

ECI Technology Holdings Limited

(incorporated in the Cayman Islands with limited liability)
Stock code: 8013

2023 First Quarterly Report



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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.

Given 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.

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This report, for which the directors (the “Directors” and each a “Director”) of ECI Technology Holdings Limited (the “Company”), collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. 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 be available on the Company’s website <http://www.ecinfohk.com> and will remain on the “Latest Listed Company Information” page on the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting.

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Dr. Ng Tai Wing
(Chairman and Chief Executive Officer)

Mr. Law Wing Chong

Ms. Wong Tsz Man
*(re-designated as an executive
Director on 1 December 2022)*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Chun Ho Eric

Mr. Sung Wai Tak Herman

Mr. Fung Tak Chung
(deceased on 17 December 2022)

Dr. Chow Kin San

COMPANY SECRETARY

Mr. Lau Chi Yuen

COMPLIANCE OFFICER

Dr. Ng Tai Wing

AUTHORISED REPRESENTATIVES

Dr. Ng Tai Wing

Mr. Law Wing Chong

AUDIT COMMITTEE

Mr. Hui Chun Ho Eric
(Committee Chairman)

Mr. Sung Wai Tak Herman

Dr. Chow Kin San

REMUNERATION COMMITTEE

Mr. Sung Wai Tak Herman
(Committee Chairman)

Mr. Hui Chun Ho Eric

Dr. Chow Kin San

NOMINATION COMMITTEE

Dr. Ng Tai Wing
(Committee Chairman)

Mr. Hui Chun Ho Eric

Mr. Sung Wai Tak Herman

Dr. Chow Kin San

REGISTERED PIE AUDITOR

SHINEWING (HK) CPA Limited

17/F, Chubb Tower

Windsor House

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Hong Kong

LEGAL ADVISERS

As to Hong Kong law

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PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited
11th Floor, The Center
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Central
Hong Kong

**HEADQUARTERS AND
PRINCIPAL PLACE OF BUSINESS
IN HONG KONG**

Factory D on 3/F of Block II of
Camelpaint Buildings
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Hong Kong

REGISTERED OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
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Grand Cayman KY1-1108
Cayman Islands

**PRINCIPAL SHARE REGISTRAR
AND TRANSFER OFFICE**

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

**HONG KONG BRANCH SHARE
REGISTRAR**

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

GEM STOCK CODE

8013

COMPANY'S WEBSITE

www.ecinfohk.com

FINANCIAL HIGHLIGHTS

Revenue of ECI Technology Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) for the three months ended 30 November 2022 (the “Period”) amounted to approximately HK\$35,652,000 (2021: approximately HK\$37,010,000) while gross profit of the Group for the Period amounted to approximately HK\$10,128,000 (2021: approximately HK\$9,309,000).

The profit for the period of the Group for the Period amounted to approximately HK\$2,777,000 (2021: approximately HK\$1,895,000).

The board (the “Board”) of directors (the “Directors”) does not recommend the payment of an interim dividend for the Period.

FINANCIAL RESULTS

The Board is pleased to announce the unaudited condensed consolidated financial results of the Group for the three months ended 30 November 2022 together with the comparative unaudited figures for the corresponding period in 2021 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE THREE MONTHS ENDED 30 NOVEMBER 2022

	NOTES	Three months ended 30 November	
		2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue	4	35,652	37,010
Cost of sales		(25,524)	(27,701)
Gross profit		10,128	9,309
Other income	5	813	66
Administrative expenses		(7,960)	(7,104)
Impairment losses reversal (recognised) on trade receivables and contract assets under expected credit losses model		56	(59)
Fair value (loss) gain on financial assets at fair value through profit or loss		(14)	12
Profit from operations		3,023	2,224
Finance costs		(47)	(69)
Profit before taxation		2,976	2,155
Income tax expenses	6	(199)	(260)
Profit for the period	7	2,777	1,895
Other comprehensive income			
Item that will not to be reclassified subsequently to profit or loss:			
Change in fair value of a financial asset at fair value through other comprehensive income		(1,278)	-
Total comprehensive income for the period attributable to owners of the Company		1,499	1,895
Earnings per share attributable to owners of the Company			
Basic and diluted (HK cent)	9	0.17	0.12

