

# WINTO GROUP (HOLDINGS) LIMITED 惠陶集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8238



**2022** 中期報告  
INTERIM REPORT

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*This report, for which the directors (the “Directors”) of Winto Group (Holdings) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief 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.*

### 香港聯合交易所有限公司(「聯交所」)GEM特色

**GEM**的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市场。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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# INTERIM RESULTS

## 中期業績

The board (the “Board”) of directors (the “Director(s)”) of Winto Group (Holdings) Limited (the “Company”) is pleased to announce the unaudited condensed consolidated financial information of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2022 together with the comparative unaudited figures for the corresponding period in 2021 as follows:

惠陶集團(控股)有限公司(「本公司»)董事(「董事»)會(「董事會»)欣然公佈本公司及其附屬公司(「本集團»)截至2022年6月30日止六個月的未經審核簡明綜合財務資料連同2021年同期的未經審核比較數字如下：

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

For the three and six months ended 30 June 2022

### 未經審核簡明綜合損益及其他全面收益表

截至2022年6月30日止三個月及六個月

		Notes 附註	Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
			2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	3	11,011	14,318	19,404	24,960
Cost of sales	銷售成本		(3,086)	(4,416)	(6,341)	(10,197)
<b>Gross profit</b>	<b>毛利</b>		<b>7,925</b>	9,902	<b>13,063</b>	14,763
Other income	其他收入		149	121	149	121
Operating expenses	經營開支		(3,386)	(2,981)	(6,627)	(5,692)
Finance costs	融資成本		(521)	(1,191)	(1,170)	(1,692)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	4	<b>4,167</b>	5,851	<b>5,415</b>	7,500
Income tax expenses	所得稅開支	5	-	-	-	-



# INTERIM RESULTS

## 中期業績

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Profit and total comprehensive income for the period</b>	期內溢利及全面收益總額	<b>4,167</b>	5,851	<b>5,415</b>	7,500
<b>Profit/(Loss) for the period attributable to:</b>	應佔期內溢利/(虧損)：				
Owners of the Company	本公司擁有人	<b>4,240</b>	5,473	<b>5,613</b>	7,269
Non-controlling interests	非控股權益	<b>(73)</b>	378	<b>(198)</b>	231
		<b>4,167</b>	5,851	<b>5,415</b>	7,500
Profit per share	每股溢利				
Basic and diluted (HK cents)	基本及攤薄(港仙)	<b>0.82</b>	1.27	<b>1.15</b>	1.68

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 June 2022  
於2022年6月30日

			30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and equipment	器械及設備		1,712	1,958
Goodwill	商譽		1,399	1,399
Intangible assets	無形資產		330	330
Contract costs	合約成本		828	828
Other deposits	其他按金		9,537	9,655
			<b>13,806</b>	14,170
<b>Current assets</b>	<b>流動資產</b>			
Trade, other receivables and other deposits	貿易及其他應收款項 及其他按金	8	33,435	17,306
Contract costs	合約成本		6,526	6,526
Contract assets	合約資產		-	276
Amount due from a shareholder	應收一名股東款項		1,379	539
Amount due from a non-controlling shareholder of a subsidiary	應收一間附屬公司 非控股股東款項		46	13
Bank balances and cash	銀行結餘及現金		6,454	10,949
			<b>47,840</b>	35,609
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	9	14,109	12,355
Contract liabilities	合約負債		453	1,651
Loan from a substantial shareholder	主要股東貸款		18,317	20,148
Lease liabilities	租賃負債		-	50
Tax payables	應付稅項		1,656	1,655
			<b>34,535</b>	35,859

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 June 2022

於2022年6月30日

			<b>30 June 2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 December 2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Net current assets/(liabilities)</b>	流動資產淨值／ (負債淨額)		<b>13,305</b>	(250)
<b>Total assets less current liabilities</b>	總資產減流動負債		<b>27,111</b>	13,920
Net assets	淨資產		<b>27,111</b>	13,920
<b>Capital and reserves</b>	資本及儲備			
Share capital	股本	10	<b>10,368</b>	8,640
Reserves	儲備		<b>17,030</b>	5,369
<b>Total capital deficiency attributable to owners of the Company</b>	本公司擁有人應佔 資本虧絀總額		<b>27,398</b>	14,009
<b>Non-controlling interests</b>	非控股權益		<b>(287)</b>	(89)
<b>Total equity</b>	權益總額		<b>27,111</b>	13,920

