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WINSON HOLDINGS HONG KONG LIMITED

永順控股香港有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：6812)

截至2022年9月30日止六個月的中期業績公告

永順控股香港有限公司(「**本公司**」，連同其附屬公司，統稱為「**本集團**」)董事(「**董事**」)
會(「**董事會**」)欣然宣佈本集團截至2022年9月30日止六個月的未經審核簡明綜合業
績。本公告載列本公司2022年中期報告全文，乃符合香港聯合交易所有限公司證券
上市規則(「**上市規則**」)有關中期業績初步公告附載資料的相關規定。



WINSON HOLDINGS HONG KONG LIMITED
永順控股香港有限公司

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

Stock Code 股份代號 : 6812



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Madam Ng Sing Mui (*Chairperson*)
Ms. Sze Tan Nei
Mr. Ang Ming Wah
Mr. Sze Wai Lun

Independent Non-executive Directors

Mr. Yuen Ching Bor Stephen
Mr. Chung Koon Yan
Mr. Chan Chun Sing

COMPANY SECRETARY

Mr. Tse Kam Fai

AUDIT COMMITTEE

Mr. Chung Koon Yan (*Chairperson*)
Mr. Yuen Ching Bor Stephen
Mr. Chan Chun Sing

REMUNERATION COMMITTEE

Mr. Yuen Ching Bor Stephen (*Chairperson*)
Ms. Sze Tan Nei
Mr. Chung Koon Yan

NOMINATION COMMITTEE

Madam Ng Sing Mui (*Chairperson*)
Mr. Yuen Ching Bor Stephen
Mr. Chan Chun Sing

公司資料

董事會

執行董事

吳醒梅女士 (*主席*)
施丹妮女士
洪明華先生
施偉倫先生

獨立非執行董事

袁靖波先生
鍾琯因先生
陳振聲先生

公司秘書

謝錦輝先生

審核委員會

鍾琯因先生 (*主席*)
袁靖波先生
陳振聲先生

薪酬委員會

袁靖波先生 (*主席*)
施丹妮女士
鍾琯因先生

提名委員會

吳醒梅女士 (*主席*)
袁靖波先生
陳振聲先生

AUTHORISED REPRESENTATIVES

(for the purpose of the Listing Rules)

Madam Ng Sing Mui
Ms. Sze Tan Nei

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 01-02, 9/F., The Octagon
No. 6 Sha Tsui Road
Tsuen Wan, New Territories
Hong Kong

STOCK CODE

6812

COMPANY WEBSITE

www.winsongrouphk.com

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

授權代表

(就上市規則而言)

吳醒梅女士
施丹妮女士

註冊辦事處

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

香港總部及主要營業地點

香港
新界荃灣
沙咀道6號
嘉達環球中心
9樓01-02室

股份代號

6812

公司網站

www.winsongrouphk.com

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
16th Floor, The Centre
99 Queen's Road Central
Central, Hong Kong

United Overseas Bank Limited
23/F, 3 Garden Road
Central, Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
25/F, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISERS TO THE COMPANY

As to Hong Kong Law
Cheung & Choy
Suites 3804-05, 38/F., Central Plaza
18 Harbour Road
Wanchai, Hong Kong

As to Cayman Islands Law
Conyers Dill & Pearman
29th Floor
One Exchange Square
8 Connaught Place
Central
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

星展銀行(香港)有限公司
香港中環
皇后大道中99號
中環中心16樓

大華銀行有限公司
香港中環
花園道3號23樓

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中111號
永安中心25樓

本公司法律顧問

關於香港法律
張世文蔡敏律師事務所
香港灣仔
港灣道18號
中環廣場
38樓3804-05室

關於開曼群島法律
Conyers Dill & Pearman
香港
中環
康樂廣場8號
交易廣場1期
29樓

UNAUDITED INTERIM RESULTS

The board (the "Board") of directors (the "Directors") of Winson Holdings Hong Kong Limited (the "Company", together with its subsidiaries, the "Group") is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 September 2022 (the "Period"), together with the comparative unaudited figures for the corresponding period in 2021, as follows. The unaudited condensed consolidated results have not been audited by the Company's auditor, but have been reviewed by the Company's audit committee (the "Audit Committee").

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核中期業績

永順控股香港有限公司（「本公司」，連同其附屬公司，「本集團」）董事（「董事」）會（「董事會」）欣然宣佈，本集團截至2022年9月30日止六個月（「本期間」或「期內」）之未經審核簡明綜合業績，連同2021年同期未經審核比較數字如下。未經審核簡明綜合業績未經本公司核數師審核，惟已經本公司審核委員會（「審核委員會」）審閱。

簡明綜合全面收益表

| | | | | For the six months ended 30 September 截至9月30日止六個月 | |
|---|-----------------------|-------------|---|---|--|
| | | Notes 附註 | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) | |
| Revenue | 收益 | 4 | 236,071 | 242,224 | |
| Cost of services | 服務成本 | | (194,990) | (203,529) | |
| Gross profit | 毛利 | | 41,081 | 38,695 | |
| Other income and gains | 其他收入及收益 | 4 | 2,513 | 544 | |
| General operating expenses | 一般經營開支 | | (24,932) | (26,230) | |
| Finance costs | 融資成本 | 5 | (55) | (58) | |
| Profit before income tax | 除所得稅前溢利 | 6 | 18,607 | 12,951 | |
| Income tax expense | 所得稅開支 | 7 | (3,632) | (2,535) | |
| Profit for the period and total comprehensive income for the period attributable to owners of the Company | 期內溢利及本公司擁有人應佔期內全面收益總額 | | 14,975 | 10,416 | |
| Earnings per share – Basic | 每股盈利 – 基本 | 9 | HK2.50 cents 2.50港仙 | HK1.74 cents 1.74港仙 | |
| – Diluted | – 攤薄 | | HK2.50 cents 2.50港仙 | HK1.74 cents 1.74港仙 | |

**CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**

簡明綜合財務狀況表

| | | | As at 30 September 2022 於2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | As at 31 March 2022 於2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
|--|-------------|--------------------|---|---|
| | Notes 附註 | | | |
| ASSETS AND LIABILITIES | | 資產及負債 | | |
| Non-current assets | | 非流動資產 | | |
| Property, plant and equipment | 10 | 物業、廠房及設備 | 35,340 | 37,784 |
| Prepayments | 12 | 預付款項 | 71 | – |
| | | | 35,411 | 37,784 |
| Current assets | | 流動資產 | | |
| Inventories | | 存貨 | 33 | 79 |
| Trade receivables | 11 | 貿易應收款項 | 95,987 | 104,019 |
| Prepayments, deposits and other receivables | | 預付款項、按金及 其他應收款項 | 2,058 | 5,119 |
| Tax recoverable | | 可收回稅項 | – | 19 |
| Cash and cash equivalents | | 現金及現金等價物 | 134,542 | 117,213 |
| | | | 232,620 | 226,449 |
| Current liabilities | | 流動負債 | | |
| Trade payables | 13 | 貿易應付款項 | 14,860 | 16,331 |
| Accruals, deposits and other payables | | 應計費用、按金及 其他應付款項 | 29,710 | 33,036 |
| Bank borrowings | 15 | 銀行借款 | 3,277 | 4,034 |
| Lease liabilities | | 租賃負債 | 312 | 408 |
| Tax payable | | 應付稅項 | 5,203 | 1,660 |
| | | | 53,362 | 55,469 |
| Net current assets | | 流動資產淨額 | 179,258 | 170,980 |
| Total assets less current liabilities | | 總資產減流動負債 | 214,669 | 208,764 |
| Non-current liabilities | | 非流動負債 | | |
| Lease liabilities | | 租賃負債 | – | 86 |
| Provision for long service payments | | 長期服務金撥備 | 10,744 | 10,946 |
| Deferred tax liabilities | | 遞延稅項負債 | 2,410 | 2,354 |
| | | | 13,154 | 13,386 |
| Net assets | | 淨資產 | 201,515 | 195,378 |
| EQUITY | | 權益 | | |
| Share capital | | 股本 | 6,000 | 6,000 |
| Reserves | | 儲備 | 195,515 | 189,378 |
| Total equity | | 權益總額 | 201,515 | 195,378 |

CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY

簡明綜合權益變動表

| | | Share capital | Share premium | Merger reserve | Share option reserve | Retained profits | Total |
|---|-----------------------|------------------|------------------|-------------------|----------------------------|---------------------|----------------|
| | | 股本 | 股份溢價 | 合併儲備 | 購股權 儲備 | 保留溢利 | 總計 |
| | | 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 |
| At 31 March 2021 (audited) | 於2021年3月31日 (經審核) | 6,000 | 48,177 | 20,917 | 30 | 133,558 | 208,682 |
| Final dividend paid | 已付末期股息 | - | - | - | - | (35,400) | (35,400) |
| Profit for the period and total comprehensive income for the period | 期內溢利及期內 全面收益總額 | - | - | - | - | 10,416 | 10,416 |
| At 30 September 2021 (unaudited) | 於2021年9月30日 (未經審核) | 6,000 | 48,177 | 20,917 | 30 | 108,574 | 183,698 |
| At 31 March 2022 (audited) | 於2022年3月31日 (經審核) | 6,000 | 48,177 | 20,917 | 30 | 120,254 | 195,378 |
| Final dividend paid | 已付末期股息 | - | - | - | - | (8,838) | (8,838) |
| Profit for the period and total comprehensive income for the period | 期內溢利及期內 全面收益總額 | - | - | - | - | 14,975 | 14,975 |
| At 30 September 2022 (unaudited) | 於2022年9月30日 (未經審核) | 6,000 | 48,177 | 20,917 | 30 | 126,391 | 201,515 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|--|-------------------------|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Net cash generated from operating activities | 經營活動所產生之現金淨額 | 27,714 | 30,998 |
| Net cash use in investing activities | 投資活動所用之現金淨額 | (598) | (4,680) |
| Net cash use in financing activities | 融資活動所用之現金淨額 | (9,787) | (36,717) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等價物之 增加／(減少) 淨額 | 17,329 | (10,399) |
| Cash and cash equivalents at the beginning of the period | 期初現金及現金等價物 | 117,213 | 121,673 |
| Cash and cash equivalents at the end of the period | 期末現金及現金等價物 | 134,542 | 111,274 |
| Analysis of balances of cash and cash equivalents | 現金及現金等價物結餘分析 | | |
| Cash and bank balance | 現金及銀行結餘 | 134,542 | 111,274 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 31 May 2016. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is Unit 01-02, 9/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are provision of environmental hygiene and related services and airline catering support services in Hong Kong.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial results for the six months ended 30 September 2022 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The unaudited condensed consolidated financial results do not include all of the information and disclosures required in the annual consolidated financial statements and hence should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2022.

簡明綜合財務業績附註

1. 一般資料

本公司於2016年5月31日在開曼群島註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。其主要營業地點的地址為香港新界荃灣沙咀道6號嘉達環球中心9樓01-02室。

本公司為投資控股公司。本集團主要業務乃於香港提供環境衛生及相關服務以及航空餐飲支援服務。

2. 編製基準及會計政策

截至2022年9月30日止六個月之未經審核簡明綜合財務業績已根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則、香港會計準則及詮釋（以下統稱「香港財務報告準則」）以及聯交所證券上市規則（「上市規則」）的適用披露規定而編製。

未經審核簡明綜合財務業績不包括年度綜合財務報表規定的所有資料及披露事項，故應與本集團截至2022年3月31日止年度的綜合財務報表一併閱讀。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The unaudited condensed consolidated financial results for the six months ended 30 September 2022 have been prepared on the historical cost basis and presented in Hong Kong Dollars (“HK\$”), which is also the functional currency of the Company and all values are rounded to the nearest thousand (“HK\$’000”) except otherwise indicated.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements for the six months ended 30 September 2022 are consistent with those adopted in the preparation of the annual financial statements for the year ended 31 March 2022.

For the purpose of preparing and presenting the financial information of the unaudited condensed consolidated financial results, the Group has consistently adopted HKFRSs issued by HKICPA which are effective for the Group’s financial year beginning on 1 April 2022. The Group has not early applied the new and revised HKFRSs that have been issued by the HKICPA but are yet to be effective on the accounting period beginning on 1 April 2022.

3. SEGMENT INFORMATION

The Group is currently organised into two operating divisions as follows:

- (1) Environmental hygiene and related services
- (2) Airline catering support services

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than tax recoverable and cash and cash equivalents.
- all liabilities are allocated to operating segments other than bank borrowings and tax payable.
- all profit or loss are allocated to operating segments other than directors’ emoluments, finance costs related to bank borrowings, income tax expense and certain other income and expenses incurred by the head office.

2. 編製基準及會計政策 (續)

除另有註明者外，截至2022年9月30日止六個月之未經審核簡明綜合財務業績已根據歷史成本基準編製，並以港元（「港元」）（其亦為本公司之功能貨幣）呈列，而所有數值均調整至最接近千位（「千港元」）。

編製截至2022年9月30日止六個月之未經審核簡明綜合財務報表所採用之會計政策及計算方法與編製截至2022年3月31日止年度之年度財務報表所採用者一致。

就編製及呈列未經審核簡明綜合財務業績之財務資料而言，本集團已貫徹採納由香港會計師公會頒佈之香港財務報告準則，該等準則對本集團2022年4月1日開始的財政年度有效。本集團並無提早應用由香港會計師公會頒佈但尚未於2022年4月1日開始的會計期間生效的新訂及經修訂香港財務報告準則。

3. 分部資料

本集團現分為以下兩個經營分部：

- (1) 環境衛生及相關服務
- (2) 航空餐飲支援服務

為監察分部表現及在分部間分配資源：

- 除可收回稅項以及現金及現金等價物外，所有資產均分配至經營分部。
- 除銀行借款及應付稅項外，所有負債均分配至經營分部。
- 除董事酬金、與銀行借款相關的融資成本、所得稅開支及總部產生的若干其他收入及開支外，所有損益均分配至經營分部。

3. SEGMENT INFORMATION (Continued)

Segment revenue and results

For the six months ended 30 September 2022

3. 分部資料 (續)

分部收益及業績

截至2022年9月30日止六個月

| | | Environmental hygiene and related services 環境衛生及 相關服務 HK\$'000 千港元 (Unaudited) (未經審核) | Airline catering support services 航空餐飲 支援服務 HK\$'000 千港元 (Unaudited) (未經審核) | Total 總計 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|------------------|---|--|---|
| Revenue | 收益 | | | |
| Sales to external customers | 對外部客戶銷售 | 236,071 | – | 236,071 |
| Segment results | 分部業績 | 24,345 | – | 24,345 |
| Directors' emoluments | 董事酬金 | | | (5,261) |
| Finance costs | 融資成本 | | | (45) |
| Unallocated corporate income and expenses, net | 未分配企業收入及 開支淨額 | | | (432) |
| Profit before income tax | 除所得稅前溢利 | | | 18,607 |
| Income tax expense | 所得稅開支 | | | (3,632) |
| Profit for the period | 期內溢利 | | | 14,975 |

3. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the six months ended 30 September 2021

3. 分部資料 (續)

分部收益及業績 (續)

截至2021年9月30日止六個月

| | | Environmental hygiene and related services 環境衛生及 相關服務 HK\$'000 千港元 (Unaudited) (未經審核) | Airline catering support services 航空餐飲 支援服務 HK\$'000 千港元 (Unaudited) (未經審核) | Total 總計 HK\$'000 千港元 (Unaudited) (未經審核) |
|--------------------------------|---------|---|--|---|
| Revenue | 收益 | | | |
| Sales to external customers | 對外部客戶銷售 | 242,224 | – | 242,224 |
| Segment results | 分部業績 | 18,595 | – | 18,595 |
| Directors' emoluments | 董事酬金 | | | (5,347) |
| Finance costs | 融資成本 | | | (47) |
| Unallocated corporate expenses | 未分配企業開支 | | | (250) |
| Profit before income tax | 除所得稅前溢利 | | | 12,951 |
| Income tax expense | 所得稅開支 | | | (2,535) |
| Profit for the period | 期內溢利 | | | 10,416 |

3. SEGMENT INFORMATION (Continued)

3. 分部資料 (續)

Segment assets and liabilities

分部資產及負債

| | | As at 於 | |
|--|------------|--|---|
| | | 30 September 2022 2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 March 2022 2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
| Segment assets | 分部資產 | | |
| Environmental hygiene and related services | 環境衛生及相關服務 | 133,489 | 147,001 |
| Airline catering support services | 航空餐飲支援服務 | – | – |
| | | 133,489 | 147,001 |
| Unallocated | 未經分配 | | |
| – Tax recoverable | – 可收回稅項 | – | 19 |
| – Cash and cash equivalents | – 現金及現金等價物 | 134,542 | 117,213 |
| Total assets | 總資產 | 268,031 | 264,233 |
| Segment liabilities | 分部負債 | | |
| Environmental hygiene and related services | 環境衛生及相關服務 | 58,036 | 63,161 |
| Airline catering support services | 航空餐飲支援服務 | – | – |
| | | 58,036 | 63,161 |
| Unallocated | 未經分配 | | |
| – Bank borrowings | – 銀行借款 | 3,277 | 4,034 |
| – Tax payable | – 應付稅項 | 5,203 | 1,660 |
| Total liabilities | 負債總額 | 66,516 | 68,855 |

4. REVENUE, OTHER INCOME AND GAINS

- (a) The Group's revenue recognised during the Period are as follows:

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|--|-----------|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Revenue: | 收益： | | |
| Environmental hygiene and related services | 環境衛生及相關服務 | 236,071 | 242,224 |

- (b) The Group's other income and gains are as follows:

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|---|----------------|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Other income and gains: | 其他收入及收益： | | |
| Sales of scrap materials | 廢料銷售 | 261 | 192 |
| Reversal of impairment losses on trade receivables, net | 貿易應收款項減值虧損撥回淨額 | – | 81 |
| Government subsidies (note) | 政府補貼(附註) | 2,238 | 267 |
| Sundry income | 雜項收入 | 14 | 4 |
| | | 2,513 | 544 |

Note: For the six months ended 30 September 2022, the amount represented the subsidies granted by the Government of the Hong Kong Special Administrative Region of the People's Republic of China under the Anti-epidemic Fund.

