



TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)
Stock Code 股份代號 : 333

Interim Report
中期報告 **2024**

* For identification purpose only 僅供識別

ABOUT TOP FORM

Top Form International Limited (the “Company”) is a full-service design and supply chain partner to global brands and retailers of intimate apparel listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 333). The Company and its principal subsidiaries (collectively “Top Form” or the “Group”) employs over 6,000 employees across China, Thailand, Indonesia and Sri Lanka, with our headquarters in Hong Kong. We provide end-to-end service, from material sourcing to finished garments, and our product category ranges from intimate apparel to functional sports bras.

VISION

To be a leading international apparel partner, from ideation to delivery, driven by innovation and insights, and built upon sustainable forward-thinking operations.

MISSION

We strive to make a lasting positive impact through our choices and actions, our relationships and the quality work we do.

VALUES

Integrity
 “Can Do” Attitude
 Accountability
 Courage
 Curious & Creative
 Care & Respect
 Collaborative

關於黛麗斯

黛麗斯國際有限公司（「本公司」）是一家為全球內衣品牌和零售商提供全面服務的設計和供應鏈合作夥伴，於香港聯合交易所有限公司（「聯交所」）主板上市（股份代號：333）。本公司及其附屬公司（統稱「黛麗斯」或「本集團」）的總部設於香港，生產基地遍及中國、泰國、印尼及斯里蘭卡，旗下員工超過6,000名。本集團提供一站式全面服務，包辦原料採購以至成品製造，產品系列涵蓋內衣以至功能性運動胸圍。

願景

我們建基於可持續及高瞻遠矚的經營，以創新和對行業的深刻見解去推動產品構思到交付，致力成為國際領先的服裝行業夥伴。

使命

我們竭力的通過決策和積極行動、良好夥伴關係及高質量工作，帶來持久的正面影響。

核心價值

誠信
 「能做」的態度
 責任心
 勇氣
 求知慾及創造性
 關懷及尊重
 團隊合作

CONTENTS**目錄**

		Page 頁數
FINANCIAL HIGHLIGHTS	財務摘要	3
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論及分析	4
CONSOLIDATED STATEMENT OF PROFIT OR LOSS	綜合損益表	9
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	綜合損益及其他全面收益表	10
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況表	11
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	綜合權益變動表	13
CONDENSED CONSOLIDATED CASH FLOW STATEMENT	簡明綜合現金流量表	15
NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT	未經審核中期財務報告附註	16
OTHER INFORMATION	其他資料	34

FINANCIAL HIGHLIGHTS
財務摘要

The financial figures are presented in Hong Kong dollars.

財務數字以港元列報。

		Six months ended 31 December		
		截至十二月三十一日止六個月		
		2023	2022	Change 變動 \$'000 千元
		二零二三年	二零二二年	
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
		\$'000	\$'000	
		千元	千元	
Revenue	收入	513,747	471,912	41,835
Gross profit	毛利	110,520	88,972	21,548
Gross profit margin (%)	毛利率(%)	21.5%	18.9%	2.6 points 2.6個百分點
Loss for the period	期內虧損	(9,534)	(17,705)	8,171
Loss per share (HK cents) - Basic and diluted	每股虧損(港仙) - 基本及攤薄	(4.31)	(7.92)	

		At	At	Change 變動 \$'000 千元
		31 December	30 June	
		2023	2023	
		於二零二三年	於二零二三年	
		十二月三十一日	六月三十日	
		(unaudited)	(audited)	
		(未經審核)	(經審核)	
		\$'000	\$'000	
		千元	千元	
Total equity	權益總額	412,953	419,822	(6,869)
Total debt (note a)	總債項(附註a)	119,031	123,804	(4,773)
Cash and cash equivalents	現金及現金等額項目	98,733	112,130	(13,397)
Gearing ratio (%) (note b)	資產負債比率(%) (附註b)	28.8%	29.5%	(0.7) points (0.7)個百分點
Net assets per share (HK dollars) (note c)	每股資產淨值(港元) (附註c)	1.37	1.39	

Notes:
附註:

- | | |
|--|--------------------------------|
| a. Total debt represents total interest-bearing bank borrowings. | a. 總債項指計息銀行借款總額。 |
| b. Gearing ratio represents total interest-bearing bank borrowings divided by total equity. | b. 資產負債比率指計息銀行借款總額除以權益總額。 |
| c. Net assets per share represents total equity divided by the total number of shares in issue as at the end of period/year. | c. 每股資產淨值指權益總額除以於期/年末的已發行股份總數。 |

MANAGEMENT DISCUSSION AND ANALYSIS

The board of directors (the “Board”) of Top Form International Limited (the “Company”) is pleased to present the unaudited consolidated interim results of the Company and its subsidiaries (collectively “Top Form” or the “Group”) for the six months ended 31 December 2023 (the “Period”).

BUSINESS REVIEW

Looking ahead to 2024, Top Form acknowledges the persistently uncertain macro environment. While the likelihood of a soft landing has increased, caution prevails due to potential volatility in the United States (the “U.S.”) economy. Signs of a downward trajectory in inflation and expected interest rate cuts provide some optimism. Though the probability of a U.S. recession has diminished, geopolitical tensions remain a risk.

During the Period, the Group’s revenue rose by 8.9% to HK\$513.7 million, driven by increased demand from major customers. Last year’s impact from U.S. major customer inventory gluts and sluggish consumer demand has diminished. The Group’s net loss for the Period narrowed to HK\$9.5 million, proving our efforts in adapting to market conditions and driving operational efficiency.

During the Period, in monetary terms, 73% of sales were to the U.S. market, 15% to the Europe and 12% to the rest of the world. From the supply side, our overseas manufacturing facilities in Asia accounted for 60% of the global production output whilst China accounted for the remaining 40% during the Period.

管理層討論及分析

黛麗斯國際有限公司(「本公司」)之董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「黛麗斯」或「本集團」)截至二零二三年十二月三十一日止六個月(「期內」)之未經審核綜合中期業績。

業務回顧

展望二零二四年，黛麗斯預期宏觀環境不確定性持續存在。雖然美利堅合眾國(「美國」)經濟軟著陸的可能性增加，但由於市場可能出現更多波動，我們對於美國的經濟狀況仍持審慎態度。然而，通脹出現下降跡象及預期減息為市場帶來樂觀情緒。儘管美國出現經濟衰退的可能性已降低，地緣政治緊張局勢仍帶來風險。

於期內，本集團錄得收入上升8.9%至513.7百萬港元，主要是由於我們的主要客戶需求增加。去年美國主要客戶庫存過剩及消費需求低迷的影響正在減弱。本集團於期內之淨虧損與去年同期相比收窄至9.5百萬港元，展現本集團適應市場環境的能力和對提高營運效率的承諾。

在此期間，以金額計，美國市場的銷售收入佔本集團的銷售總額73%；歐洲市場佔15%；其餘市場則佔12%。而從供應方面，在亞洲的海外產能比例佔全球產能的60%，而國內則佔餘下的40%。

FINANCIAL REVIEW

Revenue

The Group's revenue increased by 8.9% to HK\$513.7 million for the Period from HK\$471.9 million for the six months ended 31 December 2022. This increase in revenue was mainly driven by the increase in demand from major customers in the U.S.

Gross Profit

Gross profit increased to HK\$110.5 million for the Period from HK\$89.0 million in the last corresponding period with the gross profit margin increased from 18.9% to 21.5%. The increase in gross profit was driven by higher sales while the increase in gross profit margin was due to increase in proportion of sales of higher margin products and vertical integration of component businesses.

Other Net Income

Other net income increased to HK\$12.4 million for the Period from HK\$10.0 million in the last corresponding period.

Selling and Distribution Expenses

Selling and distribution expenses primarily comprised of freight and transportation costs, employee benefits of sales and sales support personnel, and customer sample costs. The Group's selling and distribution expenses experienced a slight increase to HK\$16.6 million for the Period, up from HK\$15.1 million in the corresponding period last year. In terms of the percentage of revenue, the Group's selling and distribution expenses remained at the same level as the corresponding period last year.

General and Administrative Expenses

The Group's general and administrative expenses amounted to HK\$107.8 million for the Period, against HK\$96.8 million for the six months ended 31 December 2022. The increase in general and administrative expenses was mainly attributable to ramp up of operation in Indonesia.

財務回顧

收入

於期內，本集團之銷售收入上升8.9%至513.7百萬港元，截至二零二二年十二月三十一日止六個月則為471.9百萬港元。銷售收入上升主要是由於美國主要客戶的需求增加所致。

毛利

於期內，毛利由去年同期的89.0百萬港元上升至110.5百萬港元，毛利率由18.9%增加至21.5%。毛利增加主要是由於銷售收入上升，而毛利率上升是由於高利潤產品的銷售比例增加及組件業務的垂直整合所致。

其他收入淨額

其他收入淨額上升至與12.4百萬港元，去年同期則為10.0百萬港元。

銷售及分銷開支

銷售和分銷開支主要包括運費、員工福利和銷售及銷售支援人員的營運費用以及客戶樣品開支。本集團的銷售及分銷開支由去年同期的15.1百萬港元輕微增加至16.6百萬港元。按收入佔比計，本集團的銷售及分銷開支與去年同期持平。

一般及行政開支

於期內，本集團的一般及行政開支為107.8百萬港元，而截至二零二二年十二月三十一日止六個月則為96.8百萬港元。一般及行政開支增加增加主要是由於擴展印尼業務所致。

Finance Costs

The Group's finance costs mainly represent interest expenses on bank borrowings, interest on lease liabilities and other bank charges. The finance costs increased from HK\$4.4 million for the six months ended 31 December 2022 to HK\$8.5 million for the Period. The increase in finance costs was primarily attributable to the increase in the utilisation of trade finance and the increase in interest rate.