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE THREE MONTHS ENDED 30 NOVEMBER 2022

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (Note)	Retained earnings HK\$'000	Total HK\$'000
At 31 August 2021 (Audited)	16,000	24,187	2,301	22,009	64,497
Profit and total comprehensive income for the period	-	-	-	1,895	1,895
At 30 November 2021 (Unaudited)	16,000	24,187	2,301	23,904	66,392
At 31 August 2022 (Audited)	16,000	24,187	2,179	28,353	70,719
Profit for the period	-	-	-	2,777	2,777
Net fair value loss on financial assets at fair value through other comprehensive income	-	-	(1,278)	-	(1,278)
At 30 November 2022 (Unaudited)	16,000	24,187	901	31,130	72,218

Note:

Other reserve mainly represents the difference between the nominal value of the issued share capital of subsidiaries acquired pursuant to a group reorganisation over the consideration paid for acquiring these subsidiaries and fair value changes on financial assets at fair value through other comprehensive income.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 3 October 2016 as an exempted company with limited liability and the shares of the Company are listed on the GEM of the Stock Exchange on 10 March 2017.

The address of its registered office is Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its headquarters and principal place of business is Factory D on 3/F of Block II of Camelpaint Buildings, Block I and Block II, No.62 Hoi Yuen Road, Kowloon, Hong Kong.

The Company is an investment holding company. Its major operating subsidiaries are engaged in the provision of installation and maintenance services and security guarding services. The ultimate holding company of the Company is ECI Asia Investment Limited (“ECI Asia”), a company incorporated in the British Virgin Islands. The ultimate controlling shareholder of the Company is Dr. Ng Tai Wing (“Dr. Ng”).

These unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Group.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the Period comprises the financial information of the Group and its interests in an associate.

The unaudited condensed consolidated financial statements for the Period have been prepared in accordance with Hong Kong Accounting Standards (“HKASs”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure provisions of the GEM Listing Rules. It should be read in conjunction with the annual financial statements of the Group for the year ended 31 August 2022 (“2022 Annual Report”).

The unaudited condensed consolidated financial statements for the Period have been prepared in accordance with the same accounting policies adopted in the 2022 Annual Report, except for the adoption of all relevant new and/or revised Hong Kong Financial Reporting Standards (“HKFRSs”) and HKASs, amendments and interpretations, which are effective for the current accounting period. Details of any changes in significant accounting policies are set out in Note 3.

The preparation of the unaudited condensed consolidated financial statements for the Period in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

The unaudited condensed consolidated financial statements for the Period contain condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial performance of the Group since the 2022 Annual Report. The unaudited condensed consolidated financial statements and notes for the Period do not include all of the information required for a full set of financial statements prepared in accordance with HKFRSs.

These unaudited condensed consolidated financial statements for the Period have not been reviewed or audited by the Company’s auditor, but have been reviewed by the audit committee of the Company.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current period of the Group. These new and revised HKFRSs have no significant impact on the results or the financial position of the Group for the current and previous accounting periods. The Group has not applied any new standards or interpretation that is not yet effective for the Period.

4. REVENUE AND SEGMENT INFORMATION

Revenue represents the revenue arising on provision of installation, maintenance and security guarding services for the Period. An analysis of the Group's revenue for the Period is as follows:

	Three months ended 30 November	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15		
Installation services	16,093	14,672
Maintenance services	18,385	20,376
Security guarding services	1,174	1,962
	35,652	37,010

Information reported to the executive Directors of the Company, being the chief operating decision maker ("CODM"), for the purposes of resources allocation and assessment of segment performance focuses on types of services provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

4. REVENUE AND SEGMENT INFORMATION (continued)

Accordingly, the Group's operating and reportable segments are as follows:

