



SH GROUP (HOLDINGS) LIMITED 順興集團(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 : 1637

2020-21

INTERIM REPORT 中期報告

CONTENTS 目錄

- 2 Corporate Information
公司資料
- 4 Management Discussion and Analysis
管理層討論及分析
- 11 Corporate Governance and Other Information
企業管治及其他資料
- 15 Report on Review of Condensed Consolidated Financial Statements
簡明綜合財務報表審閱報告
- 17 Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
簡明綜合損益及其他全面收入表
- 18 Condensed Consolidated Statement of Financial Position
簡明綜合財務狀況表
- 20 Condensed Consolidated Statement of Changes in Equity
簡明綜合權益變動表
- 21 Condensed Consolidated Statement of Cash Flows
簡明綜合現金流量表
- 22 Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yu Cheung Choy (*Chairman*)
Mr. Lau Man Ching (*Chief Executive Officer*)
Mr. Yu Ho Chi

Independent Non-executive Directors

Mr. Lam Yim Nam
Mr. Lee Wing Kee
Dr. Law Man Wah

AUDIT COMMITTEE

Dr. Law Man Wah (*Chairman*)
Mr. Lam Yim Nam
Mr. Lee Wing Kee

REMUNERATION COMMITTEE

Mr. Lam Yim Nam (*Chairman*)
Mr. Lee Wing Kee
Dr. Law Man Wah

NOMINATION COMMITTEE

Mr. Lee Wing Kee (*Chairman*)
Mr. Lam Yim Nam
Dr. Law Man Wah

COMPANY SECRETARY

Mr. Tse Kam Fai *FCG, FCS*

AUTHORISED REPRESENTATIVES

Mr. Yu Cheung Choy
Mr. Lau Man Ching

REGISTERED OFFICE

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

董事會

執行董事

俞長財先生 (*主席*)
劉文青先生 (*行政總裁*)
俞浩智先生

獨立非執行董事

林炎南先生
李永基先生
羅文華博士

審核委員會

羅文華博士 (*主席*)
林炎南先生
李永基先生

薪酬委員會

林炎南先生 (*主席*)
李永基先生
羅文華博士

提名委員會

李永基先生 (*主席*)
林炎南先生
羅文華博士

公司秘書

謝錦輝先生 *FCG, FCS*

授權代表

俞長財先生
劉文青先生

註冊辦事處

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 603-606, 6/F., Tower I
Cheung Sha Wan Plaza
833 Cheung Sha Wan Road
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Hang Seng Bank
Shanghai Commercial Bank
The Bank of East Asia

STOCK CODE

1637

COMPANY'S WEBSITE

www.shunhingeng.com

總辦事處及香港主要營業地點

香港
九龍
長沙灣道 833 號
長沙灣廣場
第一期 6 樓 603-606 室

開曼群島股份過戶登記總處

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

香港股份過戶登記分處

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

獨立核數師

德勤 • 關黃陳方會計師行
註冊公眾利益實體核數師

主要往來銀行

中國銀行(香港)有限公司
恒生銀行
上海商業銀行
東亞銀行

股份代號

1637

公司網站

www.shunhingeng.com

Management Discussion and Analysis

管理層討論與分析

SH Group (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) are principally engaged in providing electrical and mechanical engineering (“E&M engineering”) services in Hong Kong. We provide services in relation to the supply, installation and maintenance of mechanical ventilation and air-conditioning system (“MVAC system”), and also provide services in relation to low voltage electrical system and other E&M system, including fire services system, plumbing and drainage system in both private and public sectors.

BUSINESS REVIEW

Our revenue increased by approximately HK\$25.7 million, or 8.4%, from approximately HK\$307.5 million for the six months ended 30 September 2019 (the “Last Period”) to approximately HK\$333.2 million for the six months ended 30 September 2020 (the “Current Period”). Major projects awarded and major projects undertaken in the Current Period are outlined below.

Projects awarded in the Current Period

During the Current Period, we were awarded 7 projects with an aggregate contract sum of approximately HK\$555.1 million (out of which 1 project with contract sum of approximately HK\$88.8 million was related to electrical system installation).

The following table sets forth the particulars of the major projects awarded in the Current Period in terms of contract sum:

| Key scope of work 主要工程範圍 | Type (Residential/ Non-residential) ^(Note) 類型(住宅/ 非住宅) ^(附註) | Date of award 獲授日期 | Contract sum 合約金額 HK\$ million 百萬港元 |
|--|---|----------------------------------|--|
| MVAC system installation for a commercial development at Chek Lap Kok 赤臘角的商業發展項目的機械通風空調系統安裝 | Non-residential 非住宅 | 29 April 2020 二零二零年四月二十九日 | 275.0 |
| MVAC system installation for a development at Cheung Sha Wan, Kowloon 九龍長沙灣的發展項目的機械通風空調系統安裝 | Residential 住宅 | 23 September 2020 二零二零年九月二十三日 | 152.7 |
| Electrical system installation for a commercial development at Cheung Sha Wan, Kowloon 九龍長沙灣的商業發展項目的電氣系統安裝 | Non-residential 非住宅 | 23 September 2020 二零二零年九月二十三日 | 88.8 |
| MVAC system installation for a proposed industrial redevelopment at Aberdeen, Hong Kong 香港香港仔的擬建工業重建項目的機械通風空調系統安裝 | Non-residential 非住宅 | 11 May 2020 二零二零年五月十一日 | 24.6 |

Note: “Residential” refer to projects that involve residential flats while “Non-residential” refer to projects that do not involve residential flats.

順興集團(控股)有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要在香港從事提供機電工程(「機電工程」)服務。我們同時在私營及公營領域供應、安裝及維修機械通風及空調系統(「機械通風空調系統」)方面提供服務，亦提供有關低壓電氣系統及其他機電系統(包括消防系統、供水和排污系統)的服務。

業務回顧

我們的收益由截至二零一九年九月三十日止六個月(「上一期間」)的約3億750萬港元增加約2,570萬港元或8.4%至截至二零二零年九月三十日止六個月(「本期間」)的約3億3,320萬港元。本期間獲授的主要項目及承接的主要項目概述於下文。

於本期間獲授的項目

於本期間，我們已獲授7個項目的合約，總值約為5億5,510萬港元(其中1個合約總值約為8,880萬港元的項目與電氣系統安裝有關)。

下表載列按合約金額計算的本期間獲授的主要項目的詳情：

附註：「住宅」指涉及住宅物業的項目，而「非住宅」指不涉及住宅物業的項目。

Management Discussion and Analysis

管理層討論與分析

Major projects undertaken in the Current Period

During the Current Period, the Group continued to focus our efforts on the supply, installation and maintenance of MVAC system and low voltage electrical system. Revenue contributed by projects relating to MVAC system and low voltage electrical system accounted for approximately 74.0% and 26.0% respectively for the Current Period (2019: 80.4% and 19.6%).

The following table sets forth the particulars of the five largest projects undertaken in the Current Period in terms of revenue contribution:

於本期間承接的主要項目

於本期間，本集團繼續專注於供應、安裝及維修機械通風空調系統及低壓電氣系統。本期間機械通風空調系統及低壓電氣系統有關的項目貢獻的收益分別約為74.0%及26.0%（二零一九年：80.4%及19.6%）。

下表載列按收益貢獻計算的本期間承接五大項目的詳情：

| Key scope of work 主要工程範圍 | Type (Residential/ Non-residential) 類型 (住宅/ 非住宅) | Date of award 獲授日期 | Contract sum 合約金額 HK\$ million 百萬港元 | Revenue recognised during the Current Period 於本期間 確認的收益 HK\$ million 百萬港元 |
|---|---|----------------------------------|--|--|
| MVAC system installation for a proposed residential development at Kai Tak, Kowloon 九龍啟德的擬建住宅發展項目的 機械通風空調系統安裝 | Residential 住宅 | 27 September 2019 二零一九年九月二十七日 | 235.6 | 48.6 |
| MVAC system installation for a proposed composite development at Kai Tak, Kowloon 九龍啟德的擬建綜合發展項目的 機械通風空調系統安裝 | Residential 住宅 | 3 June 2019 二零一九年六月三日 | 85.3 | 48.3 |
| Electrical system installation for a proposed residential development at Ap Lei Chau 鴨脷洲的擬建住宅發展項目的 電氣系統安裝 | Residential 住宅 | 31 January 2019 二零一九年一月三十一日 | 214.3 | 45.1 |
| MVAC system installation for a property development at Pak Shek Kok, Tai Po 大埔白石角的物業發展項目的 機械通風空調系統安裝 | Residential 住宅 | 10 August 2018 二零一八年八月十日 | 64.0 | 39.1 |
| Electrical system installation for a proposed residential development at Wong Chuk Hang 黃竹坑的擬建住宅發展項目的 電氣系統安裝 | Residential 住宅 | 17 May 2018 二零一八年五月十七日 | 72.0 | 37.9 |

Management Discussion and Analysis

管理層討論與分析

Recent development and Future prospects

Looking forward to the second half of the financial year ending 31 March 2021, the Group expects to continue to confront certain industry-wide challenges like elevated competition as well as macro-environment factors like the spread of the Coronavirus Disease 2019. In particular to the intensified competition in the industry, the Group has continued to implement a competitive pricing strategy to bid for sizable projects. By implementing this strategy, the Group was awarded 7 projects with an aggregate contract sum of approximately HK\$555.1 million during the Current Period. In addition, as disclosed in the Company's announcement dated 2 November 2020, the Group has also been awarded a contract for the design, supply, installation, testing and commissioning of MVAC services with contract sum of approximately HK\$170 million in October 2020.

