



創輝珠寶集團控股有限公司
Chong Fai Jewellery Group Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8537

2024/25
中期 INTERIM
報告 REPORT

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”) 香港聯合交易所有限公司（「聯交所」）GEM 的特色

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

This report will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least seven days from the date of its posting and the Company’s website at www.chongfaiholdings.com.

GEM 乃為較其他於聯交所主板上市的公司帶有更高投資風險的中小型公司提供一個上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

考慮到 GEM 上市公司一般為中小型公司，在 GEM 買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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本報告乃根據 GEM 證券上市規則（「GEM 上市規則」）而提供有關創輝珠寶集團控股有限公司（「公司」或「本公司」，連同其附屬公司，統稱為「本集團」）的資料，本公司的董事（「董事」）願就本報告所載資料共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在所有重大方面均屬真實確完整，並無誤導或欺詐成份，及並無遺漏其他事項，致使本報告中任何陳述或本報告有所誤導。

本報告將自其刊發日期起於聯交所網站 www.hkexnews.hk 「最新上市公司公告」一頁內至少保留 7 天，以及刊載於本公司網站 www.chongfaiholdings.com。

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CORPORATE INFORMATION

公司資料

Executive Directors

Mr. Fu Chun Keung (*Chairman and Chief Executive Officer*)
Ms. Cheung Lai Yuk
Ms. Fu Wan Ling

Independent non-executive Directors

Mr. Chan Cheong Tat
Mr. Wong Wing Keung Meyrick
Mr. Chan Chi Ming Tony

Audit Committee

Mr. Chan Chi Ming Tony (*Chairman*)
Mr. Chan Cheong Tat
Mr. Wong Wing Keung Meyrick

Remuneration Committee

Mr. Chan Chi Ming Tony (*Chairman*)
Mr. Fu Chun Keung
Mr. Wong Wing Keung Meyrick

Nomination Committee

Mr. Fu Chun Keung (*Chairman*)
Mr. Chan Cheong Tat
Mr. Wong Wing Keung Meyrick

Company Secretary

Mr. Wong Ho Pang

Compliance Officer

Ms. Cheung Lai Yuk

Authorised Representatives

Mr. Fu Chun Keung
Mr. Wong Ho Pang

執行董事

傅鎮強先生 (*主席兼行政總裁*)
張麗玉女士
傅雲玲女士

獨立非執行董事

陳昌達先生
王泳強先生
陳子明先生

審核委員會

陳子明先生 (*主席*)
陳昌達先生
王泳強先生

薪酬委員會

陳子明先生 (*主席*)
傅鎮強先生
王泳強先生

提名委員會

傅鎮強先生 (*主席*)
陳昌達先生
王泳強先生

公司秘書

黃浩鵬先生

合規主任

張麗玉女士

授權代表

傅鎮強先生
黃浩鵬先生

CORPORATE INFORMATION

公司資料

Auditor

Grant Thornton Hong Kong Limited
11th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

Legal Advisers

As to Hong Kong Laws
Patrick Mak & Tse
Rooms 901-905, 9/F, Wing On Centre
111 Connaught Road Central
Hong Kong

As to Cayman Islands Laws
Maples and Calder (Hong Kong) LLP
26/F, Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
HSBC Main Building
1 Queen's Road Central
Hong Kong

Nanyang Commercial Bank Limited
151 Des Voeux Road Central
Hong Kong

Principal Share Registrar and Transfer Office in the Cayman Islands

Maples Fund Services (Cayman) Limited
PO Box 1093
Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

核數師

致同(香港)會計師事務所有限公司
香港
銅鑼灣
恩平道28號
利園2期11樓

法律顧問

有關香港法律
麥家榮律師行
香港
干諾道中111號
永安中心9樓901-905室

有關開曼群島法律
邁普達律師事務所(香港)有限法律責任合夥
香港
灣仔
港灣道18號
中環廣場26樓

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中1號
滙豐總行大廈

南洋商業銀行有限公司
香港
德輔道中151號

開曼群島股份登記及過戶總處

Maples Fund Services (Cayman) Limited
PO Box 1093
Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

CORPORATE INFORMATION

公司資料

Hong Kong Branch Share Registrar

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

Registered office

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Headquarters and principal place of business in Hong Kong

No. 6-13, Faerie Court
80 Ko Shan Road
Hung Hom
Kowloon, Hong Kong

Company's website

www.chongfaiholdings.com

Stock code

8537

香港股份登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心
17樓

註冊辦事處

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

總部及香港主要營業地點

香港
九龍紅磡
高山道80號
富怡閣6-13號

本公司網站

www.chongfaiholdings.com

股份代號

8537

FINANCIAL HIGHLIGHTS

財務摘要

HIGHLIGHTS

The profit of the Group for the six months ended 30 September 2024 was approximately HK\$0.3 million (2023: approximately HK\$1.2 million).

The revenue of the Group for the six months ended 30 September 2024 was approximately HK\$64.0 million, representing a decrease of approximately 20.1% as compared with the revenue of approximately HK\$80.1 million for the six months ended 30 September 2023.

The Board does not recommend the payment of any dividend for the six months ended 30 September 2024 (2023: nil).

The board (the “**Board**”) of Directors of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 (the “**Period**”), together with comparative figures for the corresponding period of 2023.

In this report, “we”, “us” and “our” refer to the Company and where the context otherwise requires, the Group.

摘要

截至2024年9月30日止六個月，集團溢利約為0.3百萬港元（2023年：約為1.2百萬港元）。

截至2024年9月30日止六個月，本集團的收益約為64.0百萬港元，較截至2023年9月30日止六個月的收益約80.1百萬港元減少約20.1%。

董事會不建議就截至2024年9月30日止六個月派付任何股息（2023年：無）。

本公司董事會（「**董事會**」）欣然宣佈本集團截至2024年9月30日止六個月（「**回顧期**」）未經審核的簡明綜合業績，連同2023年同期的比較數字。

於本報告，「我們」指本公司，及如文義另有所指則為本集團。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2024.

OUTLOOK

During the six months ended 30 September 2024, the Hong Kong retail market remained disappointing and challenging, the Group's business was not immune to the adverse trend and there was a drop in total revenue. Despite the changing market environment, the Group relied on its in-depth understanding of the market and consumer trends and made good use of operating resources, which allowed the Group to maintain stable but smaller profits during the Period.

Looking forward, when the economic environment of Hong Kong becomes better, the Group will seek to expand the Group's jewellery design collection in line with the needs and preferences of the customers and market trends, and expand its retail presence to capture a wider range of market opportunities. We are extending our marketing campaign to the social media in hope that it will bring a desirable return to the shareholders of the Company (the "Shareholders") and sustain a long-term growth of the Group.

中期股息

董事會不建議就截至2024年9月30日止六個月派付任何中期股息。

前景

截至2024年9月30日止六個月，香港零售市場依然令人失望及充滿挑戰，本集團的業務亦未能倖免於此不利趨勢，以致集團的收益有所下降。儘管面對多變的市場環境，集團憑藉對市場及消費趨勢的深入了解並善用營運資源，促使集團回顧期度內仍保持穩定但較少的盈利。

展望未來，當本港經濟環境好轉，本集團將致力擴大本集團的珠寶設計系列，以迎合客戶需求、喜好及市場趨勢，同時亦會擴充其零售據點，把握各種市場機遇。我們正將市場推廣活動拓展至社交媒體，期望為股東帶來豐厚回報，並維持本集團的長遠發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group's revenue decreased by approximately HK\$16.1 million, or approximately 20.1%, from approximately HK\$80.1 million for the six months ended 30 September 2023 to approximately HK\$64.0 million for the six months ended 30 September 2024. The decrease in revenue was mainly attributable to the decrease in revenue from (i) Gem-set Jewellery Products (as defined below) for the amount of approximately HK\$5.7 million; and (ii) pure gold products for the amount of approximately HK\$23.2 million, and such decrease was partially offset by the increase in revenue from trading of recycled gold products by approximately HK\$12.8 million. The above decrease was mainly attributable to the overall retail market of Hong Kong remaining vulnerable during the Period.

Revenue in terms of Products

(a) Diamond, karat gold, jade, pearl, platinum jewellery products (the "Gem-set Jewellery Products")

For the six months ended 30 September 2024, the Group's revenue from Gem-set Jewellery Products was approximately HK\$24.2 million which decreased by approximately HK\$5.7 million, or approximately 19.0%, as compared to approximately HK\$29.9 million for the six months ended 30 September 2023. Such decrease was mainly attributable to the overall retail market of Hong Kong remaining vulnerable during the Period.

(b) Pure gold products

For the six months ended 30 September 2024, the Group's retail and wholesales revenue from pure gold products was approximately HK\$12.7 million which decreased by approximately HK\$23.2 million, or approximately 64.7%, as compared to approximately HK\$35.9 million for the six months ended 30 September 2023. Such decrease was mainly attributable to the overall retail market of Hong Kong remaining vulnerable during the Period and the fact that the global pure gold prices were rising during the Period which deterred the customers from buying gold products.