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

For the six months ended 30 June 2022

截至2022年6月30日止六個月

		Share capital	Share premium	Statutory reserve	Capital reserve	Accumulated profits/ (losses)	Sub-total	Non-controlling interests	Total
		股本	股份溢價	法定儲備	資本儲備	累計溢利/ (虧損)	小計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2021 (audited)	於2021年1月1日 (經審核)	8,640	94,331	49	7,591	(118,133)	(7,522)	246	(7,276)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	7,269	7,269	231	7,500
At 30 June 2021 (unaudited)	於2021年6月30日 (未經審核)	8,640	94,331	49	7,591	(110,864)	(253)	477	224
At 1 January 2022 (audited)	於2022年1月1日 (經審核)	<b>8,640</b>	<b>94,331</b>	<b>49</b>	<b>7,591</b>	<b>(96,602)</b>	<b>14,009</b>	<b>(89)</b>	<b>13,920</b>
Issuance of new shares by way of placing	以配售方式發行新股份	<b>1,728</b>	<b>6,048</b>	-	-	-	<b>7,776</b>	-	<b>7,776</b>
Total comprehensive income/(expenses) for the period	期內全面收益/(開支)總額	-	-	-	-	<b>5,613</b>	<b>5,613</b>	<b>(198)</b>	<b>5,415</b>
At 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	<b>10,368</b>	<b>100,379</b>	<b>49</b>	<b>7,591</b>	<b>(90,989)</b>	<b>27,398</b>	<b>(287)</b>	<b>27,111</b>



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 未經審核簡明綜合現金流量表

For the six months ended 30 June 2022

截至2022年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
<b>Net cash (used in)/ generated from operating activities</b>	經營業務活動(所用)/ 所得現金淨額	<b>(9,321)</b>	9,463
<b>Investing activities</b>	投資活動		
Purchase of plant and equipment	購置器械及設備	-	(1,616)
<b>Net cash used in investing activities</b>	投資活動所用現金淨額	-	(1,616)
<b>Financing activities</b>	融資活動		
Interest paid	已付利息	-	(420)
Repayment of shareholder loan	償還股東貸款	<b>(3,000)</b>	-
Proceeds from issuance of new shares	發行新股份所得款項	<b>7,776</b>	-
Repayment of lease liability	償還租賃負債	<b>(50)</b>	(150)
<b>Net cash generated from/ (used in) financing activities</b>	融資活動所得/ (所用)現金淨額	<b>4,726</b>	(570)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 未經審核簡明綜合現金流量表

For the six months ended 30 June 2022

截至2022年6月30日止六個月

### Six months ended 30 June

截至6月30日止六個月

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨額	(4,495)	7,277
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	10,949	3,212
Cash and cash equivalents at 30 June	於6月30日的現金及現金等價物	6,454	10,489

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 7 December 2012, as an exempted company with limited liability under the Companies Law (as Revised) of the Cayman Islands. The Company's shares have been listed on GEM since 16 February 2015 (the "Listing").

The unaudited consolidated financial results of the Group for the six months ended 30 June 2022 are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

The unaudited consolidated financial results of the Group for the six months ended 30 June 2022 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. The unaudited consolidated financial results have been prepared under the historical cost convention.

### 2. SIGNIFICANT ACCOUNTING POLICIES

The preparation of the consolidated financial results in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The unaudited consolidated financial results should be read in conjunction with the Group's audited consolidated financial statements and notes thereto for the year ended 31 December 2021.

### 1. 一般資料及編製基準

本公司於2012年12月7日根據開曼群島公司法(修訂本)在開曼群島註冊成立為一間獲豁免有限公司。本公司股份自2015年2月16日起於GEM上市(「上市」)。

除另有指明外，本集團截至2022年6月30日止六個月的未經審核綜合財務業績乃以港元(「港元」)呈列。

本集團截至2022年6月30日止六個月的未經審核綜合財務業績已按照香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)及GEM上市規則的披露規定編製。未經審核綜合財務業績已根據歷史成本法編製。

### 2. 重大會計政策

編製符合香港財務報告準則的綜合財務業績需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。未經審核綜合財務業績應與本集團截至2021年12月31日止年度的經審核綜合財務報表及其附註一併省閱。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Adoption of new and amendments to HKFRSs

The Group has adopted the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA for the first time for the consolidated financial statements.

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Costs of Fulfilling a Contract
Annual Improvements to HKFRSs	Annual Improvements to HKFRSs 2018–2020

The adoption of the new and amendments to HKFRSs that are relevant to the Group and effective from the current period, did not have any significant effect on the results and financial position of the Group for the current and prior accounting periods.

The Group has not early adopted any new and amendments to HKFRSs that have been issued but are not yet effective for the current period. The Directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 2. 重大會計政策(續)

#### 採納新訂及經修訂香港財務報告準則

本集團已就該等綜合財務報表首次採納以下由香港會計師公會頒佈的新訂及經修訂香港財務報告準則(「香港財務報告準則」,包括所有香港財務報告準則、香港會計準則及詮釋)。

香港財務報告準則第3號(修訂本)	描述概念框架
香港會計準則第16號(修訂本)	物業、廠房及設備:擬定用途前的所得款項
香港會計準則第37號(修訂本)	虧損性合約 – 履行合約的成本
香港財務報告準則的年度改進	香港財務報告準則2018年至2020年週期的年度改進

