

AUX

AUX INTERNATIONAL HOLDINGS LIMITED

奧克斯國際控股有限公司

(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：2080

2024

INTERIM REPORT 中期報告



Contents 目錄

Corporate Information	公司資料	2
Management Discussion and Analysis	管理層討論與分析	6
Other Information	其他資料	16
Independent Review Report	獨立審閱報告	28
Consolidated Statement of Profit or Loss	綜合損益表	30
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	32
Consolidated Statement of Financial Position	綜合財務狀況表	33
Consolidated Statement of Changes in Equity	綜合權益變動表	35
Condensed Consolidated Cash Flow Statement	簡明綜合現金流量表	36
Notes to the Unaudited Interim Financial Report	未經審核中期財務報告附註	38

BOARD OF DIRECTORS

Executive directors

Mr. Zheng Jiang (*Chairman*)

Mr. Chan Hon Ki

Ms. Shen Guoying

Ms. Chen Lingxiao

Non-executive directors

Mr. Zheng Jian Jiang (a former executive director re-designated as a non-executive director with effect from 1 December 2024)

Independent non-executive directors

Mr. Poon Chiu Kwok

Mr. Bau Siu Fung

Ms. Lou Aidong (resigned with effect from 23 August 2024)

Mr. Chau Siu Lun (appointed with effect from 23 August 2024)

AUDIT COMMITTEE

Mr. Bau Siu Fung (*Chairman*)

Mr. Poon Chiu Kwok

Mr. Chau Siu Lun

REMUNERATION COMMITTEE

Mr. Chau Siu Lun (*Chairman*)

Mr. Zheng Jiang

Mr. Chan Hon Ki

Mr. Poon Chiu Kwok

Mr. Bau Siu Fung

董事會

執行董事

鄭江先生 (*主席*)

陳漢淇先生

沈國英女士

陳凌曉女士

非執行董事

鄭堅江先生 (前執行董事，自二零二四年十二月一日起調任為非執行董事)

獨立非執行董事

潘昭國先生

鮑小豐先生

婁愛東女士 (自二零二四年八月二十三日起辭任)

鄒兆麟先生 (自二零二四年八月二十三日起獲委任)

審核委員會

鮑小豐先生 (*主席*)

潘昭國先生

鄒兆麟先生

薪酬委員會

鄒兆麟先生 (*主席*)

鄭江先生

陳漢淇先生

潘昭國先生

鮑小豐先生

NOMINATION COMMITTEE

Mr. Zheng Jiang (*Chairman*)
Ms. Shen Guoying
Mr. Poon Chiu Kwok
Mr. Bau Siu Fung
Mr. Chau Siu Lun

提名委員會

鄭江先生(主席)
沈國英女士
潘昭國先生
鮑小豐先生
鄧兆麟先生

AUTHORIZED REPRESENTATIVES

Mr. Chan Hon Ki CPA, FCCA
Ms. Tsang Kwok Shan, Sandy FCCA

授權代表

陳漢淇先生 CPA, FCCA
曾國珊女士 FCCA

JOINT COMPANY SECRETARY

Mr. Chan Hon Ki CPA, FCCA
Ms. Tsang Kwok Shan, Sandy FCCA

聯席公司秘書

陳漢淇先生 CPA, FCCA
曾國珊女士 FCCA

AUDITOR

KPMG
Public Interest Entity Auditor registered in
accordance with the Financial Accounting and
Financial Reporting Council Ordinance
8th Floor,
Prince's Building,
10 Chater Road, Central,
Hong Kong

核數師

畢馬威會計師事務所
於《會計及財務匯報局條例》下的
註冊公眾利益實體
核數師
香港
中環遮打道10號
太子大廈
8樓

REGISTERED OFFICE

Clifton House, 75 Fort Street,
P.O. Box 1350 Grand Cayman,
KY1-1108,
Cayman Islands

註冊辦事處

Clifton House, 75 Fort Street,
P.O. Box 1350 Grand Cayman,
KY1-1108,
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1, 10/F,
Emperor Group Centre,
288 Hennessy Road,
Wan Chai,
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

LEGAL ADVISER TO THE COMPANY

Chiu & Partners
40th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park,
P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

總部及香港主要營業地點

香港
灣仔
軒尼詩道288號
英皇集團中心
10樓1室

香港股份過戶登記分處

卓佳證券登記有限公司
香港夏慤道16號
遠東金融中心17樓

本公司的法律顧問

趙不渝馬國強律師事務所
香港
中環康樂廣場1號
怡和大廈40樓

開曼群島股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park,
P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

PRINCIPAL BANKERS

OCBC Bank (Hong Kong) Limited
Bank of Communications Co., Ltd.,
Hong Kong Branch
Yinzhou Bank
Bank of China (Hong Kong) Limited

COMPANY WEBSITE

www.auxint.com

STOCK CODE

2080

主要往來銀行

華僑銀行(香港)有限公司
交通銀行股份有限公司
香港分行
鄞州銀行
中國銀行(香港)有限公司

公司網址

www.auxint.com

股份代號

2080

BUSINESS REVIEW

The principal business activities of AUX International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) are (i) provision of property management services in the People’s Republic of China (the “**PRC**” or “**China**”) (the “**Property Management Segment**”); and (ii) provision of property management related value-added services in the PRC (the “**Property Management Related Value-Added Services**”) (the “**Continuing Operations**”).

The macroeconomic environment during the six months ended 30 September 2024 (the “**Reporting Period**”) presented a complex landscape influenced by several ongoing challenges such as further slowdown in economic growth, changes in the economic structure and uncertainties in interest rates. The real estate sector, a significant pillar of China’s economy, continued to undergo a period of adjustments. Consequently, the property management sector in China, which is positively correlated to the real estate sector in China, faced a challenging environment during the Reporting Period, experiencing a decrease in the number of new contracts and an increase in operational costs. Fortunately, the Group’s strategic decision to discontinue its lifestyle entertainment business (the “**Discontinued Operation**”) has proved to be forward-looking and favorably impacted the Group’s overall financial performance. The club operated under the brand name “Zentral” had closed down as the tenancy agreement for the leased premises on which “Zentral” was operated expired on 30 June 2024, marking the cessation of the Group’s lifestyle entertainment business. As such, the Group recorded a significant decrease in the reportable segment loss during the Reporting Period, compared to that recorded for the corresponding prior period, resulted in a commendable increase in net profits by HK\$5.8 million and recorded an unaudited consolidated profit of HK\$14.3 million during the Reporting Period.

業務回顧

奧克斯國際控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)之主要業務為(i)於中華人民共和國(「**中國內地**」或「**中國**」)提供物業管理服務(「**物業管理分部**」);及(ii)於中國提供物業管理相關增值服務(「**物業管理相關增值服務**」)(「**持續經營業務**」)。

由於經濟增長進一步放緩、經濟結構改變、利率不確定等挑戰持續存在，截至二零二四年九月三十日止六個月(「**報告期間**」)的宏觀經濟環境難以預測。房地產行業作為中國經濟的重要支柱，目前仍處於調整階段。因此與中國房地產行業互為相關的中國物業管理行業於報告期間年亦面臨挑戰，使新合約數目減少及營運成本上升。幸好，本集團終止生活娛樂業務(「**已終止經營業務**」)的策略性決定已證實是具前瞻性，並對本集團的整體財務表現產生有利影響。由於用作經營「Zentral」的租賃物業的租賃協議已於二零二四年六月三十日到期，以「Zentral」品牌經營的會所已關閉，本集團生活娛樂業務隨即終止。因此，本集團於報告期間錄得可呈報分部虧損較去年同期大幅減少，使溢利淨額大幅增加5.8百萬港元，並於報告期間錄得未經審核綜合溢利14.3百萬港元。

Management Discussion and Analysis

管理層討論與分析

With the cessation of the Discontinued Operation in Hong Kong, the Group is able to concentrate its efforts in optimizing its property management project portfolio and expanding the range of its value-added services offered.

Continuing Operations

Over the years, the Group has established a comprehensive portfolio of services catering to a diverse range of properties, including residential projects, class-A office buildings, commercial complexes, hospitals, and industrial parks. In response to the downturn in China's real estate sector, in which a decline in number of property management contracts has been observed, the Group has strategically shifted its focus towards managing non-residential ventures, particularly industrial parks.

As of 30 September 2024, the number of projects managed by Shuyi Property Management Services Co., Ltd, an indirect wholly-owned subsidiary of the Company, decreased to 55 projects from 69 projects, and the aggregated contract gross floor area decreased from 11.3 million square meters as of 30 September 2023 to 9.6 million square meters. The decrease in number of projects managed was mainly due to the decrease in relatively short-term property management services, such as sales office management and pre-sale management services and projects that demanded extensive human resources. Having foreseen the decreasing trend, the Group continued to work towards optimizing its project combination to secure projects that generate greater revenue. As a result, the Group recorded revenue from property management contracts of approximately HK\$148.4 million for the six months ended 30 September 2024, which remained stable as compared with approximately HK\$148.8 million for the six months ended 30 September 2023.

在香港的已終止經營業務結束後，本集團可專注於改善其物業管理項目組合及擴大其提供的增值服務範圍。

持續經營業務

多年來，本集團已建立一個全面的服務組合，向不同物業（包括住宅項目、甲級辦公室大樓、商廈、醫院及工業園區）提供服務。為因應中國房地產行業低迷而導致物業管理合約數目減少，本集團已策略性地專注於管理非住宅項目，特別是工業園區。

於二零二四年九月三十日，本公司間接全資附屬公司曙一物業服務有限公司管理的項目數目由69項減少至55項，合約總建築面積由於二零二三年九月三十日11.3百萬平方米減少至9.6百萬平方米。管理的項目數目減少主要是由於相對短期的物業管理服務（如銷售辦事處管理、售前管理服務及需要投入更多人力資源的項目）減少所致。下跌趨勢已是預期之內，本集團將持續致力於改善項目組合，以確保更有盈利能力的項目得以存續。因此，截至二零二四年九月三十日止六個月，本集團錄得物業管理合約收入約148.4百萬港元，與截至二零二三年九月三十日止六個月約148.8百萬港元相比保持穩定。

Management Discussion and Analysis

管理層討論與分析

However, revenue from property management related value-added services has decreased by HK\$20.5 million, from HK\$40.8 million for the six months ended 30 September 2023 to HK\$20.3 million for the six months ended 30 September 2024. The decrease is mainly resulted from the Company's deliberate decision to reallocate resources from retail of low-margin home living products to focus on providing more profitable services and products to property owners.

In line with the decrease in the Group's property management related value-added services, the cost of inventories sold attributable to the Continuing Operations decreased by HK\$23.2 million from HK\$39.1 million for the six months ended 30 September 2023 to HK\$15.9 million during the Reporting Period.

As a result, profit for the year generated from the Continuing Operations increased by HK\$1.4 million from HK\$15.4 million in the six months ended 30 September 2023 to HK\$16.8 million in the six months ended 30 September 2024.

Discontinued Operation

Following the lease expiration for the premises on 30 June 2024, the club known as "Zentral" ceased operations, signaling the cessation of the Group's lifestyle entertainment business. The Group recorded an unaudited loss from its discontinued operation of approximately HK\$2.5 million for the six months ended 30 September 2024 as compared to HK\$6.9 million for the six months ended 30 September 2023.

