



REM Group (Holdings) Limited

全達電器集團（控股）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 : 1750

2024
INTERIM REPORT
中期報告





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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wan Man Keung (*Chairman*)

Mr. Leung Ka Wai (*Chief Executive Officer*)

Non-Executive Director

Mrs. Kan Wan Wai Yee Mavis

Independent Non-Executive Directors

Mr. Ng Chi Keung Alex

Mr. Cheng Sum Hing

Ms. Ng Ching Ying

BOARD COMMITTEES

Audit Committee

Ms. Ng Ching Ying (*Chairlady*)

Mrs. Kan Wan Wai Yee Mavis

Mr. Cheng Sum Hing

Remuneration Committee

Mr. Ng Chi Keung Alex (*Chairman*)

Mr. Wan Man Keung

Mr. Cheng Sum Hing

Nomination Committee

Mr. Cheng Sum Hing (*Chairman*)

Mr. Wan Man Keung

Mr. Ng Chi Keung Alex

AUTHORISED REPRESENTATIVES

Mr. Leung Ka Wai

Mr. Yip Chi Fai

COMPANY SECRETARY

Mr. Yip Chi Fai

董事會

執行董事

尹民強先生 (*主席*)

梁家威先生 (*行政總裁*)

非執行董事

簡尹慧兒女士

獨立非執行董事

吳志強先生

鄭森興先生

吳晶瑩女士

董事委員會

審核委員會

吳晶瑩女士 (*主席*)

簡尹慧兒女士

鄭森興先生

薪酬委員會

吳志強先生 (*主席*)

尹民強先生

鄭森興先生

提名委員會

鄭森興先生 (*主席*)

尹民強先生

吳志強先生

授權代表

梁家威先生

葉志輝先生

公司秘書

葉志輝先生

CORPORATE INFORMATION 公司資料

AUDITORS

Cheng & Cheng Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL OFFICE OF BUSINESS

Unit 5, 4/F
Chai Wan Industrial City Phase II
No. 70 Wing Tai Road
Hong Kong

COMPANY WEBSITE

<http://www.rem-group.com.hk>

STOCK CODE

1750

核數師

鄭鄭會計師事務所有限公司

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號遠東金融中心17樓

註冊辦事處

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

總部及主要營業地點

香港
永泰道70號
柴灣工業城2期
4樓5室

公司網站

<http://www.rem-group.com.hk>

股份代號

1750

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND MARKET PROSPECT

The Group is a renowned manufacturer and supplier of low-voltage electrical power distribution and control devices in Hong Kong, Macau and Mainland China. The Group recorded a loss of approximately HK\$2,956,000 for the six months ended 30 June 2024 as compared to the profit of approximately HK\$537,000 for the six months ended 30 June 2023. The turnaround from profit to loss is primarily attributable to (i) a decrease in the Group's revenue due to decrease in sales orders from the customers for low-voltage electrical power distribution and control devices; and (ii) an increase in administrative costs due to increase in staff costs for the Hong Kong-based employees.

The group's products cover commercial buildings, government facilities and hospitals from both the private and public sectors in Hong Kong, Macau and Mainland China. During the relevant period, Hong Kong construction industry has been facing the problems of manpower, quality and worker safety issues, such several major problems led to significant cost overruns and delays in goods acceptance process and accidents on sites.

The Group foresees that the business environment in the future would remain challenging with a substantial degree of uncertainty. We will continue to broaden our customer base and take effective cost control measures, diversify our sales network and strive to expand our own brand product for sale. We will strive to achieve sustainable business growth and deliver maximum long-term benefits to our shareholders. The Board remains having a positive view on the business and prospects of the Group in the upcoming year.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK\$25.5 million, or approximately 29.8%, from approximately HK\$85.8 million for the six months ended 30 June 2023 to approximately HK\$60.2 million for the six months ended 30 June 2024. Such decrease in revenue was mainly due to decrease in sales orders from the customers for low-voltage electrical power distribution and control devices during the six months ended 30 June 2024 as compared with that of 30 June 2023.

業務回顧及市場前景

本集團為香港、澳門及中國內地知名的低壓配電及電力控制裝置製造商及供應商。本集團於截至二零二四年六月三十日止六個月錄得虧損約2,956,000港元，而截至二零二三年六月三十日止六個月錄得溢利約537,000港元。盈轉虧主要由於(i)本集團的收入減少，原因是低壓配電及控制裝置的客戶銷售訂單減少；及(ii)行政成本增加，原因是香港本地僱員的員工成本增加。

本集團產品涵蓋香港、澳門及中國內地的私人及公共商業樓宇、政府設施及醫院。於相關期間，香港建造業一直面臨人力、質量及工人安全問題，該等多項主要問題導致重大成本超支、貨物接收流程延誤及工地意外。

本集團預計未來的營商環境仍將充滿挑戰，並存在很大程度的不確定性。我們將繼續擴大我們的客戶基礎，並採取有效的成本控制措施，多元化我們的銷售網絡，並努力擴大我們的自有品牌產品銷售。我們將努力實現可持續的業務增長，為股東帶來最大的長期利益。董事會仍對本集團來年的業務及前景持正面看法。

財務回顧

收益

本集團的收益由截至二零二三年六月三十日止六個月的約85.8百萬港元減少約25.5百萬港元或約29.8%至截至二零二四年六月三十日止六個月的約60.2百萬港元。收益減少主要由於截至二零二四年六月三十日止六個月低壓配電及電力控制裝置客戶的銷售訂單較二零二三年六月三十日減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW *(Continued)*

Cost of Sales

The Group's cost of sales amounted to approximately HK\$47.6 million for the six months ended 30 June 2024, representing a decrease of approximately 32.3% from approximately HK\$70.3 million for the six months ended 30 June 2023. Cost of sales mainly comprised of costs of raw materials and staff costs, which accounted for approximately 71.2% and 18.7% respectively of the Group's total cost of sales for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately 77.7% and 15.5% respectively).

Gross Profit

The Group's gross profit decreased by approximately 18.4% from approximately HK\$15.5 million during the six months ended 30 June 2023 to approximately HK\$12.6 million during the six months ended 30 June 2024. The decrease in gross profit is in line with the decrease in revenue during the period.

Other income, gains and losses (net)

The Group's other income, gains and losses (net) decreased from approximately HK\$1.8 million for the six months ended 30 June 2023 to approximately HK\$1.1 million for the six months ended 30 June 2024, which was attributable to the bank interest income of approximately HK\$0.6 million and the exchange gain due to the fluctuation of exchange rate of approximately HK\$0.2 million being recorded during the period ended 30 June 2024.

Selling and distribution expenses

The Group's selling and distribution expenses decreased by approximately 34.5% from approximately HK\$2.9 million during the six months ended 30 June 2023 to approximately HK\$1.9 million during the six months ended 30 June 2024. Such decrease is in line with the decrease of the sales volume during the period. The Group continues to implement the cost saving measures in order to minimise the unnecessary transportation cost.

財務回顧 *(續)*

銷售成本

本集團於截至二零二四年六月三十日止六個月的銷售成本為約47.6百萬港元，較截至二零二三年六月三十日止六個月的約70.3百萬港元減少約32.3%。銷售成本主要包括原材料成本及員工成本，其分別佔本集團截至二零二四年六月三十日止六個月銷售成本總額的約71.2%及18.7%（截至二零二三年六月三十日止六個月：分別為約77.7%及15.5%）。

毛利

本集團的毛利由截至二零二三年六月三十日止六個月的約15.5百萬港元減少約18.4%至截至二零二四年六月三十日止六個月的約12.6百萬港元。毛利減少與期內收益減少的情況一致。

其他收入、收益及虧損（淨額）

本集團的其他收入、收益及虧損（淨額）由截至二零二三年六月三十日止六個月的約1.8百萬港元減少至截至二零二四年六月三十日止六個月的約1.1百萬港元，可歸因於截至二零二四年六月三十日止期間錄得銀行利息收入約0.6百萬港元以及由於匯率波動產生的匯兌收益約0.2百萬港元。

銷售及分銷開支

本集團的銷售及分銷開支由截至二零二三年六月三十日止六個月的約2.9百萬港元減少約34.5%至截至二零二四年六月三十日止六個月的約1.9百萬港元。該減少與期內銷量減少的情況一致。本集團將持續實施成本控制措施，以盡量減少不必要的運輸成本。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Administrative and other expenses

The Group's administrative and other expenses increased by approximately HK\$1.0 million, or approximately 7.8%, from approximately HK\$13.4 million for the six months ended 30 June 2023 to approximately HK\$14.4 million for the six months ended 30 June 2024. The increase in administrative and other expenses was mainly attributable to the increase in the salaries for Hong Kong-based staff.

Finance costs

The Group's finance costs decreased from approximately HK\$229,000 for the six months ended 30 June 2023 to approximately HK\$93,000 for the six months ended 30 June 2024, which mainly due to repayment of part of the interest bearing short-term loans during the period.

Taxation

The Group recorded an income tax expense of approximately HK\$183,000 and approximately HK\$153,000 respectively for the six months ended 30 June 2024 and 2023. The income tax expense mainly arose from the profits being recorded in Mainland China entity during the six months ended 30 June 2024.

