

# 2023/24

#### INTERIM REPORT 中期報告



#### ZHAOBANGJI LIFESTYLE HOLDINGS LIMITED

兆邦基生活控股有限公司

(formerly known as Zhaobangji Properties Holdings Limited 兆邦基地產控股有限公司) (前稱 Zhaobangji Properties Holdings Limited 兆邦基地產控股有限公司)

> (incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司)

> > Stock Code 股份代號:1660

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# Corporate Information 公司資料

#### **BOARD OF DIRECTORS**

**Executive Directors** 

Mr. Xu Chujia *(Chairman)* Mr. Xu Chusheng Mr. Xu Zhicong (appointed with effect from 8 September 2023) Mr. Kwan Kin Man Keith Ms. Zhang Yu (appointed with effect from 8 September 2023)

Non-executive Director Ms. Zhan Meiqing

Independent Non-executive Directors Mr. Hui Chin Tong Godfrey Mr. Wong Chun Man Mr. Ye Longfei

#### AUDIT COMMITTEE

Mr. Wong Chun Man *(Chairman)* Mr. Hui Chin Tong Godfrey Mr. Ye Longfei

#### **REMUNERATION COMMITTEE**

Mr. Hui Chin Tong Godfrey *(Chairman)* Mr. Ye Longfei Ms. Zhan Meiqing

#### NOMINATION COMMITTEE

Mr. Ye Longfei *(Chairman)* Mr. Wong Chun Man Ms. Zhan Meiqing

#### 董事會

**執行董事** 許楚家先生(*主席*) 許楚勝先生 許志聰先生 (自二零二三年九月八日起獲委任) 關建文先生 章彧女士 (自二零二三年九月八日起獲委任)

**非執行董事** 詹美清女士

**獨立非執行董事** 許展堂先生 王俊文先生 叶龍蜚先生

#### 審核委員會

王俊文先生(*主席)* 許展堂先生 叶龍蜚先生

#### 薪酬委員會

許展堂先生(*主席)* 叶龍蜚先生 詹美清女士

#### 提名委員會

叶龍蜚先生*(主席)* 王俊文先生 詹美清女士

#### Corporate Information 公司資料

#### **INVESTMENT COMMITTEE**

Mr. Xu Chujia *(Chairman)* Mr. Xu Chusheng

#### **COMPANY SECRETARY**

Mr. Kwan Kin Man Keith

#### **LEGAL ADVISERS**

As to Hong Kong law: LI & PARTNERS

#### AUTHORISED REPRESENTATIVES

Mr. Kwan Kin Man Keith Ms. Zhan Meiqing

# PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited P.O. Box 1093 Boundary Hall, Cricket Square KY1–1102 Cayman Islands

# HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

#### 投資委員會

許楚家先生*(主席)* 許楚勝先生

### 公司秘書

關建文先生

#### 法律顧問

有關香港法例: 李偉斌律師行

#### **授權代表** 關建文先生

#### 股份過戶登記總處

Maples Fund Services (Cayman) Limited P.O. Box 1093 Boundary Hall, Cricket Square KY1-1102 Cayman Islands

#### 香港股份過戶登記處

卓佳證券登記有限公司 香港 夏慤道16號 遠東金融中心17樓 Corporate Information 公司資料

#### **PRINCIPAL BANKER**

OCBC Wing Hang Bank Limited

#### **REGISTERED OFFICE**

Maples Corporate Services Limited P.O. Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands

# HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 13–15, 11/F China Merchants Tower, Shun Tak Centre 168–200 Connaught Road Central Hong Kong

#### **STOCK CODE**

1660

#### **WEBSITE**

www.szzhaobangji.com

#### 主要往來銀行

華僑永亨銀行有限公司

#### 註冊辦事處

Maples Corporate Services Limited P.O. Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands

#### 總部及主要營業地點

香港 干諾道中168-200號 信德中心招商局大廈 11樓13-15室

**股份代號** 1660

網址 www.szzhaobangji.com

#### **BUSINESS REVIEW AND MARKET PROSPECT**

Zhaobangji Lifestyle Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") is principally engaged in trading of machinery and spare parts, leasing of machinery and the provision of related services in the Hong Kong S.A.R. region, and the provision of property management services, leasing of machinery, property leasing, subletting, retail and other businesses in the Mainland region of the People's Republic of China (the "**PRC**").

During the six months ended 30 September 2023 (the "**Period**"), the overall market conditions in Hong Kong and the PRC were challenging as affected by the higher interest rate environment, a stagnant realestate market and geo-political tensions. The Group will continue to employ low leverage to weather these difficult conditions. The Board believes that the long-term prospect of the Greater Bay Area will continue to be positive driven by robust demand from a sizable population and friendly policies from the government.

#### **FINANCIAL REVIEW**

#### Revenue

Our total revenue increased by approximately HK\$24.2 million, or approximately 18.8%, from approximately HK\$128.8 million for the six months ended 30 September 2022 (the "**Previous Period**") to approximately HK\$153.0 million for the Period. Such increase was mainly due to the increase in retail business income.

#### Leasing of construction machinery

Our Group's revenue generated from leasing of construction machinery recorded a decrease by approximately HK\$15.8 million, or approximately 25.7%, from approximately HK\$61.4 million for the Previous Period to approximately HK\$45.6 million for the Period. Such decrease was mainly due to the overall stagnant real estate market in Hong Kong and PRC during the Period.

#### 業務回顧及市場前景

兆邦基生活控股有限公司(「本公司」,連同其 附屬公司統稱「本集團」)主要在香港特別行政 區地區(「香港」)從事機械及配件貿易、機械租 賃及提供相關服務,以及在中華人民共和國 國內地區(「中國」)提供物業管理服務、機械 租賃、物業租賃、轉租、零售及其他業務。

截至二零二三年九月三十日止六個月(「**本期** 間」),香港及中國的整體市場狀況由於受較 高利率環境、停滯的地產市場和地緣政治緊 張局勢的影響而具有挑戰性。集團將繼續使 用低杠桿來應對這些困難的條件。董事會認 為,受大量人口的強勁需求和來自政府友好 的政策的推動,大灣區長期前景將繼續向 好。

#### 財務回顧

收益

我們的收益總額由截至二零二二年九月三十 日止六個月(「上一期間」)約128.8百萬港元 增加約24.2百萬港元或約18.8%至本期間約 153.0百萬港元。有關增加乃主要由於零售業 務收入的增加所導致。

#### 建築機械租賃

本集團建築機械租賃所產生收益由上一期 間約61.4百萬港元減少約15.8百萬港元或約 25.7%至本期間約45.6百萬港元。有關減少 乃主要由於期內香港及中國房地產市場停滯 所導致。

#### Trading of construction machinery

Our Group's revenue generated from trading of construction machinery recorded an increase by approximately HK\$10.1 million, or approximately 280.4%, from approximately HK\$5.6 million for the Previous Period to approximately HK\$15.7 million for the Period. Such increase was due to a higher demand in trailers, foundation machines and drilling accessories during the Period.

#### Property management services

Our Group's revenue generated from property management services decreased by approximately HK\$5.6 million, or 16.2%, from approximately HK\$34.3 million for the Previous Period to approximately HK\$28.7 million for the Period. The decrease was mainly due to the certain property management fee concessions provided to tenants as a result of the poor operating environment in the PRC.

#### Property Leasing, Subletting, Retail and Other Businesses

Our Group's revenue generated from property leasing, subletting, retail and other businesses increased by approximately HK\$35.4 million, or 129%, from approximately HK\$27.5 million for the Previous Period to approximately HK\$62.9 million for the Period. The increase was mainly due to the increase in business activities in the indoor amusement arcade retail business after the effects of COVID lockdowns in the previous Period.

#### Cost of Sales and Services

Our Group's cost of sales and services amounted to approximately HK\$125.6 million for the Period (Previous Period: approximately HK\$112.6 million), representing an increase of approximately 12.6%. Cost of sales and services mainly comprised of costs of machinery and equipment and spare parts, rental cost, staff costs and depreciation.

The increase in cost of sales and services was due to increase in revenue for the Period.

#### 建築機械貿易

本集團建築機械貿易所產生收益由上一期間約5.6百萬港元增加約10.1百萬港元或280.4% 至本期間約15.7百萬港元。有關增加是期內拖車、地基及地鑽配件的需求增加所導致。

#### 物業管理服務

本集團物業管理服務所產生收益由上一期間 約34.3百萬港元減少約5.6百萬港元或16.2% 至本期間約28.7百萬港元。有關減少主要是 由於集團向部分租戶提供管理費優惠,這與 中國較差的經營環境有關。

#### 物業租賃、轉租、零售及其他業務

本集團物業租賃、轉租、零售及其他業務所 產生收益由上一期間約27.5百萬港元增加約 35.4百萬港元或129%至本期間約62.9百萬港 元。有關增加主要是由於室內樂園零售業務 在上一期間疫情後的業務增加所導致。

#### 銷售及服務成本

本集團於本期間的銷售及服務成本約為125.6 百萬港元(上一期間:約112.6百萬港元), 增加約12.6%。銷售及服務成本主要包括機 械、設備及備用零件成本、租金成本、員工 成本以及折舊。

銷售及服務成本的增加主要由於收入的增加 所致。

#### Gross Profit and Gross Profit Margin

Our Group's gross profit recorded HK\$27.4 million for the Period, compared to HK\$17.2 million for the Previous Period. Our gross profit margin increased to approximately 17.9% for the Period from approximately 13.3% for the Previous Period. The increase in gross profit margin was mainly attributable to the reduced effect in this Period from certain one off depreciation charges due to obsolete equipment in the Previous Period.

#### Other Income and Gains

Our Group's other income and gains increased by approximately HK\$0.2 million, from approximately HK\$2.3 million for the Previous Period to approximately HK\$2.5 million for the Period.

#### Selling Expenses

Our Group's selling expenses was for the Period was less than HK\$0.1 million, as compared to approximately HK\$3.2 million for the Previous Period, mainly because staff in the selling department of the leasing business was restructured to the administrative department.

#### Administrative Expenses

Our Group's administrative expenses decreased by approximately HK\$19.1 million, or 48.4%, from approximately HK\$39.5 million for the Previous Period to approximately HK\$20.4 million for the Period. The decrease was mainly due to the reduced effect of certain one off depreciation charges due to obsolete equipments in the Previous Period and cost-cutting measures taken as a result of the challenging market conditions.

