



# PF Group Holdings Limited

(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：8221

**2022**

First Quarterly Report

第一季度報告



## **CHARACTERISTICS OF GEM (“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 midsized 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.**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

## **香港聯合交易所有限公司（「聯交所」）GEM（「GEM」）的特色**

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

**由於在 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較在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。**

*香港交易及結算有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。*

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

The board of Directors (the “**Board**”) hereby 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**” or “**1Q2022**”) together with the comparative unaudited figures for the corresponding period in 2021 (the “**Corresponding Period**” or “**1Q2021**”), as follows:

本報告乃遵照聯交所GEM證券上市規則（「**GEM上市規則**」）而提供有關PF Group Holdings limited（「**本公司**」）的資料，本公司董事（「**董事**」）願共同及個別就此負全責。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在所有重大方面均屬準確完整，並無誤導或欺詐成份，亦無遺漏任何其他事項，致使本報告所載任何聲明或本報告有所誤導。

董事會（「**董事會**」）謹此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**」或「**二零二二年第一季度**」）的未經審核簡明綜合業績，連同二零二一年同期（「**同期**」或「**二零二一年第一季度**」）的未經審核比較數字如下：

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

For the three 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 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)
	Notes 附註		
Revenue	收益		
Commission income from securities dealing and brokerage services	來自證券交易及經紀服務的佣金收入	355	810
Interest income from margin, loan financing and money lending services	來自保證金、貸款融資及財務信貸服務的利息收入	1,142	952
Supply chain services	供應鏈服務	33	-
Others	其他	62	23
Total revenue	總收益	1,592	1,785
Bank interest income	銀行利息收入	156	-
Other gains and losses	其他收益及虧損	603	258
		2,351	2,043
Commission expenses	佣金開支	(106)	(374)
Depreciation expenses	折舊開支	(1,178)	(1,237)
Staff costs	員工成本	(1,982)	(2,358)
Other operating expenses	其他經營開支	(2,935)	(3,064)
Finance costs	融資成本	(46)	(4)
Loss before tax	除稅前虧損	(3,896)	(4,994)
Income tax expense	所得稅開支	-	-
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	(3,896)	(4,994)
Other comprehensive income for the period, net of tax	期內其他全面收益，扣除稅項	-	-
<b>Total comprehensive loss for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內全面虧損總額</b>	<b>(3,896)</b>	<b>(4,994)</b>
		<b>HK cents</b>	<b>HK cents</b>
		<b>港仙</b>	<b>港仙</b>
Loss per share	每股虧損		
Basic	基本	(0.19)	(0.25)

# 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

		Equity attributable to owners of the Company 本公司擁有人應佔權益					
		Share capital	Share premium	Other reserves	Fair value through other comprehensive income reserves	Retained profits	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	按公平值計入 其他全面 收益儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	20,000	48,229	9,762	-	75,343	153,334
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(3,896)	(3,896)
As at 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	20,000	48,229	9,762	-	71,447	149,438

For the three months ended 30 June 2021

截至二零二一年六月三十日止三  
個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益					
		Share capital	Share premium	Other reserves	Fair value through other comprehensive income reserves	Retained profits	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	按公平值計入 其他全面 收益儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	20,000	48,229	9,762	(14)	100,148	178,125
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(4,994)	(4,994)
As at 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	20,000	48,229	9,762	(14)	95,154	173,131

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2022

### 1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 3 August 2015 under the Companies Law of the Cayman Islands. The shares of the Company have been listed on the GEM of the Stock Exchange since 6 January 2017. Its ultimate holding company is Chance Wise Investments Limited (“**CWIL**”), a company incorporated in the British Virgin Islands with limited liability.

The Company is an investment holding company. The Group is principally engaged in the provision of (i) securities dealing and brokerage services; (ii) placing and underwriting services; (iii) financing services including securities and initial public offering (“**IPO**”) margin financing, loan financing and money lending; (iv) asset management services; and (v) supply chain services.

The Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company is Room 4409, 44/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company and its subsidiaries and all values are rounded to the nearest thousands (“**HK\$’000**”), unless otherwise stated.

## 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

本公司於二零一五年八月三日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司股份自二零一七年一月六日起於聯交所GEM上市。其最終控股公司為機穎投資有限公司（「**機穎投資**」），為於英屬處女群島註冊成立的有限公司。

本公司為投資控股公司。本集團主要從事提供(i)證券交易及經紀服務；(ii)配售及包銷服務；(iii)包括證券及發售新股（「**發售新股**」）保證金融資的融資服務、貸款融資及財務信貸；(iv)資產管理服務；及(v)供應鏈服務。

本公司的註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而本公司的主要營業地點為香港皇后大道中183號中遠大廈44樓4409室。

未經審核簡明綜合財務報表以港元（「**港元**」）呈列，港元亦為本公司及其附屬公司的功能貨幣。除另有指明者外，所有數值均湊整至最接近千位數（「**千港元**」）。

## 1. GENERAL (Continued)

The unaudited condensed consolidated financial statements are unaudited, but have been reviewed by the audit committee of the Company (the “**Audit Committee**”). The unaudited condensed consolidated financial statements were approved for issue by the Directors on 11 August 2022.

