and short positions in Shares and underlying Shares of the Company or any associated corporation" and "Share Option Scheme", at no time during the six months ended 30 September 2024 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

除上文所披露者外，於二零二四年九月三十日，概無董事或本公司主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之有關條文予以當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須記錄於該條所指之登記冊內之權益或淡倉，或根據有關董事進行證券交易之GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉。

董事購買股份或債權證之權利

除「董事及主要行政人員於本公司或任何相聯法團之股份及相關股份之權益及淡倉」及「購股權計劃」各節所披露者外，於截至二零二四年九月三十日止六個月，概無任何董事或彼等各自之配偶或年幼子女獲授任何可透過收購本公司股份或債權證獲益之權利；或彼等亦無行使任何有關權利；而本公司或其任何子公司並無訂立任何安排使董事可於任何其他法人團體取得該等權利。

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

As at 30 September 2024, so far as was known to the Directors, no persons or corporation (not being Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

SHARE OPTION SCHEME

The share option scheme of the Company was adopted by the shareholders of the Company and became effective on 6 April 2023 (the "Scheme") and shall remain in force for a period of 10 years from that date. The share option scheme mandate limit was refreshed to 10% of the issued Shares at the date of special general meeting of the Company held on 6 April 2023. As at the date of this report, the number of shares available for issue under the Scheme was 7,642,281 Shares (after adjustment of the capital reorganisation effective on 21 May 2024).

The number of share options available for grant under the scheme mandate and available for issue under the Scheme (i) at the beginning of the Period (i.e. 1 April 2024) was 152,845,630 and (ii) at the end of the Period (i.e. 30 September 2024) was 7,624,281 (after adjustment of the capital reorganisation effective on 21 May 2024). There was no service provider sublimit set under the Scheme.

主要股東於本公司股份及相關股份之權益及淡倉

於二零二四年九月三十日，就董事所知，概無人士或法團（並非董事或本公司主要行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露及記錄於本公司根據證券及期貨條例第336條規定須予存置之登記冊內之權益或淡倉。

購股權計劃

本公司購股權計劃獲本公司股東採納，自二零二三年四月六日起生效，且於自當日起計10年期內持續生效。購股權計劃授權限額獲更新至本公司二零二三年四月六日舉行之股東特別大會日期已發行股份的10%。於本報告日期，計劃下可供發行的股份數目為7,642,281股（經於二零二四年五月二十一日生效的股本重組調整後）

根據計劃授權可供授出及根據計劃可供發行的購股權數目(i)於本期間期初(即二零二四年四月一日)為152,845,630份及(ii)於本期間期末(即二零二四年九月三十日)為7,624,281份(經於二零二四年五月二十一日生效的股本重組調整後)。計劃項下並無設定服務提供商分限額。

Details of the share option movements during the six months ended 30 September 2024 under the previous share option scheme terminated on 6 April 2023 and the Scheme are as follows:

截至二零二四年九月三十日止六個月，於二零二三年四月六日終止的先前購股權計劃及計劃項下購股權變動詳情載列如下：

Name or category of grantees	Date of grant of options	Exercise price (HK\$) (Note 3)	Exercise period	Number of share options 購股權數目						Balance as at 30.09.2024 (Note 3) 於二零二四年九月三十日的結餘 (附註3)
				Balance as at 01.04.2024 於二零二四年四月一日的結餘	Granted during the period 期內已授出	Vested during the period 期內已歸屬	Exercised during the period 期內已行使	Lapsed during the period 期內已失效	Canceled during the period 期內已註銷	
Directors										
董事										
Mr. Mou Zhongwei (Note 1)	16/02/2023 (附註1)	HK\$2.759	16/02/2023-15/02/2026 (附註2)	7,000,000	-	-	-	-	-	418,600
牟忠緯先生	16/02/2023 (附註1)	2.759 港元	16/02/2023-15/02/2026 (附註2)							
Mr. Li Guangying (Note 4)	16/02/2023 (附註1)	HK\$2.759	16/02/2023-15/02/2026 (附註2)	6,000,000	-	-	-	-	-	358,800
李光營先生 (附註4)	16/02/2023 (附註1)	2.759 港元	16/02/2023-15/02/2026 (附註2)							
Ms. Wang Dongmei (Note 5)	16/02/2023 (附註1)	HK\$2.759	16/02/2023-15/02/2026 (附註2)	7,000,000	-	-	-	-	-	418,600
王棟梅女士 (附註5)	16/02/2023 (附註1)	2.759 港元	16/02/2023-15/02/2026 (附註2)							
Senior Management										
高級管理層										
Mr. Mu Ruifeng (Note 1)	16/02/2023 (附註1)	HK\$2.759	16/02/2023-15/02/2026	2,340,000	-	-	-	-	-	139,922
穆瑞峰先生	16/02/2023 (附註1)	2.759 港元	16/02/2023-15/02/2026							
Other Participants										
其他參與者										
Employees (Note 1)	16/02/2023 (附註1)	HK\$2.759	16/02/2023-15/02/2026	45,794,239	-	-	-	-	-	2,738,494
僱員	16/02/2023 (附註1)	2.759 港元	16/02/2023-15/02/2026							
Total 總計				68,134,239	-	-	-	-	-	4,074,426

Notes:

1. The closing price of the Shares immediately before 16 February 2023, on which those share options were granted, was HK\$0.150.
2. The share options shall be vested to the Grantees on 16 February 2024. There was no performance target nor clawback mechanism attached to the share option.
3. As a result of Capital Reorganisation effective on 21 May 2024 and Rights Issue effective on 26 September 2024, the Company had made necessary adjustments on (i) total number of Shares to be issued upon exercise of the share options; and (ii) exercise price per Share upon the completion of the rights issue and the placing to (i) 4,074,426 Shares and (ii) HK\$2.759 per Share respectively.
4. Mr. Li Guangying has resigned as the executive Director with effect from 7 August 2024.
5. Ms. Wang Dongmei has resigned as the non-executive Director with effect from 5 July 2024.

CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company has complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules for the six months ended 30 September 2024.

附註：

1. 股份於緊接二零二三年二月十六日(該等購股權於當日授出)前的收市價為0.150港元。
2. 購股權將於二零二四年二月十六日歸屬承授人。購股權概無附帶績效目標及收回機制。
3. 由於股本重組於二零二四年五月二十一日生效及供股於二零二四年九月二十六日生效，本公司已對下列事項作出必要調整：(i)購股權獲行使後將予發行的股份總數；及(ii)供股及配售事項完成後之每股行使價分別為(i)4,074,426股股份及(ii)每股2.759港元。
4. 李光營先生已自二零二四年八月七日起辭任執行董事。
5. 王棟梅女士已自二零二四年七月五日起辭任非執行董事。

企業管治常規

董事會認為，本公司於截至二零二四年九月三十日止六個月已遵守GEM上市規則附錄C1所載企業管治守則之全部守則條文。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the Period, the Company continued to adopt a code of conduct regarding Director's securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct regarding securities transactions by the Directors for the six months ended 30 September 2024.

COMPETING INTEREST

During the six months ended 30 September 2024, none of the Directors or management shareholders of the Company (as defined in the GEM Listing Rules) had any interests in any business that competed or may compete with the business of the Group.

PURCHASES, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2024.

董事進行證券交易之行為守則

於本期間，本公司繼續採納董事進行證券交易之行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載交易之規定準則。經向全體董事作出具體查詢後，董事於截至二零二四年九月三十日止六個月已遵守有關董事進行證券交易之行為守則。

競爭權益

於截至二零二四年九月三十日止六個月，董事或本公司管理層股東（定義見GEM上市規則）概無於與本集團業務構成或可能構成競爭之任何業務中擁有任何權益。

購買、出售或贖回上市證券

於截至二零二四年九月三十日止六個月，本公司或其任何子公司概無購買、贖回或出售任何本公司之上市證券。

AUDIT COMMITTEE

The primary duties of the Audit Committee are to review the Group's annual report and accounts, half-year report and quarterly reports and to provide advice and comments thereon to the Board and to review and to provide the oversight of the financial reporting system, risk management and internal control system of the Group.

During the Period, the Audit Committee consists of three independent non-executive Directors, namely Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah. Mr. Lui Chi Kin is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim report and results for the six months ended 30 September 2024, and was of opinion that the preparation of such report and results complied with applicable accounting standards and the GEM Listing Rules and that adequate disclosure had been made.

By order of the Board
Jiading International Group Holdings Limited
Shin Ho Chuen
Independent Non-Executive Director

Hong Kong, 29 November 2024

As of the date of this report, the executive Director is Mr. Mou Zhongwei and the independent non-executive Directors are Mr. Lui Chi Kin, Mr. Shin Ho Chuen and Ms. Li Hiu Wah.

審核委員會

審核委員會之主要職責為審閱本集團之年報及賬目、半年度報告及季度報告，並就此向董事會提供意見及建議，以及審閱及監督本集團之財務申報系統、風險管理及內部監控系統。

於本期間，審核委員會由三名獨立非執行董事組成，即呂志堅先生、單浩銓先生及李曉華女士。呂志堅先生為審核委員會主席。

審核委員會已審閱截至二零二四年九月三十日止六個月之未經審核中期報告及業績，並認為有關報告及業績於編製時已遵照適用會計準則及GEM上市規則，並已作出充分披露。

承董事會命
嘉鼎國際集團控股有限公司
獨立非執行董事
單浩銓

香港，二零二四年十一月二十九日

於本報告日期，執行董事為牟忠緯先生；及獨立非執行董事為呂志堅先生、單浩銓先生及李曉華女士。

INTERIM RESULTS (UNAUDITED)

The board of Directors (the "Board") hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 September 2024 (the "Period"), together with the unaudited comparative figures for the corresponding period in 2023 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the six months ended 30 September 2024

中期業績(未經審核)

董事會(「董事會」)謹此公佈本公司及其子公司(統稱「本集團」)截至二零二四年九月三十日止六個月(「本期間」)之未經審核綜合業績連同二零二三年同期之未經審核比較數字如下：

簡明綜合損益及其他全面收益表(未經審核)

截至二零二四年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月		
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	
Revenue	收入	5	36,604	43,082
Cost of goods sold and service rendered	已售商品及提供服務成本		(35,447)	(38,076)
Gross profit	毛利		1,157	5,006
Other income	其他收入	6	389	1,398
Distribution costs	分銷成本		(704)	(16)
Administrative expenses	行政開支		(26,158)	(13,177)
Finance costs	融資成本	7	(1,009)	(1,017)
Loss before income tax	除所得稅前虧損	8	(26,325)	(7,806)
Income tax expense	所得稅開支	9	(702)	(150)
Loss for the period	期間虧損		(27,027)	(7,956)

CONDENSED CONSOLIDATED STATEMENT
OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME (UNAUDITED)
(continued)