業務審視

本集團的收益由截至2023年9月30日止六個月的約80.1百萬港元減少約16.1百萬港元或約20.1%至截至2024年9月30日止六個月的約64.0百萬港元。收益減少主要由於(i)寶石鑲嵌珠寶產品(定義如下)收益減少約5.7百萬港元;及(ii)純金產品收益減少約23.2百萬港元;該減少由回收黃金產品貿易的收益增加約12.8百萬港元所部分抵銷。上述減幅主要由於回顧期內香港整體零售業務仍然疲弱。

按產品劃分的收益

(a) 鑽石·K金·翡翠·珍珠·鉑金珠寶產品 (「寶石鑲嵌珠寶產品」)

截至2024年9月30日止六個月,本集團來自寶石鑲嵌珠寶產品的收益為約24.2百萬港元,較截至2023年9月30日止六個月的約29.9百萬港元減少5.7百萬港元或約19.0%。有關減幅主要由於回顧期內香港整體零售業務仍然疲弱。

(b) 純金產品

截至2024年9月30日止六個月,本集團純金產品的零售及批發收益為約12.7百萬港元,較截至2023年9月30日止六個月的約35.9百萬港元減少約23.2百萬港元或約64.7%。有關跌幅主要由於回顧期內香港整體零售業務仍然疲弱,以及全球純金價格於回顧期內一直上漲,使顧客購買純金產品的意慾下降。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(c) *Trading of recycled gold products*

For the six months ended 30 September 2024, the Group's revenue from trading of recycled gold products was approximately HK\$27.2 million which increased by approximately HK\$12.8 million, or approximately 88.9%, as compared to approximately HK\$14.4 million for the six months ended 30 September 2023. The increase was mainly attributable to the fact that the global pure gold prices were rising during the Period which attracts the customers to sell their own gold products to us for recycling.

Revenue in terms of Business (sales channels)

(a) *Retail*

For the six months ended 30 September 2024, the Group's revenue from retail channel was approximately HK\$32.7 million which decreased by approximately HK\$26.5 million, or approximately 44.9%, as compared to approximately HK\$59.2 million for the six months ended 30 September 2023. Such decrease was mainly attributable to the overall retail market of Hong Kong remaining vulnerable during the Period.

(b) *Wholesale*

For the six months ended 30 September 2024, the Group's revenue from wholesale channel was approximately HK\$4.2 million which decreased by approximately HK\$2.3 million, or approximately 35.4%, as compared to approximately HK\$6.5 million for the six months ended 30 September 2023.

(c) *Trading of recycled gold products*

For the six months ended 30 September 2024, the Group's revenue from trading of recycled gold products was approximately HK\$27.2 million which increased by approximately HK\$12.8 million, or approximately 88.9%, as compared to approximately HK\$14.4 million for the six months ended 30 September 2023. The increase was mainly attributable to the fact that the global pure gold prices were rising during the Period which attracts the customers to sell their own gold products to us for recycling.

(c) *回收黃金產品貿易*

截至2024年9月30日止六個月，本集團來自回收黃金產品貿易的收益為約27.2百萬港元，較截至2023年9月30日止六個月的約14.4百萬港元增加約12.8百萬港元或約88.9%。有關增幅主要由於全球純金價格於回顧期內一直上漲，吸引顧客沽出其擁有的純金產品作回收。

按業務劃分的收益（銷售渠道）

(a) *零售*

截至2024年9月30日止六個月，本集團來自零售渠道的收益為約32.7百萬港元，較截至2023年9月30日止六個月的約59.2百萬港元減少約26.5百萬港元或約44.9%。有關減幅主要由於回顧期內香港整體零售業務仍然疲弱。

(b) *批發*

截至2024年9月30日止六個月，本集團來自批發渠道的收益為約4.2百萬港元，較截至2023年9月30日止六個月的約6.5百萬港元減少約2.3百萬港元或約35.4%。

(c) *回收黃金產品貿易*

截至2024年9月30日止六個月，本集團來自回收黃金產品貿易的收益為約27.2百萬港元，較截至2023年9月30日止六個月的約14.4百萬港元增加約12.8百萬港元或約88.9%。有關增幅主要由於全球純金價格於回顧期內一直上漲，吸引顧客沽出其擁有的純金產品作回收。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Overall Gross Profit and Gross Profit Margin

The Group's gross profit decreased by approximately HK\$3.7 million, or approximately 16.5%, from approximately HK\$22.4 million for the six months ended 30 September 2023 to approximately HK\$18.7 million for the six months ended 30 September 2024. The Group's gross profit margin increased from approximately 27.9% for the six months ended 30 September 2023 to approximately 29.2% for the six months ended 30 September 2024. There were no significant changes of gross profit margin policy for the gem-set jewellery products and gold jewellery products during the six months ended 30 September 2024. However, there were changes in the composition of the revenue from sales of products during the six months ended 30 September 2024, with the revenue from sales of gold jewellery products, which had a lower gross profit margin as compared to the gem-set products and recycled gold products, accounting for a lesser proportion of the total revenue for the six months ended 30 September 2024, which therefore caused a slight increase in gross profit margin.

Other income

Other income for the six months ended 30 September 2024 amounted to approximately HK\$0.1 million (2023: approximately HK\$0.1 million).

Other gains and losses

Other gains amounted to approximately HK\$0.2 million for the six months ended 30 September 2024 (2023: losses of approximately HK\$0.6 million). The gains were mainly due to fair value gains on financial assets at fair value through profit or loss ("FVTPL") of approximately HK\$0.2 million (2023: losses of approximately HK\$0.6 million).

Selling and distribution costs

Selling and distribution costs were approximately HK\$11.7 million (2023: approximately HK\$12.5 million) for the six months ended 30 September 2024, representing a decrease of approximately HK\$0.8 million or approximately 6.3% as compared with the corresponding period in 2023.

整體毛利及毛利率

本集團的毛利由截至2023年9月30日止六個月的約22.4百萬港元減少約3.7百萬港元或約16.5%至截至2024年9月30日止六個月的約18.7百萬港元。本集團的毛利率由截至2023年9月30日止六個月的約27.9%上升至截至2024年9月30日止六個月的約29.2%。截至2024年9月30日止六個月，寶石鑲嵌珠寶產品及黃金珠寶產品的毛利率政策並無重大變動。但是由於截至2024年9月30日止六個月的產品銷售收益結構有變，期內來自銷售純金產品的收益（毛利率較寶石鑲嵌珠寶產品及回收黃金產品貿易低）佔集團總收益的比例有明顯下降，以致本期內的毛利率有所上升。

其他收入

截至2024年9月30日止六個月，其他收入約為0.1百萬港元（2023年：約0.1百萬港元）。

其他收益及虧損

截至2024年9月30日止六個月的其他淨收益為約0.2百萬港元（2023年：淨虧損約0.6百萬港元）。有關收益主要由按公平值計入損益的金融資產收益約0.2百萬港元（2023年：虧損約0.6百萬港元）所致。

銷售及分銷成本

截至2024年9月30日止六個月，銷售及分銷成本為約11.7百萬港元（2023年：約12.5百萬港元），較2023年同期減少約0.8百萬港元或約6.3%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

General and administrative expenses

General and administrative expenses were approximately HK\$6.2 million (2023: approximately HK\$7.1 million) for the six months ended 30 September 2024, representing a decrease by approximately HK\$0.9 million or approximately 13.2% as compared with corresponding period in 2023.

MATERIAL EVENTS

Share Consolidation

On 28 May 2024, the Company implemented the share consolidation on the basis that every ten ordinary shares (the "Shares") of par value of HK\$0.01 each in the share capital of the Company be consolidated into one consolidated Share of par value of HK\$0.1 each in the share capital of the Company (the "Share Consolidation"), to the effect that the then 1,500,000,000 authorised Shares were consolidated into 150,000,000 consolidated Shares, of which 75,000,000 consolidated Shares were in issue. The resolution for the Share Consolidation was duly passed by the shareholders of the Company by way of poll at the extraordinary general meeting on 24 May 2024. Further details of the Share Consolidation were set out in the Company's circular dated 9 May 2024 and the Company's announcements dated 18 April 2024 and 24 May 2024.

Increase in Authorised Share Capital

Upon the passing of the relevant resolutions in relation to the increase in authorised share capital of the Company by the shareholders of the Company at the extraordinary general meeting on 8 August 2024, the then authorised share capital of the Company increased from HK\$15,000,000 divided into 150,000,000 Shares with a par value of HK\$0.1 each to HK\$750,000,000 divided into 7,500,000,000 Shares with a par value of HK\$0.1 each by creating an additional 7,350,000,000 unissued Shares with a par value of HK\$0.1 each to rank pari passu in all respects with the existing Shares. Further details of the said increase in authorised share capital were set out in the Company's circular dated 17 July 2024 and the Company's announcements dated 25 June 2024, 17 July 2024 and 8 August 2024.

一般及行政開支

截至2024年9月30日止六個月，一般及行政開支為約6.2百萬港元（2023年：約7.1百萬港元），較2023年同期減少約0.9百萬港元或約13.2%。

重大事件

股份合併

2024年5月28日，本公司實施股份合併，依照公司股本中每10股每股面額0.01港元的普通股合併為1股每股面額0.1港元的合併股份（「股份合併」），從而使當時的1,500,000,000股法定股份合併為150,000,000股合併股份，其中75,000,000股合併股份為已發行。股份合併的決議案已於2024年5月24日舉行的特別股東大會上經本公司股東以投票方式正式通過。有關股份合併的進一步詳情載於本公司日期為2024年5月9日的通函以及本公司日期為2024年4月18日及2024年5月24日的公告。

增加法定股本

經本公司股東於2024年8月8日召開的特別股東大會通過關於增加本公司法定股本的相關決議案後，通過增設額外7,350,000,000股每股面值0.1港元的未發行股份（於各方面與現有股份享有同等權益），本公司法定股本由15,000,000港元（分為150,000,000股每股面值0.1港元的股份）增加至750,000,000港元（分為7,500,000,000股每股面值0.1港元的股份）。上述增加法定股本的進一步詳情載於本公司日期為2024年7月17日的通函以及本公司日期為2024年6月25日、2024年7月17日及2024年8月8日的公告。

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Rights Issue

The Company implemented a rights issue (the “**Rights Issue**”) on the basis of three (3) rights share (the “**Rights Share(s)**”) for every one (1) existing ordinary share held at the close of business on 20 August 2024 at the subscription price of HK\$0.12 per Rights Share. The closing price per share of the Company was HK\$0.177 on 25 June 2024, on which the terms of Rights Issue were fixed. The net price (after deduction of transaction and issue costs attributable to the Rights Issue) per Rights Share is approximately HK\$0.12. The Directors were of the view that conducting fund-raising activities by way of Rights Issue could whilst strengthen the Group’s capital base and financial position and enhance its continuous development and business growth, and at the same time allow the qualifying shareholders of the Company to maintain their respective pro-rata shareholding interests in the Company. The Rights Issue was completed on 12 September 2024 with 225,000,000 Rights Shares allotted and issued and the aggregate net proceeds were approximately HK\$26.0 million.