然而，來自物業管理相關增值服務的收入，由截至二零二三年九月三十日止六個月40.8百萬港元減少20.5百萬港元至截至二零二四年九月三十日止六個月20.3百萬港元。減幅乃主要由於本公司特意決定將資源從低利潤的家居生活產品零售中重新分配至集中於為物業持有人提供更有價值的服務和產品。

隨著本集團物業管理相關增值服務減少，持續經營業務應佔的已售存貨成本由截至二零二三年九月三十日止六個月39.1百萬港元減少23.2百萬港元至報告期間15.9百萬港元。

因此，持續經營業務產生的年度溢利由截至二零二三年九月三十日止六個月15.4百萬港元增加1.4百萬港元至截至二零二四年九月三十日止六個月16.8百萬港元。

已終止經營業務

自場地的租約於二零二四年六月三十日到期後，名為「Zentral」的會所終止營業，本集團生活娛樂業務隨即結束。截至二零二四年九月三十日止六個月，本集團的已終止經營業務錄得未經審核虧損約2.5百萬港元，而截至二零二三年九月三十日止六個月則為6.9百萬港元。

Management Discussion and Analysis

管理層討論與分析

Overall, the Group recorded a net profit for the six months ended 30 September 2024 of approximately HK\$14.3 million as compared to net profit for the six months ended 30 September 2023 of approximately HK\$8.5 million. Such increase was mainly attributable to the cessation of the Group's lifestyle entertainment business.

OPERATING COSTS

Property Cleaning Expenses

The property cleaning expenses decreased by HK\$4.3 million to approximately HK\$29.5 million for the six months ended 30 September 2024 from approximately HK\$33.8 million for the six months ended 30 September 2023. The decrease was mainly due to the changes in the Company's property management project portfolio, which resulted in a drop in the number of projects requiring extensive cleaning services.

Staff Costs

The staff costs comprised salaries, wages, discretionary bonus, membership commission, tips from customers allocated to staff and other benefits including retirement benefit costs and other allowances and benefits payable to the permanent staff and part-time staff. The staff costs decreased by approximately 2.9% or HK\$1.9 million to approximately HK\$63.0 million for the six months ended 30 September 2024 from approximately HK\$64.9 million for the six months ended 30 September 2023. The decrease was mainly due to the reduction in the number of property management projects managed and security staff hired as the Group has subcontracted out most of its security services during the Reporting Period.

整體而言，本集團截至二零二四年九月三十日止六個月錄得溢利淨額約14.3百萬港元，而截至二零二三年九月三十日止六個月之溢利淨額約為8.5百萬港元。該增幅主要由於本集團終止生活娛樂業務所致。

營運成本

物業清潔開支

物業清潔開支由截至二零二三年九月三十日止六個月約33.8百萬港元減少4.3百萬港元至截至二零二四年九月三十日止六個月約29.5百萬港元。減幅主要由於轉換本公司物業管理項目組合，使需要投入大量清潔服務的項目減少。

員工成本

員工成本包括薪金、工資、酌情花紅、會籍佣金、分配予員工來自顧客的小費及其他福利，其中包括退休福利成本及應支付予長期員工及兼職員工的其他津貼及福利。員工成本由截至二零二三年九月三十日止六個月約64.9百萬港元減少約2.9%或1.9百萬港元至截至二零二四年九月三十日止六個月約63.0百萬港元。減幅主要由於報告期間本集團將大部分保安服務外判，使所管理的物業管理項目數目及聘用的保安人員數目減少。

Management Discussion and Analysis

管理層討論與分析

Utilities Expenses and Repair and Maintenance Expenses

The utilities expenses and repair and maintenance expenses decreased by 4.8% or HK\$0.8 million to approximately HK\$16.0 million for the six months ended 30 September 2024 from approximately HK\$16.8 million for the six months ended 30 September 2023. The utilities expenses and repair and maintenance expenses decreased mainly due to implementation of energy saving programme.

Other Operating Expenses

Other operating expenses included gardening costs, security costs and other miscellaneous expenses. The other operating expenses increased by approximately 39.3% or HK\$5.5 million to approximately HK\$19.5 million for the six months ended 30 September 2024 from approximately HK\$14.0 million for the six months ended 30 September 2023. The increase was mainly due to the increase in security costs of HK\$4.7 million from HK\$1.9 million for the six months ended 30 September 2023 to HK\$6.6 million for the six months ended 30 September 2024 as the Group subcontracted out most of its security services.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

As at 30 September 2024, the Group's total current assets and current liabilities were approximately HK\$428.2 million (31 March 2024: HK\$448.9 million) and HK\$251.6 million (31 March 2024: HK\$178.4 million) respectively, while the current ratio was 1.7 times (31 March 2024: 2.5 times).

水電費以及維修及維護開支

水電費以及維修及維護開支由截至二零二三年九月三十日止六個月約16.8百萬港元減少4.8%或0.8百萬港元至截至二零二四年九月三十日止六個月16.0百萬港元。水電費以及維修及維護開支減少主要由於實施節能計劃。

其他經營開支

其他經營開支包括園藝成本、保安成本及其他雜項費用。其他經營開支由截至二零二三年九月三十日止六個月約14.0百萬港元增加約39.3%或5.5百萬港元至截至二零二四年九月三十日止六個月約19.5百萬港元。該增幅主要由於保安成本由截至二零二三年九月三十日止六個月1.9百萬港元增加4.7百萬港元至截至二零二四年九月三十日止六個月6.6百萬港元。本集團已將大部分保安服務外判。

流動資金、財務資源及資產負債

於二零二四年九月三十日，本集團之總流動資產及流動負債分別為約428.2百萬港元（二零二四年三月三十一日：448.9百萬港元）及251.6百萬港元（二零二四年三月三十一日：178.4百萬港元），而流動比率約為1.7倍（二零二四年三月三十一日：2.5倍）。

Management Discussion and Analysis

管理層討論與分析

As at 30 September 2024, the Group maintained cash at bank and in hand of approximately HK\$57.9 million (31 March 2024: HK\$298.7 million). In the foreseeable future, the Group expects to fund its capital expenditures, working capital and other capital requirement from the net proceeds from placing new shares under general mandate according to their designated uses and cash generated from its operations and other financing means which the Company may from time to time consider appropriate.

Total interest-bearing borrowing of the Group as at 30 September 2024 was approximately HK\$74.7 million (31 March 2024: HK\$58.4 million), which mainly represented the unsecured loan of HK\$52.4 million outstanding as at 30 September 2024, with a term expiring on 31 August 2025 and an interest rate of 2% per annum granted by the controlling shareholder of the Company to Starry Chance Limited, an indirect wholly-owned subsidiary of the Company, for the purpose of financing its acquisition of the entire equity interests in Shuyi Property Management Services Co., Ltd* (曙一物業服務有限公司) and unsecured loan of HK\$19.5 million outstanding as at 30 September 2024, with a term expiring within one year and an interest rate of 2% per annum. The gearing ratio, which is calculated by dividing total interest-bearing borrowings by total equity, as at 30 September 2024 was approximately 0.3 (31 March 2024: 0.3).

於二零二四年九月三十日，本集團之銀行存款及現金為約57.9百萬港元(二零二四年三月三十一日：298.7百萬港元)。本集團預期於可見將來，運用根據一般授權並按其指定用途配售新股所得之款項淨額、經營活動所得現金及本公司可能不時認為恰當之其他融資方式支付其資本開支、營運資金及其他資本需求。

本集團於二零二四年九月三十日的總計息借款為約74.7百萬港元(二零二四年三月三十一日：58.4百萬港元)。該計息借款主要為本公司控股股東提供予寶星有限公司(本公司的一間間接全資附屬公司)的於二零二四年九月三十日尚未清償的無抵押貸款52.4百萬港元，期限於二零二五年八月三十一日屆滿且年利率為2%(該筆貸款是為資助其收購曙一物業服務有限公司的全部股權而作出)，以及於二零二四年九月三十日尚未清償的無抵押貸款19.5百萬港元，其一年內到期，年利率為2%。於二零二四年九月三十日，按總計息借款除以權益總額計算之資產負債比率約為0.3(二零二四年三月三十一日：0.3)。

CAPITAL STRUCTURE

On 26 October 2021, the Company entered into a subscription agreement with Huiiri Limited, the controlling shareholder of the Company (the “**Subscriber**”). Pursuant to the subscription agreement, the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 118,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company at the subscription price of HK\$0.63 per share for a consideration of HK\$74,340,000 (the “**Subscription**”). The Directors are of the view that the Group has genuine funding needs and the Subscription will be the most appropriate means to satisfy such funding needs for the reasons set out in the circular of the Company dated 31 December 2021 (the “**Circular**”). All the conditions set out in the subscription agreement have subsequently been fulfilled and accordingly, the completion of the Subscription took place on 15 February 2022. The net proceeds from the Subscription, after deduction of the related expenses, of approximately HK\$73,730,000 were intended to be applied for working capital, rental expenses of the lifestyle entertainment segment and partial repayment of the loans from the controlling shareholder. The net price to the Company of each subscription share was approximately HK\$0.62. For details of the use of net proceeds from the Subscription during the six months ended 30 September 2024, please refer to the interim report for the six months ended 30 September 2024 to be published by the Company. The remaining balance was deposited with licensed financial institutions in Hong Kong.

資本架構

於二零二一年十月二十六日，本公司與本公司控股股東匯日控股有限公司（「**認購人**」）訂立認購協議。根據認購協議，本公司已有條件同意配發及發行，而認購人已有條件同意按認購價每股0.63港元認購本公司股本中118,000,000股每股面值0.01港元的普通股，代價為74,340,000港元（「**認購事項**」）。董事認為，由於本公司日期為二零二一年十二月三十一日的通函（「**通函**」）所載的原因，本集團確實有資金需求，而認購事項將為滿足有關資金需求的最適當方式。認購協議所載之所有條件其後已獲達成，因此，認購事項已於二零二二年二月十五日完成。認購事項所得款項淨額（經扣除相關開支後）約為73,730,000港元，擬用作營運資金、生活娛樂分部的租金開支及償還部分控股股東貸款。本公司每股認購股份的淨價約為0.62港元。有關截至二零二四年九月三十日止六個月的認購事項所得款項淨額用途的詳情，請參閱本公司即將刊發的截至二零二四年九月三十日止六個月中期報告。餘下款項存於香港持牌金融機構。

Management Discussion and Analysis

管理層討論與分析

The Group manages its capital to safeguard the Group's ability to continue as a going concern while maximising the return to its shareholders through maintaining the equity and debt in a balanced position. The capital structure of the Group consisted of equity of approximately HK\$255.1 million (31 March 2024: HK\$230.0 million) and loans from the controlling shareholder of approximately HK\$124.3 million as at 30 September 2024 (31 March 2024: HK\$74.4 million). Except for the loans from the controlling shareholder, the Group had no other bank borrowings, debt securities or other capital instruments as at 30 September 2024.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATED COMPANIES OR JOINT VENTURES AND SIGNIFICANT INVESTMENTS HELD

Save as disclosed above, the Group did not have any material acquisitions or disposals of subsidiaries or associated companies or joint ventures or significant investments during the six months ended 30 September 2024.

