



**HARBOUR DIGITAL**

**Harbour Digital Asset Capital Limited**  
**港灣數字產業資本有限公司**

*(formerly known as Unity Investments Holdings Limited 合一投資控股有限公司)*

*(前稱 Unity Investments Holdings Limited 合一投資控股有限公司)*

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

**(Stock code 股份代號 : 913)**

INTERIM REPORT  
中期報告 **2021**

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Director

SHUM Kit Lan Anita

#### Non-executive Director

HU Xiaoting

#### Independent Non-executive Directors

HUNG Cho Sing

CHUNG Fai Chun

YU Tat Chi Michael

### AUDIT COMMITTEE

YU Tat Chi Michael (*Chairman*)

HUNG Cho Sing

CHUNG Fai Chun

### REMUNERATION COMMITTEE

HUNG Cho Sing (*Chairman*)

CHUNG Fai Chun

YU Tat Chi Michael

### NOMINATION COMMITTEE

HUNG Cho Sing (*Chairman*)

CHUNG Fai Chun

YU Tat Chi Michael

### COMPANY SECRETARY

ONG King Keung

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

Chong Hing Bank Limited

### CUSTODIAN

Chong Hing Bank Limited

### 董事會

#### 執行董事

沈潔蘭

#### 非執行董事

胡曉婷

#### 獨立非執行董事

洪祖星

鍾輝珍

余達志

### 審計委員會

余達志 (*主席*)

洪祖星

鍾輝珍

### 薪酬委員會

洪祖星 (*主席*)

鍾輝珍

余達志

### 提名委員會

洪祖星 (*主席*)

鍾輝珍

余達志

### 公司秘書

王競強

### 主要往來銀行

香港上海滙豐銀行有限公司

創興銀行有限公司

### 代管人

創興銀行有限公司

# Corporate Information

## 公司資料

### INVESTMENT MANAGER

Evergrande Securities (Hong Kong) Limited  
Room 2004-6, 20/F  
China Evergrande Centre  
38 Gloucester Road  
Wanchai, Hong Kong

### AUDITOR

Elite Partners CPA Limited  
*Certified Public Accountants*  
10/F, 8 Observatory Road  
Tsim Sha Tsui  
Hong Kong

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1006, 10th Floor, 299QRC  
287-299 Queen's Road Central  
Sheung Wan, Hong Kong

### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
Level 54  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

### STOCK CODE

913

### COMPANY WEBSITE

[www.hdca913.com](http://www.hdca913.com)  
[www.irasia.com/listco/hk/harbourdigital/index.htm](http://www.irasia.com/listco/hk/harbourdigital/index.htm)

### 投資經理

恆大證券(香港)有限公司  
香港灣仔  
告士打道38號  
中國恆大中心  
20樓2004-6室

### 核數師

開元信德會計師事務所有限公司  
*執業會計師*  
香港  
尖沙咀  
天文臺道8號10樓

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 香港主要營業地點

香港上環  
皇后大道中287-299號  
299QRC 10樓1006室

### 香港股份過戶登記處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心  
54樓

### 股份代號

913

### 公司網址

[www.hdca913.com](http://www.hdca913.com)  
[www.irasia.com/listco/hk/harbourdigital/index.htm](http://www.irasia.com/listco/hk/harbourdigital/index.htm)

The board of directors (the “Board”) of Harbour Digital Asset Capital Limited (formerly “Unity Investments Holdings Limited”, the “Company”) herein present their unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2021 (the “Period”), along with selected explanatory notes and together with comparative figures are set out on pages 10 to 25 of this report. The interim results for the Period are unaudited, but have been reviewed by the Company’s audit committee (“Audit Committee”) of the Board. The Board has approved the unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2021.

港灣數字產業資本有限公司（前稱合一投資控股有限公司）（「本公司」）董事會（「董事會」）謹此呈列本公司及其附屬公司（統稱「本集團」）截至二零二一年六月三十日止六個月（「本期間」）之未經審核簡明綜合中期業績，與闡釋附註摘要及比較數字一併載列於本報告第10至25頁。本期間之中期業績乃未經審核，但已由本公司董事會審計委員會（「審計委員會」）審閱。董事會已批准本公司截至二零二一年六月三十日止六個月之未經審核簡明綜合財務報表。

## Condensed Consolidated Statement of Comprehensive Income

### 簡明綜合全面收益表

For the six months ended 30 June 2021  
截至二零二一年六月三十日止六個月

	Notes 附註	Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Gross proceeds from disposal of trading securities	出售交易證券的所得款項總額	5,243	143
Gain/(loss) from the sale of listed equity investments at fair value through profit or loss (“FVPL”)	出售透過損益按公允價值列賬（「透過損益按公允價值列賬」）之上市股本投資之收益／（虧損）	2,800	(4)
Gain from the sale of unlisted investments at FVPL	出售透過損益按公允價值列賬之非上市投資之收益	–	1,725
Revenue	收益	110	72
Changes in fair value of listed equity instruments at FVPL	透過損益按公允價值列賬之上市權益工具之公允價值變動	11,676	(19,864)
Other operating expenses	其他經營開支	(5,849)	(7,671)
Finance costs	融資成本	(18)	(3)

# Condensed Consolidated Statement of Comprehensive Income (Continued)

## 簡明綜合全面收益表 (續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年	2020 二零二零年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		Notes 附註	
<b>Profit/(loss) before tax</b>	除稅前溢利／(虧損)	4	<b>8,719</b> (25,745)
Income tax	所得稅	5	– –
<b>Profit/(loss) and total comprehensive income/(loss) for the Period attributable to equity holders of the Company</b>	本公司權益持有人應佔 本期間溢利／(虧損) 及全面收入／(虧損) 總額		<b>8,719</b> (25,745)
<b>Earnings/(loss) per share</b>	每股盈利／(虧損)		
– Basic and Diluted	– 基本及攤薄	6	港幣HK3.42 cent 仙 港幣HK(13.44 cent 仙)
– Diluted	– 攤薄	6	港幣HK3.37 cent 仙 港幣HK(13.44 cent 仙)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2021

於二零二一年六月三十日

			Unaudited 未經審核 30 June 2021 二零二一年 六月三十日	Audited 經審核 31 December 2020 二零二零年 十二月三十一日
	Notes 附註		HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Non-current assets</b>		<b>非流動資產</b>		
Equity investments at FVPL		透過損益按公允值 列賬之股本投資	7	81,592
				100,592
<b>Current assets</b>		<b>流動資產</b>		
Equity investments at FVPL		透過損益按公允值列賬 之股本投資	7	129,966
Deposits and prepayments		按金及預付款		86
Due from securities brokers		應收證券經紀款項	8	336
Other receivables		其他應收款項		23,119
Bank balances and cash		銀行結存及現金		13,543
				167,050
				129,518
<b>Current liabilities</b>		<b>流動負債</b>		
Other payables and accruals		其他應付款及應計費用		230
Due to securities brokers		應付證券經紀款項	9	1
				231
				617
<b>Net current assets</b>		<b>流動資產淨值</b>		<b>166,819</b>
				128,901
<b>NET ASSETS</b>		<b>資產淨值</b>		<b>248,411</b>
				229,493
<b>Capital and reserves</b>		<b>股本及儲備</b>		
Share capital		股本	10	275
Reserves		儲備		248,136
				229,270
<b>TOTAL EQUITY</b>		<b>總權益</b>		<b>248,411</b>
				229,493

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2021  
截至二零二一年六月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔						
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Contributed Surplus 繳入盈餘 HK\$'000 港幣千元	Share options reserve 購股權儲備 HK\$'000 港幣千元	Accumulated loss 累計虧損 HK\$'000 港幣千元	Total reserve 儲備合計 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
<b>At 1 January 2021</b>	於二零二一年 一月一日	223	1,056,868	186,046	1,871	(1,015,515)	229,270	229,493
<b>Profit and total comprehensive income for the period</b>	本期間溢利及 全面收益總額	-	-	-	-	8,719	8,719	8,719
<i>Contributions and distributions</i>		<i>注資及分派</i>						
Issue of new share under placing	根據配售發行新股份	45	5,677	-	-	-	5,677	5,722
Issue of shares upon exercise of share options	因行使購股權 發行股份	7	1,848	-	(572)	-	1,276	1,283
Grant of share options	授出購股權	-	-	-	3,194	-	3,194	3,194
Lapse of share options	購股權失效	-	-	-	(415)	415	-	-
<b>Total transactions with owners</b>	<b>與擁有人之交易總額</b>	52	7,525	-	2,207	415	10,147	10,199
<b>At 30 June 2021 (Unaudited)</b>	於二零二一年 六月三十日 (未經審核)	275	1,064,393	186,046	4,078	(1,006,381)	248,136	248,411



# Condensed Consolidated Statement of Changes in Equity (Continued)

## 簡明綜合權益變動表 (續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔						
		Share capital	Share premium	Contributed Surplus	Share options reserve	Accumulated loss	Total reserve	Total
		股本	股份溢價	繳入盈餘	購股權儲備	累計虧損	儲備合計	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2020	於二零二零年 一月一日	186,232	1,051,569	-	806	(973,538)	78,837	265,069
Loss and total comprehensive loss for the period	本期間虧損及 全面虧損總額	-	-	-	-	(25,745)	(25,745)	(25,745)
<i>Contributions and distributions</i>		<i>注資及分派</i>						
Reduction of share capital	股本削減	(186,046)	-	186,046	-	-	186,046	-
Issue of new share under placing	根據配售發行新股份	37	5,299	-	-	-	5,299	5,336
Grant of share options	授出購股權	-	-	-	1,456	-	1,456	1,456
Lapse of share options	購股權失效	-	-	-	(391)	391	-	-
Total transactions with owners	與擁有人之交易總額	(186,009)	5,299	186,046	1,065	391	192,801	6,792
<b>At 30 June 2020 (Unaudited)</b>	於二零二零年 六月三十日 (未經審核)	<b>223</b>	<b>1,056,868</b>	<b>186,046</b>	<b>1,871</b>	<b>(998,892)</b>	<b>245,893</b>	<b>246,116</b>

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	經營業務所得／(所用) 現金淨額	5,230	(1,400)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	7,577	5,333
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物之 增加淨額	12,807	3,933
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	於本期間初之現金及現金 等價物	736	297
CASH AND CASH EQUIVALENTS AT END OF PERIOD, REPRESENTED BY BANK BALANCES AND CASH	於本期間末之現金及現金等價物 (全數為銀行結存及現金)	13,543	4,230

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2021  
截至二零二一年六月三十日止六個月

### 1. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements (“**Interim Financial Statements**”) for the Period have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

The Interim Financial Statements should be read in conjunction with the 2020 annual financial statements. The accounting policies and methods of computation used in the preparation of the Interim Financial Statements are consistent with those used in the annual financial statements for the year ended 31 December 2020.

The Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2021. HKFRSs comprise Hong Kong Financial Reporting Standards (“**HKFRS**”); HKAS; and Interpretations. The adoption of these new and revised HKFRSs does not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the Period and prior years/periods.

### 1. 編製基準

本期間之未經審核簡明綜合財務報表（「**中期財務報表**」）已根據香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）附錄十六之適用披露規定，以及由香港會計師公會（「**香港會計師公會**」）頒佈之香港會計準則（「**香港會計準則**」）第34號「**中期財務報告**」而編製。

中期財務報表應與二零二零年年度財務報表一併閱讀。編製中期財務報表所採用之會計政策及計算方法，與編製截至二零二零年十二月三十一日止年度之年度財務報表所採用者貫徹一致。

本集團已採納香港會計師公會頒佈與其業務有關且於二零二一年一月一日開始之會計期間生效之所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則（「**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不會對本期間及過往年度／期間本集團之會計政策、本集團財務報表之呈列方式及所呈報之款額造成重大變動。

## 2. REVENUE

The Group is principally engaged in the investments in listed and unlisted securities. The details of revenue recognised during the six months ended 30 June 2021 are as follows:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Dividend income	股息收入	110	–
Government grants (note)	政府補助 (附註)	–	72
		110	72

Note: Government grants were mainly granted to the Group as subsidies to support the operation of the Group.

## 2. 收益

本集團主要業務為投資上市及非上市證券。截至二零二一年六月三十日止六個月已確認之收益詳情如下：

附註：政府補助乃主要為支持本集團運營而授予本集團之補貼。

## 3. SEGMENT INFORMATION

For the purpose of internal reporting, the Group only has one business segment, namely, investments in listed and unlisted securities. Business segment information, which is the Group's primary basis of segment reporting, is not required as the Group's turnover, contribution to operating profit, assets and liabilities are attributable to this only segment.

### Geographical information

The geographical location from which the Group derives revenue is based on the location of the markets of the respective investments; and geographical location of the specified non-current assets (excluding the Group's investments) is based on the physical location of the asset. However, over 90% of the Group's revenue and non-current assets are principally attributable to Hong Kong. Consequently, no geographical information represented.

## 3. 分部資料

就內部呈報而言，本集團僅有一個業務分部，即上市及非上市證券之投資。由於本集團之營業額、經營溢利之貢獻、資產及負債均來自於此單一分部，故毋須呈報業務分部資料（乃本集團分部呈報的主要基準）。

### 地區資料

本集團賺取收益之地域分區乃以各自投資所處市場地區為基準；而特定非流動資產（不包括本集團之投資）之地域分區乃以資產實物所處地區為基準。然而，本集團逾90%的收益及非流動資產主要位於香港。因此，並無呈列地區資料。

#### 4. PROFIT/(LOSS) BEFORE TAX

#### 4. 除稅前溢利／（虧損）

		<b>Unaudited</b>	
		未經審核	
		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2021</b>	2020
		二零二一年	二零二零年
<i>Notes</i>		<b>HK\$'000</b>	HK\$'000
<i>附註</i>		港幣千元	港幣千元
This is stated after charging:	經扣除：		
Staff cost, including directors' emoluments	員工成本，包括董事酬金	<b>955</b>	878
Equity settled share option expenses	以權益結算之購股權開支	<b>3,194</b>	1,456
Operating lease charges in respect of land and buildings	有關下列各項之經營租賃支出：土地及樓宇	<b>75</b>	75
<b>Disclosures pursuant to Rule 21.12(1)(c) of the Listing Rules</b>	<b>根據上市規則第21.12(1)(c)條披露</b>		
Realised gain/(loss) on disposal of listed equity investments	出售上市股本投資之已變現收益／（虧損）	<b>2,800</b>	(4)
Realised gain on disposal of unlisted equity investments	出售非上市股本投資之已變現收益	-	1,725
Unrealised gain/(loss) on listed equity investments	上市股本投資之未變現收益／（虧損）	<b>11,676</b>	(19,864)

#### *Notes:*

- (i) The amounts are calculated based on the sales proceeds less cost of those investments.
- (ii) The amounts represented changes in fair value of unrealised investments during the period and cumulative change in fair value of realized investments.

#### *附註：*

- (i) 有關金額乃按銷售所得款項減該等投資之成本計算。
- (ii) 有關金額為本期間未變現投資之公允值變動及已變現投資之公允值累計變動。

## 5. INCOME TAX

The Group did not derive any taxable profit for the Period and the six months ended 30 June 2020.

## 6. EARNINGS/(LOSS) PER SHARE

The calculations of basic and diluted earnings/(loss) per share are based on the Group's profit/(loss) for the Period attributable to the equity holders of the Company of approximately HK\$8,719,000 (2020: (HK\$25,745,000)).

The above basic earnings/(loss) per share are based on the weighted average number of 254,578,807 (2020: 191,551,680) ordinary shares in issue for the Period.

The share options granted by the Company have potential dilutive effect on the earning per share ("EPS") of the Company for the Period. Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options granted by the Company (forming the denominator for computing the diluted EPS).

## 5. 所得稅

本集團於本期間及截至二零二零年六月三十日止六個月並無產生任何應課稅溢利。

## 6. 每股盈利／（虧損）

每股基本及攤薄盈利／（虧損）乃根據本期間本公司權益持有人應佔本集團溢利／（虧損）約港幣8,719,000元（二零二零年：（港幣25,745,000元））計算。

上述每股基本盈利／（虧損）乃按本期間已發行普通股之加權平均數254,578,807股（二零二零年：191,551,680股）計算。

本公司授出的購股權對本公司本期間的每股盈利（「每股盈利」）具有潛在攤薄影響。攤薄每股盈利透過調整發行在外普通股的加權平均數計算，而此乃假設本公司授出的購股權所產生的所有潛在攤薄普通股均獲轉換（組成計算攤薄每股盈利的分母）。

		<b>Unaudited</b> 未經審核 <b>Six months</b> ended <b>30 June 2021</b> 截至二零二一年 六月三十日 止六個月 <b>HK\$</b> 港幣
Profit attributable to the equity holders of the Company	本公司權益持有人應佔溢利	<b>8,719,000</b>
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	<b>254,578,807</b>
Adjustments for share options	就購股權作調整	<b>4,207,096</b>
Weighted average number of ordinary shares for the calculation of diluted EPS	用作計算攤薄每股盈利的普通股加權平均數	<b>258,785,903</b>
Diluted EPS (HK cents)	攤薄每股盈利（港仙）	<b>3.37</b>

## 6. EARNINGS/(LOSS) PER SHARE (Continued)

The Company had no potentially dilutive ordinary shares in the six months ended 30 June 2020. The share options during the six months ended 30 June 2020 were anti-dilutive. The diluted loss per share for the six months ended 30 June 2020 are based on weighted average number of 191,551,680 ordinary shares in issue for that period.

## 7. EQUITY INVESTMENTS AT FVPL

## 6. 每股盈利／（虧損）（續）

本公司截至二零二零年六月三十日止六個月並無任何潛在攤薄普通股。截至二零二零年六月三十日止六個月的購股權具有反攤薄效應。截至二零二零年六月三十日止六個月的每股攤薄虧損乃基於該期間已發行的191,551,680股普通股的加權平均數。

## 7. 透過損益按公允值列賬之股本投資

		Unaudited 未經審核 30 June 2021 二零二一年 六月三十日 HK\$'000 港幣千元	Audited 經審核 31 December 2020 二零二零年 十二月三十一日 HK\$'000 港幣千元
<b>Current</b>	<b>流動</b>		
Listed equity investments in Hong Kong	在香港之上市股本投資	<b>129,966</b>	114,872
<b>Non-current</b>	<b>非流動</b>		
Unlisted equity investments outside Hong Kong	在香港境外之非上市股本投資	<b>81,592</b>	100,592

As at 30 June 2021, the net fair value gain in respect of the Group's Hong Kong listed investments recognised in profit or loss amounted to approximately HK\$11,676,000, and a net gain of approximately HK\$2,800,000 was recognised upon disposal of the listed equity investments for the Period.

於二零二一年六月三十日，本集團於損益確認有關香港上市投資之公允值收益淨額為約港幣11,676,000元，本期間於出售上市股本投資時確認收益淨額約港幣2,800,000元。

## 7. EQUITY INVESTMENTS AT FVPL (Continued)

The Group's major investments as at 30 June 2021 were detailed below:

## 7. 透過損益按公允值列賬之股本投資 (續)

本集團於二零二一年六月三十日之主要投資詳述如下：

				As at 30 June 2021			For the six month ended
				於二零二一年六月三十日			30 June 2021
							截至
							二零二一年
							六月三十日
							止六個月
	Notes	Stock code		Fair/Market value	Approximate percentage of the Group's Investment portfolio	Approximate percentage of the Group's net assets	Fair value gain/(loss)
	附註	股份代號		公允值/市價	佔本集團投資組合之概約百分比	佔本集團資產淨值之概約百分比	公允值收益/(虧損)
				HK\$'000			HK\$'000
				港幣千元			港幣千元
<b>Unlisted equity investments outside Hong Kong</b>		<b>在香港境外之非上市股本投資</b>					
Keen Champ Investments Limited	1	Unlisted	非上市	66,845	31.6%	26.9%	-
Peak Zone Group Limited	2	Unlisted	非上市	14,747	7.0%	5.9%	-
<b>Listed equity investments in Hong Kong</b>		<b>在香港之上市股本投資</b>					
WLS Holdings Limited	3	8021		39,542	18.7%	15.9%	(8,971)

Notes:

- Keen Champ Investments Limited ("Keen Champ") is a private company and incorporated in the British Virgin Islands. The principal activity of Keen Champ is investment holding and the principal activities of its subsidiaries are holding of a bundle of forest trees in the People's Republic of China. For the financial year ended 31 December 2020, the unaudited consolidated net loss attributable to equity holders of Keen Champ was HK\$973,000. As at 31 December 2020, its unaudited consolidated net liabilities attributable to the equity holders was HK\$13,343,000.

