



# 國富創新有限公司

## GoFintech Innovation Limited

Incorporated in the Cayman Islands with limited liability  
於開曼群島註冊成立之有限公司

Stock Code 股票代號 : 290



# 2024

INTERIM REPORT  
中期報告

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Ms. SUN Qing

#### NON-EXECUTIVE DIRECTORS

Mr. HAN Hanting

*(Retired on 12 August 2024)*

Dr. NIE Riming

Mr. LI Chunguang

Mr. HUA Yang

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Kin Sang *(Chairman)*

Mr. CHIU Kung Chik

Mr. LI Gaofeng

*(Retired on 12 August 2024)*

Ms. LUI Mei Ka

### COMPANY SECRETARY

Ms. YAN Xin

### AUTHORISED REPRESENTATIVES

Mr. CHAN Kin Sang

Ms. YAN Xin

### AUDIT COMMITTEE

Mr. CHIU Kung Chik *(Chairman)*

Mr. CHAN Kin Sang

Mr. LI Gaofeng

*(Retired on 12 August 2024)*

Ms. LUI Mei Ka

### 董事會

#### 執行董事

孫 青女士

#### 非執行董事

韓瀚霆先生

*(於二零二四年八月十二日退任)*

聶日明博士

李春光先生

華 陽先生

#### 獨立非執行董事

陳健生先生 *(主席)*

趙公直先生

李高峰先生

*(於二零二四年八月十二日退任)*

雷美嘉女士

### 公司秘書

嚴 欣女士

### 授權代表

陳健生先生

嚴 欣女士

### 審核委員會

趙公直先生 *(主席)*

陳健生先生

李高峰先生

*(於二零二四年八月十二日退任)*

雷美嘉女士

## REMUNERATION COMMITTEE

Mr. CHIU Kung Chik (*Chairman*)  
Mr. CHAN Kin Sang  
Mr. LI Gaofeng  
(Retired on 12 August 2024)  
Ms. LUI Mei Ka  
Ms. SUN Qing

## NOMINATION COMMITTEE

Mr. CHAN Kin Sang (*Chairman*)  
Mr. CHIU Kung Chik  
Mr. LI Gaofeng  
(Retired on 12 August 2024)  
Ms. LUI Mei Ka  
Ms. SUN Qing

## AUDITOR

ZHONGHUI ANDA CPA Limited  
*Certified Public Accountants*

## REGISTERED OFFICE

Suite 102, Cannon Place, P.O. Box 712  
North Sound Rd., George Town  
Grand Cayman, KY1-9006  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units No. 4102-06, 41/F  
COSCO Tower  
183 Queen's Road Central  
Hong Kong  
Tel: (852) 3105 1863/(852) 3103 2007  
Fax: (852) 3105 1862

## 薪酬委員會

趙公直先生 (主席)  
陳健生先生  
李高峰先生  
(於二零二四年八月十二日退任)  
雷美嘉女士  
孫青女士

## 提名委員會

陳健生先生 (主席)  
趙公直先生  
李高峰先生  
(於二零二四年八月十二日退任)  
雷美嘉女士  
孫青女士

## 核數師

中匯安達會計師事務所有限公司  
*執業會計師*

## 註冊辦事處

Suite 102, Cannon Place, P.O. Box 712  
North Sound Rd., George Town  
Grand Cayman, KY1-9006  
Cayman Islands

## 香港總辦事處及主要營業 地點

香港  
皇后大道中183號  
中遠大廈  
41樓4102-06室  
電話：(852) 3105 1863/(852) 3103 2007  
傳真：(852) 3105 1862

## CORPORATE INFORMATION (Continued)

### 公司資料 (續)

#### PRINCIPAL BANKERS

Chong Hing Bank Limited  
China Construction Bank (Asia) Corporation Limited  
Shanghai Pudong Development Bank Co., Ltd.,  
Hong Kong Branch  
China Guangfa Bank Co., Ltd., Hong Kong Branch  
China Zheshang Bank Co., Ltd. (Hong Kong Branch)

#### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

#### STOCK CODE

290

#### WEBSITE

[www.290.com.hk](http://www.290.com.hk)

#### 主要往來銀行

創興銀行有限公司  
中國建設銀行(亞洲)股份有限公司  
上海浦東發展銀行股份有限公司·  
香港分行  
廣發銀行股份有限公司·香港分行  
浙商銀行股份有限公司(香港分行)

#### 開曼群島主要股份過戶登記處

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

#### 香港股份過戶登記分處

聯合證券登記有限公司  
香港  
北角  
英皇道338號  
華懋交易廣場2期  
33樓3301-04室  
電話：(852) 2849 3399  
傳真：(852) 2849 3319

#### 股份代號

290

#### 網站

[www.290.com.hk](http://www.290.com.hk)



**TO THE BOARD OF DIRECTORS OF GOFINTECH  
INNOVATION LIMITED**

(Incorporated in the Cayman Islands with limited liability)

## INTRODUCTION

We have reviewed the interim financial information set out on pages 7 to 49 which comprises the condensed consolidated statement of financial position of GoFintech Innovation Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) as at 30 September 2024 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and notes to the interim financial information. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

**致國富創新有限公司董事會**

(於開曼群島註冊成立之有限公司)

## 引言

我們已審閱列載於第7至49頁的中期財務資料，當中包括國富創新有限公司（「**貴公司**」）及其附屬公司（統稱「**貴集團**」）於二零二四年九月三十日的簡明綜合財務狀況表以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表和簡明綜合現金流量表，及中期財務資料附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會（「**香港會計師公會**」）頒佈的香港會計準則第34號「中期財務報告」（「**香港會計準則第34號**」）。董事須負責根據香港會計準則第34號編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並按照委聘之條款僅向整體董事會報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

## SCOPE OF REVIEW

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

## CONCLUSION

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

### **ZHONGHUI ANDA CPA Limited**

*Certified Public Accountants*

### **Yeung Hong Chun**

Practising Certificate Number P07374

Hong Kong, 28 November 2024

## 審閱範圍

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

## 結論

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

### **中匯安達會計師事務所有限公司**

*執業會計師*

### **楊匡俊**

執業證書編號 P07374

香港，二零二四年十一月二十八日

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

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

|   |                               | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |                 |
|---|-------------------------------|---|---|-----------------|
|   |                               | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |                 |
|   |                               | Notes<br>附註   |   |                 |
| Revenue   | 收入                            | 4   | 22,016  | 18,349          |
| Net gains/(losses) on investments<br>at fair value through profit or loss                       | 按公平值列入損益賬<br>之投資收益／(虧損)淨額     |   | 15,158  | (9,661)         |
| Cost of brokerage and other services  | 經紀與其他服務之成本                    |   | (5,569)   | (2,020)         |
| Other income, net   | 其他收入淨額                        | 6   | 8,384   | 2,070           |
| Provision for expected credit losses<br>on loan and trade receivables                           | 應收貸款及貿易應收賬款<br>之預期信貸虧損撥備      |   | (343)   | (2,491)         |
| Staff costs   | 員工成本                          | 8   | (34,225)  | (16,839)        |
| Other operating expenses  | 其他經營開支                        | 8   | (14,372)  | (7,130)         |
| Finance costs   | 融資成本                          | 7   | (377)   | (1,299)         |
| Share of (losses)/profits of associates   | 應佔聯營公司(虧損)／溢利                 |   | (1,584)   | 1,598           |
| Loss before tax   | 除稅前虧損                         | 8   | (10,912)  | (17,423)        |
| Income tax credit/(expense)   | 所得稅抵免／(開支)                    | 9   | 3   | (2)             |
| <b>Loss for the period attributable<br/>to owners of the Company</b>                            | <b>本公司擁有人應佔本期間虧損</b>          |   | <b>(10,909)</b>   | <b>(17,425)</b> |
| <b>Other comprehensive<br/>income/(expense):</b>  | <b>其他全面收入／(開支):</b>           |   |   |                 |
| <i>Items that may be reclassified<br/>subsequently to profit or loss:</i>                       | <i>隨後可重新分類至損益<br/>之項目:</i>    |   |   |                 |
| Exchange differences arising on<br>translation of foreign operations                            | 換算海外業務產生之<br>匯兌差額             |   | 914   | (2,050)         |
| Share of other comprehensive<br>income/(expense) of associates                                  | 應佔聯營公司其他全面<br>收入／(開支)         |   | 2,303   | (4,910)         |
| Other comprehensive income/<br>(expense) for the period, net of tax                             | 本期間其他全面收入／<br>(開支)(扣除稅項)      |   | 3,217   | (6,960)         |
| <b>Total comprehensive expense for<br/>the period attributable to owners<br/>of the Company</b> | <b>本公司擁有人應佔本期間全面<br/>開支總額</b> |   | <b>(7,692)</b>  | <b>(24,385)</b> |
|   |                               |   | HK cent<br>港仙   | HK cents<br>港仙  |
| <b>Loss per share</b>   | <b>每股虧損</b>                   |   |   |                 |
| - Basic   | - 基本                          | 11  | (0.2)   | (1.3)           |
| - Diluted   | - 攤薄                          | 11  | (0.2)   | (1.3)           |



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2024 於二零二四年九月三十日

|  |                | Notes<br>附註 | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|----------------|-------------|---|---|
| <b>Non-current assets</b>                        | <b>非流動資產</b>   |             |   |   |
| Property and equipment and right-of-use assets   | 物業及設備以及使用權資產   | 12          | 15,723  | 14,630  |
| Intangible assets                                | 無形資產           | 13          | 36,072  | –   |
| Investments in associates                        | 於聯營公司之投資       | 14          | 113,617   | 112,898   |
| Investments at fair value through profit or loss | 按公平值列入損益賬之投資   | 15          | 257,649   | 79,769  |
| Prepaid considerations for investments           | 投資之預付代價        |             | 118,471   | –   |
| Loan receivables                                 | 應收貸款           | 16          | –   | 13,500  |
| Other non-current assets                         | 其他非流動資產        |             | 7,566   | 7,294   |
|  |                |             | <b>549,098</b>  | <b>228,091</b>  |
| <b>Current assets</b>                            | <b>流動資產</b>    |             |   |   |
| Investments at fair value through profit or loss | 按公平值列入損益賬之投資   | 15          | 184,148   | 173,504   |
| Loan and trade receivables                       | 應收貸款及貿易應收賬款    | 16          | 175,784   | 99,997  |
| Contract assets                                  | 合約資產           |             | 17  | 17  |
| Other receivables, deposits and prepayments      | 其他應收款項、按金及預付款項 |             | 34,999  | 24,436  |
| Current tax assets                               | 即期稅項資產         |             | –   | 151   |
| Bank balances and cash – trust                   | 銀行結餘及現金 – 信託   | 17          | 204,348   | 276,738   |
| Bank balances and cash – general                 | 銀行結餘及現金 – 一般   |             | 121,241   | 289,257   |
|  |                |             | <b>720,537</b>  | <b>864,100</b>  |
| <b>Current liabilities</b>                       | <b>流動負債</b>    |             |   |   |
| Trade payables                                   | 貿易應付款項         | 18          | 204,723   | 276,025   |
| Other payables and accruals                      | 其他應付款項及應計費用    |             | 3,209   | 4,505   |
| Lease liabilities                                | 租賃負債           |             | 8,118   | 7,217   |
| Corporate bonds                                  | 公司債券           |             | –   | 2,062   |
| Current tax liabilities                          | 即期稅項負債         |             | 801   | 843   |
|  |                |             | <b>216,851</b>  | <b>290,652</b>  |

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)**  
**簡明綜合財務狀況表 (續)**

At 30 September 2024 於二零二四年九月三十日

|  |                  | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|------------------|---|---|
| <b>Net current assets</b>                    | <b>流動資產淨值</b>    | <b>503,686</b>  | 573,448   |
| <b>Total assets less current liabilities</b> | <b>資產總值減流動負債</b> | <b>1,052,784</b>  | 801,539   |
| <b>Non-current liabilities</b>               | <b>非流動負債</b>     |   |   |
| Lease liabilities                            | 租賃負債             | 10,897  | 14,696  |
| <b>Net assets</b>                            | <b>資產淨值</b>      | <b>1,041,887</b>  | 786,843   |
| <b>Capital and reserves</b>                  | <b>資本及儲備</b>     |   |   |
| Share capital                                | 股本               | 711,842   | 632,625   |
| Reserves                                     | 儲備               | 330,045   | 154,218   |
| <b>Total equity</b>                          | <b>權益總額</b>      | <b>1,041,887</b>  | 786,843   |

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

|   |                     | (Unaudited)<br>Attributable to owners of the Company<br>(未經審核)<br>本公司擁有人應佔 |               |                |                     |                 |                 |                             |               |                    |              |
|---|---------------------|--|---------------|----------------|---------------------|-----------------|-----------------|-----------------------------|---------------|--------------------|--------------|
|   |                     | Share capital  | Share premium | Treasury stock | Translation reserve | Special reserve | Capital reserve | Share-based payment reserve | Other reserve | Accumulated losses | Total equity |
|   |                     | 股本   | 股份溢價          | 庫存股            | 匯兌儲備                | 特殊儲備            | 資本儲備            | 股份支付儲備                      | 其他儲備          | 累計虧損               | 權益總額         |
|   |                     | HK\$'000   | HK\$'000      | HK\$'000       | HK\$'000            | HK\$'000        | HK\$'000        | HK\$'000                    | HK\$'000      | HK\$'000           | HK\$'000     |
|   |                     | 千港元  | 千港元           | 千港元            | 千港元                 | 千港元             | 千港元             | 千港元                         | 千港元           | 千港元                | 千港元          |
| <b>At 1 April 2024 (audited)</b>                        | 於二零二四年四月一日<br>(經審核) | 632,625  | 788,938       | -              | (13,487)            | 13,524          | 1,863           | 306                         | (3,440)       | (633,486)          | 786,843      |
| Total comprehensive income/<br>(expense) for the period | 本期間全面收入/<br>(開支)總額  | -  | -             | -              | 3,217               | -               | -               | -                           | -             | (10,909)           | (7,692)      |
| Issue of shares (note 19)                               | 發行股份(附註19)          | 79,217   | 219,021       | (51,840)       | -                   | -               | -               | -                           | -             | -                  | 246,398      |
| Share-based payments (note 20)                          | 股份支付(附註20)          | -  | -             | -              | -                   | -               | -               | 16,338                      | -             | -                  | 16,338       |
| Forfeiture of share options                             | 沒收購股權               | -  | -             | -              | -                   | -               | -               | (91)                        | -             | 91                 | -            |
| <b>At 30 September 2024</b>                             | 於二零二四年<br>九月三十日     | 711,842  | 1,007,959     | (51,840)       | (10,270)            | 13,524          | 1,863           | 16,553                      | (3,440)       | (644,304)          | 1,041,887    |
| At 1 April 2023 (audited)                               | 於二零二三年四月一日<br>(經審核) | 131,797  | 762,579       | -              | (7,047)             | 13,524          | 1,863           | -                           | (3,440)       | (602,807)          | 296,469      |
| Total comprehensive<br>expense for the period           | 本期間全面開支總額           | -  | -             | -              | (6,960)             | -               | -               | -                           | -             | (17,425)           | (24,385)     |
| Issue of shares (note 19)                               | 發行股份(附註19)          | 26,359   | 26,359        | -              | -                   | -               | -               | -                           | -             | -                  | 52,718       |
| <b>At 30 September 2023</b>                             | 於二零二三年九月三十日         | 158,156  | 788,938       | -              | (14,007)            | 13,524          | 1,863           | -                           | (3,440)       | (620,232)          | 324,802      |

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

|  |                                  | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|----------------------------------|---|---|
|  |                                  | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>NET CASH USED IN OPERATING ACTIVITIES</b>   | 經營業務所用現金淨額                       | <b>(85,576)</b>   | (12,390)  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  | 投資活動所得現金流量                       |   |   |
| Acquisition of a subsidiary  | 收購一間附屬公司                         | <b>(14,952)</b>   | -   |
| Disposal of investments at fair value through profit or loss   | 出售按公平值列入損益賬之投資                   | <b>38,485</b>   | -   |
| Purchases of investments at fair value through profit or loss  | 購買按公平值列入損益賬之投資                   | <b>(196,992)</b>  | (20,956)  |
| Prepaid consideration for investments  | 投資之預付代價                          | <b>(118,471)</b>  | -   |
| Purchases of property and equipment  | 購買物業及設備                          | <b>(4,469)</b>  | -   |
| Purchases of intangible assets   | 購買無形資產                           | <b>(36,001)</b>   | -   |
| Interest received  | 已收利息                             | <b>8,627</b>  | 1,476   |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>   | 投資活動所用現金淨額                       | <b>(323,773)</b>  | (19,480)  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  | 融資活動所得現金流量                       |   |   |
| Repayments of corporate bonds  | 償還公司債券                           | <b>(2,062)</b>  | (3,100)   |
| Proceeds from issue of shares  | 發行股份所得款項                         | <b>246,398</b>  | 52,718  |
| Repayment of lease liabilities and interests on lease liabilities  | 償還租賃負債及租賃負債利息                    | <b>(3,914)</b>  | (3,598)   |
| Interests on corporate bonds paid  | 已付公司債券利息                         | <b>(3)</b>  | (1,827)   |
| <b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>  | 融資活動所得現金淨額                       | <b>240,419</b>  | 44,193  |
| <b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>  | 現金及現金等價物<br>(減少) / 增加淨額          | <b>(168,930)</b>  | 12,323  |
| Effect of foreign currency translation   | 外匯換算影響                           | <b>914</b>  | (2,050)   |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD (AUDITED)</b>                                  | 期初現金及現金等價物<br>(經審核)              | <b>289,257</b>  | 111,748   |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD, represented by bank balances and cash – general</b> | 期末現金及現金等價物，<br>指銀行結餘<br>及現金 – 一般 | <b>121,241</b>  | 122,021   |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION

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

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

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

These condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended 31 March 2024. The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 March 2024 except as stated below.