CHARGE ON ASSETS

As at 30 September 2024, the Group did not have any pledged assets (31 March 2024: Nil).

本集團管理其資本以保證本集團持續經營的能力，並透過維持權益及債務平衡為股東爭取最大回報。於二零二四年九月三十日，本集團的資本架構包括權益約255.1百萬港元（二零二四年三月三十一日：230.0百萬港元）及來自控股股東貸款約124.3百萬港元（二零二四年三月三十一日：74.4百萬港元）。除來自控股股東貸款之外，於二零二四年九月三十日，本集團並無其他銀行借款、債務證券或其他資本工具。

附屬公司、聯營公司或合營企業之重大收購或出售及持有之重大投資

除上文所披露者外，本集團於截至二零二四年九月三十日止六個月並無進行任何附屬公司或聯營公司或合營企業之重大收購或出售或重大投資。

資產抵押

於二零二四年九月三十日，本集團並無任何已抵押資產（二零二四年三月三十一日：無）。

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in the sections headed “Capital Structure” and “Material Acquisitions or Disposals of Subsidiaries, Associated Companies or Joint Ventures and Significant Investment Held” in this interim report, the Group did not have other plans for material investment or capital assets as at 30 September 2024.

The Group will continue to conduct more in-depth reviews on the suitable development strategies for the Group, including the feasibility of diversifying the income stream of the Group by exploring different business and investment opportunities in different business areas, which may or may not include any assets and/or business acquisitions or disposals or divestment by the Group, and will consider all options. Any such plans will be subject to review and approval by the Board and compliance with the applicable requirements under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) where appropriate.

FOREIGN EXCHANGE EXPOSURE

The Group operates in Hong Kong and the PRC and is exposed to foreign exchange risk arising from RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities denominated in RMB for the entities with a functional currency in HKD. The Group did not use any forward contracts to hedge its foreign currency exposure during the reporting period. The Group will from time to time review and adjust the Group’s hedging and financial strategies based on the RMB and HKD exchange rate movement.

重大投資或資本資產之未來計劃

除本中期報告「資本架構」及「附屬公司、聯營公司或合營企業之重大收購或出售及持有之重大投資」各節所披露者外，於二零二四年九月三十日，本集團並無其他重大投資或資本資產之計劃。

本集團將繼續深入審視適合本集團的發展策略，包括透過於不同業務領域探尋不同的業務及投資機會（可能或可能不包括本集團進行的任何資產及／或業務收購或出售或縮減投資），多元化本集團的收益流的可行性，並將考慮所有方案。任何相關計劃須待董事會審核及批准並適時遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）的適用規定。

外匯風險

本集團於香港及中國經營業務，並面對來自人民幣的外匯風險。外匯風險來自於未來商業交易及確認以港元為功能貨幣的實體以人民幣計值的資產及負債。本集團於報告期間並未利用任何遠期合約對沖其外幣風險。本集團將根據人民幣及港元之間的匯率變動，不時審閱並調整本集團的對沖及財務策略。

EMPLOYEE AND REMUNERATION POLICY

As at 30 September 2024, the Group had 923 employees (31 March 2024: 952 employees). The Group offers competitive remuneration packages to its staff, including share option scheme, mandatory provident fund schemes and discretionary bonus.

PROSPECTS

The Group remains optimistic about generating of profit from its property management business, even in the face of a decelerating real estate market in China. Capitalizing on its vast knowledge and proficiency, the Group is dedicated to delivering superior property management solutions across various property types, such as residential, commercial, industrial, and healthcare facilities.

Moreover, the Group has successfully discontinued its lifestyle entertainment operations in Hong Kong, enabling the allocation of resources and expertise to sectors with more promising growth prospects.

Maintaining its dedication to capitalizing on its established brand and proficiency, the Group actively seeks new ventures to broaden its business scope. Property management and associated value-added services remains the focus in the Group's growth strategy. Confident in its approach, the Group is well-equipped to thrive in the prevailing economic conditions and ensure continuous value creation for its shareholders. With a foundation of strong client relationships and commitment to enhancing service quality, the Group is poised to accelerate its growth and provide enduring value to its shareholders.

僱員及薪酬政策

於二零二四年九月三十日，本集團有923名僱員(二零二四年三月三十一日：952名僱員)。本集團向其員工提供具競爭力之薪酬方案，包括購股權計劃、強制性公積金計劃及酌情花紅。

展望

即使面對中國地產市場放緩，本集團仍對其物業管理業務的盈利能力持樂觀態度。憑藉其豐富的知識和專業，本集團致力為住宅、商業、工業和醫療設施等不同物業類型提供卓越的物業管理解決方案。

此外，本集團已成功終止其在香港的生活娛樂業務，從而將資源和專業知識投入具有更好增長前景的行業。

本集團繼續致力利用其已建立的品牌和專業，積極尋求新的投資以擴大其業務範圍。物業管理和相關增值服務仍是本集團發展策略的核心業務。本集團有信心其有能力在當前經濟條件下蓬勃發展，並確保為股東持續創造價值。憑藉強大的客戶關係基礎和對提高服務品質的承諾，本集團已作好準備推動增長並為股東提供長遠價值。

INTERIM DIVIDEND

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

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code. All the Directors confirmed that they have fully complied with the required standard set out in the Model Code during the six months ended 30 September 2024.

中期股息

董事會不建議就截至二零二四年九月三十日止六個月派付中期股息(截至二零二三年九月三十日止六個月：零)。

遵守進行證券交易的標準守則

本公司已採納上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則(「標準守則」)為其就董事進行證券交易之操守準則。本公司已就有否任何違反標準守則的情況向全體董事作出具體查詢。全體董事均確認，彼等於截至二零二四年九月三十日止六個月已完全遵守標準守則所規定之標準。

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2024, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")), which had 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 the Directors and chief executive were deemed or taken to have under such provisions of the SFO) or were recorded in the register required to be kept, pursuant to section 352 of the SFO, or had been notified to the Company pursuant to the Model Code contained in the Listing Rules were as follows:

董事及最高行政人員於股份、相關股份及債權證中之權益及淡倉

於二零二四年九月三十日，本公司董事及最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例該等條文視為或當作由董事及最高行政人員擁有之權益及淡倉），或根據證券及期貨條例第352條已記入須存置之登記冊之權益或淡倉，或根據上市規則所載標準守則已知會本公司之權益或淡倉如下：

Other Information 其他資料

(A) Long position in Ordinary Shares

(A) 普通股之好倉

Name of shareholder 股東姓名	Capacity/ Nature of Interest 身份／權益性質	Long position in ordinary shares held 持有的普通股 之好倉	Percentage of the issued share capital (approximately) 已發行股本之 百分比(概約) (Note 1) (附註1)
Zheng Jian Jiang (Note 2) 鄭堅江(附註2)	Interest in a controlled corporation 受控法團權益	337,950,000 337,950,000股	68.55%

Notes:

1. On the basis of 492,984,000 shares of the Company in issue as at 30 September 2024.
2. These shares were held by Huiji Limited, a company incorporated in the British Virgin Islands with limited liability which is owned as to 90% by Ze Hui Limited, a wholly-owned company by Mr. Zheng Jianjiang.

附註：

1. 基於本公司於二零二四年九月三十日已發行之492,984,000股股份。
2. 該等股份由匯日控股有限公司（一間於英屬處女群島註冊成立的有限公司，由鄭堅江先生全資擁有的澤惠有限公司擁有其90%權益）持有。

(B) Long positions in the shares and underlying shares of associated corporation of the Company

(B) 於本公司相聯法團之股份及相關股份之好倉

Name of associated Corporation	Name of Directors	Capacity/ Nature of interest	Number and class of shares 股份數目及類別	Approximately Percentage of the issued share capital 已發行股本之概約百分比
Huiri Limited (Note)	Zheng Jiang	Interest in a controlled corporation	0.1 ordinary shares	10%
匯日控股有限公司 (附註)	鄭江	受控法團權益	0.1股普通股	
China Prosper Enterprise Holding Co., Ltd. (Note)	Zheng Jiang	Interest in a controlled corporation	1,000 ordinary shares	10%
China Prosper Enterprise Holding Co., Ltd. (附註)	鄭江	受控法團權益	1,000股普通股	

Note:

Ze Hong Limited, a company wholly owned by Mr. Zheng Jiang, was interested in (i) 10% of the issued share capital of Huiri Limited, being the holding company of the Company; and (ii) 10% of the issued share capital of China Prosper Enterprise Holding Co., Ltd., being a fellow subsidiary of Huiri Limited. Mr. Zheng Jiang was deemed to be interested in the shares of Huiri Limited and China Prosper Enterprise Holding Co., Ltd. as held by Ze Hong Limited by virtue of the SFO.

附註：

鄭江先生全資擁有的公司澤宏有限公司於(i)本公司控股公司匯日控股有限公司已發行股本的10%；及(ii)匯日控股有限公司同系附屬公司China Prosper Enterprise Holding Co., Ltd.已發行股本的10%中擁有權益。根據證券及期貨條例，鄭江先生被視為於澤宏有限公司持有的匯日控股有限公司及China Prosper Enterprise Holding Co., Ltd.股份中擁有權益。

Apart from the foregoing, no other interests and short positions required to be recorded in the register kept under section 352 of the SFO have been notified to the Company.

除上述者外，本公司並不知悉其他須記錄於根據證券及期貨條例第352條所存置的登記冊內之權益及淡倉。

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

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

**主要股東於股份及相關股份
之權益及淡倉**

於二零二四年九月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士(本公司最高行政人員除外)於本公司股份或相關股份中，擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露之權益及淡倉如下：

Name of shareholder 股東姓名／名稱	Capacity/Nature of Interest 身份／權益性質	Long position in ordinary shares held 持有普通股之 好倉	Percentage of the issued share capital (approximately) 已發行股本 百分比(概約) (Note 1) (附註1)
Ze Hui Limited (Note 2) 澤惠有限公司(附註2)	Interest in a controlled corporation 實益擁有人	337,950,000	68.55%
Huiri Limited (Note 2) 匯日控股有限公司(附註2)	Beneficial owner 實益擁有人	337,950,000	68.55%
He Yi Ju (Note 3) 何意菊(附註3)	Interest of spouse 配偶權益	337,950,000	68.55%
Xu Xingen 徐信根	Beneficial owner 實益擁有人	32,400,000	6.57%

Other Information 其他資料

Notes:

1. On the basis of 492,984,000 shares of the Company in issue as at 30 September 2024.
2. Hui Limited is a company incorporated in the British Virgin Islands with limited liability which is owned as to 90% by Ze Hui Limited (which is in turn wholly and beneficially owned by Mr. Zheng Jianjiang) and 10% by Ze Hong Limited (which is in turn wholly and beneficially owned by Mr. Zheng Jiang, a current executive Director). Each of Mr. Zheng Jianjiang and Ze Hui Limited is deemed to be interested in all the Shares in which Hui Limited is interested by virtue of the SFO.
3. Ms. He Yi Ju is the spouse of Mr. Zheng Jianjiang. Under the SFO, Ms. He Yi Ju was taken to be interested in the same number of shares in which Mr. Zheng Jianjiang was interested.

