

C-LINK SQUARED LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1463



2024 INTERIM REPORT 中期報告

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Ma Shengcong
(Chairman of the Board and Chief Executive Officer)
Ms. Zhang Ying

Non-Executive Directors

Mr. Ling Sheng Shyan
Dr. Wu Xianyi

Independent Non-Executive Directors

Mr. Yang Junhui
Mr. Qian Jianguang
Mr. Xie Yaozu (appointed on 25 April 2024)
Dr. Zeng Jianhua (resigned on 25 April 2024)

AUDIT COMMITTEE

Mr. Yang Junhui *(Chairman)*
Mr. Qian Jianguang
Mr. Xie Yaozu (appointed on 25 April 2024)
Dr. Zeng Jianhua (resigned on 25 April 2024)

REMUNERATION COMMITTEE

Mr. Yang Junhui *(Chairman)*
Mr. Qian Jianguang
Mr. Ma Shengcong
Mr. Xie Yaozu (appointed on 25 April 2024)
Dr. Zeng Jianhua (resigned on 25 April 2024)

NOMINATION COMMITTEE

Mr. Ma Shengcong *(Chairman)*
Mr. Yang Junhui
Mr. Qian Jianguang
Mr. Xie Yaozu (appointed on 25 April 2024)
Dr. Zeng Jianhua (resigned on 25 April 2024)

董事會

執行董事

馬生聰先生
(董事會主席兼行政總裁)
張瑩女士

非執行董事

Ling Sheng Shyan先生
吳賢毅博士

獨立非執行董事

楊軍輝先生
錢劍光先生
解耀祖先生 (於2024年4月25日獲委任)
曾建華博士 (於2024年4月25日辭任)

審核委員會

楊軍輝先生 *(主席)*
錢劍光先生
解耀祖先生 (於2024年4月25日獲委任)
曾建華博士 (於2024年4月25日辭任)

薪酬委員會

楊軍輝先生 *(主席)*
錢劍光先生
馬生聰先生
解耀祖先生 (於2024年4月25日獲委任)
曾建華博士 (於2024年4月25日辭任)

提名委員會

馬生聰先生 *(主席)*
楊軍輝先生
錢劍光先生
解耀祖先生 (於2024年4月25日獲委任)
曾建華博士 (於2024年4月25日辭任)

CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

Mr. Ma Shengcong
Ms. Chan Lok Yee (ACG HKACG)

COMPANY SECRETARY

Ms. Chan Lok Yee (ACG HKACG)

REGISTERED OFFICE

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CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
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HONG KONG BRANCH SHARE REGISTRAR

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授權代表

馬生聰先生
陳潔而女士 (ACG HKACG)

公司秘書

陳潔而女士 (ACG HKACG)

註冊辦事處

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Cayman Islands

香港股份過戶登記分處

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CORPORATE INFORMATION

公司資料

HONG KONG LEGAL ADVISOR

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INDEPENDENT AUDITOR

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PRINCIPAL BANKER

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STOCK CODE

1463

WEBSITE

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香港法律顧問

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獨立核數師

中正天恆會計師有限公司
註冊公眾會計師
根據會計及財務匯報局條例註冊的
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主要往來銀行

CIMB Bank Berhad
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The Strand Pusat
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股份代號

1463

網站

www.clinksquared.com

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

C-Link Squared Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”, “**we**” or “**our**”) are principally engaged in (i) the provision of outsourced services, including the provision of outsourced document management services and related software applications and enterprise software solutions services in Malaysia as well as the provision of outsourced insurance risk analysis services and insurance marketing services in the People’s Republic of China (the “**PRC**”), (ii) the distribution and sales of medical equipment and pharmaceutical products in the PRC, and (iii) the provision of internet hospital and brick-and-mortar clinical services in the PRC. Our outsourced document management services in Malaysia currently represent the largest revenue stream of the Group and include (a) electronic document delivery, (b) document print and mail fulfilment, (c) magnetic ink character recognition cheque print and mail fulfilment, (d) medical ID card print and mail fulfilment, and (e) document imaging and scanning services.

Over the years, we have successfully developed proprietary enterprise software applications which focus on information technologies (“**IT**”) that drive digital transformation for large companies in the banking, insurance and retail industries in Malaysia. Our solutions are mainly developed by our team of experienced IT engineers who have longstanding experience in both the IT and the financial services industries, with the objective of optimising the IT document management system of our clients.

We have experienced an increased demand for software as a service of subscription (“**SaaS**”) for software application solution delivery in Malaysia which has led to an increase in demand from existing and new customers utilising our Streamline Suite for enterprise software solutions services. Meanwhile, market demand has been continuously evolving and the fast-paced development in digital technologies has further increased the use of advanced technologies such as artificial intelligence (“**AI**”), livestreaming and video technology to assist in multi-channel engagement with customers, and automation to enhance business processes. As we have been continuously strengthening our business model to be “Future Ready”, we shall continue to invest in scaling up our solutions and services to take advantage of this opportunity and respond to changes more purposefully to lay the foundation for the Group’s future innovation and growth.

In light of the above, we are upgrading our IT infrastructure and expanding our capacity to host and provide our Streamline Suite in our tier 3 compliant data centre in Malaysia, which is expected to be ready for use by the end of 2025 (the “**Data Centre**”). This new Data Centre will contribute to our Group’s outsourced document management services and enterprise software solutions services by allowing our Group to enhance our document hosting capability for electronic distribution and providing enterprise software solutions to our customers. Please refer to the sub-section headed “Future Plans and Prospects” in this interim report for more details.

業務回顧及前景

C-Link Squared Limited (「**本公司**») 及其附屬公司 (統稱「**本集團**」或「**我們**») 主要從事(i)於馬來西亞提供外判服務，其中包括提供外判文件管理服務及相關軟件應用程序及企業軟件解決方案服務以及於中華人民共和國 (「**中國**») 提供外判保險風險分析服務及保險營銷服務；(ii)於中國分銷及銷售醫療設備及藥劑產品；及(iii)於中國提供互聯網醫院及實體門診服務。我們目前在馬來西亞的外判文件管理服務為本集團最大收益來源，包括(a)電子文件傳遞；(b)文件打印及郵件專遞；(c)磁墨水字符識別支票打印及郵件專遞；(d)醫療ID卡打印及郵件專遞；及(e)文件成像及掃描服務。

多年來，我們成功開發專注於資訊科技 (「**資訊科技**») 的專有企業軟件應用程序，為馬來西亞的銀行、保險及零售業的大型公司推動數碼化轉型。我們的解決方案主要由在資訊科技及金融服務行業擁有豐富經驗的資深資訊科技團隊開發，目的是優化客戶的資訊科技文件管理系統。

我們經歷了對軟件應用程序解決方案交付的軟件即訂閱服務 (「**SaaS**») 於馬來西亞的需求增加，其增加了現有及新客戶採用我們的企業軟件解決方案服務的Streamline Suite的需求。與此同時，市場需求一直在不斷發展，且數碼技術快速發展進一步增加人工智能 (「**AI**»)、直播及視像技術等先進技術的運用，協助與客戶的多渠道互動及自動化改進業務流程。由於我們一直在不斷加強我們的業務模式，為未來做好準備，我們將繼續投資於擴大解決方案及服務的規模，以善用該機遇，並且更針對性地應對變化，為本集團的未來創新及發展奠定基礎。

鑑於上述情況，我們正在升級我們的資訊科技基礎設施，並擴展我們預計將於2025年年底投入使用的馬來西亞符合三級標準的數據中心 (「**數據中心**») 託管及提供Streamline Suite的能力。該新數據中心將使本集團能夠增強我們為客戶提供電子分發及企業軟件解決方案的文件託管能力，從而為本集團的外判文件管理服務及企業軟件解決方案服務提供助力。更多詳情，請參閱本中期報告「未來計劃及前景」分節。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Furthermore, in recent years, we have successfully expanded and diversified our business in the PRC. On 26 January 2024, the Company completed its acquisition of 100% of the issued shares of Sun Join Investment Limited (“Sun Join”) (the “Acquisition”), and further diversified the Group’s business by entering into the businesses of internet hospital and providing brick-and-mortar clinical services. Through the Acquisition, the Group has gained access to a comprehensive range of services that encompass both the digital and physical aspects of healthcare, and a ready-made platform for the Group to enter into the internet hospital market, which will allow the Group to capitalize on its growth potential in the PRC.

At the same time, the brick-and-mortar clinical services will provide a complementary and tangible aspect to the Group’s businesses. The Acquisition allows the Company to leverage the existing infrastructure, facilities, and expertise of the clinics controlled by Sun Join through its subsidiaries. This combination of virtual and physical healthcare services will ensure a comprehensive and holistic approach to patient care, catering to a wide range of healthcare needs in the PRC.

FUTURE PLANS AND PROSPECTS

We intend to achieve sustainable growth in our business and create long-term shareholder value. To achieve our goals, we propose to implement the following strategies:

- (i) Expanding the Group’s data processing and technical capacity:
 - converting an existing building we acquired in 2022 into the new Data Centre to upgrade our IT infrastructure for expanding our outsourced document management services and our enterprise software solutions; and
 - engaging external software development vendors to develop new applications within our Streamline Suite and front-end solutions.
- (ii) Expanding the Group’s market presence locally and exploring expansions regionally to capture further market share:
 - maintaining and strengthening our relationship with existing customers and capturing new customers mainly in Malaysia, Singapore, Vietnam and the PRC.
- (iii) Increasing the Group’s visibility, operational efficiency and profitability through obtaining the Multimedia Super Corridor Malaysia status when the Data Centre is ready for use.

此外，近年來，我們已成功於中國擴展及多元化發展業務。本公司於2024年1月26日完成收購盛濟投資有限公司（「盛濟」）100%已發行股份（「收購事項」），並透過進軍互聯網醫院業務並提供實體門診服務進一步多元化發展本集團業務。透過收購事項，本集團已獲得涵蓋電子及實體醫療保健的全面服務，並為本集團提供一個現成的平台，以進入互聯網醫院市場，將使本集團能夠利用其於中國的增長潛力。

同時，實體門診服務將為本集團業務提供有形的補充。收購事項讓本公司可利用盛濟透過其附屬公司所控制的診所現有基礎設施、設備及專業知識。虛擬及實體醫療保健服務的結合將確保對病人的全面綜合護理，滿足於中國的廣泛醫療保健需求。

未來計劃及前景

我們擬實現業務可持續增長及創造長期股東價值。為實現我們的目標，我們擬實施以下策略：

- (i) 擴大本集團的數據處理及技術能力：
 - 改造一幢我們於2022年已收購的現有樓宇為一個新數據中心，以升級我們的資訊科技基礎設施，擴大我們的外判文件管理服務及我們的企業軟件解決方案；及
 - 聘請外部軟件開發供應商，以於Streamline Suite及前端解決方案內開發新應用程序。
- (ii) 擴大本集團在當地的市場佔有率及探索區域擴展以獲取更多市場份額：
 - 維持及加強與現有客戶的關係，並主要於馬來西亞、新加坡、越南及中國獲得新客戶。
- (iii) 在數據中心可用時，通過獲得馬來西亞多媒體超級走廊地位提高本集團的知名度、營運效率及盈利能力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group has applied approximately RM6.2 million (equivalent to approximately HK\$12.0 million) out of its internal resources for the design and project management of the Data Centre since 2020. However, as a result of the unprecedented outbreak of the novel coronavirus pandemic (“**COVID-19 Outbreak**”) since the beginning of 2020, the Malaysian Government has implemented a series of preventative measures throughout the country, including but not limited to the Movement Control Order (the “**MCO**”). Due to the COVID-19 Outbreak and the country-wide lockdown measures under the MCO, the construction plan of the Group’s new Data Centre facility had been postponed, and as disclosed in the announcement of the Company dated 4 November 2021 (the “**2021 Announcement**”), the Company subsequently decided to acquire and convert an existing building in Malaysia into the Data Centre instead of building one itself. On 10 January 2022, the Group entered into a provisional agreement with an independent third party to acquire a building in Malaysia for such purpose at the consideration of RM12.0 million (equivalent to approximately HK\$22.3 million), of which RM10.3 million (equivalent to approximately HK\$19.5 million) was paid out of the net proceeds of the Company’s share offer and placing (the “**Share Offer**”), further details of which are set out in the Company’s prospectus (the “**Prospectus**”) dated 17 March 2020 and the 2021 Announcement. The Group began the conversion of the building into the Data Centre in June 2022. As at 30 June 2024, the conversion work was still in progress and it is expected that the Data Centre will be ready for use by the end of 2025. The conversion work was delayed mainly due to unexpected factors, including but not limited to unforeseen longer time required for the (i) application for approval on the building, renovation and construction plans from the local authorities in Malaysia regarding the conversion of building usage, and (ii) the tender process for appropriate construction works to reduce cost in light of increasing prices due to inflation.