#### **Finance Income**

Our Group's finance income decreased by approximately HK\$3.6 million from approximately HK\$4.0 million for the Previous Period to approximately HK\$0.4 million for the Period, which was mainly attributable to the repayment of certain trade receivables since the Previous Period so less finance income was generated.

#### **Finance Costs**

Our Group's finance costs decreased by approximately HK\$0.3 million, or 24.5%, from approximately HK\$1.1 million for the Previous Period to approximately HK\$0.8 million for the Period. The decrease in finance costs was due to lower interest environment in the PRC.

#### 毛利及毛利率

本集團本期間錄得毛利27.4百萬港元,而上 一期間則為17.2百萬港元。毛利率由上一期 間約13.3%增加至本期間約17.9%。毛利率增 加乃主要由於上一期間針對一些過時的機器 產生了一次性折舊成本而有關影響在本期間 內有所減少。

#### 其他收入及收益

本集團的其他收入及收益由上一期間收益約 2.3百萬港元增加約0.2百萬港元至本期間約 2.5百萬港元。

#### 銷售開支

本集團的銷售開支由上一期間約3.2百萬港元 減少至少於0.1百萬港元,乃主要由於銷售部 門的員工重組至行政部分所致。

#### 行政開支

本集團的行政開支由上一期間約39.5百萬港 元減少約19.1百萬港元或48.4%至本期間約 20.4百萬港元。行政開支減少主要由於上一 期間針對一些過時的機器產生了一次性折舊 成本而有關影響在本期間內有所減少及市場 情況具有挑戰性從而採取了成本節約所致。

#### 財務收入

本集團的財務收入由上一期間約4.0百萬港 元減少約3.6百萬港元至本期間約0.4百萬港 元,乃主要由於某些貿易應收款已經被償還 所以對應的利息有所下跌所致。

#### 財務成本

本集團的財務成本由上一期間約1.1百萬港元 減少約0.3百萬港元或24.5%至本期間約0.8百 萬港元。財務成本減少乃主要由於中國內地 的利息降低所致。

#### Management Discussion and Analysis 管理層討論及分析

#### Income Tax Expense and Effective Tax Rate

Our Group generated income tax expense of HK\$3.4 million during the Period, as compared to approximately HK\$6.2 million for the Previous Period, which was mainly attributable to the loss making position of certain PRC subsidiaries for the Period.

Our Group's effective tax rate was 37.3% for the Period. The calculation was not applicable during the Previous Period as the Group incurred a loss before tax.

#### Net Profit and Net Profit Margin

Our Group generated net profit of HK\$5.7 million for the Period for the reasons described above. The net profit margin was 3.7%. The calculation was not applicable during the Previous Period as the Group incurred net loss.

#### LIQUIDITY AND FINANCIAL RESOURCES REVIEW

The Group financed its operations through a combination of cash flow from operations and borrowings. As at 30 September 2023, the Group had cash and cash equivalents of approximately HK\$45.9 million (31 March 2023: approximately HK\$43.2 million) which were mainly denominated in HK\$ and RMB, and had borrowings of approximately HK\$22.5 million (31 March 2023: approximately HK\$26.0 million) that were mainly denominated in HK\$ and RMB.

Gearing ratio is calculated as net debt divided by total equity at the end of the reporting period. Net debt is calculated as total borrowings and total obligations under finance leases less cash and cash equivalents and restricted cash. At 30 September 2023, the gearing ratio was not applicable due to the net cash position (31 March 2023: Same).

As at 30 September 2023, our Group's total current assets and current liabilities were approximately HK\$280.2 million (31 March 2023: approximately HK\$232.3 million) and approximately HK\$98.5 million (31 March 2023: approximately HK\$97.4 million), respectively. Our Group's current ratio increased to approximately 2.8 times as at 30 September 2023 (31 March 2023: 2.4 times). The current ratio increased mainly due to the disposal of certain property, plant and equipment during the Period.

#### 所得税開支及實際税率

本集團的所得税開支由上一期間約6.2百萬港 元減少至少於約3.4百萬港元,乃主要由於本 期間我們中國子公司的虧損狀況所致。

本集團的實際税率為37.3%。本集團於上一 期間產生税前虧損,故於上一期間不適用計 算。

#### 純利及純利率

如上所述,本集團本期間的凈利潤為5.7百 萬港元。純利率為3.7%。本集團上一期間產 生凈虧損,因此,上一期間不適用純利率計 算。

#### 流動資金及財務資源回顧

本集團透過來自經營活動的現金流量、借款 及融資租賃負債相結合的方式為其營運撥付 資金。於二零二三年九月三十日,本集團現 金及現金等價物約為45.9百萬港元(二零二三 年三月三十一日:約43.2百萬港元)主要以港 元及人民幣計值,以及有借款約22.5百萬港 元(二零二三年三月三十一日:約26.0百萬港 元)主要以港元及人民幣計值。

於報告期末的資產負債比率以負債淨額除以 權益總額計算。負債淨額以總借款及融資租 賃負債總額減現金及現金等價物以及受限制 現金計算。於二零二三年九月三十日,由於 錄得淨現金(二零二三年三月三十一日:相 同),故資產負債比率並不適用。

於二零二三年九月三十日,本集團的流動資 產及流動負債總額分別約為280.2百萬港元 (二零二三年三月三十一日:約232.3百萬港 元)及約98.5百萬港元(二零二三年三月三十 一日:約97.4百萬港元)。本集團的流動比率 於二零二三年九月三十日增加至約2.8倍(二 零二三年三月三十一日:2.4倍)。流動比率 減少主要是由於本期間出售部分物業、廠房 及設備所致。

#### PLEDGE OF ASSETS

As at 30 September 2023, our borrowings were not secured by property, plant and equipment (31 March 2023: nil).

#### **CAPITAL STRUCTURE**

As at 30 September 2023, the total issued share capital of the Company was approximately HK\$12.4 million representing 6,195,000,000 ordinary shares of HK\$0.002 each.

#### **CAPITAL EXPENDITURE**

The total capital expenditure incurred for the Period settled by cash was nil. The reduction was the result of a cautious investment approach in light of the current challenging market condition (Previous Period: approximately HK\$30.1 million).

#### **CURRENCY RISK**

Certain transactions of the Group are denominated in currencies which are different from the functional currency of the Group, namely, HK\$, and therefore the Group is exposed to foreign exchange risk. Payments made by the Group for the settlement of its purchases from suppliers are generally denominated in HK\$, RMB, JPY, USD and EUR. Payments received by the Group from its customers are mainly denominated in HK\$ and RMB.

The Group does not have a foreign currency hedging policy. However, the Group will continue to monitor closely its exposure to currency movement and take proactive measures.

#### CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at the end of the reporting period (31 March 2023: nil).

#### CAPITAL COMMITMENTS

Our capital commitments consist primarily of purchase of construction machinery for leasing purpose. As at 30 September 2023, there were no capital commitments of machinery and equipment contracted but not provided for (31 March 2023: HK\$1.3 million).

#### 資產抵押

於二零二三年九月三十日,我們的借款及融 資租賃負債沒有以物業、廠房及設備作抵押 (二零二三年三月三十一日:零)。

#### 資本結構

於二零二三年九月三十日,本公司全部 已發行股本約為12.4百萬港元,相當於 6,195,000,000股每股面值為0.002港元的普 通股。

#### 資本開支

以現金結算本期間產生的資本開支總額約為 零,減少主要由於目前市場具有挑戰性,所 以採取了保守的投資態度(上一期間:約30.1 百萬港元)。

#### 貨幣風險

本集團若干交易以有別於本集團功能貨幣(即 港元)的貨幣計值,因此,本集團面臨外匯風 險。本集團為結算其向供應商的採購款而支 付的款項一般以港元、人民幣、日圓、美元 及歐元計值。本集團自其客戶收取的付款主 要以港元及人民幣計值。

本集團並無外幣對沖政策。然而,本集團將 繼續密切監察其面臨的貨幣變動風險及採取 積極措施。

#### 或然負債

於報告期末日,本集團並無任何重大或然負 債(二零二三年三月三十一日:無)

#### 資本承擔

我們的資本承擔主要包括購買作租賃用途的 建築機械。於二零二三年九月三十日,有關 機械及設備的已訂約但尚未撥備的資本承擔 約為零(二零二三年三月三十一日:1.3百萬 港元)。

#### **OTHER DISCLOSURE**

Save as disclosed in this interim results announcement, since the publication of the 2023 annual report, there have been no material changes in the likely future business development of the Group, including the Company's prospects for the current financial year.

#### EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2023, our Group had 507 staff (31 March 2023: 498). The total staff costs incurred by our Group for the Period were approximately HK\$27.9 million (Previous Period: approximately HK\$30.9 million).

Employees' remuneration packages are determined with reference to the market information and individual performance and will be reviewed on a regular basis. The remuneration policy will be reviewed by the Board from time to time. In addition to basic remuneration, the Group also makes contributions to mandatory provident funds scheme.

#### IMPORTANT EVENTS AFTER THE END OF THE FINANCIAL PERIOD, SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSET

On 26 October 2023, the Company issued an announcement to effect the change of company name from Zhaobangji Properties Holdings Limited to Zhaobangji Lifestyle Holdings Limited following the passing of a special resolution on 23 August 2023 to approve the change of company name and the issuance of the certificate of incorporation on change of name of the company by the Registrar of Companies in the Cayman Islands on 20 September 2023.

