

# shishi

## Shi Shi Services Limited

### 時時服務有限公司

(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：8181



# 2022/23

First Quarterly Report  
第一季度業績報告



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

**GEM has been positioned as a market designed to accommodate small and mid-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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of the companies listed on GEM and the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on 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 GEM.**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “Directors”) of Shi Shi Services Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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之特色

**GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於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。GEM的較高風險及其他特色表示GEM較適合專業及其他資深投資者。**

**由於GEM上市公司的新興性質使然，而且GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在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香港聯合交易所有限公司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，並明確表示概不會就因本報告全部或任何部分內容而產生或因依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GEM證券上市規則（「GEM上市規則」）之規定提供有關時時服務有限公司（「本公司」）的資料。本公司各董事（「董事」）願共同及個別就本報告承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；及本報告並無遺漏任何其他事項，致使本報告所載任何聲明或本報告有所誤導。*



## UNAUDITED FINANCIAL RESULTS

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 three months ended 30 June 2022, together with the unaudited comparative figures for the corresponding period in 2021 are set out as follows:

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

## 未經審核財務業績

本公司董事會（「董事會」）欣然呈列本公司及其附屬公司（統稱為「本集團」）截至2022年6月30日止三個月之未經審核簡明綜合業績，連同2021年同期之未經審核比較數字，有關詳情載列如下：

### 未經審核簡明綜合損益及其他全面收益表

		Three months ended 30 June 截至6月30日止三個月	
		Notes 附註	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	3	126,729
Cost of services	服務成本		(101,285)
<b>Gross profit</b>	<b>毛利</b>		25,444
Interest revenue	利息收益	4	109
Other income	其他收入	5	23
Share of loss of associates	分佔聯營公司虧損		(1,822)
Administrative expenses	行政開支		(15,196)
Other operating expenses	其他營運開支		(6,788)
Listing expenses	上市開支		(630)
Finance costs	融資成本	7	(189)
<b>(Loss)/profit before tax</b>	<b>除稅前(虧損)/溢利</b>		951
Income tax expenses	所得稅開支	9	(930)
<b>(Loss)/profit for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內(虧損)/溢利</b>	8	21
<b>Other comprehensive (expense)/income, net of tax</b>	<b>其他全面(開支)/收益(扣除稅項)</b>		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務所產生之匯兌差額		1,311
<b>Other comprehensive (expense)/income for the period</b>	<b>期內其他全面(開支)/收益</b>		1,311
<b>Total comprehensive (expense)/income for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內全面(開支)/收益總額</b>		1,332
<b>(Loss)/earning per share</b>	<b>每股(虧損)/盈利</b>		
Basic (HK Cents)	基本(港仙)	10	0.002
Diluted (HK Cents)	攤薄(港仙)	10	0.002



## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

Attributable to owners of the Company  
本公司擁有人應佔

		Share capital	Share premium account	Merger reserve	Share-based payment reserve	Other reserve	Foreign currency translation reserve	Retained profits	Total equity
		股本	股份溢價	合併儲備	以股份支付的款項儲備	其他儲備	外幣換算儲備	保留溢利	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2021 (audited)	於2021年4月1日 (經審核)	10,264	179,975	4,750	-	-	1,405	122,577	318,971
Total comprehensive income for the period (unaudited)	期內全面收益總額 (未經審核)	-	-	-	-	-	1,311	21	1,332
Changes in equity for the period (unaudited)	期內權益變動 (未經審核)	-	-	-	-	-	1,311	21	1,332
At 30 June 2021 (unaudited)	於2021年6月30日 (未經審核)	10,264	179,975	4,750	-	-	2,716	122,598	320,303
At 1 April 2022 (audited)	於2022年4月1日 (經審核)	11,290	179,975	4,750	2,519	(1,026)	4,253	96,628	298,389
Award shares granted under share award plan	根據股份獎勵計劃授出獎勵股份	-	-	-	2,866	-	-	-	2,866
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	-	-	-	-	-	(4,857)	(3,760)	(8,617)
Changes in equity for the period (unaudited)	期內權益變動 (未經審核)	-	-	-	2,866	-	(4,857)	(3,760)	(5,751)
At 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	11,290	179,975	4,750	5,385	(1,026)	(604)	92,868	292,638



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION

Shi Shi Services Limited was incorporated in the Cayman Islands with limited liability. Its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited. The address of its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Unit 903, 9th Floor, Haleson Building, 1 Jubilee Street, Central, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are provision of property management and related services, properties investment and money lending business.

The unaudited condensed consolidated financial statements are presented in Hong Kong Dollars (“HK\$”), unless otherwise stated.

### 2. BASIS OF PRESENTATION

These unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2022 have been prepared in accordance with accounting principles generally accepted in Hong Kong and in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the GEM Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”).

The accounting policies adopted by the Group are consistent with the consolidated financial statements for the year ended 31 March 2022.

These unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2022.

In the current period, the Group has adopted all the new/revised HKFRSs issued by the HKICPA that are relevant to its operation and effective for its accounting period beginning on 1 April 2022.

The Group has not yet applied new/revised HKFRSs that have been issued but not yet effective. The Group is in the process of assessing, where applicable, the potential impact of these new/revised HKFRSs but is not yet in a position to state whether these new/revised HKFRSs would have a material impact on its results of operations.

## 未經審核簡明綜合財務報表附註

### 1. 一般資料

時時服務有限公司為於開曼群島註冊成立之有限公司。其股份於香港聯合交易所有限公司GEM上市。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。其主要營業地點位於香港中環租庇利街1號喜訊大廈9樓903室。

本公司為一間投資控股公司。本集團主要業務為提供物業管理及相關服務、物業投資及放債業務。

除另有指明外，未經審核簡明綜合財務報表以港元（「港元」）呈列。

### 2. 呈列基準

本集團截至2022年6月30日止三個月的此等未經審核簡明綜合財務報表乃根據香港公認會計原則，以及香港會計師公會（「香港會計師公會」）所頒佈的香港財務報告準則（「香港財務報告準則」）以及GEM上市規則及香港法例第622章公司條例（「公司條例」）的適用披露規定編製。

本集團所採納的會計政策與截至2022年3月31日止年度的綜合財務報表相一致。

此等未經審核簡明綜合財務報表不包括年度財務報表規定的所有資料及披露，故應與本集團截至2022年3月31日止年度的年度財務報表一併閱讀。

於本期間，本集團已採納香港會計師公會所頒佈與其營運有關並自2022年4月1日開始的會計期間生效的所有新訂／經修訂香港財務報告準則。

本集團並未應用已頒佈但尚未生效的新訂／經修訂香港財務報告準則。本集團正在評估（如適用）此等新訂／經修訂香港財務報告準則的潛在影響，惟尚未能確定此等新訂／經修訂香港財務報告準則會否對其經營業績構成重大影響。



### 3. REVENUE

The Group is principally engaged in the provision of property management and related services, properties investment and money lending business during the three months ended 30 June 2022. An analysis of the Group's revenue recognised during the periods is as follows:

### 3. 收益

本集團於截至2022年6月30日止三個月內主要從事提供物業管理及相關服務、物業投資及放債業務。期內本集團的已確認收益分析如下：

		Three months ended 30 June 截至6月30日止三個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
Provision of property management and related services	提供物業管理及相關服務	133,157	125,440
Revenue from contracts with customers	客戶合約收益	133,157	125,440
Rental income from investment property	投資物業租金收入	344	357
Loan interest income	貸款利息收入	138	932
Total revenue	收益總額	133,639	126,729

#### Disaggregation of revenue from contracts with customers:

客戶合約收益之分拆：

		Three months ended 30 June 截至6月30日止三個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Geographical markets:</b>	<b>地區市場：</b>		
Hong Kong	香港	125,136	117,232
The People's Republic of China (the "PRC")	中華人民共和國(「中國」)	8,021	8,208
		133,157	125,440
<b>Major services:</b>	<b>主要服務：</b>		
Property management services	物業管理服務	124,985	117,582
Stand-alone security services	獨立保安服務	8,172	7,858
		133,157	125,440

All revenue from contracts with customers is recognised over time.

所有客戶合約收益隨時間確認。





#### 4. INTEREST REVENUE

		Three months ended 30 June 截至6月30日止三個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
Bank interest income	銀行利息收入	27	34
Interest income from bond receivable	應收債券利息收入	160	-
Interest income from deposits placed for life insurance policies	就人壽保單存入的存款的 利息收入	75	75
		<b>262</b>	<b>109</b>

#### 4. 利息收益

#### 5. OTHER INCOME

		Three months ended 30 June 截至6月30日止三個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
Government subsidies	政府補貼	2,200	-
Others	其他	51	23
		<b>2,251</b>	<b>23</b>

#### 5. 其他收入

#### 6. SEGMENT INFORMATION

##### (a) Reportable segments

The Group has three (2021: three) reportable segments. The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments:

- (i) Provision of property management and related services;
- (ii) Properties investment; and
- (iii) Money lending business.

