

# Amuse Group

2018 第一季度業績報告  
First Quarterly  
Report



Amuse Group Holding Limited 佰悅集團控股有限公司

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

(Stock code 股份代號 : 8545)

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本報告的資料乃遵照聯交所**GEM** 證券上市規則(「**GEM** 上市規則」)而刊載，旨在提供有關佰悅集團控股有限公司(「本公司」)的資料。本公司董事(「董事」)願就本報告共同及個別地承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成分，亦無遺漏其他事項，足以致令本報告所載任何陳述或本報告產生誤導。

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The board of Directors (the “Board”) of the Company announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months ended 30 June 2018 (“Q1 FY2019”), together with the unaudited comparative figures for the corresponding period in 2017 (“Q1 FY2018”) as follows:

本公司董事會(「董事會」)公告本公司及其附屬公司(統稱「本集團」)截至二零一八年六月三十日止三個月(「二零一九年財政年度第一季度」)的未經審核簡明綜合業績，連同二零一七年同期(「二零一八年財政年度第一季度」)之未經審核比較數字如下：

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

## 未經審核簡明綜合損益及其他全面收益表

For the three months ended 30 June 2018

截至二零一八年六月三十日止三個月

		Three months ended 30 June			
		截至六月三十日止三個月			
		2018	2017		
		二零一八年	二零一七年		
		HK\$'000	HK\$'000		
		千港元	千港元		
Notes		(unaudited)	(unaudited)		
附註		(未經審核)	(未經審核)		
	Revenue	收益	3	28,161	23,770
	Cost of sales	銷售成本		(21,723)	(17,904)
	Gross profit	毛利		6,438	5,866
	Other net income	其他淨收入	4	197	458
	Selling expenses	銷售開支		(702)	(404)
	Administrative expenses	行政開支		(3,566)	(3,170)
	Listing expenses	上市開支		(2,487)	(944)
	Valuation gain on investment property	投資物業估值收益		-	400
	(Loss)/profit from operations	經營(虧損)/溢利		(120)	2,206
	Finance costs	融資成本	5(a)	(36)	(29)
	(Loss)/profit before taxation	除稅前(虧損)/溢利	5	(156)	2,177
	Income tax expense	所得稅開支	6	(354)	(554)
	(Loss)/profit and total comprehensive income for the period	期內(虧損)/溢利及全面收益總額		(510)	1,623
	(Loss)/earnings per share – Basic and diluted (HK cents)	每股(虧損)/盈利 – 基本及攤薄(港仙)	7	(0.06)	0.22

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2018

## 未經審核簡明綜合權益變動表

截至二零一八年六月三十日止三個月

		Share capital	Share premium	Land and buildings revaluation reserve 土地及樓宇 重估儲備	Merger reserve	Retained earnings	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	重估儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	總權益 HK\$'000 千港元
Balance at 1 April 2017	於二零一七年四月一日的結餘	-*	-	1,242	129	58,351	59,722
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	1,623	1,623
Balance at 30 June 2017 (Unaudited)	於二零一七年六月三十日的結餘(未經審核)	-*	-	1,242	129	59,974	61,345
<b>Balance at 1 April 2018</b>	<b>於二零一八年四月一日的結餘</b>	<b>-*</b>	<b>-</b>	<b>1,242</b>	<b>129</b>	<b>69,261</b>	<b>70,632</b>
Issue of shares	發行股份	2,500	85,000	-	-	-	87,500
Capitalisation issue of shares	股份之資本化發行	7,500	(7,500)	-	-	-	-
Transaction costs directly attributable to issue of shares	發行股份直接應佔交易成本	-	(10,509)	-	-	-	(10,509)
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	-	-	(510)	(510)
<b>Balance at 30 June 2018 (Unaudited)</b>	<b>於二零一八年六月三十日的結餘(未經審核)</b>	<b>10,000</b>	<b>66,991</b>	<b>1,242</b>	<b>129</b>	<b>68,751</b>	<b>147,113</b>

\* The balances represent amounts less than HK\$1,000.