Apart from the foregoing, no other interests and short positions required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

附註：

1. 基於本公司於二零二四年九月三十日已發行492,984,000股股份。
2. 匯日控股有限公司為一間於英屬處女群島註冊成立的有限公司，由澤惠有限公司(由鄭堅江先生全資實益擁有)及澤宏有限公司(由現任執行董事鄭江先生全資實益擁有)分別擁有90%及10%權益。根據證券及期貨條例，鄭堅江先生及澤惠有限公司各自被視為於匯日控股有限公司擁有權益的所有股份中擁有權益。
3. 何意菊女士為鄭堅江先生的配偶。根據證券及期貨條例，何意菊女士被視為於鄭堅江先生擁有權益的相同數目股份中擁有權益。

除上述者外，本公司並不知悉其他須記錄於根據證券及期貨條例第336條所存置之登記冊內之權益及淡倉。

SHARE OPTION SCHEMES

2024 Share Option Scheme

The Company adopted a share option scheme (the “**2024 Share Option Scheme**”) on 20 February 2024 which shall be valid and effective for a period of 10 years from that date and accordingly have a remaining life until 19 February 2034, subject to early termination by the Company in a general meeting or by the Board. The purpose of the 2024 Share Option Scheme is to (i) to enable the Company to grant options to the eligible participants detailed below as incentives or rewards for their contribution to the growth and development of the Group; (ii) to attract and retain personnel to promote the sustainable development of the Group; and (iii) to align the interest of the grantees with those of the Shareholders to promote the long-term financial and business performance of the Group. Under the 2024 Share Option Scheme, the Board may offer to grant options to the following eligible persons, being employees (whether full time or part time, and including directors) of the Company or any of its subsidiaries (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) from time to time, including persons who are granted options under the 2024 Share Option Scheme as an inducement to enter into employment contracts with these companies.

購股權計劃

二零二四年購股權計劃

本公司於二零二四年二月二十日採納一項購股權計劃(「二零二四年購股權計劃」)，由當日起計有效期為10年，因此餘下的期限至二零三四年二月十九日止，並可由本公司於股東大會決定或由董事會決定提早終止。二零二四年購股權計劃旨在(i)使本公司能夠向下文詳述的合資格參與者授出購股權，作為對彼等對本集團增長及發展作出貢獻的獎勵或回報；(ii)吸引及挽留人才，以促進本集團的可持續發展；及(iii)使承授人的利益與股東的利益保持一致，以促進本集團的長期財務及業務表現。根據二零二四年購股權計劃，董事會可建議向下列合資格人士授出購股權，即本公司或其不時之任何附屬公司(具香港法例第622章公司條例所賦予之涵義)的僱員(不論全職或兼職，包括董事)，包括根據二零二四年購股權計劃獲授購股權的人士，以推動與該等公司訂立僱傭合約。

Other Information 其他資料

A total of 49,298,400 Shares may be issued in respect of all share options that may be granted under the 2024 Share Option Scheme, representing 10% of the total number of issued Shares as at 20 February 2024 (the date of adoption of the 2024 Share Option Scheme). Where any offer of options to a participant under the 2024 Share Option Scheme would result in the Shares issued and to be issued in respect of all options granted to the participant under the 2024 Share Option Scheme and all options and awards granted to the participant under any other share schemes of the Company (excluding all options that have lapsed in accordance with the terms of the 2024 Share Option Scheme and all options and awards that have lapsed in accordance with the terms of any other share schemes of the Company) in the 12-month period up to and including the offer date representing in aggregate over 1% of the total number of Shares in issue, such an offer must be separately approved by the shareholders at a general meeting.

根據二零二四年購股權計劃可能授出的所有購股權可發行合共49,298,400股股份，佔於二零二四年二月二十日（採納二零二四年購股權計劃當日）已發行股份總數10%。倘根據二零二四年購股權計劃向參與者要約任何購股權，將導致於截至要約日期止12個月（包括該日）期間內，就根據二零二四年購股權計劃向參與者授出的所有購股權及根據任何其他股份計劃向參與者授出的所有購股權及獎勵（不包括根據二零二四年購股權計劃條款已失效的所有購股權及根據本公司任何其他股份計劃條款已失效的所有購股權和獎勵）而已發行及將予發行的股份合共佔已發行股份總數超過1%，有關要約須經股東於股東大會上另行批准。

Other Information 其他資料

An offer shall have been accepted by a participant in respect of all the options which are offered to such a participant when the duplicate letter comprising acceptance of the offer duly signed by the participant together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer (which period shall be up to 21 days from the offer date). The option period within which an option may be exercised by a grantee may be determined and notified by the Board to the grantee, which must not be more than 10 years from the offer date of the option. In the absence of such determination, the option period of an option shall commence on the offer date of the option and end on the earlier of (i) the date on which the option is cancelled or lapses under the 2024 Share Option Scheme; and (ii) the expiration of the period of 10 years from the offer date of the option.

The vesting period in respect of an option, which shall commence on the date on which the grantee accepts the offer of the option and end on the vesting date, shall not be shorter than 12 months from the date of acceptance of the offer, unless a shorter vesting period is set in accordance with the provisions of the 2024 Share Option Scheme. The Remuneration Committee (or, as the case may be, the Board) may further establish performance target(s) in respect of specific grantees, the attainment of which shall be a precondition for any exercise of the options granted to the grantees concerned under the 2024 Share Option Scheme.

當本公司在要約可能訂明的有關時間內(該期限自要約日期起最多21天)收訖經參與人士正式簽署的接納要約函件複本，連同作為獲授購股權代價向本公司支付的1.00港元付款時，參與人士將被視為已接納向其提供的所有購股權的要約。承授人可行使購股權的購股權期間可由董事會釐定並通知承授人，惟不得超過購股權要約日期起計10年。倘並無釐定有關期間，購股權的購股權期間將自購股權要約日期開始，直至(i)購股權根據二零二四年購股權計劃被註銷或失效當日；及(ii)購股權要約日期起計10年期限屆滿(以較早者為準)為止。

購股權之歸屬期由承授人接納購股權要約日期開始，至歸屬日期結束，惟不得少於接納要約日期起計12個月，惟根據二零二四年購股權計劃規定而設定的較短歸屬期則除外。薪酬委員會(或視乎情況而定，董事會)可進一步為指定承授人訂立績效目標，而達成該目標則為行使根據二零二四年購股權計劃授予有關承授人的購股權的先決條件。

Other Information 其他資料

The price per share at which a grantee may subscribe for the share on the exercise of an option granted under the 2024 Share Option Scheme shall be determined at the discretion of the Board, provided that it must be at least the highest of: (a) the closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotations sheet on the offer date, which must be a business day; (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; and (c) the nominal value of a share:

49,298,400 options were available for grant under the scheme mandate of the 2024 Share Option Scheme as at the beginning of the Reporting Period, i.e. 1 April 2024. Since the adoption date of the 2024 Share Option Scheme and up to the date of this interim report, no option had been granted under the 2024 Share Option Scheme. Accordingly, as at the end of the Reporting Period, i.e. 30 September 2024, 49,298,400 options were available for grant under the scheme mandate of the 2024 Share Option Scheme, and the number of shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period was nil. As at the date of this interim report, the total number of shares available for issue under the 2024 Share Option Scheme was 49,298,400 Shares, representing 10% of the issued share capital of the Company.

承授人於行使根據二零二四年購股權計劃授出的購股權時可認購股份的每股價格將由董事會酌情釐定，惟不得低於(a)股份於要約日期(必須為營業日)在香港聯交所每日報價表所報的收市價；(b)股份於緊接要約日期前五個營業日在香港聯交所每日報價表所報的平均收市價；及(c)股份的面值當中的最高者。

於報告期間開始時(即二零二四年四月一日)，根據二零二四年購股權計劃的計劃授權，49,298,400份購股權可供授出。由於二零二四年購股權計劃獲採納當日直至本中期報告日期，並無根據二零二四年購股權計劃授出任何購股權。因此，於報告期結束時(即二零二四年九月三十日)，根據二零二四年購股權計劃的計劃授權，49,298,400份購股權可供授出，且於報告期間，根據本公司所有股份計劃授出的購股權及獎勵可發行的股份數目為零。於本中期報告日期，根據二零二四年購股權計劃可供發行的股份總數為49,298,400股，佔本公司已發行股本10%。

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set forth in Appendix 14 to the Listing Rules as its corporate governance code of practices. The Board is of opinion that the Company had complied with the code provisions as set out in Part 2 of the CG Code during the six months ended 30 September 2024.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

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

AUDIT COMMITTEE

The primary duties of the audit committee of the Company (the “**Audit Committee**”) are to review and supervise the financial reporting process and internal control procedures of the Company. The Audit Committee had reviewed this report, including the accounting principles and practices adopted by the Group and discussed financial reporting matters concerning the unaudited consolidated results of the Group for the six months ended 30 September 2024, with no disagreement.

遵守企業管治守則

本公司已採納上市規則附錄十四所載之企業管治守則(「**企業管治守則**」)為其企業管治常規守則。董事會認為，本公司於截至二零二四年九月三十日止六個月已遵守企業管治守則第二部分所載之守則條文。

購買、出售或贖回本公司之 上市證券

於截至二零二四年九月三十日止六個月內，本公司或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。

審核委員會

本公司審核委員會(「**審核委員會**」)之主要職責為審閱及監管本公司之財務申報流程及內部控制程序。審核委員會已審閱本報告(包括本集團採納之會計原則及常規)，並討論有關本集團截至二零二四年九月三十日止六個月之未經審計綜合業績之財務報告之事宜，並無異議。

CHANGE IN INFORMATION OF THE DIRECTORS

Mr. Chan Hon Ki, an executive Director, resigned as an independent non-executive director of Wah Wo Holdings Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 9938), with effect from 30 August 2024. Mr. Bau Siu Fung, an independent non-executive Director, resigned as an independent non-executive director of FSM Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1721), with effect from 1 August 2024. Save as disclosed, there is no other change in the Directors' information required to be disclosed in this interim report pursuant to Rule 13.51B(1) of the Listing Rules.