As at 30 September 2024, the Group has not utilized any of the net proceeds from the Rights Issue. The said proceeds are intended to be used in the manner as set out in the prospectus of the Company dated 21 August 2024 and details of which are as follows:

- (i) In order to expand the Group’s retail store network, the Group will invest approximately HK\$12.0 million to open a new retail store by the end of year of 2024. Approximately 2.0 million of this amount will be used to renovate the new store, acquire furniture and equipment, and pay for the rental deposit. The remaining amount of approximately 10.0 million will be used to purchase additional inventory for the new store, as well as to settle other necessary expenses (such as staff salaries and marketing expenses for the new store, etc.). The expansion will enable the Group to serve our customers in various regions and capture opportunities arising from the continued growth in demand for the Group’s jewellery products;
- (ii) In order to establish a better brand image, approximately HK\$3.0 million will be used to renovate the existing seven retail stores by the end of 2025;
- (iii) Approximately HK\$7.0 million will be used to repay monthly repayment of bank borrowings and interest due within the following year; and

供股

本公司按於2024年8月20日營業時間結束後每持有一(1)股現有普通股份獲發三(3)股供股股份(「**供股股份**」)之基準，以認購價每股供股股份0.12港元實行供股(「**供股**」)。本公司每股股份於2024年6月25日(即供股條款訂定日)的收市價為0.177港元。每股供股股份的價格淨額(扣除供股應佔交易及發行成本後)約為0.12港元。董事認為，以供股方式進行集資活動可鞏固本集團的資本基礎及財務狀況，促進其持續發展及業務成長，同時讓本公司合資格股東維持彼等各自持有本公司的股權比例。供股於2024年9月12日完成，配發及發行225,000,000股供股股份，所得款項淨額約為26,000,000港元。

截至2024年9月30日，本集團尚未動用任何供股所得款項淨額。上述募集資金擬依本公司2024年8月21日招股章程所規定的方式使用，具體情況如下：

- (i) 為擴展本集團的零售店網絡，本集團將於2024年底前投放約12.0百萬港元開設新的零售店舖。當中約2.0百萬將用作新店舖裝修、購置室內傢具及設備以及支付租賃按金，餘下約10.0百萬將用於增購新店舖的存貨以及支付其他必要開支(如新店舖的員工薪金及市場推廣費用等)。該擴張將使本集團得以服務各地區客戶，並把握對本集團珠寶產品需求持續增長的機遇；
- (ii) 為建立更好的品牌形象，約3.0百萬港元將於2025年底前用作翻新現有7間零售店舖；
- (iii) 約7.0百萬港元將用於償還未來一年內到期的銀行借款及利息的月度還款；及

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(iv) The remaining balance of the net proceeds from the Rights Issue will be used for the Group's general working capital, including but not limited to the Group's staff costs, rental costs, purchases and other general and administrative expenses, which is expected to be utilised by the end of 2025.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

(iv) 供股所得款項淨額的剩餘結餘將用作本集團的一般營運資金，包括但不限於本集團員工成本、租金成本、購貨及其他一般及行政開支，預期將於2025年底前使用。

據董事經作出一切合理查詢後所知、所悉及所信，緊接供股完成前後本公司的股權架構載列如下：

| | | Immediately before the completion of the Rights Issue 緊接供股完成前 | | Immediately after the completion of the Rights Issue 緊隨供股完成後 | |
|---|-------------------------|--|------------|---|------------|
| | | Number of Shares 股數 | % | Number of Shares 股數 | % |
| Mr. FU Chun Keung ("Mr. Fu") (Note 1) | 傅鎮強先生（「傅先生」） (附註1) | 41,250,000 | 55 | 165,000,000 | 55 |
| Ms. FU Wan Ling ("Ms. Fu") (Note 1) | 傅雲鈴女士（「傅女士」） (附註1) | 41,250,000 | 55 | 165,000,000 | 55 |
| Ms. CHEUNG Lai Yuk ("Ms. Cheung") (Note 1 and 2) | 張麗玉女士（「張女士」） (附註1及2) | 41,250,000 | 55 | 165,000,000 | 55 |
| MGH Limited (Note 1) | MGH Limited (附註1) | 41,250,000 | 55 | 165,000,000 | 55 |
| Other Public Shareholders | 其他公眾股東 | 33,750,000 | 45 | 135,000,000 | 45 |
| Total | 總計 | 75,000,000 | 100 | 300,000,000 | 100 |

Notes:

- Mr. Fu, Ms. Fu and Ms. Cheung collectively are interested in one-third or more of the voting power at general meetings of MGH Limited which held 41,250,000 Shares before the completion of the Rights Issue and 165,000,000 Shares after the completion of the Rights Issue, respectively, and they are therefore deemed to be interested in the Shares held by MGH Limited by virtue of the SFO.
- Ms. Cheung is the spouse of Mr. Fu and she is therefore deemed to be interested in the Shares held by Mr. Fu by virtue of the SFO.

Details of the Rights Issue were set out in the prospectus of the Company dated 21 August 2024, the circular of the Company dated 17 July 2024 and the announcement of the Company dated 25 June 2024, 8 August 2024 and 11 September 2024.

附註：

- 傅先生、傅女士及張女士共同擁有 MGH Limited（分別於緊接供股完成前持有41,250,000股股份及於緊隨供股完成後持有165,000,000股股份）三分之一或以上股東大會投票權的權益，因此，根據證券及期貨條例，彼等被視為為 MGH Limited 持有的股份中擁有權益。
- 張女士為傅先生的配偶，因此，根據證券及期貨條例，彼被視為為傅先生持有的股份中擁有權益。

供股詳情載於本公司日期為2024年8月21日的招股章程、本公司日期為2024年7月17日的通函以及本公司日期為2024年6月25日、2024年8月8日及2024年9月11日的公告。

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LIQUIDITY AND FINANCIAL RESOURCES AND TREASURY POLICY

Liquidity and Financial Resources

As at 30 September 2024, the Group had total assets of approximately HK\$136.7 million (as at 31 March 2024: approximately HK\$118.1 million), which is financed by total liabilities and shareholders' equity (comprising share capital and reserves) of approximately HK\$40.2 million (as at 31 March 2024: approximately HK\$47.2 million) and approximately HK\$96.5 million (as at 31 March 2024: approximately HK\$70.9 million), respectively.

The total interest-bearing borrowings of the Group as at 30 September 2024 were approximately HK\$19.7 million (as at 31 March 2024: approximately HK\$22.8 million), and the current ratio as at 30 September 2024 was approximately 2.75 times (as at 31 March 2024: approximately 1.88 times). The aforesaid increase in current ratio was mainly due to the proceeds from rights issue for the six months ended 30 September 2024.

Gearing Ratio

The Group's gearing ratio, which is calculated by dividing total debts (total debts are defined to include payables incurred not in the ordinary course of business) by total equity as at the end of each financial year, decreased from approximately 32.1% as at 31 March 2024 to approximately 20.4% as at 30 September 2024, primarily due to the proceeds from rights issue and the decrease in bank borrowings.

流動資金及財務資源及庫務政策

流動資金及財務資源

於2024年9月30日，本集團的資產總值為約136.7百萬港元（於2024年3月31日：約118.1百萬港元），此乃由負債總額約40.2百萬港元（於2024年3月31日：約47.2百萬港元）及股東權益（包括股本及儲備）約96.5百萬港元（於2024年3月31日：約70.9百萬港元）撥付。

於2024年9月30日，本集團的計息借款總額為約19.7百萬港元（於2024年3月31日：約22.8百萬港元），而於2024年9月30日的流動比率為約2.75倍（於2024年3月31日：約1.88倍）。上述流動比率變動主要由於本集團於截至2024年9月30日止六個月有供股所得款項。

資產負債比率

本集團的資產負債比率（按各財政年度末債務總額（債務總額是指並非於日常業務過程產生的應付款項）除以權益總額計算）由2024年3月31日的約32.1%下降至2024年9月30日的約20.4%，主要由於有供股所得款項及銀行借款減少。

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The Group has no available unutilised banking loan facilities.

The Directors are of the view that as at the date hereof, the Group's financial resources are sufficient to support its business and operations.

Treasury Policy

The Group adopts a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position throughout the reporting period. The management of the Group regularly reviews the recoverable amount of trade receivables by performing ongoing credit assessments and monitoring prompt recovery. The Group will make adequate impairment losses for irrecoverable amounts if necessary. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally deposited with leading licensed banks in Hong Kong and denominated in Hong Kong dollars.

Capital Structure

The Company's shares were successfully listed on GEM board on 27 March 2019. There has been no change in the Company's capital structure from 27 March 2019 to the date of this interim report. The capital structure of the Group consists of issued share capital and reserves. The Directors have reviewed the Group's capital structure regularly.

As at 30 September 2024, the Company's issued share capital was HK\$30,000,000 and the number of its issued ordinary shares was 300,000,000.