(Loss)/Profit for the period attributable to the owners of the Company

As a result of the decrease in revenue, the Group recorded a net loss for the period attributable to the owners of the Company of approximately HK\$2,956,000 for the six months ended 30 June 2024, as compared with a net profit for the period attributable to the owners of the Company of approximately HK\$537,000 for the six months ended 30 June 2023.

行政及其他開支

本集團的行政及其他開支由截至二零二三年六月三十日止六個月的約13.4百萬港元增加約1.0百萬港元或約7.8%至截至二零二四年六月三十日止六個月的約14.4百萬港元。行政及其他開支增加乃主要由於香港員工薪金有所增加所致。

融資成本

本集團的融資成本由截至二零二三年六月三十日止六個月的約229,000港元減少至截至二零二四年六月三十日止六個月的約93,000港元，主要是由於期內償還了部分計息短期貸款。

稅務

本集團於截至二零二四年及二零二三年六月三十日止六個月錄得所得稅開支分別為約183,000港元及約153,000港元。所得稅開支主要由中國內地的實體於截至二零二四年六月三十日止六個月內錄得的利潤所產生。

本公司擁有人應佔期內(虧損)/溢利

由於收益減少，本集團錄得截至二零二四年六月三十日止六個月本公司擁有人應佔期內虧損淨額約為2,956,000港元，而截至二零二三年六月三十日止六個月本公司擁有人應佔期內溢利淨額約為537,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group has financed its operations primarily through cash inflows from operating activities and proceeds received from the Listing. As at 30 June 2024, the Group had cash and cash equivalents of approximately HK\$55.8 million (31 December 2023: approximately HK\$53.0 million).

As at 30 June 2024, the working capital (current assets less current liabilities) and total equity attributable to owners of the Group were approximately HK\$132.6 million (31 December 2023: approximately HK\$138.5 million) and approximately HK\$165.7 million (31 December 2023: approximately HK\$167.9 million) respectively.

Gearing ratio (calculated based on the interests bearing liabilities, which excluded lease liabilities, divided by the total equity as at the respective end of period and multiplied by 100%) as at 30 June 2024 was approximately 1.3% (31 December 2023: 1.6%). Such decrease was mainly due to short-term borrowings repaid during the period.

CURRENCY RISK

The Group has minimal exposure to foreign currency risk as most of its business transactions and assets and liabilities are principally denominated in the functional currencies of the relevant group entities. As such, the Group currently does not have any foreign currency hedging policy in respect of foreign currency transactions and assets and liabilities as the Group's risk in foreign exchange is insignificant. However, the Group will continue to monitor closely its exposure to currency movement and take proactive measures.

INTEREST RATE RISK

The Group is exposed to fair value interest rate risk in relation to lease liabilities. The Group is exposed to cash flow interest rate risk through the impact of rate changes on interest bearing financial assets and liabilities, mainly interest-bearing bank balances at variable interest rates. The Group currently does not have an interest rate hedging policy. However, the management of the Group will consider hedging significant interest rate risk should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances.

流動資金、財務資源及資本架構

本集團主要透過經營活動所得現金流入及自上市籌集所得款項為營運提供資金。於二零二四年六月三十日，本集團的現金及現金等價物約為55.8百萬港元（二零二三年十二月三十一日：約53.0百萬港元）。

於二零二四年六月三十日，營運資金（流動資產減流動負債）及本集團擁有人應佔權益總額分別約為132.6百萬港元（二零二三年十二月三十一日：約138.5百萬港元）及約為165.7百萬港元（二零二三年十二月三十一日：約167.9百萬港元）。

於二零二四年六月三十日的資產負債比率（按計息負債（不包括租賃負債）除以各期末的總權益並乘以100%計算）約為1.3%（二零二三年十二月三十一日：1.6%）。該下降主要是由於期內償還短期借款所致。

貨幣風險

本集團所面臨外幣風險甚微，因其大部分業務交易及資產及負債乃主要以相關集團實體的功能貨幣計值。由於本集團之外匯風險輕微，本集團目前並無就外幣交易及資產及負債制定任何外幣對沖政策。然而，本集團將繼續緊密監察其貨幣變動風險及採取積極措施。

利率風險

本集團因租賃負債而面臨公平值利率風險。本集團面對因計息金融資產及負債（主要為按浮動利率計息的銀行結餘）的利率變動影響產生的現金流量利率風險。本集團現時並無利率對沖政策。然而，本集團管理層在有需要時會考慮對沖重大利率風險。

本集團的現金流量利率風險主要集中於銀行結餘利率的浮動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITION OR DISPOSALS

Save as disclosed in this report, there were no significant investments held, nor any material acquisitions or disposals of subsidiaries or associates during the six months ended 30 June 2024.

PLEDGE OF ASSETS

As at 30 June 2024 and 31 December 2023, the Group's banking facilities were secured by corporate guarantees provided by the Company for unlimited amounts and certain leasehold land and buildings. There was no other pledge of assets as at 30 June 2024 and 31 December 2023.

FUTURE PLAN FOR MATERIAL INVESTMENT AND CAPITAL ASSETS

Save as disclosed in this report and in the prospectus of the Company dated 27 April 2018 (the "Prospectus"), the Group does not have other plans for material investments and capital assets for the six months ended 30 June 2024 and up to the date of this report.

CAPITAL COMMITMENTS

The Group had the following capital commitment in respect of investment in a subsidiary at the end of the reporting period.

所持重大投資、重大收購或出售

除於本報告所披露者外，於截至二零二四年六月三十日止六個月，概無持有重大投資，亦無附屬公司或聯營公司的任何重大收購或出售。

資產抵押

於二零二四年六月三十日及二零二三年十二月三十一日，本集團銀行融資由本公司提供的無限額公司擔保及若干租賃土地及樓宇作抵押。於二零二四年六月三十日及二零二三年十二月三十一日並無其他資產抵押。

有關重大投資及資本資產的未來計劃

除於本報告及本公司日期為二零一八年四月二十七日的招股章程（「招股章程」）所披露者外，於截至二零二四年六月三十日止六個月及直至本報告日期，本集團並無有關重大投資及資本資產的其他計劃。

資本承擔

本集團於報告期末擁有下列有關於附屬公司進行投資的資本承擔。

	At 30 June 2024 於二零二四年 六月 三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月 三十一日 HK\$'000 千港元 (audited) (經審核)
Contracted, but not provided for – committed investment in a subsidiary	1,000	1,000

已訂約但未撥備
— 於附屬公司的承擔投資

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2024 (31 December 2023: nil).

EVENTS AFTER THE REPORTING PERIOD

There have been no material events occurring after the reporting period and up to the date of this report.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend to shareholders of the Company (the “**Shareholders**”) for the six months ended 30 June 2024 (six months ended 30 June 2023: nil).

EMPLOYEES AND REMUNERATION POLICY

The Group had 220 full-time employees as at 30 June 2024 (31 December 2023: 229), among which 48 and 172 were stationed in Hong Kong and Mainland China, respectively. Most of the Group’s employees were factory workers in Mainland China. The total staff costs (including fees, salaries and other allowance, and retirement benefit scheme contributions) for the six months ended 30 June 2024 were approximately HK\$18.6 million (six months ended 30 June 2023: approximately HK\$18.0 million). The remuneration policy and package of the Group’s employees were periodically reviewed. Apart from retirement benefit scheme contributions, salary increment and discretionary bonuses may be awarded to employees according to the assessment of individual performance. The remuneration policy in place as at 30 June 2024 was in line with the current legislation in the relevant jurisdictions, market conditions and performance of the staff and the Group.

或然負債

於二零二四年六月三十日，本集團並無重大或然負債（二零二三年十二月三十一日：無）。

報告期後事項

於報告期後至本報告日期概無發生重大事件。

中期股息

於截至二零二四年六月三十日止六個月，董事會不建議向本公司股東（「股東」）派付中期股息（截至二零二三年六月三十日止六個月：無）。

僱員及薪酬政策

於二零二四年六月三十日，本集團有220名全職僱員（二零二三年十二月三十一日：229名），當中48名及172名分別駐守香港及中國內地。本集團大多數僱員為中國內地的工廠工人。截至二零二四年六月三十日止六個月的員工成本總額（包括袍金、薪金及其他津貼以及退休福利計劃供款）為約18.6百萬港元（截至二零二三年六月三十日止六個月：約18.0百萬港元）。本集團定期檢討僱員薪酬政策及待遇。除退休福利計劃供款外，本集團或會根據個人表現評核而向僱員加薪及酌情授予花紅。於二零二四年六月三十日已實施的薪酬政策符合相關司法權區的現行法例、市況以及員工及本集團的表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

USE OF PROCEEDS FROM THE LISTING

The shares of the Company (the “Shares”) have been listed on the Stock Exchange since 11 May 2018 (the “Listing Date”). Net proceeds from the Listing were approximately HK\$75.0 million (after deducting the underwriting commission and other listing expenses in connection to the Listing (the “Net Proceeds”), which was different from the estimated net proceeds of HK\$89.7 million as disclosed in the Prospectus. The difference of HK\$14.7 million has been adjusted in the same manner and in the same proportion to the use of proceeds as shown in the Prospectus. According to the announcement of the Company on 16 August 2022 and 28 September 2023 (the “Announcements”), the Board has resolved to change the proposed use of the unutilised net proceeds.