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The Group’s unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited condensed consolidated quarterly results have been prepared under the historical cost convention except for certain financial instruments which are measured at fair values. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The unaudited condensed consolidated quarterly results should be read in conjunction with the Group’s audited annual financial statements for the year ended 31 March 2022 (the “**2022 Annual Report**”). The accounting policies and methods of computation adopted in the preparation of these unaudited condensed consolidated financial are consistent with those followed in the preparation of the 2022 Annual Report.

## 1. 一般資料 (續)

未經審核簡明綜合財務報表尚未審核，但已由本公司審核委員會（「**審核委員會**」）審閱。未經審核簡明綜合財務報表已獲董事於二零二二年八月十一日批准刊發。

## 2. 編製基準及重大會計政策

本集團的未經審核簡明綜合財務報表乃根據香港會計師公會（「**香港會計師公會**」）所頒佈所有適用的香港財務報告準則（「**香港財務報告準則**」）以及GEM上市規則的適用披露規定編製。

除按公平值計量的若干金融工具外，未經審核簡明綜合季度業績已按歷史成本慣例編製。歷史成本一般基於交換資產所付代價的公平值。

未經審核簡明綜合季度業績應與本集團截至二零二二年三月三十一日止年度的經審核年度財務報表（「**二零二二年年報**」）一併閱讀。於編製該等未經審核簡明綜合財務報表時所採納的會計政策及計算方法乃與編製二零二二年年報所遵循者一致。

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

The Group has adopted the standards, amendments and interpretations that have been issued and effective for the accounting period beginning on 1 April 2022. The adoption of such standards, amendments and interpretations does not have material financial effect on this quarterly results.

## 3. SEGMENT REPORTING

The chief operating decision maker (“**CODM**”) of the Group, being the executive Directors and senior management of the Group, regularly review revenue analysis by major services to make decisions about resource allocation. No discrete financial information other than revenue is regularly provided to the CODM. The management assesses the performance of the Group based on the revenue and profit as presented in the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

### Revenue from major services

The Group provides five types of services:

- (a) securities dealing and brokerage services, which primarily generate commission on securities dealing;
- (b) placing and underwriting services, which primarily generate fee and commission from equity and debt securities placing and underwriting;
- (c) financing services, including securities and IPO margin financing, loan financing and money lending, which generate interest income from margin clients, loan financing and money lending clients;

## 2. 編製基準及重大會計政策 (續)

本集團已採納於二零二二年四月一日開始的會計期間頒佈及生效的準則、修訂及詮釋。採納有關準則、修訂及詮釋對本季度業績並無重大財務影響。

## 3. 分部報告

本集團主要營運決策人（「**主要營運決策人**」，即本集團執行董事及高級管理層）按主要服務定期審閱收益分析，以作出資源分配決策。除收益外，並無獨立財務資料定期呈報予主要營運決策人。管理層根據未經審核簡明綜合損益及其他全面收益表呈列的收益及溢利評估本集團的表現。

### 主要服務所得收益

本集團提供五類服務：

- (a) 證券交易及經紀服務，主要產生證券買賣佣金；
- (b) 配售及包銷服務，主要產生來自權益及債務證券配售及包銷的收費及佣金；
- (c) 融資服務，包括證券及發售新股保證金融資、貸款融資及財務信貸，產生來自保證金客戶、貸款融資及財務信貸客戶的利息收入；



### 3. SEGMENT REPORTING (Continued)

#### Revenue from major services

(Continued)

- (d) asset management services, which primarily generate management fee and performance fee;
- (e) supply chain services, which primarily generate service fee over logistic services rendered to customers for trade in 3C products; and
- (f) other services, which primarily generate fee income (such as settlement fees, professional service fee, loan commitment fee and referral fees) from other services provided.

### 3. 分部報告 (續)

#### 主要服務所得收益 (續)

- (d) 資產管理服務，主要產生管理費及表現費；及
- (e) 供應鏈服務，主要自向買賣3C產品的客戶提供的物流服務產生服務費；及
- (f) 其他服務，主要產生來自提供其他服務的收費收入（如結算費、專業服務費、貸款承諾費及轉介費）。

### 3. SEGMENT REPORTING (Continued)

Revenue represents the aggregate of the amounts received and receivable from third parties, income from securities dealing and brokerage services, placing and underwriting services, financing services, asset management services, supply chain services and others services. Revenue recognised for each of the three months ended 30 June 2022 and 30 June 2021 are as follows:

#### Disaggregation of revenue from contracts with customers

### 3. 分部報告 (續)

收益指已收及應收第三方的總金額、來自證券交易及經紀服務、配售及包銷服務、融資服務、資產管理服務、供應鏈服務及其他服務的收入。於截至二零二二年六月三十日及二零二一年六月三十日止各三個月的已確認收益如下：

#### 來自客戶合約收益的劃分

		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)
Securities dealing and brokerage services	證券交易及經紀服務	355	810
Other services	其他服務	62	23
Revenue from contracts with customers	客戶合約收益	417	833
Supply chain services	供應鏈服務	33	-
Interest income from margin financing services	保證金融資服務的利息收入	818	690
Interest income from loan financing and money lending	貸款融資及財務信貸的利息收入	324	262
		1,175	952
Total revenue	總收益	1,592	1,785
<b>Timing of revenue recognition:</b>	<b>確認收益的時間：</b>		
A point in time	於指定時間點	417	833
Over time	於一段時間	-	-
		417	833

