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Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

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.

*This announcement, for which the directors (collectively the “**Directors**” and each, the “**Director**”) of Guoen Holdings Limited (formerly known as Guru Online (Holdings) Limited) (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**”, “**our**” or “**us**”) 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 announcement 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 announcement misleading.*

FINANCIAL HIGHLIGHTS

Revenue and gross profit

The Group's total revenue increased by approximately 19.36% from approximately HK\$58.69 million for the six months ended 30 September 2023 to approximately HK\$70.06 million for the six months ended 30 September 2024. The increase in total revenue was mainly attributable to the increase in revenue from creative and technology services and digital advertisement placement services, partially offset by the decrease in revenue from social media management services. The Group's gross profit margin slightly decreased from approximately 22.03% for the six months ended 30 September 2023 to approximately 20.17% for the six months ended 30 September 2024. The decrease in gross profit margin was mainly attributable to the increase in operation costs incurred in cost of services. Nevertheless, in light of the increase in the Group's total revenue, the Group's gross profit increased by approximately 9.32% from approximately HK\$12.93 million for the six months ended 30 September 2023 to approximately HK\$14.13 million for the six months ended 30 September 2024.

Profit for the period attributable to owners of the Company

The Group recorded a profit of approximately HK\$3.04 million for the six months ended 30 September 2024, as compared to that of approximately HK\$1.76 million for the six months ended 30 September 2023. The increase in profit attributable to owners of the Company was primarily driven by:

- (1) the increase in revenue from the provision of digital advertisement placement services and creative and technology services;
- (2) the increase in fair value gain of financial assets at fair value through profit or loss; and
- (3) partially offset by the increase in staff costs incurred in administrative expenses and the increase in marketing-related expenses incurred in selling expenses.

Interim Dividend

The Board has resolved not to recommend an interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 (the “**Period**”), together with the unaudited comparative consolidated figures for the corresponding period in 2023 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and six months ended 30 September 2024

		Three months ended 30 September		Six months ended 30 September	
		2024	2023	2024	2023
	NOTES	(unaudited) HK\$'000	(unaudited) HK\$'000	(unaudited) HK\$'000	(unaudited) HK\$'000
Revenue	4	44,097	28,360	70,056	58,694
Cost of services		(34,327)	(21,381)	(55,923)	(45,766)
Gross profit		9,770	6,979	14,133	12,928
Other income or gains	6	59	22	148	86
Selling expenses		(1,615)	(1,326)	(3,020)	(2,792)
Administrative expenses		(5,393)	(4,135)	(9,293)	(8,880)
Reversal of impairment loss on trade receivables		63	318	140	520
Finance cost		(63)	(48)	(119)	(86)
Change in fair value of financial assets at fair value through profit or loss		672	(12)	1,052	(12)
Profit before tax		3,493	1,798	3,041	1,764
Income tax expense	7	–	–	–	–
Profit for the period attributable to owners of the Company	9	3,493	1,798	3,041	1,764
Other comprehensive (expense) income					
<i>Item that will be subsequently reclassified to profit or loss:</i>					
Exchange differences arising on translating foreign operations		(224)	27	(177)	367
Other comprehensive (expense) income for the period		(224)	27	(177)	367
Total comprehensive income for the period attributable to owners of the Company		3,269	1,825	2,864	2,131
Earnings per share			(Restated)		(Restated)
Basic and diluted (HK cent)	10	0.27	0.15	0.23	0.14

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

	<i>NOTES</i>	30 September 2024 (unaudited) HK\$'000	31 March 2024 (audited) HK\$'000
Non-current assets			
Plant and equipment		1,086	1,268
Investment properties	11	1,130	1,148
Right-of-use assets		2,116	2,852
Interests in associates		–	–
Deposits		460	460
		4,792	5,728
Current assets			
Trade receivables	12	39,016	34,535
Deposits, prepayments and other receivables		12,985	4,328
Amounts due from associates		216	200
Financial assets at fair value through profit or loss	14	833	2,283
Bank balances and cash		34,114	20,958
		87,164	62,304
Current liabilities			
Trade and other payables	13	21,553	21,197
Contract liabilities		17,806	12,822
Lease liabilities		1,345	1,679
Accrued expenses		2,408	4,436
Income tax payable		131	129
		43,243	40,263
Net current assets		43,921	22,041
Total assets less current liabilities		48,713	27,769
Non-current liabilities			
Amount due to a shareholder	15	1,996	713
Lease liabilities		944	1,384
		2,940	2,097
		45,773	25,672
Capital and reserves			
Share capital		250	16,672
Reserves		45,523	9,000
Total equity		45,773	25,672

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2024

	Share capital HK\$'000	Share premium HK\$'000	Exchange reserve HK\$'000	Other reserve (Note) HK\$'000	Deemed capital contribution arising from non-current interest-free shareholder's loan HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2024 (audited)	16,672	78,559	(473)	46,657	4,395	(120,138)	25,672
Profit (loss) for the Period	-	-	-	-	(70)	3,111	3,041
Other comprehensive expense for the Period							
– Exchange differences arising on translating foreign operations	-	-	(177)	-	-	-	(177)
Total comprehensive income (expense) for the Period	-	-	(177)	-	(70)	3,111	2,864
Deemed capital contribution arising from non-current interest-free shareholder's loan	-	-	-	-	2,037	-	2,037
Transactions with owners							
Capital reduction and sub-division	(16,589)	-	-	-	-	16,589	-
Issue of ordinary shares under rights issue	167	17,172	-	-	-	-	17,339
Expenses incurred in connection with rights issue	-	(2,139)	-	-	-	-	(2,139)
Total transactions with owners	(16,422)	15,033	-	-	-	16,589	15,200
At 30 September 2024 (unaudited)	250	93,592	(650)	46,657	6,362	(100,438)	45,773