For the six months ended 30 September 2021, the amount represented subsidies received by the Group for phasing out certain diesel motors vehicles.

- (a) 本集團於本期間確認的收益如下：

- (b) 本集團其他收入及收益如下：

附註：於截至2022年9月30日止六個月，該金額為中華人民共和國香港特別行政區政府於防疫抗疫基金項下授出的補貼。

於截至2021年9月30日止六個月，該金額為本集團淘汰若干柴油汽車所得補貼。

5. FINANCE COSTS

5. 融資成本

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|-------------------------------|--------|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Interest on bank borrowings | 銀行借款利息 | 45 | 47 |
| Interest on lease liabilities | 租賃負債利息 | 10 | 11 |
| | | 55 | 58 |

6. PROFIT BEFORE INCOME TAX

6. 除所得稅前溢利

The Group's profit before income tax for the is arrived at after charging/(crediting):

本集團之除所得稅前溢利乃經扣除／(計入) 下列項目後達致：

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|---|----------------------|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Cost of inventories recognised as expenses | 確認為開支的存貨成本 | 6,297 | 6,136 |
| Depreciation | 折舊 | 2,950 | 3,373 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備的虧損 | 22 | 55 |
| Provision for/(reversal of) impairment loss on trade receivables, net | 貿易應收款項減值虧損撥備／(撥回) 淨額 | 35 | (81) |
| Short-term leases expenses | 短期租賃開支 | 202 | 171 |
| Employee costs (including directors' remuneration): | 僱員成本(包括董事薪酬)： | | |
| – Wages, salaries and allowances | – 工資、薪金及補貼 | 138,348 | 143,726 |
| – Retirement scheme contributions | – 退休計劃供款 | 5,462 | 5,816 |
| | | 143,810 | 149,542 |

7. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided in accordance with two-tiered profits tax rate regime. The first HK\$2,000,000 of assessable profits of a qualifying entity of the Group is taxed at 8.25% and the assessable profits above HK\$2,000,000 are taxed at 16.5% for both six months ended 30 September 2022 and 2021.

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|-------------------------------------|------------|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Current tax – Hong Kong Profits Tax | 即期稅項—香港利得稅 | 3,576 | 2,479 |
| Deferred taxation | 遞延稅項 | 56 | 56 |
| | | 3,632 | 2,535 |

7. 所得稅開支

香港利得稅根據利得稅兩級制計算。於截至2022年及2021年9月30日止六個月，本集團合資格公司的首2,000,000港元應課稅溢利的稅率為8.25%，而2,000,000港元以上的應課稅溢利則按16.5%徵稅。

8. DIVIDEND

The final dividend for the year ended 31 March 2022 of HK1.473 cents per ordinary share, in an aggregate amount of HK\$8,838,000 was approved and paid during the Period.

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|--|--|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Final dividend paid – HK1.473 cents (2021: HK5.9 cents) per ordinary share | 已付末期股息 —每股普通股1.473港仙 (2021年：5.9港仙) | 8,838 | 35,400 |

8. 股息

截至2022年3月31日止年度的末期股息每股普通股1.473港仙，總額8,838,000港元已於期內批准及支付。

The Board has resolved not to declare any interim dividend for the six months ended 30 September 2022 (30 September 2021: nil).

董事會議決不宣派截至2022年9月30日止六個月之任何中期股息（2021年9月30日：無）。

9. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is as follow:

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|--|-------------------------|---|---|
| | | 2022 2022年 HK\$'000 千港元 (unaudited) (未經審核) | 2021 2021年 HK\$'000 千港元 (unaudited) (未經審核) |
| Earnings | 盈利 | | |
| Profit attributable to owners of the Company for the purpose of basic and diluted earnings per share | 就計算每股基本及攤薄盈利的本公司擁有人應佔溢利 | 14,975 | 10,416 |

| | | For the six months ended 30 September 截至9月30日止六個月 | |
|--|--------------------|---|--|
| | | 2022 2022年 '000 千股 (unaudited) (未經審核) | 2021 2021年 '000 千股 (unaudited) (未經審核) |
| Number of shares | 股份數目 | | |
| Weighted average number of ordinary shares for the purpose of basic earnings per share | 就計算每股基本盈利的普通股加權平均數 | 600,000 | 600,000 |
| Effect of dilutive potential ordinary shares: | 潛在攤薄普通股影響： | | |
| Share option | 購股權 | - | 10 |
| Weighted average number of ordinary shares for the purpose of diluted earnings per share | 就計算每股攤薄盈利的普通股加權平均數 | 600,000 | 600,010 |

The diluted earnings per share for the six months ended 30 September 2022 is calculated based on the earnings attributable to owners of the Company and the weighted average number of ordinary shares because the impact of the potential dilutive ordinary shares outstanding is anti-dilutive.

9. 每股盈利

每股基本及攤薄盈利計算如下：

截至2022年9月30日止六個月之每股攤薄盈利乃根據本公司擁有人應佔溢利及普通股加權平均數計算，原因是尚未發行的潛在攤薄普通股的影響具有反攤薄效果。

9. EARNINGS PER SHARE (Continued)

Diluted earnings per share for the six months ended 30 September 2021 are calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive ordinary shares.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group acquired property, plant and equipment with aggregate cost of approximately HK\$527,000 (for the six months ended 30 September 2021: approximately HK\$3,764,000). During the six months ended 30 September 2022, the carrying value of property, plant and equipment of approximately HK\$22,000 were disposed (for the six months ended 30 September 2021: approximately HK\$55,000).

11. TRADE RECEIVABLES

Trade receivables are denominated in Hong Kong Dollars.

The credit terms of the trade receivables are ranged from 0 to 60 days (31 March 2022: 0 to 60 days) from the date of billing.

The ageing analysis of trade receivables based on the invoice date and net of loss allowance, as of the end of the Period is as follows:

| | | As at 於 | |
|------------------------|-------|--|---|
| | | 30 September 2022 2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 March 2022 2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
| Within one month | 一個月內 | 39,248 | 40,849 |
| One to three months | 一至三個月 | 47,822 | 52,684 |
| More than three months | 三個月以上 | 8,917 | 10,486 |
| | | 95,987 | 104,019 |

9. 每股盈利 (續)

截至2021年9月30日止六個月之每股攤薄盈利乃假設所有攤薄普通股獲兌換而調整普通股的加權平均數計算。

10. 物業、廠房及設備

於截至2022年9月30日止六個月，本集團收購物業、廠房及設備的總成本約527,000港元（截至2021年9月30日止六個月：約3,764,000港元）。於截至2022年9月30日止六個月，本集團已出售賬面值約為22,000港元的物業、廠房及設備（截至2021年9月30日止六個月：約55,000港元）。

11. 貿易應收款項

貿易應收款項以港元計值。

貿易應收款項的信貸期自開票日期起介乎0至60天（2022年3月31日：0至60天）。

截至期末，按發票日期呈列及扣除虧損撥備的貿易應收款項之賬齡分析如下：

12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

12. 預付款項、按金及其他應收款項

| | | As at 於 | |
|---|-----------------|--|---|
| | | 30 September 2022 2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 March 2022 2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
| Non-current: | 非流動： | | |
| Prepayments for purchase of property, plant and equipment | 購置物業、廠房及設備之預付款項 | 71 | – |
| Current: | 流動： | | |
| Prepayments for consumables | 消耗品的預付款項 | 97 | 94 |
| Other prepayments | 其他預付款項 | 1,546 | 4,568 |
| Deposits | 按金 | 410 | 451 |
| Other receivables | 其他應收款項 | 5 | 6 |
| | | 2,058 | 5,119 |

13. TRADE PAYABLES

13. 貿易應付款項

The ageing analysis of trade payables based on the invoice date is as follows:

按發票日期呈列貿易應付款項的賬齡分析如下：

| | | As at 於 | |
|------------------------|-------|--|---|
| | | 30 September 2022 2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 March 2022 2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
| Within one month | 一個月內 | 8,789 | 10,032 |
| One to three months | 一至三個月 | 4,290 | 4,328 |
| More than three months | 三個月以上 | 1,781 | 1,971 |
| | | 14,860 | 16,331 |

14. ACCRUALS, DEPOSITS AND OTHER PAYABLES

14. 應計費用、按金及其他應付款項

| | | As at 於 | |
|------------------------|--------|--|---|
| | | 30 September 2022 2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 March 2022 2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
| Accrued staff costs | 應計員工成本 | 26,384 | 26,626 |
| Other accrued expenses | 其他應計開支 | 2,844 | 5,388 |
| Other payables | 其他應付款項 | 19 | 460 |
| Deposits | 按金 | 463 | 562 |
| | | 29,710 | 33,036 |

15. BANK BORROWINGS

15. 銀行借款

| | | As at 於 | |
|------------|------|--|---|
| | | 30 September 2022 2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 March 2022 2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
| Bank loans | 銀行貸款 | 3,277 | 4,034 |

All of the Group's bank loans as at 30 September 2022 and 31 March 2022 contained a repayable on demand clause and therefore the entire bank loan balances have been classified as current liabilities.

