

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

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Given that 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 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 of Great World Company Holdings Ltd (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 for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司 (「聯交所」)GEM之特點

GEM之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於GEM上市公司一般是中小型公司，在GEM買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣的證券會有高流通量之市場。

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本報告(世大控股有限公司(「本公司」)各董事共同及個別對此負全責)乃遵照《聯交所GEM證券上市規則》之規定而提供有關本公司之資料。本公司各董事經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大方面均屬準確及完整，且無誤導或欺詐成分，亦無遺漏任何其他事實致使本報告所載任何內容或本報告產生誤導。

HIGHLIGHTS

- Revenue was approximately HK\$40,836,000 for the three months ended 30 June 2022, compared with the revenue of approximately HK\$125,446,000 for the corresponding period of last year.
- Loss attributable to owners of the Company was approximately HK\$4,664,000 for the three months ended 30 June 2022, versus the loss attributable to owners of the Company of approximately HK\$4,432,000 for the corresponding period of last year.
- The board of directors does not recommend the payment of a quarterly dividend for the three months ended 30 June 2022 (three months ended 30 June 2021: Nil).

摘要

- 截至二零二二年六月三十日止三個月之收益約為40,836,000港元，去年同期之收益則約為125,446,000港元。
- 截至二零二二年六月三十日止三個月本公司擁有人應佔虧損約為4,664,000港元，而去年同期則錄得本公司擁有人應佔虧損約為4,432,000港元。
- 董事會不建議派發截至二零二二年六月三十日止三個月之季度股息(截至二零二一年六月三十日止三個月：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Intelligent Advertising and Railroad Media Business

- Intelligent Advertising Business
Shenzhen Zhixunpai Information Technology Company Ltd. (“Shenzhen Zhixunpai”), a subsidiary of the Company, maintains an industry-leading position thanks to the intelligent advertising and media services it has rendered, despite uncertainties in the real estate industry. China’s real estate sector is still struggling amid a widening mortgage boycott crisis and lack of progress on the debt woes of distressed developers.

Given the general sentiment of the market due to the fallout of COVID-19 impact and sector specific challenges, we are focused on diversifying applications of our proprietary Big Data and AI technological platforms to find new growth opportunities. Thanks to the powerful data processing capabilities of our AI system, it can be fitted onto a wide range of applications that the Group will be investigating with care such as applying the analytic capabilities in investment decision-making as well as providing AI-driven digital marketing strategy in our other business segments.

Development of such verticals will bring additional growth opportunities and broaden the income sources while creating additional synergies between the Group’s various businesses.

管理層論述及分析

業務回顧

智能廣告及鐵路媒體業務

- 智能廣告業務
本公司附屬公司深圳智訊派信息科技有限公司（「深圳智訊派」）在房地產行業不明朗的情況下，憑藉其提供的智能廣告和媒體服務，保持行業領先地位。中國房地產行業仍然步履維艱，不斷擴大的房貸抵制危機和毫無進展的債務危機使開發商雪上加霜。

鑑於市場情緒受2019冠狀病毒病餘波和行業特定挑戰的影響而反響平平，我們專注於多樣化應用我們專有的大數據和人工智能技術平台，以尋找新的增長機會。我們人工智能系統有強大的數據處理能力，適合進行廣泛應用，本集團將對此進行仔細研究，例如在投資決策中應用分析能力以及在其他業務分部中提供人工智能驅動的數字營銷策略。

該等垂直領域的發展將帶來額外的增長機會並拓寬收入來源，同時在本集團各業務之間創造額外的協同效應。

– **Railroad Media Business**

The Group has accumulated extensive expertise and exclusive access to high-speed railroad resources since it started providing railroad media services in 2019 and expanding organically within the high-speed railroad ecosystem to broaden the services provided as well as other travel ecosystems such as civil aviation. Recovery of civil aviation, railway and other transportation modes traffic has been observed, with demand steadily rising back. A significant opportunity has been observed in business travel service market where the recovery and demand is the strongest. The Group is actively looking for suitable investment opportunities in related sectors, especially business travel management.

The Group is focused on building synergies into the travel sector by leveraging its technological capabilities, especially its AI data-processing system and adapting it to sector-specific applications.

For the three months ended 30 June 2022, a revenue of approximately HK\$40,411,000 was generated from the provision of intelligent advertising and railroad media services.

Agricultural, Forestry and Consumer Products Business

Demand for our agricultural and forestry products are decreasing due to sluggish consumer demand in an economic downturn.

The Group is gradually shifting its focus from growing agricultural and forestry products to building its brand on various online selling platforms and developing a portfolio of own-brand products.

– **鐵路媒體業務**

本集團自二零一九年開始提供鐵路媒體服務，並在高鐵生態系統內有機擴張以擴大所提供的服務以及其他旅行生態（如民用航空），積累了廣泛的專業知識和獨家獲取高鐵資源。民用航空、鐵路及其他運輸交通方式不斷恢復，需求穩步回升。恢復最強勁和需求最旺盛的商業旅行服務市場出現了重大機會。本集團正積極物色相關行業（尤其是商務旅行管理）的合適投資機會。

本集團專注於利用其技術能力，尤其是其人工智能數據處理系統，並進行特定行業的適配應用，從而在旅遊行業建立協同效應。

截至二零二二年六月三十日止三個月，收益約40,411,000港元來自提供智能廣告及鐵路媒體服務。

農林產品及消費品業務

由於經濟低迷時期消費者需求低迷，對我們農林產品的需求正在下降。

本集團正逐漸將重心從種植農林產品轉移到在各種網絡銷售平台上建立品牌 and 開發自有品牌產品組合。

For the three months ended 30 June 2022, revenue generated from the sales of agricultural, forestry and consumer products was approximately HK\$107,000.

Supply-chain Business

The Group provides a one-stop supply-chain solution for the market-driven customers, providing them with the most cost effective solutions to meet their procurement needs. The Group offers a wide range of bespoke services and solutions including product bundle optimization, ordering and sourcing, customs clearance and logistics management to help the customers to seek the finest procurable options in the market based on the customers' own specifications.

The Group will maintain a high standard for supply-chain risk management, closely observing industries of interest to seize potential investment opportunities in order to diversify its product portfolio further and broaden the income sources. Given the severe disruption of supply chain around the globe, the Group is carefully considering the industries where the recovery is optimal and the disruption minimal.