The Group has also expanded its footprint in the PRC and has been engaging in outsourced insurance risk analysis services and insurance marketing services, and distribution and sales of medical equipment business in the PRC since July 2021 and April 2022, respectively. The complimentary integration of the Group’s insurance risk analysis services and insurance marketing services and the distribution and sales of medical equipment businesses allows the Group to provide enhanced solutions with greater operational efficiency in the long term. Furthermore, the Acquisition in early 2024 allows the Group to be able to offer one-stop insurance and healthcare services to its existing and new customers from the expanded customer base in the PRC.

自2020年以來，本集團已從內部資源中動用約6.2百萬令吉特（相當於約12.0百萬港元）用於數據中心的設計及項目管理。然而，由於自2020年初爆發史無前例的新型冠狀病毒疫情（「**COVID-19爆發**」），馬來西亞政府已在全國範圍實施一系列預防措施，包括（但不限於）行動管制令（「**行動管制令**」）。由於COVID-19爆發及當時根據行動管制令在全國實施封城措施，本集團新數據中心設施的建設計劃已押後，且誠如本公司日期為2021年11月4日的公告（「**2021年公告**」）所披露，本公司其後決定收購馬來西亞的一棟現有樓宇並將其改造為數據中心，而放棄自建。於2022年1月10日，本集團已與獨立第三方訂立臨時協議，以就此目的於馬來西亞收購一幢樓宇，代價為12.0百萬令吉特（相當於約22.3百萬港元），其中10.3百萬令吉特（相當於約19.5百萬港元）已由本公司股份發售及配售（「**股份發售**」），進一步詳情載於本公司日期為2020年3月17日之招股章程（「**招股章程**」）及2021年公告的所得款項淨額支付。本集團於2022年6月開始將大樓改建為數據中心。於2024年6月30日，改建工程仍在進行中，預計數據中心將於2025年年底前投入使用。改建工程有所延誤乃主要由於無法預見的因素，包括但不限於(i)就改變建築物用途向馬來西亞地方當局申請批准建築、改建及施工計劃；及(ii)鑒於通脹導致價格上漲，用以降低成本的合適建築工程招標程序需時較預期長所致。

自2021年7月及2022年4月起，本集團亦已擴大其於中國的足跡，並一直分別於中國從事外判保險風險分析服務及保險營銷服務以及醫療設備分銷及銷售業務。本集團的保險風險分析服務及保險營銷服務以及醫療設備分銷及銷售業務的互補整合，使本集團能夠提供更優質的解決方案，並提高長期營運效率。此外，於2024年初進行收購事項使本集團能夠在中國向現有及擴大客戶群的新客戶提供一站式保險及醫療保健服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Going forward, the Group expects to develop advanced internet cloud technology and big data analysis to create a comprehensive and efficient service system for customers in the insurance and insurance-related industries in the PRC. In addition, the Group aims to further internationalise and diversify its businesses based on such service system. Potential business opportunities include (i) the insurance big data business, (ii) the development of health management and big health business related to insurance data, and (iii) data cloud services for various small-to-medium enterprises, such as telemedicine, video conferencing and other business opportunities. The Group will remain prudent and develop its businesses at a steady pace, and will review its performance, strategies and development regularly.

FINANCIAL REVIEW

Revenue from contracts with customers

Our total revenue consisted solely of our revenue from contracts with customers and amounted to approximately RM49.6 million and RM45.9 million for the six months ended 30 June 2024 (the “**Reporting Period**”) and 30 June 2023, respectively. Our revenue for the six months ended 30 June 2024 was mainly derived from (i) the provision of outsourced services, including the provision of outsourced document management services and related software applications and enterprise software solutions services in Malaysia as well as the provision of outsourced insurance risk analysis services and insurance marketing services in the PRC, which in aggregate represented approximately 95.3% (six months ended 30 June 2023: approximately 99.0%) of the total revenue of the Group, (ii) the distribution and sales of medical equipment and pharmaceutical products in the PRC, which represented approximately 4.5% (six months ended 30 June 2023: approximately 1.0%) of the total revenue of the Group, and (iii) the provision of internet hospital and brick-and-mortar clinical services in the PRC, which represented approximately 0.2% (six months ended 30 June 2023: Nil) of the total revenue of the Group.

展望未來，本集團預期開發先進的互聯網雲技術及大數據分析，為中國的保險及保險相關行業客戶創建全面及高效的服務系統。此外，本集團計劃以此服務體系為基礎，尋求進一步把業務國際化及多元化，潛在業務機會包括：(i)保險大數據業務；(ii)開展保險數據相關的健康管理及大健康業務；及(iii)面向各類中小企數據雲業務，例如遠程醫療、視頻會議等多方面的業務機會。本集團仍將審慎地穩步發展其業務，並將定期檢視其業績、策略及發展。

財務回顧

來自與客戶訂立合約的收益

截至2024年6月30日止六個月（「**報告期**」）及截至2023年6月30日止六個月，我們的總收益僅包括來自與客戶訂立合約的收益，分別約為49.6百萬令吉特及45.9百萬令吉特。我們截至2024年6月30日止六個月的收益主要來自(i)提供外判服務，其中包括於馬來西亞提供外判文件管理服務及相關軟件應用程序及企業軟件解決方案服務以及於中國提供外判保險風險分析服務及保險營銷服務，合共佔本集團總收益約95.3%（截至2023年6月30日止六個月：約99.0%），(ii)於中國分銷及銷售醫療設備及藥劑產品，佔本集團總收益約4.5%（截至2023年6月30日止六個月：約1.0%）；及(iii)於中國提供互聯網醫院及實體門診服務，佔本集團總收益約0.2%（截至2023年6月30日止六個月：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Provision of outsourced services

Outsourced document management services

Our revenue generated from the provision of outsourced document management services represented approximately 65.0% and 83.5% of our total revenue for the six months ended 30 June 2024 and 30 June 2023, respectively. The revenue from the provision of outsourced document management services decreased slightly by approximately RM6.1 million or 15.8% from approximately RM38.3 million for the six months ended 30 June 2023 to approximately RM32.2 million for the six months ended 30 June 2024. Such decrease in revenue was mainly due to the decrease in demand for document print and mail fulfilment services for the period ended 30 June 2024.

Outsourced insurance risk analysis services and insurance marketing services

We provided outsourced insurance risk analysis services and insurance marketing services to our customers in the insurance or insurance-related industries in the PRC during the Reporting Period.

Our revenue generated from the provision of outsourced insurance risk analysis services and insurance marketing services represented approximately 23.0% of the total revenue for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately 9.7%) and amounted to approximately RM11.4 million (six months ended 30 June 2023: approximately RM4.5 million). Such increase in revenue was mainly attributable to the gradual recovery in demand from the economic downturn as an aftermath of the unprecedented COVID-19 Outbreak and the country-wide lockdown measures in the past few years in the PRC.

Enterprise software solutions

We provided enterprise software solutions to our customers using our proprietary Streamline Suite and generated revenue mainly from license fees, maintenance fees and implementation fees during the Reporting Period.

提供外判服務

外判文件管理服務

截至2024年6月30日及2023年6月30日止六個月，我們提供外判文件管理服務產生的收益分別佔總收益約65.0%及83.5%。提供外判文件管理服務產生的收益由截至2023年6月30日止六個月約38.3百萬令吉特略微減少約6.1百萬令吉特或15.8%至截至2024年6月30日止六個月約32.2百萬令吉特。有關收益減少乃主要由於截至2024年6月30日止期間文件印刷及郵件專遞服務需求減少所致。

外判保險風險分析服務及保險營銷服務

於報告期間，我們向中國保險或保險相關行業的客戶提供外判保險風險分析服務及保險營銷服務。

我們提供外判保險風險分析服務及保險營銷服務產生的收益佔截至2024年6月30日止六個月的總收益約23.0%（截至2023年6月30日止六個月：約9.7%），約為11.4百萬令吉特（截至2023年6月30日止六個月：約4.5百萬令吉特）。有關收益增加乃主要由於有關服務的需求自前所未有的COVID-19爆發以及過去幾年中國實施的全國範圍封鎖措施之後經濟低迷中逐漸復甦。

企業軟件解決方案

於報告期內，我們使用專有Streamline Suite向客戶提供企業軟件解決方案，並主要自授權費、維護費及實施費產生收益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Our revenue generated from the provision of enterprise software solutions represented approximately 7.3% and 5.8% of our total revenue for the six months ended 30 June 2024 and 30 June 2023, respectively. Our revenue from the provision of enterprise software solutions increased by approximately RM0.9 million or 36.2% from approximately RM2.7 million for the six months ended 30 June 2023 to approximately RM3.6 million for the six months ended 30 June 2024. The increase in revenue generated from the provision of enterprise software solutions during the Reporting Period was mainly due to the increase in customised enterprise software solutions services provided to a financial institution in Singapore.

Distribution and sales of medical equipment and pharmaceutical products

We have been engaged in the distribution and sales of medical equipment business in the PRC since April 2022 and the sales of pharmaceutical products in the PRC through our newly acquired subsidiaries in the PRC during the Reporting Period. Such revenue generated from the distribution and sales of medical equipment and pharmaceutical products was recognised on either a net basis when the Group's subsidiaries acted as an agent in the transactions or a principal basis when the Group's subsidiaries acted as a principal in the transactions.

Our revenue generated from the distribution and sales of medical equipment and pharmaceutical products represented approximately 4.5% (six months ended 30 June 2023: approximately 1.0%) of our total revenue for the six months ended 30 June 2024 and amounted to approximately RM2.2 million (six months ended 30 June 2023: approximately RM0.5 million).

Internet hospital and brick-and-mortar clinical services

We have engaged in the provision of internet hospital and brick-and-mortar clinical services through our subsidiaries in the PRC following the Acquisition since early 2024. Our revenue generated from the provision of internet hospital and brick-and-mortar clinical services represented approximately 0.2% of our total revenue for the six months ended 30 June 2024 and amounted to approximately RM0.1 million (six months ended 30 June 2023: Nil).

截至2024年6月30日及2023年6月30日止六個月，我們提供企業軟件解決方案產生的收益分別佔總收益的約7.3%及5.8%。我們提供企業軟件解決方案產生的收益由截至2023年6月30日止六個月的約2.7百萬令吉特增加約0.9百萬令吉特或36.2%至截至2024年6月30日止六個月的約3.6百萬令吉特。於報告期內，提供企業軟件解決方案產生的收益增加主要由於向新加坡一間金融機構提供的客製化企業軟件解決方案服務有所增加。

醫療設備及藥劑產品分銷及銷售

我們自2022年4月起於中國從事醫療設備分銷及銷售業務及於報告期內透過新收購的中國附屬公司在中國銷售藥劑產品。當本集團的附屬公司為交易的代理人時，有關醫療設備及藥劑產品的分銷及銷售所產生的收益按淨額確認；當本集團的附屬公司為交易的主事人時，則按總額確認。

截至2024年6月30日止六個月，我們自醫療設備及藥劑產品分銷及銷售產生的收益佔總收益約4.5%（截至2023年6月30日止六個月：約1.0%），約為2.2百萬令吉特（截至2023年6月30日止六個月：約0.5百萬令吉特）。

互聯網醫院及實體門診服務

自2024年年初以來，於收購事項後，我們透過中國附屬公司從事提供互聯網醫院及實體門診服務。截至2024年6月30日止六個月，我們提供互聯網醫院及實體門診服務產生的收益佔總收益約0.2%，約為0.1百萬令吉特（截至2023年6月30日止六個月：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cost of sales

Our cost of sales increased by approximately RM2.5 million or 6.8% from approximately RM36.4 million for the six months ended 30 June 2023 to approximately RM38.9 million for the six months ended 30 June 2024. Such increase in cost of sales was mainly attributable to the increase in service fees charged by third party contractors in relation to our provision of outsourced insurance marketing services in the PRC, which was partially offset by the decrease in postage costs incurred in relation to our document mail fulfilment services in Malaysia.