Pledge of Assets

As at 30 September 2024 and 31 March 2024, the Group has not pledged any of its assets.

Future Plans for Material Investments or Capital Assets

Save as disclosed in this interim report, the Group did not have any other plans for material investment and capital assets as at 30 September 2024.

本集團並無可用未使用的銀行貸款融資。

董事認為，於本報告日期，本集團的財務資源足以支持其業務及營運。

庫務政策

本集團已就其庫務政策採納審慎的財務管理策略，因此於整個報告期內維持穩健的流動資金狀況。本集團管理層透過持續進行信貸評估及監督款項及時收回，定期檢討貿易應收款項的可收回金額。本集團將在必要時就不可收回的金額作出充足的減值虧損。為更有效控制成本及盡量降低資金成本，本集團的財資活動乃中央統籌，而現金一般存放於香港主要持牌銀行，以港元計值。

資本架構

本公司的股份於2019年3月27日成功在GEM上市。本公司的資本架構自2019年3月27日至本中期報告日期並無變動。本集團的資本架構包括已發行股本及儲備。董事定期檢討本集團的資本架構。

於2024年9月30日，本公司的已發行股本為30,000,000港元，而其已發行普通股數目為300,000,000股。

資產抵押

於2024年9月30日及2024年3月31日，本集團並無抵押其任何資產。

有關重大投資或資本資產的未來計劃

除本中期報告所披露者外，於2024年9月30日，本集團並無有關重大投資及資本資產的任何其他計劃。

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Foreign Currency Exposure

The Group is mainly exposed to the foreign currency risk of US\$ and RMB. Under the pegged exchange rate system, the financial impact on exchange difference between HK\$ and US\$ will be immaterial as most US\$ denominated monetary assets and liabilities are held by group entities with HK\$ as their functional currency.

During the six months ended 30 September 2024, the Group did not have any hedging arrangements. The Group currently does not have a foreign currency hedging policy. The management of the Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and may consider hedging significant foreign currency exposure should the need arise. The management of the Group considers the exposure to the foreign exchange risk fluctuation for the Group is not material.

Capital Commitments

As at 30 September 2024, the Group did not have any capital commitments (as at 31 March 2024: nil).

Contingent Liabilities

As at 30 September 2024 and 31 March 2024, the Group did not have any contingent liabilities.

Employees and Remuneration Policies

As at 30 September 2024, the Group employed 54 employees (including Executive Directors) (as at 31 March 2024: 72). We determine the employees' remuneration based on factors such as qualification, duty, contributions and years of experience. As at 30 September 2024, the Group had no significant obligation apart from the defined contributions schemes and there is no forfeited contribution arising from employees leaving the retirement benefits scheme which could set-off the contributions payable. In addition, the Group provides comprehensive training programs to its employees and sponsors the employees to attend various job-related training courses.

外幣風險

本集團主要面對美元及人民幣的外幣風險。根據聯繫匯率制度，有關港元與美元匯兌差額的財務影響並不重大，此乃由於大部分以美元計值的貨幣資產及負債由以港元作為功能貨幣的集團實體持有。

截至2024年9月30日止六個月，本集團並無任何對沖安排。本集團現時並無外幣對沖政策。然而，本集團管理層透過密切監察外幣匯率的變動，並於有需要時考慮就重大外幣風險進行對沖，以管理其外幣風險。本集團管理層認為，本集團所面對的外匯風險波動並不重大。

資本承擔

於2024年9月30日，本集團並無任何資本承擔（於2024年3月31日：無）。

或然負債

於2024年9月30日及2024年3月31日，本集團並無任何或然負債。

僱員及薪酬政策

於2024年9月30日，本集團聘有54名員工（包括執行董事）（於2024年3月31日：72名）。我們根據資格、職務、貢獻及年資等因素釐定僱員薪酬。於2024年9月30日，除定額供款計劃外，本集團並無任何重大責任，且亦無因僱員退出退休福利計劃而產生及可用以減少應付供款的沒收供款。此外，本集團為其僱員提供全面的培訓計劃及資助僱員參與多種工作相關培訓課程。

OTHER INFORMATION 其他資料

CORPORATE GOVERNANCE PRACTICE

The Company is committed to achieving and maintaining the highest standards of corporate governance in line with the needs and demands of the business and its shareholders, and in compliance with the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Part 2 of Appendix C1 to the GEM Listing Rules. The Group has considered the CG Code and has put in place the corporate governance practices to meet the code provisions. Except for the deviation from code provision C.2.1 in Part 2 of the CG Code, the Group has adopted and complied with the CG Code during the six months ended 30 September 2024 up to the date of this report.

Mr. Fu Chun Keung, the major founder of the Group, is the chairman of the Board and chief executive officer of the Company. With extensive experience in jewelry industry, Mr. Fu is responsible for the overall management, decision-making and strategy planning of the Group and is instrumental to the Group’s growth and business expansion. Since Mr. Fu is the key person for the Group’s development and he will not undermine the Group’s interests in any way under any circumstances, the Board considers that vesting the roles of chairman and chief executive officer in Mr. Fu is in the best interest of the Group and beneficial to the management of the Group. In addition, the senior management and the Board, which comprise experienced individuals, could effectively check and balance the power and authority of Mr. Fu. Therefore, the Board considers that the deviation from code provision C.2.1 in Part 2 of the CG Code is appropriate in such circumstances.

企業管治常規

本公司致力達致並維持最高企業管治水平，以期切合業務及其股東的需求及要求，並符合 GEM 上市規則附錄 C1 第 2 部分所載的企業管治守則（「企業管治守則」）的守則條文。本集團已考慮企業管治守則並設有企業管治常規，以遵守守則條文。自截至 2024 年 9 月 30 日止六個月直至本報告日期，除偏離企業管治守則第 2 部份的第 C.2.1 條外，本集團已採納及遵守企業管治守則。

本集團的主要創辦人傅鎮強先生為董事會主席兼本公司行政總裁。憑藉傅先生於珠寶行業的豐富經驗，彼負責本集團的整體管理、決策及戰略規劃，且對本集團的增長及業務擴張貢獻良多。由於傅先生為本集團發展的關鍵人物，且彼於任何情況下將不會以任何方式損害本集團的利益，故董事會認為將主席及行政總裁的職務授予傅先生符合本集團的最佳利益，並對本集團的管理有利。此外，由經驗豐富的個人組成的高級管理層及董事會可有效監察及制衡傅先生的權力及職權。因此，董事會認為於該等情況下偏離企業管治守則第 2 部份的第 C.2.1 條乃屬恰當。

OTHER INFORMATION

其他資料

DIRECTORS' SECURITIES TRANSACTION

The Company has adopted the required standard of dealings (the "Required Standard of Dealings") as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries of all the Directors, each of them has confirmed that they have complied with the Required Standard of Dealings during the six months ended 30 September 2024. No incident of non-compliance was noted by the Company during such Period.

PURCHASE, SALE OR REDEMPTION OF LISTING SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares during the six months ended 30 September 2024.

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 September 2024, interests and short positions of the Directors and chief executive of the Company 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, Cap. 571 of the Laws of Hong Kong (the "SFO") which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事證券交易

本公司已採納GEM上市規則第5.48條至5.67條所載的交易規定標準(「交易規定標準」)作為董事買賣本公司證券的操守守則。向全體董事作出特定查詢後，各董事均已確認彼等於截至2024年9月30日止六個月一直遵守交易規定標準。於上述回顧期間，本公司概無發現任何不合規事件。

購買、出售或贖回上市證券

本公司或其任何附屬公司於截至2024年9月30日止六個月內概無購買、出售或贖回本公司任何股份。

董事及行政總裁於本公司及任何相聯法團的股份、相關股份及債權證的權益及淡倉

於2024年9月30日，董事及行政總裁於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須登記於由本公司存置的登記冊的權益及淡倉，或根據GEM上市規則第5.46條至第5.67條須知會本公司及聯交所的權益及淡倉如下：

OTHER INFORMATION 其他資料

Long positions in ordinary shares and underlying shares of the Company

於本公司普通股份及相關股份的好倉

| Name of Director 姓名 | Capacity 身份 | Percentage of shareholding in the Company's issued share capital as at | |
|--|--|---|---|
| | | Number of Shares ¹ held as at 30 September 2024 於2024年9月30日持有的股份數目 ¹ | 30 September 2024 於2024年9月30日佔本公司已發行股本的股權百分比 |
| Mr. FU Chun Keung ("Mr. Fu") ² (also a chief executive) 傅鎮強先生(「傅先生」) ² (也是行政總裁) | Interest in controlled corporation 受控法團權益 | 165,000,000 | 55% |
| Ms. FU Wan Ling ("Ms. Fu") ² 傅雲玲女士(「傅女士」) ² | Interest in controlled corporation 受控法團權益 | 165,000,000 | 55% |
| Ms. CHEUNG Lai Yuk ("Ms. Cheung") ^{2,3} 張麗玉女士(「張女士」) ^{2,3} | Interest in controlled corporation, interest of spouse 受控法團權益、配偶權益 | 165,000,000 | 55% |

Notes:

- All interests stated are long positions.
- Mr. Fu, Ms. Fu and Ms. Cheung collectively are interested in one third or more of the voting power at general meetings of Mythe Group Holdings Company Limited ("MGH Limited") which holds 165,000,000 Shares and they are therefore deemed to be interested in the Shares held by MGH Limited by virtue of the SFO.
- Ms. Cheung is the spouse of Mr. Fu and she is therefore deemed to be interested in the Shares held by Mr. Fu by virtue of the SFO.

