



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)



**FIRST QUARTERLY
REPORT**
第一季度業績報告
2022/23

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

This report will remain on the Stock Exchange’s website at www.hkexnews.hk, the GEM website at www.hkgem.com, on the “Latest Company Announcements” page for at least seven days from the date of its posting. This report will also be published on the Company’s website at www.amusegroupholding.com.

香港聯合交易所有限公司（「聯交所」）GEM 的特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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

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本報告乃遵照聯交所 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及完整，並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告所載任何陳述或本報告產生誤導。

本報告將於聯交所網站 www.hkexnews.hk，GEM 網站 www.hkgem.com 內「最新公司公告」一頁於刊發日期起計最少保存七天。本報告亦將於本公司之網站 www.amusegroupholding.com 內刊發。

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Li Wai Keung (*Chairman and chief executive officer*)
Mr. To Hoi Pan
Ms. Lee Kwai Fong

Non-executive Directors

Mr. Lee Ming Yeung Michael
Mr. Wei Qing
Mr. Chu Wai Tak

Independent Non-executive Directors

Mr. Yu Pui Hang
Ms. Chow Chi Ling Janice
Ms. Ren Hongyan
(retired on 12 August 2022)
Ms. Kwok Wai Ling

Company Secretary

Mr. To Hoi Pan

Compliance Officer

Mr. To Hoi Pan

Authorised Representatives

Mr. Li Wai Keung
Mr. To Hoi Pan

Audit Committee

Ms. Chow Chi Ling Janice
(*Chairlady of Audit Committee*)
Mr. Yu Pui Hang
Ms. Ren Hongyan
(retired on 12 August 2022)

Remuneration Committee

Mr. Yu Pui Hang
(*Chairman of Remuneration Committee*)
Ms. Chow Chi Ling Janice
Ms. Ren Hongyan
(retired on 12 August 2022)

Nomination Committee

Ms. Ren Hongyan
(retired on 12 August 2022)
(*Chairlady of Nomination Committee*)
Mr. Yu Pui Hang
Ms. Chow Chi Ling Janice

公司資料

董事會

執行董事

李偉強先生 (主席兼行政總裁)
杜海斌先生
李桂芳女士

非執行董事

李明揚先生
魏青先生
朱偉德先生

獨立非執行董事

余沛恒先生
周緻玲女士
任紅燕女士
(於二零二二年八月十二日退任)
郭惠玲女士

公司秘書

杜海斌先生

合規主任

杜海斌先生

授權代表

李偉強先生
杜海斌先生

審核委員會

周緻玲女士
(*審核委員會主席*)
余沛恒先生
任紅燕女士
(於二零二二年八月十二日退任)

薪酬委員會

余沛恒先生
(*薪酬委員會主席*)
周緻玲女士
任紅燕女士
(於二零二二年八月十二日退任)

提名委員會

任紅燕女士
(於二零二二年八月十二日退任)
(*提名委員會主席*)
余沛恒先生
周緻玲女士

Auditor

Grant Thornton Hong Kong Limited
Certified Public Accountants

Registered Office

Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Flat A-C, 3A/F, Metex House
24-32 Fui Yiu Kok Street
Tsuen Wan
Hong Kong

Principal Share Registrar and Transfer Office

Tricor Services (Cayman Islands) Limited
Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Compliance Adviser

Ample Capital Limited

Legal Advisers as to Hong Kong Law

Patrick Mak & Tse
Rooms 901-905
9th Floor Wing On Centre
111 Connaught Road
Central Hong Kong

Principal Bankers

Hang Seng Bank Limited

Company's Website

www.amusegroupholding.com

Stock Code

8545

核數師

致同(香港)會計師事務所有限公司
執業會計師

註冊辦事處

Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

總辦事處及香港主要營業地點

香港
荃灣
灰窰角街24-32號
美德大廈3A樓A-C室

股份過戶登記總處

Tricor Services (Cayman Islands) Limited
Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

合規顧問

豐盛融資有限公司

香港法律顧問

麥家榮律師行
香港中環
干諾道中111號
永安中心9樓
901-905室

主要往來銀行

恒生銀行有限公司

公司網站

www.amusegroupholding.com

股份代號

8545

The board of Directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months ended 30 June 2022 (the "Period"), together with the comparative figures for the three months ended 30 June 2021 (the "Corresponding Period"), which have not been audited nor reviewed by an independent auditor but have been reviewed and approved by the audit committee of the Company (the "Audit Committee"), are set out as follows:

本公司董事會（「董事會」）欣然宣佈本公司及其附屬公司（統稱「本集團」）截至二零二二年六月三十日止三個月（「本期間」）之未經審核簡明綜合業績連同截至二零二一年六月三十日止三個月（「去年同期」）之比較數字，該等業績及數字尚未經獨立核數師審核或審閱，但已獲本公司審核委員會（「審核委員會」）審閱及批准，詳情載列如下：