\* 該等結餘金額不足1,000港元。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2018

### 1. General information

The Company is incorporated in the Cayman Islands with limited liability under the Companies Law (as revised) of the Cayman Islands. The address of the Company's registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands.

The Company's shares were listed on the GEM of the Stock Exchange on 31 May 2018 (the "Listing").

The Company is an investment holding company. The Group is principally engaged in design, marketing, distribution and retail sales of toys and related products.

The measurement basis used in the preparation of the unaudited condensed consolidated financial statements is the historical cost basis except that the investment property is stated at fair value. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all figures are rounded to the nearest thousand ("HK\$'000") unless otherwise indicated.

## 未經審核簡明綜合財務報表附註

截至二零一八年六月三十日止三個月

### 1. 一般資料

本公司根據開曼群島公司法（經修訂）於開曼群島註冊成立為有限公司。本公司的註冊辦事處地址位於P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands。

本公司股份於二零一八年五月三十一日在聯交所GEM上市（「上市」）。

本公司為投資控股公司。本集團主要從事設計、市場推廣、分銷及零售銷售玩具及相關產品。

編製未經審核簡明綜合財務報表使用的計量基準為歷史成本基準，惟投資物業按公平值列賬。未經審核簡明綜合財務報表乃以港元（「港元」）呈列，除另有指明外，所有數字均四捨五入至最接近的千位（「千港元」）。



## 2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements for the three months ended 30 June 2018 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRS, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the applicable disclosure provisions of the GEM Listing Rules. The principal accounting policies used in the first quarterly unaudited condensed consolidated financial statements are consistent with those adopted in the preparation of the Group’s annual financial statements for the year ended 31 March 2018.

The Group has adopted all the new and revised HKFRSs issued that are relevant to its operations and effective for its accounting period beginning on 1 April 2018. The application of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current period and prior years.

The Group has not applied the new and revised HKFRSs which have been issued but are not yet effective. The Group is currently in the process of making an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether they would have a material impact on the Group’s results and financial position.

The unaudited condensed consolidated results have not been audited by the Company’s auditor, but have been reviewed by the Company’s audit committee.

## 2. 編製基準及主要會計政策

截至二零一八年六月三十日止三個月的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」，該統稱包括所有適用個別香港財務報告準則）、香港會計準則（「香港會計準則」）及詮釋、香港公認會計原則及GEM上市規則的適用披露條文編製。編製第一季度未經審核簡明綜合財務報表所採納之主要會計政策與編製本集團截至二零一八年三月三十一日止年度之年度財務報表所採納者一致。

本集團已採納所有已頒佈有關其經營業務，並於二零一八年四月一日開始的會計期間生效的新訂及經修訂香港財務報告準則。應用該等新訂及經修訂香港財務報告準則並無導致本集團的會計政策、本集團財務報表的呈列及於本期間及過往年度所呈報金額出現重大變動。

本集團並無應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團現時正評估該等新訂及經修訂香港財務報告準則之影響，惟尚未能說明該等新訂及經修訂香港財務報告準則會否對本集團業績及財務狀況造成重大影響。

未經審核簡明綜合業績並未經本公司核數師審核，但已由本公司之審核委員會審閱。

### 3. Revenue and business segment

#### (a) Revenue

The principal activities of the Group are design, marketing, distribution and retail sales of toys and related products.

The Group's revenue comprised the sales of Original Design Manufacturing ("ODM") toys to license holders, sale of own licensed toys and distribution of imported toys and is analysed by principal activities as follows:

		Three months ended 30 June	
		截至六月三十日止三個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of ODM toys to license holders	銷售ODM玩具予特許持有人	19,625	18,627
Distribution of imported toys	分銷進口玩具	6,087	2,414
Sales of own licensed toys	銷售自家特許玩具	2,449	2,729
		<b>28,161</b>	23,770

The Group's customers are primarily distributors based in Japan. The percentage of revenue contributed by the Group's five largest customers for the three months ended 30 June 2018 amounted to approximately 85% (three months ended 30 June 2017: 89%). Further details regarding the Group's principal activities are disclosed below.

