

# Yuk Wing Group Holdings Limited

## 煜榮集團控股有限公司

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

Stock Code 股份代號：1536



2020/21  
INTERIM REPORT 中期報告

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# CORPORATE INFORMATION

## 公司資料

### COMPANY DIRECTORS

#### Executive Directors

Mr. Huang Shixin  
Mr. Wong Ka Shing  
Mr. He Xiaoming (*Chairman and Chief Executive Officer*)  
(resigned on 14 August 2020)

#### Independent Non-executive Directors

Ms. Lam Hoi Yu Nicki  
Mr. Lau Leong Yuen  
Mr. Yiu To Wa  
(appointed on 27 May 2020)  
Mr. Liu Tin Lap  
(resigned on 27 May 2020)

### AUDIT AND COMPLIANCE COMMITTEE

Mr. Yiu To Wa (*Chairman*)  
(appointed on 27 May 2020)  
Mr. Lau Leong Yuen  
Ms. Lam Hoi Yu Nicki  
Mr. Liu Tin Lap  
(resigned on 27 May 2020)

### REMUNERATION COMMITTEE

Ms. Lam Hoi Yu Nicki (*Chairman*)  
Mr. Lau Leong Yuen  
Mr. Yiu To Wa  
(appointed on 27 May 2020)  
Mr. He Xiaoming  
(resigned on 14 August 2020)  
Mr. Liu Tin Lap  
(resigned on 27 May 2020)

### NOMINATION COMMITTEE

Mr. Lau Leong Yuen (*Chairman*)  
Ms. Lam Hoi Yu Nicki  
Mr. Yiu To Wa  
(appointed on 27 May 2020)  
Mr. He Xiaoming  
(resigned on 14 August 2020)  
Mr. Liu Tin Lap  
(resigned on 27 May 2020)

### COMPANY SECRETARY

Ms. Choi Yee Man

### 公司董事

#### 執行董事

黃世鑫先生  
黃嘉盛先生  
何笑明先生 (*主席兼行政總裁*)  
(於二零二零年八月十四日辭任)

#### 獨立非執行董事

林凱如女士  
劉量源先生  
姚道華先生  
(於二零二零年五月二十七日獲委任)  
廖天立先生  
(於二零二零年五月二十七日辭任)

### 審核及合規委員會

姚道華先生 (*主席*)  
(於二零二零年五月二十七日獲委任)  
劉量源先生  
林凱如女士  
廖天立先生  
(於二零二零年五月二十七日辭任)

### 薪酬委員會

林凱如女士 (*主席*)  
劉量源先生  
姚道華先生  
(於二零二零年五月二十七日獲委任)  
何笑明先生  
(於二零二零年八月十四日辭任)  
廖天立先生  
(於二零二零年五月二十七日辭任)

### 提名委員會

劉量源先生 (*主席*)  
林凱如女士  
姚道華先生  
(於二零二零年五月二十七日獲委任)  
何笑明先生  
(於二零二零年八月十四日辭任)  
廖天立先生  
(於二零二零年五月二十七日辭任)

### 公司秘書

蔡綺雯女士

# CORPORATE INFORMATION

## 公司資料

### AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F One Pacific Place  
88 Queensway  
Hong Kong

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
DBS Bank (Hong Kong) Limited

### REGISTERED OFFICE

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

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 13/F.  
Eton Building  
288 Des Voeux Road Central  
Hong Kong

### CAYMAN SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HONG KONG SHARE REGISTRAR

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

### STOCK CODE

01536

### COMPANY WEBSITE

[www.yukwing.com](http://www.yukwing.com)

### 核數師

德勤•關黃陳方會計師行  
執業會計師  
香港  
金鐘道88號  
太古廣場一期35樓

### 主要往來銀行

中國銀行(香港)有限公司  
星展銀行(香港)有限公司

### 註冊辦事處

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

### 香港主要營業地點

香港  
德輔道中288號  
易通商業大廈  
13樓B室

### 開曼群島股份過戶登記處

Codan Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港證券登記處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 股份代號

01536

### 公司網址

[www.yukwing.com](http://www.yukwing.com)

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表審閱報告

# Deloitte.

# 德勤

TO THE BOARD OF DIRECTORS OF YUK WING GROUP HOLDINGS LIMITED

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

致煜榮集團控股有限公司董事會

*(於開曼群島註冊成立的有限公司)*

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of Yuk Wing Group Holdings Limited (the “**Company**”) and its subsidiaries set out on page 6 to 24, which comprise the condensed consolidated statement of financial position as of 30 September 2020 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### SCOPE OF REVIEW

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

### 緒言

本行已審閱第6至24頁所載煜榮集團控股有限公司(「**貴公司**」)及其附屬公司的簡明綜合財務報表，當中包括截至二零二零年九月三十日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表，以及若干解釋附註。香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「**香港會計準則第34號**」)編製。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報表。本行責任是根據協定的委聘條款按照本行的審閱就該等簡明綜合財務報表發表結論，並僅向閣下全體報告，除此之外本報告不作其他用途。本行不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 審閱範圍

本行已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。該等簡明綜合財務報表的審閱包括主要向負責財務及會計事宜的人員作出查詢，並應用分析及其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故不能令本行保證本行知悉可能在審核中發現的所有重大事項。因此，本行不會發表審核意見。

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表審閱報告

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

25 November 2020

### 結論

按照本行的審閱，本行並無注意到任何事項可引致本行相信該等簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零二零年十一月二十五日

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

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註		
Revenue	3	56,602	116,667
Cost of sales		(30,394)	(73,824)
Gross profit		26,208	42,843
Other income		1,316	1,226
(Impairment losses) reversal of impairment losses under expected credit loss model, net	4	(358)	377
Other gains and losses	4	552	1,184
Selling and distribution expenses		(2,670)	(4,456)
Administrative expenses		(15,351)	(14,544)
Finance costs	5	(426)	(1,039)
Profit before tax	6	9,271	25,591
Income tax expense	7	(2,010)	(5,005)
Profit for the period		7,261	20,586
Other comprehensive income (expense) for the period:			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		2,414	(2,787)
Total comprehensive income for the period		9,675	17,799
Profit (loss) for the period attributable to:			
Owners of the Company		7,492	16,071
Non-controlling interests		(231)	4,515
		7,261	20,586
Total comprehensive income for the period attributable to:			
Owners of the Company		9,120	14,397
Non-controlling interests		555	3,402
		9,675	17,799
Earnings per share, basic (HK cents)	9	1.97	4.23

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2020 於二零二零年九月三十日

		Notes 附註	At 30 September 2020 於二零二零年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	8,700	8,971
Right-of-use assets	使用權資產	10	14,748	15,801
Deposits placed at an insurance company	存於保險公司之存款		4,649	4,604
Deferred tax assets	遞延稅項資產		424	568
			<b>28,521</b>	29,944
Current assets	流動資產			
Inventories	存貨		67,550	50,448
Trade and other receivables	貿易及其他應收款項	11	65,901	56,389
Bank balances and cash	銀行結餘及現金		92,556	101,421
			<b>226,007</b>	208,258
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	12	12,822	9,548
Contract liabilities	合約負債		4,016	1,251
Lease liabilities	租賃負債		1,659	1,625
Tax payable	應繳稅項		4,752	3,336
Other borrowings	其他借貸	13	20,000	20,000
			<b>43,249</b>	35,760
Net current assets	流動資產淨值		<b>182,758</b>	172,498
Total assets less current liabilities	總資產減流動負債		<b>211,279</b>	202,442
Non-current liability	非流動負債			
Lease liabilities	租賃負債		13,886	14,724
			<b>197,393</b>	187,718
Capital and reserves	資本及儲備			
Share capital	股本	14	38,000	38,000
Reserves	儲備		121,095	111,975
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>159,095</b>	149,975
Non-controlling interests	非控制權益		<b>38,298</b>	37,743
			<b>197,393</b>	187,718



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total
		Share capital	Share premium	Merger reserve	Statutory reserve	Exchange reserve	Other reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	併購儲備	法定儲備	匯兌儲備	其他儲備	保留溢利	小計	非控制權益	總計
		HK\$'000	HK\$'000	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	千港元	千港元
				(note i) (附註i)	(note ii) (附註ii)		(note iii) (附註iii)				
At 1 April 2019 (audited)	於二零一九年四月一日 (經審核)	38,000	124,553	(67,096)	1,215	(652)	19	41,900	137,939	31,754	169,693
Profit for the period	期內溢利	-	-	-	-	-	-	16,071	16,071	4,515	20,586
Exchange differences arising on translation of foreign operations	換算海外業務所產生的 匯兌差額	-	-	-	-	(1,674)	-	-	(1,674)	(1,113)	(2,787)
Total comprehensive (expense) income for the period	期內全面總(開支)收益	-	-	-	-	(1,674)	-	16,071	14,397	3,402	17,799
Transfer	轉撥	-	-	-	392	-	-	(392)	-	-	-
At 30 September 2019 (unaudited)	於二零一九年九月三十日 (未經審核)	38,000	124,553	(67,096)	1,607	(2,326)	19	57,579	152,336	35,156	187,492
At 1 April 2020 (audited)	於二零二零年四月一日 (經審核)	38,000	124,553	(67,096)	1,805	(2,293)	19	54,987	149,975	37,743	187,718
Profit (loss) for the period	期內溢利(虧損)	-	-	-	-	-	-	7,492	7,492	(231)	7,261
Exchange differences arising on translation of foreign operations	換算海外業務所產生的 匯兌差額	-	-	-	-	1,628	-	-	1,628	786	2,414
Total comprehensive income for the period	期內全面總收益	-	-	-	-	1,628	-	7,492	9,120	555	9,675
Transfer	轉撥	-	-	-	128	-	-	(128)	-	-	-
At 30 September 2020 (unaudited)	於二零二零年九月三十日 (未經審核)	38,000	124,553	(67,096)	1,933	(665)	19	62,351	159,095	38,298	197,393

Note i: Amount represents difference between the nominal value of the share capital issued by Hang Wing Holdings Limited, a wholly-owned subsidiary of the Company, for the acquisition of the entire equity interests and the amount of share capital in Top Mark Mechanical Equipment Limited, Tristate International Industrial Limited, Top Glory Construction Equipment Limited and Maxa RockDrills Limited.

