



TREE HOLDINGS LIMITED

齊家控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

stock code 8395



2022/23 interim report  
中期業績報告

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

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*This report, for which the directors (the “**Directors**”) of TREE Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## FINANCIAL HIGHLIGHT

- The Group's revenue amounted to approximately HK\$42.8 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$5.7 million or 11.7% as compared with the six months ended 30 September 2021.
- The Group's net profit was approximately HK\$0.5 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$4.0 million or 88.9% as compared with the six months ended 30 September 2021.
- The Group's total comprehensive income was approximately HK\$0.5 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$4.1 million or 89.8% as compared with the six months ended 30 September 2021.
- The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2022.

## INTERIM RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries for the six months ended 30 September 2022 (the “**Relevant Period**”), which has been reviewed by the audit committee of the Company, together with the unaudited comparative figures for the corresponding period in 2021, as follows:

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the six months ended 30 September 2022

		<b>Six months ended 30 September</b>	
Notes	<b>2022 HK\$'000 (Unaudited)</b>	2021 HK\$'000 (Unaudited)	
<b>Revenue</b>	3	<b>42,833</b>	48,520
Cost of sales		<b>(14,625)</b>	(15,725)
<b>Gross Profit</b>		<b>28,208</b>	32,795
Other income	4	<b>3,628</b>	1,066
Selling and marketing expenses		<b>(18,013)</b>	(17,296)
Administrative expenses		<b>(12,473)</b>	(10,934)
Finance costs		<b>(330)</b>	(310)
<b>Profit before income tax</b>		<b>1,020</b>	5,321
Income tax expense	5	<b>(520)</b>	(806)
<b>Profit for the period attributable to equity holders of the Company</b>		<b>500</b>	4,515
<b>Other comprehensive income for the period</b>			
<i>Items that will be reclassified subsequently to profit or loss</i>			
Exchange (loss)/gain on translation of financial statements of foreign operations		<b>(34)</b>	70
<b>Total comprehensive income for the period attributable to equity holders of the Company</b>		<b>466</b>	4,585
<b>Earnings per share attributable to equity holders of the Company</b> (expressed in HK cents per share)			
— Basic and diluted	6	<b>0.03</b>	0.29

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

As at 30 September 2022

	Notes	30 September 2022 HK\$'000 (Unaudited)	31 March 2022 HK\$'000 (Audited)
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment		8,764	14,123
Intangible assets		142	173
Goodwill		23,426	23,426
Prepayment for acquisition of property, plant and equipment		150	150
Cash surrender value of life insurance		1,954	1,913
Deferred tax assets		466	466
		<b>34,902</b>	40,251
<b>Current assets</b>			
Inventories		15,857	10,349
Trade and other receivables	8	38,284	41,899
Tax recoverable		1,823	282
Bank balances and cash		16,128	22,185
		<b>72,092</b>	74,715
<b>Current liabilities</b>			
Trade and other payables	9	15,169	23,137
Contract liabilities		7,262	8,211
Bank borrowings		9,317	6,493
Lease liabilities/Finance lease liabilities		3,824	8,905
Tax payable		520	—
Dividend payable		2,287	—
		<b>38,379</b>	46,746
<b>Net current assets</b>		<b>33,713</b>	27,969
<b>Total assets less current liabilities</b>		<b>68,615</b>	68,220

	<b>30 September 2022 HK\$'000 (Unaudited)</b>	31 March 2022 HK\$'000 (Audited)
<i>Notes</i>		
<b>Non-current liabilities</b>		
Lease liabilities/Finance lease liabilities	<b>5,469</b>	5,540
	<b>5,469</b>	5,540
<b>Net assets</b>	<b>63,146</b>	62,680
<b>EQUITY</b>		
Share capital	<b>15,840</b>	15,840
Reserves	<b>47,306</b>	46,840
<b>Total equity</b>	<b>63,146</b>	62,680

The above unaudited consolidated statement of financial position should be read in conjunction with the accompanying notes.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the six months ended 30 September 2022

