

**PHOENICIAN INTERNATIONAL LIMITED**

(Incorporated in the Cayman Islands with limited liability)

Reports and Condensed Consolidated Financial Statements  
For the six months ended 30 June 2023

**PHOENICIAN INTERNATIONAL LIMITED  
REPORTS AND CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED 30 JUNE 2023**

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**PHOENICIAN INTERNATIONAL LIMITED**  
**DIRECTORS' REPORT**

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The directors present the Interim Financial Report of the Group for the half-year ended 30 June 2023.

**1. DIRECTORS**

The names of directors who held office during or since the end of the half-year:

Mr. Kwan Chan  
Mr. Yiu Man Lo  
Mr. James Stephen Barrie

**2. REVIEW OF OPERATIONS**

The loss after income tax was HK\$132,881,777 for the half-year ended 30 June 2023 (30 June 2022 loss after income tax: HK\$45,278,037).

The increase in the loss after income tax was mostly driven by higher unrealised capital losses on financial assets at fair value through profit or loss HK\$126,424,220 in the half-year ended 30 June 2023 versus HK\$40,019,377 in the half-year ended 30 June 2022.

During the half-year ended 30 June 2023, the Company recorded revenues equal to HK\$1,682,960, up 5.3% compared to the half-year ended 30 June 2022.

The Company's administrative and other expenses increased from HK\$4,772,401 in the half-year ended 30 June 2022 to HK\$5,769,873 in the half-year ended 30 June 2023, mostly due to the impact of equity-settled share-based payments awarded to Employee Share Option Plan ("ESOP") participants in January 2023 and higher consulting fees.

The Company's finance costs increased by 3.7% to HK\$2,119,812 as a result of a slight increase in the unsecured loan monthly balance, which as at 30 June 2023 was HK\$94,859,068 (30 June 2022: HK\$89,182,656).

The Company's current assets, after the capital loss incurred during the half-year ended 30 June 2023, equal to HK\$193,556,004 (30 June 2022: HK\$306,630,643).

This directors' report is signed in accordance with a resolution of the Board of Directors.



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Mr. Kwan Chan, Executive Chair  
Hong Kong, 11 September 2023

**PHOENICIAN INTERNATIONAL LIMITED**  
**DIRECTORS' DECLARATION**

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The directors of Phoenician International Limited (the "Company") declare that:

1. The condensed consolidated financial statements and notes for the six months ended 30 June 2023 as set out on pages 5 to 21,
  - a. are in accordance with International Accounting Standard 34 "Interim Financial Reporting",
  - b. give a true and fair view of the condensed consolidated financial position of the Company and its subsidiaries (the "Group") as at 30 June 2023 and of its performance for the six months period then ended.
2. In the directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

The declaration is made in accordance with a resolution of the Board of Directors.



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Mr. Kwan Chan, Executive Chair  
Hong Kong, 11 September 2023



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**INDEPENDENT REVIEW REPORT  
TO THE MEMBERS OF  
PHOENICIAN INTERNATIONAL LIMITED  
(Incorporated in the Cayman Islands with limited liability)**

**Introduction**

We have reviewed the interim financial information set out on pages 5 to 21 which comprises the condensed consolidated statement of financial position of Phoenician International Limited (the “Company”) and its subsidiaries as at 30 June 2023 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The directors are responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”). Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

**Scope of Review**

We conducted our review in accordance with International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**THE POWER OF BEING UNDERSTOOD**  
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**INDEPENDENT REVIEW REPORT  
TO THE MEMBERS OF  
PHOENICIAN INTERNATIONAL LIMITED  
(Incorporated in the Cayman Islands with limited liability)**

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**Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with IAS 34.



Certified Public Accountants

11 September 2023

**PHOENICIAN INTERNATIONAL LIMITED**  
**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER**  
**COMPREHENSIVE INCOME**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

		<b>Unaudited</b>	
		<b>Six months ended 30 June</b>	
	Note	<u>2023</u>	<u>2022</u>
		HK\$	HK\$
<b>Revenue</b>	5	<b>1,682,960</b>	1,597,503
Other income		7,087	346
Other gains and losses	6	<b>(126,682,139)</b>	(40,059,114)
Administrative and other operating expenses		<b>(5,769,873)</b>	(4,772,401)
<b>Loss from operations</b>		<b>(130,761,965)</b>	(43,233,666)
Finance costs - loan interest		<b>(2,119,812)</b>	(2,044,371)
<b>Loss before tax</b>		<b>(132,881,777)</b>	(45,278,037)
Income tax expense	8	-	-
<b>Loss for the period</b>	7	<b>(132,881,777)</b>	(45,278,037)
Other comprehensive income for the period, net of tax		-	-
<b>Total comprehensive income for the period</b>		<b>(132,881,777)</b>	(45,278,037)
<b>Attributable to:</b>			
Owners of the Company		<b>(132,881,777)</b>	(45,278,037)
<b>Loss per share</b>	10		
Basic		<b>(1.27)</b>	(0.45)
Diluted		N/A	N/A

