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**Artini Holdings Limited**  
**雅天妮集團有限公司**

*(Incorporated in the Bermuda with limited liability)*

**(Stock Code: 789)**

**ANNOUNCEMENT OF UNAUDITED INTERIM RESULTS  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024**

The board (the “Board”) of directors (the “Directors”) of Artini Holdings Limited (the “Company”) hereby presents the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 September 2024 (the “Period”) together with the comparative figures for the corresponding period in 2023.

**RESULTS HIGHLIGHTS**

For the six months ended 30 September 2024, the Group’s total revenue was approximately HK\$54,164,000, representing an increase by approximately 131.6% as compared to total revenue of approximately HK\$23,387,000 for the six months ended 30 September 2023.

For the six months ended 30 September 2024, the Group’s gross profit was approximately HK\$11,482,000, representing an increase by approximately 137.7% as compared to gross profit of approximately HK\$4,830,000 for the six months ended 30 September 2023. The overall gross profit margin for the six months ended 30 September 2024 was approximately 21.2% which was comparable to the gross profit margin of 20.7% for the six months ended 30 September 2023.

For the six months ended 30 September 2024, the Group’s net profit was approximately HK\$1,071,000, as compared to a net loss of approximately HK\$4,147,000 for the six months ended 30 September 2023.

For the six months ended 30 September 2024, basic earnings per share attributable to the owners of the Company were approximately HK\$0.001.

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

*For the six months ended 30 September 2024*

		<b>For the six months ended</b>	
		<b>30 September</b>	
		<b>2024</b>	2023
		<b>(Unaudited)</b>	(Unaudited)
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Revenue</b>	3	<b>54,164</b>	23,387
Cost of sales		<u>(42,682)</u>	<u>(18,557)</u>
<b>Gross profit</b>		<b>11,482</b>	4,830
Other income	4	<b>444</b>	2
Other gains and losses, net	5	<b>8,136</b>	2,163
Selling and distribution expenses		<b>(9,880)</b>	(5,922)
Administrative expenses		<b>(8,821)</b>	(5,216)
Finance costs	6	<u>(211)</u>	<u>(4)</u>
<b>Profit/(loss) before income tax</b>	7	<b>1,150</b>	(4,147)
Income tax expense	8	<u>(79)</u>	<u>–</u>
<b>Profit/(loss) for the period</b>		<u><b>1,071</b></u>	<u>(4,147)</u>
<b>Other comprehensive expense for the period, net of income tax</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<u><b>1,509</b></u>	<u>(6,847)</u>
<b>Total comprehensive income/(expense) for the period</b>		<u><b>2,580</b></u>	<u>(10,994)</u>
<b>Profit/(loss) per share</b>			
Basic and diluted (HK\$)	10	<u><b>0.001</b></u>	<u>(0.004)</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 30 September 2024*

		As at 30 September 2024 (unaudited) <i>HK\$'000</i>	As at 31 March 2024 (audited) <i>HK\$'000</i>
	<i>Notes</i>		
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		2,713	139
Right-of-use assets		5,522	8,404
Intangible assets		25,169	25,167
Deferred tax assets		24	464
		<b>33,428</b>	34,174
<b>CURRENT ASSETS</b>			
Inventories		22,166	23,552
Trade receivables and other receivables	11	51,042	44,201
Cash and bank balances		27,153	48,282
		<b>100,361</b>	116,035
<b>CURRENT LIABILITIES</b>			
Trade and other payables	12	2,755	8,955
Contract liabilities		3,779	5,946
Lease liabilities		2,499	3,093
Amount due to a director		–	1,299
Amount due to immediate holding company		–	676
Income tax payable		5,659	10,782
		<b>14,692</b>	30,751
<b>NET CURRENT ASSETS</b>		<b>85,669</b>	85,284
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>119,097</b>	119,458
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		3,360	5,894
Deferred tax liabilities		27	434
		<b>3,387</b>	6,328
<b>NET ASSETS</b>		<b>115,710</b>	113,130
<b>CAPITAL AND RESERVES</b>			
Share capital	13	55,198	55,198
Reserves		60,512	57,932
<b>TOTAL EQUITY</b>		<b>115,710</b>	113,130

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1 BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix D2 to the Listing Rules on the Stock Exchange.