本集團於2022年9月30日及2022年3月31日的所有銀行貸款載有按要求償還條款，因此全部銀行貸款結餘已分類為流動負債。

15. BANK BORROWINGS (Continued)

Taking into account the Group's financial position, the Directors considered it is unlikely that the banks will exercise its discretion to demand immediate repayment. The Directors considered that the banks loans will be repaid in accordance with the scheduled payment dates set out in the loan agreements. An analysis of the bank loans in accordance with the contractual repayment terms are summarised in the table below:

| | | As at 於 | |
|--|------------------|--|---|
| | | 30 September 2022 2022年 9月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 March 2022 2022年 3月31日 HK\$'000 千港元 (audited) (經審核) |
| Within one year | 一年內 | 1,551 | 1,538 |
| In the second year | 第二年 | 1,726 | 1,578 |
| In the third to fifth years, inclusive | 第三年至第五年 (包括首尾兩年) | – | 918 |
| | | 3,277 | 4,034 |

Notes:

- (i) All bank borrowings are denominated in Hong Kong Dollars. As at 30 September 2022, the bank borrowings carried floating interest rates at 2.60% (31 March 2022: at 1.98%) per annum.
- (ii) As at 30 September 2022, the bank borrowings were secured by the properties held by the Group with net carrying amount of approximately HK\$24,689,000 (31 March 2022: HK\$25,185,000).

附註：

- (i) 所有銀行借款以港元計值。於2022年9月30日，銀行借款所附的浮動利率為每年2.60厘（2022年3月31日：1.98厘）。
- (ii) 於2022年9月30日，銀行借款由本集團所持賬面淨值約為24,689,000港元（2022年3月31日：25,185,000港元）之物業抵押。

15. 銀行借款 (續)

鑒於本集團的財務狀況，董事認為，銀行不太可能酌情要求立即還款。董事認為，銀行貸款將根據貸款協議所載的計劃付款日期償還。下表概述按合約還款期進行的銀行貸款分析：

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group's business performance for the six months ended 30 September 2022 ("Period") remained relatively stable overall as compared with the corresponding period in 2021 ("Comparative Period"), with the Group's strategic steps to strengthen and diversify its customer base and service offerings began to exhibit positive results during the Period.

As mentioned previously, the Group aimed to establish a stronger presence in the public service and governmental sector. During the Period, the Group secured contracts to provide environmental hygiene and related services to a public health service operator and a disciplined service unit of the Hong Kong government, which were both new addition to the Group's customer base. The Group also achieved favourable results in its service bids of luxury residential properties. It has won three new contracts including 2 private residential estates which are located in Homantin and Kai Tak respectively, and 1 low-density residential project in Tai Po. Other than the above noteworthy achievements, the Group also recorded encouraging results with its contract bidding efforts. The tender success rates of new contracts during the Period was 20.5%, as compared with 18.4% for the Comparative Period, while the renewal rates of the existing contracts for the Period increased to 88.6% from 68.3% for the Comparative Period. As at 30 September 2022, the Group's outstanding contract value on hand amounted to approximately HK\$461.7 million. The Group will remain focus on widening its reach into potential customers from different industries and a range of public service providers.

In addition to the expansion in customer base, the Group has always been committed to enhancing its range of service offerings to customers. During the COVID-19 outbreak, the Group has offered mist disinfection service conducted by trained workers or robots. The service has been well-received among the customers. The Group is also well-regarded as being able to offer complementing services to its customers, such as waste-upcycling and waste-reduction solutions, and environmentally-friendly cleaning alternatives in our service offerings. The Group's commitment to corporate social responsibility is recognised with the award of "EcoPartner 2021" by the Federation of Hong Kong Industries and Bank of China (Hong Kong) in August 2022. Management is of the view that the technologically advanced environmental hygiene solutions offered by the Group are mutually beneficial to our customers, front-line workers and the society as a whole.

管理層討論及分析

業務回顧

相較於2021年同期（「比較期間」），本集團截至2022年9月30日止六個月（「本期間」或「期內」）的業務表現總體上保持相對穩定，於本期間，本集團採取策略措施以鞏固及發展多樣化的客戶群及服務，漸見佳績。

如前所述，本集團旨在於公共服務及政府界別建立更高知名度。於本期間，本集團已獲得多份合約，包括向一家公共衛生服務運營商及香港政府一個紀律部門提供環境衛生及相關服務，新增此兩名客戶進一步擴大本集團的客戶基礎。本集團於豪華住宅物業的服務投標中亦取得良好表現，贏得三份新合約，包括分別位於何文田及啟德的兩個私人住宅樓盤以及位於大埔的一個低密度住宅項目。除上述值得注意的成就外，本集團的合約投標工作亦取得了鼓舞人心的成果。本期間新合約的中標率為20.5%，而比較期間為18.4%，同時本期間現有合約的續簽率由比較期間的68.3%增加至88.6%。於2022年9月30日，本集團手頭未完成合約價值約為461.7百萬港元。本集團將繼續專注拓展服務至各行業的潛在客戶及一系列公共服務供應商。

除擴大客戶基礎外，本集團一直致力於豐富其向客戶提供的服務範圍。在COVID-19疫情期間，本集團提供由受訓人員或機器人操作的霧化消毒服務，一直頗受客戶好評。本集團亦具備能力為客戶提供配套服務，例如廢物升級利用及減廢解決方案及服務範圍內的環保清潔方案。於2022年8月，本集團獲得香港工業總會及中國銀行（香港）頒發的「環保傑出伙伴2021」獎項，體現本集團的企業社會責任受到認可。管理層認為，本集團提供的技術先進的環境衛生解決方案，對我們的客戶、一線員工及社會整體可謂互惠互利。

The Group's airline catering support services business has been temporarily suspended since March 2020 and remained so until present as a result of the COVID-19 outbreak and relevant travel restrictions. Air passenger traffic in Hong Kong has just started to resume slowly and accordingly, no revenue was recorded yet from this business segment for the Period and the Comparative Period.

Further analysis of the Group's financial results is set out in the section "Financial Review" below.

OUTLOOK

It is expected the demand for environmental hygiene and related services will continue to rise in the medium and long term, driven by urban development, transportation network expansion, increasing general public hygiene awareness and optimised healthcare system. The Group's strategy to expand its reach into a broader field of customers can allow it to capture the new business in a more effective manner. Furthermore, the Group has already adopted new information technology and robotic application in certain of its operation procedures for enhancing efficiency and work safety. Recently, the Group has introduced Internet-of-Things (IoT) application in its service proposal, which aims to heighten its service transparency and responsiveness to customer needs, which will in turn enhance our competitiveness, reputation and customer satisfaction.

On the other hand, the announced increase in statutory minimum wage will be effective from May 2023 and is foreseen to render pressure on the Group's profitability. Faced with inflationary pressure, the Group is well-prepared to compete with other market players by providing technologically advanced environmental hygiene solutions to improve operational efficiency while maintaining, or even enhancing, service quality and value to customers.