Note: Other reserve represented the difference between the nominal amount of the share capital and share premium of AdBeyond Holdings Limited and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation on 16 May 2015.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the six months ended 30 September 2023

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Other reserve (<i>Note</i>) <i>HK\$'000</i>	Deemed capital contribution arising from non-current interest-free shareholder's loan <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2023 (audited)	16,672	78,559	(810)	46,657	2,246	(123,305)	20,019
Profit (loss) for the period	-	-	-	-	(21)	1,785	1,764
Other comprehensive income for the period							
– Exchange differences arising on translating foreign operations	-	-	367	-	-	-	367
Total comprehensive income (expense) for the period	-	-	367	-	(21)	1,785	2,131
At 30 September 2023 (unaudited)	<u>16,672</u>	<u>78,559</u>	<u>(443)</u>	<u>46,657</u>	<u>2,225</u>	<u>(121,520)</u>	<u>22,150</u>

Note: Other reserve represented the difference between the nominal amount of the share capital and share premium of AdBeyond Holdings Limited and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation on 16 May 2015.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2024

	Six months ended	
	30 September	
	2024	2023
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Net cash (used in) from operating activities	(1,130)	968
Net cash from (used in) investing activities	2,515	(729)
Net cash from (used in) financing activities	<u>11,948</u>	<u>(770)</u>
Net increase (decrease) in cash and cash equivalents	13,333	(531)
Cash and cash equivalents at beginning of the period	20,958	18,491
Effect of foreign exchange rate changes	<u>(177)</u>	<u>367</u>
Cash and cash equivalents at end of the period	<u><u>34,114</u></u>	<u><u>18,327</u></u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months and six months ended 30 September 2024

1. GENERAL

The Company was incorporated on 10 January 2014 in the Cayman Islands as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands. Its shares (the “**Shares**”) have been listed on GEM of the Stock Exchange since 29 May 2015 (the “**Listing**”). The addresses of the registered office and principal place of business in Hong Kong of the Company are Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and Unit 1201 & 16, 12/F, Two Harbour Square, No. 180 Wai Yip Street, Kwun Tong, Hong Kong, respectively.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are investment holding, provision of digital media services and provision of marketing services.

Other than the subsidiaries of the Company established in the People’s Republic of China (the “**PRC**”) whose functional currency is Renminbi (“**RMB**”) and Taiwan dollars (“**TWD**”), the functional currency of the remaining subsidiaries of the Company is Hong Kong dollars (“**HK\$**”).

The unaudited condensed consolidated financial statements of the Group are presented in HK\$, which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements has been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended 31 March 2024 which has been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”).

The unaudited condensed consolidated financial statements for the Period comprises the Company and its subsidiaries.

The accounting policies used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the preparation of the audited consolidated financial statements of the Company for the year ended 31 March 2024.

The unaudited condensed consolidated financial statements has been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of the unaudited condensed consolidated financial statements for the Period requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

During the Period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 April 2024. The application of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's condensed consolidated financial statements and amounts reported for the current period and prior period. The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective. The Directors anticipate that the application of these new standards, amendments and interpretations will have no material impact on the unaudited condensed consolidated financial statements of the Group.

4. REVENUE

Revenue represents revenue generated from the provision of social media management services, digital advertisement placement services and creative and technology services. The following is an analysis of the Group's revenue for the relevant periods:

	Three months ended		Six months ended	
	30 September 2024 (unaudited) HK\$'000	2023 (unaudited) HK\$'000	30 September 2024 (unaudited) HK\$'000	2023 (unaudited) HK\$'000
Digital advertisement placement services	3,358	1,860	6,662	3,196
Social media management services	7,453	7,968	13,655	15,324
Creative and technology services	33,286	18,532	49,739	40,174
	<u>44,097</u>	<u>28,360</u>	<u>70,056</u>	<u>58,694</u>

5. SEGMENT INFORMATION

Information reported to the Board, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of services provided. The Directors have chosen to organise the Group around differences in services. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group. Specifically, the Group's reportable and operating segments are as follows:

1. Digital Advertisement Placement Services – Provision of advertisement placement services through digital media;
2. Social Media Management Services – Provision of set-up, maintenance and monitor services on corporate profile pages through the social media platforms; and
3. Creative and Technology Services – Provision of services involving design and copywriting of digital advertisements, production of corporate profile pages, website and apps, and related consultation.

Segment results represent the gross profit attributable to each segment. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance. Segment assets and liabilities are not reported to the CODM regularly.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

For the six months ended 30 September 2024 (unaudited)

	Digital Advertisement Placement Services <i>HK\$'000</i>	Social Media Management Services <i>HK\$'000</i>	Creative and Technology Services <i>HK\$'000</i>	Total <i>HK\$'000</i>
REVENUE				
External sales and segment revenue	<u>6,662</u>	<u>13,655</u>	<u>49,739</u>	<u>70,056</u>
Segment results	<u>2,019</u>	<u>3,648</u>	<u>8,333</u>	<u>14,000</u>
Unallocated other income or gains				148
Unallocated selling expenses				(3,020)
Unallocated administrative expenses				(9,020)
Unallocated finance cost				(119)
Change in fair value of financial assets at fair value through profit or loss				<u>1,052</u>
Profit before tax				<u><u>3,041</u></u>

For the six months ended 30 September 2023 (unaudited)