An analysis of the amounts utilised up to 30 June 2024 is set out below:

上市所得款項用途

本公司股份（「股份」）自二零一八年五月十一日（「上市日期」）起於聯交所上市。上市所得款項淨額為約75.0百萬港元（於扣除與上市有關的包銷佣金及其他上市開支後（「所得款項淨額」），與招股章程所披露的估計所得款項淨額89.7百萬港元不同。差額14.7百萬港元已按招股章程呈列的所得款項用途以相同方式及比例作出調整。根據本公司於二零二二年八月十六日及二零二三年九月二十八日刊發的公告（「該等公告」），董事會已決議變更未動用所得款項淨額的建議用途。

截至二零二四年六月三十日的已動用金額分析載列如下：

Description	描述	Net proceeds from Listing (HK\$ million) (百萬港元)	Revised	Further change	Revised	Utilised	Utilised	Unutilised
			allocation of Net Proceeds as disclosed in the Announcement on 16th August 2022 (於二零二二年八月十六日的公告中披露的所得款項淨額的經修訂分配) (HK\$ million) (百萬港元)	in allocation of Net Proceeds as disclosed in the Announcement on 28th September 2023 (於二零二三年九月二十八日的公告中披露的所得款項淨額的進一步變更的經修訂分配) (HK\$ million) (百萬港元)		Net Proceeds allocation of Net Proceeds (所得款項淨額的經修訂分配) (HK\$ million) (百萬港元)	Net Proceeds up to 31 December 2023 (截至二零二三年十二月三十一日止期間的已動用所得款項淨額) (HK\$ million) (百萬港元)	Net Proceeds during the period ended 30 June 2024 (於二零二四年六月三十日止期間的已動用所得款項淨額) (HK\$ million) (百萬港元)
(i) Acquisition of a factory in Mainland China (“New Factory”)	(i) 在中國內地購入一間廠房（「新廠房」）							
- Consideration of the New Factory and the related commission, deed tax, stamp duty and professional fees	- 新廠房的代價及相關佣金、契約稅、印花稅及專業費用	37.4	37.4	(34.5)	2.9	2.9	-	-
- Acquisition of machineries and equipment	- 購買機器及設備	21.2	3.7	-	3.7	3.7	-	-
(ii) Acquisition of machineries and equipment for the existing factory located in Dongguan (“DG Quanda Factory”)	(ii) 購買東莞現有廠房（「東莞全達廠房」）的機器及設備	13.3	5.9	-	5.9	4.7	0.2	1.0
(iii) General Working Capital	(iii) 一般營運資金	3.1	15.6	12.5	28.1	23.6	4.5	-
(iv) Maintenance and alteration for the DG Quanda Factory	(iv) 東莞全達廠房的維護及改建	-	12.4	-	12.4	4.6	1.9	5.9
(v) Extend banking facilities	(v) 加大銀行融資	-	-	12.0	12.0	-	-	12.0
(vi) Bulk purchase of pre-paid products from suppliers	(vi) 向供應商批量購買預付費產品	-	-	10.0	10.0	1.1	4.0	4.9
Total	總計	75.0	75.0	-	75.0	40.6	10.6	23.8

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

USE OF PROCEEDS FROM THE LISTING

(Continued)

The Net Proceeds were used and are proposed to be used in accordance with the intentions previously disclosed by the Company in the Prospectus and Announcements.

As at 30 June 2024, the unutilised Net Proceeds of approximately HK\$23.8 million were placed with a licensed bank in Hong Kong.

Save for the aforesaid changes, there is no other change in use of the Net Proceeds.

上市所得款項用途 (續)

所得款項淨額已按本公司之前於招股章程及該等公告所披露意向使用及擬使用。

於二零二四年六月三十日，未動用所得款項淨額約23.8百萬港元乃存放於香港一家持牌銀行。

除上述變動外，所得款項淨額用途並無其他變動。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

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

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its code of conduct regarding Director's securities transactions. Specific enquires have been made to all Directors and the Directors have confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the six months ended 30 June 2024, and up to the date of this report.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

It is the belief of the Board that good corporate governance plays a vital part in maintaining the success of the Company. The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value accountability. The Company has complied with all the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix C1 to the Listing Rules throughout the six months ended 30 June 2024. The Company will continue to review the current corporate governance structure from time to time and shall make necessary changes when appropriate and report to Shareholders accordingly.

購買、出售或贖回本公司的上市證券

於截至二零二四年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事證券交易的行為守則。經向全體董事作出特定查詢後，董事確認彼等於截至二零二四年六月三十日止六個月的整段時間內及直至本報告日期均已遵守標準守則所載交易規定標準。

遵守企業管治守則

董事會相信，良好的企業管治乃維持本公司成功的重要元素。本集團致力維持高標準的企業管治以守護股東的利益及加強對企業價值的擔當程度。於截至二零二四年六月三十日止六個月的整段時間內，本公司已遵守上市規則附錄C1所載企業管治守則（「企業管治守則」）的所有適用守則條文。本公司將繼續不時檢討現有企業管治架構並適時作出必要調整並向股東匯報。

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

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

As at 30 June 2024, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations, within the meaning of the SFO, which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have taken under such provisions), 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 contained in the Listing Rules, once the Shares are listed, were as follows:

Long positions in the ordinary Shares

董事及主要行政人員於本公司及其相聯法團股份、相關股份及債權證中之權益及淡倉

於二零二四年六月三十日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例）的股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括彼等根據有關條文被當作或視作擁有的權益及淡倉），或須根據證券及期貨條例第352條記入該條所述登記冊的權益及淡倉，或根據上市規則所載標準守則，股份一經上市便須知會本公司及聯交所的權益及淡倉如下：

於普通股之好倉

Name of Directors	Capacity/ Nature of Interests	Total number of Shares and underlying Shares held (Note 1) 所持股份及相關股份總數 (附註1)	Approximate percentage of issued share capital 佔已發行股本的概約百分比
董事姓名	身份／權益性質		
Mr. Leung Ka Wai ("Mr. KW Leung") 梁家威先生 (「梁家威先生」)	Interest held jointly with others; interest in a controlled corporation (Note 2) 與他人共同持有的權益；於受控制法團的權益(附註2)	540,000,000 (L)	30%
Mr. Wan Man Keung ("Mr. MK Wan") 尹民強先生 (「尹民強先生」)	Beneficiary and settlor of the WAN Union Trust; interest held jointly with others; interest in a controlled corporation (Note 2) WAN Union Trust的受益人及財產授予人；與他人共同持有的權益；於受控制法團的權益(附註2)	540,000,000 (L)	30%

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS *(Continued)*

Long positions in the ordinary Shares *(Continued)*

Notes:

1. The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
2. Unique Best Limited ("Unique Best") is owned by WANs Limited, REM Enterprises Limited ("REM Enterprises") and REM Limited as to 85.14%, 13.33% and 1.53%, respectively. WANs Limited is wholly owned by WAN Union Limited ("WAN Union") (as trustee of the WAN Union Trust), while REM Enterprises is wholly owned by Mr. KW Leung and REM Limited is wholly owned by Mr. Yu Chi Kwan ("Mr. CK Yu"). The WAN Union Trust is a discretionary family trust established by Mr. MK Wan, Mr. Wun Chi Wai ("Mr. CW Wun") and Mr. Wun Chi Keung ("Mr. CK Wun") as settlors and WAN Union as trustee which holds the entire interest in WANs Limited on trust for the benefits of Mr. MK Wan, Mr. CW Wun and Mr. CK Wun, and their immediate family members. By virtue of the SFO, Mr. MK Wan and Mr. CW Wun, being the settlors and beneficiaries, and WAN Union, being the trustee, are deemed to be interested in the Shares in which WANs Limited is interested. The board of directors of WAN Union currently comprises Mr. MK Wan, Ms. Wun Tsz Ying (the daughter of Mr. CK Wun) and Mr. Wan Chak Ming (the son of Mr. MK Wan), Ms. Wan Po Kwan (the daughter of Mr. MK Wan) and a third party. Further, Mr. MK Wan, Mr. CW Wun and Mr. KW Leung have confirmed that they are parties acting in concert and are therefore deemed to be interested in the Shares held by the others. Hence, Mr. MK Wan, Mr. CW Wun, Mr. KW Leung, WAN Union, WANs Limited and REM Enterprises are deemed to be interested in all the Shares held by Unique Best.