Segment profits or losses do not include dividend income and gains or losses from investments. Segment assets do not include investments. Segment non-current assets do not include deferred tax assets and financial instruments.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

#### 6. 分部資料

##### (a) 可呈報分部

本集團目前經營三個(2021年: 三個)可呈報分部。本集團的可呈報分部為提供不同產品及服務的策略性業務單位。有關單位獨立管理, 因為各業務需要不同的科技及營銷策略。下文概述本集團各可呈報分部的營運:

- (i) 提供物業管理及相關服務;
- (ii) 物業投資; 及
- (iii) 放債業務。

分部溢利或虧損不包括股息收入以及投資的收益或虧損。分部資產不包括投資。分部非流動資產不包括遞延稅項資產及金融工具。

本集團將分部間銷售及轉讓按猶如有關銷售或轉讓乃向第三方(即按現時市價)作出之方式入賬。



(i) *Business segments*

(i) 業務分部

		Provision of property management and related services 提供物業 管理及 相關服務 HK\$'000 千港元 (unaudited) (未經審核)	Properties investment 物業投資 HK\$'000 千港元 (unaudited) (未經審核)	Money lending business 放債業務 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
<b>For the three months ended 30 June 2022</b> <b>截至2022年6月30日止三個月</b>					
Reportable segment revenue:	可呈報分部收益：				
Revenue from external customers	來自外界客戶的收益	133,157	344	138	133,639
Reportable segment profit/(loss)	可呈報分部溢利/(虧損)	3,766	296	(534)	3,528
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(1,631)	(1)	-	(1,632)
Depreciation of right-of-use assets	使用權資產折舊	(533)	-	(46)	(579)
Amortisation of intangible assets	無形資產攤銷	(11)	-	-	(11)
Income tax expense	所得稅開支	(409)	(46)	-	(455)
Interest revenue	利息收益	102	-	160	262
Interest expense	利息開支	(176)	-	(4)	(180)
Additions to property, plant and equipment	添置物業、廠房及設備	2,469	-	-	2,469
		Provision of property management and related services 提供物業 管理及 相關服務 HK\$'000 千港元 (unaudited) (未經審核)	Properties investment 物業投資 HK\$'000 千港元 (unaudited) (未經審核)	Money lending business 放債業務 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
<b>At 30 June 2022</b> <b>於2022年6月30日</b>					
Reportable segment assets	可呈報分部資產	315,872	30,747	9,399	356,018
Reportable segment liabilities	可呈報分部負債	83,323	407	845	84,575





		Provision of property management and related services 提供物業 管理及 相關服務 HK\$'000 千港元 (unaudited) (未經審核)	Properties investment 物業投資 HK\$'000 千港元 (unaudited) (未經審核)	Money lending business 放債業務 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
For the three months ended 30 June 2021 截至2021年6月30日止三個月					
Reportable segment revenue:	可呈報分部收益：				
Revenue from external customers	來自外界客戶的收益	125,440	357	932	126,729
Reportable segment profit	可呈報分部溢利	4,037	287	867	5,191
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	(2,402)	(1)	–	(2,403)
Depreciation of right-of-use assets	使用權資產折舊	(1,108)	–	(47)	(1,155)
Amortisation of intangible assets	無形資產攤銷	(113)	–	–	(113)
Income tax expense	所得稅開支	(885)	(45)	–	(930)
Interest revenue	利息收益	109	–	–	109
Interest expense	利息開支	(188)	–	(1)	(189)
Additions to property, plant and equipment	添置物業、 廠房及設備	52,406	–	–	52,406
		Provision of property management and related services 提供物業 管理及 相關服務 HK\$'000 千港元 (audited) (經審核)	Properties investment 物業投資 HK\$'000 千港元 (audited) (經審核)	Money lending business 放債業務 HK\$'000 千港元 (audited) (經審核)	Total 總計 HK\$'000 千港元 (audited) (經審核)
At 31 March 2022 於2022年3月31日					
Reportable segment assets	可呈報分部資產	306,567	31,075	43,010	380,652
Reportable segment liabilities	可呈報分部負債	96,274	388	1,071	97,733



(ii) *Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:*

(ii) 可呈報分部的收益、溢利或虧損、資產及負債的對賬：

		<b>Three months ended 30 June</b> 截至6月30日止三個月	
		<b>2022</b> 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>		
Reportable segment revenue and consolidated revenue	可呈報分部收益及綜合收益	<b>133,639</b>	126,729
<b>Profit or loss</b>	<b>損益</b>		
Reportable segment profits	可呈報分部溢利	<b>3,528</b>	5,191
Share of loss of associates	分佔聯營公司虧損	<b>(1,237)</b>	(1,822)
Unallocated corporate expenses	未分配企業開支	<b>(5,596)</b>	(2,418)
<b>Consolidated (loss)/profit before tax</b>	<b>除稅前綜合(虧損)/溢利</b>	<b>(3,305)</b>	951
		<b>At 30 June 2022</b> 於2022年6月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於2022年3月31日 HK\$'000 千港元 (audited) (經審核)
<b>Assets</b>	<b>資產</b>		
Reportable segment assets	可呈報分部資產	<b>356,018</b>	380,652
Unallocated cash and cash equivalents	未分配現金及現金等價物	<b>12,578</b>	7,238
Other unallocated corporate assets	其他未分配企業資產	<b>9,306</b>	9,895
Consolidated total assets	綜合資產總值	<b>377,902</b>	397,785
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities	可呈報分部負債	<b>84,575</b>	97,733
Unallocated corporate liabilities	未分配企業負債	<b>689</b>	1,663
Consolidated total liabilities	綜合負債總額	<b>85,264</b>	99,396



(b) Geographical information

(b) 地區資料

		Three months ended 30 June 截至6月30日止三個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue 收益			
Hong Kong	香港	125,618	118,521
The PRC	中國	8,021	8,208
		<b>133,639</b>	<b>126,729</b>

7. FINANCE COSTS

7. 融資成本

		Three months ended 30 June 截至6月30日止三個月	
		2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
Interest expenses on:	以下各項的利息開支：		
– bank borrowings	– 銀行借貸	57	25
– lease liabilities	– 租賃負債	123	164
		<b>180</b>	<b>189</b>



## 8. (LOSS)/PROFIT FOR THE PERIOD

The Group's (loss)/profit for the period is arrived at after charging:

## 8. 期內(虧損)/溢利

本集團期內(虧損)/溢利乃經扣除下列項目：

		<b>Three months ended 30 June</b>	
		<b>截至6月30日止三個月</b>	
		<b>2022</b>	<b>2021</b>
		<b>2022年</b>	<b>2021年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Staff costs (including directors' remuneration):	員工成本(包括董事薪酬)：		
– Salaries, wages and allowances	– 薪金、工資及津貼	<b>110,442</b>	100,029
– Employee share-based compensation benefits of Share Award Scheme	– 股份獎勵計劃中以股份支付的僱員酬金福利	<b>2,866</b>	–
– Retirement benefits scheme contributions	– 退休福利計劃供款	<b>2,984</b>	3,002
		<b>116,292</b>	103,031
Auditors' remuneration	核數師酬金	<b>175</b>	179
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>1,632</b>	2,403
Depreciation of right-of-use assets	使用權資產折舊	<b>579</b>	1,155
Amortisation of intangible assets	無形資產攤銷	<b>11</b>	113
Expenses related to short-term lease	短期租賃相關之開支	<b>9</b>	13

## 9. INCOME TAX EXPENSE

For the three months ended 30 June 2021 and 2022, Hong Kong Profits Tax is calculated under two-tier profits tax rates system under first HK\$2 millions of estimated assessable profits is taxed at a rate of 8.25% and remaining estimated assessable profits is taxed at 16.5%. The Group should elect one of the Hong Kong subsidiaries to apply the two-tier profits tax rates.

The PRC corporate income tax is calculated at a standard rate of 25% (2021: 25%) unless otherwise specified by the PRC tax authority, on the estimated assessable profits arising from the operation of the PRC subsidiaries.

## 9. 所得稅開支

截至2021年及2022年6月30日止三個月，香港利得稅根據兩級利得稅稅率制度計算，首200萬港元估計應課稅溢利按8.25%的稅率徵稅，而餘下估計應課稅溢利則按16.5%的稅率徵稅。本集團應選擇其中一間香港附屬公司應用兩級利得稅稅率。

除非中國稅務機關另有規定，否則中國企業所得稅根據中國附屬公司營運所產生之估計應課稅溢利按標準稅率25% (2021年：25%) 計算。

		<b>Three months ended 30 June</b>	
		<b>截至6月30日止三個月</b>	
		<b>2022</b>	<b>2021</b>
		<b>2022年</b>	<b>2021年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Current tax – Hong Kong Profits Tax	即期稅項－香港利得稅	<b>585</b>	1,258
Current tax – PRC – Provision for the period	即期稅項－中國 －期內撥備	<b>45</b>	38
Deferred tax	遞延稅項	<b>(175)</b>	(366)
		<b>455</b>	930



## 10. (LOSS)/EARNINGS PER SHARE

### Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share attributable to owners of the Company is based on the loss for the three months ended 30 June 2022 attributable to owners of the Company of approximately HK\$3.76 million (three months ended 30 June 2021: profit of approximately HK\$0.02 million) and the weighted average number of ordinary shares of 1,128,986,665 (three months ended 30 June 2021: 1,026,351,515) in issue three months ended 30 June 2022.