Looking ahead, the Group will continue to bid for targeted projects with reasonable profit margin and keep our endeavour to diversify our projects into different E&M engineering services, such as installation services of plumbing and drainages system and fire service system, in order to widen our opportunities in the market. With our long-established reputation, experience and proven track record in the industry, we are confident that the Group will continue to deliver high quality services to our customers and achieve a steady growth of the business.

FINANCIAL REVIEW

Revenue

Our revenue increased by approximately HK\$25.7 million, or 8.4%, from approximately HK\$307.5 million for the Last Period to approximately HK\$333.2 million for the Current Period. Revenue contributed by projects relating to MVAC system and low voltage electrical system accounted for approximately 74.0% and 26.0% respectively for the Current Period (2019: 80.4% and 19.6%).

Gross profit and gross profit margin

Our gross profit decreased by approximately HK\$2.0 million, or 6.5% from approximately HK\$30.8 million for the Last Period to approximately HK\$28.8 million for the Current Period. Our gross profit margin decreased by approximately 1.4 percentage points, from approximately 10.0% for the Last Period to approximately 8.6% for the Current Period.

The decrease in gross profit was attributable to the combined net effect of the decrease in gross profit margin, which was mainly due to intensified competition in the industry faced by the Group and hence the Group adopted a more competitive pricing strategy in securing new projects, and the increase in revenue.

近期發展及未來前景

展望截至二零二一年三月三十一日止財政年度的下半年，本集團預計將繼續面對競爭加劇等若干行業性面對的挑戰以及2019冠狀病毒病傳播等宏觀環境因素。尤其是行業競爭加劇，本集團已繼續實行具競爭力的定價策略以競投大型項目。實施該策略後，本集團於本期間獲授7個合約總值約為5億5,510萬港元的項目。此外，誠如本公司日期為二零二零年十一月二日的公告所披露，本集團於二零二零年十月亦獲授一份機械通風空調系統的設計、供應、安裝、測試及校驗服務的合約，合約金額約為1億7,000萬港元。

展望未來，本集團將繼續競投提供合理利潤率的目標項目，並繼續致力在不同的機電工程服務方面，俾使我們的項目分佈多元化（如供水和排污系統及消防服務系統的安裝服務），以發掘市場機會。憑藉我們在業界的悠久聲譽、經驗及良好的往績記錄，我們深信本集團將繼續為客戶提供高質素的服務，並實現業務的穩定增長。

財務回顧

收益

我們的收益由上一期間的約3億750萬港元增加約2,570萬港元或8.4%至本期間的約3億3,320萬港元。本期間機械通風空調系統及低壓電氣系統有關的項目貢獻的收益分別約為74.0%及26.0%（二零一九年：80.4%及19.6%）。

毛利及毛利率

我們的毛利由上一期間的約3,080萬港元減少約200萬港元或6.5%至本期間的約2,880萬港元。我們的毛利率由上一期間的約10.0%下降約1.4個百分點至本期間的約8.6%。

毛利減少歸因於毛利率下降，此乃主要由於本集團面對行業內競爭加劇而導致本集團為取得新項目而採取更具競爭力的定價策略，以及收入增加的綜合淨效應。

Management Discussion and Analysis

管理層討論與分析

Other income

Other income for the Current Period increased by approximately HK\$5.2 million, from approximately HK\$1.2 million for the Last Period to approximately HK\$6.4 million for the Current Period. The increase was mainly attributable to the government grants of approximately HK\$5.1 million from the Employment Support Scheme launched by the Hong Kong Government.

Other loss

Other loss for the Current Period slightly increased from approximately HK\$1.3 million for the Last Period to approximately HK\$1.4 million for the Current Period, which was attributable to the fair value loss on financial assets at fair value through profit or loss ("FVTPL").

Administrative expenses

Our administrative expenses increased by approximately HK\$1.6 million, or approximately 14.8%, from approximately HK\$10.8 million for the Last Period to approximately HK\$12.4 million for the Current Period. The increase was mainly attributable to the increase in staff cost of the administrative staff during the Current Period.

Finance costs

Our finance costs decreased by approximately HK\$0.2 million, from approximately HK\$0.4 million for the Last Period to approximately HK\$0.2 million for the Current Period. The amount represented interest expenses on bank borrowings and lease liabilities.

Income tax expenses

Our income tax expenses decreased by approximately HK\$0.5 million, from approximately HK\$3.3 million for the Last Period to approximately HK\$2.8 million for the Current Period due to the combined effect of the above factors. The effective tax rate for the Current Period was approximately 13.1% (2019: 16.9%).

Profit attributable to owners of the Company

As a result of the foregoing, our profit attributable to owners of the Company increased by approximately HK\$2.1 million or approximately 12.9%, from approximately HK\$16.3 million for the Last Period to approximately HK\$18.4 million for the Current Period.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Capital Structure

As at 30 September 2020, the capital structure of the Group consisted of equity of approximately HK\$268.9 million (31 March 2020: HK\$257.4 million) and bank borrowings of approximately HK\$6.4 million (31 March 2020: HK\$6.8 million).

其他收入

本期間的其他收入由上一期間的約120萬港元增加約520萬港元至本期間的約640萬港元。增加乃主要由於來自香港政府所推行的「保就業」計劃的政府補助約510萬港元所致。

其他虧損

本期間的其他虧損由上一期間的約130萬港元輕微增加至本期間的約140萬港元，乃由於按公平值計入損益（「按公平值計入損益」）的金融資產的公平值虧損所致。

行政開支

我們的行政開支由上一期間的約1,080萬港元增加約160萬港元或約14.8%至本期間的約1,240萬港元。行政開支增加主要是由於本期間行政員工的員工成本增加。

融資成本

我們的融資成本由上一期間的約40萬港元減少約20萬港元至本期間的約20萬港元。該款項包括銀行借款及租賃負債的利息開支。

所得稅開支

我們的所得稅開支由上一期間的約330萬港元減少約50萬港元至本期間的約280萬港元，此乃由於上述因素的綜合影響所致。本期間的實際稅率約為13.1%（二零一九年：16.9%）。

本公司擁有人應佔溢利

基於上述，本公司的擁有人應佔溢利由上一期間的約1,630萬港元增加約210萬港元或約12.9%至本期間的約1,840萬港元。

流動資金、財務資源及資本架構

資本架構

於二零二零年九月三十日，本集團資本架構包括權益約2億6,890萬港元（二零二零年三月三十一日：2億5,740萬港元）及銀行借款約640萬港元（二零二零年三月三十一日：680萬港元）。

Management Discussion and Analysis

管理層討論與分析

Cash position and fund available

During the Current Period, the Group maintained a healthy liquidity position, with working capital being financed by our operating cash flows, bank borrowings and the retained profits.

As at 30 September 2020, the Group held cash and cash equivalents of approximately HK\$168.0 million (31 March 2020: HK\$139.4 million).

As at 30 September 2020, the current ratio of the Group was approximately 2.4 times (31 March 2020: 2.8 times).

Bank borrowings

As at 30 September 2020, the Group had total bank borrowings of approximately HK\$6.4 million (31 March 2020: HK\$6.8 million). As at 30 September 2020, the Group had a facility agreement entered into with a bank with a facility limit of HK\$80.0 million (31 March 2020: HK\$80.0 million). The Company had made undertakings relating to certain performance obligation of the controlling shareholders, namely Mr. Yu Cheung Choy ("Mr. Yu"), who is the chairman of the board (the "Board") of directors (the "Directors") of the Company and executive Director, and Mr. Lau Man Ching ("Mr. Lau"), who is the chief executive officer of the Company and executive Director, pursuant to the facility agreement including the following: (i) Mr. Yu and Mr. Lau undertake to maintain as the largest shareholders of the Company directly or indirectly; and (ii) Mr. Yu and Mr. Lau shall remain as the chairman or director of the Company. Subsequent to the Current Period, the facility agreement was renewed with the same aggregate facility limit of HK\$80.0 million and the facility agreement remains effective as at the date of this interim report.

As at 30 September 2020, the Group had another facility agreement entered into with a bank with a facility limit of approximately HK\$61.4 million (31 March 2020: HK\$61.4 million) with the following obligation undertaken by the Group: (i) In case of Mr. Yu and Mr. Lau are not the major shareholders of the Company, the Group should notify the bank 14 days in advance; and (ii) In case of Mr. Yu is not entitled to be chairman of the Company, the Group should notify the bank 14 days in advance.