採納與本集團相關且自本期間起生效的新訂及經修訂香港財務報告準則對本集團於本會計期間及過往會計期間的業績及財務狀況並無任何重大影響。

本集團並無提早採納於本期間已頒佈但尚未生效的任何新訂及經修訂香港財務報告準則。董事預計應用所有新訂及經修訂香港財務報告準則於可見將來不會對綜合財務報表造成重大影響。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 3. REVENUE

An analysis of the Group's revenue for the period from continuing operations is as follows:

### 3. 收益

本集團持續經營業務之期內收益分析如下：

	Three months ended 30 June		Six months ended 30 June	
	截至6月30日止三個月		截至6月30日止六個月	
	2022	2021	2022	2021
	2022年	2021年	2022年	2021年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Publications and advertising income	刊物及廣告收入			
	1,975	6,205	6,659	12,302
Outdoor advertising income	戶外廣告收入			
	8,311	7,272	11,928	10,922
Provision of exhibition and trade show and related services	提供展覽及貿易展覽及相關服務			
	725	841	817	1,736
	11,011	14,318	19,404	24,960

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 4. PROFIT BEFORE TAXATION

Profit before taxation from continuing operations is arrived at after charging/(crediting):

### 4. 除稅前溢利

持續經營業務的除稅前溢利乃經扣除／(抵免)下列各項後得出：

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Depreciation of plant and equipment	器械及設備折舊	123	134	246	271
Operating lease charge in respect of office premises	辦公室物業的經營租賃開支	240	240	481	479
Interest income	利息收入	-	-	-	-
Interest income on finance lease receivables	融資租賃應收款項的利息收入	(25)	(8)	(25)	(8)
Interest income on non-current deposits	非流動按金的利息收入	(116)	(113)	(116)	(113)
Interest on loan from a substantial shareholder	主要股東貸款利息	521	1,115	1,170	1,265
Interest on other borrowing	其他借款利息	-	70	-	420
Interest on lease liability	租賃負債利息	-	3	-	7



# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 5. INCOME TAX EXPENSES

Income tax recognised in profit or loss from continuing operations:

### 5. 所得稅開支

於損益確認的持續經營業務所得稅：

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Hong Kong Profits Tax	香港利得稅				
- Current tax	- 即期稅項	-	-	-	-
Macau Complementary Tax	澳門所得補充稅				
- Current tax	- 即期稅項	-	-	-	-

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for the years.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

澳門所得補充稅乃就該年度的估計應課稅溢利12%計算。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 6. DIVIDEND

No dividend has been paid or proposed for the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

### 7. PROFIT PER SHARE

The calculation of basic profit or loss per share for continuing operations attributable to the owners of the Company is calculated based on the below figures:

### 6. 股息

截至2022年6月30日止六個月並無派付或建議派付股息(截至2021年6月30日止六個月：無)。

### 7. 每股溢利

本公司擁有人應佔持續經營業務每股基本溢利或虧損乃根據以下數據計算：

		Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period attributable to owner of the Company	本公司擁有人應佔期內溢利	4,240	5,473	5,613	7,269
Weighted average number of ordinary shares for the purpose of calculation of profit per share	就計算每股溢利的普通股加權平均數	518,400,000	432,000,000	488,804,420	432,000,000

The computation of diluted profit or loss per shares does not assume the conversion of the Company's outstanding share options since their assumed exercise would result in a decrease in loss per shares from continuing operations.

No diluted profit or loss per share has been presented for the six months ended 30 June 2022 and 2021 because there were no potential ordinary shares outstanding during the periods.

計算每股攤薄溢利或虧損並無假設本公司之尚未行使購股權已獲轉換，原因為假設其行使將引致來自持續經營業務的每股虧損減少。

概無就截至2022年及2021年6月30日止六個月呈列每股攤薄溢利或虧損，原因為於該等期間並無已發行的潛在普通股。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 8. TRADE AND OTHER RECEIVABLES

The credit terms of each customer of the Group were determined by the Group's sales team and were subject to review and approval of the Group's management based on the customers' payment history, transaction volume and length of business relationship with the Group.

The following is an analysis of trade receivable by age, presented based on overdue days, net of allowance for doubtful debts:

Current	即期
1-30 days	1至30日
31-90 days	31至90日
Over 90 days	超過90日

### 8. 貿易及其他應收款項

本集團每名客戶的信貸期由本集團的銷售團隊釐定，並須待本集團管理層根據客戶的付款記錄、交易量及與本集團業務關係長短予以審閱及批准。

按逾期日數呈列的貿易應收款項(扣除呆賬撥備)的賬齡分析如下：

	<b>30 June</b>	31 December
	<b>2022</b>	2021
	<b>2022年</b>	2021年
	<b>6月30日</b>	12月31日
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>(Unaudited)</b>	(Audited)
	<b>(未經審核)</b>	(經審核)
	<b>2,816</b>	3,220
	<b>3,400</b>	1,663
	<b>3,658</b>	3,051
	<b>20,624</b>	6,819
	<b>30,495</b>	14,753