### 1. 一般資料及編製基準

國富創新有限公司(「**本公司**」)為一家於開曼群島註冊成立之受豁免有限公司，其股份在香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司之註冊辦事處及主要營業地址於本中期報告公司資料一節披露。

本公司為投資控股公司，其附屬公司主要從事證券經紀、孖展融資、企業融資、放債、保險經紀、資產管理及股權投資。

此等簡明綜合財務報表乃按照香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則第34號「中期財務報告」及聯交所證券上市規則(「**上市規則**」)之適用披露規定編製。

此等簡明綜合財務報表應與截至二零二四年三月三十一日止年度之年度財務報表一併閱覽。編製此等簡明綜合財務報表所用之會計政策及計算方法與編製截至二零二四年三月三十一日止年度之年度財務報表所採用者一致，惟下文所述者除外。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION (Continued)

#### INTANGIBLE ASSETS

##### Cryptocurrencies

Cryptocurrencies purchased and held by the Group include Bitcoins, which are accounted for as intangible assets under the cost model. The Group has ownership of and control over the cryptocurrencies held. The cryptocurrencies held by the Group are considered to have an indefinite useful life. Accordingly, they are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Company and its subsidiaries (collectively referred to as the “Group”) has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 April 2024. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the period and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

### 1. 一般資料及編製基準 (續)

#### 無形資產

##### 加密貨幣

本集團購買及持有的加密貨幣包括比特幣，乃按成本模式入賬列為無形資產。本集團對所持有的加密貨幣擁有所有權及控制權。本集團持有的加密貨幣被視為具有無限可使用年期。因此，該等加密貨幣毋須攤銷，惟每年進行減值測試，或倘有事件或情況變化顯示可能出現減值時進行更頻密的減值測試。

### 2. 採納新訂及經修訂香港財務報告準則

於本期間，本公司及其附屬公司（統稱「本集團」）已採納由香港會計師公會頒佈的與本集團營運有關並於二零二四年四月一日開始的會計期間生效的所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括所有香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策、本集團綜合財務報表之呈列以及本期間及過往年度呈報之金額出現重大變動。

本集團並無應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，惟尚未能確定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 3. FAIR VALUE MEASUREMENTS

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### 3. 公平值計量

簡明綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值與其各自之公平值相若。

公平值為市場參與者於計量日在有序交易中出售資產所收取或轉讓負債所支付之價格。以下公平值計量披露使用之公平值層級將用於計量公平值之估值方法之輸入數據分為三個層級：

第一級輸入數據：本集團於計量日可取得之相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：就資產或負債直接或間接可觀察之輸入數據（第一級內包括之報價除外）。

第三級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為於導致轉撥之事件或情況變動當日確認三個層級中任何一個層級之轉入及轉出。

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

3. FAIR VALUE MEASUREMENTS

(Continued)

(A) DISCLOSURES OF LEVEL IN FAIR VALUE HIERARCHY:

| Description                                      | 描述           | Fair value measurements using:<br>公平值計量使用:                 |  |  |   |
|--|--------------|--|--|--|---|
|  |              | Level 1<br>第一級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Level 2<br>第二級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Level 3<br>第三級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>At 30 September 2024</b>                      |              | <b>於二零二四年九月三十日</b>   |  |  |   |
| <i>Recurring fair value measurements:</i>        |              | <i>經常性公平值計量:</i>   |  |  |   |
| Investments at fair value through profit or loss |              | 按公平值列入損益賬之投資   |  |  |   |
| - Equity securities listed in Hong Kong          | - 於香港上市之股本證券 | 209,691  | -  | -  | 209,691   |
| - Unlisted equity instruments                    | - 非上市股本工具    | -  | -  | 162,124  | 162,124   |
| - Fund investments                               | - 基金投資       | -  | 41,143   | 28,817   | 69,960  |
| - Derivative financial instruments               | - 衍生金融工具     | 22   | -  | -  | 22  |
| Total recurring fair value measurements          | 經常性公平值計量總額   | 209,713  | 41,143   | 190,941  | 441,797   |

| Description                                      | 描述           | Fair value measurements using:<br>公平值計量使用:              |   |   |  |
|--|--------------|---|---|---|--|
|  |              | Level 1<br>第一級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Level 2<br>第二級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Level 3<br>第三級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
| <b>At 31 March 2024</b>                          |              | <b>於二零二四年三月三十一日</b>                                     |   |   |  |
| <i>Recurring fair value measurements:</i>        |              | <i>經常性公平值計量:</i>  |   |   |  |
| Investments at fair value through profit or loss |              | 按公平值列入損益賬之投資  |   |   |  |
| - Equity securities listed in Hong Kong          | - 於香港上市之股本證券 | 86,908  | -   | -   | 86,908   |
| - Unlisted equity instruments                    | - 非上市股本工具    | -   | -   | 79,769  | 79,769   |
| - Fund investments                               | - 基金投資       | 15,097  | 32,349  | 39,123  | 86,569   |
| - Derivative financial instruments               | - 衍生金融工具     | 27  | -   | -   | 27   |
| Total recurring fair value measurements          | 經常性公平值計量總額   | 102,032   | 32,349  | 118,892   | 253,273  |



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 3. FAIR VALUE MEASUREMENTS

(Continued)

#### (B) RECONCILIATION OF ASSETS MEASURED AT FAIR VALUE BASED ON LEVEL 3:

| Description   | 描述                                   | 2024  | 2023  |
|---|--------------------------------------|---|---|
|   |                                      | 二零二四年<br>HK\$'000<br>千港元  | 二零二三年<br>HK\$'000<br>千港元                                  |
|   |                                      | <b>Investments<br/>at fair value<br/>through profit<br/>or loss</b> | Investments<br>at fair value<br>through profit<br>or loss |
|   |                                      | 按公平值列入<br>損益賬之投資  | 按公平值列入<br>損益賬之投資  |
|   |                                      | <b>(Unaudited)</b><br>(未經審核)  |   |
| At 1 April  | 於四月一日                                | <b>118,892</b>  | 29,946  |
| - Total gains or losses recognised<br>in profit or loss <sup>(#)</sup>                          | - 於損益確認之收益或<br>虧損總額 <sup>(#)</sup>   | <b>(16,974)</b>   | 467   |
| - Acquisition of a subsidiary   | - 收購一間附屬公司                           | <b>7,345</b>  | -   |
| - Additions   | - 添置                                 | <b>105,124</b>  | 20,956  |
| - Disposals   | - 出售                                 | <b>(24,233)</b>   | (4,319)   |
| - Exchange difference   | - 匯兌差額                               | <b>787</b>  | (1,690)   |
| At 30 September   | 於九月三十日                               | <b>190,941</b>  | 45,360  |
| <sup>(#)</sup> Include gains or losses for<br>assets held at the end of<br>the reporting period | <sup>(#)</sup> 包括於報告期末所持<br>資產之收益或虧損 | <b>(17,031)</b>   | (84)  |

The total gains or losses recognised in profit or loss including those for assets held at the end of the reporting period are presented in net loss on investments at fair value through profit or loss in the condensed consolidated statement of profit or loss and other comprehensive income.

於損益確認之收益或虧損總額（包括於報告期末所持資產之收益或虧損總額）於簡明綜合損益及其他全面收益表內呈列為按公平值列入損益賬之投資虧損淨額。

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

3. FAIR VALUE MEASUREMENTS

(Continued)

(C) DISCLOSURE OF VALUATION PROCESS USED BY THE GROUP AND VALUATION TECHNIQUES AND INPUTS USED IN FAIR VALUE MEASUREMENTS AT THE END OF THE REPORTING PERIOD:

The Group's chief financial officer is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The chief financial officer reports directly to the board of directors of the Company (the "Board") for these fair value measurements. Discussions of valuation processes and results are held between the chief financial officer and the Board at least twice a year.

For level 3 fair value measurements, the Group has a team that manages the valuation exercise of level 3 financial instruments for financial reporting purposes. The team manages the valuation exercise of the investments on a case-by-case basis. At least twice every year, the team would use valuation techniques to determine the fair value of the Group's level 3 financial instruments.

Level 2 fair value measurements

3. 公平值計量(續)

(C) 披露於報告期末本集團所採用之估值程序及公平值計量所採用之估值方法及輸入數據：

本集團財務總監負責財務報告所需之資產及負債之公平值計量，包括第三級公平值計量。財務總監直接向本公司董事會（「董事會」）報告該等公平值計量情況。財務總監與董事會每年至少兩次對估值程序及結果進行討論。

就第三級公平值計量而言，本集團設有團隊管理第三級金融工具之估值工作，以作財務報告用途。該團隊按逐項基準管理投資之估值工作。該團隊至少每年兩次使用估值方法釐定本集團第三級金融工具之公平值。

第二級公平值計量

| Description      | 描述   | Valuation technique<br>估值方法   | Inputs<br>輸入數據 | Fair value<br>公平值  |  |
|------------------|------|-------------------------------|----------------|--|--|
|                  |      |                               |                | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>(Audited)<br>(經審核) |
| Fund investments | 基金投資 | Share of net assets<br>分佔資產淨值 | N/A<br>不適用     | 41,143   | 32,349   |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 3. FAIR VALUE MEASUREMENTS

(Continued)

#### (C) DISCLOSURE OF VALUATION PROCESS USED BY THE GROUP AND VALUATION TECHNIQUES AND INPUTS USED IN FAIR VALUE MEASUREMENTS AT THE END OF THE REPORTING PERIOD: (Continued)

##### Level 3 fair value measurements

| Valuation technique                                     | 估值方法                | Unobservable inputs<br>不可觀察<br>輸入數據 | Range<br>範圍 | Effect on fair value for increase of inputs<br>輸入數據增加<br>對公平值的影響 | Fair value at<br>於下列日期之公平值  |   |
|---|---------------------|-------------------------------------|-------------|--|---|---|
|   |                     |                                     |             |  | 30 September 2024<br>二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 31 March 2024<br>二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
| <b>Investments at fair value through profit or loss</b> | <b>按公平值列入損益賬之投資</b> |                                     |             |  |   |   |
| Unlisted equity instruments                             | 非上市股本工具             |                                     |             |  |   |   |
| - Recent arm's length transactions price                | - 近期公平交易價格          | N/A<br>不適用                          | N/A<br>不適用  | N/A<br>不適用   | 108,800   | 79,769  |
| - Share of net assets                                   | - 分估資產淨值            | N/A<br>不適用                          | N/A<br>不適用  | N/A<br>不適用   | 53,324  | -   |
| Fund investments  | 基金投資                |                                     |             |  |   |   |
| - Recent arm's length transactions price                | - 近期公平交易價格          | N/A<br>不適用                          | N/A<br>不適用  | N/A<br>不適用   | 15,627  | 15,735  |
| - Share of net assets                                   | - 分估資產淨值            | N/A<br>不適用                          | N/A<br>不適用  | N/A<br>不適用   | 13,190  | 23,388  |

There were no change in the valuation technique used.

所採用估值方法並無變動。

### 3. 公平值計量 (續)

#### (C) 披露於報告期末本集團所採用之估值程序及公平值計量所採用之估值方法及輸入數據：(續)

##### 第三級公平值計量

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

## 4. REVENUE

Disaggregation of revenue from contracts with customers:

## 4. 收入

來自客戶合約之收入分拆：

|  |                | <b>Six months ended</b> |                    |
|--|----------------|-------------------------|--------------------|
|  |                | <b>30 September</b>     |                    |
|  |                | 截至九月三十日止六個月             |                    |
|  |                | 2024                    | 2023               |
|  |                | 二零二四年                   | 二零二三年              |
|  |                | HK\$'000                | HK\$'000           |
|  |                | 千港元                     | 千港元                |
|  |                | <b>(Unaudited)</b>      | <b>(Unaudited)</b> |
|  |                | <b>(未經審核)</b>           | <b>(未經審核)</b>      |
| Timing of revenue recognition                              | 收入確認時間         |                         |                    |
| <i>Overtime:</i>   | <i>隨時間：</i>    |                         |                    |
| Service income from corporate finance                      | 企業融資所得服務收入     | <b>1,297</b>            | 1,701              |
| Income from asset management business                      | 資產管理業務所得收入     | <b>1,941</b>            | 2,624              |
| <i>At a point in time:</i>                                 | <i>於某一時間點：</i> |                         |                    |
| Income from equity investment business                     | 股權投資業務所得收入     | <b>1,534</b>            | -                  |
| Income from securities brokerage business                  | 證券經紀業務所得收入     | <b>8,103</b>            | 10,469             |
| Income from consultancy and insurance brokerage business   | 顧問及保險經紀業務所得收入  | <b>344</b>              | 306                |
| Others   | 其他             | <b>340</b>              | -                  |
| Revenue from contracts with customers                      | 來自客戶合約之收入      | <b>13,559</b>           | 15,100             |
| Interest revenue from money lending business               | 放債業務所得利息收入     | <b>8,439</b>            | 1,837              |
| Margin interest revenue from securities brokerage business | 證券經紀業務所得孖展利息收入 | <b>18</b>               | 1,412              |
| Total revenue  | 總收入            | <b>22,016</b>           | 18,349             |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 5. SEGMENT INFORMATION

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

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

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

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

### 5. 分部資料

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

具體而言，本集團根據香港財務報告準則第8號「經營分部」之可報告及經營分部如下：

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

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

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

Information regarding the above segments is reported as below:

#### SEGMENT REVENUE AND RESULTS

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

**For the six months ended 30 September 2024 (Unaudited)**

### 5. 分部資料(續)

有關上述分部之資料呈報如下：

#### 分部收入及業績

本集團按可報告及經營分部呈列之收入及業績分析如下：

**截至二零二四年九月三十日止六個月(未經審核)**

|  |                               | Securities<br>brokerage<br>and margin<br>financing<br>證券經紀及<br>孖展融資<br>HK\$'000<br>千港元 | Corporate<br>finance<br>企業融資<br>HK\$'000<br>千港元 | Money<br>lending<br>放債<br>HK\$'000<br>千港元 | Consultancy<br>and<br>insurance<br>brokerage<br>顧問及<br>保險經紀<br>HK\$'000<br>千港元 | Asset<br>management<br>資產管理<br>HK\$'000<br>千港元 | Equity<br>investment<br>股權投資<br>HK\$'000<br>千港元 | Unallocated<br>未分配<br>HK\$'000<br>千港元 | Inter-<br>segment<br>elimination<br>分部間對銷<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|--|-------------------------------|--|---|---|--|--|---|---------------------------------------|--|---------------------------------------|
| Revenue  | 收入                            | 8,121  | 1,297   | 8,439                                     | 344  | 1,941  | 1,534   | 340                                   | -  | 22,016                                |
| Inter-segment revenue  | 分部間收入                         | 2,532  | -   | -   | -  | -  | -   | -                                     | (2,532)  | -                                     |
| Net (losses)/gains on investments<br>at fair value through profit<br>or loss | 按公平值列入損益<br>賬之投資(虧損)<br>/收益淨額 | (26)   | -   | -   | -  | -  | 12,571  | 2,613                                 | -  | 15,158                                |
| <b>Total</b>   | <b>總計</b>                     | <b>10,627</b>  | <b>1,297</b>                                    | <b>8,439</b>                              | <b>344</b>   | <b>1,941</b>                                   | <b>14,105</b>                                   | <b>2,953</b>                          | <b>(2,532)</b>   | <b>37,174</b>                         |
| Finance costs  | 融資成本                          | (2)  | -   | -   | -  | -  | -   | (375)                                 | -  | (377)                                 |
| Others   | 其他                            | (370)  | (3,259)   | (132)                                     | (400)  | (1,748)  | 532   | (43,280)                              | 2,532  | (46,125)                              |
| <b>Segment results</b>   | <b>分部業績</b>                   | <b>10,255</b>  | <b>(1,962)</b>                                  | <b>8,307</b>                              | <b>(56)</b>  | <b>193</b>                                     | <b>14,637</b>                                   | <b>(40,702)</b>                       | <b>-</b>   | <b>(9,328)</b>                        |
| Share of losses of associates  | 應佔聯營公司虧損                      |  |   |   |  |  |   |                                       |  | (1,584)                               |
| Loss before tax  | 除稅前虧損                         |  |   |   |  |  |   |                                       |  | (10,912)                              |
| Income tax credit  | 所得稅抵免                         |  |   |   |  |  |   |                                       |  | 3                                     |
| <b>Loss for the period</b>   | <b>期間虧損</b>                   |  |   |   |  |  |   |                                       |  | <b>(10,909)</b>                       |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### SEGMENT REVENUE AND RESULTS (Continued)

For the six months ended 30 September 2023 (Unaudited)

|  |                           | Securities<br>brokerage<br>and margin<br>financing<br>證券經紀及<br>孖展融資<br>HK\$'000<br>千港元 | Corporate<br>finance<br>企業融資<br>HK\$'000<br>千港元 | Money<br>lending<br>放款<br>HK\$'000<br>千港元 | Consultancy<br>and<br>insurance<br>brokerage<br>顧問及<br>保險經紀<br>HK\$'000<br>千港元 | Asset<br>management<br>資產管理<br>HK\$'000<br>千港元 | Equity<br>investment<br>股權投資<br>HK\$'000<br>千港元 | Unallocated<br>未分配<br>HK\$'000<br>千港元 | Inter-<br>segment<br>elimination<br>分部間對銷<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|--|---------------------------|--|---|---|--|--|---|---------------------------------------|--|---------------------------------------|
| Revenue  | 收入                        | 11,881   | 1,701   | 1,837                                     | 306  | 2,624  | -   | -                                     | -  | 18,349                                |
| Inter-segment revenue  | 分部間收入                     | -  | -   | -   | 68   | -  | -   | -                                     | (68)   | -                                     |
| Net losses on investments<br>at fair value through<br>profit or loss | 按公平值列入<br>損益賬之投資<br>之虧損淨額 | -  | -   | -   | -  | -  | (9,661)   | -                                     | -  | (9,661)                               |
| <b>Total</b>   | <b>總計</b>                 | <b>11,881</b>  | <b>1,701</b>                                    | <b>1,837</b>                              | <b>374</b>   | <b>2,624</b>                                   | <b>(9,661)</b>                                  | <b>-</b>                              | <b>(68)</b>  | <b>8,688</b>                          |
| Finance costs  | 融資成本                      | (3)  | -   | -   | -  | -  | -   | (1,296)                               | -  | (1,299)                               |
| Others   | 其他                        | (7,116)  | (3,310)   | (134)                                     | (424)  | (2,359)  | (316)   | (12,819)                              | 68   | (26,410)                              |
| <b>Segment results</b>   | <b>分部業績</b>               | <b>4,762</b>   | <b>(1,609)</b>                                  | <b>1,703</b>                              | <b>(50)</b>  | <b>265</b>                                     | <b>(9,977)</b>                                  | <b>(14,115)</b>                       | <b>-</b>   | <b>(19,021)</b>                       |
| Share of profit of an associate                                      | 應佔一間聯營公司溢利                |  |   |   |  |  |   |                                       |  | 1,598                                 |
| Loss before tax  | 除稅前虧損                     |  |   |   |  |  |   |                                       |  | (17,423)                              |
| Income tax expense   | 所得稅開支                     |  |   |   |  |  |   |                                       |  | (2)                                   |
| <b>Loss for the period</b>   | <b>期間虧損</b>               |  |   |   |  |  |   |                                       |  | <b>(17,425)</b>                       |

#### SEGMENT ASSETS AND LIABILITIES

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

- all assets are allocated to operating segments other than certain property and equipment for general operations, intangible assets, certain other non-current assets, investments in associates, certain other receivables, deposits and prepayments and certain bank balances and cash – general; and
- all liabilities are allocated to operating segments other than certain other payables and accruals, certain lease liabilities, corporate bonds and current tax liabilities.

### 5. 分部資料(續)

#### 分部收入及業績(續)

截至二零二三年九月三十日止六個月(未經審核)

#### 分部資產及負債

就監控分部表現及分配分部間資源的目的而言：

- 除若干一般經營用途的物業及設備、無形資產、若干其他非流動資產、於聯營公司之投資、若干其他應收款項、按金及預付款項以及若干銀行結餘及現金一般外，所有資產已分配至經營分部；及
- 除若干其他應付款項及應計費用、若干租賃負債、公司債券及即期稅項負債外，所有負債已分配至經營分部。

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

5. SEGMENT INFORMATION (Continued)

SEGMENT ASSETS AND LIABILITIES (Continued)

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

5. 分部資料(續)

分部資產及負債(續)

本集團按可報告及經營分部呈列之資產及負債分析如下：

|   |               | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|---------------|---|---|
| <b>Segment assets</b>                     | <b>分部資產</b>   |   |   |
| Securities brokerage and margin financing | 證券經紀及孖展融資     | 242,151   | 312,616   |
| Corporate finance                         | 企業融資          | 2,581   | 4,231   |
| Money lending                             | 放債            | 176,081   | 123,212   |
| Consultancy and insurance brokerage       | 顧問及保險經紀       | 1,310   | 1,378   |
| Asset management                          | 資產管理          | 21,320  | 8,955   |
| Equity investment                         | 股權投資          | 399,198   | 257,708   |
| Total segment assets                      | 分部資產總值        | 842,641   | 708,100   |
| Investments in associates                 | 於聯營公司之投資      | 113,617   | 112,898   |
| Unallocated                               | 未分配           | 313,377   | 271,193   |
| <b>Consolidated total assets</b>          | <b>綜合資產總值</b> | <b>1,269,635</b>  | 1,092,191   |
| <b>Segment liabilities</b>                | <b>分部負債</b>   |   |   |
| Securities brokerage and margin financing | 證券經紀及孖展融資     | 205,664   | 276,170   |
| Corporate finance                         | 企業融資          | -   | 84  |
| Money lending                             | 放債            | -   | 38  |
| Consultancy and insurance brokerage       | 顧問及保險經紀       | 231   | 244   |
| Asset management                          | 資產管理          | 1,209   | 2,186   |
| Equity investment                         | 股權投資          | 478   | 146   |
| Total segment liabilities                 | 分部負債總額        | 207,582   | 278,868   |
| Unallocated                               | 未分配           | 20,166  | 26,480  |
| <b>Consolidated total liabilities</b>     | <b>綜合負債總額</b> | <b>227,748</b>  | 305,348   |



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 6. OTHER INCOME, NET

### 6. 其他收入淨額

|  |          | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|----------|---|---|
|  |          | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Interest revenue from financial institutions | 金融機構利息收入 | 8,627   | 1,476   |
| Exchange loss, net                           | 匯兌虧損淨額   | (543)   | (238)   |
| Sundry income (note)                         | 雜項收入(附註) | 300   | 832   |
|  |          | <b>8,384</b>  | <b>2,070</b>  |

Note: During the six months ended 30 September 2024, the Group recognised government grants of HK\$nil (six months ended 30 September 2023: HK\$756,000) in respect of setting up of open-ended fund companies in Hong Kong.