The Group manages its business by three divisions, namely sale of ODM toys, sale of own licensed toys and distribution of imported toys. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified the above three reportable segments. No operating segments have been aggregated to form the above reportable segments.

### 3. 收益及業務分部

#### (a) 收益

本集團的主要活動為設計、市場推廣、分銷及零售銷售玩具及相關產品。

本集團的收益包括銷售原設計製造(「ODM」)玩具予特許持有人、銷售自家特許玩具及分銷進口玩具，並按主要活動劃分分析如下：

		Three months ended 30 June	
		截至六月三十日止三個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of ODM toys to license holders	銷售ODM玩具予特許持有人	19,625	18,627
Distribution of imported toys	分銷進口玩具	6,087	2,414
Sales of own licensed toys	銷售自家特許玩具	2,449	2,729
		<b>28,161</b>	23,770

本集團的客戶主要為日本分銷商。截至二零一八年六月三十日止三個月的本集團五大客戶產生的收益百分比為約85% (截至二零一七年六月三十日止三個月：89%)。有關本集團主要活動的更多詳情於下文披露。

本集團按三個分部管理其業務，即銷售ODM玩具、銷售自家特許玩具及分銷進口玩具。按照內部就資源分配及表現評估向本集團最高行政管理層呈報資料的相同方式，本集團已識別以上三個可呈報分部。概無匯總經營分部以構成以上可呈報分部。





### 3. Revenue and business segment (Continued)

#### (b) Information about major customers

Revenue from customers during the period contributing over 10% of the Group's revenue are as follows:

		Three months ended 30 June	
		截至六月三十日止三個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Group's largest customer	本集團最大客戶	19,919	19,516

### 4. Other net income

### 3. 收益及業務分部(續)

#### (b) 主要客戶的資料

期內佔本集團收益逾10%的客戶的收益列載如下：

### 4. 其他淨收入

		Three months ended 30 June	
		截至六月三十日止三個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Bank interest income	銀行利息收入	26	2
Net exchange loss	匯兌虧損淨額	(296)	(115)
Rental income	租金收入	60	60
Freight charge income	運費收入	218	196
Management fee income	管理費收入	188	310
Sundry income	雜項收入	1	5
		197	458

## 5. (Loss)/profit before taxation

(Loss)/profit before taxation is arrived at after charging:

## 5. 除稅前(虧損)/溢利

除稅前(虧損)/溢利乃經扣除以下各項後達致：

		Three months ended 30 June 截至六月三十日止三個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on bank loan and overdrafts	銀行貸款及透支利息	36	29
		<b>36</b>	29
<b>(b) Staff costs</b>	<b>(b) 員工成本</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	2,060	1,893
Contributions to defined contributions retirement plans	定額供款退休計劃供款	71	70
		<b>2,131</b>	1,963
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	97	107
Auditors' remuneration	核數師酬金	325	195
Operating lease charges for land and buildings	土地及樓宇經營租賃費用	263	306



## 6. Income tax

Current tax – Hong Kong Profits Tax	即期稅項 – 香港 利得稅	393	537
Deferred tax	遞延稅項	(39)	17
		354	554

The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for each of the reporting period.

## 7. (Loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to ordinary equity shareholders of the Company of HK\$510,000 (three months ended 30 June 2017: profit of HK\$1,623,000) and weighted average of 750,000,000 ordinary shares in issue during the three months ended 30 June 2018 (three months ended 30 June 2017: 750,000,000 shares).

## 6. 所得稅

### Three months ended 30 June 截至六月三十日止三個月

2018	2017
二零一八年	二零一七年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

於各報告期間，香港利得稅撥備乃根據估計應課稅溢利按 16.5% 計算。

## 7. 每股(虧損)/盈利

每股基本(虧損)/盈利乃根據截至二零一八年六月三十日止三個月本公司普通權益股東應佔虧損 510,000 港元(截至二零一七年六月三十日止三個月：溢利 1,623,000 港元)及已發行普通股加權平均數 750,000,000 股(截至二零一七年六月三十日止三個月：750,000,000 股)計算。

## 7. (Loss)/earnings per share (Continued)

The weighted average number of ordinary shares is calculated as follows:

		At 30 June 於六月三十日	
		2018 二零一八年 (Unaudited) (未經審核)	2017 二零一七年 (Unaudited) (未經審核)
Issued ordinary share at 1 April	於四月一日的已發行普通股	20,000	20,000
Capitalisation issue on 31 May 2018	於二零一八年五月三十一日資本化發行	749,980,000	749,980,000
Effect of shares offer on 31 May 2018	於二零一八年五月三十一日股份發售的影響	83,333,333	-
Weighted average number of shares at 30 June	於六月三十日的股份加權平均數	833,333,333	750,000,000

The capitalisation took place on 31 May 2018 is deemed to be completed on 1 April 2017 and the weighted average number of shares at 30 June 2018 and 2017 have been adjusted accordingly. There was no difference between basic and diluted (loss)/earnings per share as the Company did not have any dilutive potential shares outstanding during the three months ended 30 June 2018 and 2017.

## 8. Dividends

No dividends were paid or declared by the Company or any of the subsidiaries during the three months ended 30 June 2018.

## 7. 每股(虧損)/盈利(續)

普通股加權平均數計算如下：

於二零一八年五月三十一日進行之資本化被視作於二零一七年四月一日完成及於二零一八年及二零一七年六月三十日之股份加權平均數已作相應調整。由於本公司於截至二零一八年及二零一七年六月三十日止三個月並無任何發行在外之潛在攤薄股份，每股基本及攤薄(虧損)/盈利並無差異。

## 8. 股息

截至二零一八年六月三十日止三個月，本公司或任何附屬公司並無派付或宣派股息。



## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review and outlook

The shares of the Company (the “Share(s)”) were successfully listed on the GEM of the Stock Exchange on 31 May 2018. The Group is principally engaged in design, marketing, distribution and retail sales of toys and related products.

### Business Review

The Group believes that its dedication to quality toys and competitive pricing over the years has contributed to its long-term relationships with its largest customer group. The Group has worked with Sentinel Co., Ltd. and Wing Co., Ltd. for over 8 and 12 years, respectively. The Group believes that it can leverage on its established relationship with these two major customers to further develop new business opportunities in the animations, comics and games (ACG) toy industry.

The Group’s distribution platforms mainly comprised (i) local and overseas distributors; (ii) its online store and flagship store in Hong Kong; and (iii) certain consignment sales channels.

The Group applied the “SENTINEL/千值練”, “TOPI” and “FLAME TOYS” brands in developing its own licensed toys over the years. The Group will increase the uniqueness of its own licensed toys, enhance the market presence of the Group and distinguish the Group from being a general toy distributor or retailer.

The Group believes that its ability to carry out one-stop design and distribution for licensed toys gives it competitive edges over toy companies which are solely engaged in either toy design or distribution operation. Since 2005, the Group has provided ODM services to customers ranging from product design, mould development, prototyping, production management and quality control. The Group has its in-house design and development team. Further, the Group has started our distribution operation for licensed toys since 2012, and developed a diverse distribution platform over the years.

## 管理層討論及分析

### 業務回顧及展望

本公司股份（「股份」）於二零一八年五月三十一日成功在聯交所GEM上市。本集團主要從事設計、市場推廣、分銷及零售銷售玩具及相關產品。

### 業務回顧

本集團認為，本集團多年來專注提供優質玩具及具競爭力的定價，此舉有助本集團與最大客戶集團維持長期關係。本集團與株式會社千值練及Wing Co., Ltd.分別合作逾8年及12年。本集團相信，本集團可利用與該兩個主要客戶的既有關係，進一步開發動畫、漫畫及遊戲(ACG)玩具行業的新商機。

本集團的分銷平台主要包括(i)本地及海外分銷商；(ii)其網店及香港旗艦店；及(iii)若干寄售渠道。

本集團多年來使用「SENTINEL／千值練」、 「TOPI」及「FLAME TOYS」品牌發展自家特許玩具。本集團將加強自家特許玩具的獨特性、提高本集團的市場覆蓋，使本集團有別於一般玩具分銷商或零售商。