董事及主要行政人員於本公司及其 相聯法團股份、相關股份及債權證中 之權益及淡倉 *(續)*

於普通股之好倉 *(續)*

附註：

1. 「L」指該人士於該等股份的「好倉」（定義見證券及期貨條例第XV部）。
2. Unique Best Limited (「Unique Best」) 分別由 WANs Limited、REM Enterprises Limited (「REM Enterprises」) 及 REM Limited 擁有 85.14%、13.33% 及 1.53%。WANs Limited 由 WAN Union Limited (「WAN Union」) (作為 WAN Union Trust 的受託人) 全資擁有，REM Enterprises 由梁家威先生全資擁有，及 REM Limited 由俞志軍先生 (「俞志軍先生」) 全資擁有。WAN Union Trust 乃由尹民強先生、尹志偉先生 (「尹志偉先生」) 及尹志強先生 (「尹志強先生」) (作為財產授予人) 與 WAN Union (作為受託人) 成立的全權家族信託，WAN Union 以信託方式為尹民強先生、尹志偉先生及尹志強先生以及彼等的直系親屬的利益持有 WANs Limited 的全部權益。根據證券及期貨條例，尹民強先生及尹志偉先生 (作為財產授予人及受益人) 與 WAN Union (作為受託人) 被視為於 WANs Limited 持有的股份中擁有權益。WAN Union 的董事會現由尹民強先生、尹芷瑩女士 (尹志強先生的女兒) 及尹澤銘先生 (尹民強先生的兒子)、尹寶鈞女士 (尹民強先生的女兒) 及一名第三方組成。此外，尹民強先生、尹志偉先生及梁家威先生已確認彼等為一致行動的人士並因此被視為於另一方所持股份中擁有權益。因此，尹民強先生、尹志偉先生、梁家威先生、WAN Union、WANs Limited 及 REM Enterprises 被視為於 Unique Best 持有的所有股份中擁有權益。

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS *(Continued)*

董事及主要行政人員於本公司及其相聯法團股份、相關股份及債權證中之權益及淡倉 (續)

Long positions in the ordinary shares of associated corporations of the Company

於本公司相聯法團的普通股之好倉

Name of Directors	Capacity/Nature of Interests	Name of associated corporations	Total number of shares held (Note 1) 所持股份總數 (附註1)	Approximate percentage of issued share capital 佔已發行股本的概約百分比
董事姓名	身份／權益性質	相聯法團名稱		
Mr. KW Leung 梁家威先生	Interest held jointly with others; interest in a controlled corporation (Note 2) 與他人共同持有的權益；於受控制法團的權益 (附註2)	Unique Best	20,000 (L)	100%
	Interest held jointly with others (Note 2) 與他人共同持有的權益 (附註2)	WANs Limited	10,000 (L)	100%
	Beneficial owner (Note 2) 實益擁有人 (附註2)	REM Enterprises	1 (L)	100%
Mr. MK Wan 尹民強先生	Beneficiary and settlor of the WAN Union Trust; interest held jointly with others; interest in a controlled corporation (Note 2) WAN Union Trust的受益人及財產授予人；與他人共同持有的權益；於受控制法團的權益 (附註2)	Unique Best	20,000 (L)	100%
	Beneficiary and settlor of the WAN Union Trust; interest held jointly with others (Note 2) WAN Union Trust的受益人及財產授予人；與他人共同持有的權益 (附註2)	WANs Limited	10,000 (L)	100%
	Interest held jointly with others (Note 2) 與他人共同持有的權益 (附註2)	REM Enterprises	1 (L)	100%

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS *(Continued)*

Long positions in the ordinary shares of associated corporations of the Company *(Continued)*

Notes:

1. The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
2. Unique Best is owned by WANs Limited, REM Enterprises and REM Limited as to 85.14%, 13.33% and 1.53%, respectively. WANs Limited is wholly owned by WAN Union (as trustee of the WAN Union Trust), while REM Enterprises is wholly owned by Mr. KW Leung and REM Limited is wholly owned by Mr. CK Yu. The WAN Union Trust is a discretionary family trust established by Mr. MK Wan, Mr. CW Wun and Mr. CK Wun as settlors and WAN Union as trustee which holds the entire interest in WANs Limited on trust for the benefits of Mr. MK Wan, Mr. CW Wun and Mr. CK Wun, and their immediate family members. By virtue of the SFO, Mr. MK Wan and Mr. CW Wun, being the settlors and beneficiaries, and WAN Union, being the trustee, are deemed to be interested in the Shares in which WANs Limited is interested. The board of directors of WAN Union currently comprises solely Mr. MK Wan, Ms. Wun Tsz Ying (the daughter of Mr. CK Wun) and Mr. Wan Chak Ming (the son of Mr. MK Wan), Ms. Wan Po Kwan (the daughter of Mr. MK Wan) and a third party. Further, Mr. MK Wan, Mr. CW Wun and Mr. KW Leung have confirmed that they are parties acting in concert and are therefore deemed to be interested in the Shares held by the others. Hence, Mr. MK Wan, Mr. CW Wun, Mr. KW Leung, WAN Union, WANs Limited and REM Enterprises are deemed to be interested in all the Shares held by Unique Best.

Save as disclosed above, as at 30 June 2024, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及主要行政人員於本公司及其相聯法團股份、相關股份及債權證中之權益及淡倉 *(續)*

於本公司相聯法團的普通股之好倉 *(續)*

附註：

1. 「L」指該人士於該等股份的「好倉」(定義見證券及期貨條例第XV部)。
2. Unique Best分別由WANs Limited、REM Enterprises及REM Limited擁有85.14%、13.33%及1.53%。WANs Limited由WAN Union (作為WAN Union Trust的受託人)全資擁有,而REM Enterprises則由梁家威先生全資擁有,及REM Limited由俞志軍先生全資擁有。WAN Union Trust乃由尹民強先生、尹志偉先生及尹志強先生(作為財產授予人)與WAN Union (作為受託人)成立的全權家族信託,WAN Union以信託方式為尹民強先生、尹志偉先生及尹志強先生以及彼等的直系親屬的利益持有WANs Limited的全部權益。根據證券及期貨條例,尹民強先生及尹志偉先生(作為財產授予人及受益人)與WAN Union (作為受託人)被視為於WANs Limited持有的股份中擁有權益。WAN Union的董事會現僅由尹民強先生、尹芷瑩女士(尹志強先生的女兒)及尹澤銘先生(尹民強先生的兒子)、尹寶鈞女士(尹民強先生的女兒)及一名第三方組成。此外,尹民強先生、尹志偉先生及梁家威先生已確認彼等為一致行動的人士並因此被視為於另一方所持股份中擁有權益。因此,尹民強先生、尹志偉先生、梁家威先生、WAN Union、WANs Limited及REM Enterprises被視為於Unique Best持有的所有股份中擁有權益。

除上文所披露者外,於二零二四年六月三十日,概無董事及本公司主要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、相關股份或債權證中擁有或視作擁有須根據證券及期貨條例第352條規定須於存置之登記冊所登記,或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2024, to the best knowledge of the Directors, the interests or short positions of the persons, other than the Directors or chief executive of the Company as disclosed above, in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Long positions in the Shares

主要股東於股份及相關股份之權益 及淡倉

於二零二四年六月三十日，據董事所深知，除上文所披露的董事或本公司主要行政人員外的人士，於股份或相關股份中擁有根據證券及期貨條例第336條規定本公司須存置之登記冊中所記錄之權益或淡倉如下：

於股份之好倉

Name of Shareholders	Capacity/Nature of Interests	Total number of Shares and underlying Shares held (Note 1) 所持股份及相關股份總數 (附註1)	Approximate percentage of issued share capital 佔已發行股本的概約百分比
Unique Best	Beneficial owner (Note 2) 實益擁有人 (附註2)	540,000,000 (L)	30%
WANs Limited	Interest held jointly with others; interest in a controlled corporation (Note 2) 與他人共同持有的權益；於受控制法團的權益 (附註2)	540,000,000 (L)	30%
REM Enterprises	Interest held jointly with others; interest in a controlled corporation (Note 2) 與他人共同持有的權益；於受控制法團的權益 (附註2)	540,000,000 (L)	30%
WAN Union	Interest held jointly with others; interest in a controlled corporation (Note 2) 與他人共同持有的權益；於受控制法團的權益 (附註2)	540,000,000 (L)	30%
Mr. CW Wun 尹志偉先生	Beneficiary and settlor of the WAN Union Trust; interest held jointly with others; interest in a controlled corporation (Note 2) WAN Union Trust的受益人及財產授予人；與他人共同持有的權益；於受控制法團的權益 (附註2)	540,000,000 (L)	30%

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES *(Continued)*

Long positions in the Shares *(Continued)*

主要股東於股份及相關股份之權益 及淡倉 *(續)*

於股份之好倉 *(續)*

Name of Shareholders	Capacity/Nature of Interests	Total number of Shares and underlying Shares held (Note 1) 所持股份及相關股份總數 (附註1)	Approximate percentage of issued share capital 佔已發行股本的概約百分比
股東名稱	身份／權益性質		
Ms. Lam Yin 林燕女士	Interest of spouse (Note 3) 配偶權益 (附註3)	540,000,000 (L)	30%
Ms. Emi Que 郭伊媚女士	Interest of spouse (Note 4) 配偶權益 (附註4)	540,000,000 (L)	30%
Ms. Huang Xiao Ying 黃曉英女士	Interest of spouse (Note 5) 配偶權益 (附註5)	540,000,000 (L)	30%
Mr. Wan Chak Ming 尹澤銘先生	Beneficial owner 實益擁有人	522,000,000 (L)	29%
Ms. Wan Po Kwan 尹寶鈞女士	Beneficial owner 實益擁有人	126,000,000 (L)	7%

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Long positions in the Shares (Continued)

Notes:

1. The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
2. Unique Best is owned by WANs Limited, REM Enterprises and REM Limited as to 85.14%, 13.33% and 1.53%, respectively. WANs Limited is wholly owned by WAN Union (as trustee of the WAN Union Trust), while REM Enterprises is wholly owned by Mr. KW Leung and REM Limited is wholly owned by Mr. CK Yu. The WAN Union Trust is a discretionary family trust established by Mr. MK Wan, Mr. CW Wun and Mr. CK Wun as settlors and WAN Union as trustee which holds the entire interest in WANs Limited on trust for the benefits of Mr. MK Wan, Mr. CW Wun and Mr. CK Wun, and their immediate family members. By virtue of the SFO, Mr. MK Wan and Mr. CW Wun, being the settlors and beneficiaries, and WAN Union, being the trustee, are deemed to be interested in the Shares in which WANs Limited is interested. The board of directors of WAN Union currently comprises solely Mr. MK Wan, Ms. Wun Tsz Ying (the daughter of Mr. CK Wun) and Mr. Wan Chak Ming (the son of Mr. MK Wan), Ms. Wan Po Kwan (the daughter of Mr. MK Wan) and a third party. Further, Mr. MK Wan, Mr. CW Wun and Mr. KW Leung have confirmed that they are parties acting in concert and are therefore deemed to be interested in the Shares held by the others. Hence, Mr. MK Wan, Mr. CW Wun, Mr. KW Leung, WAN Union, WANs Limited and REM Enterprises are deemed to be interested in all the Shares held by Unique Best.
3. Ms. Lam Yin is the wife of Mr. MK Wan and is deemed to be interested in the Shares which are interested by Mr. MK Wan under the SFO.
4. Ms. Emi Que is the wife of Mr. CW Wun and is deemed to be interested in the Shares which are interested by Mr. CW Wun under the SFO.
5. Ms. Huang Xiao Ying is the wife of Mr. KW Leung and is deemed to be interested in the Shares which are interested by Mr. KW Leung under the SFO.

主要股東於股份及相關股份之權益 及淡倉 (續)

於股份之好倉 (續)

附註：

1. 「L」指該人士於該等股份的「好倉」（定義見證券及期貨條例第XV部）。
2. Unique Best分別由WANs Limited、REM Enterprises及REM Limited擁有85.14%、13.33%及1.53%。WANs Limited由WAN Union（作為WAN Union Trust的受託人）全資擁有，而REM Enterprises則由梁家威先生全資擁有，及REM Limited由俞志軍先生全資擁有。WAN Union Trust乃由尹民強先生、尹志偉先生及尹志強先生（作為財產授予人）與WAN Union（作為受託人）成立的全權家族信託，WAN Union以信託方式為尹民強先生、尹志偉先生及尹志強先生以及彼等的直系親屬的利益持有WANs Limited的全部權益。根據證券及期貨條例，尹民強先生及尹志偉先生（作為財產授予人及受益人）與WAN Union（作為受託人）被視為於WANs Limited持有的股份中擁有權益。WAN Union的董事會現僅由尹民強先生、尹志偉先生及尹芷瑩女士（尹志強先生的女兒）及尹澤銘先生（尹民強先生的兒子）、尹寶鈞女士（尹民強先生的女兒）及一名第三方組成。此外，尹民強先生、尹志偉先生及梁家威先生已確認彼等為一致行動的人士並因此被視為於另一方所持股份中擁有權益。因此，尹民強先生、尹志偉先生、梁家威先生、WAN Union、WANs Limited及REM Enterprises被視為於Unique Best持有的所有股份中擁有權益。
3. 林燕女士為尹民強先生的妻子，根據證券及期貨條例，彼被視為於尹民強先生擁有權益的股份中擁有權益。
4. 郭伊媚女士為尹志偉先生的妻子，根據證券及期貨條例，彼被視為於尹志偉先生擁有權益的股份中擁有權益。
5. 黃曉英女士為梁家威先生的妻子，根據證券及期貨條例，彼被視為於梁家威先生擁有權益的股份中擁有權益。

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES *(Continued)*

Long positions in the Shares *(Continued)*

Save as disclosed herein, as at 30 June 2024, the Directors were not aware of any person (other than the Directors and chief executive of the Company) who had an interest and short position in Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO.

DIRECTOR'S INTERESTS IN COMPETING BUSINESS

During the six months ended 30 June 2024 and up to the date of this report, none of the Directors or their respective associates (as defined in the Listing Rules) had any interest in any business which were in competition or were likely to compete, either directly or indirectly with the Group's business which needs to be disclosed pursuant to Rule 8.10 of the Listing Rules.

SHARE OPTION SCHEME

The Company has adopted a share option scheme on 23 April 2018 (the "Share Option Scheme") as incentive or reward for contributions that the eligible participants have made or may make to the Group. The principal terms of the Share Option Scheme are summarised in the paragraph headed "Statutory and General Information – D. Share Option Scheme" in Appendix V to the Prospectus.

There were no share options outstanding under the Share Option Scheme nor were any share options granted, agreed to be granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption and up to the date of this report.

CHANGES IN DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

Pursuant to rule 13.51B(1) of the Listing Rules, the changes in the information of Directors and the Company's Chief executive during six months ended 30 June 2024 and up to the date of this report are as follows:

Mr. Wan Man Keung has been re-designated from a non-executive director to an executive director; and appointed as the chief executive officer and the authorised representative under Rule 3.05 of the Listing Rules of SEM Holdings Limited (stock code: 9929) with effect from 26 January 2024.

主要股東於股份及相關股份之權益 及淡倉 *(續)*

於股份之好倉 *(續)*

除本報告所披露者外，於二零二四年六月三十日，董事概不知悉任何人士（董事及本公司主要行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第336條規定記錄於本公司須存置之登記冊的權益或淡倉。

董事於競爭業務之權益

於截至二零二四年六月三十日止六個月及直至本報告日期，概無董事或彼等各自的聯繫人（定義見上市規則）擁有與本集團業務直接或間接構成或可能構成競爭之任何業務中根據上市規則第8.10條須予披露之任何權益。

購股權計劃

購股權計劃本公司已於二零一八年四月二十三日採納購股權計劃（「購股權計劃」），作為合資格參與人曾經或可能貢獻予本集團的獎勵或回報。購股權計劃的主要條款於招股章程附錄五「法定及一般資料—D.購股權計劃」一段概述。

自採納以來及截至本報告日期，購股權計劃項下概無未行使購股權，亦概無任何購股權根據購股權計劃授出、同意授出、行使、註銷或失效。

董事及主要行政人員的資料變動

根據上市規則第13.51B(1)條，於截至二零二四年六月三十日止六個月內及直至本報告日期，董事及本公司主要行政人員的資料變動如下：

尹民強先生已由非執行董事調任執行董事；並根據上市規則第3.05條獲委任為澳達控股有限公司（股份代號：9929）的行政總裁兼授權代表，自二零二四年一月二十六日起生效。

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

REVIEW BY AUDIT COMMITTEE

The Company has an audit committee (the “Audit Committee”) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process, risk management and internal control system of the Group, oversee the audit process and select external auditors and assess their independence and qualifications. The Audit Committee consists of two independent non-executive Directors being Ms. Ng Ching Ying and Mr. Cheng Sum Hing, and one non-executive Director being Mrs. Kan Wan Wai Yee Mavis. The Audit Committee is chaired by Ms. Ng Ching Ying.

The Audit Committee has reviewed the unaudited consolidated interim results and the interim report of the Company for the six months ended 30 June 2024 and agreed to the accounting principles and practices adopted by the Company.

由審核委員會審閱

本公司設有審核委員會（「審核委員會」），並根據上市規則第3.21條及企業管治守則書面訂明其職權範圍。審核委員會的主要職能為（其中包括）審閱及監管本集團的財務申報流程、風險管理及內部控制系統、監督審核流程及挑選外聘核數師及評估彼等之獨立性及資質。審核委員會由兩名獨立非執行董事（吳晶瑩女士及鄭森興先生），以及一名非執行董事（簡尹慧兒女士）組成。審核委員會主席為吳晶瑩女士。

審核委員會已審閱本公司截至二零二四年六月三十日止六個月的未經審核綜合中期業績及中期報告，並認同本公司採納的會計原則及慣例。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

			Six months ended 30 June 截至六月三十日止六個月	
			2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註		
Revenue	收益	3	60,210	85,753
Cost of sales	銷售成本		(47,581)	(70,285)
Gross profit	毛利		12,629	15,468
Other income, gains and losses (net)	其他收入、收益及虧損 (淨額)	4	1,050	1,773
Selling and distribution expenses	銷售及分銷開支		(1,915)	(2,923)
Administrative and other expenses	行政及其他開支		(14,444)	(13,399)
Finance costs	融資成本	5	(93)	(229)
(Loss)/Profit before taxation	除稅前 (虧損) / 溢利		(2,773)	690
Income tax expense	所得稅開支	6	(183)	(153)
(Loss)/Profit for the period	期內 (虧損) / 溢利	7	(2,956)	537
Other comprehensive expense for the period:	期內其他全面開支：			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>			
– Exchange differences arising on translation of foreign operations	– 換算海外業務所產生的匯兌差額		(1,533)	(2,555)
Total comprehensive expense for the period	期內全面開支總額		(4,489)	(2,018)
(Loss) and total comprehensive income attributable to:	以下各項應佔 (虧損) 及全面收入總額：			
Owners of the Company	本公司擁有人		(2,956)	537
Non-controlling interests	非控股權益		–	–
			(2,956)	537
(Loss)/Earning per share	每股 (虧損) / 盈利			
– Basic (HK cents)	– 基本 (港仙)	9	(0.16)	0.03
– Diluted (HK cents)	– 攤薄 (港仙)	9	(0.16)	0.03