現金狀況及可用資金

於本期間，本集團維持穩健的流動資金狀況，營運資金由我們的經營現金流量、銀行借款及保留溢利提供。

於二零二零年九月三十日，本集團持有的現金及現金等價物約為1億6,800萬港元(二零二零年三月三十一日：1億3,940萬港元)。

於二零二零年九月三十日，本集團的流動比率約為2.4倍(二零二零年三月三十一日：2.8倍)。

銀行借款

於二零二零年九月三十日，本集團有銀行借款總額約640萬港元(二零二零年三月三十一日：680萬港元)。於二零二零年九月三十日，本集團有一份與一家銀行訂立的融資協議，融資限額為8,000萬港元(二零二零年三月三十一日：8,000萬港元)。本公司已根據融資協議作出有關控股股東(即本公司董事(「董事」)會(「董事會」)主席及執行董事俞長財先生(「俞先生」)及劉文青先生(「劉先生」，本公司之行政總裁及執行董事))若干履約責任的承諾，包括以下方面：(i) 俞先生及劉先生承諾直接或間接保持作為本公司的最大股東；及(ii) 俞先生及劉先生須繼續作為本公司的主席或董事。於本期間後，該融資協議已按相同的總融資限額8,000萬港元重續，而該融資協議於本中期報告日期仍然有效。

於二零二零年九月三十日，本集團有另一份與一家銀行訂立的融資協議，融資限額約為6,140萬港元(二零二零年三月三十一日：6,140萬港元)，本集團已承諾以下責任：(i) 倘俞先生及劉先生並非本公司主要股東，本集團須向銀行發出14天事先通知；及(ii) 倘俞先生不擔任本公司主席，本集團須向銀行發出14天事先通知。

Management Discussion and Analysis

管理層討論與分析

As at 30 September 2020, the Group had another facility agreement entered into with a bank with a facility limit of HK\$60.0 million (31 March 2020: HK\$60 million) with the following obligation undertaken by the Group: (i) In case of Mr. Yu and Mr. Lau are not the major shareholders of the Company, the Group should notify the bank 14 days in advance; and (ii) In case of Mr. Yu and Mr. Lau are not entitled to be chairman or director of the Company, the Group should notify the bank 14 days in advance.

GEARING RATIO

As at 30 September 2020, the Group's gearing ratio was approximately 2.4% (31 March 2020: 2.6%), calculated as the bank borrowings divided by the total equity as at the end of the respective periods and multiplied by 100%.

NET CURRENT ASSETS

As at 30 September 2020, the Group had net current assets of approximately HK\$228.8 million (31 March 2020: HK\$217.9 million). The increase in net current assets position was mainly attributable to the net profit for the Current Period, offset by the purchase of financial assets at FVTPL and declaration and payment of final dividend in respect of the year ended 31 March 2020 to the shareholders of the Company during the Current Period.

The Group's policy is to regularly monitor its liquidity requirements and its compliance with covenants in relation to banking facility agreements, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from the banks to meet its liquidity requirements. The Board is not aware of any liquidity issue that may cast significant doubt on the Group's ability to continue as a going concern.

CAPITAL EXPENDITURES

The Group's capital expenditures for the Current Period amounted to approximately HK\$0.1 million (2019: HK\$0.8 million), which was incurred for the purchase of property and equipment.

FOREIGN EXCHANGE EXPOSURE

The Group's revenue-generating activities and bank borrowings were transacted in Hong Kong Dollar, which is the functional currency of the Group. The Board considers that the Group was not exposed to significant foreign exchange risk, and had not entered into any financial instrument for hedging. The Board will review the Group's foreign exchange risk and exposure from time to time and will apply hedging where necessary.

於二零二零年九月三十日，本集團有另一份與一家銀行訂立的融資協議，融資限額為6,000萬港元（二零二零年三月三十一日：6,000萬港元），本集團已承諾以下責任：(i) 倘俞先生及劉先生並非本公司主要股東，本集團須向銀行發出14天事先通知；及(ii) 倘俞先生及劉先生不再擔任本公司主席或董事，本集團須向銀行發出14天事先通知。

資本負債比率

於二零二零年九月三十日，本集團的資本負債比率約為2.4%（二零二零年三月三十一日：2.6%），按相關期末銀行借款除以權益總額再乘以100%計算。

流動資產淨值

於二零二零年九月三十日，本集團的流動資產淨值約為2億2,880萬港元（二零二零年三月三十一日：2億1,790萬港元）。流動資產淨值增加主要是來自本期間的純利，惟於本期間已因購買按公平值計入損益的金融資產及宣派及已付予本公司股東截至二零二零年三月三十一日止年度的末期股息有所抵銷。

本集團的政策為定期監督其流動資金需求及其遵守與銀行融資協議有關契諾的情況，確保其維持充裕現金儲備及取得銀行足夠承諾信貸融資，以應付其流動資金需求。董事會知悉並無任何流動資金問題可能引起對本集團持續經營的能力的嚴重懷疑。

資本開支

本集團於本期間的資本開支約為10萬港元（二零一九年：80萬港元），主要因購買物業及設備而產生。

外匯風險

本集團產生收益的活動及銀行借款均以本集團的功能貨幣港元交易。董事會認為，本集團並無面對重大外匯風險，且並無訂立任何金融工具進行對沖。董事會將不時審核本集團的外匯風險及承擔，並將於有需要時採用對沖。

Management Discussion and Analysis

管理層討論與分析

PERFORMANCE GUARANTEES AND CONTINGENT LIABILITY

As at 30 September 2020, performance guarantees of approximately HK\$164.1 million (31 March 2020: HK\$121.8 million) were given by banks in favour of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance guarantees have been given, such customers may demand the banks to pay to them the sum or sum stipulated in such demand. The Group will become liable to compensate such banks accordingly. The performance guarantees will be released upon completion of the contracts work.

The Group had no contingent liability as at 30 September 2020 and 31 March 2020 respectively.

PLEDGE OF ASSETS

As at 30 September 2020, the Group's leasehold land and buildings of approximately HK\$18.9 million (31 March 2020: HK\$19.2 million) were pledged with banks to secure the bank borrowings and banking facilities including performance guarantees issued by the banks.

CAPITAL COMMITMENTS

As at 30 September 2020, the Group had capital commitments of approximately HK\$0.1 million (31 March 2020: HK\$0.2 million) in relation to acquisition of property and equipment contracted but not provided for.

EMPLOYEES, TRAINING AND REMUNERATION POLICY

As at 30 September 2020, the Group had a total of 170 employees (31 March 2020: 146). The remuneration offered to employees generally includes salaries, medical benefits and bonus. In general, the Group determines salaries of its employees based on each employee's qualification, position and seniority. The Group provides training to its employees according to the work requirements.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the Current Period.

SIGNIFICANT INVESTMENTS HELD

The Group did not have any significant investments held as at 30 September 2020.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have plans for material investments or capital assets as at 30 September 2020.

履約保證及或然負債

於二零二零年九月三十日，銀行以本集團客戶為受益人提供履約保證約為1億6,410萬港元(二零二零年三月三十一日：1億2,180萬港元)，作為本集團妥善履行及遵守其與客戶所訂立合約項下責任的擔保。倘本集團的履約情況未能令其已作出履約保證的客戶滿意，有關客戶可要求銀行支付金額或有關要求訂明的金額。本集團將負責向有關銀行作出相應補償。履約保證將於合約工程完成後解除。

本集團分別於二零二零年九月三十日及二零二零年三月三十一日並無或然負債。

資產抵押

於二零二零年九月三十日，本集團向銀行抵押其租賃土地及樓宇約為1,890萬港元(二零二零年三月三十一日：1,920萬港元)，以取得銀行借款及銀行融資(包括銀行發出的履約保證)。

資本承擔

於二零二零年九月三十日，本集團已訂約但未計提撥備的與購買物業及設備有關的資本承擔約為10萬港元(二零二零年三月三十一日：20萬港元)。

僱員、培訓及薪酬政策

於二零二零年九月三十日，本集團有總計170名(二零二零年三月三十一日：146名)僱員。提供予僱員的薪酬通常包括薪金、醫療福利及花紅。一般而言，本集團基於各僱員資格、職位及資歷釐定其僱員的薪金。本集團根據工作需要為其僱員提供培訓。

重大收購及出售事項

於本期間，本集團並無任何重大收購及出售附屬公司、聯營公司及合營公司事項。

所持重大投資

於二零二零年九月三十日，本集團並無持有任何重大投資。

有關重大投資或資本資產的未來計劃

於二零二零年九月三十日，本集團並無有關重大投資或資本資產的計劃。

Corporate Governance and Other Information

企業管治及其他資料

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholders' value.

The Company has adopted the code provisions set out in the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), as its own code of corporate governance.

In the opinion of the Directors, the Company was in compliance with all relevant code provisions set out in the CG Code during the Current Period.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standards as set out in the Model Code during the Current Period.