簡明綜合損益及其他全面收益表
(未經審核) (續)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Other comprehensive income/(expense)	其他全面收入／(開支)		
Item that may be reclassified subsequently to profit or loss	其後可能重新分類至損益之項目		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	718	(1,303)
Exchange differences reclassified to profit or loss on disposal of subsidiaries	於出售子公司時重新分類至損益之匯兌差額	-	3,752
Other comprehensive income for the period, net of tax	期間其他全面收入，扣除稅項	718	2,449
Total comprehensive expense for the period	期間全面開支總額	(26,309)	(5,507)
(Loss)/profit for the period attributable to:	以下人士應佔期間(虧損)／溢利：		
- Owners of the Company	- 本公司擁有人	(22,382)	(8,215)
- Non-controlling interests	- 非控股權益	(4,645)	259
		(27,027)	(7,956)
Total comprehensive (expense)/income for the period attributable to:	以下人士應佔期間全面(開支)／收入總額：		
- Owners of the Company	- 本公司擁有人	(22,013)	(5,776)
- Non-controlling interests	- 非控股權益	(4,296)	269
		(26,309)	(5,507)
Loss per share attributable to owners of the Company	本公司擁有人應佔每股虧損		(restated) (經重列)
- Basic and diluted (HK cents)	- 基本及攤薄(港仙)	11	(8.79)
		(19.17)	

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at 30 September 2024

簡明綜合財務狀況表

於二零二四年九月三十日

		30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)		31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	12	2,530	2,272
Right-of-use assets	使用權資產	12	4,169	5,677
Goodwill	商譽	13	3,255	3,255
Intangible assets	無形資產		2,407	2,299
			12,361	13,503
Current assets	流動資產			
Inventories	存貨		16,124	15,728
Trade receivables	貿易應收款項	14	51,453	41,577
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		97,171	82,474
Cash and cash equivalents	現金及現金等價物		27,329	6,725
			192,077	146,504
Current liabilities	流動負債			
Trade payables	貿易應付款項	15	11,494	11,166
Other payables and accruals	其他應付款項及應計費用		37,972	23,036
Contract liabilities	合約負債		30,710	268
Borrowings	借貸	16	12,069	11,294
Lease liabilities	租賃負債		2,612	2,802
Bond and interest payable	應付債券及利息	17	700	700
Promissory note	承兌票據		4,389	4,138
Current tax liabilities	即期稅項負債		159	570
			100,105	53,974
Net current assets	流動資產淨額		91,972	92,530
Total assets less current liabilities	總資產減流動負債		104,333	106,033

CONDENSED CONSOLIDATED
STATEMENTS OF FINANCIAL POSITION

(continued)

簡明綜合財務狀況表(續)

		Notes 附註	30 September 2024 二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,575	2,764
Deferred tax liabilities	遞延稅項負債		527	544
			2,102	3,308
Net assets	資產淨額		102,231	102,725
EQUITY	權益			
Capital and reserves	股本及儲備			
Share capital	股本	18	37	7,337
Reserves	儲備		97,047	85,945
Equity attributable to owners of the Company	本公司擁有人應佔權益		97,084	93,282
Non-controlling interests	非控股權益		5,147	9,443
Total equity	權益總額		102,231	102,725

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表(未經審核)

For the six months ended 30 September 2024

截至二零二四年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Merger reserve	Exchange reserve	Share-based payments reserve 以股份為基礎之付款儲備	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元 Note (a) 附註(a)	合併儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	之付款儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2023 (audited)	於二零二三年四月一日 (經審核)	6,114	657,262	13,107	(3,697)	436	(594,365)	78,857	-	78,857
(Loss)/profit for the period	期間(虧損)/溢利	-	-	-	-	-	(8,215)	(8,215)	259	(7,956)
Other comprehensive (expense)/income	其他全面(開支)/收入									
- Exchange differences on translation of foreign operations	- 換算海外業務產生之匯兌差額	-	-	-	(1,303)	-	-	(1,303)	10	(1,293)
- Reclassification of reserve upon disposal of subsidiaries	出售子公司時重新分類儲備	-	-	-	3,752	-	-	3,752	-	3,752
Total comprehensive income/(expense) for the period	期間全面收入/(開支)總額	-	-	-	2,449	-	(8,215)	(5,766)	269	(5,497)
Share-based payments	以股份為基礎之付款	-	-	-	-	1,855	-	1,855	-	1,855
Issue of shares on placement	配售時發行股份	1,223	28,651	-	-	-	-	29,874	-	29,874
Acquisition of a subsidiary	收購一間子公司	-	-	-	-	-	-	-	4,867	4,867
		1,223	28,651	-	-	1,855	-	31,729	4,867	36,596
At 30 September 2023 (unaudited)	於二零二三年九月三十日 (未經審核)	7,337	685,913	13,107	(1,248)	2,291	(602,580)	104,820	5,136	109,956

CONDENSED CONSOLIDATED STATEMENT
OF CHANGES IN EQUITY (UNAUDITED)
(continued)

簡明綜合權益變動表(未經審核)
(續)

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Merger reserve	Exchange reserve	Share-based payments reserve 以股份為基礎之付款儲備	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元 Note (a) 附註(a)	合併儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	之付款儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2024 (audited)	於二零二四年四月一日 (經審核)	7,337	685,913*	13,107*	(1,238)*	3,622*	(615,459)*	93,282	9,443	102,725
Loss for the period	期間虧損	-	-	-	-	-	(22,382)	(22,382)	(4,645)	(27,027)
Other comprehensive income - Exchange differences on translation of foreign operations	其他全面收入 - 換算海外業務產生之 匯兌差額	-	-	-	369	-	-	369	349	718
Total comprehensive income/ (expense) for the period	期間全面收入/(開支) 總額	-	-	-	369	-	(22,382)	(22,013)	(4,296)	(26,309)
Capital reorganization Right issue	股本重組 供股	(7,327) 27	7,327 25,788	- -	- -	- -	- -	- 25,815	- -	- 25,815
		(7,300)	33,115	-	-	-	-	25,815	-	25,815
At 30 September 2024 (unaudited)	於二零二四年九月三十日 (未經審核)	37	719,028*	13,107*	(869)*	3,622*	(637,841)*	97,084	5,147	102,231

* These reserve accounts comprise the consolidated reserves of HK\$97,047,000 (31 March 2024: HK\$85,945,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表內之綜合儲備97,047,000港元(二零二四年三月三十一日: 85,945,000港元)。

Note:

(a) Share premium represents the excess of proceeds received over the nominal value of the Company's shares issued, less share issue expenses. Pursuant to the Companies Act of Bermuda, the Company's share premium account may be distributed in the form of fully paid bonus shares.

