



國富創新有限公司

GoFintech Innovation Limited

(Formerly known as China Fortune Financial Group Limited 前稱中國富強金融集團有限公司)

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立之有限公司

Stock Code 股票代號 : 290



2022

INTERIM REPORT 中期報告

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BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Dr. LIU Zhiwei (*Chairman*) (*appointed on 22 August 2022*)

Ms. SUN Qing

Mr. LIU Haoyuan

(*appointed as non-executive Director on 22 August 2022
and redesignated to executive Director on 29 November 2022*)

Mr. XIE Zhichun (*Chairman*)

(*resigned on 22 August 2022*)

Mr. ZHU Yi (*Chief Executive Officer*)

(*resigned on 15 September 2022*)

NON-EXECUTIVE DIRECTORS

Mr. HAN Hanting

Mr. CHEN Zhiwei (*being removed on 11 November 2022*)

Mr. WU Ling (*retired after the conclusion of the annual general
meeting of the Company held on 27 September 2022*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Kin Sang

Mr. CHIU Kung Chik

Mr. LI Gaofeng

Mr. ZHAO Gen (*appointed on 22 August 2022
and resigned on 7 December 2022*)

Mr. LIU Xin (*retired after the conclusion of the annual general meeting
of the Company held on 27 September 2022*)

COMPANY SECRETARY

Ms. LAM Wing Chi (*appointed on 29 July 2022*)

Ms. LI Ching Yi (*resigned on 29 July 2022*)

董事會

執行董事

柳志偉博士 (主席) (於二零二二年
八月二十二日獲委任)

孫青女士

柳昊遠先生 (於二零二二年八月二十二日
獲委任為非執行董事並於二零二二年
十一月二十九日調任為執行董事)

解植春先生 (主席) (於二零二二年
八月二十二日辭任)

朱毅先生 (首席執行官) (於二零二二年
九月十五日辭任)

非執行董事

韓瀚霆先生

陳志偉先生 (於二零二二年十一月十一日
被罷免)

吳凌先生 (於本公司在二零二二年
九月二十七日舉行之股東週年大會結束
後退任)

獨立非執行董事

陳健生先生

趙公直先生

李高峰先生

趙根先生 (於二零二二年八月二十二日
獲委任並於二零二二年十二月七日辭任)

劉欣先生 (於本公司在二零二二年
九月二十七日舉行之股東週年大會結束
後退任)

公司秘書

林穎芝女士 (於二零二二年七月二十九日
獲委任)

李菁怡女士 (於二零二二年七月二十九日
辭任)

AUTHORISED REPRESENTATIVES

Dr. LIU Zhiwei (appointed on 15 September 2022)

Ms. LAM Wing Chi (appointed on 29 July 2022)

Mr. ZHU Yi (resigned on 15 September 2022)

Ms. LI Ching Yi (resigned on 29 July 2022)

AUDIT COMMITTEE

Mr. CHIU Kung Chik (Chairman)

Mr. CHAN Kin Sang

Mr. LI Gaofeng

Mr. ZHAO Gen (appointed on 22 August 2022
and resigned on 7 December 2022)

Mr. LIU Xin (retired after the conclusion of the annual general meeting
of the Company held on 27 September 2022)

REMUNERATION COMMITTEE

Mr. CHIU Kung Chik (Chairman)

Dr. LIU Zhiwei (appointed on 22 August 2022)

Mr. LIU Haoyuan (appointed on 22 August 2022)

Mr. CHAN Kin Sang (appointed on 7 December 2022)

Mr. LI Gaofeng

Mr. ZHAO Gen (appointed on 22 August 2022
and resigned on 7 December 2022)

Mr. XIE Zhichun (resigned on 22 August 2022)

Mr. ZHU Yi (resigned on 15 September 2022)

Mr. LIU Xin (retired after the conclusion of the annual general meeting
of the Company held on 27 September 2022)

授權代表

柳志偉博士 (於二零二二年九月十五日
獲委任)

林穎芝女士 (於二零二二年七月二十九日
獲委任)

朱 毅先生 (於二零二二年九月十五日
辭任)

李菁怡女士 (於二零二二年七月二十九日
辭任)

審核委員會

趙公直先生 (主席)

陳健生先生

李高峰先生

趙 根先生 (於二零二二年八月二十二日
獲委任並於二零二二年十二月七日辭任)

劉 欣先生 (於本公司在二零二二年
九月二十七日舉行之股東週年大會結束後
退任)

薪酬委員會

趙公直先生 (主席)

柳志偉博士 (於二零二二年八月二十二日
獲委任)

柳昊遠先生 (於二零二二年八月二十二日
獲委任)

陳健生先生 (於二零二二年十二月七日
獲委任)

李高峰先生

趙 根先生 (於二零二二年八月二十二日
獲委任並於二零二二年十二月七日辭任)

解植春先生 (於二零二二年八月二十二日
辭任)

朱 毅先生 (於二零二二年九月十五日
辭任)

劉 欣先生 (於本公司在二零二二年
九月二十七日舉行之股東週年大會結束後
退任)

NOMINATION COMMITTEE

Dr. LIU Zhiwei (Chairman) (appointed on 22 August 2022)

Mr. LIU Haoyuan (appointed on 22 August 2022)

Mr. CHAN Kin Sang (appointed on 7 December 2022)

Mr. CHIU Kung Chik

Mr. LI Gaofeng

Mr. ZHAO Gen (appointed on 22 August 2022
and resigned on 7 December 2022)

Mr. XIE Zhichun (Chairman) (resigned on 22 August 2022)

Mr. ZHU Yi (resigned on 15 September 2022)

Mr. LIU Xin (retired after the conclusion of the annual general meeting
of the Company held on 27 September 2022)

AUDITOR

BDO Limited

Certified Public Accountants and

Registered Public Interest Entity Auditor

REGISTERED OFFICE

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units No. 4102-06, 41/F

COSCO Tower

183 Queen's Road Central

Hong Kong

Tel: (852) 3105 1863/(852) 3103 2007

Fax: (852) 3105 1862

提名委員會

柳志偉博士 (主席) (於二零二二年八月二十二日獲委任)

柳昊遠先生 (於二零二二年八月二十二日獲委任)

陳健生先生 (於二零二二年十二月七日獲委任)

趙公直先生

李高峰先生

趙根先生 (於二零二二年八月二十二日獲委任並於二零二二年十二月七日辭任)

解植春先生 (主席) (於二零二二年八月二十二日辭任)

朱毅先生 (於二零二二年九月十五日辭任)

劉欣先生 (於本公司在二零二二年九月二十七日舉行之股東週年大會結束後退任)

核數師

香港立信德豪會計師事務所有限公司

執業會計師及

註冊公眾利益實體核數師

註冊辦事處

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

香港總辦事處及主要營業地點

香港

皇后大道中 183 號

中遠大廈

41 樓 4102-06 室

電話：(852) 3105 1863 / (852) 3103 2007

傳真：(852) 3105 1862

PRINCIPAL BANKERS

Bank of Communications Co., Ltd., Hong Kong Branch
 China Construction Bank (Asia) Corporation Limited
 China Everbright Bank Co., Ltd., Hong Kong Branch
 China Minsheng Banking Corp., Ltd., Hong Kong Branch
 Chong Hing Bank Limited
 The Bank of East Asia, Limited

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SUNTERA (CAYMAN) LIMITED
 Suite 3204, Unit 2A, Block 3
 Building D, P.O. Box 1586
 Gardenia Court, Camana Bay
 Grand Cayman, KY1-1100
 Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
 Suites 3301-04, 33/F.
 Two Chinachem Exchange Square
 338 King's Road
 North Point
 Hong Kong
 Tel: (852) 2849 3399
 Fax: (852) 2849 3319

STOCK CODE

290

WEBSITE

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主要往來銀行

交通銀行股份有限公司，香港分行
 中國建設銀行（亞洲）股份有限公司
 中國光大銀行股份有限公司，香港分行
 中國民生銀行股份有限公司，香港分行
 創興銀行有限公司
 東亞銀行有限公司

開曼群島主要股份過戶登記處

SUNTERA (CAYMAN) LIMITED
 Suite 3204, Unit 2A, Block 3
 Building D, P.O. Box 1586
 Gardenia Court, Camana Bay
 Grand Cayman, KY1-1100
 Cayman Islands

香港股份過戶登記分處

聯合證券登記有限公司
 香港
 北角
 英皇道338號
 華懋交易廣場2期
 33樓3301-04室
 電話：(852) 2849 3399
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股份代號

290

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INDEPENDENT REVIEW REPORT

獨立審閱報告



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香港干諾道中111號
永安中心25樓

To the board of directors of GoFintech Innovation Limited (formerly known as China Fortune Financial Group Limited)
(incorporated in the Cayman Islands with limited liability)

致國富創新有限公司（前稱為中國富強金融集團有限公司）董事會
(於開曼群島註冊成立之有限公司)

INTRODUCTION

We have reviewed the interim financial information of GoFintech Innovation Limited (formerly known as China Fortune Financial Group Limited) (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages 8 to 52 which comprise the condensed consolidated statement of financial position as at 30 September 2022, and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). The Directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34.

Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

我們已審閱國富創新有限公司（前稱為中國富強金融集團有限公司）（「**貴公司**」）及其附屬公司（統稱「**貴集團**」）列載於第8至52頁的中期財務資料，此中期財務資料包括於二零二二年九月三十日的簡明綜合財務狀況表以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表和簡明綜合現金流量表，及其他闡釋附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會（「**香港會計師公會**」）頒佈的香港會計準則第34號「中期財務報告」（「**香港會計準則第34號**」）。貴公司董事須負責根據香港會計準則第34號編製及列報該等中期財務資料。

我們的責任是根據我們的審閱對該等中期財務資料作出結論，並按照委聘之條款僅向整體董事會報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” (“**HKSRE 2410**”) issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

BDO Limited

Certified Public Accountants

Chan, Wing Fai

Practising Certificate No.: P05443

29 November 2022

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」（「**香港審閱準則第2410號**」）進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。

結論

按照我們的審閱，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號編製。

香港立信德豪會計師事務所有限公司

執業會計師

陳永輝

執業證書編號：P05443

二零二二年十一月二十九日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月		
		Notes 附註	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	4	14,695	16,193
Net investment losses	投資虧損淨額	8	(450)	(2,989)
Cost of brokerage and other services	經紀與其他服務之成本		(3,492)	(1,377)
Other income	其他收入	6	1,988	458
Expected credit losses on loan and trade receivables, net	應收貸款及貿易應收賬款 之預期信貸虧損淨額		(8,708)	(557)
Staff costs	員工成本	8	(23,326)	(24,943)
Other operating expenses	其他經營開支	8	(6,157)	(12,208)
Finance costs	融資成本	7	(3,643)	(6,858)
Impairment loss	減值虧損		—	(2,000)
Share of profits of associates	應佔聯營公司溢利		4,478	1,841
Share of profits of joint ventures	應佔合營公司溢利		—	19
Loss before tax	除稅前虧損	8	(24,615)	(32,421)
Income tax credit/(expense)	所得稅抵免／(開支)	9	8	(556)
Loss for the period	本期間虧損		(24,607)	(32,977)

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

簡明綜合損益及其他全面收益表（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Other comprehensive income	其他全面收益		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>隨後可重新分類至損益之項目：</i>		
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		
		(1,424)	169
Share of other comprehensive (expense)/income of associates	應佔聯營公司其他全面(開支)/收益		
		(10,684)	1,493
Share of other comprehensive expense of joint ventures	應佔合營公司其他全面開支		
		—	(12)
		(12,108)	1,650
Total comprehensive expense for the period	本期間全面開支總額		
		(36,715)	(31,327)
		HK cents 港仙	HK cents 港仙
Loss per share attributable to owners of the Company	本公司擁有人應佔之每股虧損		
— Basic	— 基本	11	
		(2.7)	(3.6)
— Diluted	— 攤薄	11	
		(2.7)	(3.6)

The notes on page 17 to 52 form an integral part of this interim financial information.

第17頁至第52頁附註構成本中期財務資料不可或缺的一部分。

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2022 於二零二二年九月三十日

		Notes 附註	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property and equipment	物業及設備	12	—	—
Goodwill	商譽	13	—	—
Other non-current assets	其他非流動資產		6,978	6,978
Interests in associates	於聯營公司之權益	14	98,840	105,046
Interests in joint ventures	於合營公司之權益	15	—	—
			105,818	112,024
Current assets	流動資產			
Financial assets at fair value through profit or loss (“FVTPL”)	按公平值列入損益賬 (「按公平值列入損益賬」) 之金融資產		2,706	5,391
Loan and trade receivables	應收貸款及貿易應收賬款	16	54,191	98,264
Contract assets	合約資產		17	—
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	17	7,004	21,006
Tax recoverable	可收回稅款		4,085	2,171
Bank balances and cash — trust	銀行結餘及現金 — 信託	18	177,727	175,336
Bank balances and cash — general	銀行結餘及現金 — 一般	18	141,354	190,418
			387,084	492,586
Current liabilities	流動負債			
Trade payables, other payables and accruals	貿易應付賬款、其他應付款項及應計費用	19	183,926	179,461
Contract liabilities	合約負債		—	419
Lease liabilities	租賃負債		6,445	6,790
Loan payables	應付貸款	20	—	100,458
Convertible bonds	可換股債券	23	—	—
Corporate bonds	公司債券	22	5,156	33,007
Tax payable	應繳稅項		975	1,266
			196,502	321,401

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

簡明綜合財務狀況表（續）

At 30 September 2022 於二零二二年九月三十日

		Notes 附註	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Net current assets	流動資產淨值		190,582	171,185
Total assets less current liabilities	資產總值減流動負債		296,400	283,209
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,620	4,831
Corporate bonds	公司債券	22	26,906	30,519
			28,526	35,350
Net assets	資產淨值		267,874	247,859
Capital and reserves	資本及儲備			
Share capital	股本	21	109,831	91,531
Reserves	儲備		158,043	156,328
Total equity	權益總額		267,874	247,859

The notes on page 17 to 52 form an integral part of this interim financial information.

第17頁至第52頁附註構成本中期財務資料不可或缺的一部分。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Convertible	Special reserve 特殊儲備 HK\$'000 千港元 (Note a) (附註 a)	Capital reserve 資本儲備 HK\$'000 千港元 (Note b) (附註 b)	Other reserve 其他儲備 HK\$'000 千港元 (Note c) (附註 c)	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
					bonds reserve 可換股債券儲備 HK\$'000 千港元 (Note d) (附註 d)					
At 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	91,531	689,003	(670)	—	13,524	1,863	(3,440)	(543,952)	247,859
Loss for the period	本期間虧損	—	—	—	—	—	—	—	(24,607)	(24,607)
Other comprehensive expense for the period:	本期間其他全面開支：									
— Exchange differences arising on translation of foreign operations	— 換算海外業務產生之匯兌差額	—	—	(1,424)	—	—	—	—	—	(1,424)
— Share of other comprehensive expense of associates	— 應佔聯營公司其他全面開支	—	—	(10,684)	—	—	—	—	—	(10,684)
Total comprehensive expense for the period	本期間全面開支總額	—	—	(12,108)	—	—	—	—	(24,607)	(36,715)
Issue of shares	發行股份	18,300	38,430	—	—	—	—	—	—	56,730
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	109,831	727,433	(12,778)	—	13,524	1,863	(3,440)	(568,559)	267,874

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

簡明綜合權益變動表（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Translation reserve	Convertible bonds reserve	Special reserve	Capital reserve	Other reserve	Accumulated losses	Total equity
		股本	股份溢價	匯兌儲備	可換股債券儲備	特殊儲備	資本儲備	其他儲備	累計虧損	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(Note d) (附註 d)	(Note a) (附註 a)	(Note b) (附註 b)	(Note c) (附註 c)		
At 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	91,531	689,003	(3,530)	5,161	13,524	1,863	(3,440)	(469,804)	324,308
Loss for the period	本期間虧損	—	—	—	—	—	—	—	(32,977)	(32,977)
Other comprehensive income for the period:	本期間其他全面收益：									
— Exchange differences arising on translation of foreign operations	— 換算海外業務產生之匯兌差額	—	—	169	—	—	—	—	—	169
— Share of other comprehensive income of associates	— 應佔聯營公司其他全面收益	—	—	1,493	—	—	—	—	—	1,493
— Share of other comprehensive expense of joint ventures	— 應佔合營公司其他全面開支	—	—	(12)	—	—	—	—	—	(12)
Total comprehensive income for the period	本期間全面收益總額	—	—	1,650	—	—	—	—	(32,977)	(31,327)
Lapse of conversion option at maturity	換股權到期失效	—	—	—	(5,161)	—	—	—	5,161	—
At 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	91,531	689,003	(1,880)	—	13,524	1,863	(3,440)	(497,620)	292,981

The notes on page 17 to 52 form an integral part of this interim financial information.