本集團認為，本集團推行一站式特許玩具設計及分銷的能力是本集團的競爭優勢，讓本集團在僅從事玩具設計或分銷業務的玩具公司中脫穎而出。自二零零五年開始，本集團一直向客戶提供ODM服務，包括產品設計、模具開發、原型製作、生產管理及質量監控。本集團擁有內部設計及開發團隊。此外，本集團自二零一二年已開始特許玩具分銷業務並於過往數年發展出多元化的分銷平台。

## Financial Analysis

### Revenue

Revenue increased by approximately 18.5% to approximately HK\$28,161,000 for Q1 FY2019 from approximately HK\$23,770,000 for Q1 FY2018. The increase in revenue was mainly due to the increase in revenue from (i) distribution of imported toys; and (ii) sales of the ODM toys in the end of period.

### Cost of sales

The Group's cost of sales, incurred from the ODM toys production costs, distribution of imported toys and own licensed toys comprises (i) production costs; (ii) license fee; (iii) depreciation of mould; and (iv) others.

Cost of sales increased by approximately 21.3% to approximately HK\$21,723,000 for Q1 FY2019 from approximately HK\$17,904,000 for Q1 FY2018.

### Gross profit

Gross profit increased by approximately 9.8% to approximately HK\$6,438,000 for Q1 FY2019 from approximately HK\$5,866,000 for Q1 FY2018. The gross profit margin decreased to approximately 22.9% for Q1 FY2019 from approximately 24.7% for Q1 FY2018 due to the decrease in sales proportion of sale of own licensed toys which has the highest gross profit margin in the three reportable segments.

### Other income and gains

Other income and gains decreased by approximately 57.0% to approximately HK\$197,000 for Q1 FY2019 from approximately HK\$458,000 for the Q1 FY2018.

## 財務分析

### 收益

收益由二零一八年財政年度第一季度約23,770,000港元增加約18.5%至二零一九年財政年度第一季度約28,161,000港元。收益增加主要由於期末(i)分銷進口玩具；及(ii)銷售ODM玩具的收益增加所致。

### 銷售成本

本集團ODM玩具生產成本、分銷進口玩具及自家特許玩具所產生的銷售成本包括(i)生產成本；(ii)特許費用；(iii)模具折舊；及(iv)其他。

銷售成本由二零一八年財政年度第一季度約17,904,000港元增加約21.3%至二零一九年財政年度第一季度約21,723,000港元。

### 毛利

毛利由二零一八年財政年度第一季度約5,866,000港元增加約9.8%至二零一九年財政年度第一季度約6,438,000港元。毛利率由二零一八年財政年度第一季度約24.7%減少至二零一九年財政年度第一季度約22.9%，乃由於銷售自家特許玩具的銷售比例減少，而其於三個可呈報分部中毛利率最高。

### 其他收入及收益

其他收入及收益由二零一八年財政年度第一季度約458,000港元減少約57.0%至二零一九年財政年度第一季度約197,000港元。



## Selling expenses

Our selling expenses comprise (i) advertising; (ii) staff costs which mainly represents the expenses in salary of staff; (iii) freight, postage and delivery; (iv) commission expense for our consignment sales; and (v) other selling and distribution expenses. Selling expenses increased by approximately 73.8% to approximately HK\$702,000 for the Q1 FY2019 from approximately HK\$404,000 for Q1 FY2018, mainly due to (i) an increase in staff costs mainly attributable to increase in number of staff and salary increments to certain employees; and (ii) increased exhibition expense.

## Administrative expenses

Our administrative expenses mainly consists of (i) staff costs which mainly represents the expenses in salary and staff benefit payable to our administrative department including our Directors; (ii) operating lease charges for land and building; (iii) travelling and entertainment expenses; (iv) audit fee; (v) depreciation expenses; (vi) legal and professional fee; (vii) stamp duty; (viii) insurance expenses mainly in relation to product liability insurance; and (ix) other administrative expenses.