	Digital Advertisement Placement Services <i>HK\$'000</i>	Social Media Management Services <i>HK\$'000</i>	Creative and Technology Services <i>HK\$'000</i>	Total <i>HK\$'000</i>
REVENUE				
External sales and segment revenue	<u>3,196</u>	<u>15,324</u>	<u>40,174</u>	<u>58,694</u>
Segment results	<u>966</u>	<u>6,033</u>	<u>6,146</u>	<u>13,145</u>
Unallocated other income or gains				86
Unallocated selling expenses				(2,792)
Unallocated administrative expenses				(8,577)
Unallocated finance cost				(86)
Change in fair value of financial assets at fair value through profit or loss				<u>(12)</u>
Profit before tax				<u><u>1,764</u></u>

Segment results represent the profit earned or loss incurred by each segment without allocation of central administrative expenses, selling expenses, finance costs, directors' and chief executive's emoluments, certain other income, gains or losses, change in fair value of financial assets at fair value through profit or loss and share of result of associates. This is the measure reported to CODM for the purposes of resources allocation and performance assessment.

Geographic information

The Group's operations are located in Hong Kong (place of domicile), the PRC and Taiwan.

The Group's revenue from external customers based on location of customers and information about its non-current assets other than financial instruments by geographical location are detailed as below:

	Revenue from external customers		Non-current assets (excluding financial instruments)	
	Six months ended 30 September 2024 (unaudited) HK\$'000	Six months ended 30 September 2023 (unaudited) HK\$'000	As at 30 September 2024 (unaudited) HK\$'000	As at 31 March 2024 (audited) HK\$'000
The PRC	8,805	8,225	312	478
Taiwan	934	1,967	69	31
Hong Kong	60,317	48,502	3,951	4,759
	<u>70,056</u>	<u>58,694</u>	<u>4,332</u>	<u>5,268</u>

Information about major customers

The percentage of revenue for the Period attributable to the Group's five largest customers constituted approximately 39.59% (six months ended 30 September 2023: approximately 19.96%) of the Group's total revenue for the Period. Revenue generated from the largest customer constituted approximately 28.28% (six months ended 30 September 2023: approximately 5.09%) of the Group's total revenue for the Period.

To the best knowledge of the Directors, none of the Directors, their respective close associates nor any Shareholders (who or which, to the acknowledge of the Directors, owns more than 5% of the issued share capital of the Company), had any interest in any of the Group's top five customers.

6. OTHER INCOME OR GAINS

	Three months ended 30 September 2024 (unaudited) HK\$'000		Six months ended 30 September 2024 (unaudited) HK\$'000	
	2024 (unaudited) HK\$'000	2023 (unaudited) HK\$'000	2024 (unaudited) HK\$'000	2023 (unaudited) HK\$'000
Bank interest income	44	22	102	57
Dividends from financial assets at fair value through profit or loss	15	–	15	–
Sundry income	–	–	31	29
	<u>59</u>	<u>22</u>	<u>148</u>	<u>86</u>

7. INCOME TAX EXPENSE

	Three months ended		Six months ended	
	30 September		30 September	
	2024	2023	2024	2023
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current tax:				
Hong Kong Profits Tax	–	–	–	–
PRC Enterprise Income Tax	–	–	–	–
Taiwan Corporate Income Tax	–	–	–	–
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
	–	–	–	–
Deferred tax	–	–	–	–
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>

No provision for Hong Kong Profits Tax has been made for the Period as there was no assessable profits for the Period. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries of the Company is 25% for the Period.

Corporate Income Tax in Taiwan is charged at 20% for the Period.

Pursuant to the laws and regulations of the Cayman Islands and the British Virgin Islands (the “BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

8. DIVIDENDS

	Six months ended	
	30 September	
	2024	2023
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Interim dividend	–	–

9. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging (crediting):

	Three months ended		Six months ended	
	30 September 2024	2023	30 September 2024	2023
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Directors' and chief executive's emoluments	1,914	521	2,428	1,059
Other staff costs (excluding Directors' and chief executive's emoluments)	7,715	6,872	14,602	14,082
Retirement benefits scheme contributions (excluding Directors' and chief executive's emoluments)	188	196	373	422
	<u>188</u>	<u>196</u>	<u>373</u>	<u>422</u>
Total staff costs	<u>9,817</u>	<u>7,589</u>	<u>17,403</u>	<u>15,563</u>
Gross rental income from investment properties	–	–	–	–
Less:				
Direct operating expenses incurred for investment properties that generated rental income during the period	–	–	–	–
Direct operating expenses incurred for investment properties that did not generate rental income during the period	3	3	5	5
	<u>3</u>	<u>3</u>	<u>5</u>	<u>5</u>
Depreciation of plant and equipment	128	153	273	303
Depreciation of investment properties	9	8	18	17
Depreciation of right-of-use assets	408	408	815	882
Net foreign exchange (gain) loss	(373)	578	(190)	1,363
	<u>(373)</u>	<u>578</u>	<u>(190)</u>	<u>1,363</u>

10. EARNINGS PER SHARE

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

	Three months ended 30 September		Six months ended 30 September	
	2024 (unaudited) <i>HK\$'000</i>	2023 (unaudited) <i>HK\$'000</i>	2024 (unaudited) <i>HK\$'000</i>	2023 (unaudited) <i>HK\$'000</i>
Profit				
Profit for the period attributable to owners of the Company for the purpose of basic earnings per Share	3,493	1,798	3,041	1,764
	<u><u>3,493</u></u>	<u><u>1,798</u></u>	<u><u>3,041</u></u>	<u><u>1,764</u></u>
	Three months ended 30 September		Six months ended 30 September	
	2024 (unaudited)	2023 (unaudited) (Restated)	2024 (unaudited)	2023 (unaudited) (Restated)
Number of Shares				
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per Share (<i>Note</i>)	12,991,550	12,227,499	12,991,550	12,227,499
	<u><u>12,991,550</u></u>	<u><u>12,227,499</u></u>	<u><u>12,991,550</u></u>	<u><u>12,227,499</u></u>

Note: The weighted average number of ordinary shares in issue during the six months ended 30 September 2024 represented 12,991,550 ordinary shares in issue (six month ended 30 September 2023: 12,227,499 ordinary shares in issue).