The condensed consolidated financial statements have been prepared on the historical cost basis.

The condensed consolidated financial statements have been presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company, and all values are rounded to the nearest thousand except when otherwise indicated.

## 2 PRINCIPAL ACCOUNTING POLICIES

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and an interpretation, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months period ended 30 September 2024 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2024.

### Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2024 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRSs in the current period has no material impact on the Group’s performance and financial positions for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

### 3 REVENUE AND SEGMENT INFORMATION

#### a. Revenue

Revenue represents the net amounts received and receivables that are derived from the sales of fashion accessories products and sales of skincare and health products during the six months ended 30 September 2024 and 30 September 2023.

#### b. Segment information

The Group's reportable and operating segments for the six months ended 30 September 2024 and 30 September 2023, based on the information reported to the Group's chief operating decision maker for the purpose of resources allocation and assessment of performance, are as follows:

Integrated Fashion Accessories Platform Business	Wholesale, retail and distribution of fashion accessories mainly through self-operated online platform and third-party sales online platforms.
Skincare and Health Product Sales Platform Business	Wholesale, retail and distribution of skincare and health products mainly through self-operated online platform.

The following is an analysis of the Group's revenue and results, assets and liabilities by reportable and operating segments:

	<b>Integrated Fashion Accessories Platform Business HK\$'000</b>	<b>Skincare and Health Product Sales Platform Business HK\$'000</b>	<b>Total HK\$'000</b>
Six months ended 30 September 2024 – unaudited			
<b>Revenue</b>			
Segment revenue – external sales	<u>42,799</u>	<u>11,365</u>	<u>54,164</u>
<b>Results</b>			
Segment results	<u>(2,126)</u>	<u>(517)</u>	<u>(2,643)</u>
Other unallocated gains and income			<b>8,305</b>
Unallocated expenses			<u>(4,512)</u>
<b>Profit before income tax</b>			<b><u>1,150</u></b>
<b>Segment assets</b>	<b>83,087</b>	<b>41,569</b>	<b>124,656</b>
<b>Segment liabilities</b>	<b><u>(7,224)</u></b>	<b><u>(4,687)</u></b>	<b><u>(11,911)</u></b>
Six months ended 30 September 2023 – unaudited			
<b>Revenue</b>			
Segment revenue – external sales	<u>23,387</u>	<u>–</u>	<u>23,387</u>
<b>Results</b>			
Segment results	<u>(236)</u>	<u>–</u>	<u>(236)</u>
Other unallocated gains and income			87
Unallocated expenses			<u>(3,998)</u>
<b>Loss before income tax</b>			<b><u>(4,147)</u></b>
<b>Segment assets</b>	<b>110,589</b>	<b>–</b>	<b>110,589</b>
<b>Segment liabilities</b>	<b><u>(9,324)</u></b>	<b><u>–</u></b>	<b><u>(9,324)</u></b>

For the purposes of monitoring segment performance and allocating resources between segments:

- Segment results represent the profit earned or loss incurred by each segment without allocation of items not related to the relevant segments.
- All assets are allocated to reportable and operating segments other than intangible assets, certain right-of-use assets, deferred tax assets, certain property, plant and equipment, certain other receivables, prepayments and deposits; and certain cash and bank balances.
- All liabilities are allocated to reportable and operating segments other than certain tax liabilities, accruals and lease liabilities.

#### 4 OTHER INCOME

	For the six months ended 30 September	
	2024 (unaudited) HK\$'000	2023 (unaudited) HK\$'000
Interest income	444	–
Others	–	2
	<u>444</u>	<u>2</u>

#### 5 OTHER GAINS AND LOSSES, NET

	For the six months ended 30 September	
	2024 (unaudited) HK\$'000	2023 (unaudited) HK\$'000
Sundry gains	64	87
Net exchange (loss)/gain	(255)	2,076
Impairment loss recognised in respect of trade receivables and contract assets	(767)	–
Impairment loss recognised in respect of other receivables	(17)	–
Gain upon the deregistration of a subsidiary	9,111	–
	<u>8,136</u>	<u>2,163</u>

## 6 FINANCE COSTS

	For the six months ended	
	30 September	
	2024	2023
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Interest on lease liabilities	211	4
	<u>211</u>	<u>4</u>