#### 其他披露事項

除本中期報告中披露的內容外,自二零二三 年年報刊發以來,本集團可能的未來業務發 展(包括本公司本財政年度的前景)並無重大 變動。

#### 僱員及薪酬政策

於二零二三年九月三十日,本集團擁有507名 (二零二三年三月三十一日:498名)員工。本 集團於本期間產生的員工成本總額約為27.9 百萬港元(上一期間:約30.9百萬港元)。

僱員的薪酬待遇經參考市場資料及個人表現 釐定,並會定期檢討。董事會將不時檢討薪 酬政策。除基本薪酬外,本集團亦向強制性 公積金計劃供款。

財務期末後重大事項、持有 的重大投資、重大收購或出 售附屬公司、聯營公司及合 營企業以及重大投資或資本 資產計劃

於二零二三年十月二十六日,本公司刊登了 公告來生效更改公司名稱,由兆邦基地產控 股有限公司更改為兆邦基生活控股有限公 司,隨著於二零二三年八月二十三日通過批 准更改公司名稱的特別決議案,及開曼群島 公司註冊處處長已於二零二三年九月二十日 發出更改公司名稱註冊證書後。

#### Management Discussion and Analysis 管理層討論及分析

On 8 September 2022, the Group entered into an assignment agreement under which the Group as assignee shall, at the cash consideration of RM B65,000,000 (equivalent to approximately HK\$74,100,000), accept the assignment of all the assignor's rights, titles and interests in a loan with outstanding principal amount of RMB80,000,000 (equivalent to approximately HK\$91,200,000) secured by, among others, two temporary use rights for commercial use purpose located in Shenzhen, PRC. Details of this transaction were disclosed in the Company's announcements published on 8 and 28 September 2022 respectively, and in note 17 of this report.

Saved as disclosed, the Group did not have any important events after the end of the Period, significant investments, material acquisitions or disposal of subsidiaries, associates and joint ventures, and plans for material investments or capital asset.

#### **INTERIM DIVIDEND**

The Board does not recommend the payment of any interim dividend to shareholders of the Company for the Period.

# PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

There were no purchase, redemption or sale by the Company or any of its subsidiaries of the listed securities of the Company during the Period. 於二零二二年九月八日,本集團簽訂了一份 轉讓協議,當中本集團,作為受讓方,同意 以現金價格人民幣65,000,000(相當於約港 幣74,100,000)接受出讓方一筆本金為人民 幣80,000,000(相當於約港幣91,200,000)的 貸款,包括其權利、所有權及利益。貸款以 包括兩個位於中國深圳的商業用途代用證擔 保。有關交易的詳情分別於本公司於二零二 二年九月八日及二十八日發佈的公告中及本 報告附註17中披露。

除已披露之外,本集團並無本期間後重大事 項、重大投資、重大收購或出售附屬公司、 聯營公司及合營企業以及重大投資或資本資 產計劃。

#### 中期股息

董事會不建議就本期間向本公司股東派付中 期股息。

#### 購買、贖回或出售本公司的 上市證券

於本期間,本公司或其任何附屬公司概無出 售、購買或贖回本公司任何上市證券。

#### **CORPORATE GOVERNANCE PRACTICES**

The Group is committed to maintain high standards of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") as our corporate governance practices. The Company has complied with the applicable code provisions under the CG Code during the Period.

# COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. The Company has made enquiries to all Directors regarding any non-compliance with the Model Code.

All the Directors confirmed that they have fully complied with the required standard set out in the Model Code during the Period.

#### AUDIT COMMITTEE

The Audit Committee was established on 23 January 2017, with specific written terms of references in accordance with rule 3.22 of the Listing Rules and paragraph C.3 of the CG Code. As at the date of approval of this interim report, the Audit Committee comprises three members, namely Mr. Wong Chun Man (Chairman), Mr. Hui Chin Tong Godfrey, and Mr. Ye Longfei, all of whom are independent non-executive Directors.

The unaudited interim condensed consolidated financial statements of the Group for the Period have been reviewed by the Audit Committee.

#### 企業管治常規

本集團致力於維持高水平的企業管治,以保 障本公司股東的權益及提升企業價值及問責 性。本公司已採納香港聯合交易所有限公司 (「聯交所」)證券上市規則(「上市規則」)附錄十 四所載的企業管治守則(「企業管治守則」)作 為其企業管治常規。本公司於本期間已遵守 企業管治守則的適用守則條文。

#### 遵守證券交易的標準守則

本公司已就董事進行證券交易採納上市規則 附錄十所載有關上市發行人董事進行證券交 易的標準守則(「標準守則」)作為其自身的行 為守則。本公司已就標準守則的任何不合規 情況向全體董事作出查詢。

全體董事確認彼等已於本期間全面遵守標準 守則所載的規定標準。

#### 審核委員會

審核委員會於二零一七年一月二十三日設 立,並遵照上市規則第3.22條及企業管治守 則第C.3段制定明確書面職權範圍。於本中 期報告批准日期,審核委員會由三名成員 組成,即王俊文先生(主席)、許展堂先生及 叶龍蜚先生,彼等均為獨立非執行董事。

本集團於本期間的未經審核中期簡明綜合財 務報表已經審核委員會審閱。

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2023, the interests of the Directors and the chief executive of the Company in the shares of the Company (the "**Shares**") or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the registered required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

in the Shares in which Boardwin Resources Limited were interested.

#### 董事及最高行政人員於股 份、相關股份及債權證的權 益及淡倉

於二零二三年九月三十日,本公司董事及本 公司最高行政人員於根據證券及期貨條例第 352條予以存置於登記名冊內或依據標準守 則向本公司及聯交所具報的本公司股份(「股 份」)或任何相關法團(定義見證券及期貨條例 第XV部)內的權益如下:

> 期貨條例,許楚家先生被視為於Boardwin Resources Limited擁有權益的股份中擁有權

#### 於股份中的好倉

	ame of director 事姓名	Capacity/Nature of interest 身份/權益性質		Number of shares held 持有股份數目	Percentage of shareholding <sup>(note 1)</sup> 股權百分比 <sup>(附註1)</sup>
	r. Xu Chujia <sup>(note 2)</sup> 楚家先生 <sup>(附註二)</sup>	Interest of a controlled corporation 受控制法團權益		3,804,096,000	61.41%
Note	es:		附註	:	
1.	1. The percentage of shareholding is calculated on the basis of the number of issued Shares as at 30 September 2023 of 6,195,000,000.			權益比例基於二零 6,195,000,000股股 <sup>。</sup>	二三年九月三十日已發行 份計算。
2.	Mr. Xu Chujia owned 58.53% of the issued share capital of Boardwin Resources Limited, which beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the issued share capital of the Company. By virtue of the SFO, Mr. Xu Chujia is deemed to be interested			58.53%已發行股本 Limited實益擁有3,	ardwin Resources Limited ,而Boardwin Resources 804,096,000股股份,佔 約61.41%。根據證券及

#### Long Positions in the Shares

Long position in the shares of Boardwin Resources Limited, an associated corporation (note 1)

於相聯法團Boardwin Resources Limited股份中的好倉<sup>(附註1)</sup>

	ame of director 事姓名	Capacity/Nature of interest 身份/權益性質		Number of shares held 持有股份數目	Percentage of shareholding <sup>(note 2)</sup> 股權百分比 <sup>(附註2)</sup>		
	r. Xu Chujia 楚家先生	Beneficial owner 實益擁有人		183,053,003	58.53%		
	r. Xu Chusheng 楚勝先生	Beneficial owner 實益擁有人		25,018,920	8%		
	s. Zhan Meiqing 美清女士	Beneficial owner 實益擁有人		3,127,365	1%		
Notes:				附註:			
1. Boardwin Resources Limited beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the total issued Shares as at 30 September 2023. As such, Boardwin Resources Limited was an associated corporation of the Company within the meaning of Part XV of the SFO.			1.	3,804,096,000股本 零二三年九月三十日 因此,Boardwin Re	urces Limited實益擁有 公司股份,佔本公司於二 日已發行股本約61.41%。 esources Limited為證券及 f界定的本公司的相聯法		
2.	2. The percentage of shareholding is calculated on the basis of the number of issued shares of Boardwin Resources Limited as at 30 September 2023 of 312,736,500 shares.				dwin Resources Limited於 十日已發行312,736,500		
Save as disclosed above, as at 30 September 2023, none of the Directors or the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part Save as disclosed above, as at 30 September 2023, none of the 除上文所披露者外,於二零二三年九月日,概無本公司董事或最高行政人員擁在公司於根據證券及期貨條例第352條予置於登記名冊內或依據標準守則向本公					战最高行政人員擁有於 ∣貨條例第352條予以存		

short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the registered required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

本公司於根據證券及期貨條例第352條予以存 置於登記名冊內或依據標準守則向本公司及 聯交所具報的本公司或其任何相聯法團(定義 見證券及期貨條例第XV部)的股份、相關股份 或債權證中的權益或淡倉。

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2023, the interests of persons, other than Directors or the chief executive of the Company, in the Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

#### 主要股東於股份及相關股份 之權益

於二零二三年九月三十日,按本公司根據證券及期貨條例第336條存置之登記冊所記錄, 下列人士(本公司董事或最高行政人員除外) 於本公司股份之權益如下:

	Name 姓名	Capacity/Nature of interest 身份/權益性質		Number of shares held 持有股份數目	Percentage of shareholding <sup>(note 1)</sup> 股權百分比 <sup>(附註1)</sup>
	Boardwin Resources Limited	Beneficial owner 實益擁有人		3,804,096,000	61.41%
	Ms. Zhang Meijuan <sup>(note 2)</sup> 張美娟女士 <sup>(附註2)</sup>	Interest of spouse 配偶權利		3,804,096,000	61.41%
	Notes:		附註	:	
1. The percentage of shareholding is calculated on the basis of the number				權益比例基於本公司	於-零-=年九月=十

1. The percentage of shareholding is calculated on the basis of the number of issued Shares as at 30 September 2023 of 6,195,000,000.

2. Ms. Zhang Meijuan is the spouse of Mr. Xu Chujia, who owned 58.53% of the issued share capital of Boardwin Resources Limited, which in turn beneficially owned 3,804,096,000 Shares, representing approximately 61.41% of the issued share capital of the Company. By virtue of the SFO, Ms. Zhang Meijuan was deemed to be interested in the Shares in which Mr. Xu Chujia was interested.

Save as disclosed above, as at 30 September 2023, no persons, other than the Directors and the chief executive of the Company, had any interest or short position in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.  權益比例基於本公司於二零二三年九月三十 日已發行6,195,000,000股股份計算。

 張美娟女士為許楚家先生之配偶,其持有 Boardwin Resources Limited 58.53%已發行 股本,該公司實益擁有3,804,096,000股股 份,佔本公司已發行股本約61.41%。根據證 券及期貨條例,張美娟女士被當作於許楚家 先生擁有權益的股份中擁有權益。

除上文所披露者外,於二零二三年九月三十 日,沒有人士(董事或本公司最高行政人員除 外)於本公司股份或相關股份中,擁有根據證 券及期貨條例第336條須登記於該條所述登記 冊的權益或淡倉。

#### SHARE OPTION SCHEME

The Company's share option scheme ("**Share Option Scheme**") was adopted pursuant to a shareholder's resolution passed on 23 January 2017. From the date of the adoption of the Share Option Scheme and up to the end of the reporting period, no share option has been granted, or agreed to be granted, under the Share Option Scheme.