For the six months ended 30 September 2023 and 2024, the weighted average number of ordinary shares for the purpose of basic and diluted earnings per share has been adjusted to take into effect of the share consolidation and bonus element in the rights issue with effect from 26 April 2024 and 20 September 2024 respectively as if it had been effective on 1 April 2023.

11. INVESTMENT PROPERTIES

HK\$'000

COST	
At 31 March 2024 (audited)	1,391
Additions (unaudited)	–
At 30 September 2024 (unaudited)	1,391
ACCUMULATED DEPRECIATION	
At 31 March 2024 (audited)	243
Provided for the Period (unaudited)	18
At 30 September 2024 (unaudited)	261
CARRYING AMOUNT	
At 30 September 2024 (unaudited)	1,130
At 31 March 2024 (audited)	1,148

The above investment properties are depreciated on a straight-line basis over shorter of the term of the lease and 40 years.

The fair value of the Group's investment properties as at 30 September 2024 was approximately HK\$2,200,000 (31 March 2024: approximately HK\$2,200,000), which was determined by the Directors. The valuation performed by the Directors was made by reference to recent market prices for properties in the similar locations and conditions.

The following table sets out the basis of which the fair value of the investment properties as at 30 September 2024 was determined:

	Fair value hierarchy	Fair value at 30 September 2024 HK\$'000	Valuation technique and key inputs
Investment properties	Level 2	2,200	Market comparison approach – By reference to recent sales price of comparable properties on a price per square foot basis using market data which is publicly available.

12. TRADE RECEIVABLES

	As at 30 September 2024 (unaudited) HK\$'000	As at 31 March 2024 (audited) HK\$'000
Trade receivables	44,529	41,689
Less: allowance for impairment of trade receivables	<u>(7,675)</u>	<u>(7,789)</u>
	36,854	33,900
Unbilled receivables	<u>2,162</u>	<u>635</u>
	<u>39,016</u>	<u>34,535</u>

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss (“ECL”). As at 30 September 2024, the ECL rate is 100% (31 March 2024: 100%) for trade receivables from credit-impaired customers with gross carrying amount of approximately HK\$7,675,000 (31 March 2024: approximately HK\$7,789,000) and ECL allowance amount of approximately HK\$7,675,000 (31 March 2024: approximately HK\$7,789,000).

As at 30 September 2024, the trade receivables that were past due but not impaired related to a number of customers that have good track records with the Group. Based on past experience, the management of the Group believes that no impairment loss is necessary in respect of these balances as there has not been a significant change in credit quality of these customers and the balances are still considered fully recoverable.

The following is an ageing analysis of trade receivables, net of allowance for impairment of trade receivables presented based on the due date at the end of the reporting period:

	As at 30 September 2024 (unaudited) HK\$'000	As at 31 March 2024 (audited) HK\$'000
– 0–60 days	20,197	19,909
– 61–90 days	3,449	797
– Over 90 days	<u>13,208</u>	<u>13,194</u>
	36,854	33,900
Unbilled receivables	<u>2,162</u>	<u>635</u>
	<u>39,016</u>	<u>34,535</u>

13. TRADE AND OTHER PAYABLES

	As at 30 September 2024 (unaudited) HK\$'000	As at 31 March 2024 (audited) HK\$'000
Trade payables	18,530	18,308
Other payables	3,023	2,889
	<u>21,553</u>	<u>21,197</u>

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	As at 30 September 2024 (unaudited) HK\$'000	As at 31 March 2024 (audited) HK\$'000
Within 30 days	7,437	4,979
31–60 days	689	1,606
Over 60 days	10,404	11,723
	<u>18,530</u>	<u>18,308</u>

The trade payables were due according to the terms stated in the relevant contracts. The average credit period on purchase of services is 30 to 60 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The following table sets out the particulars and movement of our financial asset at fair value through profit or loss (“FVTPL”) at the end of the Period:

Name/ fund details	Nature of business	Number of shares/units held as at 30 September 2024 (unaudited)	Carrying amount as at 31 March 2024 (audited) HK\$'000	Acquisition during the Period (unaudited) HK\$'000	Disposal during the Period (unaudited) HK\$'000	Unrealised gain (loss) on change in fair value during the Period (unaudited) HK\$'000	Realised gain (loss) on disposal during the Period (unaudited) HK\$'000	Carrying amount as at 30 September 2024 (unaudited) HK\$'000	Percentage to the Group's total assets as at 30 September 2024 (unaudited)	Dividend received during the Period (unaudited) HK\$'000
Hong Kong Exchange and Clearing Limited	Note A	1,500	1,025	-	(960)	223	201	489	0.53%	15
Meituan	Note B	2,000	1,258	-	(1,542)	(36)	664	344	0.37%	-
Listed equity security			<u>2,283</u>	<u>-</u>	<u>(2,502)</u>	<u>187</u>	<u>865</u>	<u>833</u>	<u>0.90%</u>	<u>15</u>
Total			<u>2,283</u>	<u>-</u>	<u>(2,502)</u>	<u>187</u>	<u>865</u>	<u>833</u>	<u>0.90%</u>	<u>15</u>

Note A:

Hong Kong Exchange and Clearing Limited (“**HKEx**”) is a recognised exchange controller under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). HKEx operates the only recognised stock and futures markets in Hong Kong through its wholly-owned subsidiaries and is the frontline regulator of listed issuers in Hong Kong.

