

SK TARGET GROUP LIMITED 瑞強集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：8427

2020

2020 | Interim Report
中期報告

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

GEM has been positioned as a market designed to accommodate small & med-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on the GEM are generally small & med-sized companies, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on the GEM.

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This report, for which the directors (the “**Directors**”) of SK Target Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. 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.

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應瞭解投資該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於在**GEM**上市之公司一般為中小型公司，在**GEM**買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時亦無法保證在**GEM**買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照香港聯合交易所有限公司**GEM**證券上市規則（「**GEM上市規則**」）的規定而提供有關瑞強集團有限公司（「**本公司**」）的資料。本公司各董事（「**董事**」）對此共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就彼等深知及確信，本報告所載資料在各重大方面均為準確及完整，且並無誤導或欺詐成分，亦無遺漏其他事項致使本報告或其所載任何陳述有所誤導。

Corporate Information

公司資料

REGISTERED OFFICE IN CAYMAN ISLANDS

P.O. Box 1350, Clifton House,
75 Fort Street,
Grand Cayman KY1-1108,
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

18, Jalan LP 2A/2,
Taman Lestari Perdana,
43300 Seri Kembangan, Selangor,
Darul Ehsan, Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1406-08, 14/F,
Austin Tower,
22-26 Austin Avenue,
Tsimshatsui, Kowloon, Hong Kong

EXECUTIVE DIRECTORS

Mr. Loh Swee Keong
(Chairman and Chief Executive Officer)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yau Ka Hei
Mr. Chu Kin Ming
Mr. Ma, She Shing Albert

COMPANY SECRETARY

Mr. Leung Tze Wai, CPA

COMPLIANCE OFFICER

Mr. Loh Swee Keong

開曼群島註冊辦事處

P.O. Box 1350, Clifton House,
75 Fort Street,
Grand Cayman KY1-1108,
Cayman Islands

總部及馬來西亞主要營業地點

18, Jalan LP 2A/2,
Taman Lestari Perdana,
43300 Seri Kembangan, Selangor,
Darul Ehsan, Malaysia

香港主要營業地點

香港九龍尖沙咀
柯士甸路22-26號
好兆年行
14樓1406-08室

執行董事

Loh Swee Keong先生
(主席兼行政總裁)

獨立非執行董事

邱家禧先生
朱健明先生
馬希聖先生

公司秘書

梁子煒先生，註冊會計師

合規主任

Loh Swee Keong先生

Corporate Information

公司資料

AUDIT COMMITTEE

Mr. Chu Kin Ming (*Chairman*)
Mr. Yau Ka Hei
Mr. Ma, She Shing Albert

REMUNERATION COMMITTEE

Mr. Yau Ka Hei (*Chairman*)
Mr. Chu Kin Ming
Mr. Loh Swee Keong

NOMINATION COMMITTEE

Mr. Loh Swee Keong (*Chairman*)
Mr. Yau Ka Hei
Mr. Ma, She Shing Albert

AUTHORIZED REPRESENTATIVE

Mr. Loh Swee Keong
Mr. Leung Tze Wai, CPA

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre,
183 Queen's Road East,
Hong Kong

PRINCIPAL BANKER

CIMB Bank Berhad
Public Bank Berhad

審核委員會

朱健明先生 (*主席*)
邱家禧先生
馬希聖先生

薪酬委員會

邱家禧先生 (*主席*)
朱健明先生
Loh Swee Keong 先生

提名委員會

Loh Swee Keong 先生 (*主席*)
邱家禧先生
馬希聖先生

授權代表

Loh Swee Keong 先生
梁子煒先生，註冊會計師

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

CIMB Bank Berhad
Public Bank Berhad

Corporate Information

公司資料

AUDITORS

Deloitte PLT (LLP0010145-LCA)
Chartered Accountants (AF0080)
(resigned on 29 May 2020)
Crowe (HK) CPA Limited
(appointed on 1 June 2020)

LEGAL ADVISERS

TC & Co. (*As to Hong Kong Law*)
David Lai & Tan (*As to Malaysian Law*)
Appleby (*As to Cayman Islands Law*)

COMPANY'S WEBSITE ADDRESS

www.targetprecast.com

STOCK CODE

8427

核數師

Deloitte PLT (LLP0010145-LCA)
特許會計師(AF0080)
(於二零二零年五月二十九日辭任)
國富浩華(香港)會計師事務所有限公司
(於二零二零年六月一日獲委任)

法律顧問

崔曾律師事務所 (*有關香港法律*)
David Lai & Tan (*有關馬來西亞法律*)
毅柏律師事務所 (*有關開曼群島法律*)

公司網址

www.targetprecast.com

股份代號

8427

Interim Results

中期業績

The board of Directors (the “**Board**”) of the Company is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 November 2020 (the “**Interim Financial Statements**”) together with the unaudited comparative figures for the corresponding period in 2019 as follows:

本公司董事會（「**董事會**」）欣然提呈以下本公司及其附屬公司（統稱「**本集團**」）截至二零二零年十一月三十日止六個月的未經審核簡明綜合業績（「**中期財務報表**」）連同二零一九年同期未經審核比較數字：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months and six months ended 30 November 2020 截至二零二零年十一月三十日止三個月及六個月

		Three months ended 30 November 截至十一月三十日止三個月 2020 二零二零年		Six months ended 30 November 截至十一月三十日止六個月 2020 二零二零年		
		Note 附註	RM'000 千令吉 (unaudited) (未經審核)	RM'000 千令吉 (unaudited) (未經審核)	RM'000 千令吉 (unaudited) (未經審核)	RM'000 千令吉 (unaudited) (未經審核)
Revenue	收入	4	5,787	6,782	10,981	13,654
Cost of sales	銷售成本		(3,914)	(4,639)	(7,915)	(9,294)
Gross profit	毛利		1,873	2,143	3,066	4,360
Other income	其他收入		227	197	516	449
Administrative expenses	行政開支		(2,389)	(2,715)	(3,746)	(5,072)
Selling and distribution expenses	銷售及分銷開支		(233)	(275)	(449)	(533)
Finance costs	融資成本	5	(14)	(58)	(53)	(113)
Loss before taxation	除稅前虧損		(536)	(708)	(666)	(909)
Taxation	稅項	7	(247)	(273)	(372)	(531)
Loss for the period	期內虧損	6	(783)	(981)	(1,038)	(1,440)
Other comprehensive loss items that may be reclassified subsequently to profit or loss:	其後將可能重新分類至損益的其他全面虧損項目：					
Exchange differences arising on translation of foreign operations	境外業務換算產生的匯兌差額		(136)	(34)	(415)	(14)
Total comprehensive loss for the period	期內全面虧損總額		(919)	(1,015)	(1,453)	(1,454)
Loss per share	每股虧損					
- Basic (RM cents)	- 基本 (仙令吉)	8	(0.11)	(0.16)	(0.15)	(0.23)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 November 2020 於二零二零年十一月三十日

		30 November 2020 二零二零年 十一月三十日 RM'000 千令吉 (unaudited) (未經審核)	31 May 2020 二零二零年 五月三十一日 RM'000 千令吉 (audited) (經審核)
Non-Current Assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	3,788	4,133
Investment property	投資物業	366	371
Right of use assets	使用權資產	1,200	3,649
Equity investment	股權投資	368	561
Deferred tax assets	遞延稅項資產	32	32
Total Non-Current Assets	非流動資產總值	5,754	8,746
Current Assets	流動資產		
Inventories	存貨	2,091	2,336
Receivables, deposits and prepayment	應收款項、按金及預付款	12,157	12,023
Amount owing from ultimate holding company	應收最終控股公司款項	17	17
Amount owing from a shareholder	應收股東款項	11	13
Tax recoverable	可收回稅項	111	205
Short-term bank deposits	短期銀行存款	9,000	10,135
Cash on hand and at bank	手頭及銀行現金	13,605	12,712
Total Current Assets	流動資產總值	36,992	37,441
Current Liabilities	流動負債		
Payables and accrued charges	應付款項及應計費用	6,954	6,532
Leased liabilities	租賃負債	249	2,360
Tax payable	應付稅項	43	-
		7,246	8,892
Net Current Assets	流動資產淨值	29,746	28,549