Gross profit and gross profit margin

Our gross profit increased by approximately RM1.3 million or 13.6% from approximately RM9.4 million for the six months ended 30 June 2023 to approximately RM10.7 million for the six months ended 30 June 2024. Our gross profit margin was approximately 21.6% for the six months ended 30 June 2024, which remained comparable to that for the six months ended 30 June 2023. The increase in gross profit was mainly attributable to the increase in revenue generated from our provision of outsourced insurance marketing services in the PRC as mentioned above.

Other income and gains

Our other income and gains decreased by approximately RM0.1 million or 14.3% from approximately RM0.5 million for the six months ended 30 June 2023 to approximately RM0.4 million for the six months ended 30 June 2024, which was mainly attributable to the decrease in bank interest income.

Selling and distribution expenses

For the six months ended 30 June 2024, selling and distribution expenses of the Group amounted to approximately RM448,000 (six months ended 30 June 2023: Nil), which mainly consisted of promotional expenses in relation to the provision of outsourced insurance risk analysis services and insurance marketing services, and distribution and sales of medical equipment in the PRC.

Administrative expenses

Our administrative expenses decreased by approximately RM4.2 million or 33.9% from approximately RM12.5 million for the six months ended 30 June 2023 to approximately RM8.3 million for the six months ended 30 June 2024. The decrease was mainly attributable to the decrease in staff costs consisting of long-service remuneration and other staff payments, which was partially offset by the increase in research and development costs, during the Reporting Period.

銷售成本

我們的銷售成本由截至2023年6月30日止六個月的約36.4百萬令吉特增加約2.5百萬令吉特或6.8%至截至2024年6月30日止六個月的約38.9百萬令吉特。銷售成本增加乃主要由於與我們於中國提供外判保險營銷服務有關的第三方承包商收取的服務費增加，惟部分被馬來西亞文件郵件專遞服務產生的郵資減少所抵銷。

毛利及毛利率

我們的毛利由截至2023年6月30日止六個月的約9.4百萬令吉特增加約1.3百萬令吉特或13.6%至截至2024年6月30日止六個月的約10.7百萬令吉特。截至2024年6月30日止六個月，我們的毛利率約為21.6%，維持與截至2023年6月30日止六個月相若。毛利增加乃主要由於上文所述在中國提供外判保險營銷服務產生的收入增加所致。

其他收入及收益

我們的其他收入及收益由截至2023年6月30日止六個月的約0.5百萬令吉特減少約0.1百萬令吉特或14.3%至截至2024年6月30日止六個月的約0.4百萬令吉特，主要由於銀行利息收入減少所致。

銷售及分銷開支

截至2024年6月30日止六個月，本集團的銷售及分銷開支約為448,000令吉特（截至2023年6月30日止六個月：無），主要包括提供外判保險風險分析服務及保險營銷服務，以及在中國分銷及銷售醫療設備的推廣開支。

行政開支

我們的行政開支由截至2023年6月30日止六個月的約12.5百萬令吉特減少約4.2百萬令吉特或33.9%至截至2024年6月30日止六個月的約8.3百萬令吉特。於報告期間，該減少主要由於員工成本（包括長期服務金及其他員工付款）減少，惟部分被研究及開發成本增加所抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance costs

Our finance costs decreased by approximately RM52,000 or 24.6% from approximately RM211,000 for the six months ended 30 June 2023 to approximately RM159,000 for the six months ended 30 June 2024, which was mainly due to the decrease in the outstanding balance of a term loan of the Group.

Profit/(loss) before tax

Our profit before tax amounted to approximately RM2.2 million for the six months ended 30 June 2024 (six months ended 30 June 2023: loss before tax of approximately RM2.9 million). Such turnaround from loss before tax to profit before tax was mainly due to the increase in gross profit and the decrease in administrative expenses as abovementioned.

Income tax expense

Our income tax expense increased by approximately RM0.1 million or 6.1% from approximately RM1.1 million for the six months ended 30 June 2023 to approximately RM1.2 million for the six months ended 30 June 2024. Such increase in income tax expenses was mainly due to the increase in taxable income generated from our outsourced document management services in Malaysia.

Profit/(loss) for the period

Our profit for the period amounted to approximately RM1.0 million for the six months ended 30 June 2024 (six months ended 30 June 2023: loss of approximately RM4.0 million). Such turnaround from loss to profit for the period was primarily due to the increase in gross profit and the decrease in administrative expenses as abovementioned.

Interim dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

融資成本

截至2024年6月30日止六個月，我們的融資成本由截至2023年6月30日止六個月的約211,000令吉特減少約52,000令吉特或24.6%至截至2024年6月30日止六個月的約159,000令吉特，主要由於本集團定期貸款的未償還結餘減少。

除稅前溢利／（虧損）

截至2024年6月30日止六個月，我們的除稅前溢利約為2.2百萬令吉特（截至2023年6月30日止六個月：除稅前虧損約2.9百萬令吉特）。由除稅前虧損轉為除稅前溢利主要由於上述毛利增加及行政開支減少所致。

所得稅開支

我們的所得稅開支由截至2023年6月30日止六個月約1.1百萬令吉特增加約0.1百萬令吉特或6.1%至截至2024年6月30日止六個月約1.2百萬令吉特。有關所得稅開支增加主要由於我們於馬來西亞提供外判文件管理服務的應課稅收入增加所致。

期內溢利／（虧損）

截至2024年6月30日止六個月，我們的期內溢利約為1.0百萬令吉特（截至2023年6月30日止六個月：虧損約4.0百萬令吉特）。有關期內轉虧為盈主要由於上述毛利增加及行政開支減少所致。

中期股息

董事會不建議就截至2024年6月30日止六個月派發中期股息（截至2023年6月30日止六個月：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Liquidity and financial resources

As at 30 June 2024, the total loans and borrowings of the Group amounted to approximately RM5.6 million (31 December 2023: approximately RM6.9 million), representing a decrease of approximately RM1.3 million or 18.7% as compared with that as at 31 December 2023. The Group's loans and borrowings were at floating interest rates of 4.50% to 6.85% (31 December 2023: 4.50% to 6.85%) and denominated in RM during the Reporting Period. As at 30 June 2024, the loans and borrowings included secured bank loans of approximately RM0.1 million (31 December 2023: approximately RM1.6 million) with maturity date of more than 2 years but not exceeding 5 years, secured bank loans of approximately RM2.8 million (31 December 2023: approximately RM2.7 million) with maturity date of more than 1 year but not exceeding 2 years, and secured bank loans and bank overdrafts of approximately RM2.7 million (31 December 2023: approximately RM2.6 million) with maturity date of less than a year or in aggregate, which were repayable within one year. As at 30 June 2024, loans and borrowings of the Group of RM5.6 million were secured by first party open charge over leasehold land, factory building and shoptlot of the Group, and a corporate guarantee by the Company.

As at 30 June 2024, the Group had cash and bank balances of approximately RM43.3 million (31 December 2023: approximately RM42.7 million), which were mainly denominated in RM, Renminbi ("RMB") and Hong Kong Dollars ("HK\$").

The Group maintained a solid financial position and was in a net current asset position as at 30 June 2024. The Group is able to meet its obligations when they become due in its ordinary and usual course of business. The current ratio, being the ratio of total current assets to total current liabilities, was around 5.1 times as at 30 June 2024 (31 December 2023: approximately 5.3 times). The Group's working capital requirements were mainly financed by internal resources during the Reporting Period.

Contingent liabilities

As at 30 June 2024, the Group did not have any material contingent liabilities (31 December 2023: Nil).

流動資金及財務資源

於2024年6月30日，本集團的貸款及借款總額約為5.6百萬令吉特（2023年12月31日：約6.9百萬令吉特），較2023年12月31日減少約1.3百萬令吉特或18.7%。本集團於報告期內的貸款及借款乃按4.50厘至6.85厘的浮動利率（2023年12月31日：4.50厘至6.85厘）計息，並以令吉特計值。於2024年6月30日，貸款及借款包括到期日為兩年以上但不超過五年的有抵押銀行貸款約0.1百萬令吉特（2023年12月31日：約1.6百萬令吉特）、到期日為一年以上但不超過兩年的有抵押銀行貸款約2.8百萬令吉特（2023年12月31日：約2.7百萬令吉特），以及到期日為少於一年或合計須於一年內償還的有抵押銀行貸款及銀行透支約2.7百萬令吉特（2023年12月31日：約2.6百萬令吉特）。於2024年6月30日，本集團的貸款及借款5.6百萬令吉特以對本集團租賃土地、工廠樓宇及商舖佔地的第一方公開押記以及本公司所提供的公司擔保作抵押。

於2024年6月30日，本集團主要以令吉特、人民幣（「人民幣」）及港元（「港元」）計值的現金及銀行結餘為約43.3百萬令吉特（2023年12月31日：約42.7百萬令吉特）。

本集團保持穩健的財政狀況，於2024年6月30日，本集團處於流動資產淨值狀況。本集團有能力應付於日常業務過程中到期的責任。於2024年6月30日，流動比率（即流動資產總值對流動負債總額的比率）約為5.1倍（2023年12月31日：約5.3倍）。於報告期內，本集團的營運資金需求主要以內部資源撥付。

或然負債

於2024年6月30日，本集團概無任何重大或然負債（2023年12月31日：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Capital commitments

As at 30 June 2024, the Group had capital commitments of approximately RM1.3 million (31 December 2023: approximately RM1.3 million) in relation to the conversion of an existing building to the Data Centre, which will be funded by proceeds from the Share Offer and internal resources of the Group.

Funding and treasury policy

The Group has adopted a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position for the six months ended 30 June 2024. To manage the liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time. For the six months ended 30 June 2024, the Group did not use any risk hedging instrument and would consider doing so if the need arises.

Foreign currency risk

The Group mainly operates in Malaysia and the PRC with most of its transactions settled in RM, Singapore Dollar ("SGD") and RMB. The assets, liabilities and transactions arising from its operations are mainly denominated in RM, SGD and RMB. Although the Group may be exposed to foreign currency exchange risks, the Board believes that the future currency fluctuations will not have a material impact on the Group's operations and the Group did not engage in any derivative contracts to hedge its exposure to foreign exchange risks for the six months ended 30 June 2024. The Group has not adopted formal hedging policies and would consider doing so if the need arises.

Gearing ratio

As at 30 June 2024, the Group's gearing ratio was approximately 1.8% (31 December 2023: approximately 8.5%), representing the total loans and borrowings as a percentage of the total equity attributable to equity holders of the Company as at the end of the respective periods. The decrease in gearing ratio was mainly attributable to the increase in total equity attributable to equity holders of the Company as a result of the issue of new shares of the Company (the "Shares") in January 2024 and the decrease in interest-bearing bank loans from approximately RM6.7 million as at 31 December 2023 to approximately RM5.6 million as at 30 June 2024.