附註:

(a) 股份溢價是指已收取所得款項超過本公司已發行股份面值的餘額減去股份發行費用。根據《百慕達公司法》，本公司的股份溢價賬可以以繳足紅股的形式分配。

CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS (UNAUDITED)

For the six months ended 30 September 2024

簡明綜合現金流量表(未經審核)

截至二零二四年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Net cash used in operating activities	經營活動所用現金淨額	(3,130)	(25,755)
Cash flows from investing activities	投資活動所得現金流量		
Proceeds from disposal of subsidiaries	出售子公司所得款項	-	3,650
Purchase of property, plant and equipment	購買物業、機器及設備	(612)	(91)
Others	其他	1	5
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(611)	3,564
Cash flows from financing activities	融資活動所得現金流量		
Issuance of share capital	發行股本	25,815	29,874
Proceeds from borrowings	借貸所得款項	184	3,000
Others	其他	(1,684)	(445)
Net cash generated from financing activities	融資活動所得現金淨額	24,315	32,429
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	20,574	10,238
Cash and cash equivalents at the beginning of the reporting period	報告期初現金及現金等價物	6,725	15,988
Effect on exchange rate changes	匯率變動之影響	30	(936)
Cash and cash equivalents at the end of the reporting period	報告期末現金及現金等價物	27,329	25,290

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on GEM of the Stock Exchange. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business is Room 2004B, Kai Tak Commercial Building, 317-319 Des Voeux Road, Central, Sheung Wan, Hong Kong.

The Company is an investment holding company and the principal activities of the Group are sales of health care products, sales of new energy off-road vehicles, sales of new energy batteries and provision of advertising services.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousands ("HK\$'000") except when otherwise indicated.

簡明綜合中期財務報表附註

1. 公司資料

本公司為於百慕達註冊成立之獲豁免有限責任公司，其股份於聯交所GEM上市。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及其主要營業地點為香港上環德輔道中317-319號啟德商業大廈2004B室。

本公司為投資控股公司，本集團之主要業務為銷售保健品、銷售新能源非道路汽車、銷售新能源電池及提供廣告服務。

除另有說明者外，未經審核簡明綜合財務報表乃以港元（「港元」）呈列，所有金額均調整至最接近之千位數（「千港元」）。

2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2024 (“the Interim Financial Statements”) have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange. The Interim Financial Statements include an explanation of events and transactions that are significant to understanding of the changes in financial position and financial performance of the Group since 31 March 2024, and therefore, do not include all of the information required for full set of financial statements and they should be read in conjunction with the annual financial statements for the year ended 31 March 2024 (“2024 Annual Report”), which have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA, which collective term includes all applicable individual HKFRSs, HKAS and Interpretations issued by the HKICPA.

The Interim Financial Statements have not been audited, but has been reviewed by the Company’s audit committee.

The Interim Financial Statements have been prepared under the historical cost convention.

2. 編製基準

截至二零二四年九月三十日止六個月之未經審核簡明綜合中期財務報表（「中期財務報表」）乃按香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」以及聯交所GEM證券上市規則第十八章之適用披露規定編製。中期財務報表載有對重大事件及交易的解釋，幫助了解本集團自二零二四年三月三十一日起財務狀況及財務表現變動。因此，此等中期財務報表並未載有全部財務報表所需的所有資料，且應與截至二零二四年三月三十一日止年度之年度財務報表（「二零二四年年報」）一併閱讀，年度財務報表乃按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」，該統稱包括所有適用的個別香港財務報告準則、香港會計準則及香港會計師公會頒佈的詮釋）編製。

此等中期財務報表未經審核，惟已由本公司審核委員會審閱。

此等中期財務報表已按照歷史成本慣例編製。

The accounting policies and methods of computation applied in the preparation of the Interim Financial Statements are consistent with those applied in the preparation of the 2024 Annual Report. The adoption of the new and revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group for the current and prior periods.

FUTURE CHANGES IN HKFRSS

At the date of authorisation of the Interim Financial Statements, the Group has not early adopted the new and revised HKFRSs that have been issued but are not yet effective. The Directors do not anticipate that the adoption of the new and revised HKFRSs in future periods will have any material impact on the Group's consolidated financial statements.

3. ESTIMATES

The preparation of the Interim Financial Statements in conformity with HKAS 34 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 on a period to date basis. Actual results may differ from these estimates.

In preparing the 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 that applied to the 2024 Annual Report.

編製中期財務報表所採用的會計政策及計算方法與編製二零二四年年報所採用的會計政策及計算方法一致。採納有關本集團且自本期間生效之該等新訂及經修訂香港財務報告準則對本期間及過往期間本集團之業績及財務狀況並無構成重大影響。

香港財務報告準則之未來變動

於授權中期財務報表當日，本集團並無提早採用已頒佈惟尚未生效之新訂及經修訂香港財務報告準則。董事預期於未來期間採用該等新訂及經修訂香港財務報告準則對本集團之綜合財務報表並無任何重大影響。

3. 估計

遵照香港會計準則第34號編製中期財務報表時，管理層須作出影響會計政策之應用以及迄今為止資產及負債、收入及開支所呈報金額之判斷、估計及假設。實際結果可能有別於此等估計。

編製此等中期財務報表時，管理層作出影響本集團會計政策之應用之重大判斷及估計不確定因素之主要來源均與二零二四年年報所應用者相同。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has four (2023: four) reportable operating segments as follows:

- (a) Sales of health care products;
- (b) Sales of new energy off-road vehicles;
- (c) Sales of new energy batteries; and
- (d) Advertising.