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 November 2020 於二零二零年十一月三十日

		30 November 2020 二零二零年 十一月三十日 RM'000 千令吉 (unaudited) (未經審核)	31 May 2020 二零二零年 五月三十一日 RM'000 千令吉 (audited) (經審核)
Total Assets Less Current Liabilities	總資產減流動負債	35,500	37,295
Non-Current Liabilities	非流動負債		
Leased liabilities	租賃負債	702	1,020
Deferred tax liabilities	遞延稅項負債	143	167
Total Non-Current Liability	非流動負債總額	845	1,187
Net Assets	淨資產	34,655	36,108
Capital and Reserves	股本及儲備		
Share capital	股本	3,765	3,765
Reserve	儲備	30,890	32,343
Total Equity	權益總額	34,655	36,108

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

		Share capital 股本 RM'000 千令吉	Share premium 股份溢價 RM'000 千令吉	Other reserve 其他儲備 RM'000 千令吉	Translation reserve 匯兌儲備 RM'000 千令吉	Retained profits 保留溢利 RM'000 千令吉	Total 總計 RM'000 千令吉
At 31 May 2019 (audited)	於二零一九年 五月三十一日 (經審核)	3,382	19,891	8,579	(583)	4,165	35,434
Loss for the period	期內虧損	-	-	-	-	(1,440)	(1,440)
Exchange differences arising on translation of foreign operations	境外業務換算產生的匯兌差額	-	-	-	(14)	-	(14)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	(14)	(1,440)	(1,454)
At 30 November 2019 (unaudited)	於二零一九年 十一月三十日 (未經審核)	3,382	19,891	8,579	(597)	2,725	33,980

		Share capital 股本 RM'000 千令吉	Share premium 股份溢價 RM'000 千令吉	Other reserve 其他儲備 RM'000 千令吉	Translation reserve 匯兌儲備 RM'000 千令吉	Accumulated losses 累計虧損 RM'000 千令吉	Total 總計 RM'000 千令吉
At 31 May 2020 (audited)	於二零二零年 五月三十一日 (經審核)	3,765	24,290	8,579	(263)	(263)	36,108
Loss for the period	期內虧損	-	-	-	-	(1,038)	(1,038)
Exchange differences arising on translation of foreign operations	境外業務換算產生的匯兌差額	-	-	-	(415)	-	(415)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	(415)	(1,038)	(1,453)
At 30 November 2020 (unaudited)	於二零二零年 十一月三十日 (未經審核)	3,765	24,290	8,579	(678)	(1,301)	34,655

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

		Six months ended 30 November	
		截至十一月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		RM'000	RM'000
		千令吉	千令吉
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Net Cash Generated From Operating Activities	經營活動所得現金淨額	550	665
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	171	209
Purchase of property, plant and equipment	購買物業、廠房及設備	(13)	(306)
Decrease (Increase) in pledged short-term bank deposits	質押短期銀行存款減少 (增加)	69	(106)
Net Cash Generated From (Used In) Investing Activities	投資活動所得 (所用) 現金淨額	227	(203)
FINANCING ACTIVITIES	融資活動		
Finance costs paid	已付融資成本	(5)	(5)
Capital element on lease rental paid	已付租賃租金之本金部分	(847)	(1,202)
Interest element on lease rental paid	已付租賃租金之利息部分	(48)	(108)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

		Six months ended 30 November	
		截至十一月三十日止六個月 2020	2019
		二零二零年 RM'000	二零一九年 RM'000
		千令吉	千令吉
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(900)	(1,315)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(123)	(853)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初現金及現金等價物	21,712	19,909
Effects of exchange differences	匯兌差額的影響	(50)	(88)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物	21,539	18,968
REPRESENTED BY:	指：		
Current:	即期：		
Short-term bank deposits	短期銀行存款	9,000	9,140
Cash on hand and at bank	手頭及銀行現金	13,605	10,968
Total	總計	22,605	20,108
Less: Deposits pledged as security	減：已質押作擔保之存款	(1,066)	(1,140)
Cash and cash equivalents	現金及現金等價物	21,539	18,968

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

1. GENERAL INFORMATION

SK Target Group Limited (the “Company”) was incorporated in the Cayman Islands with limited liability on 28 October 2016. The addresses of the registered office and principal place of business are P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and 18, Jalan LP 2A/2, Taman Lestari Perdana, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia, respectively.

Merchant World Investments Limited (“**Merchant World**”), a limited company incorporated in the British Virgin Islands (“**BVI**”), is the immediate and ultimate holding company of the Company. Mr. Loh Swee Keong, is the ultimate controlling party of the Company who wholly owns Merchant World.

The Company is an investment holding company and the principal activities of the Group are manufacturing and trading of precast concrete junction boxes, trading of accessories and pipes and provision of mobile crane rental and ancillary services in Malaysia, Japanese catering service and sourcing service of materials in Hong Kong.

1. 一般資料

瑞強集團有限公司(「本公司」)於二零一六年十月二十八日在開曼群島註冊成立為有限公司。註冊辦事處地址以及主要營業地點分別為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands 及18, Jalan LP 2A/2, Taman Lestari Perdana, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia。

Merchant World Investments Limited(「**Merchant World**」, 一家在英屬處女群島(「**英屬處女群島**」)註冊成立的有限公司), 是本公司的直接及最終控股公司。Loh Swee Keong 先生為本公司之最終控股方, Merchant World 由其全資擁有。

本公司是一家投資控股公司, 而本集團的主要業務為於馬來西亞從事預製混凝土接線盒的製造和貿易、配件及管道貿易以及提供移動式起重機租賃及配套服務以及於香港從事日本餐廳及物料採購服務。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

2. BASIS OF PREPARATION AND PRESENTATION

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 November 2020 (the “**Interim Financial Statements**”) have been prepared in accordance with the International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”) and the applicable disclosure requirements of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the Interim Financial Statements are consistent with those adopted in the annual report for the year ended 31 May 2020 (the “**2020 Annual Financial Statements**”), except for the adoption of the new and revised IFRSs which are effective for the financial year begin on or after 1 June 2020. The adoption of the new and revised IFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared or presented. Accordingly, no prior period adjustment has been required. The Group has not early adopted any new and revised IFRSs that has been issued but not yet effective in the current accounting period. The Interim Financial Statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the 2020 Annual Financial Statements.

The Interim Financial Statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values. The Interim Financial Statements are presented in Malaysian Ringgit (“**RM**”), which is also the functional currency of the Company. All values are rounded to nearest thousands (RM’000), unless otherwise stated.

2. 編製及呈列基準

本集團截至二零二零年十一月三十日止六個月的未經審核簡明綜合財務報表（「**中期財務報表**」）乃根據國際會計準則理事會（「**國際會計準則理事會**」）頒佈之國際財務報告準則（「**國際財務報告準則**」）及GEM上市規則的適用披露規定而編製。

除採納於二零二零年六月一日或之後開始的財政年度生效的新訂及經修訂國際財務報告準則外，編製中期財務報表所採納的會計政策及計算方法與截至二零二零年五月三十一日止年度的年報（「**二零二零年年度財務報表**」）中所採用者一致。採納新訂及經修訂國際財務報告準則對編製或呈列當前或過往會計期間的業績及財務狀況並無重大影響。因此，無需就過往期間作出調整。本集團並無提早採納任何於當前會計期間已頒佈但尚未生效之新訂及經修訂國際財務報告準則。中期財務報表不包括年度財務報表所規定的所有資料及披露，並應與二零二零年年度財務報表一併閱讀。

除若干金融工具按公平值計量外，中期財務報表乃按歷史成本基準編製。中期財務報表以馬來西亞令吉（「**令吉**」）呈列，其亦為本公司的功能貨幣。除另有說明外，所有數值均約整至最接近千位數（千令吉）。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

3. ESTIMATES

The preparation of Interim Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these Interim Financial Statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the 2020 Annual Financial Statements.

4. REVENUE AND SEGMENTAL INFORMATION

Information reported to Mr. Loh Swee Keong, the Director of the Group, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance is based on the following reportable and operating segments identified under IFRS 8 Operating Segments:

- (a) Manufacturing and trading – manufacturing and trading of precast concrete junction boxes;
- (b) Other building materials and services – trading of accessories and pipes and provision of mobile crane rental and ancillary services; and
- (c) Japanese catering services – provision of Japanese catering services;
- (d) Sourcing services – provision of sourcing services.