第 17 頁至第 52 頁附註構成本中期財務資料不可或缺的一部分。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

簡明綜合權益變動表（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

Notes:

- (a) The special reserve of the Group represents the difference between the nominal value of the shares of the subsidiaries acquired and the nominal value of the Company's shares issued for the acquisition under the corporate reorganisation of the Group.
- (b) The capital reserve represents the contributions made by the then controlling shareholder under the corporate reorganisation of the Group.
- (c) The other reserves mainly represents premium arisen from the acquisition of additional 20% equity interest in Fortune Financial Capital Limited at cash consideration of HK\$1,793,000, additional 25% equity interest in Fortune Wealth Management Limited at cash consideration of HK\$1,125,000, and additional 20% equity interest in 富強諮詢服務(深圳)有限公司 at cash consideration of RMB100,000 (equivalent to approximately HK\$114,000) from non-controlling interests on 18 May 2012, 10 January 2013 and 30 November 2016 respectively.
- (d) The Tranche 3 of the convertible bonds to Riverhead Capital (International) Management Co., Ltd. ("**Riverhead Capital**") with principal of HK\$21,000,000 was matured during the six months ended 30 September 2021, accordingly related convertible bond reserve of HK\$5,161,000 has been transferred to accumulated losses.

附註：

- (a) 本集團之特殊儲備指根據本集團之公司重組，所收購附屬公司之股份面值與就收購事項發行本公司股份之面值兩者間之差額。
- (b) 資本儲備指當時控股股東根據本集團之公司重組作出之出資。
- (c) 其他儲備主要指於二零一二年五月十八日、二零一三年一月十日以及二零一六年十一月三十日分別以現金代價1,793,000港元、現金代價1,125,000港元以及現金代價人民幣100,000元（相等於約114,000港元）向非控股權益收購富強金融資本有限公司額外20%股權、收購富強財富管理有限公司額外25%股權，以及收購富強諮詢服務(深圳)有限公司額外20%股權所產生之溢價。
- (d) 於截至二零二一年九月三十日止六個月，向江先資本(國際)管理有限公司(「**江先資本**」)發行的第三批可換股債券(本金21,000,000港元)已到期，因此，相關可換股債券儲備5,161,000港元已轉至累計虧損。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務所得現金流量		
Cash generated from operation	經營業務所得現金	34,323	70,320
Dividend income received	已收股息收入	—	229
NET CASH GENERATED FROM OPERATING ACTIVITIES	經營業務所得現金淨額	34,323	70,549
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Interest received	已收利息	427	103
NET CASH GENERATED FROM INVESTING ACTIVITIES	投資活動所得現金淨額	427	103
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Redemption of convertible bonds	贖回可換股債券	—	(40,000)
Repayments of loans	償還貸款	(100,000)	(61,277)
Repayments of corporate bonds	償還公司債券	(30,000)	(22,260)
Proceeds from issue of new shares	發行新股份所得款項	56,730	—
Payment of lease liabilities	償還租賃負債	(3,657)	(4,884)
Interest paid	已付利息	(5,463)	(6,332)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

簡明綜合現金流量表（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額		
		(82,390)	(134,753)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額		
		(47,640)	(64,101)
Effect of foreign currency translation	外匯換算影響	(1,424)	594
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	期初現金及現金等價物	190,418	263,850
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD, represented by bank balances and cash — general	期末現金及現金等價物， 指銀行結餘及 現金 — 一般	141,354	200,343
		18	

The notes on page 17 to 52 form an integral part of this interim financial information.

第 17 頁至第 52 頁附註構成本中期財務資料不可或缺的一部分。

NOTES TO THE INTERIM FINANCIAL INFORMATION

中期財務資料附註

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

1. GENERAL INFORMATION AND BASIS OF PREPARATION

GoFintech Innovation Limited (formerly known as China Fortune Financial Group Limited) (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of this interim report.

The Company is an investment holding company and its subsidiaries are principally engaged in securities and insurance brokerage and provision of asset management, corporate finance, margin financing and money lending services.

This interim financial information is presented in thousands of units of Hong Kong dollars (“**HK\$’000**”), unless otherwise stated.

The interim financial information of the Company and its subsidiaries (together, the “**Group**”) for the six months ended 30 September 2022 (the “**Period**”) have been prepared in accordance with the Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the applicable disclosure requirements of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange and was approved for issue by the board (the “**Board**”) of directors (the “**Directors**”) of the Company on 29 November 2022.

The interim financial information of the Group for the Period are unaudited, but have been reviewed by the audit committee of the Company (the “**Audit Committee**”) together with the external auditors of the Company.

1. 一般資料及編製基準

國富創新有限公司（前稱為中國富強金融集團有限公司）（「**本公司**」）於開曼群島註冊成立為一家受豁免有限公司，其股份在香港聯合交易所有限公司（「**聯交所**」）上市。本公司之註冊辦事處及主要營業地址於本中期報告公司資料一節披露。

本公司為一間投資控股公司，其附屬公司主要從事證券及保險經紀、以及提供資產管理、企業融資、孖展融資及放債服務。

除非另有說明，否則本中期財務資料以千港元（「**千港元**」）呈列。

本公司及其附屬公司（「**本集團**」）截至二零二二年九月三十日止六個月（「**本期間**」）之中期財務資料乃按照香港會計師公會（「**香港會計師公會**」）頒佈之香港會計準則（「**香港會計準則**」）第34號「中期財務報告」及聯交所證券上市規則（「**上市規則**」）之適用披露規定編製，並於二零二二年十一月二十九日獲本公司董事（「**董事**」）會（「**董事會**」）批准刊發。

本集團於本期間之中期財務資料未經審核，惟已獲本公司審核委員會（「**審核委員會**」）及本公司外部核數師共同審閱。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

The interim financial information have been prepared on the historical cost basis, except for the financial instruments classified as at FVTPL and fair value through other comprehensive income (“**FVOCI**”), which are stated at fair values.

Except as described below, the accounting policies and methods of computation used in the interim financial information for the six months ended 30 September 2022 are the same as those used in the preparation of the Group’s most recent annual financial statements for the year ended 31 March 2022.

The Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (the “**HKFRSs**”) issued by the HKICPA that are effective for the Group’s financial year beginning on 1 April 2022.

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Annual improvements to HKFRSs 2018-2020	

The application of the amendments to HKFRS 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 interim financial statements.

AMENDMENTS TO HKFRS 3 — “REFERENCE TO THE CONCEPTUAL FRAMEWORK”

In June 2020, the HKICPA issued amendments to HKFRS 3 (Revised), which update a reference to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations.

2. 主要會計政策

中期財務資料乃按歷史成本基準編製，惟分類為按公平值列入損益賬及按公平值列入其他全面收益（「**按公平值列入其他全面收益**」）之金融工具，乃以公平值列賬。

除下述者外，截至二零二二年九月三十日止六個月之中期財務資料所採用會計政策及計算方法與編製本集團截至二零二二年三月三十一日止年度之最近年度財務報表所採用者一致。

本集團首次應用以下由香港會計師公會頒佈於本集團自二零二二年四月一日開始之財政年度起生效之香港財務報告準則（「**香港財務報告準則**」）之修訂本。

香港財務報告準則第3號（修訂本）	概念框架引用
香港會計準則第16號（修訂本）	擬定用途前之所得款項
香港會計準則第37號（修訂本）	虧損性合約 — 履行合約之成本
香港財務報告準則二零一八年至二零二零年之年度改進	

於本期間應用上述香港財務報告準則之修訂本對本集團於本期間及過往期間之財務狀況及表現及／或此等中期財務報表所載之披露並無重大影響。

香港財務報告準則第3號（修訂本）—「概念框架引用」

於二零二零年六月，香港會計師公會頒佈香港財務報告準則第3號（經修訂），其更新財務報告的概念框架引用而不对業務合併的會計需求做出變動。

2. PRINCIPAL ACCOUNTING POLICIES*(Continued)***AMENDMENTS TO HKAS 16 — “PROCEEDS BEFORE INTENDED USE”**

The amendment to HKAS 16 prohibits an entity from deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced during the testing phase of a manufacturing facility after it is being constructed but before start of commercial production). The proceeds from selling such samples, together with the costs of producing them, are now recognised in profit or loss.

AMENDMENTS TO HKAS 37 — “ONEROUS CONTRACTS — COST OF FULFILLING A CONTRACT”

HKAS 37 defines an onerous contract as a contract in which the unavoidable costs (costs that the Group has committed to pursuant to the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

The amendments to HKAS 37.68A clarify, that the costs relating directly to the contract consist of both:

The incremental costs of fulfilling that contract: e.g. direct labour and material; and

An allocation of other costs that relate directly to fulfilling contracts: e.g. allocation of depreciation charge on property, plant and equipment used in fulfilling the contract.

2. 主要會計政策（續）**香港會計準則第16號（修訂本）—「擬定用途前之所得款項」**

香港會計準則第16號（修訂本）禁止實體從一項物業、廠房及設備的成本中扣除該實體在為將該項資產達到擬定用途的準備過程中所生產項目的任何出售所得款項（例如在生產設施建成後但在商業生產開始前出售在測試階段所生產樣品的收益）。銷售該等樣本的所得款項連同其生產成本已在損益內確認。

香港會計準則第37號（修訂本）—「虧損性合約—履行合約之成本」

香港會計準則第37號界定虧損性合約乃為履行合約項下義務所產生不可避免的成本（即本集團根據合同承諾承擔的成本）超過預期因該合約可獲取之經濟利益。

香港會計準則第37.68A條規定，與合約直接相關之成本包括：

履行該合約之增量成本（例如直接勞工及材料）；及

與履行合約直接相關之其他成本分配（例如就履行合約所用物業、廠房及設備項目折舊開支之分配）。

2. PRINCIPAL ACCOUNTING POLICIES

(Continued)

ANNUAL IMPROVEMENTS TO HKFRSS 2018-2020

The annual improvements amends a number of standards, including:

HKFRS 1:	Subsidiary as a First-time Adopter
HKFRS 9:	Fees in the '10 per cent' Test for Derecognition of Financial liabilities
HKAS 41:	Taxation in Fair Value Measurements

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the interim financial information require management to make accounting judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual consolidated financial statements of the Group for the year ended 31 March 2022.

2. 主要會計政策 (續)

香港財務報告準則二零一八 年至二零二零年之年度改進

年度改進修訂數項準則包括：

香港財務報告 準則第1號：	附屬公司為首次 採用者
香港財務報告 準則第9號：	於取消確認財務負債 的「百分之十」 測試中之費用
香港會計準則 第41號：	公平值計量之稅項

3. 重大會計估計和判斷

編製中期財務資料時，需要管理層作出會計判斷、估計及假設，該等會計判斷、估計及假設會影響會計政策之應用以及資產及負債、收入及開支之報告金額。實際結果可能有別於該等估計。

編製該等中期財務資料時，管理層應用本集團之會計政策作出的重大判斷及估計不確定因素之主要來源，與應用於本集團截至二零二二年三月三十一日止年度之年度綜合財務報表一致。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

4. REVENUE

Revenue represents the net amounts received and receivable for services provided in the normal course of business.

An analysis of the Group's revenue for the Period is as follows:

4. 收入

收入即於正常業務過程中因提供服務而已收取及應收之款項淨額。

本集團於本期間收入之分析如下：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Dividend income	股息收入	—	229
Income from securities brokerage business	證券經紀業務之收入	1,747	1,892
Income from money lending business	放債業務之收入	1,459	4,981
Income from insurance brokerage business	保險經紀業務之收入	369	611
Income from asset management business	資產管理業務之收入	5,519	2,141
Margin interest income from securities brokerage business	證券經紀業務之孖展利息收入	1,811	2,416
Service income from corporate finance	企業融資之服務收入	3,790	3,923
		14,695	16,193

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

4. REVENUE (Continued)

The Group derives revenue from the services over time and at a point in time in the following table.

4. 收入（續）

本集團隨時間及於某一時間點產生的服務收入如下表。

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers by timing of recognition	按確認時間的來自客戶合約之收入		
<i>Overtime:</i>	<i>隨時間：</i>		
Service income from corporate finance	企業融資所得服務收入	3,790	3,923
Income from asset management business	資產管理業務所得收入	5,519	2,141
<i>At a point in time:</i>	<i>於某一時間點：</i>		
Income from securities brokerage business	證券經紀業務所得收入	1,747	1,892
Income from insurance brokerage business	保險經紀業務所得收入	369	611
Revenue from contracts with customers within the scope of HKFRS 15	於香港財務報告準則第15號範圍內的來自客戶合約之收入	11,425	8,567
<i>Other information:</i>	<i>其他資料：</i>		
Dividend income	股息收入	—	229
Interest income from money lending business	放債業務所得利息收入	1,459	4,981
Margin interest income from securities brokerage business	證券經紀業務所得孖展利息收入	1,811	2,416
		14,695	16,193

5. SEGMENT INFORMATION

Information reported to the Board, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance is focus on the type of services provided. No operating segment identified by the chief operating decision maker has been aggregated in arriving at the reportable segments of the Group.

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

- (1) The securities brokerage and margin financing segment engages in securities brokerage and margin financing in Hong Kong;
- (2) The corporate finance segment engages in the provision of corporate finance services;
- (3) The money lending segment engages in the provision of money lending in Hong Kong;
- (4) The consultancy and insurance brokerage segment engages in the provision of consultancy service and insurance brokerage in Hong Kong; and
- (5) The asset management segment engages in the provision of asset management and advisory services to professional investors and the management of financial investments.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the results from each segment without allocation of central administration expenses, office staff salaries, directors' remunerations, and other operating income. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment. Inter-segment revenue are charged at prevailing market prices.

5. 分部資料

就資源分配及評估分部表現而言，向董事會（即主要營運決策人）匯報之資料乃集中於所提供服務之類別。於釐定本集團之可報告分部時，主要營運決策人所確定之經營分部並無綜合列賬。

具體而言，本集團根據香港財務報告準則第8號之可報告及經營分部如下：

- (1) 證券經紀及孖展融資分部，於香港從事證券經紀及孖展融資；
- (2) 企業融資分部，提供企業融資服務；
- (3) 放債分部，於香港提供放債服務；
- (4) 顧問及保險經紀分部，於香港提供顧問服務及保險經紀服務；及
- (5) 資產管理分部，從事向專業投資者提供資產管理及諮詢服務以及金融投資管理。

經營分部之會計政策與本集團之會計政策相同。分部業績指來自各分部之業績，而並無獲分配中央行政開支、辦公室員工工資、董事薪酬及其他經營收入。此乃向主要營運決策人報告以進行資源分配及表現評估之計量方法。分部間收入乃按現行市價收費。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

5. SEGMENT INFORMATION (Continued)

SEGMENT REVENUE AND RESULTS

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

For the six months ended 30 September 2022 (Unaudited)

5. 分部資料（續）

分部收入及業績

本集團按可報告及經營分部呈列之收入及業績分析如下：

截至二零二二年九月三十日止六個月
(未經審核)

		Securities brokerage and margin financing 證券經紀及 孖展融資 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Consultancy and insurance brokerage 顧問及 保險經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Inter-segment elimination 分部間對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue	收入	3,558	3,790	1,459	369	5,519	—	—	14,695
Inter-segment revenue	分部間收入	2	—	—	100	—	—	(102)	—
Net investment gains/(losses)	投資收益/(虧損)淨額	21	—	—	—	(471)	—	—	(450)
Total	總計	3,581	3,790	1,459	469	5,048	—	(102)	14,245
Finance costs	融資成本	(2)	—	—	—	—	(3,641)	—	(3,643)
Others	其他	(10,049)	16,074	(4,026)	(421)	(6,281)	(35,094)	102	(39,695)
Segment results	分部業績	(6,470)	19,864	(2,567)	48	(1,233)	(38,735)	—	(29,093)
Share of profits of associates	應佔聯營公司溢利								4,478
Loss before tax	除稅前虧損								(24,615)
Income tax credit	所得稅抵免								8
Loss for the period	本期間虧損								(24,607)

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註(續)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

5. SEGMENT INFORMATION (Continued)

SEGMENT REVENUE AND RESULTS (Continued)

For the six months ended 30 September 2021 (Unaudited)

		Securities brokerage and margin 證券經紀及 孖展融資 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Money lending 放款 HK\$'000 千港元	Consultancy and insurance brokerage 顧問及 保險經紀 HK\$'000 千港元	Asset management 資產管理 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Inter-segment elimination 分部間對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue	收入	4,308	3,923	4,981	611	2,370	—	—	16,193
Inter-segment revenue	分部間收入	3	—	—	82	—	—	(85)	—
Net investment losses	投資虧損淨額	—	—	—	—	(2,989)	—	—	(2,989)
Total	總計	4,311	3,923	4,981	693	(619)	—	(85)	13,204
Finance costs	融資成本	(13)	—	—	—	—	(6,845)	—	(6,858)
Others	其他	(6,075)	(8,648)	(610)	(762)	(2,021)	(22,596)	85	(40,627)
Segment results	分部業績	(1,777)	(4,725)	4,371	(69)	(2,640)	(29,441)	—	(34,281)
Share of profits of associates	應佔聯營公司溢利								1,841
Share of profits of joint ventures	應佔合營公司溢利								19
Profit before tax	除稅前溢利								(32,421)
Income tax expense	所得稅開支								(556)
Loss for the period	本期間虧損								(32,977)

SEGMENT ASSETS AND LIABILITIES

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain other non-current assets (excluded financial assets at FVOCI), interests in associates, certain other receivables, deposits and prepayments and certain bank balances and cash — general; and
- all liabilities are allocated to operating segments other than certain other payables and accruals, lease liabilities, corporate bonds, loan and tax payable.