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

For the three months ended 30 June 2022

未經審核簡明綜合損益及其他全面收益表

截至二零二二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		
		2022	2021	
		二零二二年	二零二一年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		Notes (Unaudited)	Notes (Unaudited)	
		附註 (未經審核)	附註 (未經審核)	
Revenue	收益	3	43,142	59,397
Cost of sales	銷售成本		(35,461)	(49,052)
Gross profit	毛利		7,681	10,345
Other net income	其他淨收入	4	111	1,045
Selling expenses	銷售開支		(1,924)	(2,064)
Administrative expenses	行政開支		(4,957)	(6,921)
Fair value changes of financial assets at fair value thought profit or loss	按公平值計入損益之金融資產的公平值變動		(1,225)	1,293
Share of profit/(loss) of joint ventures	應佔合資公司之溢利／(虧損)		96	(400)
(Loss)/profit from operations	經營(虧損)／溢利		(218)	3,298
Finance costs	融資成本	5(a)	(22)	(33)
(Loss)/profit before taxation	除稅前(虧損)／溢利	5	(240)	3,265
Income tax expense	所得稅開支	6	(473)	(660)
(Loss)/profit for the period	期內(虧損)／溢利		(713)	2,605
(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)	0.26
(Loss)/profit for the period	期內(虧損)／溢利		(713)	2,605
			-	-
Total comprehensive (expense)/ income for the period	期內全面(開支)／收益總額		(713)	2,605

**UNAUDITED CONDENSED
CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY**

For the three months ended 30 June 2022

未經審核簡明綜合權益變動表

截至二零二二年六月三十日止三個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
Balance at 1 April 2021	於二零二一年四月一日的結餘	10,000	66,991	129	101,751	178,871
Profit for the period	期內溢利	-	-	-	2,605	2,605
Total comprehensive income	全面收益總額	-	-	-	2,605	2,605
Balance at 30 June 2021 (Unaudited)	於二零二一年六月三十日的結餘(未經審核)	10,000	66,991	129	104,356	181,476
Balance at 1 April 2022	於二零二二年四月一日的結餘	10,000	66,991	129	103,232	180,352
Loss for the period	期內虧損	-	-	-	(713)	(713)
Issue of new shares	發行新股份	1,923	8,077	-	-	10,000
Total comprehensive expense	全面開支總額	-	-	-	(713)	(713)
Balance at 30 June 2022 (Unaudited)	於二零二二年六月三十日的結餘(未經審核)	11,923	75,068	129	102,519	189,639

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2022

1. General information

The Company is incorporated in the Cayman Islands with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands and the principal place of business of the Company is at Flat A-C, 3A/F, Metex House, 24-32 Fui Yiu Kok Street, Tsuen Wan, Hong Kong.

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. 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

截至二零二二年六月三十日止三個月

1. 一般資料

本公司乃根據開曼群島公司法第22章（一九六一年第三號法例，經綜合及修訂）於開曼群島註冊成立的有限公司。本公司的註冊辦事處地址位於 Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands。本公司的主要營業地點位於香港荃灣灰窰角街24-32號美德大廈3A樓A-C室。

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。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

The unaudited condensed consolidated financial statements for the three months ended 30 June 2022 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 unaudited condensed consolidated financial statements for the three months ended 30 June 2022 are consistent with those adopted in the preparation of the Group’s annual financial statements for the year ended 31 March 2022 except for the accounting policy changes that are expected to be reflected in the annual financial statements for the year ending 31 March 2023.

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 2022. The adoption of the new and revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the performances of the Group.

The Group has not early adopted any new and revised HKFRSs that has been issued but are not yet effective.

2. 編製基準

截至二零二二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。編製截至二零二二年六月三十日止三個月的未經審核簡明綜合財務報表所用之主要會計政策與編製本集團截至二零二二年三月三十一日止年度之年度財務報表所採納者一致，惟預期於截至二零二三年三月三十一日止年度之年度財務報表內反映的會計政策變動則除外。

本集團已採納所有已頒佈且與其經營業務有關，並於二零二二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。採納與本集團相關及自本期間開始生效的新訂及經修訂香港財務報告準則對本集團之表現並無重大影響。

本集團尚未提早採納任何已頒佈惟尚未生效之新訂及經修訂香港財務報告準則。

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 related products and distribution of imported toys and related products and is analysed by principal activities as follows:

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相關產品及分銷進口玩具及相關產品，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	
		2022	2021
		二零二二年	二零二一年
		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	24,002	28,415
Distribution of imported toys and related products	分銷進口玩具及相關產品	8,429	21,018
Sales of own licensed toys and related products	銷售自家特許玩具及相關產品	10,711	9,964
		43,142	59,397

3. Revenue and business segment (Continued)

(a) Revenue (Continued)

The Group's customers are primarily distributors based in Japan. The percentage of revenue contributed by the Group's five largest customers for the Period amounted to approximately 81% (the Corresponding Period: 69%). 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 related products and distribution of imported toys and related products. 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.