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

			30 June 2024 二零二四年 六月三十日	31 December 2023 二零二三年 十二月三十一日
		Notes 附註	HK\$'000 千港元 (unaudited) (未經審核)	HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	21,407	20,466
Right-of-use assets	使用權資產	10	5,230	4,941
Rental deposits	租賃按金		20	21
Contract assets	合約資產	11	6,956	6,613
			33,613	32,041
Current assets	流動資產			
Inventories	存貨		41,065	36,190
Trade and other receivables	應收貿易賬款及 其他應收款項	12	52,852	62,128
Contract assets	合約資產	11	18,318	20,676
Amount due from a director	應收一名董事款項		-	5
Bank balances and cash	銀行結餘及現金		55,838	53,000
			168,073	171,999
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及 其他應付款項	13	30,956	30,053
Contract liabilities	合約負債		1,621	1,350
Lease liabilities	租賃負債		1,560	971
Tax payable	應付稅項		1,299	1,131
			35,436	33,505
Net current assets	流動資產淨值		132,637	138,494
Total assets less current liabilities	總資產減流動負債		166,250	170,535

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

		Notes 附註	30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,491	1,690
Provision for long service payments	長期服務金撥備		473	470
Deferred tax liabilities	遞延稅項負債		443	443
			2,407	2,603
NET ASSETS	資產淨值		163,843	167,932
Capital and reserves	資本及儲備			
Share capital	股本	14	18,000	18,000
Share premium and reserves	股份溢價及儲備		147,660	149,932
Equity attributable to owners of the Company	本公司擁有人應佔權益		165,660	167,932
Non-controlling interests	非控股權益		(1,817)	-
TOTAL EQUITY	權益總額		163,843	167,932

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

		Share capital	Share premium	Capital reserve	Translation reserve	Retained profits	Non-controlling interests	Total
		股本	股份溢價	資本儲備	匯兌儲備	保留溢利	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note)				
				(附註)				
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	18,000	157,668	(80,018)	531	66,467	-	162,648
Profit for the period	期內溢利	-	-	-	-	537	-	537
Other comprehensive expense for the period	期內其他全面開支	-	-	-	(2,555)	-	-	(2,555)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	(2,555)	537	-	(2,018)
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	18,000	157,668	(80,018)	(2,024)	67,004	-	160,630
At 1 January 2024 (audited)	於二零二四年一月一日 (經審核)	18,000	157,668	(80,018)	(1,183)	73,465	-	167,932
Loss for the period	期內虧損	-	-	-	-	(2,956)	-	(2,956)
Other comprehensive expense for the period	期內其他全面開支	-	-	-	(1,533)	-	-	(1,533)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	(1,533)	(2,956)	-	(4,489)
Contributions from a non-controlling interest (note 16)	非控股權益注資 (附註16)	-	-	-	(13)	2,230	(1,817)	400
At 30 June 2024 (unaudited)	於二零二四年六月三十日 (未經審核)	18,000	157,668	(80,018)	(2,729)	72,739	(1,817)	163,843

Note: The capital reserve represents the difference between the net assets value of REM Capital Limited ("REM Capital") at the date of which it was acquired by the Company and the share capital of REM Capital pursuant to group reorganisation in 2017.

附註：資本儲備指REM Capital Limited (「REM Capital」) 於本公司收購當日的資產淨值與REM Capital根據二零一七年集團重組的股本之間的差額。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

Six months ended 30 June
截至六月三十日止六個月

		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Net cash generated from/(used in) operating activities	經營活動所得／(所用) 現金淨額	7,175	(3,562)
Investing activities	投資活動		
Interest received	已收利息	568	683
Purchase of property, plant and equipment	購置物業、廠房及設備	(2,936)	(440)
Proceed from disposal of property, plant and equipment	出售物業、廠房及設備所得	19	—
Net cash (used in)/generated from investing activities	投資活動(所用)／所得現金淨額	(2,349)	243
Financing activities	融資活動		
Repayment of lease liabilities	償還租賃負債	(973)	(386)
Repayment of other loans	償還其他貸款	—	(9,833)
Interest paid	已付利息	(93)	(229)
Net cash used in financing activities	融資活動所用現金淨額	(1,066)	(10,448)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少) 淨額	3,760	(13,767)
Cash and cash equivalents at the beginning of period	期初現金及現金等價物	53,000	71,091
Effect of foreign exchange rate changes	外匯匯率變動的影響	(922)	(741)
Cash and cash equivalents at the end of period, represented by bank balances and cash	期末現金及現金等價物，即銀行結餘及現金	55,838	56,583

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

1. GENERAL AND BASIS OF PREPARATION

The Company was incorporated and registered as an exempted company with limited liability on 15 March 2017 under the Companies Law of the Cayman Islands and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 May 2018 (the “Listing”). The addresses of the Company’s registered office and the principal place of business are Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands and Unit 5, 4th Floor, Chai Wan Industrial City Phase II, No. 70 Wing Tai Road, Hong Kong, respectively. The Company’s immediate and ultimate holding companies are Unique Best Limited and WAN Union Limited, respectively, which were companies incorporated in the British Virgin Islands.

The principal activity of the Company is investment holding and its subsidiaries are primarily engaged in sales and manufacturing of low-voltage electrical power distribution and control devices.

The condensed consolidated financial statements for the six months ended 30 June 2024 have been prepared in accordance with Hong Kong Accounting Standards (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

Certain comparative figures in the condensed consolidated financial statements have been reclassified to conform to current year’s presentation.

1. 一般事項及編製基準

本公司於二零一七年三月十五日根據開曼群島公司法註冊成立及登記為獲豁免有限公司，其股份於二零一八年五月十一日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。本公司之註冊辦事處地址及主要營運地點分別為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands及香港永泰道70號柴灣工業城2期4樓5室。本公司之直接及最終控股公司分別為Unique Best Limited及WAN Union Limited，均為於英屬處女群島註冊成立之公司。

本公司之主要業務為投資控股，其附屬公司主要從事銷售及製造低壓配電及電力控制裝置。

截至二零二四年六月三十日止六個月之簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」以及聯交所證券上市規則（「上市規則」）附錄D2之適用披露規定編製。

簡明綜合財務報表乃以港元（「港元」）計值，其亦為本公司之功能貨幣。

簡明綜合財務報表中的若干比較數字已作重新分類以符合本年度的呈列。

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簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) set as below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2024 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2023.

Application of the amendments to HKFRSs

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

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

2. 主要會計政策

簡明綜合財務報表已按歷史成本基準編製，惟若干按公平值計量的金融工具除外。

除應用下文所載列的新訂及經修訂香港財務報告準則（「香港財務報告準則」）所產生的會計政策變動外，截至二零二四年六月三十日止六個月的簡明綜合財務報表中所使用的會計政策及計算方法與本集團截至二零二三年十二月三十一日止年度的年度財務報表中所呈列者相同。

應用香港財務報告準則的修訂

於本中期期間，本集團已首次就應用下列由香港會計師公會頒佈自於二零二四年一月一日或之後開始的年度期間強制生效的香港財務報告準則之修訂，以編製本集團簡明綜合財務報表：

香港財務報告準則第16號之修訂	售後租回中的租賃負債
香港會計準則第1號之修訂	負債分類為流動或非流動及香港詮釋第5號的相關修訂（二零二零年）
香港會計準則第1號之修訂	附帶契約的非流動負債
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排

於本期間應用上述香港財務報告準則的修訂並無對本集團於本期間及過往期間的財務狀況及表現及／或此等簡明綜合財務報表所載的披露造成重大影響。

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3. REVENUE AND SEGMENT INFORMATION

Revenue represents amounts received and receivable for the sales of low-voltage electrical power distribution and control devices, less discounts, if any, during the period.

The executive Directors, being the chief operating decision makers (the “CODM”), regularly review revenue analysis by product types, including primarily low-voltage switchboard, local motor control panel, motor control centre, electrical distribution board and control box and electrical parts and replacements, and by location of delivery to customers. The CODM considered the operating activities of sales of low-voltage electrical power distribution and control devices as a single operating segment. Other than revenue analysis, the CODM reviews the profit or loss for the period of the Group as a whole to make decisions about performance assessment and resource allocation. The operation of the Group constitutes one single operating segment under HKFRS 8 “Operating Segments” and accordingly, no separate segment information is prepared. No segment assets and liabilities are presented as the CODM does not regularly review segment assets and liabilities.

