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## **Zhaobangji Lifestyle Holdings Limited**

**兆邦基生活控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1660)**

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

#### **INTERIM RESULTS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zhaobangji Lifestyle Holdings Limited (the “**Company**”) is pleased to announce the unaudited consolidated interim 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 its comparative figures for the corresponding period in 2023 (the “**Previous Period**”) as follows:

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND  
OTHER COMPREHENSIVE INCOME**  
*For the period ended 30 September 2024*

		<b>Unaudited</b>	
		<b>Six months ended 30 September</b>	
		<b>2024</b>	<b>2023</b>
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	3	<b>110,831</b>	152,965
Cost of sales and services		<b>(82,982)</b>	(125,615)
Gross profit		<b>27,849</b>	27,350
Other gains and losses		<b>(3,455)</b>	2,545
Selling expenses		<b>–</b>	(24)
Administrative expenses		<b>(34,065)</b>	(20,385)
(Loss)/profit from operations		<b>(9,671)</b>	9,486
Finance income		<b>1,156</b>	405
Finance costs		<b>(538)</b>	(810)
Finance income, net		<b>618</b>	(405)
(Loss)/profit before tax		<b>(9,053)</b>	9,081
Income tax expense	4	<b>1,686</b>	(3,389)
(Loss)/profit for the period	5	<b>(7,367)</b>	5,692
(Loss)/profit attributable to equity holders of the Company		<b>(7,367)</b>	5,692
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		<b>5,772</b>	(7,182)
<i>Items that will not be reclassified to profit or loss:</i>			
Fair value gain on revaluation of financial asset at fair value through other comprehensive income		<b>100</b>	–
<b>Total comprehensive loss for the period, net of tax</b>		<b>(1,495)</b>	(1,490)
Total comprehensive loss for the period attributable to:			
Owners of the Company		<b>(1,495)</b>	(1,490)
(Loss)/earnings per share for (loss)/profit attributable to equity holders of the Company:			
		<i>HK cent</i>	<i>HK cent</i>
Basic and diluted	7	<b>(0.12)</b>	0.09

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

		Unaudited 30 September 2024 HK\$'000	Audited 31 March 2024 HK\$'000
	Notes		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		117,534	135,435
Right-of-use assets		8,998	22,044
Deferred tax assets		–	551
Financial assets at fair value through other comprehensive income		5,121	5,003
Financial assets at fair value through profit or loss		72,053	70,389
Deposits, prepayments and other receivables	8	4,352	2,533
Loans receivable		91,025	73,039
		<u>299,083</u>	<u>308,994</u>
<b>Current assets</b>			
Tax recoverable		3,819	2,426
Inventories		4,925	5,270
Trade receivables	8	137,102	94,035
Deposits, prepayments and other receivables	8	16,158	41,787
Loans receivable		1,724	3,389
Financial assets at fair value through profit or loss		3,503	9,395
Amounts due from related companies		–	84
Amounts due from then related companies		14,763	16,704
Bank and cash balances		44,402	34,278
		<u>226,397</u>	<u>207,368</u>
<b>Total assets</b>		<u><u>525,480</u></u>	<u><u>516,362</u></u>

		Unaudited 30 September 2024 HK\$'000	Audited 31 March 2024 HK\$'000
	Notes		
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Contract liabilities		11,422	9,460
Borrowings		521	7,482
Lease liabilities		9,010	20,824
Trade payables	9	47,503	21,140
Accruals and other payables	9	43,322	37,663
Amounts due to a shareholder		–	1,825
Amounts due to related companies		–	133
Amounts due to then related companies		–	1,923
Current tax liabilities		68	3
		<u>111,847</u>	<u>100,453</u>
<b>Net current assets</b>		<u>114,550</u>	<u>106,915</u>
<b>Total assets less current liabilities</b>		<u>413,633</u>	<u>415,909</u>
<b>Non-current liabilities</b>			
Borrowings		6,097	2,707
Lease liabilities		–	1,921
Deferred tax liabilities		13,247	12,596
		<u>19,344</u>	<u>17,224</u>
<b>Total liabilities</b>		<u>131,191</u>	<u>117,677</u>
<b>Net assets</b>		<u>394,289</u>	<u>398,685</u>
<b>Capital and reserves</b>			
Share capital		12,390	12,390
Reserves		381,899	386,344
Capital and reserves attributable to the owners of the Company		394,289	398,734
Non-controlling interest		–	(49)
<b>Total equity</b>		<u>394,289</u>	<u>398,685</u>