資本承擔

於2024年6月30日，本集團有關改建現有樓宇為數據中心的資本承擔為約1.3百萬令吉特（2023年12月31日：約1.3百萬令吉特），將以本集團股份發售所得款項及內部資源撥付。

資金及庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故於截至2024年6月30日止六個月維持健康的流動資金狀況。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可應付不時的資金需要。截至2024年6月30日止六個月，本集團並無使用任何風險對沖工具，並將於有需要時考慮使用。

外匯風險

本集團主要在馬來西亞及中國營運，大部分交易以令吉特、新加坡元（「新加坡元」）及人民幣結算。營運產生的資產、負債及交易主要以令吉特、新加坡元及人民幣計值。儘管本集團或會面臨外匯風險，董事會相信，未來外匯波動將不會對本集團的營運造成任何重大影響，故本集團於截至2024年6月30日止六個月並無運用任何衍生合約對沖外匯風險。本集團尚未採納正式對沖政策，並會於有需要時考慮採納該等政策。

資本負債比率

於2024年6月30日，本集團的資本負債比率約1.8%（2023年12月31日：約8.5%），指於各期末貸款及借款總額佔本公司股權持有人應佔權益總額的百分比。資本負債比率下降乃主要由於本公司於2024年1月發行新股份（「股份」）及計息銀行貸款由2023年12月31日約6.7百萬令吉特減少至於2024年6月30日約5.6百萬令吉特。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL

The management of the Group adopts a prudent investment strategy to utilise surplus cash to generate stable interest income from low-risk investment products and monitors the investment performance of those products on a regular basis.

The Acquisition

On 28 December 2023, Core Squared Limited, a direct wholly-owned subsidiary of the Company, entered into a share purchase agreement (the “SPA”) with Ms. Zou Cheng (“Ms. Zou”) and Ms. Le Xian (“Ms. Le”), pursuant to which Core Squared Limited conditionally agreed to purchase, and Ms. Zou and Ms. Le conditionally agreed to sell, an aggregate of 100% of the issued shares of Sun Join at the aggregate consideration of HK\$474,251,497. The principal businesses of Sun Join and its group companies are the provision of internet hospital and brick-and-mortar clinical services. The Acquisition was completed on 26 January 2024 and Sun Join has become an indirect wholly-owned subsidiary of the Company. Pursuant to the SPA, for the purpose of settlement of the consideration, the Company issued and allotted 284,550,898 and 189,700,599 new Shares (the “Consideration Shares”) to Sun Join Capital Investment Limited, which was wholly owned by Ms. Zou and Sun Join Venture Management Limited, which was wholly-owned by Ms. Le, respectively, at HK\$1.0 per Consideration Share, representing an aggregate of approximately 16.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

Save as disclosed herein, the Group did not have any significant investment nor did the Group carry out any material acquisition and disposal of subsidiaries, associates and joint ventures during the six months ended 30 June 2024.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the sub-section headed “Issue of Shares and Use of Proceeds from the Share Offer” in this interim report, the Group did not have any other future plans for material investments and capital assets as at 30 June 2024 and the date of this interim report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2024 (including sale of treasury shares). As at 30 June 2024, the Company did not hold any treasury shares.

重大投資、重大收購及出售

本集團管理層採取謹慎的投資策略，動用盈餘現金自低風險投資產品產生穩定利息收入，並定期監察該等產品之投資表現。

收購事項

於2023年12月28日，本公司之直接全資附屬公司Core Squared Limited與鄒程女士（「鄒女士」）及樂羨女士（「樂女士」）訂立股份購買協議（「股份購買協議」），據此，Core Squared Limited有條件同意購買，而鄒女士及樂女士有條件同意出售合共100%盛濟已發行股份，總代價為474,251,497港元。盛濟及其集團公司的主要業務為提供互聯網醫院及實體門診服務。收購事項已於2024年1月26日完成，而盛濟已成為本公司之間接全資附屬公司。根據股份購買協議，為結算代價，本公司分別向Sun Join Capital Investment Limited發行及配發284,550,898股及向Sun Join Venture Management Limited發行及配發189,700,599股新股份（「代價股份」），每股代價股份為1.0港元。Sun Join Capital Investment Limited由鄒女士全資擁有，而Sun Join Venture Management Limited則由樂女士全資擁有，相當於經配發及發行代價股份擴大後本公司已發行股本合共約16.5%。

除本中期報告所披露者外，截至2024年6月30日止六個月，本集團並無任何重大投資，且本集團亦無進行任何重大收購及出售附屬公司、聯營公司及合營企業。

重大投資及資本資產的未來計劃

除本中期報告「股份發行及股份發售所得款項用途」分節所披露者外，本集團截至2024年6月30日及本中期報告日期並無任何其他有關重大投資及資本資產的未來計劃。

購買、出售或贖回本公司股份

截至2024年6月30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上市證券（包括出售庫存股份）。截至2024年6月30日，本公司並無持有庫存股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this interim report, there are no significant subsequent events undertaken by the Group after 30 June 2024 and up to the date of this interim report.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2024, the Group had approximately 173 employees, including the directors of the Company and its subsidiaries (as at 30 June 2023: 167 employees). The total remuneration cost (including staff costs capitalised as software development expenditure, if any) amounted to approximately RM5.6 million for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately RM10.6 million).

The terms of the Group's employment of employees conform to normal commercial practice. The remuneration of the directors, senior management and employees of the Group is set and paid on the basis of the relevant employees' qualifications, competence, work performance, industry experience, relevant market trend, and the Group's operating results, etc. Discretionary bonuses are granted to directors, senior management and employees based on merit and in accordance with industry practice. Other benefits including share options, retirement benefits, subsidised medical care, pension funds and training programmes are offered to eligible directors, senior management and employees.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 11 March 2020 (the "Share Option Scheme"). The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Group.

Unless otherwise cancelled or amended, the Board is entitled at any time within the period of 10 years from the date of adoption of the Share Option Scheme to make an offer to the eligible participants of the Share Option Scheme including:

- (i) any full-time or part-time employees, or potential employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any Directors (including executive, non-executive and independent non-executive Directors) of the Company or any of its subsidiaries; and
- (iii) any suppliers and advisers who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries.

報告期後事項

除本中期報告所披露者外，本集團於2024年6月30日後及直至本中期報告日期止並無進行重大期後事項。

僱員及薪酬政策

於2024年6月30日，本集團有約173名僱員（包括本公司及其附屬公司董事）（於2023年6月30日：167名僱員）。截至2024年6月30日止六個月，薪酬成本總額（包括資本化為軟件開發開支的員工成本，如有）為約5.6百萬令吉特（截至2023年6月30日止六個月：約10.6百萬令吉特）。

本集團的僱員聘用條款符合一般商業慣例。本集團的董事、高級管理層及僱員薪酬根據相關僱員之資格、能力、工作表現、行業經驗、相關市場趨勢及本集團之經營業績等訂訂及支付。本公司根據行業慣例向優秀董事、高級管理層及僱員授予酌情花紅，並向合資格董事、高級管理層及僱員提供其他福利，包括購股權、退休福利、醫療補貼、退休金及培訓項目。

購股權計劃

本公司於2020年3月11日採納購股權計劃（「購股權計劃」）。購股權計劃旨在使本公司能夠向合資格參與者授出購股權，作為彼等對本集團作出貢獻或潛在貢獻的激勵或獎勵。

除非另行取消或修訂，否則董事會有權自購股權計劃採納之日起計十年內隨時向購股權計劃的合資格參與者提出要約，包括：

- (i) 本公司或其任何附屬公司的任何全職或兼職僱員、潛在僱員、行政人員或高級職員；
- (ii) 本公司或其任何附屬公司的任何董事（包括執行、非執行及獨立非執行董事）；及
- (iii) 董事會全權認為將會對或已經對本公司及／或其任何附屬公司作出貢獻的任何供應商及顧問。

MANAGEMENT DISCUSSION AND ANALYSIS

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As at the beginning and the end of the six months ended 30 June 2024 and at the date of this interim report, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date, being 80,000,000 Shares (which became 240,000,000 Shares after the share subdivision of the Company from 1 issued and unissued ordinary shares of par value of HK\$0.01 each subdivided into 3 ordinary shares of par value of one third Hong Kong cent each on 13 June 2023). Such 240,000,000 Shares representing 8.35% of the total number of shares in issue as at the date of this interim report. Details of the Share Option Scheme are set out in the section headed “Statutory and General Information – F. Share Option Scheme” in Appendix V to the Prospectus.

No share option has been granted by the Company pursuant to the Share Option Scheme since its adoption and accordingly, there was no Share that may be issued in this regard during the six months ended 30 June 2024.

ISSUE OF SHARES AND USE OF PROCEEDS FROM THE SHARE OFFER

The Shares were listed on the Main Board of the Stock Exchange on 27 March 2020 (the “Listing Date”) with a then total of 200,000,000 Shares issued at HK\$0.63 each by way of the Share Offer, raising net proceeds of approximately HK\$73.7 million after deducting underwriting commissions and all related expenses.

Having considered the property market and business environment in Malaysia as affected by the COVID-19 Outbreak and the development needs of the Group as set out in the 2021 Announcement, the Board has resolved to, among others, change the use of the unutilised net proceeds which were originally allocated to building the Data Centre to acquiring and converting an existing building in Malaysia into the Data Centre. For details, please refer to the 2021 Announcement.

於截至2024年6月30日止六個月月初及期末及於本中期報告日期，因行使根據購股權計劃及本公司任何其他購股權計劃將授出的所有購股權而可能發行的股份總數合計不得超過於上市日期已發行股份總數的10%（即80,000,000股股份（於2023年6月13日本公司將每股面值0.01港元的一股已發行及未發行普通股拆細為三股每股面值三分之一港仙的普通股的股份分拆後已成為240,000,000股股份））。該240,000,000股股份佔本中期報告日期已發行股份總數的8.35%。購股權計劃詳情載於招股章程附錄五「法定及一般資料—F. 購股權計劃」一節。

自採納購股權計劃起，本公司並無據此授出購股權，因此，截至2024年6月30日止六個月並無就此可能發行的股份。

股份發行及股份發售所得款項用途

股份於2020年3月27日（「上市日期」）在聯交所主板上市，當時通過股份發售按每股0.63港元的價格合共發行200,000,000股股份，籌得款項淨額約73.7百萬港元（已扣除包銷佣金及所有相關開支）。

誠如2021年公告所載，經考慮到COVID-19爆發對馬來西亞的房地產市場及營商環境的影響以及本集團的發展所需，董事會決議（其中包括）變更原分配用於建造數據中心的未動用所得款項淨額的用途，將其用於收購馬來西亞的一幢現有樓宇並將其改造為數據中心。詳情請參閱2021年公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Subsequently, having duly considered the development needs of the Group as set out in the Company's announcements dated 20 December 2022 (the "2022 Announcement") and 28 July 2023 (the "2023 Announcement"), respectively, the Board has, among others, resolved to (i) reallocate the unutilised net proceeds which were originally allocated to "strengthening the Group's technical operation support system" to another existing use of "engaging external software development vendor(s) and developing new applications within the software development plan", (ii) include the development or provision of livestreaming and video technology capabilities, and AI capabilities for its existing and new applications in the Group's software development plan, (iii) reallocate the unutilised net proceeds which were originally allocated to "potential strategic acquisition and business opportunities" partially to the existing use of "stepping up the Group's marketing and sale efforts to reach out to new customers" and partially to the existing purpose of "engaging external software development vendor(s) and developing new applications within the software development plan", and (iv) include the engagement of external service provider(s) to provide marketing, sale, customer services and other support services for the Group's Streamline Suite products and services as part of its existing purpose of "marketing and sale efforts to reach out to new customers". For details, please refer to the 2022 Announcement and the 2023 Announcement.