No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

3. 估計

管理層在編製中期財務報表時須作出判斷、估計及假設，該等判斷、估計及假設會影響會計政策的應用以及所呈報的資產及負債、收入及開支的金額。實際結果可能與該等估計有所差異。

編製該等中期財務報表時，管理層在應用本集團的會計政策及估計不確定因素的主要來源時所作出的重大判斷與編製二零二零年年度財務報表所應用者相同。

4. 收入及分部資料

就資源分配及分部表現評估目的而向本集團董事Loh Swee Keong先生（即首席經營決策人（「首席經營決策人」））匯報的資料，乃按下列根據國際財務報告準則第8號經營分部而識別的可報告及經營分部呈報：

- (a) 製造及貿易 – 預製混凝土接線盒的製造及貿易；
- (b) 其他建築材料及服務 – 配件及管道貿易以及提供移動式起重機租賃及配套服務；及
- (c) 日本餐廳 – 提供日料服務；
- (d) 採購服務 – 提供採購服務。

於達致本集團的可報告分部時，並無匯集計算由首席經營決策人識別的经营分部。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

Segment revenues and results

Six months ended 30 November 2020
(unaudited)

4. 收入及分部資料 (續)

分部收入及業績

截至二零二零年十一月三十日
止六個月 (未經審核)

		Manufacturing and trading	Other building materials and services	Japanese catering services	Sourcing services	Total
		製造及貿易	其他建築材料及服務	日本餐廳	採購服務	總計
		RM'000	RM'000	RM'000	RM'000	RM'000
		千令吉	千令吉	千令吉	千令吉	千令吉
Revenue	收入					
External sales	外部銷售	8,000	2,016	943	22	10,981
Inter-segment sales	分部間銷售	2,792	292	-	-	3,084
Segment revenue	分部收入	10,792	2,308	943	22	14,065
Elimination	抵銷					(3,084)
Group revenue	集團收入					10,981
Segment result	分部業績	2,273	203	581	9	3,066
Administrative expenses	行政開支					(3,746)
Selling and distribution expenses	銷售及分銷開支					(449)
Finance costs	融資成本					(53)
Other income	其他收入					516
Loss before taxation	除稅前虧損					(666)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

Segment revenues and results (Continued)

Six months ended 30 November 2019 (unaudited)

4. 收入及分部資料 (續)

分部收入及業績 (續)

截至二零一九年十一月三十日止六個月 (未經審核)

		Manufacturing and trading 製造及貿易 RM'000 千令吉	Other building materials and services 其他建築材料及服務 RM'000 千令吉	Japanese catering services 日本餐廳 RM'000 千令吉	Sourcing services 採購服務 RM'000 千令吉	Total 總計 RM'000 千令吉
Revenue	收入					
External sales	外部銷售	10,082	1,961	1,527	84	13,654
Inter-segment sales	分部間銷售	3,403	358	-	-	3,761
Segment revenue	分部收入	13,485	2,319	1,527	84	17,415
Elimination	抵銷					(3,761)
Group revenue	集團收入					13,654
Segment result	分部業績	3,213	222	885	40	4,360
Administrative expenses	行政開支					(5,072)
Selling and distribution expenses	銷售及分銷開支					(533)
Finance costs	融資成本					(113)
Other income	其他收入					449
Loss before taxation	除稅前虧損					(909)

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簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

Segment revenues and results (Continued)

Segment results represents the profit from each segment without allocation of administrative expenses, listing expenses, selling and distribution expenses, finance costs, other income, fair value change of financial assets at fair value through profit or loss and taxation. This is the measure reported to CODM for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market rates with discount given for certain bulk purchase.

4. 收入及分部資料 (續)

分部收入及業績 (續)

分部業績乃指未分配行政開支、上市開支、銷售及分銷開支、融資成本、其他收入、按公平值計入損益的金融資產的公平值變動及稅項前各分部的溢利。此為就資源分配及表現評估目的而報告予首席經營決策人的計量方法。

分部間銷售以當前市場利率及就若干大宗採購給予的折扣計算。

5. FINANCE COSTS

5. 融資成本

		Three months ended 30 November		Six months ended 30 November	
		截至十一月三十日止三個月		截至十一月三十日止六個月	
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		RM'000	RM'000	RM'000	RM'000
		千令吉	千令吉	千令吉	千令吉
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Interest expense on:	下列各項的利息開支：				
Other facilities	其他融資	-	1	-	1
Commitment fees	承諾費	2	2	5	5
Leased liabilities interest	租賃負債利息	12	55	48	107
		14	58	53	113

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

6. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging/(crediting):

6. 期內虧損

期內虧損於扣除/(計入)以下各項後達致：

		Three months ended 30 November		Six months ended 30 November	
		截至十一月三十日止三個月		截至十一月三十日止六個月	
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		RM'000	RM'000	RM'000	RM'000
		千令吉	千令吉	千令吉	千令吉
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Auditor remuneration	核數師薪酬	109	178	219	356
Cost of inventories recognised as an expense	確認為開支的存貨成本	2,910	3,412	5,880	6,925
Staff costs, excluding Directors' remuneration:	員工成本，不包括董事薪酬：				
- Salaries, wages and other benefits	- 薪金、工資及其他福利	915	1,226	1,724	2,532
- Contribution to EPF	- 僱員公積金供款	64	55	123	148
		979	1,281	1,847	2,680
Lease payments not included in the measurement of lease liabilities:	未計入租賃負債計量的租賃付款：				
Crane	起重機	5	4	10	4
Shop	店鋪	162	-	264	-
Staff accommodation	員工宿舍	-	5	-	10
Office equipment	辦公室設備	2	4	6	6
Depreciation on:	以下各項折舊：				
Property, plant and equipment	物業、廠房及設備	171	294	342	460
Investment property	投資物業	3	3	5	5
Right-of-use assets	使用權資產	155	779	770	1,436
Unrealised loss/(gain) on foreign exchange	未變現匯兌虧損/(收益)	(639)	15	(859)	75
Interest income	利息收入	(76)	(138)	(171)	(209)

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簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

7. TAXATION

7. 稅項

		Three months ended 30 November		Six months ended 30 November	
		截至十一月三十日止三個月		截至十一月三十日止六個月	
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		RM'000	RM'000	RM'000	RM'000
		千令吉	千令吉	千令吉	千令吉
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Malaysia corporate income tax:	馬來西亞企業所得稅：				
Current period	本期間	247	273	372	531
Deferred tax	遞延稅項	-	-	-	-
		247	273	372	531

Malaysia corporate income tax rate is calculated at the statutory tax rate of 24% (2019: 24%) on the estimated assessable profits for each of the assessable period.

馬來西亞企業所得稅稅率就各應課稅期間的估計應課稅溢利按法定稅率24% (二零一九年：24%) 計算。

Hong Kong Profit Tax is calculated at rate of 16.5% (2019: 16.5%) of the estimated assessable profits each of the assessable period. Hong Kong tax has not been provided for both periods as there is no assessable profits for both periods.

香港利得稅就各應課稅期間的估計應課稅溢利按稅率16.5% (二零一九年：16.5%) 計算。由於兩個期間均未產生應課稅溢利，故並無於該兩個期間計提香港稅。

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For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

8. LOSS PER SHARE

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

8. 每股虧損

每股基本虧損乃根據下列數據計算：

		Three months ended 30 November		Six months ended 30 November	
		截至十一月三十日止三個月		截至十一月三十日止六個月	
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		RM'000	RM'000	RM'000	RM'000
		千令吉	千令吉	千令吉	千令吉
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Loss for the purpose of calculating basic loss per share for the period attributable to the owners of the Company	用於計算本公司擁有人應佔期內每股基本虧損的虧損	(0.11)	(0.16)	(0.15)	(0.23)
		(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用於計算每股基本虧損的普通股加權平均數	688,200,000	620,000,000	688,200,000	620,000,000

No diluted loss per share information has been presented for the six months ended 30 November 2019 and 2020 as the Company has no potential ordinary shares outstanding during both periods.

由於截至二零一九年及二零二零年十一月三十日止六個月本公司均無發行在外的潛在普通股，故並無就該兩個期間呈列每股攤薄虧損的資料。

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簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

9. DIVIDEND

The Board does not recommend the payment of a dividend for the six months ended 30 November 2020 (30 November 2019: Nil).