By order of the Board

Mr. Zheng Jiang
Chairman

Hong Kong, 29 November 2024

有關董事資料的變更

執行董事陳漢淇先生自二零二四年八月三十日起辭任華和控股集團有限公司（一間於聯交所主板上市的公司，股份代號：9938）獨立非執行董事之職務。獨立非執行董事鮑小豐先生自二零二四年八月一日起辭任FSM Holdings Limited（一間於聯交所主板上市的公司，股份代號：1721）獨立非執行董事之職務。除所披露者外，概無有關董事資料之其他變動須按上市規則第13.51B(1)條於本中期報告中作出披露。

承董事會命

鄭江先生
主席

香港，二零二四年十一月二十九日



Review report to the board of directors of AUX International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

致奧克斯國際控股有限公司董事會的 審閱報告

(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the interim financial report set out on pages 30 to 68 which comprises the consolidated statement of financial position of AUX International Holdings Limited as of 30 September 2024 and the related consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

我們已審閱列載於第30至68頁的中期財務報告，此中期財務報告包括奧克斯國際控股有限公司截至二零二四年九月三十日的綜合財務狀況表及截至該日止六個月期間的相關綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及簡明綜合現金流量表及解釋附註。香港聯合交易所有限公司證券上市規則規定，編製中期財務報告須遵守當中有關條文以及香港會計師公會頒佈的香港會計準則第34號*中期財務報告*。董事須負責根據香港會計準則第34號編製及列報中期財務報告。

我們的責任是根據我們的審閱對中期財務報告作出結論，並按照我們雙方所協定的應聘條款，僅向全體董事會報告，且不作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔任何責任。

Independent Review Report 獨立審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 September 2024 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱聘任準則第2410號實體的獨立核數師執行的中期財務資料審閱進行審閱。中期財務報告審閱工作包括主要向負責財務會計事項的人員作出詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審計的範圍為小，所以不能保證我們會注意到在審計中可能會被發現的所有重大事項。因此，我們不會發表任何審計意見。

結論

根據我們的審閱工作，我們並未注意到任何事項，使我們相信於二零二四年九月三十日的中期財務報告在所有重大方面並無按照香港會計準則第34號中期財務報告的規定編製。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

Consolidated Statement of Profit or Loss

綜合損益表

For the six months ended 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
截至二零二四年九月三十日止六個月—未經審核(以港元表示)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年 (restated) (經重列)
		\$'000 千港元	\$'000 千港元
	Note 附註		
Continuing operations	持續經營業務		
Revenue	收益	168,758	189,659
Other revenue	其他收益	5,315	7,306
Other net loss	其他虧損淨額	(2)	(135)
Cost of inventories sold	已售存貨成本	(15,908)	(39,096)
Property cleaning expenses	物業清潔開支	(29,492)	(33,839)
Staff costs	員工成本	(62,949)	(64,870)
Depreciation and amortisation	折舊及攤銷	(4,418)	(4,597)
Property rentals and related expenses	物業租金及相關開支	(249)	(281)
Utilities expenses	水電費	(6,985)	(7,966)
Repair and maintenance expenses	維修及維護開支	(9,039)	(8,825)
Other operating expenses	其他經營開支	(19,462)	(13,986)
Profit from operations	經營產生溢利	25,569	23,370
Finance costs	融資成本	(614)	(535)
Profit before taxation	除稅前溢利	24,955	22,835
Income tax	所得稅	(8,180)	(7,428)
Profit for the period from continuing operations	期內持續經營業務溢利	16,775	15,407

Consolidated Statement of Profit or Loss

綜合損益表

For the six months ended 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
截至二零二四年九月三十日止六個月 – 未經審核 (以港元表示)

		Six months ended 30 September 截至九月三十日止六個月		
		2024 二零二四年	2023 二零二三年 (restated) (經重列)	
		\$'000 千港元	\$'000 千港元	
	Note 附註			
Discontinued operation Loss for the period from discontinued operation	已終止經營業務 期內已終止經營業務 虧損	18	(2,466)	(6,940)
Profit for the period	期內溢利	14,309	8,467	
Attributable to shareholders of the Company arising from:	本公司股東應佔:			
Continuing operations	來自持續經營業務	16,775	15,407	
Discontinued operation	來自已終止經營業務	(2,466)	(6,940)	
		14,309	8,467	
Profit/(loss) per share – Basic and diluted	每股溢利/(虧損) – 基本及攤薄	8		
Continuing operations	來自持續經營業務	3.4 cents 港仙	3.1 cents 港仙	
Discontinued operation	來自已終止經營業務	(0.5) cents 港仙	(1.4) cents 港仙	
		2.9 cents 港仙	1.7 cents 港仙	

The notes on pages 38 to 68 form part of this interim financial report.

第38至68頁的附註構成本中期財務報告的一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the six months ended 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
截至二零二四年九月三十日止六個月—未經審核(以港元表示)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年 (restated) (經重列)
		\$'000 千港元	\$'000 千港元
Profit for the period	期內溢利	14,309	8,467
Other comprehensive income for the period	期內其他全面收益		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange differences on translation of the financial statements of subsidiaries outside Hong Kong (nil tax effect)	換算香港境外附屬公司之財務報表之匯兌差額(不受稅務影響)	10,824	(20,035)
Total comprehensive income for the period	期內全面收益總額	25,133	(11,568)
Total comprehensive income for the period attributable to shareholders of the Company arising from:	本公司股東應佔期內綜合全面收益如下：		
Continuing operations	來自持續經營業務	27,599	(4,628)
Discontinued operation	來自已終止經營業務	(2,466)	(6,940)
		25,133	(11,568)

The notes on pages 38 to 68 form part of this interim financial report.

第38至68頁的附註構成本中期財務報告的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
於二零二四年九月三十日 – 未經審核 (以港元表示)

			At 30 September 2024 於二零二四年 九月三十日	At 31 March 2024 於二零二四年 三月三十一日
	Note 附註		\$'000 千港元	\$'000 千港元
Non-current assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	3,009	3,384
Intangible assets		無形資產	18,642	21,616
Goodwill		商譽	54,076	52,534
Non-current rental deposits		非即期租賃按金	-	65
Non-current time deposit		非即期定期存款	56,041	-
Deferred tax assets		遞延稅項資產	2,881	2,645
			134,649	80,244
Current assets		流動資產		
Inventories		存貨	1,508	2,111
Trade and other receivables		貿易及其他應收款項	85,243	81,859
Restricted bank deposits		受限制銀行存款	9,757	8,492
Time deposits with original maturity over three months		原到期日超過三個月 的定期存款	273,720	57,759
Cash at bank and in hand		銀行存款及手頭現金	57,925	298,651
			428,153	448,872
Current liabilities		流動負債		
Trade and other payables		貿易及其他應付款項	105,396	97,704
Contract liabilities		合約負債	48,320	63,873
Lease liabilities		租賃負債	2,815	5,913
Amount due to the controlling shareholder		應付控股股東款項	6,283	5,694
Loans from the controlling shareholder		來自控股股東貸款	85,020	-
Current tax payable		即期應付稅項	3,787	5,236
			251,621	178,420

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
於二零二四年九月三十日—未經審核(以港元表示)

		At 30 September 2024 於二零二四年 九月三十日	At 31 March 2024 於二零二四年 三月三十一日
	Note 附註	\$'000 千港元	\$'000 千港元
Net current assets	流動資產淨值	176,532	270,452
Total assets less current liabilities	資產總值減流動負債	311,181	350,696
Non-current liabilities	非流動負債		
Loans from the controlling shareholder	來自控股股東貸款	15	104,840
Lease liabilities	租賃負債	59	114
Deferred tax liabilities	遞延稅項負債	16,707	15,780
		56,086	120,734
NET ASSETS	資產淨值	255,095	229,962
CAPITAL AND RESERVES	資本及儲備	16	
Share capital	股本	4,930	4,930
Reserves	儲備	250,165	225,032
TOTAL EQUITY	權益總額	255,095	229,962

The notes on pages 38 to 68 form part of this interim financial report.

第38至68頁的附註構成本中期財務報告的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the six months ended 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
截至二零二四年九月三十日止六個月－未經審核(以港元表示)

		Share capital 股本 \$'000 千港元	Share premium 股份溢價 \$'000 千港元	Capital reserve 股本儲備 \$'000 千港元	Exchange reserve 匯兌儲備 \$'000 千港元	Statutory reserve 法定儲備 \$'000 千港元	Accumulated losses 累計虧損 \$'000 千港元	Total 總計 \$'000 千港元
Balance at 1 April 2023	於二零二三年四月一日 之結餘	4,930	249,542	2,500	(11,804)	24,456	(37,668)	231,956
Changes in equity for the six months ended 30 September 2023:	截至二零二三年九月三十日 止六個月之權益變動：							
Profit for the period	期內溢利	-	-	-	-	-	8,467	8,467
Other comprehensive income for the period	期內其他全面收益	-	-	-	(20,035)	-	-	(20,035)
Total comprehensive income for the period	期內全面收益總額	-	-	-	(20,035)	-	8,467	(11,568)
Transferred to statutory reserve	轉撥至法定儲備	-	-	-	-	2,305	(2,305)	-
Balance at 30 September 2023	於二零二三年九月三十日 之結餘	4,930	249,542	2,500	(31,839)	26,761	(31,506)	220,388
Balance at 1 April 2024	於二零二四年四月一日 之結餘	4,930	249,542	2,500	(30,519)	26,381	(22,872)	229,962
Changes in equity for the six months ended 30 September 2024:	截至二零二四年九月三十日 止六個月之權益變動：							
Profit for the period	期內溢利	-	-	-	-	-	14,309	14,309
Other comprehensive income for the period	期內其他全面收益	-	-	-	10,824	-	-	10,824
Total comprehensive income for the period	期內全面收益總額	-	-	-	10,824	-	14,309	25,133
Balance at 30 September 2024	於二零二四年九月三十日 之結餘	4,930	249,542	2,500	(19,695)	26,381	(8,563)	255,095

The notes on pages 38 to 68 form part of this interim financial report.

第38至68頁的附註構成本中期財務報告的一部分。

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
截至二零二四年九月三十日止六個月—未經審核(以港元表示)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 \$'000 千港元	2023 二零二三年 \$'000 千港元
Operating activities	經營活動		
Cash generated from operations	經營產生的現金	9,530	5,452
The People's Republic of China (the "PRC") Corporate Income Tax paid	已付之中華人民共和國 (「中國」)企業 所得稅	(9,445)	(10,200)
Net cash generated from/(used in) operating activities	經營活動產生/(所用)的 現金淨額	85	(4,748)
Investing activities	投資活動		
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備的 款項	(408)	(384)
Increase in time deposits with original maturity over three months	原到期日超過三個月的 定期存款增加	(208,988)	-
Interest received	已收利息	4,469	4,848
Other cash flows arising from investing activities	投資活動產生的其他 現金流量	(54,660)	(975)
Net cash (used in)/generated from investing activities	投資活動(所用)/產生的 現金淨額	(259,587)	3,489

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 September 2024 – unaudited (Expressed in Hong Kong dollars)
截至二零二四年九月三十日止六個月 – 未經審核 (以港元表示)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年 \$'000 千港元	2023 二零二三年 \$'000 千港元
Financing activities	融資活動		
Proceeds from loans from the controlling shareholder	控股股東貸款之所得款項	19,500	400
Capital element of lease rentals paid	已付租賃租金的本金部分	(3,191)	(5,476)
Interest element of lease rentals paid	已付租賃租金的利息部分	(44)	(252)
Net cash generated from/(used in) financing activities	融資活動產生/(所用)的現金淨額	16,265	(5,328)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(243,237)	(6,587)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	298,651	286,435
Effect of foreign exchange rate changes	外匯匯率變動的影響	2,511	(16,705)
Cash and cash equivalents at end of the period	期末現金及現金等價物	57,925	263,143

The notes on pages 38 to 68 form part of this interim financial report.

第38至68頁的附註構成本中期財務報告的一部分。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

1 BASIS OF PREPARATION

(a) General information

AUX International Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 14 January 2013 as an exempted company with limited liability under the Companies Law (2013 Revision) (as consolidated and revised) of the Cayman Islands. The Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) are principally engaged in operation of clubbing business and restaurant and bar outlets, and provision of property management services and related value-added services.

(b) Statement of compliance

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“**HKAS**”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). It was authorised for issue on 29 November 2024.