### Diluted earnings per share

The effect of all potential ordinary shares are anti-dilutive for the three months ended 30 June 2022.

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary share outstanding during the three months ended 30 June 2021.

## 11. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2022 (2021: Nil).

## 10. 每股(虧損)/盈利

### 每股基本(虧損)/盈利

本公司擁有人應佔每股基本(虧損)/盈利乃按本公司擁有人應佔截至2022年6月30日止三個月的虧損約376萬港元(截至2021年6月30日止三個月:溢利約2萬港元)及截至2022年6月30日止三個月已發行普通股加權平均數1,128,986,665股(截至2021年6月30日止三個月:1,026,351,515股)計算。

### 每股攤薄盈利

於截至2022年6月30日止三個月,所有潛在普通股具有反攤薄影響。

截至2021年6月30日止三個月,由於本公司並無任何發行在外潛在攤薄普通股,故並無呈列每股攤薄盈利。

## 11. 股息

董事不建議派付截至2022年6月30日止三個月之任何股息(2021年:無)。



## MANAGEMENT DISCUSSION AND ANALYSIS

### OVERVIEW

The Group is principally engaged in the provision of property management services primarily targeting residential properties, properties investment and money lending business. The Group operates under the brand name of “Kong Shum” in Hong Kong and provides a range of management services in Hong Kong and the PRC including security, repair and maintenance, cleaning, financial management, administrative and legal support. Under an established functional structure with various departments, the Group has dedicated teams to carry out the aforementioned management services. The Group also employs a team of security staff to provide security services as part of the services provided under property management contracts or under stand-alone security services contracts. For the three months ended 30 June 2022, the Group provided property security services for 12 properties under stand-alone security services contracts in Hong Kong. The operating arm of the Group’s security services is mainly Q & V Security Company Limited (“Q&V”). The Group hires its own security staff to provide property security services. The Group also employs registered technicians to provide basic repair and maintenance services to its customers if required. In relation to the cleaning services, the Group subcontracts substantially all of its cleaning services to third-party contractors.

In relation to the provision of money lending business, the Group recorded loan interest income of approximately HK\$0.14 million for the three months ended 30 June 2022 (2021: HK\$0.93 million).

The maturity date of the loan receivable of approximately HK\$24,000,000 was 20 April 2022, and was subsequently renewed to approximately HK\$21,000,000 on 3 May 2022 at an interest rate of 10% per annum. The renewed loan will be matured on 20 April 2023.

The borrower has settled the principal and accrued interest of approximately HK\$21 million on 13 June 2022. The Group has no loan receivables as at 30 June 2022. (31 March 2022: HK\$24 million). Principal terms of the renewed loan receivables are as follows:

Borrowers 借方	Drawdown date 提款日期	Principal amount 本金額	Interest rate 利率	Terms 期限	Notes 附註
A	21 April 2021	HK\$21 million	10% per annum	1 year	(i)
A	2021年4月21日	2,100萬港元	每年10%	1年	(i)

Notes:

- (i) Details of the above are set out in the Company’s announcements dated 25 February 2021, 12 March 2021, 26 March 2021, 16 April 2021, 3 May 2022, 23 May 2022 and 9 June 2022.

## 管理層討論及分析

### 概覽

本集團主要從事提供物業管理服務（對象以住宅物業為主）、物業投資及放債業務。本集團於香港以「港深」品牌名稱營運，並在香港及中國提供一系列管理服務，包括保安、維修和保養、清潔、財務管理、行政和法律支援。在制度健全的功能架構下，本集團設立多個部門，由不同專門隊伍執行上述管理服務。本集團亦聘請一支保安員工隊伍提供保安服務，作為根據物業管理合約或獨立保安服務合約提供的部分服務。截至2022年6月30日止三個月，本集團於香港根據獨立保安服務合約向12項物業提供物業保安服務。本集團保安服務的經營公司主要為僑璋警衛有限公司（「僑璋」）。本集團聘請自身的保安員工提供物業保安服務。本集團亦聘用註冊技工向客戶提供（如有需要）基本維修及保養服務。就清潔服務而言，本集團將其大部份清潔服務外判予第三方承辦商。

就提供放債業務而言，本集團於截至2022年6月30日止三個月錄得貸款利息收入約14萬港元（2021年：93萬港元）。

應收貸款約24,000,000港元之到期日為2022年4月20日，而約21,000,000港元隨後於2022年5月3日獲續期，按年利率10%計息。經續期貸款將於2023年4月20日到期。

借款人已於2022年6月13日償還本金及應計利息約2,100萬港元。本集團於2022年6月30日並無應收貸款（2022年3月31日：2,400萬港元）。應收經續期貸款的主要條款如下：

附註：

- (i) 有關上述事項的詳情載於本公司日期為2021年2月25日、2021年3月12日、2021年3月26日、2021年4月16日、2022年5月3日、2022年5月23日及2022年6月9日的公佈。



For the properties investment business, the Group recorded rental income from an investment property of approximately HK\$0.4 million for the three months ended 30 June 2022 (2021: HK\$0.4 million).

## REVENUE

For the three months ended 30 June 2022, the Group's revenue was derived from its operations in Hong Kong and the PRC of approximately HK\$125.6 million (2021: HK\$118.5 million) and HK\$8.0 million (2021: HK\$8.2 million) respectively.

The Group derived revenue of approximately HK\$8.2 million and HK\$7.9 million from stand-alone security services contracts for the three months ended 30 June 2022 and 2021 respectively, representing approximately 6.14% and 6.24% of its total revenue respectively.

The following table sets out the Group's revenue by contract type for the three months ended 30 June 2022 and 2021:

就物業投資業務而言，本集團於截至2022年6月30日止三個月錄得來自投資物業的租金收入約40萬港元（2021年：40萬港元）。

## 收益

截至2022年6月30日止三個月，本集團來自其在香港及中國的業務所得收益分別約為1.256億港元（2021年：1.185億港元）及800萬港元（2021年：820萬港元）。

截至2022年及2021年6月30日止三個月，本集團來自獨立保安服務合約的收益分別約為820萬港元及790萬港元，分別佔其總收益約6.14%及6.24%。

下表按合約類型載列截至2022年及2021年6月30日止三個月的本集團收益：

		Three months ended 30 June 截至6月30日止三個月			
		2022 2022年		2021 2021年	
		HK\$ million 百萬港元	Percentage 所佔百分比	HK\$ million 百萬港元	Percentage 所佔百分比
Property management services contracts	物業管理服務合約	124.9	93.5%	117.5	92.74%
Stand-alone security services contracts	獨立保安服務合約	8.2	6.14%	7.9	6.24%
Rental services contracts	租賃服務合約	0.4	0.26%	0.4	0.31%
Money lending business	放債業務	0.1	0.10%	0.9	0.71%
		<b>133.6</b>	<b>100%</b>	126.7	100.00%

The Group's revenue improved by approximately 5.45% from approximately HK\$126.7 million for the three months ended 30 June 2021 to approximately HK\$133.6 million for the three months ended 30 June 2022. The increase was primarily attributable to the growth of revenue generated from property management services contracts for the three months ended 30 June 2022. During the period, the number of management service contracts obtained by the Group had been increased by 3 from 448 for the three months ended 30 June 2021 to 451 for the three months ended 30 June 2022.

## GROSS PROFIT

The gross profit of the Group decreased by approximately 9.73% from approximately HK\$25.4 million for the three months ended 30 June 2021 to approximately HK\$23.0 million for the three months ended 30 June 2022. The gross profit margin was approximately 17.19% and 20.08% for the three months ended 30 June 2022 and 2021 respectively.

本集團的收益由截至2021年6月30日止三個月約1.267億港元上升約5.45%至截至2022年6月30日止三個月約1.336億港元。該增加主要由於截至2022年6月30日止三個月物業管理服務合約產生的收益增加所致。期內，本集團取得的管理服務合約數目由截至2021年6月30日止三個月的448份增加3份至截至2022年6月30日止三個月的451份。

## 毛利

本集團的毛利由截至2021年6月30日止三個月約2,540萬港元減少約9.73%至截至2022年6月30日止三個月的約2,300萬港元。截至2022年及2021年6月30日止三個月的毛利率分別約為17.19%及20.08%。





## (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The (loss)/profit attributable to owners of the Company decreased from profit of approximately HK\$0.02 million for the three months ended 30 June 2021 to loss of approximately HK\$3.8 million for the three months ended 30 June 2022.