Loss for the Period

The Group recorded a net loss of HK\$9.5 million for the Period, as compared to a net loss of HK\$17.7 million in the corresponding period last year.

FINANCIAL POSITION

The Group's bank balances and cash stood at HK\$98.7 million (at 30 June 2023: HK\$112.1 million) whilst the total bank borrowings was HK\$119.0 million as at 31 December 2023 (at 30 June 2023: HK\$123.8 million) and the gearing ratio was 28.8% (at 30 June 2023: 29.5%), which was calculated as total interest-bearing bank borrowings divided by total equity. As at 30 June 2023 and 31 December 2023, the Group did not have assets pledged for bank borrowings.

財務費用

本集團的財務費用主要為銀行借貸之利息開支、租賃負債的利息及其他銀行費用。財務費用由截至二零二二年十二月三十一日止六個月的4.4百萬港元增加至本期間的8.5百萬港元。財務費用增加主要是由於貿易融資使用率增加和利率上升所致。

期內虧損

本集團於期內錄得淨虧損9.5百萬港元，去年同期則為淨虧損17.7百萬港元。

財政狀況

於二零二三年十二月三十一日，本集團之銀行結餘及現金達98.7百萬港元（於二零二三年六月三十日：112.1百萬港元），銀行貸款總額為119.0百萬港元（於二零二三年六月三十日：123.8百萬港元），資產負債比率為28.8%（於二零二三年六月三十日：29.5%），以計息銀行借款總額除以權益總額計算。於二零二三年六月三十日及二零二三年十二月三十一日，本集團並無抵押任何資產予銀行以取得銀行貸款。

The Group strives to improve the working capital management and focus on the overall cash conversion cycle days which are calculated by adding the inventory turnover days and receivables turnover days and subtracting the payables turnover days. For the six months ended 31 December 2023, the cash conversion cycle days were negative 12 days as compared to negative 8 days for the year ended 30 June 2023.

本集團致力改善營運資金管理並專注於整體現金轉換週期，其計算方法是將存貨周轉期加上應收賬款周轉天數，並減去應付賬款周轉天數。截至二零二三年十二月三十一日止六個月，現金轉換週期為負12天，而截至二零二三年六月三十日止年度則為負8天。

For the six months/year ended
 截至以下日期止六個月／年度
31 December **30 June**
2023 (Days) **2023 (Days)**
 二零二三年 二零二三年
 十二月三十一日 六月三十日
 (天數) (天數)

Inventory turnover days	存貨周轉期	54	61
Receivables turnover days	應收賬款周轉天數	70	59
Payables turnover days	應付賬款周轉天數	136	128
Cash conversion cycle days	現金轉換週期	(12)	(8)

Capital expenditure during the Period amounted to HK\$7.8 million of which the majority was for the machineries and computer equipment.

期內，集團的資本開支約為7.8百萬港元，大部份是用於機器及電腦設備上。

FOREIGN EXCHANGE RISK

The Group is mainly exposed to fluctuations in exchange rates of Euro, HK dollars, Renminbi, U.S. dollars, Thai Baht, Indonesia Rupiah and Sri Lanka Rupee. Majority of the sales revenue are denominated in U.S. dollars, the foreign exchange exposure in respect of U.S. dollars against HK dollars is considered minimal as HK dollars pegged with U.S. dollars. The Group manages its foreign exchange exposure by performing regular review and by taking prudent measures to minimize the currency translation risk.

外匯風險

本集團主要面對歐元、港元、人民幣、美元、泰銖、印尼盾及斯里蘭卡盧比之外匯風險。銷售收入主要以美元計值，由於港元與美元掛鈎，故港元兌美元的外匯風險輕微。本集團通過定期檢討，並採取審慎措施管理其外匯風險，以盡量降低外匯兌換風險。

CONTINGENT LIABILITIES

As at 31 December 2023, the Group did not have any significant contingent liabilities.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

During the Period, the Group did not conduct any significant investments, material acquisitions and disposals.

EVENTS AFTER THE REPORTING PERIOD

The Group has no significant events after the reporting period and up to the date of this report.

OUTLOOK AND FUTURE DEVELOPMENT

As we anticipate a gradual improvement in revenue, prompted by the easing of high inflation and customer destocking, we are proud of Top Form's resilience amid the challenges of this downturn. The strategic groundwork laid over the years has not only fortified our position but has also set the stage for embracing upcoming opportunities with confidence.

Our commitment to the overarching vision remains unwavering, positioning Top Form for the execution of our long-term strategy involving deepening our commitment to best-in-class service, anchoring product innovation and ideation in lasting partnerships with our customers, and making investments in our people. Simultaneously, we will maintain vigilance in our cost control, efficiency enhancement, and resource optimization in the immediate term.

Looking at our business through a long term lens, we believe Top Form stands prepared to navigate business cycles. As we look ahead, we have a strong sense of optimism, and take pride in our position to seize opportunities in the years to come.

或然負債

於二零二三年十二月三十一日，本集團並無任何重大或然負債。

重大投資、主要收購及出售

於期內，本集團並無進行任何其他重大投資、主要收購及出售。

報告期後事項

本集團於報告期後至本報告日期並無其他重大事項。

展望及未來發展

本集團預期，隨著高通脹和客戶去庫存等因素緩解，收入將逐漸改善。面對著經濟嚴峻的時期，黛麗斯亦能靈活應變、克服重重挑戰，我們為此感到鼓舞。過去多年來奠定的策略基礎不僅鞏固黛麗斯的地位，亦使我們有信心能抓緊未來的機遇。

黛麗斯對實現願景的承諾堅定不移，致力於執行我們的長期策略，包括透過為客戶提供優質的服務，以創新的設計和理念加強與客戶長久的夥伴合作關係，並投資於培養人才。同時，我們將在短期內繼續關注成本控制、提升效率和優化資源分配。

長遠而言，我們相信黛麗斯已做好應對經濟週期的準備。展望未來，本集團對前景感到樂觀，我們有信心能克服挑戰並抓住未來幾年的機遇。

**CONSOLIDATED STATEMENT OF
PROFIT OR LOSS**

for the six months ended 31 December 2023 –
unaudited
(Expressed in Hong Kong dollars)

綜合損益表

截至二零二三年十二月三十一日止
六個月－未經審核
(以港元列示)

		Six months ended 31 December 截至十二月三十一日止六個月		
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	
	Notes 附註			
Revenue	收入	3	513,747	471,912
Cost of sales	銷售成本		(403,227)	(382,940)
Gross profit	毛利		110,520	88,972
Other net income	其他收入淨額	4	12,381	10,031
Selling and distribution expenses	銷售及分銷開支		(16,642)	(15,078)
General and administrative expenses	一般及行政開支		(107,807)	(96,759)
Loss from operations	經營虧損		(1,548)	(12,834)
Finance costs	財務費用	5(a)	(8,464)	(4,408)
Share of profit of a joint venture	所佔一間合營公司溢利		1,844	964
Share of profit of associates	所佔聯營公司溢利		209	304
Loss before taxation	除稅前虧損	5	(7,959)	(15,974)
Income tax expense	所得稅開支	6	(1,575)	(1,731)
Loss for the period	期內虧損		(9,534)	(17,705)
Attributable to:	應佔：			
Equity shareholders of the Company	本公司權益股東		(12,981)	(23,847)
Non-controlling interests	非控股權益		3,447	6,142
Loss for the period	期內虧損		(9,534)	(17,705)
Loss per share (HK cents)	每股虧損(港仙)	8		
Basic and diluted	基本及攤薄		(4.31)	(7.92)

The notes on pages 16 to 33 form part of this interim financial report. Details of dividends payable to owners of the Company are set out in note 7.

第16至33頁所載附註為本中期財務報告組成部分。有關應付本公司擁有人之股息詳情載於附註7。

**CONSOLIDATED STATEMENT OF
PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME**

for the six months ended 31 December 2023 –
unaudited
(Expressed in Hong Kong dollars)

綜合損益及其他全面收益表

截至二零二三年十二月三十一日止
六個月－未經審核
(以港元列示)

		Six months ended 31 December	
		截至十二月三十一日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Loss for the period	期內虧損	(9,534)	(17,705)
Other comprehensive income/(expense):	其他全面收益/(開支):		
Items that may be subsequently reclassified to profit or loss:	其後可能重新分類至損益之項目:		
Exchange differences arising on translation of operations outside Hong Kong	換算香港境外業務產生之匯兌差額		
– subsidiaries	– 附屬公司	2,116	(4,159)
– a joint venture	– 一間合營公司	468	(841)
– associates	– 聯營公司	(232)	(12)
Other comprehensive income/(expense) for the period, net of income tax	期內其他全面收益/(開支) (扣除所得稅)	2,352	(5,012)
Total comprehensive expense for the period	期內全面開支總額	(7,182)	(22,717)
Attributable to:	應佔:		
Equity shareholders of the Company	本公司權益股東	(11,237)	(29,349)
Non-controlling interests	非控股權益	4,055	6,632
Total comprehensive expense for the period	期內全面開支總額	(7,182)	(22,717)

The notes on pages 16 to 33 form part of this interim financial report.