**PHOENICIAN INTERNATIONAL LIMITED**  
**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AT 30 JUNE 2023**

	Note	Unaudited 30 June 2023 HK\$	Audited 31 December 2022 HK\$
<b>Non-current assets</b>			
Property, plant and equipment		-	-
<b>Current assets</b>			
Trade and client receivables	11	780,503	4,868,133
Prepayments and other receivables	12	14,662,152	15,051,908
Financial assets at fair value through profit or loss	13	151,372,158	277,837,518
Bank and cash balances	14	26,741,191	8,873,084
		<u>193,556,004</u>	<u>306,630,643</u>
<b>Current liabilities</b>			
Trade and client payables	15	21,442,512	8,054,306
Accruals and other payables	16	1,460,475	1,271,841
		<u>22,902,987</u>	<u>9,326,147</u>
<b>Net current assets</b>		<u>170,653,017</u>	<u>297,304,496</u>
<b>Total assets less current liabilities</b>		<u>170,653,017</u>	<u>297,304,496</u>
<b>Non-current liabilities</b>			
Unsecured loan	17	94,859,068	89,182,656
<b>NET ASSETS</b>		<u>75,793,949</u>	<u>208,121,840</u>
<b>Capital and reserves</b>			
Share capital	18	86	86
Reserves		<u>75,793,863</u>	<u>208,121,754</u>
<b>TOTAL EQUITY</b>		<u>75,793,949</u>	<u>208,121,840</u>

Approved by the Board of Directors on 11 September 2023 and are signed on its behalf by:

Mr. Kwan Chan

Mr. Yiu Man Lo



**PHOENICIAN INTERNATIONAL LIMITED**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

	Unaudited				
	Share capital	Share premium account	Share-based payment reserve	Retained profits	Total
	HK\$	HK\$	HK\$	HK\$	HK\$
At 1 January 2022	78	-	-	379,338,654	379,338,732
Total comprehensive income for the period	-	-	-	(45,278,037)	(45,278,037)
At 30 June 2022	78	-	-	334,060,617	334,060,695
At 1 January 2023	86	25,091,937	-	183,029,817	208,121,840
Total comprehensive income for the period	-	-	-	(132,881,777)	(132,881,777)
Share-based payments	-	-	553,886	-	553,886
At 30 June 2023	86	25,091,937	553,886	50,148,040	75,793,949

**PHOENICIAN INTERNATIONAL LIMITED**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

	<b>Unaudited</b>	
	<b>Six months ended 30 June</b>	
Note	<u><b>2023</b></u>	<u><b>2022</b></u>
	<b>HK\$</b>	<b>HK\$</b>
<b>NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES</b>	<u><b>(2,695,223)</b></u>	<u><b>2,626,237</b></u>
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<u><b>7,087</b></u>	<u><b>346</b></u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Inception of unsecured loan	<u><b>3,556,600</b></u>	<u><b>1,548,302</b></u>
Repayment of unsecured loan	<u><b>-</b></u>	<u><b>(7,400,000)</b></u>
<b>NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES</b>	<u><b>3,556,600</b></u>	<u><b>(5,851,698)</b></u>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<u><b>868,464</b></u>	<u><b>(3,225,115)</b></u>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<u><b>4,976,639</b></u>	<u><b>8,872,259</b></u>
<b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b>	<u><u><b>5,845,103</b></u></u>	<u><u><b>5,647,144</b></u></u>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>		
Bank and cash balances	<u><b>26,741,191</b></u>	<u><b>17,838,602</b></u>
Less: Client trust monies	14 <u><b>(20,896,088)</b></u>	<u><b>(12,191,458)</b></u>
	<u><u><b>5,845,103</b></u></u>	<u><u><b>5,647,144</b></u></u>

**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

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**1. BASIS OF PREPARATION**

These condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting”.