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

4. 經營分部資料

就管理目的而言，本集團按產品及服務劃分業務單位，分為以下四個（二零二三年：四個）可呈報經營分部：

- (a) 銷售保健品；
- (b) 銷售新能源非道路汽車；
- (c) 銷售新能源電池；及
- (d) 廣告。

管理層單獨監控本集團經營分部之業績，以作出有關資源分配及表現評估之決策。分部表現按用作計量經調整除所得稅前損益之可呈報分部損益進行評估。經調整除所得稅前損益之計量方式與本集團除所得稅前損益之計量方式一致，惟銀行利息收入、融資成本以及總辦事處及企業開支均不包括在該等計量之內。

SEGMENT RESULTS (UNAUDITED)

分部業績 (未經審核)

For the six months ended 30 September 2024

截至二零二四年九月三十日止六個月

		Sales of health care products	Sales of new energy off-road vehicles	Sales of new energy batteries	Advertising	Total
		銷售保健品 HK\$'000 千港元	銷售新能源 非道路汽車 HK\$'000 千港元	銷售 新能源電池 HK\$'000 千港元	廣告 HK\$'000 千港元	總計 HK\$'000 千港元
Segment revenue	分部收入					
Sales to external customers	面向外部客戶的銷售	1,633	-	145	34,826	36,604
Segment results	分部業績	(7,124)	(7,142)	(229)	(4,684)	(19,179)
<i>Reconciliation:</i>	<i>對賬:</i>					
Unallocated gains	未分配收益					389
Finance costs	融資成本					(1,009)
Corporate and other unallocated expenses	企業及其他 未分配開支					(6,526)
Loss before income tax	除所得稅前虧損					(26,325)

For the six months ended 30 September 2023

截至二零二三年九月三十日止六個月

		Sales of health care products	Sales of new energy off-road vehicles	Sales of new energy batteries	Advertising	Total
		銷售保健品 HK\$'000 千港元	銷售新能源 非道路汽車 HK\$'000 千港元	銷售 新能源電池 HK\$'000 千港元	廣告 HK\$'000 千港元	總計 HK\$'000 千港元
Segment revenue	分部收入					
Sales to external customers	面向外部客戶的銷售	3,233	2,275	2,205	35,369	43,082
Segment results	分部業績	598	(428)	(1,096)	589	(337)
<i>Reconciliation:</i>	<i>對賬:</i>					
Unallocated gains	未分配收益					1,398
Finance costs	融資成本					(1,017)
Corporate and other unallocated expenses	企業及其他 未分配開支					(7,850)
Loss before income tax	除所得稅前虧損					(7,806)

SEGMENT ASSETS AND LIABILITIES (UNAUDITED)

分部資產及負債(未經審核)

At 30 September 2024

於二零二四年九月三十日

		Sales of health care products 銷售保健品 HK\$'000 千港元	Sales of new energy off-road vehicles 銷售新能源 非道路汽車 HK\$'000 千港元	Sales of new energy batteries 銷售 新能源電池 HK\$'000 千港元	Advertising 廣告 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	30,287	19,032	19,533	134,443	203,295
<i>Reconciliation:</i> Corporate and other unallocated assets	<i>對賬:</i> 企業及其他未 分配資產					1,143
Total assets	總資產					204,438
Segment liabilities	分部負債	17,290	20,100	4,311	59,504	101,205
<i>Reconciliation:</i> Corporate and other unallocated liabilities	<i>對賬:</i> 企業及其他未 分配負債					1,002
Total liabilities	總負債					102,207

At 31 March 2024

於二零二四年三月三十一日

		Sales of health care products 銷售保健品 HK\$'000 千港元	Sales of new energy off-road vehicles 銷售新能源 非道路汽車 HK\$'000 千港元	Sales of new energy batteries 銷售 新能源電池 HK\$'000 千港元	Advertising 廣告 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	28,494	18,434	20,488	91,087	158,503
<i>Reconciliation:</i> Corporate and other unallocated assets	<i>對賬:</i> 企業及其他未 分配資產					1,504
Total assets	總資產					160,007
Segment liabilities	分部負債	7,967	15,547	5,464	27,023	56,001
<i>Reconciliation:</i> Corporate and other unallocated liabilities	<i>對賬:</i> 企業及其他未 分配負債					1,281
Total liabilities	總負債					57,282

GEOGRAPHICAL INFORMATION

The following table sets out information about the geographical location of (i) the Group's revenue from external customers; and (ii) the Group's property, plant and equipment, right-of-use assets, intangible assets and goodwill (the "Specified Non-current Assets"). The geographical location of revenue is based on the location of external customers. The geographical location of the Specified Non-current Assets is based on the physical location of the assets.

地理位置資料

下表載列有關(i)本集團來自外部客戶的收入；及(ii)本集團之物業、機器及設備、使用權資產、無形資產及商譽(「指定非流動資產」)之地區位置資料。收入的地理位置基於外部客戶的位置。指定非流動資產的地理位置乃基於資產的實際所在地。

		Revenue from external customers 外部客戶收入 (Unaudited) (未經審核)		Specified Non-current Assets 指定非流動資產 (Unaudited) (未經審核)	
		Six months ended 30 September 截至九月三十日止六個月		As at 31 March 於二零二四年 三月三十一日	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Hong Kong	香港	34,826	35,369	1,283	1,737
The PRC	中國	1,778	7,713	11,078	11,766
		36,604	43,082	12,361	13,503

5. REVENUE (UNAUDITED)

5. 收入(未經審核)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue from contracts with customer within HKFRS 15	香港財務報告準則第15號項下客戶合約收入		
Sales of health care products	銷售保健品	1,633	3,233
Sales of new energy off-road vehicles	銷售新能源非道路汽車	-	2,275
Sales of new energy batteries	銷售新能源電池	145	2,205
Advertising service income	廣告服務收入	34,826	35,369
		36,604	43,082
Timing of revenue recognition:	收入確認時間：		
At point in time	在某個時間點	1,778	7,713
Over the time	隨時間	34,826	35,369
		36,604	43,082

SALES OF HEALTH CARE PRODUCTS, NEW ENERGY OFF-ROAD VEHICLES AND NEW ENERGY BATTERIES

Sales of health care products, new energy off-road vehicles and new energy batteries are recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered and title has been passed.