第16至33頁所載附註為本中期財務報告組成部分。

**CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**

at 31 December 2023 – unaudited

(Expressed in Hong Kong dollars)

綜合財務狀況表

於二零二三年十二月三十一日

– 未經審核

(以港元列示)

		At 31 December 2023		At 30 June 2023
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	184,760	189,004
Investment properties	投資物業	9	152,308	150,027
Interest in a joint venture	於一間合營公司之權益		26,416	28,454
Interests in associates	於聯營公司之權益		8,385	8,408
Other financial assets	其他金融資產		2,838	2,838
Deferred tax assets	遞延稅項資產		359	264
Prepayments and deposits	預付款項及押金		4,331	4,435
			379,397	383,430
Current assets	流動資產			
Inventories	存貨		130,565	103,594
Trade and other receivables	貿易應收賬款及其他應收賬款	10	236,021	201,380
Bank balances and cash	銀行結餘及現金		98,733	112,130
			465,319	417,104
Current liabilities	流動負債			
Trade payables and accrued charges	貿易應付賬款及應計費用	11	234,798	181,984
Unsecured bank loans	無抵押銀行貸款		119,031	123,804
Lease liabilities	租賃負債		14,556	10,858
Current tax payable	應付本期稅項		6,022	5,478
			374,407	322,124
Net current assets	流動資產淨值		90,912	94,980
Total assets less current liabilities	總資產減流動負債		470,309	478,410

		At 31 December 2023 於二零二三年 十二月三十一日	At 30 June 2023 於二零二三年 六月三十日
		Notes 附註 HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	16,517	18,294
Retirement benefit obligations	退休福利承擔	7,198	7,223
Deferred tax liabilities	遞延稅項負債	33,641	33,071
		57,356	58,588
Net assets	資產淨值	412,953	419,822
Capital and reserves	股本及儲備		
Share capital	股本	12	147,940
Reserves	儲備	214,135	225,059
Equity attributable to equity shareholders of the Company	本公司權益股東應佔權益	362,075	372,999
Non-controlling interests	非控股權益	50,878	46,823
Total equity	權益總額	412,953	419,822

The notes on pages 16 to 33 form part of this interim financial report.

第16至33頁所載附註為本中期財務報告組成部分。

**CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY**

for the six months ended 31 December 2023 –
unaudited
(Expressed in Hong Kong dollars)

綜合權益變動表

截至二零二三年十二月三十一日止
六個月 – 未經審核
(以港元列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
		Investment revaluation									Non-controlling interests		Total
Share capital	Share premium	Capital redemption reserve	Special reserve	Share option reserve	Share reserve (non-recycling)	Asset revaluation reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total		
股本	股份溢價	贖回儲備	特別儲備	購股權儲備	儲備(不可回轉)	資產重估儲備	匯兌儲備	保留溢利	總額	非控股權益	總額		
		(note 8)		(note 8)									
HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元		
At 1 July 2023	於二零二三年七月一日	147,940	1,499	233	7,139	2,346	(5,883)	107,149	(18,200)	130,826	372,999	46,823	419,822
(Loss)/profit for the period	期內(虧損)/溢利	-	-	-	-	-	-	-	-	(12,981)	(12,981)	3,447	(9,534)
Exchange differences arising on translation of operations outside Hong Kong (including subsidiaries, a joint venture and associates)	換算香港境外業務(包括附屬公司、一間合營公司及聯營公司)產生之匯兌差額	-	-	-	-	-	-	-	1,744	-	1,744	608	2,352
Total comprehensive income	全面收益總額	-	-	-	-	-	-	1,744	(12,981)	(11,237)	4,055	(7,182)	
Equity-settled share-based transactions	以權益結算以股份為基礎的交易	-	-	-	-	313	-	-	-	-	313	-	313
Transfer from share options reserve to retained earnings	由購股權儲備調撥至保留溢利	-	-	-	-	(766)	-	-	-	766	-	-	-
At 31 December 2023	於二零二三年十二月三十一日	147,940	1,499	233	7,139	1,883	(5,883)	107,149	(16,506)	118,611	382,075	50,878	412,953

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
				Capital		Investment revaluation		Asset		Non-			
		Share capital	Share premium	redemption reserve	Special reserve	option reserve	(non-recycling) reserve	revaluation reserve	Translation reserve	Retained profits	controlling interests	Total	
		股本	股份溢價	贖回儲備	資本特別儲備	購股權儲備	儲備(不可重估重估)	資產重估儲備	匯兌儲備	保留溢利	總額	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元
At 1 July 2022	於二零二二年七月一日	147,940	1,499	233	7,139	1,580	(5,883)	106,362	(7,565)	215,558	466,863	40,465	507,328
(Loss)/profit for the period	期內(虧損)/溢利	-	-	-	-	-	-	-	-	(23,847)	(23,847)	6,142	(17,705)
Exchange differences arising on translation of operations outside Hong Kong (including subsidiaries, a joint venture and associates)	換算香港境外業務(包括附屬公司、一間合營公司及聯營公司)產生之匯兌差額	-	-	-	-	-	-	-	(5,502)	-	(5,502)	490	(5,012)
Total comprehensive income	全面收益總額	-	-	-	-	-	-	-	(5,502)	(23,847)	(29,349)	6,632	(22,717)
Equity-settled share-based transactions	以權益結算以股份為基礎的交易	-	-	-	-	766	-	-	-	-	766	-	766
Transfer from share options reserve to retained earnings	由購股權儲備調撥至保留溢利	-	-	-	-	-	-	-	-	-	-	-	-
At 31 December 2022	於二零二二年十二月三十一日	147,940	1,499	233	7,139	2,346	(5,883)	106,362	(13,067)	191,711	438,280	47,097	485,377

Note (i): Special reserve represents the difference between the nominal amount of the share capital issued by the Company and the aggregate of the nominal amount of share capital of the companies forming the Group, pursuant to the group reorganisation in 1991.

附註(i): 特別儲備指本公司因一九九一年集團重組發行之股本面值與本集團屬下各公司之股本總面值之差額。

The notes on pages 16 to 33 form part of this interim financial report.

第16至33頁所載附註為本中期財務報告組成部分。

**CONDENSED CONSOLIDATED
CASH FLOW STATEMENT**
簡明綜合現金流量表

for the six months ended 31 December 2023 –
unaudited
(Expressed in Hong Kong dollars)

截至二零二三年十二月三十一日止
六個月 – 未經審核
(以港元列示)

		Six months ended 31 December 截至十二月三十一日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net cash generated from operating activities	經營業務產生之現金淨額	8,793	30,851
Investing activities	投資業務		
Purchase of property, plant and equipment	購買物業、廠房及設備	(7,774)	(15,886)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	391	294
Interest income	利息收入	858	290
Dividend received from joint venture	收到合營公司的股息	4,351	-
Additional shares to an associate	一間聯營公司的額外股份	-	(15)
Net cash used in investing activities	投資業務耗用之現金淨額	(2,174)	(15,317)
Financing activities	融資業務		
Capital element of lease payments	租賃付款的資本部分	(6,630)	(6,230)
Interest element of lease payments	租賃付款的利息部分	(978)	(826)
Interest paid	已付利息	(3,978)	(2,197)
Other bank charges	其他銀行費用	(3,508)	(1,385)
Proceed from new bank loans	來自新增銀行貸款的所得款項	193,398	495,153
Repayment of bank loans	償還銀行貸款	(198,171)	(521,987)
Net cash used in financing activities	融資業務耗用之現金淨額	(19,867)	(37,472)
Net decrease in cash and cash equivalents	現金及現金等額項目之減少淨額	(13,248)	(21,938)
Cash and cash equivalents at 1 July	於七月一日之現金及現金等額項目	112,130	136,487
Effect of foreign exchange rate changes	匯率變動之影響	(149)	(485)
Cash and cash equivalents at 31 December, represented by bank balances and cash	於十二月三十一日之現金及現金等額項目，以銀行結餘及現金列示	98,733	114,064

The notes on pages 16 to 33 form part of this interim financial report.

第16至33頁所載附註為本中期財務報告組成部分。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

1 BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 22 February 2024.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2023 annual financial statements. The 2023 annual financial statements represent the consolidated financial statements for the year ended 30 June 2023, which was approved and authorised for issue by the board of directors on 28 September 2023. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report 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.

未經審核中期財務報告附註

(除另有指明者外，均以港元列示)

1 編製基準

本中期財務報告已根據香港聯合交易所有限公司證券上市規則之適用披露規定編製，包括遵守香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「*中期財務報告*」。本中期財務報告於二零二四年二月二十二日獲授權刊發。

中期財務報告乃根據二零二三年年度財務報表所採納之相同會計政策而編製。二零二三年年度財務報表指截至二零二三年六月三十日止年度的綜合財務報表，其已於二零二三年九月二十八日獲董事會批准及授權刊發。會計政策任何變動詳情載於附註2。

管理層於編製符合香港會計準則第34號之中期財務報告時，須按年初至今基準作出對所採用政策及所呈報之資產和負債、收入和開支金額造成影響之判斷、估計及假設。實際結果可能與該等估計有所不同。

1 BASIS OF PREPARATION (CONTINUED)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of Top Form International Limited (the “Company”) and its subsidiaries (collectively the “Group”) since the 2023 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim financial report is unaudited, but has been reviewed by the Company’s Audit Committee.

The financial information relating to the financial year ended 30 June 2023 that is included in the interim financial report as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 30 June 2023 are available from the Company’s registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 28 September 2023.

1 編製基準 (續)

本中期財務報告包含簡明綜合財務報表及部分附註解釋。附註闡述了自二零二三年年度財務報表刊發以來，對了解黛麗斯國際有限公司（「本公司」）及其附屬公司（統稱「本集團」）之財務狀況變動和表現而言屬重要之事件和交易。簡明綜合中期財務報表及其附註並不包括根據香港財務報告準則（「香港財務報告準則」）編製完整財務報表所需之一切資料。

本中期財務報告乃未經審核，惟已經由本公司的審核委員會審閱。

在中期財務報告內作為比較資料而呈列之有關截至二零二三年六月三十日止財政年度之財務資料，並不構成本公司於該財政年度之法定周年綜合財務報表，但乃摘錄自該等財務報表。截至二零二三年六月三十日止年度之法定財務報表可從本公司之註冊辦事處索閱。核數師已於其日期為二零二三年九月二十八日之報告中就該等財務報表發表無保留意見。

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 SEGMENT INFORMATION

Revenue represents the sale value of goods and is within the scope of HKFRS 15, *Revenue from contracts with customers*. The Group manages its business as a single unit and, accordingly, the manufacturing and sale of ladies' intimate apparel is the only reportable segment and virtually all of the revenue and operating profits is derived from this business segment. The consolidated financial statements are already presented in a manner consistent with the way in which information is reported internally to the Company's executive directors, being the chief operating decision maker, for the purposes of resources allocation and operating performance review.