附註：於截至二零二四年九月三十日止六個月，本集團確認在香港設立的開放式基金型公司相關政府補助零港元(截至二零二三年九月三十日止六個月：756,000港元)。

### 7. FINANCE COSTS

### 7. 融資成本

|                                       |            | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|---------------------------------------|------------|---|---|
|                                       |            | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Interests on lease liabilities        | 租賃負債之利息    | 372   | 53  |
| Interests on loan payables and others | 應付貸款之利息及其他 | 2   | 3   |
| Interests on corporate bonds          | 公司債券之利息    | 3   | 1,243   |
|                                       |            | <b>377</b>  | <b>1,299</b>  |

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

## 8. LOSS BEFORE TAX

The Group's loss before tax is stated at after charging the following:

## 8. 除稅前虧損

本集團之除稅前虧損乃經扣除以下各項後呈列：

|                                       |                | <b>Six months ended</b> |              |
|---------------------------------------|----------------|-------------------------|--------------|
|                                       |                | <b>30 September</b>     |              |
|                                       |                | 截至九月三十日止六個月             |              |
|                                       |                | 2024                    | 2023         |
|                                       |                | 二零二四年                   | 二零二三年        |
|                                       |                | HK\$'000                | HK\$'000     |
|                                       |                | 千港元                     | 千港元          |
|                                       |                | (Unaudited)             | (Unaudited)  |
|                                       |                | (未經審核)                  | (未經審核)       |
| <b>Other operating expenses:</b>      | <b>其他經營開支：</b> |                         |              |
| Auditor's remuneration                | 核數師酬金          | 100                     | 100          |
| Announcement and listing fee          | 公告及上市費用        | 220                     | 323          |
| Bank charges                          | 銀行費用           | 170                     | 45           |
| Computer expenses                     | 電腦費用           | 684                     | 612          |
| Depreciation on:                      | 以下各項折舊：        |                         |              |
| – right-of-use assets                 | – 使用權資產        | 3,777                   | –            |
| – property and equipment              | – 物業及設備        | 243                     | –            |
| Donation                              | 捐款             | 500                     | –            |
| Entertainment                         | 應酬費            | 150                     | 314          |
| Expenses related to short term leases | 短期租賃相關開支       | 50                      | 50           |
| Information and communication fee     | 信息及通訊費         | 679                     | 813          |
| Legal and professional fee            | 法律及專業費         | 1,550                   | 2,723        |
| Membership fee                        | 會員費用           | 20                      | 19           |
| Rates and building management fee     | 差餉及樓宇管理費       | 463                     | 398          |
| Telecommunication fee                 | 電信費            | 126                     | 176          |
| Transaction fee                       | 交易費            | 814                     | –            |
| Travelling expenses                   | 差旅開支           | 3,147                   | 195          |
| Other expenses                        | 其他開支           | 1,679                   | 1,362        |
|                                       |                | <b>14,372</b>           | <b>7,130</b> |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 8. LOSS BEFORE TAX (Continued)

The Group's loss before tax is stated at after charging the following: (Continued)

### 8. 除稅前虧損（續）

本集團之除稅前虧損乃經扣除以下各項後呈列：（續）

|   |                     | <b>Six months ended</b> |               |
|---|---------------------|-------------------------|---------------|
|   |                     | <b>30 September</b>     |               |
|   |                     | 截至九月三十日止六個月             |               |
|   |                     | 2024                    | 2023          |
|   |                     | 二零二四年                   | 二零二三年         |
|   |                     | HK\$'000                | HK\$'000      |
|   |                     | 千港元                     | 千港元           |
|   |                     | (Unaudited)             | (Unaudited)   |
|   |                     | （未經審核）                  | （未經審核）        |
| <b>Staff costs:</b>   | <b>員工成本：</b>        |                         |               |
| - Directors' remunerations                                      | - 董事酬金              |                         |               |
| - Salaries and allowance  | - 薪金及津貼             | 1,277                   | 3,946         |
| - Retirement benefit scheme contributions                       | - 退休福利計劃供款          | 13                      | 42            |
| - Equity-settled share-based payments                           | - 以權益結算之股份支付        | 971                     | -             |
| - Salaries and allowance (excluding Directors)                  | - 薪金及津貼（不包括董事）      | 16,001                  | 12,309        |
| - Retirement benefit scheme contributions (excluding Directors) | - 退休福利計劃供款（不包括董事）   | 596                     | 542           |
| - Equity-settled share-based payments (excluding Directors)     | - 以權益結算之股份支付（不包括董事） | 15,367                  | -             |
|   |                     | <b>34,225</b>           | <b>16,839</b> |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 9. INCOME TAX CREDIT/(EXPENSE)

### 9. 所得稅抵免／(開支)

|  |                                       | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|---------------------------------------|---|---|
|  |                                       | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Current tax – Hong Kong Profits Tax  | 即期稅項 – 香港利得稅                          |   |   |
| – Over provision in prior years  | – 過往年度超額撥備                            | 3   | –   |
| Current tax – People’s Republic of China (“PRC”) Enterprise Income Tax (“EIT”) | 即期稅項 – 中華人民共和國 (「中國」) 企業所得稅 (「企業所得稅」) | –   | (2)   |
| <b>Total income tax credit/(expense)</b>                                       |                                       | <b>3</b>  | <b>(2)</b>  |

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit during the six months ended 30 September 2024.

截至二零二四年九月三十日止六個月，香港利得稅按16.5%的稅率就估計應課稅溢利計提撥備。

No provision for Hong Kong Profits Tax has been made for the six months ended 30 September 2023 as the Group did not generate any estimated assessable profits arising in Hong Kong during that period.

由於本集團於截至二零二三年九月三十日止六個月並無於香港產生任何估計應課稅溢利，故並無就該期間作出香港利得稅撥備。

No provision for PRC EIT has been made as the Group did not generate any estimated assessable profit subject to PRC EIT Law during the six months ended 30 September 2024. PRC EIT has been provided at the rate of 25% on the estimated assessable profit subject to PRC EIT Law during the six months ended 30 September 2023.

由於本集團於截至二零二四年九月三十日止六個月並無產生任何須受中國企業所得稅法規限的估計應課稅溢利，故並無就中國企業所得稅作出撥備。截至二零二三年九月三十日止六個月，中國企業所得稅乃根據中國企業所得稅法的規定按估計應課稅溢利的25%作出撥備。

### 10. DIVIDEND

No dividend was paid or proposed during the period, nor has any dividend been proposed since the end of the Period (six months ended 30 September 2023: nil).

### 10. 股息

期內概無派付或建議派付任何股息，自本期間末以來亦無建議派付任何股息（截至二零二三年九月三十日止六個月：無）。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 11. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following:

|  |                        | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|------------------------|---|---|
|  |                        | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Loss</b>  | <b>虧損</b>              |   |   |
| Loss for the purpose of calculating basic and diluted loss per share                                       | 用於計算每股基本及攤薄虧損之虧損       | (10,909)  | (17,425)  |
|  |                        | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|  |                        | 2024<br>二零二四年<br>'000<br>千股<br>(Unaudited)<br>(未經審核)      | 2023<br>二零二三年<br>'000<br>千股<br>(Unaudited)<br>(未經審核)      |
| <b>Number of shares</b>  | <b>股份數目</b>            |   |   |
| Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share | 用於計算每股基本及攤薄虧損之普通股加權平均數 | 6,429,473   | 1,384,226   |

The effects of all potential shares are anti-dilutive for the six months ended 30 September 2024 and 2023.

本公司擁有人應佔每股基本及攤薄虧損乃基於以下各項計算：

截至二零二四年及二零二三年九月三十日止六個月，所有潛在股份具反攤薄效應。

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

## 12. PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 September 2024, the Group acquired property and equipment of HK\$4,469,000 and right-of-use assets of HK\$644,000 (six months ended 30 September 2023: nil).

## 13. INTANGIBLE ASSETS

During the six months ended 30 September 2024, the Group acquired cryptocurrencies of HK\$36,001,000 (six months ended 30 September 2023: nil).

## 14. INVESTMENTS IN ASSOCIATES

## 12. 物業及設備以及使用權資產

截至二零二四年九月三十日止六個月，本集團分別購入物業及設備4,469,000港元及使用權資產644,000港元(截至二零二三年九月三十日止六個月：無)。

## 13. 無形資產

截至二零二四年九月三十日止六個月，本集團購入36,001,000港元的加密貨幣(截至二零二三年九月三十日止六個月：無)。

## 14. 於聯營公司之投資

|                       |          | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------------|----------|---|---|
| Unlisted investments  | 非上市投資    |   |   |
| – Share of net assets | – 分佔資產淨值 | 104,214   | 103,495   |
| – Goodwill            | – 商譽     | 9,403   | 9,403   |
|                       |          | <b>113,617</b>  | <b>112,898</b>  |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 14. INVESTMENTS IN ASSOCIATES

(Continued)

Set out below are the particulars of the associates as at 30 September 2024 and 31 March 2024.

### 14. 於聯營公司之投資（續）

下表載列於二零二四年九月三十日及二零二四年三月三十一日之聯營公司詳情。

| Name of entity<br>實體名稱                               | Percentage of nominal<br>value of issued capital<br>held by the Group<br>本集團持有已發行<br>股本面值百分比 |   | Proportion of voting<br>right held by the<br>Group at board level<br>本集團所持董事會<br>投票權比例 |   |
|--|--|---|--|---|
|  | At 30 September<br>2024<br>於二零二四年<br>九月三十日<br>(Unaudited)<br>(未經審核)                          | At 31 March<br>2024<br>於二零二四年<br>三月三十一日<br>(Audited)<br>(經審核) | At 30 September<br>2024<br>於二零二四年<br>九月三十日<br>(Unaudited)<br>(未經審核)                    | At 31 March<br>2024<br>於二零二四年<br>三月三十一日<br>(Audited)<br>(經審核) |
| Starlight Financial Holdings Limited<br>中國星火金融控股有限公司 | 25.00%   | 25.00%  | 33.00%   | 33.00%  |
| BA Fintech Lab Limited                               | 34.00%   | 34.00%  | 34.00%   | 34.00%  |
| Eminent Vision Limited                               | 33.33%   | 33.33%  | 33.33%   | 33.33%  |

For the description of the business of the investments, please refer to the Company's annual report for the year ended 31 March 2024.

有關投資業務的描述，請參閱本公司截至二零二四年三月三十一日止年度的年報。

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

15. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

15. 按公平值列入損益賬之投資

|                                       |            | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---------------------------------------|------------|---|---|
| Equity securities listed in Hong Kong | 於香港上市之股本證券 | 209,691   | 86,908  |
| Unlisted equity instruments           | 非上市股本工具    | 162,124   | 79,769  |
| Fund investments                      | 基金投資       | 69,960  | 86,569  |
| Derivative financial instruments      | 衍生金融工具     | 22  | 27  |
|                                       |            | <b>441,797</b>  | 253,273   |
| Analysed as:                          | 分析如下:      |   |   |
| – Non-current assets                  | – 非流動資產    | 257,649   | 79,769  |
| – Current assets                      | – 流動資產     | 184,148   | 173,504   |
|                                       |            | <b>441,797</b>  | 253,273   |

16. LOAN AND TRADE RECEIVABLES

16. 應收貸款及貿易應收賬款

|  |                    | Notes<br>附註 | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|--------------------|-------------|---|---|
| Trade receivables                          | 貿易應收賬款             | (A)         | 4,079   | 2,921   |
| Loan receivables – current                 | 應收貸款 – 流動          | (B)         | 171,705   | 97,076  |
| Total loan and trade receivables – current | 應收貸款及貿易應收賬款總額 – 流動 |             | <b>175,784</b>  | 99,997  |
| Loan receivables – non-current             | 應收貸款 – 非流動         | (B)         | –   | 13,500  |
|  |                    |             | <b>175,784</b>  | 113,497   |



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 16. LOAN AND TRADE RECEIVABLES

(Continued)

Notes:

#### (A) TRADE RECEIVABLES

The followings are the balances of trade receivables, net of expected credit losses (“ECL”):

|  | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|---|---|
| Trade receivables from securities<br>brokerage business:     |   |   |
| – Hong Kong Securities Clearing<br>Company Limited (“HKSCC”) | 1,529   | –   |
| – Margin and cash clients                                    | 87  | 572   |
| Trade receivables from other businesses                      | 5,987   | 5,530   |
|  | 7,603   | 6,102   |
| Less: ECL  | (3,524)   | (3,181)   |
| Carrying amount  | 4,079   | 2,921   |

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

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

### 16. 應收貸款及貿易應收賬款 (續)

附註：

#### (A) 貿易應收賬款

貿易應收賬款之結餘（扣除預期信貸虧損（「預期信貸虧損」））如下：

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 16. LOAN AND TRADE RECEIVABLES

(Continued)

Notes: (Continued)

#### (A) TRADE RECEIVABLES (Continued)

Ageing analysis of trade receivables (excluded margin and cash clients) based on the invoice date, and net of ECL is as follows:

|  |                           | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|---------------------------|---|---|
| Less than 30 days  | 少於30日                     | 2,040   | 392   |
| 31 to 60 days  | 31至60日                    | 10  | 337   |
| 61 to 90 days  | 61至90日                    | 54  | -   |
| Over 90 days   | 90日以上                     | 1,890   | 1,622   |
| Carrying amount of trade receivables<br>(excluded margin and cash clients) | 貿易應收賬款(孖展及現金客戶<br>除外)之賬面值 | 3,994   | 2,351   |

As at 30 September 2024, trade receivables from margin clients are secured by the client's pledged securities which could be realised at the Group's discretion to settle any margin call requirements imposed by their respective securities transactions.

於二零二四年九月三十日，孖展客戶之貿易應收賬款以客戶之抵押證券抵押，本集團可酌情變現有關抵押證券，以清償任何按彼等各自進行之證券交易所發出之孖展補倉要求。

### 16. 應收貸款及貿易應收賬款 (續)

附註：(續)

#### (A) 貿易應收賬款 (續)

基於發票日期並扣除預期信貸虧損，貿易應收賬款(孖展及現金客戶除外)之賬齡分析如下：

|  |                           | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|---------------------------|---|---|
| Less than 30 days  | 少於30日                     | 2,040   | 392   |
| 31 to 60 days  | 31至60日                    | 10  | 337   |
| 61 to 90 days  | 61至90日                    | 54  | -   |
| Over 90 days   | 90日以上                     | 1,890   | 1,622   |
| Carrying amount of trade receivables<br>(excluded margin and cash clients) | 貿易應收賬款(孖展及現金客戶<br>除外)之賬面值 | 3,994   | 2,351   |

於二零二四年九月三十日，孖展客戶之貿易應收賬款以客戶之抵押證券抵押，本集團可酌情變現有關抵押證券，以清償任何按彼等各自進行之證券交易所發出之孖展補倉要求。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 16. LOAN AND TRADE RECEIVABLES

(Continued)

Notes: (Continued)

#### (B) LOAN RECEIVABLES

|                                  |              | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|----------------------------------|--------------|---|---|
| <b>Non-current portion</b>       | <b>非流動部分</b> |   |   |
| Secured                          | 有抵押          | -   | 13,500  |
| <b>Current portion</b>           | <b>流動部分</b>  |   |   |
| Secured                          | 有抵押          | 44,417  | 5,063   |
| Unsecured                        | 無抵押          | 128,979   | 93,704  |
|                                  |              | <b>173,396</b>  | 98,767  |
| Less: ECL                        | 減：預期信貸虧損     | <b>(1,691)</b>  | (1,691)   |
| Total loan receivables – current | 應收貸款總額－流動    | <b>171,705</b>  | 97,076  |
| Total loan receivables           | 應收貸款總額       | <b>171,705</b>  | 110,576   |

As at 30 September 2024, the amount of total outstanding loan receivables, net of ECL, was HK\$171,705,000 (as at 31 March 2024: HK\$110,576,000). There are seven (as at 31 March 2024: five) outstanding loans with their respective portfolios detailed as follows:

- (a) one secured loan with an outstanding principal amount of HK\$13,500,000 (as at 31 March 2024: HK\$13,500,000), and it is secured by a securities account charge over shares of companies listed on the Stock Exchange. It bears an interest rate of 8% per annum (“p.a.”) and is due for repayment within twelve months (as at 31 March 2024: 2 years);

### 16. 應收貸款及貿易應收賬款 (續)

附註：(續)

#### (B) 應收貸款

|                                  |              | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|----------------------------------|--------------|---|---|
| <b>Non-current portion</b>       | <b>非流動部分</b> |   |   |
| Secured                          | 有抵押          | -   | 13,500  |
| <b>Current portion</b>           | <b>流動部分</b>  |   |   |
| Secured                          | 有抵押          | 44,417  | 5,063   |
| Unsecured                        | 無抵押          | 128,979   | 93,704  |
|                                  |              | <b>173,396</b>  | 98,767  |
| Less: ECL                        | 減：預期信貸虧損     | <b>(1,691)</b>  | (1,691)   |
| Total loan receivables – current | 應收貸款總額－流動    | <b>171,705</b>  | 97,076  |
| Total loan receivables           | 應收貸款總額       | <b>171,705</b>  | 110,576   |

於二零二四年九月三十日，未償還應收貸款總額（扣除預期信貸虧損）為171,705,000港元（於二零二四年三月三十一日：110,576,000港元）。共包括七筆（於二零二四年三月三十一日：五筆）未償還貸款，相關詳情如下：

- (a) 一筆未償還本金為13,500,000港元（於二零二四年三月三十一日：13,500,000港元）之有抵押貸款，以聯交所上市公司股份之證券賬戶押記作抵押，貸款年利率為8%，將於十二個月（於二零二四年三月三十一日：兩年）內到期償還；

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 簡明綜合財務報表附註 (續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

## 16. LOAN AND TRADE RECEIVABLES

(Continued)

Notes: (Continued)

### (B) LOAN RECEIVABLES (Continued)

- (b) two unsecured loans with an aggregate outstanding principal amount of HK\$75,250,000 (as at 31 March 2024: HK\$90,000,000). Both loans bear an interest rate of 15% p.a. and are due for repayment within twelve months;
- (c) one secured mortgage loan with an outstanding principal amount of HK\$5,000,000 (as at 31 March 2024: HK\$5,000,000), and it is secured by first legal charges on commercial properties located in the Hong Kong and has been overdue for repayment. It bears an interest rate of 13% p.a.;
- (d) one guaranteed loan with an outstanding principal amount of HK\$3,000,000 (as at 31 March 2024: HK\$3,000,000), secured by means of personal guarantee and corporate guarantee and has been overdue for repayment. It bears an interest rate of 12% p.a.;
- (e) one secured loan with an outstanding principal amount of HK\$25,000,000 (as at 31 March 2024: nil), and it is secured by a securities account charge over shares of companies listed on the Stock Exchange. It bears an interest rate of 12% p.a. and is due for repayment within twelve months; and
- (f) one unsecured loan with an outstanding principal amount of HK\$50,000,000 (as at 31 March 2024: nil). This loan bears interest rate of 8% p.a. and is due for repayment within twelve months.

## 16. 應收貸款及貿易應收賬款 (續)

附註：(續)

### (B) 應收貸款 (續)

- (b) 兩筆未償還本金總額為75,250,000港元(於二零二四年三月三十一日：90,000,000港元)之無抵押貸款，年利率均為15%，將於十二個月內到期償還；
- (c) 一筆未償還本金為5,000,000港元(於二零二四年三月三十一日：5,000,000港元)之有抵押按揭貸款，以位於香港之商業物業之第一法定押記作抵押，已逾期。貸款年利率為13%；
- (d) 一筆未償還本金為3,000,000港元(於二零二四年三月三十一日：3,000,000港元)之擔保貸款，擔保方式為個人擔保及公司擔保，已逾期。貸款年利率為12%；
- (e) 一筆未償還本金為25,000,000港元(於二零二四年三月三十一日：無)之有抵押貸款，以聯交所上市公司股份之證券賬戶押記作抵押，貸款年利率為12%，將於十二個月內到期償還；及
- (f) 一筆未償還本金為50,000,000港元(於二零二四年三月三十一日：無)之無抵押貸款，年利率為8%，將於十二個月內到期償還。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 16. LOAN AND TRADE RECEIVABLES

(Continued)

Notes: (Continued)

#### (B) LOAN RECEIVABLES (Continued)

With respect to items (c) and (d) mentioned above, both loans are overdue for repayment. The Company and Fortune Finance Limited (“**Fortune Finance**”), a wholly-owned subsidiary of the Company, have been proactively liaising with the relevant borrowers on repayment and have been simultaneously seeking legal advice regarding the next step(s) for the recovering action on the loans overdue for repayment. Fortune Finance has initiated recovering actions on the borrower stated under item (c) by requiring a rental assignment from such borrower to Fortune Finance to recover the outstanding loan receivables. For both borrowers, Fortune Finance has also instructed solicitors to (i) issue demand letters with respect to the repayment of the outstanding principal amount and the respective interest accrued thereupon; and (ii) commence civil actions against both borrowers.