銷售保健品、新能源非道路汽車及新能源電池

銷售保健品、新能源非道路汽車及新能源電池於客戶取得承諾資產控制權的時間點確認，該時間點一般與貨物交付及擁有權轉移的時間一致。

ADVERTISING SERVICE INCOME

Service income from advertising services is recognised when the related services are delivered based on the specific terms of the contract. The customers simultaneously receive and consume the benefits when the advertisements are released on the designated publications and online media platform.

For revenue recognised over time under HKFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies the output method (i.e. based on the direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract) to measure the progress towards complete satisfaction of the performance obligation because the method provides a faithful depiction of the Group's performance and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

6. OTHER INCOME (UNAUDITED)

廣告服務收入

廣告服務之服務收入根據具體的合約條款於相關服務交付時確認。當廣告在指定刊物和網絡媒體平台上發佈時，客戶同時獲得和消費利益。

就根據香港財務報告準則第15號隨時間確認收入而言，倘履約責任的結果能夠合理計量，本集團應用輸出法（即直接計量迄今已轉移予客戶的貨品或服務價值與該合約項下承諾的餘下貨品或服務比較）計量完成達成履約責任的進度，原因是該方法提供本集團表現的真實描述及有可靠資料供本集團應用該方法。否則，本集團僅以所產生成本為限確認收入，直至其能夠合理計量履約責任的結果為止。

6. 其他收入(未經審核)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Bank interest income	銀行利息收入	1	5
Loan receivable interest income	應收貸款利息收入	378	-
Gain on disposal of subsidiaries	出售子公司之收益	-	916
Sundry income	雜項收入	10	477
		389	1,398

7. FINANCE COSTS (UNAUDITED)

7. 融資成本(未經審核)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Interest on borrowings	借貸利息	592	500
Interest on bonds	債券利息	-	359
Interest on lease liabilities	租賃負債利息	126	75
Interest on promissory note	承兌票據利息	291	83
		1,009	1,017

8. LOSS BEFORE INCOME TAX (UNAUDITED)

8. 除所得稅前虧損(未經審核)

Loss before income tax is arrived at after charging:

除所得稅前虧損經扣除以下各項後達致：

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
(a) Employee benefit expense (including directors' remuneration)	僱員福利開支(包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	3,421	2,447
Retirement benefit scheme contributions	退休福利計劃供款	175	127
Equity-settled share-based payments	以權益結算以股份為基礎之付款	-	1,855
		3,596	4,429
(a) Other items	其他項目		
Amortisation of intangible assets	無形資產攤銷	173	128
Depreciation of property, plant and equipment	物業、機器及設備折舊	414	439
Depreciation of right-of-use assets	使用權資產折舊	1,607	410

9. INCOME TAX EXPENSE (UNAUDITED)

9. 所得稅開支 (未經審核)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
PRC Enterprise Income tax	中國企業所得稅	734	182
Deferred tax	遞延稅項	(32)	(32)
Income tax expense	所得稅開支	702	150

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No.7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The provision for PRC Enterprise Income Tax is calculated at the standard rate of 25% on the estimated assessable income as determined in accordance with the relevant income tax rules and regulations of the PRC.

The income tax provision of the Group in respect of operations in the PRC were qualified as "Small Low-Profit Enterprise" for the period ended 30 September 2024 and 2023 and were entitled to a preferential income tax rate. From 1 January 2023 to 31 December 2027, the profits no more than RMB3 million are taxed 5%.

於二零一八年三月二十一日，香港立法會通過了《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入了兩級制利得稅率制度。該條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊憲。根據兩級制利得稅率制度，合資格集團實體首200萬港元的溢利將按8.25%徵稅，而超過200萬港元的溢利則按16.5%徵稅。不符合兩級制利得稅率制度的集團實體之溢利將繼續以劃一稅率16.5%徵稅。

中國企業所得稅撥備乃根據中國相關所得稅規則及規例所釐定之標準稅率25%，按估計應課稅收入計算。

截至二零二四年及二零二三年九月三十日止期間，本集團就中國業務的所得稅撥備符合「小型微利企業」資格，並享受優惠所得稅稅率。自二零二三年一月一日至二零二七年十二月三十一日，不超過人民幣三百萬元的溢利按5%繳稅。

10. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2024 (2023: Nil).

11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

10. 股息

董事會並不建議就截至二零二四年九月三十日止六個月派付中期股息(二零二三年：無)。

11. 本公司擁有人應佔每股虧損

每股基本虧損按期內本公司擁有人應佔虧損除以已發行普通股之加權平均數計算。

		Six months ended 30 September	
		截至九月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(22,382)	(8,215)
		'000 千股	'000 千股 (Restated) (經重列)
Weighted average number of ordinary shares in issue during the period	期內已發行普通股加權平均數	116,731	93,420
		(Note) (附註)	

Diluted loss per share is equal to the basic loss per share since the Company has no dilutive potential shares during the period ended 30 September 2024 (2023: Nil).

Note: The weighted average number of ordinary shares of 93,420,000 for six months ended 30 September 2023 was adjusted to reflect the capital reorganization completed on 21 May 2024 and the rights issue completed on 26 September 2024.