- Installation and maintenance services
- Security guarding services

The segment information provided to the CODM for reportable segments for the three months ended 30 November 2022 and 2021 is as follows:

	Installation and maintenance services (Unaudited) HK\$'000	Security guarding services (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
For the three months ended 30 November 2022			
Segment revenue	34,478	1,174	35,652
Segment results	3,940	(119)	3,821
For the three months ended 30 November 2021			
Segment revenue	35,048	1,962	37,010
Segment results	3,253	(421)	2,832

No geographical information is presented as all revenue from external customers of the Group is derived from Hong Kong and all non-current assets of the Group are located in Hong Kong.

5. OTHER INCOME

	Three months ended 30 November	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Bank interest income	46	–
Rental income	51	51
Government grants (note)	693	–
Sundry income	23	15
	813	66

Note: During the three months ended 30 November 2022, the Group recognised government subsidies of approximately HK\$693,000 in respect of Coronavirus Disease 2019 related subsidies, including those related to Employment Support Scheme and one-off subsidies for transport trades and construction industry under Anti-Epidemic Fund. There are no unfulfilled conditions or other contingencies attached to these grants.

6. INCOME TAX EXPENSES

Details of the movement of the taxation on profit of the Group are shown below:

	Three months ended 30 November	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Current tax:		
Hong Kong Profits Tax	213	268
Deferred tax	(14)	(8)
	199	260

Note: Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. For the three months ended 30 November 2022 and 2021, Hong Kong profits tax of the qualified entity of the Company is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

7. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging:

	Three months ended	
	30 November	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Directors' emoluments		
– salaries, allowances and other benefits	666	666
Other staff costs (excluding directors' emoluments)		
– salaries, allowances and other benefits	18,713	19,397
– contributions to retirement benefit scheme	849	869
Total staff costs	20,228	20,932
Auditor's remuneration	200	185
Depreciation		
– property, plant and equipment	169	177
– right-of-use assets	465	571
Lease expenses for short-term leases	214	159

Note: Staff costs of approximately HK\$15,626,000 (2021: approximately HK\$17,504,000) was included in cost of sales.

8. INTERIM DIVIDENDS

The Board does not recommend the payment of an interim dividend for the three months ended 30 November 2022 (2021: Nil).

9. EARNINGS PER SHARE

	Three months ended 30 November	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Profit and total comprehensive income for the period attributable to the owners of the Company	2,777	1,895

	Number of shares	
Number of shares	'000	'000
Weighted average number of ordinary shares	1,600,000	1,600,000

Diluted earnings per share were the same as basic earnings per share as there were no potential dilutive ordinary shares outstanding for the three months ended 30 November 2022 and 2021.

10. CAPITAL COMMITMENT

As at 30 November 2022, the Group had capital commitments of approximately HK\$117,000 (31 August 2022: approximately HK\$117,000) in relation to the acquisition of new software.

11. RELATED PARTY TRANSACTIONS

		Three months ended 30 November	
		2022	2021
		(Unaudited)	(Unaudited)
Related Party	Nature of transaction	HK\$'000	HK\$'000
Land Power International Property Management Limited	Rental income	25	25
Guardman Property Management Limited	Rental income	26	26

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Our extra-low voltage (“ELV”) solutions primarily focus on a central monitoring system that has been deployed in Hong Kong since 2013 in residential and commercial buildings for enhancing control and security. ELV solutions cover all the new modern technologies that are increasingly becoming a must-have system in every building such as CCTV, fire alarm systems, public address systems, audio/video solutions, access control systems, car park systems and clubhouse management systems. Our experts provide consultation, design, integration, implementation and maintenance services to our clients from both private and public sectors incorporating a wide range of audio-visual and security systems.