Our management is looking into new investment opportunities in key areas of various industries, in particular recyclable material and transportation industry.

截至二零二二年六月三十日止三個月，農林產品及消費品銷售所得收益約為107,000港元。

供應鏈業務

本集團為市場驅動的客戶提供一站式供應鏈解決方案，為彼等提供最具成本效益的解決方案，以滿足其採購需求。本集團提供廣泛的定製服務和解決方案，包括產品捆綁優化、訂購和採購、清關和物流管理，以幫助客戶根據客戶自身的規格尋找市場上最佳的採購選擇。

本集團將保持高水平的供應鏈風險管理，密切關注感興趣的行業，把握潛在投資機會，進一步豐富產品組合，拓寬收入來源。鑑於全球供應鏈嚴重受阻，本集團正審慎考慮恢復最快及受阻程度最小的行業。

我們的管理層正在尋找各行業關鍵領域的新投資機會，尤其是可回收材料及運輸行業。

For the three months ended 30 June 2022, no revenue was generated from the supply-chain business as it was in a transitional period in shifting product lines.

Property Business

The Group owns a property which comprises a residential and commercial development site with a site area of approximately 3,111.96 square meters (“sq.m.”) located at Leshan City, Sichuan Province, the People’s Republic of China. The property has a gross floor area of approximately 28,251.82 sq.m. (inclusive of a basement floor) and comprises 4 portions with different functions, namely residential, commercial, basement car park and facilities.

The leasing of the commercial portion of the property has commenced and the Group expects to commence the selling programme of part of the residential portion of the property and the leasing of certain residential portion of the property and/or basement car park area when the property market appears to revive with loose policy environment.

For the three months ended 30 June 2022, revenue derived from short-term leasing of the commercial portion of the property was approximately HK\$318,000.

截至二零二二年六月三十日止三個月，由於處於轉換產品線過渡期，概無來自供應鏈業務。

物業業務

本集團擁有一間物業，包括位於中華人民共和國四川省樂山市的一處商住發展地盤，地盤面積約3,111.96平方米（「平方米」）。該物業總建築面積約28,251.82平方米（包含地下樓層），由四個具備不同功能的部分組成，即居住區、商業區、地下停車場及設施。

物業商業部分已開始出租，而本集團預期於樓市顯現復甦跡象及政策環境寬鬆時開始物業住宅部分銷售計劃及出租物業若干住宅部分及／或地下停車場。

截至二零二二年六月三十日止三個月，該物業商業部分短期租賃產生的收益約為318,000港元。

OUTLOOK

Compounding the damage from the COVID-19 pandemic, the Russian invasion of Ukraine has magnified the slowdown in the global economy, which is entering what could become a protracted period of feeble growth and elevated inflation, according to the World Bank's latest Global Economic Prospects report.

The Group's profitability and business growth are affected by the current macroeconomic conditions.

The Group will seek to broaden the application of its AI technology platform to other verticals such as investment and high data traffic processing for digital marketing to create new growth opportunities amid the ongoing digital transformation.

The Group will focus on the travel sector, especially business travel management amid a quick recovery of the sector in China and look for investment opportunities in the space.

As supply-chain is being disrupted around the world, the Group is actively looking for stable and high demand products that are the focus of policymakers, such as renewable energy and recyclable material sectors. Supply chain in the transport sector will also be carefully considered.

The Group will remain conservative and prudent towards its profitability in the coming months. Nevertheless, we have taken measures to mitigate the impact of an economic downturn and will formulate necessary strategies and take further actions to enhance the long-term profitability and sustainability of the Group.

展望

2019冠狀病毒病疫情的衝擊，加上俄羅斯對烏克蘭的入侵，全球經濟的步伐更為緩慢，據世界銀行最近期的全球經濟前景報告，極有可能進入弱增長與高通脹並存的持久期。

本集團的盈利能力和業務增長受到當前宏觀經濟狀況的影響。

本集團將尋求將其人工智能技術平台的應用擴大到其他垂直領域，例如數字營銷的投資和高數據流量處理，以在持續的數字化轉型中創造新的增長機會。

本集團將專注於旅遊業，尤其是商務旅行管理這一中國快速恢復的行業並在行業中尋求投資機會。

隨著全球供應鏈的中斷，本集團正在積極尋找穩定和高需求的產品，這些產品是政策制定者關注的重點，例如可再生能源和可回收材料行業。亦會審慎考慮運輸業的供應鏈。

本集團將在未來數月保持對盈利能力的保守和審慎態度。儘管如此，我們已採取措施減輕經濟下行的影響，並將制定必要的策略並採取進一步行動，以提高本集團的長期盈利能力和可持續發展能力。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 June 2022, the Group's cash and bank deposits amounted to approximately HK\$12,905,000 which has decreased by approximately 33.27% when comparing with the cash and bank deposits of approximately HK\$19,339,000 as at 31 March 2022. As at 30 June 2022, the Group had net current liabilities of approximately HK\$10,401,000 (31 March 2022: HK\$5,679,000).

The Group adopted a conservative treasury policy to maintain cash necessary to meet anticipated expenditures plus a reasonable cushion for emergencies. Almost all bank deposits are being kept in Hong Kong dollars, or in the local currencies of the operating subsidiaries to minimise exposure to foreign exchange risk. Any excess cash should be invested in liquid income-producing instruments which should be managed by a qualified investment manager or operated in accordance with advice provided by a qualified investment manager or decision of an investment committee, if formed, comprising at least one executive director, at least one independent non-executive director and at least one individual who must possess appropriate professional qualifications and/or financial and investment expertise and experience.