1 編製基準

(a) 一般資料

奧克斯國際控股有限公司（「**本公司**」）於二零一三年一月十四日根據開曼群島公司法（二零一三年修訂本）（經綜合及修訂）在開曼群島註冊成立為一間獲豁免有限公司。本公司及其附屬公司（統稱「**本集團**」）主要從事經營會所業務及餐廳及酒吧門店以及提供物業管理服務。

(b) 合規聲明

本中期財務報告已遵照香港聯合交易所有限公司證券上市規則的適用披露條文，包括遵從香港會計師公會（「**香港會計師公會**」）頒佈的香港會計準則（「**香港會計準則**」）第34號中期財務報告而編製。本中期財務報告於二零二四年十一月二十九日獲授權刊發。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

1 BASIS OF PREPARATION (Continued)

(b) Statement of compliance (Continued)

This interim financial report has been prepared in accordance with the same accounting policies adopted in the consolidated financial statements for the financial year ended 31 March 2024, except for the accounting policy changes that are expected to be reflected in the consolidated financial statements for the financial year ending 31 March 2025. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

1 編製基準 (續)

(b) 合規聲明 (續)

本中期財務報告已根據截至二零二四年三月三十一日止財政年度之綜合財務報表所採納的相同會計政策編製，惟預期於截至二零二五年三月三十一日止財政年度之綜合財務報表反映的會計政策變動除外。該等會計政策的任何變動詳情載於附註2。

中期財務報告的編製符合香港會計準則第34號，要求管理層按年初至今基準作出影響政策應用及資產及負債、收入及支出的呈報金額的判斷、估計及假設。實際結果可能有別於該等估計。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

1 BASIS OF PREPARATION

(Continued)

(b) Statement of compliance

(Continued)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the consolidated financial statements for the financial year ended 31 March 2024. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”).

This interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG’s independent review report to the Board of Directors is included on pages 28 and 29.

1 編製基準(續)

(b) 合規聲明(續)

本中期財務報告包含簡明綜合財務報表及經甄選的詮釋性附註。附註包括對了解本集團自截至二零二四年三月三十一日止財政年度之綜合財務報表以來的財務狀況及表現所出現的變動而言屬重大的事項及交易的詮釋。簡明綜合中期財務報表及有關附註並不包括根據香港財務報告準則(「**香港財務報告準則**」)編製整份財務報表所須的全部資料。

本中期財務報告未經審核，惟已經畢馬威會計師事務所根據香港會計師公會頒佈之香港審閱聘任準則第2410號實體的獨立核數師執行的中期財務資料審閱進行審閱。畢馬威會計師事務所致董事會的獨立審閱報告載於第28及29頁。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 1, *Presentation of financial statements: Classification of liabilities as current or non-current* (“2020 amendments”)
- Amendments to HKAS 1, *Presentation of financial statements: Non-current liabilities with covenants* (“2022 amendments”)
- Amendments to HKFRS 16, *Leases: Lease liability in a sale and leaseback*
- Amendments to HKAS 7, *Statement of cash flows* and HKFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

None of these developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2 會計政策變動

香港會計師公會已頒佈以下於本集團本會計期間首次生效的香港財務報告準則之修訂：

- 香港會計準則第1號之修訂，財務報表呈列：負債分類為流動或非流動（「二零二零年修訂」）
- 香港會計準則第1號之修訂，財務報表呈列：附帶契約的非流動負債（「二零二零年修訂」）
- 香港財務報告準則第16號之修訂，租賃：售後租回的租賃負債
- 香港會計準則第7號之修訂，現金流量表及香港財務報告準則第7號，金融工具：披露：供應商融資安排

該等發展概無對本集團本期間或過往期間業績及財務狀況的編製或呈報方式產生重大影響。本集團並無採用任何於本會計期間尚未生效之新準則或詮釋。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

3 REVENUE AND SEGMENT REPORTING

The principal activities of the Group are the operation of clubbing business and restaurant and bar outlets, and provision of property management services and related value-added services.

Revenue represents the amount received or receivable from the sale of food and beverages and tobacco products, revenue from other club operations (including entrance fees, cloakroom fees and event rental income), sponsorship income and income arising from provision of property management services and related value-added services.

3 收益及分部報告

本集團之主要業務為會所業務及餐廳以及酒吧門店營運及提供物業管理服務及相關增值服務。

收益指銷售食品、飲品及煙草產品的已收或應收款項、其他會所經營收益(包括入場費、衣帽間費用及活動租金收入)、贊助費收入以及提供物業管理服務及相關增值服務收入。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

3 收益及分部報告 (續)

(a) Disaggregation of revenue

(a) 分拆收益

Disaggregation of revenue from contracts with customers by service lines and geographical location of customers is as follows:

按服務線及客戶地理位置劃分的來自客戶合約之收益分拆如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年 (restated) (經重列)
		\$'000 千港元	\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的來自客戶合約之收益		
Continuing operations	持續經營業務		
Revenue from property management contracts# – Mainland China	物業管理合約收益* – 中國內地	148,431	148,831
Revenue from property management related value-added services* – Mainland China	與物業管理相關的增值服務收益* – 中國內地	20,327	40,828
		168,758	189,659
Discontinued operation	已終止經營業務		
Revenue from club and restaurant operations* – Hong Kong	會所及餐廳經營收益* – 香港	-	10,216

* The revenue is recognised at a point in time.

* 收入於某個時間點確認。

The revenue is recognised over time.

收入於一段時間內確認。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(a) Disaggregation of revenue (Continued)

The Group's customer base is diversified and no individual customer with whom transactions have exceeded 10% of the Group's revenue for current and prior interim periods.

For property management services, the Group recognises revenue as the services are provided that correspond directly with the value of performance completed. The Group has applied the practical expedient in HKFRS 15 to its revenue from property management contracts for not to disclose the remaining performance obligations under the Group's existing contracts as these contracts do not have a fixed term.

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the most senior executive management of the Group for the purposes of resource allocation and performance assessment, the Group has identified three reportable segments. No operating segments have been aggregated to form the following reportable segments.

3 收益及分部報告(續)

(a) 分拆收益(續)

本集團的客戶群多元化，於當前及過往期間之中期，並無個別客戶進行的交易佔本集團收益逾10%。

就物業管理服務而言，本集團於提供與已完成履約的價值直接對應的服務時確認收益。本集團已將香港財務報告準則第15號之可行權宜方法應用於物業管理合約之收益，由於該等合約並無固定年期，故並無披露本集團現有合約項下之剩餘履約義務。

本集團透過不同分部管理其業務，以業務線(產品及服務)及地理位置綜合劃分。按照向本集團最高行政管理層為資源分配以及表現評估而進行的內部資料報告的一致方式，本集團已確認三個可報告分部。概無合併經營分部以組成以下可報告分部。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(a) Disaggregation of revenue (Continued)

Segment	Business
Continuing operations	
Property management – Mainland China	Provision of property management services
Property management related value-added services – Mainland China	Sales of living consumption and festive products and provision of household cleaning services and repair services in the community
Discontinued operation	
Lifestyle entertainment – Hong Kong	Sales of food and beverages and tobacco products from operation of clubbing business and restaurant and bar outlets

The lifestyle entertainment business in Hong Kong was ceased to operate and classified as discontinued operation and the related information has been set out in note 18.

3 收益及分部報告 (續)

(a) 分拆收益 (續)

分部	業務
持續經營業務	
物業管理 – 中國內地	提供物業管理服務
與物業管理相關之增值服務 – 中國內地	於社區內銷售生活用品及節日產品，以及提供家居清潔服務及維修服務
已終止經營業務	
生活娛樂 – 香港	於會所業務、餐廳及酒吧門市經營中銷售食物及飲品以及煙草產品

在香港的生活娛樂業務已經終止營運，並分類為已終止經營業務，有關資料載列於附註 18。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Information about profit or loss, assets and liabilities

Information regarding the Group's reportable segments as provided to the most senior executive management of the Group for the purposes of resource allocation and assessment of segment performance for the six months ended 30 September 2024 and 2023 is set out below.

3 收益及分部報告(續)

(b) 有關溢利或虧損、資產及負債之資料

就截至二零二四年及二零二三年九月三十日止六個月之資源分配及分部表現評估向本集團最高行政管理層提供有關本集團可報告分部之資料載於下文。

	Continuing operations 持續經營業務						Discontinued operation 已終止經營業務				Total	
	Property management - Mainland China		Property management related value-added services - Mainland China				Sub-total		Lifestyle entertainment - Hong Kong			
	物業管理－中國內地		與物業管理相關之 增值服務－中國內地				小計		生活娛樂－香港		總計	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
For the six months ended 30 September	截至九月三十日 止六個月											
Revenue from external customers and reportable segment revenue	從外部客戶所取得收入 及可報告分部之 收入											
	148,431	148,831	20,327	40,828	168,758	189,659	-	10,216	168,758	199,875		
Reportable segment (loss)/ profit (adjusted EBITDA)	可報告分部(虧損)/ 溢利(經調整EBITDA)											
	25,539	23,599	4,302	1,228	29,841	24,827	(2,455)	(6,853)	27,386	17,974		

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Information about profit or loss, assets and liabilities (Continued)

3 收益及分部報告 (續)

(b) 有關溢利或虧損、資產及負債之資料 (續)

	At 30 September 2024 二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 二零二四年 三月三十一日 \$'000 千港元	At 30 September 2024 二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 二零二四年 三月三十一日 \$'000 千港元	At 30 September 2024 二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 二零二四年 三月三十一日 \$'000 千港元	At 30 September 2024 二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 二零二四年 三月三十一日 \$'000 千港元	At 30 September 2024 二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 二零二四年 三月三十一日 \$'000 千港元
Reportable segment assets 可報告分部資產	547,036	512,212	4,265	7,536	551,301	519,748	6,403	4,637	557,704	524,385
Reportable segment liabilities 可報告分部負債	151,982	152,977	143	614	152,125	153,591	2,865	10,100	154,990	163,691

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Information about profit or loss, assets and liabilities (Continued)

The measure used for reporting segment (loss)/profit is “adjusted EBITDA” i.e. “adjusted earnings before interest, taxes, depreciation and amortisation”, where “interest” is regarded as including investment income and “depreciation and amortisation” are regarded as including impairment losses on non-financial assets. To arrive at adjusted EBITDA the Group’s earnings are further adjusted for items not specifically attributed to individual segments, such as other revenue, other net loss, directors’ and auditors’ remuneration and other head office or corporate administration costs.

