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Fameglow Holdings Limited

亮晴控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8603)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Main Board. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to higher market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (the “**Directors**”) of Fameglow Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

The original announcement is prepared in the English language. This announcement is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.

FINANCIAL HIGHLIGHTS

Revenue of the Group for the six months ended 30 September 2024 amounted to approximately HK\$169.5 million (six months ended 30 September 2023: approximately HK\$116.6 million).

The Group generated net profit of approximately HK\$16.4 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$1.5 million).

The board of directors (the “**Board**”) did not recommend a payment of dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

The Board is pleased to report the unaudited condensed consolidated financial results of the Group for the six months ended 30 September 2024, together with the comparative unaudited figures for the corresponding period in 2023, as follows:

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME**

For the six months ended 30 September 2024

		Six months ended	
		30 September	
		2024	2023
	<i>NOTES</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Unaudited)
Revenue	4	169,459	116,640
Cost of inventories and consumables		(22,174)	(15,059)
Other income	5	267	1,152
Staff costs		(61,059)	(44,915)
Rental and related expenses		(4,160)	(3,494)
Depreciation of property, plant and equipment		(12,872)	(12,929)
Depreciation of right-of-use assets		(7,486)	(9,774)
Other expenses		(41,265)	(28,505)
Finance costs		(1,230)	(1,618)
		<hr/>	<hr/>
Profit before taxation	6	19,480	1,498
Taxation	7	(3,050)	–
		<hr/>	<hr/>
Profit and total comprehensive income for the period		16,430	1,498
		<hr/> <hr/>	<hr/> <hr/>
Earnings per share			
— Basic (<i>HK cents</i>)	9	2.05	0.19
		<hr/> <hr/>	<hr/> <hr/>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

		As at 30 September 2024	As at 31 March 2024
	<i>NOTES</i>	<i>HK\$'000</i> (Unaudited)	<i>HK\$'000</i> (Audited)
Non-current assets			
Property, plant and equipment	<i>10</i>	91,587	63,435
Right-of-use assets	<i>10</i>	44,037	33,126
Deposits and prepayments		16,599	12,726
Contract costs		–	898
Deferred tax assets		1,572	1,572
		153,795	111,757
Current assets			
Inventories		8,829	9,435
Trade receivables, deposits and prepayments	<i>11</i>	36,524	30,522
Contract costs		7,069	6,171
Other receivables	<i>11</i>	17,205	17,287
Bank balances and cash		11,696	19,309
		81,323	82,724
Current liabilities			
Trade and other payables and accruals	<i>12</i>	30,197	23,895
Contract liabilities		56,766	58,982
Tax payables		3,091	2,646
Bank borrowings		16,287	10,019
Lease liabilities		22,216	15,988
		128,557	111,530
Net current liabilities		(47,234)	(28,806)
Total assets less current liabilities		106,561	82,951

		As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Non-current liabilities			
Lease liabilities		26,695	19,538
Provisions		3,184	3,161
Deferred tax liabilities		—	—
		<u>29,879</u>	<u>22,699</u>
Net assets		<u>76,682</u>	<u>60,252</u>
Capital and reserves			
Share capital	<i>13</i>	8,000	8,000
Reserves		<u>68,682</u>	<u>52,252</u>
Total equity		<u>76,682</u>	<u>60,252</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2024

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
As at 1 April 2024 (audited)	8,000	64,107	(21,026)	9,171	60,252
Loss and total comprehensive expense for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>16,430</u>	<u>16,430</u>
As at 30 September 2024 (unaudited)	<u>8,000</u>	<u>64,107</u>	<u>(21,026)</u>	<u>25,601</u>	<u>76,682</u>
As at 1 April 2023 (audited)	8,000	64,107	(21,026)	(31,580)	19,501
Loss and total comprehensive expense for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,498</u>	<u>1,498</u>
As at 30 September 2023 (unaudited)	<u>8,000</u>	<u>64,107</u>	<u>(21,026)</u>	<u>(30,082)</u>	<u>20,999</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2024