(b) Information about major customers

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

3. 收益及業務分部 (續)

(a) 收益 (續)

本集團的客戶主要為日本分銷商。本期間的本集團五大客戶產生的收益百分比為約81% (去年同期: 69%)。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相關產品及分銷進口玩具及相關產品。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。

(b) 主要客戶的資料

本期間佔本集團收益逾10%的客戶的收益列載如下：

		Three months ended 30 June 截至六月三十日止三個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Group's largest customer	本集團最大客戶	24,704	33,388

4. Other net income

4. 其他淨收入

		Three months ended 30 June	
		截至六月三十日止三個月	
		2022	2021
		二零二二年	二零二一年
		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	6	62
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(1,099)	369
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	380	-
Rental income	租金收入	-	83
Freight charge income	運費收入	70	57
Management fee income	管理費收入	223	301
Government grants	政府補貼	404	-
Sundry income	雜項收入	127	173
		111	1,045

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	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(a) Finance costs	(a) 融資成本		
Interest on bank loan and overdrafts	銀行貸款及透支利息	13	12
Interest on lease liabilities	租賃負債利息	9	21
		22	33
(b) Staff costs (including directors' remuneration)	(b) 員工成本 (包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	3,333	5,747
Contributions to defined contributions retirement plans	定額供款退休計劃供款	106	103
		3,439	5,850
(c) Other items	(c) 其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	734	2,319
Depreciation of right-of-use assets	使用權資產折舊	581	766
Auditor's remuneration	核數師酬金	198	192

6. Income tax expense

6. 所得稅開支

		Three months ended 30 June	
		截至六月三十日止三個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current tax – Hong Kong profits tax	即期稅項 — 香港利得稅	473	660
		473	660

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

於各報告期間，就香港利得稅所作出的撥備乃根據估計應課稅溢利按16.5%計算。

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\$713,000 (profit in the Corresponding Period: HK\$2,605,000) and weighted average of 1,120,456,466 ordinary shares in issue during the Period (the Corresponding Period: 1,000,000,000 shares).

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

		At 30 June 於六月三十日	
		2022 二零二二年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)
Issued ordinary share at 1 April	於四月一日的已發行 普通股	1,000,000,000	1,000,000,000
Weighted average number of shares at 30 June	於六月三十日的股份 加權平均數	1,120,456,466	1,000,000,000

There was no difference between basic and diluted earnings per share as the Company did not have any dilutive potential shares outstanding during the Period and the Corresponding Period.

8. Dividends

No dividends were paid or declared by the Company or any of the subsidiaries during the Period (the Corresponding Period: HK\$Nil).

7. 每股虧損／盈利

每股基本(虧損)／盈利乃根據本期間本公司普通權益股東應佔虧損713,000港元(去年同期溢利:2,605,000港元)及已發行普通股加權平均數1,120,456,466股(去年同期:1,000,000,000股)計算。

普通股加權平均數計算如下:

		At 30 June 於六月三十日	
		2022 二零二二年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)

由於本公司於本期間及去年同期並無任何發行在外之潛在攤薄股份,故每股基本及攤薄盈利並無差異。

8. 股息

於本期間,本公司或任何附屬公司並無派付或宣派股息(去年同期:零港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

Business review and outlook

The Group is principally engaged in design, marketing, distribution and retail sales of toys and related products.

Business Review

For the Period as compared to the Corresponding Period, the Group's revenue decreased by approximately 27.4% while gross profit decreased by approximately 25.8%.

Business in the sales of ODM toys to license holder

The Group's revenue in the sales of ODM toys to license holders decreased by approximately 15.5% to approximately HK\$24,002,000 (the Corresponding Period: approximately HK\$28,415,000).

The decrease in revenue from this segment was primarily because of the production schedule varied in the suppliers in the Period.

Business in the distribution of imported toys and related products

The Group's revenue in the distribution of imported toys and related products substantially decreased by approximately 59.9% to approximately HK\$8,429,000 (the Corresponding Period: approximately HK\$21,018,000).

The decrease in revenue from the distribution of imported toys and related products was mainly attributable to the release and delivery of a model of hot selling high-end robot figure in the Corresponding Period, which contributed over 50% sales in the segment.

管理層討論及分析

業務回顧及展望

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

於本期間，本集團之收益較去年同期減少約27.4%，毛利減少約25.8%。

銷售ODM玩具予特許持有人業務

本集團銷售ODM玩具予特許持有人之收益減少約15.5%至約24,002,000港元（去年同期：約28,415,000港元）。

來自本分部之收益減少乃主要由於本期間供應商的生產計劃有變。

分銷進口玩具及相關產品業務

本集團分銷進口玩具及相關產品之收益大幅減少約59.9%至約8,429,000港元（去年同期：約21,018,000港元）。

分銷進口玩具及相關產品之收益減少乃主要由於去年同期發行及交付之一款熱銷高端機械人手辦玩具模型為該分部貢獻逾50%之銷售額所致。

Business in the sales of own licensed toys and related products

The Group's revenue in the sales of own licensed toys and related products increased by approximately 7.5% to approximately HK\$10,711,000 (the Corresponding Period: approximately HK\$9,964,000).