3 收益及分部報告(續)

(b) 有關溢利或虧損、資產及負債之資料(續)

用於可報告分部(虧損)/溢利的方法為「經調整 EBITDA」，即「扣除利息、稅項、折舊及攤銷前之經調整盈利」，其中「利息」包括投資收入以及「折舊及攤銷」包括對非金融資產的減值虧損。為達到經調整 EBITDA，本集團之盈利乃對並未指定屬於個別分部之項目作出進一步調整，如其他收益、其他虧損淨額、董事及核數師之酬金以及其他總部或企業行政開支。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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3 REVENUE AND SEGMENT REPORTING (Continued)

3 收益及分部報告 (續)

(c) Reconciliations of reportable segment profit or loss

(c) 可報告分部溢利或虧損之對賬

	Six months ended 30 September 截至九月三十日止六個月	
	2024 二零二四年	2023 二零二三年 (restated) (經重列)
	\$'000 千港元	\$'000 千港元
Profit or loss from continuing operations	持續經營業務的溢利或虧損	
Reportable segment profit derived from the Group's external customers	來自本集團外部客戶的可報告分部溢利	24,827
Other revenue	其他收益	7,306
Other net loss	其他虧損淨額	(135)
Depreciation and amortisation	折舊及攤銷	(4,597)
Finance costs	融資成本	(535)
Unallocated head office and corporate expenses	未分配總部及企業開支	(4,031)
Consolidated profit before taxation	除稅前綜合溢利	22,835
	29,841	(2)
	5,315	(4,118)
	(614)	(5,167)
	29,841	22,835

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

4 OTHER REVENUE FROM CONTINUING OPERATIONS

4 持續經營業務的其他收益

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年 (restated) (經重列)
		\$'000 千港元	\$'000 千港元
Bank interest income	銀行利息收入	4,467	4,845
Government grants (note)	政府補助(附註)	369	773
Others	其他	479	1,688
		5,315	7,306

Note: The amount represents government grants received from various PRC government authorities in connection with the fiscal subsidies for providing financial support to enterprises and paying wages to the employees.

附註：該金額指中國各政府部門提供的政府補助，作為向企業提供財務資助及向僱員支付工資的財政補貼。

5 OTHER NET LOSS FROM CONTINUING OPERATIONS

5 持續經營業務其他虧損淨額

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年
		\$'000 千港元	\$'000 千港元
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(2)	(111)
Net foreign exchange loss	匯兌虧損淨額	-	(24)
		(2)	(135)

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

6 PROFIT BEFORE TAXATION FROM CONTINUING OPERATIONS

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

6 持續經營業務除稅前溢利

持續經營業務除稅前溢利經扣除／(計入)下列各項後達致：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		(restated)	
		(經重列)	
		\$'000	\$'000
		千港元	千港元
(a) Finance costs	(a) 融資成本		
Interest on loans from the controlling shareholder	來自控股股東貸款之利息	588	522
Interest on lease liabilities	租賃負債之利息	26	13
		614	535
(b) Staff costs (including directors' remuneration)	(b) 員工成本(包括董事薪酬)		
Contributions to defined contribution retirement plan	界定供款退休計劃供款	10,756	10,932
Salaries, wages and other benefits	薪金、工資及其他福利	52,193	53,938
		62,949	64,870

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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6 PROFIT BEFORE TAXATION FROM CONTINUING OPERATIONS (Continued)

6 持續經營業務除稅前溢 利(續)

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年 (restated) (經重列)
		\$'000 千港元	\$'000 千港元
(c) Other operating expenses	(c) 其他經營開支		
Impairment losses/ (reversal of impairment losses) on trade receivables	貿易應收款項減值虧損/ (減值虧損撥回)	2	(372)
Office expenses	辦公費	456	409
Entertainment expenses	業務招待費	742	666
Travelling expenses	差旅費	559	555
Legal and professional fees	法律和專業費用	2,401	2,448
Security costs	保安費	6,625	1,947
Gardening costs	綠化養護費	2,184	2,394
Other tax expenses	其他稅項開支	591	1,110
Bank charges	銀行手續費	227	112
Community event costs	社區活動費用	1,220	1,029
Other	其他	4,455	3,688
		19,462	13,986
(d) Depreciation and amortisation	(d) 折舊及攤銷		
Depreciation – owned property, plant and equipment	折舊 – 所擁有物業、廠房及設備	383	434
– right-of-use assets	– 使用權資產	517	595
Amortisation	攤銷	3,518	3,568
		4,418	4,597

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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7 INCOME TAX FROM CONTINUING OPERATIONS

7 持續經營業務所得稅

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年
		\$'000 千港元	\$'000 千港元
Current tax – the PRC Corporate Income Tax	即期稅項 – 中國企業 所得稅	7,883	6,971
Deferred taxation	遞延稅項	297	457
		8,180	7,428

(a) No provision for Hong Kong Profits Tax had been made for the six months ended 30 September 2024 and 2023, as the subsidiaries of the Group in Hong Kong sustained a loss for taxation purpose or do not generate any assessable income.

(a) 由於本集團於香港的附屬公司在計算稅項方面錄得虧損或無產生任何應課稅收入，故截至二零二四年及二零二三年九月三十日止六個月並未就香港利得稅作出撥備。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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7 INCOME TAX FROM CONTINUING OPERATIONS

(Continued)

- (b) According to the PRC Corporate Income Tax Law, the PRC's statutory income tax rate is 25%.

Among the branches of Shuyi Property Management Service Co., Ltd (“Shuyi”), a subsidiary in the PRC, the Chengdu Branch was entitled to a preferential tax rate of 15% under the Corporate Income Tax Preference Policies for the Western Development in the previous years. The directors are of the view that it is highly probable that the Chengdu Branch will continue to be entitled to the same preferential tax rate. Accordingly, 15% is adopted in estimating the tax provision for the six months ended 30 September 2024.

- (c) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, subsidiaries of the Group are not subject to any income tax in these jurisdictions.

7 持續經營業務所得稅 (續)

- (b) 根據中國企業所得稅法，中國法定所得稅稅率為25%。

曙一物業服務有限公司（「曙一」，於中國的一間附屬公司）之分公司中，成都分公司往年根據西部大開發的企業所得稅優惠政策有權享有15%的優惠稅率。董事認為成都分公司很有可能將繼續享有同樣優惠稅率。因此，採用15%的稅率估計截至二零二四年九月三十日止六個月之稅項撥備。

- (c) 根據開曼群島及英屬處女群島的規則及法規，本集團的附屬公司毋須於該等司法權區繳納任何所得稅。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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8 PROFIT/(LOSS) PER SHARE

(a) Basic profit/(loss) per share

The calculation of basic profit/(loss) per share is based on the profit of \$16,775,000 (six months ended 30 September 2023: \$15,407,000) and loss of \$2,466,000 (six months ended 30 September 2023: \$6,940,000) attributable to ordinary equity shareholders of the Company arising from continuing operations and discontinued operation respectively and the weighted average of 492,984,000 (six months ended 30 September 2023: 492,984,000) ordinary shares in issue during the interim period.

(b) Diluted profit/(loss) per share

The diluted profit/(loss) per share is the same as basic profit/(loss) per share as there were no dilutive potential ordinary shares in existence during the six months ended 30 September 2024 and 2023.

8 每股溢利／(虧損)

(a) 每股基本溢利／(虧損)

每股基本溢利／(虧損)乃基於本公司普通股權益股東應佔來自持續經營業務及來自自己終止經營業務溢利16,775,000港元(截至二零二三年九月三十日止六個月: 15,407,000港元)及虧損2,466,000港元(截至二零二三年九月三十日止六個月: 6,940,000港元)，以及中期期間已發行普通股加權平均股數492,984,000股(截至二零二三年九月三十日止六個月: 492,984,000股)計算所得。

(b) 每股攤薄溢利／(虧損)

每股攤薄溢利／(虧損)與每股基本溢利／(虧損)相同，此乃由於截至二零二四年及二零二三年九月三十日止六個月概無潛在攤薄普通股。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

9 PROPERTY, PLANT AND EQUIPMENT

(a) Right-of-use assets

During the six months ended 30 September 2024, the Group entered into a number of lease agreements for use of head office and staff accommodation, and therefore recognised the addition to right-of-use assets of \$32,000 (six months ended 30 September 2023: \$1,333,000).

Right-of-use assets of five lease agreements were disposed of upon the lease expired (with net book value of \$Nil) during the six months ended 30 September 2024 (six months ended 30 September 2023: \$Nil).

9 物業、廠房及設備

(a) 使用權資產

截至二零二四年九月三十日止六個月，本集團訂立數份租賃協議以使用總辦事處及員工宿舍，因此確認添置使用權資產32,000港元(截至二零二三年九月三十日止六個月：1,333,000港元)。

截至二零二四年九月三十日止六個月，五份租賃協議的使用權資產於租賃期滿後出售(帳面淨值為零元)(截至二零二三年九月三十日止六個月：零元)。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

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9 PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) Acquisitions and disposals of owned assets

During the six months ended 30 September 2024, the Group acquired items of furniture and fixture, and motor vehicles with a cost of \$402,000 (six months ended 30 September 2023: \$362,000), and \$6,000 (six months ended 30 September 2023: \$22,000) respectively.

Items of furniture and fixture with a net book value of \$2,000 were disposed of during the six months ended 30 September 2024 (six months ended 30 September 2023: \$111,000), resulting in a loss on disposal of \$2,000 (six months ended 30 September 2023: \$111,000).

Items of motor vehicles with a net book value of \$Nil were disposed of during the six months ended 30 September 2024.

10 INTANGIBLE ASSETS AND GOODWILL

These balances mainly arose from the acquisitions of Shuyi in May 2017.

The intangible assets represent property management contracts and customer relationships.

9 物業、廠房及設備(續)

(b) 收購及出售自有資產

截至二零二四年九月三十日止六個月，本集團收購家具及裝置以及汽車項目的成本分別為402,000港元(截至二零二三年九月三十日止六個月：362,000港元)及6,000港元(截至二零二三年九月三十日止六個月：22,000港元)。

截至二零二四年九月三十日止六個月，已出售賬面淨值為2,000港元(截至二零二三年九月三十日止六個月：111,000港元)的家具及裝置，導致錄得出售虧損2,000港元(截至二零二三年九月三十日止六個月：111,000港元)。

截至二零二四年九月三十日止六個月，已出售賬面淨值為零元的汽車。

10 無形資產及商譽

該等結餘乃主要由於二零一七年五月收購曙一。

無形資產指物業管理合約及與客戶的關係。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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10 INTANGIBLE ASSETS AND GOODWILL (Continued)

The goodwill is attributable to (1) the workforce of Shuyi and the potential growth of the property management industry in the PRC and (2) the benefit of expected synergies, revenue growth and the assembled workforce of Mini Club.

Goodwill is allocated to the Group's cash-generated units ("CGU") identified as follows:

	物業管理業務	54,076	52,534
Property management business			
Operation of restaurant and bar outlets*	經營餐廳及酒吧門市*	-	-
		54,076	52,534

* The recoverable amount of the related CGU was lower than the carrying amount and therefore the related goodwill was fully impaired during the six months ended 30 September 2020.

During the six months ended 30 September 2024, the operation of the property management business continued to be profit-making and thus no impairment indicator for the respective goodwill has been identified.

10 無形資產及商譽(續)

商譽來自(1)曙一的工作團隊以及中國物業管理行業的潛在增長，以及(2)預期協同效應的利益、收益增長及Mini Club的整體人手。

商譽分配至本集團所識別的現金產生單位(「現金產生單位」)如下：

At 30 September 2024 於二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 於二零二四年 三月三十一日 \$'000 千港元
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* 相關現金產生單位的可回收金額低於賬面值，因此相關商譽已於截至二零二零年九月三十日止六個月全數減值。

截至二零二四年九月三十日止六個月，物業管理業務營運繼續錄得盈利，因此相關商譽並無出現減值跡象。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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11 NON-CURRENT RENTAL DEPOSITS AND TRADE AND OTHER RECEIVABLES

11 非即期租賃按金及貿易及其他應收款項

		At 30 September 2024 於二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 於二零二四年 三月三十一日 \$'000 千港元
Non-current assets	非流動資產		
Rental deposits	租賃按金	-	65
Current assets	流動資產		
Trade receivables, net of loss allowance (note)	貿易應收款項，扣除虧損撥備(附註)	63,246	59,680
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	21,997	22,179
		85,243	81,859

Note: At 30 September 2024, trade and other receivables of the Group included amounts due from entities controlled by Mr. Zheng Jian Jiang, the Company's controlling shareholder, of \$1,680,000 (31 March 2024: \$4,888,000) and entities over which Mr. Zheng Jian Jiang has significant influence, of \$2,151,000 (31 March 2024: \$6,052,000). The amounts represent property management fees receivable arisen in the ordinary course of business.