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
NET CASH FROM OPERATING ACTIVITIES	45,283	6,967
NET CASH USED IN INVESTING ACTIVITIES	(59,123)	(826)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	<u>6,227</u>	<u>(3,150)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(7,613)	2,991
CASH AND CASH EQUIVALENTS AS AT 1 APRIL	<u>19,309</u>	<u>19,220</u>
CASH AND CASH EQUIVALENTS AS AT 30 SEPTEMBER represented by bank balances and cash	<u><u>11,696</u></u>	<u><u>22,211</u></u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

1. GENERAL INFORMATION

Fameglow Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 2 March 2018 under the Companies Law Chapter 22 of the Cayman Islands. The shares of the Company were listed on GEM of The Stock Exchange on 15 October 2018 (the “**Listing**”). The immediate holding company of the Company is Equal Joy Holdings Limited (“**Equal Joy**”), which is incorporated in the British Virgin Islands (“**BVI**”), and is 50% and 50% owned by Ms. Fu Chi Ching (“**Ms. Fu**”) and Mr. Yip Chun Kwok Danny (“**Mr. Yip**”), spouse of Ms. Fu (Mr. Yip together with Ms. Fu collectively known as the “**Controlling Shareholders**”). The addresses of the registered office and the principal place of business of the Company are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Room 2801, 28/F, Tower A, No. 83 King Lam Street, Lai Chi Kok, Kowloon, Hong Kong respectively.

The Company acts as an investment holding company and its subsidiaries are principally engaged in provision of treatment services and sale of skincare products in Hong Kong. The Company and its subsidiaries hereinafter referred to as the “**Group**”. The condensed consolidated financial statements are presented in Hong Kong Dollar (“**HK\$**”) which is also the functional currency of the Company and its principal subsidiaries.

2. BASIS OF PREPARATION

The condensed consolidated financial statements have 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**”) as well as the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

As at 30 September 2024, the Group recorded net current liabilities of HK\$47,234,000. The net current liabilities arose mainly from the contract liabilities of HK\$56,766,000, which represented services to be performed and shall not result in any cash outflow of the Group eventually. The Group has been taking various cost control measures to tighten the costs of operations and implementing various strategies to enhance the Group’s revenue, proactively negotiating with bankers to obtain credit facility to finance the Group’s operation and the Controlling Shareholders agreed to provide financial support to finance the Group’s working capital requirements.

Taking into account the above consideration, the directors of the Company are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due in the next twelve months from the end of the reporting period. Accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

3. SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2024, except for the adoption of the standards, amendments and interpretation issued by the HKICPA mandatory for the annual periods beginning on 1 April 2024. The effect of the adoption of these standards, amendments and interpretation is not material on these unaudited condensed consolidated financial statements.

4. REVENUE AND SEGMENTAL INFORMATION

Revenue

Revenue represents the net amounts received and receivable arising from the provision of treatment services, sales of skincare products and the provision of training services in Hong Kong.

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue from the provision of treatment services	163,302	114,539
Sale of skincare products	5,394	607
Revenue from expiry of prepaid treatments	637	1,332
Revenue from the provision of training services	226	162
	<u>169,459</u>	<u>116,640</u>

Segment information

The financial information reported to the executive directors of the Company, being the chief operating decision maker (“CODM”) for the purpose of resources allocation and performance assessment, the CODM reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies. Accordingly, the Group has one single operating segment and no further discrete financial information nor analysis of this single segment is presented.