During the current period, we have undertaken various installation and maintenance projects for various customers from both private and government departments such as the Drainage Services Department, Hong Kong Police Force, the Leisure and Cultural Services Department, etc. During the three months ended 30 November 2022, some of the major projects were completed, such as replacement of modulators for the broadcast reception installation system in Legislative Council, video surveillance system improvement work and Phase I and Phase II of Healthy Village and octopus access system at Marina Garden.

With respect to maintenance work, the Group was able to maintain its customers base and is looking for opportunities to expand its market share. The Group was awarded a major contract in television broadcasting, which we have worked on for over ten years, by the Electrical and Mechanical Service Department on maintenance and improvement of satellite master antenna television system for the Government of the Hong Kong Special Administrative Region in August 2022 and the contract term has commenced in December 2022.

With respect to our security guarding operation, the Group strives to enhance its business reputation and expand its operation. We have also managed to maintain our customers base for security project in the private sector, including but not limited to Skyview Cliff and Vista Mount Davis.

BUSINESS REVIEW (continued)

For increasing sources of income, EC Infotech Limited (“EC Infotech”), one of the operating subsidiaries of ECI Technology Holdings Limited, has entered a cornerstone investment agreement (the “Agreement”) with MTT Group Holdings Limited (“MTT”) in August 2022.

EC Infotech has similar operation with MTT, both being distributors of products and SI solutions mainly in security sector in Hong Kong. We have started our trading relationship with MTT since 2019 and both Trittech and Multisoft are our approved vender or contractor. Our management believes that through investing in MTT, we can maintain a more stable trading relationship. They can bring in the latest products and technology from all over the world to our Company such as the LORA system which we have recently work with. Further, with closer business relationship, we can bargain for discounts from Trittech and Multisoft when purchasing or subcontracting, which can improve the Company’s profitability and benefit the Group and the Shareholders.

OUTLOOK AND PROSPECTS

The Group’s ELV solutions cover commercial buildings, shopping malls, hospitals and government facilities from the private and public sectors. In order to provide the most suitable solutions to our valued customers, we integrate the latest technology with various intelligent devices and keep up-to-date technology through internal development and collaboration with overseas companies to offer the best solutions to our customers. For example, with the extensive use of smartphones, we are continuously optimizing our carpark system in recent years to include more diversified payment methods for the convenience of users. Apart from developing new technology ourselves, the Group will seek opportunities with third-party strategic partners to set up different parking systems and strive to build the most advanced technology in Hong Kong.

OUTLOOK AND PROSPECTS (continued)

Due to the outbreak of COVID-19 which resulted in a global economic slowdown, it is undeniable that the current global political and economic situation is complicated. The growth in demand for installation and replacement security system has remained stagnant. It is widely expected that the situation will continue in 2023. Thus, we put more focuses on bidding ELV maintenance services contracts and aim to strengthen the relationship with our customers by offering high quality and timely services. Furthermore, by expanding our maintenance services business segment, we can increase our market share and enhance our reputation in the industry.

For our security guarding operation, growth is resuming. Security projects in Skyview Cliff and Vista Mount Davis are in progress and we expect that there will be more security projects in 2023. Apart from the provision of building security services, with our strong background and experiences in temporary and short-term event projects, we will look for and participate in more event security guarding projects in the coming years.

Lastly, the Group will continue to invest in our development of in-house capabilities as well as cooperating with other business partners to provide one-stop solutions and security guarding services into a fully integrated platform in a new way, thereby generating long-term and sustainable growth in shareholders value.

FINANCIAL REVIEW

Revenue

The revenue of the Group decreased by approximately 3.67% from approximately HK\$37,010,000 for the three months ended 30 November 2021 to approximately HK\$35,652,000 for the three months ended 30 November 2022. The decrease in revenue was mainly due to decrease in maintenance services from government policy in job creation of cleaners and technicians in various locations such as West Kowloon Station and the Hong-Kong-Zhuhai-Macao-Bridge.

Cost of Sales and Gross Profit

The majority of the Group's cost of sales comprised direct labour, direct material and equipment. The cost of sales decreased by approximately 7.86% from approximately HK\$27,701,000 for the three months ended 30 November 2021 to approximately HK\$25,524,000 for the three months ended 30 November 2022. Such decrease was in line with the decrease in revenue.