附註：

- 建冠投資有限公司(「建冠」)為於英屬處女群島註冊成立之私營公司。建冠之主要業務為投資控股，而其附屬公司之主要業務為持有位於中華人民共和國之林木叢。截至二零二零年十二月三十一日止財政年度，建冠權益持有人應佔未經審核綜合虧損淨額為港幣973,000元。於二零二零年十二月三十一日，其權益持有人應佔未經審核綜合負債淨額為港幣13,343,000元。



## 7. EQUITY INVESTMENTS AT FVPL (Continued)

Notes: (Continued)

2. Peak Zone Group Limited (“**Peak Zone**”) is a private company and incorporated in the British Virgin Islands. The principal activity of Peak Zone is investment holding and its subsidiaries are engaged in the electronic commerce industry specialising in the provision of integrated application. For the financial year ended 31 December 2020, the unaudited consolidated net profit attributable to equity holders of Peak Zone was HK\$2,439,000. As at 31 December 2020, its unaudited consolidated net assets attributable to the equity holders was HK\$17,508,000.
3. WLS Holdings Limited (“**WLS**”) is incorporated in the Cayman Islands as an exempted company and continued in Bermuda with limited liability and its shares are listed on GEM of the Stock Exchange (Stock code: 8021). WLS is principally engaged in the scaffolding and fitting out services, management contracting services and other services for construction and buildings work, money lending business, securities brokerage and margin financing and securities investment business. For the year ended 30 April 2021, the audited consolidated loss attributable to owners of WLS was approximately HK\$16,088,000 with basic and diluted loss per share of HK0.118 cents. As at 30 April 2021, its audited consolidated net assets attributable to the owners was approximately HK\$521,353,000.

## 8. DUE FROM SECURITIES BROKERS

Amounts due from securities brokers represent deposits placed with securities brokers for the trading of listed investments which are repayable on demand and interest-free.

## 9. DUE TO SECURITIES BROKERS

Amounts due to securities brokers represent margin loans arising from the trading of listed investments which are repayable on demand. No ageing analysis is disclosed in respect of due to securities brokers. In the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the Group’s business nature.

## 7. 透過損益按公允值列賬之股本投資 (續)

附註：(續)

2. Peak Zone Group Limited (「**Peak Zone**」) 為於英屬處女群島註冊成立之私營公司。Peak Zone 之主要業務為投資控股，而其附屬公司從事電子商務業，專注於提供整合的應用程式。截至二零二零年十二月三十一日止財政年度，Peak Zone 權益持有人應佔未經審核綜合純利為港幣2,439,000元。於二零二零年十二月三十一日，其權益持有人應佔未經審核綜合資產淨值為港幣17,508,000元。
3. 滙隆控股有限公司 (「**滙隆控股**」) 於開曼群島註冊成立為一間受豁免並於百慕達存續之有限公司，其股份於聯交所GEM上市 (股份代號：8021)。滙隆控股主要從事提供建築及建造工程棚架搭建及精裝修服務、管理合約服務及其他服務之業務、借貸業務、證券經紀及孖展融資以及證券投資業務。截至二零二一年四月三十日止年度，滙隆控股擁有人應佔經審核綜合虧損約為港幣16,088,000元，每股基本及攤薄虧損為港幣0.118仙。於二零二一年四月三十日，其擁有人應佔經審核綜合資產淨值約為港幣521,353,000元。

## 8. 應收證券經紀款項

應收證券經紀款項指就上市投資之買賣存放於證券經紀之按金，並須按要求償還及免息。

## 9. 應付證券經紀款項

應付證券經紀款項指買賣上市投資時所產生的保證金貸款，有關貸款須按要求償還。應付證券經紀款項之賬齡分析並未披露於此。本公司董事認為，就本集團業務性質而言，賬齡分析並無額外價值。

## 10. SHARE CAPITAL

## 10. 股本

		Number of Ordinary Shares of HK\$0.1 每股面值 港幣0.1元 之普通股數目 '000 千股	Number of Ordinary Shares of HK\$0.001 每股面值 港幣0.001元 之普通股數目 '000 千股	Nominal Value  面值 HK\$'000 港幣千元
<b>Authorised:</b>	<b>法定：</b>			
As at 1 January 2020	於二零二零年一月一日	20,000,000	–	2,000
Capital Reorganisation (note 1)	股本重組 (附註1)	(20,000,000)	2,000,000	–
<b>As at 31 December 2020, 1 January 2021 and 30 June 2021</b>	<b>於二零二零年十二月三十一日、 二零二一年一月一日及 二零二一年六月三十日</b>	<b>–</b>	<b>2,000,000</b>	<b>2,000</b>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
As at 1 January 2020	於二零二零年一月一日	1,862,317	–	186,232
Capital Reorganisation (note 1)	股本重組 (附註1)	(1,862,317)	186,232	(186,046)
Share capital issued under placing (note 2)	根據配售發行股本 (附註2)	–	37,240	37
As at 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日 及二零二一年一月一日	–	223,472	223
Share capital issued under placing (note 2)	根據配售發行股本 (附註2)	–	44,690	45
Issue of shares upon exercise of share options	因行使購股權發行股份	–	7,440	7
<b>As at 30 June 2021</b>	<b>於二零二一年六月三十日</b>	<b>–</b>	<b>275,602</b>	<b>275</b>

## 10. SHARE CAPITAL (Continued)

Notes:

1. The Company completed the capital reorganisation (the "Capital Reorganisation") on 20 February 2020. The Capital Reorganisation was approved by the shareholders at the extraordinary general meeting held on 13 November 2019 and its details are as follows,

- a) the reduction of the par value of each issued share from HK\$0.10 to HK\$0.0001;
- b) the sub-division of each authorised but unissued share into 1,000 new shares of HK\$0.0001 each (each a "New Share"); and
- c) the consolidation of the New Shares on the basis that every 10 issued and unissued New Shares of HK\$0.0001 each consolidated into one share of HK\$0.001 each.

2. On 5 June 2020, the Company completed a share placing for 37,240,000 shares at a placing price of HK\$0.15 per share to independent investors. Details of the placement are set out in the Company's announcements dated 19 May 2020 and 5 June 2020.

On 8 March 2021, the Company completed a share placing for 44,690,000 shares at a placing price of HK\$0.13 per share to independent investors. Details of the placement are set out in the Company's announcements dated 18 February 2021 and 8 March 2021.

## 10. 股本(續)

附註:

1. 本公司於二零二零年二月二十日完成股本重組(「股本重組」)。股本重組於二零一九年十一月十三日舉行之股東特別大會上獲股東批准，詳情如下，

- a) 將每股已發行股份之面值由港幣0.10元削減至港幣0.0001元；
- b) 將每股法定但未發行之股份拆細為1,000股每股面值港幣0.0001元之新股份(各自為一股「新股份」)；及
- c) 按每10股每股面值港幣0.0001元之已發行及尚未發行新股份合併為一股每股面值港幣0.001元之股份之基準合併新股份。

2. 於二零二零年六月五日，本公司完成按配售價每股股份港幣0.15元向獨立投資者股份配售37,240,000股股份。配售詳情載於本公司日期為二零二零年五月十九日及二零二零年六月五日之公佈。

於二零二一年三月八日，本公司完成按配售價每股股份港幣0.13元向獨立投資者股份配售44,690,000股股份。配售詳情載於本公司日期為二零二一年二月十八日及二零二一年三月八日之公佈。

## 11. SHARE OPTION SCHEME

The existing share option scheme of the Company was approved and adopted by shareholders' resolution at the annual general meeting held on 30 April 2013 (the "Option Scheme"), unless otherwise cancelled or amended subject to resolution passed at general meeting of the Company the Option Scheme will remain in force for ten years from 30 April 2013. As at 30 June 2021, the remaining life of the Option Scheme was approximately 1 year and 10 months.

The purpose of the Option Scheme is to reward the participants who have contributed or will contribute to the Group and to encourage the participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Under the Option Scheme, the Board of the Company may grant options to those participants who, in its sole discretion, have contributed to or will contribute to the Group.

Eligible participants (the "Participants") of the Option Scheme include any directors of the Company (including executive directors, non-executive directors and independent non-executive directors of the Company) and employees of the Group, any directors or employees of a company or entity in which the Group has invested in and any advisors (professional or otherwise), consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, any directors or employees of any service providers of any members of the Group.

Without prior separate approval from the Company's shareholders, (i) the total number of shares which may be issued upon exercise of all options to be granted under the Option Scheme and any other share option scheme of the Company must not exceed 10% of the shares of the Company as at the date of the shareholders' approval of the option limit; and (ii) the maximum number of shares issued and to be issued upon exercise of the options granted to each Participant under the Option Scheme (including both exercised and outstanding options) in any 12-month period shall not (when aggregated with any shares of the Company subject to options granted during such period under any other share option scheme(s) of the Company) exceed 1% of the shares of the Company in issue for any time being.