The Group has recorded a loss of approximately HK\$3.8 million for the three months ended 30 June 2022 as compared to the profit of approximately HK\$0.02 million for the three months ended 30 June 2021 mainly due to:

- (i) increase in administrative expenses of approximately HK\$0.9 million as a result of increase in staff cost;
- (ii) increase in other operating expenses of approximately HK\$2.9 million due to increase in share-based payment expenses; and
- (iii) increase in other income arising from government subsidies for the three months ended 30 June 2022 under the Employment Support Scheme under Government's Anti-epidemic Fund of approximately HK\$2.2 million (2021: Nil).

## OTHER OPERATING EXPENSES

The Group's other operating expenses for the three months ended 30 June 2022 were approximately HK\$10.4 million (2021: HK\$6.8 million), representing an increase of approximately 53.09% as compared to the corresponding period in 2021.

The following table sets out other operating expenses by nature for the periods indicated.

## 本公司擁有人應佔(虧損)/溢利

本公司擁有人應佔(虧損)/溢利由截至2021年6月30日止三個月溢利約2萬港元減少至截至2022年6月30日止三個月虧損約380萬港元。

截至2022年6月30日止三個月，本集團錄得虧損約380萬港元，而截至2021年6月30日止三個月的溢利則約為2萬港元，主要由於：

- (i) 行政開支因員工成本上升而增加約90萬港元；
- (ii) 其他營運開支增加約290萬港元乃由於以股份為基礎的付款開支增加；及
- (iii) 截至2022年6月30日止三個月，從政府抗疫基金的保就業計劃獲得政府補貼產生的其他收入增加約220萬港元(2021年：無)。

## 其他經營開支

截至2022年6月30日止三個月，本集團的其他經營開支約為1,040萬港元(2021年：680萬港元)，較2021年同期增加約53.09%。

下表按性質載列於所示期間的其他經營開支。

		Three months ended 30 June 截至6月30日止三個月	
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Auditors' remuneration	核數師酬金	175	179
Consultancy fee	顧問費	178	212
Depreciation and amortisation	折舊及攤銷	1,667	2,516
Exchange difference	匯兌差額	60	(29)
Insurance fee	保險費	1,190	1,212
Legal and professional fee	法律及專業費	1,425	928
Office expenses	辦公室開支	578	661
Others	其他	3,045	262
Registration, licence and subscription fee	登記、牌照及認購費	26	57
Travelling and entertainment expenses	差旅及招待開支	2,048	790
		<b>10,392</b>	6,788



## OPERATION REVIEW

### Outlook

The property market in Hong Kong is expanding. Public opinion voices concern over the housing stock production and the speeding up of the completion of construction of properties in the near future is expected to solve the heavy demand on housing. It is envisaged that the property management business will expand simultaneously. On the other hand, even though strong competition and soaring cost resulting from statutory minimum wage revision and inflation are unavoidable, the Directors are confident that the Group is now on an appropriate stage to increase its market share.

During the period, the Group has recorded revenue of approximately HK\$133.2 million (2021: HK\$125.4 million) from its property management services in Hong Kong and the PRC. Looking forward, the provision of property management services in Hong Kong and the PRC will continue to be the core business of the Group while the management will continue to explore other investment opportunities in order to increase the Group's income source and will therefore be in the interest of the Company and the shareholders of the Company as a whole.

### Human Resources

As at 30 June 2022, the Group had a total of 1,811 employees (2021: 1,757 employees). The Group's staff costs for the three months ended 30 June 2022 amounted to approximately HK\$116.3 million (2021: HK\$103.0 million). To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees by reference to the Group's results and individual performance.

### Services Contracts

Due to well-established team and project planning, during the three months ended 30 June 2022, 5 property management contracts were awarded to the Group in Hong Kong.

For the three months ended 30 June 2022, there were in total 451 service contracts (covering around 81,442 households) comprising 425 property management service contracts, 12 stand-alone security service contracts and 14 facility management service contracts in Hong Kong.

## 經營回顧

### 前景

香港物業市場不斷擴大，輿論非常關注建屋量，於短期內加快物業落成料可解決龐大住屋需求，展望未來物業管理業務將同步擴展。另一方面，儘管業內競爭激烈以及調整法定最低工資及通脹令成本飆升在所難免，董事抱有信心本集團現處於合適階段增加其市場佔有率。

期內，本集團於香港及中國的物業管理服務錄得收益約1.332億港元（2021年：1.254億港元）。展望未來，於香港及中國提供物業管理服務將繼續為本集團的核心業務，而管理層將繼續物色其他投資機遇，以增加本集團的收入來源，因而其符合本公司及本公司股東的整體利益。

### 人力資源

於2022年6月30日，本集團總共聘用1,811名員工（2021年：1,757名員工）。截至2022年6月30日止三個月本集團員工成本約為1.163億港元（2021年：1.030億港元）。為確保可吸引及留聘表現優秀的員工，本集團定期檢討員工薪酬組合，另外因應本集團業績及個別員工表現發放酌情花紅予合資格員工。

### 服務合約

有賴完善的團隊及項目計劃，截至2022年6月30日止三個月，本集團獲授5份香港物業管理合約。

截至2022年6月30日止三個月，香港服務合約總數為451份（涵蓋約81,442個住戶），包括425份物業管理服務合約、12份獨立保安服務合約及14份設施管理服務合約。



## Contract Renewal Complying with Procedural Requirements

A service contract which does not comply with the procedural requirements for contract renewal as stipulated in section 20A of the Building Management Ordinance (Chapter 344 of the Laws of Hong Kong) may be cancelled by the owners' corporation. Included in 451 contracts in force as at 30 June 2022, 215 service contracts are not in strict compliance with the said contract renewal requirements, hence, termination notices were served on clients involving in these contracts. All of the remaining 236 valid contracts as at 30 June 2022 are in compliance with the said procedural requirements or not applicable under the Building Management Ordinance. Senior management adopts a tight control system to monitor the full compliance of the procedural requirements. All newly signed contracts during the three months ended 30 June 2022 included the mandatory term requiring the client to follow the said procedural requirements, if applicable.

## Client Accounts

As at 30 June 2022, the Group held 66 (31 March 2022: 63) client accounts amounting to approximately HK\$54.57 million (31 March 2022: HK\$50.8 million) on trust for and on behalf of customers. These client accounts are opened in the names of the Group and the relevant properties. The management fees received from the tenants or owners of the properties were deposited into these client accounts and the expenditure of these customers was paid from these client accounts.

## Performance Bond

As at 30 June 2022, a bank and an insurance company issued 11 (31 March 2022: 11) bond certificates amounting to approximately HK\$16.4 million (31 March 2022: HK\$16.4 million) on behalf of the Group to the clients as required in the service contracts.

## Significant Investments Held, Material Acquisitions and Disposals of Subsidiaries, Associates, Joint Ventures and Future Plans for Material Investments or Capital Asset

### *Acquisition of an associate*

On 15 March 2022, Lucky Stone Investments Limited, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement ("Agreement") with an independent third party for acquisition of 33% issued share capital of Sky Asia Construction Engineering Limited ("Sky Asia") at a total consideration of HK\$4.5 million, payable by cash (the "Acquisition").

## 合約續期遵守程序要求

倘未能遵守建築物管理條例(香港法例第344章)第20A條所規範的合約續期程序要求,則服務合約可能遭業主立法法團取消。於2022年6月30日,有效的451份合約中,215份服務合約未能嚴格遵守該合約續期要求,因此已向涉及該等合約的客戶發出終止通知書。於2022年6月30日,餘下所有236份有效合約已符合該程序要求或不適用於建築物管理條例。高級管理層採取嚴緊監控系統作出監管確保依足程序要求。截至2022年6月30日止三個月,所有新簽訂合約已加入硬性條款要求客戶必須遵循該程序要求(如適用)。

## 客戶賬戶

於2022年6月30日,本集團以信託形式代表客戶持有66個(2022年3月31日:63個)客戶賬戶,金額約5,457萬港元(2022年3月31日:5,080萬港元)。該等客戶賬戶以本集團及相關物業的名義開立。從租戶或物業業主收取的管理費均存入該等客戶賬戶,而該等客戶的開支則從該等客戶賬戶支付。

## 履約保證金

於2022年6月30日,按服務合約的規定,一家銀行及一家保險公司代表本集團向客戶發出11份(2022年3月31日:11份)履約證書,金額約1,640萬港元(2022年3月31日:1,640萬港元)。

## 所持重大投資、有關附屬公司、聯營公司及合營企業的重大收購及出售以及重大投資或資本資產的未來計劃

### *收購一間聯營公司*

於2022年3月15日,本公司之全資附屬公司 Lucky Stone Investments Limited 與一名獨立第三方訂立買賣協議(「該協議」),以總代價450萬港元收購天亞建築工程有限公司(「天亞」)已發行股本之33%,代價將以現金結付(「收購事項」)。



The Board announced that all the conditions precedent set out in the Agreement have been fulfilled and completion (“Completion”) took place on 28 April 2022 in accordance with the terms and conditions of the Agreement.

Upon Completion, the Company holds 33% issued share capital of Sky Asia and it has become an associate of the Company and classified as investment in an associate.