Ageing analysis of the loan receivables, based on the loan drawdown date, and net of ECL, is as follows:

|                   |         | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-------------------|---------|---|---|
| Less than 30 days | 30日內    | 50,000  | 90,767  |
| 31 to 60 days     | 31至60日  | 1,646   | -   |
| 90 to 365 days    | 90至365日 | 100,250   | 13,500  |
| Over 365 days     | 365日以上  | 19,809  | 6,309   |
|                   |         | <b>171,705</b>  | <b>110,576</b>  |

### 16. 應收貸款及貿易應收賬款 (續)

附註：(續)

#### (B) 應收貸款 (續)

就上述(c)項及(d)項而言，該等貸款已逾期。本公司及本公司之全資附屬公司富強財務有限公司（「富強財務」）一直就還款事宜積極與相關借款人聯絡，並同時就追討逾期未償還貸款的後續行動尋求法律意見。富強財務已對(c)項所述的借款人展開追討行動，要求該借款人向富強財務作出租金轉讓，以收回尚未償還之應收貸款。就該兩名借款人而言，富強財務亦已指示律師(i)發出要求償還未償還本金及相關應計利息的律師函；及(ii)對該兩名借款人提起民事訴訟。

應收貸款（扣除預期信貸虧損）基於貸款發放日期之賬齡分析如下：

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

## 17. BANK BALANCES AND CASH – TRUST

The Group maintains segregated trust accounts with licensed banks to hold clients' monies arising from its securities brokerage and margin financing business. The Group has classified the clients' monies as bank balances and cash — trust under the current assets of the condensed consolidated statement of financial position and recognised the corresponding trade payables to respective clients on the grounds that it is liable for any loss or misappropriation of clients' monies. The Group is not permitted to use the clients' monies to settle its own obligations.

## 17. 銀行結餘及現金 – 信託

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

## 18. TRADE PAYABLES

## 18. 貿易應付賬款

|  | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|---|---|
| Trade payables from the securities brokerage business: |   |   |
| – Margin and cash clients                              | 204,723   | 266,924   |
| – HKSCC  | –   | 9,101   |
|  | <b>204,723</b>  | <b>276,025</b>  |

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

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

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 18. TRADE PAYABLES (Continued)

The ageing analysis of trade payables to HKSCC, based on their recognition date, is as follows:

|                         | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-------------------------|---|---|
| Less than 30 days 30天以內 | -   | 9,101   |

### 18. 貿易應付賬款（續）

應付香港結算之貿易應付款項基於確認日期之賬齡分析如下：

### 19. SHARE CAPITAL

Ordinary shares of HK\$0.10 each  
每股面值0.10 港元之普通股

|  | Notes<br>附註   | Number of<br>shares<br>股份數目<br>'000<br>千股 | Amount<br>金額<br>HK\$'000<br>千港元 |
|--|---|---|---------------------------------|
| <b>Authorised:</b>   |   |   |                                 |
| At 1 April 2023, 31 March 2024,<br>1 April 2024 (audited) and<br>30 September 2024 (unaudited) | 法定：<br>於二零二三年四月一日、<br>二零二四年三月三十一日、<br>二零二四年四月一日<br>(經審核)及二零二四年<br>九月三十日(未經審核) | 20,000,000                                | 2,000,000                       |
| <b>Issued and fully paid:</b>  |   |   |                                 |
| At 1 April 2023 (audited)  | 已發行及繳足：<br>於二零二三年四月一日<br>(經審核)  | 1,317,968                                 | 131,797                         |
| Issue of shares  | 發行股份 (A)  | 263,594                                   | 26,359                          |
| Issue of shares  | 發行股份 (B)  | 4,744,684                                 | 474,469                         |
| At 31 March 2024 and<br>1 April 2024 (audited)   | 於二零二四年三月三十一日<br>及二零二四年四月一日<br>(經審核)   | 6,326,246                                 | 632,625                         |
| Issue of shares  | 發行股份 (C)  | 273,776                                   | 27,377                          |
| Issue of shares  | 發行股份 (D)  | 518,400                                   | 51,840                          |
| At 30 September 2024 (unaudited)   | 於二零二四年九月三十日<br>(未經審核)   | 7,118,422                                 | 711,842                         |

### 19. 股本

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 19. SHARE CAPITAL (Continued)

Notes:

#### (A) ISSUE OF SHARES

In August 2023, a total of 263,593,577 ordinary shares at a price of HK\$0.20 each were issued upon completion of the subscription to independent third parties. The total proceeds received by the Group from the subscription was HK\$52,718,000.

#### (B) ISSUE OF SHARES

In February 2024, a total of 4,744,684,386 ordinary shares at a price of HK\$0.10 each were issued upon completion of the rights issue. The total proceeds received by the Group from the rights issue was HK\$474,469,000.

#### (C) ISSUE OF SHARES

In July 2024, a total of 273,776,000 ordinary shares at a price of HK\$0.90 each were issued upon completion of placing to independent third parties. The total proceeds received by the Group from the placing was HK\$246,398,000.

#### (D) ISSUE OF SHARES

In July 2024, 518,400,000 ordinary shares were issued to a trustee under a share award scheme (the “**Share Award Scheme**”) adopted by the Company on 3 June 2024.

### 19. 股本(續)

附註：

#### (A) 發行股份

於二零二三年八月，於認購事項完成後，已按每股0.20港元的價格向獨立第三方合共發行263,593,577股普通股。本集團就認購事項收取之所得款項總額為52,718,000港元。

#### (B) 發行股份

於二零二四年二月，於供股完成後，已按每股0.10港元的價格合共發行4,744,684,386股普通股。本集團就供股收取之所得款項總額為474,469,000港元。

#### (C) 發行股份

於二零二四年七月，於配售事項完成後，已按每股0.90港元的價格向獨立第三方合共發行273,776,000股普通股。本集團就配售事項收取之所得款項總額為246,398,000港元。

#### (D) 發行股份

於二零二四年七月，518,400,000股普通股已發行予本公司於二零二四年六月三日採納之股份獎勵計劃（「**股份獎勵計劃**」）項下之一名受託人。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 20. SHARE-BASED PAYMENTS

#### (A) SHARE OPTION SCHEME

The Company operates a share option scheme (the “Share Option Scheme”) adopted on 7 September 2021 for the purpose of providing incentives or rewards to eligible participants who contribute to the Group. Eligible participants include the employees, directors and consultants of the Company and the Company’s subsidiaries. The Share Option Scheme became effective from the date on which the offer for grant of option is made and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme and any other share option schemes of the Company is an amount equivalent, upon their exercise, to 10% of total number of shares in issue at the date of the annual general meeting of the Company held on 2 September 2021. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period, is limited to 1% of the Company’s shares in issue at any time. Any further grant of share options in excess of this limit is subject to issue of circular to shareholders and shareholders’ approval in general meeting.

Share options granted to a director or chief executive of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the Company’s shares in issue at any time or with an aggregate value (based on the closing price of the Company’s shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

### 20. 股份支付

#### (A) 購股權計劃

本公司實施一項於二零二一年九月七日採納的購股權計劃(「購股權計劃」)，旨在向為本集團作出貢獻的合資格參與者提供獎勵或回報。合資格參與者包括本公司及本公司附屬公司之僱員、董事及顧問。購股權計劃自作出授予購股權之要約當日起生效，除非另行取消或修訂，否則將由該日起計10年內有效。

根據購股權計劃及本公司之任何其他購股權計劃，目前可授出之未行使購股權之最高數目為於行使後相當於二零二一年九月二日本公司舉行股東週年大會當日已發行股份總數之10%。於任何12個月期間內，根據授予購股權計劃每名合資格參與者之購股權可發行之股份數目上限為本公司於任何時間已發行股份之1%。凡超出此限額的購股權授予，須向股東寄發通函，並須於股東大會上取得股東批准。

向本公司董事或行政總裁或彼等任何聯繫人授出購股權須事先獲得獨立非執行董事批准。此外，於任何12個月期間內向本公司主要股東或獨立非執行董事或彼等之任何聯繫人授出之購股權，如超過本公司任何時間已發行股份之0.1%或總值(按本公司股份於授出日期之收市價計算)超過5,000,000港元，須事先於股東大會上獲得股東批准。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 20. SHARE-BASED PAYMENTS (Continued)

#### (A) SHARE OPTION SCHEME (Continued)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a consideration of HK\$1 by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the Share Option Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the 5 trading days immediately preceding the date of the offer of the grant of the share options; and (iii) the nominal value of the Company's shares on the date of the offer of the grant of the share options.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

### 20. 股份支付(續)

#### (A) 購股權計劃(續)

授出購股權之要約可於要約日期起計28日內由承授人支付1港元代價後接納。所授出購股權之行使期由董事釐定，且須於相關歸屬期後開始計算並於購股權要約日期或購股權計劃到期日(以較早者為準)起計10年內結束。

購股權之行使價由董事釐定，惟不得低於以下三者中之最高者：(i)本公司股份於購股權之要約日期在聯交所之收市價；(ii)本公司股份於緊接授出購股權之要約日期前五個交易日在聯交所之平均收市價；及(iii)本公司股份於授出購股權之要約日期之面值。

購股權並無賦予持有人收取股息或於股東大會上投票的權利。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 20. SHARE-BASED PAYMENTS (Continued)

#### (A) SHARE OPTION SCHEME (Continued)

Details of the options are as follows:

|                  |  |
|------------------|--|
| Date of grant:   | 27 March 2024                                      |
| Vesting period:  | The share options shall be vested on 31 March 2025 |
| Exercise period: | From 1 April 2025 to 31 March 2026                 |
| Exercise price:  | HK\$0.48 per share                                 |

If the options remain unexercised after a period of 10 years from the date of grant, the options expire. Options are forfeited if the employee leaves the Group.

Details of the share options outstanding during the period are as follows:

|                                      |            | Number of share options<br>購股權數目                     |  |
|--------------------------------------|------------|--|--|
|                                      |            | Six months ended<br>30 September<br>截至九月三十日止六個月      |  |
|                                      |            | 2024<br>二零二四年<br>'000<br>千份<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>'000<br>千份<br>(Unaudited)<br>(未經審核) |
| Outstanding at 1 April               | 於四月一日尚未行使  | 91,500   | –  |
| Lapsed during the period             | 期內失效       | (2,500)  | –  |
| Outstanding at 30 September          | 於九月三十日尚未行使 | 89,000   | –  |
| Exercisable at the end of the period | 於期末可行使     | –  | –  |

### 20. 股份支付(續)

#### (A) 購股權計劃(續)

購股權之詳情如下：

|       |                                |
|-------|--------------------------------|
| 授出日期： | 二零二四年三月<br>二十七日                |
| 歸屬期：  | 購股權將於<br>二零二五年<br>三月三十一日<br>歸屬 |
| 行使期：  | 二零二五年四月<br>一日至二零二六<br>年三月三十一日  |
| 行使價：  | 每股0.48港元                       |

倘購股權於授出日期起計10年後仍未行使，則購股權將告到期失效。倘僱員離開本集團，則購股權將被沒收。

期內尚未行使之購股權詳情如下：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 20. SHARE-BASED PAYMENTS (Continued)

#### (A) SHARE OPTION SCHEME (Continued)

The options outstanding at the end of the period have remaining contractual life of 9.5 years. The estimated fair value of the options granted on 27 March 2024 is HK\$22,661,000.

These fair values were calculated using binomial option pricing model. The inputs into the model are as follows:

|                          |                    |
|--------------------------|--------------------|
| Share price:             | HK\$0.48 per share |
| Exercise price:          | HK\$0.48 per share |
| Expected volatility:     | 103.13%            |
| Expected life:           | 2.01 years         |
| Risk-free rate:          | 3.68%              |
| Expected dividend yield: | Nil                |

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous 2.01 years.

#### (B) SHARE AWARD SCHEME

The Company operates the Share Award Scheme adopted on 3 June 2024. The purpose of the Share Award Scheme is to recognise and acknowledge the contributions which the eligible participants of the Share Award Scheme (the “**Eligible Participants**”) have made or may make to the Group. Eligible participants include any employee, officer and director of the Company and the Company's subsidiaries and service provider whom the Board in its sole discretion, determines that have contributed or will contribute to the Group. The Share Award Scheme became effective on 3 June 2024, the date of approval and adoption of the Share Award Scheme by the shareholders of the Company and will remain in force for 10 years from that date.

### 20. 股份支付(續)

#### (A) 購股權計劃(續)

於期末尚未行使之購股權的剩餘合約年期為9.5年。於二零二四年三月二十七日授出之購股權的估計公平值為22,661,000港元。

上述公平值乃使用二項式期權定價模式計算。該模式所用之輸入數據如下：

|        |          |
|--------|----------|
| 股價：    | 每股0.48港元 |
| 行使價：   | 每股0.48港元 |
| 預期波幅：  | 103.13%  |
| 預期年期：  | 2.01年    |
| 無風險利率： | 3.68%    |
| 預期股息：  | 無        |
| 收益率：   |          |

預期波幅乃透過計算本公司之股價於過去2.01年的波幅而釐定。

#### (B) 股份獎勵計劃

本公司實施於二零二四年六月三日採納的股份獎勵計劃。股份獎勵計劃旨在表彰及認可股份獎勵計劃的合資格參與者(「**合資格參與者**」)對本集團已作出或可能作出的貢獻。合資格參與者包括本公司及本公司附屬公司的任何僱員、高級職員及董事，以及董事會全權酌情釐定已經或將會為本集團作出貢獻的服務提供商。股份獎勵計劃於二零二四年六月三日(本公司股東批准採納股份獎勵計劃之日)生效，並將於該日起計10年內有效。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 20. SHARE-BASED PAYMENTS (Continued)

#### (B) SHARE AWARD SCHEME (Continued)

The maximum number of shares which may be awarded in respect of all award of shares and together with the number of shares and options which may be issued under any other share schemes of the Company that are funded by the issuance of new shares must not exceed 10% of the number of shares in issue.

The total number of shares issued and to be issued in respect of all share award granted to each Eligible Participant (excluding any share award lapsed in accordance with the terms of the Share Award Scheme) in any period of 12 month period up to and including the date of grant shall not in aggregate exceed 1% of the entire issued share capital.

The Board shall be entitled to grant share award to any Eligible Participant, as the Board may in its absolute discretion select.

Any grant of share award to any director or chief executive of the Company, shall be subject to the prior approval of the independent non-executive directors of the Company (excluding any independent non-executive director of the Company who or whose associate is grantee of the share award) or remuneration committee of the Company established pursuant to the Listing Rules.

### 20. 股份支付(續)

#### (B) 股份獎勵計劃(續)

就所有股份獎勵可授出的最高股份數目，連同根據本公司任何其他通過發行新股份撥資的股份計劃可能發行的股份及購股權數目，不得超過已發行股份數目的10%。

於截至授出日期(包括該日)止任何12個月期間內，就授予任一名合資格參與者的所有股份獎勵(不包括根據股份獎勵計劃的條款已失效的任何股份獎勵)已發行及將予發行的股份總數，合共不得超過全部已發行股本的1%。

董事會有權向其可能全權酌情挑選的任何合資格參與者授出股份獎勵。

向本公司董事或行政總裁授出任何股份獎勵，須經本公司獨立非執行董事(不包括其或其聯繫人為股份獎勵承授人的任何本公司獨立非執行董事)或本公司根據上市規則設立的薪酬委員會事先批准。

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

20. SHARE-BASED PAYMENTS (Continued)

(B) SHARE AWARD SCHEME (Continued)

The share award may be accepted within 10 business days from the date of grant of share award. A grantee may accept a share award by giving written notice of their acceptance to the Company, together with remittance in favour of the Company of any consideration payable upon grant of the share award.

Details of the specific categories of share award are as follows:

20. 股份支付 (續)

(B) 股份獎勵計劃 (續)

股份獎勵可在授予股份獎勵之日期起10個營業日內接納。承授人可透過向本公司發出接納股份獎勵的書面通知接納股份獎勵，同時向本公司匯付因獲授股份獎勵而應付的任何代價。

具體股份獎勵類別之詳情如下：

| Date of grant               | Vesting date                | Number of share award<br>at date of grant               |
|-----------------------------|-----------------------------|---|
| 授出日期                        | 歸屬日期                        | 於授出日期的<br>股份獎勵數目<br>'000<br>千份<br>(Unaudited)<br>(未經審核) |
| 26 July 2024<br>二零二四年七月二十六日 | 26 July 2026<br>二零二六年七月二十六日 | 25,920  |
| 26 July 2024<br>二零二四年七月二十六日 | 26 July 2027<br>二零二七年七月二十六日 | 25,920  |
| 26 July 2024<br>二零二四年七月二十六日 | 26 July 2028<br>二零二八年七月二十六日 | 25,920  |
| 26 July 2024<br>二零二四年七月二十六日 | 26 July 2029<br>二零二九年七月二十六日 | 25,920  |
|                             |                             | 103,680   |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註（續）

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 20. SHARE-BASED PAYMENTS (Continued)

#### (B) SHARE AWARD SCHEME (Continued)

Share award shall lapse automatically if the grantee ceased to be employee or director of the Company or its subsidiaries prior to or on vesting date or other situations as determined by the director of the Company in its absolute discretion, and shall not vest on the relevant vesting date.

Details of the share award outstanding during the period are as follows:

|   |   | Number of<br>share award<br>股份獎勵數目<br>'000<br>千份<br>(Unaudited)<br>(未經審核) |
|---|---|---|
| Outstanding at 1 April 2023,<br>30 September 2023<br>and 1 April 2024 | 於二零二三年四月一日、<br>二零二三年九月三十日及<br>二零二四年四月一日尚未行使 | -   |
| Granted during the period   | 期內授出  | 103,680   |
| Lapsed during the period  | 期內失效  | (12,768)  |
| Outstanding at 30 September 2024                                      | 於二零二四年九月三十日尚未行使                             | 90,912  |

The estimated fair value of the share award granted on 26 July 2024 is HK\$104,717,000. Share price was HK\$1.01 on 26 July 2024.

### 20. 股份支付（續）

#### (B) 股份獎勵計劃（續）

倘承授人於歸屬日期或之前不再為本公司或其附屬公司的僱員或董事或存在本公司董事全權決定的其他情況，股份獎勵將自動失效，並將不會在相關歸屬日期歸屬。

期內尚未行使之股份獎勵詳情如下：

於二零二四年七月二十六日授出之股份獎勵的估計公平值為104,717,000港元。於二零二四年七月二十六日之股份價格為1.01港元。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

### 21. ACQUISITION OF A SUBSIDIARY

On 9 April 2024, the Group acquired 100% of the issued share capital of Block AI Company Limited for a cash consideration of HK\$15,000,000.

At the date of acquisition, Block AI Company Limited mainly held investments at fair value through profit or loss and did not have any staff, relating to strategic management, operational and resource management processes. The directors of the Company considered that the acquisition of Block AI Company Limited does not constitute a business combination.

### 21. 收購一間附屬公司

於二零二四年四月九日，本集團以現金代價15,000,000港元收購Block AI Company Limited的100%已發行股本。

於收購日，Block AI Company Limited主要持有按公平值列入損益賬之投資，且並無任何策略管理、營運及資源管理程序方面的員工。本公司董事認為收購Block AI Company Limited並不構成業務合併。

|  |                  | HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|--|------------------|--|
| Net assets acquired:                             | 所收購之淨資產：         |  |
| Intangible assets                                | 無形資產             | 71                                       |
| Investments at fair value through profit or loss | 按公平值列入損益賬之投資     | 14,859                                   |
| Prepayments                                      | 預付款項             | 22                                       |
| Bank balances and cash – general                 | 銀行結餘及現金—一般       | 48                                       |
| <b>Total consideration – satisfied by cash</b>   | <b>總代價—以現金支付</b> | <b>15,000</b>                            |
| Net cash outflow arising on acquisition:         | 因收購產生之現金流出淨額：    |  |
| Cash consideration paid                          | 已付現金代價           | 15,000                                   |
| Cash and cash equivalents acquired               | 所收購之現金及現金等價物     | (48)                                     |
|  |                  | <b>14,952</b>                            |



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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

22. RELATED PARTY TRANSACTIONS

COMPENSATION OF KEY MANAGEMENT PERSONNEL

All executive Directors were considered to be the key management personnel of the Group for the six months ended 30 September 2024 and 2023. The remuneration of executive Directors during the period was as follows:

22. 關連人士交易

主要管理人員之酬金

截至二零二四年及二零二三年九月三十日止六個月，全體執行董事被視為本集團之主要管理人員。執行董事於期內之薪酬如下：

|                                     |            | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|-------------------------------------|------------|---|---|
|                                     |            | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Short-term benefits                 | 短期福利       | 504   | 3,564   |
| Post-employment benefits            | 退休福利       | 9   | 36  |
| Equity-settled share-based payments | 以權益結算之股份支付 | 881   | -   |
|                                     |            | <b>1,394</b>  | <b>3,600</b>  |

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

For the six months ended 30 September 2024 截至二零二四年九月三十日止六個月

23.COMMITMENTS

(I) LEASE COMMITMENTS

The Group as lessee

|  | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|---|---|
| Lease commitments of short-term leases 短期租賃之租賃承擔 | 52  | -   |

(II) CAPITAL COMMITMENTS

|   | At<br>30 September<br>2024<br>於二零二四年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 March<br>2024<br>於二零二四年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|---|---|
| Contracted but not provided for:<br>Investments at fair value through<br>profit or loss | 3,305   | 7,459   |
| Investment in an associate  | 302,647   | -   |
|   | <b>305,952</b>  | <b>7,459</b>  |

23.承擔

(I) 租賃承擔

本集團作為承租人

(II) 資本承擔

24.APPROVAL OF THE CONDENSED  
CONSOLIDATED FINANCIAL  
STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the Board on 28 November 2024.