附註 i: 該款項指本公司的全資附屬公司經榮控股有限公司為收購震東機械設備有限公司、聯亞國際實業有限公司、震東建築設備有限公司及 Maxa RockDrills Limited 全部股權而發行的股本面值與震東機械設備有限公司、聯亞國際實業有限公司、震東建築設備有限公司及 Maxa RockDrills Limited 的股本面值之差額。

Note ii: Amount represents statutory reserve of 佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited) ("Norry Tech"), a subsidiary of the Company. According to the relevant laws in the People's Republic of China (the "PRC"), Norry Tech is required to transfer at least 10% of its net profit after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of its registered capital. The transfer to this reserve must be made before the distribution of a dividend to owners. Such reserve fund can be used to offset the previous years' losses, if any, and is non-distributable other than upon liquidation.

附註 ii: 該款項指本公司附屬公司佛山市順德區萊利達工程設備有限公司(「萊利達」)的法定儲備。根據中華人民共和國(「中國」)相關法律，萊利達須將根據中國會計法規計算的除稅後純利最少 10% 轉撥至不可分派儲備基金，直至該儲備結餘達致註冊資本的 50%，且須在向擁有人分派股息前轉撥。有關儲備基金可用於抵銷過往年度虧損(如有)，除清盤外，不可分派。

Note iii: Amount arising from acquisition of additional interests in subsidiaries in 2017.

附註 iii: 於二零一七年收購附屬公司額外權益產生的金額。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax	除稅前溢利	9,271	25,591
Adjusting items	調整項目	2,533	2,104
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	11,804	27,695
Increase in inventories	存貨增加	(15,048)	(1,845)
Increase in trade and other receivables	貿易及其他應收款項增加	(9,382)	(9,165)
Other operating activities	其他經營活動	5,153	(6,566)
<b>NET CASH (USED IN) FROM OPERATING ACTIVITIES</b>	<b>經營活動(所用)所得現金淨額</b>	<b>(7,473)</b>	10,119
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest received	已收利息	15	33
Purchase of property, plant and equipment	購買物業、廠房及設備	(686)	(619)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(671)</b>	(586)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
New bank and other borrowings raised	新增銀行及其他借貸	-	6,389
Repayment of bank borrowings	償還銀行借貸	-	(5,292)
Interest paid	已付利息	(326)	(1,539)
Repayment of lease liabilities	償還租賃負債	(804)	(771)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用現金淨額</b>	<b>(1,130)</b>	(1,213)
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物(減少)增加淨額</b>	<b>(9,274)</b>	8,320
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>	<b>期初現金及現金等價物</b>	<b>101,421</b>	74,047
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>匯率變動的影響</b>	<b>409</b>	(527)
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash</b>	<b>期末現金及現金等價物，指銀行結餘及現金</b>	<b>92,556</b>	81,840

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 1. GENERAL AND BASIS OF PREPARATION

Yuk Wing Group Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited.

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### 1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT INTERIM PERIOD

The stagnant business environment in Hong Kong during the six months ended 30 September 2020, where the slowdown in approval of public works budgets by the Finance Committee of the Legislative Council of Hong Kong caused by the Novel Coronavirus pandemic led to less construction projects available in the Hong Kong market. As such, the financial positions and performance of the Group were affected in different aspects, including reduction in revenue as disclosed in the relevant note, which resulted in a negative impact on the business performance of the Group during the current period.

### 1. 一般資料及編製基準

煜榮集團控股有限公司(「**本公司**」，連同其附屬公司，統稱「**本集團**」)根據開曼群島一九六一年第3號法例第22章公司法(以經綜合及修訂者為準)於開曼群島註冊成為獲豁免有限公司。本公司股份於香港聯合交易所有限公司上市。

簡明綜合財務報表乃按香港會計師公會(「**香港會計師公會**」)頒佈的香港會計準則第34號「中期財務報告」，以及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定編製。

### 1A. 於本中期期間之重大事項及交易

於截至二零二零年九月三十日止六個月期間，新型冠狀病毒疫情導致香港立法會財務委員會減緩批准公共開支預算，香港商業環境停滯不前，使香港市場的建築項目減少。因此，本集團的財務狀況及表現於不同方面受到影響，包括相關附註所披露收益減少，導致對本集團於本期間的業務表現造成負面影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2020 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2020.

#### Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2020 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製。

除應用香港財務報告準則（「香港財務報告準則」）修訂本所產生的其他會計政策外，截至二零二零年九月三十日止六個月的簡明綜合財務報表所採納的會計政策及計算方法與本集團截至二零二零年三月三十一日止年度的年度財務報表所呈列者相同。

#### 應用香港財務報告準則修訂本

於本中期期間，本集團已首次採用由香港會計師公會頒佈且已於二零二零年四月一日或之後開始之年度期間強制生效之香港財務報告準則概念框架指引之修訂本及以下香港財務報告準則之修訂本，以編製本集團之簡明綜合財務報表：

香港會計準則第1號及香港會計準則第8號（修訂本）	重大的定義
香港財務報告準則第3號（修訂本）	業務的定義
香港財務報告準則第9號，香港會計準則第39號及香港財務報告準則第7號（修訂本）	利率基準改革

除下文所披露者外，本期間應用香港財務報告準則概念框架指引之修訂本及香港財務報告準則之修訂本對本集團於本期間及過往期間之財務狀況及表現及／或載於該等簡明綜合財務報表之披露並無重大影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Application of amendments to HKFRSs (Continued)

#### Impacts of application on Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the condensed consolidated financial statements.

### 3. REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in (i) manufacturing and trading of down-the-hole ("DTH") rockdrilling tools; (ii) trading of piling and drilling machineries; and (iii) trading of rockdrilling equipment.

#### Disaggregation of revenue

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

Recognised at a point in time:	於以下時間點確認：		
Manufacturing and trading of DTH rockdrilling tools	製造及買賣潛孔鑿岩工具	49,639	94,215
Trading of piling and drilling machineries	買賣打樁機及鑽機	2,808	14,096
Trading of rockdrilling equipment	買賣鑿岩設備	4,155	8,356
		56,602	116,667

### 2. 主要會計政策 (續)

#### 應用香港財務報告準則修訂本 (續)

#### 應用香港會計準則第1號及香港會計準則第8號 (修訂本)「重大的定義」的影響

修訂本為重大提供新的定義，列明「倘遺漏、錯誤陳述或隱瞞資料可以合理預期會影響一般用途財務報表的主要用戶基於該等提供有關特定報告實體之財務資料的財務報表作出之決策，則該資料屬重大」。修訂本亦釐清在整體財務報表的範圍內，重要性取決於資料的性質或幅度（單獨或與其他資料結合使用）。

本期間應用修訂本對簡明綜合財務報表並無影響。

### 3. 收益及分部資料

本集團主要從事(i)製造及買賣潛孔(「潛孔」)鑿岩工具；(ii)買賣打樁機及鑽機；及(iii)買賣鑿岩設備。

#### 收益明細

本集團收益的分析如下：

#### Six months ended 30 September 截至九月三十日止六個月

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
49,639	94,215
2,808	14,096
4,155	8,356
56,602	116,667

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued) Performance obligations for contracts with customers

All of the Group's revenue is recognised when the control of goods is transferred, being when the goods are delivered to the customer's specific location. A receivable is recognised by the Group when the goods are delivered to the customer's premises as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The normal credit term is 30 to 90 days upon delivery. The customers have neither rights of return nor rights to defer or avoid payment for the goods once they are accepted by the customers upon receipt of goods. The contracts signed with the customers are short-term and fixed price contracts.

Information reported to the executive directors of the Company, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focuses on the types of products sold. The Group's operating segments are classified as (i) manufacturing and trading of DTH rockdrilling tools; (ii) trading of piling and drilling machineries; and (iii) trading of rockdrilling equipment.