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

貿易應收款項的減值虧損以撥備賬記錄，惟倘本集團信納該款項之可收回性甚微，則直接從貿易應收款項撇銷減值虧損。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 9. TRADE AND OTHER PAYABLES

The following is an analysis of trade payable by age, presented based on invoice days:

### 9. 貿易及其他應付款項

按發票日期呈列的貿易應付款項賬齡分析如下：

		<b>30 June</b> <b>2022</b> <b>2022年</b> <b>6月30日</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> <b>(未經審核)</b>	31 December 2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0至60日	<b>2,240</b>	3,810
61-90 days	61至90日	<b>684</b>	683
Over 90 days	超過90日	<b>9,916</b>	4,981
		<b>12,840</b>	9,474

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 未經審核簡明綜合財務資料附註

### 10. SHARE CAPITAL

### 10. 股本

		30 June 2022 2022年6月30日		31 December 2021 2021年12月31日	
		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Audited) (經審核)
Ordinary shares Authorised:	普通股 法定：	5,000,000,000	100,000	5,000,000,000	100,000
Issued and fully paid: At beginning of period/year	已發行及繳足： 於期初/年初	432,000,000	8,640	432,000,000	8,640
Issuance of new shares by way of placing (note)	以配售方式發行新股份 (附註)	86,400,000	1,728	-	-
At end of period/year	於期末/年末	518,400,000	10,368	432,000,000	8,640

note: The issuance of an aggregate of 86,400,000 new shares by way of placing was completed on 3 March 2022.

附註：於2022年3月3日完成以配售方式發行合共86,400,000股新股份。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

During the six months ended 30 June 2022, the Group was principally engaged in (i) sales and distribution of publications, and the sales of print and online advertising spaces, (ii) sales of billboard advertising spaces and provision of advertisement sourcing agency services, and (iii) promotion of products and services by organizing exhibitions and shows.

Since early 2020, the novel coronavirus (“COVID-19”) pandemic spread worldwide and caused significant threats to the global health and economy. The prolonged COVID-19 pandemic in 2021 and 2022, had resulted in, among other things, ongoing travel restrictions, prolonged closures of workplaces, lockdowns in Guangdong-Hong Kong-Macau Greater Bay Area.

The outbreak of COVID-19 has continued to pose the risk of global economic slowdown. There is still a high degree of uncertainty about the pandemic, and the outlook for the global economic recovery is still slow. The economy in Guangdong-Hong Kong-Macau Greater Bay Area and the Group’s major customers have inevitably been affected.

During the six months ended 30 June 2022, a spike in infections driven by a combination of the Omicron and Delta variants of COVID-19 has led to reinstate the draconian quarantine and social-distancing measures in Guangdong-Hong Kong-Macau Greater Bay Area. The Company anticipates it will face a lot of challenges from the threats and uncertainty of the outbreak of the Omicron variant or more mutations in forthcoming years. In response to the uncertainties of the persistent pandemic effect, we will consider to tighten our control over the operating costs in which its effectiveness will be reviewed from time to time to mitigate the impact of COVID-19 pandemic on our performance.

### 業務回顧及前景

截至2022年6月30日止六個月，本集團的主要業務為(i)銷售及發行刊物，並銷售印刷及線上廣告位置，(ii)銷售廣告牌廣告位置以及提供廣告採購代理服務，及(iii)組織展覽及表演以推銷產品及服務。

自2020年初，新型冠狀病毒(「COVID-19」)疫情於世界各地蔓延並對全球健康及經濟構成重大威脅。2021年及2022年COVID-19疫情持續已導致(其中包括)實施持續旅遊限制、辦公場所延長關閉、粵港澳大灣區封城措施。

COVID-19爆發繼續構成全球經濟放緩的風險。疫情仍有高度不確定因素，且全球經濟復甦的前景仍然滯緩。粵港澳大灣區的經濟及本集團主要客戶亦無可避免地受影響。

截至2022年6月30日止六個月，COVID-19的Omicron及Delta變異株共同造成感染數字飆升，導致粵港澳大灣區恢復實施嚴厲的隔離及社交距離措施。本公司估計於未來年度將面對Omicron變異株或更多變種爆發的威脅及不確定因素所帶來的挑戰。為回應疫情持續影響的不確定因素，我們將考慮收緊對經營成本的控制，並將不時檢討其效益，以緩減COVID-19疫情對我們表現的影響。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In addition, on January 18, 2022, the Macau Legislative Assembly published a draft bill entitled Amendment to Law No. 16/2001 to amend Macau's gaming law (the "Gaming Law"). We are actively monitoring developments, with respect to the Macau government's Gaming Law amendment and concession renewal process, and assessing the potential impact on Macau economy, affected industries, including but not limited to tourism and hotel industries. We will continue to pay attention to the developments and the potential impact on the spending over advertising and marketing from our major customers. The Group will remain resilient and is cautiously optimistic of our business.