其後，誠如本公司日期為2022年12月20日（「2022年公告」）及2023年7月28日的公告（「2023年公告」）分別所載，經妥為考慮本集團的發展需要後，董事會議決（其中包括）(i)將原先分配至「加強本集團之技術營運」之未動用所得款項淨額，重新分配於「聘請外部軟件開發供應商並在軟件開發計劃內開發新應用程序」；(ii)將開發或提供直播及視像技術功能以及AI功能納入本集團軟件開發計劃內的現有及新應用程序；(iii)將原先分配至「潛在戰略收購及商機」的未動用所得款項淨額，部分將重新分配至「加強本集團的營銷及推廣力度以爭取新客戶」的現有用途以及部分將重新分配至「聘請外部軟件開發供應商並在軟件開發計劃內開發新應用程序」的現有用途；及(iv)納入委聘外部服務供應商為本集團的Streamline Suite產品及服務提供營銷、銷售、客戶服務及其他支援服務為其「營銷及推廣力度以爭取新客戶」現有用途的一部分。有關詳情請參閱2022年公告及2023年公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

A summary of the planned use and actual use of the net proceeds from the Share Offer is set out below:

股份發售所得款項淨額計劃用途及實際用途概要載列如下：

Purposes of the use of the net proceeds	所得款項淨額用途	Percentage of total net proceeds	Intended use of net proceeds as stated in the Prospectus (and as amended as set out in the 2021 Announcement, the 2022 Announcement and the 2023 Announcement)	Actual amount of utilised net proceeds during the Reporting Period and up to 30 June 2024	Actual amount of utilised net proceeds as at 30 June 2024	Actual amount of unutilised net proceeds as at 30 June 2024	Expected timeline for utilisation of unutilised net proceeds as at the date of this interim report
			(並按2021年公告、2022年公告及2023年公告所載經修訂) 所得款項淨額擬定用途				
		(approximate)	(approximate)	(approximate)	(approximate)	(approximate)	
		(%)	(%)	(%)	(%)	(%)	
To increase technological capability and capacity to develop into other market vertical/parallels	增加技術實力及發展其他垂直/平行市場的能力	89.8%	66.2	-	(30.2)	36.0	
- to acquire and convert an existing building into a Data Centre and upgrade IT infrastructure	- 收購一幢現有樓宇並將其改造為數據中心以及升級資訊科技基礎設施	76.7%	56.5	-	(20.5)	36.0	By 31 December 2025 2025年12月31日前
- to engage external software development vendors and develop new applications within the software development plan	- 聘請外部軟件開發供應商並在軟件開發計劃內開發新應用程序	13.1%	9.7	-	(9.7)	-	
To expand market presence locally and explore expansion regionally to capture further market share	擴展本地市場份額及探索區域擴張，進一步獲取市場份額	10.2%	7.5	(1.0)	(5.8)	1.7	
- to step up the Group's marketing and sale efforts to reach out to new customers	- 加大本集團的營銷及推廣力度以爭取新客戶	10.2%	7.5	(1.0)	(5.8)	1.7	By 31 December 2025 2025年12月31日前
		100.0%	73.7	(1.0)	(36.0)	37.7	

MANAGEMENT DISCUSSION AND ANALYSIS

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The balance of unutilised net proceeds from the Share Offer brought forward to 2024 from the year ended 31 December 2023 amounted to approximately HK\$38.7 million. Although the utilisation of the net proceeds had been delayed as a result of the COVID-19 Outbreak, as at 30 June 2024 the net proceeds have been used and are expected to be applied for purposes which are consistent with those as disclosed in the section headed “Future Plans and Proposed Use of Proceeds” of the Prospectus, the 2021 Announcement, the 2022 Announcement and the 2023 Announcement. The unutilised portion of the net proceeds has been deposited in reputable banks in Malaysia and Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”).

The business objectives, future plans and planned use of proceeds as stated in the Prospectus, the 2021 Announcement, the 2022 Announcement and the 2023 Announcement were based on the best estimation and assumption of future market conditions and industry development made by the Company at the time of preparing the Prospectus, the 2021 Announcement, the 2022 Announcement and the 2023 Announcement, respectively, while the proceeds will be applied based on the actual development of the Group’s business, the industry and the economic conditions as impacted by the COVID-19 pandemic. As at 30 June 2024 and up to the date of this interim report, there was no change in the intended use of net proceeds as previously disclosed in the Prospectus, the 2021 Announcement, the 2022 Announcement and the 2023 Announcement. The Company will keep observing the business environments and trends in the industries which the Group is engaged in, in order to evaluate the use of the net proceeds from the Share Offer to ensure it is for the best interests of the Company, and to consider and implement alternative plans as and when necessary and make any necessary announcements in accordance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

ISSUE OF SECURITIES AND SALE OF TREASURY SHARES

The Company did not issue any of the Company’s securities (including securities convertible into equity securities) or sell treasury shares for cash during the Reporting Period.

由截至2023年12月31日止年度結轉至2024年的尚未動用股份發售所得款項淨額餘額約為38.7百萬港元。儘管因COVID-19爆發，所得款項淨額之動用已延遲，於2024年6月30日所得款項淨額已動用及預期使用的用途與招股章程「未來計劃及所得款項擬定用途」一節、2021年公告、2022年公告及2023年公告所披露者一致。所得款項淨額的未動用部份已存放於馬來西亞及中國香港特別行政區（「**香港**」）信譽卓著的銀行。

招股章程、2021年公告、2022年公告及2023年公告所述之業務目標、未來計劃及所得款項計劃用途乃分別基於編製招股章程、2021年公告、2022年公告及2023年公告時本公司對未來市場狀況及行業發展之最佳估計及假設，而所得款項將基於COVID-19疫情影響下本集團業務、行業及經濟環境之實際發展以作應用。於2024年6月30日及直至本中期報告日期，過往於招股章程、2021年公告、2022年公告及2023年公告所披露的所得款項淨額擬定用途並無變動。本公司將持續觀察本集團所從事行業的經營環境及趨勢，以評估股份發售所得款項淨額的用途，以確保符合本公司的最佳利益，並考慮及必要時實施替代計劃並根據香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）作出任何必要的公告。

發行證券及出售庫存股份

於報告期內，本公司並無發行任何本公司證券（包括可轉換為股本證券的證券）或出售庫存股份以獲取現金。

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核簡明綜合全面收益表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

			For the six months ended 30 June 截至6月30日止六個月	
			2024 2024年 RM'000 千令吉特 (Unaudited) (未經審核)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審核)
		Notes 附註		
Revenue from contracts with customers	來自與客戶訂立合約的收益	4	49,624	45,861
Cost of sales	銷售成本		(38,929)	(36,448)
Gross profit	毛利		10,695	9,413
Other income and gains	其他收入及收益	5	414	483
Selling and distribution expenses	銷售與分銷開支		(448)	–
Administrative expenses	行政開支		(8,290)	(12,548)
Finance costs	融資成本	6	(159)	(211)
Profit/(loss) before tax	除稅前溢利／(虧損)	7	2,212	(2,863)
Income tax expense	所得稅開支	8	(1,191)	(1,123)
Profit/(loss) for the period	期內溢利／(虧損)		1,021	(3,986)
Other comprehensive (loss)/income	其他全面(虧損)／收益			
<i>Item that may be reclassified to profit or loss in subsequent periods:</i> 於後續期間可能重新歸類至損益的項目：				
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額		(564)	1,377
Other comprehensive (loss)/income for the period, net of tax	期內其他全面(虧損)／收益(扣除稅項)		(564)	1,377
Total comprehensive income/(loss) for the period	期內全面收益／(虧損)總額		457	(2,609)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核簡明綜合全面收益表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2024 2024年 RM'000 千令吉特 (Unaudited) (未經審核)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審核)
		Note 附註	
Profit/(loss) attributable to:	以下人士應佔溢利／(虧損)：		
Equity holders of the Company	本公司股權持有人		1,118 (4,318)
Non-controlling interests	非控股權益		(97) 332
			1,021 (3,986)
Total comprehensive income/(loss) attributable to:	以下人士應佔全面 收益／(虧損)總額：		
Equity holders of the Company	本公司股權持有人		526 (3,403)
Non-controlling interests	非控股權益		(69) 794
			457 (2,609)
Earnings/(loss) per share attributable to equity holders of the Company:	本公司股權持有人應佔每股 盈利／(虧損)：		
– Basic and diluted (RM sen)	– 基本及攤薄 (令吉特仙)	10	0.04 (0.18)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

As at 30 June 2024 於2024年6月30日

			30 June 2024 2024年 6月30日 RM'000 千令吉特 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 RM'000 千令吉特 (Audited) (經審核)
	Notes 附註			
ASSETS		資產		
Non-current assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	22,939	20,728
Right-of-use assets		使用權資產	3,611	3,819
Intangible assets		無形資產	5,569	6,392
Prepayments		預付款項	1,015	3,068
Goodwill		商譽	211,176	-
Deferred tax assets		遞延稅項資產	721	736
			245,031	34,743
Current assets		流動資產		
Inventories		存貨	1,853	617
Trade receivables	11	貿易應收款項	20,697	19,675
Prepayments, deposits and other receivables	11	預付款項、按金及其他應收款項	26,640	5,026
Income tax recoverable		可收回所得稅	763	886
Cash and bank balances		現金及銀行結餘	43,270	42,673
			93,223	68,877
Total assets		資產總值	338,254	103,620
EQUITY AND LIABILITIES		權益及負債		
Current liabilities		流動負債		
Trade payables	12	貿易應付款項	5,538	4,864
Other payables and accruals		其他應付款項及應計費用	6,234	3,316
Contract liabilities		合約負債	3,103	1,535
Income tax payable		應付所得稅	594	243
Loans and borrowings		貸款及借款	2,667	2,605
Lease liabilities		租賃負債	287	324
			18,423	12,887
Net current assets		流動資產淨值	74,800	55,990

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

As at 30 June 2024 於2024年6月30日

			30 June 2024 2024年 6月30日 RM'000 千令吉特 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 RM'000 千令吉特 (Audited) (經審核)
		Note 附註		
Non-current liabilities	非流動負債			
Loans and borrowings	貸款及借款		2,941	4,290
Lease liabilities	租賃負債		230	353
Deferred tax liabilities	遞延稅項負債		339	252
			3,510	4,895
Total liabilities	負債總額		21,933	17,782
Net assets	資產淨值		316,321	85,838
Capital and reserves attributable to equity holders of the Company	本公司股權持有人應佔之股本及儲備			
Share capital	股本	13	5,180	4,233
Reserves	儲備		306,594	76,989
			311,774	81,222
Non-controlling interest	非控股權益		4,547	4,616
Total equity	權益總額		316,321	85,838
Total equity and liabilities	權益及負債總額		338,254	103,620

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

Group 本集團	Attributable to the equity holders of the Company 本公司股權持有人應佔							Non- controlling interest 非控股權益	Total equity 權益總額
	Share capital 股本	Share premium 股份溢價	Merger reserve 合併儲備	Capital reserve 資本儲備	Exchange reserve 匯率儲備	Retained earnings 保留盈利	Total		
	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)		
At 1 January 2023	於2023年1月1日								
(Loss)/profit for the period	-	-	-	-	-	(4,318)	(4,318)	332	(3,986)
Other comprehensive income for the period:	期間其他全面收益：								
Exchange differences on translation of foreign operations	-	-	-	-	915	-	915	462	1,377
Total comprehensive income/(loss)	全面收入/(虧損)總額								
	-	-	-	-	915	(4,318)	(3,403)	794	(2,609)
At 30 June 2023	於2023年6月30日								
	4,233	47,227	4,800	92	2,078	22,728	81,158	4,092	85,250
Group 本集團	Attributable to the equity holders of the Company 本公司股權持有人應佔							Non- controlling interest 非控股權益	Total equity 權益總額
	Share capital 股本	Share premium 股份溢價	Merger reserve 合併儲備	Capital reserve 資本儲備	Exchange reserve 匯率儲備	Retained earnings 保留盈利	Total		
	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)	RM'000 千令吉特 (unaudited) (未經審核)		
At 1 January 2024	於2024年1月1日								
Profit/(loss) for the period	-	-	-	-	-	1,118	1,118	(97)	1,021
Other comprehensive (loss)/income for the period:	期間其他全面(虧損)/收益：								
Exchange differences on translation of foreign operations	-	-	-	-	(592)	-	(592)	28	(564)
Total comprehensive (loss)/income	全面(虧損)/收入總額								
	-	-	-	-	(592)	1,118	526	(69)	457
Issue of shares on acquisition of subsidiaries	947	229,079	-	-	-	-	230,026	-	230,026
At 30 June 2024	於2024年6月30日								
	5,180	276,306	4,800	92	1,481	23,915	311,774	4,547	316,321

