



Star Plus Legend Holdings Limited
巨星傳奇集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock code 股份代號：6683

2023

INTERIM REPORT

中期報告

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Ma, Hsin-Ting (*Chairperson*)
Dr. Qian, Sam Zhongshan (*Chief Executive Officer*)
Mr. Lai, Kwok Fai Franki (*Chief Financial Officer*)

Non-Executive Directors

Mr. Yang, Chun-Jung
Mr. Chen, Chung

Independent Non-Executive Directors

Dr. Xue, Jun
Mr. Yang, Dave De
Ms. Chung, Elizabeth Ching Yee

AUDIT COMMITTEE

Mr. Yang, Dave De (*Chairperson*)
Dr. Xue, Jun
Ms. Chung, Elizabeth Ching Yee

REMUNERATION COMMITTEE

Ms. Chung, Elizabeth Ching Yee (*Chairperson*)
Ms. Ma, Hsin-Ting
Mr. Yang, Dave De

NOMINATION COMMITTEE

Ms. Ma, Hsin-Ting (*Chairperson*)
Dr. Xue, Jun
Ms. Chung, Elizabeth Ching Yee

COMPANY SECRETARY

Ms. Law, Kwok Wing

AUTHORISED REPRESENTATIVES

Mr. Lai, Kwok Fai Franki
Ms. Law, Kwok Wing

董事會

執行董事

馬心婷女士 (*主席*)
錢中山博士 (*首席執行官*)
賴國輝先生 (*首席財務官*)

非執行董事

楊峻榮先生
陳中先生

獨立非執行董事

薛軍博士
Yang, Dave De 先生
鍾靜儀女士

審核委員會

Yang, Dave De 先生 (*主席*)
薛軍博士
鍾靜儀女士

薪酬委員會

鍾靜儀女士 (*主席*)
馬心婷女士
Yang, Dave De 先生

提名委員會

馬心婷女士 (*主席*)
薛軍博士
鍾靜儀女士

公司秘書

羅幟詠女士

授權代表

賴國輝先生
羅幟詠女士



Corporate Information 公司資料

REGISTERED OFFICE

P.O. Box 31119, Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman
KY1-1205, Cayman Islands

HEADQUARTERS

2/F, Block 1
Dream Star Garden
68 Jinjie Road
Huaqiao Town, Kunshan
People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2310-11
23rd Floor
Tower Two, Lippo Centre
89 Queensway
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman
KY1-1103, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountant and Registered Public Interest Entity Auditor
22/F Prince's Building
10 Chater Road
Central
Hong Kong

註冊辦事處

P.O. Box 31119, Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman
KY1-1205, Cayman Islands

總部

中華人民共和國
昆山市花橋鎮
金捷路68號
夢星園
1座2樓

香港主要營業地點

香港
金鐘道89號
力寶中心2座
23樓
2310-11室

股份過戶登記總處

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman
KY1-1103, Cayman Islands

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712-1716室

核數師

羅兵咸永道會計師事務所
執業會計師及註冊公眾利益實體核數師
香港
中環
遮打道10號
太子大廈22樓

Corporate Information 公司資料

COMPLIANCE ADVISER

CMBC International Capital Limited
45/F, One Exchange Square
8 Connaught Place, Central
Hong Kong

LEGAL ADVISERS AS TO HONG KONG LAWS (in alphabetical order)

Chiu & Partners
40th Floor
Jardine House
1 Connaught Place
Hong Kong

King and Wood Mallesons
13/F, Gloucester Tower, The Landmark
15 Queen's Road Central
Central
Hong Kong

PRINCIPAL BANKERS

Nanyang Commercial Bank, Limited
Bank of Communications, Huaqiao Kunshan branch

COMPANY WEBSITE

<http://www.splend.com>

STOCK CODE

6683

合規顧問

民銀資本有限公司
香港
中環康樂廣場8號
交易廣場1座45樓

有關香港法律的法律顧問 (按字母順序排列)

趙不渝馬國強律師事務所
香港
康樂廣場1號
怡和大廈
40樓

金杜律師事務所
香港
中環
皇后大道中15號
置地廣場告羅士打大廈13樓

主要往來銀行

南洋商業銀行有限公司
交通銀行昆山花橋支行

公司網址

<http://www.splend.com>

股份代號

6683



The board (the “Board”) of directors (the “Directors”) of Star Plus Legend Holdings Limited (the “Company”) is pleased to present the unaudited interim results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2023 (“Reporting Period” or “1H2023”) together with comparative figures for the corresponding period in 2022 as follows:

巨星傳奇集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至2023年6月30日止六個月(「報告期間」或「2023年上半年」)的未經審計中期業績，連同2022年同期的比較數字如下：

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the six months ended 30 June 2023
截至2023年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
		Note 附註	
Revenue	收入	6	151,388
Cost of revenue	銷售成本	7	(58,677)
Gross profit	毛利		92,711
Selling and marketing expenses	銷售及營銷開支	7	(32,563)
General and administrative expenses (Provision for)/reversal of impairment losses on financial assets	一般及行政開支 金融資產減值虧損(撥備)/撥回	7	(41,338)
Other income	其他收入		(870)
Other expense	其他開支		11
Other losses, net	其他虧損，淨額		7,756
			(5,798)
			(2,962)
Operating profit	經營溢利		22,734
Finance income, net	財務收入，淨額	8	22,026
			103
Profit before income tax	除所得稅前溢利		22,837
Income tax expense	所得稅開支	9	22,058
			(6,407)
Profit for the period	期內溢利		16,430
Profit is attributable to:	以下人士應佔溢利：		
Owners of the Company	本公司擁有人		13,027
Non-controlling interests	非控股權益		14,512
			3,403
			16,430
			16,344

Condensed Consolidated Statements of Comprehensive Income (Continued)

簡明綜合全面收益表(續)

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
		Note 附註	
Profit for the period	期內溢利		16,430
<i>Other comprehensive income: Items that may be subsequently reclassified to profit or loss</i>	<i>其他全面收入： 其後重新分類至損益的項目</i>		
Currency translation differences	貨幣換算差額		921
Other comprehensive income for the period	期內其他全面收入		921
Total comprehensive income for the period	期內全面收入總額		17,115
Total comprehensive income attributable to:	以下各方應佔全面收入總額：		
– Owners of the Company	– 本公司擁有人		15,430
– Non-controlling interests	– 非控股權益		1,835
			17,115
Earnings per share for profit attributable to owners of the Company (expressed in RMB per share):	本公司擁有人應佔溢利的 每股盈利 (以每股人民幣列示)：		
– Basic and Diluted	– 基本及攤薄	10	0.03

The above condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述簡明綜合全面收益表應與隨附的附註一併閱讀。

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2023
於2023年6月30日

			30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		68,580	69,086
Right-of-use assets	使用權資產		5,612	1,878
Intangible assets	無形資產		9,837	3,878
Deferred income tax assets	遞延所得稅資產		4,028	4,186
Other non-current assets	其他非流動資產	11	54,679	59,638
			142,736	138,666
Current assets	流動資產			
Inventories	存貨	15	22,085	28,828
TV program rights	電視節目版權	12	116,530	89,602
Trade and other receivables	貿易及其他應收款項	13	87,596	62,066
Prepayment and other current assets	預付款項及其他流動資產		82,749	53,070
Cash and cash equivalents	現金及現金等價物	14	100,423	182,633
			409,383	416,199
Total assets	資產總值		552,119	554,865
EQUITY AND LIABILITIES	權益及負債			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	16	38	38
Reserves	儲備		(16,149)	33,343
Retained earnings	保留盈利		210,898	200,161
			194,787	233,542
Non-controlling interests	非控股權益		3,775	569
Total equity	總權益		198,562	234,111

Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表 (續)

As at 30 June 2023
於2023年6月30日

			30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,992	220
Contract liabilities	合約負債		–	38
Borrowings	借款	20	7,500	10,000
			9,492	10,258
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	18	54,248	69,010
Contract liabilities	合約負債		66,660	31,385
Current income tax liabilities	即期所得稅負債		27,587	24,575
Lease liabilities	租賃負債		3,108	1,872
Financial instrument with redemption rights	附帶贖回權利的金融工具	19	184,396	178,654
Borrowings	借款	20	5,000	5,000
Dividend payables	應付股息		3,066	–
			344,065	310,496
Total liabilities	負債總額		353,557	320,754
Total equity and liabilities	權益及負債總額		552,119	554,865

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

上述簡明綜合財務狀況表應與隨附的附註一併閱讀。

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔					Total equity
		Share capital	Reserves	Retained earnings	Sub-total	Non-controlling interests	Total equity
		股本	儲備	保留盈利	小計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Note							
附註							
	Balance at 1 January 2023 (audited)	38	33,343	200,161	233,542	569	234,111
	Comprehensive income						
	Profit for the year	-	-	13,027	13,027	3,403	16,430
	Other comprehensive income – Currency translation differences	-	882	-	882	(197)	685
	Total comprehensive income	-	882	13,027	13,909	3,206	17,115
	Transactions with shareholders in their capacity as shareholders						
	Equity-settled share-based payment transactions	-	702	-	702	-	702
	Appropriation to statutory reserves	-	2,290	(2,290)	-	-	-
	Dividends declared and payable by the Company	-	(53,366)	-	(53,366)	-	(53,366)
	Total transactions with shareholders in their capacity as shareholders	-	(50,374)	(2,290)	(52,664)	-	(52,664)
	Balance at 30 June 2023 (unaudited)	38	(16,149)	210,898	194,787	3,775	198,562
	Balance at 1 January 2022 (audited)	38	24,970	144,213	169,221	(4,027)	165,194
	Comprehensive income						
	Profit for the year	-	-	14,512	14,512	1,832	16,344
	Other comprehensive income – Currency translation differences	-	918	-	918	3	921
	Total comprehensive income	-	918	14,512	15,430	1,835	17,265
	Transactions with shareholders in their capacity as shareholders						
	Equity-settled share-based payment transactions	-	1,193	-	1,193	-	1,193
	Appropriation to statutory reserves	-	1,715	(1,715)	-	-	-
	Total transactions with shareholders in their capacity as shareholders	-	2,908	(1,715)	1,193	-	1,193
	Balance at 30 June 2022 (unaudited)	38	28,796	157,010	185,844	(2,192)	183,652

The above condensed consolidated statements of changes in equity should be read in conjunction with the accompanying Notes.

上述簡明綜合權益變動表應與隨附的附註一併閱讀。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Note 附註	
Cash flows from operating activities	經營活動所得現金流量		
Cash (used in)/generated from operations	經營(所用)/所得現金	(10,194)	17,078
Interest received	已收利息	776	697
Income tax paid	已付所得稅	(3,237)	(7,165)
Net cash (outflow)/inflow from operating activities	經營活動(流出)/流入現金淨額	(12,655)	10,610
Cash flows from investing activities	投資活動所得現金流量		
Payments for property, plant and equipment	物業、廠房及設備付款	(2,547)	(562)
Payments for intangible assets	無形資產付款	(1,162)	-
Payments for other non-current assets	其他非流動資產付款	-	(4,710)
Net cash outflow from investing activities	投資活動流出現金淨額	(3,709)	(5,272)
Cash flows from financing activities	融資活動所得現金流量		
Payment for listing expenses	上市開支付款	(13,032)	(1,252)
Repayments of borrowings	償還借款	(2,500)	(2,500)
Interest paid	已付利息	(673)	(540)
Lease payments	租賃付款	(2,459)	(1,557)
Dividends paid to shareholders	向股東派付的股息	(50,300)	-
Net cash outflow from financing activities	融資活動流出現金淨額	(68,964)	(5,849)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(85,328)	(511)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	182,633	211,873
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物的影響	3,118	1,568
Cash and cash equivalents at end of the period	期末現金及現金等價物	100,423	212,930

The above condensed consolidated statements of cash flows should be read in conjunction with the accompanying Notes.

上述簡明綜合現金流量表應與隨附的附註一併閱讀。



Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

1 GENERAL INFORMATION

Star Plus Legend Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 3 January 2020 as an exempted company with limited liability under the Companies Act, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands. The issued shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 6683).

The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) are principally engaged in new retail business and IP creation and operation business in the People’s Republic of China (the “PRC”).

This condensed consolidated interim financial information is presented in thousands of units of Renminbi (RMB’000), unless otherwise stated. This condensed consolidated interim financial information has been approved for issue by the Board on 31 August 2023.

This condensed consolidated interim financial information has not been audited. This condensed consolidated interim financial information has been reviewed by the Company’s audit committee.

1 一般資料

巨星傳奇集團有限公司(「本公司」)於2020年1月3日根據開曼群島法例第22章《公司法》(1961年第3號法律，經綜合及修訂)，於開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands。本公司已發行股份於香港聯合交易所有限公司(「聯交所」)上市(股份代號：6683)。

本公司為一家投資控股公司。本公司及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事新零售業務以及IP創造及營運業務。

除非另行訂明，否則本簡明綜合中期財務資料以人民幣千元(人民幣千元)列報。本簡明綜合中期財務資料已由董事會於2023年8月31日批准刊發。

本簡明綜合中期財務資料並未經審計。本簡明綜合中期財務資料已由本公司審核委員會審核。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

2 BASIS OF PREPARATION

The condensed consolidated interim financial information for the six months ended 30 June 2023 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the condensed consolidated interim financial information has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The functional currency of the Company is Hong Kong dollars (“HK\$”) while this condensed consolidated interim financial information is presented in Renminbi (“RMB”), unless otherwise stated. Exchange differences relating to the translation of the assets and liabilities of the subsidiaries with the same functional currency with the Company (i.e. HK\$) to the presentation currency of the Group (i.e. RMB) are recognised directly in other comprehensive income and translation reserve. Such exchange differences accumulated in the translation reserve are not reclassified to profit or loss subsequently.

The interim condensed consolidated financial information does not include all the notes of the type normally included in an annual consolidated financial statements. Accordingly, this interim condensed consolidated financial information is to be read in conjunction with the annual financial statements for the year ended 31 December 2022 and any public announcements made by the Company during the interim reporting period.

2 編製基準

截至2023年6月30日止六個月的簡明綜合中期財務資料已根據香港會計師公會（「香港會計師公會」）所頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。此外，簡明綜合中期財務資料乃根據聯交所證券上市規則（「上市規則」）附錄16之適用披露規定而編製。

本公司之功能貨幣為港元（「港元」），除另有說明外，本簡明綜合中期財務資料以人民幣（「人民幣」）呈列。有關將附屬公司（與本公司有相同功能貨幣（即港元））的資產及負債換算為本集團呈列貨幣（即人民幣）的匯兌差額直接於其他全面收入及匯兌儲備內確認。於匯兌儲備中累計的該等匯兌差額其後不會重新分類至損益。

中期簡明綜合財務資料並不包括通常載入年度綜合財務報表中的所有附註。因此，本中期簡明綜合財務資料應與截至2022年12月31日止年度的年度財務報表及本公司於中期報告期間刊發的任何公告一併閱讀。



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

3 ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the adoption of new and amended standards and interpretation as set out below.

(a) New standards, amendments and interpretations adopted by the Group

The Group has applied the following standards, amendments and interpretations for the first time for their annual reporting period commencing 1 January 2023:

HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies (amendments)
HKAS 8	Definition of Accounting Estimates (amendments)
HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction (amendments)
HKFRS 17	Insurance Contracts (new standard)
HKFRS 17	Amendments to HKFRS 17
HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information

3 會計政策

所採納之會計政策與上一個財政年度及相關中期報告期間所採納者一致，惟採納下文所載新訂及經修訂準則及詮釋除外。

(a) 本集團採納之新訂準則、修訂本及詮釋

本集團已於2023年1月1日開始之年度報告期間首次應用以下準則、修訂本及詮釋：

香港會計準則第1號及香港財務報告準則作業準則第2號	會計政策的披露 (修訂本)
香港會計準則第8號	會計估計的定義 (修訂本)
香港會計準則第12號	與單一交易產生之資產及負債有關之遞延稅項 (修訂本)
香港財務報告準則第17號	保險合約 (新訂準則)
香港財務報告準則第17號	香港財務報告準則第17號 (修訂本)
香港財務報告準則第17號	香港財務報告準則第17號及香港財務報告準則第9號之初步應用—比較資料

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

3 ACCOUNTING POLICIES (Continued)

(b) New standards, amendments and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for this reporting period and have not been early adopted by the Group:

3 會計政策(續)

(b) 尚未採納的新訂準則、修訂本及詮釋

若干新訂會計準則及詮釋已獲頒佈，惟於本報告期間尚未強制生效，亦未獲本集團提早採納：

		Effective for accounting periods beginning on or after 於下列日期 或之後開始的 會計期間生效
Amendments to HKAS 1 香港會計準則第1號 (修訂本)	Classification of Liabilities as Current or Non-current (amendments) 將負債分類為流動或非流動(修訂本)	1 January 2024 2024年1月1日
Amendments to HKAS 1 香港會計準則第1號 (修訂本)	Non-current Liabilities with Covenants (amendments) 附帶契諾的非流動負債(修訂本)	1 January 2024 2024年1月1日
Amendments to HKFRS 16 香港財務報告準則 第16號(修訂本)	Lease Liability in a Sale and Leaseback (amendments) 售後租回的租賃負債(修訂本)	1 January 2024 2024年1月1日
HK Int 5 (Revised)	Hong Kong Interpretation 5 (Revised) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (Revised))	1 January 2024
香港詮釋第5號 (經修訂)	香港詮釋第5號(經修訂) 借款人對含有按要求償還條款的 定期貸款之分類(香港詮釋第5號(經修訂))	2024年1月1日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則 第10號及香港會計 準則第28號 (修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (amendments) 投資者與其聯營公司或合營企業之間的資產出售或 注資(修訂本)	To be determined 待定
Amendments to HKAS7 and HKFRS7 香港會計準則第7號及 香港財務報告準則第7號 (修訂本)	Supplier Finance Arrangement 供應商融資安排	1 January 2024 2024年1月1日

Certain new accounting standards, amendments and interpretations have been published that are not mandatory for reporting period beginning on 1 January 2023 and have not been early adopted by the Group. The Group is still assessing the impacts of adopting these new standards in future reporting periods and on foreseeable future transactions.