9. 股息

截至二零二零年十一月三十日止六個月，董事會並無建議派付股息（二零一九年十一月三十日：無）。

10. RECEIVABLES, DEPOSITS AND PREPAYMENT

10. 應收款項、按金及預付款

		30 November 2020 二零二零年 十一月三十日 RM'000 千令吉 (unaudited) (未經審核)	31 May 2020 二零二零年 五月三十一日 RM'000 千令吉 (audited) (經審核)
Trade receivables	貿易應收款項	10,038	8,857
Less: Allowance for credit losses	減：信貸虧損撥備	(1,246)	(870)
		8,792	7,987
Other receivables	其他應收款項	213	154
Deposits	按金	2,527	3,177
Prepayments	預付款	625	705
		12,157	12,023

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簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

10. RECEIVABLES, DEPOSITS AND PREPAYMENT (CONTINUED)

The amounts due from trade debtors are unsecured, do not carry any interest and the credit term granted by the Group ranges from 30 to 120 days.

The following is an aged analysis of trade receivables (net of allowance for credit losses) presented based on the invoice date.

10. 應收款項、按金及預付款 (續)

應收貿易賬款為無抵押且不計息，而本集團所授予的信貸期介乎30至120日。

以下為按發票日期呈列的貿易應收款項（減信貸虧損撥備）的賬齡分析。

		30 November 2020 二零二零年 十一月三十日 RM'000 千令吉 (unaudited) (未經審核)	31 May 2020 二零二零年 五月三十一日 RM'000 千令吉 (audited) (經審核)
1-30 days	1至30日	1,730	308
31-60 days	31至60日	1,061	44
61-90 days	61至90日	1,216	876
91-120 days	91至120日	1,609	1,395
More than 120 days	120日以上	3,176	5,364
		8,792	7,987

11. AMOUNTS OWING FROM ULTIMATE HOLDING COMPANY AND A SHAREHOLDER

The amount owing from the ultimate holding company is non-trade nature, unsecured, interest free and repayable on demand.

The amount owing from a shareholder is non-trade nature, unsecured, interest free and repayable on demand.

11. 應收最終控股公司及股東款項

應收最終控股公司款項為非貿易性質、無抵押、免息及須按要求償還。

應收股東款項為非貿易性質、無抵押、免息及須按要求償還。

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簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

12. SHORT TERM BANK DEPOSITS

Short-term bank deposits of the Group have an average maturity ranging from 1 to 3 months. The average interest rates of deposits of the Group are ranging from 2.40% to 3.70% and ranging from 2.13% to 2.95% per annum as at 31 May 2020 and 30 November 2020 respectively. Included in the short-term bank deposits are amounts totaling RM1,135,000 and RM1,066,000 that have been pledged to secure general banking facilities granted to the Group as at 31 May 2020 and 30 November 2020 respectively.

12. 短期銀行存款

本集團短期銀行存款平均到期期限介乎1至3個月。於二零二零年五月三十一日及二零二零年十一月三十日，本集團存款之平均年利率分別介乎2.40%至3.70%及2.13%至2.95%。短期銀行存款包括分別於二零二零年五月三十一日及二零二零年十一月三十日質押以為授予本集團之一般銀行融資提供擔保之總金額1,135,000令吉及1,066,000令吉。

13. PAYABLES AND ACCRUED CHARGES

13. 應付款項及應計費用

		30 November 2020 二零二零年 十一月三十日 RM'000 千令吉 (unaudited) (未經審核)	31 May 2020 二零二零年 五月三十一日 RM'000 千令吉 (audited) (經審核)
Trade payables	貿易應付款項	3,726	3,341
Accrued charges	應計費用	2,549	2,671
Other payables	其他應付款項	263	328
Advance from customers	客戶墊款	416	192
		6,954	6,532

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簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

13. PAYABLES AND ACCRUED CHARGES (CONTINUED)

The following is an aged analysis of trade payables presented based on the invoice dates.

13. 應付款項及應計費用 (續)

以下為按發票日期呈列的貿易應付款項的賬齡分析。

		30 November 2020 二零二零年 十一月三十日 RM'000 千令吉 (unaudited) (未經審核)	31 May 2020 二零二零年 五月三十一日 RM'000 千令吉 (audited) (經審核)
1-30 days	1至30日	1,044	514
31-60 days	31至60日	973	29
61-90 days	61至90日	942	403
91-120 days	91至120日	575	1,262
Over 120 days	120日以上	192	1,133
		3,726	3,341

The average credit period on purchases of goods is 30 to 75 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

購貨的平均信貸期為30至75日。本集團設有財務風險管理政策以確保所有應付款項均在信貸期限內結清。

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簡明綜合財務報表附註

For the six months ended 30 November 2020 截至二零二零年十一月三十日止六個月

14. SHARE CAPITAL

14. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元	RM'000 千令吉
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股			
Authorised:	法定：			
At 31 May 2020 and at 30 November 2020	於二零二零年五月三十一日及於二零二零年十一月三十日	10,000,000	100,000	
Issued and fully paid:	已發行及繳足：			
At 31 May 2020 and at 30 November 2020	於二零二零年五月三十一日及於二零二零年十一月三十日	688,200	6,882	3,765

All ordinary shares issued during the period rank pari passu with the then existing ordinary shares in all aspects.

本期間發行的所有普通股均與當時現有普通股在各方面享有同等地位。

Pursuant to the written resolutions passed by the shareholders of the Company on 27 June 2017, the Company has conditionally adopted a share option scheme. No option was granted as at the date of this report.

根據本公司股東於二零一七年六月二十七日通過的書面決議案，本公司已有條件採納一項購股權計劃。於本報告日期，概無授出任何購股權。

15. EVENT AFTER REPORTING PERIOD

There are no significant events which have taken place subsequent to 30 November 2020.

15. 報告期後事項

於二零二零年十一月三十日後並無發生重大事項。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

The Group manufactures and sells precast concrete telecommunication junction boxes and precast concrete electrical junction boxes under the brand of “Target” in Malaysia (the “**Manufacturing and Trading Business**”). The Group’s precast concrete junction boxes are used in (i) telecommunication and electrical infrastructures upgrade and expansion works; and (ii) construction projects in Malaysia. They are buried underground to deter tampering and are used to house and protect a junction with telecommunication and electrical utility connection and distribution access points from weather, changing elevation underground and provide easy access for maintenance.

The Group has been a registered supplier or approved supplier of various notable telecommunication companies such as Celcom Axiata Berhad (“**Celcom**”) and Telekom Malaysia (“**Telekom**”) since 2008 and the registered supplier of Tenaga National Bhd. (“**TNB**”), the only electric utility company in Malaysia since 2012. Hence, the Group’s precast concrete junction boxes can be used in infrastructure or construction projects involving telecommunication companies and TNB.

For the six months ended 30 November 2020, the revenue of the Group decreased by approximately 19.58% due to the decrease in the revenue generated from the Manufacturing and Trading Business.

業務回顧及展望

本集團於馬來西亞製造及銷售「Target」品牌的預製混凝土電信接線盒及預製混凝土電力接線盒（「**製造及貿易業務**」）。本集團的預製混凝土接線盒用於馬來西亞的(i)電信及電力基建升級及擴建工程；及(ii)建築項目。該等接線盒埋藏於地下以防止損害，以及用作放置及保護與電信及電力設施連接的接線點以及分佈式接入點，免受天氣及地下標高轉變的影響，並提供通道方便維修。

本集團自二零零八年起為多家知名電信公司（如Celcom Axiata Berhad（「**Celcom**」）及 Telekom Malaysia（「**Telekom**」）的註冊供應商或認可供應商，以及自二零一二年起為 Tenaga National Bhd.（「**TNB**」，馬來西亞唯一的電力公用事業公司）的註冊供應商。因此，本集團的預製混凝土接線盒可用於涉及電信公司及TNB的基建或建築項目。

截至二零二零年十一月三十日止六個月，本集團的收入減少約19.58%，此乃由於製造及貿易業務所產生的收入減少。

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Moreover, other factors which include labour shortage, dependency on foreign workers, and the rising production and transportation costs may exert pressure on the Group's business operations. Nevertheless, the Group remains cautiously optimistic about the overall business prospects.

FINANCIAL REVIEW

Revenue

The revenue decreased from approximately RM13.7 million for the six months ended 30 November 2019 to approximately RM10.9 million for the six months ended 30 November 2020, representing a decrease of approximately 19.58%. Such decrease was mainly due to the decrease of the revenue generated from the manufacturing and trading of precast concrete junction boxes business.

For the manufacturing and trading of precast concrete junction boxes business, the revenue decreased by approximately 20.65%, from approximately RM10.1 million for the period ended 30 November 2019 to approximately RM8.0 million for the period ended 30 November 2020.