### 3. 收益及分部資料 (續) 客戶合約的履約責任

本集團所有收益均於貨品的控制權已轉移(即當貨品交付至客戶指定地點)時確認。當貨品交付至客戶處所時本集團即確認應收款項,原因是此代表收取代價權利成為無條件的一個時間點,於款項到期前僅須待時間過去。於交付後的信貸期一般為30至90天。當客戶收到貨品並接受後,客戶並無權利退回貨品,或延遲或避免支付貨品款項。與客戶簽署的合約為短期及固定價格合約。

就資源分配及分部表現評估而向本公司執行董事(即主要經營決策者(「主要經營決策者」))提交的報告資料側重出售產品類型。本集團的經營分部分類為:(i)製造及買賣潛孔鑿岩工具;(ii)買賣打樁機及鑽機;及(iii)買賣鑿岩設備。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued)

#### Performance obligations for contracts with customers

(Continued)

These operating segments also represent the Group's reportable segments. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the six months ended 30 September 2020

### 3. 收益及分部資料 (續)

#### 客戶合約的履約責任 (續)

該等經營分部亦指本集團的可呈報分部。主要經營決策者在設定本集團的可呈報分部時並無彙合所識別的經營分部。

#### 分部收益及業績

以下載列本集團按經營及可呈報分部劃分的收益及業績分析：

截至二零二零年九月三十日止六個月

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment and external sales	分部及外界銷售	49,639	2,808	4,155	56,602
<b>RESULTS</b>	<b>業績</b>				
Segment result	分部業績	24,654	509	1,045	26,208
Unallocated expenses	未分配開支				(18,021)
Other income	其他收入				1,316
Impairment losses under expected credit loss ("ECL") model, net	預期信貸虧損 (「預期信貸虧損」) 模式下減值虧損淨額				(358)
Other gains and losses	其他收益及虧損				552
Finance costs	融資成本				(426)
Profit before tax	除稅前溢利				9,271

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued) Segment revenue and results (Continued)

For the six months ended 30 September 2019

### 3. 收益及分部資料 (續) 分部收益及業績 (續)

截至二零一九年九月三十日止六個月

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣 潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機 及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣鑿岩 設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment and external sales	分部及外界銷售	94,215	14,096	8,356	116,667
<b>RESULTS</b>	<b>業績</b>				
Segment result	分部業績	38,754	2,068	2,021	42,843
Unallocated expenses	未分配開支				(19,000)
Other income	其他收入				1,226
Reversal of impairment losses under ECL model, net	預期信貸虧損模式下減值 虧損撥回淨額				377
Other gains	其他收益				1,184
Finance costs	融資成本				(1,039)
Profit before tax	除稅前溢利				25,591

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment result represents the profit earned by each segment without allocation of unallocated expenses (including selling and distribution expenses and administrative expenses), other income, (impairment losses) reversal of impairment losses under ECL model, net, other gains and losses, and finance costs. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM of the Group.

經營分部的會計政策與本集團的會計政策相同。分部業績指分配未分配開支(包括銷售及分銷開支及行政開支)、其他收入、預期信貸虧損模式下(減值虧損)減值虧損撥回淨額、其他收益及虧損,以及融資成本前各分部所賺取的溢利。該計量方式會呈報本集團主要經營決策者以作資源分配及表現評估。

由於並無定期向本集團主要經營決策者提供分部資產或分部負債,因此並無對分部資產或分部負債的分析。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued) Geographical information

The following table sets out information about the Group's revenue from external customers by the location of customers.

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港	53,073	110,652
Macau	澳門	2,225	1,179
Others	其他	1,304	4,836
		56,602	116,667

### 4. (IMPAIRMENT LOSSES) REVERSAL OF IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET AND OTHER GAINS AND LOSSES

### 3. 收益及分部資料 (續) 地區資料

下表載列有關本集團按客戶所在地劃分的來自外界客戶收益的資料。

### 4. 預期信貸虧損模式下(減值虧損)減值虧損撥回淨額和其他收益及虧損

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(Impairment losses) reversal of impairment losses under ECL model, net include the following:	預期信貸虧損模式下(減值虧損)減值虧損撥回淨額包括以下各項:		
(Impairment losses) reversal of impairment losses on trade receivables, net	貿易應收款項(減值虧損)減值虧損撥回淨額	(358)	377
Other gains and losses include the following:	其他收益及虧損包括以下各項:		
Net foreign exchange (loss) gain	外匯(虧損)收益淨額	(248)	1,184
Gain on modification of financial liabilities (Note 13)	修訂金融負債產生之收益(附註13)	800	—
		552	1,184

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 5. FINANCE COSTS

### 5. 融資成本

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸利息	100	679
Interest on lease liabilities	租賃負債利息	326	360
		<b>426</b>	1,039

### 6. PROFIT BEFORE TAX

### 6. 除稅前溢利

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before tax has been arrived at after charging:	除稅前溢利已扣除以下項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,203	1,965
Capitalised in cost of inventories manufactured	已資本化為製造存貨成本	(447)	(1,498)
		<b>756</b>	467
Depreciation of right-of-use assets	使用權資產之折舊	1,053	1,053
Capitalised in cost of inventories manufactured	已資本化為製造存貨成本	(738)	(738)
		<b>315</b>	315
Cost of inventories recognised as expense	確認為開支之存貨成本	30,394	73,824
Short-term leases payments	短期租賃付款	999	698

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 7. INCOME TAX EXPENSE

### 7. 所得稅開支

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The charge comprises:	支出包括：		
Current tax	即期稅項		
Hong Kong	香港	1,623	3,683
PRC Enterprise Income Tax	中國企業所得稅	243	1,305
		<b>1,866</b>	4,988
Deferred tax charge	遞延稅項支出	144	17
		<b>2,010</b>	5,005

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the condensed consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods.

Under the Law of the People’s Republic of China (the “**PRC**”) on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the PRC Enterprise Income Tax is calculated at 25% of the assessable profits for the subsidiary established in the PRC for both periods.

於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「**條例草案**」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊憲。根據利得稅兩級制，合資格集團實體首2百萬港元溢利將按8.25%的稅率繳稅，而超過2百萬港元的溢利將按16.5%的稅率繳稅。不符合資格採用利得稅兩級制的集團實體的溢利將繼續按劃一的稅率16.5%繳稅。

本公司董事認為，實施利得稅兩級制所涉的金額對簡明綜合財務報表而言微不足道。兩個期間內的香港利得稅按估計應課稅溢利的16.5%計算。

根據中華人民共和國(「**中國**」)企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施條例，於中國成立的附屬公司於兩個期間須按應課稅溢利的25%計算中國企業所得稅。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 8. DIVIDENDS

The board of directors of the Company does not recommend the payment of an interim dividend for the six months ended 30 September 2020 (six months ended 30 September 2019: nil).

### 8. 股息

本公司董事會不建議就截至二零二零年九月三十日止六個月派發中期股息（截至二零一九年九月三十日止六個月：零）。

### 9. EARNINGS PER SHARE

### 9. 每股盈利

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Earnings:	盈利：		
Earnings for the purpose of calculating basic earnings per share:	用以計算每股基本盈利的盈利：		
profit for the period attributable to owners of the Company	本公司擁有人應佔期內溢利	<b>7,492</b>	16,071
		<b>'000 千股</b>	<b>'000 千股</b>
Number of shares:	股份數目：		
Number of ordinary shares for the purpose of calculating basic earnings per share	用以計算每股基本盈利的普通股數目	<b>380,000</b>	380,000

No diluted earnings per share is presented since there is no potential ordinary shares outstanding for both periods.

由於在兩個期間均無發行在外潛在普通股，故並無呈列每股攤薄盈利。

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### 10. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the current interim period, the Group acquired certain property, plant and equipment amounting to HK\$686,000 (six months ended 30 September 2019: HK\$619,000).

During the current and prior interim period, there was no disposal of property, plant and equipment.

During the current and prior interim period, the Group did not enter into any new lease agreement. The Group is required to make fixed monthly payments for the existing lease.

### 11. TRADE AND OTHER RECEIVABLES

### 10. 物業、廠房及設備以及使用權資產

於本中期期間，本集團已收購達686,000港元(截至二零一九年九月三十日止六個月：619,000港元)的若干物業、廠房及設備。

於本中期期間及過往中期期間，概無出售物業、廠房及設備。

於本中期期間及過往中期期間，本集團並無訂立任何新租賃協議。本集團須就現有租賃釐定每月付款。

### 11. 貿易及其他應收款項

		At 30 September 2020 於二零二零年 九月三十日 HK\$'000 千港元	At 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元
Trade receivables	貿易應收款項	46,876	49,492
Less: Allowance for credit losses	減：信貸虧損撥備	(2,762)	(2,404)
		<b>44,114</b>	47,088
Other receivables	其他應收款項		
- Prepayments to suppliers	- 預付供應商款項	10,067	328
- Value-added tax recoverable	- 可收回增值稅	5,750	3,180
- Prepayments	- 預付款項	2,535	1,303
- Deposits	- 按金	2,727	3,689
- Other receivables	- 其他應收款項	708	801
		<b>65,901</b>	56,389

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### 11. TRADE AND OTHER RECEIVABLES (Continued)

The Group grants an average credit period ranged from 30 to 90 days upon delivery of goods to its customers. The following is an aged analysis of trade receivables based on delivery dates, net of impairment losses, at the end of the reporting period:

		At 30 September 2020 於二零二零年 九月三十日 HK\$'000 千港元	At 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30日	10,607	7,926
31 to 60 days	31至60日	6,329	5,972
61 to 90 days	61至90日	3,583	7,997
91 to 180 days	91至180日	6,679	7,718
181 days to 1 year	181日至1年	6,093	10,081
Over 1 year	1年以上	10,823	7,394
		<b>44,114</b>	47,088

The Group rebutted the presumption of default under ECL model for trade receivables over 90 days past due based on the good repayment records for those customers and continuous business with the Group.