## 7 PROFIT/(LOSS) BEFORE INCOME TAX

Profit/(loss) before income tax has been arrived at after charging:

	For the six months ended	
	30 September	
	2024	2023
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Cost of inventories recognised as an expense	42,652	18,557
Depreciation of property, plant and equipment	116	104
Depreciation of right-of-use assets	1,557	80
Amortisation of intangible assets	3	–
	<u>44,328</u>	<u>18,741</u>

## 8 INCOME TAX EXPENSE

	For the six months ended	
	30 September	
	2024	2023
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
<b>Hong Kong Profits tax</b>		
– Current period	46	–
<b>Deferred tax</b>		
– Current period	33	–
	<u>79</u>	<u>–</u>
Income tax expense	<u>79</u>	<u>–</u>



According to the Inland Revenue (Amendment) Bill 2017 which was substantively enacted after passing its Third Reading in the Legislative Council on 28 March 2018, the two-tiered profits tax regime (the “Regime”) is first effective for the year of assessment 2018/19. Profits tax rate for the first HK\$2 million of assessable profits of corporations is lowered to 8.25% with the excess assessable profits continue to be taxed at 16.5%. The Hong Kong profits tax for the six months ended 30 September 2024 and 30 September 2023 is provided based on the Regime.

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 subsidiary is 25% for the six months ended 30 September 2024 and 30 September 2023.

## 9 DIVIDENDS

The Board does not declare interim dividends for the six months ended 30 September 2024 (2023: Nil).

## 10 PROFIT/(LOSS) PER SHARE

The calculation of basic earnings per share is based on the profit for the period of approximately HK\$1,071,000 (30 September 2023: loss of HK\$4,147,000) and the weighted average of approximately 1,103,968,000 (30 September 2023: 1,103,968,000) ordinary shares of the Company in issue during the period. The basic and diluted earnings per share for the six months ended 30 September 2024 and 30 September 2023 are the same as there were no potential dilutive shares.

## 11 TRADE RECEIVABLES AND OTHER RECEIVABLES

	As at 30 September 2024 (unaudited) HK\$'000	As at 31 March 2024 (audited) HK\$'000
Trade receivables ( <i>note (a)</i> )	38,794	43,004
Less: Allowances ( <i>note (b)</i> )	<u>(5,420)</u>	<u>(4,653)</u>
Trade receivables, net	<u>33,374</u>	<u>38,351</u>
Other receivables ( <i>note (c)</i> )	1,448	1,334
Less: Allowances	<u>(33)</u>	<u>(16)</u>
Other receivables, net	<u>1,415</u>	<u>1,318</u>
Trade deposits paid	9,970	2,448
Prepayments	4,237	2,084
Value-added tax receivables	<u>2,046</u>	<u>–</u>
	<u><b>51,042</b></u>	<u><b>44,201</b></u>

Notes:

Trade receivables comprise amounts receivable from the sales of goods. No interest is charged on the trade receivables.

**(a) Trade receivables**

The Group generally allows an average credit period of 30 to 90 days (31 March 2024: 30 to 90 days) to its customers. The ageing analysis of the Group's trade receivables presented (net of allowances) based on invoice date as at the end of the period/year, which approximated the respective revenue recognition dates, is as follows:

	<b>As at 30 September 2024 (unaudited) HK\$'000</b>	<b>As at 31 March 2024 (audited) HK\$'000</b>
0 – 30 days	5,022	441
31 – 60 days	4,572	1,615
61 – 90 days	2,433	6,110
91 – 180 days	10,126	18,209
181 – 365 days	11,221	7,568
Over 365 days	–	4,408
	<u>33,374</u>	<u>38,351</u>

Included in trade receivables are the following amounts denominated in a currency other than the functional currency of each individual group entity:

	<b>As at 30 September 2024 (unaudited) HK\$'000</b>	<b>As at 31 March 2024 (audited) HK\$'000</b>
Renminbi	12,027	313
United States Dollars	21,347	38,038
	<u>33,374</u>	<u>38,351</u>

- (b) Movements in loss allowance account in respect of trade receivables and contract assets during the period/year are as follows:

	<b>As at 30 September 2024 (unaudited) HK\$'000</b>	As at 31 March 2024 (audited) HK\$'000
As at 1 April	<b>4,653</b>	5,785
Impairment loss recognised/(reversed) during the period/year	<u>767</u>	<u>(1,132)</u>
As at period/year end	<u><b>5,420</b></u>	<u>4,653</u>

Other than the above allowances, the Group did not provide any allowances on the remaining past due receivables as, in the opinion of the Directors, there has not been a significant change in credit quality and the amounts are still considered recoverable based on the historical experience. The Group does not hold any collateral over these balances.