附註:

- 列示的所有權益均為好倉。
- 傅先生、傅女士及張女士共同擁有 Mythe Group Holdings Company Limited (「MGH Limited」，其持有165,000,000股股份)三分之一或以上股東大會投票權的權益，因此，根據證券及期貨條例，彼等被視為於MGH Limited持有的股份中擁有權益。
- 張女士為傅先生的配偶，因此，根據證券及期貨條例，彼被視為於傅先生持有的股份中擁有權益。

OTHER INFORMATION

其他資料

Save as disclosed herein, neither the Directors nor any of their associates had any interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations as at 30 September 2024 as defined in Section 352 of the SFO. In addition, at no time during the Period had the Directors and chief executive of the Company (including their spouses and children under 18 years of age) any interest in, or been granted, or exercised any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and its associated corporations (within the meaning of the SFO). Save as disclosed above, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 30 September 2024, the interests or short positions of person in the shares and underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

除本中期報告所披露者外，於2024年9月30日，概無董事或其任何聯繫人於本公司或其任何相聯法團的股份、相關股份及債權證中擁有任何權益或淡倉（定義見證券及期貨條例第352條）。此外，於回顧期內任何時間，董事及本公司最高行政人員（包括彼等的配偶及18歲以下的子女）概無於可認購本公司及其相聯法團（定義見證券及期貨條例）股份（或認股權證或債權證（如適用））的權利中擁有任何權益，或獲授或已行使任何有關權利。除上文所披露者外，本公司或其任何附屬公司於回顧期內任何時間概無訂立任何安排，致使董事透過收購本公司或任何其他法人團體的股份或債券而獲得利益。

主要股東於本公司股份及相關股份中的權益及淡倉

於2024年9月30日，將於本公司股份及相關股份及債權證中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或直接或間接擁有附帶權利可於所有情況下在本集團任何其他成員公司的股東大會投票的任何類別股本面值5%或以上權益的人士，或其權益或淡倉已記入本公司根據證券及期貨條例第336條須存置的登記冊的任何其他主要股東如下：

OTHER INFORMATION 其他資料

Long positions in ordinary shares and underlying shares of the Company

於本公司普通股份及相關股份的好倉

| Name | Capacity | Number of Shares ¹ held as at 30 September 2024 於2024年9月30日 持有的 股份數目 ¹ | Percentage of shareholding in the Company's issued share capital as at |
|---|---|---|--|
| | | | 30 September 2024 於2024年9月30日 佔本公司 已發行股本的 股權百分比 |
| 名稱／姓名 | 身份 | | |
| MGH Limited ² | Beneficial Interest 實益權益 | 165,000,000 | 55% |
| Mr. Fu ² 傅先生 ² | Interest in controlled corporation 受控法團權益 | 165,000,000 | 55% |
| Ms. Fu ² 傅女士 ² | Interest in controlled corporation 受控法團權益 | 165,000,000 | 55% |
| Ms. Cheung ^{2,3} 張女士 ^{2,3} | Interest in controlled corporation, interest of spouse 受控法團權益、配偶權益 | 165,000,000 | 55% |

Notes:

- All interests stated are long positions.
- As Mr. Fu, Ms. Fu and Ms. Cheung collectively are interested in one third or more of the voting power at general meetings of MGH Limited, Mr. Fu, Ms. Fu and Ms. Cheung are deemed to be interested in the Shares held by MGH Limited by virtue of the SFO.
- Ms. Cheung is the spouse of Mr. Fu and she is therefore deemed to be interested in the Shares held by Mr. Fu by virtue of the SFO.

附註:

- 列示的所有權益均為好倉。
- 由於傅先生、傅女士及張女士共同擁有 MGH Limited 三分之一或以上股東大會投票權的權益，根據證券及期貨條例，彼等被視為於 MGH Limited 持有的股份中擁有權益。
- 張女士為傅先生的配偶，因此，根據證券及期貨條例，彼被視為於傅先生持有的股份中擁有權益。

OTHER INFORMATION

其他資料

Save as disclosed above, as at 30 September 2024, the Directors were not aware of any other person (other than the Directors and chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial Shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE AWARD SCHEME

The Company adopted a share award scheme on 19 March 2021 (the **"Share Award Scheme"**). It is a share incentive scheme which is established to recognise and acknowledge the contributions that the eligible persons have had or may have made to the Group. The terms of the Share Award Scheme are in compliance with the provision of Chapter 23 of the GEM Listing Rules.

As at 30 September 2024, Bank of Communications Trustee Limited (the **"Trustee"**) held 1,063,000 shares of the Company purchased but not yet awarded under the Share Award Scheme.

As at 30 September 2024, no share award was granted, exercised, outstanding, cancelled or lapsed under the Share Award Scheme.

Share awards in respect of 75,000,000 shares of the Company were available for grant under the Share Award Scheme as at 1 April 2024 and share awards in respect of 7,500,000 shares of the Company (upon adjustment as a result of Share Consolidation) were available for grant under the Share Award Scheme as at 30 September 2024, respectively.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 6 March 2019 (the **"Share Option Scheme"**). It is a share incentive scheme which is established to recognise and acknowledge the contributions that the eligible participants have had or may have made to the Group. The terms of the Share Option Scheme are in compliance with the provision of Chapter 23 of the GEM Listing Rules.

除上文所披露者外，於2024年9月30日，董事並不知悉於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉的任何其他人士（董事及本公司最高行政人員除外），或直接或間接擁有附帶權利可於所有情況下在本集團任何其他成員公司的股東大會投票的任何類別股本面值5%或以上權益的人士，或其權益或淡倉已記入本公司根據證券及期貨條例第336條須存置的登記冊的任何其他主要股東。

股份獎勵計劃

本公司於2021年3月19日採納一項股份獎勵計劃（「**股份獎勵計劃**」）。該計劃為一項股份獎勵計劃，乃為嘉許及肯定合資格參與者對本集團所作出或可能作出的貢獻而設立。股份獎勵計劃的條款符合GEM上市規則第23章的規定。

於2024年9月30日，交通銀行信託有限公司（「**受託人**」）持有公司1,063,000股但尚未在股份獎勵計劃中作出獎勵。

於2024年9月30日，概無股份獎勵根據股份獎勵計劃已獲授出、行使、尚未行使、註銷或失效。

於2024年4月1日，根據股份獎勵計劃可授出的股份獎勵為75,000,000股本公司股份；而於2024年9月30日，根據股份獎勵計劃可授出的股份獎勵（經股份合併作出調整後）為7,500,000股本公司股份。

購股權計劃

本公司於2019年3月6日採納一項購股權計劃（「**購股權計劃**」）。該計劃為一項股份獎勵計劃，乃為嘉許及肯定合資格參與者對本集團所作出或可能作出的貢獻而設立。購股權計劃的條款符合GEM上市規則第23章的規定。

OTHER INFORMATION

其他資料

As at 30 September 2024, no share option was granted, exercised, outstanding, cancelled or lapsed under the Share Option Scheme.

Share options in respect of 75,000,000 shares of the Company were available for grant under the Share Option Scheme as at 1 April 2024 and share options in respect of 7,500,000 shares of the Company (upon adjustment as a result of Share Consolidation) were available for grant under the Share Option Scheme as at 30 September 2024, respectively.

Since there was no option or award granted for the six months ended 30 September 2024, the number of shares that may be issued in respect of the options and awards granted under all schemes of the Company during the six months ended 30 September 2024 divided by weighted average number of shares in issue of the Company for the six months ended 30 September 2024 is nil.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 September 2024, none of the Directors or their respective close associates (as defined under the GEM Listing Rules) had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

AUDIT COMMITTEE

The Audit Committee consists of three independent non-executive Directors of the Company, namely, Mr. CHAN Chi Ming Tony, Mr. CHAN Cheong Tat and Mr. WONG Wing Keung Meyrick. Mr. Chan Chi Ming Tony is the chairman of the Audit Committee. The primary duties of the Audit Committee include reviewing and supervision of the financial reporting process, the internal monitoring system and risk management system of the Group.

The Audit Committee has reviewed the Group's unaudited consolidated interim results for the six months ended 30 September 2024 and considered that the preparation of those results are in compliance with the appropriate accounting standards and relevant regulations and laws.

FUTURE PLANS FOR MAJOR ACQUISITION AND DISPOSALS

Currently, the Group has no plans for major acquisitions and disposals.

於2024年9月30日，概無購股權根據購股權計劃已獲授出、行使、尚未行使、註銷或失效。

於2024年4月1日，根據購股權計劃可授出的購股權為75,000,000股本公司股份；而於2024年9月30日，根據購股權計劃可授出的購股權（經股份合併作出調整後）為7,500,000股本公司股份。

由於截至2024年9月30日止六個月並無授出購股權或股份獎勵，因此截至2024年9月30日止六個月，根據本公司所有計劃授出的購股權和股份獎勵而可能發行的股份數量除以公司已發行股份加權平均數為無。

董事於競爭業務的權益

於2024年9月30日，概無董事或彼等各自的緊密聯繫人（定義見GEM上市規則）擁有任何與本集團業務直接或間接存在競爭或可能存在競爭的業務或於該業務中擁有任何權益。

審核委員會

審核委員會由本公司3名獨立非執行董事組成，即陳子明先生、陳昌達先生及王泳強先生。陳子明先生為審核委員會主席。審核委員會的主要職責包括檢討及監督本集團的財務匯報程序、內部控制系統及風險管理系統。

審核委員會已審閱本集團截至2024年9月30日止六個月的未經審核綜合中期業績，並認為該等業績的編製符合適合的會計準則及有關法規及法律。

有關重大收購及出售的未來計劃

本集團當前並無有關重大收購及出售的計劃。

OTHER INFORMATION

其他資料

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has conducted regular review of the risk management and internal control systems of the Group to ensure that the systems are effective and appropriate.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained the sufficiency of public float requirement as specified in the GEM Listing Rules as at the latest practicable date prior to the issue of this interim report.