### 11. 貿易及其他應收款項(續)

本集團給予客戶的平均信貸期介乎交付貨物後30至90日。以下為於報告期末基於交付日期的貿易應收款項(已扣除減值虧損)賬齡分析：

由於該等客戶的還款紀錄良好，並與本集團繼續有業務往來，因此本集團已推翻於預期信貸虧損模型下逾期超過90日的貿易應收款項屬違約的假設。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 12. TRADE AND OTHER PAYABLES

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

		At 30 September 2020 於二零二零年 九月三十日 HK\$'000 千港元	At 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30日	3,029	3,073
31 to 60 days	31至60日	3,287	630
61 to 90 days	61至90日	1,234	-
91 to 180 days	91至180日	36	-
181 days to 1 year	181日至1年	10	12
		<b>7,596</b>	<b>3,715</b>

### 13. OTHER BORROWINGS

During the current interim period, the Group did not raise or repay any bank and other borrowings (six months ended 30 September 2019: HK\$6,389,000 and HK\$5,292,000 respectively).

During the current interim period, the Group entered into a supplementary agreement with the financial institution to revise the interest rate of the other borrowings from 1 April 2019 to 31 March 2020 from 5% per annum to 1% per annum. The Group also entered into another agreement with the financial institution to extend the existing other borrowings for an additional term of one year.

As a result, interest expenses payable of this other borrowings amounting to HK\$800,000 included in other payables was derecognised due to the modification of the terms and recognised under "other gains and losses" during the current interim period.

The other borrowings as at 30 September 2020 are unsecured and carry interest at 1% (31 March 2020: 5%) per annum.

### 12. 貿易及其他應付款項

以下為貿易應付款項基於發票日期的賬齡分析。

### 13. 其他借貸

於本中期期間，本集團並無籌集或償還任何銀行及其他借貸（截至二零一九年九月三十日止六個月：分別為6,389,000港元及5,292,000港元）。

於本中期期間，本集團與金融機構訂立補充協議以將其他借貸利率由二零一九年四月一日的每年5%修訂為二零二零年三月三十一日的每年1%。本集團亦與金融機構訂立另一份協議以將其他借貸再延長一年。

因此，該其他借貸應付的利息開支800,000港元（計入其他應付款項）因修改有關條款而終止確認並於本中期期間的「其他收益及虧損」項下確認。

於二零二零年九月三十日的其他借貸為無抵押並按年利率1%（二零二零年三月三十一日：5%）計息。

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### 14. SHARE CAPITAL

Details of authorised and issued capital of the Company are as follows:

### 14. 股本

本公司法定及已發行股本之詳情如下：

		Number of shares 股份數目	Share capital 股本 HK\$ 港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
<b>Authorised:</b>	<b>法定：</b>		
At 1 April 2019 (audited), 31 March 2020 (audited) and 30 September 2020 (unaudited)	於二零一九年四月一日(經審核)、 二零二零年三月三十一日 (經審核)及二零二零年 九月三十日(未經審核)	500,000,000	50,000,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 April 2019 (audited), 31 March 2020 (audited) and 30 September 2020 (unaudited)	於二零一九年四月一日(經審核)、 二零二零年三月三十一日 (經審核)及二零二零年 九月三十日(未經審核)	380,000,000	38,000,000

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed shares during the period ended 30 September 2020.

於截至二零二零年九月三十日止期間，本公司的附屬公司概無購買、出售或贖回本公司任何上市股份。

### 15. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values at the end of the reporting period.

### 15. 金融工具公平值計量

本公司董事認為，按攤銷成本記錄於簡明綜合財務報表的金融資產及金融負債賬面值，與其於報告期末的公平值相若。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2020 截至二零二零年九月三十日止六個月

### 16. RELATED PARTY DISCLOSURES

#### (i) Related party transactions

The Group had no significant transactions and balances with related party during the current and prior interim period.

#### (ii) Compensation of key management personnel

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

### 16. 關聯方披露

#### (i) 關聯方交易

於本中期期間及過往中期期間，本集團與關聯方並無重大交易及結餘。

#### (ii) 主要管理人員報酬

董事及其他主要管理人員於期內之薪酬如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	2,957	2,845
Post-employment benefits	離職後福利	69	67
		<b>3,026</b>	2,912

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools, trading of piling and drilling machineries and rockdrilling equipment.

During the Reporting Period, the market environment in Hong Kong has remained stagnant due to the slowdown in approval of public works budgets by the Finance Committee (the “**Finance Committee**”) of the Legislative Council of Hong Kong (the “**LegCo**”) caused by the 2019 Novel Coronavirus (“**COVID-19**”) pandemic, leading to less construction projects available in the Hong Kong market. The COVID-19 pandemic has caused significant disruptions to businesses and restrictions in travelling worldwide. We were unable to promote and develop our international businesses as the overseas exhibitions and trade shows were cancelled due to the COVID-19 pandemic. As a result, our local and international customers have decreased their purchases for our products, which had a considerable impact to the Group’s revenue and profit during the Reporting Period.

Hong Kong remains to be the Group’s major market, where the revenue generated from Hong Kong contributed to approximately HK\$53.1 million for the Reporting Period (six months ended 30 September 2019: approximately HK\$110.7 million), or approximately 93.8% of the total revenue during the Reporting Period (six months ended 30 September 2019: approximately 94.9%). Revenue from Scandinavia has decreased during the Reporting Period, which contributed to approximately HK\$0.7 million for the Reporting Period (six months ended 30 September 2019: approximately HK\$2.7 million), or approximately 1.2% of the total revenue during the Reporting Period (six months ended 30 September 2019: approximately 2.3%). The business in Macau has seen signs of improvement, where the revenue generated from Macau contributed to approximately HK\$2.2 million for the Reporting Period (six months ended 30 September 2019: approximately HK\$1.2 million), or approximately 3.9% of the total revenue during the Reporting Period (six months ended 30 September 2019: approximately 1.0%).

### 業務回顧

本集團主要從事製造及買賣潛孔鑿岩工具、買賣打樁機及鑽機和鑿岩設備。

於報告期間，由於二零一九新型冠狀病毒（「**新型冠狀病毒**」）疫情導致香港立法會（「**立法會**」）財務委員會（「**財務委員會**」）減緩批准公共開支預算，香港市場環境保持停滯，使香港市場的建築項目減少。新型冠狀病毒疫情致使全球業務嚴重中斷及實施旅遊限制。因新型冠狀病毒疫情使海外展會及貿易展被取消，故我們無法推進及發展我們的國際業務。因此，我們的本地及國際客戶減少購買我們的產品，對本集團於報告期間的收益及溢利產生重大影響。

香港仍為本集團的主要市場，其中於報告期間在香港產生的收益約為53.1百萬港元（截至二零一九年九月三十日止六個月：約110.7百萬港元），或約佔報告期間總收益的約93.8%（截至二零一九年九月三十日止六個月：約94.9%）。於報告期間在斯堪的納維亞產生的收益減少，約為0.7百萬港元（截至二零一九年九月三十日止六個月：約2.7百萬港元），或約佔報告期間總收益的約1.2%（截至二零一九年九月三十日止六個月：約2.3%）。澳門的業務有好轉跡象，其中於報告期間在澳門產生的收益約為2.2百萬港元（截至二零一九年九月三十日止六個月：約1.2百萬港元），或約佔報告期間總收益的約3.9%（截至二零一九年九月三十日止六個月：約1.0%）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Manufacturing and Trading of DTH Rockdrilling Tools

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools. Our self-designed and manufactured DTH rockdrilling tools can be categorised into the following main categories, namely DTH hammers, casing systems (comprising driver bits and casing bits), and other miscellaneous products including button bits and bit openers, as well as our newly developed products, drill pipes, cluster drills and casing tubes. Revenue from the manufacturing and trading of DTH rockdrilling tools contributed to approximately 87.6% of the total revenue during the Reporting Period (six months ended 30 September 2019: approximately 80.7%).

### Trading of Piling and Drilling Machineries and Rockdrilling Equipment

The Group is also engaged in the trading of piling and drilling machineries and rockdrilling equipment to our customers as part of our technical rockdrilling solutions. Revenue from the trading of piling and drilling machineries, and rockdrilling equipment, contributed to approximately 5.0% of total revenue during the Reporting Period (six months ended 30 September 2019: approximately 12.1%) and approximately 7.4% of the total revenue during the Reporting Period (six months ended 30 September 2019: approximately 7.2%), respectively.

## FINANCIAL REVIEW

### Revenue

The Group's revenue decreased by approximately HK\$60.1 million, or 51.5%, to approximately HK\$56.6 million for the Reporting Period, from approximately HK\$116.7 million for the six months ended 30 September 2019, primarily due to the stagnant business environment in Hong Kong during the Reporting Period, leading to a relatively lower level of construction activities and available projects when compared with the six months ended 30 September 2019, resulting in a lower than expected demand for our products.