企業管治常規

本公司致力維持良好的企業管治標準及程序，以確保資料披露的完整性、透明度及質素，藉以提高股東價值。

本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「企業管治守則」）所述守則條文作為其企業管治守則。

董事認為，於本期間，本公司已遵守企業管治守則所載的所有相關的守則條文。

董事進行的證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行的證券交易的標準守則（「標準守則」）作為有關董事進行證券交易的行為守則。在向全體董事作出具體查詢後，全體董事確認彼等於本期間內已遵守標準守則內所載的規定標準。

Corporate Governance and Other Information

企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2020, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the 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), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, are set out below:

董事及最高行政人員於股份及相關股份的權益及淡倉

於二零二零年九月三十日，董事及本公司最高行政人員於本公司或任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須登記於該條例所述登記冊的權益或淡倉，或根據標準守則規定的權益或淡倉載列如下：

| Name of Directors 董事姓名 | Capacity 身份 | Long position/ Short position 好倉/淡倉 | Number of shares/ underlying shares held 所持股份/ 相關股份數目 | Approximate percentage of the issued share capital of the Company 所佔本公司 已發行股本 概約百分比 | Notes 附註 |
|---------------------------|--|---|--|--|-------------|
| Yu Cheung Choy 俞長財 | Interests held jointly with another person/ Interest of controlled corporations 與另一名人士共同持有的權益/ 受控法團權益 | Long position 好倉 | 246,000,000 | 61.50 | 1, 3 |
| Lau Man Ching 劉文青 | Interests held jointly with another person/ Interest of controlled corporations 與另一名人士共同持有的權益/ 受控法團權益 | Long position 好倉 | 54,000,000 | 13.50 | 2, 3 |

Notes:

- These 246,000,000 shares are held through Prosperously Legend Limited ("Prosperously Legend"), which is wholly-owned by Mr. Yu Cheung Choy.
- These 54,000,000 shares are held through Simply Grace Limited ("Simply Grace"), which is wholly-owned by Mr. Lau Man Ching.
- On 7 July 2016, Mr. Yu Cheung Choy and Mr. Lau Man Ching entered into the acting-in-concert confirmation, whereby they confirmed that, among other things, since 21 July 2004, they have been actively cooperating with one another and acting in concert, with an aim to achieving consensus and concerted action on all operating and financing decisions and major affairs relating to each member company within the Group.

附註：

- 該等246,000,000股股份乃透過 Prosperously Legend Limited（「Prosperously Legend」）持有，而 Prosperously Legend 由俞長財先生全資擁有。
- 該等54,000,000股股份乃透過 Simply Grace Limited（「Simply Grace」）持有，而 Simply Grace 由劉文青先生全資擁有。
- 於二零一六年七月七日，俞長財先生及劉文青先生訂立一致行動確認書，據此，彼等確認（其中包括）自二零零四年七月二十一日起，彼等一直互相積極合作及一致行動，目標是要就所有經營及融資決定以及有關本集團內各成員公司重大事務達成共識及一致行動。

Corporate Governance and Other Information

企業管治及其他資料

Save as disclosed above, none of the Directors, chief executives of the Company or their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in Part XV of the SFO as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as at 30 September 2020.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2020, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that other than the interests of the Directors and the chief executives, the following shareholders had notified the Company of relevant interests or short position in shares and underlying shares of Company as follows:

| Name 名稱 | Capacity 身份 | Long position/ Short position 好倉/淡倉 | Number of shares/ underlying shares held 所持股份/ 相關股份數目 | Approximate percentage of the issued share capital of the Company 所佔本公司 已發行股本 概約百分比 | Notes 附註 |
|---------------------|---------------------------|---|--|--|-------------|
| Prosperously Legend | Beneficial owner 實益擁有人 | Long position 好倉 | 246,000,000 | 61.50 | 1 |
| Simply Grace | Beneficial owner 實益擁有人 | Long position 好倉 | 54,000,000 | 13.50 | 2 |

Notes:

1. Prosperously Legend is wholly-owned by Mr. Yu Cheung Choy.
2. Simply Grace is wholly-owned by Mr. Lau Man Ching.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30 September 2020.

除上文所披露者外，於二零二零年九月三十日，概無董事或本公司的最高行政人員或彼等的聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有記錄於根據證券及期貨條例第352條保存的登記冊或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

主要股東於股份及相關股份中的權益及淡倉

於二零二零年九月三十日，本公司根據證券及期貨條例第336條存置的主要股東登記冊列示，除董事及本公司最高行政人員的權益外，下列股東已知會本公司彼等於本公司股份或相關股份中的相關權益或淡倉如下：

附註：

1. Prosperously Legend 由俞長財先生全資擁有。
2. Simply Grace 由劉文青先生全資擁有。

除上文所披露者外，於二零二零年九月三十日，於本公司根據證券及期貨條例第336條保存的登記冊中，概無記錄其他人士於本公司的股份或相關股份中擁有權益或淡倉。

Corporate Governance and Other Information

企業管治及其他資料

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Share Option Scheme”) pursuant to the written resolutions of the shareholders passed on 6 December 2016. The purpose of the Share Option Scheme is to enable the Group to grant options to full time or part time employee, Directors (including executive or independent non-executive Directors), any supplier, any customer, any service provider, any shareholder, any adviser or consultant of the Group as incentives or rewards for their contribution to the Group.

No share option has been granted by the Company under the Share Option Scheme since its adoption and up to the date of this interim report.

PURCHASE, SALE OR REDEMPTION OF 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 Current Period.

AUDIT COMMITTEE

The Company established the audit committee of the Company (the “Audit Committee”) on 6 December 2016 with written terms of reference in compliance with the CG Code. The primary duties and roles of the Audit Committee include, but are not limited to, (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor; and any questions of its resignation or dismissal; (b) monitoring integrity of financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them; and (c) reviewing the financial controls, risk management and internal control systems of the Group.

The Audit Committee currently consists of three independent non-executive Directors, namely Dr. Law Man Wah (as chairman), Mr. Lam Yim Nam and Mr. Lee Wing Kee. The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2020.

By order of the Board
SH Group (Holdings) Limited
Yu Cheung Choy
Chairman

Hong Kong, 27 November 2020

購股權計劃

本公司根據股東於二零一六年十二月六日通過的書面決議案採納購股權計劃（「購股權計劃」）。購股權計劃的目的是讓本集團向本集團的全職或兼職僱員、董事（包括執行董事或獨立非執行董事）、任何供應商、任何客戶、任何服務提供者、任何股東、任何諮詢人或顧問授出購股權，作為彼等向本集團所作貢獻的獎勵或回報。

自購股權計劃獲採納起直至本中期報告日期期間，本公司概無根據購股權計劃授出購股權。

購買、出售或贖回本公司上市證券

於本期間，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上市證券。

審核委員會

本公司於二零一六年十二月六日設立本公司審核委員會（「審核委員會」），並遵照企業管治守則制定職權範圍。審核委員會的主要職責及角色包括（但不限於）(a) 就委任、重新委任及罷免外聘核數師向董事會提出建議、批准外聘核數師的薪酬及委聘條款，以及處理外聘核數師的辭任或被辭退的問題；(b) 監察財務報表以及年度報告及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大判斷；及(c) 檢討本集團的財務控制、風險管理及內部監控系統。

審核委員會目前由三名獨立非執行董事（分別為羅文華博士（主席）、林炎南先生及李永基先生）組成。審核委員會已審閱本集團截至二零二零年九月三十日止六個月的未經審核簡明綜合財務報表。

承董事會命
順興集團（控股）有限公司
主席
俞長財

香港，二零二零年十一月二十七日

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 SH Group (Holdings) Limited
(incorporated in the Cayman Islands with limited liability)

致順興集團(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 SH Group (Holdings) Limited (the "Company") and its subsidiaries set out on pages 17 to 40, which comprises 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.

引言

本行已審閱列載於第17至40頁的順興集團(控股)有限公司(「貴公司」)及其附屬公司的簡明綜合財務報表，此等簡明綜合財務報表包括於二零二零年九月三十日的簡明綜合財務狀況表，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入表、權益變動報表及現金流量表，以及若干說明附註。香港聯合交易所有限公司證券上市規則規定，編製中期財務資料的報告時必須符合當中相關條文規定及香港會計師公會所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」)。貴公司董事須負責根據香港會計準則第34號編製及列報此等簡明綜合財務報表。本行的責任乃根據本行的審閱對此等簡明綜合財務報表作出結論，並按照委聘的協定條款僅向閣下作為一個實體作出報告結論，除此以外，本報告別無其他目的。本行概不就本報告的內容向任何其他人士負上或承擔任何責任。

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

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.

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
27 November 2020

審閱範圍

本行已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱。簡明綜合財務報表的審閱工作包括主要向負責財務和會計事務的人員作出查詢，並進行分析和其他審閱程序。由於審閱的範圍遠較根據香港核數準則進行審核的範圍為小，故不能令本行保證本行將知悉在審核中可能發現的所有重大事項。因此，本行不會發表審核意見。

結論

根據本行的審閱工作，本行並無注意到任何事項，令本行相信此等簡明綜合財務報表在所有重大方面未有遵照香港會計準則第34號的規定編製。

德勤·關黃陳方會計師行
執業會計師
香港
二零二零年十一月二十七日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收入表

For the six months ended 30 September 2020

截至二零二零年九月三十日止六個月

| | | For the 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 | 收益 | 4 | 333,205 |
| Direct costs | 直接成本 | | (304,420) |
| Gross profit | 毛利 | | 28,785 |
| Other income | 其他收入 | 5 | 6,383 |
| Other loss | 其他虧損 | 5 | (1,375) |
| Net impairment loss (recognised) reversed under expected credit loss model | 預期信貸虧損模式項下(確認) 撥回的淨減值虧損 | | (40) |
| Administrative expenses | 行政開支 | | (12,416) |
| Finance costs | 融資成本 | | (217) |
| Profit before taxation | 除稅前溢利 | 6 | 21,120 |
| Income tax expense | 所得稅開支 | 7 | (2,762) |
| Profit and total comprehensive income for the period | 期內溢利及全面收入總額 | | 18,358 |
| Earnings per share | 每股盈利 | | |
| Basic (HK cents) | 基本(港仙) | 8 | 4.6 |