5. OTHER INCOME

	Six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Government subsidies	115	174
Interest income from bank deposit	19	12
Interest income from rental deposit	133	199
Gain on disposal of a subsidiary (<i>note 15</i>)	–	755
Others	–	12
	<u>267</u>	<u>1,152</u>

6. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:

	Six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Directors' remuneration	2,436	2,436
Other staff costs:		
Salaries, wages, commission, bonuses and allowances	56,949	41,164
Retirement benefit scheme contributions	1,674	1,315
	<u>61,059</u>	<u>44,915</u>
Total staff costs		
	<u>61,059</u>	<u>44,915</u>
Consultancy fee for doctors (included in other expenses)	9,927	6,237
Depreciation of property, plant and equipment	12,872	12,929
Depreciation of right-of-use assets	7,486	9,774
	<u>29,285</u>	<u>28,940</u>

7. TAXATION

	Six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Hong Kong:		
Current tax	3,050	–
Deferred tax	–	–
	<hr/>	<hr/>
Income tax charge	<u>3,050</u>	<u>–</u>

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

For the six months ended 30 September 2024, Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2,000,000 of the estimated assessable profits of one of the subsidiaries of the Company and at 16.5% on the estimated assessable profits above HK\$2,000,000 of that subsidiary. The profits of other group entities not qualified for the two-tier profits tax regime will continue to be taxed at a flat rate of 16.5%. (six months ended 30 September 2023: same).

8. DIVIDEND

The Board did not recommend a payment of dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

9. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit for the period for the purposes of basic earnings per share	<u>16,430</u>	<u>1,498</u>
	Six months ended	
	30 September	
	2024	2023
	(Unaudited)	(Unaudited)
Weighted average number of ordinary shares in issue for the purposes of basic earnings per share	<u>800,000,000</u>	<u>800,000,000</u>

No diluted earnings per share for both periods was presented as there were no potential ordinary shares in issue during both periods.

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

For the six months ended 30 September 2024, the Group acquired property, plant and equipment with aggregate cost of approximately HK\$41,023,000 (six months ended 30 September 2023: HK\$4,400,000). The Group disposed property, plant and equipment with carrying amount of approximately HK\$22,139,000 through a disposal of a subsidiary for the six months ended 30 September 2023, for details please refer to note 15 of this announcement.

For the six months ended 30 September 2024, the Group recognise the additions to right-of-use assets of approximately HK\$18,397,000 (six months ended 30 September 2023: Nil).

11. TRADE RECEIVABLES AND OTHER RECEIVABLE

Trade Receivables

The customers usually settle the prepaid packages by credit cards and electronic payment system (“EPS”). For credit card payments, the banks will normally settle the amounts received, net of handling charges, within 90–180 days after trade date. Payment by EPS will normally be settled within one to two days. In addition, the trade receivables also include receivable from a department store for collecting customers’ receipt of the sales counters on behalf of the Group where the credit period is 30 days.

An ageing analysis of the trade receivables, based on the invoice date, which approximate the revenue recognition date, is as follows:

	As at 30 September 2024 HK\$’000 (Unaudited)	As at 31 March 2024 HK\$’000 (Audited)
0–30 days	10,212	5,812
31–90 days	5,795	3,093
Over 90 days	4,419	2,943
	<u>20,426</u>	<u>11,848</u>

As at 30 September 2024 and 31 March 2024, included in the Group’s trade receivables balance are debtors with aggregate carrying amount of HK\$913,000 and HK\$1,500,000 respectively which are past due as at the reporting date. The directors of the Company do not consider the amount as significant increase in credit risk with reference to the historical records, past experience and also available reasonable and supportive forward-looking information of these debtors, and the recurring overdue records of these debtors with satisfactory settlement history.

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group measures lifetime ECL on trade receivables on individual basis at the end of the reporting period.

In view of the business nature, management of the Group considers that the credit risks of trade receivables are insignificant after considering the credit quality and financial ability of the relevant financial institutions and there is no history of default in settlement by them. In the opinion of the management of the Group, the risk of default by these counterparties is not significant and the Group assessed that the ECL on these balances are insignificant on 30 September 2024 and thus no impairment loss allowance was recognised for the six months ended 30 September 2024.