## 11. 購股權計劃

本公司之現有購股權計劃已於二零一三年四月三十日舉行之股東週年大會上經股東決議案批准及採納（「購股權計劃」），除非另行於本公司股東大會上通過決議案註銷或修訂，否則購股權計劃將自二零一三年四月三十日起計十年內一直有效。於二零二一年六月三十日，購股權計劃的剩餘年期約為1年零10個月。

購股權計劃旨在獎勵曾經或將會對本集團作出貢獻之參與者及鼓勵參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。根據購股權計劃，本公司董事會可全權決定向曾經或將會對本集團作出貢獻之參與者授出購股權。

購股權計劃之合資格參與者（「參與者」）包括本公司任何董事（包括本公司執行董事、非執行董事及獨立非執行董事）、本集團僱員、本集團所投資公司或實體之任何董事或僱員，以及本集團任何成員公司之任何顧問（無論專業與否）、諮詢人士、分銷商、承包商、供應商、代理人、顧客、業務夥伴、合營業務夥伴、發起人以及任何服務供應商之任何董事或僱員。

在未另行獲本公司股東事先批准之情況下，(i) 因行使根據購股權計劃及本公司之任何其他購股權計劃將予授出之全部購股權而可能發行之股份總數不得超過於股東批准購股權限額當日本公司股份之10%；及(ii) 於任何12個月期間因行使各參與者根據購股權計劃獲授之購股權（包括已行使及未行使購股權）而已發行及將予發行之最高股份數目（在與根據本公司之任何其他購股權計劃於該期間授出之購股權所涉及之本公司任何股份合計後）於任何時候均不得超過本公司已發行股份之1%。

## 11. SHARE OPTION SCHEME (Continued)

Any grant of options to any directors, chief executive or substantive shareholders (as such terms as defined in the Listing Rules) of the Company, or any of their respective associates under the Option Scheme or any other share option scheme of the Company or any of its subsidiaries shall be subject to the prior approval of the independent non-executive directors or shareholders of the Company as the case may be. Without prior separate approval from the Company's shareholders, the maximum number of shares issued and to be issued in respect of which options granted and may be granted to a substantial shareholder or an independent non-executive director of the Company in the 12-month period up to and including the date of such grant shall not (i) exceed 0.1% of the shares of the Company in issue on the date of such grant; and (ii) have an aggregate value, based on the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million.

Under the Option Scheme, the options granted may be accepted by the participants concerned for a period of twenty-eight days from the date of such offer. An option shall be regarded as having been accepted when the Company receives from the Participant the duplicate of the offer letter duly signed by the Participant together with a remittance in favour of the Company of HK\$1 as consideration for the grant of option. Options may be exercised in accordance with the terms of the Option Scheme at any time not exceeding a period of ten years from the date on which the share option is granted. The subscription price for the shares on the exercise of an option under the Option Scheme shall be determined by the Board in its absolute discretion but in any event shall not less than the highest of: (i) the closing price of the Company's share as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant which must be a business day; (ii) the average closing price of the Company's share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

## 11. 購股權計劃 (續)

根據購股權計劃或本公司或其任何附屬公司之任何其他購股權計劃向本公司之任何董事、主要行政人員或主要股東(該等詞彙之定義見上市規則)或彼等各自之任何聯繫人授出任何購股權須獲本公司之獨立非執行董事或股東(視情況而定)事先批准。在未另行獲本公司股東事先批准之情況下,截至及包括該授出日期止12個月期間因本公司主要股東或獨立非執行董事獲授及可能獲授之購股權而已發行及將予發行之最高股份數目(i)不得超逾本公司於該授出日期之已發行股份之0.1%;及(ii)按本公司股份於該授出日期在聯交所每日報價表所列之收市價所計算得出之價值總額不得超逾港幣5,000,000元。

根據購股權計劃,相關參與者可自授出日期起計二十八日期間內接納授出之購股權。於本公司接獲參與者發出之經參與者正式簽署之接納邀請函件副本連同就授出購股權向本公司支付之代價匯款港幣1元時,購股權會被視作已被接納。購股權可自其授出日期起十年期間內隨時根據購股權計劃之條款行使。因根據購股權計劃行使購股權而發行之股份之認購價由董事會全權酌情釐定,惟無論如何不得低於下列之最高者:(i)本公司股份於授出日期(其須為營業日)在聯交所每日報價表所列之收市價;(ii)本公司股份於緊接授出日期前五個營業日於聯交所每日報價表所列之平均收市價;及(iii)本公司股份之面值。

## 11. SHARE OPTION SCHEME (Continued)

### Details of outstanding share options granted

## 11. 購股權計劃 (續)

### 授出尚未行使購股權詳情

Date of grant	Number of share options		Vesting date	Exercise price	Exercisable period	Closing price of the Company's shares on the date of Options granted
授出日期	購股權數目		歸屬日期	行使價	行使期間	本公司股份於授出購股權日期之收市價
	Unaudited	Audited				
	30 June	31 December				
	2021	2020				
	未經審核	經審核				
	二零二一年	二零二零年				
	六月三十日	十二月三十一日				
Option granted to an employee of the Company on 9 May 2019 (after trading hours) 於二零一九年五月九日(交易時段後) 向本公司僱員授出購股權	-	1,860,000*	9 May 2019 二零一九年五月九日	HK\$0.1 港幣0.1元	2 years 2年	HK\$0.46* 港幣0.46元*
Option granted to Ms. HU Xiaoting, non-executive Director of the Company, on 9 May 2019 (after trading hours) 於二零一九年五月九日(交易時段後) 向本公司非執行董事胡曉婷女士授出購股權	-	1,860,000*	9 May 2019 二零一九年五月九日	HK\$0.1 港幣0.1元	2 years 2年	HK\$0.46* 港幣0.46元*
Options granted to Directors of the Company on 11 May 2020 (after trading hours) 於二零二零年五月十一日(交易時段後) 向本公司董事授出購股權	3,720,000 <sup>#</sup>	3,720,000 <sup>#</sup>	11 May 2020 二零二零年五月十一日	HK\$0.18 港幣0.18元	3 years 3年	HK\$0.16 港幣0.16元
Options granted to employees of the Company on 11 May 2020 (after trading hours) 於二零二零年五月十一日(交易時段後) 向本公司僱員授出購股權	7,440,000	11,160,000	11 May 2020 二零二零年五月十一日	HK\$0.18 港幣0.18元	3 years 3年	HK\$0.16 港幣0.16元
Options granted to employees of the Company on 26 June 2020 (after trading hours) 於二零二零年六月二十六日(交易時段後) 向本公司僱員授出購股權	-	3,720,000	26 June 2020 二零二零年六月二十六日	HK\$0.17 港幣0.17元	3 years 3年	HK\$0.17 港幣0.17元
Options granted to Ms. CHUNG Fai Chun, independent non-executive Director of the Company on 11 May 2021 (after trading hours) 於二零二一年五月十一日(交易時段後) 向獨立非執行董事鍾輝珍女士授出購股權	750,000 <sup>#</sup>	-	11 May 2021 二零二一年五月十一日	HK\$0.316 港幣0.316元	3 years 3年	HK\$0.295 港幣0.295元
Options granted to employees of the Company on 11 May 2021 (after trading hours) 於二零二一年五月十一日(交易時段後) 向本公司僱員授出購股權	16,500,000	-	11 May 2021 二零二一年五月十一日	HK\$0.316 港幣0.316元	3 years 3年	HK\$0.295 港幣0.295元
Options granted to employees of the Company on 28 June 2021 (after trading hours) 於二零二一年六月二十八日(交易時段後) 向本公司僱員授出購股權	5,000,000	-	28 June 2021 二零二一年六月二十八日	HK\$0.305 港幣0.305元	3 years 3年	HK\$0.305 港幣0.305元
Total outstanding share options granted 授出尚未行使購股權總額	33,410,000	22,320,000				

## 11. SHARE OPTION SCHEME (Continued)

### Details of outstanding share options granted (Continued)

- \* The numbers and exercise prices of the Options and the closing prices of the Company's shares on the date of Options granted are adjusted retrospectively to reflect the share consolidation of the Company effective on 20 February 2020. For details of the consolidation, please refer to the circular dated 21 October 2019 and announcement dated 20 February 2020 of Company.
- # 1,860,000 Options were granted to each of Ms. HU Xiaoting, non-executive director of the Company, and Ms. CHUNG Fai Chun, independent non-executive director of the Company on 11 May 2020. Together with 750,000 Options granted to Ms. CHUNG Fai Chun on 11 May 2021, she held 2,610,000 Options as at 30 June 2021.

The movement of share options granted and weighted average exercise prices of share options

## 11. 購股權計劃 (續)

### 授出尚未行使購股權詳情 (續)

- \* 購股權之數目及行使價以及本公司股份於授出購股權日期之收市價已進行追溯調整，以反映本公司自二零二零年二月二十日起生效之股份合併。有關合併之詳情，請參閱本公司日期為二零一九年十月二十一日之通函及日期為二零二零年二月二十日之公佈。
- # 本公司非執行董事胡曉婷女士及本公司獨立非執行董事鍾輝珍女士於二零二零年五月十一日各自獲授1,860,000份購股權。連同於二零二一年五月十一日授予鍾輝珍女士之750,000份購股權，彼於二零二一年六月三十日持有2,610,000份購股權。

授出購股權變動及購股權加權平均行使價

		Number of options 購股權數目	
		30 June 2021 二零二一年 六月三十日	31 December 2020 二零二零年 十二月三十一日
Outstanding at the beginning of the period/year	期／年初未行使	22,320,000	191,800,000
Effect on Capital Reorganisation	股本重組之影響	-	(172,620,000)
Granted during the period/year	期／年內授出	22,250,000	18,600,000
Exercised during the period/year	期／年內行使	(7,440,000)	-
Lapsed during the period/year	期／年內失效	(3,720,000)	(15,460,000)
Outstanding at the end of the period/year	期／年末未行使	33,410,000	22,320,000
Exercisable at the end of the period/year	期／年末可行使	33,410,000	22,320,000

## 11. SHARE OPTION SCHEME (Continued)

### Details of outstanding share options granted (Continued)

For share options granted during the six months ended 30 June 2021 and the year ended 31 December 2020, the share options were measured at fair value at grant date with reference to a valuation report prepared by International Valuation Limited, calculated using Binomial Option Pricing model with the following key assumptions:

Date of grant	授出日期	28 June 2021 二零二一年 六月二十八日	11 May 2021 二零二一年 五月十一日	26 June 2020 二零二零年 六月二十六日	11 May 2020 二零二零年 五月十一日
Exercise price	行使價	HK\$0.305 港幣0.305元	HK\$0.316 港幣0.316元	HK\$0.17 港幣0.17元	HK\$0.18 港幣0.18元
Expected volatility (note below)	預期波幅(以下附註)	103%	100%	93%	93%
Expected option life	預計購股權年期	3 years 3年	3 years 3年	3 years 3年	3 years 3年
Expected dividends	預計股息	-	-	-	-
Risk-free interest rate (per annum)	無風險年利率	0.288%	0.256%	0.227%	0.352%
Fair value of a share option at grant date	於授出日期購股權 公允值	HK\$0.1557 港幣0.1557元	HK\$0.1393- HK\$0.1563 港幣0.1393元至 港幣0.1563元	HK\$0.0769 港幣0.0769元	HK\$0.0842- HK\$0.0768 港幣0.0842元至 港幣0.0768元

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information.