The increase in revenue from the sales of own licensed toys and related products was primarily because of the effective promotion sales through discounting selling price on the slow moving items in the Period.

Financial Analysis

Revenue

Revenue decreased by approximately 27.4% to approximately HK\$43,142,000 for the Period from approximately HK\$59,397,000 for the Corresponding Period. The decrease in revenue was mainly due to the notable decrease in revenue from (i) distribution of imported toys and related products; (ii) sales of ODM toys to license holders in the Period.

Cost of sales

Cost of sales decreased by approximately 27.7% to approximately HK\$35,461,000 for the Period from approximately HK\$49,052,000 for the Corresponding Period. The decrease of cost of sales aligns with the decrease of revenue.

銷售自家特許玩具及相關產品業務

本集團銷售自家特許玩具及相關產品之收益增加約7.5%至約10,711,000港元(去年同期:約9,964,000港元)。

銷售自家特許玩具及相關產品之收益增加乃主要由於本期間透過對滯銷產品售價打折進行有效促銷。

財務分析

收益

收益由去年同期約59,397,000港元減少約27.4%至本期間約43,142,000港元。收益減少主要由於本期間(i)分銷進口玩具及相關產品;(ii)銷售ODM玩具予特許持有人的收益大幅減少所致。

銷售成本

銷售成本由去年同期約49,052,000港元減少約27.7%至本期間約35,461,000港元。銷售成本減幅與收益減少同步。

Gross profit

Gross profit decreased by approximately 25.8% to approximately HK\$7,681,000 for the Period from approximately HK\$10,345,000 for the Corresponding Period. The gross profit margin increased to 17.8% for the Period from approximately 17.4% for the Corresponding Period.

Other net income

Other income decreased by approximately 89.4% to approximately HK\$111,000 for the Period from approximately HK\$1,045,000 for the Corresponding Period.

The decrease was mainly due to the sharp rebound in the US dollar during the Period. The foreign currency held on hand during the Period results in a foreign exchange loss being written off from other incomes.

Selling expenses

Selling expenses decreased by approximately 6.8% to approximately HK\$1,924,000 for the Period from approximately HK\$2,064,000 for the Corresponding Period.

Administrative expenses

Administrative expenses decreased by approximately 28.4% to approximately HK\$4,957,000 for the Period from approximately HK\$6,921,000 for the Corresponding Period. The decrease in administrative expense was mainly due to a discretionary bonus being given to Mr. Li Wai Keung in the Corresponding Period.

Event after the reporting period

Whilst remaining focused on developing its existing businesses, the Group has been exploring potential investment opportunities from time to time in order to broaden its profit source and eventually optimise the returns to the Shareholders. Meanwhile, the Board is eyeing on engineering projects have development potential in Hong Kong, regardless of the large-scale government projects, the demand for decoration and engineering of buildings, buildings, commercial buildings and offices is increasing.

毛利

毛利由去年同期約10,345,000港元減少約25.8%至本期間約7,681,000港元。毛利率由去年同期約17.4%增加至本期間17.8%。

其他淨收入

其他收入由去年同期約1,045,000港元減少約89.4%至本期間約111,000港元。

此項減少主要由於本期間美元大幅反彈。本期間手頭持有的外幣導致從其他收入中撇銷外匯虧損。

銷售開支

銷售開支由去年同期約2,064,000港元減少約6.8%至本期間約1,924,000港元。

行政開支

行政開支由去年同期約6,921,000港元減少約28.4%至本期間約4,957,000港元。行政開支減少主要由於去年同期向李偉強先生發放酌情花紅。

報告期後的事項

本集團在專注於發展其現有業務的同時，不時發掘潛在投資機會，以拓寬其溢利來源，並最終提高股東回報。與此同時，董事會注意到工程項目於香港有發展潛力，無論政府大型基建項目的建築、屋宇、商業大廈以及辦公室的裝修及工程的需求都日益增加。

on 8 August 2022, Amuse Development Ltd (the "Purchaser"), an indirectly wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement at a consideration of HK\$7,000,000 with Mr. Tse Chun Yiu (the "Vendor") to acquire 100% of the issued share capital of Forever Profits Development Limited (the "Target Company"). The Vendor holds 100% of the issued share capital in the Target Company prior to the Acquisition. The Target Company is a company incorporated in Hong Kong with limited liability. It is principally engaged in the provision of its main operating engineering projects in Hong Kong, including (i) commercial building repair, maintenance, renovation; (ii) office renovation, design and (iii) other large-scale engineering projects. Pursuant to the Sale and Purchase Agreement, the Vendor irrevocably and unconditionally guarantees to the Purchaser that 3 years net profit, and the each year net profit is not less than HK\$2,500,000. Otherwise, the Vendor shall pay the differences to the Purchaser, and the maximum pay back by the Vendor is HK\$2,500,000 per year.