Other receivables

On 8 June 2023, Vendor entered into a SPA with Purchaser to dispose of entire issued shares capital of Target Company, at a consideration of HK\$23,000,000, which subject to adjustment by reference to the net assets value of the Target Company at the date of completion. In order to settle the purchase price, the Purchaser is required to settle the partial amount of the Consideration of HK\$2,000,000 in cash once the SPA was signed and the remaining amount of the Consideration will be settled by promissory note issued by the Purchaser at the date of completion. As at 6 July 2023, the disposal was completed with the final consideration of approximately HK\$23,070,000.

The Purchaser issued a HK\$ denominated promissory note with principal sum of HK\$21,070,000 on 6 July 2023 with 6% of interest rate per annum and matured on 5 July 2024. During the six months ended 30 September 2023, principal amount of approximately HK\$4,570,000 was early redeemed by the Purchaser. As at 30 September 2024, the entire other receivable represented the promissory note receivable in relation to the disposal and interest receivable from the promissory note receivable. For further details of the disposal, please refer to note 15 of this announcement. As at the date of this announcement, the Purchaser has fully repaid the outstanding amount of the promissory note.

12. TRADE PAYABLES

The credit period of trade payables is ranging from 0 to 30 days.

An ageing analysis of trade payables, based on invoice date, is as follows:

	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
0–30 days	3,681	2,379
31–90 days	105	9
	<u>3,786</u>	<u>2,388</u>

13. SHARE CAPITAL

Details of the Company's shares are disclosed as follows:

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 April 2023, 31 March 2024, 1 April 2024 and 30 September 2024	10,000,000,000	100,000
Issued and fully paid:		
At 1 April 2023, 31 March 2024, 1 April 2024 and 30 September 2024	800,000,000	8,000

The new shares issued rank pari passu in all aspects with existing shares.

14. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of key management personnel during the six months ended 30 September 2024 and 2023, respectively were as follows:

	Six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Short-term benefits	2,418	2,418
Post-employment benefits	18	18
	<u>2,436</u>	<u>2,436</u>

15. DISPOSAL OF A SUBSIDIARY

Fortune Marvel Limited

On 8 June 2023 and 14 June 2023, the Company announced that Dermaglow Limited (“**Vendor**”), its wholly-owned subsidiary, entered into a sales and purchase agreement (“**SPA**”) with Flexcore Limited (“**Purchaser**”), an independent third-party to the Group, pursuant to which the Vendor agreed to disposal 100% equity interests in Fortune Marvel Limited (“**Target Company**”), a wholly-owned subsidiary of the Vendor together with the amount of the loan due or payable to the Vendor upon completion of the SPA, at consideration of HK\$23,000,000 (“**Consideration**”). As at 31 March 2023, Target Company had a property located in Hong Kong with carrying amount of HK\$22,424,000.

The Consideration is subject to adjustment by reference to the net assets value of the Target Company at the date of completion of the SPA. Once the SPA signed, the Purchaser is required to settle the partial amount of the Consideration of HK\$2,000,000 in cash and the remaining amount of the Consideration will be settled by promissory note issued by the Purchaser. Details of the above are set out in the Company's announcements dated 8 June 2023 and 14 June 2023. The disposal was completed on 6 July 2023 with the final consideration of approximately HK\$23,070,000.