For the trading of accessories and pipes and the provision of mobile crane rental and ancillary services business, the revenue slightly increased by approximately 2.8%, from approximately RM1,961,000 for the period ended 30 November 2019 to approximately RM2,016,000 for the period ended 30 November 2020. The increase was mainly caused by the increase in sales of steels.

此外，勞工短缺、倚賴外勞以及生產及運輸成本上升等其他因素可能對本集團的業務經營施加壓力。然而，本集團仍對整體業務前景持審慎樂觀態度。

財務回顧

收入

收入由截至二零一九年十一月三十日止六個月約13.7百萬令吉減少至截至二零二零年十一月三十日止六個月約10.9百萬令吉，跌幅約19.58%。有關減少乃主要由於預製混凝土接線盒的製造及貿易業務所產生的收入下降所致。

就預製混凝土接線盒的製造及貿易業務而言，收入由截至二零一九年十一月三十日止期間的約10.1百萬令吉減少約20.65%至截至二零二零年十一月三十日止期間的約8.0百萬令吉。

就配件及管道貿易以及提供移動式起重機租賃及配套服務業務而言，收入由截至二零一九年十一月三十日止期間的約1,961,000令吉輕微增加約2.8%至截至二零二零年十一月三十日止期間的約2,016,000令吉。有關增加乃主要由鋼鐵銷售增加所致。

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For the Japanese catering services, the revenue decreased by approximately 38.24%, from approximately RM1,527,000 for the period ended 30 November 2019 to approximately RM943,000 for the period ended 30 November 2020. The decrease is mainly due to the third wave outbreak of COVID-19 in Hong Kong.

The sourcing services of materials has contributed a small portion to the Group's revenue.

Cost of sales and Gross Profit

Costs of sales mainly consists of (i) cost of raw materials and trading products; (ii) manufacturing overheads; (iii) direct labour; (iv) crane hiring costs and (v) food costs. The cost of sales decreased from approximately RM9.3 million for the six months ended 30 November 2019 to approximately RM7.9 million for the six months ended 30 November 2020, decrease of approximately 14.84%. Such change was mainly attributable to the decrease in sales of manufacturing and trading of precast concrete junction boxes business for the six months ended 30 November 2020.

The Gross Profit decreased from approximately RM4.4 million for the six months ended 30 November 2019 to approximately RM3.1 million for the six months ended 30 November 2020.

Administrative expenses

Administrative expenses of the Group decreased by approximately RM1.3 million or 26.14% from approximately RM5.0 million for the six months ended 30 November 2019 to approximately RM3.7 million for the six months ended 30 November 2020.

就日本餐廳而言，收入由截至二零一九年十一月三十日止期間約1,527,000令吉減少約38.24%至截至二零二零年十一月三十日止期間約943,000令吉。該減少乃主要由於香港爆發第三波COVID-19。

物料採購服務對本集團的收入貢獻較小。

銷售成本及毛利

銷售成本主要包括(i)原材料及貿易產品成本；(ii)製造費用；(iii)直接勞動；(iv)起重機租用成本及(v)食品成本。銷售成本由截至二零一九年十一月三十日止六個月約9.3百萬令吉減少至截至二零二零年十一月三十日止六個月約7.9百萬令吉，降幅約14.84%。有關變動乃主要由於截至二零二零年十一月三十日止六個月預製混凝土接線盒的製造及貿易業務銷售下降所致。

毛利由截至二零一九年十一月三十日止六個月約4.4百萬令吉減少至截至二零二零年十一月三十日止六個月約3.1百萬令吉。

行政開支

本集團的行政開支由截至二零一九年十一月三十日止六個月約5.0百萬令吉減少約1.3百萬令吉或26.14%至截至二零二零年十一月三十日止六個月約3.7百萬令吉。

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The Group's administrative expenses mainly consisted of salaries, welfare and other benefits, rent and rates, general office expenses, depreciation and professional service fees. The decrease was mainly attributable to tighter control on expenses.

Selling and distribution expenses

Selling and distribution expenses of the Group decreased by approximately RM84,000 or 15.76% from approximately RM533,000 for the six months ended 30 November 2019 to approximately RM449,000 for the six months ended 30 November 2020.

The Group's selling and distribution expenses mainly consisted of salaries, welfare and other benefits for sales and marketing staff and travelling and entertainment expenses. The decrease of selling and distribution expenses was mainly due to the decrease in staff cost.

Loss for the period

The Group recorded a net loss of approximately RM1.0 million for the six months ended 30 November 2020 due to the decrease in revenue of the Group for the six months ended 30 November 2020.

本集團的行政開支主要包括薪金、福利及其他福利、租金及差餉、一般辦公室開支、折舊及專業服務費。該減少乃主要由於嚴格控制開支。

銷售及分銷開支

本集團的銷售及分銷開支由截至二零一九年十一月三十日止六個月約533,000令吉減少約84,000令吉或15.76%至截至二零二零年十一月三十日止六個月約449,000令吉。

本集團銷售及分銷開支主要包括銷售及市場推廣員工的薪金、福利及其他福利以及差旅及娛樂開支。銷售及分銷開支減少乃主要由於員工成本減少。

期內虧損

本集團於截至二零二零年十一月三十日止六個月錄得淨虧損約1.0百萬令吉，乃由於截至二零二零年十一月三十日止六個月本集團的收入減少。

Management Discussion and Analysis

管理層討論及分析

SIGNIFICANT INVESTMENTS HELD

During the six months ended 30 November 2020, the Company did not have any significant investments held.

MATERIAL ACQUISITIONS AND DISPOSALS, AND PLAN FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

There were no material acquisitions and disposals of subsidiaries and affiliated companies during the six months ended 30 November 2020. There is no specific future plan for material investments or capital assets as at the date of this report.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 November 2020, the Group's cash and cash equivalents was approximately RM22.6 million (31 May 2020: approximately RM22.8 million).

As at 30 November 2020, the Group's had no borrowings (31 May 2020: Nil).

As at 30 November 2020, the Group's current ratio was 5.1 (31 May 2020: 4.2), which is calculated based on the total current assets divided by the total current liabilities. The gearing ratio was nil as at 30 November 2020 (31 May 2020: Nil), which is calculated based on the total interest-bearing loans divided by the total equity.

The Directors consider that the Group's financial position is sound and strong. With available bank balances and cash and bank credit facilities, the Group has sufficient liquidity to satisfy its funding requirements.

持有重大投資

截至二零二零年十一月三十日止六個月，本公司概無持有任何重大投資。

重大收購及出售、以及重大投資或資本資產計劃

截至二零二零年十一月三十日止六個月，概無發生任何附屬公司及聯營公司的重大收購及出售事項。於本報告日期，概無重大投資或資本資產的特定未來計劃。

流動資金及財務資源

於二零二零年十一月三十日，本集團的現金及現金等價物約為22.6百萬令吉（二零二零年五月三十一日：約22.8百萬令吉）。

於二零二零年十一月三十日，本集團並無借款（二零二零年五月三十一日：無）。

於二零二零年十一月三十日，本集團的流動比率為5.1倍（二零二零年五月三十一日：4.2倍），乃按總流動資產除以總流動負債計算。於二零二零年十一月三十日，資本負債比率為零（二零二零年五月三十一日：零），乃按總計息貸款除以權益總額計算。

董事認為本集團的財務狀況穩健強大。憑藉可用的銀行結餘以及現金及銀行信貸融資，本集團擁有充裕的流動資金以滿足其資金需要。

Management Discussion and Analysis

管理層討論及分析

CAPITAL STRUCTURE

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

As at 30 November 2020, the share capital and equity attributable to owners of equity of the Company amounted to approximately RM3.8 million and approximately RM30.9 million respectively (31 May 2020: RM3.8 million and RM32.3 million respectively).

CAPITAL COMMITMENTS

As at 30 November 2020, the Group had no capital commitments in respect of the acquisition of property, plant and equipment (31 May 2020: Nil).