By order of the Board

Chong Fai Jewellery Group Holdings Company Limited

Fu Chun Keung

Chairman and Chief Executive Officer

Hong Kong, 21 November 2024

As at the date of this report, the executive Directors are Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Ms. Fu Wan Ling; and the independent non-executive Directors are Mr. Chan Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony.

風險管理及內部控制

董事會已對本集團的風險管理及內部監控制度進行定期檢討，以確保有關制度有效且恰當。

充足公眾持股量

根據本公司可得的公開資料及董事所知，截至本中期報告刊發前的最後實際可行日期，本公司一直維持GEM上市規則中所訂明的充足公眾持股量之規定。

承董事會命

創輝珠寶集團控股有限公司

傅鎮強

主席兼行政總裁

香港，2024年11月21日

於本報告日期，執行董事為傅鎮強先生、張麗玉女士及傅雲玲女士；而獨立非執行董事為陳昌達先生、王泳強先生及陳子明先生。

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2024年9月30日止六個月

| | | Six months ended 30 September 截至9月30日止六個月 | |
|--|-----------------------------|---|---|
| | | 2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核) | 2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核) |
| | Notes 附註 | | |
| Revenue | 收益 | 64,006 | 80,080 |
| Cost of goods sold | 已售商品成本 | (45,324) | (57,716) |
| Gross profit | 毛利 | 18,682 | 22,364 |
| Other income | 其他收入 | 77 | 135 |
| Other gains or losses | 其他收益或虧損 | 218 | (568) |
| Selling and distribution costs | 銷售及分銷成本 | (11,694) | (12,486) |
| General and administrative expenses | 一般及行政開支 | (6,180) | (7,121) |
| Finance costs | 財務成本 | (575) | (671) |
| Share of losses of associates | 應佔聯營公司之虧損 | (100) | (140) |
| Profit before taxation | 除稅前溢利 | 428 | 1,513 |
| Income tax expense | 所得稅開支 | (79) | (273) |
| Profit for the period | 期內溢利 | 349 | 1,240 |
| Other comprehensive expense for the period | 期內其他全面開支 | | |
| <i>Item that may be reclassified subsequently to profit or loss:</i> | <i>其後可能重新分類至損益的 項目：</i> | | |
| Exchange differences arising on translation of a foreign operation | 換算外國業務生產的 匯兌差額 | (796) | (245) |
| Total comprehensive (expense) income for the period | 期內全面(開支)收入總額 | (447) | 995 |
| Earnings per share | 每股盈利 | | Restated 經重列 |
| Basic (HK cents) | 基本(港仙) | 11 | 0.29 1.25 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2024
於2024年9月30日

| | | | At 30 September 2024 於2024年 9月30日 HK\$'000 (Unaudited) (未經審核) | At 31 March 2024 於2024年 3月31日 <i>HK\$'000</i> (Audited) (經審核) |
|---|-------------------|----|---|--|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | | 8,838 | 13,530 |
| Interest in associates | 於聯營公司的權益 | | 17,222 | 17,322 |
| Deferred tax assets | 遞延稅項資產 | | 5,441 | 5,528 |
| Other receivables | 其他應收款項 | 12 | 794 | 704 |
| | | | 32,295 | 37,084 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | | 63,838 | 62,890 |
| Trade and other receivables | 貿易及其他應收款項 | 12 | 5,066 | 5,151 |
| Financial asset at fair value through profit of loss ("FVTPL") | 按公平值計入損益的 金融資產 | | 1,736 | 1,844 |
| Bank balances and cash | 銀行結餘及現金 | | 33,808 | 11,159 |
| | | | 104,448 | 81,044 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2024

於2024年9月30日

| | | | At 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (Audited) (經審核) |
|---------------------------------------|-----------|----|---|---|
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 13 | 6,747 | 6,171 |
| Contract liabilities | 合約負債 | | 5,685 | 5,882 |
| Refund liabilities | 退款負債 | | 420 | 444 |
| Lease liabilities | 租賃負債 | | 5,475 | 7,769 |
| Bank borrowings | 銀行借款 | | 19,692 | 22,799 |
| Long service payment obligations | 長期服務金責任 | | 16 | 11 |
| | | | 38,035 | 43,076 |
| Net current assets | 流動資產淨值 | | 66,413 | 37,968 |
| Total assets less current liabilities | 資產總值減流動負債 | | 98,708 | 75,052 |
| Non-current liabilities | 非流動負債 | | | |
| Lease liabilities | 租賃負債 | | 1,523 | 3,433 |
| Long service payment obligations | 長期服務金責任 | | 690 | 695 |
| | | | 2,213 | 4,128 |
| Net assets | 資產淨值 | | 96,495 | 70,924 |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 14 | 30,000 | 7,500 |
| Reserves | 儲備 | | 66,495 | 63,424 |
| Total equity | 權益總額 | | 96,495 | 70,924 |

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2024年9月30日止六個月

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | |
|--|-------------------------------------|---|-------------------------|--|---|-------------------------|-------------------------|-----------------------|
| | | Share capital | Share premium | Shares held for the Share Award Scheme 就股份獎勵計劃持有之股份 | Other reserve | Exchange reserve | Retained profits | Total |
| | | 股本 HK\$'000 千港元 | 股份溢價 HK\$'000 千港元 | 股份 獎勵計劃 持有之 股份 HK\$'000 千港元 | 其他儲備 HK\$'000 千港元 (Note) (附註) | 匯兌儲備 HK\$'000 千港元 | 保留溢利 HK\$'000 千港元 | 總額 HK\$'000 千港元 |
| At 31 March 2024 (audited) | 於2024年3月31日 (經審核) | 7,500 | 35,242 | (753) | 20,489 | (2,739) | 11,185 | 70,924 |
| Profit for the period | 期內溢利 | - | - | - | - | - | 349 | 349 |
| Exchange differences arising from translation of a foreign operation | 換算外國業務產生的匯兌差額 | - | - | - | - | 796 | - | (796) |
| Total comprehensive (expense) income for the period | 期內全面(開支)收入總額 | - | - | - | - | (796) | 349 | (447) |
| Issue of rights share (note 14) | 發行供股股份(附註14) | 22,500 | 4,500 | - | - | - | - | 27,000 |
| Transaction cost attributable to issue of new ordinary shares | 發行新普通股應佔交易成本 | - | (982) | - | - | - | - | (982) |
| At 30 September 2024 (unaudited) | 於2024年9月30日 (未經審核) | 30,000 | 38,760 | (753) | 20,489 | (3,535) | 11,534 | 96,495 |
| At 31 March 2023 (audited) | 於2023年3月31日 (經審核) | 7,500 | 35,242 | (753) | 20,489 | (1,806) | 9,689 | 70,361 |
| Profit for the period | 期內溢利 | - | - | - | - | - | 1,240 | 1,240 |
| Exchange differences arising from translation of a foreign operation | 換算外國業務產生的匯兌差額 | - | - | - | - | (245) | - | (245) |
| Total comprehensive (expense) income for the period | 期內全面(開支)收入總額 | - | - | - | - | (245) | 1,240 | 995 |
| At 30 September 2023 (unaudited) | 於2023年9月30日 (未經審核) | 7,500 | 35,242 | (753) | 20,489 | (2,051) | 10,929 | 71,356 |

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2024年9月30日止六個月

| | | Six months ended 30 September 截至9月30日止六個月 | |
|--|-----------------|---|---|
| | | 2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核) | 2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Net cash generated from operating activities | 經營活動所產生現金淨額 | 2,270 | 5,644 |
| Investing activities | 投資活動 | | |
| Proceeds from sales of financial assets at FVTPL | 出售按公平值計入損益的金融資產 | 360 | 93 |
| Interest and dividend received | 已收利息及股息 | 63 | 128 |
| Repayment to controlling shareholder | 償還應付控股股東款項 | - | (5,000) |
| Purchases of property, plant and equipment | 購買物業、廠房及設備 | - | (21) |
| Net cash generated from (used in) investing activities | 投資活動產生／(所用)現金淨額 | 423 | (4,800) |
| Financing activities | 融資活動 | | |
| Net proceeds from rights issue | 供股所得款項淨額 | 26,018 | - |
| Repayments of bank loans | 償還銀行貸款 | (3,107) | (3,503) |
| Interests paid | 已付利息 | (575) | (671) |
| Repayment of lease liabilities | 償還租賃負債 | (4,370) | (4,130) |
| Net cash generated from (used in) financing activities | 融資活動產生／(所用)現金淨額 | 17,966 | (8,304) |

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2024年9月30日止六個月

| | | Six months ended | |
|---|---------------------|------------------|-------------|
| | | 30 September | |
| | | 截至9月30日止六個月 | |
| | | 2024 | 2023 |
| | | 2024年 | 2023年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等價物增加／(減少)淨額 | 20,659 | (7,460) |
| Cash and cash equivalents at beginning of the period | 期初現金及現金等價物 | 13,179 | 20,657 |
| Effect of foreign exchange rate changes | 外匯匯率變動影響 | (30) | (18) |
| Cash and cash equivalents at end of the period, represented by: | 期末現金及現金等價物，以下列項目呈列： | | |
| Bank balances and cash | 銀行結餘及現金 | 33,808 | 13,179 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. GENERAL

Chong Fai Jewellery Group Holdings Company Limited (the “**Company**”) is a public limited company incorporated in the Cayman Islands on 11 January 2018 and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the registered office of the Company is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and the principal place of business of the Company is at No. 6-13 Faerie Court, 80 Ko Shan Road, Hungghom, Kowloon, Hong Kong.