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 1 GENERAL INFORMATION

Zhaobangji Lifestyle Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands with limited liability. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business is Unit 13-15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company and its subsidiaries (the “**Group**”) are principally engaged in trading of machinery and spare parts, leasing of machinery and the provision of related services, provision of transportation services and money lending business in Hong Kong and the provision of property management services, leasing of machinery, property leasing, subletting, retail and other businesses and money lending in the People’s Republic of China (the “**PRC**”).

In the opinion of the directors of the Company as at 30 September 2024, Boardwin Resources Limited, a company incorporated in the British Virgin Islands, is the immediate and ultimate parent and Mr. Xu Chujia is the ultimate controlling party of the Company.

## 2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 Interim Financial Reporting (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”), the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2024.

### Application of new and amendments to HKFRSs and interpretations

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

HKAS 1	Classification of Liabilities as Current or Non-current (Amendments)
HKAS 1	Non-current Liabilities with Covenants (Amendments)
HKFRS 16	Lease Liability in a Sale and Leaseback (Amendments)
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
HKAS 7 and HKFRS 7	Supplier Finance Arrangements (Amendments)

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

### 3 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 and money lending in the ordinary course of business. Revenue recognised for the periods are as follows:

	<b>Unaudited</b>	
	<b>Six months ended 30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Revenue		
Leasing of machinery and provision of related services	<b>30,185</b>	45,602
Sales of machinery and spare parts and provision of related services	<b>2,872</b>	15,706
Property management services	<b>44,611</b>	28,724
Property leasing, subletting, retail and others	<b>31,418</b>	61,209
Money Lending	<b>1,745</b>	1,724
	<b><u>110,831</u></b>	<b><u>152,965</u></b>

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:

1. Leasing – Leasing of machinery and provision of related services
2. Trading – Sales of machinery and spare parts and provision of related services
3. Property management – Provision of property management services
4. Property leasing, subletting, retail and others – Provision of property leasing, subletting, retail and other businesses
5. Money Lending - Provision of money lending business

## 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 2024*

	Trading HK\$'000	Leasing HK\$'000	Property Management HK\$'000	Unaudited Property leasing, subletting, retail HK\$'000	Money Lending HK\$'000	Total HK\$'000
Revenue						
Timing of revenue recognition						
– At a point in time	2,872	–	–	30,064	–	32,936
– Over time	<u>–</u>	<u>30,185</u>	<u>44,611</u>	<u>1,354</u>	<u>1,745</u>	<u>77,895</u>
Results						
Segment profit/(loss)	<u>786</u>	<u>(3,881)</u>	<u>(6,537)</u>	<u>1,625</u>	<u>353</u>	<u>(7,654)</u>
Unallocated corporate income						1,047
Unallocated corporate expenses						<u>(2,446)</u>
Loss before tax						<u>(9,053)</u>

### *For the six months ended 30 September 2023*

	Trading HK\$'000	Leasing HK\$'000	Property Management HK\$'000	Unaudited Property leasing, subletting, retail HK\$'000	Money Lending HK\$'000	Total HK\$'000
Revenue						
Timing of revenue recognition						
– At a point in time	15,706	–	–	59,297	–	75,003
– Over time	<u>–</u>	<u>45,602</u>	<u>28,724</u>	<u>1,911</u>	<u>1,724</u>	<u>77,961</u>
Results						
Segment profit/(loss)	<u>(1,759)</u>	<u>19,028</u>	<u>(5,705)</u>	<u>10,509</u>	<u>–</u>	<u>22,073</u>
Unallocated corporate income						–
Unallocated corporate expenses						<u>(12,991)</u>
Profit before tax						<u>9,082</u>

Segment profit/(loss) represents the profit/(loss) 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.