The following table summarises the consideration received for the disposal of Fortune Marvel Limited and the net assets of Fortune Marvel Limited as at the date of disposal:

	<i>HK\$'000</i> (Unaudited)
Consideration satisfied by:	
Cash	2,000
Promissory note receivable	<u>21,070</u>
	<u><u>23,070</u></u>
Analysis of assets and liabilities over which control was lost:	
Property, plant and equipment	22,139
Cash and cash equivalents	50
Deposit and other receivables	<u>126</u>
Net assets disposed of	<u><u>22,315</u></u>
Gain on disposal of Fortune Marvel Limited	
Consideration	23,070
Net assets disposed of	<u>22,315</u>
Gain on disposal of a subsidiary	<u><u>755</u></u>
Net cash inflow arising on disposal:	
Cash consideration	2,000
Less: cash and cash equivalents disposed of	<u>(50)</u>
	<u><u>1,950</u></u>

16. EVENT AFTER THE REPORTING PERIOD

There was no significant event which took place after 30 September 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a medical aesthetic service provider in Hong Kong and operates medical aesthetic centres in prime locations of Causeway Bay, Tsim Sha Tsui, Mong Kok and Central providing non-surgical medical aesthetic services. We strive to provide holistic treatment solutions to our clients through our non-surgical medical aesthetic services, traditional beauty services and sale of skincare products to help our clients maintain and enhance their skin conditions and physical appearance.

The outlook of the medical aesthetic services industry remains optimistic with market demand growing fast in recent years, owed mainly to the increasing affordability and public acceptance of related services.

In order to seize the opportunity created by increasing customer demands, we expanded our operation scale by opening several new centres. In June 2022, April 2023 and August 2024, we have launched two prime new centre in Tsim Sha Tsui and Central and a new flagship centre in Causeway Bay respectively, to facilitate the continuous growth of our business. The Group believes that the expansion will enable us to deepen our market penetration in Hong Kong and improve our Group's profitability. The Group will also take advantage of its enlarging geographical presence to attract new and more diverse customers. Along with the strategic expansion of its medical aesthetic centre network, the Group will sharpen its competitive advantage by extending the spectrum of our treatment services offered. As such, the Group has launched some new brands to penetrate the market and diverse our customers throughout the year, including but not limited to "Angus' Beauty Concept" which offer high-ended services to our valuable customers, "LASERKOOL" which specializes in hair treatment for men, and "Face It" which provides trendy and quality services to teenagers.

For the six months ended 30 September 2024, the business environment in Hong Kong was recovering as the Coronavirus Disease 2019 ("**COVID-19**") pandemic was contained as compared to the corresponding period in 2023, and with the reasons as mentioned above, the Group's revenue amounted to approximately HK\$169.5 million, representing an increase of approximately HK\$52.9 million or 45.4% as compared with the corresponding period of 2023. Profit for the period amounted to approximately HK\$16.4 million, while profit for the corresponding period of approximately HK\$1.5 million. The increase of revenue was primarily attributable to the increased revenue for the period ended 30 September 2024 as compared to the corresponding period in 2023.

PROSPECTS

The outlook of medical aesthetic services remains positive and the Group will closely monitor the market conditions and will intensify its response and elaborate sustainable development strategies to capture opportunities under the current environment.

Nevertheless, the Group is confident of its capability to deliver quality service to our clients. Moving forward, the Group will apply its strengths, build on its solid customer base and established reputation to deliver stable business development and maximise the shareholders' value.

FINANCIAL REVIEW

Revenue

The revenue of the Group amounted to approximately HK\$169.5 million and approximately HK\$116.6 million for the six months ended 30 September 2024 and 2023 respectively which represented an increase of approximately HK\$52.9 million or 45.4% as compared with the corresponding period of 2023. The increase was primarily attributable to the containment of the COVID-19 pandemic, government measures to revive the consumption, the new prime centre launched in Central, the new flagship launched in Causeway Bay and the success of the new brands launched throughout the period.

Cost of inventories and consumables

Cost of inventories and consumables amounted to approximately HK\$22.2 million and HK\$15.1 million for the six months ended 30 September 2024 and 2023 respectively. The increase was in line with the increase in revenue.

Other income

Other income amounted to approximately HK\$0.3 million and HK\$1.2 million for the six months ended 30 September 2024 and 2023 respectively. The decrease in other income was mainly attributable to the gain on disposal of a subsidiary during the corresponding period in 2023, while there was no such event for the period ended 30 September 2024.