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2024 2024年 RM'000 千令吉特 (Unaudited) (未經審核)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動所得現金流量		
Net cash flows generated from/(used in) operating activities	經營活動所得/(所用) 現金流量淨額	4,360	(9,310)
Cash flows from investing activities	投資活動所得現金流量		
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，扣除所收購現金	176	-
Purchases of property, plant and equipment	購買物業、廠房及設備	(2,313)	(335)
Purchase of intangible assets	購買無形資產	-	(2,305)
Interest received	已收利息	381	420
(Placement)/withdrawal of fixed deposits with a licensed bank with maturity of more than 3 months	(存置)/提取一間持牌銀行三個月以上到期的定期存款	(16,491)	2,065
Net cash flows used in investing activities	投資活動所用現金流量淨額	(18,247)	(155)
Cash flows from financing activities	融資活動所得現金流量		
Repayment of loans and borrowings	償還貸款及借款	(1,287)	(3,704)
Interest paid	已付利息	(159)	(201)
Repayment of lease liabilities	償還租賃負債	(160)	(167)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(1,606)	(4,072)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(15,493)	(13,537)
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	42,673	50,261
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(401)	1,207
Cash and cash equivalents at the end of the period	期末現金及現金等價物	26,779	37,931

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

For the six months ended 30 June 2024 截至2024年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2024 2024年 RM'000 千令吉特 (Unaudited) (未經審核)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審核)
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		現金及現金等價物結餘分析	
Cash and bank balances	現金及銀行結餘	26,779	11,942
Non-pledged time deposits with original maturity of either three months or less than three months when acquired	於取得時原到期日為三個月或少於三個月的無質押定期存款	-	25,989
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	簡明綜合現金流量表所示的現金及現金等價物	26,779	37,931
Non-pledged time deposits with original maturity of over three months when acquired	於取得時原到期日多於三個月的無質押定期存款	16,491	-
Cash and bank balances as stated in the condensed consolidated statement of financial position	簡明綜合財務狀況表所示的現金及銀行結餘	43,270	37,931

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

1. GENERAL INFORMATION

The Company is an exempted company with limited liability incorporated in the Cayman Islands. The registered office of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The headquarters and principal place of business of the Company is located at No. 1, Persiaran Sungai Buloh, Taman Industri Sungai Buloh, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia. The principal place of business of the Company in Hong Kong is located at Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.

The principal activity of the Company is investment holding. During the Reporting Period, the Company's principal subsidiaries were mainly engaged in (i) the provision of outsourced services, including the provision of outsourced document management services and related software applications and enterprise software solutions services in Malaysia as well as the provision of outsourced insurance risk analysis services and insurance marketing services in the PRC (which, for the purposes of this interim report only, excludes Hong Kong, Taiwan and the Macau Special Administrative Region of the PRC, unless otherwise specified), and (ii) the distribution and sales of medical equipment and pharmaceutical products in the PRC, and (iii) the provision of internet hospital and brick-and-mortar clinical services in the PRC.

There have been no significant changes in the nature of the principal activities of the Group during the Reporting Period.

1. 一般資料

本公司為一家於開曼群島註冊成立的獲豁免有限公司。本公司的註冊辦事處為 Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司的總辦事處及主要營業地點為 No. 1, Persiaran Sungai Buloh, Taman Industri Sungai Buloh, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia。本公司於香港的主要營業地點為香港銅鑼灣希慎道33號利園一期19樓1901室。

本公司的主要活動為投資控股。於報告期內，本公司的主要附屬公司主要從事(i)提供外判服務，其中包括於馬來西亞提供外判文件管理服務及相關軟件應用程序及企業軟件解決方案服務以及於中國（僅就本中期報告而言，除另有說明者外，不包括香港、台灣及中國澳門特別行政區）提供外判保險風險分析服務及保險營銷服務以及(ii)於中國分銷及銷售醫療設備及藥劑產品；及(iii)於中國提供互聯網醫院及實體門診服務。

於報告期內，本集團的主要業務性質並無重大變動。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

2.1 Basis of Preparation

The unaudited condensed consolidated interim financial information of the Group has been prepared in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and the applicable disclosure requirements of Appendix D2 to the Listing Rules.

The unaudited condensed consolidated interim financial information does not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2023.

The unaudited condensed consolidated interim financial information of the Group has been prepared in accordance with the same accounting policies adopted in the Group’s annual financial statements for the year ended 31 December 2023, except for the adoption of the revised IFRSs as disclosed in Note 2.2 below.

This unaudited condensed consolidated interim financial information is presented in Ringgit Malaysia (“RM”) and all values are rounded to the nearest thousand (“RM’000”) except where otherwise indicated. This unaudited condensed consolidated interim financial information has not been audited or reviewed by the Company’s external auditors, but has been reviewed by the audit committee of the Board (the “Audit Committee”).

2. 編製基準及會計政策變動

2.1 編製基準

本集團的未經審核簡明綜合中期財務資料乃根據由國際會計準則委員會（「國際會計準則委員會」）所頒佈的國際財務報告準則（「國際財務報告準則」）以及上市規則附錄D2的適用披露規定編製。

未經審核簡明綜合中期財務資料並無包括年度財務報表所需的全部資料及披露，並應與本集團截至2023年12月31日止年度的年度財務報表一併閱讀。

除按下文附註2.2所披露採納經修訂國際財務報告準則外，本集團的未經審核簡明綜合中期財務資料乃根據本集團截至2023年12月31日止年度的年度財務報表中所採納的相同會計政策編製。

除另有所指外，本未經審核簡明綜合中期財務資料以馬來西亞令吉特（「令吉特」）呈列，而所有金額均約整至最接近千位數（「千令吉特」）。本未經審核簡明綜合中期財務資料未經本公司外部核數師審核或審閱，惟其已由董事會審核委員會（「審核委員會」）審閱。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

2.2 Changes in Accounting Policies

In the accounting period beginning from 1 January 2024, the Group has adopted, for the first time, the following amendments to IFRSs:

Amendments to IFRS 16 Lease Liability in a Sale and Leaseback

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

Amendments to IAS 1 Non-current Liabilities with Covenants

Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements

These amendments have had no material effect on the Group's results and financial position for the current or prior periods. The Group has not applied any other new standards or interpretation that is not yet effective for the current accounting period.

2. 編製基準及會計政策變動 (續)

2.2 會計政策變動

於自2024年1月1日起開始的會計期間，本集團已首次採納下列國際財務報告準則之修訂本：

國際財務報告準則 售後租回中之
第16號 (修訂本) 租賃負債

國際會計準則 負債分類為
第1號 (修訂本) 流動或非流動

國際會計準則 具合約條款之
第1號 (修訂本) 非流動負債

國際會計準則 供應商融資
第7號及國際 安排
財務報告準則
第7號 (修訂本)

該等修訂對本集團於本期間或過往期間的業績及財務狀況並無重大影響。本集團尚未應用於本會計期間尚未生效的任何其他新訂準則或詮釋。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group has only one reportable operating segment, which is the provision of outsourced services. The Group is also involved in the distribution and sales of medical equipment and pharmaceutical products, and the provision of internet hospital and brick-and-mortar clinical services.

Since over 90% of the Group's revenue is generated by its provision of outsourced services, no operating segments have been aggregated to form the above reportable operating segment.

The Group's revenue from external customers was derived solely from its operations in Malaysia, Singapore and the PRC, and the non-current assets of the Group were mainly located in Malaysia and the PRC as at 30 June 2024 and 31 December 2023.

(a) Geographical information

3. 經營分部資料

就管理而言，本集團僅有一個可報告經營分部，即提供外判服務。本集團亦從事提供醫療設備及藥劑產品分銷及銷售以及提供互聯網醫院及實體門診服務。

由於本集團超過90%的收益來自提供外判服務，故並無合併經營分部以組成上述可報告經營分部。

本集團來自外部客戶的收益僅來自其於馬來西亞、新加坡及中國的業務，而於2024年6月30日及2023年12月31日，本集團的非流動資產主要位於馬來西亞及中國。

(a) 地域資料

		For the six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		RM'000	RM'000
		千令吉特	千令吉特
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Geographical markets	地域市場		
Malaysia	馬來西亞	34,446	39,776
Singapore	新加坡	1,413	1,169
PRC	中國	13,765	4,916
Total revenue from contracts with customers	來自與客戶訂立合約的總收益	49,624	45,861

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

3. OPERATING SEGMENT INFORMATION

(Continued)

(b) Non-current assets

		30 June	31 December
		2024	2023
		2024年	2023年
		6月30日	12月31日
		RM'000	RM'000
		千令吉特	千令吉特
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Malaysia	馬來西亞	31,759	33,952
PRC	中國	212,551	55
Total	總計	244,310	34,007

Non-current assets for this purpose consist of property, plant and equipment, right-of-use assets, prepayments, intangible assets, and goodwill but do not include deferred tax assets.

就此而言的非流動資產包括物業、廠房及設備、使用權資產、預付款項、無形資產及商譽但不包括遞延稅項資產。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

3. OPERATING SEGMENT INFORMATION

(Continued)

(c) Information about major customers

Revenue from top five customer groups of the Group for the respective Reporting Periods is set out below:

3. 經營分部資料 (續)

(c) 有關主要客戶的資料

於相關報告期間來自本集團五大客戶組別的收益載列如下：

		Representing % of total revenue 佔總收益的 百分比 (Unaudited) (未經審核)	Sales amount 銷售額 RM'000 千令吉特 (Unaudited) (未經審核)
For the six months ended 30 June 2024 截至2024年6月30日止六個月			
Bank Group A	銀行集團A	21.3%	10,573
Bank Group B	銀行集團B	15.1%	7,509
Insurance Group C	保險集團C	10.8%	5,349
Bank Group D	銀行集團D	7.8%	3,870
Insurance Group E	保險集團E	4.3%	2,148
Total	總計	59.3%	29,449
For the six months ended 30 June 2023 截至2023年6月30日止六個月			
Bank Group A	銀行集團A	24.7%	11,308
Bank Group B	銀行集團B	17.7%	8,099
Bank Group D	銀行集團D	11.9%	5,466
Insurance Group E	保險集團E	6.5%	2,996
Bank Group F	銀行集團F	5.2%	2,376
Total	總計	66.0%	30,245

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

4. REVENUE FROM CONTRACTS WITH CUSTOMERS

4.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

4. 來自與客戶訂立合約的收益

4.1 收益分類資料

下文載列本集團來自與客戶訂立合約的收益分類：

		For the six months ended 30 June 截至6月30日止六個月	
		2024 2024年 RM'000 千令吉特 (Unaudited) (未經審核)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審核)
Type of services	服務類型		
Outsourced services:	外判服務：		
– Document management	– 文件管理	32,247	38,293
– Insurance marketing	– 保險營銷	11,412	4,461
– Insurance risk analysis	– 保險風險分析	–	–
– Enterprise software solutions:	– 企業軟件解決方案：		
– Customised software	– 定製軟件	2,659	2,122
– Electronic document warehouse services	– 電子文件存儲服務	953	530
Others:	其他：		
– Distribution and sales of medical equipment	– 醫療設備分銷及銷售	–	455
– Sales of pharmaceutical products	– 銷售藥劑產品	2,240	–
– Internet hospital and brick-and-mortar clinical services	– 互聯網醫院及實體門診服務	113	–
Total revenue from contracts with customers	來自與客戶訂立合約的總收益	49,624	45,861
Timing of revenue recognition	收益確認的時間		
At a point in time	按時間點	46,012	43,209
Over time	按一段時間	3,612	2,652
Total revenue from contracts with customers	來自與客戶訂立合約的總收益	49,624	45,861

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未經審核簡明綜合中期財務資料附註

4. REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

4.2 Performance obligations

Information about the Group's performance obligations is summarised below:

Outsourced document management services

The performance obligation is satisfied at a point in time and payment is generally due upon completion of the service.

Outsourced insurance risk analysis services and insurance marketing services

The performance obligation is satisfied at a point in time and payment is generally due upon completion of the service.

Customised software

The performance obligation is satisfied over-time and payment is generally due upon achieving pre-agreed billing milestones.

Electronic document warehouse services

The performance obligation is satisfied over-time and payment is generally due in advance at the beginning of the service period.