24.批准簡明綜合財務報表

簡明綜合財務報表已於二零二四年十一月二十八日獲董事會批准及授權刊發。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### RESULTS

For the six months ended 30 September 2024 (the “**Period**”), revenue and net gains on investments at fair value through profit or loss of the Group amounted to HK\$37,174,000, representing an increase of 327.88% as compared to HK\$8,688,000 for the six months ended 30 September 2023.

The Group recorded a loss of HK\$10,909,000 for the Period, which amounts to a decrease of 37.39% in loss, as compared to a loss of HK\$17,425,000 for the corresponding period in 2023. The improvement in losses for the Period were mainly due to (i) an increase in revenue and net gains on investments at fair value through profit or loss; and (ii) an increase in net other income mainly consisted of interest revenue from financial institutions as compared to those for the same period in 2023.

The basic and diluted loss per share for the Period was HK0.2 cent as compared to the basic and diluted loss per share of HK1.3 cents for the corresponding period in 2023.

### BUSINESS REVIEW

#### SECURITIES BROKERAGE AND MARGIN FINANCING

During the Period, the business of securities brokerage and margin financing recorded revenue (including inter-segment revenue) and net losses on investments at fair value through profit or loss in a net amount of HK\$10,627,000, representing a decrease of 10.55% as compared to revenue and net investment gains of HK\$11,881,000 for the corresponding period in 2023.

The segment profit for the Period amounted to HK\$10,255,000, representing an increase of 115.35% as compared to a segment profit amounted to HK\$4,762,000 for the corresponding period in 2023. The increase in segment profit was mainly contributed from the increase in interest revenue from financial institutions.

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

### 業績

於截至二零二四年九月三十日止六個月（「**本期間**」），本集團之收入及按公平值列入損益賬之投資收益淨額為37,174,000港元，較截至二零二三年九月三十日止六個月之8,688,000港元增加327.88%。

本集團於本期間錄得虧損10,909,000港元，相較二零二三年同期虧損17,425,000港元，虧損減少37.39%。本期間的虧損有所改善主要由於與二零二三年同期相比，(i) 收入及按公平值列入損益賬之投資收益淨額增加；及(ii) 其他收入淨額（主要包括來自金融機構之利息收入）增加。

本期間每股基本及攤薄虧損為0.2港仙，而二零二三年同期之每股基本及攤薄虧損則為1.3港仙。

### 業務回顧

#### 證券經紀及孖展融資

於本期間，證券經紀及孖展融資業務錄得收入（包括分部間收入）及按公平值列入損益賬之投資虧損淨額10,627,000港元，較二零二三年同期的收入及投資收益淨額11,881,000港元減少10.55%。

本期間錄得分部溢利10,255,000港元，較二零二三年同期分部溢利4,762,000港元增加115.35%。分部溢利增加主要得益於來自金融機構的利息收入增加。

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

## BUSINESS REVIEW *(Continued)*

### CORPORATE FINANCE

The corporate finance market was under keen competition during the Period. Segment revenue from corporate finance business decreased by 23.75% from HK\$1,701,000 to HK\$1,297,000 while the segment loss for the Period amounted to HK\$1,962,000, representing an increase of 21.94% as compared to a segment loss of HK\$1,609,000 for the corresponding period in 2023. The increase in segment loss was mainly due to the decrease in service income from corporate finance.

### MONEY LENDING

During the Period, there was intense competition in the money lending market. The Group recorded an interest revenue from money lending of HK\$8,439,000 (six months ended 30 September 2023: HK\$1,837,000), representing an increase of 359.39% as compared to the corresponding period in 2023. The segment profit for the Period amounted to HK\$8,307,000 (six months ended 30 September 2023: HK\$1,703,000).

## OVERVIEW

The Group's money lending business is conducted through Fortune Finance Limited ("**Fortune Finance**"), a licensed money lender under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and a wholly-owned subsidiary of the Company.

With funding supported by the Group, Fortune Finance provides money lending services including property mortgages, share mortgages and personal loans. The loan periods are normally around 6 to 60 months. The source of clients of Fortune Finance are mainly from referrals and such referrals are sourced from existing clients and the management of the Group. As of 30 September 2024, the clients of Fortune Finance comprises (i) companies engaged in retail and information technology; and (ii) individuals engaged in retail and finance sector (as of 31 March 2024: (i) companies engaged in retail and information technology; and (ii) individuals engaged in finance, trading and retail sectors).

## 業務回顧 (續)

### 企業融資

於本期間，企業融資市場競爭激烈。來自企業融資業務之分部收入由1,701,000港元減少23.75%至1,297,000港元。本期間錄得分部虧損1,962,000港元，較二零二三年同期分部虧損1,609,000港元增加21.94%。分部虧損增加主要是由於企業融資服務收入減少。

### 放債

於本期間，放債市場競爭激烈。本集團錄得放債之利息收入8,439,000港元（截至二零二三年九月三十日止六個月：1,837,000港元），較二零二三年同期增加359.39%。本期間分部溢利為8,307,000港元（截至二零二三年九月三十日止六個月：1,703,000港元）。

## 概覽

本集團透過富強財務有限公司（「**富強財務**」）開展放債業務，富強財務為香港法例第163章《放債人條例》項下之持牌放債人及本公司之全資附屬公司。

富強財務藉助本集團援助之資金提供放債服務，包括物業按揭貸款、股份抵押貸款及個人貸款。貸款期限一般為6至60個月。富強財務之客戶主要通過現有客戶及本集團管理層轉介而來。截至二零二四年九月三十日止，富強財務之客戶包括(i)從事零售及資訊科技之公司；及(ii)於零售及金融領域從業之個人（截至二零二四年三月三十一日止：(i)從事零售及資訊科技之公司；及(ii)從事金融、貿易及零售業之個人）。

## INTERNAL CONTROL PROCEDURES AND CREDIT RISK ASSESSMENT POLICY

Fortune Finance always takes measures to assess and to control risks according to Fortune Finance's credit and operation policy. The credit policy applies to all types of lending businesses, including secured-based lending and unsecured lending. Assessment will be conducted from several aspects including market value of the pledged assets, due diligence of collateral ownership, the loan-to-value ratio, legal background checking on the borrowers, creditability and repayment ability of the borrower (including income sources and existing outstanding debts), and the feasibility of legal execution on the charged assets and/or legal action against the borrower in case there is default.

All loan applications submitted to Fortune Finance are required to go through the assessment and approval procedures by three levels of personnel. A loan application will firstly be assessed and approved by a director of Fortune Finance before being passed to the Risk and Compliance Committee's representative(s) from the Group for comments (if any). Finally, the loan application is subject to final approval from a designated director of the Group.

## DETERMINATION OF LOAN TERMS

The loan terms are determined based on the factors below:

- purpose of fund usage claimed by the borrower;
- capital liquidity of the borrower;
- current loan terms offered by borrower's existing financing company;
- credibility and repayment history of borrower;
- loan size of the application versus the Group's internal capital resources allocation and planning; and
- other risk factors, if any.

## 內部監控程序及信貸風險評估政策

富強財務一直依據其信貸及營運政策採取各種措施評估及控制風險。信貸政策適用於所有類型之放債業務，包括有抵押貸款及無抵押貸款。評估將從多個方面進行，包括所抵押資產之市值、對抵押品所有權之盡職審查、貸款價值比率、對借款人之法律背景調查、借款人之信用情況及還款能力（包括收入來源及現有未償還債務），以及在出現違約的情況下依法執行已抵押資產及／或對借款人採取法律行動之可行性。

向富強財務提交之所有貸款申請均須通過三級人員之評估及審批程序。貸款申請首先由富強財務的一名董事評估及批准，然後交給本集團風險及合規委員會的代表徵詢意見（如有）。最後，貸款申請須由本集團指定的一名董事最終批准。

## 釐定貸款條款

貸款條款乃基於以下因素釐定：

- 借款人所述之資金用途；
- 借款人之流動資金情況；
- 借款人現有融資公司提供之現有貸款條款；
- 借款人之信用情況及還款記錄；
- 申請貸款之規模與本集團內部資本資源分配及規劃情況之對比；及
- 其他風險因素（如有）。

## DETERMINATION OF LOAN TERMS

(Continued)

Before granting unsecured loans to borrowers, the management of Fortune Finance will primarily consider the asset level of the borrower prior to commencement of internal assessment and approval procedures. Where the borrower is able to demonstrate that its assets are of a sufficient level, the management of Fortune Finance will consider recommending that an unsecured loan be granted. In order to determine whether the assets of a borrower are of a sufficient level, Fortune Finance will primarily take into account, among others, (i) the value of all the assets of the borrower reported by the borrower to Fortune Finance; and (ii) the intended size of the relevant loan. In general, the reported value of the borrower's assets must be sufficient to cover the intended loan. The borrower's ability to repay the loan is also taken into account after considering factors such as the borrower's income source and cash flow. The management of Fortune Finance will consider the assets of the borrower to be at a sufficient level once such requirements are deemed to be satisfied.

The terms of unsecured loans are determined on the same basis as those of secured loans, the factors of which are set out above. Although the terms of unsecured loans are determined on the same basis as those of secured loans, due to the higher risks associated with granting unsecured loans as compared to secured loans (even after taking into account that the borrower of the unsecured loan must have sufficient level of assets), the interest rates of unsecured loans will accordingly be higher than that of secured loans, assuming all other factors being equal. The management of Fortune Finance considers that it is reasonable to determine the terms of unsecured loans and secured loans on the same basis provided that, assuming all other factors being equal, unsecured loans (with the relevant borrower's assets at a sufficient level) are subject to higher interest rates commensurate with their level of risk.

Depending on the asset level of the borrower, a personal guarantee may also be required before an unsecured loan may be granted.

The renewal of loans are subject to the same internal control and assessment procedures (including the provision of relevant documents and assessment and approval by a director of Fortune Finance, the representatives of the Risk and Compliance Committee and a designated director of the Group) as for the grant of new loans.

## 釐定貸款條款 (續)

向借款人授出無抵押貸款之前，富強財務之管理層於開始內部評估及審批程序前將主要考慮借款人之資產水平。倘借款人能夠證明其資產達到足夠水平，富強財務之管理層將考慮建議授出無抵押貸款。為釐定借款人之資產水平是否足夠，富強財務將主要考慮（其中包括）(i) 借款人向富強財務申報之借款人所有資產之價值；及(ii) 相關貸款之擬定規模。一般而言，借款人資產之申報價值必須足以涵蓋擬定貸款。在慮及借款人之收入來源及現金流量等因素後，亦將借款人償還貸款的能力考慮在內。於借款人被視作符合有關要求後，富強財務之管理層將認為借款人之資產達到足夠水平。

無抵押貸款之條款的釐定基準與有抵押貸款相同，有關因素載於上文。儘管無抵押貸款之條款的釐定基準與有抵押貸款相同，但由於授出無抵押貸款之相關風險高於有抵押貸款（即使已慮及無抵押貸款之借款人必須達到足夠之資產水平），假設所有其他因素相同，無抵押貸款之利率將相應高於有抵押貸款之利率。富強財務之管理層認為，假設所有其他因素相同，考慮到對無抵押貸款（在相關借款人之資產達到足夠水平之情況下）收取與其風險水平相稱之較高利率，故按相同基準釐定無抵押貸款及有抵押貸款之條款屬合理。

視乎借款人之資產水平，於授出無抵押貸款前亦可能需要個人擔保。

重續貸款須遵守與授出新貸款相同之內部監控及評估程序（包括提供相關文件及由富強財務一名董事、風險及合規委員會代表及本集團指定的一名董事評估及批准）。

## INFORMATION ON LOANS

As at 30 September 2024, there were a total of seven outstanding loans with an aggregate outstanding principal amount of HK\$171,750,000 (before expected credit losses) and interest rates which ranged from 8% to 15% p.a..

As at 31 March 2024, there were a total of five outstanding loans with an aggregate outstanding principal amount of HK\$111,500,000 (before expected credit losses) and interest rates which ranged from 8% to 15% p.a..

## COLLECTION OF LOAN RECEIVABLES

Fortune Finance regularly submits status update reports to the Group's management on a weekly basis for the review of Fortune Finance's total outstanding loan balance, loan due, and collection status of the repayments.

Fortune Finance also has a collection guideline which applies to delinquent accounts. If there is bank transfer failure or an uncleared cheque, Fortune Finance's representative will contact the borrower as soon as possible. If the repayment is in default for 30 days, Fortune Finance will check and confirm the latest outstanding amount of the borrower and appoint legal advisors to issue an official demand letter to the borrower. A copy of the demand letter will also be sent to the guarantor, if applicable. Should the repayment be in default for 90 days, Fortune Finance will further issue a final warning where Fortune Finance will take legal action against the borrower if such defaulted repayment could not be settled within 14 days. All records will be documented and the most updated status will be reported regularly to the director(s) of the Group. Any arrangements deviating from the collection guideline are required to be reviewed and approved by the directors of Fortune Finance.

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

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

## 貸款情況

於二零二四年九月三十日，合共有七筆未償還貸款，未償還本金總額為171,750,000港元（扣除預期信貸虧損前），年利率介乎8%至15%。

於二零二四年三月三十一日，合共有五筆未償還貸款，未償還本金總額為111,500,000港元（扣除預期信貸虧損前），年利率介乎8%至15%。

## 收回應收貸款

富強財務每週定期向本集團管理層提交最新情況報告，以檢討富強財務未獲償還之貸款結餘總額、到期貸款及還款之收款情況。

富強財務亦設有適用於拖欠款項之收款指引。倘銀行轉賬失敗或支票未獲兌現，富強財務之代表將盡快聯絡借款人。倘拖欠還款達30日，富強財務將核查並確認借款人之最新未償還金額，並委任法律顧問向借款人發出正式催款函。催款函副本亦將寄發予擔保人（如適用）。倘拖欠還款達90日，富強財務將進一步發出最終警告：倘有關拖欠還款未能於14日內結清，富強財務將對借款人採取法律行動。所有記錄均將記錄在案，並定期向本集團董事報告最新情況。任何偏離收款指引之安排須由富強財務之董事審閱及批准。

本集團應用一般方法計量應收貸款之預期信貸虧損之虧損撥備。

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

## COLLECTION OF LOAN RECEIVABLES

(Continued)

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

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

## 收回應收貸款 (續)

於評估應收貸款之違約風險時，管理層已考慮以下因素：

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



## COLLECTION OF LOAN RECEIVABLES

(Continued)

Management classifies loan receivables based on the following:

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

Stage 2: For exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. Below are indicators of significant increase in credit risks:

- (a) if repayment of loan is delayed by borrower;
- (b) if collateral Ratio (if any) is 60% or higher; and
- (c) responsive to the Group's request for repayment.

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

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

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

## 收回應收貸款（續）

管理層根據以下方式分類應收貸款：

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

第二階段：信貸風險自初步確認以來出現顯著增加惟並無出現信貸減值之風險。下列為信貸風險顯著增加之指標：

- (a) 借款人延遲償還貸款；
- (b) 抵押品比率（如有）為60%或以上；以及
- (c) 對本集團要求還款之回應。

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

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

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

## CONSULTANCY AND INSURANCE BROKERAGE

During the Period, the Group recorded a segment revenue (including inter-segment revenue) from consultancy and insurance brokerage services of HK\$344,000 (six months ended 30 September 2023: HK\$374,000), representing a decrease of 8.02% as compared to the corresponding period in 2023. The segment loss for the Period amounted to HK\$56,000 (six months ended 30 September 2023: HK\$50,000).

## ASSET MANAGEMENT

During the Period, the Group recorded a segment revenue from asset management of HK\$1,941,000 (six months ended 30 September 2023: HK\$2,624,000), representing a decrease of 26.03% as compared to the corresponding period in 2023. The segment profit for the Period amounted to HK\$193,000 (six months ended 30 September 2023: HK\$265,000).

## EQUITY INVESTMENT

During the Period, the Group recorded a segment revenue and net gains on investments at fair value through profit or loss from equity investment of HK\$14,105,000 (six months ended 30 September 2023: segment revenue and net losses on investments at fair value through profit or loss HK\$9,661,000), representing an increase of 46.00% as compared to the corresponding period in 2023. The segment profit for the Period amounted to HK\$14,637,000 (six months ended 30 September 2023: segment loss HK\$9,977,000).

## 顧問及保險經紀

於本期間，本集團之顧問服務及保險經紀服務錄得分部收入（包括分部間收入）344,000港元（截至二零二三年九月三十日止六個月：374,000港元），較二零二三年同期減少8.02%。本期間分部虧損為56,000港元（截至二零二三年九月三十日止六個月：50,000港元）。

## 資產管理

於本期間，本集團錄得資產管理分部收入1,941,000港元（截至二零二三年九月三十日止六個月：2,624,000港元），較二零二三年同期減少26.03%。本期間分部溢利為193,000港元（截至二零二三年九月三十日止六個月：265,000港元）。

## 股權投資

於本期間，本集團於股權投資方面錄得分部收入及按公平值列入損益賬之投資收益淨額14,105,000港元（截至二零二三年九月三十日止六個月：分部收入及按公平值列入損益賬之投資虧損淨額9,661,000港元），較二零二三年同期增加46.00%。本期間分部溢利為14,637,000港元（截至二零二三年九月三十日止六個月：分部虧損9,977,000港元）。

## MATERIAL EVENTS

### *RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE*

References are made to (i) the announcements of the Company dated 17 October 2023, 23 November 2023, 18 December 2023, 28 December 2023, 31 January 2024, 7 February 2024 (collectively, the “**Rights Issue Announcements**”); (ii) the announcement of the Company dated 27 March 2024 (the “**New UOP Announcement**”); (iii) the circular of the Company dated 1 December 2023 (the “**Rights Issue Circular**”); and (iv) the prospectus of the Company dated 12 January 2024 (the “**Rights Issue Prospectus**”) in relation to, among other things, the Rights Issue on the basis of three (3) Rights Shares for every one (1) existing Share held on the Record Date and the Placing. Unless otherwise specified, capitalised terms used in this interim report shall have the same meanings as those defined in the Rights Issue Announcements, the Rights Issue Circular, the New UOP Announcement and the Rights Issue Prospectus.

On 17 October 2023, the Company (a) announced the proposed Rights Issue on the basis of three (3) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders on the Record Date, by issuing up to 4,744,684,386 Rights Shares at the Subscription Price of HK\$0.10 per Rights Share; and (b) entered into the Placing Agreement with Fortune (HK) Securities Limited, a licensed corporation to carry on Type 1 (dealing in securities) regulated activity under the SFO (the “**Placing Agent**”), pursuant to which the Placing Agent has conditionally agreed as agent of the Company (either by itself or through its sub-placing agents) to procure independent Placees, on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares.