5. 分部資料(續)

分部收入及業績(續)

截至二零二一年九月三十日止六個月
(未經審核)

分部資產及負債

就監控分部表現及分配分部間資源的目的而言：

- 除若干其他非流動資產(不包括按公平值列入其他全面收益之金融資產)、於聯營公司之權益、若干其他應收款項、按金及預付款項以及若干銀行結餘及現金 — 一般外, 所有資產已分配至經營分部; 及
- 除若干其他應付款項及應計費用、租賃負債、公司債券、貸款及應付稅項外, 所有負債已分配至經營分部。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

5. SEGMENT INFORMATION (Continued)

SEGMENT ASSETS AND LIABILITIES (Continued)

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

5. 分部資料（續）

分部資產及負債（續）

本集團按可報告及經營分部呈列之資產及負債分析如下：

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Segment assets	分部資產		
Securities brokerage and margin financing	證券經紀及孖展融資	266,071	297,397
Corporate finance	企業融資	3,495	28,379
Money lending	放債	17,479	59,536
Consultancy and insurance brokerage	顧問及保險經紀	1,590	1,252
Asset management	資產管理	45,368	37,289
Total segment assets	分部資產總值	334,003	423,853
Unallocated	未分配	158,899	180,757
Consolidated assets	綜合資產	492,902	604,610
Segment liabilities	分部負債		
Securities brokerage and margin financing	證券經紀及孖展融資	178,173	175,219
Corporate finance	企業融資	70	1,232
Money lending	放債	141	141
Consultancy and insurance brokerage	顧問及保險經紀	367	84
Asset management	資產管理	5,343	5,685
Total segment liabilities	分部負債總額	184,094	182,361
Unallocated	未分配	40,934	174,390
Consolidated liabilities	綜合負債	225,028	356,751

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

6. OTHER INCOME

6. 其他收入

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest income from financial institutions	金融機構利息收入	435	111
Exchange gain, net	匯兌收益淨額	84	216
Sundry income	雜項收入	1,469	131
		1,988	458

Note: During the six months ended 30 September 2022, the Group recognised government grants of HK\$1,155,000 in respect of COVID-19-related subsidies in relation to Employment Support Scheme provided by the Hong Kong government.

附註：於截至二零二二年九月三十日止六個月，本集團確認新型冠狀病毒—相關政府補助1,155,000港元，該補助乃與香港政府提供的就業支援計劃有關。

7. FINANCE COSTS

7. 融資成本

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Finance charges on lease liabilities	租賃負債之融資費用	101	218
Interests on bank and loan payables	銀行及應付貸款之利息	1,713	1,403
Interests on corporate bonds	公司債券之利息	1,829	4,581
Interests on convertible bonds (note 23)	可換股債券之利息 (附註23)	—	656
		3,643	6,858

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

8. LOSS BEFORE TAX

Loss before tax after charging:

8. 除稅前虧損

除稅前虧損經已扣除下列各項：

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Net investment losses:	投資虧損淨額：		
Net losses on financial assets and financial liabilities at FVTPL	按公平值列入損益賬之金融資產及金融負債虧損淨額	450	2,989
		450	2,989
Other operating expenses:	其他經營開支：		
Auditor's remunerations	核數師酬金	270	250
Announcement and Listing fee	公告及上市費用	183	221
Bank charges	銀行費用	71	63
Computer expenses	電腦費用	650	599
Depreciation on:	折舊：		
— right-of-use assets	— 使用權資產	—	4,443
— property and equipment	— 物業及設備	—	941
Entertainment	應酬費	630	455
Information and communication fee	信息及通訊費	812	919
Lease charges on short term leases and leases with lease term shorter than 12 months as at initial application of HKFRS 16	於首次應用香港財務報告準則第 16 號短期租賃及租期少於十二個月之租賃之租賃費用	158	110
Legal and professional fee	法律及專業費	1,125	868
Membership fee	會員費用	33	32
Rates and building management fee	差餉及樓宇管理費	418	570
Telecommunication fee	電信費	190	212
Travelling expenses	差旅開支	412	322
Other expenses	其他開支	1,205	2,203
		6,157	12,208

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

8. LOSS BEFORE TAX (Continued)

Loss before tax after charging: (Continued)

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Staff costs:	員工成本：		
— Directors' remunerations	— 董事酬金	5,162	5,204
— Salaries and allowance	— 薪金及津貼	17,446	19,089
— Retirement benefit scheme contributions (excluding Directors)	— 退休福利計劃供款 (不包括董事)	718	650
		23,326	24,943

8. 除稅前虧損（續）

除稅前虧損經已扣除下列各項：（續）

9. INCOME TAX (CREDIT)/EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit during the six months ended 30 September 2022 (six months ended 30 September 2021: 16.5%).

9. 所得稅（抵免）／開支

截至二零二二年九月三十日止六個月，香港利得稅按16.5%的稅率就估計應課稅溢利計提撥備（截至二零二一年九月三十日止六個月：16.5%）。

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Provision for Hong Kong Profits Tax	香港利得稅撥備		
— Current period	— 本期間	—	556
— Over provision in respect of prior years	— 過往年度超額撥備	(8)	—
Total income tax (credit) expenses	所得稅（抵免）開支總額	(8)	556

9. INCOME TAX (CREDIT)/EXPENSE

(Continued)

Under the Law of the People's Republic of China (the "PRC" or "China") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards. No provision for the PRC EIT has been made for subsidiaries established in the PRC as these subsidiaries did not have any assessable profits subject to PRC EIT Law during the six months ended 30 September 2022 and 2021.

10. DIVIDEND

No dividend was paid or proposed during the Period, nor has any dividend been proposed since the end of the Period (six months ended 30 September 2021: nil).

11. LOSS PER SHARE

BASIC AND DILUTED LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to owners of the Company of approximately HK\$24,607,000 (six months ended 30 September 2021: approximately HK\$32,977,000) by the weighted average number of 923,308,000 ordinary shares (six months ended 30 September 2021: 915,308,000 shares) in issue during the Period.

The calculation of diluted loss per share for the six months ended 30 September 2021 does not assume the exercise of the Company's outstanding convertible bonds which had anti-dilutive effect and would result in a reduction in loss per share. Therefore, the diluted loss per share is the same as the basic loss per share.

9. 所得稅（抵免）／開支

(續)

根據中華人民共和國（「中國」）企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，自二零零八年一月一日起，中國附屬公司之稅率為25%。由於在中國成立之附屬公司根據中國企業所得稅法於截至二零二二年及二零二一年九月三十日止六個月並無任何應課稅溢利，故概無就該等附屬公司計提中國企業所得稅撥備。

10. 股息

本期間概無派付或建議派付任何股息，自本期間末以來亦無建議派付任何股息（截至二零二一年九月三十日止六個月：無）。

11. 每股虧損

每股基本及攤薄虧損

每股基本虧損乃以本公司擁有人應佔虧損約24,607,000港元（截至二零二一年九月三十日止六個月：約32,977,000港元）除以本期間已發行普通股加權平均數923,308,000股（截至二零二一年九月三十日止六個月：915,308,000股）計算。

計算截至二零二一年九月三十日止六個月每股攤薄虧損並無假設行使本公司尚未兌換的可換股債券，而有關係債券具有反攤薄效應及將導致每股虧損減少。因此，每股攤薄虧損與每股基本虧損相同。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

12. PROPERTY AND EQUIPMENT

For property and equipment, the Group did not purchase any property and equipment during the Period (six months ended 30 September 2021: nil).

For right-of-use assets, the Group did not enter into new lease agreement for its branch office during the Period (six months ended 30 September 2021: entered into new lease agreement). The Group is required to make fixed monthly payments. During six months ended 30 September 2021, the Group recognised additional right-of-use assets and lease liabilities of approximately HK\$937,000 respectively.

12. 物業及設備

就物業及設備而言，本集團於本期間並無購置物業及設備（截至二零二一年九月三十日止六個月：無）。

就使用權資產而言，本集團於本期間並無就分公司辦公室訂立新租賃協議（截至二零二一年九月三十日止六個月：訂立新租賃協議）。本集團須每月支付固定款項。於截至二零二一年九月三十日止六個月，本集團確認額外的使用權資產及租賃負債各約937,000港元。

13. GOODWILL

13. 商譽

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Gross carrying amount	賬面總值		
As at the beginning and end of the period/year	於期／年初及 期／年末	3,994	3,994
Accumulated impairment losses	累計減值虧損		
As at the beginning of the period/year	於期／年初	3,994	—
Impairment losses recognised in the year	年內確認減值虧損	—	3,994
As at the end of the period/year	於期／年末	3,994	3,994
Net carrying amount	賬面淨值		
As at the end of the period/year	於期／年末	—	—

13. GOODWILL (Continued)

IMPAIRMENT TESTING OF CASH-GENERATING UNITS CONTAINING GOODWILL

The carrying amount of goodwill is allocated to the corporate finance segment.

The recoverable amount of the corporate finance operation is determined based on value in use calculations using cash flow projections based on financial budget approved by the management covering five-year period, zero growth rate is applied to extrapolate the cash flows beyond five-year period during the year ended 31 March 2022. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. The discount rate applied to the cash flow projections is 13.79% as at 31 March 2022. Other key assumptions for the value-in-use calculation related to the estimation of cash inflows and outflows which include budgeted sales and budgeted net profit margin. This estimation is determined based on the unit's past performance and management's expectation for the market development.

During the year ended 31 March 2022, based on the result of the assessment, the directors determined that the recoverable amount of the corporate finance CGU is nil and lower than the carrying amount. Impairment loss of approximately HK\$3,994,000 recognized on goodwill as the management considered various factors, such as a challenging business environment and prudent behaviours of the investors as a result of Hong Kong capital market downturn that impact on the activity of IPO equity market.

13. 商譽 (續)

包含商譽之現金產生單位之減值測試

商譽之賬面值已分配至企業融資分部。

企業融資業務之可收回金額乃根據使用價值計算釐定，計算所用之現金流量預測乃基於管理層批准相關涵蓋五年期間之財政預算。於截至二零二二年三月三十一日止年度，超過該五年期間之現金流量則推斷為零增長率。此增長率乃基於相關行業之增長預測釐定，不會超過相關行業之平均長期增長率。於二零二二年三月三十一日，推測現金流量所用的貼現率為13.79%。計算使用價值所用之其他主要假設與現金流入及流出（包括預算銷售及預算純利率）的估計有關。該估計乃根據該單位之過往表現及管理層對市場發展之預期而定。

截至二零二二年三月三十一日止年度，根據評估結果，董事釐定企業融資現金產生單位之可收回金額為零且低於賬面值。由於管理層考慮各種因素，例如營商環境更具挑戰以及香港資本市場低迷導致投資者行為謹慎，從而對首次公开发售股票市場活動造成影響，故就商譽確認減值虧損約3,994,000港元。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註(續)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

14. INTERESTS IN ASSOCIATES

14. 於聯營公司之權益

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Cost of investments in unlisted associates	於非上市聯營公司之投資成本	64,131	64,131
Share of post-acquisition profits and other comprehensive income	應佔收購後溢利及其他全面收益	34,709	40,915
		98,840	105,046

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註 (續)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

14. INTERESTS IN ASSOCIATES (Continued)

Set out below are the particulars of the principal associates as at 30 September 2022 and 31 March 2022. In the opinion of the Directors of the Company, to give details of other associates would result in particulars of excessive length:

14. 於聯營公司之權益 (續)

下表載列於二零二二年九月三十日及二零二二年三月三十一日之主要聯營公司詳情。本公司董事認為，提供其他聯營公司之詳情會導致資料過於冗長：

Name of entity 實體名稱	Form of entity 實體形式	Place of incorporation and operation 註冊成立及經營地點	Particulars of issued and paid up capital 已發行及繳足資本詳情	Percentage of nominal value of issued capital held by the Group 本集團持有已發行股本面值百分比		Proportion of voting right held by the Group at board level 本集團所持董事會投票權比例		Principal activities 主要業務
				30 September 2022 二零二二年九月三十日	31 March 2022 二零二二年三月三十一日	30 September 2022 二零二二年九月三十日	31 March 2022 二零二二年三月三十一日	
Starlight Financial Holdings Limited ("Starlight") 中國星火金融控股有限公司 (「星火」)	Limited liability company 有限公司	Hong Kong 香港	234,000,000 ordinary shares 234,000,000 股普通股	25%	25%	33% (note 1) (附註1)	33% (note 1) (附註1)	Investment holding 投資控股
City Eagle Holdings Limited 欣穎控股有限公司	Limited liability company 有限公司	Hong Kong 香港	100 ordinary shares 100 股普通股	25%	25%	33%	33%	Investment holding 投資控股
Chongqing Liangjiang New Area Runtong Small Loans Business Limited* ("Runtong") 重慶市兩江新區潤通小額貸款有限公司 (「潤通」)	Limited liability company 有限公司	The PRC 中國	Registered capital of US\$30,000,000 註冊資本 30,000,000 美元	25%	25%	33%	33%	Provision of secured financing services and microfinance services in Chongqing of the PRC 於中國重慶市提供抵押融資服務及小額貸款融資服務
Chongqing Run Kun Management Consulting Company Limited* ("Run Kun") 重慶潤坤企業管理諮詢有限公司 (「潤坤」)	Limited liability company 有限公司	The PRC 中國	Registered capital of HK\$10,000,000 註冊資本 10,000,000 港元	25%	25%	33%	33%	Financial consulting services 財務諮詢服務
Treasure Like Holdings Limited (Previously known as China Runking Financing Group Limited) (前稱中國潤金小貸集團有限公司)	Limited liability company 有限公司	Hong Kong 香港	1 ordinary share 1 股普通股	25%	25%	33%	33%	Provision of loan financing services 提供貸款融資服務

* The English translation of the Chinese name in this report, where indicated, is included for information purpose only, and should not be regarded as the official English name of such Chinese name.

* 本報告內指明中文名稱的英文譯名僅供參考，不應被視為該等中文名稱的英文官方名稱。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註(續)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

14. INTERESTS IN ASSOCIATES (Continued)

Note:

- The Group is able to exercise significant influence over Starlight and its subsidiaries ("Starlight Group") because it has the power to appoint two out of the six Directors of that company under the provisions stated in the shareholders' agreement.

Treasure Like Holdings Limited, City Eagle Holdings Limited, Run Kun and Runtong are wholly-owned subsidiaries of Starlight.

As at 30 September 2022, included in the cost of investments in associates was goodwill of approximately HK\$4,052,000 (as at 31 March 2022: approximately HK\$4,052,000) arising on the acquisition of associates.

14. 於聯營公司之權益 (續)

附註：

- 本集團可對星火及其附屬公司(「星火集團」)行使重大影響力，原因為本集團根據股東協議所列的條文有權委任該公司六名董事中的兩名。

Treasure Like Holdings Limited、欣穎控股有限公司、潤坤及潤通均為星火之全資附屬公司。

於二零二二年九月三十日，聯營公司投資成本包括收購聯營公司產生之商譽約4,052,000港元(於二零二二年三月三十一日：約4,052,000港元)。

15. INTERESTS IN JOINT VENTURES

15. 於合營公司之權益

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Cost of investments in unlisted joint ventures	於非上市合營公司之投資成本	—	1,415
Share of post-acquisition losses and other comprehensive expenses	應佔收購後虧損及其他全面開支	—	(320)
Disposal	出售	—	(1,095)
		—	—

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

15. INTERESTS IN JOINT VENTURES

(Continued)

During the year ended 31 March 2022, the Group disposed its entire interest in Shenzhen Qianhai Fortune Financial Service Company Limited and Shenzhen Qianhai Fortune Equity Investment Management Company Limited at a cash consideration of RMB970,000 (equivalent to HK\$1,220,000), resulting a gain on disposal of approximately HK\$57,000.

15. 於合營公司之權益 (續)

截至二零二二年三月三十一日止年度，本集團已出售其於深圳市前海富強金融服務有限公司及深圳前海富強股權投資管理有限公司之全部權益，現金代價為人民幣970,000元（相當於1,220,000港元），產生出售收益約57,000港元。

16. LOAN AND TRADE RECEIVABLES

Loan and trade receivables comprise i) trade receivables arising from securities brokerage business and other businesses and ii) loan receivables arising from money lending business.

16. 應收貸款及貿易應收賬款

應收貸款及貿易應收賬款包括 i) 來自證券經紀業務及其他業務之貿易應收賬款及 ii) 來自放債業務之應收貸款。

			At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收賬款	a)	39,159	47,537
Loan receivables — current	應收貸款 — 流動	b)	15,032	50,727
			54,191	98,264

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註(續)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

16. LOAN AND TRADE RECEIVABLES

(Continued)

A) TRADE RECEIVABLES

The followings are the balances of trade receivables, net of expected credit losses:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables from securities brokerage business:	來自證券經紀業務之貿易應收賬款：		
— Cash clients	— 現金客戶	—	24
— Hong Kong Securities Clearing Company Limited (“HKSCC”)	— 香港中央結算有限公司 (「香港結算」)	—	410
— Margin clients	— 孖展客戶	45,180	48,257
Trade receivables from other businesses	來自其他業務之貿易應收賬款	2,352	1,639
		47,532	50,330
Less: expected credit losses	減：預期信貸虧損	(8,373)	(2,793)
		39,159	47,537

The settlement terms of trade receivables from cash client and HKSCC arising from securities brokerage business are two trading days after the trade date. The Group allows an average credit period of 30 days to its customers of other businesses.