若干新訂會計準則、修訂本及詮釋已獲頒佈，惟於2023年1月1日開始的報告期間尚未強制生效，亦未獲本集團提早採納。本集團仍在評估於未來報告期間採納該等新訂準則對可預見未來交易的影響。



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the interim condensed consolidated financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. In preparing this interim condensed consolidated financial information, the critical accounting estimates and judgements applied were consistent with those described in the annual consolidated financial statements for the year ended 31 December 2022.

5 FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2022.

There have been no changes in the risk management policies since 31 December 2022.

4 重大會計估計及判斷

管理層編製中期簡明綜合財務資料時須作出影響會計政策之應用以及資產與負債、收入與開支之呈報金額之判斷、估計及假設。實際結果或有別於該等估計。於編製本中期簡明綜合財務資料時，所應用的重大會計估計及判斷與截至2022年12月31日止年度的年度綜合財務報表所述者一致。

5 財務風險管理

5.1 財務風險因素

本集團業務面臨多種財務風險：市場風險（包括外匯風險及現金流量利率風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並尋求盡量降低對本集團財務表現可能構成的不利影響。

中期簡明綜合財務資料並不包括年度財務報表所要求的所有財務風險管理資料及披露，應與本集團截至2022年12月31日止年度的年度綜合財務報表一併閱讀。

自2022年12月31日以來，風險管理政策並無變動。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

5 FINANCIAL RISK MANAGEMENT (Continued)

5.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings, financial instrument with redemption rights, lease liabilities, amounts due to related parties and amounts due to third parties less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt.

The gearing ratios at 30 June 2023 and 31 December 2022 were as follows:

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Net debt	債務淨額	101,573	13,113
Total capital	總資本	300,135	247,224
Gearing ratio	資本負債比率	33.84%	5.30%

5.3 Fair value estimation

The carrying values of financial assets and liabilities are a reasonable approximation of their fair values. The fair value of financial assets and liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

5 財務風險管理 (續)

5.2 資本風險管理

本集團管理資金的目標旨在保障本集團按持續經營基準繼續營運的能力，以為股東帶來回報，同時兼顧其他利益相關方的利益，並維持最佳的資本架構以減低資本成本。

為維持或調整資本架構，本集團可能調整向股東支付的股息金額、向股東退回資本、發行新股份或出售資產，從而減少債務。

本集團根據資本負債比率監控資本。該比率按債務淨額除以總資本計算。債務淨額按借款總額、附帶贖回權利的金融工具、租賃負債、應付關聯方款項及應付第三方款項減現金及現金等價物計算。總資本按綜合財務狀況表所示的「權益」加債務淨額計算。

於2023年6月30日及2022年12月31日的資本負債比率如下：

5.3 公平值估計

金融資產及負債的賬面價值是其公平值的合理近似值。作為披露目的，金融資產及負債的公平值估計按未來合約現金流量以本集團類似金融工具可得的現有市場利率貼現估算。



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Board of Directors of the Company. Management has determined the operating segments based on the information reviewed by the Board of Directors of the Company for the purposes of allocating resources and assessing performance.

The Board of Directors of the Company considers the business from perspective of types of goods or services delivered or provided. During the six months period ended 30 June 2023, the Group's operating and reportable segments are as follows:

- New retail of health management products and other products in the PRC ("New retail"); and
- IP creations, media content creation, event planning and Celebrity IP management ("IP creation and operation").

There were no separate segment assets and segment liabilities information provided to the Board of Directors as Board of Directors does not use this information to allocate resources to or evaluate the performance of the operating segments.

6 收入及分部資料

主要經營決策者被識辨為本公司董事會。管理層乃根據經本公司董事會審閱用於分配資源及評估表現的資料釐定經營分部。

本公司董事會從交付或提供的貨品或服務類型的角度考慮業務。於截至2023年6月30日止六個月期間，本集團的經營及可報告分部如下：

- 中國健康管理產品及其他產品的新零售（「新零售」）；及
- IP創造、媒體內容創作、活動策劃及明星IP管理（「IP創造及營運」）。

本集團並無向董事會提供單獨的分部資產及分部負債資料，原因為董事會並無使用該等資料分配資源或評估經營分部的表現。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment revenue and results

For the six months period ended 30 June 2023

6 收入及分部資料 (續)

(a) 分部收入及業績

截至2023年6月30日止六個月期間

		New retail 新零售 RMB'000 人民幣千元 (Unaudited) (未經審計)	IP creation and operation IP 創造及營運 RMB'000 人民幣千元 (Unaudited) (未經審計)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審計)
Segment revenue	分部收入			
– recognised at a point in time	– 於某時間點確認	88,692	16,192	104,884
– recognised over time	– 於某時間段確認	–	46,504	46,504
		<u>88,692</u>	<u>62,696</u>	<u>151,388</u>
Segment results	分部業績	<u>41,976</u>	<u>50,735</u>	92,711
Unallocated	未分配			
Selling and marketing expenses	銷售及營銷開支			(32,563)
General and administrative expenses	一般及行政開支			(41,338)
Provision for impairment losses on financial assets	金融資產減值虧損撥備			(870)
Other income	其他收入			7,756
Other losses, net	其他虧損，淨額			(2,962)
Finance income, net	財務收入，淨額			103
Profit before income tax	除所得稅前溢利			<u>22,837</u>



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment revenue and results (Continued)

For the six months period ended 30 June 2022

6 收入及分部資料 (續)

(a) 分部收入及業績 (續)

截至2022年6月30日止六個月期間

	New retail 新零售 RMB'000 人民幣千元 (Unaudited) (未經審計)	IP creation and operation IP 創造及營運 RMB'000 人民幣千元 (Unaudited) (未經審計)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審計)
Segment revenue	分部收入		
– recognised at a point in time	92,021	38	92,059
– recognised over time	–	32,959	32,959
	92,021	32,997	125,018
Segment results	分部業績		
	54,352	19,935	74,287
Unallocated	未分配		
Selling and marketing expenses	銷售及營銷開支		(23,887)
General and administrative expenses	一般及行政開支		(27,846)
Reversal of impairment losses on financial assets	金融資產減值虧損撥回		11
Other income	其他收入		9,841
Other expense	其他開支		(5,798)
Other losses, net	其他虧損，淨額		(4,582)
Finance income, net	財務收入，淨額		32
Profit before income tax	除所得稅前溢利		22,058

Segment results represent the gross profit/(loss) generated by each segment. This is the measure reported to the Board of Directors of the Company for the purpose of resource allocation and performance assessments.

分部業績指各分部產生之毛利潤／(虧損)。此為就資源配置及表現評估呈報予本公司董事會之計量方法。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Geographical information

Most of the Group's segment revenues are derived from the PRC except certain revenue from the IP creation and operation segment. The amount of the Group's revenue from external customers broken down by geographical locations and revenue presented based on the location of the operations of the relevant business units are detailed below:

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Revenue	收入		
Mainland China	中國內地	151,009	125,018
Others	其他	379	–
		151,388	125,018

(c) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service is as follows:

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Sales of health management products and skincare products	銷售健康管理產品及護膚品	87,483	88,533
Revenue from production and licensing of entertainment videos	娛樂視頻製作及特許權收入	–	5,660
Revenue from IP project and event planning and management	IP項目以及活動策劃及管理收入	19,376	8,937
Revenue from celebrity IP management	明星IP管理收入	38,379	14,605
Licensing and royalty income	授權及特許權使用費收入	4,941	3,757
Sales of other products	銷售其他產品	1,209	3,526
		151,388	125,018

6 收入及分部資料 (續)

(b) 地區資料

除來自IP創造及營運分部的若干收入外，本集團大部分分部收入均源於中國。本集團按地理位置劃分的外部客戶收入金額及按相關業務單位經營所在地呈列的收入詳列如下：

(c) 收入分類

按主要產品或服務分類的客戶合約收入如下：

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註



7 EXPENSES BY NATURE

Expenses included in cost of revenue, selling and marketing expenses and general and administrative expenses are analysed as follows:

7 按性質劃分的開支

計入銷售成本、銷售及營銷開支以及一般及行政開支的開支分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Cost of goods sold	已售貨品成本	38,672	30,354
Advertising and marketing expenses	廣告及營銷開支	11,771	5,310
Employee benefit expense	僱員福利開支	31,760	24,685
Commissions	佣金	4,551	8,399
Travelling and entertainment expenses	差旅及酬酢開支	4,914	1,012
Legal and professional fees	法律及專業費用	3,248	2,419
Cost of event planning and management services	活動策劃及管理服務成本	12,053	12,908
Office expenses	辦公室開支	2,713	421
Other tax and surcharges	其他稅項及附加費	967	821
Provision for impairment of inventories	存貨減值撥備	1,557	4,624
Transportation and logistics expenses	運輸及物流開支	4,155	2,011
Depreciation of right-of-use assets	使用權資產折舊	1,726	1,388
Listing expenses	上市開支	7,937	3,813
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,586	1,582
Rental expenses for short-term leases	短期租賃的租金開支	1,118	726
Auditor's remuneration	核數師酬金	-	-
Amortisation of intangible assets	無形資產攤銷	314	44
Others	其他	2,536	1,947
		132,578	102,464

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

8 FINANCE INCOME, NET

8 財務收入，淨額

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Finance income:	財務收入：		
Interest income on bank deposits	銀行存款利息收入	776	697
Finance costs:	財務成本：		
Interest expense on lease liabilities	租賃負債利息開支	(227)	(125)
Interest expense on bank borrowings	銀行借款利息開支	(446)	(540)
		(673)	(665)
Finance income, net	財務收入，淨額	103	32

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註



9 INCOME TAX EXPENSE

9 所得稅開支

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Current income tax	即期所得稅		
– PRC corporate income tax	– 中國企業所得稅	5,662	6,091
– Hong Kong profits tax	– 香港利得稅	588	813
		6,250	6,904
Deferred income tax	遞延所得稅		
– PRC corporate income tax	– 中國企業所得稅	169	(1,193)
– Hong Kong profits tax	– 香港利得稅	(12)	3
		157	(1,190)
Income tax expense	所得稅開支	6,407	5,714

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the standard tax rate applicable to profit to the respective companies of the Group as follows:

本集團就除所得稅前溢利的稅費與使用適用於本集團旗下各公司溢利的標準稅率計算的理論金額有所不同，詳情載列如下：

(a) Cayman Islands

Under the prevailing laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. In addition, no Cayman Islands withholding tax will be imposed on dividend payments by the Company to its shareholders.

(a) 開曼群島

根據開曼群島現行法律，本公司無需就收入或資本收益課稅。此外，於本公司向其股東派付股息後，將不予徵收開曼群島預扣稅。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

9 INCOME TAX EXPENSE (Continued)

(b) Hong Kong

The Group's entities incorporated in Hong Kong are subject to Hong Kong profits tax of 8.25% for the first HK\$2 million of the estimated assessable profits for one of the Group's Hong Kong subsidiaries for the year and 16.5% on the remaining estimated assessable profits during the six months ended 30 June 2023 (six months ended 30 June 2022: same).

(c) PRC Corporate Income Tax ("PRC CIT")

PRC CIT provision was made on the estimated assessable profits of entities within the Group incorporated in the PRC and was calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowance. The general PRC CIT rate is 25% during the six months ended 30 June 2023 (six months ended 30 June 2022: same).

(d) PRC withholding tax

Pursuant to the Detailed Implementation Regulations for Implementation of the Corporate Income Tax Law issued on 6 December 2007, dividends distributed from the profits generated by the PRC companies after 1 January 2008 to their foreign investors shall be subject to a withholding income tax of 5% or 10%. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those foreign invested subsidiaries established in the PRC.

9 所得稅開支(續)

(b) 香港

於截至2023年6月30日止六個月，本集團於香港註冊成立之實體須就年內本集團一家香港附屬公司的首二百萬港元估計應課稅溢利，按8.25%的稅率繳納香港利得稅，剩餘估計應課稅溢利則按16.5%的稅率繳稅(截至2022年6月30日止六個月：相同)。

(c) 中國企業所得稅(「中國企業所得稅」)

中國企業所得稅撥備乃經計及可以獲得的退稅及減免等稅收優惠後，根據本集團於中國註冊成立之實體的估計應課稅溢利作出並按照中國相關法規計算。於截至2023年6月30日止六個月，中國通用企業所得稅稅率為25%(截至2022年6月30日止六個月：相同)。

(d) 中國預扣稅

根據於2007年12月6日發佈的《企業所得稅法實施細則》，自2008年1月1日起，中國公司就所產生溢利向其外國投資者分配之股息須按5%或10%的稅率繳納預扣所得稅。就本集團而言，適用稅率為10%。因此，本集團須就於中國成立的該等外資附屬公司分派的股息繳納預扣稅。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

10 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the six months ended 30 June 2023 (six months ended 30 June 2022: same).

In determining the weighted average number of ordinary shares in issue during the six months ended 30 June 2023, 30,094,112 shares issued on 17 February 2021 to the pre-IPO investors, were considered as treasury stocks and were excluded from the calculation of earnings per share during the six months ended 30 June 2023 (six months ended 30 June 2022: 30,094,112 shares).

10 每股盈利

(a) 每股基本盈利

截至2023年6月30日止六個月，每股基本盈利按本公司擁有人應佔溢利除以發行在外的普通股加權平均數計算（截至2022年6月30日止六個月：相同）。

於釐定於截至2023年6月30日止六個月的已發行普通股加權平均數時，於2021年2月17日向首次公開發售前投資者發行的30,094,112股股份被視為庫存股及於計算截至2023年6月30日止六個月的每股盈利時已剔除（截至2022年6月30日止六個月：30,094,112股股份）。

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 (Unaudited) (未經審計)	2022 2022年 (Unaudited) (未經審計)
Profit attributable to equity owners of the Company (RMB'000)	本公司權益擁有人應佔溢利 (人民幣千元)	13,027	14,512
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	512,820,512	512,820,512
Basic earnings per share (in RMB/share)	每股基本盈利(人民幣/股)	0.03	0.03

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming the conversion of all dilutive potential ordinary shares.

Diluted earnings per share is the same as the basic earnings per share as there was no potential dilutive ordinary shares outstanding during the six months ended 30 June 2023 (six months ended 30 June 2022: same).

(b) 每股攤薄盈利

每股攤薄盈利按假設所有攤薄潛在普通股已進行轉換而調整發行在外普通股加權平均數計算。

由於截至2023年6月30日止六個月內不存在發行在外之潛在攤薄普通股（截至2022年6月30日止六個月：相同），故每股攤薄盈利與每股基本盈利相同。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

11 OTHER NON-CURRENT ASSETS

11 其他非流動資產

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Prepayments for staff quarter and office premises (a)	員工宿舍及辦公場所預付款項(a)	50,027	50,421
Prepayment for leasehold improvement	租賃裝修預付款項	1,568	1,044
Prepayment to a related party (Note 22)	向一名關聯方預付款項(附註22)	654	1,376
Prepayment for software development (b)	軟件開發預付款項(b)	1,154	4,800
Others	其他	1,276	1,997
		54,679	59,638

(a) In October 2020 and February 2021, the Group entered into agreements with Kunshan Jiabao Wangshang Culture Investment Co., Ltd. (昆山嘉寶網尚文化投資有限公司) (“Kunshan Jiabao”), a related party of the Group up to 16 August 2021, for the purchase of staff quarter and office premises at considerations of RMB53,468,000 and RMB50,026,000, respectively. The staff quarter had been delivered to the Group in September 2021 and the office premises are expected to be delivered at the end of 2023.

(b) In March 2022, the Group entered into an agreement with a third party vendor for the development of certain mobile phone application at a consideration of RMB4,800,000 which has been fully paid to this vendor in September 2022.

(a) 於2020年10月及2021年2月，本集團與本集團截至2021年8月16日的關聯方昆山嘉寶網尚文化投資有限公司(「昆山嘉寶」)訂立協議，以分別按人民幣53,468,000元及人民幣50,026,000元的代價購買員工宿舍及辦公場所。該員工宿舍已於2021年9月交付予本集團及辦公場所預計將於2023年末交付。

(b) 於2022年3月，本集團與一名第三方賣家就若干移動手機應用開發訂立協議，代價為人民幣4,800,000元，已於2022年9月悉數向該賣家支付款項。



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

12 TV PROGRAM RIGHTS

As at 30 June 2023 and 31 December 2022, the TV program rights mainly represented the production cost of J-Style Trip II (周遊記2) and Yue Lai Yue Kuai Le (樂來樂快樂).

The Directors assessed the net realisable amount of the TV program rights as at each balance sheet date in order to determine whether any impairment provision is required to be made. The net realisable amount is estimated by reference to the advertising and other related income to be generated from the broadcast of the TV program based on confirmed order and/or letter of intent received by the Group less cost of completion of the TV program. Based on the Directors' best estimate, as at each balance sheet date, the TV program rights are profit generating with income exceeding related production cost, indicating that the net realisable amount should exceed the carrying value of the relevant rights. Accordingly, no provision for impairment has been made.