Staff costs

Staff costs amounted to approximately HK\$61.1 million and HK\$44.9 million for the six months ended 30 September 2024 and 2023 respectively. The increase in staff costs was mainly due to the increased number of staff during the current period.

Rental and related expenses

Rental and related expenses amounted to approximately HK\$4.2 million and HK\$3.5 million for the six months ended 30 September 2024 and 2023 respectively, which comprised of management fees, rates and government rent and license fees for our medical aesthetic centres.

Depreciation of property, plant and equipment

Depreciation expenses amounted to approximately HK\$12.9 million and HK\$12.9 million for the six months ended 30 September 2024 and 2023 respectively.

Depreciation of right-of-use assets

The Group recorded depreciation of right-of-use assets of approximately HK\$7.5 million and HK\$9.8 million for the six months ended 30 September 2024 and 2023 respectively. The decrease was mainly due to an early lease termination for a medical aesthetic centre during the period ended 30 September 2023.

Other expenses

The breakdown of the other expenses is as follows:

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
Marketing and promotion expenses	17,894	11,507
Card commission	3,783	3,023
Consultancy fees to doctors	9,927	6,237
Professional fees	1,008	618
Repair and maintenance fees	1,780	1,497
Others	6,873	5,623
	41,265	28,505

Other expenses amounted to approximately HK\$41.3 million and HK\$28.5 million for the six months ended 30 September 2024 and 2023 respectively. The increase was primarily due to the increment in promotional campaigns such as outdoor advertising and advertising on various social media platforms and the increased in consultancy fees to doctor.

Profit/(loss) for the period

The Group generated a net profit of approximately HK\$16.4 million for the six months ended 30 September 2024 (six months end 30 September 2023: approximately HK\$1.5 million). The increase in net profit was mainly due to the increased in revenue as compared to the corresponding period in 2023.

Capital structure, liquidity and financial resources

On 15 October 2018 (the “**Listing Date**”), the shares of the Company were listed on GEM by way of share offer. Please refer to the Company’s prospectus dated 28 September 2018 (the “**Prospectus**”) for more details of the share offer. The net proceeds from the share offer were approximately HK\$31.6 million, which was based on the share price of HK\$0.28 per share and the actual expenses related to the share offer. The Company believed that the funding from the share offer on the GEM would allow the Group to access the capital market for raising funds in the future. There has been no change on the capital structure of the Group since the Listing Date and up to the date of this report. The capital of the Company only comprises of ordinary shares.

The total equity of the Group as at 30 September 2024 was approximately HK\$76.7 million (31 March 2024: approximately HK\$60.3 million). The Group generally finances its operation with internally generated cash flows. The Group had bank balances and cash of approximately HK\$11.7 million as at 30 September 2024 (31 March 2024: approximately HK\$19.3 million). The Group had total outstanding debts of HK\$65.2 million as at 30 September 2024 (31 March 2024: approximately HK\$45.5 million), which comprised lease liabilities amounting to HK\$48.9 million (31 March 2024: approximately HK\$35.5 million) and bank borrowings amounting to approximately HK\$16.3 million (31 March 2024: approximately HK\$10.0 million).

As at 30 September 2024, bank borrowings of HK\$6.7 million and HK\$9.6 million (31 March 2023: HK\$2.5 million and HK\$7.5 million) will mature within one year and in the second year or above respectively. The interest rate of the bank borrowings is 5.0% (31 March 2024: 3.63%).

As at 30 September 2024, lease liabilities of HK\$22.0 million, HK\$17.2 million and HK\$9.1 million (31 March 2024: HK\$16.0 million, HK\$18.8 million and HK\$0.7 million) will mature within one year, in the second year and in the third year or above respectively. The weighted average effective interest rates of the lease liabilities range was 6.20% (31 March 2024: 6.20%).