(c) **Other receivables**

Movements in loss allowance account in respect of other receivables during the period/year are as follows:

	<b>As at 30 September 2024 (unaudited) HK\$'000</b>	As at 31 March 2024 (audited) HK\$'000
As at 1 April	<b>16</b>	174
Impairment loss recognised/(reversed)	<u>17</u>	<u>(158)</u>
As at period/year end	<u><b>33</b></u>	<u>16</u>

Other than the above allowances, the Group did not provide any allowances on the remaining past due receivables as, in the opinion of the Directors, there has not been a significant change in credit quality and the amounts are still considered recoverable based on the historical experience. The Group does not hold any collateral over these balances.

Furthermore, in the opinion of the Directors, there has not been a significant change in credit quality of the Group's other receivables which are neither past due nor impaired and the amounts are still considered recoverable.

## 12 TRADE AND OTHER PAYABLES

	<b>As at 30 September 2024 (unaudited) HK\$'000</b>	<b>As at 31 March 2024 (audited) HK\$'000</b>
Trade payables	<b>1,296</b>	1,636
Other tax payables	<b>23</b>	3,138
Payrolls and staff cost payables	<b>1,332</b>	1,422
Other payables and accruals	<b>104</b>	2,759
	<b><u>2,755</u></b>	<b><u>8,955</u></b>

The Group's trade payables principally comprise amounts outstanding for trade purchases. Payment terms with suppliers are mainly on credit term of 30 to 90 days (31 March 2024: 30 to 90 days).

The ageing analysis of the Group's trade payables presented based on invoice date as at the end of the period/year is as follows:

	<b>As at 30 September 2024 (unaudited) HK\$'000</b>	<b>As at 31 March 2024 (audited) HK\$'000</b>
Within 3 months	<b>693</b>	1,627
More than 3 months less than 1 year	<b>603</b>	–
Over 1 year	<b>–</b>	9
	<b><u>1,296</u></b>	<b><u>1,636</u></b>

### 13 SHARE CAPITAL

	As at 30 September 2024		As at 31 March 2024	
	Number of shares '000	Amount HK\$'000	Number of shares '000	Amount HK\$'000
Ordinary shares of par value HK\$0.05 each				
<b>Authorised:</b>				
As at beginning and end of the period/year	<u>6,000,000</u>	<u>300,000</u>	6,000,000	300,000
<b>Issued and fully paid:</b>				
As at beginning and end of the period/year	<u>1,103,968</u>	<u>55,198</u>	1,103,968	55,198

### 14 MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

#### a. Balances with related parties

Saved as disclosed in these condensed consolidated financial statements, in the opinion of the Directors, the Group did not have any other significant balances with the related parties as at the end of the reporting period.

#### b. Key management personnel remuneration

During the six months ended 30 September 2024 and 30 September 2023, the Group had remuneration paid to the Directors and other members of key management of the Group as follows:

	For the six months ended 30 September	
	2024 (unaudited) HK\$'000	2023 (unaudited) HK\$'000
Short-term employee benefits	2,186	1,140
Post-employment benefits	<u>105</u>	<u>21</u>
	<u>2,291</u>	<u>1,161</u>

### 15 APPROVAL OF INTERIM FINANCIAL STATEMENTS

These condensed consolidated financial statements were approved by the Board on 28 November 2024.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

The Group is principally engaged in the fashion accessories business, and skincare and health products sales business during the Period.

The continuing high interest rate environment and geopolitical tensions had inevitably affected consumers' spending behaviour and sentiment, particularly in the luxury goods sector and fashion accessories industry throughout the Period. The global consumer goods industry continues to face severe challenges. The Group has always been committed to ensuring stable operation and has consistently taken steps to sustain progress. In the face of many challenges and intensified competition in the industry, the Group has been making headway and actively exploring opportunities to join the new development landscape. Despite the unfavorable factors encountered, the revenue of the Group recorded a significant increase of 131.6% to approximately HK\$54,164,000 for the Period. Gross profit for the Period amounted to approximately HK\$11,482,000, and profit for the Period amounted to approximately HK\$1,071,000.