由於COVID-19疫情及相關旅遊限制，本集團的航空餐飲支援服務業務自2020年3月起暫時停擺，至今仍未恢復。香港的航空乘客人數剛開始緩慢恢復，因此，本期間及比較期間均無自此業務分部錄得收益。

有關本集團財務業績的進一步分析載列於下文「財務回顧」一節。

前景

預期環境衛生及相關服務的需求於中長期將持續提升，主要由都市發展、運輸網絡擴張、普羅大眾衛生意識增強及醫療系統完善的帶動。本集團策略性擴展業務至更廣泛的客戶領域，從而能以更有效的方式把握新商機。此外，本集團已於若干營運程序中採用新資訊科技及機械操作，以提高效率及工作安全性。最近，本集團於其服務提案中引入了物聯網(IoT)應用程序，旨在提高其服務透明度及對客戶需求的回應能力，從而提高我們的競爭力、聲譽及客戶滿意度。

另一方面，政府已頒佈將於2023年5月起調高法定最低工資，可預見將為本集團的盈利能力帶來壓力。面對通脹壓力，本集團已作好充分準備，通過提供技術先進的環境衛生解決方案，以提高營運效率，同時為客戶維持或甚至提高服務質量及價值，與其他市場參與者競爭。

FINANCIAL REVIEW

Revenue

The total revenue slightly decreased by approximately 2.5% from approximately HK\$242.2 million for the six months ended 30 September 2021 to approximately HK\$236.1 million for the Period. The decrease of revenue was mainly because a few shopping arcade contracts that generated revenue of approximately HK\$14.9 million for the six months ended 30 September 2021 had been completed.

Gross Profit and Gross Profit Margin

The gross profit increased by approximately 6.2% from approximately HK\$38.7 million for the six months ended 30 September 2021 to approximately HK\$41.1 million for the Period. The gross profit margin increased to approximately 17.4% for the Period as compared with approximately 16.0% for the six months ended 30 September 2021. The gross profit and gross profit margin increased because the Group had picked up few small to medium sized contracts which contributed to certain profit and the disinfectant services which contributed higher profit margin during the Period.

Other Income

The other income of the Group for the Period increased by 400.0% to approximately HK\$2.5 million as compared with approximately HK\$0.5 million for the six months ended 30 September 2021. The reason for the increase of other income was mainly due to the inclusion of approximately HK\$2.2 million from subsidies under the Anti-epidemic Fund set up by the Hong Kong government for the Period.

General Operating Expenses

The Group's general operating expenses decreased by approximately 5.0% from approximately HK\$26.2 million for the six months ended 30 September 2021 to approximately HK\$24.9 million for the Period. The decrease in general operating expenses was mainly due to decrease of salary expenses from approximately HK\$7.1 million for the six months ended 30 September 2021 to approximately HK\$5.9 million for the Period.

Finance Costs

The Group's finance costs for the Period were approximately the same as the six months ended 30 September 2021, being approximately HK\$0.1 million.

財務回顧

收益

期內總收益由截至2021年9月30日止六個月約242.2百萬港元略為減少約2.5%至約236.1百萬港元。收益減少主要乃由於截至2021年9月30日止六個月產生收益約14.9百萬港元的若干購物商場合同已完成。

毛利及毛利率

期內毛利由截至2021年9月30日止六個月約38.7百萬港元上升約6.2%至約41.1百萬港元。期內毛利率上升至約17.4%，而截至2021年9月30日止六個月則約為16.0%。毛利及毛利率增加乃由於本集團於期內獲得一些可貢獻一定利潤的中小型合同及可貢獻較高利潤率的消毒服務。

其他收入

期內本集團的其他收入上升400.0%至約2.5百萬港元，而截至2021年9月30日止六個月則約為0.5百萬港元。其他收入增加的原因主要包括期內香港政府所設立的防疫抗疫基金補貼約2.2百萬港元。

一般經營開支

期內本集團的一般經營開支由截至2021年9月30日止六個月約26.2百萬港元減少約5.0%至約24.9百萬港元。一般經營開支減少主要由於薪金開支由截至2021年9月30日止六個月的約7.1百萬港元減少至期內的約5.9百萬港元所致。

融資成本

期內本集團的融資成本與截至2021年9月30日止六個月相若，均約為0.1百萬港元。

Profit for the Period

The profit increased by approximately HK\$4.6 million or approximately 43.8% from approximately HK\$10.4 million for the six months ended 30 September 2021 to approximately HK\$15.0 million for the Period. The profit increased by approximately HK\$2.6 million or approximately 25.8% if excluding the one off subsidies from the Hong Kong government for the Period and the six months ended 30 September 2021.

Net Profit Margin

The net profit margin for the Period was approximately 6.3% as compared with approximately 4.3% for the six months ended 30 September 2021. The net profit margin for the Period increased to 5.4% from approximately 4.2% for the six months ended 30 September 2021 if excluding the one off subsidies from the Hong Kong government.

Capital Expenditure

During the Period, the Group's capital expenditure which mainly included purchase of equipment amounted to approximately HK\$0.5 million (for the six months ended 30 September 2021 : purchase of motor vehicles and equipment amounted to approximately HK\$3.8 million).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2022, the Group's total current assets and current liabilities were approximately HK\$232.6 million (31 March 2022: approximately HK\$226.4 million) and approximately HK\$53.4 million (31 March 2022: approximately HK\$55.5 million) respectively, while the current ratio was approximately 4.4 times (31 March 2022: approximately 4.1 times).

As at 30 September 2022, the Group had total assets of approximately HK\$268.0 million which is financed by total liabilities of approximately HK\$66.5 million and total equity of approximately HK\$201.5 million. As at 30 September 2022, the Group had cash and cash equivalents of approximately HK\$134.5 million (31 March 2022: approximately HK\$117.2 million).

期內溢利

期內溢利由截至2021年9月30日止六個月約10.4百萬港元增加約4.6百萬港元或約43.8%至約15.0百萬港元。倘撇除香港政府於期內及截至2021年9月30日止六個月所提供的一次性補貼，則溢利增加約2.6百萬港元或約25.8%。

純利率

期內純利率約為6.3%，而截至2021年9月30日止六個月則約為4.3%。倘撇除香港政府所提供的一次性補貼，則期內純利率由截至2021年9月30日止六個月約4.2%上升至5.4%。

資本開支

期內，本集團的資本開支（主要包括購置設備）約為0.5百萬港元（截至2021年9月30日止六個月：購買汽車及設備約3.8百萬港元）。

流動資金、財務資源及資本架構

於2022年9月30日，本集團流動資產及流動負債總額分別約為232.6百萬港元（2022年3月31日：約226.4百萬港元）及約53.4百萬港元（2022年3月31日：約55.5百萬港元），而流動比率約為4.4倍（2022年3月31日：約4.1倍）。

於2022年9月30日，本集團總資產約為268.0百萬港元，由負債總額約66.5百萬港元及權益總額約201.5百萬港元撥付。於2022年9月30日，本集團持有現金及現金等價物約134.5百萬港元（2022年3月31日：約117.2百萬港元）。

As at 30 September 2022, the Group had aggregate banking facilities of approximately HK\$87.2 million. The Group's gearing ratio was 0.02 times as at 30 September 2022 (31 March 2022: 0.02 times) which was calculated based on the total bank borrowings over total equity of the Group.

There was no change to the Company's capital structure during the Period. As at 30 September 2022, the issued share capital of the Company was HK\$6,000,000 divided into 600,000,000 ordinary shares of HK\$0.01 each (the "Shares").

EMPLOYEES, TRAINING AND REMUNERATION POLICIES

As at 30 September 2022, the Group had 1,707 employees (30 September 2021: 1,867). The Group enters into separate employment contracts with each of the Group's employees in accordance with the applicable employment laws in Hong Kong. The remuneration package includes basic salary, bonuses and other cash allowances or subsidies. The Group conducts annual review on salary, bonuses and promotions based on the performance of each employee. The total staff costs and related expenses (including Directors' remuneration) for the Period were approximately HK\$143.8 million, representing a decrease of approximately 3.8% as compared with approximately HK\$149.5 million for the six months ended 30 September 2021.

Apart from basic remuneration, share options have been granted under the pre-IPO share option scheme to recognise the contribution to the Group by an executive Director and certain employees of the members of the Group. Further share options may be granted under share option scheme to attract and retain the best available personnel, provide additional incentive to employees (full-time and part-time), as well as promote the success of the business of the Group.

In order to provide quality services to customers, the Group provides ongoing training regularly to relevant staff across different departments with topics including but not limited to information technology, environmental protection, ISO training, safety training as well as trainings for supervisory roles, etc. Such trainings are either provided internally or by external parties.

CHARGE OVER GROUP'S ASSETS

The Group's leasehold land and buildings of carrying value of approximately HK\$24.7 million as at 30 September 2022 (31 March 2022: approximately HK\$25.2 million) were pledged to secure the Group's bank loans.