## 重大事項

### *按於記錄日期每持有一(1)股現有股份獲發三(3)股供股股份之基準進行供股*

茲提述(i)本公司日期為二零二三年十月十七日、二零二三年十一月二十三日、二零二三年十二月十八日、二零二三年十二月二十八日、二零二四年一月三十一日、二零二四年二月七日之公告（統稱「**供股公告**」）；(ii)本公司日期為二零二四年三月二十七日之公告（「**新所得款項用途公告**」）；(iii)本公司日期為二零二三年十二月一日之通函（「**供股通函**」）；及(iv)本公司日期為二零二四年一月十二日之供股章程（「**供股章程**」），內容有關（其中包括）按於記錄日期每持有一(1)股現有股份獲發三(3)股供股股份之基準進行供股及配售事項。除非另有所指，本中期報告所用詞彙與供股公告、供股通函、新所得款項用途公告及供股章程所界定者具有相同涵義。

於二零二三年十月十七日，本公司(a)宣佈建議按於記錄日期合資格股東每持有一(1)股現有股份獲發三(3)股供股股份之基準，透過以認購價每股供股股份0.10港元發行最多4,744,684,386股供股股份進行供股；及(b)與富強證券有限公司（根據證券及期貨條例可從事第1類（證券交易）受規管活動之持牌法團）（「**配售代理**」）訂立配售協議，據此，配售代理已有條件同意作為本公司之代理（由其本身或透過其分配售代理）按盡力基準促使獨立承配人認購未獲認購供股股份及除外股東未售出供股股份。

## MATERIAL EVENTS *(Continued)*

### RIGHTS SHARES

The number of Rights Shares represented (i) 300.00% of the existing issued share capital of the Company as at the date of the Rights Issue Announcements; and (ii) 75.00% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

### RANKING OF THE RIGHTS SHARES

The Rights Shares, being allotted, issued and fully paid, rank *pari passu* in all aspects among themselves and with the existing Shares in issue at the time of allotment and issue of the Right Shares.

### PRICE OF THE RIGHTS SHARES

The Subscription Price of HK\$0.10 per Rights Share represented, among others, a discount of approximately 9.09% over the closing price of HK\$0.110 per Share as quoted on the Stock Exchange on 17 October 2023, being the date of entering into of the Placing Agreement.

The net price per Rights Share was approximately HK\$0.0997. The aggregate nominal value of the Rights Shares was approximately HK\$474,468,438.60.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, with respect to the placing of the Unsubscribed Rights Shares, (i) each of the Placees under the Placing and where appropriate, their respective ultimate beneficial owner(s), is independent of and not connected with the Company and its connected persons and not a connected person of the Company; and (ii) none of the Placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing.

## 重大事項 (續)

### 供股股份

供股股份數目 (i) 相當於本公司於供股公告日期現有已發行股本之300.00%；及(ii) 相當於本公司經配發及發行供股股份擴大後已發行股本之75.00%。

### 供股股份之地位

供股股份於配發、發行及繳足股款後，彼此之間及與配發及發行供股股份時已發行現有股份在所有方面將享有同等地位。

### 供股股份之價格

認購價每股供股股份0.10港元較（其中包括）股份於二零二三年十月十七日（即訂立配售協議之日期）在聯交所所報之收市價每股0.110港元折讓約9.09%。

每股供股股份之淨價約為0.0997港元。供股股份之總面值約為474,468,438.60港元。

據董事經作出一切合理查詢後所深知、盡悉及確信，就配售未獲認購供股股份而言，(i) 配售事項項下之各承配人及（如適用）其各自之最終實益擁有人獨立於本公司及其關連人士且與彼等概無關連，且並非本公司之關連人士；及(ii) 於配售事項完成後，概無承配人成為本公司之主要股東（定義見上市規則）。

## MATERIAL EVENTS *(Continued)*

### REASONS FOR THE RIGHTS ISSUE

The Directors consider that fundraising activities by the Company are strategically significant for the Group's growth and development at all material times and the Rights Issue, being pre-emptive in nature, allowed the Qualifying Shareholders to participate in the future growth and development of the Group and at the same time offered them to maintain their respective proportional shareholdings in the Company. Furthermore, the Directors are of the view that the Rights Issue, as a fundraising method, is in the best interests of the Company and the Shareholders as a whole for the purposes of strengthening the capital base of the Company, increasing the Group's operational flexibility and in turn supporting the Company's continuing development and business growth.

The Rights Issue became unconditional on 6 February 2024.

The gross proceeds from the Rights Issue received by the Group amounted to HK\$474.47 million and the net proceeds (after deduction of relevant costs and expenses) received by the Company were approximately HK\$470.82 million.

## 重大事項 (續)

### 進行供股之理由

董事認為，在關鍵時刻，本公司進行集資活動對本集團的增長及發展具有重大戰略意義，且供股（屬優先性質）可讓合資格股東參與本集團之未來增長及發展，同時讓合資格股東維持彼等於本公司之股權比例。此外，董事認為，供股（作為一種集資方式）符合本公司及股東之整體最佳利益，可加強本公司之資本基礎，增加本集團營運之靈活性，進而支持本公司之持續發展及業務增長。

供股已於二零二四年二月六日成為無條件。

本集團收到之供股之所得款項總額為474.47百萬港元，而本公司收到之所得款項淨額（經扣除相關費用及開支後）約為470.82百萬港元。

## MATERIAL EVENTS (Continued)

### REASONS FOR THE RIGHTS ISSUE (Continued)

On 27 March 2024, the Board has resolved to change the use of proceeds from the Rights Issue upon re-assessing the allocation of resources into the Group's existing business segments so as to deploy its financial resources more effectively, seize other business opportunities and contribute to a further diversified business base of the Group. For further details, including the reasons for the change of use of proceeds, please refer to the New UOP Announcement. The proceeds raised from and the details of the use of proceeds of the Rights Issue in respect of the revised use of proceeds are set out below:

## 重大事項 (續)

### 進行供股之理由 (續)

於二零二四年三月二十七日，董事會於重新評估本集團現有業務分部的資源配置後，決議變更供股之所得款項的用途，從而更有效地運用財務資源，把握其他商機，並進一步擴大本集團多元化的業務基礎。進一步詳情（包括變更所得款項用途之理由）請參閱新所得款項用途公告。供股籌集之所得款項及有關經修訂所得款項用途之供股所得款項用途詳情載列如下：

|       | Intended revised use of proceeds as disclosed in the New UOP Announcement        | Proceeds intended to be applied for each of the revised use of proceeds | Utilised proceeds on the intended use up to the date of this interim report | Unutilised proceeds up to the date of this interim report        | Expected timeline for the use of unutilised proceeds |
|-------|--|---|---|--|--|
|       | 新所得款項用途公告披露所得款項的擬定經修訂用途  | 擬用於各經修訂用途的所得款項<br>HK\$ million<br>(approximately)<br>百萬港元 (概約)          | 直至本中期報告日期按擬定用途動用的所得款項<br>HK\$ million<br>(approximately)<br>百萬港元 (概約)       | 直至本中期報告日期未動用所得款項<br>HK\$ million<br>(approximately)<br>百萬港元 (概約) | 使用未動用所得款項的預期時限                                       |
| (A)   | Working capital for the Group's principally engaged businesses<br>用作本集團主營業務的營運資金 | 194.00  | 194.00  | 0.00   |  |
| (i)   | In respect of money lending business<br>放債業務方面                                   | 100.00  | 100.00  | 0.00   | Not applicable<br>不適用                                |
| (ii)  | In respect of margin financing business<br>孖展融資業務方面                              | 0.00  | 0.00  | 0.00   | Not applicable<br>不適用                                |
| (iii) | In respect of asset management business<br>資產管理業務方面                              | 50.00   | 50.00   | 0.00   | Not applicable<br>不適用                                |
| (iv)  | In respect of corporate finance business<br>企業融資業務方面                             | 44.00   | 44.00   | 0.00   | Not applicable<br>不適用                                |

MATERIAL EVENTS (Continued)

重大事項 (續)

REASONS FOR THE RIGHTS ISSUE (Continued)

進行供股之理由 (續)

|      | Intended revised use of proceeds as disclosed in the New UOP Announcement<br>新所得款項用途公告披露<br>所得款項的擬定經修訂用途   | Proceeds intended to be applied for each of the revised use of proceeds<br>擬用於各經修訂用途的所得款項<br>HK\$ million (approximately)<br>百萬港元 (概約) | Utilised proceeds on the intended use up to the date of this interim report<br>直至本中期報告日期按擬定用途動用的所得款項<br>HK\$ million (approximately)<br>百萬港元 (概約) | Unutilised proceeds up to the date of this interim report<br>日期未動用所得款項<br>HK\$ million (approximately)<br>百萬港元 (概約) | Expected timeline for the use of unutilised proceeds<br>使用未動用所得款項的預期時限 |
|------|--|--|---|---|--|
| (B)  | Reserved as seed money for the investment funds to be established and operated under the Group's asset management business<br>作為種子資金投資於本集團資產管理業務擬設立的投資基金   | 140.00   | 140.00  | 0.00  |  |
| (i)  | seed money for an investment fund to be established with focus primarily on major secondary equity markets in Hong Kong, PRC and the USA<br>作為種子資金投資於擬設立的股票二級市場投資基金 (主要面向香港、中國及美國的主要股票二級市場)  | 90.00  | 90.00   | 0.00  | Not applicable<br>不適用  |
| (ii) | seed money for an investment fund to be established with focus primarily on private equity targets seeking initial public offerings in the securities markets of Hong Kong and the USA<br>作為種子資金投資於擬設立的pre-IPO投資基金 (主要面向香港及美國證券市場) | 50.00  | 50.00   | 0.00  | Not applicable<br>不適用  |
| (C)  | General working capital of the Group, including staff cost, rental expenses and other office overhead of the Group<br>用作本集團一般營運資金, 包括本集團的員工成本、租金開支及其他辦公開支  | 56.82  | 50.11   | 6.71  |  |
| (i)  | paying staff costs<br>支付員工成本   | 32.82  | 27.44   | 5.38  | Expected to be utilised by February 2025<br>預期於二零二五年二月底前動用             |

**MATERIAL EVENTS** (Continued)

**重大事項** (續)

**REASONS FOR THE RIGHTS ISSUE** (Continued)

**進行供股之理由** (續)

|               |  | <b>Proceeds intended to be applied for each of the revised use of proceeds</b> | <b>Utilised proceeds on the intended use up to the date of this interim report</b> | <b>Unutilised proceeds up to the date of this interim report</b> | <b>Expected timeline for the use of unutilised proceeds</b> |
|---------------|--|--|--|--|---|
|               | <b>Intended revised use of proceeds as disclosed in the New UOP Announcement</b>   |  |  |  |   |
|               | <b>新所得款項用途公告披露所得款項的擬定經修訂用途</b>   | <b>擬用於各經修訂用途的所得款項</b>  | <b>直至本中期報告日期按擬定用途動用的所得款項</b>   | <b>直至本中期報告日期未動用所得款項</b>  | <b>使用未動用所得款項的預期時限</b>                                       |
|               |  | <b>HK\$ million (approximately)</b>  | <b>HK\$ million (approximately)</b>  | <b>HK\$ million (approximately)</b>                              |   |
|               |  | <b>百萬港元 (概約)</b>   | <b>百萬港元 (概約)</b>   | <b>百萬港元 (概約)</b>   |   |
| (ii)          | paying rental expenses and other office overhead of the Group<br>支付本集團的租金開支及其他辦公開支   | 19.00  | 18.84  | 0.16   | Expected to be utilised by February 2025<br>預期於二零二五年二月前動用   |
| (iii)         | paying cost of upgrading IT system<br>支付資訊科技系統升級費用   | 5.00   | 3.83   | 1.17   | Expected to be utilised by December 2024<br>預期於二零二四年十二月前動用  |
| (D)           | Investment into and operation of companies within the financial technology sector<br>孵化及經營金融科技領域的公司  | 24.00  | 24.00  | 0.00   | Not applicable<br>不適用                                       |
| (E)           | Repayment of the principal amount of the corporate bonds and the interest accrued therefrom (in the aggregate amount outstanding being approximately HK\$14.46 million), which are becoming due and payable during the period from December 2023 to April 2024<br>償還於二零二三年十二月至二零二四年四月期間到期應付的公司債券本金及其應計利息 (未償還總額約為14,460,000港元) | 10.00  | 10.00  | 0.00   | Not applicable<br>不適用                                       |
| (F)           | New purpose: Investment Immigration<br>新用途：投資移民  | 16.00  | 16.00  | 0.00   | Not applicable<br>不適用                                       |
| (G)           | New purpose: Clean Energy Investment<br>新用途：清潔能源投資   | 25.00  | 25.00  | 0.00   | Not applicable<br>不適用                                       |
| (H)           | New purpose: Cryptocurrency Investment<br>新用途：加密貨幣投資   | 5.00   | 5.00   | 0.00   | Not applicable<br>不適用                                       |
| <b>Total:</b> | <b>總計：</b>   | <b>470.82</b>  | <b>464.11</b>  | <b>6.71</b>  |   |



## PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of the Company dated 28 June 2024 and 24 July 2024 (collectively, the “**Placing of New Shares Announcements**”) in relation to the placing of new Shares under General Mandate. Unless otherwise specified, capitalised terms used in this interim report shall have the same meanings as those defined in the Placing of New Shares Announcements.

On 28 June 2024 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as the Company’s placing agent, to procure, on a best effort basis, no fewer than six placees (the “**Placees**”), who and whose ultimate beneficial owners (where applicable) will be independent third parties, to subscribe (the “**June Placing**”) for up to a maximum of 316,312,292 placing shares (the “**Placing Shares**”) at the placing price of HK\$0.90 per Placing Share.

### PLACING SHARES

On 24 July 2024, the Company announced that a total of 273,776,000 Placing Shares have been successfully placed by the Placing Agent to no less than six Placees at the placing price of HK\$0.90 per Placing Share, representing approximately 4.15% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon the completion of the June Placing on 24 July 2024.

### RANKING OF THE PLACING SHARES

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

## 根據一般授權配售新股份

茲提述本公司日期為二零二四年六月二十八日及二零二四年七月二十四日有關根據一般授權配售新股份之公告（統稱「**配售新股份公告**」）。除另有所指外，本中期報告所用詞彙與配售新股份公告所界定者具有相同涵義。

於二零二四年六月二十八日（聯交所交易時段後），本公司與配售代理訂立配售協議，據此，配售代理已有條件同意（作為本公司之配售代理），按盡力基準促使不少於六名承配人（「**承配人**」）（彼等及彼等之最終實益擁有人（如適用）須為獨立第三方）按配售價每股配售股份0.90港元認購最多316,312,292股配售股份（「**配售股份**」）（「**六月配售事項**」）。

### 配售股份

於二零二四年七月二十四日，本公司宣佈，配售代理已按每股配售股份0.90港元之配售價向不少於六名承配人成功配售合共273,776,000股配售股份，相當於緊隨二零二四年七月二十四日完成六月配售事項後本公司經配發及發行配售股份而擴大之已發行股本約4.15%。

### 配售股份之地位

配售股份彼此之間及與完成日期之其他已發行股份在各方面享有同等地位。

## PLACING OF NEW SHARES UNDER GENERAL MANDATE *(Continued)*

### PLACING PRICE

The placing price of HK\$0.90 per Placing Share represented a discount of 10% over the closing price of HK\$1.00 per share as quoted on the Stock Exchange on 28 June 2024, being the date of the Placing Agreement.

The net issue price per Placing Share was approximately HK\$0.89. The aggregate nominal value of the Placing Shares was HK\$27,377,600.

### REASONS FOR THE JUNE PLACING

The Directors are of the view that the June Placing will strengthen the financial position of the Group by raising additional funds for the Group and thereby providing a higher liquidity and operational flexibility to the Group by increasing its working capital through the June Placing without (i) increasing the interest burden on the Group; and (ii) affecting the financial position and the liquidity risk of the Group by means of equity fundraising. The June Placing also represents good opportunities to broaden the Shareholders' base.

The gross proceeds from the June Placing received by the Group amounted to HK\$246.40 million and the net proceeds (after deduction of relevant expenses) received by the Company under the June Placing was approximately HK\$243.90 million.

## 根據一般授權配售新股份 (續)

### 配售價

配售價每股配售股份0.90港元較股份於二零二四年六月二十八日(即配售協議日期)在聯交所所報收市價每股1.00港元折讓10%。

每股配售股份之淨發行價約為0.89港元。  
配售股份之總面值為27,377,600港元。

### 進行六月配售事項之理由

董事認為，六月配售事項將為本集團籌集額外資金，從而加強本集團的財務狀況，通過六月配售事項增加一般營運資金可為本集團提供更多流動資金及更大的營運靈活性，而不會(i)增加本集團的利息負擔；及(ii)因進行股本集資而影響本集團的財務狀況及流動資金風險。六月配售事項亦是擴闊股東基礎之良機。

本集團收到之六月配售事項之所得款項總額為246.40百萬港元及本公司於六月配售事項項下收到之所得款項淨額(經扣除相關開支後)約為243.90百萬港元。

## PLACING OF NEW SHARES UNDER GENERAL MANDATE (Continued)

### REASONS FOR THE JUNE PLACING (Continued)

The proceeds raised from and the details of the use of proceeds of the June Placing up to the date of this interim report are as follows:

| Intended use of proceeds as disclosed in the Placing for New Shares Announcements          | Proceeds to be applied HK\$ million (approximately)<br>將動用的所得款項<br>百萬港元<br>(概約) | Utilised proceeds up to the date of this interim report HK\$ million (approximately)<br>截至本中期報告日期<br>已動用的所得款項<br>百萬港元<br>(概約) | Unutilised proceeds up to the date of this interim report HK\$ million (approximately)<br>截至本中期報告日期<br>未動用的所得款項<br>百萬港元<br>(概約) | Expected timeline for the use of unutilised proceeds           |
|--|---|---|---|--|
| 配售新股份公告所披露所得款項的擬定用途  |   |   |   |  |
| Operation and enhancement of the Group's existing businesses<br>本集團現有業務的運營及提升              | 142.00  | 142.00  | 0.00  | Not applicable<br>不適用  |
| Investments to be made under the Group's equity investment business<br>本集團股權投資業務的投資項目      | 50.00   | 50.00   | 0.00  | Not applicable<br>不適用  |
| Continuous development and expansion into financial technology businesses<br>持續發展及拓展金融科技業務 | 25.00   | 25.00   | 0.00  | Not applicable<br>不適用  |
| General working capital of the Group<br>本集團的一般營運資金   | 26.90   | 0.00  | 26.90   | Expected to be utilised by December 2025<br>預期於二零二五年<br>十二月前動用 |
| <b>Total</b><br>總計   | <b>243.90</b>   | <b>217.00</b>   | <b>26.90</b>  |  |

Completion of the June Placing took place on 24 July 2024.

## 根據一般授權配售新股份 (續)

### 進行六月配售事項之理由 (續)

截至本中期報告日期，六月配售事項籌集之所得款項及所得款項用途詳情載列如下：

六月配售事項已於二零二四年七月二十四日完成。

## VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION – ACQUISITION OF SHARES IN WEALTHINK AI-INNOVATION CAPITAL LIMITED LISTED ON THE STOCK EXCHANGE INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

## 非常重大收購事項及關連交易 – 收購於聯交所上市之華科智能投資有限公司股份 (涉及根據特別授權發行代價股份)

On 23 August 2024, the Company, Marvel Champion Investment Limited, a wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement with Dr. Liu Zhiwei, Trendera Capital Pte. Ltd. and Caitex Technology Holdings Limited as vendors, pursuant to which, the said purchaser has conditionally agreed to acquire and the said vendors have conditionally agreed to sell 2,751,339,130 shares (the “**Target Wealthink Shares**”) of Wealthink AI-Innovation Capital Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 1140), at the consideration in the amount of HK\$302,647,304.00. The said consideration was satisfied by the allotment of 340,053,151 shares of the Company (the “**Consideration Shares**”) at the issue price of approximately HK\$0.89 per share under the specific mandate sought by the Company at the extraordinary general meeting held on 4 October 2024. The aggregate nominal value of share capital for the Consideration Shares is HK\$34,005,315.10.

As Dr. Liu Zhiwei is a substantial shareholder of the Company and beneficially interested in the entire issued share capital of the other two vendors, Dr. Liu Zhiwei is a connected person of the Company and the other two vendors being the associates of Dr. Liu Zhiwei, are also connected persons of the Company, and therefore the said acquisition of Target Wealthink Shares constituted a connected transaction under Chapter 14A of the Listing Rules.