### FINANCIAL REVIEW

#### Revenue

Total revenue decreased by approximately HK\$5,556,000 from approximately HK\$24,960,000 for the six months ended 30 June 2021 to approximately HK\$19,404,000 for the six months ended 30 June 2022. It was mainly due to the slowdown in the publications and advertising business and exhibition and trade show and related services, which were caused by the new wave of COVID-19 infections and the lockdowns and restrictions in Guangdong-Hong Kong-Macau Greater Bay Area.

#### Cost of Sales

Cost of sales decreased from approximately HK\$10,197,000 for the six months ended 30 June 2021 to approximately HK\$6,341,000 for the six months ended 30 June 2022. The decrease was in tandem with the decreased revenue of the Group.

此外，於2022年1月18日，澳門立法會公佈了《修改第16/2001號法律〈娛樂場幸運博彩經營法律制度〉》（「博彩法」）條例草案。我們正密切監察有關澳門政府博彩法修訂及賭牌重續程序的事態發展，並評估對澳門經濟及受影響行業（包括但不限於旅遊及酒店行業）的潛在影響。我們將繼續留意事態發展及對我們的主要客戶在廣告及市場推廣消費方面的潛在影響。本集團將保持韌性，並對我們的業務持審慎樂觀的態度。

#### 財務回顧

##### 收益

總收益由截至2021年6月30日止六個月約24,960,000港元減少約5,556,000港元至截至2022年6月30日止六個月約19,404,000港元，主要由於刊物及廣告業務以及展覽及貿易展覽及相關服務因新一輪COVID-19感染及粵港澳大灣區的封城及限制措施而放緩所致。

##### 銷售成本

銷售成本由截至2021年6月30日止六個月約10,197,000港元減少至截至2022年6月30日止六個月約6,341,000港元。有關減少與本集團營業額減少一致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Gross Profit

Gross profit decreased from approximately HK\$14,763,000 for the six months ended 30 June 2021 to approximately HK\$13,063,000 for the six months ended 30 June 2022. The decrease in gross profit was mainly due to the decrease in sales volume in publications and advertising income and provision of exhibitions and trade show and related services.

### Operating Expenses

The operating expenses increased by approximately 16% from approximately HK\$5,692,000 for the six months ended 30 June 2021 to approximately HK\$6,627,000 for the six months ended 30 June 2022, primarily due to the increase in legal and professional expenses incurred for the placing of shares.

### Finance Costs

Finance costs of the Group amounted to approximately HK\$1,170,000 and HK\$1,692,000 respectively for the six months ended 30 June 2022 and 30 June 2021, mainly consisted of the interest payable to an independent third party borrower and a shareholder as borrower.

### Profit Attributable to Owners of the Company

During the six months ended 30 June 2022, the Group has recorded a profit attributable to owners of the Company of approximately HK\$5,613,000, compared to approximately HK\$7,269,000 for the six months ended 30 June 2021. Such decrease was mainly attributable to (i) the decrease in revenue and gross profit; and (ii) the increase in operating expenses.

### 毛利

毛利由截至2021年6月30日止六個月約14,763,000港元減少至截至2022年6月30日止六個月約13,063,000港元。毛利減少主要由於刊物銷售量下降以及廣告收入及提供展覽及貿易展覽及相關服務減少。

### 經營開支

本集團的經營開支由截至2021年6月30日止六個月約5,692,000港元增加約16%至截至2022年6月30日止六個月約6,627,000港元，主要由於股份配售所產生的法律及專業開支增加。

### 融資成本

本集團截至2022年6月30日及2021年6月30日止六個月的融資成本分別約為1,170,000港元及1,692,000港元，主要包括應付一名獨立第三方借款人及一名作為借款人之股東的利息。

### 本公司擁有人應佔溢利

截至2022年6月30日止六個月，本集團錄得本公司擁有人應佔溢利約5,613,000港元，而截至2021年6月30日止六個月則約為7,269,000港元。有關減少主要由於(i)收益及毛利減少；及(ii)經營開支增加。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Liquidity, Financial Resources and Capital Structure

On 27 January 2022, the Company entered into a placing agreement pursuant to which the Company has agreed to issue up to 86,400,000 new ordinary shares of HK\$0.02 each at the placing price of HK\$0.09 per share by way of placing to not less than six independent places (the "Placement").

On 3 March 2022, the Placement was completed. The net proceeds from the issue of new shares after deducting related transaction costs was approximately HK\$7.6 million and will be used as expenditure for current business development of the Group.

As at the date of this report, the net proceeds from the Placement have been fully utilized.

The current ratio of the Group at 30 June 2022 was approximately 1.5 times as compared to that of approximately 1.0 times at 31 December 2021.

There has been no change in the capital structure of the Group during the six months ended 30 June 2022. The share capital of the Company only comprises ordinary shares.