於2022年9月30日，本集團的銀行融資合共約為87.2百萬港元。於2022年9月30日，本集團的資本負債比率為0.02倍（2022年3月31日：0.02倍），該資本負債比率乃根據本集團銀行借款總額除以權益總額計算。

期內，本公司的資本架構並無變動。於2022年9月30日，本公司的已發行股本為6,000,000港元，分為600,000,000股每股面值0.01港元的普通股股份（「股份」）。

僱員、培訓及薪酬政策

於2022年9月30日，本集團有1,707名（2021年9月30日：1,867名）僱員。本集團根據香港適用僱傭法例與本集團每名僱員分別訂立僱傭合約。薪酬待遇包括基本薪資、花紅及其他現金津貼或補貼。本集團根據各僱員的表現對薪資、花紅和晉升進行年度檢討。期內員工成本及相關開支總額（包括董事酬金）約為143.8百萬港元，較截至2021年9月30日止六個月的約149.5百萬港元減少約3.8%。

除基本薪酬外，本集團已根據首次公開發售前購股權計劃授出購股權以表彰一名執行董事及本集團成員公司的若干僱員向本集團作出的貢獻，並可能根據購股權計劃授出更多購股權以吸引及挽留優秀可用人才，向僱員（全職及兼職）提供額外的激勵，並推動本集團業務達成成功。

為向客戶提供優質服務，本集團定期向不同部門的相關員工提供各類主題的持續培訓，包括但不限於資訊科技、環境保護、ISO培訓、安全培訓及監督職能培訓等。有關培訓由內部或外界提供。

本集團資產押記

本集團已抵押於2022年9月30日賬面值約24.7百萬港元（2022年3月31日：約25.2百萬港元）的租賃土地及樓宇以獲得本集團銀行貸款。

MATERIAL ACQUISITIONS AND DISPOSALS

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

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 September 2022 and 31 March 2022.

FOREIGN EXCHANGE EXPOSURE

Since the Group generated the revenue and incurred most of the costs in Hong Kong dollars for the Period, there was no significant exposure to foreign exchange fluctuation and the Group did not maintain any hedging policy against foreign exchange risk. The management of the Company will consider hedging significant currency exposure should the need arise.

CAPITAL COMMITMENTS

As at 30 September 2022, the Group had capital commitments of approximately HK\$71,000 in respect of contracted but not provided for purchase of property, plant and equipment (31 March 2022: nil).

SIGNIFICANT INVESTMENT HELD

The Group did not have any significant investments held as at 30 September 2022.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have any plans for material investments or capital assets as of 30 September 2022.

DIVIDEND

The final dividend for the year ended 31 March 2022 of HK1.473 cents per Share, in an aggregate amount of HK\$8,838,000 was approved and paid during the Period.

The Board has resolved not to declare any interim dividend for the Period.

重大收購及出售

本集團於期內並無對附屬公司、聯營公司及合營企業作出任何重大收購及出售。

或然負債

於2022年9月30日及2022年3月31日，本集團並無任何重大或然負債。

外匯風險

由於本集團於期內所產生之收益及大部分成本均以港元計值，故並無面臨重大外匯波動風險，及本集團並無就外匯風險制定任何對沖政策。本公司管理層將於需要時考慮對沖重大貨幣風險。

資本承擔

於2022年9月30日，本集團有關已簽約但未撥備的物業、廠房及設備購置的資本承擔約為71,000港元（2022年3月31日：無）。

所持重大投資

於2022年9月30日，本集團並無持有任何重大投資。

重大投資或資本資產的未來計劃

截至2022年9月30日，本集團並無任何重大投資或資本資產計劃。

股息

截至2022年3月31日止年度的末期股息每股份1.473港仙，總額8,838,000港元已於期內批准及支付。

董事會議決不就本期間宣派任何中期股息。

USE OF PROCEEDS

On 16 March 2017, the Shares were first listed on GEM of the Stock Exchange by way of share offer (“Share Offer”). Based on the offer price of HK\$0.42 per Share, the net proceeds from the Share Offer, after deducting listing related expenses, amounted to approximately HK\$40.1 million. The Group has utilised and will continue to utilise such net proceeds from the Share Offer for the purposes set out in the section headed “Statement of Business Objectives and Use of Proceeds” in the Company’s prospectus dated 28 February 2017 (the “Prospectus”). As at 30 September 2022, the Group’s planned application and actual utilisation of the net proceeds were set out below:

所得款項用途

於2017年3月16日，股份以股份發售（「股份發售」）方式在聯交所GEM首次上市。按發售價每股股份0.42港元計算，股份發售所得款項淨額（經扣除上市相關開支後）約為40.1百萬港元。本集團已及將繼續按本公司日期為2017年2月28日的招股章程（「招股章程」）內「業務目標陳述及所得款項用途」一節所載之用途動用股份發售所得款項淨額。於2022年9月30日，本集團所得款項淨額之計劃用途及實際動用情況載列如下：

| Use of proceeds | Percentage of total net proceeds | Planned applications | Actual usage | Unutilised | Expected timeline for the use of unutilised net proceeds | |
|--|----------------------------------|-------------------------|-------------------------|--------------------------------------|--|--|
| | | | up to 30 September 2022 | net proceeds as at 30 September 2022 | | |
| 所得款項用途 | 佔總所得款項淨額百分比 | 計劃用途 | 截至2022年9月30日之實際動用情況 | 於2022年9月30日之未動用所得款項淨額 | 動用未動用所得款項淨額的預期時間表 | |
| | | HK\$ in million 百萬港元 | HK\$ in million 百萬港元 | HK\$ in million 百萬港元 | | |
| For strengthening the Group’s available financial resources to finance cash flow mismatch under the tender contracts | 加強本集團的可用財務資源以為招標合約項下現金流錯配提供資金 | 45.0% | 18.1 | 18.1 | – | N/A 不適用 |
| For increasing the market penetration by strengthen the promotion of the Group’s brand | 通過加強本集團品牌推廣提高市場佔有率 | 7.0% | 2.8 | 2.8 | – | N/A 不適用 |
| For strengthening the established position in the environmental services industry in Hong Kong | 鞏固在香港環境服務業內的既有地位 | 19.0% | 7.6 | 7.6 | – | N/A 不適用 |
| For enhancing the information technology system to strengthen operational efficiency and service qualities | 加強資訊科技系統以提高經營效率及服務質素 | 19.0% | 7.6 | 6.9 | 0.7 | By/before 31 March 2023 2023年3月31日或之前 |
| For the use as general working capital of the Group | 用作本集團一般營運資金 | 10.0% | 4.0 | 4.0 | – | N/A 不適用 |
| Total | 總計 | 100.0% | 40.1 | 39.4 | 0.7 | |

As at 30 September 2022, the unutilised net proceeds amounted to approximately HK\$0.7 million, which was intended to be utilised for enhancing the information technology system to strengthen operational efficiency and service qualities. It is expected that the use of unutilised net proceeds will be completed by 31 March 2023.

As at 30 September 2022, the unutilised net proceeds of approximately HK\$0.7 million were placed as interest bearing deposits with a licensed bank in Hong Kong and would be applied in a manner consistent with the planned allocations in the Prospectus.

EVENT AFTER REPORTING PERIOD

There were no significant events after the Period and up to the date of this report.

於2022年9月30日，未動用所得款項淨額約為0.7百萬港元，擬用作加強資訊科技系統以提高經營效率及服務質素。本公司預期將於2023年3月31日前完成動用未動用所得款項淨額。

於2022年9月30日，未動用所得款項淨額約0.7百萬港元已存置於香港的持牌銀行作為計息存款並將以與招股章程內計劃用途相同的方式使用。

報告期後事項

於本期間後及直至本報告日期，概無發生任何重大事項。

OTHER INFORMATION

其他資料

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

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

As at 30 September 2022, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests 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 for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

於2022年9月30日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券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的權益或淡倉（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須記入該條所指之登記冊之權益或淡倉或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益或淡倉載列如下：

(I) Long position in the Shares

(I) 於股份的好倉

| Name of Director | Capacity/nature of interest | Number of Shares/ underlying shares held/interested in | Approximate percentage of interest in the Company |
|------------------|--|--|--|
| 董事姓名 | 身份／權益性質 | 所持／擁有權益的股份／ 相關股份數目 | 佔本公司權益 的概約百分比 |
| Ng Sing Mui | Interest of a controlled corporation; Settlor of a discretionary trust (Note 1) | 432,000,000 | 72% |
| 吳醒梅 | 受控法團權益；全權信託財產託管人（附註1） | | |
| Sze Tan Nei | Beneficiary of a discretionary trust (Note 2) | 432,000,000 | 72% |
| 施丹妮 | 全權信託受益人（附註2） | | |
| Sze Wai Lun | Beneficiary of a discretionary trust (Note 3) | 432,000,000 | 72% |
| 施偉倫 | 全權信託受益人（附註3） | | |
| Ang Ming Wah | Beneficial owner (Note 4) | 64,000 | 0.01% |
| 洪明華 | 實益擁有人（附註4） | | |