The chief operating decision maker regularly assesses available production capacity on a plant by plant basis, however, no discrete financial information is available for each plant for the purpose of resources allocation and operating performance review. The chief operating decision maker reviews financial information on a consolidated basis. Accordingly, no separate business segment information is disclosed.

2 會計政策變動

香港會計師公會已經發出若干香港財務報告準則的修訂，其於本集團本會計期間首次生效。該等發展對本集團當前或過往期間業績及財務狀況之於本中期財務報告的編製或呈列方式並無重大影響。

本集團並無採用任何於本會計期間尚未生效之新訂準則或詮釋。

3 分類資料

收入即貨品銷售價值，並屬於香港財務報告準則第15號「與客戶之間的合約產生的收入」的範圍內。本集團按單一單位管理其業務，因此生產及銷售女裝內衣為其唯一可報告分類，而實際上所有收入及經營溢利均源自此業務分類。綜合財務報表之呈列方式與就分配資源及審閱營運表現向本公司執行董事（即主要經營決策人）內部呈報資料之方式貫徹一致。

為進行資源分配及審閱營運表現，主要經營決策人定期評估各廠房之現有產能，惟並無各家廠房之獨立財務資料。主要經營決策人乃按綜合基準審閱財務資料。因此，並無獨立披露業務分類資料。

3 SEGMENT INFORMATION (CONTINUED)

The accounting policies adopted for the preparation of the financial information reviewed by executive directors are the same as those adopted in preparing the Group's financial statements. Segment revenue is the consolidated revenue of the Group. Segment profit or loss is the consolidated profit or loss after tax.

All the Group's assets and liabilities are under the manufacturing business as at 31 December 2023 and 30 June 2023.

4 OTHER NET INCOME

3 分類資料 (續)

就編製執行董事審閱之財務資料所採納會計政策與本集團就編製財務報表所採納者相同。分類收入為本集團之綜合收入，而分類溢利或虧損為綜合除稅後溢利或虧損。

本集團於二零二三年十二月三十一日及二零二三年六月三十日之資產及負債全部來自生產業務。

4 其他收入淨額

		Six months ended 31 December	
		截至十二月三十一日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Government grants (note (i))	政府補助(附註(i))	1,714	2,060
Gross rental income from investment properties	投資物業總租金收入	6,032	5,523
Interest income	利息收入	858	290
Sample income	樣品收入	469	621
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益，淨額	272	53
Others	其他	3,036	1,484
		12,381	10,031

Note:

(i) During the period ended 31 December 2023, the Group received government grants of HK\$1,714,000 from the Mainland China government. During the period ended 31 December 2022, the Group received government grants of HK\$2,060,000 from the Mainland China and Hong Kong Government of which HK\$872,000 represents funding support from the Employment Support Scheme under the Anti-epidemic Fund set up by the Hong Kong Government.

附註：

(i) 於截至二零二三年十二月三十一日止期間內，本集團收取中國大陸政府的政府補助1,714,000港元。於截至二零二二年十二月三十一日止期間內，本集團收取中國大陸及香港政府的政府補助2,060,000港元，其中872,000港元為香港政府所設立的防疫抗疫基金下的「保就業」計劃的資金支持。

4 OTHER NET INCOME (CONTINUED)

Note: (continued)

(i) (continued)

For government subsidies from the Mainland China government, there were no unfulfilled conditions and other contingencies attached to the receipts of these government subsidies. There is no assurance that the Group will continue to receive such government subsidies in the future.

4 其他收入淨額 (續)

附註：(續)

(i) (續)

就中國大陸政府的政府補助而言，該等政府補助並未附帶未達成條件或其他或然事項。我們無法保證本集團日後繼續收取該等政府補助。

5 LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging/(crediting):

5 除稅前虧損

除稅前虧損已扣除/(計入)以下各項：

		Six months ended 31 December 截至十二月三十一日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(a) Finance costs	財務費用		
Interest expense on bank borrowings	銀行借貸之利息開支	3,978	2,197
Interest on lease liabilities	租賃負債的利息	978	826
Other bank charges	其他銀行費用	3,508	1,385
		8,464	4,408
(b) Other items	其他項目		
Depreciation charge	折舊費用		
– property, plant and equipment	–物業、廠房及設備	14,223	13,713
– right-of-use assets	–使用權資產	6,783	6,438
Reversal of impairment loss on trade receivables	貿易應收賬款減值虧損撥回	–	(187)
Net allowance for obsolete inventories (included in cost of sales)	陳舊存貨撥備淨額 (已計入銷售成本)	(2,323)	(8,445)
Net exchange gain	匯兌收益淨額	(1,873)	(1,345)

6 INCOME TAX EXPENSE

6 所得稅開支

		Six months ended 31 December	
		截至十二月三十一日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Current tax:	本期稅項：		
Hong Kong Profits Tax	香港利得稅	186	571
Other jurisdictions	其他司法權區	1,484	1,214
		1,670	1,785
Over provision of Hong Kong Profits Tax in prior year	過往年度超額撥備 香港利得稅	-	(78)
Deferred tax:	遞延稅項：		
Origination and reversal of temporary differences	暫時差額之產生及撥回	(95)	24
		1,575	1,731

The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits for this subsidiary was calculated at the same basis for both periods.

於兩個期間內，香港利得稅撥備是按估計應評稅利潤以16.5%的稅率計算，惟本集團一家附屬公司除外，其根據利得稅兩級制屬合資格法團。

就該附屬公司而言，首2,000,000港元應評稅利潤按8.25%的稅率納稅，而其餘應評稅利潤則按16.5%的稅率納稅。於兩個期間內，該附屬公司的香港利得稅撥備乃按相同基準計算。

6 INCOME TAX EXPENSE (CONTINUED)

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 is 25%.

Taxation arising from other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

7 DIVIDENDS

No interim dividend declared and paid after the interim period end (six months ended 31 December 2022: Nil).

8 LOSS PER SHARE

(a) Basic loss per share

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

6 所得稅開支(續)

根據中國企業所得稅法及其實施細則，中國附屬公司之稅率為25%。

其他司法權區之稅項乃根據相關司法權區之現行稅率計算。

7 股息

並無於中期期末後宣派及派付中期股息(截至二零二二年十二月三十一日止六個月：無)。

8 每股虧損

(a) 每股基本虧損

本公司權益股東應佔每股基本虧損乃根據下列資料計算：

		Six months ended 31 December 截至十二月三十一日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss for the period attributable to the equity shareholders of the Company for the purpose of computing basic loss per share	用以計算每股基本虧損之本公司權益股東應佔期內虧損	(12,981)	(23,847)
		Number of shares 股份數目	Number of shares 股份數目
Number of weighted average of ordinary shares for the purpose of computing basic loss per share	用以計算每股基本虧損之普通股加權平均數目	301,052,675	301,052,675

8 LOSS PER SHARE (CONTINUED)

(b) Diluted loss per share

Diluted loss per share for the periods ended 31 December 2023 and 31 December 2022 are same as the basic loss per share as the share options outstanding during the respective periods had no dilutive effect on the basic loss per share. There are no dilutive potential ordinary shares for both periods.

9 MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

During the six months ended 31 December 2023, the Group acquired property, plant and equipment with a cost of HK\$7,774,000 of which the majority was for the machineries and computer equipment (six months ended 31 December 2022: HK\$28,427,000 which was mainly spent on machineries and leasehold improvement for factories in Indonesia).

During the six months ended 31 December 2023, the Group entered into a number of lease agreements for use of dorm, warehouse and factory and therefore recognised the additions to right-of-use assets of HK\$8,474,000. (six months ended 31 December 2022: HK\$15,900,000).

The Group's investment properties were carried at fair value as at the end of the current interim period. These properties were revalued by the directors with reference to the market trend of the rental market and current rents of the properties being held under existing tenancies. There has been no change in fair value of the Group's investment properties for the six months ended 31 December 2023 (six months ended 31 December 2022: Nil).

8 每股虧損 (續)

(b) 每股攤薄虧損

於截至二零二三年十二月三十一日及二零二二年十二月三十一日止期間內，每股攤薄虧損與每股基本虧損相同，原因為於各有關期間內發行在外的購股權對每股基本虧損並無產生攤薄作用。該兩個期間均無潛在攤薄普通股。

9 物業、廠房及設備以及投資物業變動

截至二零二三年十二月三十一日止六個月，本集團收購物業、廠房及設備，成本為7,774,000港元，其大部分主要用於機器及電腦設備(截至二零二二年十二月三十一日止六個月：28,427,000港元，主要用於印尼工廠的機器及租賃物業裝修)。

於截至二零二三年十二月三十一日止六個月內，本集團就使用宿舍、貨倉及工廠訂立若干租賃協議，因此確認使用權資產增加8,474,000港元(截至二零二二年十二月三十一日止六個月：15,900,000港元)。

本集團的投資物業按本中期期末時之公平價值入賬。該等物業已由董事經參考租賃市場之市場趨勢及根據現有租約所持有物業之現時租金重新估值。截至二零二三年十二月三十一日止六個月，本集團的投資物業之公平價值並無變動(截至二零二二年十二月三十一日止六個月：無)。

10 TRADE AND OTHER RECEIVABLES 10 貿易應收賬款及其他應收賬款

		At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Trade receivables at amortised cost, net of loss allowance	貿易應收賬款，按攤 銷成本，扣除虧損撥備	161,436	178,576
Trade receivables to be factored at fair value through other comprehensive income (recycling)	以公平價值計量且 其變動計入其他全面 收益(可劃轉)的 將讓售貿易應收賬款	46,861	3,394
Other receivables	其他應收賬款	27,724	19,410
		236,021	201,380

All of the trade and other receivables are expected to be recovered within one year.