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2020

於二零二零年九月三十日

| | | | As 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) | As 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) |
|---|-------------|-----------------|--|--|
| | Notes 附註 | | | |
| Non-current assets | | 非流動資產 | | |
| Property and equipment | 10 | 物業及設備 | 20,983 | 21,662 |
| Right-of-use assets | 10 | 使用權資產 | 5,295 | 6,340 |
| Deposits | | 按金 | 2,729 | 2,585 |
| Debt instruments at amortised cost | 16 | 按攤銷成本列賬的債務工具 | 1,888 | 1,951 |
| Financial assets at fair value through profit or loss | 17 | 按公平值計入損益的金融資產 | 12,800 | 11,693 |
| Deferred tax assets | | 遞延稅項資產 | 162 | 138 |
| | | | 43,857 | 44,369 |
| Current assets | | 流動資產 | | |
| Trade receivables | 11 | 貿易應收款項 | 55,305 | 59,812 |
| Other receivables, deposits and prepayments | | 其他應收款項、按金及預付款項 | 11,044 | 7,656 |
| Contract assets | 12 | 合約資產 | 158,691 | 131,565 |
| Debt instruments at amortised cost | 16 | 按攤銷成本列賬的債務工具 | 4,021 | 2,155 |
| Bank balances and cash | | 銀行結餘及現金 | 167,975 | 139,353 |
| | | | 397,036 | 340,541 |
| Current liabilities | | 流動負債 | | |
| Trade payables | 13 | 貿易應付款項 | 61,695 | 32,144 |
| Other payables and accrued charges | | 其他應付款項及應計費用 | 75,199 | 68,199 |
| Deferred income | | 遞延收入 | 2,870 | – |
| Contract Liabilities | 12 | 合約負債 | 14,976 | 11,328 |
| Lease liabilities | | 租賃負債 | 2,407 | 2,294 |
| Tax payable | | 應付稅項 | 4,674 | 1,888 |
| Bank borrowings | 14 | 銀行借款 | 6,440 | 6,816 |
| | | | 168,261 | 122,669 |
| Net current assets | | 流動資產淨值 | 228,775 | 217,872 |
| Total assets less current liabilities | | 總資產減流動負債 | 272,632 | 262,241 |

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2020

於二零二零年九月三十日

| | | | As 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) | As 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) |
|---|-------------------|------------|--|--|
| | | Note 附註 | | |
| Non-current liabilities | 非流動負債 | | | |
| Provisions | 撥備 | | 547 | 574 |
| Lease liabilities | 租賃負債 | | 3,158 | 4,298 |
| | | | 3,705 | 4,872 |
| Net assets | 資產淨值 | | 268,927 | 257,369 |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 15 | 4,000 | 4,000 |
| Reserves | 儲備 | | 264,927 | 253,369 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 268,927 | 257,369 |

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

| | | Issued share capital 已發行股本 HK\$'000 千港元 | Share premium 股份溢價 HK\$'000 千港元 | Other reserve 其他儲備 HK\$'000 千港元 | Retained profits 保留溢利 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|------------------------|---|---|---|--|--------------------------------|
| For the six months ended 30 September 2020 (Unaudited) 截至二零二零年九月三十日止六個月 (未經審核) | | | | | | |
| At 1 April 2020 (Audited) | 於二零二零年 四月一日 (經審核) | 4,000 | 83,223 | 5,058 | 165,088 | 257,369 |
| Profit and total comprehensive income for the period | 期內溢利及全面收入 總額 | - | - | - | 18,358 | 18,358 |
| Dividends recognised as distribution (Note 9) | 確認為分派的股息 (附註9) | - | - | - | (6,800) | (6,800) |
| At 30 September 2020 (Unaudited) | 於二零二零年 九月三十日 (未經審核) | 4,000 | 83,223 | 5,058 | 176,646 | 268,927 |
| For the six months ended 30 September 2019 (Unaudited) 截至二零一九年九月三十日止六個月 (未經審核) | | | | | | |
| At 1 April 2019 (Audited) | 於二零一九年 四月一日 (經審核) | 4,000 | 83,223 | 5,058 | 144,661 | 236,942 |
| Profit and total comprehensive income for the period | 期內溢利及全面收入 總額 | - | - | - | 16,298 | 16,298 |
| Dividends recognised as distribution (Note 9) | 確認為分派的股息 (附註9) | - | - | - | (5,600) | (5,600) |
| At 30 September 2019 (Unaudited) | 於二零一九年 九月三十日 (未經審核) | 4,000 | 83,223 | 5,058 | 155,359 | 247,640 |

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

| | | For the 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) |
| OPERATING ACTIVITIES | 經營活動 | | |
| Operating cash flows before movements in working capital | 營運資金變動前經營現金流量 | 23,737 | 21,768 |
| Increase in contract assets | 合約資產增加 | (27,160) | (11,265) |
| Increase in contract liabilities | 合約負債增加 | 3,648 | 3,231 |
| Decrease (increase) in trade receivables | 貿易應收款項減少(增加) | 4,642 | (1,268) |
| Increase in trade payables | 貿易應付款項增加 | 29,551 | 29,403 |
| Increase in other payables and accrued charges | 其他應付款項及應計費用增加 | 7,000 | 8,916 |
| Other movements in working capital | 其他營運資金變動 | (623) | 461 |
| Net cash from operating activities | 經營活動所得現金淨額 | 40,795 | 51,246 |
| INVESTING ACTIVITIES | 投資活動 | | |
| Interests received | 已收利息 | 517 | 595 |
| Dividends received | 已收股息 | 528 | 485 |
| Withdrawal of short term bank deposits | 提取短期銀行存款 | – | 28,000 |
| Purchases of financial assets at fair value through profit or loss | 購買按公平值計入損益的金融資產 | (2,482) | (3,547) |
| Purchase of debt instruments at amortised cost | 購買按攤銷成本列賬的債務工具 | (1,944) | (1,951) |
| Purchase of property and equipment | 購買物業及設備 | (65) | (489) |
| Deposits paid for purchase of property and equipment | 購買物業及設備的已付按金 | (90) | (354) |
| Payment for rental deposit | 租賃按金付款 | (18) | – |
| Net cash (used in) from investing activities | 投資活動(所用)所得現金淨額 | (3,554) | 22,739 |
| FINANCING ACTIVITIES | 融資活動 | | |
| Interests paid | 已付利息 | (217) | (352) |
| Dividends paid | 已付股息 | (6,800) | (5,600) |
| Repayment of bank borrowings | 償還銀行借款 | (376) | (1,445) |
| Repayment of lease liabilities | 償還租賃負債 | (1,226) | (985) |
| Cash used in financing activities | 融資活動所用現金 | (8,619) | (8,382) |
| Net increase in cash and cash equivalents | 現金及現金等價物增加淨額 | 28,622 | 65,603 |
| Cash and cash equivalents at beginning of the period | 期初現金及現金等價物 | 139,353 | 71,315 |
| Cash and cash equivalents at end of the period represented by bank balances and cash | 期末現金及現金等價物指銀行結餘及現金 | 167,975 | 136,918 |

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 INFORMATION

SH Group (Holdings) Limited (the “Company”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 9 May 2016. The address of the Company’s registered office and the principal place of business are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Units 603–606, 6/F., Tower I, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon, Hong Kong, respectively. Its immediate and ultimate holding company is Prosperously Legend Limited, which was incorporated in the British Virgin Islands and wholly-owned by Mr. Yu Cheung Choy (“Mr. Yu”), who is also the chairman of the board (the “Board”) of directors (the “Directors”) of the Company and executive Director. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 3 January 2017.

The condensed consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is also the functional currency of the Company and its subsidiaries (collectively referred to as the “Group”).

2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group for the six months ended 30 September 2020 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

1. 一般資料

順興集團(控股)有限公司(「本公司」)於二零一六年五月九日在開曼群島根據開曼群島公司法註冊成立為獲豁免有限公司。本公司的註冊辦事處地址及主要營業地點分別為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港九龍長沙灣道833號長沙灣廣場第一期6樓603–606室。其直接及最終控股公司為Prosperously Legend Limited，乃於英屬處女群島註冊成立並由俞長財先生(「俞先生」)全資擁有，俞先生亦為本公司董事(「董事」)會(「董事會」)的主席兼執行董事。本公司股份已於二零一七年一月三日在香港聯合交易所有限公司(「聯交所」)主板上市。

簡明綜合財務報表以港元(「港元」)呈報，港元亦為本公司及其附屬公司(統稱「本集團」)的功能貨幣。

2. 編製基準

本集團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乃根據聯交所證券上市規則附錄十六的適當披露規定及香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。

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. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values.