These condensed consolidated financial statements should be read in conjunction with any public announcements made by the Company during the six months ended 30 June 2023 and the 2022 annual financial statements. Except as described in note 19, the accounting policies (including the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2022.

**2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS**

In the current period, the Group has adopted all new and revised International Financial Reporting Standards that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. They do not have a material effect on the Group’s condensed consolidated interim financial statements.

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2023 and earlier application is permitted. The Group has not early adopted any of the forthcoming new or amended standards in preparing these condensed consolidated interim financial statements.

**3. FAIR VALUE MEASUREMENTS**

The carrying amounts of the Group’s financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**3. FAIR VALUE MEASUREMENTS (CONT'D)**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The following table shows the carrying amounts and fair value of financial assets, including their levels in the fair value hierarchy. It does not include fair value information for financial assets not measured at fair value if the carrying amount is a reasonable approximation of fair value.

**Disclosures of level in fair value hierarchy at 30 June 2023:**

Description	Fair value measurements as at 30 June 2023			Total
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	<u>2023</u> HK\$
<b>Recurring fair value measurements:</b>				
Financial assets at fair value through profit or loss ("FVTPL")				
Listed equity securities	<u>151,372,158</u>	<u>-</u>	<u>-</u>	<u>151,372,158</u>
Description	Fair value measurements as at 31 December 2022			Total
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	<u>2022</u> HK\$
<b>Recurring fair value measurements:</b>				
Financial assets at FVTPL				
Listed equity securities	<u>277,837,518</u>	<u>-</u>	<u>-</u>	<u>277,837,518</u>

**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**4. SEGMENT INFORMATION**

The Group has identified three reportable segments as follows:

- Wealth management - The wealth management unit is specialised in advising private and institutional clients to preserve and manage their wealth and achieve their financial goals.
- Investment management - The investment management unit manages discretionary accounts on behalf of the institutional and private clients to capture global investment opportunities leveraging on both the investment professionals and external investment managers.
- Investment banking - The investment banking unit advises corporate clients on complex international transactions and global private and public fundraisings and provides sales, trading, brokerage and research services to institutional and private clients.

The Group's reportable segments are strategic business units that offer different services. They are managed separately because each business requires different marketing strategies.

	Wealth management HK\$ (unaudited)	Investment management HK\$ (unaudited)	Investment banking HK\$ (unaudited)	Total HK\$ (unaudited)
For the six months ended 30 June 2023:				
Revenue	20,000	23,400	1,639,560	1,682,960
Segment loss	<u>23,409,035</u>	<u>78,647,088</u>	<u>30,825,654</u>	<u>132,881,777</u>
As at 30 June 2023:				
Segment assets	27,217,579	103,203,793	63,134,632	193,556,004
Segment liabilities	<u>95,086,364</u>	<u>604,704</u>	<u>22,070,987</u>	<u>117,762,055</u>
For the six months ended 30 June 2022:				
Revenue	20,000	23,400	1,554,103	1,597,503
Segment loss	<u>8,226,172</u>	<u>26,129,868</u>	<u>10,921,997</u>	<u>45,278,037</u>
	(audited)	(audited)	(audited)	(audited)
As at 31 December 2022:				
Segment assets	49,484,498	177,381,463	79,764,682	306,630,643
Segment liabilities	<u>89,651,786</u>	<u>512,499</u>	<u>8,344,518</u>	<u>98,508,803</u>

**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**5. REVENUE**

The Group's operations and main revenue streams are those described in the last annual financial statements. The Group's revenue is derived from contracts with customers.

In the following table, revenue is disaggregated by primary geographical markets and timing of revenue recognition.

	Corporate advisory fees (note a)		Commission fees (note b)		Investment advisory fees (note c)		Investment management fees (note c)		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
For the six months ended 30 June (unaudited)										
<b>Primary geographical markets</b>										
- Hong Kong	-	-	235,560	150,103	-	-	-	-	235,560	150,103
- Australia	1,404,000	1,404,000	-	-	-	-	-	-	1,404,000	1,404,000
- Others	-	-	-	-	20,000	20,000	23,400	23,400	43,400	43,400
	<u>1,404,000</u>	<u>1,404,000</u>	<u>235,560</u>	<u>150,103</u>	<u>20,000</u>	<u>20,000</u>	<u>23,400</u>	<u>23,400</u>	<u>1,682,960</u>	<u>1,597,503</u>
<b>Timing of revenue recognition</b>										
Services transferred at a point in time	-	-	235,560	150,103	-	-	-	-	235,560	150,103
Services transferred over time	<u>1,404,000</u>	<u>1,404,000</u>	<u>-</u>	<u>-</u>	<u>20,000</u>	<u>20,000</u>	<u>23,400</u>	<u>23,400</u>	<u>1,447,400</u>	<u>1,447,400</u>
	<u>1,404,000</u>	<u>1,404,000</u>	<u>235,560</u>	<u>150,103</u>	<u>20,000</u>	<u>20,000</u>	<u>23,400</u>	<u>23,400</u>	<u>1,682,960</u>	<u>1,597,503</u>