As part of Group's management, the Group has practice of factoring some of the trade receivables to financial institutions before the trade receivables are due for repayment and derecognises factored trade receivables on the basis that Group has transferred substantially all risks and rewards to the relevant counterparties.

As at 31 December 2023, the fair value changes on trade receivables at fair value through other comprehensive income ("FVOCI") (recycling) are insignificant and accordingly, no fair value changes are recognised in equity as FVOCI reserve.

所有貿易應收賬款及其他應收賬款預期將於一年內收回。

作為本集團管理的一部分，本集團的慣例為於貿易應收賬款到期償還前將部分貿易應收賬款讓售予金融機構，並基於本集團已將幾乎全部風險和報酬轉移予有關交易對手方將已讓售貿易應收賬款終止確認。

於二零二三年十二月三十一日，以公平價值計量且其變動計入其他全面收益(可劃轉)的貿易應收賬款的公平價值變動不大，因此，並無在權益內將公平價值變動確認為以公平價值計量且其變動計入其他全面收益儲備。

10 TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

At the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

		At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元
1 – 90 days	1 – 90日	207,395	181,592
91 – 180 days	91 – 180日	902	378
		208,297	181,970

Trade receivables are due within 10 days to 90 days from the date of billing.

10 貿易應收賬款及其他應收賬款 (續)

賬齡分析

於報告期末，按發票日期劃分之貿易應收賬款（已扣除虧損撥備）之賬齡分析載列如下：

貿易應收賬款於開單日期起計10日至90日內到期。

11 TRADE PAYABLES AND ACCRUED CHARGES

Included in the balance are trade payables of HK\$154,580,000 (at 30 June 2023: HK\$120,168,000). Other payables and accrued charges mainly represented accrued freight charges, salaries and other operating expenses.

All of the trade payables and accrued charges are expected to be settled within one year or are reputable on demand.

11 貿易應付賬款及應計費用

結餘中包括貿易應付賬款154,580,000港元（於二零二三年六月三十日：120,168,000港元）。其他應付賬款及應計費用主要指應計運輸費用、薪金及其他經營開支。

預期所有貿易應付賬款及應計費用將於一年內支付或按要求隨時付還。

11 TRADE PAYABLES AND ACCRUED CHARGES (CONTINUED)

An ageing analysis of trade payables, based on the payment due date at the end of the reporting period is as follows:

11 貿易應付賬款及應計費用(續)

於報告期末，貿易應付賬款之賬齡分析(按付款到期日)載列如下：

		At 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Current	未到期	77,466	57,907
1 – 30 days past due	逾期1-30日	42,758	22,568
31 – 60 days past due	逾期31-60日	23,761	13,652
Over 60 days past due	逾期超過60日	10,595	26,041
		154,580	120,168

As the average credit period on purchases of goods is ranged from 30 days to 60 days, a majority of the balances which as disclosed above are within 90 days from the invoice date. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

由於購買貨品之平均信貸期為介乎30日至60日，故上表所披露大部分結餘均為由發票日期起計90日內。本集團已制定財務風險管理政策，以確保所有應付款項均於信貸期限內支付。

12 SHARE CAPITAL

12 股本

		At 31 December 2023 於二零二三年 十二月三十一日		At 30 June 2023 於二零二三年 六月三十日	
		No. of shares 股份數目	Amount 金額 HK\$'000 千港元	No. of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of \$0.50	每股面值0.50元之 普通股				
<i>Authorised:</i>	<i>法定：</i>				
At 1 July 2023/1 July 2022 and end of period/year	於二零二三年七月 一日/二零二二年 七月一日及於期/ 年末	600,000,000	300,000	600,000,000	300,000
<i>Issued and fully paid:</i>	<i>已發行及繳足：</i>				
At 1 July 2023/1 July 2022 and end of period/year	於二零二三年七月 一日/二零二二年 七月一日及於期/ 年末	301,052,675	147,940	301,052,675	147,940

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派之股息，亦有權按每股一票於本公司大會上投票。所有普通股就本公司之剩餘資產而言均享有同等權益。

13 EQUITY-SETTLED SHARE-BASED TRANSACTIONS

On 30 September 2019, 5,920,000 share options were granted for HK\$1 consideration to directors and employees of the Company under the Company's share option scheme adopted on 3 November 2011 (the "Old Share Option Scheme"). Upon completion of HK\$0.50 per right share (the "Right Issue") on 19 February 2021, the number of total outstanding options granted under the Old Share Option Scheme was adjusted from 5,920,000 to 6,645,836 Shares, 1,930,884 of which had lapsed subsequently; and the exercise price of the outstanding share options was adjusted from HK\$1.172 per share to HK\$1.044 per share. The outstanding share options have been vested on 30 September 2022, and be exercisable until September 2024.

On 24 September 2021, 16,600,000 share options were granted for HK\$1 consideration to directors, the directors' associate and employees of the Company under the Old Share Option Scheme of which no options had lapsed. These share options will vest on 24 September 2024, and then be exercisable until September 2026. The exercise price is HK\$0.58, being the closing price of the Company's shares on the date of grant.

13 以權益結算以股份為基礎的交易

於二零一九年九月三十日，本公司根據本公司於二零一一年十一月三日採納之購股權計劃（「舊購股權計劃」）向本公司董事及僱員授予5,920,000份購股權，有關代價為1港元。於二零二一年二月十九日每股供股股份0.50港元（「供股」）完成後，根據舊購股權計劃授予而尚未行使的購股權總數由5,920,000份調整為6,645,836份，其中1,930,884份其後已經失效；而尚未行使購股權的行使價則由每股1.172港元調整為每股1.044港元。尚未行使購股權已於二零二二年九月三十日歸屬，並可行使至二零二四年九月。

於二零二一年九月二十四日，本公司根據舊購股權計劃向本公司董事、董事的聯繫人及僱員授予16,600,000份購股權，有關代價為1港元，其中並無任何購股權已經失效。該等購股權將會於二零二四年九月二十四日歸屬，屆時可行使至二零二六年九月。行使價為0.58港元，即本公司股份於授出日期的收市價。

13 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Among those granted on 30 September 2019 and 24 September 2021, share options comprising 5,828,971 shares were lapsed during the period ended 31 December 2023. As at 31 December 2023, the total number of outstanding share options was 15,485,981 (2022: 21,314,952) and all outstanding options will continue to be valid and exercisable in accordance with the terms of Old Share Option Scheme. The Old Share Option Scheme expired on 2 November 2021. No options granted under the Old Share Option Scheme were exercised during the periods ended 31 December 2023 and 31 December 2022.

The Company adopted a new share option scheme on 16 November 2021 (the “New Share Option Scheme”).

During the periods ended 31 December 2023 and 31 December 2022, no share options were granted, exercised, cancelled or lapsed under the New Share Option Scheme.

13 以權益結算以股份為基礎的交易(續)

於二零一九年九月三十日及二零二一年九月二十四日授出的購股權中，其中5,828,971份於截至二零二三年十二月三十一日止期間失效。於二零二三年十二月三十一日，尚未行使購股權總數為15,485,981份（二零二二年：21,314,952份），根據舊購股權計劃的條款，所有尚未行使購股權將繼續有效及可予行使。舊購股權計劃已於二零二一年十一月二日屆滿。於二零二三年十二月三十一日及二零二二年十二月三十一日止期間，並無任何根據舊購股權計劃授予的購股權獲行使。

本公司於二零二一年十一月十六日採納新購股權計劃（「新購股權計劃」）。

於截至二零二三年十二月三十一日及二零二二年十二月三十一日止期間，根據新購股權計劃，並無任何購股權獲授予、行使、註銷或失效。

14 RELATED PARTY TRANSACTIONS/ BALANCES 14 關連人士交易／結餘

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group has entered into the following material related party transactions:

除該等財務報表其他部分所披露之交易及結餘外，本集團訂有以下重大關連人士交易：

(a) Transactions with related companies

(a) 與關連公司之交易

		Six months ended 31 December	
		截至十二月三十一日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Sales of goods to a related party (note (i))	向一間關連人士銷售 貨品(附註(i))	40,181	67,674
Sales of goods to an associate (note (ii))	向一間聯營公司銷售 貨品(附註(ii))	164	70
Subcontracting fee to an associate (note (iii))	支付予一間聯營公司的 分包費(附註(iii))	1,429	27,155
Lease payment to an associate (note (iv))	支付予一間聯營公司的 租賃付款(附註(iv))	1,329	-

14 RELATED PARTY TRANSACTIONS/ BALANCES (CONTINUED)

14 關連人士交易／結餘（續）

(a) Transactions with related companies (continued)

(a) 與關連公司之交易（續）

Note:

附註：

- (i) During the period ended 31 December 2023, the Group sold the ladies' intimate apparel to a related company, Van de Velde N.V. ("VdV") for revenue of approximately HK\$40,181,000 (for the six months ended 31 December 2022: HK\$67,674,000).

- (i) 於截至二零二三年十二月三十一日止期間內，本集團向一間關連公司Van de Velde N.V. (「VdV」) 出售女裝內衣以賺取收入約40,181,000港元（截至二零二二年十二月三十一日止六個月：67,674,000港元）。

Mr. Herman Van de Velde, a non-executive director of the Company, has a beneficial interest in VdV, which held an interest of 25.66% (at 30 June 2023: 25.66%) in the Company as at 31 December 2023.