12 電視節目版權

於2023年6月30日及2022年12月31日，電視節目版權主要為周遊記2及樂來樂快樂的製作成本。

董事於各個資產負債表日期評估電視節目版權的可變現淨值，以確定是否需作出任何減值撥備。可變現淨值乃參照播放電視節目將產生的廣告及其他相關收入（基於本集團收到的確認訂單及／或意向書）減完成電視節目的成本進行估計。根據董事的最佳估計，於各個資產負債表日期，電視節目版權為收入超逾相關製作成本所產生的溢利，表明可變現淨值應超過相關權利的賬面值。因此，概無計提減值撥備。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

13 TRADE AND OTHER RECEIVABLES

13 貿易及其他應收款項

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Trade receivables (<i>Note (a)</i>)	貿易應收款項 (<i>附註(a)</i>)		
– related parties	– 關聯方	24	38
– third parties	– 第三方	59,455	39,166
		59,479	39,204
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備	(2,045)	(1,134)
Trade receivables – net	貿易應收款項 – 淨額	57,434	38,070
Bill receivables	應收票據	–	1,000
Other receivables	其他應收款項		
– Amounts due from related parties	– 應收關聯方款項	3	3
– Deposits (<i>Note (b)</i>)	– 按金 (<i>附註(b)</i>)	14,249	12,443
– Staff advances	– 員工墊款	626	200
– Other receivables in respect of the celebrity IP management business (<i>Note (c)</i>)	– 與明星IP管理業務有關的其他應收款項 (<i>附註(c)</i>)	7,767	10,145
– Others	– 其他	7,673	402
		30,318	23,193
Less: provision for impairment of other receivables	減：其他應收款項減值撥備	(156)	(197)
		30,162	22,996
Trade and other receivables	貿易及其他應收款項	87,596	62,066

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

13 TRADE AND OTHER RECEIVABLES (Continued)

Notes:

(a) Trade receivables

Trade receivables mainly arise from the Group's new retail business products directly sold to distributors and IP management business. The normal credit period granted to these customers are generally ranging from 5 days to 2 years.

The following is an ageing analysis of trade receivables based on revenue recognition date:

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Within 30 days	30日內	30,750	27,802
31–90 days	31日至90日	12,298	10,161
91–120 days	91日至120日	502	768
121–365 days	121日至365日	15,906	473
Over 365 days	365日以上	23	–
		59,479	39,204

(b) As at 30 June 2023, a deposit amounted to RMB11,200,000 was paid to a service provider in relation to the commencement of production of a music talk show, Yue Lai Yue Kuai Le (樂來樂快樂) (31 December 2022: same).

(c) This represents other receivables from a multi-channel networking company and other brand owners for the live broadcasting activities performed by Mr. Liu Keng-hung and W&V Limited, the artiste management company of Mr. Liu Keng-hung, in relation to the celebrity IP management business of the Group. The Group has the obligation to collect payments from the brand owners and the multi-channel networking company on behalf of Mr. Liu Keng-hung and W&V Limited.

(d) As at 30 June 2023, the carrying values of the trade and other receivables approximated to their fair values (31 December 2022: same).

13 貿易及其他應收款項 (續)

附註：

(a) 貿易應收款項

貿易應收款項主要來自本集團直接售予分銷商的新零售業務產品及IP管理業務。授予該等客戶的一般信貸期一般介乎5日至2年。

貿易應收款項基於收益確認日期的賬齡分析如下：

(b) 於2023年6月30日，就音樂脫口秀節目樂來樂快樂的開始製作向一名服務提供商支付金額為人民幣11,200,000元的按金(2022年12月31日：相同)。

(c) 該款項指就劉畊宏先生及W&V Limited(劉畊宏先生藝人經紀公司)所開展的有關本集團明星IP管理業務的現場直播活動應收多渠道網絡公司及其他品牌擁有人的其他款項。本集團有責任代表劉畊宏先生及W&V Limited向品牌擁有人及多渠道網絡公司收取付款。

(d) 於2023年6月30日，貿易及其他應收款項的賬面值與其公平值相若(2022年12月31日：相同)。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

14 CASH AND BANK BALANCES

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Cash on hand	手頭現金	15	5
Cash at banks	銀行現金	100,408	182,628
		100,423	182,633

Cash and bank balances are denominated in the following currencies:

現金及銀行結餘以下列貨幣計值：

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
RMB	人民幣	94,466	174,614
HK\$	港元	2,870	2,858
US\$	美元	1,056	599
NT\$	新台幣	2,031	4,562
		100,423	182,633

The carrying amounts of cash on hand and at banks approximated their fair values.

手頭及銀行現金的賬面值與其公平值相若。

The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies out of the PRC are subject to relevant rules and regulation of foreign exchange control promulgated by the PRC government.

以人民幣計值的結餘兌換為外幣及將外幣匯出中國須遵守中國政府頒佈的相關外匯管制規則及規例。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

15 INVENTORIES

15 存貨

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Raw and packaging materials	原材料及包裝材料	3,943	5,140
Finished goods	製成品	19,282	23,688
		23,225	28,828
Less: provision for impairment	減：減值撥備	(1,140)	-
		22,085	28,828

- (a) The cost of inventories recognised as cost of goods sold amounted to approximately RMB38,672,000 for the six months ended 30 June 2023 (six months ended 30 June 2022: RMB30,354,000).
- (b) Provision for impairment was recognised for the amount by which the carrying amount of the inventories exceeds the net realisable value and was recorded in “cost of revenue” in the condensed consolidated statements of comprehensive income. The provision for impairment of inventory was recognised in cost of revenue amounted to RMB1,557,000 for six months ended 30 June 2023 (six months ended 30 June 2022: RMB4,624,000).

- (a) 截至2023年6月30日止六個月，確認為所售商品成本的存貨成本約為人民幣38,672,000元（截至2022年6月30日止六個月：人民幣30,354,000元）。
- (b) 存貨賬面值超逾可變現淨值的金額將確認減值撥備，並計入簡明綜合全面收益表的「銷售成本」。截至2023年6月30日止六個月，於銷售成本確認的存貨減值撥備為人民幣1,557,000元（截至2022年6月30日止六個月：人民幣4,624,000元）。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

15 INVENTORIES (Continued)

(b) (Continued)

Movement of the provision for impairment of inventories is as follows:

15 存貨 (續)

(b) (續)

存貨減值撥備的變動情況如下：

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 (Unaudited) (未經審計)	2022 2022年 (Unaudited) (未經審計)
At beginning of the Period	於期初	–	9,218
Provision for impairment of inventories charged to profit or loss	自損益扣除的存貨減值撥備	1,557	4,624
Provision written-off	撥備撇銷	(417)	–
At the end of the Period	於期末	1,140	13,842

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

16 SHARE CAPITAL

16 股本

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 USD 美元	Share capital 股本 RMB'000 人民幣千元
Ordinary shares of US\$0.00001 each	每股面值0.00001美元的 普通股			
Authorised:	法定：			
At 1 January 2022, 30 June 2022, 1 January 2023 and 30 June 2023	於2022年1月1日、 2022年6月30日、 2023年1月1日及 2023年6月30日	5,000,000,000	50,000	–
Issued:	已發行：			
At 1 January 2022, 30 June 2022 and 1 January 2023 and 30 June 2023	於2022年1月1日、 2022年6月30日及 2023年1月1日及 2023年6月30日	542,914,624	5,429	38

Note: Pursuant to the resolutions of the shareholders of the Company passed on 19 June 2023, the directors of the Company were authorised to allot and issue a total of 178,445,376 shares credited as fully paid at par to the holders of shares whose names are entered on the principal register of members of the Company maintained in the Cayman Islands prior to the capitalisation issue in proportion to their respective shareholdings by way of capitalisation, subject to and conditional upon the share premium account of the Company being credited as a result of the issue of ordinary shares pursuant to the Global Offering.

*附註：*根據本公司股東於2023年6月19日通過的決議案，本公司董事獲授權按面值向於資本化發行前名列存置於開曼群島的本公司股東名冊總冊的股份持有人按彼等各自的持股比例透過資本化配發及發行合共178,445,376股入賬列為繳足股款的股份，惟須待本公司的股份溢價賬因根據全球發售發行普通股而錄得進賬額後方告作實，並以此為條件。

17 DIVIDEND

Pursuant to a passed resolution of the Company on 13 June 2023, special dividends of HK\$60,000,000 out of the share premium account were declared to the Company's shareholders.

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

17 股息

根據本公司於2023年6月13日通過的決議案，已自股份溢價賬向本公司股東宣派特別股息60,000,000港元。

董事會決議不宣派截至2023年6月30日止六個月的中期股息（截至2022年6月30日止六個月：無）。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

18 TRADE AND OTHER PAYABLES

18 貿易及其他應付款項

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Trade payables (<i>Note (a)</i>)	貿易應付款項 (<i>附註(a)</i>)		
– related parties	– 關聯方	2,653	1,128
– third parties	– 第三方	10,593	8,556
		13,246	9,684
Other payables	其他應付款項		
– Amounts due to related parties	– 應付關聯方款項	10,367	15,946
– Amounts due to third parties (<i>Note (c)</i>)	– 應付第三方款項 (<i>附註(c)</i>)	15,938	10,176
– Salaries and staff welfare payable	– 應付薪金及員工福利	3,748	6,083
– Other taxes payables	– 其他應付稅項	4,181	16,975
– Accrued listing expenses	– 應計上市開支	1,286	3,580
– Accrued expenses	– 應計開支	226	1,200
– Deposits from customers	– 客戶按金	4,149	4,328
– Others	– 其他	1,107	1,038
		41,002	59,326
		54,248	69,010



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

18 TRADE AND OTHER PAYABLES (Continued)

Notes:

- (a) Ageing analysis of the trade payables based on invoice date at the end of each reporting dates is as follows:

Within 60 days	60日內
61–120 days	61至120日
121–365 days	121至365日
Over 365 days	365日以上

- (b) As at 30 June 2023, the carrying amounts of the trade and other payables of the Group approximated their fair values (31 December 2022: same).
- (c) This represents the other payables due to Mr. Liu Keng-hung, and a multi-channel networking company in relation to the live broadcasting activities performed by Mr. Liu Keng-hung to brand owners under the Group's celebrity IP management business.

18 貿易及其他應付款項 (續)

附註：

- (a) 在每個報告日期結束時，基於發票日期的貿易應付款項賬齡分析如下：

30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
8,266	8,190
2,418	43
446	66
2,116	1,385
13,246	9,684

- (b) 於2023年6月30日，本集團貿易及其他應付款項的賬面值與其公平值相若（2022年12月31日：相同）。
- (c) 該款項指應付劉畊宏先生及一間多渠道網絡公司有關劉畊宏先生在本集團明星IP管理業務下向品牌擁有人進行直播活動的其他應付款項。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

19 FINANCIAL INSTRUMENT WITH REDEMPTION RIGHTS

Under a pre-IPO investment agreement entered into between the Company and Bradbury Private Investment III Inc. (“Bradbury”), the Company shall repurchase all the shares from Bradbury if the shares of the Company failed to be listed on the Main Board of The Stock Exchange of Hong Kong Limited on or before 31 December 2021. Bradbury would have the right to exercise such redemption right at an aggregate consideration of HK\$200,000,000, being the amount of pre-IPO investment. In accordance with the investment agreement, the redemption right would be suspended immediately prior to the Company’s submission of the listing application and would be restored automatically upon the earlier of the withdrawal of the Company’s listing application, the Company’s listing application being rejected, or the Company’s listing process being terminated or listing application being lapsed for any reason. As the repurchase option given to Bradbury is an unavoidable obligation of the Group, the investment from Bradbury was regarded as financial instrument with redemption rights instead of an equity. The amount of the financial liability was determined based on the discounted value of the consideration of HK\$200,000,000. The discount rate applied was 5.7% per annum which is the Group’s cost of borrowings and the interest rate of the financial liability. No interest expenses has been accounted for since 31 December 2021 as the book value of the financial instrument has reached HK\$200,000,000 (equivalent to RMB184,396,000 as at 30 June 2023) since then, which represented the entire amount to be repaid to Bradbury.

On 13 July 2023, the Company listed on the Main Board of the Stock Exchange and the redemption right has been extinguished automatically and ceased to have any effect. Such investment was then regarded as an equity upon completion of the initial public offering on 13 July 2023.

19 附帶贖回權利的金融工具

根據本公司與Bradbury Private Investment III Inc. (「Bradbury」) 訂立的首次公開發售前投資協議，倘本公司股份未能於2021年12月31日或之前在香港聯合交易所有限公司主板上市，本公司須向Bradbury購回所有股份。Bradbury將有權以200,000,000港元的總代價(即首次公開發售前投資金額)行使該贖回權。根據投資協議，贖回權將於緊接本公司提交上市申請前暫停，並在本公司提早撤回上市申請、本公司上市申請被駁回或本公司上市程序終止或上市申請因任何原因失效時自動恢復。由於授予Bradbury的回購選擇權為本集團不可避免的義務，來自Bradbury的投資被視為附帶贖回權利的金融工具而非權益。金融負債金額乃根據代價200,000,000港元之貼現值釐定。所採用的貼現率為每年5.7%，即本集團的借款成本及金融負債的利率。自2021年12月31日起，由於金融工具的賬面值已達200,000,000港元(於2023年6月30日相當於人民幣184,396,000元)，即須償還予Bradbury的全部金額，故並無計入利息開支。

於2023年7月13日，本公司已於聯交所主板上市，贖回權已自動終止且不再具有任何效力。該投資於2023年7月13日首次公開發售完成後被視為權益。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註



20 BORROWINGS

20 借款

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Non-current	非流動		
Non-current portion of a long-term bank borrowings, secured	長期銀行借款的非流動部分，有擔保	7,500	10,000
Current	流動		
Current portion of a long-term bank borrowings, secured	長期銀行借款的流動部分，有擔保	5,000	5,000
Total borrowing	借款總額	12,500	15,000

Notes:

- (a) In January 2021, the Group entered into a 5-year mortgage loan with Bank of Shanghai Co., Ltd, Suzhou branch for the purchase of office premises under development by Kunshan Jiabao. The mortgage loan bears a fixed interest rate at 5.70% per annum and should be repaid on monthly installments.
- (b) The amounts of repayment installments of the borrowings are as follows:

附註：

- (a) 於2021年1月，本集團與上海銀行股份有限公司蘇州分行訂立5年期按揭貸款，以購買昆山嘉寶所開發的寫字樓。按揭貸款的固定利率為年息5.70%，須按月分期償還。
- (b) 借款分期還款金額如下：

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
Within 1 year	1年內	5,000	5,000
1 year to 2 years	1至2年	5,000	5,000
2 year to 3 years	2至3年	2,500	5,000
		12,500	15,000

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

21 CONTINGENCIES

As of 30 June 2023, the Group did not have any significant contingent liabilities (31 December 2022: same).

21 或然事件

截至2023年6月30日，本集團並無任何重大或然負債(2022年12月31日：相同)。

22 RELATED PARTY TRANSACTIONS AND BALANCES

(a) Names and relationships with related parties

Below is the summary of the Group's related parties during the six months ended 30 June 2023 and 2022:

22 關聯方交易及結餘

(a) 關聯方名稱及與關聯方的關係

以下為本集團於截至2023年及2022年6月30日止六個月的關聯方概要：

Name of the related party 關聯方名稱	Relationship with the Group 與本集團的關係
Ms. Ma 馬女士	Shareholder and director of the Company 本公司股東及董事
Mr. Lai 賴先生	Shareholder and director of the Company 本公司股東及董事
Mr. Yang 楊先生	Shareholder and director of the Company 本公司股東及董事
Mr. Chen 陳先生	Shareholder and director of the Company 本公司股東及董事
Mr. Chan, Yu-Hao 詹宇豪先生	Shareholder 股東
Ms. Yeh 葉女士	Shareholder 股東
Ms. Zhang, Jing 張靜女士	Shareholder and the spouse of Dr. Qian, Sam Zhongshan 股東及錢中山博士的配偶
JVR Music International Ltd. 杰威爾音樂有限公司	An entity controlled by Mr. Yang 楊先生控制的實體
Max One Ltd Max One Ltd	An entity controlled by Mr. Chen 陳先生控制的實體
Archstone Co., Ltd Archstone Co., Ltd	An entity controlled by Mr. Chen 陳先生控制的實體
Lu Yu Music Co., Ltd (“Lu Yu Music”) 陸宇音樂有限公司(「陸宇音樂」)	An entity controlled by Mr. Chan, Yu-Hao 詹宇豪先生控制的實體
Great Essence Holdings Limited Great Essence Holdings Limited	An entity controlled by Mr. Lai 賴先生控制的實體



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

22 RELATED PARTY TRANSACTIONS AND BALANCES

22 關聯方交易及結餘 (續)

(Continued)

(a) Names and relationships with related parties (Continued)

(a) 關聯方名稱及與關聯方的關係 (續)

Name of the related party 關聯方名稱	Relationship with the Group 與本集團的關係
Jesports (Beijing) Cultural Development Company Limited (“Jesports Beijing”) 魔杰電競(北京)文化發展有限公司 (「魔杰電競北京」)	An entity controlled by Mr. Yang, Mr. Chen and Ms. Yeh 楊先生、陳先生及葉女士控制的實體
Jtea (Kunshan) Dining Company Limited (“Jtea Kunshan”) 魔杰的茶(昆山)餐飲服務有限公司 (「魔杰的茶昆山」)	An entity controlled by Mr. Yang, Mr. Chen and Ms. Yeh 楊先生、陳先生及葉女士控制的實體
Beijing Master Cultural Development Company Limited (“Beijing Master”) 北京精湛文創文化經紀有限公司(「北京精湛」)	The non-controlling shareholder of Beijing Star Plus Master Cultural Communication Company Limited 北京巨星精湛文化傳播有限公司的非控股股東
Yige Corporation Management Consulting (Shanghai) Company Limited (“Shanghai Yige”) 倚格企業管理諮詢(上海)有限公司 (「上海倚格」)	An entity controlled by Mr. Yang, Mr. Chen and Ms. Yeh 楊先生、陳先生及葉女士控制的實體
Kunshan Renben Cultural Consulting Agency Company Limited (“Kunshan Renben”) 昆山人本文創諮詢顧問有限公司(「昆山人本」)	An entity controlled by Ms. Ma 馬女士控制的實體
Jushi Creative (Kunshan) Asset Management Company Limited (“Jushi Creative”) 巨室星創(昆山)資產管理有限公司 (「巨室星創」)	An entity significantly influenced by Ms. Ma 受馬女士影響重大的實體
W&V Limited W&V Limited	The non-controlling shareholder of Talent Planet (HK) Limited 天賦星球(香港)有限公司的非控股股東

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

22 RELATED PARTY TRANSACTIONS AND BALANCES

(Continued)

(b) Transactions with related parties

During the six months ended 30 June 2023 and 2022, the following is a summary of the significant transactions carried out between the Group and its related parties.