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Exchange reserve HK\$'000	Accumulated profits HK\$'000	Total equity HK\$'000
<b>Balance as at 1 April 2022 (audited)</b>	15,840	31,564	5,474	18	9,784	62,680
Profit for the period	–	–	–	–	500	500
Other comprehensive income						
– Exchange loss on translation of financial statements of foreign operations	–	–	–	(34)	–	(34)
<b>Balance as at 30 September 2022 (unaudited)</b>	15,840	31,564	5,474	(16)	10,284	63,146
<b>Balance as at 1 April 2021 (audited)</b>	15,840	31,564	5,474	291	17,226	70,395
Profit for the period	–	–	–	–	4,515	4,515
Other comprehensive income						
– Exchange gain on translation of financial statements of foreign operations	–	–	–	70	–	70
Dividend paid	–	–	–	–	(12,672)	(12,672)
<b>Balance as at 30 September 2021 (unaudited)</b>	15,840	31,564	5,474	361	9,069	62,308

## CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the six months ended 30 September 2022

	<b>Six months ended 30 September</b>	
	<b>2022 HK\$'000 (Unaudited)</b>	2021 HK\$'000 (Unaudited)
Net cash (used in)/from operating activities	<b>(6,094)</b>	16,696
Net cash (used in) investing activities	<b>(77)</b>	(450)
Net cash from/(used in) financing activities	<b>114</b>	(19,530)
Net decrease in cash and cash equivalents	<b>(6,057)</b>	(3,284)
Cash and cash equivalents as at 1 April	<b>22,185</b>	29,140
Cash and cash equivalents as at 30 September	<b>16,128</b>	25,856
<b>Analysis of the balances of cash and cash equivalents</b>		
Bank balances and cash	<b>16,128</b>	25,856

The above unaudited consolidated statement of cash flows should be read in conjunction with the accompanying notes.



# NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

Tree Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands. The address of the Company’s registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is 28/F., Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong.

The Company is an investment holding company and its subsidiaries (collectively, the “**Group**”) are principally engaged in the sale and distribution of furniture and home accessories, distribution and licensing of intellectual property rights, the provision of styling, consulting and furniture agency services and the operation of a café.

The Directors consider the immediate and ultimate holding company of the Company to be Tiptop Honour Limited (“**Tiptop**”), a company incorporated in Samoa.

The Company’s shares were listed on GEM of The Stock Exchange of Hong Kong Limited on 25 January 2018 (the “**Listing**”).

## 2. REORGANISATION AND BASIS OF PREPARATION

Pursuant to a group reorganisation (the “**Reorganisation**”) of the Company in connection with the listing of its shares on GEM of the Stock Exchange, the Company became the holding company of the companies now comprising the Group on 29 July 2016. Details of the Reorganisation are set out in the paragraph headed “Reorganisation” in the section headed “History, Development and Reorganisation” in the Company’s prospectus dated 12 January 2018.

Prior to the Reorganisation, TREE Limited, the Group’s sole operating subsidiary, was wholly owned and controlled by Tiptop. The Group is under the common control of the Tiptop prior to and after the Reorganisation. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity.

The unaudited consolidated financial statements have been prepared as if the Company had always been the holding company of the Group. The unaudited consolidated statement of comprehensive income and consolidated statement of changes in equity of the Group For the six months ended 30 September 2022 include the results of operations of the companies now comprising the Group as if the current group structure had been in existence and remained unchanged throughout the periods, or since their respective dates of incorporation or acquisition when there is a shorter period.

These unaudited consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the accounting principles generally accepted in Hong Kong.

The unaudited consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

The significant accounting policies that have been used in the preparation of these unaudited consolidated financial statements have been consistently applied to all the periods presented, unless otherwise stated.

The unaudited consolidated financial statements have been prepared on the historical cost basis, except for cash surrender value of life insurance which are carried at fair value. The unaudited consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousands (“HK\$’000”), except when otherwise indicated.

HKICPA has issued a number of new and amended HKFRSs and interpretations that are first effective or available for early adoption for the Relevant Period. There have been no significant changes to the accounting policies applied in these financial statements for the Relevant Period presented as a result of these developments.

The preparation of the unaudited consolidated financial statements of the Group for the Relevant Period is in conformity with the HKFRSs requirements in the use of certain critical accounting estimates. The HKFRSs also require the management to exercise their judgements in the process of applying the Group’s accounting policies.

The unaudited consolidated financial statements for the Relevant Period have not been audited by the Company’s independent auditor but have been reviewed by the Company’s audit committee.