Capital expenditures

The Group purchased property, plant and equipment amounting to approximately HK\$41.0 million for the six months ended 30 September 2024 which comprised acquisition of treatment devices, furniture and fixtures and leasehold improvements (six months ended 30 September 2023: HK\$4.4 million).

Interim dividend

The Board did not recommend a payment of dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

Employees and remuneration policies

As at 30 September 2024, the Company had a total of 218 employees (31 March 2024: 206). The Company's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Company recognises the importance of a good relationship with its employees. The remuneration payable to its employees includes basic salary, commission, discretionary bonus and retirement benefit scheme contributions.

Principal risks and uncertainties

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's business. The following are the key risks and uncertainties identified by the Group.

Government policies risk

Following certain adverse incidents in relation to the beauty service industry in recent years, the Hong Kong Government has been reviewing the existing legal framework and considering tightening its supervision over the beauty service industry by promulgating certain laws and regulations to regulate, among other things, the types of medical aesthetic procedures that should be performed by registered medical practitioners.

There is no assurance that the Hong Kong Government will not impose more stringent laws, rules, regulations or industry standards in connection with the provision of medical aesthetic services. Any change in the regulatory framework may render it more restrictive for us to conduct our business. There is also no assurance that we will be able to adapt to such changes in a timely manner. In addition, compliance with such new laws, rules, regulations or industry standards may significantly increase our operating costs, which may in turn lower our profit margins. Any of the above-mentioned circumstances may materially and adversely affect our business, results of operations, financial condition and prospects.

Future plans for material investments and capital assets

As at 30 September 2024, the Group does not have any plans for material investments and capital assets.

Significant investments, material acquisitions and disposal of subsidiaries and capital assets

The Group did not have any significant investments, material acquisitions and disposals of subsidiaries and capital assets during the period.

Gearing ratio

The gearing ratio, which is based on the total amounts of total bank borrowings and lease liabilities divided by total equity, was 85.0% as at 30 September 2024 (31 March 2024: 75.5%).

Foreign exchange exposure and treasury policies

The Group carries out its business in Hong Kong and most of its transactions are denominated in Hong Kong Dollar. The Group did not experience any material impact or difficulties in liquidity on its operations resulting from the fluctuation in exchange rate, and no hedging transaction or forward contract arrangement was made by the Group during the six months ended 30 September 2024 and 2023. Nevertheless, the management will continue to monitor the Group's foreign exchange exposure and will take prudent measures as and when appropriate.

Contingent liabilities

As at 30 September 2024, the Group had no significant contingent liabilities (31 March 2024: Nil).

Financial risk management

Risk management is carried out by the Group's finance department under policies approved by the Board. The finance department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides guidance for overall risk management and specific areas, such as market risk, interest rate risk, credit risk and liquidity risk.

Bank borrowings

As at 30 September 2024, the Group had unsecured and guaranteed bank borrowings of approximately HK\$16.3 million (31 March 2024: approximately HK\$14.4 million). As at 30 September 2024, the bank borrowings of approximately HK\$8.0 was guaranteed by personal guarantees from the Controlling Shareholders and approximately HK\$8.3 were guaranteed by personal guarantees from the Controlling Shareholders and HKMC Insurance Limited (31 March 2024: the entire bank borrowings were guaranteed by personal guarantees from the Controlling Shareholders and HKMC Insurance Limited).

Pledge of assets

As at 30 September 2024, the carrying amount of right-of-use assets include an amount of approximately HK\$0.7 million treatment devices and motor vehicles which were acquired under hire purchase arrangement (31 March 2024: approximately HK\$1.0 million).

Subsequent events

There was no significant event which took place after 30 September 2024.