22 關聯方交易及結餘 (續)

(b) 與關聯方的交易

於截至2023年及2022年6月30日止六個月，以下為本集團與其關聯方之間進行的重大交易的摘要。

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
(i) Services received from:	(i) 自以下公司獲得服務：		
– JVR Music International Ltd.	– 杰威爾音樂有限公司	4,321	–
– Jtea Kunshan	– 魔杰的茶昆山	4	6
– W&V Limited	– W&V Limited	747	703
		5,072	709
(ii) Sales of goods to:	(ii) 向以下公司銷售貨品：		
– Jesports Beijing	– 魔杰電競北京	–	35
– Jtea Kunshan	– 魔杰的茶昆山	1	19
		1	54
(iii) Service provided to:	(iii) 向以下公司提供服務：		
– Jesports Beijing	– 魔杰電競北京	–	12
(iv) Amounts received on behalf of a related party	(iv) 代關聯方收取的款項		
– W&V Limited	– W&V Limited	10,268	2,392



Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

22 RELATED PARTY TRANSACTIONS AND BALANCES

(Continued)

(c) Key management compensation

Key management includes directors (executive and non-executive), members of the Executive Committee and respective department heads. The compensation paid or payable to key management for employee services is shown below:

22 關聯方交易及結餘 (續)

(c) 主要管理層薪酬

主要管理層包括董事(執行及非執行)、執行委員會成員及各部門主管。就僱員服務支付或應付予關鍵管理層的薪酬如下：

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Salaries, bonuses and other benefits	薪金、花紅及其他福利	3,262	4,540

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

22 RELATED PARTY TRANSACTIONS AND BALANCES

(Continued)

(d) Balance with related parties

Trade in nature:

22 關聯方交易及結餘 (續)

(d) 與關聯方的結餘

貿易性質：

		30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
(i) Trade receivables – Jesports Beijing	(i) 貿易應收款項 – 魔杰電競北京	24	12
(ii) Amounts due to related parties – W&V Limited	(ii) 應付關聯方款項 – W&V Limited	10,367	5,302
(iii) Prepayments – JVR Music International Ltd. – Beijing Master – W&V Limited	(iii) 預付款項 – 杰威爾音樂有限公司 – 北京精湛 – W&V Limited	8,872 3,000 2,225	– – 3,473
		14,097	3,473
(iv) Trade payables – Archstone Co., Ltd. – JVR Music International Ltd. – Jtea Kunshan – Jesports Beijing	(iv) 貿易應付款項 – Archstone Co., Ltd. – 杰威爾音樂有限公司 – 魔杰的茶昆山 – 魔杰電競北京	140 2,458 5 50	106 2,164 23 –
		2,653	2,293
(v) Contract liabilities – Jtea Kunshan	(v) 合約負債 – 魔杰的茶昆山	–	1

The above balances with related parties are trade in nature and interest-free with no collaterals and no fixed settlement date.

上述關聯方結餘為交易性質、免息、無抵押及無固定結算日。

Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註



22 RELATED PARTY TRANSACTIONS AND BALANCES

(Continued)

(d) Balance with related parties (Continued) Non-trade in nature:

(i) Amounts due from related parties – W&V Limited	(i) 應收關聯方款項 – W&V Limited
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Amounts due from and due to related parties are non-trade in nature and interest-free with no collaterals and no fixed settlement date.

23 EVENTS AFTER THE REPORTING PERIOD

On 13 July 2023 the Company successfully completed its initial public offering of 78,640,000 offer shares at a price at HK\$4.25 per share, and was listed on the Main Board of the Stock Exchange. Additionally, the Company issued and allotted 1,887,500 ordinary shares on 4 August 2023 pursuant to the partial exercise of the over-allotment option as disclosed in the announcement of the Company dated 4 August 2023. The gross proceeds received by the Company was approximately HK\$342,242,000.

22 關聯方交易及結餘 (續)

(d) 與關聯方的結餘 (續) 非貿易性質：

	30 June 2023 2023年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審計)	31 December 2022 2022年 12月31日 RMB'000 人民幣千元 (Audited) (經審計)
(i) Amounts due from related parties – W&V Limited	3	3

應收及應付關聯方款項為非交易性質、免息、無抵押及無固定結算日。

23 報告期後事項

本公司於2023年7月13日成功完成首次公開發售78,640,000股發售股份，每股價格4.25港元，並於聯交所主板上市。此外，根據本公司日期為2023年8月4日的公告所披露超額配股權獲部分行使，本公司於2023年8月4日發行及配發1,887,500股普通股。本公司收取所得款項總額約為342,242,000港元。

Chairperson's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors of Star Plus Legend Holdings Limited, I hereby present the first interim report of the Group for the six months ended 30 June 2023 since the successful listing of the shares of the Company (the “Shares”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 13 July 2023.

Our Company adopts a unique IP-empowerment business model. Our two business segments, namely new retail segment and IP creation and operation segment, can each be a source of revenue of its own, while our IP creation and operation segment can also create a synergy effect by acting as one of our marketing tools to promote our new retail products. This unique business model has continued to be the driving force to our growth in the past years and we are committed to our strategies to solidify and replicate the success of our business model.

IP-EMPOWERED AND ALL-DOMAIN MARKETING BUSINESS MODEL

In addition to developing high-quality and valuable proprietary products, our advantage lies in the “IP-driven traffic + All-domain marketing” dual-core business model. Through IP creation, attracting and diverting IP-driven and associating our IPs with our products, we are capable of directly and indirectly monetize the value of our celebrity IPs and creating our own “closed-loop” traffic and influence. Through our unique celebrity IPs, such as “Chou Chou (周同學)”, “J-Style Trip (周遊記)” and “Coach Liu (劉教練)” and our extensive sales network, we precisely draw traffic from the public and private domain, acquiring highly engaged users at a low cost, thereby facilitating the development of our new retail business. Simultaneously, these established IPs continue to generate revenue, thereby forming a diversified and stable income structure for our Group. We will continue to expand our IP portfolio to further enhance brand recognition and reputation.

Coupling with the influence of our celebrity IPs, we also endeavored to enlarge our customer reach through our all-domain marketing. In addition to our traditional distribution model, since late 2021, we started to regularly conduct e-commerce livestreaming (直播帶貨) sessions on our Douyin account under the name of “劉畊宏肥油咔咔掉”. Since March 2023, we have increased the frequency of our e-commerce livestreaming sessions. Gross merchandise value of product sale in our e-commerce livestreaming sessions has increased from RMB73.3 million in the second half of 2022 to RMB121.8 million in the first half of 2023.

尊敬的各位股東：

本人代表巨星傳奇集團有限公司董事會，謹此提呈自本公司股份（「股份」）於2023年7月13日在香港聯合交易所有限公司（「聯交所」）主板成功上市以來本集團截至2023年6月30日止六個月的首份中期報告。

本公司採用獨特的IP賦能業務模式。我們的兩大業務分部，即新零售分部與IP創造及營運分部，可各自成為自有收益來源，而IP創造及營運分部亦可作為我們其中一項營銷工具，推廣我們的新零售產品，從而產生協同效應。該獨特的業務模式過去數年一直推動我們的增長，我們秉持策略以夯實並複製我們業務模式的成功。

IP賦能及全域營銷業務模式

除開發優質及富有價值的專屬產品，我們的優勢在於「IP驅動流量+全域營銷」的雙核商業模式。透過IP創造、引流IP驅動並將IP與產品關聯，我們能直接及間接變現明星IP的價值，營造自有「閉環」流量及影響力。憑藉「周同學」、「周遊記」及「劉教練」等獨特的明星IP以及我們廣泛的銷售網絡，我們從公域及私域精準引流，以低成本獲取高參與度用戶，從而促進新零售業務的發展。同時，該等成熟的IP持續產生收益，形成本集團多元而穩定的收入結構。我們將不斷擴大IP組合，進一步提高品牌知名度與美譽度。

結合明星IP的影響力，我們亦努力通過全域營銷擴大客戶覆蓋範圍。除我們的傳統分銷模式外，自2021年底起，我們開始以「劉畊宏肥油咔咔掉」為名的抖音賬號定期開展直播帶貨活動。2023年3月以來，我們已提高直播帶貨的頻率。我們直播帶貨中產品銷售的總商品交易額從2022年下半年的人民幣73.3百萬元增至2023年上半年的人民幣121.8百萬元。



Chairperson's Statement 主席報告

OUR ABILITY IN IP CREATION AND DEVELOPMENT AND BUSINESS OPPORTUNITIES FROM OUR IPs

We possess a strong celebrity IP portfolio. Celebrities related to our IPs have stood the test of time, possessing a substantial impact and reach. The influence of our major IPs should not be underestimated. The recent concert tour of Mr. Jay Chou and the fitness carnival featuring Mr. Liu Keng-hung not only increased sales of our IP products (such as Chou Chou and Coach Liu), but also promote the licensing income relating to their IPs and promotes local travel. For example, we have been receiving invitations from local governments for collaboration such as exhibiting IP products in their cities.

Our business does not only rely on our major celebrity IPs, in fact, our strength lies in our comprehensive ability to create and develop celebrity IPs and products deriving from such IPs. We have the experience and capabilities to build and develop celebrity IPs through a comprehensive and multi-angle approach, for example, through the originating and planning of the public persona and performances through social media, live-streaming, short videos and other offline activities. In addition to our own products, we also collaborate with third-party brands to monetarize our celebrity IPs.

Therefore, we are capable of providing an all-round development and operation of the IPs relating to the celebrities who cooperated with us. For example, since our cooperation with Mr. Liu Keng-hung, we have successfully created certain IPs relating to him such as “Coach Liu (劉教練)” and “Will & Vivi Girls & Boys (劉畊宏男孩和女孩)”. Such IPs do not only promoted the sale of our products, we also generate income from the collaboration of Mr. Liu Keng-hung with third-party brand owners. We also launched various sporting goods featuring IPs related to Mr. Liu Keng-hung. Apart from our major celebrity IPs, we cooperated or will collaborate with different celebrities such as Harlem Yu (庾澄慶), Feng Wenshan (方文山), Chang Chieh (張傑), Lara Liang Xin-Yi (梁心頤) and Chan Yu-Hao (詹宇豪), Monica Chan Fat Yung (陳法蓉) and Eric Suen Yiu Wai (孫耀威). We were involved in the planning of the concert tour of NanQuan Mama (南拳媽媽) which was conducted in several cities in the PRC in August 2023. The extensive celebrity portfolio provides us with huge amount of traffic and business opportunities for future development.

我們創造及開發IP的能力及IP帶來的商機

我們擁有強大的明星IP組合。我們IP的相關明星歷經時間考驗，擁有巨大的影響力及覆蓋面。我們主要IP的影響力不容小覷。近期周杰倫先生的巡迴演唱會及劉畊宏先生健身嘉年華不僅增加相關IP(如周同學及劉教練等)產品的銷量，亦促進與彼等相關的IP授權收入，同時帶動當地旅遊。例如，我們不斷收到地方政府的合作邀請，如在其城市展出IP產品。

我們的業務並不僅依賴於我們的主要明星IP，事實上，我們的優勢在於創造及開發明星IP及IP衍生品的綜合能力。我們擁有經驗與實力以全方位及多角度打造並開發明星IP，例如透過社交媒體、直播、短視頻及其他線下活動創立並策劃公眾人物形象及表演。除自有產品外，我們亦與第三方品牌合作以實現我們的明星IP變現。

因此，我們能夠對合作明星的相關IP進行全方位開發及營運。例如，與劉畊宏先生合作以來，我們成功打造「劉教練」及「劉畊宏男孩和女孩」等與劉畊宏先生相關的若干IP。有關IP不僅帶動我們產品的銷售，我們亦從劉畊宏先生與第三方品牌擁有人的合作中產生收入。我們亦推出以劉畊宏先生相關IP為特色的各種體育用品。除我們的主要明星IP之外，我們過去或日後將與不同的明星合作，例如庾澄慶、方文山、張傑、梁心頤、詹宇豪、陳法蓉及孫耀威。我們參與策劃了南拳媽媽在2023年8月於中國幾個城市舉行的巡迴演唱會。廣泛的明星組合為我們提供了龐大的流量及未來發展的商機。

Chairperson's Statement 主席報告

In addition to traditional media content, in 2023, we cooperated with JVR Music International Ltd. (“JVR Music”), Weta Workshop Limited (“Weta”) and China Mobile to create and launch the digital human of Chou Chou (周同學) in the China Mobile Metaverse Industry Alliance (中國移動元宇宙產業聯盟). The launch of the digital human of Mr. Jay Chou is only our first step to enter the metaverse (元宇宙) ecosystem. We have established collaboration with Weta to design and produce various location-based experience and other digital content associated with our celebrity IPs. With our experience in IP creation and resources acquired by us, we are confident that we can commercialise of our celebrity IPs to the next level through upcoming opportunities revolving around the metaverse ecosystem.

PARALLEL DEVELOPMENT OF OUR NEW RETAIL BUSINESS

With respect to our new retail business, we will continue our IP-empowered business model to promote the sale of our products through associating the products with our celebrity IPs. It is our strategy to continuously upgrade and diversify our product offerings. In addition to our flagship product *MODONG* coffee, we launched a new product line named *Ai Chi Xian Mo Ren* (愛吃鮮摩人) in 2022. The new product line, featuring the concept of natural and high-quality ingredients with no additional additives, was tailored made for Mr. Liu Keng-Hung and Ms. Vivi Wang and is highly compatible with the health concept conveyed in their livestreaming sessions. Supported by IP-driven traffic, products under *Ai Chi Xian Mo Ren* (愛吃鮮摩人) had gained increasing popularity among our customers. It is our strategy to develop and launch new products revolving from our existing featured products. For example, leveraging on the popularity of our *Ai Chi Xian Mo Ren* (愛吃鮮摩人) Matcha powder, we launched a new product – matcha ice cream (抹茶冰淇淋) using our Matcha powder as an ingredient. We also launched another new product – tiger skin chicken feet (虎皮鳳爪). These new products had aroused enthusiastic responses in our e-commerce live-streaming sessions and once reached the top of Douyin's “618 Big-shot List (618 大咖榜)” and “Overall Livestreaming List (直播總榜)”. The success once again show our capabilities in creating synergy and integrating business opportunities of our two business segments.

除傳統媒體內容外，於2023年，我們亦與杰威爾音樂有限公司(「杰威爾音樂」)，Weta Workshop Limited(「Weta」)及中國移動共同打造並在中國移動元宇宙產業聯盟推出周同學數智人。周同學數智人的推出僅是我們進軍元宇宙生態系統的第一步。我們與Weta建立了合作關係，設計及製作各種外景體驗及與我們的明星IP有關的其他數字化內容。憑藉我們在IP創作方面的經驗及所獲得的資源，我們相信，我們能夠通過搶佔元宇宙生態系統所醞釀的先機將明星IP商業化推向新的高度。

並行發展我們的新零售業務

就新零售業務方面，我們將繼續採用IP賦能的業務模式，透過聯繫我們的產品及明星IP以促進產品銷售。我們的策略是不斷升級並豐富我們的產品。除旗艦產品**魔洞**咖啡外，我們於2022年推出了名為**愛吃鮮摩人**的新產品線。新產品線以天然、優質原料、無添加為理念，乃為劉畊宏先生及Vivi(王婉云女士)量身打造，與彼等直播環節中傳達的健康理念高度吻合。在IP流量的支持下，**愛吃鮮摩人**產品越來越受到客戶的青睞。我們的策略是圍繞我們的已有的主打產品開發及推出新產品。例如，利用我們的**愛吃鮮摩人**抹茶粉的熱度，我們推出一款新產品，即使用我們的抹茶粉作為原材料的抹茶冰淇淋。我們亦推出另一款新產品**虎皮鳳爪**。該等新產品在我們的直播帶貨環節引起熱烈反響，一度登上抖音「618大咖榜」及「直播總榜」榜首。此次成功再次彰顯我們具備能力創造協同效應及融合兩大業務分部商機。



Chairperson's Statement 主席報告

FUTURE DEVELOPMENT

Going forward, we will make use of the advantages of the listing platform and focus on consolidating our strength to further enhance our business growth. To enhance our profitability, we will continue to utilize the traffic driven by our celebrity IPs through the launch of new brands and products lines and e-commerce livestreaming sessions etc.. In terms of IP creation and development, it is our strategy to further explore business opportunities revolving around the concept of metaverse by creating and incubating more IP content to be incorporated in the metaverse as well as capturing potential IP licensing opportunities, for example, to organize concerts or performances relating to our celebrity IPs in metaverse. For our new retail business, we will further increase the frequency of our e-commerce livestreaming sessions and expand our network of all-domain marketing through cooperation with new distributors.

APPRECIATION

On behalf of the Board, I hereby express my sincere gratitude to the management and entire workforce of the Group for their dedication and contributions.