資本架構

本集團的資本架構於期內概無變動。本集團的股本僅以普通股組成。

於二零二零年十一月三十日，本公司股權擁有人應佔股本及股權分別約為3.8百萬令吉及約30.9百萬令吉（二零二零年五月三十一日：分別為3.8百萬令吉及32.3百萬令吉）。

資本承擔

於二零二零年十一月三十日，就收購物業、廠房及設備而言，本集團並無資本承擔（二零二零年五月三十一日：無）。

Management Discussion and Analysis

管理層討論及分析

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 30 November 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as 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/or short positions which they are taken or deemed to have under such provisions of the SFO), or (ii) as required to be recorded in the register required to be kept by the Company pursuant to Sections 352 of the SFO, or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

董事及主要行政人員於本公司及相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二零年十一月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益及／或淡倉），或(ii)須記錄於本公司根據證券及期貨條例第352條須予存置的登記冊的權益及淡倉，或(iii)根據GEM上市規則第5.46條所述上市發行人董事進行交易的規定標準須另行知會本公司及聯交所的權益及淡倉如下：

Ordinary Shares of the Company

本公司普通股

Name of Director/Chief Executive	Capacity/Nature of Interest	Number of shares interested	Percentage of the Company's issued share capital as at 30 November 2020
董事／主要行政人員姓名	身份／權益性質	權益股份數目	佔本公司於二零二零年十一月三十日已發行股本百分比
Mr. Loh Swee Keong (Note 2)	Interest in controlled corporation	238,620,000 (L)	34.67%
Loh Swee Keong先生 (附註2)	受控制法團權益	(Note 1)	(附註1)

Management Discussion and Analysis

管理層討論及分析

Notes:

- (1) The letter (L) denotes the person's long interest in the Shares.
- (2) Merchant World Investments Limited is a company incorporated in the BVI and is wholly-owned by Mr. Loh Swee Keong. Mr. Loh Swee Keong is deemed to be interested in all the Shares held by Merchant World Investments Limited for the purpose of the SFO.

Save for disclosed above, as at 30 November 2020, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as 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/or short positions which they are taken or deemed to have under such provision of the SFO), or (ii) as required to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

附註：

- (1) 英文字母(L)表示該人士於股份的好倉。
- (2) Merchant World Investments Limited為一家於英屬處女群島註冊成立的公司，並由Loh Swee Keong先生全資擁有。根據證券及期貨條例，Loh Swee Keong先生被視為於由Merchant World Investments Limited持有的全部股份中擁有權益。

除上文所披露者外，於二零二零年十一月三十日，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益及／或淡倉），或(ii)須記錄於本公司根據證券及期貨條例第352條須予存置的登記冊的任何權益或淡倉，或(iii)根據GEM上市規則第5.46條所述本公司董事進行交易的規定標準須另行知會本公司及聯交所的任何權益或淡倉。

Management Discussion and Analysis

管理層討論及分析

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 November 2020, the following persons (other than the Directors or chief executive of the Company) had interests and/or short positions in the shares and underlying shares of the Company which would fall to be disclosed of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二零年十一月三十日，以下人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益及／或淡倉，或須記錄於根據證券及期貨條例第336條須予存置的登記冊的權益及／或淡倉如下：

Ordinary Shares of the Company

本公司普通股

Name	Capacity/Nature of Interest	Number of shares interested	Percentage of the Company's issued share capital as at 30 November 2020 佔本公司於二零二零年十一月三十日已發行股本百分比
姓名／名稱	身份／權益性質	權益股份數目	
Merchant World Investments Limited Merchant World Investments Limited	Beneficial owner 實益擁有人	238,620,000 (L) (Note 1) (附註1)	34.67%
Ms. Woon Sow Sum (Note 2) Woon Sow Sum 女士 (附註2)	Interest of spouse 配偶權益	238,620,000 (L)	34.67%
Greater Elite Holdings Limited Greater Elite Holdings Limited	Beneficial owner 實益擁有人	108,980,000 (L)	15.84%
Mr. Law Fung Yuen Paul (Note 3) 羅鳳原先生 (附註3)	Interest in controlled corporation 受控制法團權益	108,980,000 (L)	15.84%
Ms. Cheng Lai Wah Christina (Note 4) 鄭麗華女士 (附註4)	Interest of spouse 配偶權益	108,980,000 (L)	15.84%
Mr. Fung Tak, Andrew (Note 5) 馮達先生 (附註5)	Beneficial owner and joint interest 實益擁有人及共同權益	99,872,000 (L)	14.51%
Mr. Fung Hong, Albert (Note 6) 馮康先生 (附註6)	Beneficial owner and joint interest 實益擁有人及共同權益	99,872,000 (L)	14.51%
Ms. Lo Pui Chu, Amy (Note 7) 盧佩珠女士 (附註7)	Interest of spouse 配偶權益	99,872,000 (L)	14.51%
Ms. Cho Ka Lai (note 8) 左嘉麗女士 (附註8)	Interest of spouse 配偶權益	99,872,000 (L)	14.51%

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Notes:

- (1) The letter (L) denotes the person's long interest in the Shares.
- (2) Ms. Woon Sow Sum is the spouse of Mr. Loh Swee Keong and is deemed, or taken to be interested in all Shares in which Mr. Loh Swee Keong has interest under the SFO.
- (3) Greater Elite Holdings Limited is a company incorporated in the BVI and is wholly-owned by Mr. Law Fung Yuen Paul. Mr. Law Fung Yuen Paul is deemed to be interested in all the Shares held by Greater Elite Holdings Limited for the purpose of the SFO.
- (4) Ms. Cheng Lai Wah Christina is the spouse of Mr. Law Fung Yuen Paul and is deemed, or taken to be interested in all Shares in which Mr. Law Fung Yuen Paul has interest under the SFO.
- (5) Mr. Fung Tak, Andrew is interested in 99,872,000 shares jointly with Mr. Fung Hong, Albert.
- (6) Mr. Fung Hong, Albert is interested in 99,872,000 shares jointly with Mr. Fung Tak, Andrew.
- (7) Ms. Lo Pui Chu, Amy is the spouse of Mr. Fung Tak, Andrew and is deemed, or taken to be interested in all the Shares in which Mr. Fung Tak, Andrew has interest under the SFO.
- (8) Ms. Cho Ka Lai is the spouse of Mr. Fung Hong, Albert and is deemed, or taken to be interested in all the Shares in which Mr. Fung Hong, Albert has interest under the SFO.

Save for disclosed above, as at 30 November 2020, the Company has not been notified by any person (other than the Directors or the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under provisions of Division 2 and 3 of Part XV of the SFO or as required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

- (1) 英文字母(L)表示該人士於股份的好倉。
- (2) Woon Sow Sum女士為Loh Swee Keong先生的配偶，根據證券及期貨條例，彼被視為或當作於Loh Swee Keong先生擁有權益的所有股份中擁有權益。
- (3) Greater Elite Holdings Limited為一家於英屬處女群島註冊成立的公司，並由羅鳳原先生全資擁有。根據證券及期貨條例，羅鳳原先生被視為於由Greater Elite Holdings Limited持有的全部股份中擁有權益。
- (4) 鄭麗華女士為羅鳳原先生的配偶，根據證券及期貨條例，彼被視為或當作於羅鳳原先生擁有權益的所有股份中擁有權益。
- (5) 馮達先生與馮康先生於99,872,000股股份中擁有共同權益。
- (6) 馮康先生與馮達先生於99,872,000股股份中擁有共同權益。
- (7) 盧佩珠女士為馮達先生的配偶，根據證券及期貨條例，彼被視為或當作於馮達先生擁有權益的所有股份中擁有權益。
- (8) 左嘉麗女士為馮康先生之配偶，根據證券及期貨條例，彼被視為或當作於馮康先生擁有權益的所有股份中擁有權益。

除上文所披露者外，於二零二零年十一月三十日，本公司並無得悉任何人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉。

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CHARGE ON GROUP'S ASSETS

As at 30 November 2020, the Group had bank deposits pledged with banks totalling approximately RM1.1 million (31 May 2020: approximately RM1.1 million). These deposits were pledged to secure general banking facilities granted to the Group.

FOREIGN CURRENCY RISK

Since a substantial amount of income and profit of our Group is denominated in Malaysian Ringgit ("RM"), any fluctuations in the value of RM may adversely affect the amount of dividends, if any, payable to the Shares in HK\$ to our Shareholders. Furthermore, fluctuations in the RM's value against other currencies will create foreign currency translation gains or losses and may have an adverse effect on our Group's business, financial condition and results of operations. Any imposition, variation or removal of foreign exchange controls may adversely affect the value, translated or converted into HK\$, of our Group's net assets, earnings or any declared dividends. Consequently, this may adversely affect our Group's ability to pay dividends or satisfy other foreign exchange requirements. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arises.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 November 2020 (six months ended 30 November 2019: Nil).