16. 應收貸款及貿易應收賬款 (續)

A) 貿易應收賬款

貿易應收賬款之結餘(扣除預期信貸虧損)如下：

證券經紀業務的現金客戶及香港結算產生之貿易應收賬款償付期限為買賣日期後兩個交易日。本集團向其他業務的客戶授予平均30日的信貸期。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

16. LOAN AND TRADE RECEIVABLES

(Continued)

A) TRADE RECEIVABLES (Continued)

No aging analysis is disclosed for the Group's margin clients as these margin clients were carried on an open account basis, and only fall due on conditions or on demand by the Group. The Directors of the Company consider that the aging analysis does not give additional value in the view of the nature of these receivables.

The following is an aging analysis of trade receivables (excluded margin clients), net of expected credit losses, at the end of the Period/year based on the invoice date is as follows:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Less than 30 days	少於30日	656	493
31 to 60 days	31至60日	19	342
61 to 90 days	61至90日	107	—
Over 90 days	90日以上	213	556
		995	1,391

16. 應收貸款及貿易應收賬款 (續)

A) 貿易應收賬款 (續)

由於本集團之孖展客戶乃按往來賬戶基準列賬，且僅視乎條件或按本集團要求方須償還，故並無披露有關孖展客戶之賬齡分析。本公司董事認為，基於該等應收賬款之性質，賬齡分析並無額外價值。

貿易應收賬款（孖展客戶除外）於本期末／年末（扣除預期信貸虧損）基於發票日期之賬齡分析如下：

16. LOAN AND TRADE RECEIVABLES*(Continued)***A) TRADE RECEIVABLES** *(Continued)*

As at 30 September 2022, trade receivables from cash and margin clients are secured by the client's pledged securities at quoted market value of HK\$70,677,000 (as at 31 March 2022: HK\$560,284,000) which could be realised at the Group's discretion to settle any margin call requirements imposed by their respective securities transactions. There is no re-pledge of the collateral from margin clients for the six months ended 30 September 2022 and 2021 and as at 30 September 2022 and 31 March 2022.

16. 應收貸款及貿易應收賬款
*(續)***A) 貿易應收賬款** *(續)*

於二零二二年九月三十日，現金及孖展客戶之貿易應收賬款以客戶之抵押證券按市場報價約為70,677,000港元（於二零二二年三月三十一日：560,284,000港元）抵押，本集團可酌情變現有關於抵押證券，以清償任何按彼等各自進行之證券交易所發出之孖展補倉要求。截至二零二二年及二零二一年九月三十日止六個月及於二零二二年九月三十日及二零二二年三月三十一日，孖展客戶之抵押物概無被轉押。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

16. LOAN AND TRADE RECEIVABLES

(Continued)

B) LOAN RECEIVABLES

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Current portion	流動部分		
Secured loan receivables	應收有抵押貸款	14,139	14,139
Unsecured loan receivables	應收無抵押貸款	4,021	36,588
		18,160	50,727
Less: expected credit losses	減：預期信貸虧損	(3,128)	—
		15,032	50,727

The Group has provided money lending and mortgage services in Hong Kong during the year. The customers are mainly individuals. The Group recorded an interest income from money lending of approximately HK\$1,459,000 (six months ended 30 September 2021: approximately HK\$4,981,000), representing a decrease of approximately 70.71% as compared with the corresponding period in 2021.

本集團於年內在香港提供放債及按揭服務。我們的客戶主要為個體客戶。本集團錄得放債利息收入約1,459,000港元（截至二零二一年九月三十日止六個月：約4,981,000港元），較二零二一年同期減少約70.71%。

16. LOAN AND TRADE RECEIVABLES*(Continued)***B) LOAN RECEIVABLES** *(Continued)*

As at 30 September 2022, the secured loan receivables are secured by all monies, deposits and equity shares of listed companies with fair value of approximately HK\$3,298,000 (as at 31 March 2022: HK\$2,567,000) in the securities broker account and second mortgage over certain property units and bear interest at a fixed interest rate at 12% to 13% (as at 31 March 2022: 12% to 13%) per annum.

As at 30 September 2022, the unsecured loan receivables carry interest at fixed interest rate at 12% (as at 31 March 2022: 12% to 15%) per annum and guaranteed by an independent third party.

The amount of loans receivables due from the largest borrower and the three (as at 31 March 2022: five) largest borrowers are approximately HK\$9,087,000 (as at 31 March 2022: approximately HK\$22,519,000) and approximately HK\$15,032,000 (as at 31 March 2022: approximately HK\$50,727,000) respectively.

The Group has certain concentration risk on loan receivables as it has three (as at 31 March 2022: five) customers with outstanding balances of approximately HK\$15,032,000 (as at 31 March 2022: approximately HK\$50,727,000) as at 30 September 2022.

16. 應收貸款及貿易應收賬款 *(續)***B) 應收貸款** *(續)*

於二零二二年九月三十日，應收有抵押貸款乃以證券經紀人賬戶中之所有款項、按金以及公平值為約3,298,000港元之上市公司之權益股份（於二零二二年三月三十一日：2,567,000港元）及若干物業單位之次按揭作抵押，並按固定年利率12%至13%（於二零二二年三月三十一日：12%至13%）計息。

於二零二二年九月三十日，應收無抵押貸款按固定年利率12%（於二零二二年三月三十一日：12%至15%）計息，並由一名獨立第三方擔保。

應收最大借款人及三（於二零二二年三月三十一日：五）大借款人貸款分別為約9,087,000港元（於二零二二年三月三十一日：約22,519,000港元）及約15,032,000港元（於二零二二年三月三十一日：約50,727,000港元）。

於二零二二年九月三十日，由於本集團三名（於二零二二年三月三十一日：五名）客戶的未償還結餘約為15,032,000港元（於二零二二年三月三十一日：約50,727,000港元），因此本集團應收貸款存在一定程度的集中風險。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

16. LOAN AND TRADE RECEIVABLES

(Continued)

B) LOAN RECEIVABLES (Continued)

The following table illustrates the aging analysis, net of expected credit losses, based on the loan drawdown date, of the loan receivables outstanding at the end of the Period/year:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Less than 30 days	少於30日	161	227
Over 90 days	90日以上	14,871	50,500
		15,032	50,727

The loan receivables are due for settlement at the date specified in the respective loan agreements.

16. 應收貸款及貿易應收賬款 (續)

B) 應收貸款 (續)

下表載列於本期末／年末尚未償還之應收貸款（扣除預期信貸虧損）根據貸款發放日呈報之賬齡分析：

應收貸款於相關貸款協議指定日期到期結算。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

17. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

17. 其他應收款項、按金及預付款項

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Other receivables	其他應收款項	2,670	17,927
Deposits	按金	2,145	2,232
Prepayments	預付款項	2,189	847
		7,004	21,006

As at 30 September 2022, other receivables mainly represent monies placed in various brokers accounts.

於二零二二年九月三十日，其他應收款項主要指存入多個經紀人賬戶的資金。

18. BANK BALANCES AND CASH

18. 銀行結餘及現金

BANK BALANCES AND CASH — TRUST

銀行結餘及現金 — 信託

The Group maintains segregated trust accounts with a licensed bank to hold clients' monies arising from its securities brokerage and margin and financing business. The Group has classified the clients' monies as bank balances and cash — trust under the current assets of the condensed consolidated statement of financial position and recognised the corresponding trade payables to respective clients on the ground that it is liable for any loss or misappropriation of clients' monies. The Group is restricted to use the clients' monies to settle its own obligations.

本集團於持牌銀行開設獨立信託賬戶以持有因其證券經紀、孖展及融資業務產生之客戶款項。本集團將客戶款項分類為簡明綜合財務狀況表流動資產項下之銀行結餘及現金 — 信託，由於本集團須就該等客戶款項之任何虧損或被挪用負責，因而同時確認該等款項為應付相關客戶之貿易賬款。本集團不獲准將客戶款項用於償還其本身債項。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

18. BANK BALANCES AND CASH (Continued)

BANK BALANCES AND CASH — GENERAL

As at 30 September 2022, bank balances and cash held by the Group which amounted to approximately HK\$141,354,000 (as at 31 March 2022: HK\$190,418,000) were with an original maturity of three months or less. The bank balances and bank deposits carried interest at market rates ranging from 0% to 2.43% (as at 31 March 2022: 0% to 0.5%) per annum.

As at 30 September 2022, the Group had bank balances of approximately HK\$14,181,000 (as at 31 March 2022: HK\$75,984,000) and HK\$33,308,000 (as at 31 March 2022: HK\$5,728,000) which were originally denominated in United States dollar (“USD”), and Renminbi (“RMB”) respectively.

19. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

Trade payables from the securities brokerage business:	證券經紀業務之貿易應付賬款：
— Margin and cash clients	— 孖展及現金客戶
— HKSCC	— 香港結算
Other payables and accruals	其他應付款項及應計費用

The settlement terms of trade payable to HKSCC are two trading days after the trade dates.

No aging analysis is disclosed for the Group’s trade payables to margin and cash clients as these clients were carried on an open account basis. The Directors consider that the aging analysis does not give additional value in the view of the nature of these payables.

18. 銀行結餘及現金（續）

銀行結餘及現金 — 一般

於二零二二年九月三十日，本集團所持銀行結餘及現金之原到期日為三個月或以下，合共約141,354,000港元（於二零二二年三月三十一日：190,418,000港元）。銀行結餘及銀行存款按每年介乎0%至2.43%（於二零二二年三月三十一日：0%至0.5%）之市場利率計息。

於二零二二年九月三十日，本集團約14,181,000港元（於二零二二年三月三十一日：75,984,000港元）及33,308,000港元（於二零二二年三月三十一日：5,728,000港元）之銀行結餘原本分別按美元（「美元」）及人民幣（「人民幣」）計值。

19. 貿易應付賬款、其他應付款項及應計費用

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables from the securities brokerage business:		
— Margin and cash clients	174,795	172,364
— HKSCC	2,932	—
Other payables and accruals	6,199	7,097
	183,926	179,461

香港結算之貿易應付賬款結算期為買賣日期後兩個交易日。

由於本集團之孖展及現金客戶乃按往來賬戶基準列賬，故並無披露有關貿易應付賬款之賬齡分析。董事認為，基於該等應付款項之性質使然，賬齡分析並無額外價值。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

20. LOAN PAYABLES

As at 30 September 2022, no loan was borrowed.

As at 31 March 2022, the unsecured bank loan amounted to HK\$100,458,000 borne variable interest rate and guaranteed by the corporate guarantee given by a wholly-owned subsidiary of the Company, Fortune Finance Limited. The rate as at 31 March 2022 was 2.83% per annum.

20. 應付貸款

於二零二二年九月三十日，概無借貸。

於二零二二年三月三十一日，金額為100,458,000港元之無擔保銀行貸款按浮動利率計息，並由本公司全資附屬公司富強財務有限公司提供的公司擔保作擔保。於二零二二年三月三十一日年利率為2.83%。

21. SHARE CAPITAL

21. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.10 each at 1 April 2021, 31 March 2022 and 30 September 2022	於二零二一年四月一日、二零二二年三月三十一日及二零二二年九月三十日 每股面值0.10港元之普通股	2,000,000	200,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.10 each at 1 April 2021, 31 March 2022 and 1 April 2022 (audited)	於二零二一年四月一日、二零二二年三月三十一日及二零二二年四月一日 每股面值0.10港元之普通股（經審核）	915,308	91,531
Issue of share (note a)	發行股份（附註a）	183,000	18,300
Ordinary shares of HK0.10 each of 30 September 2022 (unaudited)	於二零二二年九月三十日 每股面值0.10港元之普通股 （未經審核）	1,098,308	109,831

(a) Issue of shares

In September 2022, a total of 183,000,000 ordinary shares with a nominal value of HK\$0.10 each were issued upon completion of the subscription to independent third parties. The net proceeds received by the Company from the subscription was approximately HK\$56,730,000.

(a) 發行股份

於二零二二年九月，於完成就獨立第三方之認購事項後，合共已發行183,000,000股每股面值0.10港元之普通股。本公司就認購事項收取之所得款項淨額為約56,730,000港元。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

22. CORPORATE BONDS

22. 公司債券

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Current	流動	5,156	33,007
Non-current	非流動	26,906	30,519
		32,062	63,526

Particulars of outstanding corporate bonds at reporting date summarised by original issue years are set out below:

於報告日期，未償還公司債券按原發行年份概述之詳情載列如下：

Issue in the year ended 截至下列日期止年度內發行	Original terms 原有年期	Annual coupon rate 年票息率	Effective interest rate 實際利率	Principal 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 30 September 2022	於二零二二年九月三十日				
31 March 2016	二零一六年三月三十一日	7 years年	6.5%	2,000	2,046
31 March 2017	二零一七年三月三十一日	7 – 7.5 years年	6.5%	30,100	30,016
					32,062
At 31 March 2022	於二零二二年三月三十一日				
31 March 2014	二零一四年三月三十一日	8.5 – 8.67 years年	7%	20,000	20,551
31 March 2016	二零一六年三月三十一日	7 years年	6.5%	12,000	12,456
31 March 2017	二零一七年三月三十一日	7 – 7.5 years年	6.5%	30,100	30,519
					63,526

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

22. CORPORATE BONDS (Continued)

These corporate bonds are repayable as follows:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年以內	5,156	33,007
More than one year but not exceeding two years	一年以上但不超過兩年	26,906	28,547
More than two years but not exceeding five years	兩年以上但不超過五年	—	1,972
		32,062	63,526

22. 公司債券（續）

該等公司債券須按以下年期償還：

23. CONVERTIBLE BONDS

The Group employs convertible bonds as one of its sources of financing.

At reporting date, carrying amounts of the convertible bonds and convertible bonds reserves are as follows:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Convertible bonds	可換股債券		
— Current	— 流動	—	—
Convertible bonds reserves	可換股債券儲備	—	—

23. 可換股債券

本集團利用可換股債券作為一項融資來源。

於報告日期，可換股債券及可換股債券儲備之賬面值如下：

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

23. CONVERTIBLE BONDS (Continued)

Particulars of convertible bonds in the prior years are set out as below:

Issue in the year ended	Issue date	Maturity date	Coupon rate	Effective interest rate	Principal	Conversion price per share	Issuer earlier redemption right
截至下列日期止年度發行	發行日期	到期日	票息率	實際利率	本金額 HK\$'000 千港元	每股兌換價 HK\$ 港元	發行人 提前贖回權
Year ended 31 March 2019 截至二零一九年三月三十一日止年度							
2019 A	5 July 2018 二零一八年七月五日	5 July 2021 二零二一年七月五日	2%	11.74%	60,000	0.60	No 無

於過往年度發行的可換股債券詳情載列如下：

Movements of carrying amounts of the liability components and equity components are summarised below.

負債部分及權益部分之賬面值變動概述如下。

		2019 A	Total
		HK\$'000 千港元	HK\$'000 千港元
Liability components	負債部分		
At 1 April 2021 (audited)	於二零二一年四月一日（經審核）	21,604	21,604
Interests at effective interest rates	按實際利率計算之利息	656	656
Redemption upon maturity	到期贖回	(22,260)	(22,260)
At 31 March 2022 (audited) and 30 September 2022 (unaudited)	於二零二二年三月三十一日（經審核）及 二零二二年九月三十日（未經審核）	—	—
Equity components	權益部分		
At 1 April 2021 (audited)	於二零二一年四月一日（經審核）	5,161	5,161
Lapse of conversion option upon maturity	換股權到期失效	(5,161)	(5,161)
At 31 March 2022 (audited) and 30 September 2022 (unaudited)	於二零二二年三月三十一日（經審核）及 二零二二年九月三十日（未經審核）	—	—

24. RELATED PARTY TRANSACTIONS**COMPENSATION OF KEY MANAGEMENT PERSONNEL**

All executive Directors were considered to be the key management personnel of the Group for the six months ended 30 September 2022 and 2021. The remuneration of executive Directors during the Period was as follows:

24. 關連人士交易**主要管理人員之酬金**

截至二零二二年及二零二一年九月三十日止六個月，全體執行董事被視為本集團之主要管理人員。執行董事於本期間之薪酬如下：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short-term benefits	短期福利	3,818	3,969
Post-employment benefits	退休福利	26	27
		3,844	3,996

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

25. COMMITMENTS

(I) LEASE COMMITMENTS

The Group as lessee

At the end of the Period/year, the Group had commitments for short-term leases which fall due as follows:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年以內	—	5

(II) CAPITAL COMMITMENT

The Group had the following capital commitment at the end of the Period/year:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Commitments but not provided for:	已承諾但尚未撥備：		
FVTPL	按公平值列入損益賬	904	—

25. 承擔

(I) 租賃承擔

本集團作為承租人

於本期／年末，本集團之短期租賃承擔到期情況如下：

(II) 資本承擔

於本期／年末，本集團有下列資本承擔：

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

26. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Financial instruments measured at fair value in the condensed consolidated statement of financial position are categorised into the three level fair value hierarchies as defined in HKFRS 13 “Fair Value Measurement”.

The following table gives information about how fair values of these financial assets are determined (in particular, the valuation technique(s) and input(s) used).