By order of the Board

#### 購股權計劃

本公司根據於二零一七年一月二十三日通 過的股東決議案採納購股權計劃(「**購股權計** 劃」)。自購股權計劃採納日期起及直至報告 期末日,並無購股權根據購股權計劃已授出 或已同意授出。

承董事會命

#### Xu Chujia

Zhaobangji Lifestyle Holdings Limited Chairman and Executive Director

Hong Kong, 29 November 2023

#### 許楚家

兆邦基生活控股有限公司 *主席兼執行董事* 

香港,二零二三年十一月二十九日

## Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 中期簡明綜合損益及其他全面收益表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

		Notes 附註	Unau 未經 Six months ende 截至九月三十 2023 二零二三年 HK\$'000 千港元	審核 ed 30 September
Revenue	收益	6	152,965	128,790
Cost of sales and services	銷售及服務成本	7	(125,615)	(111,608)
Gross profit	毛利		27,350	17,182
Other gains and losses	其他收益及虧損		2,545	2,348
Selling expenses	銷售開支	7	(24)	(3,175)
Administrative expenses	行政開支	7	(20,385)	(39,525)
Profit/(loss) from operations	經營所得溢利/(虧損)		9,486	(23,170)
Finance income	財務收入		405	4,001
Finance costs	財務成本		(810)	(1,084)
Finance income/(costs), net Fair value changes on financial assets at fair value through profit or loss	財務收入/(成本), 淨額 透過損益按公平值列賬之 金融資產之公平值變動	17	(405) 2,096	2,917 (3,002)
			,	
Profit/(loss) before tax	除税前溢利/(虧損)		9,081	(23,255)
Income tax expense	所得税開支	8	(3,389)	(6,191)
Profit/(loss) for the period	期內溢利/(虧損)		5,692	(29,446)
Profit/(loss) attributable to equity holders of the Company Other comprehensive income/(loss) Items that may be reclassified to profit or loss:	本公司權益持有人應占 溢利/(虧損) 其他全面收益/(虧損) 可能重新分類至損益的 項目:		5,962	(29,446)
Exchange differences on translating	资 <i>日 ·</i> 換算海外業務之匯兑差額			
foreign operations	ふ井(9/1 木加た凹九工限		(7,182)	114
Total comprehensive loss for the	期內全面虧損總額,			
period, net of tax	扣除税項		(1,490)	(29,332)

# Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 中期簡明綜合損益及其他全面收益表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

		Notes 附註	Unau 未經 Six months ende 截至九月三十 2023 二零二三年 HK\$'000 千港元	審核 d 30 September - 日止六個月 2022 二零二二年
Total comprehensive loss for the year attributable to: Owners of the Company Non-controlling interests	本年度全面虧損總額 歸屬於: 本公司擁有人 非控股權益		(1,490) –	(29,332) –
Earnings/(loss) per share for profit attributable to equity holders of the Company:	本公司權益持有人應佔溢 利/(虧損)之每股盈利:		HK cent 港仙	HK cent 港仙
Basic and diluted	基本及攤薄	10	0.09	(0.47)

The above interim condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes. 上述中期簡明綜合損益及其他全面收益表應 與附註一併閱讀。

## Interim Condensed Consolidated Statement of Financial Position 中期簡明綜合財務狀況表

As at 30 September 2023 於二零二三年九月三十日

		Notes 附註	Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 <b>千港元</b>
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	116,750	150,577
Right-of-use assets	使用權資產	3	6,336	26,450
Financial assets at fair value through other	按公平值計入其他全面收益			
comprehensive income	之金融資產		4,611	4,855
Financial assets at fair value through	按公平值計入損益之金融資			
profit or loss	產		81,375	-
Deposits, prepayments and other	按金、預付款項及其他應收	10	0 7 40	11.000
receivables Loan receivable	款項 應收貸款	12	9,740	11,936 46,203
	愿收貝承		46,203	40,203
			265,015	325,701
			203,013	020,701
Current assets	流動資產			
Inventories	存貨		7,443	7,460
Trade receivables	貿易應收款項	12	142,239	114,219
Deposits, prepayments and other	按金、預付款項及其他應收			
receivables	款項	12	50,924	37,722
Loans receivable	應收貸款		1,724	284
Financial assets at fair value through	按公平值計入損益之金融資			
profit or loss	產	17	17,146	17,149
Current tax assets	即期税項資產		1,421	-
Amount due from related companies Bank and cash balances	應收關聯公司款項 銀行及現金結餘		13,458 45,866	12,189 43,2454
Dai in al iu casi i Daial ICES	蚁门 <u></u> 以况立 <u></u> 加防		40,000	43,2434
			290.011	232,265
			280,211	232,203
Total assets	總資產		545,236	557,966
	mo 貝/庄		343,230	557,300

#### Interim Condensed Consolidated Statement of Financial Position 中期簡明綜合財務狀況表

As at 30 September 2023 於二零二三年九月三十日

		Notes 附註	Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 <b>千港元</b>
EQUITY Capital and reserves attributable to the owners of the Company Share capital Reserves	<b>權益</b> 本公司擁有人應佔股本及 儲備 股本 儲備	13	12,390 420,592	12,390 422,085
Non-controlling interest	非控股權益		432,982 (49)	434,475 (52)
Total equity	權益總額		432,933	434,423
LIABILITIES Non-current liabilities Borrowings Lease liabilities Deferred tax liabilities	<b>負債</b> 非流動負債 借款 租賃負債 遞延税項負債		- - 13,848	9,710 2,599 13,876
			13,848	26,185
<b>Current liabilities</b> Contract liabilities Borrowings Lease liabilities Trade and bills payables Accruals and other payables Amounts due to related companies Current tax liabilities	<b>流動負債</b> 合約負債 借款 租賃負債 貿易應付款項及應付票據 應計費用及其他應付款項 應付關聯公司款項 即期税項負債	3 14 14	3,505 22,520 12,672 28,104 24,218 20 7,415	5,071 16,317 22,374 18,045 25,184 6,115 4,252
			98,454	97,358
Total liabilities	總負債		112,302	123,543
Total equity and liabilities	權益及負債總額		545,236	557,966

The above interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述中期簡明綜合財務狀況表應與附註一併 閱讀。

## Interim Condensed Consolidated Statement of Changes in Equity 中期簡明綜合權益變動表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

							Inaudited 未經審核				
				Attributa		ity holders of th 益持有人應佔					
		Share capital 股本 (Note 13) (附註13)	Share premium 股份溢價	Foreign currency translation reserve 外幣換算館備	Merger Reserve 合併儲備	Statutory Reserve 法定儲備	Financial assets at fair value through other comprehensive income reserve 按公平值計入 其他全面收益之 金融資產儲備	Retained earnings 保留盈利	Total 總計	- Non-controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 April 2022	於二零二二年四月一日的結餘	12,390	116,347	11,603	2,500	17,287	2,785	325,065	487,977	(55)	487,922
Comprehensive income Profit for the period	<b>全面收益</b> 期內溢利	-	-	-	-	-	-	(29,446)	(29,446)	-	(29,446)
Other comprehensive loss Foreign exchange differences Transfer to statutory reserve	<b>其他全面虧損</b> 外匯匯兑差額 撥至法定儲備	-	-	(23,093) –	177	- (2,008)	55 -	5,100 2,008	(17,761) –	(279) _	(18,040) _
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	(23,093)	-	(2,008)	55	(22,338)	(47,207)	(279)	(47,486)
Balance at 30 September 2022	於二零二二年九月三十日的結餘	12,390	116,347	(11,490)	2,677	15,279	2,730	302,727	440,770	(334)	440,436
Balance at 1 April 2023	於二零二三年四月一日的結餘	12,390	116,347	(2,147)	2,500	23,015	4,018	278,352	434,475	(52)	434,423
Comprehensive income Profit for the period	<b>全面收益</b> 期內溢利	-	-	-	-	-	-	5,692	5,692	-	5,692
Other comprehensive loss Foreign exchange differences Transfer to statutory reserve	<b>其他全面虧損</b> 外匯匯兑差額 撥至法定儲備	-	-	(9,934) _	(1,055) _	-	(115)	3,919 _	(7,185) -	3	(7,182) _
Total comprehensive (loss)/ income for the period	期內全面(虧損)/收益總額	-	-	(9,934)	(1,055)	-	(115)	9,611	(1,493)	3	(1,490)
Balance at 30 September 2023	於二零二三年九月三十日的結餘	12,390	116,347	(12,081)	1,445	23,015	3,903	287,963	432,982	(49)	432,933

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述中期簡明綜合權益變動表應與附註一併 閱讀。

## Interim Condensed Consolidated Cash Flow Statement 中期簡明綜合現金流量表

For the period ended 30 September 2023 截至二零二三年九月三十日止期間

		Unau 未經 Six months ende 截至九月三十 2023 二零二三年 HK\$'000 千港元	審核 ed 30 September - 日止六個月 2022 二零二二年
Net cash generated from operating activities	經營活動所得現金淨額	762	120,425
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額	12,066	(96,058)
Net cash used in financing activities	融資活動所用現金淨額	(14,525)	(14,480)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	(1,697)	9,887
Effect of foreign exchange rate changes	匯率變動的影響	4,318	(13,219)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	43,245	44,751
Cash and cash equivalents at end of the period	期末現金及現金等價物	45,866	41,419

The above interim condensed consolidated statement of cash flow should be read in conjunction with the accompanying notes.

上述中期簡明綜合現金流量表應與附註一併 閱讀。

#### **1 GENERAL INFORMATION**

Zhaobangji Lifestyle Holdings Limited (the "Company") is an investment holding company and its subsidiaries are principally engaged in trading of machinery and spare parts, leasing of machinery and the provision of related services in the Hong Kong S.A.R. region, and the provision of property management services, leasing of machinery, property leasing, subletting, retail and other businesses in the Mainland region of the People's Republic of China ("PRC").