In order to assess the fairness and reasonableness of the Consideration, the Company engaged an independent professional valuer, to conduct the valuation on the fair value of the 100% of the issued share capital of the Target Company using income approach as at 8 August 2022. After review of the business and financial information of Target Company, the Directors are satisfied with the financial performance and are optimistic about its prospects. Further, the Directors consider that it is in line with the Group's investment objective by riding on the upside potential and investing in the Target Company.

Liquidity, financial resources and funding

As at 30 June 2022, we had cash and bank deposits of approximately HK\$130,491,000 (31 March 2022: approximately HK\$151,640,000), which were cash at banks and on hand and bank deposits.

As at 30 June 2022, no bank deposit was pledged (31 March 2022: nil).

As at 30 June 2022, the Group's indebtedness comprised bank loans of HK\$3,287,000 (31 March 2022: HK\$3,327,000) and lease liabilities of HK\$2,999,000 (31 March 2022: HK\$903,000).

於二零二二年八月八日，佰悅發展有限公司（「買方」）（本公司之間接全資附屬公司）以代價7,000,000港元與謝俊耀先生（「賣方」）訂立買賣協議，以收購皆盈發展有限公司（「目標公司」）已發行股本的100%。賣方於收購事項前持有目標公司已發行股本的100%。目標公司為一間於香港註冊成立之有限公司。其主要於香港從事提供其主要營運工程項目，包括(i)商業大廈維修、保養、翻新；(ii)辦公室翻新、設計及(iii)其他大型工程項目。根據買賣協議，賣方不可撤回及無條件地向買方保證3年純利，且每年純利不少於2,500,000港元。如利潤保證未能達到，賣方將向買方支付差額，金額上限為每年2,500,000港元。

為評估代價是否公平合理，本公司委聘獨立專業估值師於二零二二年八月八日以收入法對目標公司已發行股本的100%的公平值進行估值。經審閱目標公司的業務及財務資料後，董事信納其之財務表現並對其前景持樂觀態度。此外，董事認為通過投資目標公司的增長潛力符合本集團的投資目標。

流動資金、財務資源及撥資

於二零二二年六月三十日，我們有現金及銀行存款約130,491,000港元（二零二二年三月三十一日：約151,640,000港元），該等現金及銀行存款為銀行現金及手頭現金及銀行存款。

於二零二二年六月三十日，概無抵押任何銀行存款（二零二二年三月三十一日：無）。

於二零二二年六月三十日，本集團之債務包括3,287,000港元之銀行貸款（二零二二年三月三十一日：3,327,000港元）及2,999,000港元之租賃負債（二零二二年三月三十一日：903,000港元）。

The Group's gearing ratio, which is calculated by total debt (defined as bank and other debts incurred not in the ordinary course of business) divided by total equity, was 0.02 times as at 30 June 2022 (31 March 2022: 0.02 times).

Capital structure

As at 30 June 2022 and 31 March 2022, the capital structure of our Company comprised issued share capital and reserves.

Future plans for material investments and capital assets

Save as disclosed in the prospectus of the Company dated 18 May 2018 (the "Prospectus"), the Group may consider investment in capital assets including properties should opportunities arise.

Material acquisitions and disposals of subsidiaries and affiliated companies

On 25 April 2022, Amuse Luck Limited entered into an equity transfer agreement with Ms. Chu Guigui ("Vendor A") and Mr. Zhu Rongzheng ("Vendor B", and together with Vendor A, the "Vendors") pursuant to which Amuse Luck Limited agreed to acquire 30% equity interests in Guangzhou Mobile Medical Circle Network Technology Co., Ltd from the Vendors for an consideration of HK\$10,000,000 (the "Acquisition"). Details of the acquisition have been set out in the Company's announcement dated 25 April 2022.

On 5 May 2022, the Acquisition has been completed. Upon the completion, the consideration of HK\$10,000,000 was fully settled and discharged by the allotment and issuance of a total of 192,307,692 new shares of the Company (the "Consideration Shares"), representing approximately 16.13% of the issued share capital of the Company (as enlarged by the issue of the Consideration Shares). The shares have been duly allotted and issued as fully paid to the Vendors, at the issue price of HK\$0.052 each. Details of the completion of the Acquisition and issue of Consideration Shares has been set out in the Company's announcements dated 5 May 2022 and 17 May 2022.

Contingent liabilities

The Group had no material contingent liabilities as at 30 June 2022 (31 March 2022: nil).