Most of the trading transactions, assets and liabilities of the Group were currently denominated in Hong Kong dollars, United States Dollars and Renminbi. The Group did not experience any material difficulties on its operations or liquidity as a result of fluctuation in currency exchange rates during the period under review. As at 30 June 2022, the Group had no foreign exchange contracts, interest of currency swaps or other financial derivatives for hedging purpose. The Group is closely monitoring the movement of the foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

流動資金、財務資源及資本結構

於二零二二年六月三十日，本集團現金及銀行存款約為12,905,000港元，較二零二二年三月三十一日之現金及銀行存款約19,339,000港元減少約33.27%。於二零二二年六月三十日，本集團有流動負債淨值約為10,401,000港元(二零二二年三月三十一日：5,679,000港元)。

本集團採取審慎庫務政策，以維持所需的現金，以滿足預期開支及就緊急情況提供合理緩衝。幾乎所有銀行存款均為港元，或為經營附屬公司之當地貨幣，務求將外匯風險減至最低。任何超額現金應投資於產生流動收入的工具，而該工具應由合資格投資經理管理，或根據合資格投資經理所提供的意見或投資委員會(倘成立，則由至少一名執行董事、至少一名獨立非執行董事及至少一名必須具備適當專業資格及／或財務及投資專業知識及經驗的人士組成)的決定進行操作。

本集團大部分貿易交易、資產及負債目前均以港元、美元及人民幣計值。本集團之營運或流動資金並無因回顧期間之貨幣匯率波動而陷入任何重大困境。於二零二二年六月三十日，本集團概無外匯合約、利息或貨幣掉期或其他用作對沖之財務衍生工具。本集團密切監察匯率變動，並將於有需要時考慮對沖重大外匯風險。

The share capital of the Company as at 30 June 2022 is as follows:

本公司於二零二二年六月三十日之股本如下：

		Number of shares 股份數目 (‘000) (千股)	Amount 金額 (HK\$‘000) (千港元)
Authorised	法定股本	3,000,000	300,000
Issued and fully paid	已發行及繳足股本	330,272	33,027

GEARING RATIO

The Group’s gearing ratio, which was defined as the ratio of net debt to equity, was approximately 128% as at 30 June 2022 (31 March 2022: 128%).

資產負債率

本集團之資產負債率乃界定為負債淨額對權益比率，於二零二二年六月三十日為約128%（二零二二年三月三十一日：128%）。

CONTINGENT LIABILITIES

As at 30 June 2022, the Group did not have any material contingent liabilities (31 March 2022: Nil).

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）。

RESULTS OF OPERATIONS

For the three months ended 30 June 2022, the Group recorded a total revenue of approximately HK\$40,836,000, representing a decrease of approximately 67.45% as compared with a total revenue of approximately HK\$125,446,000 for the corresponding period of last year, mainly attributable to the decrease in revenue generated from the intelligent advertising business due to haze in China’s real estate sector.

營運業績

截至二零二二年六月三十日止三個月，本集團錄得收益合共約40,836,000港元，較之去年同期之總收益約為125,446,000港元，減少約67.45%，主要由於受中國房地產行業陰霾影響智能廣告業務所產生的收益減少。

Loss attributable to owners of the Company was approximately HK\$4,664,000 for the three months ended 30 June 2022, which was approximately 5.23% higher than the loss attributable to owners of the Company incurred for the corresponding period of last year of approximately HK\$4,432,000.

RESULTS

The board of directors of Great World Company Holdings Ltd (the “Company”) presents the financial information of the Company and its subsidiaries (the “Group”), comprising the condensed consolidated statement of profit or loss and condensed consolidated statement of profit or loss and other comprehensive income of the Group for the three months ended 30 June 2022, all of which are unaudited and in condensed format, (collectively referred to as the “Unaudited Condensed Financial Statements”) along with selected explanatory notes and comparative information as follows:

截至二零二二年六月三十日止三個月，本公司擁有人應佔虧損約為4,664,000港元，較去年同期錄得的本公司擁有人應佔虧損約4,432,000港元高約5.23%。

業績

世大控股有限公司(「本公司」)董事會謹此提呈本公司及其附屬公司(「本集團」)之財務資料，包括本集團截至二零二二年六月三十日止三個月之簡明綜合損益表以及簡明綜合損益及其他全面收入報表(全部均為未經審核及以簡明方式呈列，統稱「未經審核簡明財務報表」)，連同經選定之解釋附註及比較資料如下：

CONDENSED CONSOLIDATED
STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

(Unaudited)

(未經審核)

Three months ended 30 June

截至六月三十日止三個月

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	2	40,836	125,446
Cost of sales	銷售成本		(37,782)	(100,635)
Gross profit	毛利		3,054	24,811
Other gains/(losses)	其他收益/(虧損)	3	(2,255)	(10,265)
Gain/(loss) arising from changes in fair value less costs to sell of biological assets	生物資產公平值減出售 成本變動產生之收益/ (虧損)		3,420	(377)
Selling and distribution costs	銷售及分銷成本		(487)	(1,284)
Administrative and other operating expenses	行政及其他營運開支		(9,072)	(11,930)
Finance costs	融資成本		(70)	(29)
Profit/(loss) before tax	除稅前溢利/(虧損)	5	(5,410)	926
Income tax credit/(expense)	所得稅抵免/(費用)	6	251	(40)
Profit/(loss) for the period	本期間溢利/(虧損)		(5,159)	886
Profit/(loss) for the period attributable to:	以下應佔本期間溢利/ (虧損)：			
Owners of the Company	本公司擁有人		(4,664)	(4,432)
Non-controlling interests	非控股權益		(495)	5,318
			(5,159)	886
Basic and diluted loss per share	每股基本及攤薄虧損	7	(HK1.41) cents港仙	(HK1.35) cents港仙

CONDENSED CONSOLIDATED
STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE
INCOME

簡明綜合損益及其他全面
收入報表

(Unaudited)

(未經審核)

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	2021 二零二一年 HK\$'000 千港元
Profit/(loss) for the period	本期間收益／(虧損)	(5,159)	886
Other comprehensive loss: Items that may be reclassified subsequently to profit or loss – Exchange differences arising on translation of foreign operations	其他全面虧損： 其後或會重新列入 損益之項目 – 換算海外業務產生 之匯兌差額	(6,740)	(377)
Other comprehensive loss for the period, net of tax	本期間其他全面虧損， 扣除稅項	(6,740)	(377)
Total comprehensive income/(loss) for the period	本期間全面收入／(虧損) 總額	(11,899)	509
Total comprehensive income/(loss) attributable to:	以下應佔全面收入／(虧損) 總額：		
Owners of the Company	本公司擁有人	(5,233)	(7,810)
Non-controlling interests	非控股權益	(6,666)	8,319
		(11,899)	509

NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS

未經審核簡明財務報表附註

1. Basis of preparation

The Unaudited Condensed Consolidated Financial Statements have been prepared in compliance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and in accordance with the applicable disclosure provisions of Chapter 18 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

The accounting policies and methods of computation adopted in the preparation of the Unaudited Condensed Consolidated Financial Statements are consistent with those applied for the Group’s annual financial statements for the year ended 31 March 2022.