The Company is a limited liability company incorporated in the Cayman Islands. The address of the its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The interim condensed consolidated financial information are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

#### 2 BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 September 2023 has been prepared in accordance with Hong Kong Accounting Standard 34 "Interim financial reporting". The interim condensed consolidated financial information does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the consolidated financial statements for the year ended 31 March 2023 and any public announcements made by the Group during the interim reporting period.

#### 1 一般資料

兆邦基生活控股有限公司(「本公司」)為 投資控股公司,及其附屬公司主要在在 香港特別行政區地區(「香港」)從事機械 及配件貿易、機械租賃及提供相關服 務,以及在中華人民共和國國內地區 (「中國」)業管理服務、機械租賃、物業 租賃、轉租、零售及其他業務。

本公司為在開曼群島註冊成立的有限責 任公司,其註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

除另有説明者外,中期簡明綜合財務資 料以港元(「港元」)呈列。

#### 2 編製基準

截至二零二三年九月三十日止六個月的 中期簡明綜合財務資料乃根據香港會計 準則第34號「中期財務報告」而編製。中 期簡明綜合財務資料並不包括年度財務 報告中通常包含的所有附註。因此,本 報告應與截至二零二三年三月三十一日 止年度的綜合財務報表及本集團於中期 報告期間作出的任何公告一併閱讀。

#### **3 ACCOUNTING POLICIES**

#### (a) Changes in accounting policy and disclosures

The Group has adopted the following amendments to HKFRSs, which included HKFRSs, HKAS and Interpretations issued by the HKICPA relevant to the Group's accounting policies and business operations adopted for the first time prepared and presented on the consolidated financial statements for the annual period beginning on or after 1 April 2022:

# Amendments to HKFRS 3Reference to the Conceptual FrameworkAmendments to HKAS 16Property, Plant and Equipment: Proceeds<br/>before Intended UseAmendments to HKAS 37Onerous Contracts - Cost of Fulfilling a<br/>ContractAmendments to HKFRS 1, HKFRS 9,<br/>HKFRS 16 and HKAS 41Annual Improvements to HKFRSs 2018-<br/>2020

#### 3 會計政策

#### (a) 會計政策及披露變更

本集團已採納以下由香港會計師公會頒 佈與本集團會計政策及業務營運相關的 香港財務報告準則(包括香港財務報告 準則、香港會計準則及詮釋)修訂本, 而該等修訂本就首次編製及呈報在二零 二二年四月一日或之後開始的年度期間 的綜合財務報表而採納:

香港財務報告準則第3號 (修訂本)	概念框架之提述
香港會計準則第16號(修訂本)	物業、廠房及設備:於 作擬定用途前之所得 款項
香港會計準則第37號(修訂本)	有償合約 - 履行合約之 成本
香港財務報告準則第1	香港財務報告準則二零
號、香港財務報告準則	一八年至二零二零年
第9號、香港財務報告	週期之年度改進
準則第16號及香港會	
計準則第41號(修訂本)	

The application of the amendments to HKFRSs in the current period has no material impact on the Group's performance and financial positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements. 於期內採納香港財務報告準則之修訂本 並無對本集團於期內及過往年度的表現 及財務狀況及/或該等綜合財務報表所 載的披露造成任何重大影響。

#### 3 ACCOUNTING POLICIES (Continued)

(a) Changes in accounting policy and disclosures (Continued)

#### Amendments to HKFRS 3, Reference to the Conceptual Framework

The amendments update HKFRS 3 "Business Combinations" ("HKFRS 3") so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" ("HKAS 37"), an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 "Levies" ("HK(IFRIC)-Int 21"), the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

These amendments had no impact on the consolidated financial statements of the Group.

#### 3 會計政策(續)

(a) 會計政策及披露變更(續)

#### 香港財務報告準則第3號(修訂本), 概念框架之提述

該等修訂本更新了香港財務報告準則第 3號「業務合併」(「香港財務報告準則第3 號」),使其參考經修訂二零一八年財務 報告的概念框架而非二零一零年頒佈的 版本。該等修訂本在香港財務報告準則 第3號中增添一項規定,即就香港會計 準則第37號「撥備、或然負債及或然資 產」(「香港會計準則第37號」)範圍內的 責任而言,收購方應用香港會計準則第 37號釐定於收購日期是否因過往事件而 存在現有責任。對於香港(國際財務報 告詮釋委員會)- 詮釋第21號「徵費」(「香 港(國際財務報告詮釋委員會)- 詮釋第 21號」)範圍內的徵款而言,收購方應用 香港(國際財務報告詮釋委員會)- 詮釋 第21號以釐定導致出現支付徵費責任 的責任事件是否已於收購日期發生。該 等修訂本亦增添一項明確聲明,即收購 方不會確認在業務合併中收購的或然資 產。

此等修訂本並無對本集團之綜合財務報 表造成任何影響。

#### 3 ACCOUNTING POLICIES (Continued)

(a) Changes in accounting policy and disclosures (Continued)

Amendments to HKAS 16, Property, Plant and Equipment: Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

These amendments had no impact on the consolidated financial statements of the Group.

# Amendments to HKAS 37, Onerous Contracts - Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling a contract' comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

These amendments had no impact on the consolidated financial statements of the Group.

#### Annual Improvements to HKFRSs 2018-2020

 HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards ("HKFRS 1"), which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.

#### 3 會計政策(續)

(a) 會計政策及披露變更(續)

#### 香港會計準則第16號(修訂本)物 業、廠房及設備 - 作擬定用途前之 所得款項

該等修訂本禁止從物業、廠房及設備項 目成本中扣除出售使資產達到管理層擬 定的營運方式所需的地點及狀況時所產 生項目的任何所得款項。相反,出售該 等項目的所得款項及生產該等項目的成 本則於損益中確認。

此等修訂本並無對本集團之綜合財務報 表造成任何影響。

#### 香港會計準則第37號(修訂本)有償 合約 - 履行合約之成本

該等修訂本訂明,「履行合約的成本」包括「與合約直接有關的成本可以是履行該合約的增量 成本(如直接勞工及材料)或與履行合約 直接有關的其他成本的分配(如履行合約 約所使用的物業、廠房及設備項目的折 舊費用的分配)。

此等修訂本並無對本集團之綜合財務報 表造成任何影響。

#### 香港財務報告準則二零一八年至二 零二零年週期之年度改進

 香港財務報告準則第1號首次採納 香港財務報告準則(「香港財務報 告準則第1號」),允許應用香港財 務報告準則第1號第D16(a)段的附 屬公司根據母公司過渡至香港財 務報告準則的日期,使用母公司 呈報的金額計量累計匯兑差額。

#### 3 ACCOUNTING POLICIES (Continued)

(a) Changes in accounting policy and disclosures (Continued)

Annual Improvements to HKFRSs 2018-2020 (Continued)

- HKFRS 9, Financial Instruments ("HKFRS 9"), which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.
- HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.
- HKAS 41, Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

These amendments had no impact on the consolidated financial statements of the Group.

#### 3 會計政策(續)

(a) 會計政策及披露變更(續)

#### 香港財務報告準則二零一八年至二 零二零年週期之年度改進(續)

- 香港財務報告準則第9號財務工具(「香港財務報告準則第9號」), 釐清香港財務報告準則第9號第 B3.3.6段所載,在評估是否終止 確認金融負債時的「10%」測試所 包括的費用,並解釋其僅包括實 體與貸款人之間所支付或收取的 費用,包括實體或貸款人代表其 他人士支付或收取的費用。
- 香港財務報告準則第16號租賃, 修訂第13項範例以刪除由出租人 償付租賃裝修的説明,進而解決
   因該示例中租賃優惠的説明方式
   而可能產生的任何有關租賃優惠
   處理的潛在混淆。
- 香港會計準則第41號農業,該修 訂已剔除在使用現值技術計量生 物資產的公平價值時排除税項現 金流量的要求。

此等修訂本並無對本集團之綜合財務報 表造成任何影響。

#### 3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective

The following new or amendments to HKFRSs, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRS 17	Insurance Contracts and the related Amendments <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKFRS 16	Lease liability in a Sale and Leaseback $^{\!\!\!2}$
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current (the "2020 Amendments") <sup>2, 4</sup>
Amendments to HKAS 1	Non-current liabilities with Covenants (the "2022 Amendments") <sup>2</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>

<sup>1</sup> Effective for the annual period beginning on or after 1 January 2023

- <sup>2</sup> Effective for the annual period beginning on or after 1 January 2024
- <sup>3</sup> Effective for the annual period beginning on or after a date to be determined
- <sup>4</sup> As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion.

Except for as described below, the directors of the Company do not anticipate that the adoption of these new or amendments to HKFRSs that have been issued but not yet effective will have any material impact on these consolidated financial statements.

#### 3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香 港財務報告準則或修訂本 本集團並無提前採用下列已頒佈但尚未 生效的新訂香港財務報告準則或修訂 本。

香港財務報告準則	保險合約及相關修訂本1
第17號	
香港財務報告準則第10	投資者與其聯營公司或合營
號及香港會計準則第	企業之間的資產出售或
28號(修訂本)	注資3
香港財務報告準則第16	售後租回的租賃負債2
號(修訂本)	
香港會計準則第1號	負債分類為流動或非流動
(修訂本)	(「二零二零年修訂本」)2·4
香港會計準則第1號	附帶契諾的非流動負債(「二
(修訂本)	零二二年修訂本」)2
香港會計準則第1號及香	會計政策的披露1
港財務報告準則實務報	
告第2號(修訂本)	
香港會計準則第8號	會計估計的定義1
(修訂本)	
香港會計準則第12號	與單一交易產生的資產和負
(修訂本)	債相關的遞延税項1

- 1 於二零二三年一月一日或之後開始之 年度期間生效
- 2 於二零二四年一月一日或之後開始之 年度期間生效
- <sup>3</sup> 在待定日期或之後開始的年度期間生效
  - 作為二零二二年修訂本的結果,二零 二零年修訂本的生效日期推遲至二零 二四年一月一日或之後開始之年度期 間。此外,作為二零二零年修訂本及 二零二二年修訂本的結果,香港詮釋 第5號財務報表呈報-借款人對載有按 要求償還條款的有期貸款的分類已修 訂以調整相應措辭,結論不變。

除下文所述者外,本公司董事預期,採 納此等已頒佈但尚未生效之新訂香港財 務報告準則或修訂本將不會對綜合財務 報表造成任何重大影響。

#### 3 ACCOUNTING POLICIES (Continued)

Leaseback

 (b) New or amendments to HKFRSs that have been issued but not yet effective (Continued)
 Amendments to HKFRS 16, Lease Liability in a Sale and

The amendments add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements of HKFRS 15 to be accounted for as a sale. The amendments require a seller lessee to determine "lease payments" or "revised lease payments" such that the seller-lessee would not recognise a gain or loss that relates to the right of use retained by the seller-lessee. The amendments also clarify that applying the requirements does not prevent the seller-lessee from recognising in profit or loss any gain or loss relating to subsequent partial or full termination of a lease.