於二零二二年六月三十日，本集團的資本負債比率按總債項（定義為並非在日常業務過程中產生的銀行及其他債項）除以總權益計算為0.02倍（二零二二年三月三十一日：0.02倍）。

資本架構

於二零二二年六月三十日及二零二二年三月三十一日，本公司的資本架構由已發行股本及儲備組成。

有關重大投資及資本資產的未來計劃

除本公司日期為二零一八年五月十八日之招股章程（「招股章程」）所披露者外，本集團可能會於時機到來時考慮進行資本資產（包括物業）投資。

重大收購及出售附屬公司及聯屬公司

於二零二二年四月二十五日，佰好有限公司與褚桂桂女士（「賣方A」）及朱榮政先生（「賣方B」，連同賣方A統稱「賣方」）訂立股權轉讓協議，據此，佰好有限公司同意向賣方收購廣州動醫圈網絡科技有限公司的30%股權，代價為10,000,000港元（「收購事項」）。有關收購事項的詳情載於本公司日期為二零二二年四月二十五日的公佈。

於二零二二年五月五日，收購事項已告完成。於完成後，代價10,000,000港元已透過配發及發行合共192,307,692股本公司新股份（「代價股份」，相當於本公司已發行股本（經發行代價股份擴大後）的約16.13%）的方式悉數清償及支付。該等股份已按發行價每股0.052港元獲正式配發及發行（已繳足股款）予賣方。有關完成收購事項及發行代價股份的詳情，載於本公司日期為二零二二年五月五日及二零二二年五月十七日的公佈。

或然負債

於二零二二年六月三十日，本集團並無任何重大或然負債（二零二二年三月三十一日：無）。

Exposure to exchange rate fluctuation

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates in Hong Kong with most of the transactions denominated and settled in HK\$.

During the Period, the Group's exposure to foreign currency risk primarily arose from certain financial instruments including trade and other receivables, cash and cash equivalents and trade and other payables which are denominated in JPY, RMB and/or US\$. During the Period and the Corresponding Period, the Group did not adopt any hedging strategy but the management continuously monitored the foreign exchange risk exposure on a case-by-case basis. The Group did not use any hedging contracts to engage in speculative activities during the Period and the Corresponding Period.

Charge on group's assets

At 30 June 2022, the Group's building with an aggregate carrying value of HK\$6,025,000 were mortgaged to secure banking facilities granted to the Group (31 March 2022: HK\$6,069,000).

Information on employees

As at 30 June 2022, the Group had 46 employees (31 March 2022: 41) working in Hong Kong. Employees are remunerated according to their performance and work experience. On top of basic salary, commission, discretionary bonus and share option may be granted to eligible staff by reference to the Group's performance as well as individual's performance. The total staff cost (including remuneration of the Directors and mandatory provident funds contributions) for the Period amounted to approximately HK\$3,439,000 (the Corresponding Period: approximately HK\$5,850,000).

Dividend

The Board does not recommend the payment of dividend for the Period (the Corresponding Period: Nil).

匯率波動風險

外幣風險指外匯匯率變動導致金融工具公平值或未來現金流量出現波動的風險。本集團主要於香港經營，大部分交易以港元計值及償付。

於本期間，本集團面對的外幣風險主要來自若干金融工具，包括貿易及其他應收款項、現金及現金等價物以及貿易及其他應付款項，上述各項以日圓、人民幣及／或美元計值。於本期間及去年同期，本集團並無採納任何對沖策略，但管理層持續監察逐個個案的外匯風險。於本期間及去年同期，本集團並無使用任何對沖合約以從事投機活動。

集團資產抵押

於二零二二年六月三十日，總賬面值為6,025,000港元的本集團樓宇已予按揭，以抵押本集團獲授的銀行融資（二零二二年三月三十一日：6,069,000港元）。

有關僱員的資料

於二零二二年六月三十日，本集團於香港聘用46名僱員（二零二二年三月三十一日：41名）。僱員酬金乃根據彼等的表現及工作經驗釐定。除基本薪金外，經參考本集團的業績及個人表現後，合資格員工亦可能獲授予佣金、酌情花紅及購股權。本期間的總員工成本（包括董事酬金及強積金供款）約為3,439,000港元（去年同期：約5,850,000港元）。

股息

董事會不建議派付本期間的股息（去年同期：無）。

Principal risks and uncertainties

The business operations and performances of the Group may be affected by various factors, some of which are external causes and some are inherent to the business. The principal risks and uncertainties are summarised as follows:

Principal risks and uncertainties facing the Group

本集團所面臨之主要風險及不明朗因素

- Failure to obtain new orders could materially affect the Group's financial performance
- 無法取得新訂單或會對本集團之財務表現造成重大影響
- The Group relies on the performance of senior management team
- 本集團依賴其高級管理團隊的表現
- Ineffective quality control over the suppliers and products may result in negative impact on the business and operation of the Group
- 對供應商及產品的品質控制無效可能導致對本集團業務及營運造成不利影響
- The Group may be exposed to delays and/or defaults of payments by customers which would adversely affect cash flows or financial results
- 本集團可能面對客戶延遲及／或違約付款的情況，該情況會對現金流量或財務業績產生不利影響
- Failure to renew existing license rights and/or obtain new license rights for own licensed toys will have adverse impact on financial performance on the Group
- 未能為自家特許玩具續期現有特許權及／或取得新的特許權將對本集團之財務表現產生不利影響