3. 收益及分部資料

收益指就期內銷售低壓配電及電力控制裝置已收及應收款項，減折扣（如有）。

執行董事（即主要經營決策者（「主要經營決策者」））定期按產品類別（主要包括低壓配電櫃、電動機就地控制屏、電動機控制中心、配電箱及控制箱以及電氣零件及更換件）以及按向客戶交貨的地點檢閱收益分析。主要經營決策者將銷售低壓配電及電力控制裝置的經營活動視為一個單一經營分部。除收益分析外，主要經營決策者檢閱本集團整體的期內損益以作出有關績效評估及資源分配的決策。根據香港財務報告準則第8號「經營分部」，本集團的營運構成一個單一的經營分部，因此，概無呈列個別分部資料。由於主要經營決策者並無定期檢閱分部資產及負債，故並無呈列分部資產及負債。

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簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

Entity-wide information

An analysis of the Group's revenue by products for the period is as follows:

3. 收益及分部資料 (續)

整體資料

期內本集團按產品劃分的收益分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Low-voltage switchboard	低壓配電櫃	22,363	31,543
Local motor control panel	電動機就地控制屏	22,372	31,887
Motor control centre	電動機控制中心	7,458	9,291
Electrical distribution board and control box	配電箱及控制箱	5,010	10,897
Electrical parts and replacements	電氣零件及更換件	3,007	2,135
		60,210	85,753

The Group sells all products directly to customers. Revenue is recognised when control of the goods has transferred or the services has performed, being when the goods or services have been delivered to the customers' specific location and customer acceptance has been obtained. The Directors considered that the Group's revenue is recognised at a point in time.

本集團直接向客戶銷售所有產品。當商品控制權已轉移或服務已履行（即商品或服務已交付至客戶之指定地點及獲客戶接納）時確認收益，董事認為本集團的收益於一個時間點確認。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

Entity-wide information (Continued)

Revenue from external customers, based on location of delivery to customers is as follows:

Revenue:	收益：
Hong Kong	香港
Mainland China	中國內地
Macau	澳門

3. 收益及分部資料 (續)

整體資料 (續)

按向客戶交貨地點劃分的來自外部客戶的收益如下：

Six months ended 30 June 截至六月三十日止六個月

2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
57,009	70,152
287	2,816
2,914	12,785
60,210	85,753

An analysis of the Group's non-current assets other than rental deposits and contract assets is presented below based on their physical geographical location:

Hong Kong	香港
Mainland China	中國內地

本集團按實際地理位置劃分的非流動資產（租金按金及合約資產除外）分析呈列如下：

At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
5,871	5,288
20,766	20,119
26,637	25,407

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For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

4. OTHER INCOME, GAINS AND LOSSES (NET)

4. 其他收入、收益及虧損 (淨額)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	568	683
Others	其他	482	1,090
		1,050	1,773

5. FINANCE COSTS

5. 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Interest expenses on short term borrowings	短期借款利息開支	-	173
Interest expenses on lease liabilities	租賃負債利息開支	93	56
		93	229

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

6. INCOME TAX EXPENSE

The taxation expense comprises:

6. 所得稅開支

稅項開支包括：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
Current tax	即期稅項		
People's Republic of China ("PRC") Enterprise Income Tax – Provision for the period	中華人民共和國(「中國」)企業 所得稅 一期內撥備	183	153
Income tax expense	所得稅開支	183	153

For the six months ended 30 June 2024 and 2023, no provision for Hong Kong Profits Tax is provided as the subsidiaries operating in Hong Kong have no assessable profits.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the subsidiaries in Mainland China is 25% for both periods. Enterprise Income Tax ("EIT") is provided as the subsidiaries have assessable profits subject to EIT in Mainland China during the period.

截至二零二四年及二零二三年六月三十日止六個月，概無計提香港利得稅撥備，乃由於香港經營的附屬公司並無應課稅溢利。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，於兩個期間，本集團中國內地附屬公司的稅率為25%。已計提企業所得稅(「企業所得稅」)，乃因有關附屬公司於期內有須繳納中國內地企業所得稅的應課稅溢利。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

7. (LOSS)/PROFIT FOR THE PERIOD

7. 期內(虧損)/溢利

Six months ended 30 June

截至六月三十日止六個月

	2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss)/Profit for the period has been arrived at after charging/(crediting):		
期內(虧損)/溢利已於扣除/ (計入) 下列各項後達致:		
Depreciation of property, plant and equipment	1,562	1,542
物業、廠房及設備折舊		
Depreciation of right-of-use assets	890	439
使用權資產折舊		
Net foreign exchange (gains)/losses	(203)	77
匯兌(收益)/虧損淨額		
Net impairment loss recognised on trade receivables and contract assets	34	233
應收貿易賬款及合約資產 確認減值虧損淨額		

8. DIVIDENDS

The Directors do not recommend payment of any interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: nil).

8. 股息

董事不建議就截至二零二四年六月三十日止六個月派付任何中期股息(截至二零二三年六月三十日止六個月: 無)。

9. (LOSS)/EARNING PER SHARE

The calculation of the basic (loss)/earning per share for the period is based on the following:

9. 每股(虧損)/盈利

期內每股基本(虧損)/盈利之計算乃基於以下各項:

Six months ended 30 June

截至六月三十日止六個月

	2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss)/Profit for the period attributable to owners of the Company for the purpose of basic (loss)/earning per share	(2,956)	537
用於計算每股基本(虧損)/溢利的本公司擁有人應佔期內(虧損)/盈利		

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For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

9. (LOSS)/EARNING PER SHARE (Continued)

9. 每股(虧損)/盈利(續)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 '000 千股	2023 二零二三年 '000 千股
Weighted average number of ordinary shares for the purpose of basic (loss)/earning per share	用於計算每股基本(虧損)/盈利的普通股加權平均數	1,800,000	1,800,000

There were no potential ordinary shares in issue during both periods.

兩個期間均無潛在已發行普通股。

10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

10. 物業、廠房及設備以及使用權資產的變動

(a) Acquisition of owned assets

During the six months ended 30 June 2024, the Group acquired items of property, plant and equipment with a cost of HK\$2,873,000 (six months ended 30 June 2023: HK\$440,000).

(a) 購置自有資產

於截至二零二四年六月三十日止六個月內，本集團購置成本為2,873,000港元（截至二零二三年六月三十日止六個月：440,000港元）的物業、廠房及設備項目。

(b) Right-of-use assets

During the six months ended 30 June 2024, the Group entered into a new lease agreement for use of workshop, and therefore recognised the additions to right-of-use assets is HK\$1.6 million (six months ended 30 June 2023: nil).

(b) 使用權資產

於截至二零二四年六月三十日止六個月內，本集團就使用車間訂立一份新租賃協議，因此確認使用權資產添置為1.6百萬港元（截至二零二三年六月三十日止六個月：零）。

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簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

11. CONTRACT ASSETS

Contract assets represent the retention receivables of approximately HK\$25,274,000 (31 December 2023: HK\$27,289,000) net of allowance for expected credit losses of approximately HK\$534,000 (31 December 2023: HK\$623,000). Retention receivables are unsecured, interest-free and recoverable at the end of the defect liability period of individual contracts, ranging from 6 months to 2 years from the date of delivery of finished goods to customers. The retention receivables are transferred to trade receivables based on the expiry of the defect liability period.

The following is an analysis of contract assets at the end of the reporting period:

11. 合約資產

合約資產指應收保留金約為25,274,000港元（二零二三年十二月三十一日：27,289,000港元）（扣除預期信貸虧損撥備約534,000港元（二零二三年十二月三十一日：623,000港元））。應收保留金為無抵押、免息及可於各自合約的保養期末收回，保養期介乎自向客戶交付製成品日期起計六個月至兩年。應收保留金於保養期屆滿轉撥至應收貿易賬款。

以下為於報告期末合約資產的分析：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Within one year	於一年內	18,318	20,676
After one year	於一年後	6,956	6,613
		25,274	27,289

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For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

12. TRADE AND OTHER RECEIVABLES

12. 應收貿易賬款及其他應收款項

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	應收貿易賬款	46,246	57,281
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	(1,040)	(920)
Bills receivables (Note)	應收票據 (附註)	1,712	-
		46,918	56,361
Amount due from a non-controlling interest of a subsidiary	應收一間附屬公司的非控股權益 的款項	400	-
Other receivables, prepayment and deposits	其他應收款項、預付款項及按金	5,534	5,767
		52,852	62,128

Note: All bills receivables of the Group are within a maturity period of less than one year.

附註：本集團全部應收票據的屆滿期限不足一年。

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簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

12. TRADE AND OTHER RECEIVABLES (Continued)

The Group allows an average credit period of 0 to 90 days to its trade customers. A longer credit period may be granted to large or long established customers with good payment history. The following is an analysis of trade receivables by age, presented based on the invoice date at the end of the reporting period:

12. 應收貿易賬款及其他應收款項 (續)

本集團給予其貿易客戶的平均信貸期為0至90日。大型或關係長久且付款記錄良好的客戶可獲授較長信貸期。以下為於報告期末應收貿易賬款根據發票日期呈列的賬齡分析：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
0 – 30 days	0至30日	29,129	28,278
31 – 60 days	31至60日	974	8,652
61 – 90 days	61至90日	1,199	3,143
91 – 180 days	91至180日	10,335	7,308
181 – 365 days	181至365日	1,517	3,997
Over 1 year	超過1年	2,052	4,983
		45,206	56,361

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For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

13. TRADE AND OTHER PAYABLES

13. 應付貿易賬款及其他應付款項

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade payables	應付貿易賬款	22,283	19,956
Bills payables	應付票據	2,992	1,764
		25,275	21,720
Accruals and other payables	應計費用及其他應付款項	3,541	5,418
Other loans	其他貸款	2,140	2,915
		30,956	30,053

The credit period granted by suppliers to the Group ranged from 0 to 75 days (2023: 0 to 75 days). The following is an analysis of trade and bills payables by age, presented based on the invoice date at the end of the reporting period:

供應商向本集團授出的信貸期介乎0至75日(二零二三年：0至75日)。以下為於報告期末應付貿易賬款及應付票據根據發票日期呈列的賬齡分析：

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
0 – 30 days	0至30日	5,927	4,385
31 – 60 days	31至60日	11,787	11,862
61 – 90 days	61至90日	5,718	4,815
Over 90 days	超過90日	1,843	658
		25,275	21,720

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For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

13. TRADE AND OTHER PAYABLES (Continued)

The other payables mainly consist of accrual of staff salaries and benefits, other payable of a related party and accrual of operating expenses.