As part of the amendments, Illustrative Example 25 accompanying HKFRS 16 is added to illustrate the application of the requirements in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

#### 3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香 港財務報告準則或修訂本(續) 香港財務報告準則第16號(修訂 本),售後租回的租賃負債

> 該修訂本就符合香港財務報告準則第15 號規定將予入賬列作出售的售後回租交 易增加了後續計量規定。該修訂本要求 賣方 - 承租人釐定「租賃付款」或「經修 訂的租賃付款」,以致賣方 - 承租人不 會確認與賣方 - 承租人保留的使用權有 關的收益或虧損。該修訂本亦澄清,應 用有關規定並不妨礙賣方 - 承租人於損 益中確認與隨後部分或全部終止租賃有 關的任何收益或虧損。

> 作為該修訂本的一部分,增加香港財務 報告準則第16號隨附説明性示例第25號 以説明於不取決於一項指數或比率的可 變租賃付款的售後回租交易中應用有關 規定。

> 該修訂本於二零二四年一月一日或之後 開始之年度報告期間生效,並可提早應 用。應用該修訂本預期不會對本集團的 財務狀況及表現造成重大影響。

#### 3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued)

#### Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement or at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or noncurrent should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
  - the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
  - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group's outstanding liabilities as at 30 September 2023, the application of the amendments will not result in reclassification of the Group's liabilities.

#### 3 會計政策(續)

- (b) 已頒佈但尚未生效的新訂香 港財務報告準則或修訂本(續) 香港會計準則第1號(修訂本),負債 分類為流動或非流動及香港詮釋第 5號(二零二零年)的相關修訂本 該等修訂本就評估自報告日期起至少十 二個月的延遲結付權利提供澄清及額外 指引,以將負債分類為流動或非流動, 當中包括:
  - 訂明負債分類為流動或非流動應 基於報告期末存在的權利。具體 而言,該等修訂本澄清:
    - (i) 分類不應受管理層在十二個 月內結清負債的意圖或預期 所影響;及
    - (ii) 倘若該權利以遵守契諾為條
      件,即使貸款人在較後日期
      才測試是否符合條件,該權
      利在報告期末符合條件的情
      況下仍然存在;及
  - 澄清倘若負債具有條款,可由對 手方選擇透過轉讓實體本身的股 本工具進行結清,僅當實體應用 香港會計準則第32號「金融工具: 呈列」將選擇權單獨確認為股本工 具時,該等條款則不影響將其分 類為流動或非流動。

此外,香港詮釋第5號因香港會計準則 第1號(修訂本)而修改,以統一相應的 措辭,而結論並無變動。

基於本集團於二零二三年九月三十日的 未償還負債,應用該等修訂本將不會導 致對本集團的負債進行重新分類。

#### 3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued) Amendments to HKAS 1, Non-current Liabilities with Covenants (2022)

The 2022 Amendments clarify how to treat liabilities that are subject to covenants to be complied with, at a date subsequent to the reporting period. The 2022 Amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants. The 2022 Amendments clarify that only covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or noncurrent. The 2022 Amendments are effective for annual periods beginning on or after 1 April 2024 and shall be applied retrospectively. Earlier application of the 2022 Amendments is permitted.

Based on the Group's outstanding liabilities as at 30 September 2023, the application of the amendments will not result in reclassification of the Group's liabilities.

#### Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

#### 3 會計政策(續)

(b)已頒佈但尚未生效的新訂香 港財務報告準則或修訂本(續) 香港會計準則第1號(修訂本),附帶 契諾的非流動負債(二零二二年)

> 二零二二年修訂本澄清如何處理於報告 期之後的日期必須遵守契諾的負債。二 零二二年修訂本完善了實體在遵守契諾 的前提下,將清償負債的權利延遲至少 十二個月所提供的信息。二零二二年修 訂本澄清,只有實體於報告日或之前必 須遵守的契諾才會影響負債分類為流動 或非流動。二零二二年修訂本於二零二 四年四月一日或之後開始之年度期間生 效,並應追溯應用。允許提前應用二零 二二年修訂本。

> 基於本集團於二零二三年九月三十日的 未償還負債,應用該等修訂本將不會導 致對本集團的負債進行重新分類。

#### 香港會計準則第1號及香港財務報 告準則實務報告第2號(修訂本),會 計政策的披露

香港會計準則第1號的修訂本以「重大會 計政策資料」取代「重大會計政策」一詞 的所有情況。倘連同實體財務報表內其 他資料一併考慮,會計政策資料可合理 預期將影響通用財務報表的主要使用者 根據該等財務報表所作出的決定,則該 會計政策資料屬重大。

香港會計準則第1號的修訂本以「重大會 計政策資料」取代「重大會計政策」一詞 的所有情況。倘連同實體財務報表內其 他資料一併考慮,會計政策資料可合理 預期將影響通用財務報表的主要使用者 根據該等財務報表所作出的決定,則該 會計政策資料屬重大。

#### 3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued) Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies (Continued)

HKFRS Practice Statement 2 Making Materiality Judgements (the "Practice Statement") is also amended to illustrate how an entity applies the "four-step materiality process" to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies. The impacts of application, if any, will be disclosed in the Group's future consolidated financial statements.

#### Amendments to HKAS 8, Definition of Accounting Estimates

The amendments define accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty". An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

#### 3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香 港財務報告準則或修訂本(續) 香港會計準則第1號及香港財務報 告準則實務報告第2號(修訂本),會 計政策的披露(續)

> 香港會計準則第1號的修訂本以「重大會 計政策資料」取代「重大會計政策」一詞 的所有情況。倘連同實體財務報表內其 他資料一併考慮,會計政策資料可合理 預期將影響通用財務報表的主要使用者 根據該等財務報表所作出的決定,則該 會計政策資料屬重大。

> 應用該等修訂本預期不會對本集團財務 狀況或表現產生重大影響,但可能影響 本集團主要會計政策之披露。有關應用 影響(如有)將於日後本集團的綜合財務 報表中予以披露。

#### 香港會計準則第8號(修訂本),會計 估計的定義

該修訂本定義會計估計為「存在計量不 明朗因素的財務報表之貨幣金額」。會 計政策可能規定對計量不明朗因素的財 務報表的項目進行計量 - 即會計政策 可能規定將按貨幣金額計量的有關項目 不可直接觀察而須予以估計。於此情況 下,一間實體應編製會計估計,旨在達 到會計政策載列的目標。編製會計估計 涉及使用根據最新可得可靠的資料作出 的判斷或假設。

此外,香港會計準則第8號的會計估計 變更的概念予以保留,惟有進一步澄 清。

應用該修訂本預期不會對本集團的綜合 財務報表造成重大影響。

#### 3 ACCOUNTING POLICIES (Continued)

(b) New or amendments to HKFRSs that have been issued but not yet effective (Continued) Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities separately. Temporary differences on initial recognition of the relevant assets and liabilities are not recognised due to application of the initial recognition exemption.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

The amendments are effective for the Group's annual reporting period beginning on 1 January 2023.

#### **4 ESTIMATES**

The preparation of interim financial information requires the 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 this condensed consolidated interim financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2023.

#### 3 會計政策(續)

(b) 已頒佈但尚未生效的新訂香 港財務報告準則或修訂本(續) 香港會計準則第12號(修訂本),與 單一交易產生的資產和負債相關的 遞延税項

> 該等修訂本縮小香港會計準則第12號所 得税第15段及第24段中遞延税項負債及 遞延税項資產確認豁免之適用範圍,使 其不再適用於初次確認時產生相等應課 税及可扣減暫時性差額之交易。

> 就税項扣減歸屬於租賃負債之租賃交易 而言,本集團將香港會計準則第12號之 規定分別應用於相關資產及負債。相關 資產與負債初步確認時之暫時差額因應 用初始確認豁免而未確認。

> 就税項扣減歸屬於租賃負債之租賃交易 而言,本集團將香港會計準則第12號之 規定分別應用於相關資產及負債。相關 資產與負債初步確認時之暫時差額因應 用初始確認豁免而未確認。

> 該修訂本於本集團於二零二三年一月一 日開始之年度報告期間生效。

#### 4 估計

編製中期財務資料需要管理層作出影響 會計政策應用及資產及負債以及收支所 呈報金額的判斷、估計及假設。實際結 果可能與該等估計有所不同。

編製本中期簡明綜合財務資料時,管理 層所作出有關應用本集團會計政策的重 大判斷以及估計不確定性的主要來源與 截至二零二三年三月三十一日止年度綜 合財務報表所應用者相同。

#### 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

#### 5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk.

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the consolidated financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 March 2023.

There have been no significant changes in the financial risk management policies of the Group.