### **FINANCIAL REVIEW**

#### **Revenue**

Revenue of the Group is mainly derived from (i) fashion accessories platform business, representing wholesale, retail and distribution of fashion accessories mainly through self-operated online platform and third-party sales online platforms, and (ii) skincare and health product sales platform business, representing wholesale, retail and distribution of skincare and health products mainly through self-operated online platform.

Revenue of the Group for the six months ended 30 September 2024 was approximately HK\$54,164,000 (six months ended 30 September 2023: approximately HK\$23,387,000), representing an increase by approximately 131.6% from that of the corresponding period of 2023.

The increase in the Group's revenue during the Period was due to (i) the increase in the sales of fashion accessories platform business from approximately HK\$23,387,000 for the six months ended 30 September 2023 to approximately HK\$42,799,000 for the the six months ended 30 September 2024; and (ii) sales of skincare and health product sales platform business amounted to approximately HK\$11,365,000 which was the additional income stream of the Group for the Period comparing to the corresponding period of 2023.

## **Gross profit**

The Group's gross profit for the Period was approximately HK\$11,482,000 (six months ended 30 September 2023: approximately HK\$4,830,000), representing an increase of approximately 137.7%. The Group's gross profit margin for the Period was approximately 21.2% which was comparable to the gross profit margin of 20.7% for the corresponding period of 2023.

## **Other gains and losses**

The Group's net other gains for the six months ended 30 September 2024 was approximately HK\$8,136,000 (six months ended 30 September 2023: approximately HK\$2,163,000). The fluctuation was mainly due to a one-off gain recognised upon the deregistration of a subsidiary amounted to approximately HK\$9,111,000. This was offset by the increase in impairment losses on trade receivables and other receivables of approximately HK\$784,000, as well as the recognition of a net exchange loss of approximately HK\$255,000 while there was net exchange gain of approximately HK\$2,076,000 for the six months ended 30 September 2023.

## **Selling and distribution expenses**

The Group's selling and distribution expenses for the Period was approximately HK\$9,880,000 (six months ended 30 September 2023: approximately HK\$5,922,000), representing an increase of approximately 66.8%. The increase in the Group's selling and distribution expenses during the Period was in line with the increasing trend of the revenue as more selling and distribution expenses were used in order to expand the market share of the Group.

## **Administrative expenses**

The Group's administrative expenses for the Period was approximately HK\$8,821,000 (six months ended 30 September 2023: approximately HK\$5,216,000), representing an increase of approximately 69.1%. The increase in the Group's administrative expenses was mainly attributable to the increase in staff cost and depreciation of right-of-use assets during the Period.

## **Profit for the Period**

As a result of the foregoing, the Group's profit for the Period was approximately HK\$1,071,000 (six months ended 30 September 2023: a loss of approximately HK\$4,147,000).

## PROSPECTS

Looking ahead to 2025, the Group expects that the prolonged high-interest rate and high inflation environment will continue to pose challenges to the consumer goods industry. Even if there are signs of recovery, we expect that consumers will remain cautious and tend to hold back on non-essential spending, and therefore, the recovery in global consumer demand will be gradual rather than sudden. The Group will follow through to review and reinforce its strengths, grasping the opportunities arising from the new era.

The Group is committed to promoting its brands and strategically developing its sales platforms and social media marketing online platforms. The Group will persist in maintaining and enhancing its brand image, strengthen the integration of online and offline channels, and improve market penetration and customer stickiness. To optimise its product portfolio, the Group will leverage relevant online channels and platforms to launch a wider range of fashion accessories and life fashion products as well as new skincare and health products and services. The Group will continue to launch new series of fashion accessories with precious metal and Chinese cultural elements as well as new skincare and health products and services to meet the needs of consumers in order to increase market share by exploiting new customers and new markets. The Group will also continue to upgrade its brands to accelerate the pace of socialised marketing, and to zero in on product innovation, skills development and new product launch.