The immediate holding company and ultimate holding company of the Company is Mythe Group Holdings Company Limited which was incorporated in the British Virgin Islands (the “**BVI**”). Its ultimate controlling party is Mr. Fu Chun Keung (“**Mr. Fu**”).

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

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost.

Other than changes in accounting policies resulting from application of the amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”) and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2024 are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2024.

1. 一般資料

創輝珠寶集團控股有限公司（「**本公司**」）於2018年1月11日於開曼群島註冊成立為公眾有限公司，而其股份於香港聯合交易所有限公司（「**聯交所**」）GEM上市。本公司註冊辦事處之地址為PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，以及本公司主要營業地點之地址為香港九龍紅磡高山道80號富怡閣6-13號。

本公司直接控股公司及最終控股公司為於英屬處女群島（「**英屬處女群島**」）註冊成立的Mythe Group Holdings Company Limited。其最終控制方為傅鎮強先生（「**傅先生**」）。

簡明綜合財務報表以港元（「**港元**」）呈列，與本公司功能貨幣相同。

2. 編製基準

簡明綜合財務報表已根據香港會計師公會（「**香港會計師公會**」）頒佈的香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司（「**聯交所**」）GEM證券上市規則第18章的適用披露規定編製。

3. 主要會計政策

簡明綜合財務報表乃根據歷史成本基準編製。

除應用香港財務報告準則（「**香港財務報告準則**」）之修訂本及應用若干與本集團相關之會計政策產生的會計政策變動外，截至2024年9月30日止六個月的簡明綜合財務報表所用的會計政策及計算方法與編製本集團截至2024年3月31日止年度的年度綜合財務報表所用者一致。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES — *continued*

Application of amendments to HKFRSs

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

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

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

4. REVENUE AND SEGMENT INFORMATION

Revenue represents amounts received and receivable for the sales of jewellery products and net of discounts and returns during the period.

The Group's revenue recognised during the period are as follows:

| Jewellery business: | | 珠寶業務： | |
|-------------------------------------|----------|---------------|--------|
| Retail operation of jewellery shops | 珠寶店零售業務 | 32,626 | 59,167 |
| Wholesales of jewellery products | 珠寶產品批發 | 4,226 | 6,539 |
| | | 36,852 | 65,706 |
| Trading of recycled gold products | 回收黃金產品貿易 | 27,154 | 14,374 |
| Total | 總計 | 64,006 | 80,080 |

3. 主要會計政策 — 續

應用香港財務報告準則之修訂本

於本中期期間，本集團於編製本集團簡明綜合財務報表時已首次應用由香港會計師公會頒佈且於2024年4月1日或之後開始之年度期間強制生效的香港財務報告準則中對概念框架的提述之修訂本及以下香港財務報告準則之修訂本：

| | |
|--------------------------|-------------------------|
| 香港財務報告準則第16號(修訂本) | 售後租回之租賃負債 |
| 香港會計準則第1號(修訂本) | 流動或非流動負債分類及香港詮釋第5號的相關修訂 |
| 香港會計準則第1號(修訂本) | 附有契約條件的非流動負債 |
| 香港會計準則第7號及香港財務報告準則第7號修訂本 | 供應商融資安排 |

於本期間應用香港財務報告準則之修訂本並無對本期間及過往期間的本集團財務狀況及表現及／或該等簡明綜合財務報表所載的披露造成重大影響。

4. 收益及分部資料

收益指期內珠寶產品銷售以及扣除折扣及回佣的已收及應收金額。

本集團期內確認之收益如下：

Six months ended 30 September

截至9月30日止六個月

| 2024 | 2023 |
|-------------|-------------|
| 2024年 | 2023年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |

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

4. REVENUE AND SEGMENT INFORMATION — *continued*

4. 收益及分部資料 — 續

| | | Six months ended 30 September | |
|-----------------------------------|------------|--------------------------------------|--------------------|
| | | 截至9月30日止六個月 | |
| | | 2024 | 2023 |
| | | 2024年 | 2023年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Jewellery business by product: | 按產品劃分珠寶業務： | | |
| — Gem-set jewellery products | — 寶石鑲嵌珠寶產品 | 24,188 | 29,854 |
| — Gold jewellery products | — 黃金珠寶產品 | 12,664 | 35,852 |
| | | 36,852 | 65,706 |
| Trading of recycled gold products | 回收黃金產品貿易 | 27,154 | 14,374 |
| | | 64,006 | 80,080 |

5. OTHER INCOME

5. 其他收入

| | | Six months ended 30 September | |
|---|------------------------|--------------------------------------|--------------------|
| | | 截至9月30日止六個月 | |
| | | 2024 | 2023 |
| | | 2024年 | 2023年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Sundry income | 雜項收入 | 14 | 7 |
| Bank interest income | 銀行利息收入 | 14 | 76 |
| Dividends income from financial asset at FVTPL | 按公平值計入損益的金融資產的 股息收入 | 49 | 52 |
| | | 77 | 135 |

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

6. OTHER GAINS OR LOSSES

6. 其他收益或虧損

| | | Six months ended 30 September | |
|---|----------------------------|--------------------------------------|--------------|
| | | 截至9月30日止六個月 | |
| | | 2024 | 2023 |
| | | 2024年 | 2023年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Net foreign exchange loss | 外匯虧損淨額 | (1) | (3) |
| Fair value gains/losses on financial assets at FVTPL, net | 按公平值計入損益的金融資產的公平值收益／(虧損)淨額 | 219 | (565) |
| | | 218 | (568) |

7. FINANCE COSTS

7. 財務成本

| | | Six months ended 30 September | |
|--------------------------------------|-----------|--------------------------------------|-------------|
| | | 截至9月30日止六個月 | |
| | | 2024 | 2023 |
| | | 2024年 | 2023年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Interest on bank borrowings | 銀行借款利息 | 409 | 501 |
| Finance charges on lease liabilities | 租賃負債的財務費用 | 166 | 170 |
| | | 575 | 671 |

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

8. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging (crediting):

8. 除稅前溢利

除稅前溢利乃經扣除(計入)下列各項後達致:

| | | Six months ended 30 September | |
|---|--------------------------------------|--------------------------------------|-------------|
| | | 截至9月30日止六個月 | |
| | | 2024 | 2023 |
| | | 2024年 | 2023年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Short term leases and leases with lease term shorter than 12 months as at initial application of HKFRS 16 | 短期租賃及在首次應用香港財務報告準則第16號時，租賃期少於12個月的租賃 | 62 | 295 |
| Depreciation of property, plant and equipment | 物業、廠房及設備的折舊 | | |
| — Owned assets | — 自有資產 | 592 | 604 |
| — Right-of-use assets | — 使用權資產 | 4,109 | 4,173 |
| Total depreciation of property, plant and equipment | 物業、廠房及設備的折舊總額 | 4,701 | 4,777 |
| Directors' remuneration | 董事薪酬 | | |
| — fee | — 袍金 | 2,108 | 1,988 |
| — salaries and other benefits | — 薪金及其他福利 | — | — |
| — retirement benefit scheme contributions | — 退休福利計劃供款 | 76 | 75 |
| Other staff's salaries and other benefits | 其他員工薪金及其他福利 | 2,184 | 2,063 |
| Other staff's retirement benefit scheme contributions | 其他員工退休福利計劃供款 | 7,039 | 7,701 |
| | | 279 | 329 |
| Total staff costs | 員工成本總額 | 9,502 | 10,093 |
| Auditor's remuneration | 核數師酬金 | 250 | 250 |
| Cost of inventories recognised as an expense | 確認為開支的存貨成本 | 45,286 | 57,638 |
| Write-down of inventories to net realisable value, net | 將存貨撇減至可變現淨值 | 38 | 78 |

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

9. TAXATION

The taxation charge comprises: 稅項開支包括：

Hong Kong Profits Tax
— Current period
Deferred tax charge

香港利得稅
— 當前期間
遞延稅項開支

| | |
|-------------|--------------|
| — | — |
| (79) | (273) |
| (79) | (273) |

10. DIVIDENDS

No dividends were paid, declared or proposed during the interim period. The directors of the Company have determined that no dividend will be paid in respect of the interim period.

11. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the following data:

Profit
Profit for the period

盈利
期內溢利

| | |
|------------|-------|
| 349 | 1,240 |
|------------|-------|

9. 稅項

Six months ended 30 September
截至9月30日止六個月

| | |
|--------------------|-------------|
| 2024 | 2023 |
| 2024年 | 2023年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |

10. 股息

於中期期間，概無派付、宣派或建議派付股息。本公司董事已決定將不會就中期期間派付股息。

11. 每股溢利

每股基本溢利乃按下列數據計算：

Six months ended 30 September
截至9月30日止六個月

| | |
|--------------------|-------------|
| 2024 | 2023 |
| 2024年 | 2023年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

11. EARNINGS PER SHARE — *continued*

| | | Number of shares | |
|---|-----------------------|------------------|-----------------|
| | | 股份數目 | |
| | | At 30 September | At 30 September |
| | | 2024 | 2023 |
| | | 於2024年 | 於2023年 |
| | | 9月30日 | 9月30日 |
| | | '000 | '000 |
| | | 千股 | 千股 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (restated) |
| | | (未經審核) | (經重列) |
| Number of Shares | 股份數目 | | |
| Weighted average number of shares (<i>note</i>) | 股份加權平均數 (<i>附註</i>) | 119,764 | 98,883 |

Note: For the six months ended 30 September 2023, the weighted average number of ordinary shares in issue and basic and diluted earnings per share were retrospectively adjusted on the assumption that the effect of the share consolidation in May 2024 under which every ten existing shares of par value of HK\$0.01 each in the share capital of the Company being consolidated into one consolidated share of par value of HK\$0.1 each in the share capital of the Company had been effective since 1 April 2023.