Ma Hsin-Ting
Chairperson

未來發展

展望未來，我們將充分利用上市平台的優勢，聚焦整合我們的實力，進一步增強業務增長。為提高我們的盈利能力，我們將繼續利用我們的明星IP所帶來的流量，推出新品牌及產品線以及直播帶貨等。在IP創造及開發方面，我們的策略是進一步探索圍繞元宇宙概念的商機，創作及孵化更多的IP內容，將其融入元宇宙中，同時捕捉潛在的IP授權機會，例如在元宇宙中組織與明星IP相關的演唱會或表演。對於我們的新零售業務，我們將進一步增加直播帶貨的頻率，透過與新分銷商合作擴大我們的全域營銷網絡。

致謝

本人謹代表董事會對本集團管理層及全體員工的奉獻與貢獻表示衷心感謝。

主席
馬心婷

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The business operations of the Group consist of two major segments, namely (i) the new retail segment, where the Group primarily develop and sell health management and skincare products through various online and offline channels; and (ii) the IP creation and operation segment, where the Group creates and/or manages celebrity IPs, provides planning and management services to production of media contents and events and licenses its celebrity IPs and sells related products.

During the Reporting Period, the Group has seen success with further development of its IP creation and operation business, in particular, revenue derived from such business segment has increased from RMB33.0 million for the six months ended 30 June 2022 (“1H2022”) to RMB62.7 million for 1H2023. In respect of this business segment, the Group has continued its cooperation with Mr. Liu Keng-hung and Ms. Vivi Wang in, among other things, the promotion of products of the Group, as well as products of third-party brand owners in their livestreaming sessions, online short videos and/or other online and offline performances, where the Group was mainly responsible for originating and preparing the contents in such performances. In addition, the Group has further enhanced its celebrity IP portfolio by entering into a cooperation agreement with the artiste management company of Monica Chan Fat Yung and a memorandum of understanding with the artiste management company of Eric Suen Yiu Wai during the Reporting Period.

In addition, to further expand its IP creation and operation business and as the first step to tapping into the ecosystem of “metaverse” (元宇宙) – a virtual-reality space in which users can interact with a computer-generated environment and other users, the Group has cooperated with JVR Music, Weta and China Mobile to create and launch the digital human (數智人) of Chou Chou (周同學) in the China Mobile Metaverse Industry Alliance (中國移動元宇宙產業聯盟). We also cooperated with Weta Workshop Limited, a famous production company of props and film effects in New Zealand, to design and produce the location based experience and other digital contents relating to the Group’s celebrity IPs. Leveraging on its celebrity IP portfolio and its experience in IP content creation, as well as its collaboration with world-class production team, the management believes that the Group would be able to create popular IPs and capture business opportunities arising from the increasing popularity of the concept of metaverse.

業務回顧

本集團的業務營運包括兩個主要分部，即(i)新零售分部，本集團主要通過多種線上及線下渠道開發及銷售健康管理產品及護膚品；及(ii) IP創造及營運分部，本集團創建及／或管理明星IP，為媒體內容製作及活動提供策劃及管理服務及授權其明星IP並出售相關產品。

於報告期間，本集團已見證進一步開發其IP創造及營運業務所取得的成就，尤其是相關業務分部的所得收益由截至2022年6月30日止六個月（「2022年上半年」）的人民幣33.0百萬元增至2023年上半年的人民幣62.7百萬元。就此業務分部而言，本集團持續與劉畊宏先生及王嫻云女士合作，（其中包括）於彼等直播環節、線上短視頻及／或其他線上及線下表演中推廣本集團的產品以及第三方品牌所有者的產品，當中本集團主要負責構思及籌備該等表演的內容。此外，本集團於報告期間進一步提升其明星IP組合，包括與陳法蓉的藝人經紀公司訂立合作協議及與孫耀威的藝人經紀公司訂立諒解備忘錄。

此外，為進一步擴展其IP創造及營運業務及作為進入「元宇宙」（為用戶可與計算機生成環境及其他用戶互動的虛擬實景空間）生態系統的第一步，本集團與杰威爾音樂、Weta及中國移動共同打造並於中國移動元宇宙產業聯盟中推出周同學數智人。我們同時與新西蘭著名的道具及電影特效製作公司Weta Workshop Limited合作，設計及製作外景體驗及與本集團的明星IP有關的其他數字化內容。憑藉其明星IP組合、IP內容創作經驗，以及與世界級製作團隊的合作，管理層相信，本集團將能夠打造熱門IP及把握元宇宙概念日益普及所帶來的商機。



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In respect of new retail business, the Group continued to enhance its product offerings by launching different health management and skincare products. For example, the Group has been launching various food products using its Matcha Powder under its new product line featuring healthy and additive-free food products that was launched in 2022, namely *Ai Chi Xian Mo Ren* (愛吃鮮摩人). The Company believes by enriching its product portfolio, the Group's products would appeal to a broadening demographic of end consumers.

BUSINESS OUTLOOK

Going forward, the Group will continue to solidify its unique IP-empowerment business model with additional core products, media contents and celebrity IP portfolio. In terms of media content creation, the Group has been involved in the production of two major IP programs, including (i) *J-Style Trip* (周遊記) season two, a reality show starring Mr. Jay Chou; and (ii) *Yue Lai Yue Kuai Le* (樂來樂快樂), a music talk show centered around Mr. Harlem Yu, which are both expected to be aired in the second half of 2023. The airing of such IP programs will, on one hand, bring in revenue for the Group's IP creation and operation business and, on other hand, promote brand awareness and empower the sale of the Group's products. The Group is also exploring opportunities in the production of other IP programs such as mini TV series. Apart from its traditional IP contents, it is the Group's strategy to further promote its reputation and brand awareness through deepening its cooperation with different business partners in the metaverse, which is believed to be the upcoming trend of the entertainment industry and digital marketing. Currently, the Group mainly focuses on creation of IP contents for metaverse.

The Group also strives to promote its brand and business to markets beyond Mainland China. As at the date of this report, the Group has sponsored the concert of Alan Walker, a famous music producer and DJ from Norway. The Group will continue to explore opportunities in expanding its new retail and IP creation and operation business on a global basis.

就新零售業務而言，本集團持續豐富其產品供應，推出不同健康管理產品及護膚品。例如，本集團於2022年推出愛吃鮮摩人——一個以健康及無添加劑食品為特點的新產品線，並推出多款採用愛吃鮮摩人抹茶粉的食品。本公司相信透過豐富其產品組合，本集團的產品能夠迎合不斷擴大的終端消費者。

業務展望

展望未來，本集團將持續豐富其核心產品、媒體內容及明星IP組合，以鞏固其獨特的IP賦能業務模式。於媒體內容創造方面，本集團一直參與製作兩檔主要IP節目，包括(i)由周杰倫先生主演的真人秀節目《周遊記》第二季；及(ii)樂來樂快樂，一檔以庾澄慶先生為中心的音樂脫口秀節目，二者均預計將於2023年下半年播出。該等IP節目的播出一方面將為本集團IP創造及營運業務帶來收益，另一方面將提升品牌知名度並賦能本集團的產品銷售。本集團亦在探尋製作其他IP節目如短劇等的機會。除傳統的IP內容外，本集團的策略為透過深化與不同業務夥伴於元宇宙方面的合作，進一步提升其聲譽及品牌知名度，其被認為是娛樂行業及數字化營銷的未來趨勢。目前，本集團主要專注於元宇宙的IP內容創造。

本集團亦致力於向中國內地以外市場推廣其品牌及業務。於本報告日期，本集團已贊助挪威著名音樂製作人兼DJ的艾蘭·沃克(Alan Walker)的音樂會。本集團將繼續物色機會於全球範圍內擴展其新零售及IP創造及營運業務。

Management Discussion and Analysis

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For new retail business, the Group aims to sustain its business growth mainly through upgrading of its existing products and diversifying its product offerings as well as the expansion of its distribution channels. In addition to product distribution through distributors and sub-distributors, in 2022, the Group started to conduct e-commerce livestreaming sessions (直播帶貨) mainly through its *Douyin* account to promote the sale of its products. Since then, the Group has recorded a significant growth in the sale of its products through its online stores on e-commerce platforms. The Group is also exploring potential cooperation with certain new distribution channels. The management of the Group believes that, through the expansion of distribution channels, the Group would be able to expand its customer base which would in turn support the future growth of its new retail business.

FINANCIAL REVIEW

Revenue

The Group recorded a revenue of RMB151.4 million for 1H2023 (1H2022: RMB125.0 million), representing an increase of 21.1% from the revenue for the corresponding period in 2022. The increase was mainly attributable to the increase in the revenue generated from the celebrity IP management business of the Group from RMB14.6 million for 1H2022 to RMB38.4 million for 1H2023.

New retail business

The new retail business continued to be the largest business segment of the Group during the Reporting Period. Revenue from the Group's new retail business remained relatively stable at RMB88.7 million for 1H2023 (1H2022: RMB92.0 million). With respect to the new retail business, the Group derived a majority of its revenue from the sales of its flagship products – *MODONG* coffee (魔胴咖啡), being a beverage containing high-fat specially designed to support the fat/energy ratio under a low-carbohydrate diet plan. Revenue derived from the sale of *MODONG* coffee during 1H2023 amounted to RMB52.8 million (1H2022: RMB71.0 million), representing 59.5% (1H2022: 85.8%) of the Group's revenue from the new retail business during the period. As part of the Group's strategy to diversify its product offerings and distribution channels, during 1H2023, revenue generated from the sale of products under its new product line *Ai Chi Xian Mo Ren* (愛吃鮮摩人), which were mainly sold through livestreaming e-commerce sessions and or other online commerce platforms, amounted to RMB15.1 million (1H2022: nil), representing 17.0% of the Group's revenue from the new retail business during the period. In addition, during 1H2023, the Group also recorded sales of RMB3.3 million from its skincare products under the *Dr.mg* (摩肌博士) sub-brand which mainly targets aging population.

就新零售業務而言，本集團主要透過升級其現有產品，多元化其產品供應以及拓展其分銷渠道，力求維持業務增長。除透過分銷商及經銷商進行產品分銷外，於2022年，本集團開始主要透過其 *抖音* 賬號進行直播帶貨促銷其產品。自此，本集團透過其於電子商務平台的網店銷售的產品錄得大幅增長。本集團亦在探索與若干新分銷渠道的潛在合作。本集團管理層相信，透過擴大分銷渠道，本集團將能夠擴大其客戶群，從而支持其新零售業務的未來增長。

財務回顧

收入

本集團於2023年上半年錄得收入人民幣151.4百萬元(2022年上半年：人民幣125.0百萬元)，較2022年同期收入增加21.1%。增加主要由於本集團明星IP管理業務產生的收入由2022年上半年的人民幣14.6百萬元增加至2023年上半年的人民幣38.4百萬元。

新零售業務

於報告期間，新零售業務繼續為本集團的最大業務分部。2023年上半年，本集團新零售業務的收入仍保持相對穩定，為人民幣88.7百萬元(2022年上半年：人民幣92.0百萬元)。就該新零售業務而言，本集團的大部分收入來自其旗艦產品—*魔胴咖啡*的銷售，*魔胴咖啡*為一種含有專為支持低碳水化合物飲食計劃項下脂肪/能量比率而設計的高脂肪飲料。2023年上半年，銷售*魔胴咖啡*的所得收入為人民幣52.8百萬元(2022年上半年：人民幣71.0百萬元)，佔期間內本集團新零售業務收入的59.5%(2022年上半年：85.8%)。作為本集團多元化其產品供應及分銷渠道策略的一部分，於2023年上半年，新產品線*愛吃鮮摩人*下的產品銷售收入達人民幣15.1百萬元(2022年上半年：零)，主要透過直播帶貨及或其他線上商務平台進行銷售，佔本集團期間內新零售業務收入的17.0%。此外，於2023年上半年，本集團另外錄得*摩肌博士*子品牌旗下護膚品(主要面向成熟年齡人群)的銷售額為人民幣3.3百萬元。



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With its efforts in upgrading and expanding its product offerings and enhancing the distribution channels, it is believed that the Group would be able to further expand its customer base and derive future growth in its new retail business.

IP creation and operation business

The Group recorded a significant increase in the revenue from its IP creation and operation business from RMB33.0 million for 1H2022 to RMB62.7 million for 1H2023, representing an increase of approximately 90.0%. Such increase was primarily attributable to revenue generated from (i) the Group's cooperation with China Mobile in relation to the launch of digital human (數智人) of Mr. Jay Chou in the amount of RMB8.7 million; (ii) cooperation with Mr. Liu Keng-hung and other celebrities in the promotion of products of third-party brand owners in his livestreaming sessions, online short videos and other online and offline performances in the amount of RMB22.0 million; and (iii) e-commerce livestreaming sessions conducted on the Group's *Douyin* account for the promotion of products of third party brand owners (including sale commissions, publication fees (坑位費) and tips from audience (打賞收入)) in the amount of RMB16.4 million.

Cost of revenue

For 1H2023, the cost of revenue of the Group was RMB58.7 million (1H2022: RMB50.7 million), representing an increase of approximately 15.8% as compared to the corresponding period in 2022. Such increase was primarily due to the increase in cost of goods sold from RMB30.4 million in 1H2022 to RMB40.3 million. As the Group has a wide product offerings, its cost of goods sold may fluctuate depending on the composition of the products sold during the relevant period.

Gross profit and gross profit margin

The Group recorded a gross profit of RMB92.7 million for 1H2023 (1H2022: RMB74.3 million), representing an increase of approximately 24.8% from the corresponding period in 2022. Such increase was primarily due to the increase in revenue from IP creation and operation business. Gross profit margin of the Group for 1H2023 was 61.2% (1H2022: 59.4%), which was primarily due to the increase in revenue generated from the Group's cooperation with Mr. Liu Keng-hung where such revenue was recognized after netting off, among other things, the fees payable to business partners and the relevant operating costs, thereby resulting in a relatively higher gross profit margin.

隨著本集團努力提升及擴大產品供應及鞏固分銷渠道，相信本集團將能夠進一步擴大其客戶群並推動其新零售業務的未來增長。

IP 創造及營運業務

本集團的IP創造及營運業務收入錄得顯著增加，由2022年上半年的人民幣33.0百萬元增至2023年上半年的人民幣62.7百萬元，增幅約為90.0%。該增加主要由於(i)本集團與中國移動就推出周杰倫先生的數智人的合作產生的收入人民幣8.7百萬元；(ii)與劉畊宏先生及其他明星合作於其直播環節、線上短視頻以及其他線上及線下表演中推廣第三方品牌所有者的產品產生的收入人民幣22.0百萬元；及(iii)就促銷第三方品牌所有者的產品而於本集團抖音賬號進行的直播帶貨產生的收入(包括銷售佣金、坑位費及打賞收入)人民幣16.4百萬元。

收入成本

2023年上半年，本集團的收入成本為人民幣58.7百萬元(2022年上半年：人民幣50.7百萬元)，較2022年同期增加約15.8%。有關增加主要由於銷售貨品成本由2022年上半年的人民幣30.4百萬元增加至人民幣40.3百萬元。由於本集團產品種類繁多，其銷售貨品成本可能會因相關期間銷售的產品組合而波動。

毛利及毛利率

本集團於2023年上半年錄得毛利人民幣92.7百萬元(2022年上半年：人民幣74.3百萬元)，較2022年同期增加約24.8%。有關增加主要由於IP創造及營運業務的收入增加。本集團於2023年上半年的毛利率為61.2%(2022年上半年：59.4%)，主要由於本集團與劉畊宏先生合作產生的收入增加，而該等收入於扣除(其中包括)應付業務合作夥伴的費用及相關經營成本後確認，由此導致毛利率相對較高。

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Selling and marketing expenses

The selling and marketing expense of the Group for the 1H2023 was RMB32.6 million (1H2022: RMB23.9 million), representing an increase of approximately 36.4% as compared to the corresponding period in 2022. Such increase was mainly attributable to the increase in advertising and marketing expenses from RMB5.3 million for 1H2022 to RMB11.6 million for 1H2023 as a result of (i) the increase in expenses relating to livestreaming and e-commerce livestreaming sessions of the Group; and (ii) the increase in marketing events held following the relaxation of travel restrictions and other social distancing measures.

General and administrative expenses

For 1H2023, the Group recorded general and administrative expense of RMB41.4 million (1H2022: RMB27.8 million), which mainly comprises (i) employee benefit expenses in the amount of RMB18.4 million; (ii) expenses in relation to the listing of the shares of the Group (the “Shares”) in the amount of RMB7.9 million; and (iii) travelling and entertainment expenses in the amount of RMB5.5 million.

Profit for the period

For the 1H2023, the Group recorded profit of RMB16.4 million (1H2022: RMB16.3 million) and a net profit margin of 10.9% (1H2022: 13.1%).

The adjusted net profit of the Group, after excluding listing expenses and share-based compensation expenses incurred, for 1H2023 amounted to RMB25.0 million (1H2022: RMB21.4 million), representing an increase of 16.8% as compared to the corresponding period of 2022. The adjusted net profit margin of the Group for 1H2023 was 16.5% (1H2022: 17.1%).

Capital structure, liquidity and financial resources

As at 30 June 2023, the total number of issued Shares of the Company was 542,914,624 (31 December 2022: 542,914,624 shares) of US dollar 0.00001 each.

As at 30 June 2023, the Group had cash and cash equivalents of RMB100.4 million (31 December 2022: RMB182.6 million) which were mainly denominated in Renminbi. The management of the Group would continuously monitor the cash and financial resources available to the Group in order to support its operations.