The Group strictly follows the ‘Dual circulation’ economic development plan proposed in the National ‘14th Five-Year Plan’ and actively seizes the opportunities. It is expected that the trend of consumption upgrading in China will continue in the future, with consumers increasing their purchases of local high-end fashion accessories and life fashion products including skincare and health products. In this regard, the Group will further increase its investment in the PRC market and continue to expand its sales share in the PRC. Meanwhile, under the trend of rising demand for precious metals, the Group is making full use of the strengths of its brands to actively expand the market for precious metal products, with a view to promoting the overall development of its fashion accessories business.

In the face of the ever-changing market environment, the Group recognises that long-term success can only be ensured by a more prudent and effective allocation of capital and resources. The Group is actively exploring paths of development. The Group will actively promote the upgrade and construction of its online platform, and continue to push forward its digital transformation in order to enhance its operational efficiency and decision-making support capabilities, strengthening the Group’s overall competitiveness. The Group will actively optimise its industrial layout, strengthen its supply chain management and control, and further explore the possibilities of industrial chain development on the basis of fully utilising its own strengths, so as to realise the Group’s profitability and stability, and to focus on long-term and more sustainable business development. Meanwhile, the Group will persist in assessing the current business strategies and will seek for suitable business opportunities, so as to create and explore new profit engines. It will then bring more stable development to the Group and ensure the interest of the shareholders of the Company.



## **LIQUIDITY AND FINANCIAL RESOURCES**

During the Period, the Group generally financed its operations with internally generated resources and its own working capital. The Group's cash and cash equivalents as at 30 September 2024 in the amount of approximately HK\$27,153,000 (31 March 2024: approximately HK\$48,282,000) were principally denominated in Hong Kong Dollars and Renminbi and is placed with licensed banks as current deposits. As at 30 September 2024, the Group did not have any borrowings (31 March 2024: Nil). The Group monitors its capital structure on the basis of gearing ratio, which is calculated as total liabilities over total equity. The gearing ratio of the Group was approximately 15.6% as at 30 September 2024 (31 March 2024: approximately 32.8%).

## **DIVIDENDS**

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

## **CAPITAL STRUCTURE**

There has been no change in the capital structure of the Group during the Period. The capital of the Group only comprises ordinary shares.

## **FOREIGN EXCHANGE EXPOSURE**

The main business activities of the Group take place in the PRC and Hong Kong. Accordingly, the potential foreign exchange exposure of the Group is mainly attributable to fluctuations of the Renminbi. The Group has not used any forward contracts or hedging products to hedge its interest rate or exchange rate risks during the Period. The management will, nonetheless, continue to monitor foreign currency risks exposures and consider adopting prudent measures as appropriate.

## **CHARGES ON ASSETS**

As at 30 September 2024 and 31 March 2024, the Group did not have any charges on its assets.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS**

The Group currently does not have any firm intention or specific plans for material investments or capital assets.

## **SIGNIFICANT INVESTMENTS**

There was no significant investment held by the Group during the Period.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

The Group had no material acquisitions and disposals of subsidiaries, associates or joint ventures during the Period.

## **CONTINGENT LIABILITIES**

As at 30 September 2024 and 31 March 2024, the Group had no significant contingent liabilities.

## **EMPLOYEES AND EMOLUMENTS**

As at 30 September 2024, the Group had 32 employees. During the Period, the total staff cost including directors' emoluments amounted to approximately HK\$6,446,000. To enhance the expertise, product knowledge, marketing skills and overall operational management skills of its employees, the Group organised regular training and development courses for its employees, and provided them with a competitive remuneration package, including salary, allowance, insurance, commission and bonus. Meanwhile, in order to create a harmonious and family-like working atmosphere, the Group emphasises on communication with employees and continually developing paths for staff promotion. Share options would be granted to respective employees with outstanding performance and contributions to the Group.

## **DIRECTORS' REMUNERATION POLICY**

A directors' remuneration policy has been adopted. It aims to set out the Company's policy in respect of remuneration paid to executive Directors and non-executive Directors. The Directors' remuneration policy sets out the remuneration structure that allows the Company to attract, motivate and retain qualified Directors who can manage and lead the Company in achieving its strategic objective and contribute to the Company's performance and sustainable growth, and to provide Directors with a balanced and competitive remuneration. The remuneration policy is, therefore, aiming at being competitive but not excessive. To achieve this, remuneration package is determined with reference to a matrix of factors, including the individual performance, qualification and experience of Directors concerned and prevailing industry practice. It will be reviewed and, if necessary, updated from time to time to ensure its continued effectiveness.