### Gross Profit and Gross Profit Margin

The Group's gross profit decreased by approximately HK\$16.6 million, or 38.8%, to approximately HK\$26.2 million for the Reporting Period, from approximately HK\$42.8 million for the six months ended 30 September 2019, primarily due to the decrease in revenue as mentioned above. Gross profit margin increased to approximately 46.3% for the Reporting Period, from approximately 36.7% for the six months ended 30 September 2019, mainly attributable to the higher gross profit margins contributed by the segments of manufacturing and trading of DTH rockdrilling tools and trading of piling and drilling machineries, as the gross profit margins of DTH rockdrilling tools and machineries sold during the Reporting Period were higher than those products sold during the six months ended 30 September 2019.

### 製造及買賣潛孔鑿岩工具

本集團主要從事製造及買賣潛孔鑿岩工具。我們自主設計及製造的潛孔鑿岩工具主要分為以下類別：潛孔錘、套管系統（包括驅導鑽頭及套管鑽頭）及其他雜項產品（包括球齒鑽頭及擴孔器）以及新開發產品、鑽桿、叢式鑽具及套管。製造及買賣潛孔鑿岩工具的收益佔報告期間總收益約87.6%（截至二零一九年九月三十日止六個月：約80.7%）。

### 買賣打樁機及鑽機和鑿岩設備

本集團亦從事根據鑿岩技術解決方案向客戶買賣打樁機及鑽機和鑿岩設備。買賣打樁機及鑽機和鑿岩設備的收益分別佔報告期間總收益約5.0%（截至二零一九年九月三十日止六個月：約12.1%）及約7.4%（截至二零一九年九月三十日止六個月：約7.2%）。

## 財務回顧

### 收益

本集團的收益由截至二零一九年九月三十日止六個月的約116.7百萬港元減少約60.1百萬港元或51.5%至報告期間的約56.6百萬港元，主要因為於報告期間香港商業環境停滯不前，與截至二零一九年九月三十日止六個月相比，建築活動及可施工項目數量處於相對較低水平，導致對我們產品的需求低於預期。

### 毛利及毛利率

本集團的毛利由截至二零一九年九月三十日止六個月約42.8百萬港元減少約16.6百萬港元或38.8%至報告期間約26.2百萬港元，主要是由於上文所述的收益減少所致。毛利率由截至二零一九年九月三十日止六個月約36.7%增加至報告期間的約46.3%，主要是由於報告期間已售潛孔鑿岩工具及機器的毛利率高於截至二零一九年九月三十日止六個月已售該等產品的毛利率使製造及買賣潛孔鑿岩工具及買賣打樁機及鑽機分部貢獻的毛利率較高。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Selling and Distribution Expenses

The Group's selling and distribution expenses decreased by approximately HK\$1.8 million, or 40.0%, to approximately HK\$2.7 million for the Reporting Period, from approximately HK\$4.5 million for the six months ended 30 September 2019, mainly due to the decrease in declaration charges and freight, transportation and storage costs as a result of the decrease in revenue during the Reporting Period.

### Administrative Expenses

The Group's administrative expenses increased by approximately HK\$0.9 million, or 6.2%, to approximately HK\$15.4 million for the Reporting Period, from approximately HK\$14.5 million for the six months ended 30 September 2019, primarily due to the increase in staff costs, repairs and maintenance expenses and donations during the Reporting Period.

### Net Profit

The Group reported a net profit of approximately HK\$7.3 million (for the six months ended 30 September 2019: approximately HK\$20.6 million). The decrease in net profit was mainly attributable to the decrease in revenue and gross profit during the Reporting Period as explained above.

## PROSPECTS

During the Reporting Period, the Group continued to develop its various business and geographical segments. However, the market environment in the Group's major market, Hong Kong, has remained stagnant during the Reporting Period. The timeliness of approval of budgets for public works projects by the Finance Committee of the LegCo has slowed down in recent months due to the COVID-19 pandemic in 2020, where a number of meetings have been cancelled. The progress of the approval of budgets has remained slow, where no public works budget has been approved by the Finance Committee up to date since the commencement of the LegCo year 2020-21. Moreover, the suspension of certain government public services during July and August 2020 due to the increase in confirmed cases of COVID-19 has caused delays in the administration of the approved public works projects.

### 銷售及分銷開支

本集團的銷售及分銷開支由截至二零一九年九月三十日止六個月約4.5百萬港元減少約1.8百萬港元或40.0%至報告期間約2.7百萬港元，主要是由於報告期間隨著收益減少，報關費及貨運、交通運輸及存儲費用減少所致。

### 行政開支

本集團的行政開支由截至二零一九年九月三十日止六個月約14.5百萬港元增加約0.9百萬港元或6.2%至報告期間約15.4百萬港元，主要是由於報告期間員工成本、維修及保養開支以及捐款增加。

### 純利

本集團已呈報純利為約7.3百萬港元(截至二零一九年九月三十日止六個月：約20.6百萬港元)。純利減少主要是由於上文所闡述的報告期間收益及毛利減少所致。

## 前景

本集團於報告期間繼續發展其多個業務及區域分部。然而，本集團主要市場香港的市場環境於報告期間停滯不前。由於二零二零年的新型冠狀病毒疫情，近幾個月，多次會議被取消，導致立法會財務委員會審批公共工程項目預算的時間放緩。立法會自二零二零年至二零二一年年度開始至今並無審批任何公共項目預算，審批預算的進度保持緩慢。此外，由於新型冠狀病毒確診病例增加導致若干政府公共服務於二零二零年七月至八月期間暫停，進而導致延遲管理獲審批公共工程項目。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

At the international level, the number of confirmed COVID-19 cases keeps increasing, and various governments are imposing restrictions to limit the gathering of people, travelling and operations of certain businesses.

It is anticipated that the progress of budget approval and administration of public works projects will remain sluggish for the remainder of the year, with the possibility of cancellation in LegCo meetings and suspension of government public services should the COVID-19 pandemic situation worsens in Hong Kong, and internationally, restrictions on people, travelling and businesses are expected to continue, dependent upon the COVID-19 pandemic situations.

Overall, the Group remains cautious towards the future of the construction market and the business of the Group in Hong Kong and internationally, and will continue its efforts to capture business opportunities in Hong Kong, Macau and the overseas markets.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2020, the Group's total cash and cash equivalents amounted to approximately HK\$92.6 million of which approximately 70.9%, 28.0% and 1.1% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi and United States dollar, respectively (31 March 2020: approximately HK\$101.4 million of which approximately 94.4%, 2.2%, 2.4% and 1.0% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi, United States dollar and Euro, respectively). The decrease was mainly resulted from the decrease in revenue during the Reporting Period.

As at 30 September 2020 and 31 March 2020, the Group had no bank borrowings. As at 30 September 2020, the Group's other borrowings of approximately HK\$20.0 million (31 March 2020: approximately HK\$20.0 million) had fixed interest rate of 1.0% (31 March 2020: 5.0%) per annum and was repayable within one year, which was unsecured. As at 30 September 2020 and 31 March 2020, the Group's other borrowings were denominated in Hong Kong dollar.

The gearing ratio of the Group as at 30 September 2020 (defined as the Group's total interest-bearing liabilities divided by the Group's total equity) was approximately 18.0% (31 March 2020: approximately 19.3%). The decrease in gearing ratio was mainly due to the decrease in lease liabilities during the Reporting Period.

於國際層面，新型冠狀病毒確診病例持續上升，且各國政府實施管制以限制人群聚集、旅行及若干業務營運。

預期公共工程項目預算審批及管理的進度在年內餘下時間仍將緩慢。倘香港新型冠狀病毒疫情繼續惡化，可能會取消立法會會議及暫停政府公共服務，於國際層面，預期會繼續限制人群聚集、旅行及業務（視新型冠狀病毒疫情形勢而定）。

總括而言，本集團對建築市場以及本集團的香港業務之前景維持審慎態度，於國際層面，將繼續致力抓住香港、澳門及海外市場的商機。

### 流動資金及財務資源

於二零二零年九月三十日，本集團的現金及現金等價物總額約為92.6百萬港元，其中約70.9%、28.0%及1.1%的現金及現金等價物分別以港元、人民幣及美元計值（於二零二零年三月三十一日：約101.4百萬港元，其中約94.4%、2.2%、2.4%及1.0%的現金及現金等價物分別以港元、人民幣、美元及歐元計值）。相關減少主要由於報告期間收益減少所致。

於二零二零年九月三十日及二零二零年三月三十一日，本集團並無銀行借貸。於二零二零年九月三十日，本集團之無擔保的其他借貸約20.0百萬港元（於二零二零年三月三十一日：約20.0百萬港元）乃按固定年利率1.0%（於二零二零年三月三十一日：5.0%）計息並於一年內償還。於二零二零年九月三十日及二零二零年三月三十一日，本集團其他借貸均以港元計值。

於二零二零年九月三十日，本集團的資產與負債比率（定義為本集團的總計息負債除以本集團的總權益）約為18.0%（於二零二零年三月三十一日：約19.3%）。資產與負債比率減少主要由於報告期間租賃負債減少。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CAPITAL STRUCTURE

As at 30 September 2020, the Company's issued share capital was HK\$38,000,000 and the number of its issued ordinary shares was 380,000,000 of HK\$0.1 each.

There has been no change in the capital structure of the Group during the Reporting Period, the six months ended 30 September 2019, and up to the date of this report.