(II) Long position in the ordinary shares of associated corporations

(II) 於相聯法團普通股的好倉

| Name of Director | Name of associated corporation | Capacity/nature of interest | Number of shares held/interested in 所持／擁有權益的股份數目 | Percentage of interest 權益百分比 |
|------------------|--------------------------------|---|---|---------------------------------|
| 董事姓名 | 相聯法團名稱 | 身份／權益性質 | | |
| Ng Sing Mui | Sze's Holdings Limited | Interest of a controlled corporation; Settlor of a discretionary trust | 1 | 100% |
| 吳醒梅 | 施氏控股有限公司 | 受控法團權益；全權信託財產託管人 | | |
| | Rich Cheer Development Limited | Beneficial owner | 1 | 100% |
| | 豐悅發展有限公司 | 實益擁有人 | | |
| Sze Tan Nei | Sze's Holdings Limited | Beneficiary of a discretionary trust | 1 | 100% |
| 施丹妮 | 施氏控股有限公司 | 全權信託受益人 | | |
| Sze Wai Lun | Sze's Holdings Limited | Beneficiary of a discretionary trust | 1 | 100% |
| 施偉倫 | 施氏控股有限公司 | 全權信託受益人 | | |

Notes:

附註：

- All the 432,000,000 Shares are beneficially owned by Sze's Holdings Limited, which is in turn held by Rich Cheer Development Limited acting as the trustee of the Sze Family Trust. The Sze Family Trust is a discretionary trust set up by Madam Ng Sing Mui as settlor and Rich Cheer Development Limited as trustee on 8 January 2015. The beneficiaries of the Sze Family Trust include, inter alia, Mr. Sze Wai Lun and Ms. Sze Tan Nei. Madam Ng Sing Mui is the settlor of the Sze Family Trust and the sole director of Sze's Holdings Limited and therefore Madam Ng Sing Mui is deemed or taken to be interested in all the 432,000,000 Shares beneficially owned by Sze's Holdings Limited for the purposes of the SFO. Madam Ng Sing Mui is also the sole director and shareholder of Rich Cheer Development Limited.

- 所有432,000,000股股份均由施氏控股有限公司實益擁有，而施氏控股有限公司由豐悅發展有限公司（為施氏家族信託的受託人）擁有。施氏家族信託為吳醒梅女士（作為財產託管人）及豐悅發展有限公司（作為受託人）於2015年1月8日設立的全權信託。施氏家族信託的受益人包括（其中包括）施偉倫先生和施丹妮女士。吳醒梅女士為施氏家族信託的財產託管人及施氏控股有限公司的唯一董事，因此，根據證券及期貨條例，吳醒梅女士被視為或當作於施氏控股有限公司實益擁有的所有432,000,000股股份中擁有權益。吳醒梅女士亦為豐悅發展有限公司的唯一董事和股東。

- | | |
|---|--|
| <p>2. Ms. Sze Tan Nei is the daughter of Madam Ng Sing Mui. Ms. Sze Tan Nei is one of the beneficiaries of the Sze Family Trust and therefore she is deemed or taken to be interested in all the 432,000,000 Shares beneficially owned by Sze's Holdings Limited for the purposes of the SFO.</p> | <p>2. 施丹妮女士為吳醒梅女士的女兒。施丹妮女士為施氏家族信託的受益人之一，因此，根據證券及期貨條例，其被視為或當作於施氏控股有限公司實益擁有的所有432,000,000股股份中擁有權益。</p> |
| <p>3. Mr. Sze Wai Lun is the son of Madam Ng Sing Mui. Mr. Sze Wai Lun is one of the beneficiaries of the Sze Family Trust and therefore he is deemed and taken to be interested in all the 432,000,000 Shares beneficially owned by Sze's Holdings Limited for the purposes of the SFO.</p> | <p>3. 施偉倫先生為吳醒梅女士的兒子。施偉倫先生為施氏家族信託的受益人之一，因此，根據證券及期貨條例，其被視為及當作於施氏控股有限公司實益擁有的所有432,000,000股股份中擁有權益。</p> |
| <p>4. Mr. Ang Ming Wah is interested in 64,000 Shares which may be allotted and issued to him upon full exercise of all options granted to him under the pre-IPO share option scheme of the Company which was approved and adopted on 21 February 2017.</p> | <p>4. 洪明華先生於根據本公司首次公開發售前購股權計劃（於2017年2月21日獲批准及採納）獲授的全部購股權獲悉數行使後可能獲配發及發行的64,000股股份中擁有權益。</p> |

Save as disclosed above, none of the Directors and chief executive of the Company nor their associates had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which each of them has taken or deemed to have taken under the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or which would be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange as at 30 September 2022.

除上文所披露者外，於2022年9月30日，概無董事及本公司主要行政人員或彼等的聯繫人於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括彼等各自根據證券及期貨條例之該等條文被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須登記於該條規定須予存置之登記冊內之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

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

As at 30 September 2022, the following persons (other than the Directors and the chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company pursuant to provision of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept under section 336 of the SFO:

Long position in the Shares

| Name of shareholder | Capacity/nature of interest | Number of Shares held/ interested in 所持／擁有權益的 股份數目 | Percentage of interest in the Company 佔本公司權益 的百分比 |
|--|--|---|---|
| 股東名稱 | 身份／權益性質 | | |
| Sze's Holdings Limited 施氏控股有限公司 | Beneficial owner 實益擁有人 | 432,000,000 | 72% |
| Rich Cheer Development Limited 豐悅發展有限公司 | Interest of controlled corporation as the trustee of the Sze Family Trust (Note) 受控法團權益，作為施氏家族信託受託人(附註) | 432,000,000 | 72% |

Note:

The entire issued share capital of Sze's Holdings Limited is held by Rich Cheer Development Limited as the trustee of the Sze Family Trust. The Sze Family Trust is a discretionary trust established by Madam Ng Sing Mui. The beneficiaries of the Sze Family Trust include, inter alia, Mr. Sze Wai Lun and Ms. Sze Tan Nei. By virtue of the provisions of Part XV of the SFO, Rich Cheer Development Limited is deemed or taken to be interested in all the Shares beneficially owned by Sze's Holdings Limited.

Save as disclosed above, as at 30 September 2022, the Directors were not aware that there was any person (not being a Director or chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and was recorded in the register kept by the Company pursuant to section 336 of the SFO.

主要股東／其他人士於本公司股份及相關股份的權益及淡倉

於2022年9月30日，以下人士（董事及本公司主要行政人員除外）於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部條文向本公司披露或登記於根據證券及期貨條例第336條存置的登記冊中的權益或淡倉：

於股份的好倉

| Name of shareholder | Capacity/nature of interest | Number of Shares held/ interested in 所持／擁有權益的 股份數目 | Percentage of interest in the Company 佔本公司權益 的百分比 |
|--|--|---|---|
| 股東名稱 | 身份／權益性質 | | |
| Sze's Holdings Limited 施氏控股有限公司 | Beneficial owner 實益擁有人 | 432,000,000 | 72% |
| Rich Cheer Development Limited 豐悅發展有限公司 | Interest of controlled corporation as the trustee of the Sze Family Trust (Note) 受控法團權益，作為施氏家族信託受託人(附註) | 432,000,000 | 72% |

附註：

施氏控股有限公司的全部已發行股本由豐悅發展有限公司（為施氏家族信託的受託人）持有。施氏家族信託為吳醒梅女士建立的全權信託。施氏家族信託的受益人包括（其中包括）施偉倫先生和施丹妮女士。根據證券及期貨條例第XV部的條文，豐悅發展有限公司被視為或當作於施氏控股有限公司實益擁有的所有股份中擁有權益。

除上文所披露者外，於2022年9月30日，董事並不知悉任何人士（非董事或本公司主要行政人員）於或被視為於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露及登記於本公司根據證券及期貨條例第336條存置的登記冊中的權益或淡倉。

SHARE OPTION SCHEMES

Pre-IPO Share Option Scheme

On 21 February 2017, a share option scheme was adopted by the sole shareholder of the Company (the "Pre-IPO Share Option Scheme"). The Pre-IPO Share Option Scheme is a share incentive scheme and is established to aid the Company in retaining key and senior employees of the Group.

An aggregate of 192,000 share options at an exercise price of HK\$0.42 per share option, being the offer price under the Share Offer, were granted on 23 February 2017 to an executive Director and certain employees of the Group. No further options will be granted under the Pre-IPO Share Option Scheme.