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

1. 編製基準

未經審核簡明綜合財務報表乃遵照由香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)及根據香港聯合交易所有限公司GEM證券上市規則第18章所載之適用披露條文編製。

編製未經審核簡明綜合財務報表採納之會計政策及計算方法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用者貫徹一致。

根據香港會計準則第34號編製未經審核簡明綜合財務報表需管理層作出判斷、估計及假設，該等判斷、估計及假設會影響年初至今所採用政策及資產與負債、收入及開支之呈報金額。實際結果可能有別於該等估計。

1. Basis of preparation (Continued)

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2022. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies and results reported for the current or prior accounting periods.

The Group has not applied the new and revised HKFRSs, which have been issued and are not yet effective, but is in the process of assessing their impact on the Group’s results of operations and financial position.

The financial information are unaudited but have been reviewed by the Company’s audit committee.

2. Revenue

1. 編製基準(續)

於本期間，本集團已採納所有由香港會計師公會頒佈且與本集團業務有關之新訂及經修訂香港財務報告準則（「香港財務報告準則」），該等準則於本集團二零二二年四月一日開始之會計年度生效。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無對本集團會計政策及本會計期間或過往會計期間呈報之業績造成重大變動。

本集團並未採用已頒佈但尚未生效之新訂及經修訂香港財務報告準則，惟現正評估其對本集團營運業績及財務狀況構成之影響。

財務資料未經審核，但已經由本公司審核委員會審閱。

2. 收益

(Unaudited)

(未經審核)

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	2021 二零二一年 HK\$'000 千港元
Provision of mobile advertising media services 提供移動廣告媒體服務	40,411	124,335
Sales of goods 商品銷售	107	765
Rental income 租金收入	308	346
	40,836	125,446

3. Other gains/(losses)

3. 其他收益／(虧損)

		(Unaudited) (未經審核)	
		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	2021 二零二一年 HK\$'000 千港元
Bank interest income	銀行利息收入	6	4
Gain/(loss) arising from treasury investment	理財投資產生的收益／(虧損)	(1,828)	14
Government subsidy	政府補貼	45	-
Inventories written down	存貨撇減	-	(8,100)
Provision for impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項 確認之減值虧損撥備	(478)	(2,183)
		(2,255)	(10,265)

4. Segment information

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geographical areas. In a manner consistent with the way in which information is reported internally to the Group's most senior management for the purpose of resource allocation and performance assessment, the Group has presented the following four reportable segments.

4. 分部資料

本集團之業務按業務組合(產品及服務)及地區劃分為分部進行管理。本集團按照與向最高管理人員內部呈報資料以進行資源分配及表現評估所採用者一致之方式呈報下列四個可呈報分部。

4. Segment information (Continued)

The Group's operations and reportable segments are as follows:

Intelligent advertising and railroad media business

智能廣告及鐵路媒體業務

Agricultural, forestry and consumer products business

農林產品及消費品業務

Supply-chain business

供應鏈業務

Property business

物業業務

Management monitors the results of the Group's operating segments separately, for the purpose of making decisions about resource allocation and assessment of the Group's performance. Segment performance is evaluated based on reportable segment results, which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that unallocated income, finance costs and expenses are excluded from such measurement.

All assets are allocated to reportable segments other than goodwill and unallocated corporate assets.

All liabilities are allocated to reportable segments other than income tax payable, convertible notes, deferred tax liabilities and unallocated corporate liabilities.

4. 分部資料(續)

本集團之業務及可呈報分部如下：

Provision of mobile advertising media services for intelligent advertising and property market customers in the PRC, railroad magazine distribution and e-commerce platform management, advertising and product sales services

在中國為智能廣告和房地產市場客戶，提供移動廣告媒體服務，以及圍繞鐵路雜誌、鐵路電商平台的雜誌發行、廣告投放和商品銷售服務

Cultivation of forestry and wood material products, Chinese herbal medicine ingredients and specialty agricultural by-products, sales of processed and pre-packaged food/consumer products

林業及木材、中藥材和特色農副產品的種植、加工以及預包裝食品/消費品的銷售

Sales of industrial, information technology and other products as well as related R&D and product manufacturing activities

出售供應鏈管理下的工業、資訊科技及其他產品，以及相關技術的研發和產品生產

Property investment and development, operating and managing residential and commercial properties

物業投資及發展以及營運及管理住宅及商用物業

管理層個別監控本集團經營分部之業績，以就資源分配及本集團表現評估作出決策。分部表現乃按可呈報分部之業績評估，其為經調整除稅前虧損之計算方法。除未分配收入、財務成本及開支不納入該等計算外，經調整除稅前虧損與本集團除稅前虧損之計算方式一致。

除商譽及未分配企業資產外，所有資產分配至可呈報分部。

除應付所得稅、可換股票據、遞延稅項負債及未分配企業負債外，所有負債分配至可呈報分部。

4. Segment information (Continued)

These segments are managed separately as they belong to different industries and require different operating systems and strategies. There were no sales or other transactions between those reportable segments. Information regarding the Group's reportable segments is presented below:

(a) Segment revenue, profit or loss and other selected financial information

4. 分部資料(續)

此等分部所屬行業不同，所需經營制度及策略亦不同，故分開管理。可呈報分部之間並無進行銷售或其他交易。本集團可呈報分部資料載列如下：

(a) 分部收益、損益及其他選定財務資料

(Unaudited)

(未經審核)

Three months ended 30 June 2022

截至二零二二年六月三十日止三個月

		Intelligent advertising and railroad media business 智能廣告及鐵路媒體業務 HK\$'000 千港元	Agricultural, forestry and consumer products business 農林產品及消費品業務 HK\$'000 千港元	Supply-chain business 供應鏈業務 HK\$'000 千港元	Property business 物業業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	40,411	107	-	318	40,836
Bank interest income	銀行利息收入	5	-	-	-	5
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(16)	(3)	-	(1)	(20)
Depreciation of right-of-use assets	使用權資產折舊	(189)	-	-	-	(189)
Gain arising from changes in fair value less costs to sell of biological assets	生物資產之公平值變動減出售成本所得收益	-	3,420	-	-	3,420
Provision for impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項撥回確認之減值虧損撥備	-	(264)	-	-	(264)
Total profit/(loss) of reportable segments	可呈報分部溢利/(虧損)總額	809	2,579	-	55	3,443

4. Segment information (Continued)

4. 分部資料(續)