### 3. REVENUE

An analysis of the Group’s revenue is as follows:

	<b>Six months ended 30 September</b>	
	<b>2022 HK\$’000 (Unaudited)</b>	2021 HK\$’000 (Unaudited)
<b>Revenue from contracts with customers</b>		
Sale of furniture and home accessories	<b>37,273</b>	39,753
Distribution and license fee income	—	800
Food and beverage income	<b>1,783</b>	2,081
Commission income	<b>3,687</b>	5,886
	<b>42,743</b>	48,520
<b>Revenue from other sources</b>		
Rental income	<b>90</b>	—
	<b>42,833</b>	48,520

#### 4. OTHER INCOME

	Six months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Exchange gain	—	826
Bank interest income	1	137
Government grant	1,551	68
Sundry income	—	35
Interest income from loans receivables	2,076	—
Total	3,628	1,066

#### 5. INCOME TAX EXPENSE

	Six months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Hong Kong	520	806

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following days.

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

For the Relevant Period, Hong Kong Profit Tax is calculated in accordance with the two-tiered profits tax rates regime for the qualifying corporation and the remaining corporations are calculated at a flat rate of 16.5%.

## 6. BASIC EARNINGS PER SHARE

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

	Six months ended 30 September	
	2022 (Unaudited)	2021 (Unaudited)
Profit for the period attributable to equity holders of the Company (HK\$'000)	500	4,515
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (thousands)	1,584,000	1,584,000
Basic earnings per share (expressed in HK cents per share)	0.03	0.29

Diluted earnings per share equals the basic earnings per share as there were no dilutive potential ordinary shares in existence during the six months ended 30 September 2022 and 30 September 2021.

## 7. DIVIDEND

The Board does not recommend the payment of an interim dividend for the Relevant Period (2021: nil).

## 8. TRADE AND OTHER RECEIVABLES

	Notes	As at 30 September 2022 (Unaudited) HK\$'000	As at 31 March 2022 (Audited) HK\$'000
<b>Trade receivables</b>			
From third parties		20,161	32,845
Less: ECL allowance		—	(490)
Trade receivables, net	(a)	<b>20,161</b>	32,355
<b>Loans receivables</b>			
From third parties		9,089	1,050
Less: ECL allowance		—	—
Loans receivables, net		<b>9,089</b>	1,050
<b>Other receivables</b>			
Deposits, prepayments and other receivables		7,144	5,937
Prepayment to suppliers		1,872	2,689
Amount due from a related company		18	18
	(b)	<b>9,034</b>	8,644
		<b>38,284</b>	42,049
<b>Less</b>			
Non-current portion — Prepayments for acquisition of property, plant and equipment		—	(150)
<b>Current portion</b>		<b>38,284</b>	41,899

The Directors considered that the fair value of trade and other receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

**(a) Trade receivables**

Majority of the Group's sale of furniture and home accessories to its customers are settled by cash, credit cards, or by other forms of electronic payments (such as EPS). There were no credit term granted to the customers and distributors, but the Group allows credit period of 2 to 7 days to the payment vendors and up to 120 days to customers of furniture agency service. The Group seeks to maintain strict control over its outstanding trade receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management.

The ageing analysis based on recognition date of the trade receivables is as follows:

	<b>As at 30 September 2022 (Unaudited) HK\$'000</b>	As at 31 March 2022 (Audited) HK\$'000
0-30 days	3,477	8,053
31-90 days	3,551	6,029
91-180 days	13,133	17,577
181-365 days	—	696
	<b>20,161</b>	32,355

**(b) Loans receivables**

A maturity profile of the loans receivables as at 30 September 2022, based on the maturity date, net of ECL allowance, is as follows:

	<b>As at 30 September 2022 (Unaudited) HK\$'000</b>	As at 31 March 2022 (Audited) HK\$'000
Within 1 year	7,532	1,050
Over 1 year	1,557	—
	<b>9,089</b>	1,050

The Group's loans receivables were unsecured, interest bearing at 36% to 48% per annum and denominated in HK\$.

**(c) Other receivables**

As at 30 September 2022, none of the amounts included in other receivables were either past due or impaired (31 March 2022: nil).