主要風險及不確定性

本集團之業務營運及表現可能受多項因素影響，當中有部分為外部因素，有部分則為與業務有關的固有因素。主要風險及不明朗因素概述如下：

Directors' approach to addressing these risks and uncertainties

董事處理該等風險及不明朗因素的方法

- The Group has constantly built up good relationships with key customers and actively solicited new customers
- 本集團一直與主要客戶建立良好關係，並積極與新客戶接洽
- The Group has constantly provided training to senior management team to enhance their performance
- 本集團一直提供培訓予高級管理團隊，以改善彼等的表現
- The Group has professional and well trained engineer team to working closely and timely with suppliers in order to maintain its product in high standard of quality
- 本集團擁有訓練有素的專業工程師團隊，其與供應商及時密切合作，以維持其產品的高品質標準
- The Group only offer credit period for customers with long term relationship and well credit record. Most of the customers are traded on cash basis
- 本集團僅向擁有長期關係及信貸記錄良好的客戶提供信貸期。多數客戶以現金交易
- The Group has a dedicated team to work closely with existing licensor, obtained outstanding results in the joint events with the licensors. The Group has kept up good relationship and also developing new relationship with potential new licensors in the market
- 本集團擁有專門團隊與現有特許人密切合作，在與特許人的聯合活動中取得出色成果。本集團在維護良好關係的同時，亦與市場上的潛在新特許人發展新關係

Outlook

The Group will make steady progress in accordance with the plans formulated before the Listing and its actual operational conditions, so as to facilitate effective implementation of the business objectives of the Company and benefit from it.

The Board will proactively seek potential business opportunities and explore the possibility to expand the Group's network beyond to ACG figure toys market. This will diversify the sources of income of the Group and enhance value to the shareholders.

In the future, the Board believes that the Group will achieve another breakthrough in terms of its business performance by capitalising upon its advantage of having a wide product portfolio of high-end toys.

展望

本集團將根據上市前擬定之計劃及實際運作情況穩步推進有利於本公司業務目標的有效實施並從中獲益。

董事會將積極尋求潛在商機並探索將本集團之網絡擴展至ACG手辦玩具市場以外。此舉將令本集團的收入來源多元化及為股東增值。

在未來，董事會相信，透過善用其擁有廣泛高端玩具產品組合的優勢，本集團的業務表現將達成另一個突破。

OTHER INFORMATION

Interests and Short Positions of Directors and Chief Executive in the Shares, Underlying Shares and Debentures of the Company

As at 30 June 2022, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), Chapter 571), which were required 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 are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange, were as follows:

其他資料

董事及主要行政人員於本公司股份、相關股份及債權證中的權益及淡倉

於二零二二年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（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或淡倉），或根據證券及期貨條例第352條須記錄於該條例所指登記冊的權益或淡倉，或根據有關董事進行證券交易的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如下：

Name of Director	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company 佔本公司已發行 股本的百分比 (Note 1) (附註1)
董事姓名	權益性質／控股身份	所持普通股數目	
Mr. Li Wai Keung ("Mr. Li") (Note 1) 李偉強先生（「李先生」）（附註1）	Interest of a controlled corporation 受控法團權益	180,800,000 (L) (Notes 2) (附註2)	15.16%

Notes:

1. Mr. Li is wholly and beneficially interested in the said shares through his wholly owned company, Infinite Force Holdings Ltd ("Infinite Force"), which is the beneficial owner of 180,800,000 Shares.
2. The letter "L" denotes the person's long position in the Shares.

Save as disclosed above, as at 30 June 2022, none of the Directors or chief executive of the Company had any other interest or a short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

附註：

1. 李先生透過其全資擁有公司 Infinite Force Holdings Ltd (「Infinite Force」) (為 180,800,000 股股份的實益擁有人) 於上述股份中擁有全資及實益權益。
2. 字母「L」指該人士於股份之好倉。

除上文所披露者外，於二零二二年六月三十日，董事或本公司主要行政人員概無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）的股份、相關股份或價權證中擁有根據證券及期貨條例第 352 條的規定須記入本公司存置的登記冊內的任何其他權益或淡倉；或根據 GEM 上市規則第 5.46 條須知會本公司及聯交所的任何其他權益或淡倉。

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

As at 30 June 2022, person (other than the directors of the Company) who had interests or short positions in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, was recorded in the register required to be kept under section 336 of the SFO were as follows:

主要股東於本公司股份、相關股份及債權證中的權益及淡倉

於二零二二年六月三十日，除本公司董事外，根據證券及期貨條例第336條須予存置之登記冊所記錄，持有佔本公司已發行股本5%或以上之本公司股份及相關股份之權益或淡倉的人士載列如下：

Name of Shareholders	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company 佔本公司已發行 股本的百分比 (Note 1) (附註1)
股東姓名／名稱	權益性質／控股身份	所持普通股數目	
Infinite Force	Beneficial owner 實益擁有人	180,800,000 (L) (Notes 2, 3) (附註2、3)	15.16%
Ms. Fong Wing Yan ("Ms. Fong") 方穎茵女士(「方女士」)	Interest of spouse 配偶權益	180,800,000 (L) (Note 4) (附註4)	15.16%
Ms. Lam Hoi Yan 林凱恩女士	Beneficial owner 實益擁有人	65,000,000 (L)	5.45%