Details of the share options granted under the Pre-IPO Share Option Scheme are as follows:

購股權計劃

首次公開發售前購股權計劃

於2017年2月21日，本公司唯一股東採納一項購股權計劃（「首次公開發售前購股權計劃」）。首次公開發售前購股權計劃為一項股份獎勵計劃，其設立乃旨在協助本公司挽留本集團主要及高級僱員。

合共192,000份每份購股權行使價0.42港元（即股份發售項下之發售價）之購股權已於2017年2月23日授予一名執行董事及本集團若干僱員。概不會根據首次公開發售前購股權計劃進一步授出購股權。

根據首次公開發售前購股權計劃授出之購股權詳情如下：

| Category of participants 參與者類別 | Number of Shares (Note 1) 股份數目 (附註1) | | | | Outstanding as at 30 September 2022 於2022年 9月30日未行使 | Exercise price per share option 每份購股 權行使價 | Exercisable period 行使期 |
|--|---|---|--|---|--|---|---|
| | Outstanding as at 1 April 2022 於2022年 4月1日未行使 | Exercised during the period 於期內獲行使 | Cancelled during the period 於期內註銷 | Lapsed during the period 於期內失效 | | | |
| Director 董事 | | | | | | | |
| Ang Ming Wah 洪明華 | 64,000 | - | - | - | 64,000 | HK\$0.42 0.42港元 | 16 March 2017 to 15 March 2027 (Note 2) 2017年3月16日至 2027年3月15日 (附註2) |
| Sub-total 小計 | 64,000 | - | - | - | 64,000 | | |
| 4 Employees in aggregate 合共4名僱員 | 104,000 | - | - | - | 104,000 | HK\$0.42 0.42港元 | 16 March 2017 to 15 March 2027 (Note 2) 2017年3月16日至 2027年3月15日 (附註2) |
| Sub-total 小計 | 104,000 | - | - | - | 104,000 | | |
| Total 總計 | 168,000 | - | - | - | 168,000 | | |

Notes:

1. Number of Shares over which options granted under the Pre-IPO Share Option Scheme are exercisable.
2. These holders of options granted under the Pre-IPO Share Option Scheme may only exercise their options in the following manner:
 - (a) 50% of the options granted are exercisable during the period from 16 March 2017 to 15 March 2027; and
 - (b) the remaining 50% of the options granted are exercisable during the period from 16 March 2018 to 15 March 2027.

附註：

1. 根據首次公開發售前購股權計劃授出而可行使購股權所涉及之股份數目。
2. 根據首次公開發售前購股權計劃授出的購股權之持有人僅可按以下方式行使彼等之購股權：
 - (a) 50%的已授出購股權可於2017年3月16日至2027年3月15日期間行使；及
 - (b) 剩餘50%的已授出購股權可於2018年3月16日至2027年3月15日期間行使。

Share Option Scheme

The Company also adopted a share option scheme (the "Share Option Scheme") which was approved by a resolution of the sole shareholder of the Company passed on 21 February 2017. No option under the Share Option Scheme has been granted since its adoption.

購股權計劃

本公司亦已採納一項購股權計劃（「購股權計劃」），其乃以本公司唯一股東於2017年2月21日通過的決議案批准。自採納購股權計劃以來，概無根據購股權計劃授出購股權。

CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company has adopted the code provisions set out in the Corporate Governance Code ("CG Code") contained in Part 2 of Appendix 14 to the Listing Rules as its own code of corporate governance.

Save for the deviation of code provision C.2.1 of the CG Code as described below, the Board considers that, the Company has complied, to the extent applicable and permissible, with the code provisions as set out in the CG Code during the six months ended 30 September 2022 and the Directors will use their best endeavours to procure the Company to comply with the CG Code and make disclosure of deviation from such code in accordance with the Listing Rules.

企業管治常規

董事深明在管理及內部程序方面實行良好企業管治以達致有效問責性的重要性。本公司已採納上市規則附錄14的第二部分所載的企業管治守則（「企業管治守則」）中的守則條文作為其自身的企業管治守則。

除下文所述偏離企業管治守則的守則條文第C.2.1條外，董事會認為，本公司於截至2022年9月30日止六個月內已遵守企業管治守則所載的守則條文（以適用及允許者為限），且董事將盡力促使本公司遵守企業管治守則，並根據上市規則披露偏離相關守則的情況。

Chairperson and Chief Executive Officer

Code provision C.2.1 of the CG Code requires the responsibilities between the chairperson and chief executive officer should be separated and should not be performed by the same individual.

Up to the date of this report, the Company has not appointed a chief executive officer and the role and functions of chief executive officer have been performed by all the executive Directors, including Madam Ng Sing Mui, the chairperson of the Company and an executive Director, collectively. The Board considered that this has the advantages of allowing contributions from all executive Directors with different expertise and will review the current situation from time to time and shall make necessary arrangements when the Board considers appropriate.

AUDIT COMMITTEE

The Company established the Audit Committee on 21 February 2017 with written terms of reference in compliance with the Listing Rules and CG Code. The Audit Committee currently comprises all the three independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Yuen Ching Bor Stephen and Mr. Chan Chun Sing with Mr. Chung Koon Yan being the chairperson of the Audit Committee.

The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting process, risk management and internal control systems, and review of the Group's financial information.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Company for the six months ended 30 September 2022 and is of the opinion that such results have complied with the applicable accounting standards and the requirements under the Listing Rules, and that adequate disclosures have been made.

主席及行政總裁

企業管治守則的守則條文第C.2.1條規定主席及行政總裁的責任應予以區分及不應由同一人承擔。

截至本報告日期，本公司尚未委任行政總裁，而行政總裁的角色及職能由全體執行董事（包括本公司主席兼執行董事吳醒梅女士）共同履行。董事會認為，此舉有利於令具備不同專長的各執行董事均可作出貢獻，且董事會將不時檢討當前狀況並在董事會認為適當時作出必要的安排。

審核委員會

本公司已於2017年2月21日成立審核委員會，並根據上市規則及企業管治守則制訂其書面職權範圍。審核委員會目前由全體三名獨立非執行董事組成，即鍾琯因先生、袁靖波先生及陳振聲先生，鍾琯因先生為審核委員會主席。

審核委員會的主要職責包括檢討及監察本集團的財務申報程序、風險管理及內部監控系統，及審閱本集團的財務資料。

審核委員會已審閱本公司截至2022年9月30日止六個月的未經審核簡明綜合業績，並認為該等業績符合適用會計準則及上市規則之規定，且已作出充足披露。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct for securities transactions by Directors. The Directors are reminded of their obligations under the Model Code on a regular basis. The Company has made specific enquiry to all Directors, and all Directors have confirmed that they had complied with the required standard set out in the Model Code during the six months ended 30 September 2022.

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

During the six months ended 30 September 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board
Winson Holdings Hong Kong Limited
Ng Sing Mui
Chairperson and Executive Director

Hong Kong, 21 November 2022

As at the date of this report, the executive Directors are Madam Ng Sing Mui, Ms. Sze Tan Nei, Mr. Ang Ming Wah and Mr. Sze Wai Lun; and the independent non-executive Directors are Mr. Yuen Ching Bor Stephen, Mr. Chung Koon Yan and Mr. Chan Chun Sing.

董事進行證券交易的操守守則

本公司已採納標準守則作為其董事進行證券交易的操守守則。本公司亦定期提醒董事有關彼等於標準守則項下的責任。本公司已向全體董事作出特定查詢，及全體董事已確認彼等於截至2022年9月30日止六個月期間已遵守標準守則所載的必守準則。

購買、出售或贖回本公司上市證券

於截至2022年9月30日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

承董事會命
永順控股香港有限公司
主席兼執行董事
吳醒梅

香港，2022年11月21日

於本報告日期，執行董事為吳醒梅女士、施丹妮女士、洪明華先生及施偉倫先生；及獨立非執行董事為袁靖波先生、鍾瑄因先生及陳振聲先生。



WINSON HOLDINGS HONG KONG LIMITED
永順控股香港有限公司

www.winsongrouphk.com

股息

董事會議決不宣派截至2022年9月30日止六個月之任何股息。

購買、出售或贖回本公司上市證券

於截至2022年9月30日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審核委員會

本公司已於2017年2月21日成立審核委員會，其書面職權範圍符合上市規則及企業管治守則的規定。審核委員會目前由全體三名獨立非執行董事組成(即鍾瑄因先生、袁靖波先生及陳振聲先生)，鍾瑄因先生為審核委員會主席。

審核委員會的主要職責包括審查及監督本集團的財務報告程序、風險管理及內部監控制度，並審閱本集團的財務資料。

審核委員會已審閱本集團截至2022年9月30日止六個月的未經審核簡明綜合財務報表，並認為有關未經審核簡明綜合財務報表符合適用會計準則及上市規則的規定，且已作出充足披露。

承董事會命
永順控股香港有限公司
主席兼執行董事
吳醒梅

香港，2022年11月21日

於本公告日期，執行董事為吳醒梅女士、施丹妮女士、洪明華先生及施偉倫先生；及獨立非執行董事為袁靖波先生、鍾瑄因先生及陳振聲先生。