## 9. TRADE AND OTHER PAYABLES

	Notes	As at 30 September 2022 (Unaudited) HK\$'000	As at 31 March 2022 (Audited) HK\$'000
<b>Trade payables</b>			
To third parties	(a)	7,947	7,714
<b>Other payables</b>			
Accrued charges and other payables		2,868	5,018
Amount due to a related party		50	101
Contingent consideration payable		4,304	10,304
		<b>7,222</b>	15,423
		<b>15,169</b>	23,137

All amounts are short-term and hence the carrying values of the Group's trade and other payables as at 30 September 2022 and 31 March 2022 were considered to be a reasonable approximation of their fair values.

### (a) Trade payables

There were no credit periods granted by the suppliers of the Group. The ageing analysis of trade payables based on invoice date is as follows:

	As at 30 September 2022 (Unaudited) HK\$'000	As at 31 March 2022 (Audited) HK\$'000
0–30 days	3,080	5,922
31–90 days	3,123	1,616
Over 90 days	1,744	176
	<b>7,947</b>	7,714

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

### Revenue

The Group's revenue decreased from approximately HK\$48.5 million for the six months ended 30 September 2021 to approximately HK\$42.8 million for the Relevant Period, representing a loss of approximately 11.7%. The decrease was mainly due to the decrease in sale of furniture and home accessories via Shanghai Italive International Co., Ltd ("**Shanghai Italive**") and the decrease in commission income from furniture agency services.

### Cost of sales

The Group's cost of sales decreased from approximately HK\$15.7 million for the six months ended 30 September 2021 to approximately HK\$14.6 million for the Relevant Period, representing a decrease of approximately 7.0%. The negative change was predominately due to the decrease in the sale of furniture and accessories from Shanghai Italive.

### Gross profit and gross profit margin

The Group's gross profit decreased by approximately 14.0% from approximately HK\$32.8 million for the six months ended 30 September 2021 to approximately HK\$28.2 million for the Relevant Period. The gross profit margin dropped from 67.6% for the six months ended 30 September 2021 to 65.9% for the Relevant Period.

### Other Income

The Group's other income increased by approximately 240.3% to approximately HK\$3.6 million for the Relevant Period from approximately HK\$1.1 million for the six months ended 30 September 2021. The increase was due to the increase in interest income from loans receivables of approximately HK\$2.1 million and the one-off government subsidies of approximately HK\$1.6 million.



## **Selling and marketing expenses**

The Group's selling and marketing expenses mainly comprised of (i) depreciation of right-of-use assets; (ii) staff costs attributable to the salary of our staff engaged in selling and marketing activities; (iii) marketing expenses; (iv) payment gateway charges attributable to fees for our payment channels such as credit cards or EPS; and (v) electricity and water expenses.

The Group's selling and marketing expenses increased by approximately 4.1% from approximately HK\$17.3 million for the six months ended 30 September 2021 to approximately HK\$18.0 million for the Relevant Period. The increase was primarily due to the increase in staff salaries.

## **Administrative expenses**

The Group's administrative expenses mainly comprised of (i) staff costs for our administrative staff and Directors' emoluments; (ii) professional fees which included legal fees, consultancy fees and auditor's remuneration; (iii) travel expenses; (iv) office expenses; (v) depreciation of our property, plant and equipment, and amortisation of our intangible assets; (vi) repairs and maintenance for our trucks and retail stores; (vii) insurance expenses which included business insurance, vehicle insurance and medical insurance; (viii) recruitment expenses which included fees to the recruitment agents and advertisements on websites; (ix) bank charges; (x) handling fee; and (xi) others which included motor vehicle expenses, net foreign exchange losses and entertainment expenses.

The Group's administrative expenses increased by approximately 14.1% from approximately HK\$11.0 million for the six months ended 30 September 2021 to approximately HK\$12.5 million for the Relevant Period. The increase was primarily attributable to the increase of exchange loss and the office expenses.

## **Income tax expense**

The Group's Income tax expense decreased from approximately HK\$0.8 million for the six months ended 30 September 2021 to approximately HK\$0.5 million for the Relevant Period.

## **Profit for the period**

The Group recorded a decrease in profit by approximately 88.9% from approximately HK\$4.5 million for the six months ended 30 September 2021 to approximately HK\$0.5 million for the Relevant Period.

## BUSINESS REVIEW AND OUTLOOK

Headquartered in Hong Kong, we engage in (i) the sale, distribution and rental of furniture and home accessories which is operating under the brand name “TREE”; (ii) the distribution and licensing of our intellectual property rights of “TREE”; (iii) the operation of TREE Café in our flagship store in Ap Lei Chau (the “**Flagship Store**”); (iv) the provision of home accessories agency services; (v) the provision of styling and consulting services; and (vi) the provision of consumer loan services.