**4. OTHER REVENUE**

		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)
Handling fee income	手續費收入	58	1
Professional service fee income	專業服務費收入	2	22
Other	其他	2	-
		62	23

**4. 其他收益**

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)
---	---

**5. OTHER GAINS AND LOSSES**

		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)
Interest on account receivable	應收賬款的利息	-	253
Government grant	政府補助	216	-
Sundry Income	雜項收入	387	5
		603	258

**5. 其他收益及虧損**

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)
---	---

**6. COMMISSION EXPENSES**

		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)
Commission to account executives	支付予客戶主任的佣金	106	374

**6. 佣金開支**

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)
---	---

**7. STAFF COSTS****7. 員工成本**

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)
Salaries	薪金	765	1,381
Contributions to Mandatory Provident Fund	強制性公積金供款	9	46
Directors' emoluments	董事酬金		
— Fees	— 袍金	1,146	914
— Contributions to Mandatory Provident Fund	— 強制性公積金供款	62	17
		<b>1,982</b>	<b>2,358</b>

Staff and directors' bonus are discretionary and determined with reference to the Group's and individuals' performance.

員工及董事花紅屬酌情性質，並參考本集團及個別人士表現釐定。

**8. OTHER OPERATING EXPENSES****8. 其他經營開支**

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)
Bank charge	銀行收費	20	30
Commission	佣金	-	108
Donations	捐款	30	-
Entertainment expenses	業務招待開支	17	25
Foreign Exchange loss	外匯虧損	1,279	-
Legal and professional fee	法律及專業費用	349	990
Office Management Fee	辦公室管理費	48	132
Office rent and rates	辦公室租金及差餉	572	970
Office supplies & electricity	辦公室用品及電費	56	181
Software and stock information expenses	軟件及金融市場資訊費用開支	452	511
Travelling and transportation expenses	差旅及運輸開支	46	62
Others	其他	66	55
		<b>2,935</b>	<b>3,064</b>

## 9. FINANCE COSTS

		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)
Interest on bank borrowings	銀行借款利息	-	-
Interest on lease liabilities	租賃負債利息	46	4
		<b>46</b>	<b>4</b>

## 10. DIVIDEND

No dividend was paid, declared or proposed during the three months ended 30 June 2022. The Directors do not recommend the payment of any dividend for the three months ended 30 June 2022 (2021: Nil).

## 11. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits arising from Hong Kong for the three months ended 30 June 2022 (2021: Nil).

## 9. 融資成本

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)
Interest on bank borrowings	銀行借款利息	-	-
Interest on lease liabilities	租賃負債利息	46	4
		<b>46</b>	<b>4</b>

## 10. 股息

截至二零二二年六月三十日止三個月概無派付、宣派或建議任何股息。董事並不建議就截至二零二二年六月三十日止三個月派付任何股息(二零二一年：無)。

## 11. 所得稅開支

由於截至二零二二年六月三十日止三個月本集團並無於香港產生任何估計應課稅溢利，故未有計提香港利得稅撥備(二零二一年：無)。

## 12. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

		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)
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of calculating basic loss per share:	計算每股基本虧損所用虧損：		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	(3,896)	(4,994)

		Three months ended 30 June 截至六月三十日止三個月	
		2022 二零二二年 (unaudited) (未經審核)	2021 二零二一年 (unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic loss per share	計算每股基本虧損所用普通股加權平均數	2,000,000,000	2,000,000,000

For each of the three months ended 30 June 2022 and 2021, there were no dilutive potential ordinary shares in issue, thus no diluted earnings per share is presented.

## 12. 每股虧損

本公司擁有人應佔每股基本虧損乃根據下列數據而計算：

		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)
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of calculating basic loss per share:	計算每股基本虧損所用虧損：		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	(3,896)	(4,994)

		Three months ended 30 June 截至六月三十日止三個月	
		2022 二零二二年 (unaudited) (未經審核)	2021 二零二一年 (unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic loss per share	計算每股基本虧損所用普通股加權平均數	2,000,000,000	2,000,000,000

截至二零二二年及二零二一年六月三十日止三個月，並無任何潛在攤薄已發行普通股，故並無呈列每股攤薄盈利。

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group is principally engaged in the provision of (i) securities dealing and brokerage services; (ii) placing and underwriting services; (iii) financing services including securities and IPO margin financing, loan financing and money lending; (iv) asset management services; and (v) supply chain services. The Group's services mainly relate to equity and debt securities trading on the Stock Exchange in Hong Kong.

During the Period, the Group had 139 active securities trading accounts (1Q2021: 197), the total transaction value for 1Q2022 was approximately HK\$177,000,000 (1Q2021: approximately HK\$400,000,000). The Group's commission income from securities dealing and brokerage services decreased by approximately 56.17% from approximately HK\$810,000 in 1Q2021 to approximately HK\$355,000 for 1Q2022. The decrease was mainly attributable to the total transaction value of securities trading carried out by the Group on behalf of customers decreased by approximately 55.75% as compared to that of 1Q2021.