銷售及營銷開支

本集團於2023年上半年的銷售及營銷開支為人民幣32.6百萬元（2022年上半年：人民幣23.9百萬元），較2022年同期增加約36.4%。有關增加主要由於(i)本集團直播及直播帶貨環節相關費用增加；及(ii)旅行限制及其他保持社交距離的措施放寬後舉辦的營銷活動增加而導致廣告及營銷開支由2022年上半年的人民幣5.3百萬元增加至2023年上半年的人民幣11.6百萬元。

一般及行政開支

2023年上半年，本集團錄得一般及行政開支人民幣41.4百萬元（2022年上半年：人民幣27.8百萬元），主要包括(i)員工福利開支人民幣18.4百萬元；(ii)本集團股份（「股份」）上市有關的開支人民幣7.9百萬元；及(iii)差旅及酬酢開支人民幣5.5百萬元。

期內溢利

2023年上半年，本集團錄得溢利人民幣16.4百萬元（2022年上半年：人民幣16.3百萬元）及淨利潤率10.9%（2022年上半年：13.1%）。

本集團於2023年上半年的經調整純利（剔除上市開支及已產生的以股份為基礎的薪酬開支後）為人民幣25.0百萬元（2022年上半年：人民幣21.4百萬元），較2022年同期增加16.8%。本集團於2023年上半年的經調整淨利潤率為16.5%（2022年上半年：17.1%）。

資本架構、流動資金及財務資源

於2023年6月30日，本公司已發行股份總數為542,914,624股每股0.00001美元的股份（2022年12月31日：542,914,624股股份）。

於2023年6月30日，本集團的現金及現金等價物為人民幣100.4百萬元（2022年12月31日：人民幣182.6百萬元），主要以人民幣計價。本集團管理層將持續監察本集團可用的現金及財務資源，以支持其運營。



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As at 30 June 2023, the Group had outstanding bank borrowings in the amount of RMB12.5 million (31 December 2022: RMB15.0 million), which was arising from a five-year mortgage loan entered into in 2021 for the purchase of office premises with a fixed interest rate 5.7% per annum. The mortgage loan is repayable by monthly installments. As at 30 June 2023, the Group did not have any unutilized banking facilities.

As at 30 June 2023, the Group had a current ratio of 1.2 times (31 December 2022: 1.3 times) and gearing ratio of 1.02 times (31 December 2022: 0.84 times).

Financial instrument with redemption rights

As at 30 June 2023, the Group had liabilities in relation to financial instrument with redemption rights of RMB184.4 million (31 December 2022: RMB178.7 million). Such liabilities were arising from the pre-ipo investment of Bradbury Private Investment III Inc. (“Bradbury”), a shareholder of the Company holding 5.54% of the total number of issued Shares as at 30 June 2023. For details of the investment of Bradbury, please refer to the section headed “History, development and reorganization – Pre-IPO investments – Special rights granted to the Pre-IPO investors” in the prospectus of the Company dated 30 June 2023 (the “Prospectus”).

On 13 July 2023, the shares of the Company were listed (the “Listing”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Upon the Listing, the redemption right has been extinguished automatically and ceased to have any effect. Such investment was then regarded as an equity upon completion of Listing.

Contingent liabilities

As at 30 June 2023, the Group did not have any significant contingent liabilities.

Significant investments held

During the Reporting Period, the Group did not have any significant investments. As at the date of this report, the Group does not have any future plans for material investments or capital assets.

Material acquisitions and disposals of assets, subsidiaries, associates and joint ventures

During the Reporting Period, the Group did not have any material acquisitions and disposals of assets, subsidiaries, associates or joint ventures.

於2023年6月30日，本集團的未償還銀行借款為人民幣12.5百萬元（2022年12月31日：人民幣15.0百萬元），源自就購買辦公室物業而於2021年訂立的固定利率為年息5.7%的五年期按揭貸款。該按揭貸款須按月分期償還。於2023年6月30日，本集團並無任何未動用銀行融資。

於2023年6月30日，本集團的流動比率為1.2倍（2022年12月31日：1.3倍）及資本負債比率為1.02倍（2022年12月31日：0.84倍）。

附帶贖回權利的金融工具

於2023年6月30日，本集團與附帶贖回權利的金融工具有關的負債為人民幣184.4百萬元（2022年12月31日：人民幣178.7百萬元）。有關負債乃源自Bradbury Private Investment III Inc.（「Bradbury」）（於2023年6月30日持有本公司已發行股份總數5.54%的股東）的首次公開發售前投資。有關Bradbury的投資詳情，請參閱本公司日期為2023年6月30日的招股章程（「招股章程」）「歷史、發展及重組－首次公開發售前投資－授予首次公開發售前投資者的特別權利」一節。

本公司股份於2023年7月13日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。上市後，贖回權自動終止，不再具有任何效力。該投資於上市完成後被視作權益。

或然負債

於2023年6月30日，本集團並無任何重大或然負債。

持有之重大投資

於報告期間，本集團並無任何重大投資。於本報告日期，本集團並無任何重大投資或資本資產的未來計劃。

重大收購及出售資產、附屬公司、聯營公司及合營企業

於報告期間，本集團並無任何重大收購及出售資產、附屬公司、聯營公司及合營企業。

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Charges on the Group's assets

As at 30 June 2023 and 31 December 2022, there were no charges on the Group's assets.

Exposure to fluctuations in exchange rates and related hedges

The Group mainly operates in the People's Republic of China (the "PRC") with most of the transactions settled in Renminbi. The management of the Group considers that the business is not exposed to any significant foreign exchange risk as it has no significant financial assets or liabilities that are denominated in currencies other than the respective functional currencies of its operating entities. The Group did not hedge against any fluctuation in exchange rates of foreign currency during the Reporting Period.

During 1H2023, the Group recorded foreign exchange losses of RMB3.4 million (1H2022: foreign exchange losses of RMB4.9 million), which was mainly arising from bank balance held by offshore subsidiaries of the Company denominated in Renminbi as a result of the devaluation of Renminbi to Hong Kong dollars during the Reporting Period.

Subsequent events after the reporting period

Save as disclosed in this report, there was no material event affecting the Group since 30 June 2023 and up to the date of this report.

Employees and Remuneration Policy

As at 30 June 2023, the Group had 296 employees (31 December 2022: 250 employees), a majority of which are located in the PRC. As required by the laws and regulations in the PRC, the Group participate in various government statutory employee benefit plans, including social insurance funds and housing provident funds. The Group is required under the PRC laws to contribute to employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of our employees up to a maximum amount specified by the local government from time to time.

During 1H2023, the Group incurred employee benefit expense of RMB31.1 million. The Group's remuneration policy rewards employees and Directors based on individual's performance, demonstrated capabilities, involvement, market comparable information and the performance of the Group. The Group has also adopted a share option scheme and may grant options thereunder to, among others, its Directors, officers and employees. In addition, the Group provides regular internal training program to its employees, which covers topics on its business operations, corporate culture, products and the industry trends etc., which will allow the employees to envision their career paths and growth potential with the Group.

本集團資產押記

於2023年6月30日及2022年12月31日，本集團並無資產押記。

匯率波動風險及有關對沖

本集團主要於中華人民共和國(「中國」)營運，大部分交易以人民幣結算。本集團管理層認為，業務並不面臨任何重大外匯風險，因為本集團並無重大金融資產或負債是以本集團經營實體各自功能貨幣以外的貨幣計值。於報告期間內，本集團並無對沖外幣匯率的任何波動。

於2023年上半年，本集團錄得外匯虧損人民幣3.4百萬元(2022年上半年：外匯虧損人民幣4.9百萬元)，主要由本公司的境外附屬公司持有的銀行結餘(以人民幣計值)因報告期間人民幣兌港元貶值引起。

報告期間後事項

除本報告所披露者外，自2023年6月30日起直至本報告日期，並無影響本集團的重大事項。

僱員及薪酬政策

於2023年6月30日，本集團擁有296名僱員(2022年12月31日：250名僱員)，其中大部分僱員定居於中國。根據中國法律及法規的規定，本集團參與多項政府法定僱員福利計劃，包括社會保險基金及住房公積金。根據中國法律的規定，本集團須按僱員工資、獎金及若干津貼的特定百分比向僱員福利計劃供款，最高金額由當地政府不時指定。

於2023年上半年，本集團產生僱員福利開支人民幣31.1百萬元。本集團的薪酬政策根據個人表現、展現能力、參與程度、市場可比資料及本集團表現來獎勵僱員及董事。本集團亦採納購股權計劃並可能據此向(其中包括)其董事、高級職員及僱員授出購股權。此外，本集團定期提供內部培訓課程計劃，涵蓋有關其業務營運、企業文化、產品及行業趨勢等主題，這將使僱員能預期在本集團的職業道路及發展潛力。



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USE OF PROCEEDS FROM LISTING

The shares of the Company were listed on the Main Board of the Stock Exchange on 13 July 2023 (the “Listing Date”) by way of global offering (the “Global Offering”). After deducting the underwriting fees and expenses payable by the Company in connection with the Global Offering, the net proceeds received by the Company from the Listing amounted to approximately HK\$252.8 million.

The proceeds from Listing are and will continuously be applied in the same manner as set out in the Prospectus, namely:

上市所得款項用途

本公司股份於2023年7月13日（「上市日期」）以全球發售方式（「全球發售」）在聯交所主板上市。於扣除包銷費及本公司就全球發售應付的開支後，本公司自上市收取的所得款項淨額約為252.8百萬港元。

上市所得款項現時及將繼續按招股章程所載的相同方式應用，即：

Item	項目	Available 可動用	Net proceeds (HK\$ in million) 所得款項淨額(百萬港元)		Expected timeline for the unutilized balance 未動用結餘的 預期時間表
			Utilised as at the date of this report 於本報告 日期已動用	Unutilised as at the date of this report 於本報告 日期未動用	
Diversification of product portfolio	多元化產品組合	60.2	–	60.2	By the end of 2025 於2025年底前
Research and development of food and beverages	研發食品及飲品	21.8	–	21.8	By the end of 2025 於2025年底前
Research and development of skincare products	研發護膚品	20.0	–	20.0	By the end of 2025 於2025年底前
Research and development of other new product lines	研發其他新產品線	10.5	–	10.5	By the end of 2025 於2025年底前
Research and development of products associated with proprietary IPs	研發專有IP相關的產品	7.9	–	7.9	By the end of 2025 於2025年底前
Increase brand exposure and product sales on multi-channel network	增加在多渠道網絡上的品牌曝光率及產品銷售	77.4	–	77.4	By the end of 2025 於2025年底前
Cooperation with selected key opinion leaders (“KOL”) and/or placement of sale-based advertisement in KOLs’ E-commerce Livestreaming sessions	與選定的關鍵意見領袖（「KOL」）合作及／或在KOL的直播帶貨中投放銷售廣告	44.2	–	44.2	By the end of 2025 於2025年底前
Development of proprietary livestreaming programs and cultivation of KOLs and key opinion consumers (KOCs)	開發專有直播節目及培養KOL及關鍵意見消費者（KOC）	33.2	–	33.2	By the end of 2025 於2025年底前

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Item	項目	Available 可動用	Net proceeds (HK\$ in million) 所得款項淨額(百萬港元)		Expected timeline for the unutilized balance 未動用結餘的 預期時間表
			Utilised as at the date of this report 於本報告 日期已動用	Unutilised as at the date of this report 於本報告 日期未動用	
Creation of unique celebrity IPs and associated IP contents	創建獨有的明星IP及相關 IP內容	70.2	–	70.2	By the end of 2025 於2025年底前
IP content creation	IP內容創作	46.8	–	46.8	By the end of 2025 於2025年底前
Event planning	活動策劃	23.4	–	23.4	By the end of 2025 於2025年底前
Upgrade of our IT infrastructure and increase investment in IT development	升級我們的IT基礎設施及 增加對IT開發的投資	31.1	–	31.1	By the end of 2025 於2025年底前
Working capital	營運資本	13.9	–	13.8	By the end of 2025 於2025年底前
Total	總計	252.8	–	252.8	



Biographical Details of Directors

董事履歷詳情

EXECUTIVE DIRECTORS

Ms. Ma, Hsin-Ting, aged 47, joined the Group in November 2015 and is one of our founders. Ms. Ma was the chief executive officer of Star Plus Cultural (Kunshan) Investment Company Limited (“Star Plus (Kunshan)”) from November 2015 to August 2018. Ms. Ma was appointed as the executive Director and chairperson of the Board in September 2021, and has also been the chief executive officer of Kunshan Star Plus Action E-Commerce Company Limited and Beijing Star Plus Legend Cultural Development Company Limited since March 2016 and June 2020, respectively. Ms. Ma is primarily responsible for overall business strategy, daily management and operations of the Group and has been responsible for overseeing the sales function of the Group and the branding of our products. She has also been heavily involved in the establishment of the distribution system and network for *MODONG* coffee. Ms. Ma has more than 20 years of working experience in cultural, media and financial industries.

Prior to founding the Group, Ms. Ma served in Taiwan Eastern Broadcasting Co., Ltd. (東森電視事業股份有限公司) from December 1997 to April 2007, with her last position as news producer. Ms. Ma served as consultant in a company held by IDG Capital from August 2008 to March 2020, where she was primarily responsible for providing investment-related advisory services. In May 2022, Ms. Ma was appointed as an expert of the Brand Committee (品牌方專委會專家) of the New Retail and Livestream E-commerce Expert Committee (新零售和直播電商專家委員會) established by the Development Research Center of the State Administration for Market Regulation.

Ms. Ma obtained a master’s degree in marketing and distribution management from National Kaohsiung University of Science and Technology (formerly known as National Kaohsiung First University of Science and Technology) in June 2003 and a college degree in Japanese language from Wenzao Ursuline University of Languages (formerly known as Wenzao Ursuline College of Languages (私立文藻外國語文專科學校)) in June 1995.

執行董事

馬心婷女士，47歲，於2015年11月加入本集團並為我們的創始人之一。馬女士自2015年11月至2018年8月擔任巨室文創(昆山)投資有限公司(「巨室文創(昆山)」)的首席執行官。馬女士於2021年9月獲委任為執行董事兼董事會主席且自2016年3月及2020年6月起分別擔任昆山巨星行動電子商務有限公司及北京巨星傳奇文化發展有限公司的首席執行官。馬女士主要負責本集團的整體業務策略、日常管理及營運，並一直負責監督本集團的銷售職能及我們產品的品牌創建。彼亦大量參與魔胴咖啡分銷系統及網絡的建立。馬女士於文化、媒體及金融行業擁有逾20年的工作經驗。

於創辦本集團之前，馬女士自1997年12月至2007年4月任職於東森電視事業股份有限公司，其最後職位為新聞製作人。馬女士於2008年8月至2020年3月於IDG Capital持有的一家公司中擔任顧問，主要負責提供投資相關諮詢服務。於2022年5月，馬女士獲委任為國家市場監督管理總局發展研究中心成立的新零售和直播電商專家委員會品牌方專委會專家。

馬女士於2003年6月取得國立高雄科技大學(前稱國立高雄第一科技大學)的市場營銷及分銷管理碩士學位及於1995年6月自文藻外國語大學(前稱私立文藻外國語文專科學校)取得日本語大專學歷。

Biographical Details of Directors

董事履歷詳情

Dr. Qian, Sam Zhongshan, aged 59, joined the Group in April 2017 as a consultant of Star Plus (Kunshan) and was appointed as the strategy officer of Star Plus (Kunshan) in August 2018. Dr. Qian was appointed as the chief executive officer of Star Plus Development Limited (“Star Plus Development”) in October 2020. Dr. Qian was appointed as the chief executive officer and executive Director in September 2021. Dr. Qian is primarily responsible for overall business strategy and corporate finance strategy of the Group. Dr. Qian has over 20 years of experience in financial market and management of public companies.

Prior to joining the Group, Dr. Qian served as an associate in the strategic trading division of Chase Manhattan Bank from December 1993 to July 1996; associate director in the risk finance group of Barclays Capital, an investment bank, from July 1996 to February 2000; vice president in Sohu.com Limited (formerly known as Sohu.com Inc.), the shares of which are listed on the Nasdaq Stock Market (NASDAQ: SOHU), a company principally engaged in brand advertising and online games, from March 2000 to March 2004, where he was in charge of strategising business plans. Dr. Qian served as the president and chief financial officer of China Finance Online Co., Ltd, the shares of which are listed on the Nasdaq Stock Market (NASDAQ: JRJC), a web-based financial information/service company, from April 2004 to June 2006, where he supervised works relating to finance, investors relations and administration. Dr. Qian also served as the chief financial officer of Allyes Information Technology Company Limited (好耶信息技術(上海)有限公司), a company principally engaged in online marketing, from June 2006 to April 2007, where he supervised the financial operations of the company; and the managing director of ExaByte Capital Management (HK) Limited, an asset management company, from April 2012 to December 2016, where he participated in the formulation of strategies.

Dr. Qian has served as an independent non-executive director of Yoho Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2347) since May 2022.

Dr. Qian obtained a Doctor of Philosophy degree in astro-physics from Columbia University in the United States in February 1991 and a bachelor's degree in physics from the University of Science and Technology of China in June 1985.