於二零二四年八月二十三日，本公司及本公司之全資附屬公司滿冠投資有限公司（作為買方）與柳志偉博士、Trendera Capital Pte. Ltd. 及 Caitex Technology Holdings Limited（作為賣方）訂立買賣協議，據此，前述買方有條件同意收購及前述賣方有條件同意出售2,751,339,130股華科智能投資有限公司（一間於開曼群島註冊成立之有限公司，其股份於聯交所主板上市（股份代號：1140））股份（「**目標華科股份**」），代價為302,647,304.00港元。上述代價已根據本公司於二零二四年十月四日舉行之股東特別大會上尋求之特別授權，按發行價每股約0.89港元配發340,053,151股本公司股份（「**代價股份**」）予以支付。代價股份之股本總面值為34,005,315.10港元。

由於柳志偉博士為本公司之主要股東，並實益擁有另外兩名賣方之全部已發行股本，故柳志偉博士為本公司之關連人士，而另外兩名賣方（即柳志偉博士之聯繫人）亦為本公司之關連人士，因此根據上市規則第14A章，上述收購目標華科股份構成一項關連交易。

## VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION – ACQUISITION OF SHARES IN WEALTHINK AI-INNOVATION CAPITAL LIMITED LISTED ON THE STOCK EXCHANGE INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE (Continued)

The completion of the said transactions under the sale and purchase agreement took place after the Period on 18 October 2024, and upon which, (i) the Company has been beneficially interested in 3,064,454,515 Target Wealthink Shares via the said purchaser, representing approximately 29.13% equity interest in Wealthink AI-Innovation Capital Limited as at the date of completion; (ii) Wealthink AI-Innovation Capital Limited has become an associate of the Group; (iii) the financial results of Wealthink AI-Innovation Capital Limited and its subsidiaries has been accounted for in the consolidated financial statements of the Group as investment in an associate using the equity method of accounting; and (iv) the Company has become a substantial shareholder of Wealthink AI-Innovation Capital Limited.

For details, please refer to the Company's announcements dated 23 August 2024, 13 September 2024, 4 October 2024 and 18 October 2024, and the circular of the Company dated 17 September 2024.

## OUTLOOK

Looking forward to the rest of 2024, the Company will continue to proactively deploy various businesses based on its keen insight into policy guidance and capital market developments. The Company will actively respond to the government's policy focus on supporting the M&A and reorganization of innovative technology companies and the development of new quality productive forces. With its mature international layout and professional service capabilities in cross-border business, the Company will facilitate cross-border capital exchanges and continue to maintain its sound position and development momentum in fields such as cross-border M&A, cross-border transactions, interconnection and overseas financing.

## 非常重大收購事項及關連交易－收購於聯交所上市之華科智能投資有限公司股份（涉及根據特別授權發行代價股份）（續）

上述買賣協議項下之交易已於本期間結束後二零二四年十月十八日完成，因此，(i) 本公司透過上述買方實益擁有 3,064,454,515 股目標華科股份，約佔於完成日期華科智能投資有限公司 29.13% 股權；(ii) 華科智能投資有限公司已成為本集團之聯營公司；(iii) 華科智能投資有限公司及其附屬公司之財務業績以權益會計法於本集團綜合財務報表作為於聯營公司之投資入賬；及 (iv) 本公司已成為華科智能投資有限公司之主要股東。

詳情請參閱本公司日期為二零二四年八月二十三日、二零二四年九月十三日、二零二四年十月四日及二零二四年十月十八日之公告，以及本公司日期為二零二四年九月十七日之通函。

## 展望

展望二零二四年下半年，本公司將繼續憑藉對政策導向和資本市場發展動態的敏銳洞察，前瞻性地佈局各項業務。本公司將積極響應國家支持科創企業併購重組和新質生產力發展的政策聚焦，憑藉自身成熟的國際化佈局以及跨境業務的專業服務能力，助力跨境資本往來，繼續保持在跨境併購、跨境交易、互聯互通、境外發行等領域的良好發展勢頭。

## OUTLOOK (Continued)

At the same time, the Company will continue to implement strategic adjustments around technological innovation, focus on core directions, and accelerate the conversion of new and old development drivers. The Company will continue to deepen its investment in technological innovation, explore investment opportunities in emerging industries such as Web 3.0 and quantum computing, and leverage the synergy advantages of “investment + investment banking + management” to actively empower invested companies and achieve capital appreciation.

In addition, the Company will adhere to the action philosophy of “promoting investment banking with investment, nurturing tradition with innovation”, unswervingly increase investment, continue to expand capital scale, enhance the Company’s influence and reputation in the capital market, and continue to strive for the best interests of the Company’s shareholders, customers and partners and achieve healthy and sustainable business development.

## CAPITAL STRUCTURE

As at 30 September 2024, the nominal value of the total issued share capital of the Company was HK\$711,842,184.80, comprising 7,118,421,848 shares of the Company of HK\$0.10 each (the “Shares”).

The Group actively and regularly reviews and manages its capital structure and makes adjustments to the capital structure in light of changes in economic conditions. For the licensed subsidiaries of the Group, the Group ensures each of them maintains a liquid capital level that is adequate to support the level of activities with a sufficient buffer to accommodate increases in liquidity requirements arising from potential increases in the level of business activities. During the Period, all the licensed subsidiaries of the Group complied with the liquid capital requirements under the Securities and Futures (Financial Resources) Rules (Cap. 571 sub. leg. N of the Laws of Hong Kong) (“**Securities and Futures (Financial Resources) Rules**”).

## 展望 (續)

同時，本公司將持續圍繞科技創新實施戰略調整，聚焦核心方向，加速新舊發展動能轉換。本公司將繼續深耕科創投資，探索Web 3.0、量子計算等新興行業的投資機會，並發揮「投資+投行+管理」的聯動優勢，積極賦能被投企業，實現資本增值。

此外，本公司將堅持「投資帶動投行，創新反哺傳統」的行動理念，堅定不移地增加投資，持續擴大資本規模，提升本公司在資本市場的影響力和聲譽，持續為本公司股東、客戶及合作夥伴創造最佳利益，實現健康及可持續的業務發展。

## 資本結構

於二零二四年九月三十日，本公司已發行股本面值總額為711,842,184.80港元，包括7,118,421,848股每股面值0.10港元之本公司股份（「股份」）。

本集團積極定期檢討及管理其資本結構，並因應經濟環境之轉變對資本結構作出調整。就本集團持牌之附屬公司而言，本集團確保各持牌附屬公司均保持資金靈活週轉，足以支持業務經營，以及在業務活動可能轉趨頻繁而引致對流動資金之需求上升時亦能應付自如。於本期間，本集團所有持牌附屬公司均遵守香港附屬法例第571N章《證券及期貨（財政資源）規則》（「**證券及期貨（財政資源）規則**」）下之流動資金規定。

## CAPITAL RISK MANAGEMENT

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

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

The Directors review the capital structure regularly. As part of the review, the Directors consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to adjust the Group's capital structure. The overall strategy of the Group remains unchanged during the Period and the year ended 31 March 2024.

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

One of the subsidiaries of the Company is a licensed insurance intermediary under the Insurance Ordinance (Cap. 41 of the Laws of Hong Kong) and is required to maintain a minimum net asset value of HK\$500,000 at all times.

There is no non-compliance of the capital requirements of the Group's members imposed by the respective regulators during the Period and the year ended 31 March 2024.

## 資本風險管理

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

本集團之資本架構包括債務（包括公司債券、租賃負債）、現金及現金等值物，以及本公司擁有人應佔權益，當中包括股本及儲備。

董事定期審閱資本架構。作為審閱之一部分，董事考慮資本成本及各類別資本涉及之風險，並會採取適當行動以調整本集團之資本架構。於本期間及截至二零二四年三月三十一日止年度，本集團之整體策略維持不變。

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

本公司其中一間附屬公司為香港法例第41章《保險業條例》下的持牌保險中介人並須於所有時間內維持最低資產淨值500,000港元。

於本期間及截至二零二四年三月三十一日止年度，本集團成員公司並無違反有關規管機構所實施之資本規定之情況。

## LIQUIDITY AND FINANCIAL RESOURCES AND GEARING RATIO

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

As at 30 September 2024, the Group's current assets and current liabilities were HK\$720,537,000 (as at 31 March 2024: HK\$864,100,000) and HK\$216,851,000 (as at 31 March 2024: HK\$290,652,000) respectively, while the current ratio was 3.32 times (as at 31 March 2024: 2.97 times).

As at 30 September 2024, the Group's aggregate cash and cash equivalents amounted to HK\$121,241,000 (as at 31 March 2024: HK\$289,257,000), of which 94.27% was denominated in Hong Kong dollars (as at 31 March 2024: 98.22%), 2.76% was denominated in USD (as at 31 March 2024: 1.47%), 2.88% was denominated in RMB (as at 31 March 2024: 0.27%), and 0.09% was denominated in SGD (as at 31 March 2024: 0.04%), representing 16.83% (as at 31 March 2024: 33.47%) of total current assets. As at 30 September 2024, no bank loan was borrowed by the Group (as at 31 March 2024: nil).

During the Period, no financial instruments were used for hedging purposes. As at 30 September 2024, the gearing ratio, measured on the basis of total borrowings, which include lease liabilities and corporate bonds, as a percentage of equity attributable to owners of the Company, was 1.83% (as at 31 March 2024: 3.05%). The decrease of gearing ratio was mainly due to repayment of corporate bonds. As at 30 September 2024, the debt ratio, defined as total liabilities over total assets, was 17.94% (as at 31 March 2024: 27.96%).

No corporate bond was issued during the Period and the year ended 31 March 2024.

## 流動資金、財務資源及資本負債比率

於本期間，本集團主要透過經營業務產生之現金及籌資活動所得款項撥付其業務所需資金。

於二零二四年九月三十日，本集團之流動資產及流動負債分別為720,537,000港元（於二零二四年三月三十一日：864,100,000港元）及216,851,000港元（於二零二四年三月三十一日：290,652,000港元），流動比率為3.32倍（於二零二四年三月三十一日：2.97倍）。

於二零二四年九月三十日，本集團之現金及現金等值物合共為121,241,000港元（於二零二四年三月三十一日：289,257,000港元），其中94.27%以港元計值（於二零二四年三月三十一日：98.22%）、2.76%以美元計值（於二零二四年三月三十一日：1.47%）、2.88%以人民幣計值（於二零二四年三月三十一日：0.27%）、以及0.09%以新加坡元計值（於二零二四年三月三十一日：0.04%），相當於流動資產總值16.83%（於二零二四年三月三十一日：33.47%）。於二零二四年九月三十日，本集團並無銀行貸款（於二零二四年三月三十一日：無）。

於本期間，概無金融工具作對沖用途。於二零二四年九月三十日，按總借貸（包括租賃負債及公司債券）佔本公司擁有人應佔權益百分比計算之資本負債比率為1.83%（於二零二四年三月三十一日：3.05%）。資本負債比率下降主要由於償還公司債券所致。於二零二四年九月三十日，債務比率（定義為總負債除以總資產）為17.94%（於二零二四年三月三十一日：27.96%）。

於本期間及截至二零二四年三月三十一日止年度，概無發行公司債券。



## SIGNIFICANT INVESTMENT

As at 30 September 2024, the Group held investments at fair value through profit or loss of HK\$441,797,000 (as at 31 March 2024: HK\$253,273,000), with net gains on investments at fair value through profit or loss of approximately HK\$15,158,000 (six months ended 30 September 2023: net losses of HK\$9,661,000).

Save as disclosed below, as at 31 March 2024 and as at 30 September 2024, none of each individual underlying investment of the above mentioned investments constitutes 5% or above of the total assets of the Group.

As at 30 September 2024, the Group held significant investment in Jinhai Medical Technology Limited (“**Jinhai**”), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 2225) recognised as investment at fair value through profit or loss. The fair value of the investment in Jinhai amounted to approximately HK\$155,210,000, which represented approximately 12.22% of the Group’s total assets as at 30 September 2024. The number of shares in Jinhai held by the Group is 25,570,000 shares, representing approximately 1.98% of the entire issued shares of Jinhai. The investment cost of such shares was HK\$108,730,000.

Jinhai is mainly engaged in (i) the provision of manpower outsourcing and ancillary services to building and construction contractors in Singapore; (ii) the provision of dormitory services, IT services and construction ancillary services (which comprise warehousing services, cleaning services and building maintenance works) in Singapore; and (iii) sales of medical equipment in China. During the Period, the Group recognised gain on investments at fair value through profit or loss in the amount of HK\$42,805,000 from Jinhai. As the Group has been expanding its investment portfolio, it is considered that being a passive financial investor in Jinhai, the Group will be able to enjoy the future potential profit through distribution to be made by Jinhai as well as benefit from the capital appreciation of the Jinhai shares from a long-term perspective.

## 重大投資

於二零二四年九月三十日，本集團持有按公平值列入損益賬之投資441,797,000港元（於二零二四年三月三十一日：253,273,000港元），按公平值列入損益賬之投資收益淨額約為15,158,000港元（截至二零二三年九月三十日止六個月：虧損淨額9,661,000港元）。

除下文所披露者外，於二零二四年三月三十一日及於二零二四年九月三十日，上述投資的每一項相關投資額均不構成本集團總資產之5%或以上。

於二零二四年九月三十日，本公司於今海醫療科技股份有限公司（「**今海**」，一間於開曼群島註冊成立之有限公司，其股份於聯交所主板上市（股份代號：2225））持有重大投資，確認為按公平值列入損益賬之投資。於今海之投資的公平值約為155,210,000港元，佔本集團於二零二四年九月三十日總資產約12.22%。本集團持有的今海股份數目為25,570,000股，佔今海全部已發行股份之約1.98%。該等股份的投資成本為108,730,000港元。

今海主要(i)在新加坡向建築及建造承包商提供勞務派遣及配套服務；(ii)在新加坡提供宿舍服務、資訊科技服務及建築配套服務（包括倉儲服務、清潔服務以及樓宇保養工程）；及(iii)在中國銷售醫療設備。於本期間，本集團就今海確認金額為42,805,000港元之按公平值列入損益賬之投資收益。由於本集團一直擴展其投資組合，其被視為今海的被動財務投資者，本集團可透過今海作出的分派享有未來潛在溢利並從長遠角度受益於今海股份的資本升值。

## INVESTMENT IN AN ASSOCIATE

The Group has a significant investment in Starlight Financial Holdings Limited (“**Starlight**”), an associate of the Group.

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

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

The carrying amount of the investment as at 30 September 2024 was HK\$98,551,000, representing 7.76% of the Group’s total assets as at 30 September 2024.

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

Save as disclosed above in the section headed “Significant Investment” and “Investment In An Associate”, as at 30 September 2024, the Group had no significant investments accounting for more than 5% of the Group’s total assets.

## MATERIAL ACQUISITION AND DISPOSAL

Save as disclosed in this interim report, there was no other material acquisition or disposal of the Group during the Period.

## CONTINGENT LIABILITIES

As at 30 September 2024, the Group had no material contingent liabilities (as at 31 March 2024: nil).

## 於聯營公司之投資

本集團於其聯營公司中國星火金融控股有限公司(「**星火**」)有重大投資。

星火及其附屬公司(統稱「**星火集團**」)主要於香港及中國內地從事提供貸款融資及顧問服務。具體而言，星火集團可於重慶經營與小微企業貸款及個人消費貸款相關的業務。

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

於二零二四年九月三十日，該項投資的賬面值為98,551,000港元，佔本集團於二零二四年九月三十日總資產的7.76%。

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

除上文「重大投資」及「於聯營公司之投資」章節所披露者外，於二零二四年九月三十日，本集團並無重大投資佔本集團總資產之5%以上。

## 重大收購及出售

除本中期報告所披露者外，於本期間，本集團概無進行任何其他重大收購或出售。

## 或然負債

於二零二四年九月三十日，本集團概無重大或然負債(於二零二四年三月三十一日：無)。

## CHARGE ON THE GROUP'S ASSET

No asset of the Group was subject to any charge as at 30 September 2024 (as at 31 March 2024: nil).

## RISK MANAGEMENT

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

## FOREIGN CURRENCY FLUCTUATION

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

## HUMAN RESOURCES

As at 30 September 2024, the Group had 60 employees in total (as at 31 March 2024: 67 employees). The related employees' costs for the Period (excluding Directors' remunerations) amounted to HK\$31,964,000 (six months ended 30 September 2023: HK\$12,851,000). The Group remunerated employees based on the industry practice and individual's performance. Staff benefits include contributions to retirement benefit scheme, medical allowance and other fringe benefits. In addition, the Group maintains the share option scheme and the share award scheme for the purpose of providing incentives and rewards to eligible participants based on their contributions.

## 本集團資產抵押

於二零二四年九月三十日，本集團並無抵押其任何資產（於二零二四年三月三十一日：無）。

## 風險管理

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

## 外匯波動

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

## 人力資源

於二零二四年九月三十日，本集團共有60名僱員（於二零二四年三月三十一日：67名僱員）。本期間內相關僱員成本（不包括董事薪酬）為31,964,000港元（截至二零二三年九月三十日止六個月：12,851,000港元）。本集團根據業內慣例及個人表現釐定僱員薪酬。員工福利包括退休福利計劃供款、醫療津貼及其他附帶福利。此外，本集團設有購股權計劃及股份獎勵計劃，目的為根據合資格參與者之貢獻，給予彼等獎勵及回報。

## EVENTS AFTER THE REPORTING PERIOD

References are made to the announcements of the Company dated 23 August 2024, 13 September 2024, 4 October 2024 and 18 October 2024 (collectively, the “**Announcements**”), and the circular of the Company dated 17 September 2024 (the “**Circular**”), in relation to, among other things, the Acquisition, the Sale and Purchase Agreement and the transactions contemplated thereunder. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

On 18 October 2024, the Board has announced that all the Conditions Precedent have been fulfilled and Completion took place on 18 October 2024 in accordance with the terms of the Sale and Purchase Agreement. Upon Completion, the Company is beneficially interested in 3,064,454,515 Target Shares via the Purchaser (a wholly-owned subsidiary of the Company), representing approximately 29.13% equity interest in the Target Company as at the date of this interim report. Moreover, upon Completion, (i) the Target Company becomes an associate of the Group; (ii) the financial results of the Target Group is accounted for in the consolidated financial statements of the Group as investment in an associate using the equity method of accounting; and (iii) the Company becomes a substantial shareholder of the Target Company.

The Consideration has been satisfied by the allotment and issuance of the Consideration Shares (i.e. 340,053,151 Shares) at the Issue Price (i.e. approximately HK\$0.89 per Share) under the Specific Mandate sought by the Company at the EGM. The aggregate nominal value of share capital for the Consideration Shares is HK\$34,005,315.10.

## 報告期後事項

茲提述本公司日期為二零二四年八月二十三日、二零二四年九月十三日、二零二四年十月四日及二零二四年十月十八日之公告(統稱「該等公告」)及本公司日期為二零二四年九月十七日之通函(「通函」)，內容有關(其中包括)收購事項、買賣協議及其項下擬進行之交易。除另有界定者外，本公告所用詞彙與通函所界定者具有相同涵義。

於二零二四年十月十八日，董事會宣佈，所有先決條件已達成，收購事項已根據買賣協議之條款於二零二四年十月十八日完成。於完成後，本公司透過買方(本公司之全資附屬公司)實益擁有3,064,454,515股目標股份，約佔於本中期報告日期目標公司之29.13%股權。此外，於完成後，(i) 目標公司成為本集團之聯營公司；(ii) 目標集團之財務業績以權益會計法於本集團綜合財務報表作為於聯營公司之投資入賬；及(iii) 本公司成為目標公司之主要股東。

代價已根據本公司於股東特別大會上尋求之特別授權按發行價(即每股約0.89港元)配發及發行代價股份(即340,053,151股股份)予以支付。代價股份之股本總面值為34,005,315.10港元。

## DISCLOSURE OF INTERESTS

### 權益披露

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

As at 30 September 2024, save as disclosed in the sections headed "SHARE OPTION SCHEME" and "SHARE AWARD SCHEME" as set out in the Corporate Governance and Other Information on pages 78 to 84 of this interim report, none of the Directors or chief executive of the Company or their respective associates had any other interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules.