The Group's gross profit increased by approximately 8.80% from approximately HK\$9,309,000 for the three months ended 30 November 2021 to approximately HK\$10,128,000 for the three months ended 30 November 2022.

Administrative Expenses

The Group's administrative expenses increased by approximately 12.05% from approximately HK\$7,104,000 for the three months ended 30 November 2021 to approximately HK\$7,960,000 for the three months ended 30 November 2022, which was mainly due to the increase in general office staff salaries.

Profit for the period

The Group recorded a profit for the period of approximately HK\$2,777,000 for the three months ended 30 November 2022 (2021: approximately HK\$1,895,000). Such increase was mainly due to government subsidies recognised in the current period.

Dividend

The Board does not recommend the payment of an interim dividend for the three months ended 30 November 2022 (2021: Nil).

FINANCIAL REVIEW (continued)

Financial Assets

As at 30 November 2022, the Group's financial assets consisted of securities listed in Hong Kong and the investee's performance was as follows:

Company Name (Stock Code)	Number of shares held at 30 November 2022	Percentage of shareholding at 30 November 2022	Fair value changes on financial assets for the			Percentage of total financial assets at 30 November 2022	Percentage of total assets of the Group as at 30 November 2022
			Fair value at 31 August 2022 HK\$'000	3 months ended 30 November 2022 HK\$'000	Fair value at 30 November 2022 HK\$'000		
Allied Sustainability and Environmental							
Consultants Group Limited (8320)	1,125,000	0.16%	106	12	118	6.58%	0.13%
MTT Group Holdings Limited (2350)	3,525,000	0.56%	-	(1,352)	1,674	93.42%	1.91%

Allied Sustainability and Environmental Consultants Group Limited (“AEC”, together with its subsidiaries, the “AEC Group”) is an investment holding company with its subsidiaries mainly engaged in the provision of environmental consulting services. It mainly operates through four segments. Green Building Certification Consultancy segment is involved in consultancy on the application of green building certification for new buildings, existing buildings and interiors of buildings. Sustainability and Environmental Consultancy segment is involved in consultancy on sustainability and environmental impact assessment for compliance with statutory requirements in relation to environmental impact and pollution control. Acoustics, Noise and Vibration Control and Audio-Visual Design Consultancy segment is involved in designs for architectural acoustic, mechanical vibration, noise control and audio-visual systems. ESG Reporting and Consultancy segment involves conducting assessment of the ESG systems, preparing reports in compliance with the GEM Listing Rules and the Rules Governing the Listing of Securities on the Stock Exchange, and related services. AEC operates its business in Hong Kong, the Mainland China and Macau.

As disclosed in the interim report of AEC for the six months ended 30 September 2022, through ongoing business diversification, AEC Group endeavours to expand its project portfolio across the Southeast Asia riding on the Belt and Road Initiative.

FINANCIAL REVIEW (continued)

Financial Assets (continued)

MTT Group Holdings Limited (“MTT”, together with its subsidiaries, the “MTT Group”) is a vertically integrated IT solutions provider established in Hong Kong, principally engaged in the distribution of IT products in Hong Kong and the provision of system integration solutions in Hong Kong, China and Macau.

In the value chain of the information technology industry, MTT Group adopts a vertically integrated model (i) to operate the distribution business, as an authorized distributor, to purchase information technology products from information technology product manufacturers and distribute them to downstream distributors; and (ii) to operate system integration. As a system integration solution provider, the solutions business purchases IT products from authorized distributors, integrates them into customized system integration solutions and resells them to the end users.

Commitments

Details of capital commitments are set out in note 10 to the unaudited condensed consolidated financial statements.

Contingent Liabilities

The Group had no significant contingent liabilities as at 30 November 2022.