Notes:

1. As at 30 June 2022, the Company's issued ordinary share capital was HK\$11,923,077 divided into 1,192,307,692 Shares of HK\$0.01 each.
2. Infinite Force, a company incorporated in the British Virgin Islands on 18 October 2016 and an investment holding company, is wholly and beneficially owned by Mr. Li who is the Chairman and an executive Director. Therefore, Mr. Li is deemed to be interested in the 180,800,000 Shares held by Infinite Force by virtue of his 100% shareholding interest in Infinite Force.
3. The letter "L" denotes the person's long position in the Shares.
4. Ms. Fong is the spouse of Mr. Li. She is deemed to be interested in the Shares in which Mr. Li is interested under Part XV of the SFO.

Purchase, sale or redemption of listed securities of the Company

The Company had not redeemed any of its ordinary shares during the Period. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's ordinary shares during the Period.

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 Period.

附註：

1. 於二零二二年六月三十日，本公司之已發行普通股本為11,923,077港元（分為1,192,307,692股每股面值0.01港元之股份）。
2. Infinite Force為一間於二零一六年十月十八日在英屬維爾京群島註冊成立之投資控股公司，其由主席及執行董事李先生全資實益擁有。因此，由於李先生於Infinite Force擁有100%股權，彼被視為於Infinite Force持有之180,800,000股股份中擁有權益。
3. 字母「L」指該人士於股份之好倉。
4. 方女士為李先生之配偶。根據證券及期貨條例第XV部，彼被視為於李先生擁有權益之股份中擁有權益。

購買、出售或贖回本公司上市證券

於本期間，本公司並無贖回任何其普通股。於本期間，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

於本期間，董事、本公司附屬公司的董事、本公司控股股東或任何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 Period.

Interests of the compliance adviser

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Ample Capital Limited ("Ample Capital") to be the compliance adviser. As informed by Ample Capital, neither Ample Capital nor any of its directors or employees or close associates, has or may have, any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Ample Capital dated 31 May 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, are in compliance with the provisions under Chapter 23 of the GEM Listing Rules.

As of 30 June 2022 and up to the date of this report, there were 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.

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本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

根據GEM上市規則第6A.19條，本公司已委任豐盛融資有限公司（「豐盛融資」）為合規顧問。誠如豐盛融資所告知，豐盛融資及其任何董事或僱員或緊密聯繫人概無於本公司或本集團旗下任何成員公司的股本（包括購股權或可認購該等證券的權利）中擁有或可能擁有根據GEM上市規則第6A.32條須知會本公司的任何權益，惟本公司與豐盛融資所訂立日期為二零一八年五月三十一日的合規顧問協議除外。

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招股章程附錄六，並符合GEM上市規則第23章的條文。

於二零二二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。

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 Period except for the deviation from the code provision A.2.1 of the Code. Mr. Li is the chairman of the Board and the chief executive officer of the Company and he has been managing the Group’s business and supervising the overall operations of the Group since 2004. The Directors consider that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Li is beneficial to the management and business development of the Group and will provide a strong and consistent leadership to the Group. The Board will continue to review and consider splitting the roles of the chairman of the Board and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

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，本公司於本期間一直遵守守則，惟偏離守則的守則條文第A.2.1條除外。李先生為本公司董事會主席兼行政總裁，彼自二零零四年起一直管理本集團的業務及監督本集團的整體營運。董事認為，李先生兼任本公司董事會主席與行政總裁兩職對本集團的管理及業務發展有利，並將為本集團提供強勢和貫徹的領導。董事會將繼續檢討及考慮於適當時候區分董事會主席與行政總裁的職務，並以本集團整體情況作為考量。

Audit committee

The Audit Committee has reviewed the unaudited condensed consolidated financial statements for the three months ended 30 June 2022 of the Group with the management and is of the view that such unaudited condensed consolidated financial statements 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, 12 August 2022

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

Non-executive Directors:
Mr. Lee Ming Yeung Michael
Mr. Wei Qing
Mr. Chu Wai Tak

Independent non-executive Directors:
Ms. Chow Chi Ling Janice
Ms. Ren Hongyan
(retired on 12 August 2022)
Mr. Yu Pui Hang
Ms. Kwok Wai Ling

審核委員會

本集團截至二零二二年六月三十日止三個月的未經審核簡明綜合財務報表已由審核委員會及管理層審閱，且彼等認為有關未經審核簡明綜合財務報表符合適用會計準則、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，二零二二年八月十二日

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

非執行董事：
李明揚先生
魏青先生
朱偉德先生

獨立非執行董事：
周繖玲女士
任紅燕女士
(於二零二二年八月十二日退任)
余沛恒先生
郭惠玲女士



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