Note B:

Meituan is a Chinese technology platform that provides various online services and operates in multiple business sectors.

The investments above include investments in quoted equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of these are based on closing quoted market prices on the last market day of the reporting date.

15. AMOUNT DUE TO A SHAREHOLDER

On 28 February 2023, the Group entered into an unsecured and unguaranteed interest-free loan with a principal amount of HK\$2,500,000 from its substantial shareholder, namely Mr. Yin Di which will mature and be repayable after 15 years.

On 19 December 2023, the Group entered into an unsecured and unguaranteed interest-free loan with a principal amount of HK\$2,550,000 from its substantial shareholder, namely Mr. Yin Di which will mature and be repayable after 15 years.

On 4 April 2024, the Group entered into an unsecured and unguaranteed interest-free loan with a principal amount of HK\$1,000,000 from its substantial shareholder, namely Mr. Yin Di which will mature and be repayable after 15 years.

On 12 June 2024, the Group entered into an unsecured and unguaranteed interest-free loan with a principal amount of HK\$1,000,000 from its substantial shareholder, namely Mr. Yin Di which will mature and be repayable after 15 years.

On 23 July 2024, the Group entered into an unsecured and unguaranteed interest-free loan with a principal amount of HK\$1,250,000 from its substantial shareholder, namely Mr. Yin Di which will mature and be repayable after 15 years.

The following table sets out the particulars and movement of amount due to a shareholder at the end of the reporting period:

	At 1 April 2024 (audited) HK\$'000	Financing cash flows (unaudited) HK\$'000	Non-cash changes				At 30 September 2024 (unaudited) HK\$'000
			Recognition of deemed contribution (unaudited) HK\$'000	Finance costs incurred (unaudited) HK\$'000	Renewed leases arrangement (unaudited) HK\$'000	Foreign exchange movements (unaudited) HK\$'000	
Amount due to a shareholder	713	3,250	(2,037)	70	-	-	1,996

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The Group offers a range of integrated digital marketing services including (i) social media management services; (ii) digital advertisement placement services; and (iii) creative and technology services.

The Group has maintained a balanced portfolio and diversified revenue stream, and the performance of social media management services and creative and technology services recovered due to the reopening of the border. However, it is foreseeable that the demand for Hong Kong clients will decrease due to the reallocation of advertising investment and budgets. This is primarily driven by shifts in consumer behavior, in which the pattern of mainland Chinese tourists spending in Hong Kong has transformed, with Hong Kong tourists now venturing north to mainland cities like Shenzhen for their consumption needs.

At the same time, the Group is encountering increasing competition as barriers to in-house advertising creation and brand image marketing have decreased with the adoption of artificial intelligence (“AI”) tools. This trend has led to cost reductions, with a growing number of clients opting to employ internal staff for their advertising and social media management needs. Furthermore, we foresee a continuous rise in labor costs and wages in the foreseeable future, adding to the operational challenges faced by businesses in our sector.

The Group has been providing various products and services, such as Chatbot, Big Data, and video solutions, to keep up with the latest consumer trends. The Group has also been improving related technologies to assist customers in launching AR online promotion projects on social media platforms. These efforts have allowed consumers to experience and understand product information in a more practical way, leading to an increase in online sales.

Looking ahead, the Group will maintain its focus on reinforcing its position in the digital marketing sector. We acknowledge the potential of AI in revolutionising our operations, optimising processes, and improving overall efficiency. By utilising cutting-edge AI tools, we aim to deliver even more effective and efficient services to our clients.

FINANCIAL REVIEW

Revenue and gross profit

The Group’s revenue was generated from the integrated digital marketing business which comprised the provision of (i) social media management services; (ii) digital advertisement placement services; and (iii) creative and technology services.

For the Period, revenue generated from the provision of (i) social media management services amounted to approximately HK\$13.66 million (six months ended 30 September 2023: approximately HK\$15.32 million), accounting for approximately 19.49% of our total revenue (six months ended 30 September 2023: approximately 26.11%); (ii) digital advertisement placement services amounted to approximately HK\$6.66 million (six months ended 30 September 2023: approximately HK\$3.20 million), accounting for approximately 9.51% of our total revenue (six months ended 30 September 2023: approximately 5.45%); and (iii) creative and technology services amounted to approximately HK\$49.74 million (six months ended 30 September 2023: approximately HK\$40.17 million), accounting for approximately 71.00% of our total revenue (six months ended 30 September 2023: approximately 68.45%).

The Group's total revenue increased by approximately 19.36% from approximately HK\$58.69 million for the six months ended 30 September 2023 to approximately HK\$70.06 million for the Period. The increase in total revenue was mainly attributable to the increase in revenue from creative and technology services and digital advertisement placement services, partially offset by the decrease in revenue from social media management services. The Group's gross profit margin slightly decreased from approximately 22.03% for the six months ended 30 September 2023 to approximately 20.17% for the Period. The decrease in gross profit margin was mainly attributable to the increase in operation costs incurred in cost of services. Nevertheless, in light of the increase in the Group's total revenue, the Group's gross profit increased by approximately 9.32% from approximately HK\$12.93 million for the six months ended 30 September 2023 to approximately HK\$14.13 million for the Period.