The Group recognised a total expense of approximately HK\$3,194,000 for the six months ended 30 June 2021 (six months ended 30 June 2020: HK\$1,456,000) in relation to share options granted by the Company.

There were 27,560,168 (31 December 2020: 22,347,168) shares, representing approximately 10.00% (31 December 2020: 10.00%) of total issued share capital of the Company, available for issue under the Option Scheme as at the date of this Interim Report.

## 11. 購股權計劃(續)

### 授出尚未行使購股權詳情(續)

有關截至二零二一年六月三十日止六個月及截至二零二零年十二月三十一日止年度授出的購股權，購股權參考國際評估有限公司編製的評估報告於授出日期按公允值計量，根據下列主要假設採用二項式期權定價模式計算：

預期波幅乃按歷史波幅(按購股權加權平均餘下年期計算)計算，經公開可得資料中對未來波幅的任何預期變動調整。

截至二零二一年六月三十日止六個月，本集團就本公司授出之購股權確認總開支約港幣3,194,000元(截至二零二零年六月三十日止六個月：港幣1,456,000元)。

於本中期報告日期，共有27,560,168股(二零二零年十二月三十一日：22,347,168股)股份，佔本公司已發行股本總額約10.00%(二零二零年十二月三十一日：10.00%)，可根據購股權計劃予以發行。



## 12. CHARGE OF ASSETS AND MARGIN FACILITIES

As at 30 June 2021 and 31 December 2020, margin facilities from several regulated securities brokers were granted to the Group which were secured by the Group's equity instruments and investments held for trading. As at 30 June 2021 and 31 December 2020, the Group had not utilised against these facilities.

## 13. CONTINGENT LIABILITIES

### Financial guarantee issued

The Company had corporate guarantee for securities trading account maintained by one of its subsidiaries with a broker, which was unutilised at 30 June 2021 and 31 December 2020.

The directors of the Company do not consider probable that a claim will be made against the Company under any of the guarantee at 30 June 2021 and 31 December 2020.

## 14. RELATED PARTY TRANSACTIONS

(i) During the six months ended 30 June 2021, significant transactions with related parties and connected parties are as follows:

## 12. 資產抵押及保證金信貸

於二零二一年六月三十日及二零二零年十二月三十一日，多名受規管證券經紀向本集團授出保證金信貸，而該等信貸乃以本集團之權益工具及持作買賣投資作擔保。於二零二一年六月三十日及二零二零年十二月三十一日，本集團並無動用任何信貸額。

## 13. 或然負債

### 已發出之財務擔保

本公司就其中一家附屬公司於經紀商開設之證券買賣戶口設有企業擔保，於二零二一年六月三十日及二零二零年十二月三十一日並未動用。

於二零二一年六月三十日及二零二零年十二月三十一日，本公司董事認為本公司因任何擔保而遭索償之機會不大。

## 14. 關聯方交易

(i) 截至二零二一年六月三十日止六個月，本集團與關聯方及關連人士進行之重大交易如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Evergrande Securities (Hong Kong) Limited, being existing investment manager of the Company	恆大證券(香港)有限公司，本公司現任投資經理	300	-
Investment management fee paid	已付投資管理費		
China Everbright Securities (HK) Limited, being the then investment manager of the Company	中國光大證券(香港)有限公司，本公司當時之投資經理	-	300
Investment management fee paid	已付投資管理費		

#### 14. RELATED PARTY TRANSACTIONS (Continued)

##### (ii) Compensation of key management personnel of the Group

The remuneration of directors and other members of key management during the six months ended 30 June 2021 are as follows:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Short-term benefits	短期福利	690	695
Post-employment benefits	退休後福利	9	9
		<b>699</b>	<b>704</b>

#### 15. EVENT AFTER THE REPORTING PERIOD

Subsequent to the proposed change of (i) the English name of the Company from "Unity Investments Holdings Limited" to "Harbour Digital Asset Capital Limited"; and (ii) the dual foreign name in Chinese of the Company from "合一投資控股有限公司" to "港灣數字產業資本有限公司" was approved at the extraordinary general meeting held on 30 June 2021, the certificate of incorporation on change of name dated 2 July 2021 was issued by the Registrar of Companies of the Cayman Islands. The change of the official registered English name of the Company from "Unity Investments Holdings Limited" to "Harbour Digital Asset Capital Limited" and the change of the dual foreign name in Chinese of the Company from "合一投資控股有限公司" to "港灣數字產業資本有限公司" became effective on 2 July 2021. The certificate of registration of alteration of name of registered non-Hong Kong company was issued by the Registrar of Companies in Hong Kong on 20 August 2021 confirming the registration of the Company's new name of "Harbour Digital Asset Capital Limited 港灣數字產業資本有限公司" in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

For further details, please refer to the Company's announcement titled "CHANGE OF NAME, STOCK SHORT NAME, COMPANY LOGO AND COMPANY WEBSITE ADDRESS" and dated 26 August 2021.

#### 14. 關聯方交易 (續)

##### (ii) 本集團主要管理層人員之薪酬

於截至二零二一年六月三十日止六個月內，董事及其他主要管理層成員之酬金如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Short-term benefits	短期福利	690	695
Post-employment benefits	退休後福利	9	9
		<b>699</b>	<b>704</b>

#### 15. 報告期後事項

於建議(i)本公司英文名稱由「Unity Investments Holdings Limited」更改為「Harbour Digital Asset Capital Limited」；及(ii)本公司的中文雙重外文名稱由「合一投資控股有限公司」更改為「港灣數字產業資本有限公司」於二零二一年六月三十日舉行的股東特別大會上批准後，開曼群島公司註冊處處長發出日期為二零二一年七月二日的更改本公司名稱註冊證書。本公司的官方註冊英文名稱由「Unity Investments Holdings Limited」更改為「Harbour Digital Asset Capital Limited」，而本公司的中文雙重外文名稱由「合一投資控股有限公司」更改為「港灣數字產業資本有限公司」，自二零二一年七月二日起生效。香港公司註冊處處長於二零二一年八月二十日發出註冊非香港公司變更名稱註冊證明書，確認本公司的新名稱「Harbour Digital Asset Capital Limited 港灣數字產業資本有限公司」已根據香港法例第622章公司條例第16部在香港登記。

有關進一步詳情，請參閱本公司日期為二零二一年八月二十六日標題為「更改名稱、股票簡稱、公司標誌及公司網址」之公佈。

# 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 six months 30 June 2021 (the "Period") (*six months ended 30 June 2020: Nil*).

### RESULTS

The Group recorded a net profit of approximately HK\$8.7 million for the Period, as compared to a net loss of approximately HK\$25.7 million in the corresponding period of last year. The net profit generated by the Group for the Period was mainly attributable to fair value gain of equity instruments at fair value through profit or loss during the Period. Basic and diluted earnings per share of the Company for the Period of HK3.42 cents and HK3.37 cents were recorded as compared to basic and diluted losses per share, both being of HK13.44 cents for the same period in 2020.

### BUSINESS REVIEW

The Company is an investment company and its shares are listed on the Main Board of the Stock Exchange since 27 October 1999, pursuant to Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). During the period under review, the Group remains principally engaged in listed investments in Hong Kong, other major stock markets around the world, and in unlisted companies to achieve medium-term or long-term capital appreciation.

Given the improving market condition, the listed equity investments classified under investments held for trading has posted net realised gain of approximately HK\$2.8 million (*2020: loss of HK\$4,000*) and unrealised gain of approximately HK\$11.7 million (*2020: loss of HK\$19.9 million*). During the Period, the Board remains focus on listed equity investments in Hong Kong. The Company continues to be cautious in identifying any investment opportunities to achieve medium-term or long-term capital appreciation.

### 中期股息

董事會不建議於截至二零二一年六月三十日止六個月（「本期間」）派付任何中期股息（截至二零二零年六月三十日止六個月：無）。

### 業績

於本期間，本集團錄得溢利淨額約為港幣8,700,000元，而去年同期則為虧損淨額約港幣25,700,000元。本集團於本期間產生之溢利淨額，主要由於本期間透過損益按公允值列賬之權益工具之公允值收益所致。本公司於本期間錄得每股基本及攤薄盈利港幣3.42仙及港幣3.37仙，而二零二零年同期則均為每股基本及攤薄虧損港幣13.44仙。

### 業務回顧

本公司為投資公司，其股份自一九九九年十月二十七日起根據聯交所證券上市規則（「上市規則」）第21章於聯交所主板上市。於回顧期間內，本集團之主要業務仍然是對在香港和世界其他主要股票市場之上市公司以及非上市公司進行投資，以爭取中期或長期的資本增值。

由於市況改善，分類為持作買賣投資之上市股本投資錄得已變現收益淨額約港幣2,800,000元（二零二零年：虧損港幣4,000元），及未變現收益約港幣11,700,000元（二零二零年：虧損港幣19,900,000元）。於本期間內，董事會繼續專注於香港之上市股本投資。本公司在物色任何投資機會時繼續維持審慎態度，從而達致中期或長期資本增值。

In order to keep reasonable spread of the Group's investments, the Board will maintain a diversified investment portfolio to cover a wide range of business sectors, including, but not limited to, companies engaged in sectors such as finance, consumer goods and consumer services, media, manufacturing etc.

The investment portfolio of the Group as at 30 June 2021 mainly comprises of a portfolio of listed shares in 27 companies of HK\$130.0 million and investments in 2 direct investments in unlisted equities securities of HK\$81.6 million which represent approximately 52.3% and 32.8% of the Group's consolidated net asset value respectively.

### Significant Investments

Significant investments of the Group are the principal equity instruments and listed investments included in the equity investments at fair value through profit or loss as detailed in note 7 to the condensed consolidated financial statements. Save for those principal investments, the Group has not held any investment, the value of which was over 5% of the value of the Group's total assets as at 30 June 2021.