每股攤薄虧損等於每股基本虧損，因為本公司於截至二零二四年九月三十日止期間並無具有潛在攤薄效應的股份(二零二三年：無)。

附註：截至二零二三年九月三十日止六個月的普通股加權平均數93,420,000股已作出調整，以反映於二零二四年五月二十一日完成的股本重組及於二零二四年九月二十六日完成的供股。

12. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 September 2024, the Group acquired property, plant and equipment of HK\$612,000 (2023: HK\$91,000).

Property, plant and equipment with a carrying amount of nil (2023: HK\$1,997,000) were disposed by the Group through disposal of subsidiaries during the six months ended 30 September 2024.

During the six months ended 30 September 2024, the additions to right-of-use assets resulted from acquisition of a subsidiary were nil (2023: HK\$2,283,000).

13. GOODWILL

On 26 June 2023, the Company has successfully acquired Jiading Global Limited. The consideration for the acquisition is HK\$1, which was determined after arm's length negotiations between the parties. The goodwill arising from the acquisition is HK\$1,115,000.

On 30 August 2023, the Company has successfully acquired Zixing Health Technology (Shenzhen) Co. Ltd.. The consideration for the acquisition is HK\$5,100,000, which was determined after arm's length negotiations between the parties. The goodwill arising from the acquisition is HK\$732,000. Please refer to the Company announcement dated 15 August 2023, 22 August 2023 and 4 September 2023 for details.

12. 物業、機器及設備及使用權資產

截至二零二四年九月三十日止六個月，本集團收購物業、機器及設備612,000港元（二零二三年：91,000港元）。

截至二零二四年九月三十日止六個月，本集團透過出售子公司出售賬面值為零（二零二三年：1,997,000港元）的物業、機器及設備。

截至二零二四年九月三十日止六個月，因收購一間子公司而添置使用權資產為零（二零二三年：2,283,000港元）。

13. 商譽

	As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Reconciliation of carrying amount:		
At the beginning of the reporting period	3,255	1,408
Acquisition of subsidiaries	-	1,847
At the end of the reporting period	3,255	3,255

於二零二三年六月二十六日，本公司已成功收購 Jiading Global Limited。收購事項的代價為1港元，由訂約方經公平磋商後釐定。收購事項產生的商譽為1,115,000港元。

於二零二三年八月三十日，本公司已成功收購紫星健康科技（深圳）有限公司。收購事項的代價為5,100,000港元，由訂約方經公平磋商後釐定。收購事項產生的商譽為732,000港元。詳情請參閱本公司日期為二零二三年八月十五日、二零二三年八月二十二日及二零二三年九月四日的公告。

14. TRADE RECEIVABLES

14. 貿易應收款項

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	67,931	58,049
Less: Allowance for credit losses	減：信貸虧損撥備	(16,478)	(16,472)
		51,453	41,577

AGING ANALYSIS

The Group's credit terms with its customers generally range from 90 days to 180 days (31 March 2024: 90 days to 180 days). The Group seeks to apply strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. As at the end of the reporting period, an aging analysis of the trade receivables, net of provision presented based on the respective dates on which revenue was recognised, are as follows:

賬齡分析

本集團給予其客戶之信貸期一般介乎90天至180天(二零二四年三月三十一日：90天至180天)。本集團尋求嚴格控制其未償還應收款項，並設立信貸控制部將信貸風險降至最低。逾期結餘由高級管理層定期審閱。於呈報期末，貿易應收款項之賬齡分析(扣除按收入確認之相關日期所呈列之撥備)如下：

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	30天內	6,000	18,682
31-90 days	31至90天	-	3,627
91-180 days	91至180天	10,500	10,166
Over 180 days	180天以上	34,953	9,102
		51,453	41,577

15. TRADE PAYABLES

The Group's credit terms generally range from 30 to 60 days (31 March 2024: 30 days to 60 days) from the invoice date. Ageing analysis of trade payables, based on invoice dates, as at the end of reporting period is shown as follow:

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	30天內	-	5,346
91-180 days	91至180天	-	2,899
Over 180 days	180天以上	11,494	2,921
		11,494	11,166

15. 貿易應付款項

本集團的信貸期一般自發票日期起介乎30至60天(二零二四年三月三十一日:30天至60天)。本集團於報告期末之貿易應付款項(根據發票日期)之賬齡分析列示如下:

16. BORROWINGS

		As at 30 September 2024 於二零二四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2024 於二零二四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Other loans unsecured	其他未抵押貸款		
Fixed interest rate at 6%	固定利率為6%	3,869	3,869
Fixed interest rate at 20%	固定利率為20%	7,852	7,265
Fixed interest rate at 24%	固定利率為24%	348	160
		12,069	11,294

16. 借貸

Included in the unsecured other loans carried fixed interest rate at 6% was loan from a shareholder of the Company of approximately HK\$3,869,000 (31 March 2024: HK\$3,836,000).

以固定利率6%計息的無抵押其他貸款包括來自本公司一名股東的貸款約3,869,000港元(二零二四年三月三十一日:3,836,000港元)。

17. BOND AND INTEREST PAYABLE

17. 應付債券及利息

	As at 30 September 2024	As at 31 March 2024
	於二零二四年 九月三十日	於二零二四年 三月三十一日
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
Within 1 year	700	700
	一年內	

Note: On 22 October 2019, the Company issued a bond with principal amount of HK\$5,000,000 to an independent third party with coupon interest of 6% per annum and a maturity of 4 years from the date of issue. The effective interest rate for the bond is 15% per annum after considering the direct transaction costs. The principal amount is fully repaid for the year ended 31 March 2024. The bondholder agreed not to demand the repayment of outstanding bond interest within 1 year from 31 March 2024.