Distribution and sales of medical equipment and pharmaceutical products

The performance obligation is satisfied upon acceptance of goods by the customers and payment is generally due in advance before delivery.

Internet hospital and brick-and-mortar clinical services

The performance obligation is satisfied at a point in time and payment is generally due upon completion of the service.

4. 來自與客戶訂立合約的收益 (續)

4.2 履約責任

有關本集團履約責任的資料概述如下：

外判文件管理服務

履約責任按時間點履行且一般於服務完成時付款。

外判保險風險分析服務及保險營銷服務

履約責任按時間點履行且一般應於服務完成時付款。

定製軟件

履約責任於一段時間內履行且一般於達致預先協定的賬款期時支付。

電子文件存儲服務

履約責任於一段時間內履行且一般於服務期開始前支付。

醫療設備及藥劑產品分銷及銷售

履約責任於客戶驗收貨物時履行且一般須於交付前提前付款。

互聯網醫院及實體門診服務

履約責任按時間點履行且一般應於服務完成時付款。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

5. OTHER INCOME AND GAINS

5. 其他收入及收益

		For the six months ended 30 June 截至6月30日止六個月	
		2024 2024年 RM'000 千令吉特 (Unaudited) (未經審核)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	381	420
Foreign exchange gain, net	匯兌收益淨額	31	58
Others	其他	2	5
		414	483

6. FINANCE COSTS

6. 融資成本

		For the six months ended 30 June 截至6月30日止六個月	
		2024 2024年 RM'000 千令吉特 (Unaudited) (未經審核)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審核)
Interest expenses on:	下列項目的利息開支：		
- Term loan	- 定期貸款	145	196
- Overdraft	- 透支	-	1
- Lease liabilities	- 租賃負債	14	4
Amortisation of transaction costs	交易成本攤銷	-	10
		159	211

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

7. PROFIT/(LOSS) BEFORE TAX

The following items have been included in arriving at profit/(loss) before tax:

7. 除稅前溢利／（虧損）

於計算除稅前溢利／（虧損）時已計入下列項目：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		RM'000	RM'000
		千令吉特	千令吉特
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Salaries and performance related bonuses	薪金及與表現相關的花紅	4,901	10,016
Pension scheme contributions	退休金計劃供款	695	598
Other employee benefits	其他僱員福利	10	13
Staff costs	員工成本	5,606	10,627
Depreciation of property, plant and equipment	物業、廠房及設備折舊	602	614
Depreciation of right-of-use assets	使用權資產折舊	209	80
Amortisation of intangible assets	無形資產攤銷	823	425
Allowance for expected credit losses on trade receivables	貿易應收款項預期信貸虧損撥備	167	199
Legal and other professional fees	法律及其他專業費用	1,093	2,455
Research and development expenses	研究及開發費用	1,203	258

8. INCOME TAX EXPENSE

8. 所得稅開支

		For the six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		RM'000	RM'000
		千令吉特	千令吉特
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current income tax:	即期所得稅：		
- Malaysia	— 馬來西亞	1,087	567
- PRC	— 中國	2	232
		1,089	799
Deferred tax charge	遞延稅項開支	102	324
Income tax expense	所得稅開支	1,191	1,123

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未經審核簡明綜合中期財務資料附註

9. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

10. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

Basic earnings/(loss) per share is calculated by dividing the Group's profit/(loss) for the period attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the six months ended 30 June 2024 and 2023.

The following reflects the profit/(loss) and share data used in the basic and diluted earnings/(loss) per share computations:

9. 中期股息

董事會不建議派付截至2024年6月30日止六個月的中期股息（截至2023年6月30日止六個月：無）。

10. 本公司股權持有人應佔每股盈利／（虧損）

每股基本盈利／（虧損）乃按本公司股權持有人應佔本集團期內溢利／（虧損）除以截至2024年及2023年6月30日止六個月已發行的普通股加權平均數計算。

下表反映每股基本及攤薄盈利／（虧損）計算所用之溢利／（虧損）及股份數據：

		For the six months ended 30 June 截至6月30日止六個月	
		2024 2024年 RM'000 千令吉特 (Unaudited) (未經審計)	2023 2023年 RM'000 千令吉特 (Unaudited) (未經審計)
Earnings/(loss) for the purpose of basic earnings/(loss) per share	用作計算每股基本盈利／（虧損）之盈利／（虧損）		
Earnings/(loss) for the period attributable to equity holders of the Company for the purposes of basic and diluted earnings/(loss) per share	計算每股基本及攤薄盈利／（虧損）時本公司股權持有人應佔期間盈利／（虧損）	1,118	(4,318)
		'000 千股 (Unaudited) (未經審計)	'000 千股 (Unaudited) (未經審計)
Number of shares	股份數目		
Weighted average number of shares for the purposes of basic and diluted earnings/(loss) per share	計算每股基本及攤薄盈利／（虧損）時加權平均股份數目	2,811,018	2,400,000

No adjustments have been made to the basic earnings/(loss) per share attributable to equity holders of the Company for the six months ended 30 June 2024 and 30 June 2023 to arrive at the diluted earnings/(loss) per share as the Group had no potentially dilutive shares in issue during these periods.

由於截至2024年6月30日及2023年6月30日止六個月本集團並無已發行潛在攤薄股份，故並無對該等期間的本公司股權持有人應佔每股基本盈利／（虧損）作出調整以達致每股攤薄盈利／（虧損）。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

11. TRADE AND OTHER RECEIVABLES

11. 貿易及其他應收款項

		30 June 2024 2024年 6月30日 RM'000 千令吉特 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 RM'000 千令吉特 (Audited) (經審核)
Trade receivables	貿易應收款項		
Third parties	第三方	21,365	20,176
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	(668)	(501)
Trade receivables, net	貿易應收款項淨額	20,697	19,675
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		
Deposits	按金	835	1,211
Sundry receivables (Note)	其他應收款項 (附註)	21,603	397
Prepayments	預付款項	4,165	3,381
Amounts due from related parties	應收關聯方款項	37	37
		26,640	5,026

Note: The sundry receivables as at 30 June 2024 mainly consist of an other receivable due from a third party as a result of the consolidation of the financial results of the subsidiaries following the Company's acquisition of 100% of the issued shares of Sun Join. Such receivable has been fully recovered by the Group as at the date of this interim report.

附註：於2024年6月30日的其他應收款項主要包括因本公司收購盛濟100%已發行股份後合併附屬公司財務業績而應向第三方收取的一項其他應收款項。於本中期報告日期，本集團已悉數收回該應收款項。

Trade receivables are non-interest bearing and are generally on 30 days (31 December 2023: 30 days) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

貿易應收款項不計息，期限通常為30天（2023年12月31日：30天）。其按原發票金額確認，有關金額代表其於初步確認時的公平值。

An ageing analysis of the trade receivables as at the end of the respective Reporting Periods, based on the invoice date and net of loss allowance, is as follows:

截至相關報告期末，按發票日期並扣除虧損撥備後的貿易應收款項的賬齡分析如下：

		30 June 2024 2024年 6月30日 RM'000 千令吉特 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 RM'000 千令吉特 (Audited) (經審核)
Within 1 month	1個月內	7,368	10,340
1 to 2 months	1至2個月	4,478	2,705
2 to 3 months	2至3個月	3,768	2,635
Over 3 months	3個月以上	5,083	3,995
		20,697	19,675

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未經審核簡明綜合中期財務資料附註

12. TRADE PAYABLES

12. 貿易應付款項

		30 June 2024 2024年 6月30日 RM'000 千令吉特 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 RM'000 千令吉特 (Audited) (經審核)
Trade payables	貿易應付款項		
Third parties	第三方	5,505	4,821
Amount due to a related party	應付一名關聯方款項	33	43
		5,538	4,864

An ageing analysis of the trade payables as at the end of the respective Reporting Periods, based on the invoice date, is as follows:

截至相關報告期末，貿易應付款項按發票日期的賬齡分析如下：

		30 June 2024 2024年 6月30日 RM'000 千令吉特 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 RM'000 千令吉特 (Audited) (經審核)
Within 1 month	1個月內	3,623	4,581
1 to 2 months	1至2個月內	1,307	283
2 to 3 months	2至3個月內	564	-
Over 3 months	3個月以上	44	-
		5,538	4,864

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13. SHARE CAPITAL

13. 股本

		Number of shares 股份數目 (‘000) (千股)	HK\$’000 千港元
Authorised:	法定：		
At 1 January 2023	於2023年1月1日	1,500,000	15,000
Share subdivision (Note (i))	股份拆細 (附註(i))	3,000,000	-
At 31 December 2023, 1 January 2024 and 30 June 2024	於2023年12月31日、2024年1月1日及 2024年6月30日	4,500,000	15,000

		Number of shares 股份數目 (‘000) (千股)	HK\$’000 千港元	RM’000 千令吉特
Issued and fully paid:	已發行及繳足：			
At 1 January 2023	於2023年1月1日	800,000	8,000	4,233
Share subdivision (Note (i))	股份拆細 (附註(i))	1,600,000	-	-
At 31 December 2023 and 1 January 2024	於2023年12月31日及 2024年1月1日	2,400,000	8,000	4,233
Acquisition of subsidiaries (Note (ii))	收購附屬公司 (附註(ii))	474,251	1,581	947
At 30 June 2024	於2024年6月30日	2,874,251	9,581	5,180

Notes:

- (i) Pursuant to a resolution passed by the shareholders of the Company at the extraordinary general meeting held on 9 June 2023, every one issued and unissued ordinary share of par value of HK\$0.01 each in the share capital of the Company was subdivided into three ordinary shares of par value of one third Hong Kong cent each. The share subdivision became effective on 13 June 2023.
- (ii) On 26 January 2024, the Group acquired the entire equity interest in Sun Join for the consideration which was satisfied by the issue of 474,251,497 shares of the Company of an issue price of HK\$1 per share. The issue of 474,251,497 shares of par value of one third Hong Kong cent each amounted to approximately HK\$1,580,838 had been accounted as share capital of the Company and the remaining balance had been accounted as part of the share premium of the Company.

附註：

- (i) 根據本公司股東於2023年6月9日舉行的股東特別大會上通過的決議案，本公司股本中每股面值0.01港元的每一股已發行及未發行普通股已拆細為三股每股面值三分之一港仙的普通股。股份拆細於2023年6月13日生效。
- (ii) 於2024年1月26日，本集團按發行價每股1港元發行474,251,497股本公司股份收購盛濟的全部股權以償付代價。發行474,251,497股每股面值約三分之一港仙之股份，金額為約1,580,838港元，已作為本公司股本列賬，而餘額已作為本公司股份溢價列賬。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

14. SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Sale and purchase of goods and services

In addition to the related party information disclosed elsewhere in the unaudited condensed consolidated interim financial information of the Group, the following significant transactions between the Group and its related parties took place at terms agreed between the parties during the respective Reporting Periods:

14. 重大關聯方交易

(a) 買賣商品及服務

除本集團的未經審核簡明綜合中期財務資料其他部分披露的關聯方資料外，本集團與其關聯方於各報告期按各方協定的條款進行下述重大交易：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		RM'000	RM'000
		千令吉特	千令吉特
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Purchase of consumables from a related company. Compugraphic Forms Sdn. Bhd. (Note (i))	向關聯公司Compugraphic Forms Sdn. Bhd.購買消耗品 (附註(i))	237	341
Rental payable to a director	應付一名董事的租金	-	28

Note:

(i) Compugraphic Forms Sdn. Bhd. is a related party of the Group as a director of the Company is a shareholder of Compugraphic Forms Sdn. Bhd..