### Segment Information

There is no material change in the Group's investment segment, principally investment in listed and unlisted securities, during the Period.

### Performance of the Group's Listed Securities

The net gain on listed securities of approximately HK\$14.5 million for the Period represented realised gain in disposal of listed securities of approximately HK\$2.8 million and net unrealised gain of listed securities of approximately HK\$11.7 million. Set out below are further information of these net realised and unrealised losses:

#### **Realised Gain on Disposal of Listed Securities**

The realised gain on disposal of listed securities of approximately HK\$2.8 million represented the realised gain on disposal of 4 stocks and no realised loss on disposal of listed securities was recognised during the Period. The realised gain of approximately HK\$2.8 million principally represented the gain on disposal of the shares of Aeso Holdings Limited (stock code: 8341) of approximately HK\$2.4 million.

為了合理地分散本集團的投資，董事會將維持多元化投資組合，以涵蓋更廣泛行業，其中包括（但不限於）從事金融業、消費品業、消費性服務業、媒體、製造業等的公司。

本集團於二零二一年六月三十日的投資組合主要包括於27間公司之港幣130,000,000元上市股份組合及2項非上市股本證券之直接投資港幣81,600,000元，分別佔本集團綜合資產淨值約52.3%及32.8%。

### 重大投資

本集團重大投資為簡明綜合財務報表附註7詳列的列入透過損益按公允值列賬之權益投資的主要權益工具及上市投資。除該等主要投資外，本集團於二零二一年六月三十日並無持有任何價值超過本集團資產總值5%的投資。

### 分部資料

於本期間，本集團之投資分部（主要為上市及非上市證券投資）概無重大變動。

### 本集團上市證券之表現

本期間上市證券收益淨額約港幣14,500,000元指出售上市證券之已變現收益約港幣2,800,000元及上市證券之未變現收益淨額約港幣11,700,000元。有關此等已變現及未變現虧損淨額的更多資料載列如下：

#### **出售上市證券之已變現收益**

出售上市證券之已變現收益約港幣2,800,000元指出售4隻股票之已變現收益及於本期間並無確認出售上市證券之已變現虧損。已變現收益約港幣2,800,000元主要指出售艾碩控股有限公司（股份代號：8341）股份之收益約港幣2,400,000元。

### Net Unrealised Gain of Listed Securities

The net unrealised gain of approximately HK\$11.7 million represented the unrealised gain of approximately HK\$35.9 million net of unrealised loss of approximately HK\$24.2 million.

The unrealised gain principally represented:

Company name 公司名稱	Stock code 股份代號	Unrealised gain 未變現收益 HK\$ million 港幣百萬元
WLS Holding Limited 滙隆控股有限公司	8021	18.7
SEEC Media Group Limited 財訊傳媒集團有限公司	205	6.0
Lerado Financial Group Company Limited 隆成金融集團有限公司	1225	4.7

In addition to the above three stocks, there is no stock which brought over HK\$4 million profit to the Group during the Period.

The unrealised loss principally represented:

Company name 公司名稱	Stock code 股份代號	Unrealised loss 未變現虧損 HK\$ million 港幣百萬元
AMCO United Holding Limited 雋泰控股有限公司	630	8.3
Aeso Holding Limited 艾碩控股有限公司	8341	7.6

In addition to AMCO United Holding Limited and Aeso Holding Limited, there is no stock which incurred unrealised loss over HK\$4 million to the Group during the Period.

### 上市證券之未變現收益淨額

未變現收益淨額約港幣11,700,000元指未變現收益約港幣35,900,000元扣除未變現虧損約港幣24,200,000元。

未變現收益主要指：

除上述三隻股票外，於本期間內，概無任何股份為本集團帶來港幣4,000,000元以上之溢利。

未變現虧損主要指：

除雋泰控股有限公司及艾碩控股有限公司外，於本期間內，概無任何股份對本集團造成港幣4,000,000元以上之未變現虧損。

## Performance of the Group's Unlisted Securities

During the Period, the Group disposed 20.6% or 1,754 shares of Pure Power Holdings Limited at a consideration of HK\$19.0 million. No gain or loss on disposal of Pure Power Holdings Limited was recorded as the consideration of HK\$19.0 million for these 1,754 shares are same as these share's fair value.

No fair value change of the Group's remaining unlisted investments was recorded during the Period.

## PROSPECTS

Year 2020 is the most challenging period since bankruptcy of the Lehman Brothers in Year 2008. The outbreak of COVID-19 happened in that year, and the problem has not yet been fixed currently. It has killed over 4 million people and infected more than 200 million people globally. Business activities were suspended in a large extent over the world. The investment sentiment, however, is not as poor as expected generally. The stock indices of major stock markets, including Dow Jones Industrial Index, generally rebounded sharply during the first half of Year 2021. The rising trends continues in the third quarter of this year.

In the U.S., Dow Jones Industrial Average Index rose gradually from 30,606 points as at 31 December 2020 to 34,502 points as at 30 June 2021. The good performance of U.S. stock markets is substantially attributable to blooming economic activities. Consumers shook off the pandemic blues as Year 2021 began, putting stimulus checks to work buying cars and other goods and helping set the stage for what could be the fastest economic growth in decades. The initial reading on the 2021 first-quarter economic performance, delivered by the Commerce Department of U.S., showed that much remained far from normal. Even with a big jump in personal income, there was only a modest increase in spending on services like travel, dining and even health care. But certain economists said that was already changing as more vaccinations are delivered and coronavirus-related business restrictions are eased. With better weather, savings accumulated during a long year of lockdowns, and an itch to make up for forced inactivity, Americans will have plenty of reasons to go out and spend.

## 本集團非上市證券之表現

於本期間，本集團以代價港幣19,000,000元出售其於Pure Power Holdings Limited之20.6%或1,754股股份。由於該等1,754股股份之代價港幣19,000,000元與該等股份之公允值相同，故並無出售Pure Power Holdings Limited之收益或虧損。

於本期間內，概無錄得本集團餘下非上市投資之公允值變動。

## 前景

二零二零年乃二零零八年雷曼兄弟破產以來最具挑戰性的時期。COVID-19疫情發生在這一年，目前問題尚未解決，已導致全球死亡人數超過4,000,000人，感染人數超過200,000,000人，引發全球大部分商業活動停滯。然而，整體投資氣氛並非如預期低迷。道瓊斯工業指數等主要股市的股指普遍於二零二一年上半年出現大幅反彈。該上升趨勢於今年第三季度得以繼續保持。

在美國，道瓊斯工業平均指數由二零二零年十二月三十一日的30,606點逐漸上漲至二零二一年六月三十日的34,502點。美國股市的良好表現很大程度上得益於經濟活動的蓬勃發展。隨著二零二一年的開始，消費者擺脫了大流行的憂鬱，刺激性措施開始在購買汽車及其他商品方面發揮作用，幫助可能是數十年來最快的經濟增長奠定基礎。美國商務部發佈的二零二一年第一季度經濟表現初步數據顯示，許多情況仍遠未正常。即使個人收入大幅增長，在旅行、餐飲甚至醫療保健等服務上的支出僅略有增加。但某些經濟學家表示，隨著更多的疫苗接種及與冠狀病毒相關的商業限制的放寬，這種情況已經發生了變化。有了更好的天氣、在漫長的一年封鎖中積累的積蓄及彌補被迫不活動的渴望，美國人將有充足的理由外出消費。

In Europe, the European Commission stated in its "Summer 2021 Economic Forecast" that the improving health situation and ensuing continued easing of virus containment measures are putting the EU economies back in motion. The near-term outlook for the European economy looks brighter than expected in spring. The contraction of GDP in the first quarter of the year turned out to be marginal, and milder than suggested by Eurostat's Preliminary Flash Estimate, which was incorporated into the Spring Forecast. Falling numbers of new infections and hospitalisations, thanks to an effective containment strategy and progress in vaccination, have led EU Member States to reopen their economies, to the benefit of service sector businesses, in particular. Upbeat survey results among consumers and businesses, as well as data tracking mobility, suggest that a rebound in consumption is already underway and set to strengthen in the coming months. There is also evidence of a beginning revival in tourism activity, which should also benefit from the new EU Digital COVID Certificate. Together, these factors are expected to outweigh the temporary production input shortages and rising costs hitting parts of the manufacturing sector.

China is the country where COVID-19 firstly appeared. It is also the first country adopting stringent lockdown policy in its largely infected area, i.e. Wuhan and quarantine policy in its major cities. After a couple of months of coronavirus quarantine, China has slowly emerged from its shutdowns by restarted production at factories and resumed some flights. China can now develop its COVID-19 vaccine and gifted them to other countries. A recovery in the world's second-largest economy provides some relief for global manufacturers in the months ahead as the outbreak continues to wreak havoc in Europe and U.S.

In view of the above analysis, the Board considered that the economy recovery of the world is on the right track. However, Delta Variant of COVID-19 and the unstable China-United States relationship may cause significant impact on the global investment markets. The Board will continue to place its investment in China and Hong Kong principally, and monitor the market dynamics, and adopt a conservative approach on investments, so as to enhance value to our Shareholders.

在歐洲，歐盟委員會在其「二零二一年夏季經濟預測」中表示，健康狀況不斷改善，疫情防控措施持續放鬆，推動歐盟經濟恢復運行。歐洲經濟的近期前景看起來比春季預期的要好。事實證明，今年第一季度的GDP縮幅很小，較歐盟統計局納入春季預測的初步預估所暗示的幅度小。由於有效的遏制策略及疫苗接種方面的進展，新感染及住院人數的下降促使歐盟成員國重新開放經濟，特別是有利於服務業企業。消費者及企業的樂觀調查結果以及跟蹤移動的數據表明，消費反彈已經在進行中，並將在未來幾個月內加強。亦有證據表明旅遊活動開始復蘇，這亦應受益於新的歐盟數字COVID證書。總之，該等因素預計將超過暫時的生產投入短缺及部分製造業的成本上升。

COVID-19最早於中國出現，而中國亦為首個對嚴重疫區（即武漢）採取嚴格封鎖政策並對其主要城市採取隔離政策的國家。經過數月的冠狀病毒隔離，工廠復產及部分航班的恢復令中國緩慢擺脫停滯狀態。中國目前有能力自主研發COVID-19疫苗，並將其贈予其他國家。隨著歐洲及美國疫情繼續肆虐，全球第二大經濟體的復甦在未來數月將為全球製造商提供一定緩解。

鑑於上述分析，董事會認為，世界經濟復甦步入正軌。然而，COVID-19的Delta變種及不穩定的中美關係可能會對全球投資市場造成重大影響。董事會將繼續主要投資中國及香港，並監察市場動態，採取謹慎的投資方式提升股東價值。

## Future Plans for Material Investments or Capital Assets and Their Expected of Funding in Twelve Months

As at 30 June 2021 and up to the date of this Interim Report approved, the Company does not have any concrete plan for material investments or capital assets.