#### 4 INCOME TAX (CREDIT)/EXPENSE

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

	<b>Unaudited</b>	
	<b>Six months ended 30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Current income tax		
– Hong Kong profits tax	–	3,407
– Mainland China tax	<u>(1,686)</u>	<u>(18)</u>
Income tax (credit)/expense	<u><b>(1,686)</b></u>	<u><b>3,389</b></u>

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 2024 (Previous Period: 16.5%).

Mainland China Corporate Income Tax (“CIT”) has been provided at the rate of 25% (Previous Period: 25%) on the estimated assessable profits which are subject to CIT.

#### 5 EXPENSES BY NATURE

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

	<b>Unaudited</b>	
	<b>Six months ended 30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Cost of inventories sold	<b>42,119</b>	58,238
Staff costs, including directors' emoluments	<b>31,652</b>	27,918
Depreciation of property, plant and equipment	<b>17,435</b>	18,857
Depreciation of right-of-use assets	<b>14,962</b>	21,965
Office expenses	<b>4,940</b>	8,321
Short term lease expenses	<b>1,379</b>	1,599
Legal and professional fee	<b>551</b>	1,863
Others	<u><b>4,009</b></u>	<u>7,264</u>
	<u><b>117,047</b></u>	<u><b>146,025</b></u>



## 6 DIVIDENDS

The Board of Directors does not recommend the payment of any interim dividend for the six months ended 30 September 2024.

## 7 (LOSS)/EARNINGS PER SHARE

### (a) Basic

(Loss)/earnings earnings per share is calculated by dividing the (loss)/earnings attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	<b>Unaudited</b>	
	<b>Six months ended 30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
(Loss)/profit attributable to equity holders of the Company (HK\$'000)	<u>(7,367)</u>	<u>5,692</u>
Weighted average number of ordinary shares in issue (thousands)	<u>6,195,000</u>	<u>6,195,000</u>
Basic (loss)/earnings per share (HK cents)	<u>(0.12)</u>	<u>0.09</u>

### (b) Diluted

Diluted (loss)/earnings per share is of the same amount as the basic (loss)/earnings per share as there were no potential dilutive ordinary share outstanding as at 30 September 2024 (30 September 2023: same).

## 8 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	<b>Unaudited</b>	<b>Audited</b>
	<b>30 September</b>	<b>31 March</b>
	<b>2024</b>	<b>2024</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Trade receivables	164,736	121,162
Allowance for doubtful debts	<u>(27,634)</u>	<u>(27,127)</u>
	<u>137,102</u>	<u>94,035</u>
Deposits, prepayments and other receivables	20,510	44,320
Less: non-current portion	<u>4,352</u>	<u>2,533</u>
Current portion	<u>16,158</u>	<u>41,787</u>

The credit period granted to trade customers was generally between 30 to 60 days. The Group does not hold any collateral as security.

The ageing analysis of the trade receivables based on invoice date was as follows:

	<b>Unaudited 30 September 2024 HK\$'000</b>	<b>Audited 31 March 2024 HK\$'000</b>
0 to 30 days	8,786	6,375
31 to 60 days	5,245	11,284
61 to 90 days	3,783	3,477
More than 90 days	<u>146,922</u>	<u>100,026</u>
	<u><b>164,736</b></u>	<u><b>121,162</b></u>

## 9 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES

	<b>Unaudited 30 September 2024 HK\$'000</b>	<b>Audited 31 March 2024 HK\$'000</b>
Trade payables	47,503	21,140
Accruals and other payables	<u>43,322</u>	<u>37,663</u>
	<u><b>90,826</b></u>	<u><b>58,803</b></u>

The ageing analysis of the trade payables based on invoice date was as follows:

	<b>Unaudited 30 September 2024 HK\$'000</b>	<b>Audited 31 March 2024 HK\$'000</b>
0 to 30 days	3,964	1,951
31 to 60 days	640	2,726
61 to 90 days	1,360	453
More than 90 days	<u>41,539</u>	<u>16,010</u>
	<u><b>47,503</b></u>	<u><b>21,140</b></u>

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND MARKET PROSPECT

Zhaobangji Lifestyle Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is principally engaged in the trading of machinery and spare parts, leasing of machinery and provision of related services, provision of transportation services and money lending in Hong Kong, and provision of property management services, leasing of machinery, property leasing and subletting, and money lending in the People’s Republic of China (the “**PRC**”).