(a) Segment revenue, profit or loss and other selected financial information (Continued)

(a) 分部收益、損益及其他選定財務資料(續)

(Unaudited)
(未經審核)Three months ended 30 June 2021
截至二零二一年六月三十日止三個月

		Intelligent advertising and railroad media business 智能廣告及 鐵路媒體 業務	Agricultural, forestry and consumer products business 農林產品及 消費品業務	Supply- chain business 供應鏈 業務	Property business 物業業務	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	124,335	761	4	346	125,446
Bank interest income	銀行利息收入	3	-	-	-	3
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(41)	-	(3)	-	(44)
Depreciation of right-of-use assets	使用權資產折舊	(204)	-	-	-	(204)
Loss arising from changes in fair value less costs to sell of biological assets	生物資產之公平值變動減出售成本所得虧損	-	(377)	-	-	(377)
Inventories written down	存貨撇減	-	(8,100)	-	-	(8,100)
Provision for impairment loss reversed/(recognised) in respect of trade and other receivables	就貿易及其他應收款項撥回/(確認)之減值虧損撥備	(2,196)	-	13	-	(2,183)
Total profit/(loss) of reportable segments	可呈報分部溢利/(虧損)總額	11,679	(8,533)	(57)	152	3,241

4. Segment information (Continued)

(b) Reconciliations of reportable segment revenue and profit or loss

4. 分部資料(續)

(b) 可呈報分部收益及損益之對賬

		(Unaudited) (未經審核)	
		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	2021 二零二一年 HK\$'000 千港元
Revenue:	收益：		
Total revenue for reportable segments	可呈報分部總收益	40,836	125,446
Consolidated revenue	綜合收益	40,836	125,446
Total profit for reportable segments	可呈報分部溢利總額	3,443	3,241
Unallocated corporate income	未分配企業收入	-	14
Unallocated corporate expenses	未分配企業開支	(8,853)	(4,181)
Consolidated profit/(loss) before tax	綜合除稅前溢利/(虧損)	(5,410)	926

5. Profit/(loss) before tax

5. 除稅前溢利/(虧損)

		(Unaudited) (未經審核)	
		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	2021 二零二一年 HK\$'000 千港元
Profit/(loss) before tax has been arrived at after charging:	除稅前溢利/(虧損)已扣除以下項目：		
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)		
- fees, salaries, wages, other benefits and contributions to retirement plans	- 袍金、薪金、其他福利以及退休計劃供款	2,829	4,787
- equity settled share-based payment expenses	- 以權益結算並以股份為基礎付款之開支	5,416	-
		8,245	4,787
Cost of inventories sold	所售存貨成本	37,782	100,635
Depreciation of property, plant and equipment	物業、廠房及設備折舊	24	447
Depreciation of right-of-use assets	使用權資產折舊	371	425
Short-term lease payments	短期租賃付款	166	203

6. Income tax

6. 所得稅

		(Unaudited) (未經審核)	
		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	2021 二零二一年 HK\$'000 千港元
Current tax:	即期稅項：		
PRC Enterprise Income Tax credit/(expense)	中國企業所得稅抵免／(費用)	251	(40)
Deferred tax	遞延稅項	251 -	(40) -
Income tax credit/(expense) for the period	本期間所得稅抵免／(費用)	251	(40)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the three months ended 30 June 2022 and 2021.

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

No provision for current tax had been made for the three months ended 30 June 2022 as the Group had no assessable profit from its operations.

截至二零二二年及二零二一年六月三十日止三個月內，香港利得稅按估計應課稅溢利的16.5%計算。

根據中華人民共和國(「中國」)《企業所得稅法》(「企業所得稅法」)及《企業所得稅法實施條例》，中國附屬公司之稅率為25%。

由於本集團並無自經營業務獲取應課稅溢利，故於截至二零二二年六月三十日止三個月內並無就即期稅項作出撥備。

7. Basic and diluted loss per share

The calculation of the basic loss per share is based on the following data:

7. 每股基本及攤薄虧損

每股基本虧損按以下數據計算：

		(Unaudited) (未經審核)	
		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	2021 二零二一年 HK\$'000 千港元
(i) Loss for the period attributable to owners of the Company	(i) 本公司擁有人應佔本期間虧損	(4,664)	(4,432)
		'000 千股	'000 千股
(ii) Weighted average number of ordinary shares	(ii) 普通股加權平均股數	330,272	328,019

Diluted loss per share for loss attributable to the owners of the Company for the three months ended 30 June 2022 and 2021 were the same as basic loss per share because the calculation of diluted loss per share does not assume the exercise of the outstanding share options of the Company as they had an anti-dilutive effect to the basic loss per share for both periods.

由於每股攤薄虧損之計算並未假設尚未行使之本公司購股權獲行使(因為其對兩個期間之每股基本虧損具有反攤薄效應)，故截至二零二二年及二零二一年六月三十日止三個月本公司擁有人應佔虧損之每股攤薄虧損與每股基本虧損相同。

8. Reserves and non-controlling interests

8. 儲備及非控股權益

		Reserves attributable to owners of the Company 本公司擁有人應佔儲備							
		Share premium	Convertible notes equity reserve	Share options reserve	Translation reserve	Accumulated losses	Total	Non-controlling interests	Total
		股份溢價	可換股票據權益儲備	購股權儲備	匯兌儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2021 (audited)	於二零二一年四月一日(經審核)	280,678	-	2,303	(1,495)	(238,592)	42,894	38,256	81,150
Total comprehensive income/(loss) for the period (unaudited)	本期間全面溢利/(虧損)總額(未經審核)	-	-	-	(3,378)	(4,432)	(7,810)	8,319	509
Placing of new shares (unaudited)	配售新股份(未經審核)	4,500	-	-	-	-	4,500	-	4,500
At 30 June 2021 (unaudited)	於二零二一年六月三十日(未經審核)	285,178	-	2,303	(4,873)	(243,024)	39,584	46,575	86,159

		Reserves attributable to owners of the Company 本公司擁有人應佔儲備							
		Share premium	Convertible notes equity reserve	Share options reserve	Translation reserve	Accumulated losses	Total	Non-controlling interests	Total
		股份溢價	可換股票據權益儲備	購股權儲備	匯兌儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2022 (audited)	於二零二二年四月一日(經審核)	284,988	413	2,303	2,513	(279,674)	10,543	32,478	43,021
Total comprehensive income/(loss) for the period (unaudited)	本期間全面溢利/(虧損)總額(未經審核)	-	-	-	(569)	(4,664)	(5,233)	(6,666)	(11,899)
Grant of new share options (unaudited)	授出新購股權(未經審核)	-	-	5,416	-	-	5,416	-	5,416
At 30 June 2022 (unaudited)	於二零二二年六月三十日(未經審核)	284,988	413	7,719	1,944	(284,338)	10,726	25,812	36,538

8. Reserves and non-controlling interests
(Continued)

The share premium account of the Company is distributable to the owners of the Company under the Companies Law (2013 Revision) of the Cayman Islands subject to the provisions of the Company's memorandum and articles of association and provided that the Company will be in a position to payoff its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be distributed.