Placing and underwriting fee and commission income is principally affected by the number of engagements participated by the Group, the size of engagements and the commission rates. For the three months ended 30 June 2022, the Group did not complete any placing and underwriting engagement (1Q2021: Nil). Thus, the Group's fee and commission income generated from placing and underwriting activities for 1Q2022 was HK\$Nil (1Q2021: HK\$Nil).

## 管理層討論及分析

### 業務回顧

本集團主要從事提供(i)證券交易及經紀服務；(ii)配售及包銷服務；(iii)包括證券及發售新股保證金融資、貸款融資及財務信貸的融資服務；(iv)資產管理服務；及(v)供應鏈服務。本集團服務主要與在香港聯交所買賣的權益及債務證券有關。

於本期間，本集團有139個（二零二一年第一季度：197個）活躍證券交易賬戶，於二零二一年第一季度的交易總值約為177,000,000港元（二零二一年第一季度：約400,000,000港元）。本集團來自證券交易及經紀服務的佣金收入由二零二一年第一季度約810,000港元減少約56.17%至二零二一年第一季度約355,000港元。減少主要由於本集團代客戶進行的證券買賣交易總值較二零二一年第一季度減少約55.75%。

配售及包銷費用以及佣金收入主要受到本集團參與的委聘數目、委聘規模及佣金率所影響。截至二零二二年六月三十日止三個月，本集團並無完成任何配售及包銷委聘（二零二一年第一季度：無）。因此，本集團於二零二一年第一季度來自配售及包銷活動的收費及佣金收入為零港元（二零二一年第一季度：零港元）。

## BUSINESS REVIEW (Continued)

Interest income from margin, loan financing and money lending services mainly represents the interest income generated from the provision of margin financing and loan financing services for customers to purchase securities listed on the Stock Exchange on a margin basis and money lending. For the Period, interest income from margin and loan financing increased by approximately 19.96% from approximately HK\$952,000 for 1Q2021 to approximately HK\$1,142,000 for 1Q2022.

Total fee income from asset management services generated during the Period was HK\$Nil (1Q2021: HK\$Nil), which was due to all asset management clients had already terminated their engagement with the Group by the year ended 31 March 2021. The Group did not have any asset management client for the Period (1Q2021: Nil).

Income from supply chain services represents the service fee over logistic services rendered to customers for trade in 3C products. This is a newly developed business segment of the Group starting from the fourth quarter of last financial year. For the Period, the income from supply chain services was approximately HK\$33,000.

## PROSPECTS

Geopolitical and economic uncertainties, together with the ongoing pandemic continue to taint the global market environment. In line with the global market sentiment, Hong Kong's financing industry was dulled in recent years. The Company believe that it will take time for Hong Kong's economy, and capital markets to rebound to reinvigorate. Nevertheless, with the rebound to reinvigorate underway, there are still many opportunities in the financial industry.

## 業務回顧 (續)

來自保證金、貸款融資及財務信貸服務的利息收入主要指為以保證金方式購買聯交所上市證券的客戶提供保證金融資及貸款融資服務而產生的利息收入。於本期間，來自保證金及貸款融資的利息收入由二零二一年第一季度約952,000港元增加約19.96%至二零二二年第一季度約1,142,000港元。

於本期間，來自資產管理服務的費用收入總額為零港元（二零二一年第一季度：零港元），此乃由於所有資產管理客戶於截至二零二一年三月三十一日止年度前已終止委聘本集團。本集團於本期間並無任何資產管理客戶（二零二一年第一季度：零）。

來自供應鏈服務的收入指向買賣3C產品的客戶提供物流服務產生的服務費。本集團的這個新開發業務分部自上一財政年度第四季度才開始營運。於本期間，來自供應鏈服務的收入約33,000港元。

## 展望

地緣政治及經濟不明朗因素，加上疫情持續肆虐，均令全球市場環境受到影響。與全球市場氣氛一致，香港金融業近年亦不景氣。本公司認為，香港的經濟及資本市場均需要時間復甦以重振活力。儘管如此，在復甦重振的過程中，金融業仍存在不少機會。



## PROSPECTS *(Continued)*

The Group started to develop a supply chain services on 3C (Computer, Communications and Consumer electronics) products to retails and wholesales in the fourth quarter of last financial year. The current management team of the Group has over 20 years of experiences in trading 3C products around the world. The Group have been conducting trial runs of this business model in order to build up a system tailored for the Group and for customers. Looking forward, the Group will primarily focus on further developing the supply chain services as well as the existing securities dealing and brokerage services, placing and underwriting services, financial services (margin, loan financing and money lending) and asset management services.

The Group and the Directors will continue to keep abreast of the latest development of the Hong Kong financial market and the update on the regulatory requirements applicable to the Group and to strive to achieve the business objective to increase the Group's exposure and scale of operations in Hong Kong within the capital markets and to capture a larger market share.

Dealing with future challenges, the management of the Group would review and adjust business strategies on a regular basis with a prudent and balanced risk management approach.