Other than the application of below amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and the adoption of the accounting policy for government grants as described below, 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.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to Reference 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 |

3. 主要會計政策

簡明綜合財務報表已以歷史成本基準編製，惟若干金融工具按公平值計量。

除應用以下香港財務報告準則（「香港財務報告準則」）的修訂本及採納下文所述的政府補助會計政策外，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用的會計政策及計算方法與呈列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時所依循者相同。

政府補助

政府補助於可合理確定本集團將符合有關附帶條件及將會收取有關補助時方予確認。

政府補助乃就本集團確認的有關開支（預期補助可用作補償）期間按系統化的基準於損益中確認。

倘應收政府補助乃用作補償支出或已發生的虧損或為向本集團提供並無日後相關成本的即時財務支援，則在應收期間於損益中確認。

應用香港財務報告準則的修訂本

於本中期期間，本集團首次應用由香港會計師公會頒佈的香港財務報告準則之概念框架的修訂本及下列香港財務報告準則的修訂本，並於二零二零年四月一日或之後開始的年度期間強制生效，以編製本集團簡明綜合財務報表：

| | |
|---|--------|
| 香港會計準則第1號及香港會計準則第8號（修訂本） | 重要之定義 |
| 香港財務報告準則第3號（修訂本） | 業務之定義 |
| 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 |

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. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Application of amendments to HKFRSs (Cont'd)

Except as described below, the application of the Amendments to Reference to the Conceptual Framework in HKFRS Standard 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.

Impacts of application of 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. Change in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 March 2021.

3. 主要會計政策(續)

應用香港財務報告準則的修訂本(續)

除下文所述者外，於本期間應用於香港財務報告準則之概念框架的修訂本及下列香港財務報告準則的修訂本對本集團於本期間及過往期間的財務狀況及表現及／或於該等簡明綜合財務報表所載的披露並無重大影響。

應用香港會計準則第1號及香港會計準則第8號(修訂本)「重要之定義」的影響

修訂本規定了重要的新定義，即「資料如有遺漏、錯誤陳述或模糊不清，可合理預期會影響作一般用途之財務報表的主要使用者根據該等財務報表(提供特定報告實體的財務資料)作出的決策，則有關資料屬重要」。修訂本亦澄清重要程度取決於就整份財務報表而言，相關資料個別或與其他資料共同具有的性質或重要性。

本期間應用修訂本對簡明綜合財務報表並無影響。應用修訂本的呈報及披露的變更(如有)，將於截至二零二一年三月三十一日止年度的綜合財務報表中反映。

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

4. REVENUE AND SEGMENT INFORMATION

Revenue

Revenue represents the fair value of amounts received or receivable arising from the engineering service contracts of the Group from external customers. The Group's revenue is solely derived from electrical and mechanical engineering ("E&M engineering") services with the focus on the supply, installation and maintenance of mechanical ventilation and air-conditioning system ("MVAC system") and low voltage electrical system in Hong Kong during the six months ended 30 September 2020 and 2019.

Disaggregation of revenue

Type of services (revenue recognised over time)

— Supply, installation and maintenance of MVAC system

— Supply, installation and maintenance of low voltage electrical system

服務類型(收益隨時間確認)

— 供應、安裝及維修機械通風空調系統

— 供應、安裝及維修低壓電氣系統

4. 收益及分部資料

收益

收益指本集團來自外部客戶的工程服務合約產生的已收或應收款項的公平值。本集團於截至二零二零年及二零一九年九月三十日止六個月的收益僅來自機電工程(「機電工程」)服務，並專注於在香港供應、安裝及維修機械通風及空調系統(「機械通風空調系統」)及低壓電氣系統。

收益分類

| For the six months ended 30 September | |
|---------------------------------------|-------------|
| 截至九月三十日止六個月 | |
| 2020 | 2019 |
| 二零二零年 | 二零一九年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |

| Type of services (revenue recognised over time) | 服務類型(收益隨時間確認) | 2020 | 2019 |
|---|--------------------|----------------|----------------|
| | | 二零二零年 | 二零一九年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| — Supply, installation and maintenance of MVAC system | — 供應、安裝及維修機械通風空調系統 | 246,649 | 247,167 |
| — Supply, installation and maintenance of low voltage electrical system | — 供應、安裝及維修低壓電氣系統 | 86,556 | 60,356 |
| | | 333,205 | 307,523 |

The revenue recognised for the current period is mainly from private sector projects.

本期間確認的收益主要來自私營項目。

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

4. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment information

For the purpose of resources allocation and performance assessment, the executive Directors, being the chief operating decision maker, review the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and only entity-wide disclosures. Geographical information and major customers are presented below.

Geographical information

The Group's revenue are all derived from Hong Kong based on the location of services delivered and the Group's property and equipment and right-of-use assets amounting to HK\$26,278,000 (Unaudited) as at 30 September 2020 (31 March 2020: HK\$28,002,000 (Audited)) are all located in Hong Kong by physical location of assets.

Information about major customers

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the period is as follows:

| | | For the 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) |
| Customer A | 客戶 A | 89,762 | N/A 不適用* |
| Customer B | 客戶 B | 53,431 | N/A 不適用* |
| Customer C | 客戶 C | 48,400 | N/A 不適用* |
| Customer D | 客戶 D | 40,779 | N/A 不適用* |
| Customer E | 客戶 E | N/A 不適用* | 77,137 |
| Customer F | 客戶 F | N/A 不適用* | 65,477 |
| Customer G | 客戶 G | N/A 不適用* | 42,351 |

* Revenue from the relevant customer was less than 10% of the Group's total revenue for the respective period.

4. 收益及分部資料(續)

分部資料

就資源分配及表現評估而言，執行董事作為主要經營決策者，檢討本集團整體業績及財務狀況。因此，本集團僅有一個單一的經營分部及經營實體範圍的披露。地區資料及主要客戶呈列如下。

地區資料

根據提供服務的地點，本集團的收益均來自香港，而按資產的實際位置劃分，本集團於二零二零年九月三十日為26,278,000港元(未經審核)(二零二零年三月三十一日：28,002,000港元(經審核))的物業及設備以及使用權資產均位於香港。

有關主要客戶的資料

於期內源自佔本集團收益總額10%或以上的客戶的收益如下：

| | | For the 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) |
| Customer A | 客戶 A | 89,762 | N/A 不適用* |
| Customer B | 客戶 B | 53,431 | N/A 不適用* |
| Customer C | 客戶 C | 48,400 | N/A 不適用* |
| Customer D | 客戶 D | 40,779 | N/A 不適用* |
| Customer E | 客戶 E | N/A 不適用* | 77,137 |
| Customer F | 客戶 F | N/A 不適用* | 65,477 |
| Customer G | 客戶 G | N/A 不適用* | 42,351 |

* 於有關期間，來自有關客戶的收益低於本集團收益總額的10%。

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. OTHER INCOME AND OTHER LOSS

5. 其他收入及其他虧損

| | | For the 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) |
| Other income: | 其他收入： | | |
| Bank interest income | 銀行利息收入 | 224 | 350 |
| Interest income from debt instruments at amortised cost | 來自按攤銷成本列賬的 債務工具的利息收入 | 209 | 175 |
| Dividend income from insurance policy | 來自保單的股息收入 | 24 | 24 |
| Dividend income from financial assets at fair value through profit or loss | 來自按公平值計入損益的 金融資產的股息收入 | 537 | 510 |
| Government grants (note) | 政府補助(附註) | 5,127 | — |
| Sundry income | 雜項收入 | 262 | 107 |
| | | 6,383 | 1,166 |
| Other loss: | 其他虧損： | | |
| Fair value loss on financial assets at fair value through profit or loss | 按公平值計入損益的金融資產 公平值虧損 | (1,375) | (1,305) |

Note: During the six months ended 30 September 2020, the Group recognised government grants of HK\$5,127,000 (Unaudited) (six months ended 30 September 2019: nil (Unaudited)) in respect of the Employment Support Scheme launched by the Hong Kong Government.

附註：截至二零二零年九月三十日止六個月，本集團就香港政府推出的「保就業」計劃確認政府補助5,127,000港元(未經審核)(截至二零一九年九月三十日止六個月：無(未經審核))。

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

6. PROFIT BEFORE TAXATION

6. 除稅前溢利

| | | For the 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) |
| Profit before taxation has been arrived at after charging: | 除稅前溢利經扣除以下各項達致： | | |
| Depreciation of property and equipment | 物業及設備折舊 | 744 | 662 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 1,245 | 1,052 |
| Directors' emoluments | 董事酬金 | 3,345 | 2,608 |
| Other staff costs: | 其他員工成本： | | |
| Salaries and other benefits | 薪金及其他福利 | 36,120 | 30,158 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 1,145 | 969 |
| Total staff costs | 員工成本總額 | 40,610 | 33,735 |

7. INCOME TAX EXPENSE

7. 所得稅開支

| | | For the 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) |
| Hong Kong Profits Tax: | 香港利得稅： | | |
| Current tax | 即期稅項 | 2,786 | 3,245 |
| Deferred taxation | 遞延稅項 | (24) | 72 |
| | | 2,762 | 3,317 |

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 (Cont'd)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduced 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%.

Accordingly, the Hong Kong Profits Tax for the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

8. EARNINGS PER SHARE

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

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|---|----------------------------------|---|--|
| | | 2020 二零二零年 (Unaudited) (未經審核) | 2019 二零一九年 (Unaudited) (未經審核) |
| Earnings: | 盈利： | | |
| Earnings for the purpose of calculating basic earnings per share (profit for the period attributable to owners of the Company) (HK\$'000) | 計算每股基本盈利所用的盈利(本公司擁有人應佔期內溢利)(千港元) | 18,358 | 16,298 |
| Number of shares: | 股份數目： | | |
| Weighted average number of ordinary shares for the purpose of calculating basic earnings per share | 就計算每股基本盈利之普通股加權平均數 | 400,000,000 | 400,000,000 |

No diluted earnings per share for the six months ended 30 September 2020 and 2019 was presented as there was no dilutive potential ordinary share in issue for both periods.