The convertible notes equity reserve represents the value of the equity component of unexercised convertible notes issued by the Company with related deferred tax recognised. Items included in convertible notes equity reserve will not be reclassified subsequently to profit or loss.

The share options reserve represents the fair value of the unexercised share options recognised in accordance with the accounting policy adopted for share-based payments.

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

9. Related party transactions

Remuneration for key management personnel of the Group, including the Company's directors and certain senior management staff, is as follows:

8. 儲備及非控股權益(續)

根據開曼群島公司法(二零一三年修訂),並在本公司組織章程大綱及細則條文之規限下,本公司之股份溢價賬可向本公司擁有人分派,惟本公司將於緊隨建議分派股息日期後,仍能償還其於日常業務中到期之債務。

可換股票據權益儲備指本公司發行的未行使可換股票據權益部分的價值(已確認相關遞延稅項)。計入可換股票據權益儲備的項目隨後不會重新分類至損益。

購股權儲備指根據就以股份為基礎付款所採納之會計政策而確認之未行使購股權之公平值。

匯兌儲備包括所有換算海外業務財務報表產生之匯兌差額。

9. 關連方交易

本集團主要管理人員(包括本公司董事及若干高級管理人員)之薪酬如下:

	(Unaudited) (未經審核)	
	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	2021 二零二一年 HK\$'000 千港元
Fees, salaries and other benefits 袍金、薪金及其他福利	671	609

10. Dividend

The board of directors of the Company (the “Board”) does not recommend the payment of a quarterly dividend for the three months ended 30 June 2022 (three months ended 30 June 2021: Nil).

11. Grant of new share options

On 13 May 2022, the Company granted share options to certain eligible persons, under the share option scheme adopted by the Company on 3 August 2012, to subscribe for a total of 23,000,000 ordinary shares of HK\$0.1 each in the share capital of the Company (the “Share(s)”) at the exercise price of HK\$1 per Share. Details of the grant of share options had been disclosed in the Company’s announcement dated 13 May 2022.

Equity settled share-based payment expenses of approximately HK\$5,416,000 was recognised in respect of the share options granted on 13 May 2022.

10. 股息

本公司董事會(「董事會」)並不建議派發截至二零二二年六月三十日止三個月之季度股息(截至二零二一年六月三十日止三個月：無)。

11. 授出新購股權

於二零二二年五月十三日，本公司根據本公司於二零一二年八月三日採納的購股權計劃向若干合資格人士授出購股權，可以每股1港元的行使價，認購本公司股本中合共23,000,000股每股面值0.1港元的普通股(「股份」)。有關授出購股權的詳情在本公司日期為二零二二年五月十三日的公告中披露。

於二零二二年五月十三日就授出的購股權確認以權益結算並以股份為基礎付款之開支約5,416,000港元。

OTHER INFORMATION

SHARE OPTION SCHEME

The Company has adopted a new share option scheme at the annual general meeting of the Company held on 3 August 2012 (the “2012 Share Option Scheme”) which is valid and effective for a period of 10 years commencing on 3 August 2012, upon the termination of the share option scheme adopted at the annual general meeting of the Company held on 2 August 2002, under which selected persons, such as the directors, employees, customers or any individual business or entity providing goods or services, may take up options to subscribe for shares in the Company subject to the terms and conditions stipulated in the 2012 Share Option Scheme. The maximum number of shares which can be granted under the 2012 Share Option Scheme may not exceed 10% of the issued share capital of the Company at the time of granting of the option or at the date of approval by the shareholders in general meeting where the limit is refreshed.

On 13 May 2022, the Company granted options to certain eligible persons to subscribe for a total of 23,000,000 ordinary shares in the share capital of the Company at the exercise price of HK\$1 per share.

其他資料

購股權計劃

於二零零二年八月二日舉行之本公司股東週年大會上採納之購股權計劃終止後，本公司已於二零一二年八月三日舉行之本公司股東週年大會上採納一項新購股權計劃（「二零一二年購股權計劃」），自二零一二年八月三日開始之十年期間內具效力及生效，據此，董事、僱員、客戶或任何提供商品或服務之個體戶或實體等指定人士可接納購股權，以按照二零一二年購股權計劃所訂條款與條件認購本公司股份。根據二零一二年購股權計劃可予授出之股份最多不得超過授出購股權當時或股東於股東大會批准更新限額當日之本公司已發行股本的10%。

於二零二二年五月十三日，本公司向若干合資格人士授出購股權，可以每股1港元的行使價，認購本公司股本中合共23,000,000股普通股。

Movements in the number of share options granted under the 2012 Share Option Scheme are as follows:

根據二零一二年購股權計劃授出購股權之數目變動如下：

Participants	Date of grant	Exercisable period	Exercise price per share	No. of underlying shares comprised in option 計入購股權之相關股份數目					Outstanding at 30 June 2022 於二零二二年六月三十日尚未行使
				As at 1 April 2022 於二零二二年四月一日	Granted during the period 於期內授出	Exercised during the period 於期內行使	Lapsed during the period 於期內失效	Cancelled during the period 於期內註銷	
Employees and others (in aggregate)	4 February 2016	4 February 2016 – 6 January 2026	HK\$2.64	2,240,000	-	-	-	-	2,240,000
僱員及其他人士 (合共)	二零一六年二月四日	二零一六年二月四日至二零二六年一月六日	2.64港元						
Employees and others (in aggregate)	13 May 2022	13 May 2022 – 13 May 2025	HK\$1.00	-	23,000,000	-	-	-	23,000,000
僱員及其他人士 (合共)	二零二二年五月十三日	二零二二年五月十三日至二零二五年五月十三日	1.00港元						

Save as disclosed above, during the three months ended 30 June 2022, no other share option was granted, exercised, lapsed or cancelled pursuant to the 2012 Share Option Scheme and none of the Directors or chief executive of the Company or their respective spouses or children under 18 years of age were granted or exercised any right to subscribe for any equity or debt securities of the Company or any of its associated corporations within the meaning of the Securities and Future Ordinance (“SFO”).