### ***Disclosable and Connected Transaction in relation to an Provision of the loan***

On 25 February 2021 and 12 March 2021, Lucky Stone Finance Limited (“Lucky Stone”), a wholly-owned subsidiary of the Company, entered into the Loan Agreement and the Supplemental Agreement, respectively with Mr. Ho Ying Choi (“Mr. Ho”), pursuant to which Lucky Stone has conditionally agreed to provide the Loan in the principal amount of not more than HK\$24 million to Mr. Ho, as borrower, for a period of one year commencing from the date of drawdown of the Loan at an interest rate of 10% per annum.

Lucky Stone is principally engaged in money lending business as licensed under the MLO. Therefore, the Provision of the Loan is part of the ordinary and usual course of business of the Group.

As at 12 March 2021, Mr. Ho is an executive Director and therefore is a connected person of the Company as defined under the Chapter 20 of the GEM Listing Rules. As such, the entering into of the Loan Agreement constitutes a connected transaction of the Company.

The Loan was approved at the extraordinary general meeting (the “EGM”) of the Company held on 16 April 2021 and the HK\$24 million loan has been drawn by Mr. Ho Ying Choi on 21 April 2021.

董事會宣佈，該協議載列之所有先決條件均已達成及完成根據該協議之條款及條件於2022年4月28日落實（「完成」）。

於完成後，本公司持有天亞之33%已發行股本，及其已成為本公司之聯營公司並分類為於一間聯營公司之投資。

### ***有關提供貸款之須予披露及關連交易***

於2021年2月25日及2021年3月12日，本公司之全資附屬公司Lucky Stone Finance Limited（「Lucky Stone」）與何應財先生（「何先生」）分別訂立貸款協議及補充協議，據此，Lucky Stone已有條件同意向何先生（作為借款人）提供本金額為不超過2,400萬港元之貸款，自貸款提取日期起為期一年，年利率為10%。

Lucky Stone主要從事放債人條例許可之放債業務。因此，提供貸款為本集團日常及一般業務過程之一部分。

於2021年3月12日，何先生為一名執行董事，並因此為本公司的關連人士（定義見GEM上市規則第20章）。故此，訂立貸款協議構成本公司的一項關連交易。

貸款已於2021年4月16日舉行的本公司股東特別大會（「股東特別大會」）上批准，及何應財先生已於2021年4月21日提取貸款2,400萬港元。



Details of this transaction are disclosed in the Company's announcements dated 25 February 2021, 12 March 2021, 26 March 2021 and 16 April 2021.

As the principal amount of the Loan is more than HK\$10 million, according to the GEM Listing Rules, the Loan Agreement and the transactions contemplated thereunder are subject to reporting, announcement, circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

As all the applicable ratios under Rule 19.07 of the GEM Listing Rules are more than 5% but less than 25%, the Loan Agreement and the transactions contemplated thereunder also constitute a disclosable transaction of the Company under Chapter 19 of the GEM Listing Rules.

As the principal amount of the Loan exceeds 8% under the assets ratio of the Group defined under Rule 19.07(1) of the GEM Listing Rules and therefore the Loan may also constitute advance to an entity under Rule 17.15 of the GEM Listing Rules and subject to the general disclosure obligations under Rules 17.15 and 17.17 of the GEM Listing Rules.

Completion of the Provision of the Loan is subject to the fulfilment of various conditions precedent and therefore the Provision of the Loan may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

On 3 May 2022, Lucky Stone has conditionally agreed to provide the Loan in the principal amount of not more than HK\$21 million to Mr. Ho for a period of one year commencing from the drawdown date of the Loan at the interest rate of 10% per annum.

The Loan was approved at the extraordinary general meeting (the "EGM") of the Company held on 9 June 2022 and the HK\$21 million loan has been drawn by Mr. Ho Ying Choi.

Mr. Ho Ying Choi has settled the principal and accrued interest of approximately HK\$21 million on 13 June 2022.

Details of this transaction are disclosed in the Company's announcements dated 3 May 2022, 23 May 2022 and 9 June 2022.

有關該交易之詳情披露於本公司日期為2021年2月25日、2021年3月12日、2021年3月26日及2021年4月16日之公佈。

由於貸款本金額超過1,000萬港元，根據GEM上市規則，貸款協議及其項下擬進行的交易須遵守GEM上市規則第20章項下的申報、公佈、通函（包括獨立財務意見）及獨立股東批准規定。

由於GEM上市規則第19.07條項下所有適用比率超過5%但低於25%，根據GEM上市規則第19章，貸款協議及其項下擬進行的交易亦構成本公司的一項須予披露交易。

由於根據本集團之資產比率（定義見GEM上市規則第19.07(1)條），貸款本金額超出8%，因此，根據GEM上市規則第17.15條，貸款亦可能構成向實體墊款，並須遵守GEM上市規則第17.15條及第17.17條項下之一般披露責任。

提供貸款須待多項先決條件獲達成後方告完成，因此提供貸款可能會亦可能不會進行。股東及潛在投資者於買賣本公司證券時務請審慎行事。

於2022年5月3日，Lucky Stone已有條件同意向何先生提供本金額為不超過2,100萬港元之貸款，自貸款提取日期起為期一年，年利率為10%。

貸款已於2022年6月9日舉行的本公司股東特別大會（「股東特別大會」）上批准，及何應財先生已提取貸款2,100萬港元。

何應財先生已於2022年6月13日償還本金及應計利息約2,100萬港元。

有關該交易之詳情披露於本公司日期為2022年5月3日、2022年5月23日及2022年6月9日之公佈。





### **Impact of coronavirus disease 2019 (COVID-19)**

After the outbreak of Coronavirus Disease 2019 (“COVID-19 outbreak”) in early 2020, a series of precautionary and control measures have been and continued to be implemented across the world. It has brought about additional uncertainties in the Group’s operating environment and may impact the Group’s operations and financial position. The Group has been closely monitoring the impact from COVID-19 on the Group’s businesses and has commenced to put in place various measures. Based on the information currently available, the directors confirm that there has been no material adverse change in the financial and operating position of the Group up to the date of this report.

The Group will pay close attention to the development of the COVID-19 outbreak and perform further assessment of its impact and take relevant measures.

### **CORPORATE GOVERNANCE PRACTICES**

The Board and the management of the Group are committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Company.

The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules. The principles adopted by the Company emphasise a quality Board, sound internal controls, transparency and accountability to all shareholders of the Company.

### **COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE**

During the three months ended 30 June 2022, the Company has complied with all CG Code except for the following deviation:

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

### **2019年新冠肺炎疾病(COVID-19)之影響**

於2020年年初爆發2019年新冠肺炎疾病(「COVID-19疫情」)後，世界各地已實施及繼續實施一系列防控措施。其已對本集團之經營環境帶來進一步不確定性及可能會影響本集團業務經營及財務狀況。本集團一直密切監控COVID-19對本集團業務產生之影響並已開始推行若干措施。基於現時可得之資料，董事確認直至本報告日期本集團財務及經營狀況並無重大不利變動。

本集團將密切關注COVID-19疫情之發展及對其影響作出進一步評估並採取相關措施。

### **企業管治常規**

董事會及本集團管理層致力維持高水平的企業管治。董事會認為，加強公眾問責性及企業管治有利本集團穩健增長，提升客戶及供應商信心，並保障本公司股東的利益。

本公司已採納GEM上市規則附錄15所載的企業管治守則(「企業管治守則」)。本公司採納的原則著重高質素的董事會、健全的內部監控，以及對本公司全體股東的透明度及問責性。

### **遵守企業管治守則**

截至2022年6月30日止三個月，本公司已遵守所有企業管治守則，惟下列偏離者除外：

企業管治守則條文第C.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。



The Company did not officially have a chief executive officer since 8 September 2015. Daily operation and management of the Company is monitored by the executive Directors as well as the senior management. The Board is of the view that although there is no chief executive officer of the Company, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who meet from time to time to discuss issues affecting the operations of the Company. The Board believes that the present arrangement is adequate to ensure an effective management and control of the Company's business operations. The Board will continue to review the effectiveness of the Company's structure as business continues to grow and develop in order to assess whether any changes, including the appointment of a chief executive officer, is necessary.

### UPDATE ON DIRECTORS' INFORMATION

There is no change of the Directors' information pursuant to Rule 17.50A(1) of the GEM Listing Rules since the disclosure made in the Company's annual report 2021–2022 or the announcement in relation to the appointment and/or resignation of the Directors.