26. 金融工具之公平值計量

於簡明綜合財務狀況表按公平值計量之金融工具資產，按香港財務報告準則第13號「公平值計量」之定義，分類為三個公平值層級。

下表提供有關釐定該等金融資產公平值之方式（尤其是所用估值技術及輸入數據）之資料。

	Financial instruments	金融工具	Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及 主要輸入數據
			30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)		
Financial assets at FVTPL		按公平值列入損益賬之金融資產				
— Equity securities listed in Hong Kong and outside Hong Kong		— 於香港及香港境外上市之股本證券	1,089	5,391	Level 1 第一級	Quoted bid prices in active market 於活躍市場所報之買入價
— Unlisted debt securities		— 非上市債務證券	1,584	—	Level 2 第二級	Quoted prices from pricing services 來自定價服務之報價
— Derivative financial instruments		— 衍生金融工具	33	—	Level 1 第一級	Quoted bid prices in active market 於活躍市場所報之買入價
Financial assets at FVOCI		按公平值列入其他全面收益之金融資產				
— Unlisted equity securities (i)		— 非上市股本證券 (i)	138	138	Level 3 第三級	Net asset value 資產淨值

There were no transfers between levels of fair value hierarchy during the Period/year.

(i) The fair value of the unlisted equity investment is by reference to the net asset value of the respective companies.

於本期間／年內，公平值層級之間並無轉撥。

(i) 非上市股本投資之公平值乃參考相關公司之資產淨值得出。

NOTES TO THE INTERIM FINANCIAL INFORMATION (Continued)

中期財務資料附註（續）

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

26. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

The reconciliation of the carrying amounts of the Group's financial instruments classified within Level 3 of the fair value hierarchy is as follows:

26. 金融工具之公平值計量 (續)

本集團分類為公平值層級第三級之金融工具之賬面值對賬如下：

	Unlisted equity securities
	非上市股本證券
	HK\$'000
	千港元
At 1 April 2021 (Audited),	
31 March 2022 (Audited)	
and 30 September 2022 (Unaudited)	138

The Directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the interim financial information approximate their fair values.

本公司董事認為，於中期財務資料內按攤銷成本列賬之金融資產及金融負債賬面值與彼等之公平值相若。

27. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to enhance comparability with the current period condensed consolidated financial statements.

27. 比較數字

若干比較數字已予重新分類，以加強與本期間簡明綜合財務報表之可比性。

RESULTS

For the Period, revenue and net investment losses of the Group amounted to approximately HK\$14,245,000, representing an increase of approximately 7.88% from approximately HK\$13,204,000 for the six months ended 30 September 2021.

The Group recorded a loss attributable to owners of the Company of approximately HK\$24,607,000 for the Period, as compared with the loss of approximately HK\$32,977,000 for the corresponding period in 2021. The improvement in losses for the period was mainly due to (i) a decrease in operating expenses due to property and equipment being fully impaired as at 31 March 2022; and (ii) a decrease in finance costs due to repayment of corporate bonds upon maturity.

The basic and diluted loss per share for the Period was approximately HK2.7 cents as compared with the basic and diluted loss per share of approximately HK3.6 cents for the corresponding period in 2021.

業績

本集團於本期間之收入及投資虧損淨額約為14,245,000港元，較截至二零二一年九月三十日止六個月約13,204,000港元上升約7.88%。

本集團於本期間錄得本公司擁有人應佔虧損約為24,607,000港元，而於二零二一年同期虧損約為32,977,000港元。本期間虧損改善主要由於(i)經營開支因物業及設備於二零二二年三月三十一日悉數減值而減少；及(ii)融資成本因償還到期公司債券而減少。

本期間每股基本及攤薄虧損約為2.7港仙，而二零二一年同期之每股基本及攤薄虧損則約為3.6港仙。

BUSINESS REVIEW

SECURITIES BROKERAGE AND MARGIN FINANCING

During the Period, the business of securities brokerage and margin financing recorded a revenue and net investment gains of approximately HK\$3,581,000, representing a decrease of approximately 16.93% as compared to the revenue and net investment gains of approximately HK\$4,311,000 for the corresponding period in 2021. The decrease in revenue was mainly contributed from the decrease of Group's underwriting business.

The segment loss for the Period amounted to approximately HK\$6,470,000 (six months ended 30 September 2021: approximately HK\$1,777,000), representing an increase in segment loss of approximately 264.10% as compared with the corresponding period in 2021. The increase in segment loss was mainly contributed from the expected credit losses on trade receivables.

The Group's strategy is to focus and strengthen existing securities operation and work in close collaboration with our corporate finance business as well as wealth management business, in order to provide a one-stop integrated financial services to better serve our institutional and high net worth individual clients.

CORPORATE FINANCE

The corporate finance market was under a keen competition during the Period. Segment revenue from corporate finance business decreased by approximately 3.39% from approximately HK\$3,923,000 to approximately HK\$3,790,000 while the segment profit for the Period amounted to approximately HK\$19,864,000 as compared to a segment loss amounted to approximately HK\$4,725,000 for the corresponding period in 2021. The increase in segment profit was mainly contributed from the other income resulted from waiver of debt.

業務回顧

證券經紀及孖展融資

於本期間，證券經紀及孖展融資業務錄得收入及投資收益淨額約3,581,000港元，較二零二一年同期的收入及投資收益淨額約4,311,000港元減少約16.93%。收入減少主要歸因於本集團的包銷業務下滑。

本期間分部虧損約為6,470,000港元（截至二零二一年九月三十日止六個月：約1,777,000港元），較二零二一年同期增加分部虧損約264.10%。分部虧損增加主要由於貿易應收賬款的預期信貸虧損。

本集團之策略為專注及鞏固現有證券業務，並與本集團企業融資業務及財富管理業務緊密合作，藉以向機構及高淨值個人客戶提供更優質的一站式綜合金融服務。

企業融資

於本期間，企業融資市場競爭激烈。來自企業融資業務之分部收入由約3,923,000港元減少約3.39%至約3,790,000港元，本期間錄得分部溢利約19,864,000港元，而二零二一年同期則錄得分部虧損約4,725,000港元。分部溢利增加主要由於豁免債務產生其他收入。

MONEY LENDING

During the Period, there was intense competition in the money lending market. The Group recorded an interest income from money lending of approximately HK\$1,459,000 (six months ended 30 September 2021: approximately HK\$4,981,000), representing a decrease of approximately 70.71% as compared with the corresponding period in 2021. The segment loss for the Period amounted to approximately HK\$2,567,000 (six months ended 30 September 2021: segment profit approximately HK\$4,371,000).

The Group applies general approach in measuring loss allowance for expected credit losses on loans receivable.

The Group granted loans of different durations to borrowers. As the term loans are normally repaid monthly in instalment amount, they would be past due during the loan period and thus, past due day information is meaningful in assessing if there is significant increase in credit risk during the loan period.

In assessing default risk of loan receivables, management considered the following factors:

- collateral ratio (if any);
- amount of actual shortfall;
- delay in repayment;
- responsiveness to the Group's request for repayment after maturity of loan;
- an actual or expected downgrade of the external or internal credit rating of the borrower;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant change in the borrower's ability to meet its debt obligation;
- significant changes in external market indicators of credit risk for a particular financial asset or similar financial assets with similar characteristics; and
- significant changes in the value of the collateral supporting the obligation or credit enhancement, if applicable.

放債

於本期間，放債市場競爭激烈。本集團錄得放債之利息收入約1,459,000港元（截至二零二一年九月三十日止六個月：約4,981,000港元），較二零二一年同期減少約70.71%。本期間分部虧損約為2,567,000港元（截至二零二一年九月三十日止六個月：分部溢利約4,371,000港元）。

本集團應用一般方法計量應收貸款之預期信貸虧損之虧損撥備。

本集團向借款人授出不同期限之貸款。由於定期貸款通常按月分期償還，故其可能於貸款期逾期，因此，逾期日資料就評估信貸風險於貸款期內是否顯著增加而言具有意義。

於評估應收貸款之違約風險時，管理層已考慮以下因素：

- 抵押品比率（如有）；
- 實際不足額；
- 延遲還款；
- 於貸款到期後對本集團要求還款之回應；
- 借款人外部或內部信貸評級之實際或預期降級；
- 業務、財務或經濟狀況之現有或預期不利變動，而有關變動預期導致借款人履行債務責任之能力發生重大變化；
- 特定金融資產或具有類似特徵之類似金融資產之信貸風險之外部市場指標發生重大變動；及
- 支持有關責任之抵押品之價值或信貸提升措施（倘適用）發生重大變化。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

Management classifies loan receivables based on the following:

Stage 1: For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination.

Stage 2: For exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. Below are indicators of significant increase in credit risks: (a) if repayment of loan is delayed by borrower; (b) if collateral Ratio (if any) is 60% or higher; and (c) responsive to the Group's request for repayment.

Stage 3: Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. Below are events indicating that the balance is credit-impaired:

- (a) the Group makes liquidation call to borrowers to liquidate their securities collateral (if any) to settle the outstanding balances;
- (b) the borrower is not responsive to the Group's request; and
- (c) the Group loses contact with the borrowers.

In assessing default risk of loan receivables, management would make reference to the default rates studies conducted by certain external credit rating agencies. In addition, management would incorporate forward looking economic information through the use of industry trend and experienced credit judgment to reflect qualitative factors.

管理層根據以下方式分類應收貸款：

第一階段：信貸風險自初步確認以來並無出現顯著增加以及於產生後並無出現信貸減值之風險。

第二階段：信貸風險自初步確認以來出現顯著增加惟並無出現信貸減值之風險。下列為信貸風險顯著增加之指標：(a)倘借款人延遲償還貸款；(b)倘抵押品比率（如有）為60%或以上；以及(c)對本集團還款要求之回應。

第三階段：當發生會對該資產之估計未來現金流量造成不利影響之一項或多項事件時，則有關情況會被評定為出現信貸減值。顯示結餘出現信貸減值之事件如下：

- (a) 本集團要求借款人平倉，以將證券抵押品（如有）變現以結付未償還結餘；
- (b) 借款人並無回應本集團之要求；及
- (c) 本集團與借款人失去聯絡。

於評估應收貸款之違約風險時，管理層將參考由若干外部信貸評級機構進行之違約率研究。此外，管理層將透過使用行業趨勢及應用經驗信貸判斷為基礎作為前瞻性經濟資料，從而反映定量因素。

CONSULTANCY AND INSURANCE BROKERAGE

During the Period, the Group recorded a segment revenue from consultancy and insurance brokerage services of approximately HK\$469,000 (six months ended 30 September 2021: approximately HK\$693,000), representing a decrease of approximately 32.32% as compared with the corresponding period in 2021.

ASSET MANAGEMENT

During the Period, the Group recorded a segment revenue and net investment losses from asset management of approximately HK\$5,048,000 (six months ended 30 September 2021: segment revenue and net investment losses approximately HK\$619,000). The decrease in segment loss was mainly contributed from the increase in revenue generated from asset management business.

OUTLOOK

In the backdrop of global economic turmoil and Hong Kong's financial market seeking changes and innovations, the Company is determined to forge ahead with reform and innovation, actively introducing strategic investors, and reorganized and optimized our management structure. The Company has officially changed its name to "GoFintech Innovation Limited 國富創新有限公司" (which has the meaning of building upon achievements from the past and starting over with innovation), and driven by science and technology innovation, the Company is committed to becoming a one-stop integrated financial service platform that based in Hong Kong and we would be able to facing the world with the support of Mainland China.

At the strategic level, the Company will grasp the unprecedented opportunity of Hong Kong being integrated into the overall national development of China, leverage Hong Kong's role as the "bridgehead" in the Guangdong-Hong Kong-Macao Greater Bay Area to be the communication hub between China and the world, adhere to the national policies of "dual circulation" and "Belt and Road", as well as facilitate the two-way flow of cross-boundary RMB funds.

顧問及保險經紀

於本期間，本集團之顧問及保險經紀服務錄得分部收入約469,000港元（截至二零二一年九月三十日止六個月：約693,000港元），較二零二一年同期減少約32.32%。

資產管理

於本期間，本集團於資產管理方面錄得分部收入及投資虧損淨額約5,048,000港元（截至二零二一年九月三十日止六個月：分部收入及投資虧損淨額約619,000港元）。分部虧損減少主要歸因於本期間資產管理業務產生的收入上升。

展望

全球經濟動盪不安，香港金融市場求變創新，本公司銳意進取改革求新，積極引進戰略投資人，重組優化管理層，正式變更公司名稱為「國富創新有限公司 GoFintech Innovation Limited」，取其承前啟後創新出發之寓意，致力於成為一家立足香港，背靠祖國，面向國際，科創驅動的一站式特色金融服務平台。

戰略層面，本公司將充分利用香港融入國家發展大局的歷史機遇，發揮粵港澳大灣區內外溝通「橋頭堡」定位，服務國家「雙循環」與「一帶一路」政策，助力資本雙向流通。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

At the execution level, the Company will deepen the development of cross-border and cross-sector specialized financial services, and at the same time expand the financial technology innovation business, continue to explore the demand of customers and market segments, and enrich its business lines, so as to enhance its comprehensive financial service capabilities. The Company will place emphasis on the principle of “people-oriented”, strengthen the development of its professional team, optimize its incentives, training and cooperation systems, attract talents with international vision, and continue to introduce like-minded strategic partners.

In order to achieve the above goals and strengthen our business competitiveness, strengthening the Company's capital strength as a foundation is the necessary path. The Company is determined to expand its fund-raising channels, continue to incurring investments in assets, and continue to expand the scale of capital, so as to improve the Company's credit rating and industry status in the capital market, and thus improving its capability to recruit outstanding talents, expand technological innovation business, and continue to create value for the shareholders, customers and business partners of the Company.

CAPITAL STRUCTURE

As at 30 September 2022, the nominal value of the total issued share capital of the Company was approximately HK\$109,831,000 comprising 1,098,307,885 shares of the Company of HK\$0.10 each (the “Shares”).

The Group actively and regularly reviews and manages its capital structure and makes adjustments to the capital structure in light of changes in economic conditions. For the licensed subsidiaries of the Group, the Group ensures each of them maintains a liquid capital level that is adequate to support the level of activities with a sufficient buffer to accommodate increases in liquidity requirements arising from potential increases in the level of business activities. During the Period, all the licensed subsidiaries of the Group complied with the liquid capital requirements under the Hong Kong Securities and Futures (Financial Resources) Rules.

執行層面，本公司將深耕跨境跨界特色金融服務，同時拓展金融科技創新業務，不斷深挖客戶及細分市場需求，豐富業務條線，以此提升綜合金融服務能力。公司將注重以人為本，加強專業團隊建設，優化激勵、培養、合作制度，吸引國際化視野人才，持續引入志同道合的戰略合作夥伴。

為達成以上目標並強化業務競爭力，增強公司資本實力是必要的前提和基礎。本公司將堅定不移地拓展募資渠道，不斷引戰增資，持續擴大資本金規模，以提升公司在資本市場的信用等級和行業地位，繼而能夠廣納優秀人才，拓展科技創新業務，持續為公司股東、客戶與合作夥伴創造價值。

資本結構

於二零二二年九月三十日，本公司已發行股本面值總額約為109,831,000港元，包括1,098,307,885股每股面值0.10港元之本公司股份（「股份」）。

本集團積極定期檢討及管理其資本結構，並因應經濟環境之轉變對資本結構作出調整。就本集團之持牌附屬公司而言，本集團確保各持牌附屬公司均保持資金靈活週轉，足以支持業務經營，以及在業務活動可能轉趨頻繁而引致對流動資金之需求上升時亦能應付自如。於本期間內，本集團所有持牌附屬公司均遵守香港證券及期貨（財政資源）規則下之流動資金規定。

SUBSCRIPTION FOR NEW SHARES

Reference is made to the announcement (the “**Subscription for New Shares Announcement**”) of the Company dated 1 September 2022 in relation to the Subscription for New Shares under general mandate.

On 1 September 2022 (after trading hours), the Company entered into the conditional subscription agreement (the “**Subscription Agreement**”) with six subscribers (the “**Subscribers**”), pursuant to which the Subscribers have agreed to subscribe (the “**Subscription**”) for a total of 183,000,000 shares of the Company (the “**Subscription Shares**”), and the Company has agreed to allot and issue the Subscription Shares, at the subscription price of HK\$0.31 per subscription share (the “**Subscription Price**”).

SUBSCRIPTION SHARES

The 183,000,000 Subscription Shares represented (a) approximately 19.99% of the total number of issued shares as at the date of the Subscription for New Shares Announcement; and (b) approximately 16.66% of the total number of issued shares as enlarged by the allotment and issue of the Subscription Shares.

RANKING OF SUBSCRIPTION SHARES

The Subscription Shares rank, upon issue, pari passu in all respects among themselves and with the other shares in issue at the completion date.

SUBSCRIPTION PRICE

The Subscription Price of HK\$0.31 per Subscription Share represented a premium of approximately 8.77% over the closing price of HK\$0.285 per share as quoted on the Stock Exchange on 1 September 2022, being the date of the Subscription Agreement.

The net issue price per Subscription Share was approximately HK\$0.309. The aggregate nominal value of the Subscription Shares was HK\$18,300,000.