As at 30 June 2022, the Group had bank balance and cash of approximately HK\$6,454,000 as compared to approximately HK\$10,949,000 as at 31 December 2021.

As at 30 June 2022, the Group had no bank loans (31 December 2021: Nil).

### Gearing Ratio

The gearing ratio of the Group, calculated as total borrowings over shareholders' fund, was approximately 0.68 times as at 30 June 2022 (31 December 2021: approximately 1.44 times).

### 流動資金、財務資源及資本架構

於2022年1月27日，本公司訂立一項配售協議，據此，本公司同意透過向最少六名獨立承配人進行配售（「配售事項」），按每股0.09港元的配售價發行最多86,400,000股每股面值0.02港元的新普通股。

於2022年3月3日，配售事項已告完成。經扣除相關交易成本後，發行新股份的所得款項淨額約為7,600,000港元，將用作本集團當前業務發展的支出。

於本報告日期，配售事項的所得款項淨額已悉數動用。

於2022年6月30日，本集團的流動比率約為1.5倍，而於2021年12月31日則約為1.0倍。

於截至2022年6月30日止六個月，本集團之資本架構概無變動。本公司之股本僅包括普通股。

於2022年6月30日，本集團的銀行結餘及現金約為6,454,000港元，而於2021年12月31日則約為10,949,000港元。

於2022年6月30日，本集團並無銀行貸款（2021年12月31日：無）。

### 資產負債比率

於2022年6月30日，本集團的資產負債比率（按借款總額除以股東資金計算）約為0.68倍（2021年12月31日：約1.44倍）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Significant Investments Held

During the six months ended 30 June 2022, there was no significant investment held by the Group.

### Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the six months ended 30 June 2022.

### Pledge of Assets

As at 30 June 2022, the Group had no material pledge of assets.

### Contingent Liabilities

As at 30 June 2022, the Group did not have any significant contingent liabilities.

### Capital Commitments

As at 30 June 2022, the Group did not have any significant capital commitment.

### Future Plans for Material Investments and Capital Assets

Save as disclosed in this interim report, the Group did not have other plan for material investments and capital assets.

### Employees and Remuneration Policies

As at 30 June 2022, the employee headcount (excluding Directors) of the Group was approximately 20 (31 December 2021: approximately 27). Staff costs (including the Directors' salaries, allowances, bonuses) were approximately HK\$4,086,000 for the period ended 30 June 2022 (30 June 2021: approximately HK\$3,467,000).

### 所持有的重大投資

截至2022年6月30日止六個月，本集團並無持有重大投資。

### 附屬公司、聯營公司及合營公司的重大收購及出售事項

本集團於截至2022年6月30日止六個月概無任何附屬公司、聯營公司或合營公司的重大收購及出售事項。

### 資產抵押

於2022年6月30日，本集團並無重大資產抵押。

### 或然負債

於2022年6月30日，本集團並無任何重大或然負債。

### 資本承擔

於2022年6月30日，本集團並無任何重大資本承擔。

### 有關重大投資及資本資產的未來計劃

除本中期報告所披露者外，本集團並無有關重大投資及資本資產的其他計劃。

### 僱員及薪酬政策

於2022年6月30日，本集團的僱員人數(不包括董事)約為20名(2021年12月31日：約27名)。於截至2022年6月30日止期間，員工成本(包括董事薪酬、津貼及花紅)合共約為4,086,000港元(2021年6月30日：約3,467,000港元)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group offers competitive remuneration packages commensurate with industry practice. In order to attract and retain valuable employees, the Group reviews the performance of its employees annually and such review results will be taken into account while having the annual salary review and promotion appraisal. In addition to a basic salary, bonuses would be paid to staff with reference to the financial performance of the Group. The Group would also provide trainings or seminars that relating to publication business and offer options that may be granted to the employees under the share option scheme. The Group pays commission to its sales and marketing staff which was calculated based on an agreed percentage of sharing specified in their respective contracts in accordance of the total monthly sales solicited by such staff which is arrived at mutual agreement between the Company and the respective staff.

### INTERIM DIVIDEND

In order to retain more cash to finance the working capital requirements and future development of the Group, the Board does not recommend the payment of interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: nil). The Board will consider future dividend distribution according to the Company's dividend policy.

### Risk Management

#### **Currency Risk**

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities. The Group does not expect any significant currency risk which materially affect the Group's result of operations.