Foreign Exchange Exposure

Since the Group’s business activities are mainly operated in Hong Kong and all relevant transactions are denominated in Hong Kong dollars, the Directors consider that the Group’s exposure to foreign exchange risks is insignificant.

FINANCIAL REVIEW (continued)

Use of Proceeds from the Listing

The Company's shares were successfully listed on GEM of the Stock Exchange on 10 March 2017 (the "Listing Date") by way of share offer. After deduction of all related listing expenses and commissions, the net proceeds from listing amounted to approximately HK\$31.5 million. As announced by the Company on 20 September 2019, certain unutilised proceeds from the listing would be re-allocated for other purposes. Details of the change in the use of proceeds were set out in the announcement of the Company dated 20 September 2019. Up to 31 August 2022 and 30 November 2022, the Group has unutilised proceeds from the listing of approximately HK\$3.5 million. A summary of utilised and unutilised proceeds are set out in the table below:

	Revised allocation of unutilised net proceeds as at 20 September 2019 HK\$' million (note i)	Approximate amount utilised as at 31 August 2022 and 30 November 2022 HK\$' million	Approximate amount unutilised as at 31 August 2022 and 30 November 2022 HK\$' million	Notes
Obtaining additional licences and qualifications	3.5	-	3.5	ii
Expansion of existing security guarding operating segment	5.0	5.0	-	
Salary payment and purchase of capital assets of the major maintenance projects at the Hong-Kong-Zhuhai-Macao Bridge and the West Kowloon Station	6.5	6.5	-	
Total	15.0	11.5	3.5	iii

FINANCIAL REVIEW (continued)

Use of Proceeds from the Listing (continued)

Notes:

- (i) As announced in the announcement dated 20 September 2019, the Directors have resolved to change the use of unutilised net proceeds from the share offer.
- (ii) The Group plans to obtain additional license and qualification and is currently in the process of satisfying the minimum working capital and employed capital requirement of “Electrical and Mechanical Installation for Sewage Treatment and Screening Plant”. Since the plan is being delayed, the unutilised proceeds is intended to be fully utilised in 2025.
- (iii) The unutilised proceeds as at 31 August 2022 and 30 November 2022 is placed in interest-bearing deposits with licensed banks in Hong Kong.

OTHER INFORMATION

SHARE OPTION SCHEME

The share option scheme of the Company (the “Share Option Scheme”) has been conditionally adopted by the then sole shareholder on 17 February 2017. The terms of the Share Option Scheme are subject to the requirements of Chapter 23 of the GEM Listing Rules.

The Board may, at its discretion, offer to grant an option to any person belonging to any of the following classes of participants (the “Eligible Participants”), to subscribe for the Shares:

- (i) any full-time or part-time employees, executives or officers of the Group;
- (ii) any directors (including executive Directors, non-executive Directors and independent non-executive Directors) of the Group; and
- (iii) any suppliers, customers, consultants, agents, advisers and related entities to the Group.

Unless terminated by the Company by shareholders’ resolution in general meeting, the Share Option Scheme shall be effective for a period of 10 years commencing from 10 March 2017, i.e. the date on which the Share Option Scheme becomes unconditional.

The purpose of the Share Option Scheme is to enable our Company to grant options to selected participants as incentives or rewards for their contribution or potential contribution to the Group. The Share Option Scheme will reward the Eligible Participants who have contributed or will contribute to the Group and to motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group and the shareholders of the Company (the “Shareholders”). Besides, it can help to attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

SHARE OPTION SCHEME (continued)

The total number of Shares which may be issued upon exercise of all options under the Share Option Scheme must not in aggregate exceed 10% of the total number of Shares in issue at the time dealings in the Shares first commence on the Stock Exchange, which amounts to 160,000,000 Shares. Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of all outstanding options granted to each Eligible Participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue, which is 16,000,000 Shares.

No options had been granted or agreed to be granted by the Company under the Share Option Scheme during the three months ended 30 November 2022 and up to the date of this report. The Company did not have any outstanding share options, warrants, derivatives or securities which are convertible or exchangeable into Shares as at 30 November 2022 and up to the date of this report.