5.2 Fair value of financial assets and liabilities measured at amortised cost

The fair values of the following financial assets and liabilities approximate their carrying values:

- Trade receivables
- Deposits and other receivables
- Amounts due from related companies
- Cash and cash equivalents
- Trade and bills payables
- Accruals and other payables

#### 5 財務風險管理及金融工具

#### 5.1 財務風險因素

本集團的業務使其面對多種財務風險: 外幣風險、信用風險、流動資金風險及 利率風險。

中期簡明綜合財務資料並不包括綜合財 務報表所需的一切財務風險管理資料及 披露,並應與本集團截至二零二三年三 月三十一日止年度綜合財務報表一併閱 讀。

本集團的財務風險管理政策並無重大變 動。

#### 5.2 按攤銷成本計量的金融資產 及負債公平值

下列金融資產及負債的公平值與其賬面 值相若:

- 貿易應收款項
- 按金及其他應收款項
- 應收關聯公司款項
- 現金及現金等價物
- 貿易應付款項及應付票據
- 應計費用及其他應付款項

#### 6 REVENUE AND SEGMENT INFORMATION

Revenue represents gross receipts on leasing of machinery and the provision of related services, sales of machinery and spare parts and the provision of related services, the provision of property management services, property leasing, subletting, retail and others in the ordinary course of business. Revenue recognised for the periods are as follows:

#### 6 收益及分部資料

收益指於日常業務過程中租賃機械及提 供相關服務、銷售機械及備用零件及 提供相關服務、提供物業管理服務、提 供物業租賃及轉租服務、提供零售及其 他服務的收款總額。期內確認的收益如 下:

		Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue Leasing of machinery and provision of	收益 租賃機械及提供相關服務		
related services Sales of machinery and spare parts and provision of related services Property management services	銷售機械及備用零件以及提供 相關服務 物業管理服務	45,602 15,706 28,724	61,417 5,592 34,285
Property leasing, subletting, retail and others	物業租賃、轉租、零售及其他	62,933 152,965	27,496
#### REVENUE AND SEGMENT INFORMATION 6 收益及分部資料(續) 6 (Continued)

The chief operating decision-maker has been identified as the executive directors of the Company. Information is reported to the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments are as follows:

- Leasing Leasing of machinery and provision of related 1. services
- Trading Sales of machinery and spare parts and provision 2. of related services
- З. Property management - Provision of property management services
- Property leasing, subletting, retail and others Provision of 4. property leasing, subletting, retail and other businesses

本公司的執行董事被確定為其主要營運 決策人。就調配資源及評估分部表現而 向主要營運決策人呈報的資料着重於所 交付或提供的貨品或服務類型。

具體來說,本集團的可報告分部如下:

- 租賃 租賃機械及提供相關服務 1.
- 貿易 銷售機械及備用零件以及 2. 提供相關服務
- 物業管理-提供物業管理服務 З.
- 物業租賃、轉租、零售及其他-4. 提供物業租賃、轉租、零售及其 他業務

# 6 REVENUE AND SEGMENT INFORMATION (Continued)

#### Segment revenue and results

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

For the six months ended 30 September 2023

6 收益及分部資料(續)

#### 分部收益及業績

以下為按可報告及經營分部劃分的本集 團收益及業績分析。

截至二零二三年九月三十日止六個月

				<b>Unaudited</b> 未經審計		
				Property	Property leasing, subletting, retail and	
		Trading	Leasing	Management	others 物業租賃、 轉租、零售	Total
		貿易 <b>HK\$'000</b> 千港元	租賃 <b>HK\$'000</b> 千港元	物業管理 <b>HK\$'000</b> 千港元	及其他 <b>HK\$'000</b> 千港元	總計 <b>HK\$'000</b> 千港元
Revenue	收益					
Segment revenue from external customers	來自外部客戶的分部收益					
Timing of revenue recognition - At a point in time	收入確認之時間 -於一個時間點	15,706	-	-	59,297	75,004
- Over time	- 於一段時間內	-	45,602	28,724	3,635	77,961
Results Segment profit/(loss)	業績 分部溢利/(損失)	(1,759)	19,028	(5,705)	10,509	22,073
		(1,100)	10,020	(0,100)		,
Unallocated corporate income Unallocated corporate expenses	未分配公司收入 未分配公司支出					- (12,991)
Profit/(loss) before tax	税前溢利/(損失)					9,082

# 6 REVENUE AND SEGMENT INFORMATION (Continued)

#### 6 收益及分部資料(續)

Segment revenue and results (Continued) For the six months ended 30 September 2022 **分部收益及業績(續)** 截至二零二二年九月三十日止六個月

		Trading 貿易	Leasing 租賃	Unaudited 未經審計 Property Management 物業管理	Property leasing, subletting, retail and others 物業租賃、 轉租、零售 及其他	Total 總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue Segment revenue from external customers Timing of revenue recognition – At a point in time – Over time	收益 來自外部客戶的分部收益 收入確認之時間 - 於一個時間點 - 於一段時間內	5,592	- 61,417	- 34,285	- 23,585	5,592 123,198
Results Segment profit/(loss)	業績 分部溢利/(損失)	(8,226)	(6,962)	10,978	(14,164)	(18,374)
Unallocated corporate income Unallocated corporate expenses	未分配公司收入 未分配公司支出					4,366 (9,247)
Profit/(loss) before tax	税前溢利/(損失)					(23,255)

Segment profit represents the profit before tax earned by each segment without allocation of central administration costs, exchange differences, finance income and finance cost. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

No segment assets and liabilities are presented as the information is not regularly reported to the chief operating decision maker for the purpose of resource allocation and assessment of performance. 分部溢利指各分部所賺取的除税前溢利 而未分配中央行政成本、匯兑差額、財 務收入及財務成本。此乃就資源調配及 表現評估而向主要營運決策人匯報的計 量方式。

由於有關資料毋須就資源調配及表現評 估而定期向主要營運決策人報告,故並 無呈列分部資產及負債。

#### 6 REVENUE AND SEGMENT INFORMATION (Continued)

# 6 收益及分部資料(續)

Other segment information

For the six months ended 30 September 2023

**其他分部資料** 截至二零二三年九月三十日止六個月

			<b>Unaudited</b> 未經審計	Property leasing,	
			Property	subletting, retail and	
	Trading	Leasing	Management	others 物業租賃、 轉租、零售	Total
	貿易	租賃	物業管理	及其他	總計
	<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元	HK\$'000 千港元
	17870	17870	1/8/0	1/8/0	17870
Amounts included in the measure 計量分部業績時計入的 of segment results: 款項:					
Depreciation 折舊	1,145	16,680	899	133	18,857
Gain on disposal of property, plant 出售物業、廠房及設備					
and equipment 的收益	-	2,067	-	-	2,067

# 6 REVENUE AND SEGMENT INFORMATION (Continued)

# 6 收益及分部資料(續)

Other segment information (Continued) For the six months ended 30 September 2022 其他分部資料(續)

截至二零二二年九月三十日止六個月

			Unaudited 未經審計		
			Property	Property leasing, subletting, retail and	
	Trading	Leasing	Management	others 物業租賃、 轉租、零售	Total
	貿易 HK\$'000 千港元	租賃 HK\$'000 千港元	物業管理 HK\$'000 千港元	及其他 HK\$'000 千港元	總計 HK\$'000 千港元
Amounts included in the measure 計量分部業績時計入的 of segment results: 款項:					
Depreciation 折舊 Gain on disposal of property, plant 出售物業、廠房及設備	103	45,406	3,438	384	49,331
and equipment 的收益	712	630	-	_	1,342

#### 7 EXPENSES BY NATURE

Expenses included in cost of sales and services, selling and administrative expenses are analysed as follows:

# 7 按性質劃分的開支

計入銷售及服務成本、銷售及行政開支 的開支分析如下:

		Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost of machinery and equipment and	銷售機械、設備及備用零件		
spare parts sold	的成本	20,120	14,274
Cost of rent and management and office	租金成本以及管理及辦公室		
expenses	開支	38,118	25,478
Staff costs, including directors' emoluments	員工成本(包括董事酬金)	27,918	30,920
Leasing expense of machinery and	機械及設備租賃開支		
equipment		1,599	1,524
Operating lease rental in respect of office	有關辦公室及儲存場所的經營		
and storage premises	租賃租金	8,321	22,913
Legal and professional fee	律師及專業費用	1,863	1,139
Amortization on intangible assets	無形資產攤銷	21,965	21
Depreciation	折舊	18,857	52,415
Others	其他	7,263	5,626
Total cost of sales and services, selling and	銷售及服務成本、銷售及行政		
administrative expenses	開支總額	146,025	154,309

#### 8 INCOME TAX EXPENSES

# 8 所得税開支

The amount of income tax charged to profit or loss represents:

於損益扣除的所得税款項指:

		未經 Six months ende	Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		<b>2023</b> 二零二三年	2022 二零二二年	
		ー <del>夜</del> ーニヰ HK\$'000	—令——艹 HK\$'000	
		千港元	千港元	
Current income tax	即期所得税			
<ul> <li>Hong Kong profits tax</li> </ul>	- 香港利得税	3,407	-	
- Mainland China taxes	- 中國內地税	18	6,191	
Income tax expenses	所得税開支	3,389	6,191	

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the six months ended 30 September 2023 (six months ended 30 September 2022: 16.5%).

Mainland China Corporate Income Tax ("CIT") has been provided at the rate of 25% (six months ended 30 September 2022: 25%) on the estimated assessable profits which are subject to CIT.

#### 9 DIVIDENDS

The Board of Directors does not recommend the payment of any interim dividend for the six months ended 30 September 2023.

截至二零二三年九月三十日止六個月, 已就估計應課税溢利按16.5%(截至二零 二二年九月三十日止六個月:16.5%)税 率計提香港利得税撥備。

中國內地企業所得税(「企業所得税」)按 估計應課税溢利按25%(截至二零二二 年九月三十日止六個月:25%)計算。

#### 9 股息

董事會不建議就截至二零二三年九月三 十日止六個月派付任何中期股息。

## **10 EARNINGS PER SHARE**

#### (a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

#### 10 每股盈利

(a) 基本

每股基本盈利由本公司權益持有人應佔 溢利除以於期內已發行普通股的加權平 均數計算。

		Unaudited         未經審核         Six months ended 30 September         截至九月三十日止六個月         2023       2022         二零二三年       二零二二年         HK\$'000       HK\$'000         千港元       千港元	
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	5,692	(29,446)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	6,195,000	6,195,000
Basic earnings per share (HK cents)	每股基本盈利(港仙)	0.09	(0.47)

#### (b) Diluted

Diluted earnings per share is of the same amount as the basic earnings per share as there were no potential dilutive ordinary share outstanding as at 30 September 2023 (30 September 2022: same).