錢中山博士，59歲，於2017年4月加入本集團，擔任巨室文創(昆山)的顧問及於2018年8月獲委任為巨室文創(昆山)的策略主任。錢博士於2020年10月獲委任為巨星文創發展有限公司(「巨星文創發展」)的首席執行官。錢博士於2021年9月獲委任為首席執行官兼執行董事。錢博士主要負責本集團的整體業務策略及企業融資戰略。錢博士於金融市場及上市公司管理方面擁有逾20年經驗。

於加入本集團之前，錢博士自1993年12月至1996年7月在大通曼哈頓銀行戰略貿易部門擔任聯繫人；自1996年7月至2000年2月在一間投資銀行巴克萊資本風險融資組擔任聯席董事；自2000年3月至2004年3月於搜狐公司(前稱搜狐網絡有限責任公司，股份在納斯達克股票市場上市(NASDAQ: SOHU)，一間主要從事品牌廣告及網絡遊戲的公司)擔任副總裁，負責戰略業務計劃。錢博士自2004年4月至2006年6月於中國金融在線有限公司(其股份於納斯達克股票市場上市(NASDAQ: JRJC)，一間基於網絡的金融信息/服務公司)擔任總裁及首席財務官，監督與財務、投資者關係及行政有關的工作。錢博士亦自2006年6月至2007年4月於好耶信息技術(上海)有限公司(一間主要從事網絡營銷的公司)擔任首席財務官，監督該公司的財務運營；及自2012年4月至2016年12月擔任大數資本管理(香港)有限公司(一間資產管理公司)的董事總經理，參與制定策略。

錢博士自2022年5月起擔任聯交所主板上市公司友和集團控股有限公司(股份代號：2347)的獨立非執行董事。

錢博士於1991年2月取得美國哥倫比亞大學的天體物理學哲學博士學位及於1985年6月取得中國科學技術大學的物理學學士學位。



Biographical Details of Directors 董事履歷詳情

Mr. Lai, Kwok Fai Franki, aged 58, joined the Group in November 2015 as the vice president of finance of Star Plus (Kunshan). Mr. Lai was appointed as the executive Director and chief financial officer in September 2021. Mr. Lai is also the director of Star Plus Development and the general manager and director of Star Plus (Kunshan) and Beijing Star Plus Master Cultural Communication Company Limited. Mr. Lai is primarily responsible for overall financial management and corporate finance strategy of the Group. Mr. Lai has over 30 years of working experience in accounting and financial advisory.

Prior to joining the Group, Mr. Lai served at Citibank, N.A. from October 1989 to September 2000, with his last position as vice president of the worldwide securities services department; and JPMorgan Chase & Co. from September 2000 to February 2008, with his last position as executive director of the treasury & securities services department, where he was responsible for providing investment-related advisory services. Mr. Lai served as chief financial officer of Net Movie Limited from March 2008 to March 2015, where he was responsible for formulating the financial strategies; and the general manager of each of Kunshan Dream World Commercial Management Company Limited (昆山夢世界商業管理有限公司) from April 2015 to December 2017, and China Dream World (HK) Limited from January 2018 to February 2021, respectively, which were both engaged in cultural project management where he was responsible for formulating financial strategies.

Mr. Lai served as an executive director of China Digital Culture (Group) Limited, a company previously listed on the GEM of the Stock Exchange (stock code: 8175) from July 2016 to March 2020.

Mr. Lai obtained a bachelor's degree in computing studies from Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in November 1989.

賴國輝先生，58歲，於2015年11月加入本集團，擔任巨室文創(昆山)的財務副總裁。賴先生於2021年9月獲委任為執行董事兼首席財務官。賴先生亦為巨星文創發展的董事以及巨室文創(昆山)及北京巨星精湛文化傳播有限公司的總經理兼董事。賴先生主要負責本集團的整體財務管理及企業融資戰略。賴先生於會計及財務顧問方面擁有逾30年的工作經驗。

於加入本集團之前，賴先生於1989年10月至2000年9月任職於花旗銀行，其最後職位為全球證券服務部副總裁；以及於2000年9月至2008年2月任職於JPMorgan Chase & Co.，其最後職位為財務及證券投資部執行董事，負責提供投資相關諮詢服務。賴先生於2008年3月至2015年3月擔任Net Movie Limited的首席財務官，負責制定財務策略；以及於2015年4月至2017年12月擔任昆山夢世界商業管理有限公司的總經理及於2018年1月至2021年2月擔任China Dream World (HK) Limited的總經理，該兩間公司均從事文化項目管理，彼於該等公司負責制定財務策略。

賴先生於2016年7月至2020年3月擔任中國數碼文化(集團)有限公司(一間先前於聯交所GEM上市的公司(股份代號：8175))的執行董事。

賴先生於1989年11月取得香港理工學院(現稱為香港理工大學)的計算機科學學士學位。

Biographical Details of Directors

董事履歷詳情

NON-EXECUTIVE DIRECTORS

Mr. Yang, Chun-Jung, aged 59, is one of our founders. Mr. Yang was appointed as the non-executive Director in September 2021. Mr. Yang is responsible for advising on the overall development of the Group. Mr. Yang is an established music professional with more than 30 years of experience in the music industry and artiste management.

Mr. Yang has been the chief executive officer, director and controlling shareholder of JVR Music International Ltd., the artiste management company of various celebrities including Mr. Jay Chou, since April 2007, where he is responsible for the provision of artiste management service to celebrities and acted as the manager of celebrities including Mr. Jay Chou. He also assists celebrities in relation to the creation and production of songs and music albums.

Mr. Yang has been a non-executive director of G.H.Y Culture & Media Holding Co., Limited since November 2020, the shares of which are listed on the Main Board of Singapore Exchange Securities Trading Limited (SGX: XJB).

Mr. Yang obtained a bachelor's degree in agricultural promotion from Taiwan University in June 1987.

Mr. Chen, Chung, aged 63, is one of our founders. He was appointed as the non-executive Director in September 2021. Mr. Chen is responsible for advising on the overall development of the Group. Mr. Chen has over 15 years of working experience in artiste management.

Mr. Chen has served as the general manager of Juicy Music Co Ltd (巨室音樂娛樂製作有限公司), a company principally engaged in artiste management, since 2005, where he has been responsible for the negotiation of endorsement agreements for various artists, including Mr. Jay Chou, and execution of concerts.

非執行董事

楊峻榮先生，59歲，我們的創始人之一。楊先生於2021年9月獲委任為非執行董事。楊先生負責就本集團的整體發展提供建議。楊先生乃著名的音樂工作人員，在音樂行業及藝人經紀方面擁有逾30年經驗。

楊先生自2007年4月起為杰威爾音樂有限公司(周杰倫先生等眾多明星的藝人經紀公司)的首席執行官、董事兼控股股東，彼於該公司負責為明星提供藝人經紀服務，並擔任包括周杰倫先生在內的明星的經紀人。彼亦協助明星創作及製作歌曲及音樂專輯。

楊先生自2020年11月起擔任長信文化傳媒控股集團有限公司(其股份於新加坡證券交易所有限公司主板上市(新交所：XJB))的非執行董事。

楊先生於1987年6月取得台灣大學的農業推廣學士學位。

陳中先生，63歲，我們的創始人之一。彼於2021年9月獲委任為非執行董事。陳先生負責就本集團的整體發展提供建議。陳先生於藝人經紀方面擁有逾15年的工作經驗。

陳先生自2005年以來擔任巨室音樂娛樂製作有限公司(一間主要從事藝人經紀的公司)的總經理，負責為包括周杰倫先生在內的多位藝人磋商代言協議，並執行演唱會。



Biographical Details of Directors 董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Xue Jun, aged 48, joined the Group as the independent non-executive Director in April 2023. Dr. Xue is responsible for providing independent advice on the operation and management of the Group. Dr. Xue has considerable professional experience in the legal field, in particular, e-commerce related laws in the PRC.

Dr. Xue has been working at the Peking University since 2005 and is currently a professor at the Law School of Peking University (北京大學) and the director of e-commerce law research center of Peking University. In July 1996 and June 2000, Dr. Xue received a bachelor of laws degree and master's degree in civil and commercial laws from Zhongnan University of Economics and Law (中南財經政法大學) (previously known as Zhongnan University of Political Science and Law (中南政法學院)) and Zhongnan University of Economics and Law (中南財經政法大學) respectively. In October 2005, Dr. Xue obtained his doctorate in Roman law from Università degli Studi di Roma Tor Vergata.

Dr. Xue served as an independent non-executive director of Sino-Ocean Service Holding Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6677) from November 2020 to August 2022.

Mr. Yang, Dave De (former name: Yang Dezhi), aged 57, joined the Group as the independent non-executive Director in April 2023. Mr. Yang is responsible for providing independent advice on the operation and management of the Group.

Mr. Yang served as the regional finance director for the North Asia region of Reckitt Benckiser Group PLC, the shares of which are listed on the London Stock Exchange (LON: RB), a company providing hygiene, health and nutrition products, from September 2012 to September 2016; and partner and chief financial officer of Dalton International, from January 2017 to February 2019.

Mr. Yang served as an independent director and chairperson of the audit committee of ChangYou.com Limited, a company previously listed on the Nasdaq Stock Market (NASDAQ: CYOU) from April 2009 to April 2020; and has been an independent director and member of the audit committee of Sohu.com Limited (formerly known as Sohu.com Inc.), the shares of which are listed on the Nasdaq Stock Market (NASDAQ: SOHU) since April 2017.

獨立非執行董事

薛軍博士，48歲，於2023年4月加入本集團，擔任獨立非執行董事。薛博士負責就本集團的營運及管理提供獨立建議。薛博士於法律領域，特別是中國電子商務相關法律方面擁有豐富的專業經驗。

薛博士自2005年起任職於北京大學，現任北京大學法學院教授及北京大學電子商務法研究中心主任。於1996年7月及2000年6月，薛博士分別獲得中南財經政法大學(前稱中南政法學院)的法學學士學位及中南財經政法大學的民商法碩士學位。於2005年10月，薛博士獲得羅馬第二大學(Università degli Studi di Roma Tor Vergata)羅馬法博士學位。

薛博士於2020年11月至2022年8月擔任遠洋服務控股有限公司(其股份於聯交所主板上市(股份代號：6677))的獨立非執行董事。

Yang, Dave De先生(原名：楊德志)，57歲，於2023年4月加入本集團，擔任獨立非執行董事。楊先生負責就本集團的營運及管理提供獨立建議。

楊先生於2012年9月至2016年9月擔任利潔時集團的北亞區區域首席財務官，該公司股份於倫敦證券交易所上市(LON: RB)，是一家提供衛生、健康及營養產品的公司；及於2017年1月至2019年2月擔任Dalton International的合夥人兼首席財務官。

楊先生於2009年4月至2020年4月擔任暢遊有限公司(一家先前於納斯達克股票市場上市的公司(NASDAQ: CYOU)獨立董事及審核委員會主席；及自2017年4月起擔任搜狐公司(前稱搜狐網絡有限責任公司)獨立董事及審核委員會成員，該公司的股份在納斯達克股票市場上市(NASDAQ: SOHU)。

Biographical Details of Directors

董事履歷詳情

Mr. Yang obtained a master's degree in science from the City University of New York in June 1995, a master's degree in management engineering from the University of Science and Technology of China (中國科學技術大學) in August 1989, and bachelor's degree in geophysics from the University of Science and Technology of China in July 1986.

Ms. Chung, Elizabeth Ching Yee, aged 53, joined the Group as the independent non-executive Director in April 2023. Ms. Chung is responsible for providing independent advice on the operation and management of the Group.

Ms. Chung is currently the chief executive officer and executive director of Brillink Bank Corporation Limited and a director of Brillink Fintech Limited. Prior to that, she was appointed as an executive director and the chief executive officer of China Brilliant Global Limited (a company listed on the GEM of the Stock Exchange, stock code: 8026) on 18 May 2018, and appointed as chief executive officer and executive director of Paganini Milano (SG) PTE Limited in 2017, responsible for brand positioning, strategic planning, and business development. Ms. Chung was an employee of BOCI Securities Limited and HSBC Broking Securities (Asia) Limited from April 2003 to April 2017. Ms. Chung has been appointed as a non-executive director of InvesTech Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1087) since 3 January 2023.

Ms. Chung obtained a bachelor of science degree from Rutgers, The State University of New Jersey in October 1994.

楊先生於1995年6月於紐約城市大學取得理學碩士學位，於1989年8月於中國科學技術大學取得管理工程碩士學位，並於1986年7月於中國科學技術大學取得地球物理學學士學位。

鍾靜儀女士，53歲，於2023年4月加入本集團，擔任獨立非執行董事。鍾女士負責就本集團的營運及管理提供獨立建議。

鍾女士現時於Brillink Bank Corporation Limited出任首席執行官兼執行董事，於Brillink Fintech Limited出任董事。在此之前，彼於2018年5月18日獲朗華國際集團有限公司（一家於聯交所GEM上市的公司，股份代號：8026）委任為執行董事及首席執行官，於2017年獲委任為Paganini Milano (SG) PTE Limited的首席執行官兼執行董事，負責品牌定位、戰略規劃及業務發展。於2003年4月至2017年4月，鍾女士為中銀國際證券有限公司及滙豐金融證券（亞洲）有限公司的僱員。鍾女士自2023年1月3日起獲威訊控股有限公司（一家於聯交所主板上市的公司，股份代號：1087）委任為非執行董事。

鍾女士於1994年10月在新澤西州立羅格斯大學獲得理學學士學位。

Other Information 其他資料

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

As at 30 June 2023, the shares of the Company were not listed on the Stock Exchange. The respective Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance of Hong Kong (the "SFO"), Section 352 of the SFO and the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were not applicable.

As at the date of this report, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were 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 are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules were as follows:

(A) Long positions in the shares of US\$0.00001 each of the Company (the "Shares")

Name of Director	Nature of interest	Number of Shares held	Percentage of issued share capital (Note 6)
董事姓名	權益性質	所持有 股份數目	佔已發行股本 百分比 (附註6)
Ms. Ma, Hsin-Ting ("Ms. Ma") (Notes 1 and 5) 馬心婷女士(「馬女士」)(附註1及5)	Interest in controlled corporation 於受控法團的權益	199,302,054	24.85%
	Interest of party acting in concert 一致行動人士的權益	265,736,072	33.14%
Dr. Qian, Sam Zhongshan ("Dr. Qian") (Note 2) 錢中山博士(「錢博士」)(附註2)	Beneficial owner 實益擁有人	9,965,103	1.24%
	Interest of spouse 配偶權益	13,206,742	1.65%

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益及淡倉

於2023年6月30日，本公司股份並未於聯交所上市。香港證券及期貨條例(「證券及期貨條例」)第XV部第7及8分部、證券及期貨條例第352條及載列於聯交所證券上市規則(「上市規則」)附錄十之上市發行人董事進行證券交易的標準守則(「標準守則」)各項並不適用。

於本報告日期，本公司董事及最高行政人員於本公司或其相聯法團(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根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉)或根據證券及期貨條例第352條須登記於該條所述登記冊或根據上市規則附錄十所載標準守則須知會本公司及聯交所之權益及淡倉如下：

(A) 於本公司每股0.00001美元股份(「股份」)的好倉

Other Information 其他資料

Name of Director	Nature of interest	Number of Shares held	Percentage of issued share capital (Note 6)
董事姓名	權益性質	所持有股份數目	佔已發行股本百分比 (附註6)
Mr. Lai, Kwok Fai Franki (“Mr. Lai”) 賴國輝先生(「賴先生」)	Beneficial owner 實益擁有人	99,651,027	12.43%
Mr. Yang, Chun-Jung (“Mr. Yang”) (Notes 3 and 5) 楊峻榮先生(「楊先生」)(附註3及5)	Interest in controlled corporation 於受控法團的權益	199,302,054	24.85%
	Interest of party acting in concert 一致行動人士的權益	265,736,072	33.14%
Mr. Chen, Chung (“Mr. Chen”) (Notes 4 and 5) 陳中先生(「陳先生」)(附註4及5)	Interest in controlled corporation 於受控法團的權益	66,434,018	8.28%
	Interest of party acting in concert 一致行動人士的權益	398,604,108	49.71%
Ms. Chung, Elizabeth Ching Yee 鍾靜儀女士	Beneficial owner 實益擁有人	150,000	0.02%

Notes:

- In accordance with the SFO, Ms. Ma has total interest in 465,038,126 Shares, of which 265,736,072 Shares are held by other parties acting in concert and 199,302,054 Shares are held by Harmony Culture Investment Limited (“Harmony Culture”) which is wholly owned by Ms. Ma. By virtue of the SFO, Ms. Ma is deemed to be interested in the Shares which Harmony Culture has interest in.
- In accordance with the SFO, Dr. Qian has total interest in 23,171,845 Shares, of which 13,206,742 Shares are held by Ms. Zhang, Jing. Dr. Qian is the spouse of Ms. Zhang, Jing. By virtue of the SFO, Dr. Qian is deemed to be interested in the Shares which Ms. Zhang, Jing has interest in.
- In accordance with the SFO, Mr. Yang has total interest in 465,038,126 Shares, of which 265,736,072 Shares are held by other parties acting in concert and 199,302,054 Shares are held by Legend Key International Limited (“Legend Key”) which is owned as to 50% by Mr. Yang and 50% by Ms. Yeh, Hui-Mei (“Ms. Yeh”). By virtue of the SFO, Mr. Yang is deemed to be interested in the Shares which Legend Key has interest in.