As at 30 June 2024, the other loans mainly represent an unsecured loan from a third party amounted to RMB2,000,000 (equivalent to HK\$2,140,000), which is repayable within one year after the end of the reporting date.

As at 31 December 2023, the other loans mainly represent an unsecured loan from a third party amounted to RMB2,500,000 (equivalent to HK\$2,741,000), which carry interests of 3.88% per annum and repayable within one year after the end of the reporting date.

14. SHARE CAPITAL

Ordinary shares of HK\$0.01 each in the Share capital of the Company 本公司股本中每股面值0.01港元的普通股

Authorised: 法定：
At beginning of period/year and at end of period/year 於期／年初及於期／年末

Issued and fully paid: 已發行及繳足股款：
At beginning of period/year and at end of period/year 於期／年初及於期／年末

13. 應付貿易賬款及其他應付款項 (續)

其他應付款項主要包括應計員工薪金及福利、關聯方其他應付款項及應計經營開支。

於二零二四年六月三十日，其他貸款主要指來自第三方的無抵押貸款人民幣2,000,000元（相當於2,140,000港元），須於報告日期結束後一年內償還。

於二零二三年十二月三十一日，其他貸款指來自一名第三方的無抵押貸款人民幣2,500,000元（相當於2,741,000港元），按年息3.88%計息及須於報告日期結束後一年內償還。

14. 股本

30 June 2024 二零二四年 六月三十日 (unaudited) (未經審核)		31 December 2023 二零二三年 十二月三十一日 (audited) (經審核)	
Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
10,000,000	100,000	10,000,000	100,000
1,800,000	18,000	1,800,000	18,000

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

15. RELATED PARTY DISCLOSURES

(a) Related party transactions

Apart from balances disclosed elsewhere in these condensed consolidated financial statements during the period, the Group had the following transactions with related parties:

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Sales of goods	銷售商品	2,503	146
External Further Process Labour cost	外部深加工勞動成本	350	637
Consultancy fee	諮詢費	-	326
Payments of leases	租賃付款	410	270
Interest expenses on other loans	其他貸款利息開支	-	151
Factory alteration and addition works	廠房改建及擴建工程	1,673	-

Note (i) The Group entered into transactions with Ready System Engineering Limited (related company in Hong Kong), Mr. Wan Man Keung, the chairman and an executive director of the Company, has an equity interest in the related company during the period ended 30 June 2024 and 30 June 2023.

Note (ii) The Group entered into transactions with Shenzhen Jianda Construction Engineering Co., Ltd. (related company in Mainland China), a related company is under the control of Mr. Wan Man Keung, the chairman and an executive director of the Company during the period ended 30 June 2023.

15. 關聯方披露

(a) 關聯方交易

除該等簡明綜合財務報表其他章節所披露之期內結餘外，本集團與關聯方有以下交易：

附註(i) 於截至二零二四年六月三十日及二零二三年六月三十日止期間，本集團與全達系統工程有限公司（一間香港關聯公司）訂立交易，本公司的首席兼執行董事尹民強先生於該關聯公司擁有股權。

附註(ii) 於截至二零二三年六月三十日止期間，本集團與深圳市建達建築工程有限公司（一間中國內地關聯公司）訂立交易，該關聯公司由尹民強先生（本公司的首席兼執行董事）控制。

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簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

15. RELATED PARTY DISCLOSURES (Continued)

(a) Related party transactions (Continued)

Note (iii) The Group entered into rental agreement with Mr. Wan Man Keung for the use of a workshop. As at 30 June 2024 the remaining lease liabilities of this agreement is HK\$1,045,000.

The Group entered into rental agreement with Ready System Engineering Limited (related company in Hong Kong) for the use of office. As at 30 June 2024 the remaining lease liabilities of this agreement is HK\$286,000.

Note (iv) The Group entered into a loan agreement with Shenzhen City Jianda Machine Equipment Co., Ltd., a related company in Mainland China under the control of Mr. Wan Man Keung, the chairman and an executive director of the Company during the period ended 30 June 2023.

The Group entered into other loan agreements with Shenzhen Yongkeda Trade Co., Ltd. and Shenzhen Jianda Construction Technology Service Co., Ltd., both are related companies in Mainland China under the control of Mr. Wan Man Keung, the chairman and an executive director of the Company during the period ended 30 June 2023.

Note (v) The Group entered into transactions with the subsidiary companies of SEM Holdings Limited (related Company in Hong Kong). Mr. Wan Man Keung, the Chairman and an executive director of the Company, has equity interest in related Company during the period ended 30 June 2024.

15. 關聯方披露 (續)

(a) 關聯方交易 (續)

附註(iii) 本集團與尹民強先生就使用一個車間訂立租賃協議。於二零二四年六月三十日，該協議之餘下租賃負債為1,045,000港元。

本集團與全達系統工程有限公司（一間香港關聯公司）就使用辦公室訂立租賃協議。於二零二四年六月三十日，該協議之餘下租賃負債為286,000港元。

附註(iv) 於截至二零二三年六月三十日止期間，本集團與深圳市建達機電設備有限公司（一間中國內地關聯公司）訂立貸款協議，該關聯公司由尹民強先生（本公司的主席兼執行董事）控制。

於截至二零二三年六月三十日止期間，本集團與深圳市永科達貿易有限公司及深圳市建達建設技術服務有限公司訂立其他貸款協議，兩間中國內地關聯公司均由尹民強先生（本公司的主席兼執行董事）控制。

附註(v) 於截至二零二四年六月三十日止期間，本集團與澳達控股有限公司（一間香港關聯公司）訂立交易，本公司的主席兼執行董事尹民強先生於該關聯公司擁有股權。

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For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

15. RELATED PARTY DISCLOSURES (Continued)

(b) Compensation of key management personnel

The remuneration of Directors and other members of key management personnel of the Group during the period is as follows:

Director fees	董事袍金
Salaries and other allowance	薪金及其他津貼
Retirement benefit scheme contribution	退休福利計劃供款

The remuneration of key management personnel is determined with regard to the performance of individuals and market trends.

15. 關聯方披露 (續)

(b) 主要管理人員之薪酬

於本期間，董事及本集團其他主要管理人員的薪酬如下：

Six months ended 30 June 截至六月三十日止六個月

2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)
252	252
816	1,016
18	18
1,086	1,286

主要管理人員之薪酬乃視乎個別人士的表現及市場趨勢而釐定。

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簡明綜合財務報表附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

16. CONTRIBUTION FROM A NON-CONTROLLING INTEREST

On 23 January 2024, Ready Electrical Development Limited (previously known as Ready Development (China) Limited), an indirect wholly-owned subsidiary of the Company issued 66,667 new ordinary shares for a consideration of HK\$400,000 to Mr. Lin Yu ("Mr Lin"), an independent third party. As a result, Ready Electrical Development Limited remains as an indirect non-wholly owned subsidiary of the Company and will be owned as to 60% and 40% by the Company and Mr. Lin respectively. The aggregated amount of increase in non-controlling interests of net liabilities HK\$1,817,000, decrease of translation reserve of HK\$13,000 and the cash consideration of HK\$400,000, i.e. HK\$2,230,000, has been credited to retained profits at initial recognition.

17. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2024 (31 December 2023: nil).

18. EVENTS AFTER THE REPORTING PERIOD

There have been no material events occurring after 30 June 2024 and up to the date of this report.

16. 非控股股東權益之出資

於二零二四年一月二十三日，本公司的間接全資附屬公司全達電器發展有限公司（前稱「全達發展（中國）有限公司」）向獨立第三方林煜先生（「林先生」）發行代價為400,000港元的66,667股新普通股。因此，全達電器認購事項仍為本公司的間接非全資附屬公司，並將分別由本公司及林先生持有60%及40%股權。淨負債的非控股權益增加1,817,000港元、換算儲備減少13,000港元及現金代價400,000港元之總額2,230,000港元已於初始確認時列賬至保留溢利。

17. 或然負債

於二零二四年六月三十日，本集團並無重大或然負債（二零二三年十二月三十一日：無）。

18. 報告期後事項

於二零二四年六月三十日後及直至本報告日期，並無發生任何重大事項。



REM Group (Holdings) Limited
全達電器集團（控股）有限公司