除上文披露者外，於截至二零二二年六月三十日止三個月，概無其他購股權根據二零一二年購股權計劃授出、行使、失效或註銷，亦概無本公司董事或行政總裁或彼等各自之配偶或未滿18歲的子女獲授或行使任何權利以認購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」))任何權益或債務證券。

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles in and complied with the requirements of the Corporate Governance Code (“CG Code”) as set out in Appendix 15 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) throughout the three months ended 30 June 2022.

BOARD OF DIRECTORS

The board of directors (the “Board”) of the Company comprised three executive Directors, namely Mr. Zhang Yanqiang, Mr. Gu Zhonghai and Mr. Zhao Xinyan, one non-executive Director, namely Ms. Ng Mui King, Joky (chairman of the Board), and three independent non-executive Directors, namely Mr. Chung Koon Yan, Ms. Zhao Yongmei and Mr. Jing Baoli.

The Board is responsible for reviewing, evaluating and finalising the Company’s strategies and policies, annual budgets, business plans and performance, and has full access to adequate, reliable and timely information on the Group so as to enable them to make a timely decision. The Board also has the collective responsibility for leadership and control of, and for promoting the success of, the Group by directing and supervising the Group’s affairs.

BOARD COMMITTEES

The Board has established three committees in accordance with the CG Code, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. These committees are provided with sufficient resources to discharge their duties and are able to seek independent professional advice when appropriate and upon request.

企業管治常規

本公司於截至二零二二年六月三十日止三個月已應用香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)附錄15所載企業管治守則(「企業管治守則」)的原則並遵守其規定。

董事會

本公司董事會(「董事會」)成員包括三名執行董事張炎強先生、顧忠海先生及趙新衍先生、一名非執行董事吳美琦女士(董事會主席)以及三名獨立非執行董事鍾瑄因先生、趙咏梅女士及井寶利先生。

董事會負責審閱、評估及落實本公司策略及政策、年度預算案、業務計劃及表現，並可全面取得有關本集團之足夠而可靠之最新及時資料，以便彼等作出適時決策。董事會亦透過對本集團業務作出指示及監督，以共同承擔領導及監控本集團之責任，並促進本集團之成功。

董事會委員會

董事會已根據企業管治守則設立三個委員會，即審核委員會、提名委員會及薪酬委員會。該等委員會獲提供充足資源以履行彼等之職責，並可於適當的時候及按要求尋求獨立專業意見。

AUDIT COMMITTEE

The Audit Committee comprised three independent non-executive Directors, namely Mr. Chung Koon Yan (chairman of the Audit Committee), Ms. Zhao Yongmei and Mr. Jing Baoli. The Audit Committee meets with the Group's senior management regularly to review the effectiveness of the internal control system and the quarterly, interim and annual reports of the Group.

NOMINATION COMMITTEE

The Nomination Committee comprised one executive Director, namely Mr. Zhang Yangqiang (chairman of the Nomination Committee), and two independent non-executive Directors, namely Ms. Zhao Yongmei and Mr. Jing Baoli. The Nomination Committee reviews the composition of the Board and nominates suitably qualified candidates to the Board, if necessary.

REMUNERATION COMMITTEE

The Remuneration Committee comprised one executive Director, namely Mr. Zhao Xinyan, and two independent non-executive Directors, namely Ms. Zhao Yongmei (chairman of the Remuneration Committee) and Mr. Jing Baoli. The Remuneration Committee reviews and determines the policy for the remuneration of directors and senior management of the Group.

審核委員會

審核委員會成員包括三名獨立非執行董事：鍾琯因先生（審核委員會主席）、趙咏梅女士及井寶利先生。審核委員會定期與本集團高級管理層會面，檢討本集團內部監控系統的成效及審閱季度、中期及年度報告。

提名委員會

提名委員會成員包括一名執行董事：張炎強先生（提名委員會主席）及兩名獨立非執行董事趙咏梅女士及井寶利先生。提名委員會檢討董事會之組成並於需要時向董事會提名合資格人選。

薪酬委員會

薪酬委員會成員包括一名執行董事趙新衍先生以及兩名獨立非執行董事：趙咏梅女士（薪酬委員會主席）及井寶利先生。薪酬委員會審閱及釐定本集團董事及高級管理層之薪酬政策。

INTERESTS OF DIRECTORS

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

董事權益

於二零二二年六月三十日，董事或本公司行政總裁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）之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括董事及本公司行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益或短倉），或將須載入本公司根據證券及期貨條例第352條存置之登記冊，或已根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及短倉如下：

LONG POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

於本公司股份及相關股份之長倉

Number of ordinary shares of HK\$0.10 each and the underlying shares 每股面值0.10港元之普通股及相關股份數目

Name of Directors	Personal interest	Corporate interest	Total number of shares	Approximate percentage of the issued share capital of the Company 於本公司已發行之股本之概約百分比
董事姓名	個人權益	公司權益	股份總數	
Mr. Zhao Xinyan 趙新衍先生	1,750,000	47,378,000 (Note 1) (附註1)	49,128,000	14.88%
Ms. Ng Mui King, Joky 吳美琦女士	–	33,792,000 (Note 2) (附註2)	33,792,000	10.23%

Notes:

1. These shares are held by Win Bless Limited of which Mr. Zhao Xinyan is the beneficial owner.
2. These shares are held by Gold City Assets Holdings Ltd. of which Ms. Ng Mui King, Joky is the beneficial owner.