Other income or gains

The Group's other income or gains increased from approximately HK\$0.09 million for the six months ended 30 September 2023 to approximately HK\$0.15 million for the Period. The increase in other income or gains for the Period was mainly attributable to the increase in bank interest income.

Selling expenses

The Group's selling expenses increased by approximately 8.17% from approximately HK\$2.79 million for the six months ended 30 September 2023 to approximately HK\$3.02 million for the Period. The selling expenses mainly comprised sales staff costs, sales commission and marketing-related expenses. The increase in selling expenses for the Period was mainly due to the increase in marketing-related expenses and sales staff costs.

Administrative expenses

The Group's administrative expenses increased by approximately 4.65% from approximately HK\$8.88 million for the six months ended 30 September 2023 to approximately HK\$9.29 million for the Period. The administrative expenses mainly comprised administrative staff costs, depreciation of right-of-use assets, utility expenses, building management fees, recruitment-related expenses, and legal and professional fees. The increase in administrative expenses for the Period was mainly due to the increase in administrative staff costs.

Finance cost

The Group's finance cost amounted to approximately HK\$0.12 million for the Period (six months ended 30 September 2023: approximately HK\$0.09 million). This item comprised interest expense on lease liabilities and capital contribution arising from non-current interest-free shareholder's loan.

Income tax expense

The Group's income tax expense was nil for the Period (six months ended 30 September 2023: Nil).

Profit for the Period attributable to owners of the Company

For the Period, profit attributable to owners of the Company amounted to approximately HK\$3.04 million (six months ended 30 September 2023: approximately HK\$1.76 million). The increase in profit attributable to owners of the Company was primarily driven by (i) the increase in revenue from the provision of digital advertisement placement services and creative and technology services; and (ii) the increase in fair value gain of financial assets at fair value through profit or loss, and partially offset by the increase in staff costs incurred in administrative expenses and the increase in marketing-related expenses incurred in selling expenses.

USE OF PROCEEDS FROM RIGHTS ISSUE

On 20 September 2024, the Company raised gross proceeds of approximately HK\$17.3 million by way of issue of 16,672,000 rights shares, at the subscription price of HK\$1.04 per rights share on the basis of two (2) rights issues for every one (1) share of the Company held by the qualifying shareholders on the record date. Upon completion of the rights issue, the Company received net proceeds of approximately HK\$15.2 million (the "**Net Proceeds**"). The Company intended to apply the Net Proceeds as to: (i) approximately HK\$6.0 million for the development of the on-line advertisement business based in the PRC; (ii) approximately HK\$4.0 million for the development of the Group's digital social media management services and marketing services for the Group's potential customers; and (iii) approximately HK\$5.2 million for general working capital of the Group. For reasons for the rights issue and further details, please refer the Company's prospectus dated 29 August 2024 (the "**2024 Prospectus**").

The following table sets forth the information in relation to the use of the Net Proceeds raised from the rights issue as at 30 September 2024:

	Intended use of Net Proceeds as disclosed in the 2024 Prospectus HK\$ million	Actual Net Proceeds utilised during the Period HK\$ million	Unutilised Net Proceeds as at 30 September 2024 HK\$ million	Expected timeline for utilising the remaining Net Proceeds
Development of the on-line advertisement business based in the PRC	6.0	–	6.0	On or before 31 March 2027
Development of digital social media management services and marketing services for the potential customers	4.0	–	4.0	On or before 31 March 2026
General working capital	5.2	–	5.2	On or before 31 March 2027
	-----	-----	-----	
Total	<u>15.2</u>	<u>–</u>	<u>15.2</u>	

EVENT AFTER THE REPORTING PERIOD

Save as disclosed, no significant event has occurred subsequent to 30 September 2024 and up to the date of this announcement.

INTERIM DIVIDEND

The Board resolved not to declare an interim dividend for the Period (six months ended 30 September 2023: Nil).

LIQUIDITY AND CAPITAL RESOURCES

As at 30 September 2024, the Group's current ratio was approximately 2.02 as compared to approximately 1.55 as at 31 March 2024. The increase in current ratio was mainly due to the increase in trade receivables and bank balances and cash and decrease in accrued expenses. As at 30 September 2024, the Group's bank balances and cash amounted to approximately HK\$34.11 million (31 March 2024: approximately HK\$20.96 million).

The total interest-bearing loans and borrowings (interest-bearing bank borrowings and bank overdrafts) of the Group as at 30 September 2024 were nil (31 March 2024: Nil).

During the Period, the Group did not experience any withdrawal of facilities, default in payment of trade and other payables, bank borrowing or breach of financial covenants. As at 30 September 2024, there was no amount due to related parties (31 March 2024: Nil). The Group does not have a foreign currency hedging policy. However, we monitor our exposure to foreign currency risk on an ongoing basis and would consider hedging against significant foreign currency exposure should it be necessary. The Group's financial position remained solid and we have sufficient bank balances and cash denominated in RMB to meet our foreign exchange liabilities as they become due.

CAPITAL STRUCTURE

On 29 May 2015 (the “**Listing Date**”), the shares of the Company (the “**Shares**”) were successfully listed on GEM of the Stock Exchange. The Group's equity consists only of ordinary shares.

On 16 July 2021, the Company implemented the share consolidation on the basis that every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company were consolidated into one (1) consolidated share of HK\$0.10 each. After the share consolidation on 16 July 2021, the total number of issued shares of the Company was adjusted from 1,667,200,000 to 166,720,000, and there was no change to the amount of share capital and share premium of the Company.