認購新股份

茲提述本公司日期為二零二二年九月一日之公告（「認購新股份公告」），內容有關根據一般性授權認購新股份。

於二零二二年九月一日（交易時段後），本公司與六名認購人（「認購人」）訂立有條件認購協議（「認購協議」），據此，認購人已同意認購（「認購」）合共183,000,000股認購股份（「認購股份」），而本公司已同意配發及發行認購股份，認購價（「認購價」）為每股認購股份0.31港元。

認購股份

183,000,000股認購股份相當於(a)於認購新股份公告日期已發行股份總數約19.99%；及(b)經配發及發行認購股份擴大後已發行股份總數約16.66%。

認購股份之地位

認購股份一經發行，彼此之間及與完成日期之其他已發行股份將在各方面享有同等地位。

認購價

認購價為每股認購股份0.31港元，較股份於二零二二年九月一日（即認購協議日期）在聯交所所報之收市價每股股份0.285港元溢價約8.77%。

每股認購股份之淨發行價約0.309港元。認購股份之總賬面值為18,300,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

To the best of the Directors' knowledge, the Subscribers and (where applicable) their ultimate beneficial owners were third parties who were independent of the Company and its connected persons (as defined in Chapter 14A of the Listing Rules) and the subscribers were not acting in concert with one another or any connected person of the Company.

REASONS FOR THE SUBSCRIPTION

The Directors were of the view that the Subscription represented a good opportunity for the Group to raise additional capital, which would allow the Company to strengthen its capital base and financial position for it to capture future expansion opportunities as and when they arise.

Completion of the Subscription took place on 23 September 2022.

The gross proceeds from the Subscription amounted to HK\$56.73 million and the net proceeds (after deduction of relevant expenses) received by the Company under the Subscription was approximately HK\$56.50 million.

The Directors intend to apply the net proceeds from the Subscription as to 50% for financing the private equity and/or securities investment opportunities both in Hong Kong and Mainland China, as to 15% as general working capital of the Group and as to 35% for investment in potential new projects to be identified by the Group in the future. The proceeds have not been utilized as at 30 September 2022. The unutilized proceeds are expected to be utilized by 31 March 2023 for the above purposes.

據董事所知，認購人及（如適用）彼等之最終實益擁有人均為獨立於本公司及其關連人士（定義見上市規則第14A章）之第三方，而認購人並無互相或與本公司任何關連人士一致行動。

進行認購事項之理由

董事認為，認購事項為本集團籌集額外資金之良機，可讓本公司加強其資本基礎及財務狀況，把握日後出現之擴展機會。

認購事項已於二零二二年九月二十三日完成。

認購事項之所得款項總額將為56,730,000港元，而本公司根據認購事項將可收到之所得款項淨額（經扣除相關開支後）估計約為56,500,000港元。

董事擬將認購事項所得款項淨額之50%用作把握香港及中國內地之私募股權及／或證券投資機會之資金、15%用作本集團之一般營運資金及35%用作投資於本集團日後物色到之潛在新項目。截至二零二二年九月三十日，所得款項並未動用。未動用所得款項預計於二零二三年三月三十一日前用作上述用途。

CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities of the Group will be able to continue as a going concern while maximising the return to the Shareholders through the optimisation of the debt and equity balances.

The capital structure of the Group consists of debt, which includes convertible bonds, corporate bonds, lease liabilities, loans, cash and cash equivalents and equity attributable to owners of the Company, which comprises issued share capital and reserves.

The Directors review the capital structure regularly. As part of the review, the Directors consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to adjust the Group's capital structure. The overall strategy of the Group remains unchanged during the Period and the year ended 31 March 2022.

For certain subsidiaries of the Group, they are regulated by the Securities and Futures Commission (“SFC”) of Hong Kong and are required to comply with certain minimum capital requirements according to the rules of SFC. Our management monitors, on a daily basis, the subsidiaries' liquid capital level to ensure they meet the minimum liquid capital requirements in accordance with the Hong Kong Securities and Futures (Financial Resources) Rules. The range of liquid capital is from HK\$100,000 to HK\$3,000,000 or 5% of their total adjusted liabilities, whichever is higher.

One of the subsidiaries of the Group is a licensed insurance intermediary under the Insurance Ordinance and is required to maintain a minimum net asset value of HK\$300,000 at all times.

There is no non-compliance of the capital requirements of the Group's members imposed by the respective regulators during the Period and the year ended 31 March 2022.

資本風險管理

本集團管理旗下資本以確保本集團之實體能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。

本集團之資本結構包括債務（包括可換股債券、公司債券、租賃負債、貸款）、現金及現金等值物，以及本公司擁有人應佔權益（包括已發行股本及儲備）。

董事定期檢討資本結構。作為檢討之一部分，董事考慮資本成本及各類別資本涉及之風險，並會採取適當行動以調整本集團之資本結構。於本期間及截至二零二二年三月三十一日止年度，本集團之整體策略維持不變。

就本集團的若干附屬公司而言，其受香港證券及期貨事務監察委員會（「證監會」）規管且須根據證監會之規則遵守若干最低資本規定。管理層每日監察附屬公司之流動資金水平，以確保符合香港證券及期貨（財政資源）規則項下最低流動資金規定。流動資金範圍介於100,000港元至3,000,000港元或為其經調整總負債之5%（以較高者為準）。

本集團其中一間附屬公司為保險業條例下的持牌保險中介人，並須於所有時間內維持最低資產淨值300,000港元。

於本期間及截至二零二二年三月三十一日止年度，本集團成員公司並無違反有關規管機構所實施之資本規定之情況。

LIQUIDITY AND FINANCIAL RESOURCES AND GEARING RATIO

During the Period, the Group mainly financed its operations by cash generated from operating activities and loans.

As at 30 September 2022, the Group's current assets and current liabilities were approximately HK\$387,084,000 (as at 31 March 2022: approximately HK\$492,586,000) and approximately HK\$196,502,000 (as at 31 March 2022: approximately HK\$321,401,000) respectively, while the current ratio was about 1.97 times (as at 31 March 2022: about 1.53 times).

As at 30 September 2022, the Group's aggregate cash and cash equivalents amounted to approximately HK\$141,354,000 (as at 31 March 2022: approximately HK\$190,418,000), of which approximately 66.36% was denominated in Hong Kong dollars (as at 31 March 2022: approximately 57.09%), approximately 10.03% was denominated in USD (as at 31 March 2022: approximately 39.90%), approximately 23.56% was denominated in RMB (as at 31 March 2022: approximately 3.01%), and approximately 0.05% was denominated in SGD (as at 31 March 2022: nil), representing approximately 36.52% (as at 31 March 2022: approximately 38.66%) of total current assets. As at 30 September 2022, no bank loan was borrowed by the Group (as at 31 March 2022: bank loans with accrued interest of approximately HK\$100,458,000).

During the Period, no financial instruments were used for hedging purposes. As at 30 September 2022, the gearing ratio, measured on the basis of total borrowings as a percentage of equity attributable to owners of the Company, was approximately 14.98% (as at 31 March 2022: approximately 70.85%). The decrease was mainly due to repayment of corporate bonds and bank loan. As at 30 September 2022, the debt ratio, defined as total debts over total assets, was approximately 45.65% (as at 31 March 2022: approximately 59.01%).

No corporate bond was issued during the Period and the year ended 31 March 2022.

流動資金、財政資源及資本負債比率

於本期間，本集團主要透過經營業務產生之現金及貸款撥付其業務所需資金。

於二零二二年九月三十日，本集團之流動資產及流動負債分別約為387,084,000港元（於二零二二年三月三十一日：約492,586,000港元）及約為196,502,000港元（於二零二二年三月三十一日：約321,401,000港元），流動比率約為1.97倍（於二零二二年三月三十一日：約1.53倍）。

於二零二二年九月三十日，本集團之現金及現金等值物合共約為141,354,000港元（於二零二二年三月三十一日：約190,418,000港元），其中約66.36%以港元計值（於二零二二年三月三十一日：約57.09%）、約10.03%以美元計值（於二零二二年三月三十一日：約39.90%）、約23.56%以人民幣計值（於二零二二年三月三十一日：約3.01%）及約0.05%以新加坡元計值（於二零二二年三月三十一日：無），相當於流動資產總值約36.52%（於二零二二年三月三十一日：約38.66%）。於二零二二年九月三十日，本集團並無借入任何銀行貸款（於二零二二年三月三十一日：銀行貸款連同應計利息約為100,458,000港元）。

於本期間，概無金融工具作對沖用途。於二零二二年九月三十日，按總借貸佔本公司擁有人應佔權益百分比計算之資本負債比率約為14.98%（於二零二二年三月三十一日：約70.85%）。資本負債比率下降主要由於償還公司債券及銀行貸款所致。於二零二二年九月三十日，債務比率（定義為總債務除以總資產）約為45.65%（於二零二二年三月三十一日：約59.01%）。

於本期間及截至二零二二年三月三十一日止年度概無發行公司債券。

ISSUE OF CONVERTIBLE BONDS

On 22 November 2016, the Company (as the issuer) entered into each of the Cinda Subscription Agreement, the PAL Subscription Agreement and the Riverhead Capital Subscription Agreement (each as defined below) in relation to the issue of convertible bonds in an aggregate principal amount of HK\$570,000,000.

- (i) The Company entered into a subscription agreement (the “**Cinda Subscription Agreement**”) with Mankind Investment Limited (“**Mankind**”), pursuant to which, Mankind agreed to subscribe to convertible bonds in the principal amount of HK\$110,754,000 (the “**Convertible Bonds to Mankind**”).
- (ii) On 21 September 2016, the Company entered into a subscription agreement with Pacific Alliance Limited (“**PAL**”), and subsequently a supplemental agreement on 22 November 2016 (the “**PAL Subscription Agreement**”), pursuant to which, PAL agreed to subscribe to convertible bonds in the principal amount of HK\$153,585,000 (the “**Convertible Bonds to PAL**”). On 8 January 2018, PAL sold the Convertible Bonds to PAL to Value Convergence Holdings Limited.
- (iii) The Company entered into a subscription agreement (the “**Riverhead Capital Subscription Agreement**”) with Riverhead Capital, pursuant to which, Riverhead Capital agreed to subscribe to convertible bonds in the aggregate principal amount of HK\$305,661,000 (the “**Convertible Bonds to Riverhead Capital**”) in 4 tranches.

發行可換股債券

於二零一六年十一月二十二日，本公司（作為發行人）就發行本金總額為570,000,000港元的可換股債券逐一訂立信達認購協議、PAL認購協議及江先資本認購協議（各自定義見下文）。

- (i) 本公司與萬佳投資有限公司（「萬佳」）訂立認購協議（「信達認購協議」），據此，萬佳同意認購本金額為110,754,000港元之可換股債券（「萬佳可換股債券」）。
- (ii) 於二零一六年九月二十一日，本公司與Pacific Alliance Limited（「PAL」）訂立認購協議，隨後於二零一六年十一月二十二日訂立補充協議（「PAL認購協議」），據此，PAL同意認購本金額為153,585,000港元之可換股債券（「PAL可換股債券」）。於二零一八年一月八日，PAL將PAL可換股債券出售予滙盈控股有限公司。
- (iii) 本公司與江先資本訂立認購協議（「江先資本認購協議」），據此，江先資本同意分四批認購本金總額為305,661,000港元之可換股債券（「江先資本可換股債券」）。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

Completion of subscriptions (i), (ii) and tranche 1 of subscription (iii) above (altogether, the “**Tranche 1 Convertible Bonds**”) took place on 30 March 2017. The convertible bonds to Mankind, PAL and Riverhead Capital all bear an interest rate of 2% and mature on the third (3rd) anniversary of the date of issue of the convertible bonds with both dates inclusive at the conversion price of HK\$0.06 per conversion share. Upon full conversion of the Tranche 1 Convertible Bonds by all subscribers at the conversion price of HK\$0.06, a total number of 6,500,000,000 conversion shares would be issued, subject to adjustments to the conversion price of HK\$0.06.

The net proceeds raised through the issue of the Tranche 1 Convertible Bonds were approximately HK\$385,000,000, in which (i) approximately HK\$180,000,000 was used for the injection of capital to a wholly-owned subsidiary of the Company and expanding its margin financing and underwriting business; (ii) approximately HK\$150,000,000 for expanding its money lending business; (iii) approximately HK\$12,000,000 for engaging in private equity investments; (iv) approximately HK\$9,000,000 for strengthening the capital base of its subsidiaries and (v) the remaining balance of approximately HK\$34,000,000 for the general working capital of the Group.

The Convertible Bonds to Mankind was exercised in approximately 51.74% of original principal amount, which was equivalent to the amount of HK\$57,300,000 at the conversion price of HK\$0.06 on 27 April 2017. After completion of conversion, 955,000,000 shares of the Company were issued on 28 April 2017. Furthermore, tranche 1 of the Convertible Bonds to Riverhead Capital was also exercised in full in the principal amount of HK\$125,661,000 at the conversion price of HK\$0.06 on 27 April 2017. After the completion of conversion, 2,094,350,000 shares of the Company were issued on 28 April 2017.

上述認購事項(i)、(ii)及第一批認購事項(iii)（統稱「**第一批可換股債券**」）已於二零一七年三月三十日完成。萬佳、PAL及江先資本之可換股債券均按年利率2%計息，自可換股債券發行日期起計第三(3)週年（包括首尾兩日）到期，兌換價為每股兌換股份0.06港元。所有認購人按兌換價0.06港元悉數兌換第一批可換股債券後，合共將發行6,500,000,000股兌換股份，惟兌換價0.06港元可予以調整。

發行第一批可換股債券籌集所得之款項淨額約為385,000,000港元，當中(i)約180,000,000港元用於向本公司一間全資附屬公司注資及擴展其孳展融資及包銷業務；(ii)約150,000,000港元用於擴展其放債業務；(iii)約12,000,000港元用於參與私募股本投資；(iv)約9,000,000港元用於壯大其附屬公司之資本基礎；及(v)餘下約34,000,000港元用作本集團之一般營運資金。

萬佳可換股債券已於二零一七年四月二十七日按0.06港元之兌換價行使原有本金額約51.74%，相當於57,300,000港元。955,000,000股本公司股份已於兌換完成後於二零一七年四月二十八日發行。此外，本金額為125,661,000港元之第一批江先資本可換股債券亦已於二零一七年四月二十七日按0.06港元之兌換價悉數行使。2,094,350,000股本公司股份已於兌換完成後於二零一七年四月二十八日發行。

Following the exercise of tranche 1 of the Convertible Bonds to Riverhead Capital, completion of subscription of tranche 2 took place on 28 June 2017. The net proceeds raised through the issue of tranche 2 of the Convertible Bonds to Riverhead Capital were HK\$60,000,000, in which approximately HK\$50,000,000 was used for further expanding its margin financing business and approximately HK\$10,000,000 for its underwriting business.

Following the completion of tranche 2 of the Convertible Bonds to Riverhead Capital, completion of subscription of tranche 3 took place on 5 July 2018. The net proceeds raised through the issue of tranche 3 of the Convertible Bonds to Riverhead Capital were HK\$60,000,000, in which approximately HK\$36,000,000 was used for further strengthening the proprietary trading business, approximately HK\$12,000,000 was used for engagement in private equity investments such as pre-IPO investment, and approximately HK\$12,000,000 was used for the asset management business as seed money to the existing funds and/or new funds.

The tranche 3 of the Convertible Bonds to Riverhead Capital was exercised in 65% of original principal amount, which was equivalent to the amount of HK\$39,000,000 at the conversion price of HK\$0.06 on 11 January 2019. After the completion of conversion, the number of 650,000,000 shares of the Company were issued on 14 January 2019.

The tranche 4 of the Convertible Bonds to Riverhead Capital were not issued due to the non-satisfaction of the conditions precedent set out in the Riverhead Capital Subscription Agreement.

The Convertible Bonds to Mankind matured on 30 March 2020. Pursuant to the terms and conditions of the Convertible Bonds to Mankind, the outstanding principal amount of HK\$53,454,000 together with all accrued and unpaid interests was subsequently repaid on 3 April 2020.

隨著第一批江先資本可換股債券行使後，第二批認購事項已於二零一七年六月二十八日完成。發行第二批江先資本可換股債券籌集所得之款項淨額為60,000,000港元，當中約50,000,000港元用於進一步擴展孖展融資業務及約10,000,000港元用於包銷業務。

隨著第二批江先資本可換股債券完成後，第三批認購事項已於二零一八年七月五日完成。發行第三批江先資本可換股債券籌集所得之款項淨額為60,000,000港元，當中約36,000,000港元用於進一步壯大自營買賣業務，約12,000,000港元用於參與私募股本投資（如首次公開招股前投資），約12,000,000港元用於其資產管理業務作為現有基金及／或新基金之種子資金。

第三批江先資本可換股債券已於二零一九年一月十一日按0.06港元之兌換價行使原有本金額的65%，相當於39,000,000港元。650,000,000股本公司股份已於兌換完成後於二零一九年一月十四日發行。

第四批江先資本可換股債券因江先資本認購協議所載之先決條件未獲達成而並未獲發行。

萬佳可換股債券已於二零二零年三月三十日到期。根據萬佳可換股債券的條款及條件，未償還本金額53,454,000港元連同所有應計及未付利息隨後已於二零二零年四月三日支付。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

The Convertible Bonds to PAL matured on 30 March 2020. Pursuant to the terms and conditions of the Convertible Bonds to PAL, the outstanding principal amount of HK\$153,585,000 together with all accrued and unpaid interests shall be paid by the Company to the current bondholders of the Convertible Bonds to PAL. As disclosed in the voluntary announcement of the Company dated 10 July 2020, the Company fully settled and repaid the balance of the outstanding principal and interest in relation to the Convertible Bonds to PAL.