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

So far as the Directors are aware, as at 30 November 2022, 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 Securities and Futures Ordinance (Cap.571 Laws of Hong Kong) ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) and required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, are as follows:–

Long positions in the Shares of the Company

Name of Director	Capacity/ Nature of Interest	Number of Shares held (Note 1)	Approximate percentage of shareholding (Note 2)
Dr. Ng Tai Wing ("Dr. Ng")	Interest in controlled corporation (Note 3)	880,000,000 (L)	55%
Ms. Wong Tsz Man	Interest of spouse (Note 4)	880,000,000 (L)	55%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) The approximate percentage of shareholding is calculated based on 1,600,000,000 Shares in issue as at 30 November 2022.
- (3) These Shares are held by ECI Asia Investment Limited ("ECI Asia", an associated corporation of the Company), and all the issued shares of HK\$0.01 each of ECI Asia are owned by Dr. Ng. Pursuant to the SFO, Dr. Ng is deemed to have an interest in all of the Shares in which ECI Asia has, or is deemed to have.
- (4) Ms. Wong Tsz Man is the spouse of Dr. Ng. Under the SFO, Ms. Wong Tsz Man is deemed to be interested in all of the Shares which Dr. Ng is interested in.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

Save as disclosed above, as at 30 November 2022 and as at the date of this report, none of the Directors or chief executive of the Company had registered an interest or a short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise required pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

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

So far as the Directors are aware, as at 30 November 2022, the following persons have or are deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Name of Shareholders	Capacity/Nature of interest	Number of Shares held (Note 1)	Approximate percentage of shareholding (Note 2)
ECI Asia (Note 3)	Beneficial owner	880,000,000 (L)	55%
Mr. Yang Shuo ("Mr. Yang")	Beneficial owner	320,000,000 (L)	20%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) The approximate percentage of shareholding is calculated based on 1,600,000,000 Shares in issue as at 30 November 2022.
- (3) These Shares are registered in the name of ECI Asia which is a controlled corporation of Dr. Ng. As Ms. Wong Tsz Man is the spouse of Dr. Ng, she is deemed to be interested in all the Shares held by ECI Asia under the SFO.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Save as disclosed above, as at 30 November 2022 and as at the date of this report, the Directors were not aware of any person, other than the Directors or chief executive of the Company, whose interests are set out in the section “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register pursuant to Section 336 of the SFO.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme and save as disclosed under the section “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations” above, at no time during the three months ended 30 November 2022 and up to the date of this report, neither the Company nor any of its subsidiaries, or any of its fellow subsidiaries, was a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or to acquire benefits by means of acquisitions of shares in, or debentures of, the Company or any other body corporate.

INTEREST IN COMPETING BUSINESSES

The controlling shareholders (as defined under GEM Listing Rules) of the Company have executed the deed of non-competition dated 17 February 2017 (the “Deed of Non-competition”) in favour of the Company, details of which were set out in the prospectus of the Company dated 27 February 2017. Pursuant to the Deed of Non-competition, the controlling shareholders have undertaken to the Company (for itself and as trustee for each of its subsidiaries from time to time) that with effect from the Listing Date, they would not and would procure that none of their close associates (except for any members of the Group) shall, except through their interests in the Company, whether as principal or agent and whether undertaken directly or indirectly, either on their own account or in conjunction with or on behalf of any person, corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise, among other things, carry on, participate, acquire or hold any right or interest or otherwise be interested, involved or engaged in or connected with, directly or indirectly, any business which is, directly or indirectly, in any respect in competition with or similar to or is likely to be in competition with the business of the Group in Hong Kong or such other places as the Group may conduct or carry on business from time to time.

The controlling shareholders of the Company have confirmed to the Company that for the three months ended 30 November 2022 and up to the date of this report, they and their respective close associates (as defined under the GEM Listing Rules) have complied with the undertakings contained in the Deed of Non-competition.