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 September 2024, as far as is known to the Directors and as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, the substantial Shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company were as follows:

#### 董事及行政總裁於本公司股份、相關股份及債權證之權益及淡倉

於二零二四年九月三十日，除於本中期報告第78頁至第84頁的企業管治及其他資料之「購股權計劃」及「股份獎勵計劃」章節所披露者外，本公司董事或行政總裁或彼等各自之聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括按證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉）；或須記入本公司根據證券及期貨條例第352條規定存置之登記冊之權益及淡倉；或須根據上市規則附錄C3所載之上市發行人董事進行證券交易的標準守則（「標準守則」）而知會本公司及聯交所之權益及淡倉。

#### 主要股東權益

於二零二四年九月三十日，據董事所知及根據本公司按證券及期貨條例第336條須存置之登記冊所記錄，主要股東（本公司董事或行政總裁除外）於本公司股份或相關股份中擁有之權益或淡倉如下：

DISCLOSURE OF INTERESTS (Continued)  
權益披露 (續)

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

於本公司股份及相關股份之好倉：

| Name of Shareholders  | Capacity                  | Interest in Shares | Interest in underlying shares | Total interest in Shares and underlying shares | Approximate percentage of the issued share capital of the Company |
|---|---------------------------|--------------------|-------------------------------|--|---|
| 股東名稱/姓名   | 身份                        | 於股份之權益             | 於相關股份之權益                      | 於股份及相關股份之總權益                                   | 佔本公司已發行股本之概約百分比   |
| Mr. WANG Tao<br>王濤先生  | Beneficial owner<br>實益擁有人 | 1,134,374,308      | -                             | 1,134,374,308                                  | 15.94%  |
| Dr. LIU Zhiwei <sup>(Note 1)</sup><br>柳志偉博士 <sup>(附註1)</sup>                            | Beneficial owner<br>實益擁有人 | 1,584,311,151      | -                             | 1,584,311,151                                  | 22.26%  |
| GoFintech ESOP Limited <sup>(Note 2)</sup><br>GoFintech ESOP Limited <sup>(附註2)</sup>   | Beneficial Owner<br>實益擁有人 | 518,400,000        | -                             | 518,400,000                                    | 7.28%   |
| PS Trust Limited (「PS Trust」) <sup>(Note 2)</sup><br>柏盛信託有限公司 (「柏盛信託」) <sup>(附註2)</sup> | Trustee<br>受託人            | 518,400,000        | -                             | 518,400,000                                    | 7.28%   |

Note:

附註：

- Pursuant to the sales and purchase agreement (the “SPA”) dated 23 August 2024 entered into between the purchaser, being Marvel Champion Investment Limited (a wholly-owned subsidiary of the Company) and the vendors, being Dr. Liu Zhiwei and two corporations controlled by Dr. Liu Zhiwei, a total of 340,053,151 Shares were to be issued as consideration for the transaction contemplated under the SPA. Completion of the transaction took place on 18 October 2024.
- As at 30 September 2024, PS Trust is deemed to be interested in the Shares held by GoFintech ESOP Limited. GoFintech ESOP Trust Limited is a special purpose vehicle wholly-owned by PS Trust, the trustee appointed by the Company for the administration of the Share Award Scheme adopted by the Company on 3 June 2024.

- 根據買方 Marvel Champion Investment Limited (本公司的全資子公司) 與賣方柳志偉博士及其控制的兩家公司於二零二四年八月二十三日簽訂之買賣協議 (「買賣協議」), 將合共發行 340,053,151 股股份作為買賣協議項下交易的對價。交易於二零二四年十月十八日完成。
- 於二零二四年九月三十日, 柏盛信託被視為於 GoFintech ESOP Limited 持有的股份中擁有權益。GoFintech ESOP Limited 為柏盛信託全資擁有的特殊目的公司, 而柏盛信託為本公司為管理其於二零二四年六月三日採納之股份獎勵計劃而委任的受託人。

Save as disclosed above, as at 30 September 2024, the Directors were not aware of any substantial Shareholder (who was not the Director or chief executive of the Company) who had an interest or short position in the Shares or underlying shares of the Company which was required to be entered in the aforesaid register pursuant to Section 336 of the SFO.

除上述所披露者外, 於二零二四年九月三十日, 董事並不知悉任何主要股東 (不包括本公司董事或行政總裁) 於本公司股份或相關股份中擁有根據證券及期貨條例第336條須記錄於上述登記冊之權益或淡倉。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### CORPORATE GOVERNANCE

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

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

The Company has adopted the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix C1 to the Listing Rules.

#### CORPORATE GOVERNANCE CODE COMPLIANCE

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

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

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in Directors' information of the Company since the Company's annual report for the year ended 31 March 2024 to this interim Report were as follows:

Mr. Han Hanting and Mr. Li Gaofeng have retired from office as a non-executive Director and an independent non-executive Director respectively with effect from the conclusion of the annual general meeting of the Company (the "AGM") held on 12 August 2024. Following the retirement of Mr. Li Gaofeng as an independent non-executive Director, he also ceased to be a member of each of the audit committee, the nomination committee and the remuneration committee of the Company with effect from the conclusion of the AGM.

#### 企業管治

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

本公司相信良好的企業管治為本公司完善管理奠定基礎，以符合所有股東的利益。

本公司已採納上市規則附錄C1所載之企業管治守則（「企業管治守則」）之守則條文。

#### 遵守企業管治守則

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

#### 上市規則第13.51(B)(1)條項下之董事資料變動

根據上市規則第13.51B(1)條，自本公司截至二零二四年三月三十一日止年度之年報日期至本中期報告日期期間，本公司董事資料變動情況披露如下：

韓瀚霆先生及李高峰先生已於本公司於二零二四年八月十二日舉行之股東週年大會（「股東週年大會」）結束時分別退任非執行董事及獨立非執行董事。李高峰先生退任獨立非執行董事後，於股東週年大會結束時亦不再擔任本公司審核委員會、提名委員會及薪酬委員會之各自成員。

Save as disclosed above, there has been no other change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the Company's annual report for the year ended 31 March 2024 to this interim report.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standards set out in the Model Code throughout the Period.

## SHARE OPTION SCHEME

The shareholders of the Company (the "Shareholders") adopted a share option scheme on 19 August 2011 (the "2011 Share Option Scheme"), which was expired on 18 August 2021 and replaced by a new share option scheme approved by the Shareholders on 2 September 2021 (the "2021 Share Option Scheme"). During the extraordinary general meeting of the Company held on 29 May 2024 (the "EGM"), the Shareholders has resolved to terminate the 2021 Share Option Scheme on the date of adoption of the Share Award Scheme, upon which no further share options may be granted but the provisions of the 2021 Share Option Scheme will remain in force and effect to the extent necessary to give effect to the exercise of any share option granted prior to its termination or otherwise as may be required in accordance with the provisions of the 2021 Share Option Scheme. Thus the share options granted under the 2021 Share Option Scheme prior to the termination on 3 June 2024 shall continue to be valid and exercisable in accordance with the rules of the 2021 Share Option Scheme.

The number of options available for grant under the 2021 Share Option Scheme at the beginning and the end of the Period was 30,788 and nil respectively. The number of shares of the Company that may be issued in respect of options granted under the 2021 Share Option Scheme during the Period divided by the weighted average number of ordinary shares in issue for the Period was 0%. The Company did not grant any options pursuant to the 2021 Share Option Scheme during the Period.

除上文所披露者外，自本公司截至二零二四年三月三十一日止年度之年報日期至本中期報告日期期間，概無其他董事資料變動須根據上市規則第13.51B(1)條予以披露。

## 董事進行證券交易

本公司已採納上市規則附錄C3所載之標準守則作為其自身董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事均已確認，彼等於本期間已遵守標準守則所載之規定準則。

## 購股權計劃

本公司股東於二零一一年八月十九日採納一項購股權計劃（「二零一一年購股權計劃」），其已於二零二一年八月十八日到期並被股東於二零二一年九月二日批准之新購股權計劃取代（「二零二一年購股權計劃」）。於二零二四年五月二十九日舉行之本公司股東特別大會（「股東特別大會」）上，股東已決議於股份獎勵計劃採納之日終止二零二一年購股權計劃，據此不得進一步授出購股權，惟為使於終止前授出的任何購股權可有效行使或根據二零二一年購股權計劃的條文規定可能需要的情況下，二零二一年購股權計劃的條文將仍具有效力及作用。因此，於二零二四年六月三日終止前根據二零二一年購股權計劃授出的購股權將繼續有效，並可根據二零二一年購股權計劃的規則行使。

根據二零二一年購股權計劃，本期間開始時可授予的購股權數量為30,788份，本期間結束時概無購股權可供授出。於本期間內根據二零二一年購股權計劃授出的購股權而可發行的本公司股份數量除以本期間內已發行普通股的加權平均數為零。於本期間內，本公司概無根據二零二一年購股權計劃授出購股權。



## CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

### 企業管治及其他資料 (續)

The details of the outstanding options which were granted under the 2021 Share Option Scheme and their movements during the Period are set out below:

根據二零二一年購股權計劃授予的尚未行使的購股權詳情及其於本期間的變動情況載列如下：

| Name and category of participants               | Date of grant | Vesting Period | Exercise period               | Exercise price  | Number of options  |                          |                         | Share price of the Company                      |  |
|---|---------------|----------------|-------------------------------|-----------------|--------------------|--------------------------|-------------------------|---|--|
|   |               |                |                               |                 | As at 1 April 2024 | Lapsed during the Period | As at 30 September 2024 | Immediately before the date of grant of options | Immediately before the date of exercise of options |
| 參與者姓名及類別  | 授出日期          | 歸屬期            | 行使期                           | 行使價 (HK\$) (港元) | 於二零二四年四月一日         | 於本期間內失效                  | 於二零二四年九月三十日             | 於緊接購股權授出日期前 (HK\$) (港元)                         | 於緊接購股權行使日期前 (HK\$) (港元)                            |
| <b>Director and chief executives</b>            |               |                |                               |                 |                    |                          |                         |   |  |
| <b>董事及最高行政人員</b>                                |               |                |                               |                 |                    |                          |                         |   |  |
| Ms. SUN Qing                                    | 27 March 2024 | Note (1)       | 1 April 2025 to 31 March 2026 | 0.480           | 4,168,000          | -                        | 4,168,000               | 0.470   | N/A  |
| 孫青女士  | 二零二四年三月二十七日   | (附註1)          | 二零二五年四月一日至二零二六年三月三十一日         |                 |                    |                          |                         |   | 不適用  |
| Mr. ZHANG Huachen                               | 27 March 2024 | Note (1)       | 1 April 2025 to 31 March 2026 | 0.480           | 32,000,000         | -                        | 32,000,000              | 0.470   | N/A  |
| 張華晨先生   | 二零二四年三月二十七日   | (附註1)          | 二零二五年四月一日至二零二六年三月三十一日         |                 |                    |                          |                         |   | 不適用  |
| Mr. YUAN Tianfu                                 | 27 March 2024 | Note (1)       | 1 April 2025 to 31 March 2026 | 0.480           | 32,000,000         | -                        | 32,000,000              | 0.470   | N/A  |
| 袁天夫先生   | 二零二四年三月二十七日   | (附註1)          | 二零二五年四月一日至二零二六年三月三十一日         |                 |                    |                          |                         |   | 不適用  |
| <b>Other employee participants in aggregate</b> | 27 March 2024 | Note (1)       | 1 April 2025 to 31 March 2026 | 0.480           | 23,332,000         | 2,500,000                | 20,832,000              | 0.470   | N/A  |
| <b>其他僱員參與者合計</b>                                | 二零二四年三月二十七日   | (附註1)          | 二零二五年四月一日至二零二六年三月三十一日         |                 |                    |                          |                         |   | 不適用  |
| <b>Total:</b>                                   |               |                |                               |                 | <b>91,500,000</b>  | <b>2,500,000</b>         | <b>89,000,000</b>       |   |  |
| <b>總計：</b>                                      |               |                |                               |                 |                    |                          |                         |   |  |

Notes:

- (1) The vesting of the options is subject to performance targets for the 2024 fiscal year to be determined by the Board based on the internal assessment system of the Group. The assessment will be made based on the individual performance of the participants, performance of the team or department that the participant belongs to and the performance of the Group as a whole. On the condition that the said performance targets are satisfied, the share options shall be vested on 1 April 2025.
- (2) The share price of the Company immediately before the date of the grant of the options disclosed herein was the closing price quoted by the Stock Exchange on the trading day immediately prior to the date of the grant of the options. The share price of the Company immediately before the date of exercise of the options disclosed herein was the weighted average of the closing price(s) of the shares on the day(s) immediately before the date(s) on which the options within the disclosure category were exercised.

Details of the fair value of options at the date of grant and the accounting standard and policy adopted are set out in note 20(A) to the condensed consolidated financial statements.

## SHARE AWARD SCHEME

Pursuant to the share award scheme (the “**Share Award Scheme**”) adopted at the EGM, the number of share awards (the “**Share Awards**”) available for grant under the scheme mandate limit of the Share Award Scheme (the “**Scheme Mandate Limit**”) and the service provider sublimit of the Share Award Scheme (the “**Service Provider Sublimit**”) at the end of the Period was 437,413,796 and 63,262,458, respectively. Since the Share Award Scheme had not been adopted at the beginning of the Period, the number of Share Awards available for grant under the Scheme Mandate Limit and the Service Provider Sublimit at the beginning of the Period is not applicable. The number of shares of the Company that may be issued in respect of Share Awards granted under the Share Award Scheme during the Period divided by the weighted average number of ordinary shares in issue for the Period was 1.61%. During the Period, the Company has granted 103,680,000 Share Awards under the Share Award Scheme.

附註：

- (1) 購股權的歸屬須滿足董事會根據本集團內部評估體系確定的二零二四財政年度業績目標。評估將基於參與者的個人績效、其所屬團隊或部門的績效以及本集團的整體績效而作出。在達成上述業績目標的條件下，購股權將於二零二五年四月一日歸屬。
- (2) 所披露的於緊接購股權授出日期前的本公司股份價格，為於緊接購股權授出日期前的交易日於聯交所所報的收市價。所披露的於緊接購股權行使日期前的本公司股份價格，為於緊接所披露類別的購股權獲行使日期前一日的加權平均收市價。

有關上述購股權於授出日期的公平價值以及所採納的會計準則及政策，請參閱簡明綜合財務報表附註20(A)。

## 股份獎勵計劃

根據股東特別大會批准採納之股份獎勵計劃（「**股份獎勵計劃**」），本期間結束時根據股份獎勵計劃之計劃授權限額（「**計劃授權限額**」）及股份獎勵計劃之服務提供商分項限額（「**服務提供商分項限額**」）可授予的股份獎勵（「**股份獎勵**」）數量分別為437,413,796份及63,262,458份。由於股份獎勵計劃於本期間開始時尚未獲得採納，因此於本期間開始時根據計劃授權限額及服務提供商分項限額可供授出的股份獎勵數量並不適用。於本期間內根據股份獎勵計劃授出的股份獎勵而可發行的本公司股份數量除以本期間內已發行普通股的加權平均數為1.61%。於本期間內，本公司已根據股份獎勵計劃授出103,680,000份股份獎勵。

## CORPORATE GOVERNANCE AND OTHER INFORMATION (Continued)

### 企業管治及其他資料 (續)

The details of the outstanding Share Awards which were granted under the Share Award Scheme and their movements during the Period are set out below:

根據股份獎勵計劃授予的尚未行使的股份獎勵詳情及其於本期間內的變動情況載列如下：

| Name and category of participants<br>參與者姓名及類別  | Date of grant<br>授出日期       | Vesting Period<br>歸屬期 | Number of Share Awards<br>股份獎勵數目 |                                      |                                     | Share price of the Company<br>本公司股份價格<br>(Note 2)<br>(附註2) |  |  |
|--|-----------------------------|-----------------------|----------------------------------|--------------------------------------|-------------------------------------|--|--|--|
|  |                             |                       | As at 1 April 2024<br>於二零二四年四月一日 | Granted during the Period<br>於本期間內授出 | Lapsed during the Period<br>於本期間內失效 | As at 30 September 2024<br>於二零二四年九月三十日                     | Immediately before the date of grant of Share Awards<br>於緊接股份獎勵授出日期前<br>(HK\$)<br>(港元) | Immediately before the date of vesting of Share Awards<br>於緊接股份獎勵歸屬日期前<br>(HK\$)<br>(港元) |
| <b>Directors, chief executives, substantial Shareholders and their respective associates</b><br>董事、最高行政人員、主要股東及其各自的聯繫人 |                             |                       |                                  |                                      |                                     |  |  |  |
| Ms. SUN Qing<br>孫青女士   | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 6,080,000                            | -                                   | 6,080,000  | 1.01   | N/A<br>不適用   |
| Mr. CHAN Kin Sang<br>陳健生先生   | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 512,000                              | -                                   | 512,000  | 1.01   | N/A<br>不適用   |
| Mr. CHIU Kung Chik<br>趙公直先生  | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 512,000                              | -                                   | 512,000  | 1.01   | N/A<br>不適用   |
| Ms. LUI Mei Ka<br>雷美嘉女士  | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 512,000                              | -                                   | 512,000  | 1.01   | N/A<br>不適用   |
| Mr. ZHANG Huachen<br>張華農先生   | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 6,080,000                            | -                                   | 6,080,000  | 1.01   | N/A<br>不適用   |
| Mr. YUAN Tianfu<br>袁天夫先生   | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 6,080,000                            | -                                   | 6,080,000  | 1.01   | N/A<br>不適用   |
| Mr. LIU Haoyuan<br>柳昊遠先生   | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 6,080,000                            | -                                   | 6,080,000  | 1.01   | N/A<br>不適用   |
| <b>Other employee participants in aggregate</b><br>其他僱員參與者合計   | 26 July 2024<br>二零二四年七月二十六日 | Note (1)<br>(附註1)     | -                                | 77,824,000                           | 12,768,000                          | 65,056,000   | 1.01   | N/A<br>不適用   |
| <b>Total:</b><br>總計：   |                             |                       | -                                | <b>103,680,000</b>                   | <b>12,768,000</b>                   | <b>90,912,000</b>  |  |  |

Notes:

- (1) In accordance with the terms and conditions of the Share Award Scheme and subject to the fulfillment of all vesting conditions to the vesting of the Shares Awards on the grantees as specified in the rules of the Share Award Scheme and the respective letters to the grantees in respect of the grant of Share Awards (as the case may be), the Share Awards shall respectively vest on the following dates: (i) 25% of the Share Awards shall vest on the second anniversary of the grant date; (ii) 25% of the Share Awards shall vest on the third anniversary of the grant date; (iii) 25% of the Share Awards shall vest on the fourth anniversary of the grant date; and (iv) 25% of the Share Awards shall vest on the fifth anniversary of the grant date.
- (2) The share price of the Company immediately before the date of the grant of the Share Awards disclosed herein was the closing price quoted by the Stock Exchange on the trading day immediately prior to the date of the grant of the Share Awards. The share price of the Company immediately before the date of exercise of the Share Awards disclosed herein was the weighted average of the closing price(s) of the shares on the day(s) immediately before the date(s) on which the Share Awards within the disclosure category were vested.

Details of the fair value of the aforementioned Share Awards at the date of grant and the accounting standard and policy adopted are set out in note 20(B) to the condensed consolidated financial statements.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

## INTERIM DIVIDEND

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

附註：

- (1) 根據股份獎勵計劃之條款及條件，並在股份獎勵計劃規則及就授出股份獎勵而向承授人發出之相關函件（視情況而定）中規定的股份獎勵歸屬之所有歸屬條件均已達成的情況下，股份獎勵將分別於以下日期歸屬：(i) 25% 之股份獎勵將於授出日期起計第二個週年當日歸屬；(ii) 25% 之股份獎勵將於授出日期起計第三個週年當日歸屬；(iii) 25% 之股份獎勵將於授出日期起計第四個週年當日歸屬；及(iv) 25% 之股份獎勵將於授出日期起計第五個週年當日歸屬。
- (2) 所披露的於緊接股份獎勵授出日期前的本公司股份價格，為於緊接股份獎勵授出日期前的交易日於聯交所所報的收市價。所披露的於緊接股份獎勵行使日期前的本公司股份價格，為於緊接所披露類別的股份獎勵獲歸屬日期前一日的加權平均收市價。

有關上述股份獎勵於授出日期的公平價值以及所採納的會計準則及政策，請參閱簡明綜合財務報表附註20(B)。

## 購買、出售或贖回上市證券

本公司或其任何附屬公司於本期間概無購買、出售或贖回本公司任何上市證券。

## 中期股息

董事並不建議就本期間派付中期股息。

## REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

As at 28 November 2024, the Audit Committee comprises three independent non-executive Directors, namely, Mr. CHIU Kung Chik (chairman of the Audit Committee), Mr. CHAN Kin Sang and Ms. LUI Mei Ka.

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

By order of the Board  
**GoFintech Innovation Limited**  
**CHAN Kin Sang**

*Chairman and Independent Non-executive Director*

Hong Kong, 28 November 2024

## 審閱簡明綜合財務報表

本集團於本期間的中期財務資料已由本公司的外部核數師中匯安達會計師事務所有限公司審閱，其審閱報告已包含在本中期報告中。

於二零二四年十一月二十八日，審核委員會由三名獨立非執行董事組成，即趙公直先生（審核委員會主席）、陳健生先生及雷美嘉女士。

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

承董事會命  
**國富創新有限公司**  
主席兼獨立非執行董事  
**陳健生**

香港，二零二四年十一月二十八日



國富創新有限公司  
GoFintech Innovation Limited