本公司自2015年9月8日以來並無正式設立行政總裁一職。本公司日常營運及管理均由執行董事以及高級管理層監控。董事會認為，儘管本公司並無行政總裁，惟董事會之運作會確保權力制衡，董事會由經驗豐富之個人組成，並不時舉行會議，以商討影響到本公司運作之事宜。董事會相信，現行安排足以確保本公司業務營運得到有效管理及監控。董事會將隨著業務繼續增長及發展而持續檢討本公司架構的成效，以評估是否需要作出任何變動，包括委任行政總裁。

### 更新董事資料

根據GEM上市規則第17.50A(1)條，自本公司於2021至2022年報或有關委任董事及／或董事辭任的公佈中作出披露以來，董事資料概無發生任何變動。





## DIRECTORS' SECURITIES TRANSACTIONS

The Group adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding the Directors' securities transactions in securities of the Company. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors during the three months ended 30 June 2022.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at date of this report, the interests and short positions of the Directors and their associates in the shares, underlying shares or debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

### Long positions in the ordinary shares of HK\$0.01 each of the Company

Name of Shareholders	Capacity and nature of interest	Number of shares	Approximate percentage of interests in the issued share capital 佔已發行股本之權益概約百分比
股東姓名	身份及權益性質	股份數目	
Huang Liming (note 1)	Interest in controlled corporation	626,071,950 (L) (note 2)	55.45%
黃黎明(附註1)	受控法團權益	626,071,950 (L) (附註2)	55.45%

Notes:

- Mr. Huang Liming is interested in the said shares through his wholly owned company, Heng Sheng Capital Limited, which is the beneficial owner of 626,071,950 shares of the Company.
- The Letter "L" denotes long position in the shares.

Save as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at date of this report.

## 董事證券交易

本集團已採納GEM上市規則第5.48至5.67條所載買賣規定準則，作為規管董事進行本公司證券交易的行為守則。本公司亦已向全體董事作出特定查詢，截至2022年6月30日止三個月，本公司並不知悉有任何違反董事進行證券交易的買賣規定準則及行為守則的情況。

## 董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債權證的權益及淡倉

於本報告日期，董事及其聯繫人於本公司及其相聯法團的股份、相關股份或債權證中，擁有任何記錄於本公司根據證券及期貨條例第352條存置的登記冊內，或根據GEM上市規則第5.46條另行通知本公司及聯交所的權益及淡倉如下：

### 於本公司每股面值0.01港元之普通股之好倉

Name of Shareholders	Capacity and nature of interest	Number of shares	Approximate percentage of interests in the issued share capital 佔已發行股本之權益概約百分比
股東姓名	身份及權益性質	股份數目	
Huang Liming (note 1)	Interest in controlled corporation	626,071,950 (L) (note 2)	55.45%
黃黎明(附註1)	受控法團權益	626,071,950 (L) (附註2)	55.45%

附註：

- 黃黎明先生透過其全資公司恒生資本有限公司(為本公司626,071,950股股份的實益擁有人)於上述股份中擁有權益。
- 字母「L」表示於股份之好倉。

除上文所披露者外，於本報告日期，董事及其聯繫人概無於本公司或其任何相聯法團的任何股份、相關股份或債權證中擁有任何權益或淡倉。



## ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the three months ended 30 June 2022 was the Company, its subsidiaries, its fellow subsidiaries, its parent company or its other associated corporations a party to any arrangement to enable the Directors and chief executive of the Company (including their spouse and children under 18 years of age) to acquire benefits by means of acquisition of shares or underlying shares in, or debentures of, the Company or its specified undertakings or other associated corporation.

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

As at date of this report, the following persons/entities (other than a Director or chief executive of the Company) had or were deemed or taken to have interests and short positions in the Shares and underlying shares of the Company as recorded in the register of interests and short positions of substantial shareholders (the "Register of Substantial Shareholders") required to be kept by the Company pursuant to section 336 of the SFO:

### Long Positions in the ordinary shares of HK\$0.01 each of the Company

Name of Shareholders	Capacity and nature of interest	Number of shares	Approximate percentage of interests in the issued share capital 佔已發行股本之權益概約百分比
股東名稱／姓名	身份及權益性質	股份數目	
Heng Sheng Capital Limited (note 1)	Beneficial owner	626,071,950 (L) (note 2)	55.45%
恒生資本有限公司(附註1)	實益擁有人	626,071,950 (L) (附註2)	55.45%
Li Mengya (note 1)	Interest of spouse	626,071,950 (L) (note 2)	55.45%
李夢雅(附註1)	配偶權益	626,071,950 (L) (附註2)	55.45%

## 購買股份或債權證的安排

於截至2022年6月30日止三個月內任何時間，本公司、其附屬公司、同系附屬公司、母公司或其他相聯法團概無訂立任何安排，以使本公司董事及最高行政人員（包括彼等的配偶及未滿18歲子女）可透過購入本公司或其指明企業或其他相聯法團的股份、相關股份或債權證而獲益。

## 主要股東及其他人士於本公司股份及相關股份中擁有之權益及淡倉

於本報告日期，根據證券及期貨條例第336條本公司須予存置之主要股東權益及淡倉登記冊（「主要股東登記冊」）所記錄，下列人士／實體（本公司董事或最高行政人員除外）於本公司股份及相關股份中擁有或被視為或當作擁有權益及淡倉：

### 於本公司每股面值0.01港元之普通股之好倉



#### Notes:

1. Heng Sheng Capital Limited is a company incorporated in the British Virgin Islands whose entire issued share capital is owned by Mr. Huang Liming, and accordingly under the SFO, Mr. Huang Liming is deemed to be interested in the Shares held by Heng Sheng Capital Limited. Ms. Li Mengya is the spouse of Mr. Huang Liming and, accordingly under the SFO, she is deemed to be interested in the same number of Shares in which Mr. Huang Liming is interested.
2. The letter “L” denotes long position in the Shares.

Save as disclosed above, as at date of this report, the Directors were not aware of any persons/entities (other than a Director or chief executive of the Company) who/which had or were deemed or taken to have any other interests or short positions in Shares or underlying shares of the Company as recorded in the Register of Substantial Shareholders required to be kept by the Company pursuant to under section 336 of the SFO.

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. The Company was not aware of any noncompliance with the required standard of dealings and its code of conduct regarding securities transaction by Directors for the three months ended 30 June 2022.

### SHARE OPTION SCHEME

On 19 September 2013, the Company has adopted a share option scheme (the “Share Option Scheme”) under which the Board is authorised to grant share options to any employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any subsidiary (including any director of the Company or any subsidiary) who is in fulltime or part-time employment with or otherwise engaged by the Company or any subsidiary at the time when an option is granted to such employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the board, has contributed or may contribute to the Group as incentive or reward for their contribution to the Group.

#### 附註：

1. 恒生資本有限公司為一間於英屬處女群島註冊成立的公司，其全部已發行股本由黃黎明先生擁有，因此，根據證券及期貨條例，黃黎明先生被視為於恒生資本有限公司持有的股份中擁有權益。李夢雅女士為黃黎明先生的配偶，因此，根據證券及期貨條例，彼被視為於黃黎明先生擁有權益的相同數目股份中擁有權益。
2. 字母「L」表示於股份之好倉。

除上文所披露者外，於本報告日期，董事並無獲悉任何人士／實體（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有或被視為或當作擁有記錄於本公司根據證券及期貨條例第336條須存置之主要股東登記冊之任何其他權益或淡倉。

### 有關董事進行證券交易的行為守則

本公司已採納GEM上市規則第5.48至5.67條所載的規則，作為董事進行本公司的證券交易的行為守則。本公司並不知悉任何董事於截至2022年6月30日止三個月於進行證券交易時違反規定的交易準則及行為守則的情況。

### 購股權計劃

於2013年9月19日，本公司已採納一項購股權計劃（「購股權計劃」），據此，董事會獲授權向本公司或任何附屬公司的任何僱員、諮詢人、顧問、服務供應商、代理、客戶、夥伴或合營夥伴（包括本公司或任何附屬公司的任何董事）授出購股權，而向該等僱員、諮詢人、顧問、服務供應商、代理、客戶、夥伴或合營夥伴或董事會全權酌情認為曾經或可能對本集團作出貢獻的任何人士授出購股權時，彼等必須為本公司或任何附屬公司的全職或兼職僱員或以其他方式獲聘用，藉此鼓勵或獎勵彼等對本集團作出的貢獻。



The Share Option Scheme shall be valid and effective commencing from the adoption date of the Share Option Scheme (i.e. 19 September 2013) until the termination date as provided therein which being the close of business of the Company on the date which falls ten years from the date of the adoption of the Share Option Scheme (i.e. 18 September 2023). The principal terms of the Share Option Scheme are summarised in the section headed “Share Option Scheme” in Appendix IV to the Prospectus of the Company dated 30 September 2013.

For the three months ended 30 June 2022, no share option was granted, exercised, expired or lapsed and there was no outstanding share option under the Share Option Scheme.

## SHARE AWARD SCHEME

On 6 August 2021, the Directors approved the adoption of a share award plan (the “Share Award Plan”).

### Purposes of the Share Award Plan

The purpose of the Share Award Plan are to recognise and reward the contribution of Eligible Participants (as defined below) to the growth and development of the Group, to give incentives to Eligible Participants in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

### Administration

The Share Award Plan shall be subject to the administration of the Board and the trustee in accordance with the terms of the Share Award Plan.