Administrative expenses increased by approximately 12.5% to approximately HK\$3,566,000 for Q1 FY2019 from approximately HK\$3,170,000 for Q1 FY2018. The increased expense was mainly presented by (i) increase of legal and professional fee mainly represented by variety of after IPO expenses; and (ii) increase in staff costs due to increase in salary and number of staff.

## Event after the reporting period

There is no significant event subsequent to 30 June 2018 which would materially affect the Group's operating and financial performance.

## 銷售開支

銷售開支包括(i)廣告；(ii)員工成本，主要為員工薪金開支；(iii)運費、郵費及送貨；(iv)寄售佣金開支；及(v)其他銷售及分銷開支。銷售開支由二零一八年財政年度第一季度約404,000港元增加約73.8%至二零一九年財政年度第一季度約702,000港元，主要由於(i)員工成本上升，主要由於員工數目增加以及若干員工薪酬上調；及(ii)展覽開支增加。

## 行政開支

行政開支主要包括(i)員工成本，主要指應付行政部門(包括董事)的薪金及員工福利開支；(ii)土地及樓宇經營租賃費用；(iii)差旅及酬酢開支；(iv)審核費用；(v)折舊開支；(vi)法律及專業費用；(vii)印花稅；(viii)保險開支(主要關於產品責任保險)；及(ix)其他行政開支。

行政開支由二零一八年財政年度第一季度約3,170,000港元增加約12.5%至二零一九年財政年度第一季度約3,566,000港元。開支增加主要由於(i)法律及專業費用增加，主要為各項首次公開發售後開支；及(ii)員工成本增加，原因為薪酬上調及員工人數增加。

## 報告期後的事項

於二零一八年六月三十日之後並無發生可能對本集團經營及財務表現有重大影響之重大事項。

## OTHER INFORMATION

### Directors' and chief executives' interest and short position in shares, underlying shares or debentures

As at 30 June 2018, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which shall have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which shall be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which shall be required to notify the Company and the Stock Exchange pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, were as follows:

#### Long position

Name of Director/ chief executive 董事/主要行政 人員姓名	Name of Group member/associated corporation 本集團成員公司/ 相聯法團名稱	Capacity/Nature of interest 身份/權益性質	Total number of shares 股份總數	Approximate percentage of shareholding 佔股權 概約百分比
Mr. Li Wai Keung ("Mr. Li") 李偉強先生(「李先生」)	The Company 本公司	Interest of a controlled corporation 受控法團權益	637,500,000 (Note 1)	63.75%
Mr. Li 李先生	Infinite Force Holdings Limited ("Infinite Force") Infinite Force Holdings Limited (「Infinite Force」)	Beneficial owner 實益擁有人	1 ordinary share 1股普通股 (Note 2)	100%

## 其他資料

### 董事及主要行政人員於股份、相關股份或債權證中的權益及淡倉

於二零一八年六月三十日，董事及本公司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、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊的權益及淡倉，或根據GEM上市規則第5.46條至第5.67條須知會本公司及聯交所的權益及淡倉如下：

#### 好倉





Notes:

1. Infinite Force, a company incorporated in the British Virgin Islands, is the registered owner of 637,500,000 Shares. As Mr. Li owns the entire issued share capital of Infinite Force, he is deemed to be interested in all the shares of the Company registered in the name of Infinite Force under the SFO.
2. Infinite Force is the registered owner of 637,500,000 shares of the Company, and is wholly owned by Mr. Li. Under the SFO, Infinite Force is an associated corporation of the Company.

Save as disclosed above, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules as at 30 June 2018.

附註：

1. 於英屬維爾京群島註冊成立的公司Infinite Force為637,500,000股股份之登記擁有人。由於李先生擁有Infinite Force之全部已發行股本，根據證券及期貨條例，彼被視作擁有以Infinite Force名義登記的所有本公司股份的權益。
2. Infinite Force為637,500,000股本公司股份之登記擁有人，且由李先生全資擁有。根據證券及期貨條例，Infinite Force為本公司之相聯法團。

除上文披露者外，於二零一八年六月三十日，概無董事及本公司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第XV部）的任何股份、相關股份及債權證中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益或淡倉），或記入本公司根據證券及期貨條例第352條須存置的登記冊的權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