CORPORATE GOVERNANCE AND OTHER INFORMATION

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders of the Company (the “**Shareholders**”) and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. The Company has complied with all applicable code provisions of the CG Code during the six months ended 30 September 2024 and up to the date of this announcement. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiries of all the Directors, each of the Directors has confirmed that he has complied with the required standard of dealings for the six months ended 30 September 2024.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The Audit Committee comprises three members, namely Mr. Yu Chi Wing (chairman), Mr. Kwok David and Mr. Tan Pui Kwan, all of them are independent non-executive Directors. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed with the management internal control and financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 and the interim report. The Audit Committee is of the opinion that the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 comply with the applicable accounting standards, the GEM Listing Rules and legal requirements and that adequate disclosure has been made.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

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

As at 30 September 2024, the interests or short positions of the Directors and chief executive 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (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 or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange, were as follows:

Long position in the shares of the Company:

Name of director/ chief executive	Capacity/Nature of interest	Number of Shares held (Note i)	Percentage of shareholding
Mr. Yip	Interest in controlled corporation (Note ii)	511,500,000 (L)	63.94%
Ms. Fu	Interest in controlled corporation (Note ii)	511,500,000 (L)	63.94%

Notes:

- (i) The letter “L” denotes the person’s long position in the relevant Shares.
- (ii) All the issued shares of Equal Joy are legally and beneficially owned as to 50% by each of Mr. Yip and Ms. Fu. Accordingly, they are deemed to be interested in the 511,500,000 Shares held by Equal Joy by virtue of the SFO. Mr. Yip, Ms. Fu and Equal Joy together are a group of Controlling Shareholders of the Company.

Save as disclosed above, as at 30 September 2024, none of the Directors or chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which are required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or which shall be, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange.

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

As at 30 September 2024, to the knowledge of the Directors, the following persons/entities (other than the Directors or chief executive of the Company) who had or were deemed to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of shareholder	Capacity/Nature of interest	Number of Shares held <i>(Note i)</i>	Percentage of shareholding
Equal Joy	Beneficial owner <i>(Note ii)</i>	511,500,000 (L)	63.94%

Notes:

- (i) The letter “L” denotes the person’s long position in the relevant Shares.
- (ii) All the issued shares of Equal Joy are legally and beneficially owned as to 50% by each of Mr. Yip and Ms. Fu. Mr. Yip, Ms. Fu and Equal Joy together are a group of controlling shareholders of the Company.

Save as disclosed above, as at 30 September 2024, the Directors were not aware of any other persons/entities (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

In order to incentivise and/or recognise and acknowledge the contributions that eligible persons have made or may make to the Group, the Company adopted the share option scheme pursuant to written resolutions of the Shareholders passed on 21 September 2018 (the “**Share Option Scheme**”). The Board may, at its discretion, offer to grant an option to any eligible persons.

Unless terminated by the Company by resolution in general meeting, the Share Option Scheme shall be valid and effective for a period of 10 years commencing from the date of adoption.

The purpose of the Share Option Scheme is to advance the interests of the Company and the Shareholders by enabling the Company to grant options to attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group and by enabling such persons’ contribution to further advance the interests of the Group. The terms of the Share Option Scheme are in accordance with provisions of Chapter 23 of GEM Listing Rules.

No option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption. The Company did not have any outstanding share options, warrants, derivatives or securities which are convertible or exchangeable into Shares as at 30 September 2024 and up to the date of this announcement.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this announcement, at no time during the six months ended 30 September 2024 and up to the date of this announcement was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the six months ended 30 September 2024, and up to the date of this announcement, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group and which requires disclosure pursuant to Rule 11.04 of GEM Listing Rules.

By Order of the Board
Fameglow Holdings Limited
Mr. Yip Chun Kwok Danny, MH
Chairman and Executive Director

Hong Kong, 29 November 2024

As at the date of this announcement, the executive Directors are Mr. Yip Chun Kwok Danny, MH and Ms. Fu Chi Ching; and the independent non-executive Directors are Mr. Tan Pui Kwan, Mr. Kwok David and Mr. Yu Chi Wing.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of publication and on the website of the Company at www.fameglow.com.