The tranche 2 of the Convertible Bonds to Riverhead Capital was due on 28 June 2020. As disclosed in the announcement of the Company dated 8 July 2020 (the “**Amendment Deed Announcement**”), the Company and Riverhead Capital entered into an amendment deed (the “**Amendment Deed**”) on 8 July 2020 (after trading hours), pursuant to which, Riverhead Capital conditionally agreed to extend the maturity date of the tranche 2 of the Convertible Bonds to Riverhead Capital from the date falling on the third anniversary of the issue date of the tranche 2 of the Convertible Bonds to Riverhead Capital (i.e. 28 June 2020) to the fifth anniversary of the issue date of the tranche 2 of the Convertible Bonds to Riverhead Capital (i.e. 28 June 2022) (the “**CB Extension**”). Subject to fulfilment of the conditions precedent as disclosed in Amendment Deed Announcement, the Company shall execute a supplemental deed poll to effect the CB Extension. A circular containing, among others, further details of CB Extension and a notice of the extraordinary general meeting (the “**EGM**”) was despatched to the Shareholders on 29 July 2020.

PAL 可換股債券已於二零二零年三月三十日到期。根據 PAL 可換股債券的條款及條件，本公司須向 PAL 可換股債券的現有債券持有人支付未償還本金額 153,585,000 港元連同所有應計及未付利息。誠如本公司日期為二零二零年七月十日之自願性公告所載，本公司悉數清償並償還與 PAL 可換股債券有關的未償還本金及利息餘額。

第二批江先資本可換股債券於二零二零年六月二十八日到期。誠如本公司日期為二零二零年七月八日之公告（「**修訂契據公告**」）所載，本公司與江先資本於二零二零年七月八日（交易時段後）訂立修訂契據（「**修訂契據**」），據此，江先資本有條件同意延長第二批江先資本可換股債券之到期日，由第二批江先資本可換股債券發行日期後第三個週年日當日（即二零二零年六月二十八日）延長至第二批江先資本可換股債券發行日期後第五個週年日當日（即二零二零年六月二十八日）（「**可換股債券延期**」）。待修訂契據公告所披露之先決條件達成後，本公司須簽署補充平邊契據，以使可換股債券延期生效。一份載有（其中包括），可換股債券延期的進一步詳情以及股東特別大會（「**股東特別大會**」）通告的通函已於二零二零年七月二十九日寄發予股東。

At the EGM held on 27 August 2020, the ordinary resolution approving the CB Extension contemplated under the Amendment Deed and the proposed grant of the specific mandate as set out in the EGM notice dated 29 July 2020 was not passed by the independent Shareholders by way of poll at the EGM. Pursuant to the terms and conditions of the Convertible Bonds to Riverhead Capital, the outstanding principal amount of HK\$60,000,000 together with all accrued and unpaid interests of the tranche 2 of the Convertible Bonds to Riverhead Capital was repaid on 4 September 2020.

The tranche 3 of the Convertible Bonds to Riverhead Capital matured on 5 July 2021. Pursuant to the terms and conditions of the Convertible Bonds to Riverhead Capital, the outstanding principal amount of HK\$21,000,000 together with all accrued and unpaid interests was repaid on 5 July 2021.

For details of the Cinda Subscription Agreement, PAL Subscription Agreement and Riverhead Capital Subscription Agreement and the relevant transactions, please refer to the circular of the Company dated 13 December 2016 and 29 July 2020, and announcements of the Company dated 21 September 2016, 22 November 2016, 5 January 2017, 30 March 2017, 28 April 2017, 5 July 2018, 14 January 2019, 30 March 2020, 14 April 2020, 8 July 2020, 10 July 2020 and 27 August 2020.

於二零二零年八月二十七日舉行之股東特別大會，載於日期為二零二零年七月二十九日股東特別大會通告內批准修訂契據項下擬進行之可換股債券延期及建議授出特定授權之普通決議案於股東特別大會上未獲獨立股東以投票表決方式通過。根據江先資本可換股債券的條款及條件，第二批江先資本可換股債券的未償還本金額60,000,000港元連同所有應計及未付利息已於二零二零年九月四日支付。

第三批江先資本可換股債券已於二零二一年七月五日期到。根據江先資本可換股債券的條款及條件，未償還本金額21,000,000港元連同所有應計及未付利息已於二零二一年七月五日支付。

有關信達認購協議、PAL認購協議及江先資本認購協議以及相關交易之詳情，請參閱本公司日期為二零一六年十二月十三日及二零二零年七月二十九日的通函，以及本公司日期為二零一六年九月二十一日、二零一六年十一月二十二日、二零一七年一月五日、二零一七年三月三十日、二零一七年四月二十八日、二零一八年七月五日、二零一九年一月十四日、二零二零年三月三十日、二零二零年四月十四日、二零二零年七月八日、二零二零年七月十日及二零二零年八月二十七日的公告。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

With reference made to the mentioned circulars and announcements, Tranche 1 Convertible Bonds, tranche 2 of the Convertible Bonds to Riverhead Capital and tranche 3 of the Convertible Bonds to Riverhead Capital were issued pursuant to the resolutions passed at the EGM held on 5 January 2017. The total funds raised from and the details of the use of proceeds of the said tranches are as follows:

經參照所提述的通函及公告，第一批可換股債券、第二批江先資本可換股債券及第三批江先資本可換股債券乃根據於二零一七年一月五日舉行的股東特別大會上獲通過的決議案予以發行。通過上述批次債券所籌集資金總額及所得款項用途的詳情如下：

Tranche 1 Convertible Bonds

第一批可換股債券

Intended use of the proceeds as previously disclosed	Approximate amount to apply on the proceeds as previously disclosed	Utilized proceeds on the intended use during the six months ended 30 September 2022 於截至二零二二年九月三十日止六個月按擬定用途動用的所得款項	Unutilized proceeds as at 30 September 2022 於二零二二年九月三十日未動用所得款項	Expected timeline for the use of unutilized proceeds and reasons for delay 使用未動用所得款項的預期時限及延遲理由
a. Expanding the margin financing and underwriting businesses 擴展孖展融資及包銷業務	HK\$60,000,000 60,000,000 港元	HK\$60,000,000 60,000,000 港元	HK\$0 0 港元	Not applicable 不適用

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

Intended use of the proceeds as previously disclosed	Approximate amount to apply on the proceeds as previously disclosed	Utilized proceeds on the intended use during the six months ended 30 September 2022 於截至二零二二年九月三十日止六個月按擬定用途動用的所得款項	Unutilized proceeds as at 30 September 2022 於二零二二年九月三十日未動用所得款項	Expected timeline for the use of unutilized proceeds and reasons for delay
先前所披露所得款項的擬定用途	所得款項按先前披露方式應用的概約金額	所得款項	未動用所得款項	使用未動用所得款項的預期時限及延遲理由
b. Establishment of a joint venture company to be formed in the PRC (the “JV Company”) under the Closer Economic Partnership Arrangement 根據「更緊密經貿關係的安排」在中國成立合營公司（「合營公司」）	HK\$120,000,000 120,000,000 港元	HK\$0 0 港元	HK\$120,000,000 120,000,000 港元	The proceeds is planned to be applied in accordance with the intended use as disclosed in the circular dated 13 December 2016. Documents to supplement the application made to China Securities Regulatory Commission for establishment of the JV Company was last made on 27 July 2018 while the timeframe is subject to the said regulator’s approval 所得款項計劃按日期為二零一六年十二月十三日之通函內披露之擬定用途應用。上一次就申請成立合營公司之補充文件已於二零一八年七月二十七日提交予中國證券監督管理委員會，時間表需待上述監管機構之批准方可作實

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

Intended use of the proceeds as previously disclosed	Approximate amount to apply on the proceeds as previously disclosed	Utilized proceeds on the intended use during the six months ended 30 September 2022 於截至二零二二年九月三十日止六個月按擬定用途動用的所得款項	Unutilized proceeds as at 30 September 2022 於二零二二年九月三十日未動用所得款項	Expected timeline for the use of unutilized proceeds and reasons for delay 使用未動用所得款項的預期時限及延遲理由
先前所披露所得款項的擬定用途	所得款項按先前披露方式應用的概約金額			
c. Expanding its money lending business 擴展其放債業務	HK\$150,000,000 150,000,000 港元	HK\$150,000,000 150,000,000 港元	HK\$0 0 港元	Not applicable 不適用
d. Engaging in private equity investments 參與私募股本投資	HK\$12,000,000 12,000,000 港元	HK\$12,000,000 12,000,000 港元	HK\$0 0 港元	Not applicable 不適用
e. Proprietary trading 自營買賣	HK\$5,000,000 5,000,000 港元	HK\$5,000,000 5,000,000 港元	HK\$0 0 港元	Not applicable 不適用
f. Strengthening the capital base of wealth management business 壯大財富管理業務之資本基礎	HK\$2,000,000 2,000,000 港元	HK\$2,000,000 2,000,000 港元	HK\$0 0 港元	Not applicable 不適用
g. Strengthening the capital base of corporate financing business 壯大企業融資業務之資本基礎	HK\$2,000,000 2,000,000 港元	HK\$2,000,000 2,000,000 港元	HK\$0 0 港元	Not applicable 不適用
h. General working capital 一般營運資金	HK\$34,000,000 34,000,000 港元	HK\$34,000,000 34,000,000 港元	HK\$0 0 港元	Not applicable 不適用

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

Tranche 2 of the Convertible Bonds to Riverhead Capital

第二批江先資本可換股債券

Intended use of the proceeds as previously disclosed	Approximate amount to apply on the proceeds as previously disclosed	Utilized proceeds on the intended use during the six months ended 30 September 2022 於截至二零二二年九月三十日止六個月按擬定用途動用的所得款項	Unutilized proceeds as at 30 September 2022 於二零二二年九月三十日未動用所得款項	Expected timeline for the use of unutilized proceeds 使用未動用所得款項的預期時限
a. Further expanding the margin financing business 進一步擴展孖展融資業務	HK\$50,000,000 50,000,000 港元	HK\$50,000,000 50,000,000 港元	HK\$0 0 港元	Not applicable 不適用
b. Further strengthening the underwriting business 進一步壯大包銷業務	HK\$10,000,000 10,000,000 港元	HK\$10,000,000 10,000,000 港元	HK\$0 0 港元	Not applicable 不適用

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析（續）

Tranche 3 of the Convertible Bonds to Riverhead Capital

第三批江先資本可換股債券

Intended use of the proceeds as previously disclosed	Approximate amount to apply on the proceeds as previously disclosed	Utilized proceeds on the intended use during the six months ended 30 September 2022 於截至二零二二年九月三十日止六個月按擬定用途動用的所得款項	Unutilized proceeds as at 30 September 2022 於二零二二年九月三十日未動用所得款項	Expected timeline for the use of unutilized proceeds 使用未動用所得款項的預期時限
a. Further strengthening the proprietary trading business 進一步擴展自營買賣業務	HK\$36,000,000 36,000,000 港元	HK\$36,000,000 36,000,000 港元	HK\$0 0 港元	Not applicable 不適用
b. Further engagement in private equity investments 進一步參與私募股本投資	HK\$12,000,000 12,000,000 港元	HK\$12,000,000 12,000,000 港元	HK\$0 0 港元	Not applicable 不適用
c. For the asset management business to be used as seed money to the existing funds and/or new funds 就資產管理業務而言，用作現有基金及／或新基金的種子資金	HK\$12,000,000 12,000,000 港元	HK\$12,000,000 12,000,000 港元	HK\$0 0 港元	Not applicable 不適用

ADJUSTMENT TO THE CONVERTIBLE BONDS

可換股債券之調整

As at 16 October 2020, which is the date for convening the EGM for the Shareholders' approval for the share consolidation of the Company (the "**Share Consolidation**"), the outstanding convertible bonds of the Company were the tranche 3 of the Convertible Bonds to Riverhead Capital (the "**Outstanding Convertible Bonds**"), with an aggregate principal amount of HK\$21,000,000, which were convertible into 350,000,000 shares of par value of HK\$0.01 each in the share capital of the Company (the "**Existing Shares**") at the conversion price of HK\$0.06 per Existing Share. As a result of the Share Consolidation and in accordance with the terms and conditions of the convertible bonds of the Company, effective from the close of business on Monday, 19 October 2020, the following adjustment (the "**CB Adjustment**") were made to the conversion price of the Outstanding Convertible Bonds and the number of consolidated shares falling to be issued upon the exercise of the conversion rights attaching to the Outstanding Convertible Bonds:

於二零二零年十月十六日，即召開股東特別大會以供股東批准本公司股份合併（「**股份合併**」）之日期，本公司的尚未兌換可換股債券為向江先資本發行的第三批可換股債券（「**尚未兌換可換股債券**」），本金總額為21,000,000港元，可按兌換價每股現有股份0.06港元兌換為350,000,000股本公司股本中每股面值0.01港元之股份（「**現有股份**」）。由於股份合併及根據本公司可換股債券的條款及條件，自二零二零年十月十九日（星期一）營業時間結束起，對尚未兌換可換股債券之兌換價及尚未兌換可換股債券附帶之兌換權獲行使後發行之合併股份數目作出以下調整（「**可換股債券調整**」）：

Immediately before the CB Adjustment becoming effective 緊接可換股債券調整生效前		Immediately after the CB Adjustment becoming effective 緊接可換股債券調整生效後	
Number of Existing Shares to be issued upon full conversion of the Outstanding Convertible Bonds 尚未兌換可換股債券 獲悉數兌換後將予發行 之現有股份數目	Conversion price per Existing Share 每股現有股份之兌換價	Number of consolidated shares to be issued upon full conversion of the Outstanding Convertible Bonds 尚未兌換可換股債券 獲悉數兌換後將予發行之 合併股份數目	Conversion price per consolidated share 每股合併股份之兌換價
350,000,000	HK\$0.06 0.06 港元	35,000,000	HK\$0.60 0.60 港元

Grant Thornton Hong Kong Limited, Certified Public Accountants, reviewed the above adjustments and confirmed that the calculation of the CB Adjustment was made in accordance with terms and conditions of the convertible bonds of the Company.

執業會計師致同（香港）會計師事務所有限公司已審閱上述調整，並確認該可換股債券調整計算乃根據本公司可換股債券之條款及條件得出。

Save for the CB Adjustment, all the other terms and conditions of the convertible bonds of the Company remain unchanged.

除可換股債券調整外，本公司可換股債券之所有其他條款及條件維持不變。

SIGNIFICANT INVESTMENT

As at 30 September 2022, the Group held financial assets at fair value through profit or loss of approximately HK\$2,706,000 (as at 31 March 2022: approximately HK\$5,391,000), with net losses on these financial instruments at approximately HK\$450,000 (six months ended 30 September 2021: approximately HK\$2,989,000).

INVESTMENT IN ASSOCIATES

The Company has a significant investment in Starlight, an associate of the Company.

Starlight Group are principally engaged in the provision of loan financing and advisory services in Hong Kong and Mainland China. In particular, the Starlight Group is able to operate business relating to small and micro enterprise loans and personal consumption loans in Chongqing.

On 22 August 2012, Gold Kingdom Holdings Limited, a wholly-owned subsidiary of the Company, acquired 25% equity interests in Starlight at a consideration of approximately HK\$64,131,000.

The fair value of the investment as at 30 September 2022 was HK\$98,840,000, representing approximately 20% of the Company's total assets as at 30 September 2022. The performance of the Company's investment in Starlight Group for the Period is disclosed in note 14 of this interim report.

FUTURE PROSPECTS

The economies of Hong Kong and Mainland China have been severely impacted by the COVID-19 pandemic over the past year, with continued anti-epidemic restrictions and policies contributing to their slow recoveries. The loan financing and advisory services provided by the Starlight Group have also been affected by the COVID-19 pandemic.

重大投資

於二零二二年九月三十日，本集團持有按公平值列入損益賬的金融資產約2,706,000港元（於二零二二年三月三十一日：約5,391,000港元），該等金融工具的虧損淨額約為450,000港元（截至二零二一年九月三十日止六個月：約2,989,000港元）。

於聯營公司之投資

本公司對星火（本公司的聯營公司）進行重大投資。

星火集團主要從事於香港及中國內地提供貸款融資及顧問服務。尤其是，星火集團能夠於重慶經營與小額企業貸款及個人消費貸款相關的業務。

於二零一二年八月二十二日，本公司的全資附屬公司Gold Kingdom Holdings Limited收購星火的25%股權，代價約64,131,000港元。

於二零二二年九月三十日的投資公平值為98,840,000港元，佔本集團於二零二二年九月三十日的總資產約20%。於本期間，本公司於星火集團的投資表現於本報附註14披露。

未來展望

過去一年，香港及中國內地經濟受到COVID-19疫情的不利影響，持續的抗疫限制及政策導致復甦緩慢。星火集團提供的貸款融資及諮詢服務亦受到COVID-19疫情的影響。

Looking ahead, variants of COVID-19 and uncertain prospects continue to pose a risk to business of the Starlight Group. Nevertheless, the management of the Starlight Group expects to mitigate related impacts in order to bring returns to the shareholders of the Starlight Group by continuing to operate the business with focus and prudence.

The Company's investment in the Starlight Group represents a passive and low to mid risk level investment for the Company. As at the date of this report the Company has no plans to alter the level of its investment in the Starlight Group.

MATERIAL ACQUISITION AND DISPOSAL

There was no material acquisition or disposal of the Group during the Period.

CONTINGENT LIABILITIES

As at 30 September 2022, the Group had no material contingent liabilities (as at 31 March 2022: nil).