During the six months ended 30 September 2024 (the “**Period**”), the overall market conditions in Hong Kong and the PRC were challenging as affected by the higher interest rate environment, a stagnant real-estate 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 decreased by approximately HK\$42.1 million, or approximately 27.5%, from approximately HK\$153.0 million for the six months ended 30 September 2023 (the “**Previous Period**”) to approximately HK\$110.8 million for the Period. Such decrease was mainly due to: i) more conservative approach to acquiring new business in real estate related leasing and trading segment; and ii) reduction in income from the retail arcade business in Shenzhen following the normalization of consumer spending pattern after the rebound from the relaxation of COVID measures last year.

#### Leasing of Construction Machinery

Our Group’s revenue generated from leasing of construction machinery recorded a decrease by approximately HK\$15.4 million, or approximately 33.8%, from approximately HK\$45.6 million for the Previous Period to approximately HK\$30.2 million for the Period. Such decrease was mainly due to the poor performance of the real estate market in Hong Kong and Mainland China so the Group took a more conservative approach in acquiring new business.

### **Trading of Construction Machinery**

Our Group's revenue generated from trading of construction machinery recorded a decrease by approximately HK\$12.8 million, or approximately 81.7%, from approximately HK\$15.7 million for the Previous Period to approximately HK\$2.9 million for the Period. Such decrease was due to the slower real estate market and therefore there were less demand for new construction machinery.

### **Property Management Services**

Our Group's revenue generated from property management services increased by approximately HK\$15.9 million, or 55.3%, from approximately HK\$28.7 million for the Previous Period to approximately HK\$44.6 million for the Period. The increase was mainly due to the overall increase in area under management following the completion of certain new developments.

### **Property Leasing, Subletting, Retail and Others**

Our Group's revenue generated from property leasing, subletting, retail and other businesses decreased by approximately HK\$29.8 million, or 48.7%, from approximately HK\$61.2 million for the Previous Period to approximately HK\$31.4 million for the Period. This was mainly due to the reduction in income from the retail arcade business in Shenzhen following the normalization of consumer spending pattern after the rebound from the relaxation of COVID measures last year.

### **Money Lending**

Our Group's revenue generated from money lending remained stabled during the period from HK\$1.7 million in the Previous Period to HK\$1.7 million this Period. This was mainly because there was no material change in the loan outstanding during the Period.

### **Cost of Sales and Services**

Our Group's cost of sales and services amounted to approximately HK\$83.0 million for the Period (Previous Period: approximately HK\$125.6 million), representing a decrease of approximately 33.9%. Cost of sales and services mainly comprised of costs of machinery and equipment and spare parts, rental cost, staff costs and depreciation.

The decrease in cost of sales and services was generally in line with the decline in revenue.

## **Gross Profit and Gross Profit Margin**

Our Group's gross profit recorded HK\$27.9 million for the Period, compared to HK\$27.4 million for the Previous Period. Our gross profit margin increased to approximately 25.1% for the Period from approximately 17.9% for the Previous Period. The increase in gross profit margin was mainly attributable to the restructuring of certain staff team such that their salaries costs are booked under administrative expenses which better reflects the cost nature of the business.

## **Other Gains and Losses**

Our Group's other income and gains reduced by approximately HK\$6.0 million from gains of approximately HK\$2.5 million in the Previous period to loss of approximately HK\$3.5 million for the Period. The loss was mainly caused by fair value loss of certain investment in the amount of HK\$6.0 million recorded this Period.

## **Administrative Expenses**

Our Group's administrative expenses increased by approximately HK\$13.7 million, or 67.1%, from approximately HK\$20.4 million for the Previous Period to approximately HK\$34.1 million for the Period. The increase was mainly due to the reclassification of certain staff salary expenses as a result of department restructuring mentioned above which had an approximate effect of approximately HK\$17.4 million increase to the administrative expenses.