附註：

(i) 由於本公司一名董事為Compugraphic Forms Sdn. Bhd.的股東，故其為本集團的關聯方。

NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

未經審核簡明綜合中期財務資料附註

14. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

(b) Compensation of key management personnel

The remuneration of the key management personnel of the Group for the six months ended 30 June 2024 and 30 June 2023 is as follows:

14. 重大關聯方交易 (續)

(b) 主要管理人員薪酬

截至2024年6月30日及2023年6月30日止六個月，本集團主要管理人員的酬金如下：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		RM'000	RM'000
		千令吉特	千令吉特
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Directors' fees	董事袍金	278	342
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	242	5,375
Pension scheme contributions	退休金計劃供款	34	253
		554	5,970

OTHER INFORMATION 其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES, EQUITY DERIVATIVES AND DEBENTURE OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at 30 June 2024, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares, equity derivatives and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (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, or (ii) which were required to be entered in the register to be maintained by the Company pursuant to section 352 of the SFO, or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules.

董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份、權益衍生工具及債權證中的權益或淡倉

於2024年6月30日，本公司董事或最高行政人員概無於本公司或其任何相聯法團（定義見香港證券及期貨條例（香港法例第571章）（「證券及期貨條例」）第XV部）的任何股份、相關股份、權益衍生工具或債權證中擁有或被視為擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉，或(ii)須記錄於本公司根據證券及期貨條例第352條存置的登記冊的權益或淡倉，或(iii)根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉。

OTHER INFORMATION 其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND EQUITY DERIVATIVES OF THE COMPANY

As at 30 June 2024, so far as was known to the Directors, the following persons (not being the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares, underlying Shares or equity derivatives 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 would be recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於本公司股份、相關股份及權益衍生工具中的權益及淡倉

於2024年6月30日，就董事所知，以下人士（並非本公司董事或最高行政人員）於本公司的股份、相關股份或權益衍生工具中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司作出披露或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉：

Name of substantial shareholder 主要股東名稱	Capacity/Nature of interests 身份／權益性質	Number of ordinary Shares held/interested in ⁽¹⁾ 持有／擁有權益的普通股數目 ⁽¹⁾	Approximate percentage of shareholding interest ⁽²⁾ 股權概約百分比 ⁽²⁾
Mr. Wang Yaxian 王亞顯先生	Beneficial owner 實益擁有人	522,000,000	18.16%
Mr. Wu Xianlong* 吳賢龍先生	Beneficial owner 實益擁有人	360,000,000	12.53%
Sun Join Capital Investment Limited	Beneficial owner 實益擁有人	284,550,898	9.90%
Ms. Zou Cheng ⁽³⁾ 鄒程女士 ⁽³⁾	Interest of corporation controlled 受控制法團權益	284,550,898	9.90%
Mr. Li Lianbin ⁽⁴⁾ 李連彬先生 ⁽⁴⁾	Interest of spouse 配偶權益	284,550,898	9.90%
Sun Join Venture Management Limited	Beneficial owner 實益擁有人	189,700,599	6.60%
Ms. Le Xian ⁽⁵⁾ 樂羨女士 ⁽⁵⁾	Interest of corporation controlled 受控制法團權益	189,700,599	6.60%
Mr. Wan Shifang 萬世方先生	Beneficial owner 實益擁有人	162,000,000	5.64%
Mr. Liao Hui* 廖輝先生	Beneficial owner 實益擁有人	153,468,000	5.34%

* For identification purpose only

* 僅供識別

OTHER INFORMATION

其他資料

Notes:

- (1) All the above Shares are held in long position.
- (2) The calculation is based on the total number of 2,874,251,497 Shares in issue as at 30 June 2024.
- (3) These Shares represent Shares held by Sun Join Capital Investment Limited which is wholly-owned by Ms. Zou Cheng, and Ms. Zou Cheng is deemed to be interested in the same pursuant to the SFO.
- (4) Mr. Li Lianbin is the spouse of Ms. Zou Cheng, and therefore is deemed to be interested in the Shares which Ms. Zou Cheng is interested in under the SFO.
- (5) These Shares represent Shares held by Sun Join Venture Management Limited which is wholly-owned by Ms. Le Xian, and Ms. Le Xian is deemed to be interested in the same pursuant to the SFO.

Save as disclosed above, so far as was known to the Directors, as at 30 June 2024, no person had any interests or short positions in the Shares, underlying Shares or equity derivatives 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 would be recorded in the register required to be kept under section 336 of the SFO.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code to the Listing Rules as its own code of conduct regarding Directors' securities transactions. The Company has made specific enquiries with all the Directors and all the Directors have confirmed that they have complied with the Model Code during the six months ended 30 June 2024.

The Company's relevant employees, who are likely to be in possession of inside information of the Company, have also been subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the Company's relevant employees was noted by the Company during the six months ended 30 June 2024.

CODE ON CORPORATE GOVERNANCE PRACTICES

Save for the deviation disclosed below, the Company had complied with all applicable Code Provisions set forth in the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the Listing Rules during the six months ended 30 June 2024.

附註：

- (1) 以上所有股份均以好倉持有。
- (2) 有關計算乃基於2024年6月30日合共有2,874,251,497股已發行股份作出。
- (3) 該等股份指Sun Join Capital Investment Limited (由鄒程女士全資擁有)所持有的股份，而根據證券及期貨條例鄒程女士被視為於該等股份中擁有權益。
- (4) 李連彬先生為鄒程女士的配偶，因此根據證券及期貨條例被視為於鄒程女士持有的股份中擁有權益。
- (5) 該等股份指Sun Join Venture Management Limited (由樂羨女士全資擁有)所持有的股份，而根據證券及期貨條例樂羨女士被視為於該等股份中擁有權益。

除上文所披露者外，據董事所知，於2024年6月30日，概無人士於股份、相關股份或權益衍生工具中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司作出披露或須記錄於根據證券及期貨條例第336條存置的登記冊的任何權益或淡倉。

董事進行證券交易的標準守則

本公司已採納上市規則所載的標準守則作為其董事進行證券交易的行為守則。本公司已對全體董事作出特別查詢，全體董事均確認，彼等於截至2024年6月30日止六個月均已遵守標準守則。

本公司可能持有本公司內幕消息的有關僱員亦須就證券交易遵守標準守則的規定。截至2024年6月30日止六個月，本公司並無發現本公司有關僱員違反標準守則的事件。

企業管治常規守則

除下述披露之偏離情況外，截至2024年6月30日止六個月，本公司已遵守上市規則附錄C1所載《企業管治守則》(「《企業管治守則》」)所載列的所有適用守則條文。

OTHER INFORMATION 其他資料

Under Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. During the Reporting Period, Mr. Ma Shengcong (“Mr. Ma”) has been holding the roles of the chairman of the Board and the chief executive officer of the Company. Mr. Ma has been primarily responsible for overseeing and monitoring the Group’s daily operations and participating in formulating and assessing the Company’s goals and objectives. Mr. Ma is also responsible for developing strategic business plans and exploring new business opportunities for the Company’s subsidiary in the PRC, which is principally engaged in the operation of outsourced insurance risk analysis services, insurance marketing services, and the distribution and sales of medical equipment business. Taking into account the significance of effective management and the implementation of our business strategies, the Directors (including the independent non-executive Directors) consider it is most suitable for Mr. Ma to hold both the positions of chairman of the Board and the chief executive officer of the Company, and the existing arrangements are beneficial and in the interests of the Company and its shareholders as a whole.

Under the leadership of Mr. Ma, the Board is and has been able to work effectively and perform its responsibilities with key and appropriate issues discussed in a timely manner. In addition, all major decisions are made in consultation with members of the Board and relevant Board committees, and there are three independent non-executive Directors on the Board offering independent perspectives. The Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Company.

To maintain a high standard of corporate governance practices of the Company, the Board will review the effectiveness of the structure and composition of the Board from time to time in light of prevailing circumstances, and continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The Company has established its Audit Committee with written terms of reference (revised and adopted by the Board on 1 January 2023) in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee consists of three independent non-executive Directors, namely Mr. Yang Junhui, Mr. Qian Jianguang and Mr. Xie Yaozu. Mr. Yang Junhui is currently the chairman of the Audit Committee.

根據《企業管治守則》守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。於報告期內，馬生聰先生（「馬先生」）一直兼任董事會主席及本公司行政總裁職務。馬先生一直主要負責監察及監管本集團的日常營運，並參與制訂及評估本公司的目標。馬先生亦負責為本公司中國附屬公司制訂策略業務計劃及探索新業務機遇，該附屬公司主要從事經營外判保險風險分析服務、保險營銷服務、醫療設備分銷及銷售業務。考慮到有效管理的重要性及業務策略的實施，董事（包括獨立非執行董事）認為，馬先生同時擔任董事會主席及本公司行政總裁職務最為合適，現有安排屬有利且符合本公司及其股東的整體利益。

在馬先生的領導下，董事會現在及過去一直能夠有效地工作並履行其職責，及時討論關鍵及適當問題。此外，所有重大決定均與董事會成員及相關董事會委員會協商，且董事會上有三名獨立非執行董事提供獨立的觀點。因此，董事會認為有足夠的保障措施，以確保董事會與本公司管理層之間的權力及權限足夠平衡。

為維持本公司高標準的企業管治常規，董事會將根據普遍情況不時檢討董事會結構及組成的有效性，並就本集團整體情況繼續檢討及考慮於適當時候將董事會主席與本公司行政總裁的角色分開。

審核委員會及審閱中期業績

本公司已成立審核委員會，其書面職權範圍（經董事會於2023年1月1日修訂及採納）符合上市規則第3.21條及《企業管治守則》的規定。審核委員會由三名獨立非執行董事（即楊軍輝先生、錢劍光先生及解耀祖先生）組成。楊軍輝先生目前擔任審核委員會主席。

OTHER INFORMATION 其他資料

The Audit Committee has considered and reviewed the accounting principles and policies adopted by the Group, the unaudited condensed consolidated interim financial information and the interim results announcement of the Company for the six months ended 30 June 2024 and this interim report. The Audit Committee is of the view that the interim results for the six months ended 30 June 2024 are in compliance with the relevant accounting standards, rules and regulations, and appropriate disclosures have been duly made.

The unaudited condensed consolidated interim financial information of the Company for the six months ended 30 June 2024 has not been audited or reviewed by the independent auditor of the Company.

CHANGES TO DIRECTORS' INFORMATION

The change in information of the Directors pursuant to Rule 13.51B(1) of the Listing Rules since the date of the Company's annual report 2023, up to the date of this interim report is set out below:

Mr. Xie Yaozu has been appointed as an independent non-executive Director, a member of the Audit Committee, the nomination committee of the Board (the "**Nomination Committee**") and the remuneration committee of the Board (the "**Remuneration Committee**") with effect from 25 April 2024; and

Dr. Zeng Jianhua has resigned as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 25 April 2024.

Save as disclosed herein, as at the date of this interim report, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DISCLOSURE OF INFORMATION

This interim report will be published on the websites of both the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.clinksquared.com>).

By Order of the Board
C-Link Squared Limited
Ma Shengcong

Chairman of the Board and Executive Director

Hong Kong, 30 August 2024

審核委員會已考慮及審閱本集團所採納之會計原則及政策，以及本公司截至2024年6月30日止六個月之未經審核簡明綜合中期財務資料及中期業績公告及本中期報告。審核委員會認為截至2024年6月30日止六個月的中期業績符合相關會計政策、規則及規例，並已正式作出合適的披露。

本公司截至2024年6月30日止六個月未經審核簡明綜合中期財務資料未經本公司獨立核數師審核或審閱。

董事資料變動

自本公司2023年年度報告日期起直至本中期報告日期為止，根據上市規則第13.51B(1)條規定，董事資料變動如下：

解耀祖先生已獲委任為獨立非執行董事、審核委員會、董事會提名委員會（「**提名委員會**」）及董事會薪酬委員會（「**薪酬委員會**」）成員，自2024年4月25日起生效；及

曾建華博士已辭任獨立非執行董事、審核委員會、薪酬委員會及提名委員會各自的成員，自2024年4月25日起生效。

除本中期報告披露者外，於本中期報告日期，董事確認概無任何資料須根據上市規則第13.51B(1)條予以披露。

資料披露

本中期報告將會刊載於聯交所網站 (<http://www.hkexnews.hk>)及本公司網站 (<http://www.clinksquared.com>)。

承董事會命
C-Link Squared Limited
董事會主席兼執行董事
馬生聰

香港，2024年8月30日