本集團資產之抵押

於二零二零年十一月三十日，本集團抵押予銀行的銀行存款合共約為1.1百萬令吉（二零二零年五月三十一日：約1.1百萬令吉）。該等存款乃抵押用作為授予本集團的一般銀行融資提供擔保。

外幣風險

由於本集團大部分收入及溢利均以馬來西亞令吉（「令吉」）計值，令吉價值的任何波動均可能會對以港元計值股份的應付股東股息（如有）金額造成不利影響。再者，令吉兌其他貨幣的價值波動將會產生外匯匯兌收益或虧損，並可能會對本集團的業務、財務狀況及經營業績造成不利影響。任何外匯管制的實施、變動或解除均可能會對將本集團的淨資產、盈利或任何已宣派股息換算或兌換成港元的價值造成不利影響。因此，這可能會對本集團派付股息或滿足其他外匯需求的能力造成不利影響。本集團將密切監控其外幣風險，並於需要時考慮對沖重大外幣風險。

中期股息

截至二零二零年十一月三十日止六個月，董事會並無建議派付中期股息（截至二零一九年十一月三十日止六個月：無）。

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EMPLOYEES AND REMUNERATION POLICIES

As at 30 November 2020, we had 73 employees who are located in Malaysia and the Hong Kong Special Administrative Region. The Group generally recruits employees from the open market by placing recruitment advertisements. The Group entered into individual labour contracts with each of the employees in accordance with the applicable labour laws of Malaysia and the Hong Kong Special Administrative Region, which cover matters such as wages, employee benefits and grounds for termination. The remuneration package that the Group offers to the employees includes salary, bonuses, allowances and medical benefits. In general, the Group determines an employee's salary based on each employee's qualifications, experience and capability and the prevailing market remuneration rate. The Group has designed and implemented a review system to assess the performance of our employees once a year, which forms the basis of our decisions with respect to salary adjustments, bonuses and promotions.

PRINCIPAL RISK AND UNCERTAINTIES

Operational risk

The Group's operation is subject to general economic and market risks which may affect the competition and profitability of construction projects. The Group's key risk exposures are summarised as follows:

- (a) Fluctuation in the prices of our major raw materials may have adverse impacts on the Group's financial results;

僱員及薪酬政策

於二零二零年十一月三十日，我們有73名僱員在馬來西亞及香港特別行政區。本集團通常透過刊登招聘廣告從公開市場招聘僱員。本集團根據馬來西亞及香港特別行政區的適用勞動法例與每名僱員訂立個別的勞工合約，當中涵蓋工資、僱員福利及終止理由等事宜。本集團向僱員提供的薪酬方案包括薪金、花紅、津貼及醫療福利。一般而言，本集團按照每名僱員的資格、經驗及能力以及當前的市場薪酬水平釐定僱員的薪金。本集團已設計及實施一個審核制度，以就僱員表現每年進行一次評估，此構成我們對薪金調整、花紅及晉升方面所作決定的基準。

主要風險及不確定因素

經營風險

本集團的營運涉及可能影響建築項目的競爭及盈利能力的整體經濟及市場風險。本集團面臨的主要風險概述如下：

- (a) 主要原材料價格波動可能對本集團的財務業績造成不利影響；

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- (b) The Group's revenue is mainly derived from the manufacturing and sale of precast concrete junction boxes to its customers for infrastructure upgrades and expansion work for construction projects, which are nonrecurrent in nature and there is no guarantee that the customers will place new business purchase orders; and
- (b) 本集團的收入主要來自為客戶就屬於非經常性的基建升級及建築項目的擴張工程製造及銷售預製混凝土接線盒，概不保證客戶將發出新業務採購訂單；及
- (c) The Group's cash flow position may deteriorate owing to a mismatch between the time of receipt of payments from its customers and payments to its suppliers if the Group is unable to manage its cash flow mismatch properly.
- (c) 倘本集團未能妥善管理現金流量錯配的情況，本集團的現金流量狀況可能因收到客戶付款與向供應商付款出現時間錯配而惡化。

For other risks and uncertainties facing the Group, please refer to the section headed "Risks Factors" in the prospectus of the Group dated 6 July 2017 (the "**Prospectus**").

有關本集團面臨的其他風險及不確定因素，請參閱本集團日期為二零一七年七月六日的招股章程（「招股章程」）「風險因素」一節。

Financial risks

As a manufacturer of precast concrete junction boxes, the Group has to purchase raw materials from its suppliers from time to time based on its procurement policy. The Group relies on cash inflow from its customers to meet its payment obligations to our suppliers. The Group's cash inflow is dependent on the prompt settlement of its payments. The Group is exposed to credit risk and liquidity risk.

財務風險

作為一家預製混凝土接線盒製造商，本集團須根據其採購政策不時向供應商採購原材料。本集團倚賴來自客戶的現金流入以履行向供應商付款的責任。本集團的現金流入取決於迅速結清付款。本集團面臨信貸風險及流動資金風險。

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FUNDRAISING EXERCISE OF THE COMPANY DURING THE PAST TWELVE MONTHS

On 17 April 2020, the Company entered into a Subscription Agreement with Mr. Ho Ivan Siu-Hin (the “**Subscriber**”), pursuant to which the Subscriber agreed to subscribe and the Company agreed to issue a total of 68,200,000 new ordinary shares at par value of HK\$0.01 per share of the Company at the price of HK\$0.125 per share (the “**Subscription Shares**”) and the net subscription price per Subscription Share was approximately HK\$0.1246. The aggregate nominal value of the Subscription Shares was HK\$682,000. The market price was HK\$0.15 per share on 17 April 2020. The Subscription Shares have been issued pursuant to the general mandate to allot and issue up to a maximum of 124,000,000 shares granted to the Directors of the Company by a resolution of the shareholders passed at the Company’s annual general meeting held on 25 November 2019. The subscription completed on 8 May 2020. The net proceeds of approximately HK\$8,500,000 was intended to be used as general working capital of the Group and the net proceed has been fully utilized as general working capital up to the period ended 30 November 2020.

CONTINGENT LIABILITIES

The Group had no contingent liabilities at the balance sheet date.

本公司於過去十二個月內的集資活動

於二零二零年四月十七日，本公司與何兆顯先生（「**認購人**」）訂立一份認購協議，據此，認購人同意認購且本公司同意以每股0.125港元之價格發行合共68,200,000股本公司每股面值0.01港元的新普通股（「**認購股份**」）及每股認購股份的認購價淨額約為0.1246港元。認購股份的總面值為682,000港元。於二零二零年四月十七日，市場價為每股0.15港元。認購股份已根據本公司於二零一九年十一月二十五日舉行股東週年大會通過的一項股東決議案所授予本公司董事之一般授權以配發及發行最多124,000,000股股份而獲發行。該認購事項於二零二零年五月八日完成。所得款項淨額約8,500,000港元擬用於本集團的一般營運資金用途且截至二零二零年十一月三十日止期間所得款項淨額已獲悉數動用作為一般營運資金用途。

或然負債

本集團於資產負債表結算日概無或然負債。

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CORPORATE GOVERNANCE PRACTICES

Under the code provision A.2.1 of the Corporate Governance Code (the “CG Code”), the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established.

Mr. Loh Swee Keong (“**Mr. Loh**”) is the chairman of the Board and the chief executive officer of the Company. In view of Mr. Loh has been operating and managing the operating subsidiaries of the Group since 1993, the Board believes that it is in the best interest of the Group to have Mr. Loh taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the CG Code provision A.2.1 is appropriate in such circumstances.

Save as disclosed above, for the six months ended 30 November 2020, in the opinion of the Directors, the Group has complied with the code provision of the CG Code.

企業管治常規

根據企業管治守則（「企業管治守則」）守則條文第A.2.1條，主席及行政總裁的職務應予區分，並不應由同一人士擔任。主席與行政總裁之間職務的分工應予清晰界定。

Loh Swee Keong先生（「**Loh先生**」）為本公司董事會主席兼行政總裁。鑒於Loh先生自一九九三年起一直經營及管理本集團的營運附屬公司，故董事會相信，由Loh先生兼任兩個職位以達致有效的管理及業務發展乃符合本集團的最佳利益。因此，董事認為，偏離企業管治守則條文第A.2.1條在該情況下乃屬合適。

除上文所披露者外，截至二零二零年十一月三十日止六個月，董事認為，本集團一直遵守企業管治守則的守則條文。

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SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full time and part time), or any member of the Group, including any Executive, Non-executive Directors and Independent Non-executive Directors, advisers, consultants of the Group.