本公司非執行董事Herman Van de Velde先生持有VdV之實益權益，而於二零二三年十二月三十一日，VdV則持有本公司25.66%（二零二三年六月三十日：25.66%）權益。

As at 31 December 2023, the balance of trade receivables from VdV amounted to HK\$4,228,000 (at 30 June 2023: HK\$3,327,000) which are aged less than 30 days.

於二零二三年十二月三十一日，應收VdV貿易賬款的結餘為4,228,000港元（二零二三年六月三十日：3,327,000港元），賬齡為少於30日。

The above related party transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

上述關連人士交易構成上市規則第14A章界定之持續關連交易。

- (ii) During the period ended 31 December 2023, the Group processed supplied materials and delivered the finished products to Techspase (Private) Limited for revenue of HK\$164,000 (for the six months ended 31 December 2022: HK\$70,000). As at 31 December 2023, the trade receivables from Techspase (Private) Limited was HK\$197,000 (at 30 June 2023: HK\$33,000).

- (ii) 於截至二零二三年十二月三十一日止期間內，本集團加工供應材料並將製成品交付予Techspase (Private) Limited以賺取收入164,000港元（截至二零二二年十二月三十一日止六個月：70,000港元）。於二零二三年十二月三十一日，來自Techspase (Private) Limited的貿易應收賬款為197,000港元（二零二三年六月三十日：33,000港元）。

14 RELATED PARTY TRANSACTIONS/ BALANCES (CONTINUED)

(a) Transactions with related companies (continued)

Note: (continued)

- (iii) The subcontracting fee to BT Bintang Abadi Persada ("BAP") is made on similar terms as the Group enters into with other suppliers. As at 31 December 2023, the trade receivables and trade payables from BAP were HK\$10,294,000 (at 30 June 2023: HK\$13,060,000) and HK\$15,603,000 (at June 2023: HK\$15,440,000) respectively.
- (iv) For the period ended 31 December 2023, the Group entered into a lease agreement to rent factory facility located in Indonesia from an associate for 3 years. The amount of rent payables by the Group under the lease is approximately US\$28,500 per month (equivalent to approximately HK\$221,000) plus VAT. As at 31 December 2023, the carrying amount of such lease liabilities is HK\$5,033,000 (at 30 June 2023: HK\$6,204,000).

14 關連人士交易／結餘（續）

(a) 與關連公司之交易（續）

附註：（續）

- (iii) 支付予BT Bintang Abadi Persada（「BAP」）的分包費與本集團與其他供應商所訂立的條款類似。於二零二三年十二月三十一日，來自BAP的貿易應收賬款及貿易應付賬款分別為10,294,000港元（二零二三年六月三十日：13,060,000港元）及15,603,000港元（二零二三年六月：15,440,000港元）。
- (iv) 截至二零二三年十二月三十一日止期間，本集團與一間聯營公司訂立租賃協議，租用其位於印尼的工廠設施，為期三年。根據租約，本集團每月應付租賃金額約為28,500美元（相當於約221,000港元）加增值稅。於二零二三年十二月三十一日，該租賃負債的賬面金額為5,033,000港元（二零二三年六月三十日：6,204,000港元）。

**14 RELATED PARTY TRANSACTIONS/
BALANCES (CONTINUED)**

14 關連人士交易／結餘 (續)

(b) Compensation of key management personnel

The remuneration of directors and other members of key management during the period was as follows:

(b) 主要管理人員之報酬

期內董事及其他主要管理層成員之薪酬如下：

		Six months ended 31 December	
		截至十二月三十一日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	11,277	15,073
Retirement benefit scheme contributions	退休福利計劃供款	90	99
Share based payment	以股份為基礎的支付	197	531
		11,564	15,703

The remuneration of directors and key management is determined by the Group's compensation committee having regard to the performance of individuals and market trends.

董事及主要管理人員之薪酬由本集團之薪酬委員會參照個人表現及市場趨勢釐定。

15 EVENTS AFTER THE REPORTING PERIOD

15 報告期後事項

The Group has no significant events after the reporting period and up to the date of this report.

於報告期後至本報告日期為止，本集團並無任何重大事項。

OTHER INFORMATION

DIRECTORS' OR CHIEF EXECUTIVES' INTERESTS

As at 31 December 2023, the interests and short positions of the Directors or the chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), which were notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), were as follows:

其他資料

董事或高級行政人員之權益

於二零二三年十二月三十一日，董事或本公司高級行政人員於本公司或其相關法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有之權益及淡倉），或根據證券及期貨條例第352條之規定須登記於本公司存置之登記冊之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉如下：

Long Positions:

好倉：

Ordinary shares of HK\$0.50 each of the Company 本公司每股面值0.50港元之普通股

Name of Director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Number of share options held (note 1) 所持 購股權數目 (附註1)	Total Interests 總權益	Percentage of the issued share capital of the Company 佔本公司 已發行股本 百分比
Mr. Wong Chung Chong 黃松滄先生	Beneficial owner and interests held by spouse and a controlled corporation and persons acting in concert (note 2) 實益擁有人及由配偶及受控制法團 持有之權益及一致行動人士 (附註2)	89,952,724	–	89,952,724	29.88%
Mr. Wong Kai Chung, Kevin 黃啟聰先生	Interests held by a controlled corporation and persons acting in concert (note 3) 由受控制法團持有之權益及 一致行動人士(附註3)	89,428,202	–	89,952,724	29.88%
	Beneficial owner 實益擁有人	–	524,522		
Mr. Wong Kai Chi, Kenneth 黃啟智先生	Persons acting in concert (note 4) 一致行動人士(附註4)	89,428,202	–	89,952,724	29.88%
	Beneficial owner 實益擁有人	–	524,522		
Mr. Herman Van de Velde Herman Van de Velde先生	Interests held by a controlled corporation (note 5) 由受控制法團持有之權益 (附註5)	77,258,590	–	77,258,590	25.66%
Mr. Leung Ying Wah, Lambert 梁英華先生	Beneficial owner 實益擁有人	112,000	–	112,000	0.04%
Ms. Leung Churk Yin, Jeanny 梁緯然小姐	Beneficial owner 實益擁有人	19,745	–	19,745	0.01%

Notes:

1. Details of the share options granted to the Directors by the Company are set out in the section headed "Share Option Scheme" of this report.
2. 6,474,304 shares were beneficially owned by Mr. Wong Chung Chong ("Mr. Wong") whereas 308,000 shares were held by Ms. Chen He Lin, the spouse of Mr. Wong and 73,245,645 shares were registered in the name of High Union Holdings Inc. ("High Union"), the shares of which were held by Mr. Wong. 8,575,731 shares were registered in the name of Triple Gains Ventures Limited ("TGV"), 41.36% equity interest of which was held by Mr. Wong Kai Chung, Kevin ("Mr. Kevin Wong"), and 9,924,775 shares were deemed to be interested by Mr. Wong who was a party to certain agreements to which sections 317(1)(a) and/or (b) of the SFO (Cap. 571) apply.
3. 8,575,731 shares were held by TGV, 41.36% equity interest of which was held by Mr. Kevin Wong, and 80,852,471 shares were deemed to be interested by Mr. Kevin Wong who was a party to certain agreements to which sections 317(1)(a) and/or (b) of the SFO (Cap. 571) apply.
4. 89,428,202 shares were deemed to be interested by Mr. Kenneth Wong who was a party to certain agreements to which sections 317(1)(a) and/or (b) of the SFO (Cap. 571) apply.
5. 77,258,590 shares were held by VdV. Mr. Herman Van de Velde held an indirect equity interest in Van de Velde Holding N.V. which in turn directly held 56.26% of the equity interest of VdV.

Certain nominee shares in the Company's subsidiaries were held by Mr. Wong in trust for the Company's subsidiaries as at 31 December 2023.

附註：

1. 授予董事之購股權詳情載於本報告「購股權計劃」一節。
2. 6,474,304股股份由黃松滄先生（「黃先生」）實益擁有，而308,000股股份由黃先生之配偶陳希琳女士持有。另73,245,645股股份登記於High Union Holdings Inc.（「High Union」）名下，其股份由黃先生持有。8,575,731股股份登記於Triple Gains Ventures Limited（「TGV」）名下，其41.36%股權由黃啟聰先生（「黃啟聰先生」）持有。黃先生因作為香港法例第571章證券及期貨條例第317(1)(a)及／或(b)條適用之若干協議之訂約方而被視為於9,924,775股股份中擁有權益。
3. 8,575,731股股份由TGV（其41.36%股權由黃啟聰先生持有）持有。黃啟聰先生因作為香港法例第571章證券及期貨條例第317(1)(a)及／或(b)條適用之若干協議之訂約方而被視為於80,852,471股股份中擁有權益。
4. 黃啟智先生因作為香港法例第571章證券及期貨條例第317(1)(a)及／或(b)條適用之若干協議之訂約方而被視為於89,428,202股股份中擁有權益。
5. 77,258,590股股份由VdV持有。Herman Van de Velde先生間接持有Van de Velde Holding N.V.之股權，而Van de Velde Holding N.V.則直接持有VdV股權之56.26%。

於二零二三年十二月三十一日，若干本公司附屬公司之代理人股份由黃先生以信託形式代本公司附屬公司持有。

Save as disclosed above, none of the Directors nor his/her associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2023, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO and as far as was known to the Directors of the Company, persons (other than the Directors) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

除上文所披露者外，各董事或其聯繫人士概無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

主要股東權益

於二零二三年十二月三十一日，根據本公司按照證券及期貨條例第336條所置存之登記冊記錄，及就本公司董事所知，以下人士（董事除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文而須向本公司披露之權益或淡倉如下：

Long positions:

好倉：

Ordinary shares of HK\$0.50 each of the Company

本公司每股面值0.50港元之普通股

Name of Shareholder 股東姓名／名稱	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司 已發行股本 百分比
High Union	Beneficial owner and persons acting in concert (note 1) 實益擁有人及一致行動人士(附註1)	89,952,724	29.88%
TGV	Beneficial owner and persons acting in concert (note 2) 實益擁有人及一致行動人士(附註2)	89,952,724	29.88%
VdV	Beneficial owner 實益擁有人	77,258,590	25.66%
Mr. David Michael Webb David Michael Webb先生	Beneficial owner and interests held by a controlled corporation (note 3) 實益擁有人及由受控制法團持有之權益(附註3)	27,042,000	8.98%

Notes:

- 73,245,645 shares were beneficially owned by High Union whereas 16,707,079 shares were deemed to be interested by High Union, which was a party to certain agreements to which sections 317(1)(a) and/or (b) of the SFO (Cap. 571) apply.
- 8,575,731 shares were beneficially owned by TGV whereas 81,376,993 shares were deemed to be interested by TGV which was a party to certain agreements to which sections 317(1)(a) and/or (b) of the SFO (Cap. 571) apply.
- 15,802,280 shares were beneficially owned by Mr. David Michael Webb and 11,239,720 shares were held by Preferable Situation Assets Limited, the shares of which were held by Mr. David Michael Webb.