### CHARGE ON GROUP ASSETS

As at 30 September 2020, deposits placed at an insurance company amounting to approximately HK\$4.6 million were pledged to secure general banking facilities granted to the Group.

### CASH FLOW MANAGEMENT AND LIQUIDITY RISK

The Group's objective regarding cash flow management is to maintain a balance between continuity of funding and flexibility through a combination of internal resources, bank borrowings, and other debt or equity securities, as appropriate. The Group is comfortable with the present financial and liquidity position, and will continue to maintain a reasonable liquidity buffer to ensure sufficient funds are available to meet liquidity requirements at all times.

### CONTINGENT LIABILITIES

The Group did not have any material contingent liability as at 30 September 2020.

### CAPITAL COMMITMENTS

As at 30 September 2019 and 2020, the Group had no capital commitments.

### SEGMENT INFORMATION

Details of segment information of the Group for the six months ended 30 September 2020 are set out in note 3 to the condensed consolidated financial statements.

### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this report, there has been no significant investment, material acquisition or disposal of subsidiaries and associated companies by the Company during the Reporting Period.

### 資本架構

於二零二零年九月三十日，本公司已發行股本為38,000,000港元，而已發行普通股數目為380,000,000股，每股面值0.1港元。

於報告期間、截至二零一九年九月三十日止六個月及直至本報告日期，本集團資本架構概無任何變動。

### 集團資產押記

於二零二零年九月三十日，存於保險公司之存款約4.6百萬港元已作抵押，以擔保本集團獲授的一般銀行融資。

### 現金流量管理及流動資金風險

本集團關於現金流量管理的目標為透過整合內部資源、銀行借貸及其他債務或權益證券(倘適用)維持撥資的持續性與靈活性間的平衡。本集團目前的財務及流動資金狀況維穩，並將繼續維持合理流動資金緩衝以確保有充足的資金可隨時滿足流動資金需求。

### 或然負債

本集團於二零二零年九月三十日並無任何重大或然負債。

### 資本承擔

於二零一九年及二零二零年九月三十日，本集團並無任何資本承擔。

### 分部資料

本集團於截至二零二零年九月三十日止六個月的分部資料詳情，載於簡明綜合財務報表附註3。

### 重大投資、重大收購及出售

除本報告已披露者外，於報告期間，本公司概無任何重大投資、重大收購或出售附屬公司及聯營公司的事項。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FOREIGN EXCHANGE RISK

Our Group's operations are mainly in Hong Kong and the PRC, and most of the operating transactions, revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars and Renminbi. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that the Group should have sufficient resources to meet foreign exchange requirements as and if it arises. The Group has not engaged in any derivative to hedge its exposure to foreign exchange risk.

### EVENTS AFTER THE REPORTING PERIOD

Save as mentioned elsewhere in this report, there were no significant events subsequent to 30 September 2020 which would materially affect the Group's operating and financial performance as of the date of this report.

### EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2020, the Group had 92 employees (30 September 2019: 111 employees) in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, and individual qualifications and performance. Other staff benefits include bonuses awarded on discretionary basis, mandatory provident fund scheme for Hong Kong employees, and state-sponsored retirement plans for PRC employees. The Group also offers a variety of training schemes to its employees.

### 外匯風險

本集團主要於香港及中國營運，而大部分營運交易、收益、開支、貨幣資產及負債均以港元及人民幣計值。因此，董事認為，本集團的外匯風險並不重大，且本集團應具有足夠資源即時應付外匯需要。本集團並無使用任何衍生工具對沖其外匯風險。

### 報告期後事項

除本報告另有提述外，於二零二零年九月三十日後概無發生將對本集團截至本報告日期的營運及財務表現有重大影響的事件。

### 僱員及薪酬政策

於二零二零年九月三十日，本集團於香港及中國擁有92名僱員（二零一九年九月三十日：111名僱員）。本集團定期檢討並參考市場條款、公司表現及個人資歷及表現釐定薪酬政策。其他員工福利包括按酌情基準發放的花紅、為香港僱員而設的強制性公積金計劃及為中國僱員而設的國家資助退休計劃。本集團亦向其僱員提供各式培訓計劃。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### USE OF PROCEEDS FROM THE PUBLIC OFFER

The net proceeds from the public offer received by the Company, after deduction of the underwriting commissions and other related listing expenses payable by the Company in the public offer, were approximately HK\$88.3 million. In accordance with the proposed applications set out in the section headed “Future Plans and Use of Proceeds” of the prospectus of the Company dated 30 December 2016 (the “Prospectus”), the net proceeds received were applied by the Group up to 30 September 2020 as follows:

### 公開發售所得款項用途

經扣除本公司於公開發售中應付的包銷佣金及其他相關上市開支後，本公司從公開發售收到的所得款項淨額約為88.3百萬港元。根據本公司日期為二零一六年十二月三十日的招股章程（「招股章程」）「未來計劃及所得款項用途」一節所載的建議用途，本集團直至二零二零年九月三十日將已收到的所得款項淨額用作下列用途：

Use of net proceeds	Estimated Net Proceeds as per the Prospectus	Actual Net Proceeds	Used	Unused	Expected timeline for use of proceeds
			amounts as at 30 September 2020	amounts as at 30 September 2020	
所得款項淨額用途	根據招股章程的估計所得款項淨額 HK\$'million 百萬港元	實際所得款項淨額 HK\$'million 百萬港元	於二零二零年九月三十日的已動用金額 HK\$'million 百萬港元	於二零二零年九月三十日的未動用金額 HK\$'million 百萬港元	所得款項用途 預期時間表
Investing in new manufacturing facility 投資新生產設施	48.0	50.4	43.2	7.2	By 31 March 2021 二零二一年三月三十一日前
Research and development 研發	3.9	4.4	2.0	2.4	By 31 March 2021 二零二一年三月三十一日前
Participation in overseas exhibition and promotions 參加海外展會及推廣活動	9.6	9.7	5.1	4.6	By 31 March 2021 二零二一年三月三十一日前
Purchase of brand new drilling machineries 購買全新鑽孔器械	8.2	8.8	8.8	-	Fully utilised as at 31 March 2019 於二零一九年三月三十一日 已全數使用
Increasing manpower in Hong Kong 增加香港的人手	3.8	4.4	2.0	2.4	By 31 March 2021 二零二一年三月三十一日前
Renting of new office for Hong Kong headquarters 租賃香港總部新辦公室	3.2	3.5	0.9	2.6	By 31 March 2021 二零二一年三月三十一日前
Working capital and other general corporate purposes 營運資金及其他一般企業用途	6.9	7.1	7.1	-	Fully utilised as at 31 March 2020 於二零二零年三月三十一日 已全數使用
<b>Total</b> 總計	<b>83.6</b>	<b>88.3</b>	<b>69.1</b>	<b>19.2</b>	

The unutilised amounts of the net proceeds will be applied in the manner consistent with that mentioned in the Prospectus.

As at the date of this report, the Directors do not anticipate any change to the plan of the use of proceeds as disclosed above. The unused net proceeds have been deposited with banks in Hong Kong.

For further information regarding the use of the Company's proceeds from the public offer, please refer to the section headed “Future Plans and Use of Proceeds” in the Prospectus.

未動用的所得款項淨額將根據招股章程所述方式應用。

於本報告日期，董事預計上文所披露的所得款項用途計劃將不會出現任何變動。未動用所得款項淨額已存放於香港的銀行。

有關本公司公開發售所得款項用途的進一步資料，請參閱招股章程「未來計劃及所得款項用途」一節。



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### CORPORATE GOVERNANCE

#### Compliance of the Code

The Company focuses on maintaining a high standard of corporate governance for purposes of enhancing the value for its shareholders and protecting their interests. The Company has established the corporate governance structure in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Corporate Governance Code (the “**Code**”) provided in Appendix 14 to the Listing Rules and has set up a series of corporate governance measures. The Company has adopted and complied with such provisions of the Code (the “**Code Provision(s)**”) as stated in the Code during the Reporting Period except for the Code Provisions of A.2.1 and A.4.1.

In accordance with Code Provision A.2.1, the roles of the chairman and chief executive officer should be separated and should not be held by the same person. Mr. He Xiaoming has been the chairman and the chief executive officer of the Company since 13 April 2018. However, given the development of the Group, the Board believes that Mr. He Xiaoming concurrently acting as the chairman and chief executive officer helped implement the Group’s business strategies and enhanced the operating efficiency. In addition, the Board comprises three independent non-executive Directors, enabling the Company’s shareholders to be represented sufficiently and fairly under the monitoring of the Board. On 14 August 2020, Mr. He Xiaoming has resigned as an executive Director, the chairman and the chief executive officer of the Company. Notwithstanding the aforementioned, the Board will review the current structure from time to time and as and when appropriate if candidate with suitable leadership, knowledge, skills and experience is identified, the Company may make the necessary modification to the management structure.

Code provision A.4.1 stipulates non-executive directors should be appointed for a specific term and subject to re-election. The independent non-executive Directors were not appointed for specific terms but were subject to retirement by rotation at least once every three years and re-election at the Company’s annual general meeting in accordance with the Company’s articles of association. The Board believes that such practice is sufficient to meet the underlying objectives and no less exacting than those prescribed under Code Provision A.4.1.