附註:

- 根據證券及期貨條例，馬女士合共於465,038,126股股份中擁有權益，其中265,736,072股股份由其他一致行動人士持有，而199,302,054股股份則由馬女士全資擁有的Harmony Culture Investment Limited(「Harmony Culture」)持有。根據證券及期貨條例，馬女士被視為於Harmony Culture擁有權益的股份中擁有權益。
- 根據證券及期貨條例，錢博士合共於23,171,845股股份中擁有權益，其中張靜女士持有13,206,742股股份。錢博士乃張靜女士的配偶。根據證券及期貨條例，錢博士被視為於張靜女士擁有權益的股份中擁有權益。
- 根據證券及期貨條例，楊先生合共於465,038,126股股份中擁有權益，其中265,736,072股股份由其他一致行動人士持有，而199,302,054股股份則由楊先生擁有50%權益及葉惠美女士(「葉女士」)擁有50%權益的Legend Key International Limited(「Legend Key」)持有。根據證券及期貨條例，楊先生被視為於Legend Key擁有權益的股份中擁有權益。



Other Information 其他資料

4. In accordance with the SFO, Mr. Chen has total interest in 465,038,126 Shares, of which 398,604,108 Shares are held by other parties acting in concert and 66,434,018 Shares are held by Max One Ltd. (“Max One”) which is wholly owned by Mr. Chen. By virtue of the SFO, Mr. Chen is deemed to be interested in the Shares which Max One has interest in.
 5. Pursuant to the concert party agreement dated 13 September 2021, Ms. Ma, Mr. Yang, Ms. Yeh and Mr. Chen agreed, among other things, that they should act in concert in respect of their voting rights and actively cooperate to consolidate control over voting rights of the Company. Accordingly, each of Ms. Ma, Mr. Yang, Ms. Yeh and Mr. Chen is deemed to be interested in all the Shares in which each of them is interested under the SFO.
 6. The percentage is calculated based on the issued share capital of the Company as at 31 August 2023.
4. 根據證券及期貨條例，陳先生合共於465,038,126股股份中擁有權益，其中398,604,108股股份由其他一致行動人士持有，而66,434,018股股份則由陳先生全資擁有的Max One Ltd. (「Max One」) 持有。根據證券及期貨條例，陳先生被視為於Max One擁有權益的股份中擁有權益。
 5. 根據日期為2021年9月13日的一致行動方協議，馬女士、楊先生、葉女士及陳先生同意(其中包括)彼等須就彼等投票權一致行動並積極合作以鞏固本公司的投票控制權。因此，根據證券及期貨條例，馬女士、楊先生、葉女士及陳先生各自被視為於各自擁有權益的所有股份中擁有權益。
 6. 該百分比按本公司於2023年8月31日的已發行股本計算。

(B) Long positions in the shares of associated corporations

(B) 於相聯法團股份的好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Nature of interest 權益性質	Number of shares held in associated corporation 於相聯法團所持股份數目	Percentage of interest in associated corporation 佔相聯法團權益百分比
Ms. Ma (Note) 馬女士(附註)	Harmony Culture Harmony Culture	Beneficial owner 實益擁有人	1	100%
Mr. Yang (Note) 楊先生(附註)	Legend Key Legend Key	Beneficial owner 實益擁有人	500,000	50%
Mr. Chen (Note) 陳先生(附註)	Max One Max One	Beneficial owner 實益擁有人	2,000,000	100%

Note:

The Company is owned as to 24.85% by each of Harmony Culture and Legend Key; and 8.28% by Max One. Harmony Culture is wholly owned by Ms. Ma. Legend Key is owned as to 50% by Mr. Yang. Max One is wholly owned by Mr. Chen.

附註：

本公司由Harmony Culture及Legend Key各擁有24.85%；及由Max One擁有8.28%。Harmony Culture由馬女士全資擁有。Legend Key由楊先生擁有50%。Max One由陳先生全資擁有。

Other Information 其他資料

(C) Long positions in the underlying Shares under equity derivatives

(C) 根據股本衍生工具於相關股份的好倉

Name of Director	Nature of interest	Number of underlying Shares (under equity derivatives of the Company) 相關股份數目 (根據本公司股本衍生工具)	Approximate percentage of the issued share capital of the Company (Note 2) 佔本公司已發行股本概約百分比 (附註2)
董事姓名	權益性質		
Ms. Ma (Note 1) 馬女士 (附註1)	Beneficial owner 實益擁有人	6,640,004	0.83%

Notes:

- 6,640,004 options were granted to Ms. Ma under the Pre-IPO Stock Incentive Plan.
- The issued share capital of the Company for calculating the percentage in this column refers to the issued share capital of the Company as at 31 August 2023.

附註：

- 6,640,004份購股權根據首次公開發售前股份激勵計劃授予馬女士。
- 計算本欄之百分比之本公司已發行股本指於2023年8月31日之本公司已發行股本。



Other Information 其他資料

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

As at 30 June 2023, the Shares were not listed on the Stock Exchange. So far as the Directors are aware, as at the date of this report, the following persons had interests or short positions in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

(A) Long positions in the Shares

Name of shareholder 股東姓名／名稱	Nature of interest 權益性質	Number of Shares held 所持有 股份數目	Percentage of issued share capital (Note 6) 佔已發行股本 百分比 (附註6)
(a) Harmony Culture (Note 1) Harmony Culture (附註1)	Beneficial owner 實益擁有人	199,302,054	24.85%
Ms. Ma (Notes 1 and 4) 馬女士 (附註1及4)	Interest in controlled corporation 於受控法團的權益	199,302,054	24.85%
	Interest of party acting in concert 一致行動人士的權益	265,736,072	33.14%
(b) Legend Key (Note 2) Legend Key (附註2)	Beneficial owner 實益擁有人	199,302,054	24.85%
Mr. Yang (Notes 2 and 4) 楊先生 (附註2及4)	Interest in controlled corporation 於受控法團的權益	199,302,054	24.85%
	Interest of party acting in concert 一致行動人士的權益	265,736,072	33.14%
Ms. Yeh (Notes 2 and 4) 葉女士 (附註2及4)	Interest in controlled corporation 於受控法團的權益	199,302,054	24.85%
	Interest of party acting in concert 一致行動人士的權益	265,736,072	33.14%

主要股東於本公司之股份及相關股份之權益及淡倉

於2023年6月30日，股份並未於聯交所上市。據董事所盡悉，於本報告日期，以下人士擁有於本公司之股份及相關股份中根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所並根據證券及期貨條例第336條須登記於本公司所維持之登記冊之權益或淡倉：

(A) 於股份之好倉

Other Information 其他資料

Name of shareholder	Nature of interest	Number of Shares held	Percentage of issued share capital (Note 6)
股東姓名／名稱	權益性質	所持有 股份數目	佔已發行股本 百分比 (附註6)
(c) Max One (Note 3) Max One (附註3)	Beneficial owner 實益擁有人	66,434,018	8.28%
Mr. Chen (Notes 3 and 4) 陳先生 (附註3及4)	Interest in controlled corporation 於受控法團的權益	66,434,018	8.28%
	Interest of party acting in concert 一致行動人士的權益	398,604,108	49.71%
(d) Mr. Lai 賴先生	Beneficial owner 實益擁有人	99,651,027	12.43%
(e) Mr. Ho Chi Sing (“Mr. Ho”) (Note 5) 何志成先生(「何先生」) (附註5)	Interest in controlled corporation 於受控法團的權益	45,513,546	5.68%

Notes:

- In accordance with the SFO, Ms. Ma has total interest in 465,038,126 Shares, of which 265,736,072 Shares are held by other parties acting in concert and 199,302,054 Shares are held by Harmony Culture which is wholly owned by Ms. Ma. By virtue of the SFO, Ms. Ma is deemed to be interested in the Shares which Harmony Culture has interest in.
- In accordance with the SFO, each of Mr. Yang and Ms. Yeh has total interest in 465,038,126 Shares, of which 265,736,072 Shares are held by other parties acting in concert and 199,302,054 Shares are held by Legend Key which is owned as to 50% by Mr. Yang and 50% by Ms. Yeh. By virtue of the SFO, Mr. Yang and Ms. Yeh are deemed to be interested in the Shares which Legend Key has interest in.
- In accordance with the SFO, Mr. Chen has total interest in 465,038,126 Shares, of which 398,604,108 Shares are held by other parties acting in concert and 66,434,018 Shares are held by Max One which is wholly owned by Mr. Chen. By virtue of the SFO, Mr. Chen is deemed to be interested in the Shares which Max One has interest in.

附註：

- 根據證券及期貨條例，馬女士合共於465,038,126股股份中擁有權益，其中265,736,072股股份由其他一致行動人士持有，而199,302,054股股份則由馬女士全資擁有的Harmony Culture持有。根據證券及期貨條例，馬女士被視為於Harmony Culture擁有權益的股份中擁有權益。
- 根據證券及期貨條例，楊先生及葉女士合共於465,038,126股股份中擁有權益，其中265,736,072股股份由其他一致行動人士持有，而199,302,054股股份則由Legend Key(由楊先生及葉女士分別擁有50%權益)持有。根據證券及期貨條例，楊先生及葉女士被視為於Legend Key擁有權益的股份中擁有權益。
- 根據證券及期貨條例，陳先生合共於465,038,126股股份中擁有權益，其中398,604,108股股份由其他一致行動人士持有，而66,434,018股股份則由陳先生全資擁有的Max One持有。根據證券及期貨條例，陳先生被視為於Max One擁有權益的股份中擁有權益。



Other Information 其他資料

- Pursuant to the concert party agreement dated 13 September 2021, Ms. Ma, Mr. Yang, Ms. Yeh and Mr. Chen agreed, among other things, that they should act in concert in respect of their voting rights and actively cooperate to consolidate control over voting rights of the Company. Accordingly, each of Ms. Ma, Mr. Yang, Ms. Yeh and Mr. Chen is deemed to be interested in all the Shares in which each of them is interested under the SFO.
- In accordance with the SFO, Mr. Ho has total interest in 45,513,546 Shares, of which 35,042,523 Shares are held by Lake Ranch Limited ("Lake Ranch") and 10,471,023 Shares are held by Kai Le Investment Holdings I Ltd. ("Kai Le"). Lake Ranch and Kai Le are wholly owned by Mr. Ho. By virtue of the SFO, Mr. Ho is deemed to be interested in the Shares which Lake Ranch and Kai Le have interest in.
- The percentage is calculated based on the issued share capital of the Company as at 31 August 2023.

- 根據日期為2021年9月13日的一致行動方協議，馬女士、楊先生、葉女士及陳先生同意（其中包括）彼等須就彼等投票權一致行動並積極合作以鞏固本公司的投票控制權。因此，根據證券及期貨條例，馬女士、楊先生、葉女士及陳先生各自被視為於各自擁有權益的所有股份中擁有權益。
- 根據證券及期貨條例，何先生合共於45,513,546股股份中擁有權益，其中35,042,523股股份由Lake Ranch Limited（「Lake Ranch」）持有，而10,471,023股股份則由Kai Le Investment Holdings I Ltd.（「Kai Le」）持有。Lake Ranch及Kai Le均由何先生全資擁有。根據證券及期貨條例，何先生被視為於Lake Ranch及Kai Le擁有權益的股份中擁有權益。
- 該百分比按本公司於2023年8月31日的已發行股本計算。

(B) Long positions in the underlying Shares under equity derivatives

(B) 根據股本衍生工具於相關股份的好倉

Name of shareholder 股東姓名	Nature of interest 權益性質	Number of underlying Shares (under equity derivatives of the Company) 相關股份數目（根據本公司股本衍生工具）	Approximate percentage of the issued share capital of the Company (Note 2) 佔本公司已發行股本概約百分比 (附註2)
Ms. Ma (Note 1) 馬女士(附註1)	Beneficial owner 實益擁有人	6,640,004	0.83%

Notes:

- 6,640,004 options were granted to Ms. Ma under the Pre-IPO Stock Incentive Plan.
- The issued share capital of the Company for calculating the percentage in this column refers to the issued share capital of the Company as at 31 August 2023.

附註：

- 6,640,004份購股權根據首次公開發售前股份激勵計劃授予馬女士。
- 計算本欄之百分比之本公司已發行股本指於2023年8月31日之本公司已發行股本。

Other Information 其他資料

SHARE SCHEMES

Pre-IPO Stock Incentive Plan

Pursuant to the resolution passed by the shareholders of the Company on 3 August 2020, the Company approved and adopted a stock incentive plan (the “Pre-IPO Stock Incentive Plan”) to grant awards to its directors, employees and other service providers. Up to the Listing Date, options in respect of 33,217,009 Shares (as adjusted after the capitalization issue on the Listing Date) were granted to 34 grantees under the Pre-IPO Stock Incentive Plan. The Company has not and will not grant further options under the Pre-IPO Stock Incentive Plan after the Listing. Please refer to the Prospectus for further details of the Pre-IPO Stock Incentive Plan.

The particulars of the outstanding options under the Pre-IPO Stock Incentive Plan are as follows:

Grantees	Date of Grant	Outstanding as at 1 January 2023 於2023年1月1日 尚未行使	Number of options 購股權數目			Outstanding as at 30 June 2023 於2023年6月30日 尚未行使	Vesting period	Exercise period	Exercise price (HK\$) 行使價 (港元)
			Exercised	Cancelled	Lapsed				
承授人	授出日期		已行使	已註銷	已失效	歸屬期	行使期		
Director 董事									
Ms. Ma 馬女士	3 August 2020 2020年8月3日	6,640,004	-	-	-	6,640,004	(Note 1) (附註1)	(Note 3) (附註3)	1.43
Employees 僱員									
	3 August 2020 2020年8月3日	26,311,005	-	-	-	26,311,005	(Note 1) (附註1)	(Note 3) (附註3)	1.43
	16 November 2020 2020年11月16日	266,000	-	-	-	266,000	(Note 2) (附註2)	(Note 3) (附註3)	1.43
Total 總計		33,217,009	-	-	-	33,217,009			

Notes:

- The options granted to each grantee shall be vested in four installments. 25% of the option granted shall be vested on 3 August 2021, 2022, 2023 and 2024, respectively.
- The options granted to the grantee shall be vested in four installments. 25% of the option granted shall be vested on 16 November 2021, 2022, 2023 and 2024, respectively.
- The exercise period of the options shall commence from the end of the respective vesting period until the 10th anniversary of the date of grant, subject to the terms of the Pre-IPO Stock Incentive Plan and the grant notice given to the grantees.

股份計劃

首次公開發售前股份激勵計劃

根據本公司股東於2020年8月3日通過的決議案，本公司已批准及採納一項股份激勵計劃（「首次公開發售前股份激勵計劃」），以向其董事、僱員及其他服務提供商授出獎勵。直至上市日期，涉及33,217,009股股份的購股權（於上市日期資本化發行後經調整）已根據首次公開發售前股份激勵計劃授予34名承授人。本公司於上市後並無且不會根據首次公開發售前股份激勵計劃授出進一步購股權。有關首次公開發售前股份激勵計劃的進一步詳情，請參閱招股章程。

首次公開發售前股份激勵計劃下尚未行使購股權的詳情如下：

附註：

- 授予各承授人的購股權應分四期歸屬。所授出購股權的25%將分別於2021年、2022年、2023年及2024年8月3日歸屬。
- 授予承授人的購股權應分四期歸屬。所授出購股權的25%將分別於2021年、2022年、2023年及2024年11月16日歸屬。
- 購股權的行使期將為有關歸屬期結束後開始直至授出日期第十週年為止，惟須遵守首次公開發售前股份激勵計劃條款及向承授人發出的授出通知。



Other Information 其他資料

Share Option Scheme

A share option scheme was conditionally adopted by resolutions of the Company's shareholders passed on 19 June 2023 with effect from the Listing Date. Up to the date of this report, no option has been granted, agreed to be granted, exercised, cancelled or lapsed under the scheme. As at the date of this report, the number of options available for grant under the scheme mandate was 80,000,000 Shares, being 10% of the total number of Shares in issue as of the Listing Date and the service provider sublimit was 8,000,000 Shares, being 1% of the total number of Shares in issue as of the Listing Date. As the share option scheme was only effective on the Listing Date, no shares may be issued in respect of options granted under the share option scheme during the Reporting Period. From the Listing Date to the date of this report, the number of shares that may be issued under of all share schemes of the Company divided by the weighted average number of Shares in issue is approximately 10%.

DIVIDEND

Pursuant to a resolution passed by the shareholders of the Company on 13 June 2023, special dividends of HK\$60,000,000 out of the share premium account were declared to the then shareholders of the Company.

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2023 (2022: Nil).

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company adopted the Model Code as set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by the Directors and by relevant employees of the Group. All Directors have confirmed, following specific enquiries by the Company, that they fully complied with the Model Code and its code of conduct regarding directors' securities transactions since the Listing Date to the date of this report.

CORPORATE GOVERNANCE

The Company complied with the code provisions as set out in the Corporate Governance Code contained in Part 2 of Appendix 14 of the Listing Rules since the Listing Date to the date of this report.

購股權計劃

本公司股東於2023年6月19日通過決議案有條件採納購股權計劃，自上市日期起生效。截至本報告日期，並無任何購股權根據該計劃授出、同意授出、行使、註銷或失效。於本報告日期，根據該計劃授權可供授出的購股權數目為80,000,000股股份，即截至上市日期已發行股份總數的10%，而服務提供商分項限額為8,000,000股股份，即截至上市日期已發行股份總數的1%。由於購股權計劃於上市日期方生效，因此報告期內不得根據購股權計劃授出的購股權發行股份。自上市日期起至本報告日期，根據本公司所有股份計劃可發行的股份數目除以已發行股份的加權平均數為約10%。

股息

根據本公司股東於2023年6月13日通過的決議案，本公司從股份溢價賬中向當時的股東宣派特別股息60,000,000港元。

董事會已議決不就截至2023年6月30日止六個月宣派中期股息(2022年：無)。

證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則作為本集團董事及相關僱員進行證券交易的行為守則。經本公司作出具體查詢後，全體董事已確認，彼等自上市日期起至本報告日期一直全面遵守標準守則及有關董事進行證券交易的行為守則。

企業管治

自上市日期起至本報告日期，本公司已遵守上市規則附錄十四第二部分所載企業管治守則所載的守則條文。

Other Information 其他資料

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities since the Listing Date.

AUDIT COMMITTEE

The audit committee of the Company has reviewed the Group's unaudited condensed consolidated results for the six months ended 30 June 2023 and discussed with the management on the accounting principles and practices, financial reporting process, internal control adopted by the Group with no disagreement by the audit committee of the Company.

By Order of the Board

Star Plus Legend Holdings Limited
Ma Hsin-Ting
Chairperson and Executive Director

Hong Kong, 31 August 2023

購買、出售或贖回本公司上市證券

自上市日期起，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

審核委員會

本公司審核委員會已審閱本集團截至2023年6月30日止六個月的未經審核簡明綜合業績，並與管理層討論本集團採用的會計原則及慣例、財務報告程序及內部控制，本公司審核委員會對此並無異議。

承董事會命

巨星傳奇集團有限公司
主席兼執行董事
馬心婷

香港，2023年8月31日

Star Plus Legend Holdings Limited
巨星傳奇集團有限公司