附註：

- 73,245,645股股份由High Union實益擁有，而High Union作為香港法例第571章證券及期貨條例第317(1)(a)及/或(b)條適用之若干協議之訂約方而被視為於16,707,079股股份中擁有權益。
- 8,575,731股股份由TGV實益擁有，而TGV作為香港法例第571章證券及期貨條例第317(1)(a)及/或(b)條適用之若干協議之訂約方而被視為於81,376,993股股份中擁有權益。
- 15,802,280股股份由David Michael Webb先生實益擁有，而11,239,720股股份由Preferable Situation Assets Limited(其股份由David Michael Webb先生持有)持有。

SHARE OPTION SCHEME

The Old Share Option Scheme

The Company adopted a share option scheme on 3 November 2011 (the “Old Share Option Scheme”) for a period of 10 years for the purpose to enable the Company to grant share options to eligible participants as incentives or rewards for their contribution to the Group. The Board could grant options to eligible employees, including directors, executives or officers of the Company and its subsidiaries and any other persons at the discretion of the Board to subscribe for shares in the Company (the “Shares”). The Old Share Option Scheme was expired on 2 November 2021.

Under the Old Share Option Scheme, the number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders. Share options granted to substantial shareholders or independent non-executive directors in any 12-month period in excess of 0.1% of the Company’s issued share capital and with a value in excess of \$5 million on the date of offer must be approved in advance by the Company’s independent shareholders. The share options granted must be taken up within 14 days of the date of offer, upon payment of HK\$1 per grant. Share options may generally be exercised at any time from the second anniversary of the date of acceptance to the tenth anniversary of the date of acceptance or may at the Board’s discretion determine the specific exercise period. The exercise price is determined by the Board, and will not be less than the highest of the closing price of the Company’s shares on the date of offer and the average closing price of the shares for the five business days immediately preceding the date of offer and the nominal value of the Company’s shares. The validity period of the share options would be for 5 years. All the share options shall be vested and exercisable from the third anniversary of the date of grant.

購股權計劃

舊購股權計劃

本公司於二零一一年十一月三日採納購股權計劃（「舊購股權計劃」），為期十年，目的為使本公司可授出購股權以獎勵合資格參與者表彰其對本集團的貢獻。董事會可酌情向本公司及其附屬公司之任何合資格僱員，包括董事、行政人員或負責人或任何其他人士（由董事會酌情決定）授出可認購本公司股份（「股份」）之購股權。舊購股權計劃已於二零一一年十一月二日屆滿。

根據舊購股權計劃，在未得到本公司股東事先批准之情況下，於任何12個月期間內向任何個別人士授出之購股權涉及之股份數目不得超過本公司不時已發行股份之1%。倘於任何12個月期間內向主要股東或獨立非執行董事授出之購股權涉及之股份數目超過本公司已發行股本之0.1%或於要約日期之價值超過5,000,000元，則須事先得到本公司獨立股東批准。獲授予之購股權須於要約日期起計14日內接納，每次接納時須支付1港元之代價。購股權一般可於接納日期第二週年起至接納日期第十週年止期間內任何時間，或董事會酌情釐定之指定行使期予以行使。行使價乃由董事會釐定，惟不得少於本公司股份於要約日期之收市價、股份於緊接要約日期前五個營業日之平均收市價及本公司股份面值（以最高者為準）。購股權的有效期將為期五年。所有購股權將於授出日期第三週年起歸屬及可予行使。

As at 31 December 2023, 15,485,981 share options granted under the Old Share Option Scheme remain outstanding and all outstanding options will continue to be valid and exercisable in accordance with the terms of Old Share Option Scheme. As at 31 December 2023, the number of shares that may be issued in respect of share options granted under the Old Share Option Scheme was 1,885,981 (30 June 2023: 4,714,952), representing approximately 0.63% (30 June 2023: 1.57%) of the total issued share capital of the Company.

Details of movements of the share options granted under the Old Share Option Scheme during the six months ended 31 December 2023 were as follows:

截至二零二三年十二月三十一日，根據舊購股權計劃授出而尚未行使的購股權數目為15,485,981份，所有尚未行使的購股權將繼續有效並可根據舊購股權之條款行使。於二零二三年十二月三十一日，就根據舊購股權計劃授出的購股權而可能發行的股份數目為1,885,981股（二零二三年六月三十日：4,714,952股），佔本公司已發行股份總數之約0.63%（二零二三年六月三十日：1.57%）。

截至二零二三年十二月三十一日止六個月，根據舊購股權計劃授出購股權的變動詳情如下：

Grantee 承授人	Date of grant 授出日期	Exercise price per share 行使價 (HK\$) 港元	Exercise period 行使期	Number of share options 購股權數目			Outstanding as at 31 December 2023 於二零二三年 十二月 三十一日 尚未行使	
				Outstanding as at 1 July 2023 於二零二三年 七月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使		Cancelled/ lapsed during the period 期內 註銷/失效
Directors								
董事								
Mr. Wong Kai Chung, Kevin 黃啟聰先生	30 September 2019 二零一九年九月三十日	1.044 ^(a)	30 September 2022 to 29 September 2024 二零二二年九月三十日至 二零二四年九月二十九日	224,522	-	-	224,522	
	24 September 2021 二零二一年九月二十四日	0.58	24 September 2024 to 23 September 2026 二零二四年九月二十四日至 二零二六年九月二十三日	300,000	-	-	300,000	
Mr. Wong Kai Chi, Kenneth 黃啟智先生	30 September 2019 二零一九年九月三十日	1.044 ^(a)	30 September 2022 to 29 September 2024 二零二二年九月三十日至 二零二四年九月二十九日	224,522	-	-	224,522	
	24 September 2021 二零二一年九月二十四日	0.58	24 September 2024 to 23 September 2026 二零二四年九月二十四日至 二零二六年九月二十三日	300,000	-	-	300,000	
Directors' associates								
董事之聯繫人								
Mr. Wong Kai Chun, Keith ^(a) 黃啟峻先生 ^(a)	24 September 2021 二零二一年九月二十四日	0.58	24 September 2024 to 23 September 2026 二零二四年九月二十四日至 二零二六年九月二十三日	300,000	-	-	300,000	
Employees								
僱員								
In aggregate 合計	30 September 2019 二零一九年九月三十日	1.044 ^(a)	30 September 2022 to 29 September 2024 二零二二年九月三十日至 二零二四年九月二十九日	4,265,908	-	-	(2,828,971)	1,436,937
	24 September 2021 二零二一年九月二十四日	0.58	24 September 2024 to 23 September 2026 二零二四年九月二十四日至 二零二六年九月二十三日	15,700,000	-	-	(3,000,000)	12,700,000
Total 總計				21,314,952	-	-	(5,828,971)	15,485,981

Notes:

- (1) The closing prices of the Shares immediately before the share options granted on 30 September 2019 and 24 September 2021 were HK\$1.15 and HK\$0.58 respectively.
- (2) Upon the completion of the Rights Issue on 19 February 2021, the exercise price of the outstanding share options granted on 30 September 2019 was adjusted from HK\$1.172 per share to HK\$1.044 per share. Details of which was set out in the Company's announcement dated 18 February 2021.
- (3) Mr. Wong Kai Chun, Keith, is the younger brother of Mr. Wong Kai Chung, Kevin and Mr. Wong Kai Chi, Kenneth.

All the above outstanding share options shall be vested on the third anniversary of the respective date of grant.

附註：

- (1) 緊接購股權於二零一九年九月三十日及二零二一年九月二十四日授出前，股份之收市價分別為1.15港元及0.58港元。
- (2) 於二零二一年二月十九日供股完成後，於二零一九年九月三十日授出尚未行使的購股權之行使價由每股1.172港元調整至每股1.044港元。詳情列載於本公司日期為二零二一年二月十八日的公告。
- (3) 黃啟峻先生為黃啟聰先生及黃啟智先生之弟弟。

所有上述尚未行使的購股權將於各自授出日期第三週年歸屬。

The New Share Option Scheme

The Company adopted a new share option scheme on 16 November 2021 (the “New Share Option Scheme”). The purpose of the New Share Option Scheme is for the Group to attract, retain and motivate high-calibre employees to strive towards long term strategy and goals of the Group and to enable the Company to grant share options to eligible participants (the “Eligible Participants”) as incentives and rewards for their contribution to the Group. A summary of the principal terms of the New Share Option Scheme is set out below:

- (i) Eligible Participants shall include (i) any employees, executives, officers or directors holding salaried office or employment with the Company or any of its subsidiaries, and any directors (including executive, non-executive and independent non-executive directors) of the Company, who as considered by the Board have contributed to the Company or any of its subsidiaries; and (ii) any consultants or advisers who will or have provided services to the Company or any of its subsidiaries.
- (ii) Subject to earlier termination by the Company’s shareholders in general meeting or by the Board, the New Share Option Scheme shall be valid and effective for a period of 10 years commencing from the adoption date.
- (iii) The maximum number of Shares which may be issued upon exercise of all share options to be granted under the New Share Option Scheme is 30,105,267 Shares, representing 10% of the total issued share capital of the Company as at the date of this interim report.