As at the date of this report, we operated two “TREE” retail stores in Hong Kong namely, our Flagship Store and our Sha Tin store. We have commenced online sales since May 2019. We offer a variety of (a) furniture including tables, chairs, storage solutions, sofas and beds; and (b) home accessories including kitchenware, bed and bathroom related products, jars, cushions, mattresses, utensils and baskets.

In addition, we acquired Hong Kong Italiving International Co., Ltd (“**Italiving**”) in December 2018, which is principally engaged in the provision of furniture agency service in Hong Kong. Furthermore, a subsidiary, Shanghai Italiving, was incorporated in July 2019, which is principally engaged in the sale and distribution of furniture, and the provision of styling and consulting services in the People’s Republic of China (the “**PRC**”). In January 2022, we acquired Super Easy Finance Limited (“**Super Easy**”), which is principally engaged in the provision of consumer loan services.

The table below sets forth a breakdown of our revenue For the six months ended 30 September 2022 and 2021:

	<b>Six months ended 30 September</b>	
	<b>2022</b>	2021
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
<b>Revenue from contracts with customers</b>		
Sale of furniture and home accessories	<b>37,273</b>	39,753
Distribution and license fee income	—	800
Food and beverage income	<b>1,783</b>	2,081
Commission income	<b>3,687</b>	5,886
	<b>42,743</b>	48,520
<b>Revenue from other sources</b>		
Rental income	<b>90</b>	—
Total	<b>42,833</b>	48,520

For the Relevant Period, our revenue amounted to approximately HK\$42.8 million, representing a decrease of approximately HK\$5.7 million or 11.7% from approximately HK\$48.5 million for the six months ended 30 September 2021. Such decrease was mainly attributable to the decrease in sale of furniture and home accessories via Shanghai Italiving and the decrease in commission income from the furniture agency services.

## Sale of furniture and home accessories

TREE primarily sells its products to (i) retail customers who visited our retail stores; and (ii) customers who placed orders via our online platform being the direct sales in Hong Kong. And during the period, Shanghai Italive generate sales of luxury Italian furniture to its customers in the PRC. The following table sets forth a breakdown of our sale of furniture and home accessories For the six months ended 30 September 2022 and 2021, respectively.

	Six months ended 30 September			
	2022		2021	
	Revenue HK\$'000	% of total revenue from sale of furniture and home accessories %	Revenue HK\$'000	% of total revenue from sale of furniture and home accessories %
<b>Direct sales in Hong Kong</b>				
Retail stores <sup>(1)</sup>	34,844	93.5	34,323	86.3
Online sales and non-retail sales	1,861	5.0	1,998	5.0
<b>Sub-total</b>	<b>36,705</b>	<b>98.5</b>	36,321	91.3
<b>Distribution sales Sales via Shanghai Italive</b>	568	1.5	631	1.6
	—	—	2,801	7.1
<b>Total</b>	<b>37,273</b>	<b>100.0</b>	39,753	100.0

Notes:

(1) Our retail stores include our Flagship and Sha Tin store.

For the Relevant Period, revenue generated from the direct sales amounted to approximately HK\$36.7 million, representing a slight increase of approximately HK\$0.4 million or 1.1% from approximately HK\$36.3 million for the six months ended 30 September 2021. Such increase was primarily attributable to the increase of direct sales from retail stores in Hong Kong; and partially offset by the decrease in online sales and non-retail sales for the Relevant Period as compared to the six months ended 30 September 2021.

For the Relevant Period, revenue generated from the distribution sales amounted to approximately HK\$0.6 million, which remain relatively unchanged when compared to the six months ended 30 September 2021.

For the Relevant Period, there was no revenue generated from Shanghai Italiving for the sale of luxury Italian furniture to its PRC customers (six months ended 30 September 2021: approximately HK\$2.8 million).

### **Distribution and license fee income**

We entered into distribution agreements with our PRC distributor, and we were entitled to receive annual non-refundable fees of HK\$0.8 million and HK\$2.4 million from our PRC distributor for the distribution of our products in Hainan province and Beijing, the PRC, respectively.