7. 所得稅開支(續)

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)，其引入利得稅兩級制。條例草案於二零一八年三月二十八日經簽署成為法律並於翌日刊登憲報。根據該利得稅兩級制，合資格集團實體的首200萬港元溢利將按8.25%的稅率徵稅，而超過200萬港元的溢利將按16.5%的稅率徵稅。不符合該利得稅兩級制資格的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。

因此，就合資格集團實體的香港利得稅按首200萬港元之估計應課稅溢利的8.25%及超過200萬港元之估計應課稅溢利的16.5%計算。

8. 每股盈利

每股基本盈利的計算乃基於以下數據：

由於兩期間並無已發行潛在攤薄普通股，故未有呈列截至二零二零年及二零一九年九月三十日止六個月的每股攤薄盈利。

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

9. DIVIDENDS

During the six months ended 30 September 2020, a final dividend in respect of the year ended 31 March 2020 of HK1.7 cents per ordinary share (HK\$6.8 million in aggregate) was declared and paid to the shareholders of the Company.

During the six months ended 30 September 2019, a final dividend in respect of the year ended 31 March 2019 of HK1.4 cents per ordinary share (HK\$5.6 million in aggregate) was declared and paid to the shareholders of the Company.

The Board did not declare any interim dividend for the six months ended 30 September 2020 (2019: Nil).

10. PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 September 2020, the Group acquired property and equipment amounting to HK\$65,000 (Unaudited) (2019: HK\$489,000 (Unaudited)).

During the six months ended 30 September 2020, the Group renewed certain lease agreements for the use of leased properties for six months to one year. On lease modification dates, the Group recognised HK\$200,000 (Unaudited) of right-of-use assets and HK\$199,000 (Unaudited) of lease liabilities in aggregate.

During the six months ended 30 September 2019, the Group entered into certain new lease agreements for the use of leased properties for one to three years. On lease commencement dates, the Group recognised HK\$622,000 (Unaudited) of right-of-use assets and HK\$622,000 (Unaudited) of lease liabilities in aggregate.

9. 股息

於截至二零二零年九月三十日止六個月，已向本公司股東宣派及已付截至二零二零年三月三十一日止年度的末期股息每股普通股1.7港仙(合共680萬港元)。

於截至二零一九年九月三十日止六個月，已向本公司股東宣派及已付截至二零一九年三月三十一日止年度的末期股息每股普通股1.4港仙(合共560萬港元)。

董事會不就截至二零二零年九月三十日止六個月宣派任何中期股息(二零一九年：無)。

10. 物業及設備及使用權資產

於截至二零二零年九月三十日止六個月，本集團購置物業及設備為65,000港元(未經審核)(二零一九年：489,000港元(未經審核))。

截至二零二零年九月三十日止六個月，本集團就使用租賃物業重續若干為期六個月至一年的租賃協議。於租賃修訂日，本集團合共確認使用權資產200,000港元(未經審核)及租賃負債199,000港元(未經審核)。

截至二零一九年九月三十日止六個月，本集團就使用租賃物業訂立若干新租賃協議，為期一至三年。於租賃開始當日，本集團合共確認使用權資產622,000港元(未經審核)及租賃負債622,000港元(未經審核)。

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

II. TRADE RECEIVABLES

| | | As 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) | As 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) |
|---------------------------------|----------|--|--|
| Trade receivables | 貿易應收款項 | 55,737 | 60,379 |
| Less: Impairment loss allowance | 減：減值虧損撥備 | (432) | (567) |
| | | 55,305 | 59,812 |

The Group grants credit terms of 30 days to its customers from the date of invoices on progress billings of contract works. An aged analysis of the trade receivables net of impairment loss allowance presented based on the invoice date at the end of each reporting period is as follows:

本集團自合約工程進度款項發票日期起向其客戶授出30天的信用期。於各報告期末基於發票日期呈列的貿易應收款項(扣除減值虧損撥備)賬齡分析如下：

| | | As 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) | As 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) |
|--------------|--------|--|--|
| 0–30 days | 0至30天 | 52,483 | 47,209 |
| 31–60 days | 31至60天 | 2,311 | 11,194 |
| 61–90 days | 61至90天 | 44 | 697 |
| Over 90 days | 超過90天 | 467 | 712 |
| | | 55,305 | 59,812 |

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. CONTRACT ASSETS AND CONTRACT LIABILITIES

12. 合約資產及合約負債

| | | As 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) | As 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) |
|---------------------------------|----------|--|--|
| Contract assets | 合約資產 | 161,235 | 134,075 |
| Less: Impairment loss allowance | 減：減值虧損撥備 | (2,544) | (2,510) |
| | | 158,691 | 131,565 |
| Contract liabilities | 合約負債 | 14,976 | 11,328 |

The Group has rights to considerations from customers for the provision of E&M engineering services. Contract assets arise when the Group has right to consideration for completion of E&M engineering services and not yet billed under the relevant contracts, and their right is conditioned on factors other than passage of time. Any amount previously recognised as a contract asset is reclassified to trade receivables when such right becomes unconditional other than the passage of time. Remaining rights and performance obligations in a particular contract is accounted for and presented on a net basis, as either a contract asset or a contract liability. If the progress payment exceeds the revenue recognised to date under the input method, the Group recognises a contract liability for the difference.

Retention money is unsecured and interest-free and represented the monies withheld by customers of contract works recoverable after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, usually being 1 to 2 years from the date of completion of respective E&M engineering services projects. Normally the retention money will be accumulated up to 5% or 10% of the contract value.

本集團有權就提供機電工程服務向客戶收取代價。本集團有權就已完成機電工程服務收取代價但尚未根據相關合約開票時產生合約資產，而其權利以隨時間推移以外的因素為條件。有關權利於並非因隨時間推移成為無條件時，任何早前確認為合約資產的金額獲重新分類至貿易應收款項。指定合約的餘下權利及履約責任以淨額基準入賬及呈列為合約資產或合約債務。倘進度款項超過根據輸入法確認至今的收入，本集團則就差異確認合約負債。

保固金為無抵押及免息，並指相關合約的保修期屆滿後，或根據相關合約訂明的期限，通常為各機電工程服務項目完成後一至二年工程客戶預扣的可收回保固金。保固金一般將累計達合約價值的5%或10%。

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

13. TRADE PAYABLES

The credit period on purchases and subcontracting of contract work services ranges from 30 to 60 days generally. The following is an aged analysis of trade payables presented based on the invoice date at the end of each reporting period:

13. 貿易應付款項

物料採購及分包合約工程服務的信用期通常介乎30至60天。以下為於各報告期末基於發票日期呈列的貿易應付款項賬齡分析：

| | | As 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) | As 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) |
|-----------------|---------|--|--|
| Trade payables: | 貿易應付款項： | | |
| 0–30 days | 0至30天 | 48,217 | 13,743 |
| 31–60 days | 31至60天 | 12,251 | 18,401 |
| 61–90 days | 61至90天 | 1,183 | – |
| Over 90 days | 超過90天 | 44 | – |
| | | 61,695 | 32,144 |

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

14. BANK BORROWINGS

14. 銀行借款

| | | As 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) | As 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) |
|--|--------------|--|--|
| Secured bank borrowings | 有抵押銀行借款 | 6,440 | 6,816 |
| Carrying amounts repayable (note) : | 應償還賬面值(附註) : | | |
| Within one year | 於一年內 | 781 | 742 |
| Within a period of more than one year but not exceeding two years | 一年以上但不超過兩年 | 797 | 767 |
| Within a period of more than two years but not exceeding five years | 兩年以上但不超過五年 | 2,494 | 2,453 |
| Within a period of more than five years | 超過五年 | 2,368 | 2,854 |
| | | 6,440 | 6,816 |

Note: The amounts due are based on scheduled repayment dates set out in the loan agreements.

附註：逾期款項乃基於貸款協議所載計劃償還日期作出。

All the bank borrowings as at 30 September 2020 and 31 March 2020 contain a repayable on demand clause and are shown under current liabilities.

於二零二零年九月三十日及二零二零年三月三十一日的所有銀行借款附帶須按要求償還條款，並列於流動負債下。

All bank borrowings as at 30 September 2020 and 31 March 2020 were guaranteed by corporate guarantee of the Company.

於二零二零年九月三十日及二零二零年三月三十一日的所有銀行借款均由本公司的公司擔保所擔保。

Certain banking facilities of the Group were secured by leasehold land and buildings owned by the Group as at 30 September 2020 and 31 March 2020.

本集團的若干銀行融資於二零二零年九月三十日及二零二零年三月三十一日以本集團擁有的租賃土地及樓宇作抵押。

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

14. BANK BORROWINGS (Cont'd)

As at 30 September 2020 and 31 March 2020, the Group had a facility agreement entered into with a bank with certain obligation of Mr. Yu and Mr. Lau Man Ching ("Mr. Lau"), who is the chief executive officer of the Company and executive Director, pursuant to such facility agreement including the following: (i) Mr. Yu and Mr. Lau undertake to maintain as the largest shareholders of the Company directly or indirectly; and (ii) Mr. Yu and Mr. Lau shall remain as the chairman or director of the Company.