## FINANCIAL REVIEW

### Liquidity, Financial Resources, Capital Structure and Gearing Ratio

The Group's asset portfolio was mainly financed by internally generated cash resources. As at 30 June 2021, net current assets of the Group amounted to approximately HK\$166.8 million (As at 31 December 2020: approximately HK\$128.9 million) with cash and bank balances of approximately HK\$13.5 million (As at 31 December 2020: approximately HK\$0.7 million).

As the Group held current assets of approximately HK\$167.1 million as at 30 June 2021 (31 December 2020: HK\$129.5 million) and it only has non-interest bearing current liabilities of approximately HK\$0.2 million (31 December 2020: HK\$0.6 million), which is denominated in Hong Kong Dollars, the Company considers its liquidity is healthy and there is no currency and interest rate risks exposure of its debt and obligation.

## 十二個月內有關重大投資或資本資產之未來計劃及其預期資金

於二零二一年六月三十日及直至本中期報告獲批准日期，本公司並無任何有關重大投資或資本資產之具體計劃。

## 財務回顧

### 流動資金、財務資源、資本架構及資本負債比率

本集團之資產組合主要以內部產生現金資源撥付。於二零二一年六月三十日，本集團之流動資產淨值為約港幣166,800,000元（於二零二零年十二月三十一日：約港幣128,900,000元），而現金及銀行結餘為約港幣13,500,000元（於二零二零年十二月三十一日：約港幣700,000元）。

由於本集團於二零二一年六月三十日持有約港幣167,100,000元（二零二零年十二月三十一日：港幣129,500,000元）的流動資產及僅約港幣200,000元（二零二零年十二月三十一日：港幣600,000元）的不計息流動負債（以港幣計值），故本公司認為其流動資金穩健且其債務及承擔並無貨幣及利率風險。



The unaudited consolidated net asset value per share of the Company as at 30 June 2021 was HK\$0.901 (As at 31 December 2020: audited HK\$1.027). The consolidated net asset value per share is calculated based on the net assets of the Group as at 30 June 2021 of approximately HK\$248.4 million (As at 31 December 2020: approximately HK\$229.5 million) and the total number of 275,601,680 shares ordinary shares of the Company at par value of HK\$0.001 each (As at 31 December 2020: 223,471,680 ordinary shares of the Company at par value of HK\$0.001 each) in issue as at that date.

There was no material change in available credit facilities when compared to the financial year ended 31 December 2020. The gearing ratio of the Group was 0.1% as at 30 June 2021 (As at 31 December 2020: 0.3%), which is calculated based on the Group's total liabilities divided by its total assets. Considering the amount of liquid assets on hand and available short-term or margin loan facilities, the Group has sufficient working capital to meet its ongoing operational requirements.

The Board has been actively seeking fund raising opportunities to strengthen the Company's financial position. On 8 March 2021, the Company completed a placing and has successfully raised approximately HK\$5.8 million (before expenses), which are detailed below.

On 18 February 2021 (after trading hours), the Company and Astrum Capital Management Limited (the "**Placing Agent**") entered into a placing agreement (the "**Placing Agreement**") pursuant to which the Placing Agent agreed to place, on a best endeavour basis, to not less than six independent places for up to 44,690,000 new shares at a price (the "**Placing Price**") of HK\$0.130 per placing share (the "**Placing**"). These new shares rank pari passu in all respect with the then existing Shares. The Placing was completed on 8 March 2021.

本公司於二零二一年六月三十日之每股未經審核綜合資產淨值為港幣0.901元（於二零二零年十二月三十一日：港幣1.027元（經審核））。每股綜合資產淨值按本集團於二零二一年六月三十日之資產淨值約港幣248,400,000元（於二零二零年十二月三十一日：約港幣229,500,000元）及於該日已發行之股份總數275,601,680股本公司每股面值港幣0.001元之普通股（於二零二零年十二月三十一日：223,471,680股本公司每股面值港幣0.001元之普通股）計算。

本集團可動用信貸融資與截至二零二零年十二月三十一日止財政年度比較並無重大變動。於二零二一年六月三十日，本集團之資本負債比率為0.1%（於二零二零年十二月三十一日：0.3%），乃按本集團總負債除以其總資產為計算基準。考慮現有流動資產及可動用之短期或保證金貸款融資後，本集團有足夠營運資金應付其持續經營之需求。

董事會一直積極尋求籌措資金之機會，以增強本公司之財政狀況。於二零二一年三月八日，本公司完成一項配售事項，並成功籌集資金約港幣5,800,000元（扣除開支前），詳情如下。

於二零二一年二月十八日（交易時段後），本公司與阿仕特朗資本管理有限公司（「**配售代理**」）訂立一項配售協議（「**配售協議**」），據此配售代理已同意按盡力基準，按每股配售股份為港幣0.130元之價格（「**配售價**」）向不少於六名獨立承配人配售最多44,690,000股新股份（「**配售事項**」）。該等新股份於所有方面與當時已發行之股份享有同等地位。配售事項已於二零二一年三月八日完成。

The Placing Price of HK\$0.130 per placing share represents: (i) a premium of approximately 9.7% to the closing price of HK\$0.144 per share of the Company as quoted on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 18 February 2021, being the date of the Placing Agreement; and (ii) a discount of approximately 9.0% to the average of the closing prices of HK\$0.1428 per share of the Company as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are securities trading and investment holding. The Board considered that the Placing represented a good opportunity for the Company to raise additional funds and to widen the Company’s shareholder base, and the terms of the Placing Agreement are on normal commercial terms. Accordingly, the Directors considered that the terms of the Placing were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The aggregate gross proceeds of the Placing were approximately HK\$5.8 million and the aggregate net proceeds of the Placing, after deduction of expenses, were approximately HK\$5.7 million, representing a net issue price of approximately HK\$0.128 per placing share. The net proceeds from the Placing were intended to be used for the general working capital of the Group and for future investments pursuant to the investment objectives of the Company. As of 30 June 2021, the amount of approximately HK\$1.8 million were used for working capital and listed investments as intended, and the remaining net proceeds of approximately HK\$3.9 million remains unused.

Save as the Placing, the Group did not have run any capital exercise during the Period.

每股配售股份港幣0.130元之配售價較：(i) 股份於二零二一年二月十八日（即配售協議日期）於香港聯合交易所有限公司（「**聯交所**」）所報之收市價每股本公司股份港幣0.144元溢價約9.7%；及(ii) 股份於緊接配售協議日期前過去連續五個交易日於聯交所所報之平均收市價每股本公司股份港幣0.1428元折讓約9.0%。

本公司之主要業務為投資控股。其附屬公司之主要業務為證券買賣及投資控股。董事會認為配售事項為本集團籌集額外資金及拓寬本公司的股東基礎提供了良機，且配售協議之條款符合一般商業條款。因此，董事認為配售事項之條款屬公平合理且符合本公司及股東整體之利益。

配售事項之所得款項總額約為港幣5,800,000元，而配售事項之所得款項淨額（經扣除開支後）合共約為港幣5,700,000元，相當於淨發行價每股配售股份約港幣0.128元。配售事項之所得款項淨額擬用作本集團之一般營運資金，以及根據本公司之投資目標用作未來投資。截至二零二一年六月三十日，約港幣1,800,000元之款項已用作擬定之營運資金及上市投資用途，其餘約港幣3,900,000元之所得款項淨額仍未使用。

除配售事項外，於本期間，本集團並無進行任何資本活動。

### **Charge of Assets and Margin Facilities**

Details of charge of assets and margin facilities of the Group as at 30 June 2021 are set out in note 12 to the condensed consolidated financial statements.

### **Capital Commitments**

As at 30 June 2021, the Group had no material capital commitment.

### **Contingent Liabilities**

As at 30 June 2021, contingent liabilities of the Company are set out in note 13 to the condensed consolidated financial statements.

### **Foreign Exchange Exposure**

As at 30 June 2021, the majority of the Group's investments were either denominated in Hong Kong dollars. The Board considers its exposure to foreign exchange risk was not significant, therefore, no financial instruments was made to hedge such exposures.

### **SIGNIFICANT ACQUISITION AND DISPOSAL OF SUBSIDIARIES**

During the Period, the Company does not have any significant acquisition and disposal of subsidiaries.

### **資產抵押及保證金信貸**

本集團於二零二一年六月三十日之資產抵押及保證金信貸詳情載於簡明綜合財務報表附註12。

### **資本承擔**

於二零二一年六月三十日，本集團並無重大資本承擔。

### **或然負債**

於二零二一年六月三十日，本公司之或然負債載於簡明綜合財務報表附註13。

### **匯兌風險**

於二零二一年六月三十日，本集團大部分投資以港幣定值。董事會認為所面臨之匯兌風險不大，故並無運用金融工具對沖上述風險。

### **附屬公司的重大收購及出售**

於本期間，本公司並無任何重大的附屬公司收購及出售。

## DIRECTORS' AND CHIEF EXECUTIVES' INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

Save as 1,860,000 Options granted to Ms. HU Xiaoting and 2,610,000 Options granted to Ms. CHUNG Fai Chun as detailed in note 11 to the condensed consolidated financial statements, as at 30 June 2021, none of the Directors or the chief executive of the Company had or were deemed to have any Discloseable Interests or Short Position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (“SFO”) (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules (collectively “**Discloseable Interests or Short Positions**”).