The distribution agreement expired in June 2021 and was not extended. The Group did not have any distribution and license fee income for the Relevant Period (six months ended 30 September 2021: HK\$0.8 million).

### **Food and beverage income**

The Group's food and beverage income generated from operating TREE Café in our Flagship Store decreased from approximately HK\$2.1 million for the six months ended 30 September 2021 to approximately HK\$1.8 million for the Relevant Period.

## **Commission income**

The Group's commission income comprised of income generated from (i) the furniture agency service by Italiveing, and (ii) the sales of consignment goods. It decreased from approximately HK\$5.9 million for the six months ended 30 September 2021 to approximately HK\$3.7 million for the Relevant Period.

## **Rental income**

The Group's rental income comprised income generated from the provision of furniture rental services. The increase of approximately HK\$0.1 million was mainly due to the new services during the Relevant Period.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Group achieved the CarbonCare label for TREE Holdings Limited and TREE Limited. This label was launched to recognise the sustainability efforts made by businesses and organisations. The Group also enhanced its sustainability efforts by increasing tree planting (almost 100,000 trees have been planted to date) through its Indonesia partner.

## **PROSPECTS**

The forthcoming financial year will continue to be challenging as retail market conditions remain competitive and consumer confidence impacted by the ongoing COVID-19 pandemic. These factors will continue to impact our performance adversely for the forthcoming year. We will continue to focus on running our two TREE retail stores and also our e-commerce platform in Hong Kong. We will continue to consolidate and invest to build on our existing revenue streams while identifying new opportunities.

## DISCLOSURE OF INTERESTS

### Interests and short positions of the Company's Directors and chief executives in the Company's Shares, underlying shares and debentures and the Company's associated corporations

As at 30 September 2022, the interests or short positions of the Company's Directors in the Company's Shares, underlying shares or debentures which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO") (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the "required standard of dealings" as contained in Chapter 5 of the GEM Listing Rules, were as follows:

#### i. Long position in the Company's Shares

Name of Director	Nature of interest	Number of shares held (Note 1)	Percentage of shareholding
Mr. TONG Tang Joseph ("Mr. Tong")	Interest in a controlled corporation (Note 2)	745,860,000 (L)	47.09%
	Beneficial owner	61,900,000 (L)	3.91%
Ms. Mary Kathleen BABINGTON ("Ms. Babington")	Interest in a controlled corporation (Note 3)	59,400,000 (L)	3.75%
Mr. BIAN Dahai ("Mr. Bian")	Beneficial owner	8,000,000 (L)	0.51%

*Notes:*

1. The letter “L” denotes a person’s “long position” (as defined under Part XV of the SFO) in such shares.
2. The Company is owned as to 47.09% by Tiptop. Tiptop is wholly-owned by Mr. Tong.
3. The Company is owned as to 3.75% by Rothley Investment Limited (“**Rothley**”). Rothley is wholly-owned by Ms. Babington. Under the SFO, Ms. Babington is deemed to be interested in the same number of shares held by Rothley.

Saved as disclosed above, As at 30 September 2022, none of the Company’s Directors and chief executives and their respective associates had or are deemed to have any interest or short positions in the Company’s shares, underlying shares or debentures or the Company’s associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register as referred to herein, or which were required to be notified to the Company and the Stock Exchange pursuant to the “required standard of dealing” as contained in Chapter 5 of the GEM Listing Rules.



## Interests and short positions of substantial Shareholders in the Company's Shares, underlying shares and debentures and the Company's associated corporations

As at 30 September 2022, so far as the Company's Directors are aware, the following persons (other than the Directors and chief executive of the Company) had, or were deemed to have, interests or short positions in the Company's shares or underlying shares which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who, directly or indirectly, were interested in 10% or more of the issued voting shares of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

### i. Long position in the Company's Shares

Name of Shareholder	Nature of interest	Interests in shares (Note 1)	Percentage of shareholding
Tiptop	Beneficial owner (Note 2)	745,860,000 (L)	47.09%
Ms. Shum Yuet Wah Anna	Interest of spouse (Note 3)	807,760,000 (L)	50.99%

Notes:

1. The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
2. The Company is owned as to 47.09% by Tiptop.
3. Tiptop is wholly-owned by Mr. Tong, the Company's Chairman, Executive Director, Chief Executive Officer and Controlling Shareholder. Ms. Shum Yuet Wah Anna is the spouse of Mr. Tong. Under the SFO, Ms. Shum Yuet Wah Anna is deemed to be interested in all the Company's shares in which Mr. Tong is interested.