## Substantial shareholders' and other persons' interests and short positions in shares or underlying shares

As at 30 June 2018, so far as the Directors are aware, other than the Directors and chief executive of the Company whose interests are disclosed under the paragraph headed "Directors' and chief executives' interest and short positions in shares, underlying shares or debentures" above, the following persons had an interest or short position in the shares or underlying shares of the Company which shall be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which is required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

## 主要股東及其他人士於股份或相關股份中的權益及淡倉

於二零一八年六月三十日，就董事所知，除其權益已於上文「董事及主要行政人員於股份、相關股份或債權證中的權益及淡倉」一段披露的董事及本公司主要行政人員外，以下人士於本公司的股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所述登記冊的權益或淡倉：

### Long position

### 好倉

Name of shareholders	Capacity/Nature of interest	Total number of shares	Approximate percentage of shareholding
股東姓名／名稱	身份／權益性質	股份總數	佔股權概約百分比
Infinite Force	Beneficial owner 實益擁有人	637,500,000 (Note 1) (附註1)	63.75%
Ms. Fong Wing Yan 方穎茵女士	Interest of spouse 配偶權益	637,500,000 (Note 2) (附註2)	63.75%
New Express Investment Limited ("New Express") 新通投資有限公司(「新通」)	Beneficial owner 實益擁有人	112,500,000 (Note 3) (附註3)	11.25%
China Investment and Finance Group Limited ("China Investment") 中國投融資集團有限公司 (「中國投融資」)	Interest of a controlled corporation 受控法團權益	112,500,000 (Note 3) (附註3)	11.25%



#### Notes:

1. Infinite Force, a company incorporated in British Virgin Islands, is wholly owned by Mr. Li. Under the SFO, Mr. Li is deemed to be interested in the shares of the Company registered in the name of Infinite Force.
2. Ms. Fong Wing Yan, the spouse of Mr. Li, is deemed to be interested in all the shares of the Company in which Mr. Li is interested by virtue of the SFO.
3. New Express is wholly owned by China Investment, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange (Stock code: 1226). Under the SFO, China Investment is deemed to be interested in the shares of the Company registered in the name of New Express.

Saved as disclosed above, the Directors were not aware of any other persons other than the Directors or chief executive of the Company who held an interest or short positions in the shares and underlying shares of the Company which were required to be recorded pursuant to section 336 of the SFO as at 30 June 2018.

#### Purchase, sale or redemption of listed securities of the company

The Company had not redeemed any of its ordinary shares during the three months ended 30 June 2018. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's ordinary shares during the three months ended 30 June 2018.

#### Directors' and controlling shareholders' interest in competing business

None of the Directors, the directors of the Company's subsidiaries, the Company's controlling shareholders, or any of their respective close associates, as defined in the GEM Listing Rules, has interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has any other conflict of interests with the Group (other than being a Director and/or a director of its subsidiaries and their respective associates) during the reporting period.

#### 附註：

1. 於英屬維爾京群島註冊成立的公司Infinite Force由李先生全資擁有。根據證券及期貨條例，李先生被視作擁有以Infinite Force名義登記的本公司股份的權益。
2. 方穎茵女士為李先生之配偶，根據證券及期貨條例，彼被視為於李先生擁有權益之本公司所有股份中擁有權益。
3. 新通由一家於開曼群島註冊成立及股份在聯交所上市的公司中國投融資（股份代號：1226）全資擁有。根據證券及期貨條例，中國投融資被視作擁有以新通名義登記的本公司股份的權益。

除上文所披露外，於二零一八年六月三十日，董事並不知悉任何其他人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第336條須予記錄的權益或淡倉。

#### 購買、出售或贖回本公司上市證券

截至二零一八年六月三十日止三個月，本公司並無贖回任何其普通股。截至二零一八年六月三十日止三個月，本公司及其任何附屬公司概無購買或出售本公司任何普通股。

#### 董事及控股股東於競爭業務的權益

於報告期內，董事、本公司附屬公司的董事、本公司控股股東或彼等各自的緊密聯繫人（定義見GEM上市規則）概無於與本集團業務（不論直接或間接）競爭或可能競爭的任何業務擁有權益或與本集團產生任何其他利益衝突（除作為董事及／或其附屬公司之董事及彼等各自的聯繫人外）。

## Directors' securities transactions

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the three months ended 30 June 2018.