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 30 June 2021, there was no person who had any 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

## 董事及主要行政人員於本公司之股份、相關股份及債券之權益及淡倉

除簡明綜合財務報表附註11詳載授予胡曉婷女士之1,860,000份購股權及授予鍾輝珍女士之2,610,000份購股權外，於二零二一年六月三十日，並無本公司任何董事或主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有或被視為擁有根據證券及期貨條例（「證券及期貨條例」）第XV部第7及第8分部須知會本公司及聯交所的任何須予披露權益或淡倉（包括根據證券及期貨條例有關規定被當作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須登記在該條所述的登記冊內的任何須予披露權益或淡倉，或根據上市規則所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所的任何須予披露權益或淡倉（統稱「**須予披露權益或淡倉**」）。

## 根據證券及期貨條例之須予披露主要股東權益及淡倉

於二零二一年六月三十日，並無人士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分部條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條規定存置之登記冊或須另行知會本公司及聯交所之權益或淡倉。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES OF THE COMPANY

Save as disclosed under the "Share Option Scheme" in note 11 to the condensed consolidated financial statements, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporations, neither the directors of the Company nor any of their spouses or children under age of eighteen, had any right to subscribe for the shares or debt securities of the Company or had exercised any such rights.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the directors of the Company. Upon specific enquiry by the Company, all directors of the Company have confirmed that they complied with the required standards as set out in the Model Code throughout the Period.

## SHARE OPTION SCHEME

Details of share option scheme adopted by the Company on 30 April 2013 are disclosed in note 11 to the condensed consolidated financial statements.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

During the Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

## 董事收購本公司之股份或債券之權利

除於簡明綜合財務報表附註11「購股權計劃」一節所披露者外，於本期間內任何時間，本公司或其任何附屬公司概無參與訂立任何使本公司董事可藉收購本公司或任何其他法團之股份或債務證券（包括債券）而獲益之安排，而本公司董事或任何彼等之配偶或未滿十八歲子女於本期間內概無權亦無行使任何有關權利認購本公司之股份或債務證券。

## 董事進行證券交易

本公司已採納上市規則附錄十所載之標準守則作為本公司董事進行證券交易之行為守則。經本公司作出特定查詢後，本公司全體董事確認，於本期間，彼等一直遵守標準守則所載之規定準則。

## 購股權計劃

本公司於二零一三年四月三十日採納之購股權計劃之詳情於簡明綜合財務報表附註11披露。

## 購買、出售或贖回本公司股份

於本期間內，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

## CORPORATE GOVERNANCE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) stipulated in Appendix 14 of the Listing Rules throughout the Period, save and except for code provision A.2.1 and A.4.1, details of which are summarised and explained below.

Based on Code provision A.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. The Company has no Chairman and Chief Executive Officer currently. The Board’s current significant decisions are made in Board meetings. Every Board member has the rights and responsibility to propose Board meetings to discuss significant issues he/she concerns, and has the power to make the decisions among other Board members.

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. Ms. HU Xiaoting, non-executive director, and Mr. YU Tat Chi Michael, independent non-executive director, have no specific term of appointment but they are subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company pursuant to Article 157 of the articles of association of the Company which was amended on 13 September 2005. As such, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG Code.

The practice of the corporate governance of the Company will be reviewed and updated from time to time in order to comply with Listing Rules requirements.

## 企業管治

本公司於本期間一直遵守上市規則附錄十四規定之企業管治守則（「企業管治守則」）載列之守則條文，惟偏離守則條文第A.2.1條及A.4.1條，詳情概述及說明如下。

根據守則條文第A.2.1條，主席與行政總裁之角色應予區分，且不應由同一人擔任。主席及行政總裁之職責分工應以書面清晰界定。本公司現時並無主席及行政總裁。董事會現時重大決策均於董事會會議作出。每名董事會成員均有權及責任建議召開董事會會議以討論重大關注事項，並有權與其他董事會成員作出決策。

守則條文第A.4.1條規定，非執行董事之委任應指定任期並須接受重新選舉。非執行董事胡曉婷女士及獨立非執行董事余達志先生並無具體任期，惟彼等須根據於二零零五年九月十三日修訂之本公司組織章程細則第157條至少每三年輪值退任一次，並於本公司之股東週年大會上膺選連任。因此，董事會認為已採取足夠措施確保本公司之企業管治常規不遜於企業管治守則。

本公司將不時檢討及更新企業管治常規，以符合上市規則之規定。

## EMPLOYEE AND REMUNERATION POLICIES

As at 30 June 2021, the Group had 14 employees, including directors of the Company. They are remunerated based on their performance, working experience and prevailing market standards. Employee benefits include medical insurance coverage, a defined contribution Mandatory Provident Fund retirement benefits scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance and share option scheme. There was no significant change in the Group's remuneration policy during the Period.

## AUDIT COMMITTEE

The Audit Committee and management of the Company have reviewed the accounting principles and practices adopted by the Group and discussed risk management, internal controls and financial reporting matters, including a review of the unaudited interim accounts for the Period.

As at the date of this report, the Audit Committee of the Company is comprised of all independent non-executive directors, namely, Mr. YU Tat Chi Michael, Mr. HUNG Cho Sing and Ms. CHUNG Fai Chun. Mr. YU Tat Chi Michael is the chairman of the Audit Committee.

## REMUNERATION COMMITTEE

As at the date of this report, the Remuneration Committee of the Company is comprised of all independent non-executive directors, namely, Mr. HUNG Cho Sing, Ms. CHUNG Fai Chun and Mr. YU Tat Chi Michael. Mr. HUNG Cho Sing is the chairman of the Remuneration Committee. The major roles and functions of the Remuneration Committee are to determine the remuneration package of individual executive director(s) and senior management of the Company. The Remuneration Committee also has the responsibility to make recommendations to the Board on the remuneration of the non-executive directors of the Company.

## 僱員及薪酬政策

於二零二一年六月三十日，本集團共有14名僱員（包括本公司董事）。彼等之薪酬按照其表現、工作經驗及現行市場標準釐定。僱員福利包括醫療保險、根據香港強制性公積金計劃條例提供之界定供款強積金退休福利計劃及購股權計劃。本集團之薪酬政策於本期間內並無重大變動。

## 審計委員會

審計委員會已與本公司管理層共同審閱本集團採用之會計原則及慣例，並討論風險管理、內部監控及財務報告事宜，包括審閱本期間之未經審核中期賬目。

於本報告日期，本公司審計委員會由全體獨立非執行董事，即余達志先生、洪祖星先生及鍾輝珍女士組成。余達志先生為審計委員會之主席。

## 薪酬委員會

於本報告日期，本公司薪酬委員會由全體獨立非執行董事，即洪祖星先生、鍾輝珍女士及余達志先生組成。洪祖星先生為薪酬委員會之主席。薪酬委員會之主要角色及職能為釐定本公司個別執行董事及高級管理層之薪酬待遇。薪酬委員會亦有責任就本公司非執行董事之薪酬向董事會提出建議。

## NOMINATION COMMITTEE

As at the date of this report, the Nomination Committee of the Company is comprised of all independent non-executive directors, namely, Mr. HUNG Cho Sing, Ms. CHUNG Fai Chun and Mr. YU Tat Chi Michael. Mr. HUNG Cho Sing is the chairman of the Nomination Committee. The major roles and functions of the Nomination Committee are to review the structure, size and composition of the Board. The Nomination Committee also recommends matters in relation to appointments or re-appointments of directors to ensure that the composition of the Board meets the requirements of the Listing Rules and that the Board is capable to fulfill its obligations in terms of fiduciary duties and can act in the best interest of the members of the Company.

## BOARD OF DIRECTORS

As at the date of this report, the Board is comprised of Ms. SHUM Kit Lan Anita as executive director; Ms. HU Xiaoting as non-executive director; and Mr. HUNG Cho Sing, Ms. CHUNG Fai Chun and Mr. YU Tat Chi Michael as independent non-executive directors.

## CHANGE OF COMPANY NAME

The proposed change of (i) the English name of the Company from “Unity Investments Holdings Limited” to “Harbour Digital Asset Capital Limited”; and (ii) the dual foreign name in Chinese of the Company from “合一投資控股有限公司” to “港灣數字產業資本有限公司” was approved at the extraordinary general meeting held on 30 June 2021. Please refer to the Company’s circular dated 7 June 2021 and note 15 to condensed consolidated financial statements for further details.

## 提名委員會

於本報告日期，本公司提名委員會由全體獨立非執行董事，即洪祖星先生、鍾輝珍女士及余達志先生組成。洪祖星先生為提名委員會之主席。提名委員會之主要角色及職能為檢討董事會之架構、規模及組成。提名委員會同時亦就有關董事委任或重新委任之事宜提出建議，確保董事會之成員組合符合上市規則之規定，亦同時確保董事會有能力履行其受信責任之義務，以符合本公司股東最佳利益之方針行事。

## 董事會

於本報告日期，董事會由執行董事沈潔蘭女士；非執行董事胡曉婷女士以及獨立非執行董事洪祖星先生、鍾輝珍女士及余達志先生組成。

## 更改公司名稱

建議(i)本公司英文名稱由「Unity Investments Holdings Limited」更改為「Harbour Digital Asset Capital Limited」；及(ii)本公司的中文雙重外文名稱由「合一投資控股有限公司」更改為「港灣數字產業資本有限公司」於二零二一年六月三十日舉行的股東特別大會上批准。有關進一步詳情，請參閱本公司日期為二零二一年六月七日之通函及簡明綜合財務報表附註15。



## APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our appreciation to the Group's management team and staff for their contribution during the Period. I would also like to give our sincere gratitude to all our shareholders for their continuous support.

By Order of the Board  
**Harbour Digital Asset Capital Limited**  
**SHUM Kit Lan Anita**  
*Executive Director*

Hong Kong, 26 August 2021

## 致謝

本人謹代表董事會藉此機會向本集團之管理層團隊及員工於本期間內所作貢獻向彼等深表謝意。本人並衷心感謝本集團股東對本集團之鼎力支持。

承董事會命  
**港灣數字產業資本有限公司**  
*執行董事*  
**沈潔蘭**

香港，二零二一年八月二十六日



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***HARBOUR DIGITAL***

**Harbour Digital Asset Capital Limited**  
**港灣數字產業資本有限公司**