As at 30 September 2020 and 31 March 2020, the Group had another facility agreement entered into with a bank with the following obligation undertaken by the Group: (i) In case of Mr. Yu and Mr. Lau are not the major shareholders of the Company, the Group should notify the bank 14 days in advance; and (ii) In case of Mr. Yu is not entitled to be chairman of the Company, the Group should notify the bank 14 days in advance.

As at 30 September 2020 and 31 March 2020, the Group had another facility agreement entered into with a bank with the following obligation undertaken by the Group: (i) In case of Mr. Yu and Mr. Lau are not the major shareholders of the Company, the Group should notify the bank 14 days in advance; and (ii) In case of Mr. Yu and Mr. Lau are not entitled to be chairman or director of the Company, the Group should notify the bank 14 days in advance.

14. 銀行借款(續)

於二零二零年九月三十日及二零二零年三月三十一日，本集團有一份與一家銀行訂立的融資協議，並根據融資協議作出有關俞先生及劉文青先生（「劉先生」，本公司的行政總裁兼執行董事）的若干責任的承諾，包括以下：(i) 俞先生及劉先生承諾直接或間接保持作為本公司的最大股東；及(ii) 俞先生及劉先生須繼續作為本公司的主席或董事。

於二零二零年九月三十日及二零二零年三月三十一日，本集團有另一份與一家銀行訂立的融資協議，本集團已承諾以下責任：(i) 倘俞先生及劉先生並非本公司主要股東，本集團須向銀行發出14天事先通知；及(ii) 倘俞先生不擔任本公司的主席，本集團須向銀行發出14天事先通知。

於二零二零年九月三十日及二零二零年三月三十一日，本集團有另一份與一家銀行訂立的融資協議，並由本集團承擔以下責任：(i) 倘俞先生及劉先生並非本公司主要股東，本集團須向銀行發出14天事先通知；及(ii) 倘俞先生及劉先生不擔任本公司主席或董事，本集團須向銀行發出14天事先通知。

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

15. SHARE CAPITAL

Details of the share capital of the Company are disclosed as follows:

| | Number of shares 股份數目 | Amount 金額 | |
|--|--|----------------|-----------------|
| | | HK\$ 港元 | HK\$'000 千港元 |
| Ordinary shares of HK\$0.01 each Authorised: At 1 April 2019 (Audited), 30 September 2019 (Unaudited), 1 April 2020 (Audited) and 30 September 2020 (Unaudited) | 每股面值 0.01 港元的普通股 法定： 於二零一九年四月一日(經審核)、 二零一九年九月三十日 (未經審核)、二零二零年 四月一日(經審核)及 二零二零年九月三十日 (未經審核) | 10,000,000,000 | 100,000,000 |
| Issued and fully paid: At 1 April 2019 (Audited), 30 September 2019 (Unaudited), 1 April 2020 (Audited) and 30 September 2020 (Unaudited) | 已發行及悉數支付： 於二零一九年四月一日(經審核)、 二零一九年九月三十日 (未經審核)、二零二零年 四月一日(經審核)及 二零二零年九月三十日 (未經審核) | 400,000,000 | 4,000,000 |

16. DEBT INSTRUMENTS AT AMORTISED COST

| | As 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) | As 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) |
|---|--|--|
| | | |
| Investment in a listed bond, with fixed interest of 11.50% and maturity date in August 2021 | 於固定利息 11.50% 及到期日 為二零二一年八月的 上市債券的投資 | 1,882 |
| Investment in a listed bond, with fixed interest of 7.95% and maturity date in October 2023 | 於固定利息 7.95% 及到期日 為二零二三年十月的 上市債券的投資 | 1,888 |
| | | 5,909 |
| | | 4,106 |

15. 股本

本公司股本詳情披露如下：

16. 按攤銷成本列賬的債務工具

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

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | | As 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) | As 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) |
|---|------------------|--|--|
| Financial assets mandatorily measured at fair value through profit or loss: | 強制按公平值計入損益的金融資產： | | |
| Equity securities listed in Hong Kong | 於香港上市的股本證券 | 12,800 | 11,693 |

18. PLEDGE OF ASSETS

At the end of each reporting period, the Group pledged the following assets to secure the bank borrowings and banking facilities including performance guarantees issued by the banks.

The carrying amounts of the assets pledged are as follows:

| | | As 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) | As 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) |
|------------------------------|---------|--|--|
| Leasehold land and buildings | 租賃土地及樓宇 | 18,859 | 19,212 |

17. 按公平值計入損益的金融資產

18. 資產抵押

於各報告期末，本集團抵押以下資產以為銀行借款及銀行融資（包括銀行發出的履約保證）作抵押。

已抵押資產賬面值如下：

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

19. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in the condensed consolidated financial statements, the Group had the following related party transactions during the period:

Compensation to key management personnel of the Group which represent the Directors are as follows:

| | |
|---|----------|
| Directors' fees | 董事袍金 |
| Salaries | 薪金 |
| Retirement benefit scheme contributions | 退休福利計劃供款 |

19. 關聯方交易

除於簡明綜合財務報表其他地方所披露者外，本集團於期內曾發生以下關聯方交易：

下列為本集團主要管理人員（即董事）的薪酬：

| For the six months ended 30 September | |
|---------------------------------------|-------------|
| 截至九月三十日止六個月 | |
| 2020 | 2019 |
| 二零二零年 | 二零一九年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |

| | | | |
|--|--|-------|-------|
| | | 234 | 298 |
| | | 3,084 | 2,292 |
| | | 27 | 18 |

20. PERFORMANCE GUARANTEES

As at 30 September 2020, performance guarantees of HK\$164,127,000 (Unaudited) (31 March 2020: HK\$121,807,000 (Audited)) were given by banks in favour of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance guarantees have been given, such customers may demand the banks to pay to them the sum or sum stipulated in such demand. The Group will become liable to compensate such banks accordingly. The performance guarantees will be released upon completion of the contract works. The performance guarantees were granted under the banking facilities with details as set out in note 14.

At the end of each reporting period, as represented by the Directors, they do not consider it is probable that a claim will be made against the Group.

20. 履約保證

於二零二零年九月三十日，銀行以本集團客戶為受益人提供履約保證，為164,127,000港元（未經審核）（二零二零年三月三十一日：121,807,000港元（經審核）），作為本集團妥善履行及遵守其與客戶所訂立合約項下責任的擔保。倘本集團的履約情況未能令其已作出履約保證的客戶滿意，有關客戶可要求銀行支付金額或有關要求訂明的金額。本集團將負責向有關銀行作出相應補償。履約保證將於合約工程完成後解除。履約保證乃根據銀行融資授出，詳情載於附註14。

於各報告期末，如董事所述，其認為向本集團提出申索的可能性不大。

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

21. FAIR VALUE MEASUREMENT

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

21. 公平值計量

按經常性基準以公平值計量的本集團財務資產的公平值

本集團部分財務資產乃於各報告期末按公平值計量。下表提供如何釐定該金融資產公平值的資料(尤其是估值方法及所使用的輸入數據), 以及按公平值計量輸入數據的可觀察程度將公平值計量歸類入公平值架構的級別(第一至第三級)。

- 一級公平值計量乃按同類資產或負債於活躍市場的報價(未經調整)的計量;
- 二級公平值計量乃按資產或負債的可觀察輸入數據(除已包括在一級內的報價外), 不論直接(即價格)或間接(即源自價格)計量; 及
- 三級公平值計量乃按資產或負債的非根據可觀察市場數據(無法觀察輸入值)的估值方法得出。

Fair value as at 於下列日期的公平值

| Financial instruments 金融工具 | Fair value as at 於下列日期的公平值 | | Fair value hierarchy 公平值架構 | Valuation technique(s) and key input(s) 估值方法及 主要輸入數據 |
|--|--|--|----------------------------------|--|
| | 30 September 2020 二零二零年 九月三十日 | 31 March 2020 二零二零年 三月三十一日 | | |
| Financial assets at fair value through profit or loss 按公平值計入損益的 金融資產 | Equity securities listed in Hong Kong: HK\$12,800,000 於香港上市的 股權證券: 12,800,000 港元 | Equity securities listed in Hong Kong: HK\$11,693,000 於香港上市的 股權證券: 11,693,000 港元 | Level 1 一級 | Quoted bid prices in an active market 在活躍市場所報的 競價 |

There is no transfers among Level 1 and Level 2 during both periods.

於該兩段期間, 一級與二級之間並無轉讓。

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

21. FAIR VALUE MEASUREMENT (Cont'd)

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The Directors 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.

22. CAPITAL COMMITMENTS

21. 公平值計量(續)

非按經常性基準以公平值計量的本集團財務資產及財務負債的公平值

董事認為，於簡明綜合財務報表中按攤銷成本列賬的財務資產及財務負債的賬面值與其公平值相若。

22. 資本承擔

| | As 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) | As 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) |
|--|--|--|
| Capital expenditure in respect of the acquisition of property and equipment contracted for but not provided in the condensed consolidated financial statements | 60 | 150 |



SH GROUP (HOLDINGS) LIMITED

順興集團(控股)有限公司