On 26 April 2024, the Company implemented the share consolidation on the basis that every twenty (20) issued and unissued shares of HK\$0.10 each in the share capital of the Company were consolidated into (1) consolidated share of HK\$2.00 each. After the share consolidation on 26 April 2024, the total number of issued shares of the Company was adjusted from 166,720,000 to 8,336,000, and there was no change to the amount of share capital and share premium of the Company.

On 9 July 2024, the Company implemented the capital reduction and sub-division, pursuant to which the par value of each issued consolidated share of HK\$2.00 each was reduced from HK\$2.00 to HK\$0.01 by cancelling the paid-up share capital to the extent of HK\$1.99 per issued consolidated share. After the capital reduction and sub-division on 9 July 2024, the total number of issued shares of the Company remains to be 8,336,000, the issued and unissued shares of HK\$2.00 each in the share capital of the Company were adjusted to HK\$0.01 each, and the amount of share capital of the Company was adjusted to HK\$83,360.

On 20 September 2024, the Company completed a rights issue and issued 16,672,000 rights shares with par value of HK\$0.01 each at a subscription price of HK\$1.04 per rights share on the basis of two (2) rights shares for every one (1) share of the Company held by the qualifying shareholders on the record date.

As at 30 September 2024, the Company's issued share capital amounted to HK\$250,080 and the number of issued ordinary shares was 25,008,000 with a par value of HK\$0.01 (31 March 2024: Share capital amounted to HK\$16,672,000 and the number of issued ordinary shares was 166,720,000 with a par value of HK\$0.1).

During the Period, the Group did not hold or sell any treasury shares.

SIGNIFICANT INVESTMENTS HELD

Investment properties

As at 30 September 2024, the Group had investment properties measured at cost less accumulated depreciation and impairment, the aggregate carrying amount of which amounted to approximately HK\$1.13 million (31 March 2024: approximately HK\$1.15 million), which consisted of 1 car park space (31 March 2024: 1 car park space). The movement of the investment properties is set out in Note 11 to the condensed consolidated financial statements. The Group intends to hold the investment properties for capital appreciation.

Save as disclosed above and the investment in subsidiaries and associates by the Company, the Group did not hold any significant investments during the Period.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Period, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2024, the Group had 83 full-time employees (31 March 2024: 80). For the Period, staff costs of the Group (including Directors' emoluments) amounted to approximately HK\$17.40 million (six months ended 30 September 2023: approximately HK\$15.56 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of the employees aiming at attracting and retaining eligible employees to contribute to the Group. Apart from basic remuneration, share options may be granted under the share option scheme of the Company to eligible employees by reference to the Group's performance as well as individual's contribution.

CHARGE OF ASSETS

The Group did not have any charges on its assets as at 30 September 2024.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 30 September 2024, the Group did not have any significant capital commitments (31 March 2024: Nil). Save for the business plan disclosed in the prospectus of the Company dated 22 May 2015 (the "**Prospectus**") or otherwise disclosed in this announcement, the Group did not have any future plans for material investments or capital assets as at 30 September 2024.

GEARING RATIO

As at 30 September 2024, the Group did not have any interest-bearing debt and hence gearing ratio was not applicable. The calculation of gearing ratio is based on the total loans and borrowings divided by total equity.

FOREIGN EXCHANGE EXPOSURE

As at 30 September 2024, the Group had a portion of its bank deposits denominated in RMB. The Group does not have a foreign currency hedging policy but the management of the Group monitors the Group's exposure to foreign currency risk and would consider taking appropriate actions when necessary. The above-mentioned bank deposits denominated in RMB amounted to approximately HK\$0.11 million as at 30 September 2024 (31 March 2024: approximately HK\$0.77 million).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2024 (31 March 2024: Nil).

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's key risks and uncertainties are summarised as follows:

- (i) The Group's ongoing operations and growth could be affected if it fails to attract, recruit or retain key personnel including the executive Directors, senior management and key employees;
- (ii) The Group's clients may delay in settlement of its bills, which may result in material adverse impact on the Group's business, financial conditions and results of operations;
- (iii) The Group's reputation, brand name and business could be adversely affected by misconducts of third parties, including the Group's partner websites, apps, mobile sites, service providers and advertising agencies, all of whom being independent entities and hence the Group does not have direct control over those third parties in relation to the contents shown on their websites, applications and mobile sites and/or their activities; and
- (iv) The Group's business and financial performance may be adversely affected and the business sustainability may also be adversely affected if the Group is unable to secure engagements from clients through the tendering process.

For other risks and uncertainties facing the Group, please refer to the section headed "Risk Factors" in the Prospectus.

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

As at 30 September 2024, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) (i) 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 were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares of the Company

Name	Nature of interest	Total number of Shares held	Percentage of shareholding
Mr. Yip Shek Lun (“Mr. Alan Yip”)	Interests held jointly with another person (<i>Note 1</i>)	400	0.0016%
	Interest in controlled corporation (<i>Note 2</i>)/Interest of spouse (<i>Note 3</i>)	100	0.0004%
Ms. Wan Wai Ting (“Ms. Karin Wan”)	Interests held jointly with another person (<i>Note 1</i>)	400	0.0016%
	Interest in controlled corporation (<i>Note 2</i>)/Interest of spouse (<i>Note 3</i>)	100	0.0004%
Mr. Ng Chi Fung (“Mr. Jeff Ng”)	Interests held jointly with another person (<i>Note 1</i>)	100	0.0004%
	Beneficial owner	400	0.0016%
Mr. Yin Di (“Mr. Yin”)	Beneficial owner	7,476,500	29.90%
Mr. Liu Liping (“Mr. Liu”)	Beneficial owner	416,500	1.67%

Notes:

1. Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Wang Lai Man, Liza (“**Ms. Liza Wang**”) are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. By a deed of confirmation and undertaking entered into among Mr. Alan Yip, Mr. Jeff Ng, Ms. Karin Wan and Ms. Liza Wang dated 2 January 2014 (the “**Acting in Concert Confirmation and Undertaking**”), each of Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang confirmed that, inter alia, they had exercised their voting rights at the meetings of the shareholders and/or directors of members of the Group in unanimity since 1 April 2011 and had undertaken to continue to do so upon the execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing.
2. These Shares are held by Cooper Global Capital Limited (“**Cooper Global**”), which is owned as to 50.00% by Mr. Alan Yip and 50.00% by Ms. Karin Wan. By virtue of the SFO, Mr. Alan Yip and Ms. Karin Wan are deemed to be interested in the Shares held by Cooper Global.
3. Mr. Alan Yip is the spouse of Ms. Karin Wan. Under the SFO, Mr. Alan Yip is deemed to be interested in all the Shares in which Ms. Karin Wan is interested. Ms. Karin Wan is the spouse of Mr. Alan Yip. Under the SFO, Ms. Karin Wan is deemed to be interested in all the Shares in which Mr. Alan Yip is interested.

Save as disclosed above, as at 30 September 2024, none of the Directors nor chief executive of the Company has registered any interests and 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) (i) 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 and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

So far as the Directors are aware, as at 30 September 2024, no persons (other than the Directors or chief executive of the Company) had or deemed or taken to have any interests or short positions in the Shares, underlying Shares or debentures 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company's share option scheme (the "**Share Option Scheme**") was conditionally approved by the Company pursuant to the written resolutions of all the then shareholders of the Company dated 20 May 2015. During the Period, no awards or share option has been granted, exercised, expired, forfeited, cancelled or lapsed under the Share Option Scheme. As at 1 April 2024 and 30 September 2024, the total number of share options available for grant under the Share Option Scheme is 16,672,000 (prior to the share consolidation having become effective on 26 April 2024) and 833,600 (as adjusted for the share consolidation on 26 April 2024), respectively. Accordingly, the total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme is 833,600 Shares (as adjusted for the share consolidation on 26 April 2024), representing approximately 3.33% of the Shares in issue as at the date of this announcement.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the Share Option Scheme disclosed above, at no time during the Period was the Company, or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates that competes or may compete, directly or indirectly, with the Group's business and any other conflicts of interest which any such person has or may have with the Group during the Period.

DEED OF NON-COMPETITION

A deed of non-competition dated 20 May 2015 was entered into by Mr. Alan Yip, Mr. Jeff Ng, Ms. Karin Wan, Ms. Liza Wang and Cooper Global, all being the Company's controlling shareholders, in favour of the Company regarding certain non-competition undertakings. The details of the deed of non-competition have been disclosed in the section headed "Relationship with Our Controlling Shareholders" in the Prospectus.

CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**") as its own code governing securities transactions of the Directors. Having made specific enquiry of all the Directors, all of them confirmed that they had fully complied with the required standard of dealings as set out in the Model Code during the Period and up to the date of this announcement.

Pursuant to Rule 5.66 of the Model Code, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his or her office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he or she would be prohibited from dealing by the Model Code as if he or she were a Director.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the Period, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company (including treasury shares).

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board strives to uphold the principles of corporate governance as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 to the GEM Listing Rules, and has adopted various measures to enhance the internal control system, the Directors’ continuous professional development and other areas of practice of the Company. While the Board strives to maintain a high level of corporate governance, it also works hard to create values and achieve maximum return for its shareholders. The Board will continue to conduct review and improve the quality of corporate governance practices with reference to local and international standards.

During the Period, the Company has complied with the code provisions, other than Provision C.2.1 of part 2 of the CG Code.

Provision C.2.1 of part 2 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the Period and as of the date of this announcement, Mr. Yin is the chairman of the Board and the chief executive officer of the Company and is responsible for managing the Group’s business and overall strategic planning. The Directors believe that the vesting of the roles of chairman of the Board and chief executive officer in Mr. Yin can facilitate the execution of the Group’s business strategies and boost effectiveness of its operation. Accordingly, the Company has not segregated the roles of its chairman of the Board and chief executive officer of the Company as required by Provision C.2.1 of part 2 of the CG Code. In addition, under the supervision of the Board which is comprised of five executive Directors, and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and the Shareholders.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. As at the date of this announcement, the Audit Committee comprised three members, namely, Ms. Fu Hongzhi, Mr. Bian Wencheng and Mr. Hong Ming Sang, who are independent non-executive Directors. Ms. Fu Hongzhi has appropriate professional qualifications and experience in accounting matters, and has been the chairman of the Audit Committee since 8 August 2023. The primary duties of the Audit Committee are, among other things, to make recommendations to the Board on the appointment, re-appointment and removal of external auditor, review the financial information, oversee the Group’s financial reporting process, internal control, risk management systems and audit process and perform other duties and responsibilities assigned by the Board.

The auditor of the Company has not audited or reviewed the condensed consolidated results of the Group for the Period, but the Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the Period and is of the opinion that such results 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
Guoen Holdings Limited
Yin Di

*Chief Executive Officer, Chairman of the Board and
Executive Director*

Hong Kong, 13 November 2024

As at the date of this announcement, the executive Directors are Mr. Yin Di, Mr. Yip Shek Lun, Mr. Ng Chi Fung, Mr. Liu Liping and Ms. Wan Wai Ting; and the independent non-executive Directors are Ms. Fu Hongzhi, Mr. Bian Wencheng and Mr. Hong Ming Sang.

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at www.guruonline.com.hk.