Save as disclosed above, As at 30 September 2022, the Directors were not aware of any other persons/entities (other than the Directors and chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who was directly or indirectly interested in 10% or more of the issued voting shares of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## **COMPETING BUSINESS AND CONFLICT OF INTEREST**

As confirmed by the Directors, Controlling Shareholders and their respective close associates do not have any interests in any business, apart from the business operated by members of the Group, which competes or is likely to compete, directly or indirectly, with the business of the Group during the Relevant Period.

## **PURCHASE, REDEMPTION OR SALES OF THE LISTED SECURITIES OF THE COMPANY**

The Company's shares were successfully listed on GEM on 25 January 2018. Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Relevant Period.

## **CORPORATE GOVERNANCE CODE**

The Company and the Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve accountability.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "**CG Code**") as set out in Appendix 15 of the GEM Listing Rules. The Shares were successfully listed on GEM on 25 January 2018. To the best knowledge of the Board, during the period from the date of Listing to the date of this report, except for the code provision C.2.1, the Company has complied with the applicable code provisions of the CG Code.

### **CODE PROVISION C.2.1**

The above code provision stipulates that the roles of the chairman and the CEO should be separate and should not be performed by the same individual.

After the change of the Chief Executive Officer ("**CEO**") with effect from 1 August 2019, Mr. Tong will be both the Chairman of the Board and the CEO of the Company.

The Board considers that having the same person to perform the roles of both the chairman and the CEO provides the Company with strong and consistent leadership, and allows effective and efficient planning and implementation of business decisions and strategies. Such structure would not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals and having meeting regularly to discuss issues affecting the operations of the Group.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Group has adopted a code of provisions of conduct regarding securities transactions by the Directors (the “**Code of Conduct**”) on terms no less exacting than the required standards of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries with the Directors, all Directors have confirmed that they have complied with the required standards set out in the Code of Conduct during the Relevant Period.

## **DIVIDEND**

The Board does not recommend the payment of an interim dividend for the Relevant Period.

## **SHARE OPTION SCHEME**

The Company adopted a share option scheme on 5 January 2018 (the “**Share Option Scheme**”). The purpose of the Share Option Scheme is to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to our Group and/or to enable our Group to recruit and retain high-caliber employees and attract human resources that are valuable to our Group. The terms of the Share Option Scheme are in accordance with the provision of chapter 23 of the GEM Listing Rules.

During the Relevant Period and up to the date of this report, no share options were granted by the Company under the Share Option Scheme.

## AUDIT COMMITTEE

We established our Audit Committee with written terms of reference in compliance with Rule 5.28 to 5.33 of the GEM Listing Rules and paragraphs D.3.3 and D.3.7 of the CG Code Practices pursuant to a resolution of our Directors passed on 5 January 2018. The primary duties of our Audit Committee are, among other things, to make recommendations to our Board on the appointment, reappointment and removal of external auditors, review the financial statements and provide advice in respect of financial reporting, oversee our financial reporting process, internal control, risk management systems and audit process, and perform other duties and responsibilities assigned by our Board.

At present, our Audit Committee comprises Mr. Yeung Man Chung Charles, Mr. Tsang Wai Yin and Mr. Sit Hoi Wah Kenneth, all being Independent Non-Executive Directors. Mr. Yeung Man Chung Charles is the Chairman of our Audit Committee.

The Audit Committee has reviewed the unaudited consolidated financial statements of the Group for the Relevant Period.

By order of the Board  
**Tree Holdings Limited**  
**TONG Tang Joseph**

*Chairman and Chief Executive Officer*

Hong Kong, 11 November 2022

*As at the date of this report, the Board comprises Mr. TONG Tang Joseph, Ms. Mary Kathleen BABINGTON, Mr. TSUI Wing Tak, Mr. BIAN Dahai and Mr. BIAN Hongjiang as the executive Directors; and Mr. YEUNG Man Chung Charles, Mr. TSANG Wai Yin, and Mr. SIT Hoi Wah Kenneth as the independent non-executive Directors.*



TREE HOLDINGS LIMITED

齊家控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

stock code 8395