The Board will examine and review, from time to time, the Company’s corporate governance practices and operations in order to meet the relevant provisions under the Listing Rules and to protect the shareholders’ interests.

### 企業管治

#### 遵守守則

本公司專注於維持高水平的企業管治，旨在為其股東提升價值及保障彼等的權益。本公司已根據香港聯合交易所有限公司證券上市規則（「**上市規則**」）及上市規則附錄十四所規定的企業管治守則（「**守則**」）設定企業管治架構，並設立一系列企業管治措施。於報告期間，除守則條文第A.2.1條及第A.4.1條外，本公司已採納及遵守守則所載的守則條文（「**守則條文**」）。

根據守則條文第A.2.1條，主席及行政總裁的職務應分開，且不應由同一個人擔任。何笑明先生已於二零一八年四月十三日起擔任本公司主席及行政總裁。然而，鑑於本集團的發展情況，董事會相信，何笑明先生同時擔任主席及行政總裁，有助於本集團落實業務策略及提升營運效率。此外，董事會成員包括三位獨立非執行董事，於董事會監察下讓本公司股東利益能獲得充分維護並得到公平對待。於二零二零年八月十四日，何笑明先生已辭任本公司執行董事、主席兼行政總裁。儘管上文所述，董事會將不時檢討現行架構，倘於適當時物色到具備合適領導才能、知識、技能及經驗的候選人，本公司或會對管理架構作出必要修訂。

守則條文第A.4.1條規定，非執行董事須按特定任期委任並須重選連任。獨立非執行董事並無固定任期，惟須根據本公司的組織章程細則至少每三年於本公司股東週年大會上輪值退任一次並須重選連任。董事會相信，該等常規足以符合守則條文第A.4.1條的相關目標且並不比該條文所規定寬鬆。

董事會將不時審查及檢討本公司的企業管治常規與運作模式，以符合上市規則的有關條文及保障股東權益。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as provided in Appendix 10 of the Listing Rules (the “**Model Code**”) as the Company’s code of conduct governing Directors’ securities transactions. Upon specific enquiry conducted by the Company, each of the existing Directors have confirmed that they have complied with the Model Code throughout the Reporting Period.

### NON-COMPLIANCE WITH RULE 3.05 OF THE LISTING RULES

On 14 August 2020, Mr. He Xiaoming resigned as an executive Director, the chairman of the Board and the chief executive officer of the Company and ceased to act as the authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Listing Rules. The Company had only one Authorised Representative and therefore failed to meet the requirement under Rule 3.05 of the Listing Rules. Following the appointment of Mr. Huang Shixin, the executive Director, as the Authorised Representative on 13 November 2020, the Company has complied with Rule 3.05 of the Listing Rules.

### Audit and Compliance Committee

The Audit and Compliance Committee has reviewed the unaudited condensed consolidated financial statements for the Reporting Period and considered that the Company has adopted applicable accounting policies and made adequate disclosures in relation to preparation of relevant results.

The Audit and Compliance Committee consists of three members, namely Mr. Yiu To Wa, Mr. Lau Leong Yuen and Ms. Lam Hoi Yu Nicki. All members of the Audit and Compliance Committee are Independent Non-executive Directors. Mr. Yiu To Wa is the chairman of the Audit and Compliance Committee.

### OTHER INFORMATION

#### Purchase, Sale and Redemption of the Listed Securities of the Company

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the Reporting Period.

#### Interim Dividend

The Board does not recommend the distribution of an interim dividend for the Reporting Period.

### 遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「**標準守則**」），作為本公司規管董事進行證券交易的守則。經本公司作出特定查詢後，各現任董事已確認，彼等於報告期間一直遵守標準守則。

### 未遵守上市規則第3.05條

二零二零年八月十四日，何笑明先生辭任本公司執行董事、董事會主席兼行政總裁，不再擔任上市規則第3.05條項下之本公司授權代表（「**授權代表**」）。由於之前本公司僅有一名授權代表，故未能符合上市規則第3.05條之規定。於二零二零年十一月十三日委任執行董事黃世鑫先生為授權代表後，本公司已符合上市規則第3.05條之規定。

### 審核及合規委員會

審核及合規委員會已審閱報告期間的未經審核簡明綜合財務報表，並認為本公司已採納適用會計政策及已就編製相關業績作出充分披露。

審核及合規委員會由三名成員組成，即姚道華先生、劉量源先生及林凱如女士。審核及合規委員會的所有成員皆為獨立非執行董事。姚道華先生為審核及合規委員會主席。

### 其他資料

#### 購買、出售及贖回本公司已上市證券

於報告期間，本公司或其任何附屬公司概無購買、出售或贖回任何本公司已上市證券。

#### 中期股息

董事會不建議就報告期間派發中期股息。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Directors and Chief Executive's Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 September 2020, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV the Securities and Futures Ordinance (the "SFO"), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

### 董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債券的權益及／或淡倉

於二零二零年九月三十日，本公司各董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部條文知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉）；(ii)根據證券及期貨條例第XV部第352條須記入該條所指的登記冊的權益及淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

Name of Director	Name of associated corporation	Capacity/Nature of Interest	Number of Shares (share) <sup>(1)</sup>	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
董事姓名	相聯法團名稱	身份／權益性質	股份數目(股) <sup>(1)</sup>	
Mr. Huang Shixin 黃世鑫先生	N/A 不適用	Beneficial owner 實益擁有人	18,962,000 (L)	4.99%

Table Notes:

(1) The Letter "L" denotes a person's long position (as defined under part XV of the SFO) in such Shares. The Letter "S" denotes a person's short position (as defined under part XV of the SFO) in such Shares.

表格附註：

(1) 「L」表示該人士在有關股份中所持的好倉（定義見證券及期貨條例第XV部）。「S」表示該人士在有關股份中所持的淡倉（定義見證券及期貨條例第XV部）。

Save as disclosed above, as at 30 September 2020, none of the Directors, the chief executive of the Company nor their associates had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be 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 any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (ii) to be entered into the register maintained by the Company pursuant to Section 352 of the SFO; or (iii) to be notified to the Company or the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二零年九月三十日，概無本公司董事、主要行政人員，或其聯繫人士於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）的相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例有關條文，任何該等本公司董事或主要行政人員被當作或視作擁有的權益或淡倉）；(ii)根據證券及期貨條例第352條須記入該條所指的登記冊的任何其他權益或淡倉；或(iii)根據標準守則須知會本公司或聯交所的任何其他權益或淡倉。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Substantial Shareholders' Interests and/or Short Positions in the Shares, Underlying Shares of the Company

As at 30 September 2020 and as far as the Directors knew, the following persons have or be deemed or taken to have an interest in the Shares or underlying Shares of our Company which are required to be disclosed to our Company and the Stock Exchange pursuant to the provisions of Division 2 and 3 of Part XV of the SFO, or to be recorded in the register placed in the Company pursuant to Section 336 of the SFO, or are, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any of our subsidiaries:

#### (a) Substantial Shareholders of the Company

### 主要股東於本公司股份、相關股份的權益及／或淡倉

於二零二零年九月三十日及據董事所知，以下人士於本公司股份或相關股份中擁有或視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益，或記入本公司根據證券及期貨條例第336條存置的登記冊的權益，或直接或間接擁有附帶權利可在任何情況下於本公司或本公司任何附屬公司股東大會上表決之任何類別股本面值5%或以上權益：

#### (a) 本公司主要股東

Name of Shareholder	Nature of interest	Number of Shares (share) <sup>(1)</sup>	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
股東姓名／名稱	權益性質	股份數目(股) <sup>(1)</sup>	
Colour Shine	Beneficial owner	188,192,000 (L)	49.52%
彩輝	實益擁有人	188,192,000 (S) <sup>(3)</sup>	49.52%
Mr. He Xiaoming <sup>(2)</sup>	Interest of a controlled corporation	188,192,000 (L)	49.52%
何笑明先生 <sup>(2)</sup>	受控法團權益	188,192,000 (S) <sup>(3)</sup>	49.52%
Mr. Chan Leung Choi	Beneficial owner	19,188,000 (L)	5.05%
陳樑材先生	實益擁有人		

Table Notes:

- (1) The Letter "L" denotes a person's long position (as defined under part XV of the SFO) in such Shares. The Letter "S" denotes a person's short position (as defined under part XV of the SFO) in such Shares.
- (2) 188,192,000 Shares are held by Colour Shine whose entire issued share capital is held by Mr. He Xiaoming. Mr. He Xiaoming is also the sole director of Colour Shine as at 30 September 2020.
- (3) Colour Shine has charged 188,192,000 Shares to Kingston Securities Limited as security as at 30 September 2020 pursuant to the share charge entered into between Kingston Securities Limited as chargee and Colour Shine as charger dated 1 February 2018.