Save as disclosed above, as at 30 June 2022, none of the Directors and chief executive of the Company had interests and short positions in the shares, the underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) 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 the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO), required to be entered in the register maintained by the Company pursuant to section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed above, at no time during the three months ended 30 June 2022 was any of the Company or its subsidiaries a party to any arrangements to enable the Directors or chief executive (including their spouses or children under 18 years of age) of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

附註：

1. 該等股份由 Win Bless Limited 持有，而趙新衍先生為該公司的實益擁有人。
2. 該等股份由 Gold City Assets Holdings Ltd. 持有，而吳美琦女士為該公司的實益擁有人。

除上文披露者外，於二零二二年六月三十日，董事及本公司行政總裁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)之股份、相關股份及債券中概無擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所(包括董事及本公司行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益或短倉)，或須載入本公司根據證券及期貨條例第352條存置之登記冊，或已根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及短倉。

董事收購股份之權利

除上文所披露者外，本公司或其附屬公司於截至二零二二年六月三十日止三個月任何時間概無訂立任何安排，以使董事或本公司行政總裁(包括彼等之配偶或未滿18歲之子女)可透過收購本公司或任何其他法人團體之股份或債券而獲益。

INTEREST OF SUBSTANTIAL SHAREHOLDERS AND OTHER SHAREHOLDERS

As at 30 June 2022, save as disclosed below, so far is known to the Directors and chief executives of the Company, no person (other than a Director or a chief executive of the Company) had an interest or short position in the shares and 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 were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or, who is directly or indirectly, interested in 5% or more of the issued share capital of the Company.

主要股東及其他股東權益

於二零二二年六月三十日，除下文披露者外，據董事及本公司行政總裁所知，概無任何人士（董事或本公司行政總裁除外）於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或已載入本公司根據證券及期貨條例第336條須予存置登記冊內，或直接或間接擁有本公司已發行股本5%或以上權益或短倉。

LONG POSITIONS IN SHARES OF THE COMPANY

於本公司股份之長倉

Name of shareholder 股東名稱／姓名	Capacity/Nature of interest 身份／權益性質	Total number of ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股總數	Approximate percentage of the issued share capital of the Company 於本公司已發行股本之概約百分比
Win Bless Limited Win Bless Limited	Beneficial owner/Corporate 實益擁有人／公司	47,378,000 (Note 1) (附註1)	14.35%
Mr. Zhao Xinyan 趙新衍先生	Interest in a controlled corporation 控股公司權益	47,378,000 (Note 1) (附註1)	14.35%
	Beneficial owner/Personal 實益擁有人／個人	1,750,000	0.53%
Gold City Assets Holdings Ltd. Gold City Assets Holdings Ltd.	Beneficial owner/Corporate 實益擁有人／公司	33,792,000 (Note 2) (附註2)	10.23%
Ms. Ng Mui King, Joky 吳美琦女士	Interest in a controlled corporation 控股公司權益	33,792,000 (Note 2) (附註2)	10.23%
Ms. Lin Shunping 林順平女士	Beneficial owner/Personal 實益擁有人／個人	19,900,000 (Note 3) (附註3)	6.03%

Notes:

1. These shares are held by Win Bless Limited, a company incorporated in Hong Kong of which the issued share capital is beneficially owned by Mr. Zhao Xinyan, an executive Director of the Company.
2. These shares are held by Gold City Assets Holdings Ltd., a company incorporated in the British Virgin Islands of which the issued share capital is beneficially owned by Ms. Ng Mui King, Joky, a non-executive Director of the Company.
3. These shares were issued to Ms. Lin Shunping on 27 March 2020, pursuant to the convertible notes issued by the Company on 30 March 2015.

COMPETING INTEREST

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders of the Company (as defined in the GEM Listing Rules) nor any of their respective close associates that competes or may compete, either directly or indirectly, with the business of the Group or, of any other conflicts of interest which any such person has or may have with the Group during the three months ended 30 June 2022.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the three months ended 30 June 2022. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the three months ended 30 June 2022.

附註：

1. 該等股份由讚勝有限公司持有，其為一間於香港註冊成立之公司，其已發行股本由趙新衍先生（為本公司執行董事）實益擁有。
2. 該等股份由 Gold City Assets Holding Ltd. 持有，其為一間於英屬處女群島註冊成立之公司，其已發行股本由本公司非執行董事吳美琦女士實益擁有。
3. 該等股份於二零二零年三月二十七日根據本公司於二零一五年三月三十日發行的可換股票據發行予林順平女士。

競爭權益

據董事所知，截至二零二二年六月三十日止三個月內，概無董事或本公司控股股東（定義見GEM上市規則）或彼等各自之緊密聯繫人士持有與本集團業務直接或間接構成或可能構成競爭之任何業務或權益，或與本集團有或可能有任何其他利益衝突。

購買、出售或贖回股份

本公司於截至二零二二年六月三十日止三個月並無贖回其任何股份，而本公司及其任何附屬公司於截至二零二二年六月三十日止三個月亦無買賣本公司任何股份。

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding the directors' securities transaction in securities of the Company. Having made specific enquiry of all Directors, each of the Directors has confirmed that he/she has complied with the required standard of dealings as set out in the adopted code of conduct regarding the directors' securities transaction throughout the three months ended 30 June 2022.

The Audit Committee has reviewed the Unaudited Condensed Financial Statements of the Group for the three months ended 30 June 2022.

By order of the Board
Great World Company Holdings Ltd
Ng Mui King, Joky
Chairman

Hong Kong, 12 August 2022

As at the date of this report, the Board comprises (i) three Executive Directors, namely Mr. Zhang Yanqiang, Mr. Gu Zhonghai and Mr. Zhao Xinyan; (ii) one Non-Executive Director, Ms. Ng Mui King, Joky; and (iii) three Independent Non-Executive Directors, namely Mr. Chung Koon Yan, Ms. Zhao Yongmei and Mr. Jing Baoli.

This report will remain on the "Latest Listed Company Information" page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication and on the Company website (www.gwchl.com).

董事進行證券交易的操守 守則

本公司已採納GEM上市規則第5.48至5.67條載列之規定交易準則，作為董事進行本公司證券交易之操守守則。經向全體董事作出特定查詢後，各董事已確認，彼於截至二零二二年六月三十日止三個月內一直遵守已採納之董事進行證券交易之操守守則所載之規定交易準則。

審核委員會已審閱本集團截至二零二二年六月三十日止三個月之未經審計的簡明財務報表。

承董事會命
世大控股有限公司
主席
吳美琦

香港，二零二二年八月十二日

於本報告日期，董事會由(i)三名執行董事：張炎強先生、顧忠海先生及趙新衍先生；(ii)一名非執行董事吳美琦女士；及(iii)三名獨立非執行董事：鍾瑄因先生、趙咏梅女士及井寶利先生組成。

本報告將由刊登日期起計最少七日刊載於GEM網站(<http://www.hkgem.com>)之「最新公司公告」頁及本公司網站(<http://www.gwchl.com>)內。



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