## **Finance Income**

Our Group's finance income increased by approximately HK\$0.8 million from approximately HK\$0.4 million for the Previous Period to approximately HK\$1.2 million for the Period, which was mainly attributable to the overall increase in cash level and interest rate in the market.

## **Finance Costs**

Our Group's finance costs decreased by approximately HK\$0.3 million, or 33.6%, from approximately HK\$0.8 million for the Previous Period to approximately HK\$0.5 million for the Period. The decrease in finance costs was due to lower outstanding amount of debt this Period.

## **Income Tax Credit/(Expense) and Effective Tax Rate**

Our Group generated income tax credit of HK\$1.7 million during the Period, as compared to approximately HK\$3.4 million tax expense for the Previous Period, which was mainly attributable to the reversal in this Period of over-provided tax expenses in the Previous Period.

Our Group's effective tax rate was not applicable for the Period as we generated a tax credit. The effective tax rate of the Group was approximately 37.3% for the Previous Period.

## **Net (Loss)/Profit and Net Profit Margin**

Our Group generated net loss of approximately HK\$7.4 million for the Period for the reasons described above as compared to net profit of HK\$5.7 million for the Previous Period. The net profit margin was not applicable this Period. The net profit margin was 3.7% for the Previous Period.

## **LIQUIDITY AND FINANCIAL RESOURCES REVIEW**

The Group financed its operations through a combination of cash flow from operations and borrowings. As at 30 September 2024, the Group had cash and cash equivalents of approximately HK\$44.4 million (31 March 2024: approximately HK\$34.3 million) which were mainly denominated in HK\$ and RMB, and had borrowings of approximately HK\$6.6 million (31 March 2024: approximately HK\$10.2 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 2024, the gearing ratio was not applicable due to the net cash position (31 March 2024: Same).

As at 30 September 2024, our Group's total current assets and current liabilities were approximately HK\$226.4 million (31 March 2024: approximately HK\$207.4 million) and approximately HK\$111.8 million (31 March 2024: approximately HK\$100.5 million), respectively. Our Group's current ratio increased to approximately 2.0 times as at 30 September 2024 (31 March 2024: 2.1 times).

## **PLEDGE OF ASSETS**

As at 30 September 2024, our borrowings were not secured by property, plant and equipment (31 March 2024: same).

## **CAPITAL STRUCTURE**

As at 30 September 2024, 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 nil).

## **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\$, JPY, USD and EUR. Payments received by the Group from its customers are mainly denominated in HK\$. The available-for-sale financial asset is denominated in USD.

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 2024: nil).

## **CAPITAL COMMITMENTS**

Our capital commitments consist primarily of purchase of construction machinery for leasing purpose. As at 30 September 2024, there were no capital commitments of machinery and equipment contracted but not provided for (31 March 2024: HK\$5.8 million).

## **OTHER DISCLOSURE**

Save as disclosed in this interim results announcement, since the publication of the 2024 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 2024, our Group had 408 staff (30 September 2023: 507). The total staff costs incurred by our Group for the Period were approximately HK\$31.7 million (Previous Period: approximately HK\$27.9 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**

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.

## **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 C1 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 C3 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 D.3 of Part 2 of the CG Code. As at the date of approval of this interim result announcement, the Audit Committee comprises three members, namely Mr. Yu Chor On (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.

## PUBLICATION OF THE RESULTS ANNOUNCEMENT AND INTERIM REPORT

This results announcement is published on the Company's website (<https://www.szzhaobangji.com>) and the website of the Stock Exchange (<http://www.hkex.com.hk>).

The interim report of the Company for the Period will also be available at the respective websites of the Company and the Stock Exchange and will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Zhaobangji Lifestyle Holdings Limited**  
**Xu Chujia**  
*Chairman and Executive Director*

Hong Kong, 29 November 2024

As at the date of this announcement, the Board of the Company comprises:

***Executive Directors:***

Mr. Xu Chujia (*Chairman*)  
Mr. Xu Zhicong  
Ms. Zhang Yu

***Independent Non-executive Directors:***

Mr. Hui Chin Tong Godfrey  
Mr. Ye Longfei  
Mr. Yu Chor On

***Non-executive Director:***

Ms. Tsim Ying Wah