## 展望 *(續)*

本集團於上一財政年度第四季度開始發展為零售商及批發商提供3C(電腦、通訊及電子消費品)產品的供應鏈服務平台。本集團現有的管理層團隊於全球3C產品貿易積逾20年經驗。本集團已一直在試運作該商業模式，務求可建立一個專為本集團及我們客戶度身定制的系统。展望未來，本集團將主要專注於進一步發展供應鏈服務以及現有證券交易及經紀服務、配售及包銷服務、融資服務(保證金、貸款融資及財務信貸)以及資產管理服務。

本集團及董事將繼續緊貼香港金融市場的最新發展及適用於本集團的最近監管規定，致力達成業務目標，提升本集團於香港資本市場的知名度及經營規模，並取得更大市場份額。

為應對未來挑戰，本集團管理層將定期以審慎及平衡的風險管理方式檢討及調整業務策略。

## FINANCIAL REVIEW

### Revenue

The Group's total revenue for 1Q2022 was approximately HK\$1,592,000, representing a decrease of approximately HK\$193,000 or 10.81% from approximately HK\$1,785,000 for 1Q2021. The decrease in total revenue was mainly attributed to the decrease in commission income from securities dealing and brokerage services of approximately HK\$455,000 due to the decrease in total transaction value.

The Group's commission income from securities dealing and brokerage services decreased by approximately HK\$455,000 or 56.17% from approximately HK\$810,000 for 1Q2021 to approximately HK\$355,000 for 1Q2022.

Placing and underwriting fee and commission income is principally affected by the number of engagements participated by the Group, the size of engagements and the commission rates. For 1Q2022, the Group did not complete any placing and underwriting engagement (1Q2021: Nil).

Interest income from margin, loan financing and money lending services recorded an increase of approximately 19.96% from approximately HK\$952,000 1Q2021 to approximately HK\$1,142,000 for 1Q2022.

## 財務回顧

### 收益

於二零二二年第一季度，本集團的收益總額約為1,592,000港元，較二零二一年第一季度約1,785,000港元減少約193,000港元或10.81%。收益總額減少主要由於交易總值下降導致來自證券買賣及經紀服務的佣金收入減少約455,000港元。

本集團來自證券交易及經紀服務的佣金收入由二零二一年第一季度約810,000港元減少約455,000港元或56.17%至二零二二年第一季度約355,000港元。

配售及包銷費用及佣金收入主要受到本集團參與的委聘數目、委聘規模及佣金率所影響。於二零二二年第一季度，本集團並無完成任何配售及包銷委聘（二零二一年第一季度：無）。

保證金、貸款融資及財務信貸服務的利息收入由二零二一年第一季度約952,000港元增加約19.96%至二零二二年第一季度約1,142,000港元。

## FINANCIAL REVIEW (Continued)

### Revenue (Continued)

The Group's fee income from asset management services during the Period was HK\$Nil (1Q2021: HK\$Nil), as the Group do not have any asset management client during the Period (1Q2021: Nil) and the total value of net assets managed by the Group was HK\$Nil (1Q2021: HK\$Nil).

The Group's fee income from supply chain services during the Period was approximately HK\$33,000, which is a newly developed business segment starting from the fourth quarter of last financial year.

In addition to the above business activities, the Group may on a case by case basis come across other projects, the fee income from which is recorded as other revenue. The other revenue for 1Q2022 was approximately HK\$62,000, representing a increase of approximately 169.57% as compared to the other revenue of approximately HK\$23,000 recorded in 1Q2021.

### Staff Cost

The Group's staff cost (including staff salaries, Directors' emoluments and contribution to Mandatory Provident Fund) decreased from approximately HK\$2,358,000 for 1Q2021 to HK\$1,982,000 for 1Q2022.

### Other Operating Expenses

The Group's other operating expenses primarily consist of legal and professional fees, entertainment expenses, office rent and rates, software and stock information expenses, foreign exchange loss and various miscellaneous office expenses. Total other operating expenses for 1Q2022 is approximately HK\$2,935,000 (1Q2021: approximately HK\$3,064,000) and the breakdown is disclosed in note 8 to the financial statements contained in this report.

## 財務回顧 (續)

### 收益 (續)

本集團於本期間內來自資產管理服務的收費收入為零港元(二零二一年第一季度：零港元)，原因為本集團於期內並無任何資產管理客戶(二零二一年第一季度：無)以及本集團管理的資產淨值總值為零港元(二零二一年第一季度：零港元)。

本集團於本期間內來自供應鏈服務的收費收入為約33,000港元，而該項新發展業務分部自上一財政年度第四季度才開始營運。

除上述業務外，本集團可能按個別基準參與其他項目，所得收費收入記錄為其他收益。於二零二二年第一季度其他收益約為62,000港元，較二零二一年第一季度錄得其他收益約23,000港元增加約169.57%。

### 員工成本

本集團的員工成本(包括員工薪金、董事酬金及強制性公積金供款)由二零二一年第一季度約為2,358,000港元減至二零二一年第一季度的1,982,000港元。

### 其他經營開支

本集團的其他經營開支主要包括法律及專業費用、業務招待開支、辦公室租金及差餉、軟件及金融市場資訊費用開支、外匯虧損以及多項雜項辦公室開支。於二零二二年第一季度的其他經營開支總額約為2,935,000港元(二零二一年第一季度：約3,064,000港元)，其明細已在本報告所載的財務報表附註8中披露。

## FINANCIAL REVIEW (Continued)

### Other Operating Expenses (Continued)

The legal and professional fees for the Period was approximately HK\$349,000 when compared to the Corresponding Period of approximately HK\$990,000, a decrease of approximately HK\$641,000 or 64.75% as the legal and professional fee for the Corresponding Period was mainly incurred for a legal claim by PFSL against a defaulting borrower in the Group's loan financing business, and no such expenses in the Period.