本集團提供與行業慣例相稱的具競爭力薪酬待遇。為吸引及挽留有價值的僱員，本集團每年審閱僱員表現，在年度薪金檢討及晉升評核時會考慮有關審閱結果。除基本薪金外，本集團會按照其財務表現向員工支付花紅。本集團亦會提供有關出版業務的培訓或研討會以及給予可根據購股權計劃授予僱員的購股權。本集團向銷售及市場推廣員工支付的佣金按彼等各自的合約內訂明的協定分成百分比根據有關員工貢獻的每月銷售總額計算，計算方式經本公司與各員工共同協定。

### 中期股息

為保留更多現金以撥付本集團的營運資金需求及未來發展，董事會建議不會派付截至2022年6月30日止六個月的中期股息(截至2021年6月30日止六個月：無)。董事會將按照本公司的股息政策考慮宣派未來股息。

### 風險管理

#### **貨幣風險**

本集團絕大部分貨幣資產及負債均以港元及澳門幣計值，與各集團公司主體的功能貨幣相同。本集團並不預期出現可能對本集團經營業績造成重大影響的任何重大貨幣風險。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### **Interest rate risk**

In current period, the Group was exposed to fair value interest rate risk in relation to fixed-rate other borrowings. The Group does not expect any significant interest rate risk which materially affect the Group's results of operations.

### **Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate, as a means of mitigating the risk of financial loss from defaults.

In respect of trade and other receivables and loan receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

The credit risk on bank balance is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

### **Liquidity risk**

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### **利息風險**

於本期內，本集團面臨與定息其他借款有關的公平值利率風險。本集團預期並無嚴重影響本集團經營業績的任何重大利率風險。

### **信貸風險**

信貸風險指因交易對方日後不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

就貿易及其他應收款項及應收貸款而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

### **流動資金風險**

本集團的政策為定期監察現時及預期流動資金需求以及遵守貸款契諾的情況，以確保其維持充足現金並維持來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。



# OTHER INFORMATION

## 其他資料

### DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 June 2022, interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) held by the Directors and chief executives of the Company which have been 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 were taken or deemed to have under such provisions of the SFO), or have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

#### (A) Interest in Shares of the Company

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉

於2022年6月30日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，持有根據證券及期貨條例第XV部第7及8分部的規定已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相關條文被當作或視作擁有的權益及淡倉)，或已記錄於本公司根據證券及期貨條例第352條存置的登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條已知會本公司及聯交所的權益及淡倉如下：

#### (A) 於本公司股份的權益

Name of Director	Capacity	Interest in Shares	Approximate Percentage of Shareholding Interests
董事姓名	身份	於股份的權益	股權概約百分比
Mr. Lui Man Wah	Interests in a controlled corporation (Note 1)	320,023,300 (L)	61.73%
呂文華先生	受控法團權益(附註1)		

# OTHER INFORMATION

## 其他資料

### Notes:

- 1) Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, which are directly held by Source Creation International Limited ("Source Creation"). The entire issued share capital of Source Creation is wholly owned by Mr. Lui Man Wah.
- 2) Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation in that they represent the same block of Shares.
- 3) As at 30 June 2022, the Company had 518,400,000 Shares in issue.

Abbreviation: "L" stands for long position.

### 附註：

- 1) 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司（「創源」）直接持有。創源全部已發行股本由呂文華先生全資擁有。
- 2) 呂文華先生及創源持有的權益出現重疊，兩者均涉及同一批股份。
- 3) 於2022年6月30日，本公司共有518,400,000股已發行股份。

簡稱：「L」代表好倉。

# OTHER INFORMATION

## 其他資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2022, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interests and/or short positions in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

### 主要股東及其他人士於本公司股份及相關股份的權益及／或淡倉

於2022年6月30日，就董事所知，以下人士(本公司董事或主要行政人員除外)已擁有或被視作或已當作擁有根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所的本公司股份或相關股份的權益及／或淡倉，或須記錄於本公司須根據證券及期貨條例第336條存置的登記冊的股份或相關股份的權益及／或淡倉如下：

#### Interest in the Shares of the Company

#### 於本公司股份的權益

Name	Nature of interest	Number of Shares or Underlying Shares	Approximate Percentage of Shareholding Interests	Note
股東名稱	身份	相關股份數目	股權概約百分比	附註

Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	61.73%	1
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Note:

附註：

1) As at 30 June 2022, the Company had 518,400,000 shares in issues.

1) 於2022年6月30日，本公司共有518,400,000股已發行股份。

Abbreviation: "L" stands for long position.

簡稱：「L」代表好倉。

# OTHER INFORMATION

## 其他資料

Save as disclosed above, the Directors are not aware of any other persons who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO, as at 30 June 2022.

### SHARE OPTION SCHEME

The Group adopted the share option scheme (the "Share Option Scheme") on 16 February 2015, under which the Directors may grant options to eligible persons to subscribe for the Company's shares, subject to the terms and conditions stipulated therein. The Share Option Scheme will expire on 16 February 2025. For further details, please refer to Note 34 to the Annual Report 2021. As at 16 October 2019, all of the share options granted have been cancelled.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### CHANGES OF DIRECTORS' INFORMATION UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

The Company is not aware of any changes in the Directors' information which are required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules as at 30 June 2022.