新購股權計劃

本公司於二零二一年十一月十六日採納新購股權計劃（「新購股權計劃」）。新購股權計劃旨在使本集團能吸引、挽留及激勵高質素僱員，為本集團的長遠策略和目標而努力，並使本公司能夠向合資格參與者（「合資格參與者」）授予購股權，作為彼等對本集團作出之貢獻的鼓勵及回報。新購股權計劃的主要條款列載如下：

- (i) 合資格參與者包括(i)本公司或其任何附屬公司之任何受聘或受薪僱員、行政人員、高級職員或董事，及本公司之任何董事（包括執行、非執行及獨立非執行董事），彼等為董事會酌情認為對本公司或其任何附屬公司有貢獻之人士；及(ii)將會或曾經為本公司或其任何附屬公司提供服務之任何專家或顧問。
- (ii) 除被本公司股東在股東大會或董事會提早終止外，新購股權計劃自採納日期起計10年內有效及生效。
- (iii) 根據新購股權計劃可予授出的所有購股權獲行使後可予發行的股份數目上限為30,105,267股，佔於本中期報告日期本公司之已發行股份總數的10%。

- (iv) The number of shares in respect of which share options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Share options granted to substantial shareholders or independent non-executive directors in any 12-month period in excess of 0.1% of the Company's issued share capital and with a value in excess of HK\$5 million on the date of offer must be approved in advance by the Company's independent shareholders.
- (v) The option period shall be the period commencing after the second anniversary of the date of acceptance or such period as the Board may in its absolute discretion to determine, save that such period shall not exceed 10 years from the offer date.
- (vi) An offer of the grant of share options may be accepted within 14 days from the date of offer. A consideration of HK\$1.00 is payable by the grantee on acceptance of the grant of an option.
- (vii) The subscription price of a share in respect of an option granted under the New Share Option Scheme shall be a price determined by the Board and shall be at least the highest of (a) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the offer date; (b) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five Business Days immediately preceding the offer date; and (c) the nominal value of the Shares.
- (iv) 在未得到本公司股東預先批准之情況下，於任何12個月期間內向任何個別人士授出之購股權涉及之股份數目不得超過本公司不時已發行股份之1%。倘於任何12個月期間內向主要股東或獨立非執行董事授出之購股權涉及之股份數目超過本公司已發行股本之0.1%及於要約日期之價值超過5,000,000港元，則須預先得到本公司獨立股東批准。
- (v) 購股權之行使期為購股權被視為已授出及獲接納當日後第二周年起，或可由董事會全權酌情購釐訂之期間，惟概無購股權可於授出日期起計10年後予以行使。
- (vi) 獲授予之購股權須於要約日期起計14日內接納，每次接納時須支付1.00港元之代價。
- (vii) 根據新購股權計劃授出的購股權可按董事會釐定之認購價行使，惟在任何情況下認購價須應為以下之最高者：(a) 股份於購股權要約日期在聯交所每日報價表所示之收市價；(b) 股份於緊接購股權要約日期前五個營業日在聯交所每日報價表所示之平均收市價；及(c) 股份之面值。

During the six months ended 31 December 2023, no share options were granted, exercised, cancelled or lapsed under the New Share Option Scheme.

As at 1 July 2023 and 31 December 2023, the number of share options available for grant under the New Share Option Scheme was 30,105,267, representing 10% of the total issued share capital of the Company as at the date of this interim report. As at 31 December 2023, the number of shares may be issued in respect of share options granted under the New Share Option Scheme was nil.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the six months ended 31 December 2023.

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 31 December 2023 (six months ended 31 December 2022: nil).

截至二零二三年十二月三十一日止六個月，概無任何購股權根據新購股權計劃授出、行使、註銷或失效。

於二零二三年七月一日及二零二三年十二月三十一日，根據新購股權計劃可予授出的購股權獲數目為30,105,267股，佔於本中期報告本公司之已發行股份總數的10%。於二零二三年十二月三十一日，就根據新購股權計劃授出的購股權而可能發行的股份數目為零。

購買、出售或贖回本公司上市證券

於截至二零二三年十二月三十一日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

中期股息

董事會決議並不宣派截至二零二三年十二月三十一日止六個月之中期股息（截至二零二二年十二月三十一日止六個月：無）。

AUDIT COMMITTEE

The Audit Committee comprises Ms. Leung Churk Yin, Jeanny, Mr. Leung Ying Wah, Lambert and Mr. Wang Man Hon, Sideny, all of whom are Independent Non-executive Directors of the Company.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed financial reporting matters, internal controls and risk management systems.

The Company's unaudited interim financial report for the six months ended 31 December 2023 has been reviewed by the Audit Committee of the Company.

CORPORATE GOVERNANCE

The Company has, during the six months ended 31 December 2023, complied with the code provisions as set out in the Corporate Governance Code, Appendix C1 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange, except for the following deviation.

Code Provision B.2.2 provides that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The Chairman shall not, while holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire each year. In the opinion of the Board, it is important for the stability and growth of the Company that there is, and is seen to be, continuity of leadership in the role of Chairman and, in consequence, the Board is of the view that the Chairman should not be subject to retirement by rotation or hold office for a limited term at the present time.

審核委員會

審核委員會成員包括梁綽然小姐、梁英華先生及王文瀚先生(彼等均為本公司之獨立非執行董事)。

審核委員會已與管理層審閱本集團所採納之會計原則及慣例，並商討財務報告事宜、內部監控及風險管理系統。

本公司截至二零二三年十二月三十一日止六個月之未經審核中期財務報告已經由本公司審核委員會審閱。

企業管治

於截至二零二三年十二月三十一日止六個月，本公司已遵守聯交所證券上市規則(「上市規則」)附錄C1「企業管治守則」所載之守則條文，惟下述偏離除外。

守則條文第B.2.2條規定每名董事(包括按指定任期委任之董事)應至少每三年輪值告退一次。

主席在職期間毋須輪值告退或在釐定每年退任董事人數時計算在內。董事會認為，繼續維持主席之領導角色，對本公司之穩定性尤其重要，並有利其發展，因此，董事會認為，於現階段主席不應輪值告退或限定其任期。

CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the directors of the Company since the publication of the 2023 annual report of the Company are set out below:

With effect from the conclusion of the annual general meeting held on 30 November 2023 (the "AGM"):

- Mr. Lin Sun Mo, Willy retired as an independent non-executive Director and ceased to be the chairman of Compensation Committee and a member of each of the Audit Committee and the Nomination Committee following his retirement;
- Mr. Wang Man Hon, Sidney was appointed as an independent non-executive Director. He was also appointed as the chairman of Compensation Committee and a member of each of the Audit Committee and the Nomination Committee;
- Mr. Leung Ying Wah, Lambert, an independent non-executive Director, ceased to be the chairman, but remained as a member, of the Nomination Committee; and
- Ms. Leung Churk Yin, Jeanny, an independent non-executive Director, was appointed as the chairman of the Nomination Committee.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

董事資料之變動

根據上市規則第13.51B(1)條，自本公司二零二三年年報刊發以來，本公司若干董事資料之變動及更新如下：

自二零二三年十一月三十日舉行的股東週年大會（「股東週年大會」）結束起：

- 林宣武先生退任獨立非執行董事，並在退任後不再擔任薪酬委員會主席、審核委員會和提名委員會成員；
- 王文瀚先生獲委任為獨立非執行董事。彼亦獲委任為薪酬委員會主席、審核委員會和提名委員會成員；
- 獨立非執行董事梁英華先生不再擔任提名委員會主席，但仍擔任提名委員會成員；及
- 獨立非執行董事梁綽然小姐，獲委任為提名委員會主席。

除上文所披露者外，並無任何根據上市規則第13.51B(1)條須予披露之資料。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules of the Stock Exchange as its own code for dealing in securities of the Company by the Directors. Based on specific enquiry made with all Directors, the Company considers that the Directors complied with the required standard as set out in the Model Code throughout the period under review.

Employees who are likely to be in possession of inside information of the Company are also subject to compliance with guidelines on no less exacting terms than the Model Code.

EMPLOYEES

As at 31 December 2023, the Group had employed approximately 6,475 employees (30 June 2023: approximately 6,242 employees). The remuneration policy and package of the Group’s employees are structured by reference to the prevailing market conditions and statutory requirements as appropriate. The Group also provides other staff benefits such as medical insurance, mandatory provident fund contributions and a share option scheme to its employees.

By order of the Board
Top Form International Limited
Wong Chung Chong
Chairman

22 February 2024

進行證券交易之標準守則

本公司已採納聯交所上市規則附錄C3所載上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事買賣本公司證券之守則。根據向全體董事所作之特定垂詢，本公司認為董事於回顧期內一直遵守標準守則所載之規定標準。

可能持有本公司內幕消息之僱員亦須遵守不遜於標準守則之指引條文。

僱員

於二零二三年十二月三十一日，本集團約有6,475名僱員（二零二三年六月三十日：約6,242名僱員）。本集團僱員之薪酬政策及待遇乃參照現行市況及適用法定要求而釐定。本集團亦向其僱員提供其他僱員福利，例如醫療保險、強制性公積金供款及購股權計劃。

承董事會命
黛麗斯國際有限公司
主席
黃松滄

二零二四年二月二十二日



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