The foreign exchange loss for the Period was approximately HK\$1,279,000 (1Q2021: HK\$Nil), which was mainly incurred for depreciation of exchange rate relating to RMB bank deposit of the Group.

### Loss for the Period

Loss for the Period was approximately HK\$3,896,000, representing a slightly improve from loss of approximately HK\$4,994,000 for 1Q2021, which was mainly attributed to (i) the increase in bank interest income of approximately HK\$156,000; (ii) the decrease in commission expenses of approximately HK\$268,000; (iii) the increase in interest income from margin and loan financing of approximately HK\$190,000; (iv) the increase in other gains and loss of approximately HK\$345,000; and (v) the decrease in staff cost of approximately HK\$376,000.

## 財務回顧 (續)

### 其他經營開支 (續)

本期間的法律及專業費用為約349,000港元，而其於相應期間則為約990,000港元，減少約641,000港元或64.75%，相應期間的法律及專業費用主要因PFSL對本集團貸款融資業務中的違約借款人提出法律索賠而產生，而於本期間則無該等開支。

本期間的外匯虧損約為1,279,000港元（二零二一年第一季度：零港元），主要因本集團的人民幣銀行存款的外匯率貶值而產生。

### 本期間虧損

本期間的虧損約為3,896,000港元，較二零二一年第一季度虧損約4,994,000港元略為改善，主要由於(i)銀行利息收入增加約156,000港元；(ii)佣金開支減少約268,000港元；(iii)保證金及貸款融資的利息收入增加約190,000港元；(iv)其他收益及虧損增加約345,000港元；及(v)員工成本減少約376,000港元。

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Period, the Group mainly financed its operations by internal resources. As at 30 June 2022, the Group had net current assets of approximately HK\$142,901,000 (31 March 2022: approximately HK\$144,278,000), including cash and cash equivalents of approximately HK\$125,321,000 excluding cash held on behalf of customers (31 March 2022: approximately HK\$96,344,000).

The current ratio, being the ratio of current assets to current liabilities, was approximately 3.9 times as at 30 June 2022 (31 March 2022: 4.3 times).

The share capital of the Group comprises only ordinary shares. Total equity attributable to owners of the Company amounted to approximately HK\$149,438,000 as at 30 June 2022 (31 March 2022: approximately HK\$153,334,000).

The Board is of the opinion that the Company will have sufficient financial resources to meet its financial obligations as they fall due for at least the next twelve months from the end of the Period, after taking into consideration the needs to obtain additional financing including, but not limited to, borrowing loans and issuing additional equity or debt securities.

## EMPLOYEE INFORMATION

As at 30 June 2022, the Group had 22 employees (31 March 2022: 19), including the Directors. Total staff costs (including staff salaries, Directors' emoluments and contribution to Mandatory Provident Fund) for the Period were approximately HK\$1,982,000 (1Q2021: approximately HK\$2,358,000).

## 流動資金、財務資源及資本架構

於本期間，本集團主要以內部資源為其營運撥資。於二零二二年六月三十日，本集團的流動資產淨值約為142,901,000港元（二零二二年三月三十一日：約144,278,000港元），包括現金及現金等價物約125,321,000港元（不包括代客戶持有的現金）（二零二二年三月三十一日：約96,344,000港元）。

於二零二二年六月三十日，流動比率（即流動資產對流動負債比率）約為3.9倍（二零二二年三月三十一日：4.3倍）。

本集團的股本僅由普通股組成。於二零二二年六月三十日，本公司擁有人應佔權益總額約為149,438,000港元（二零二二年三月三十一日：約153,334,000港元）。

董事會認為，經考慮獲得額外融資（包括但不限於借貸及發行額外股權或債務證券）的需要後，本公司將有足夠財務資源於本期間末起計未來至少十二個月履行到期財務責任。

## 僱員資料

於二零二二年六月三十日，包括董事在內，本集團有22名僱員（二零二二年三月三十一日：19名）。本期間的總員工成本（包括員工薪酬、董事酬金及強積金供款）約為1,982,000港元（二零二一年第一季度：約2,358,000港元）。

## MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

There was no material acquisition or disposal of subsidiaries, associates or joint ventures during the Period.

## FOREIGN EXCHANGE RISK

The turnover and operation costs of the Group were principally denominated in Hong Kong dollars. The Group currently does not have a policy on hedges of foreign exchange risk. However, the Group will closely monitor the fluctuations in exchange rates and will consider to employ financial instrument for hedging should the needs arise.

## CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 30 June 2022.

## EVENT AFTER THE REPORTING PERIOD

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

## 附屬公司、聯營公司或合營企業的重大收購事項或出售事項

於本期間並無任何有關附屬公司、聯營公司或合營企業的重大收購事項或出售事項。

## 外匯風險

本集團的營業額及營運成本主要以港元列值。本集團目前並無政策對沖外匯風險。然而，本集團將密切監控匯率波動，並會在有需要時考慮動用金融工具進行對沖。

## 或然負債

於二零二二年六月三十日，本集團並無重大或然負債。

## 報告期後事件

於本期間後及直至本報告日期，董事並不知悉任何與本集團業務或財務表現有關的重大事件。

## OTHER INFORMATION

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

As at 30 June 2022, the interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) held by the Directors and chief executives of the Company (the “**Chief Executives**”) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise have been notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

## 其他資料

### 董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二二年六月三十日，董事及本公司主要行政人員（「**主要行政人員**」）各自於本公司或其任何相聯法團（定義見香港法例第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和8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例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條須記入本公司存置的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條須另行知會本公司及聯交所的權益及淡倉如下：

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS** (Continued)

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉 (續)

Long position in ordinary shares of HK\$0.01 each of the Company

於本公司每股面值0.01港元的普通股中的好倉

Name of Director	Capacity/Nature of interest	Number of shares held	Approximate percentage of shareholding
董事姓名	身分／權益性質	所持股份數目	股權概約百分比
Mr. Fok Yuk Tong ("Mr. Fok") (Note) 霍玉堂先生 (「霍先生」) (附註)	Interest in controlled corporation 受控法團權益	1,199,640,000	59.98
Ms. Hsieh Ching Chun ("Ms. Hsieh") (Note) 謝青純女士 (「謝女士」) (附註)	Interest in controlled corporation 受控法團權益	1,199,640,000	59.98
Ms. Fok Kit Yee 霍潔儀女士	Beneficial interest 實益權益	360,000	0.02



## **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS** *(Continued)*

### **Long position in ordinary shares of HK\$0.01 each of the Company**

*(Continued)*

Note:

The issued share capital of CWIL is beneficially owned as to 30% by Mr. Fok and 70% by Ms. Hsieh respectively. Mr. Fok is the spouse of Ms. Hsieh. Therefore, Mr. Fok and Ms. Hsieh are deemed to be interested in the 1,199,640,000 shares of the Company held by CWIL by virtue of the SFO.

Save as disclosed above, as at 30 June 2022, none of the Directors or chief executives had any interests or short positions 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) 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 and short positions which they were taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

## **董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉** *(續)*

於本公司每股面值0.01港元的普通股中的好倉 *(續)*

附註：

機穎投資的已發行股本分別由霍先生及謝女士實益擁有30%及70%。霍先生為謝女士之配偶。因此，根據證券及期貨條例，霍先生及謝女士被視為於機穎投資持有的本公司1,199,640,000股股份中擁有權益。

除上文披露者外，於二零二二年六月三十日，概無董事或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或淡倉；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或淡倉。

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

So far as the Directors and the chief executives are aware, as at 30 June 2022, other than the Directors and the chief executives, the following person/corporation had or was deemed or taken to have an interest and/or short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or which would be, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

## 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

據董事及主要行政人員所知，於二零二二年六月三十日，除董事及主要行政人員外，下列人士／公司於本公司股份或相關股份中擁有或被視作或當作擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益及／或淡倉，或根據證券及期貨條例第336條規定須記錄於本公司須存置的登記冊的權益及／或淡倉，或直接或間接擁有附帶權利可於所有情況下在本公司或本集團任何其他成員公司的股東大會上投票的任何類別股本面值5%或以上權益：

### Long position in ordinary shares of HK\$0.01 each of the Company

於本公司每股面值0.01港元的普通股中的好倉

Name	Capacity/Nature of interest	Number of shares held	Approximate percentage of shareholding
姓名／名稱	身分／權益性質	所持股份數目	股權概約百分比
CWIL (Note 1) 機穎投資(附註1)	Beneficial interest 實益權益	1,199,640,000	59.98
Mega Wise Group Limited ("MWGL") (Notes 2 & 3) 巨智集團有限公司(「巨智」) (附註2及3)	Beneficial interest 實益權益	300,000,000	15.00
Dr. Lee Chun Pong Bruce ("Dr. Lee") (Notes 2 & 3) 李振邦博士(「李博士」) (附註2及3)	Interest in controlled corporation 受控法團權益	300,000,000	15.00
Ms. Chow Nim Pui ("Ms. Chow") (Notes 2 & 3) 周念佩女士(「周女士」) (附註2及3)	Interest in spouse 配偶權益	300,000,000	15.00

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

### Long position in ordinary shares of HK\$0.01 each of the Company (Continued)

Notes:

1. The issued share capital of CWIL is beneficially owned as to 30% by Mr. Fok and 70% by Ms. Hsieh respectively. Mr. Fok is the spouse of Ms. Hsieh. Therefore, Mr. Fok and Ms. Hsieh are deemed to be interested in the 1,199,640,000 shares of the Company held by CWIL by virtue of the SFO.
2. MWGL is wholly-owned by Dr. Lee. Therefore, Dr. Lee is deemed to be interested in the 300,000,000 shares of the Company held by MWGL by virtue of the SFO.
3. Ms. Chow is the spouse of Dr. Lee. Therefore, Ms. Chow is deemed to be interested in the 300,000,000 shares of the Company held by Dr. Lee through MWGL under the SFO.

Save as disclosed above, as at 30 June 2022, the Directors were not aware of any person or corporation (other than the Directors and the chief executives) who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or pursuant to section 336 of the SFO, which would have to be recorded in the register referred to therein.