#### (b) 攤薄

由於在二零二三年九月三十日並無具攤 薄潛力的已發行普通股(於二零二二年 九月三十日:相同),因此每股攤薄盈 利金額與每股基本盈利相同。

# 11 PROPERTY, PLANT AND EQUIPMENT 11 物業、廠房及設備

		<b>Unaudited</b> 未經審核 HK\$'000 千港元
Net book value as at 1 April 2022	於二零二二年四月一日的賬面淨額	192,648
Additions	添置	32,898
Disposals	出售	(6,198)
Depreciation	折舊	(39,319)
Exchange differences	匯兑差額	(4,524)
Net book value as at 30 September 2022	於二零二二年九月三十日的賬面淨額	175,505
Net book value as at 1 April 2023	於二零二三年四月一日的賬面淨額	150,577
Additions	添置	-
Disposals	出售	(13,291)
Depreciation	折舊	(18,857)
Exchange differences	匯兑差額	(1,679)
Net book value as at 30 September 2023	於二零二三年九月三十日的賬面淨額	116,750

# 12 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

# 12 貿易應收款項、按金、預 付款項及其他應收款項

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Trade receivables Allowance for doubtful debts	貿易應收款項 呆賬撥備	155,645 (13,407)	128,117 (13,898)
Deposits, prepayments and other receivables Less: non-current portion	按金、預付款項及其他應收款 減:非即期部分	142,239 60,664 (9,740)	114,219 49,658 (11,936)
Current portion	即期部分	50,924	37,722

The credit period granted to trade customers was generally between 30 to 60 days. The Group does not hold any collateral as security. 授予貿易客戶的信用期一般為30至60 天。本集團未持有任何抵押品作為擔 保。

# 12 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

As at 30 September 2023, the ageing analysis of the trade receivables based on invoice date was as follows:

## 12 貿易應收款項、按金、預 付款項及其他應收款項 (續)

於二零二三年九月三十日,貿易應收款 項按發票日期作出的賬齡分析如下:

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
0 to 30 days 31 to 60 days 61 to 90 days More than 90 days	0至30天 31至60天 61至90天 90天以上	41,259 5,386 6,868 102,132 155,645	51,820 11,210 10,160 54,927 128,117

#### **13 SHARE CAPITAL**

# 13 股本

		No. of shares 股份數目	<b>HK\$'000</b> 千港元
<b>Authorised:</b> Ordinary shares at HK\$0.002 each At 31 March 2023, 1 April 2023 and 30 September 2023	法定: 每股面值0.002港元之普通股 於二零二三年三月三十一日、 二零二三年四月一日及 二零二三年九月三十日	10,000,000,000	20,000
<b>Issued and fully paid</b> : Ordinary shares of HK\$0.002 each At 31 March 2023, 1 April 2023 and 30 September 2023	<b>已發行及繳足:</b> 每股面值0.002港元之普通股 於二零二三年三月三十一日、 二零二三年四月一日及 二零二三年九月三十日	6,195,000,000	12,390

# 14 TRADE AND BILLS PAYABLES, ACCRUALS AND OTHER PAYABLES

# 14 貿易應付款項及應付票 據、應計費用及其他應付 款項

			Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Trade and bills payables Accruals and other payables (Note i)	貿易應付款項及應付票據 應計費用及其他應付 款項(附註i)		28,104	18,045
			52,322	43,229
Note i: The amounts mainly represent advances from customers, accruals and other payables for wages, legal and professional fees and transportation costs.		附言	資、法律及專	₹指客戶墊款以及工 業費用的應計費用及 以及運輸成本。
The ageing analysis of the trade and bill	s payables based on	貿易	易應付款項及應付	票據按發票日期作

invoice date was as follows:

貿易應付款項及應付票據按發票日期作 出的賬齡分析如下:

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
0 to 30 days 31 to 60 days 61 to 90 days More than 90 days	0至30天 31至60天 61至90天 90天以上	6,724 2,762 2,508 16,110 28,104	3,537 2,605 867 11,036 18,045

#### **15 COMMITMENTS**

#### (a) Capital commitments

Capital expenditure committed at the balance sheet date but not yet incurred is as follows:

# 15 承擔

(a) 資本承擔

於結算日已承擔但尚未產生的資本開支 如下:

			A 111
		Unaudited	Audite
		未經審核	經審相
		30 September	31 Marc
		2023	202
		二零二三年	二零二三年
		九月三十日	三月三十一日
		HK\$'000	HK\$'00
		千港元	千港え
Leasehold improvements, machinery and	租賃物業裝修、機械及設備		
equipment		-	5,29

#### (b) Operating lease commitments – as lessee

The Group leases machinery, offices and warehouse under noncancellable operating lease agreements. The lease agreements are renewable at the end of the lease period at market rate. The future aggregate minimum lease payments under non-cancellable operating leases are as follows: (b) 經營租賃承擔 - 作為承租人

本集團根據不可撤銷經營租賃協議租賃 機械、辦公室及貨倉。租賃協議於租期 結束時可按市場費率重續。根據不可撤 銷經營租賃承擔的未來最低租賃付款總 額如下:

	ام منالد می ا	Auditod
	Unaudited	Audited
	未經審核	經審核
	30 September	31 March
	2023	2023
	二零二三年	二零二三年
	九月三十日	三月三十一日
	HK\$'000	HK\$'000
	千港元	千港元
Within 1 year 一年內	10,217	4,000
In the second to fifth years inclusive 第二至第五年(包括首尾兩年)	1,750	-
	11,967	4,000

# 15 COMMITMENTS (Continued)

#### (c) Operating lease commitments – as lessor

The Group had contracted with lessees for leasing machinery under non-cancellable operating lease agreements. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

# 15 承擔(續)

(c) 經營租賃承擔 - 作為出租人 本集團根據不可撤銷經營租賃協議與承 租人訂約以出租機械。根據不可撤銷經 營租賃應收的未來最低租賃付款總額如 下:

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Within 1 year In the second to fifth years inclusive	一年內 第二至第五年(包括首尾兩年)	-	16,157 2,061 18,218

#### **16 RELATED PARTY TRANSACTIONS**

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had entered into the following transactions and balances with its related parties during the Period.

#### (a) Transactions with related parties

16 關聯方交易

除綜合財務報表其他部分披露之關聯方 交易及結餘外,本集團本期間內已與其 關聯方訂立以下交易及結餘。

#### (a) 與關聯方的交易

		Unaudited 未凈審核 Six months ended 30 September 截止九月三十日止六個月	
Relationship 關係	Nature of transaction 交易性質	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
An entity controlled by certain director of the Company 本公司若干董事控制的實體	Building management fee income (note (i)) 大廈管理費收入(附註(i))		
	Rental expense (note (i))	4,311	8,259 2,632
	關係 An entity controlled by certain director of the Company	關係交易性質An entity controlled by certain director of the Company 本公司若干董事控制的實體Building management fee income (note (i)) 大廈管理費收入(附註(i))	株式 Six months end 截止九月三 2023 三零二三年 <b>Relationship</b> 關係 Nature of transaction 一般K\$'000 天息性質 千龍元 An entity controlled by certain director of the Company 本公司若干董事控制的實體 Building management fee income (note (i)) 大廈管理費收入(附註(i)) Rental expense (note (i))

#### (b) Balances with related parties

#### (b) 與關聯方的結餘

Name of related parties 關聯方名稱	Relationship 關係	Nature of transaction 交易性質	Unaudited 未經審計 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審計 31 March 2020 二零二三年 三月三十一日 HK\$'000 千港元
Shenzhen Zhaobangji Group Limited* 深圳兆邦基集團有限公司	An entity controlled by certain director of the Company 本公司若干董事控制的實體	Amounts due from related companies (note (i)) 應收關聯公司款項(附註(i))	12,812	9,69

#### 16 RELATED PARTY TRANSACTIONS (Continued)

- (b) Balances with related parties (Continued) Note:
  - (i) Details of this transaction are disclosed in the sections headed "Continuing Connected Transactions in relation to the Renewed Property Management Framework Agreements" and "Connected Transactions in relation to the Renewed Tenancy Agreements" in the Annual Report of the Company for the year ended 31 March 2023.
  - \* English names for identification purpose
- (c) Key management compensation

Key management compensation amounted to HK\$780,006 for six months ended 30 September 2023 (six months ended 30 September 2022: HK\$1,340,006).

# 17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

#### 16 關聯方交易(續)

- (b) 與關聯方的結餘(續) <sup>附註:</sup>
  - (i) 該交易詳情於本公司二零二三年三月 三十一日年報中的董事會報告「有關重 續物業管理框架協議之持續關連交易」 及「有關重續續租賃協議的關連交易」 兩節披露。
    - \* 英文名稱僅供識別
- (c) 主要管理層的薪酬

截至二零二三年九月三十日止六個月, 主要管理層的薪酬為780,006港元(截 至二零二二年九月三十日止六個月: 1,340,006港元)。

#### 17 透過損益按公平值列賬之 金融資產

		Unaudited 未經審核 30 September 2023 二零二三年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Distressed asset Equity securities, at fair value listed in Hong Kong Unlisted fund investment Derivative financial instruments call options	不良資產 香港上市的股本證券 非上市基金投資 衍生金融工具	81,375 7,958 3,719 5,470	85,680 7,957 3,719 5,470
		98,522	102,826

#### 17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The equity securities listed in Hong Kong, the unlisted fund investment and the call options are denominated in HK\$. The distressed asset is denominated in RMB.

Note:

#### Distressed asset

In 2022, an assignment agreement into by the Group with the assignor, agreed to accept the assignment of, all the assignor's rights, title and interests in relation to the secured loan and all the assignor's rights to the collaterals and securities for or in respect of the Secured Loan (i.e. the Mortgage over the Property and the Guarantee), at the cash consideration of RMB65,000,000 (equivalent to approximately HK\$74,100,000). For details, please refer to the Company's announcement dated 8 September 2022 and 28 September 2022. The valuation of the distressed asset was performed by an independent qualified valuation firm.

## 17 透過損益按公平值列賬之 金融資產(續)

香港上市的股本證券、非上市基金投資 及認購期權乃以港元計值。不良資產乃 以人民幣計值。

附註:

#### 不良資產

於二零二二年,本集團與出讓方簽訂了一 份轉讓協議,同意接受轉讓所有出讓方就 有抵押貸款的權利、所有權及利益,以及 出讓方對有抵押貸款的抵押物及保證(當中 包括物業按揭及擔保),現金價格為人民幣 65,000,000元(相當於約74,100,000港元)。 詳情請參閱本公司日期為二零二二年九月八 日及二零二二年九月二十八日的公告。本公 司聘請了獨立的合資格專業評估師來確定認 購期權的公平值。

# **ZHAOBANGJI LIFESTYLE HOLDINGS LIMITED** 兆邦基生活控股有限公司