## Interests of the compliance adviser

As notified by the compliance adviser of the Company, Ample Capital Limited, save for the compliance adviser agreement dated 31 May 2018 entered into between the Company and Ample Capital Limited, none of Ample Capital Limited, its directors, employees and close associates had any interest in the securities of the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules as at 30 June 2018.

## Share Option Scheme

The Company's share option scheme (the "Share Option Scheme") was approved by a resolution of the Company's shareholders passed on 11 May 2018. The principal terms of the Share Option Scheme, a summary of which is set out in Appendix VI to the prospectus of the Company dated 18 May 2018, are in compliance with the provisions under Chapter 23 of the GEM Listing Rules.

As of 30 June 2018 and up to the date of this report, there was no options granted, exercised, lapsed or cancelled under the Share Option Scheme. There was no outstanding share option not yet exercised under the Share Option Scheme.

## Corporate governance practice

The Company has applied the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the "Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code during the three months ended 30 June 2018.

## 董事進行證券交易

本公司已採納董事進行證券交易的操守守則，其條款不遜於GEM上市規則第5.48至5.67條所載交易規定標準。本公司已向全體董事作出特定查詢，且本公司並不知悉於截至二零一八年六月三十日止三個月期間董事在進行證券交易時有任何不遵守相關交易規定標準的情況。

## 合規顧問的權益

據本公司合規顧問豐盛融資有限公司表示，除本公司與豐盛融資有限公司所訂立日期為二零一八年五月三十一日的合規顧問協議外，於二零一八年六月三十日，豐盛融資有限公司、其董事、僱員及緊密聯繫人概無於本集團證券中擁有任何根據GEM上市規則第6A.32條須知會本集團的權益。

## 購股權計劃

本公司購股權計劃（「購股權計劃」）乃由本公司股東於二零一八年五月十一日通過的一項決議案批准。購股權計劃的主要條款概述於本公司日期為二零一八年五月十八日之招股章程附錄六，並符合GEM上市規則第23章的條文。

於二零一八年六月三十日及直至本報告日期，概無購股權計劃項下的購股權已授出、行使、失效或註銷。概無購股權計劃項下尚未行使的購股權。

## 企業管治常規

本公司已應用GEM上市規則附錄十五所載的企業管治守則及企業管治報告（「守則」）的原則及守則條文。董事會認為，本公司於截至二零一八年六月三十日止三個月期間一直遵守守則。



## Audit committee

The audit committee of the Company has reviewed the quarterly report of the Group for the three months ended 30 June 2018 with the management and is of the view that such quarterly report complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board  
**Amuse Group Holding Limited**  
**Li Wai Keung**  
*Chairman and Executive Director*

Hong Kong, 14 August 2018

*As at the date of this report, the Board composition is as follows:*

*Chairman and Executive Director:*

Mr. Li Wai Keung

*Executive Directors:*

Mr. To Hoi Pan

Ms. Lee Kwai Fong

*Independent non-executive Directors:*

Ms. Chow Chi Ling Janice

Mr. Tung Man

Mr. Yu Pui Hang

## 審核委員會

本集團截至二零一八年六月三十日止三個月的季度業績報告已由本公司審核委員會及管理層審閱，且彼等認為有關季度業績報告符合適用會計準則、GEM上市規則規定及其他適用法律規定，並且已作出充足的披露。

承董事會命  
**佰悅集團控股有限公司**  
*主席兼執行董事*  
**李偉強**

香港，二零一八年八月十四日

於本報告日期，董事會成員如下：

*主席兼執行董事：*

李偉強先生

*執行董事：*

杜海斌先生

李桂芳女士

*獨立非執行董事：*

周緻玲女士

董文先生

余沛恒先生



Amuse Group Holding Limited  
佰悅集團控股有限公司