附註：於二零一九年十月二十二日，本公司向一名獨立第三方發行本金為5,000,000港元的債券，息票利息為每年6%，自發行日期起四年內有效。經考慮直接交易成本，該債券有效利率為每年15%。本金額已於截至二零二四年三月三十一日止年度悉數償還。債券持有人同意自二零二四年三月三十一日起一年內不要求償還未償還債券利息。

18. SHARE CAPITAL

18. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised	法定		
Ordinary shares of HK\$0.0001 (30 September 2023: HK\$0.004) each	每股面值0.0001港元(二零二三年 九月三十日: 0.004港元)之 普通股		
As at 1 April 2023 (audited) and 30 September 2023 (unaudited) and 31 March 2024 (audited)	於二零二三年四月一日(經審核) 及二零二三年九月三十日 (未經審核)及二零二四年三月 三十一日(經審核)	25,000,000,000	100,000
Capital reorganization (note b)	股本重組(附註b)	975,000,000,000	-
As at 30 September 2024	於二零二四年九月三十日	1,000,000,000,000	100,000
Issued and fully paid	已發行及已繳足		
Ordinary shares of HK\$0.0001 (30 September 2023: HK\$0.004) each	每股面值0.0001港元(二零二三年 九月三十日: 0.004港元)之 普通股		
As at 1 April 2023	於二零二三年四月一日	1,528,456,305	6,114
Placing of new shares (note a)	配售新股份(附註a)	305,680,000	1,223
As at 30 September 2023 and 31 March 2024	於二零二三年九月三十日及二零 二四年三月三十一日	1,834,136,305	7,337
Capital reorganization (note b)	股本重組(附註b)	(1,742,429,490)	(7,327)
Right issue (note c)	供股(附註c)	275,120,445	27
As at 30 September 2024	於二零二四年九月三十日	366,827,260	37

Notes:

附註:

- (a) On 24 August 2023, the Company entered into the placing agreement with the placing agent pursuant to which the placing agent agreed to place, on a best effort basis, to not less than six independent placees for up to 305,691,261 new shares at a price of HK\$0.1 per placing share, for and on behalf of the Company. On 11 September 2023, the placing was completed and 305,680,000 new shares were issued.

- (a) 於二零二三年八月二十四日，本公司與配售代理訂立配售協議，據此，配售代理同意為及代表本公司按每股配售股份0.1港元之價格盡力向不少於六名獨立承配人配售最多305,691,261股新股份。於二零二三年九月十一日，配售事項完成，並發行305,680,000股新股份。

- (b) On 12 April 2024, the Company proposed to implement the capital reorganization which involves (i) the share consolidation on the basis that every 20 issued ordinary shares of the Company of par value HK\$0.004 each will be consolidated into 1 issued consolidated share of par value HK\$0.08 each; (ii) the capital reduction whereby the total number of issued consolidated shares resulting from the share consolidation shall be rounded down to the nearest whole number by cancelling any fraction of a consolidated share in the total number of issued consolidated shares of the Company and the reduction of the par value of each issued consolidated share from HK\$0.08 to HK\$0.0001, the credit arising from capital reduction be transferred to the share premium account; and (iii) the sub-division of each authorized but unissued Share into 40 new shares of par value HK\$0.0001 each. On 21 May 2024, the capital reorganization is completed.
- (b) 於二零二四年四月十二日，本公司建議實施股本重組，其中涉及(i)股份合併，基準為將本公司每20股每股面值0.004港元的已發行普通股合併為一股每股面值0.08港元的已發行合併股份；(ii)股本削減，據此透過註銷本公司已發行合併股份總數中的零碎合併股份將股份合併產生的已發行合併股份總數向下約整至最接近整數，並將每股已發行合併股份的面值由0.08港元削減至0.0001港元，股本削減產生的進賬額轉入股份溢價賬；及(iii)將每股法定但未發行股份拆細為40股每股面值0.0001港元的新股份。於二零二四年五月二十一日，股本重組完成。
- (c) On 13 August 2024, the Company issued and allotted of 275,120,445 rights shares on the basis of three (3) rights shares for every one (1) shares. On 9 September 2024, 20,177,518 rights shares provisionally allotted at the subscription price of HK\$0.10 per rights share. On 20 September 2024, 254,942,927 unsubscribed rights shares were successfully placed at the price of HK\$0.10 per share. On 26 September 2024, the rights issue was completed.
- (c) 於二零二四年八月十三日，本公司按每持有一(1)股股份獲發三(3)股供股股份之基準發行及配發275,120,445股供股股份。於二零二四年九月九日，20,177,518股供股股份按認購價每股供股股份0.10港元暫定配發。於二零二四年九月二十日，254,942,927股未獲認購供股股份已按每股0.10港元的價格成功配售。於二零二四年九月二十六日，供股完成。

19. EVENTS AFTER THE REPORTING PERIOD

The Company has received a statutory demand dated 18 November 2024 issued by an alleged creditor of the Company demanding for repayment of approximately HK\$6.38 million allegedly being outstanding loan monies and interest owed to the creditor. The Company is currently seeking legal advice on the matter. Due to the lack of supporting documents from the creditor, the Company will communicate with the creditor to verify their claims and will take the appropriate actions to resolve the matter.

20. APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited interim condensed consolidated financial statements were approved and authorised for issue by the board of directors on 29 November 2024.

19. 報告期後事項

本公司已接獲聲稱為本公司債權人發出日期為二零二四年十一月十八日的法定要求償債書，要求償還聲稱結欠該債權人未償還貸款及利息約6.38百萬港元。本公司目前就該事宜尋求法律意見。由於缺乏債權人的證明文件，本公司將與債權人溝通，以核實其申索，並將採取適當行動解決該事宜。

20. 批准中期簡明綜合財務報表

未經審核中期簡明綜合財務報表已於二零二四年十一月二十九日獲董事會批准並授權刊發。