## 主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

### 於本公司每股面值0.01港元的普通股中的好倉 (續)

附註：

1. 機穎投資之已發行股本分別由霍先生及謝女士實益擁有30%及70%。霍先生為謝女士之配偶。因此，根據證券及期貨條例，霍先生及謝女士被視為於機穎投資持有的本公司1,199,640,000股股份中擁有權益。
2. 巨智為李博士所全資擁有。因此，根據證券及期貨條例，李博士被視為於巨智持有的本公司的300,000,000股股份中擁有權益。
3. 周女士為李博士的配偶。因此，根據證券及期貨條例，周女士被視為於李博士透過巨智持有的本公司的300,000,000股股份中擁有權益。

除上文所披露者外，於二零二二年六月三十日，董事概不知悉任何人士或公司（除董事及主要行政人員外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的任何權益或淡倉，或根據證券及期貨條例第336條規定須記錄於該條所述登記冊的權益或淡倉。

## SHARE OPTION SCHEME

A share option scheme (the “**Scheme**”) was adopted by the shareholder of the Company and was effective on 5 December 2016. Unless otherwise cancelled or amended, the Scheme will remain in force for a period of 10 years from the date of its adoption on 5 December 2016. Subject to the terms of the Scheme, the Board shall be entitled to make an offer of the grant of an option to subscribe for shares of the Company to any Directors, employees of the Group, consultants or advisers of the Group, providers of goods and/or services to the Group, customers of the Group, holders of securities issued by any member of the Group, or any other person, who at the sole discretion of the Board, has contributed to the Group. Since the adoption of the Scheme and up to 30 June 2022, no share option has been granted by the Company.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the Period and up to the date of this report.

## COMPETING INTERESTS

None of the Directors, the controlling shareholders of the Company nor their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group or had any other conflicts of interest with the Group during the Period.

## 購股權計劃

本公司股東已採納購股權計劃（「**該計劃**」），該計劃於二零一六年十二月五日生效。除非另行取消或修訂，否則該計劃將自其採納日期二零一六年十二月五日起計10年期間維持有效。在該計劃的條款規限下，董事會有權向董事會全權酌情選定的任何董事、本集團僱員、本集團任何顧問或諮詢人、本集團貨品及／或服務供應商、本集團客戶、持有本集團任何成員公司所發行證券的持有人或曾對本集團作出貢獻的任何其他人士，提出購股權授出要約，以認購本公司股份。自採納該計劃起及直至二零二二年六月三十日，本公司尚未授出任何購股權。

## 購買、出售或贖回本公司上市證券

於本期間及直至本報告日期，本公司或其任何附屬公司均無購買、出售或贖回任何本公司上市證券。

## 競爭權益

於本期間，概無董事、本公司控股股東及彼等各自的緊密聯繫人（定義見GEM上市規則）於對本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益或與本集團存在任何其他利益衝突。

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings (the “**Required Standard of Dealings**”) set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries with all the Directors, all of them confirmed that they have complied with the Required Standard of Dealings throughout the Period.

## AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with rules 5.28 and 5.29 of the GEM Listing Rules and the Corporate Governance Code in Appendix 15 to the GEM Listing Rules. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Tong Wing Chi (“**Mr. Tong**”), Ms. Chan Hoi Wuen Katherine and Mr. Kwan Tsz Chun Sun. Mr. Tong is the chairman of the Audit Committee.

The Audit Committee had reviewed the unaudited condensed consolidated results of the Group for the Period with the management of the Company and was of the opinion that such results had 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  
**PF Group Holdings Limited**  
**Fok Yuk Tong**  
 Chairman and Executive Director

Hong Kong, 11 August 2022

*As at the date of this report, the Board comprises seven Directors, namely Mr. Fok Yuk Tong (Chairman), Ms. Hsieh Ching Chun, Mr. Zhong Chu Jian and Ms. Fok Kit Yee as executive Directors; and Ms. Chan Hoi Wuen Katherine, Mr. Tong Wing Chi and Mr. Kwan Tsz Chun Sun as independent non-executive Directors.*

## 董事的證券交易

本公司已採納GEM上市規則第5.48至5.67條所載的交易必守標準(「**交易必守標準**」)，作為董事買賣本公司證券的行為守則。對全體董事作出特定查詢後，彼等全部均已確認，於本期間，彼等一直遵守交易必守標準。

## 審核委員會

本公司已遵照GEM上市規則第5.28及5.29條成立審核委員會，並遵照GEM上市規則附錄十五內企業管治守則訂明書面職權範圍。審核委員會目前由三名獨立非執行董事唐永智先生(「**唐先生**」)、陳凱媛女士及關子臻先生組成。唐先生為審核委員會主席。

審核委員會已聯同本公司管理層審閱本集團本期間的未經審核簡明綜合業績，並認為有關業績已遵照適用會計準則、GEM上市規則項下規定及其他適用法律規定編製，並已作出充足披露。

承董事會命  
**PF Group Holdings Limited**  
 主席兼執行董事  
**霍玉堂**

香港，二零二二年八月十一日

於本報告日期，董事會由七名董事組成，即執行董事霍玉堂先生(主席)、謝青純女士、鐘楚堅先生及霍潔儀女士；及獨立非執行董事陳凱媛女士、唐永智先生及關子臻先生。



**PF Group Holdings Limited**