表格附註：

- (1) 「L」表示該人士在有關股份中所持的好倉（定義見證券及期貨條例第XV部）。「S」表示該人士在有關股份中所持的淡倉（定義見證券及期貨條例第XV部）。
- (2) 188,192,000股股份由彩輝持有，而彩輝之全部已發行股本由何笑明先生持有。於二零二零年九月三十日，何笑明先生亦為彩輝的唯一董事。
- (3) 於二零二零年九月三十日，根據日期為二零一八年二月一日，由金利豐證券有限公司（作為承押人）及彩輝（作為抵押人）訂立的股份押記，彩輝已將188,192,000股股份抵押予金利豐證券有限公司。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

(b) *Substantial Shareholders of Other Members of the Group*

(b) 本集團其他成員公司的主要股東

Name of subsidiary of the Company	Name of Shareholder	Approximate percentage of the total issued share capital in our subsidiary (%) 佔附屬公司已發行股本總額的概約百分比(%)
本公司附屬公司名稱	股東姓名	
Tristate International 聯亞國際	Mr. Chan Lap Wai Gary <sup>(Note)</sup> 陳立緯先生 <sup>(附註)</sup>	49% 49%
Norry Tech 萊利達	Mr. Chan Lap Wai Gary 陳立緯先生	49% 49%

Note: Dawn Success Ltd, a company wholly owned by Ms. Vane Siu Ling Linda, holds the 49% holdings in Tristate International on trust for Mr. Chan Lap Wai Gary.

附註： Dawn Success Ltd，一間由范小玲女士全資擁有的公司，以信託方式代表陳立緯先生持有聯亞國際49%股權。

Save as disclosed above, our Directors are not aware of any person who has an interest or a short position in the Shares or underlying Shares which is required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or to be recorded in the register placed in the Company pursuant to Section 336 of the SFO, or is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any of our subsidiaries.

除上文所披露者外，據我們的董事所知，概無任何人士於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或記入本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉，或直接或間接擁有附帶權利可在任何情況下於本公司或本公司任何附屬公司股東大會上表決之任何類別股本面值5%或以上權益。

By order of the Board  
**YUK WING GROUP HOLDINGS LIMITED**  
**Huang Shixin**  
*Executive Director*

承董事會命  
煜榮集團控股有限公司  
執行董事  
黃世鑫

Hong Kong, 25 November 2020

香港，二零二零年十一月二十五日

*In the event of any inconsistency, the English text of this report shall prevail over the Chinese text.*

本報告中英文版本如有歧異，概以英文版本為準。

## DEFINITIONS

### 釋義

“Board” or “Board of Directors” 「董事會」	our board of Directors 指我們的董事會
“BVI” 「英屬處女群島」	the British Virgin Islands 指英屬處女群島
“China” or “PRC” 「中國」	the People’s Republic of China, but for the purpose of this interim report and for geographical reference only and except where the context requires, references in this interim report to “China” and the “PRC” do not include Hong Kong, Macau and Taiwan 指中華人民共和國，但就本中期報告而言僅作地區參考用途，除文義另有所指外，本中期報告對「中國」的提述並不包括香港、澳門及台灣
“Colour Shine” 「彩輝」	Colour Shine Investment Limited 彩輝投資有限公司, a company incorporated in the BVI with limited liabilities, which is wholly-owned by the former Executive Director, Mr. He Xiaoming, and become the Controlling Shareholders on 5 February 2018 指彩輝投資有限公司，在英屬處女群島註冊成立的有限公司，由前執行董事何笑明先生全資擁有，並於二零一八年二月五日成為控股股東
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time 指香港法例第622章公司條例，經不時修訂或補充
“Company”, “our Company”, “we” or “us” 「本公司」或「我們」	Yuk Wing Group Holdings Limited 煜榮集團控股有限公司, a company incorporated in the Cayman Islands with limited liability on 17 March 2016 指煜榮集團控股有限公司，於二零一六年三月十七日在開曼群島註冊成立的有限公司
“Controlling Shareholder(s)” 「控股股東」	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, means each of Mr. He Xiaoming and Colour Shine 指具有上市規則所賦予的涵義，除文義另有所指外，為何笑明先生及彩輝
“Director(s)” 「董事」	the director(s) of our Company 指本公司董事
“Executive Director(s)” 「執行董事」	executive Director(s) 指執行董事
“Group”, “our Group”, “we” or “us” 「本集團」或「我們」	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors 指本公司及其附屬公司，倘文義另有所指，則對於本公司成為現有附屬公司之控股公司前之期間而言，指本公司現有附屬公司、若干或任何該等附屬公司及該等附屬公司或(視情況而定)其前身公司經營的業務

## DEFINITIONS

### 釋義

“Hang Wing” 「鏗榮」	Hang Wing Holdings Limited 鏗榮控股有限公司, a BVI business company incorporated in the BVI with limited liability on 16 March 2016 and a wholly owned subsidiary of the Company 指鏗榮控股有限公司，於二零一六年三月十六日在英屬處女群島註冊成立的英屬處女群島商業有限公司，為本公司的全資附屬公司
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents” 「港元」或「港仙」	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong 指香港法定貨幣港元及港仙
“Hong Kong” or “HK” 「香港」	the Hong Kong Special Administrative Region of the PRC 指中國香港特別行政區
“Independent Non-executive Director(s)” 「獨立非執行董事」	independent non-executive Director(s) 指獨立非執行董事
“independent third party(ies)” 「獨立第三方」	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules 指據我們的董事於作出一切合理查詢後所知、所悉及所信，與本公司或我們關連人士(定義見上市規則)並無關連的人士或公司及彼等各自最終實益擁有人
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time) 指香港聯合交易所有限公司證券上市規則，經不時修訂、補充或以其他方式修改
“Macau” 「澳門」	the Macau Special Administrative Region of the PRC 指中國澳門特別行政區
“Maxa RockDrills” 「Maxa RockDrills」	MAXA RockDrills Limited, a company incorporated in Hong Kong with limited liability on 15 September 2000 and is an indirect wholly-owned subsidiary of our Company 指MAXA RockDrills Limited，於二零零零年九月十五日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Norry Tech” 「萊利達」	佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited), a company established in the PRC with limited liability on 16 October 2007, owned as to 51% by Tristate Hong Kong and 49% by Mr. Chan Lap Wai Gary, an independent third party (other than being a shareholder of Norry Tech and Tristate International), and is an indirect non wholly-owned subsidiary of our Company 指佛山市順德區萊利達工程設備有限公司，於二零零七年十月十六日在中國成立的有限公司，由Tristate Hong Kong及獨立第三方陳立緯先生(並非萊利達及聯亞國際的股東)分別擁有51%及49%權益，為本公司間接非全資附屬公司

## DEFINITIONS

### 釋義

“Prospectus” 「招股章程」	the prospectus of the Company dated 30 December 2016 in relation to the initial public offering and the listing of our shares on the Stock Exchange 指日期為二零一六年十二月三十日有關首次公開發售及我們的股份於聯交所上市的本公司招股章程
“Reporting Period” 「報告期間」	six months ended 30 September 2020 指截至二零二零年九月三十日止六個月
“RMB” or “Renminbi” 「人民幣」	the lawful currency of the PRC 指中國法定貨幣
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 指香港法例第571章證券及期貨條例，經不時修訂或補充
“Share(s)” 「股份」	the ordinary share(s) of the Company 指本公司普通股
“Shareholder(s)” 「股東」	the shareholder(s) of the Company 指本公司股東
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指香港聯合交易所有限公司
“subsidiary” or “subsidiaries” 「附屬公司」	has the meaning ascribed thereto under the Companies Ordinance 指具有公司條例所賦予的涵義
“substantial shareholder” 「主要股東」	has the meaning ascribed thereto in the Listing Rules 指具有上市規則所賦予的涵義
“Top Glory” 「震東建築」	Top Glory Construction Equipment Limited 震東建築設備有限公司, formerly known as Top Mark Construction Equipment Limited 震東建築設備有限公司, a company incorporated in Hong Kong with limited liability on 20 March 2015 and an indirect wholly-owned subsidiary of the Company 指震東建築設備有限公司，於二零一五年三月二十日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Top Mark” 「震東機械」	Top Mark Mechanical Equipment Limited 震東機械設備有限公司, a company incorporated in Hong Kong with limited liability on 28 July 1997 and an indirect wholly-owned subsidiary of the Company 指震東機械設備有限公司，於一九九七年七月二十八日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Tristate Hong Kong” 「Tristate Hong Kong」	Tristate (HK) Holding Company Limited, a company incorporated in Hong Kong with limited liability on 13 April 2016, and an indirect wholly-owned subsidiary of our Company 指Tristate (HK) Holding Company Limited，於二零一六年四月十三日在香港註冊成立的有限公司，為本公司間接全資附屬公司



## DEFINITIONS

### 釋義

“Tristate International”	Tristate International Industrial Limited 聯亞國際實業有限公司, a company incorporated in Hong Kong with limited liability on 28 July 2008, and held as to 51% by Hang Wing and 49% by Dawn Success Ltd, a company wholly owned by Ms. Vane Siu Ling Linda, wife of Mr. Chan Lap Wai Gary, and an indirect non-wholly owned subsidiary of our Company
「聯亞國際」	指聯亞國際實業有限公司，於二零零八年七月二十八日在香港註冊成立的有限公司（由鏗榮及Dawn Success Ltd分別持有51%及49%權益），一間由范小玲女士（陳立緯先生之妻子）全資擁有的公司，為本公司間接非全資附屬公司
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
「美國」	指美利堅合眾國，其領土、屬地及所有受其司法管轄的地區
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
「美元」	指美國現時法定貨幣美元
“%”	per cent
「%」	指百分比

**Yuk Wing Group Holdings Limited**  
**煜榮集團控股有限公司**