Notes:

- (a) Corporate advisory fees were received from an investee company (note 13) in respect of financial advisory services provided.
- (b) Included in commission fees were amounts totalling HK\$119,663 (2022: HK\$145,986) received from non-controlling shareholders of the Company.
- (c) Investment advisory fees and investment management fees were received from a non-controlling shareholder (prior to 24 February 2022: ultimate controlling party) of the Company.

**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**6. OTHER GAINS AND LOSSES**

	<b>Six months ended 30 June</b>	
	<b><u>2023</u></b>	<b><u>2022</u></b>
	<b>HK\$</b>	<b>HK\$</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Fair value losses on financial assets at FVTPL (note)	<b>(126,424,220)</b>	(40,019,377)
Net foreign exchange losses except gains/losses arising from financial assets at FVTPL	<b><u>(257,919)</u></b>	<u>(39,737)</u>
	<b><u>(126,682,139)</u></b>	<u>(40,059,114)</u>

Note:

Fair value losses on financial assets at FVTPL include foreign exchange gains of HK\$6,188,975 (2022: losses of HK\$43,696,503) arising from the re-translation of foreign currency fair value.

**7. LOSS FOR THE PERIOD**

The Group's loss for the period is arrived at after charging the following:

	<b>Six months ended 30 June</b>	
	<b><u>2023</u></b>	<b><u>2022</u></b>
	<b>HK\$</b>	<b>HK\$</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Consulting service fees paid to a non-controlling shareholder	<b>360,000</b>	-
Employee benefits expense		
Salaries, bonuses and allowances	<b>2,757,500</b>	1,482,000
Equity-settled share-based payments	<b>345,577</b>	-
Retirement benefit scheme contributions	<b>45,000</b>	13,500
	<b>3,148,077</b>	1,495,500
Share-based payments to a consultant which is a non-controlling shareholder	<b><u>208,309</u></b>	<u>-</u>

**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**8. INCOME TAX EXPENSE**

Pursuant to the rules and regulations of the Cayman Islands and Australia, the Company is not subject to any income taxes in the Cayman Islands and Australia.

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements since the Group has sufficient tax losses brought forward to set off against current period's assessable profit.

**9. DIVIDEND**

The directors do not recommend the payment of a dividend.

**10. LOSS PER SHARE**

The calculation of basic loss per share is based on the following:

	<b>Six months ended 30 June</b>	
	<b><u>2023</u></b>	<b><u>2022</u></b>
	<b>HK\$</b>	<b>HK\$</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
<b>Loss</b>		
Loss attributable to owners of the Company, used in the basic loss per share calculation	<b><u>(132,881,777)</u></b>	<b><u>(45,278,037)</u></b>
<b>Number of shares</b>		
Weighted average number of ordinary shares used in basic loss per share calculation	<b><u>105,000,000</u></b>	<b><u>100,000,000</u></b>

No diluted loss per share has been presented as there were no potential dilutive shares outstanding for the six months ended 30 June 2023 and 30 June 2022.



**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**11. TRADE AND CLIENT RECEIVABLES**

The ageing analysis of trade and client receivables, based on the invoice date, is as follows:

	<b>30 June</b> <b>2023</b> <b>HK\$</b> <b>(unaudited)</b>	<b>31 December</b> <b>2022</b> <b>HK\$</b> <b>(audited)</b>
0 - 90 days	<u><b>780,503</b></u>	<u><b>4,868,133</b></u>

Included in trade and client receivables were receivables from a broker on behalf of clients totalling HK\$Nil (At 31 December 2022: HK\$792,025).