During the Period, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

#### **EVENT AFTER THE PERIOD**

Save as disclosed in this announcement, no material events happened subsequent to the Period and up to the date of this announcement.

#### **USE OF PROCEEDS IN RELATION TO THE PLACING UNDER GENERAL MANDATE**

On 9 September 2024, the Company entered into the placing agreement (the “Placing Agreement”) with KGI Asia Limited (the “Placing Agent”), pursuant to which the Company has conditionally agreed to place, through the Placing Agent on a best effort basis, a maximum of 220,000,000 new ordinary Shares (the “Placing Share(s)”) at the placing price of HK\$0.270 per Placing Share (the “Placing”), to not less than six placees (the “Placees”) who and whose ultimate beneficial owner(s) are Independent Third Parties.

The Placing was completed on 4 October 2024. A total of 220,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the placing price of HK\$0.270 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The gross proceeds from the Placing and net proceeds from the Placing, after deduction of the placing commission and other related expenses, amounted to HK\$59.4 million and approximately HK\$58.9 million, respectively.

In view of the market conditions, the Directors are of the view that the Placing will enlarge the shareholder base and the capital base of the Company and to raise capital for the Group’s replenishment of working capital and future business developments. The Directors consider that the terms of the Placing Agreement are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

The below table sets out the use of net proceeds from Placing:

<b>Use of proceeds from Placing</b>	<b>Intended use of net proceeds from Placing (HK\$ million) (Approximate)</b>	<b>Percentage % (Approximate)</b>	<b>Utilised net proceeds from Placing for the Period (HK\$ million) (Approximate)</b>	<b>Unutilised net proceeds from Placing as at 30 September 2024 (HK\$ million) (Approximate)</b>	<b>Expected time period</b>
Operation and enhancement of fashion accessories business	15.80	26.80	–	15.80	December 2025
Conducting marketing activities	19.50	33.10	–	19.50	December 2025
Enhancement of online platform in relation to both fashion accessories business and skincare and health products sales business	12.00	20.40	–	12.00	December 2025
General working capital and general corporate purposes of the Group	11.60	19.70	–	11.60	December 2025
<b>Total</b>	<b>58.90</b>	<b>100.00</b>	<b>-</b>	<b>58.90</b>	

Details of the Placing has been set out in the announcements of the Company dated 9 September 2024 and 4 October 2024.

## **CORPORATE GOVERNANCE**

### **Corporate Governance Practice**

The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 of the Listing Rules. The Company has complied with all code provisions in the CG Code during the Period.

## **Model Code for Directors' 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 of the Listing Rules as its code of conduct for securities transactions by the Directors. The Company has made specific enquiries of all Directors and all Directors confirmed that they have complied with the required standards set out in the Model Code for the Period.

## **Audit Committee**

The audit committee of the Company (the “Audit Committee”) was established on 23 April 2008 with written terms of reference in compliance with the CG Code. The Audit Committee comprises three members, all being independent non-executive Directors, namely Mr. Yuen Wai Kin (Chairman), Ms. Ji Lingzi and Mr. Ma Sai Yam, who together have sufficient accounting and financial management expertise, legal and business experience to discharge their duties and none of them is a former partner of the external auditors of the Company. The Audit Committee has reviewed the unaudited condensed consolidated financial statement and the unaudited interim results of the Group for the Period.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities during the Period.

## **PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT**

This interim results announcement is published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and on the website of the Company at [www.artini.com.hk](http://www.artini.com.hk). The interim report for the Period will be dispatched to the shareholders of the Company and made available on the above websites in due course.

By order of the Board  
**Artini Holdings Limited**  
**Chen Long**  
*Chairman and executive Director*

Hong Kong, 28 November 2024

*As at the date of this announcement, the executive directors of the Company are Mr. Chen Long (Chairman) and Mr. Chen Shaojia; and the independent non-executive directors of the Company are Mr. Yuen Wai Kin, Ms. Ji Lingzi and Mr. Ma Sai Yam.*