On 25 June 2024, the Company proposed to implement the rights issue (the "Rights Issue") on the basis of three (3) rights shares (the "Rights Share(s)") for every one (1) existing shares held on 20 August 2024 at the subscription price of HK\$0.12 per Rights Share. The Rights Issue was completed on 12 September 2024. As a result of the Rights Issue, the weighted average number of ordinary shares adopted in the calculation of the basic earnings per share for the period from 1 April 2023 to 30 September 2023 have been adjusted retrospectively.

No diluted earnings per share is presented as there were no potential dilutive ordinary shares in issue during the six months ended 30 September 2024 and 2023.

11. 每股溢利 — 續

附註: 截至2023年9月30日，已發行普通股的股份加權平均數以及每股基本及攤薄溢利是假設2024年5月的股份合併已於2023年4月1日開始生效的情況下進行追溯調整，其中本公司股本中每10股每股面值0.01港元的現有普通股合併為一股每股面額0.1港元的合併股份。

於2024年6月25日，本公司建議按於2024年8月20日每持有一(1)股現有股份獲發三(3)股供股股份(「供股股份」)之基準，以認購價每股供股股份0.12港元進行供股(「供股」)。供股已於2024年9月12日完成。由於供股，計算自2023年4月1日至2023年9月30日期間之每股基本溢利所採納之普通股加權平均數已作出追溯調整。

截至2024年及2023年9月30日止六個月，由於概無已發行潛在攤薄普通股，故並無呈列每股攤薄溢利。

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12 TRADE RECEIVABLES, PREPAYMENTS AND DEPOSITS

12. 貿易應收款項、預付款項及按金

| | | At 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (Audited) (經審核) |
|--|----------------------|--|--|
| Trade receivables | 貿易應收款項 | 1,933 | 1,877 |
| Less: expected credit loss | 減：預期信貸虧損 | (30) | (30) |
| Trade receivables, net | 貿易應收款項淨額 | 1,903 | 1,847 |
| Rental deposits | 租賃按金 | 2,528 | 2,373 |
| Prepayments, other deposits and other receivables | 預付款項、其他按金及 其他應收款項 | 1,073 | 1,252 |
| Right of return assets | 退回資產的權利 | 356 | 383 |
| | | 5,860 | 5,855 |
| Less: Non-current portion of rental deposits | 減：租金按金之非即期部分 | (794) | (704) |
| | | 5,066 | 5,151 |

The following is an analysis of the Group's trade receivables by ages, presented based on the invoice date which approximates the respective revenue recognition date.

下文為根據發票日期（與各自收益確認日期相若）呈列按賬齡劃分的本集團貿易應收款項分析。

| | | At 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (Audited) (經審核) |
|---------------|--------|--|--|
| 0 to 30 days | 0至30天 | 706 | 695 |
| 31 to 60 days | 31至60天 | 608 | 655 |
| 61 to 90 days | 61至90天 | 333 | 340 |
| Over 90 days | 超過90天 | 286 | 157 |
| | | 1,933 | 1,847 |

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

12. TRADE RECEIVABLES, PREPAYMENTS AND DEPOSITS — *continued*

The Group's retail sales to customers are mainly made in cash or through credit card payments. The trade receivables arise from credit card sales are normally settled in one to two business day in arrears. For the remaining customers, the Group allows a credit period up to 90 days. A longer credit period may be granted to large or long-established customers with good payment history.

Before accepting any new customers, the Group will internally assess the potential customer's credit quality and defines credit limits by customers. The management closely monitors the credit quality and follow up actions will be taken if overdue debts are noted. Credit limits attributed to customers and credit term granted to customers are reviewed on a regular basis.

13. TRADE AND OTHER PAYABLES

| | |
|------------------------------------|-------------|
| Trade payables | 貿易應付款項 |
| Accrued staff costs | 應計員工成本 |
| Other payables and accrued charges | 其他應付款項及應計費用 |

The following is an aged analysis of the Group's trade payables based on the invoice date at the end of each reporting period:

| | |
|---------------|--------|
| 0 to 30 days | 0至30天 |
| 31 to 60 days | 31至60天 |
| 61 to 90 days | 61至90天 |
| Over 90 days | 超過90天 |

12. 貿易應收款項、預付款項及按金 — 續

本集團對客戶的零售銷售主要以現金或透過信用卡付款進行。信用卡銷售產生的貿易應收款項通常會遞延1至2個營業日結清。就餘下客戶而言，本集團允許信用期最高達90天，或會向具備良好付款記錄的大型或長期建立的客戶授出較長信用期。

於接受任何新客戶前，本集團將內部評估潛在客戶的信用質素並按客戶界定信用限額。管理層密切監督信用質素並將在留意到逾期債務時採取跟進行動。客戶享有的信用限額以及向客戶授出的信用條款會定期進行覆核。

13. 貿易及其他應付款項

| At 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|--|
| 1,879 | 2,160 |
| 2,714 | 2,820 |
| 2,154 | 1,191 |
| 6,747 | 6,171 |

以下為於各報告期末根據發票日期呈列本集團貿易應付款項的賬齡分析：

| At 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|--|
| 106 | 118 |
| 279 | 320 |
| 82 | 14 |
| 1,412 | 1,708 |
| 1,879 | 2,160 |

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14. SHARE CAPITAL

14. 股本

| | | Number of shares 股份數目 | Share capital 股本 | |
|--|---|-----------------------------|---------------------|-----------------|
| | | | HK\$ 港元 | HK\$'000 千港元 |
| | | | | |
| Ordinary shares | 普通股 | | | |
| Authorised: | 法定： | | | |
| At 1 April 2023 and 31 March 2024 (HK\$0.01 each) | 於2023年4月1日及 2024年3月31日 (每股面值0.01港元) | 1,500,000,000 | 15,000,000 | 15,000 |
| Share consolidation (<i>note 1</i>) | 股份合併 (<i>附註1</i>) | (1,350,000,000) | N/A 不適用 | N/A 不適用 |
| Increase in authorised shares (<i>note 2</i>) | 增加法定股本 (<i>附註2</i>) | 7,350,000,000 | 735,000,000 | 735,000 |
| At 30 September 2024 (HK\$0.1 each) | 於2024年9月30日 (每股面值0.1港元) | 7,500,000,000 | 750,000,000 | 750,000 |
| Issue and fully paid: | 已發行及繳足： | | | |
| At 1 April 2023 and 31 March 2024 (HK\$0.01 each) | 於2023年4月1日及 2024年3月31日 (每股面值0.01港元) | 750,000,000 | 7,500,000 | 7,500 |
| Share consolidation (<i>note 1</i>) | 股份合併 (<i>附註1</i>) | (675,000,000) | N/A 不適用 | N/A 不適用 |
| Issue of Right Shares (<i>note 3</i>) | 發行供股股份 (<i>附註3</i>) | 225,000,000 | 22,500,000 | 22,500 |
| At 30 September 2024 (HK\$0.1 each) | 於2024年9月30日 (每股面值0.1港元) | 300,000,000 | 30,000,000 | 30,000 |

Notes:

附註

- On 28 May 2024, the Company implemented the share consolidation on the basis that every ten issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one consolidated share of par value of HK\$0.1 each in the share capital of the Company. Further details were set out in the Company's circular dated 9 May 2024 and the Company's announcements dated 18 April 2024 and 24 May 2024.
- On 8 August 2024, the authorised share capital of the Company has increased from HK\$15,000,000 divided into 150,000,000 shares with a par value of HK\$0.1 each to HK\$750,000,000 divided into 7,500,000,000 shares with a par value of HK\$0.1 each by creating an additional 7,350,000,000 unissued shares with a par value of HK\$0.1 each to rank *pari passu* in all respects. Further details were set out in the Company's circular dated 17 July 2024 and the Company's announcements dated 25 June 2024, 17 July 2024, 8 August 2024.
- On 12 September 2024, the Company completed a rights issue of 225,000,000 shares at a price of HK\$0.12 per share with gross proceeds of HK\$27,000,000 of which HK\$22,500,000 was credited to share capital and HK\$4,500,000 was credited to share premium. Details of the rights issue were set out in the Company's prospectus dated 21 August 2024 and the announcement dated 11 September 2024.

- 於2024年5月28日，本公司實施股份合併，本公司股本中每10股每股面值0.01港元之已發行及未發行股份合併為1股每股面值0.1港元的合併股份。進一步詳情載於本公司日期為2024年5月9日的通函及本公司日期為2024年4月18日及2024年5月24日的公告。
- 於2024年8月8日，通過增設額外7,350,000,000股每股面值0.1港元的未發行股份（於各方面與現有股份享有同等權益），本公司法定股本由15,000,000港元（分為150,000,000股每股面值0.1港元的股份）增加至750,000,000港元（分為7,500,000,000股每股面值0.1港元的股份）。進一步詳情載於本公司日期為2024年7月17日的通函及本公司日期為2024年6月25日、2024年7月17日及2024年8月8日的公告。
- 於2024年9月12日，本公司以每股0.12港元的價格完成225,000,000股股份之供股，所得款項總額為27,000,000港元，其中約22,500,000港元計入股本，4,500,000港元計入股份溢價。有關供股的詳情載於本公司日期為2024年8月21日的供股章程及日期為2024年9月11日的公告。



創輝珠寶集團控股有限公司
Chong Fai Jewellery Group Holdings Company Limited