CHARGE ON THE GROUP'S ASSET

No assets of the Group was subject to any charge as at 30 September 2022 (as at 31 March 2022: Nil).

RISK MANAGEMENT

The Group has properly put in place credit management policies which cover the examination of the approval of client's trading and credit limits, regular review of facilities granted, monitoring of credit exposures and the follow up of credit risks associated with overdue debts. The policies are reviewed and updated regularly.

FOREIGN CURRENCY FLUCTUATION

During the Period, the Group mainly used Hong Kong dollars to carry out its business transactions. The Board considers that the Group's foreign currency exposure is insignificant.

展望未來，COVID-19病毒變種及不明朗前景持續對星火集團的業務構成風險。儘管如此，星火集團管理層預期通過繼續專注及審慎經營業務，減輕相關影響，為星火集團股東帶來回報。

本公司於星火集團的投資對本公司而言為一項被動中低風險投資。於本報告日期，本公司無意更改其於星火集團的投資水平。

重大收購及出售

於本期間，本集團概無作出任何重大收購或出售。

或然負債

於二零二二年九月三十日，本集團概無重大或然負債（於二零二二年三月三十一日：無）。

本集團資產抵押

於二零二二年九月三十日，本集團並無抵押其任何資產（於二零二二年三月三十一日：無）。

風險管理

本集團已實行妥善之信貸管理政策，當中包括審批客戶之買賣及信貸限額，並定期審閱批授之貸款，以及監察所承受之信貸風險並跟進有關逾期債務之信貸風險。有關政策均會定期檢討及更新。

外匯波動

於本期間，本集團主要採用港元進行業務交易。董事會認為，本集團並無重大外匯風險。

HUMAN RESOURCES

As at 30 September 2022, the Group had 62 employees in total (as at 31 March 2022: 69 employees). The related employees' costs for the Period (excluding Directors' remunerations) amounted to approximately HK\$18,164,000 (six months ended 30 September 2021: approximately HK\$19,739,000). The Group remunerated employees based on the industry practice and individual's performance. Staff benefits include contributions to retirement benefit scheme, medical allowance and other fringe benefits. In addition, the Group maintains the share option scheme for the purpose of providing incentives and rewards to eligible participants based on their contributions.

EVENTS AFTER THE REPORTING PERIOD

CHANGE OF COMPANY NAMES

On 13 September 2022, the Board proposed to change the name of the Company from "China Fortune Financial Group Limited 中國富強金融集團有限公司" to "GoFintech Innovation Limited 國富創新有限公司" (the "**Change of Company Name**"). The Board considered that the Change of Company Name will better reflect the Group's direction of future development and provide the Company with enhanced corporate image and clearer identity. The Change of Company Name was approved by the shareholders at the extraordinary general meeting held by the Company on 14 October 2022. For details, please refer to the announcements of the Company dated 13 September 2022 and 14 October 2022 and the circular dated 20 September 2022 relating to the proposed Change of Company Name.

The Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in the Cayman Islands on 21 October 2022 confirming that the Change of Company Name has become effective. The Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 21 November 2022 confirming the registration of the new names of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

人力資源

於二零二二年九月三十日，本集團共有62名僱員（於二零二二年三月三十一日：69名僱員）。本期間相關僱員成本（不包括董事酬金）約為18,164,000港元（截至二零二一年九月三十日止六個月：約19,739,000港元）。本集團根據業內慣例及個人表現釐定僱員薪酬。員工福利包括退休福利計劃供款、醫療津貼及其他附帶福利。此外，本集團設有一項購股權計劃，目的為根據合資格參與者之貢獻，給予彼等獎勵及回報。

報告期後事項

更改公司名稱

於二零二二年九月十三日，董事會建議將本公司之名稱由「China Fortune Financial Group Limited 中國富強金融集團有限公司」更改為「GoFintech Innovation Limited 國富創新有限公司」（「**更改公司名稱**」）。董事會認為，更改公司名稱可更好地反映本集團之未來發展方向，並可提升本公司企業形象及使本公司定位更為清晰。更改公司名稱已於二零二二年十月十四日舉行之本公司股東特別大會上獲股東通過。有關更改公司名稱之詳情，請參閱本公司日期為二零二二年九月十三日及二零二二年十月十四日之公告以及日期為二零二二年九月二十日之通函。

開曼群島公司註冊處處長已於二零二二年十月二十一日發出公司更改名稱註冊證書，確認更改公司名稱已生效。香港公司註冊處處長已於二零二二年十一月二十一日發出註冊非香港公司變更名稱註冊證書，確認本公司已根據香港法例第622章公司條例第16部於香港登記新名稱。

The stock short name of the Shares for trading on the Stock Exchange has been changed from “C FORTUNE FIN” to “GOFINTECH INNOV” in English and from “中國富強金融” to “國富創新” in Chinese with effect from 6 December 2022. The stock code of the Company on the Stock Exchange remains unchanged as “290”.

股份於聯交所買賣之股票英文簡稱將由「C FORTUNE FIN」更改為「GOFINTECH INNOV」，而股票中文簡稱將由「中國富強金融」更改為「國富創新」，自二零二二年十二月六日起生效。本公司於聯交所之股份代號維持不變，仍為「290」。

The logo of the Company has been changed to reflect the new Company's name.

本公司之公司標誌已更改，以反映本公司新名稱。

For further details of the change of Company name, stock short name and logo, please refer to the Company's announcement dated 1 December 2022.

有關更改公司名稱、股票簡稱及公司標誌之進一步詳情，請參閱本公司日期為二零二二年十二月一日之公告。

DISCLOSURE OF INTERESTS 權益披露

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

As at 30 September 2022, the interests and short positions of each of the Directors or chief executive of the Company and their associates in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

LONG POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY:

董事及行政總裁於本公司股份、相關股份及債權證之權益及淡倉

於二零二二年九月三十日，本公司各董事或行政總裁及彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括按證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉）；或須記入本公司根據證券及期貨條例第352條規定存置之登記冊之權益及淡倉；或須根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）而知會本公司及聯交所之權益及淡倉如下：

於本公司股份及相關股份之好倉：

Name of Director	Capacity	Interest in Shares	Interest in underlying shares	Total interest in Shares and underlying shares	Approximate percentage of the issued share capital of the Company
董事姓名	身份	於股份之權益	於相關股份之權益	於股份及相關股份之總權益	佔本公司已發行股本之概約百分比
Dr. LIU Zhiwei 柳志偉博士	Beneficial owner 實益擁有人	274,567,000	—	274,567,000	25.00%

Save as disclosed above, as at 30 September 2022, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have taken under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

除上述所披露者外，於二零二二年九月三十日，本公司董事或行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有或被視為擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益或淡倉（包括按證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉）；或須記入根據證券及期貨條例第352條規定存置之登記冊之任何權益或淡倉；或須根據標準守則而知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 September 2022, as far as is known to the Directors and as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, the substantial Shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company were as follows:

主要股東權益

於二零二二年九月三十日，據董事所知及根據本公司按證券及期貨條例第336條須存置之登記冊所記錄，主要股東（本公司董事或行政總裁除外）於本公司股份或相關股份中擁有之權益或淡倉如下：

LONG POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY:

於本公司股份及相關股份之好倉：

Name of Shareholders	Capacity	Interest in Shares	Interest in underlying shares	Total interest in Shares and underlying shares	Approximate percentage of the issued share capital of the Company
股東名稱／姓名	身份	於股份之權益	於相關股份之權益	於股份及相關股份之總權益	佔本公司已發行股本之概約百分比
Jadehero Limited ("Jadehero") ^(Note 1) 聚豪有限公司 ([聚豪]) ^(附註1)	Beneficial owner 實益擁有人	80,000,000	—	80,000,000	8.74%
Southlead Limited ("Southlead") ^(Note 1) 領南有限公司 ([領南]) ^(附註1)	Interest of controlled corporation 受控制法團權益	80,000,000	—	80,000,000	8.74%

DISCLOSURE OF INTERESTS (Continued)

權益披露 (續)

Name of Shareholders	Capacity	Interest in Shares	Interest in underlying shares	Total interest in Shares and underlying shares	Approximate percentage of the issued share capital of the Company
股東名稱/姓名	身份	於股份之權益	於相關股份之權益	於股份及相關股份之總權益	佔本公司已發行股本之概約百分比
Santo Limited (“Santo”) ^(Note 1) Santo Limited(「Santo」) ^(附註1)	Beneficial owner 實益擁有人	141,643,000	—	141,643,000	15.47%
WHOLE ADVANCE LIMITED (“Whole Advance”) ^(Note 1) 合晉有限公司 (「合晉」) ^(附註1)	Interest of controlled corporation 受控制法團權益	221,643,000	—	221,643,000	24.22%
Liberal Expansion Limited (“Liberal Expansion”) ^(Note 1) 廣弘有限公司 (「廣弘」) ^(附註1)	Interest of controlled corporation 受控制法團權益	221,643,000	—	221,643,000	24.22%
Mr. ZHAO Xu Guang (“Mr. Zhao”) ^(Note 1) 趙旭光先生 (「趙先生」) ^(附註1)	Interest of controlled corporation 受控制法團權益	221,643,000	—	221,643,000	24.22%

Notes:

- As at 30 September 2022, Jadehero beneficially held 80,000,000 Shares and Santo beneficially held 141,643,000 Shares. Jadehero is owned as to 80% by Southlead. Southlead was deemed to be interested in the Shares held by Jadehero. Southlead and Santo are wholly-owned by Whole Advance. Whole Advance is wholly-owned by Liberal Expansion which in turn is wholly-owned by Mr. Zhao. For the purpose of the SFO, Mr. Zhao, Liberal Expansion and Whole Advance were deemed to be interested in the Shares held by Jadehero and Santo.

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any substantial Shareholder (who was not the Director or chief executive of the Company) who had an interest or short position in the Shares or underlying shares of the Company which was required to be entered in the aforesaid register pursuant to Section 336 of the SFO.

附註：

- 於二零二二年九月三十日，聚豪實益持有80,000,000股股份及Santo實益持有141,643,000股股份。聚豪由領南擁有80%權益。領南被視為於聚豪所持有之股份中擁有權益。領南及Santo由合晉全資擁有。合晉由廣弘全資擁有，而廣弘由趙先生全資擁有。就證券及期貨條例而言，趙先生、廣弘及合晉均被視為於聚豪及Santo所持有之股份中擁有權益。

除上述所披露者外，於二零二二年九月三十日，董事並不知悉任何主要股東（不包括本公司董事或行政總裁）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條須記錄於上述登記冊之權益或淡倉。

CORPORATE GOVERNANCE

The Company's commitment to the highest standards of corporate governance is driven by the Board which, led by the chairman of the Company, assumes overall responsibility for the governance of the Company, taking into account of the interests of the Shareholders, the development of its business and the changing external environment.

The Company believes that good corporate governance is fundamental in ensuring that the Company is well managed in the interests of all of its Shareholders.

The Company has adopted the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules.

CORPORATE GOVERNANCE CODE COMPLIANCE

Throughout the Period, the Company has complied with all code provisions and, where appropriate, met the recommended best practices of the CG Code.

CHANGE OF DIRECTORS' INFORMATION UNDER RULE 13.51(B)(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in Directors' information of the Company since the date of the annual report of the Company for the year ended 31 March 2022 up to 29 November 2022 (i.e. the date of the Board's approval of the interim results for the Period) were as follows:

- 1) Due to the redesignation of Mr. LIU Haoyuan ("Mr. Liu") from a non-executive Director to an executive Director on 29 November 2022, the Company has entered into an employment contract with Mr. Liu for a term of three years with effect from 29 November 2022. In addition, the emoluments of Mr. Liu have been increased from HK\$600,000 to HK\$720,000 per annum. Mr. Liu has also been a director of certain subsidiaries of the Group since 31 October 2022.

企業管治

本公司致力實行最高水平的企業管治，此有賴董事會在本公司主席帶領下，因應股東利益、其業務發展及外在環境轉變的情況下，承擔本公司整體管治責任。

本公司相信良好的企業管治為本公司完善管理奠定基礎，以符合所有股東的利益。

本公司已採納上市規則附錄十四所載之企業管治守則（「企業管治守則」）之守則條文。

遵守企業管治守則

於本期間，本公司一直遵守企業管治守則之所有守則條文及（如適用）已符合其建議最佳常規。

上市規則第 13.51(B)(1) 條項下之董事資料變動

根據上市規則第 13.51B(1) 條，自本公司截至二零二二年三月三十一日止年度之年報之日期起至二零二二年十一月二十九日（即董事會批准本期間之中期業績之日期）止期間，本公司董事資料變動如下：

- 1) 由於柳昊遠先生（「柳先生」）於二零二二年十一月二十九日由非執行董事調任為執行董事，本公司已與柳先生訂立僱傭合約，自二零二二年十一月二十九日起為期三年。此外，柳先生之酬金由每年 600,000 港元增加至每年 720,000 港元。自二零二二年十月三十一日以來，柳先生亦擔任本集團若干附屬公司之董事。

企業管治及其他資料（續）

Save as disclosed above, there is no other change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the annual report of the Company for the year ended 31 March 2022 up to 29 November 2022 (i.e. the date of the Board's approval of the interim results for the Period).

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standards set out in the Model Code throughout the Period.

SHARE OPTION SCHEME

The Company operates a share option scheme for the purpose of providing incentives and rewards to the eligible participants who contribute to the success of the Group's operations. The Company's original share option scheme was adopted on 19 August 2011 (the "2011 Scheme"), which was expired on 18 August 2021 and replaced by a new share option scheme approved by the Shareholders on 2 September 2021 (the "2021 Scheme").

No share option was granted under the 2021 Scheme since its adoption on 7 September 2021. The scheme mandate limit of the 2021 Scheme was approved at the annual general meeting of the Company held on 2 September 2021 (the "2021 AGM") to allow the Company to grant share options for up to 91,530,788 Shares, representing approximately 10% of the total number of issued Shares as at the date of the 2021 AGM.

除上述所披露者外，自本公司截至二零二二年三月三十一日止年度之年報之日期起至二零二二年十一月二十九日（即董事會批准本期間之中期業績之日期）止期間，概無其他董事資料變動須根據上市規則第 13.51B(1) 條予以披露。

董事進行證券交易

本公司已採納上市規則附錄十所載之標準守則作為其自身董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事均已確認，彼等於本期間已遵守標準守則所載之規定準則。

購股權計劃

本公司設有一項購股權計劃，目的為向對本集團業務成功有貢獻之合資格參與者給予獎勵及回報。本公司之原購股權計劃於二零一一年八月十九日獲採納（「二零一一年計劃」），其已於二零二一年八月十八日屆滿並被股東於二零二一年九月二日批准的新購股權計劃（「二零二一年計劃」）取代。

自二零二一年九月七日採納二零二一年計劃以來，概無授出任何購股權。二零二一年計劃的計劃授權限額已於二零二一年九月二日舉行之本公司股東週年大會（「二零二一年股東週年大會」）上獲批准，以允許本公司授出最多 91,530,788 股股份的購股權，相當於二零二一年股東週年大會當日已發行股份總數的約 10%。

No share option was granted, exercised, lapsed or cancelled during the Period under the 2021 Scheme.

於本期間，概無購股權根據二零二一年計劃獲授出、行使、失效或註銷。

As at 30 September 2022, the Company did not have any outstanding share options granted but yet to be exercised under the 2021 Scheme.

於二零二二年九月三十日，本公司概無任何根據二零二一年計劃授出但尚未獲行使之購股權。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

購買、出售或贖回上市證券

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities throughout the Period.

本公司或其任何附屬公司於本期間概無購買、出售或贖回本公司任何上市證券。

INTERIM DIVIDEND

中期股息

The Directors do not recommend the payment of an interim dividend for the Period.

董事並不建議就本期間派付中期股息。

REVIEW OF INTERIM FINANCIAL INFORMATION

審閱中期財務資料

The interim financial information of the Group for the Period has been reviewed by BDO Limited, the Company's external auditor, with its review report included in this interim report.

本集團於本期間的中期財務資料已由本公司的外部核數師香港立信德豪會計師事務所有限公司審閱，其審閱報告已包含在本中期報告中。

As at 29 November 2022, the Audit Committee comprises four independent non-executive Directors, namely, Mr. CHIU Kung Chik (chairman of the Audit Committee), Mr. CHAN Kin Sang, Mr. LI Gaofeng and Mr. ZHAO Gen (resigned on 7 December 2022).

於二零二二年十一月二十九日，審核委員會由四名獨立非執行董事組成，即趙公直先生（審核委員會主席）、陳健生先生、李高峰先生及趙根先生（於二零二二年十二月七日辭任）。

CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

企業管治及其他資料（續）

The Audit Committee has reviewed, together with the management, the accounting principles and practices adopted by the Group and discussed the internal controls and financial reporting matters including the review of the unaudited interim financial information of the Group for the Period.

審核委員會已連同管理層審閱本集團採納之會計原則及慣例，並商討內部監控及財務申報事宜，包括審閱本集團於本期間之未經審核中期財務資料。

By order of the Board

GoFintech Innovation Limited

(formerly known as China Fortune Financial Group Limited)

LIU Zhiwei

Chairman and Executive Director

承董事會命

國富創新有限公司

(前稱為中國富強金融集團有限公司)

主席兼執行董事

柳志偉

Hong Kong, 29 November 2022

香港，二零二二年十一月二十九日



國富創新有限公司
GoFintech Innovation Limited