附註：於二零二四年九月三十日，本集團的貿易及其他應收款項包括應收本公司控股股東鄭堅江先生控制的實體的款項1,680,000港元(二零二四年三月三十一日：4,888,000港元)以及鄭堅江先生對其具重大影響的實體的應收款項2,151,000港元(二零二四年三月三十一日：6,052,000港元)。該金額為日常業務過程中產生的應收物業管理費。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

11 NON-CURRENT RENTAL DEPOSITS AND TRADE AND OTHER RECEIVABLES (Continued)

As of the end of the reporting period, the ageing analysis of trade receivables (which are included in trade and other receivables), based on the date of revenue recognition and net of loss allowance, is as follows:

		At 30 September 2024 於二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 於二零二四年 三月三十一日 \$'000 千港元
Within 1 month	一個月內	15,533	28,856
Over 1 month to 3 months	超過一個月至三個月	12,230	13,084
Over 3 months to 6 months	超過三個月至六個月	10,876	6,796
Over 6 months to 1 year	超過六個月至一年	11,681	5,267
Over 1 year	一年以上	12,926	5,677
		63,246	59,680

The amount of the Group's deposits, prepayment and other receivables expected to be recovered or recognised as expense after more than one year is \$Nil (31 March 2024: \$65,000, which mainly represent rental deposits for staff accommodation and office of the Group). All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

12 RESTRICTED BANK DEPOSITS

Restricted bank deposits represent the cash collected from property occupants/owners for the repair and maintenance fund maintained by Shuyi.

11 非即期租賃按金及貿易及其他應收款項(續)

截至報告期末，計入貿易及其他應收款項的貿易應收款項按收益確認日期及扣除虧損撥備後的賬齡分析如下：

本集團預期超過一年後收回或確認為開支的按金、預付款項及其他應收款項金額為零元(二零二四年三月三十一日：65,000港元，主要為本集團員工宿舍及辦公室的租賃按金)。全部其他貿易及其他應收款項預計將於一年內收回或確認為開支。

12 受限制銀行存款

受限制銀行存款指從物業住戶／業主收取現金，作為曙一存置之維修及保養基金。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

13 TRADE AND OTHER PAYABLES

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

13 貿易及其他應付款項

截至報告期末，計入貿易及其他應付款項的貿易應付款項按發票日期的賬齡分析如下：

		At 30 September 2024 於二零二四年 九月三十日 \$'000 千港元	At 31 March 2024 於二零二四年 三月三十一日 \$'000 千港元
Trade creditors	貿易應付款項		
– within 3 months	– 三個月內	19,181	13,756
– over 3 months to 6 months	– 超過三個月至 六個月	2,872	8,019
– over 6 months to 1 year	– 超過六個月至一年	134	549
– over 1 year	– 一年以上	656	500
		22,843	22,824
Deposits received from property occupants/ owners	來自物業住戶/ 業主收取按金	15,193	14,589
Receipts on behalf of utilities companies	代表公用事業公司 收款	24,046	15,510
Amounts due to related parties	應付關連方款項	3,114	1,524
Other payables and accrued charges	其他應付款項及 應計費用	40,200	43,257
		105,396	97,704

The amounts due to related parties represent balances due to entities controlled by Mr. Zheng Jian Jiang, the Company's controlling shareholder, which are unsecured, interest-free and repayable within one year.

應付關連方款項指應付本公司控股股東鄭堅江先生控制的實體的結餘，該款項為無抵押、免息及須於一年內償還。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

14 CONTRACT LIABILITIES

Contract liabilities represent the prepayment from owners/occupants in respect of property management services.

15 LOANS FROM THE CONTROLLING SHAREHOLDER

The loans from the controlling shareholder are unsecured.

The current portion loan of \$71,860,000 is interest bearing at 2% per annum and repayable within one year. The remaining current portion loan of \$13,160,000 is interest-free and repayable within one year.

The non-current portion loan of \$39,320,000 is interest-free and repayable after one year but within two years.

16 CAPITAL, RESERVES AND DIVIDENDS

(a) Dividends payable to equity shareholders attributable to the interim period

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2024 and 2023.

14 合約負債

合約負債指就物業管理服務向業主／住戶收取的預付款項。

15 來自控股股東貸款

來自控股股東貸款為無抵押。

貸款之即期部分71,860,000港元按年利率2%計息及須於一年內償還。餘下貸款之即期部分13,160,000港元為免息及須於一年內償還。

貸款之非即期部分39,320,000港元為免息及須於一年後但兩年內償還。

16 股本、儲備及股息

(a) 中期期間應付權益股東股息

董事不建議就截至二零二四年及二零二三年九月三十日止六個月派付中期股息。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

16 CAPITAL, RESERVES AND DIVIDENDS (Continued)

16 股本、儲備及股息(續)

(b) Share capital

(b) 股本

	At 30 September 2024 於二零二四年九月三十日		At 31 March 2024 二零二四年三月三十一日	
	No. of shares 股份數目 '000 千股	Amount 金額 \$'000 千港元	No. of shares 股份數目 '000 千股	Amount 金額 \$'000 千港元
Authorised:	法定：			
Ordinary shares of \$0.01 each	10,000,000	100,000	10,000,000	100,000
Ordinary shares, issued and fully paid:	普通股，已發行及繳足：			
At 30 September 2024, 1 April 2024, 31 March 2024 and 1 April 2023	於二零二四年九月三十日、 二零二四年四月一日、 二零二四年三月三十一日 及二零二三年四月一日			
	492,984	4,930	492,984	4,930

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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17 MATERIAL RELATED PARTY TRANSACTIONS

(a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors, is as follows:

17 重大關連方交易

(a) 主要管理層人員薪酬

主要管理層人員的薪酬(包括支付予本公司董事的款項)如下：

		Six months ended 30 September	
		2024	2023
		二零二四年	二零二三年
		\$'000	\$'000
		千港元	千港元
Salaries and other short-term employee benefits	薪金及其他短期 僱員福利	4,463	4,138
Retirement scheme contributions	退休計劃供款	78	84
		4,541	4,222

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

17 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

17 重大關連方交易 (續)

(b) Transactions with other related parties

In addition to the transactions and balances disclosed elsewhere in this interim financial report, the Group entered into the following material related party transactions under the ordinary course of business and were carried out on normal commercial terms:

(b) 與其他關連方進行之 交易

除本中期財務報告的其他部分所披露的交易和結餘外，本集團於日常業務過程中以一般商業條款進行之重大關連方交易如下：

	Six months ended	
	30 September	
	截至九月三十日止六個月	
	2024	2023
	二零二四年	二零二三年
	\$'000	\$'000
	千港元	千港元
Property management services income from:		
物業管理服務收入來自：		
– entities controlled by the Company's controlling shareholder	– 由本公司控股股東控制的實體	
	12,235	11,731
– entities over which the Company's controlling shareholder has significant influence	– 本公司控股股東對其具重大影響的實體	
	20,462	17,340
	32,697	29,071
Short-term lease expenses paid to related parties		
支支付予關聯方的短期租賃費用	42	8

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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18 DISCONTINUED OPERATION

On 29 December 2023, the Group announced that the lifestyle entertainment business have been experiencing a downturn in recent years. In view of the outlook of the business, the Board of Directors decided not to renew the tenancy agreement of Zentral upon expiry in June 2024 and ceased the operation. In addition, the restaurant and bar outlet also ceased to operate in view of the imminent expiration of the relevant tenancy agreement. Accordingly, this business was classified as discontinued operation.

- (a) The results of discontinued operation are as follows:

18 已終止經營業務

於二零二三年十二月二十九日，本集團宣佈生活娛樂業務近年一直處於逆境。有見及業務之前景，董事會決定在Zentral的租賃協議於二零二四年六月到期後不再續約並終止業務。此外，由於相關租賃協議即將到期，餐廳及酒吧門市亦停止營業。因此，該業務已分類為已終止經營業務。

- (a) 已終止經營業務業績如下：

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
			(restated)
			(經重列)
		\$'000	\$'000
		千港元	千港元
Revenue	收入	-	10,216
Other revenue	其他收入	8	23
Cost of inventories sold	已售存貨成本	-	(3,594)
Staff costs	員工成本	(1,156)	(7,330)
Depreciation and amortisation	折舊及攤銷	-	(2)
Property rentals and related expenses	物業租金及相關開支	(778)	(1,570)
Advertising and marketing expenses	廣告及營銷開支	-	(2,506)
Utilities expenses	水電費	(20)	(232)
Repair and maintenance expenses	維修及維護開支	-	(96)
Other operating expenses	其他經營開支	(501)	(1,610)

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

18 DISCONTINUED OPERATION (Continued)

18 已終止經營業務(續)

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		(restated)	
		(經重列)	
		\$'000	\$'000
		千港元	千港元
Loss from operations	經營虧損	(2,447)	(6,701)
Finance costs	融資成本	(19)	(239)
Loss before taxation	除稅前虧損	(2,466)	(6,940)
Income tax	所得稅	-	-
Loss for the period from discontinued operation	期內已終止經營業務虧損	(2,466)	(6,940)
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	(2,466)	(6,940)

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除非另有註明，否則均以港元表示)

18 DISCONTINUED OPERATION (Continued)

(b) The cash flows of discontinued operation are as follows:

		Six months ended 30 September 截至九月三十日止六個月	
		2024 二零二四年	2023 二零二三年 (restated) (經重列)
		\$'000 千港元	\$'000 千港元
Cash flows used in operating activities	經營活動所用 現金流	(6,829)	(2,393)
Cash flows generated from/ (used in) investing activities	投資活動產生/ (所用)的現金流	2	(925)
Cash flows used in financing activities	融資活動所用 現金流	(2,700)	(4,910)
Net cash flows	現金流淨額	(9,527)	(8,228)

19 COMPARATIVE FIGURES

Certain comparative figures have been adjusted to conform to the disclosure requirement in respect of the discontinued operation set out in note 18 to the consolidated financial statements. The comparative figures in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income have been restated as if the operation discontinued during the current period had been discontinued at the beginning of the prior period.

18 已終止經營業務(續)

(b) 已終止經營業務的現金流如下：

19 比較數字

若干比較數字已作調整，以符合綜合財務報表附註18所載關於已終止經營業務之披露要求。綜合損益表以及綜合損益及其他全面收益表之比較數字已經重列，猶如本期間已終止之業務於過往期間初期已經終止。

The background features a gradient from light beige at the top to a vibrant blue sky with white clouds at the bottom. A golden-yellow curved band separates the sky from the bottom section. The bottom section is a light beige gradient with a series of thin, parallel golden-yellow lines curving across it.

AUX

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