**12. PREPAYMENTS AND OTHER RECEIVABLES**

	<b>30 June</b> <b>2023</b> <b>HK\$</b> <b>(unaudited)</b>	<b>31 December</b> <b>2022</b> <b>HK\$</b> <b>(audited)</b>
Receivable from a Cayman broker (note)	<b>19,006,303</b>	19,348,697
Allowance for expected credit losses	<u><b>(4,500,000)</b></u>	<u><b>(4,500,000)</b></u>
	<b>14,506,303</b>	14,848,697
Receivables from other brokers	<b>50,849</b>	98,211
Prepayments and deposits	<u><b>105,000</b></u>	<u><b>105,000</b></u>
	<u><b>14,662,152</b></u>	<u><b>15,051,908</b></u>

Note:

The receivable from a Cayman broker represented the proceeds received from issue of the Company's shares during the year ended 31 December 2022, after the payment of operating expenses and partial repayment of the unsecured loan. The Cayman broker is an Excluded Person registered in accordance with the Securities Investment Business Law (2004 Revision) of the Cayman Islands from the Cayman Islands Monetary Authority ("CIMA") and is exempted from obtaining a licence from CIMA to conduct securities investment business. Mr. Kwan Chan, a director of the Company, was a director of the Cayman broker up to 31 December 2022. Mr. Kwan Chan resigned as a director of the Cayman broker on 1 January 2023.

**PHOENICIAN INTERNATIONAL LIMITED**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**13. FINANCIAL ASSETS AT FVTPL**

	<b>30 June</b> <b><u>2023</u></b> <b>HK\$</b> <b>(unaudited)</b>	31 December <b><u>2022</u></b> <b>HK\$</b> <b>(audited)</b>
Equity securities, at fair value Listed outside Hong Kong	<b><u>151,372,158</u></b>	<b><u>277,837,518</u></b>
Analysed as:		
Current assets	<b><u>151,372,158</u></b>	<b><u>277,837,518</u></b>

Included in the financial assets at FVTPL was investment with carrying value of HK\$151,270,169 (At 31 December 2022: HK\$277,638,640) in a listed company, the shares of which are dual listed on National Stock Exchange of Australia Limited and The London Stock Exchange (“LSE”) (the “Shares”). As at 30 June 2023, the Group held 13.82% (At 31 December 2022: 14.11%) interest in this listed company. The fair values of the Shares are based on current bid prices of LSE, in which the directors considered LSE to be the principal market of trading of these listed securities.

The fair values of other listed securities are based on current bid prices.

The investments offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate.

**14. BANK AND CASH BALANCES**

As at 30 June 2023, the Group held client trust monies of HK\$20,896,088 (At 31 December 2022: HK\$3,896,445) in segregated bank accounts.

**15. TRADE AND CLIENT PAYABLES**

The aging analysis of trade and client payables, based on the invoice date, is as follows:

	<b>30 June</b> <b><u>2023</u></b> <b>HK\$</b> <b>(unaudited)</b>	31 December <b><u>2022</u></b> <b>HK\$</b> <b>(audited)</b>
0 to 90 days	<b><u>21,442,512</u></b>	<b><u>8,054,306</u></b>

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**16. ACCRUALS AND OTHER PAYABLES**

Included in accruals and other payables were amounts due to a related company, a non-controlling shareholder and directors of HK\$Nil (At 31 December 2022: HK\$292,607), HK\$360,000 (At 31 December 2022: HK\$Nil) and HK\$84,554 (At 31 December 2022: HK\$95,784) respectively.

The amounts due to a related company, a non-controlling shareholder and directors are unsecured, interest-free and have no fixed repayment terms.

**17. UNSECURED LOAN**

The unsecured loan represents a borrowing from a non-controlling shareholder of the Company. It is interest-bearing at 4.7% (At 31 December 2022: 4.7%) per annum and repayable on 31 December 2024.

During the period, the Group paid loan interest of HK\$2,119,812 (2022: HK\$2,044,371) to the non-controlling shareholder of the Company.

**18. SHARE CAPITAL**

	<b>30 June 2023 (unaudited)</b>	<b>31 December 2022 (audited)</b>
Authorised:		
1,000,000,000 ordinary shares of US\$0.0000001 each	<u><b>US\$100</b></u>	<u><b>US\$100</b></u>
Issued and fully paid:		
105,000,000 ordinary shares of US\$0.0000001 each	<u><b>US\$11</b></u>	<u><b>US\$11</b></u>
Equivalent to:	<u><b>HK\$86</b></u>	<u><b>HK\$86</b></u>

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**18. SHARE CAPITAL (CONT'D)**

A summary of the movements in the issued share capital of the Company is as follows:

	<u>Number of shares issued</u>	<u>Amount US\$</u>
At 1 January 2022	1,000	10
Shares split (note (a))	99,999,000	-
Issue of shares (note (b))	<u>5,000,000</u>	<u>1</u>
At 31 December 2022, 1 January 2023 and at 30 June 2023	<u><u>105,000,000</u></u>	<u><u>11</u></u>

Notes:

- (a) On 22 April 2022, the Company cancelled 4,990,000 authorised ordinary shares and reduced the authorised share capital to US\$100. It divided each ordinary share (including both issued and unissued share) into 100,000 ordinary shares. The number of authorised ordinary shares and issued ordinary shares became 1,000,000,000 and 100,000,000 respectively.
- (b) On 20 September 2022, the Company issued 5,000,000 shares at consideration of AUD1 each, totalling AUD5,000,000 (equivalent to HK\$25,127,000). The premium on the issue of shares, less related transaction costs, amounting to HK\$25,091,937 was credited to the Company's share premium account.

**19. SHARE-BASED PAYMENTS**

The Group issues equity-settled share-based payments to certain directors, employees and consultants. Equity-settled share-based payments are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

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**19. SHARE-BASED PAYMENTS (CONT'D)**

**Share award scheme**

The Company operates a share award scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants include the full-time employees, executives, officers, directors and business consultants of the Company and the Company’s subsidiaries. The number of shares to be received on exercise of awards offered under an offer will not exceed 5% of the total number of shares on issue at the date of the offer. The Scheme became effective on 22 April 2022 and, unless otherwise cancelled or amended, will remain in force from that date.

Details of the awards are as follows:

	<u>Date of award</u>	<u>Vesting period</u>	<u>Fair value per share at the date of award</u> HK\$
2023 Stock Incentive Plan	13 January 2023	13 January 2023 - 31 December 2025	7.47

The share awards under the 2023 Stock Incentive Plan are subject to a vesting schedule measured by a service condition. Other than satisfying the service condition, eligible participants are not required to provide any consideration in order to acquire the shares awarded to him under the 2023 Stock Incentive Plan.

The fair value of the shares awarded during the period is measured by the quoted market price of the shares at the award date.

Details of the movement of share awards during the period are as follows:

	<b>Six months ended 30 June</b>	
	<b><u>2023</u></b>	<b><u>2022</u></b>
	<b>Number of share awards (unaudited)</b>	<b>Number of share awards (unaudited)</b>
Outstanding at the beginning of the period	-	-
Granted during the period	<b>320,000</b>	-
Outstanding at the end of the period	<b>320,000</b>	-

The awards outstanding at the end of the period have an average remaining contractual life of 1.5 years (2022: N/A).

The Group recognised share-based payments in profit or loss for the six months ended 30 June 2023 amounted to HK\$553,886 (2022: HK\$Nil).

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**20. RELATED PARTY TRANSACTIONS**

**(a) Transactions with related parties:**

The Group had the following transactions with its related parties during the period:

	<b>Six months ended 30 June</b>	
	<b><u>2023</u></b> <b>HK\$</b> <b>(unaudited)</b>	<b><u>2022</u></b> <b>HK\$</b> <b>(unaudited)</b>
Investment advisory fees received from the former ultimate controlling party	-	5,000
Investment management fees received from the former ultimate controlling party	-	5,850
Key management personnel services expenses paid to a related company	-	685,982
Assignment fees paid to a related company	-	607,700
	<u>                    </u>	<u>                    </u>

**(b) Key management compensation:**

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

	<b>Six months ended 30 June</b>	
	<b><u>2023</u></b> <b>HK\$</b> <b>(unaudited)</b>	<b><u>2022</u></b> <b>HK\$</b> <b>(unaudited)</b>
Short-term benefits	<b>2,053,529</b>	1,410,500
Post-employment benefits	<b>18,000</b>	-
Share-based payments	<b>172,788</b>	-
	<u>                    </u>	<u>                    </u>
	<u><b>2,244,317</b></u>	<u>1,410,500</u>

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**21. CONTINGENT LIABILITIES**

The Group did not have any significant contingent liabilities at 30 June 2023 (At 31 December 2022: Nil).

**22. EVENTS AFTER THE REPORTING PERIOD**

On the date of authorisation of this interim report, the market value of the financial assets at financial assets at FVTPL (note 13) has declined by approximately HK\$16,000,000 compared with the market value as at 30 June 2023, which resulted in fair value losses of HK\$16,000,000.

**23. APPROVAL OF FINANCIAL STATEMENTS**

The interim financial statements were approved and authorised for issue by the Board of Directors on 11 September 2023.