For the three months ended 30 November 2022 and up to the date of this report, save and except for the interest the Directors have in the Company and its subsidiaries, none of the Directors, the controlling shareholders or their respective close associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group and any other conflicts of interest with the Group.

CORPORATE GOVERNANCE CODE

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

The Company has adopted the code provisions stated in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules (the “CG Code”). Except for the deviation from Code Provision C.2.1 of the CG Code, the Company’s corporate governance practices have complied with the CG Code during the three months ended 30 November 2022 and up to the date of this report.

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. Dr. Ng is the chairman and chief executive officer of the Company. In view of Dr. Ng being one of the founders of the Group and has been operating and managing the Group since 2003, the Board believes that the vesting of the roles of chairman and chief executive officer in Dr. Ng is beneficial to the business operations and management of the Group and will provide a strong and consistent leadership to the Group. Accordingly, the Directors consider that the deviation from Code Provision C.2.1 of the CG Code is appropriate in such circumstances.

CODE OF CONDUCT FOR THE REQUIRED STANDARD OF DEALINGS

Under Code Provision C.1.3 of the CG Code, the Company has adopted its written guidelines on the code of conduct regarding Directors’ dealings in the Company’s securities (the “Guidelines”) 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 “Required Standard of Dealings”). Having made specific enquires by the Company, all Directors and the relevant employees have confirmed that they had complied with the Required Standard of Dealings and the Guideline adopted by the Company during three months ended 30 November 2022 and up to the date of this report.

“Relevant employee” includes any employee or a director or employee of a subsidiary or holding company who, because of his position or office, is likely to possess inside information in relation to the Company or its securities.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither did the Company redeem nor did the Company or any of its subsidiaries purchase or sell any of the Company's listed securities during the three months ended 30 November 2022 and up to the date of this report.

CHANGE IN COMPOSITION OF THE BOARD

With effect from 1 December 2022, Ms. Wong Tsz Man, was re-designated from a non-executive Director to an executive Director.

Mr. Fung Tak Chung, an independent non-executive Director, passed away on 17 December 2022 and he has ceased to be a Director and a member of each of the nomination committee, the remuneration committee and the audit committee of the Board on the same date accordingly.

Further details of the above changes are set out in the announcements dated 24 November 2022 and 6 January 2023 respectively.

AUDIT COMMITTEE

The Company has established the audit committee ("Audit Committee") on 17 February 2017 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with Code Provision D.3.3 and D.3.7 of the CG Code as set out in Appendix 15 to the GEM Listing Rules has been adopted. As at the date of this report, the Audit Committee consists of three independent non-executive Directors, namely Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman, and Dr. Chow Kin San. Mr. Hui Chun Ho Eric is the chairman of the Audit Committee. Mr. Fung Tak Chung ceased to be a Director and a member of the Audit Committee on 17 December 2022.

Among other things, the primary duties of the Audit Committee are to make recommendations to the Board on appointment or reappointment and removal of external auditor, review the financial statements of the Company and judgments in respect of financial reporting, and oversee internal control procedures of the Company.

AUDIT COMMITTEE (continued)

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and discussed the financial reporting matters with senior management of the Company relating to the preparation of the unaudited condensed consolidated financial statements of the Group for the three months ended 30 November 2022.

The findings in relation to the unaudited condensed consolidated financial statements of the Group for the three months ended 30 November 2022 have been taken into consideration by the Audit Committee in its review of the quarterly results for the three months ended 30 November 2022, which have been approved by the Board on 11 January 2023 prior to its issuance.

By the order of the Board
ECI Technology Holdings Limited
Dr. Ng Tai Wing
Chairman and Chief Executive Officer

As at the date of this report, the Board comprises six Directors, including three executive Directors, Dr. Ng Tai Wing (Chairman and Chief Executive Officer), Mr. Law Wing Chong and Ms. Wong Tsz Man; and three independent non-executive Directors, Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman and Dr. Chow Kin San.