除上文所披露者外，就董事所知，於2022年6月30日，概無任何其他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分部的條文須向本公司及聯交所披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

### 購股權計劃

本集團於2015年2月16日採納購股權計劃（「購股權計劃」），據此，董事可將購股權授予合資格人士，藉以根據該計劃規定的條款及條件認購本公司股份。購股權計劃將於2025年2月16日屆滿。有關更多詳情，請參閱2021年年報附註34。於2019年10月16日，所有已授出之購股權已被註銷。

### 購買、出售或贖回上市證券

截至2022年6月30日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 根據GEM上市規則第17.50A(1)條的董事資料變更

於2022年6月30日，就本公司所知，概無任何董事的資料變更須根據GEM上市規則第17.50A(1)條予以披露。

# OTHER INFORMATION

## 其他資料

### CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transaction by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding Director's securities transactions during the six months ended 30 June 2022.

### INTERESTS OF THE COMPLIANCE ADVISER

As at 30 June 2022, as notified by the Company's compliance adviser, Lego Corporate Finance Limited ("Lego"), neither Lego nor any of its directors, employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

### DIRECTORS AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the six months ended 30 June 2022, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which such person has or may have with the Group.

### 董事進行證券交易的行為守則

本公司已採納一套董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載董事進行證券交易的規定買賣準則。經作出具體查詢後，全體董事確認截至2022年6月30日止六個月已遵守董事進行證券交易的規定買賣準則及其行為守則。

### 合規顧問的權益

於2022年6月30日，據本公司合規顧問力高企業融資有限公司（「力高」）所告知，力高或其任何董事、僱員或緊密聯繫人概無於本公司或本集團任何成員公司的股本中擁有根據GEM上市規則第6A.32條須知會本公司的任何權益（包括購股權或可認購有關證券的權利）或與本公司有關的其他權益。

### 董事及控股股東於競爭業務的權益

截至2022年6月30日止六個月，董事並不知悉董事、本公司控股股東及彼等各自的聯繫人（定義見GEM上市規則）擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦不知悉有關人士與本集團之間有或可能有任何其他利益衝突。

# OTHER INFORMATION

## 其他資料

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. The Directors consider, the Company has complied with the Corporate Governance Code (the “Code”) for the reporting period, except for Code Provision A.2.1.

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same person. The Company currently has no CEO. Decisions of the Company are made by the executive Director and overseen by other members of the Board. The Board believes that the present arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company’s objectives efficiently and effectively in response to the changing environment.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, comply with regulatory requirements and meet the growing expectations of the Shareholders and investors.

### EVENT AFTER THE REPORTING PERIOD

After the reporting period and up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors.

### 企業管治

本公司致力恪守高水平的企業管治常規。董事認為，本公司於報告期間一直遵守企業管治守則(「守則」)的規定，惟守則條文第A.2.1條除外。

守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應予區分且不應由同一人士擔任。本公司目前並無行政總裁。本公司的決定由執行董事作出，並受到董事會其他成員的監督。董事會相信現有安排能令本公司即時作出及落實決策，因而能因應環境轉變以具備效益及效率的方式實現本公司的目標。

本公司將繼續檢討其企業管治常規以提升企業管治水平、符合監管要求，並達致股東及投資者不斷提高的期望。

### 報告期後的事件

於報告期後及直至本報告日期，董事並不知悉任何與本集團業務或財務表現相關的重大事件。

# OTHER INFORMATION

## 其他資料

### AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has been established in accordance with the GEM Listing Rules and comprises Ms. Wong Chi Ling (chairlady), Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung, all of them being independent non-executive Directors.

The Audit Committee has reviewed with the management this interim report, including the unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2022, prior to recommending them to the Board for approval.

The condensed consolidated financial results of the Group for the six months ended 30 June 2022 have not been audited by the Company's auditor.

By Order of the Board  
**Winto Group (Holdings) Limited**  
**Hung Yuen Kin**  
*Executive Director*

Hong Kong, 12 August 2022

*As at the date of this report, the Board comprises Mr. Hung Yuen Kin as executive Director, Mr. Lui Man Wah as non-executive Director and Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung as independent non-executive Directors.*

### 審核委員會及審閱財務報表

審核委員會已根據GEM上市規則成立，該委員會由黃子玲女士(主席)、黃靈恩先生及李文洋先生(均為獨立非執行董事)組成。

本中期報告(包括本集團截至2022年6月30日止六個月的未經審核簡明綜合財務業績)經審核委員會與管理層審閱後，方始提呈董事會批准。

本集團截至2022年6月30日止六個月之簡明綜合財務業績未經本公司核數師審核。

承董事會命  
**惠陶集團(控股)有限公司**  
**執行董事**  
**熊遠健**

香港，2022年8月12日

於本報告日期，董事會包括執行董事熊遠健先生；非執行董事呂文華先生；及獨立非執行董事黃子玲女士、黃靈恩先生及李文洋先生。

**WINTO GROUP (HOLDINGS) LIMITED**  
**惠陶集團(控股)有限公司**