購股權計劃自購股權計劃採納日期(即2013年9月19日)起至該計劃所規定終止日期,即購股權計劃採納日期起計滿十年之日(即2023年9月18日)本公司營業時間結束為止有效及生效。購股權計劃的主要條款於本公司日期為2013年9月30日的招股章程附錄四「購股權計劃」一節內概述。

截至2022年6月30日止三個月,概無已授出、獲行使、已屆滿或已失效的購股權,且購股權計劃項下亦無尚未行使的購股權。

## 股份獎勵計劃

於2021年8月6日,董事批准採納股份獎勵計劃(「股份獎勵計劃」)。

### 股份獎勵計劃的目的

股份獎勵計劃旨在嘉許及獎勵對本集團的成長及發展作出貢獻的合資格參與者(定義見下文),及向合資格參與者給予獎勵以激勵彼等繼續為本集團的持續營運及發展效力,及為本集團進一步發展吸引合適的人才。

### 管理

股份獎勵計劃須由董事會及受託人根據股份獎勵計劃條款管理。



## Eligibility

Under the rules constituting the Share Award Plan, the following classes of participants (excluding the excluded participants) (the “Eligible Participants”) are eligible for participation in the Share Award Plan:

- (a) any employee (whether full time or part time, including any executive director but excluding any non-executive director, and including any person who has entered into an employment contract with the Group, provided that the commencement date of his tenure under the employment contract shall fall on a date before the Vesting Date and such employment contract shall remain valid and subsisting up to and including the vesting date, and provided that such person shall not be regarded as Eligible Employee if he dies before the commencement date of this tenure under the employment contract) of the Company, any subsidiary or any entity in which any member of the Group holds any equity interest (“Invested Entity”);
- (b) any non-executive directors (including independent non-executive directors) of the Company, any Subsidiary or any Invested Entity;
- (c) any supplier or vendors of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and, for the purposes of the Plan, the Award may be made to any company wholly-owned by one or more of the above participants.

## 資格

根據構成股份獎勵計劃的規則，下列類別的參與者（不包括除外參與者）（「合資格參與者」）符合資格參與股份獎勵計劃：

- (a) 本公司、任何附屬公司或本集團任何成員公司持有任何股權的任何實體（「投資實體」）之任何全職或兼職僱員，包括任何執行董事惟不包括任何非執行董事，及包括與本集團訂立僱傭合約之任何人士，前提為僱傭合約項下其任期之開始日期為歸屬日期前之日期，且有關僱傭合約於截至歸屬日期（包括當日）為止仍然有效及存續，且倘有關人士於此僱傭合約項下任期之開始日期前身故，則有關人士不得被當作合資格僱員；
- (b) 本公司、任何附屬公司或任何投資實體之任何非執行董事（包括獨立非執行董事）；
- (c) 本集團任何成員公司或任何投資實體的任何貨品或服務供應商或賣方；
- (d) 本集團任何成員公司或任何投資實體的任何客戶；
- (e) 向本集團任何成員公司或任何投資實體提供研發或其他技術支援的任何人士或實體；
- (f) 本集團任何成員公司或任何投資實體的任何股東或已獲本集團任何成員公司或任何投資實體發行的任何證券的任何持有人；
- (g) 本集團任何成員公司或任何投資實體於任何業務或業務發展方面的任何顧問（專業或其他方面）或諮詢人；及
- (h) 以合營企業、商業聯盟或其他業務安排的方式，對本集團發展及增長已經或可能作出貢獻的任何其他組別或類別的參與者，且就計劃而言，獎勵可能會授予由上述一名或多名參與者所全資擁有的任何公司。





## Term

Subject to early termination by the Board, the Share Award Plan shall be valid and effective for a term of ten (10) years commencing from the adoption date. The total maximum number of Shares which may be awarded under the Plan must not in aggregate exceed 10% of the shares in issue as at the adoption date or the date of approval of any refreshed limit, if any.

## Grant of Award Shares

On 11 January 2022, the board approved the grant of award of a total of 102,635,150 Awarded Shares to 10 selected participants under the Share Award Plan.

Details of Awarded Shares granted by the Company pursuant to the Share Award Plan during the period are as follows:

Grant date	Fair value per share (HK\$)	Vesting date	At 1 April 2022 於2022年 4月1日	Granted	Vested	Forfeited	At 30 June 2022 於2022年 6月30日
授予日期	每股公允值(港元)	歸屬日期		已授予	已歸屬	已沒收	
11 January 2022 2022年1月11日	0.112	11 January 2023 2023年1月11日	102,635,150	-	-	-	102,635,150

The fair value of the Awarded Shares was calculated based on the closing price of the Company's shares at the respective grant date.

The fair value of the Award Shares granted was approximately HK\$11,495,000 and the Group recognized share-based payments of approximately HK\$2,866,000 during the three months ended 30 June 2022. No Award Share is vested by the Selected Participants during the three months ended 30 June 2022.

No Awarded Shares is vested by the Selected Participants during the six months ended 30 June 2022.

## Lapse of Awards and returned shares

In the event that any Selected Participant who is an eligible employee ceases to be an eligible employee, the Award shall automatically lapse forthwith and all the Awarded Shares and other distributions attributable thereto shall not vest on the relevant vesting date but shall become returned shares for the purposes of the plan.

## 期限

董事會可提前終止股份獎勵計劃，其有效期為自採納日期起計為期十(10)年。根據計劃可授予的最高股份總數合共不得超過於採納日期或任何經更新限額的批准日期(如有)已發行股份的10%。

## 授予獎勵股份

於2022年1月11日，董事會批准根據股份獎勵計劃向10名選定參與者授予合共102,635,150股獎勵股份之獎勵。

於本期間，本公司根據股份獎勵計劃授予獎勵股份的詳情如下：

獎勵股份的公允值乃根據本公司於各個授予日期的股份的收市價計算。

截至2022年6月30日止三個月，已授出獎勵股份的公允值約為11,495,000港元，而本集團確認以股份為基礎的付款約2,866,000港元。經選定參與者於截至2022年6月30日止三個月並無歸屬獎勵股份。

截至2022年6月30日止六個月，選定參與者概無歸屬獎勵股份。

## 獎勵失效及歸還股份

倘任何屬合資格僱員之選定參與者不再為合資格僱員，獎勵將即時自動失效及所有獎勵股份及其應佔其他分派不得於有關歸屬日期歸屬，惟將就計劃而言成為歸還股份。



## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part the business of the Company were entered into or existed during the period.

## COMPETING BUSINESS

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.

## AUDIT COMMITTEE

The Company has established an Audit Committee (the "Audit Committee") with written terms of reference, available on the Company's website, in compliance with the GEM Listing Rules. The Audit Committee is currently composed of all the independent non-executive Directors, namely, Mr. Lam Kai Yeung (chairman), Mr. Lin Dongming and Mr. Lo Chi Ho, Richard.

The Audit Committee has reviewed and approved the Company's unaudited quarterly results for the three months ended 30 June 2022 and recommended approval to the Board.

## BOARD COMPOSITION AND DIVERSITY POLICY

The Company has adopted the board diversity policy since 11 October 2013. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. The composition and diversity policies of the Board are reviewed annually and regularly. The Board should ensure that its changes in composition will not result in any undue interference. The Board members should possess appropriate professionalism, experience and trustworthiness in performing duties and functions. The Board would diversify its members according to the Company's situations and needs. While participating in nomination and recommendation of director candidates during the period, each member of the Board may consider a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, or professional experience in achieving diversity for the benefit of the Company's various business development and management. The Board is to review the policy concerning diversity of Board members, and to disclose the policy or a summary of the policy in the corporate governance report, including any quantitative targets and standards and its progress with policy implementation.

## 管理合約

於期內，本公司概無訂立或存有與本公司全部或任何重大部分業務之管理及行政有關之合約。

## 競爭業務

概無控股股東或董事以及彼等各自的緊密聯繫人士(定義見GEM上市規則)於與本集團業務直接或間接構成或可能構成競爭的任何業務(除由本集團營運的業務以外)中擁有權益。

## 審核委員會

本公司已根據GEM上市規則成立審核委員會(「審核委員會」)，並以書面列明其職權範疇，其內容可見本公司網站。審核委員會現時由全體獨立非執行董事組成，即林繼陽先生(主席)、林東明先生及羅志豪先生。

審核委員會已審閱及批准本公司截至2022年6月30日止三個月的未經審核季度業績並推薦董事會批准。

## 董事會的組成及成員多元化政策

本公司自2013年10月11日起採納董事會成員多元化政策。政策載列實現董事會成員多元化的方法，即董事會應具備適當所需技巧、經驗及多樣的觀點以符合本集團業務及政策合規要求，並每年定期檢討董事會的組成及成員多元化政策。董事會應確保其組成人員的變動將不會帶來不適當的干擾。董事會成員應具備所需的專業、經驗及誠信，以履行其職責及效能。董事會應視乎本公司情況需要，對成員予以多元化，董事會各成員參與期內就董事候選人的提名及推薦時，可考慮多項成員多元化觀點，包括(但不限於)性別、年齡、文化及教育背景或專業經驗，以實現成員多元化及有利於本公司各項業務的發展及管理。董事會檢討涉及董事會成員多元化的政策，於企業管治報告內披露其政策或政策摘要，包括為執行政策的任何可計量目標及準則及達標的進度。





## PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Any Shareholder who wishes to propose a person other than a retiring director of the Company or the Shareholder himself/herself for election as Director in general meeting of the Company should follow the procedures available on the Company's website.

## PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 30 June 2022.

## CONTRACT OF SIGNIFICANCE

Save for the respective director service contract with each Director, and save as disclosed under the paragraph headed "Connected Transactions" on p.62 of the annual report of the Company for the year ended 31 March 2022, no Director had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the period under review.

## SHAREHOLDERS' RIGHT TO CONVENE EXTRAORDINARY GENERAL MEETING

Pursuant to Article 58 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting ("EGM"). EGM shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

## PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders and other stakeholders can make any enquiry in respect of the Company in writing to our Head Office at Unit 903, 9th Floor, Haleson Building, 1 Jubilee Street, Central, Hong Kong.

## 股東提名董事人選的程序

任何股東如欲提名一位人士(本公司退任董事或股東本人除外)在本公司股東大會參選董事應當按照列載在本公司網頁的參選程序處理。

## 購買、出售或贖回上市證券

截至2022年6月30日止三個月，本公司及其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

## 重大合約

除各董事的董事服務合約以及本公司截至2022年3月31日止年度年報第62頁「關連交易」一段所披露者外，於回顧期內，概無董事於本公司或其任何附屬公司或同系附屬公司簽訂並對本集團之業務屬重大之任何合約中擁有任何直接或間接之重大權益。

## 股東要求召開股東特別大會的權利

根據章程細則第58條，董事會可在其認為合適時召開股東特別大會(「股東特別大會」)。股東特別大會須按一名或以上於遞交申請當日持有有權於股東大會投票的本公司繳足股本不少於十分之一的股東要求召開。有關要求須以書面向董事會或公司秘書提出，述明要求董事會召開股東特別大會以處理要求內訂明的任何事項。該大會須於作出該要求後兩個月內召開。倘於遞交要求後21日內，董事會未有召開該大會，則遞交要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向要求人償付。

## 向董事會提出股東查詢的程序

股東及其他利益相關者可以書面形式向我們的總辦事處(地址為香港中環租庇利街1號喜訊大廈9樓903室)提出有關本公司的任何查詢。



## PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

There are no provisions allowing Shareholders to move new resolutions at the general meetings under the Companies Law (Revised) of Cayman Islands. However, pursuant to the Articles, Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares as at the latest practicable date prior to the issue of this report.

On behalf of the board

**Shi Shi Services Limited**

**Huang Liming**

*Chairman and executive Director*

Hong Kong, 12 August 2022

*As at the date of this report, the executive Directors are Mr. Huang Liming (Chairman), Mr. Lee Chin Ching, Cyrix and Mr. Ho Ying Choi and the independent non-executive Directors are Mr. Lin Dongming, Mr. Lam Kai Yeung and Mr. Lo Chi Ho, Richard.*

*This report, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.*

*This report will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and the Company's website at [www.shishiservices.com.hk](http://www.shishiservices.com.hk).*

## 股東於股東大會提呈建議的程序

根據開曼群島公司法（經修訂），概無條文批准股東於股東大會動議新決議案。然而，根據章程細則，有意動議決議案的股東可於依循上述程序後按提交要求書方式召開股東特別大會。

## 公眾持股量充足

根據可提供予本公司的公開資料及就董事所知，於刊發本報告前的最後實際可行日期，已確認有足夠公眾持股量，其最少佔本公司已發行股份25%。

代表董事會

**時時服務有限公司**

**黃黎明**

*主席兼執行董事*

香港，2022年8月12日

於本報告日期，執行董事為黃黎明先生（主席）、李展程先生及何應財先生；及獨立非執行董事為林東明先生、林繼陽先生及羅志豪先生。

本報告乃遵照GEM上市規則的規定提供有關本公司的資料，董事願共同及個別對此負全責。董事經作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份，本報告並無遺漏任何其他事宜，致使本報告所載任何聲明或本報告產生誤導。

本報告將由刊登之日起至少七日於GEM網站[www.hkgem.com](http://www.hkgem.com)「最新公司公告」網頁登載，亦將登載於本公司網站[www.shishiservices.com.hk](http://www.shishiservices.com.hk)內。



## CORPORATE INFORMATION

### Executive Directors

Mr. Huang Liming (*Chairman*)  
Mr. Ho Ying Choi  
Mr. Lee Chin Ching, Cyrix

### Independent Non-executive Directors

Mr. Lin Dongming  
Mr. Lam Kai Yeung  
Mr. Lo Chi Ho, Richard

### Company Secretary

Mr. Sheung Kwong Cho

### Compliance Officer

Mr. Ho Ying Choi

### Authorized Representatives

Mr. Ho Ying Choi  
Mr. Sheung Kwong Cho

### Audit Committee

Mr. Lam Kai Yeung (*Chairman*)  
Mr. Lin Dongming  
Mr. Lo Chi Ho, Richard

### Remuneration Committee

Mr. Lam Kai Yeung (*Chairman*)  
Mr. Ho Ying Choi  
Mr. Lin Dongming  
Mr. Lo Chi Ho, Richard

### Nomination Committee

Mr. Lin Dongming (*Chairman*)  
Mr. Ho Ying Choi  
Mr. Lam Kai Yeung  
Mr. Lo Chi Ho, Richard

### Auditor

#### Zhonghui Anda CPA Limited

23/F, Tower 2 Enterprise Square Five  
38 Wang Chiu Road  
Kowloon Bay  
Hong Kong

## 公司資料

### 執行董事

黃黎明先生 (*主席*)  
何應財先生  
李展程先生

### 獨立非執行董事

林東明先生  
林繼陽先生  
羅志豪先生

### 公司秘書

商光祖先生

### 合規主任

何應財先生

### 授權代表

何應財先生  
商光祖先生

### 審核委員會

林繼陽先生 (*主席*)  
林東明先生  
羅志豪先生

### 薪酬委員會

林繼陽先生 (*主席*)  
何應財先生  
林東明先生  
羅志豪先生

### 提名委員會

林東明先生 (*主席*)  
何應財先生  
林繼陽先生  
羅志豪先生

### 核數師

中匯安達會計師事務所有限公司  
香港  
九龍灣  
宏照道38號  
企業廣場第5期2座23樓



### **Legal Adviser of the Company as to Hong Kong Laws**

#### **Patrick Mak & Tse**

Rooms 901–905, 9th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

### **Principal Bankers**

#### **The Hongkong and Shanghai Banking Corporation Limited**

1 Queen's Road Central  
Hong Kong

#### **DBS Bank (Hong Kong) Limited**

G/F, The Center  
99 Queen's Road Central  
Central, Hong Kong

### **Registered Office**

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### **Head Office and Principal Place of Business in Hong Kong**

Unit 903, 9th Floor, Haleson Building  
1 Jubilee Street, Central  
Hong Kong

### **Principal Share Registrar and Transfer Office**

#### **Conyers Trust Company (Cayman) Limited**

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### **Hong Kong Branch Share Registrar and Transfer Office**

#### **Union Registrars Limited**

Suites 3301–04, 33/F  
Two Chinachem Exchange Square  
338 King's Road  
North Point, Hong Kong

### **Website of the Company**

[www.shishiservices.com.hk](http://www.shishiservices.com.hk)

### **GEM Stock Code**

8181

### **本公司有關香港法例的法律顧問**

#### **麥家榮律師行**

香港  
干諾道中 111 號  
永安中心  
9樓 901–905 室

### **主要往來銀行**

#### **香港上海滙豐銀行有限公司**

香港  
皇后大道中 1 號

#### **星展銀行(香港)有限公司**

香港中環  
皇后大道中 99 號  
中環中心地下

### **註冊辦事處**

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### **總辦事處及香港主要營業地點**

香港  
中環租庇利街 1 號  
喜訊大廈 9 樓 903 室

### **主要股份過戶登記處**

#### **Conyers Trust Company (Cayman) Limited**

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### **香港股份過戶登記分處**

#### **聯合證券登記有限公司**

香港北角  
英皇道 338 號  
華懋交易廣場 2 期  
33 樓 3301–04 室

### **本公司網頁**

[www.shishiservices.com.hk](http://www.shishiservices.com.hk)

### **GEM 股份代號**

8181

# shishi

**Shi Shi Services Limited**

**時時服務有限公司**

Unit 903, 9th Floor, Haleson Building,  
1 Jubilee Street, Central, Hong Kong  
香港中環租庇利街1號喜訊大廈9樓903室

Tel 電話號碼 : (852) 2155 4112

Fax 傳真號碼 : (852) 2155 4114

Email 電郵 : [ir@shishiservices.com.hk](mailto:ir@shishiservices.com.hk)

[www.shishiservices.com.hk](http://www.shishiservices.com.hk)