The Company conditionally adopted the Share Option Scheme on 27 June 2017 whereby the Board is authorised, at its absolute discretion and subject to the terms of the Share Option Scheme, to grant options to the Eligible Participants to subscribe for the shares of the Company. The Share Option Scheme will be valid and effective for a period of ten years from the date of the adoption of the Scheme.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue upon the date of the shares of the Company listed on the GEM, being 62,000,000 shares (or such numbers of shares as shall result from a subdivision or a consolidation of such 62,000,000 from time to time) (the “**Scheme Limit**”). Subject to shareholders’ approval in general meeting, the Board may (i) renew this limit at any time to 10% of the shares in issue as at the date of the approval by the shareholders in general meeting; and/or (ii) grant options beyond the Scheme Limit to Eligible Participants specifically identified by the Board.

購股權計劃

購股權計劃旨在吸引及挽留最優秀的人員，以及向本集團全職及兼職僱員或任何成員（包括本集團任何執行董事、非執行董事、獨立非執行董事、顧問及諮詢人）提供額外獎勵。

於二零一七年六月二十七日，本公司有條件採納購股權計劃，據此，董事會獲授權按其絕對酌情權，依照購股權計劃的條款，向合資格參與人士授出可認購本公司股份的購股權。購股權計劃將由採納該計劃當日起計十年期間有效及生效。

根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的最高股份數目合共不得超過本公司股份於GEM上市日期後已發行股份總數的10%，即62,000,000股股份（或因不時拆細或合併該62,000,000股股份而產生的有關股份數目）（「**計劃上限**」）。待於股東大會上取得股東批准後，董事會可(i)隨時將此上限更新至於股東在股東大會上批准當日已發行股份的10%；及／或(ii)向董事會特別選定的合資格參與人士授出超過計劃上限的購股權。

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The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 30% of the shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the limit being exceeded.

The total number of shares issuable upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company to each Participants in any twelve months period shall not exceed 1% of the shares in issue. Any further grant of options is subject to shareholders' approval in general meeting with such Eligible Participants and his associates abstaining from voting.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

An offer for the grant must be accepted not less than five business days from the date on which the Option is granted. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an options is HK\$1.

Pursuant to the Share Option Scheme, the participants may subscribe for the shares of the Company on exercise of an option at the price determined by the Board provided that it shall be at least the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the share.

因根據購股權計劃及本公司任何其他購股權計劃已授出惟尚未行使的所有尚未行使購股權獲行使而可能發行的股份數目，於任何時候不得超過不時已發行股份的30%。倘根據本公司的任何計劃（包括購股權計劃）授出購股權將導致超出上限，則不得授出購股權。

於任何十二個月期間，根據購股權計劃及本公司任何其他購股權計劃向各參與人士授出的購股權獲行使而可予發行的股份總數不得超過已發行股份的1%。任何額外授出購股權須於股東大會上獲股東批准，而有關合資格參與人士及其聯繫人須放棄投票。

購股權可於董事會可能釐定而不得超過授出日期起計十年的期間內，在有關提前終止條文的規限下，隨時根據購股權計劃的條款獲行使。

授出購股權的要約必須於授出購股權當日起計不少於五個營業日獲接納。購股權承授人於接納授出購股權的要約時應向本公司支付1港元。

根據購股權計劃，參與人士可按董事會釐定的價格行使購股權認購本公司股份，惟該價格不得低於下列最高者：(i)於授出當日（該日須為交易日）的聯交所每日報價表所列股份的收市價；(ii)於緊接授出日期前五個交易日的聯交所每日報價表所列股份的平均收市價；及(iii)股份面值。

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During the six months ended 30 November 2020, other than the share option scheme is set out above, the Company did not enter into the other equity-linked agreement, nor did any other equity-linked agreement exist during the period under review.

As at 30 November 2020, no share option has been granted, exercised, lapsed or cancelled under the Share Option Scheme of the Company.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the six months ended 30 November 2020 and up to the date of this report, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed under the section "Share Option Scheme" and "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures of the company and associated corporations", at no time during the period was the Company, its or any of its holding companies or any of its subsidiaries a party to any arrangement to enable the Directors and the Chief Executives (including their spouses and children under 18 years of age) to hold any interests or short positions in the shares, or underlying shares, or debentures of the Company or its associated corporations (within the meaning of PART XV of the SFO).

截至二零二零年十一月三十日止六個月，除上述所載購股權計劃外，本公司並未訂立其他權益相關協議，於回顧期內，亦不存在任何其他權益相關協議。

於二零二零年十一月三十日，本公司根據購股權計劃並未授出、行使、失效或註銷任何購股權。

遵守相關法例及規例

於截至二零二零年十一月三十日止六個月及直至本報告日期，本集團一直遵守對其業務有重大影響的相關法例及規例。

董事收購股份或債權證的權利

除於「購股權計劃」一節及「董事及主要行政人員於本公司及相聯法團的股份、相關股份及債權證的權益及淡倉」一節所披露者外，於期內任何時間，本公司、其任何控股公司或其任何附屬公司並無訂立任何安排，致使董事及主要行政人員（包括彼等的配偶及18歲以下的子女）於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中持有任何權益或淡倉。

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DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all the Directors and all Directors confirmed that they have complied with the required standards of dealings regarding securities transactions by the Directors during the six months ended 30 November 2020 to the date of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the six months ended 30 November 2020.

DIRECTOR'S INTEREST OF COMPETING BUSINESS

During the six months ended 30 November 2020, the Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business or any other conflicts of interest which any such person has or may have with the Group.

AUDIT COMMITTEE

The Group has established an Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and paragraph C.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The duties of the Audit Committee are to primary review the financial statements of the Company and oversee the internal control and risk management procedures of the Company.

董事進行證券交易

本公司已採納有關董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載規定交易準則。本公司亦已向全體董事作出具體查詢，而全體董事確認彼等於截至二零二零年十一月三十日止六個月及截至本報告日期止一直遵守有關董事進行證券交易的規定交易準則。

購買、出售或贖回上市證券

截至二零二零年十一月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事於競爭業務的權益

截至二零二零年十一月三十日止六個月，董事確認，除本集團經營的業務外，概無控股股東或董事及彼等各自的緊密聯繫人（定義見GEM上市規則）在與本集團業務直接或間接構成或可能構成競爭或任何人士已或可能會與本集團構成任何其他利益沖突的任何業務中擁有任何權益。

審核委員會

本集團已成立審核委員會，並遵照GEM上市規則第5.28至5.33條及GEM上市規則附錄15所載的企業管治守則及企業管治報告第C.3段，制定其書面職權範圍。審核委員會職責主要為審閱本公司的財務報表及監管本公司的內部監控及風險管理程序。

Management Discussion and Analysis

管理層討論及分析

The Audit Committee currently consists of three members namely, Mr. Yau Ka Hei, Mr. Chu Kin Ming and Mr. Ma, She Shing Albert. The chairman of the Audit Committee is Mr. Chu Kin Ming.

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and the unaudited condensed consolidated financial statements of the Group for the six months 30 November 2020 and is of the opinion that such statements complied with applicable standards, the GEM Listing Rules and that adequate disclosure had been made.

By Order of the Board
SK Target Group Limited
Loh Swee Keong
Chairman

Hong Kong, 13th January 2021

As at the date of this report, the Board comprises one Executive Director, namely, Mr. Loh Swee Keong; and three Independent Non-executive Directors, namely, Mr. Yau Ka Hei, Mr. Chu Kin Ming and Mr. Ma, She Shing Albert.

審核委員會目前由三名成員組成，即邱家禧先生、朱健明先生及馬希聖先生。審核委員會主席為朱健明先生。

審核委員會已審閱本集團採納的會計原則及政策以及本集團截至二零二零年十一月三十日止六個月的未經審核簡明綜合財務報表，並認為該等報表符合適用準則及GEM上市規則，且已作出足夠披露。

承董事會命
瑞強集團有限公司
主席
Loh Swee Keong

香港，二零二一年一月十三日

於本報告日期，董事會包括一名執行董事Loh Swee Keong先生；及三名獨立非執行董事邱家禧先生、朱健明先生及馬希聖先生。

2020

SK TARGET GROUP LIMITED
瑞強集團有限公司