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IN CONSTRUCTION HOLDINGS LIMITED
現恆建築控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1500)

ANNOUNCEMENT OF UNAUDITED INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022

INTERIM RESULTS

The board of directors (the “**Board**”) of In Construction Holdings Limited (the “**Company**”) is pleased to present the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 September 2022, together with the comparative figures for the corresponding period in 2021 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2022

(Expressed in Hong Kong dollars)

		Six months ended	
		30 September	
	<i>Note</i>	2022	2021
		\$'000	\$'000
		(Unaudited)	(Unaudited)
Revenue	3	166,110	351,066
Direct costs		<u>(167,331)</u>	<u>(247,705)</u>
Gross (loss)/profit		(1,221)	103,361
Other revenue	4	1,274	1,464
Administrative and other operating expenses		<u>(13,349)</u>	<u>(10,689)</u>
(Loss)/profit from operations		(13,296)	94,136
Finance costs	5(a)	<u>(199)</u>	<u>(310)</u>
(Loss)/profit before taxation	5	(13,495)	93,826
Income tax	6	<u>42</u>	<u>(15,237)</u>
(Loss)/profit and total comprehensive income for the period		<u>(13,453)</u>	<u>78,589</u>
(Loss)/earnings per share (Hong Kong cents)			
Basic and diluted	7	<u>(1.62)</u>	<u>9.47</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

(Expressed in Hong Kong dollars)

		At 30 September 2022 <i>\$'000</i> (Unaudited)	At 31 March 2022 <i>\$'000</i> (Audited)
Non-current assets			
Property, plant and equipment		190	245
Lease receivables		2,725	5,321
Deferred tax assets		245	232
		3,160	5,798
Current assets			
Contract assets		220,228	176,534
Inventories and other contract costs		5,954	4,872
Lease receivables		5,138	5,026
Trade and other receivables	8	65,755	76,242
Tax recoverable		–	20
Cash and bank balances		126,775	147,751
		423,850	410,445
Current liabilities			
Trade and other payables	9	99,618	71,633
Lease liabilities		5,132	5,024
Tax payable		5,335	6,616
Loan from a shareholder		13,000	13,000
		123,085	96,273
Net current assets		300,765	314,172
Total assets less current liabilities		303,925	319,970

	At 30 September 2022 \$'000 (Unaudited)	At 31 March 2022 \$'000 (Audited)
Non-current liability		
Lease liabilities	<u>2,714</u>	<u>5,306</u>
NET ASSETS	<u>301,211</u>	<u>314,664</u>
CAPITAL AND RESERVES		
Share capital	8,300	8,300
Reserves	<u>292,911</u>	<u>306,364</u>
TOTAL EQUITY	<u>301,211</u>	<u>314,664</u>

Notes:

1. GENERAL INFORMATION AND BASIS OF PRESENTATION

The Group is principally engaged as a contractor in the foundation industry in Hong Kong. The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 29 September 2014 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The Company's shares were listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 16 April 2015.

The interim results set out in this announcement do not constitute the Group's financial statements for the six months ended 30 September 2022 but are extracted from the interim financial report.

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), including compliance with Hong Kong Accounting Standard ("**HKAS**") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2022 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2023 annual financial statements. Details of any changes in accounting policies are set out in note 2.

The interim financial report is unaudited, but has been reviewed by KPMG 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 HKICPA.

2. CHANGES IN ACCOUNTING POLICIES

Overview

The HKICPA has issued certain amendments to Hong Kong Financial Reporting Standards ("**HKFRSs**") that are first effective for the current accounting period of the Group.

- Amendments to HKFRS 3, *Reference to the Conceptual Framework*
- Amendments to HKAS 16, *Property, Plant and Equipment: Proceeds before Intended Use*
- Amendments to HKAS 37, *Onerous Contracts – Cost of Fulfilling a Contract*
- Annual Improvements to HKFRSs 2018 — 2020 Cycle

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. REVENUE AND SEGMENT INFORMATION

Revenue represents revenue from construction contracts earned during the period.

Segment information

The chief operating decision-maker regards the Group's business as a single operating segment and reviews financial statements accordingly. Also, the Group only engages its business in Hong Kong. Therefore, no segment information is presented.

4. OTHER REVENUE

	Six months ended	
	30 September	
	2022	2021
	\$'000	\$'000
Bank interest income	282	249
Interest income from lease receivables	205	312
Sales of scrap materials	58	468
Government subsidies (<i>note</i>)	728	–
Others	1	435
	<u>1,274</u>	<u>1,464</u>

Note: During the six months ended 30 September 2022, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund set up by the Government of the Hong Kong Special Administrative Region. The purpose of the funding is to provide financial support to employers to retain their current employees or hire more employees when the business revives. Under the terms of the grant, the Group is required to employ a sufficient number of employees with reference to its proposed employee headcounts in each subsidy month.

5. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging:

	Six months ended	
	30 September	
	2022	2021
	\$'000	\$'000
a) Finance costs		
Interest on bank overdrafts	–	3
Interest on bank loan	–	4
Interest on lease liabilities	199	303
	199	310
b) Staff costs (including directors' remuneration)		
Contributions to defined contribution retirement plans	378	377
Salaries, wages and other benefits	16,963	16,206
	17,341	16,583
c) Other items		
Depreciation	55	67
Lease payments relating to short-term leases	596	596
Impairment losses on trade and other receivables and contract assets	59	695

6. INCOME TAX

Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

	Six months ended	
	30 September	
	2022	2021
	\$'000	\$'000
Current tax		
Provision for Hong Kong Profits Tax for the period	126	15,323
Over-provision in respect of prior years	(155)	–
	<u>(29)</u>	<u>15,323</u>
Deferred tax		
Origination and reversal of temporary differences	(13)	(86)
	<u>(42)</u>	<u>15,237</u>

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) The provision for Hong Kong Profits Tax is calculated by applying the estimated annual effective tax rate of 16.5% (six months ended 30 September 2021: 16.5%) to the six months ended 30 September 2022, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For the subsidiary of the Group, the first \$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated on the same basis in 2021.

7. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share for the six months ended 30 September 2022 is based on the loss attributable to equity shareholders of the Company of \$13,453,000 (six months ended 30 September 2021: profit of \$78,589,000) and weighted average of 830,000,000 shares (six months ended 30 September 2021: 830,000,000 shares) in issue during the period.

(b) Diluted (loss)/earnings per share

There were no diluted potential shares in existence during the six months ended 30 September 2022 and 2021.

8. TRADE AND OTHER RECEIVABLES

As of the end of the reporting period, the ageing analysis of trade debtors, based on the invoice date and net of loss allowance, is as follows:

	At 30 September 2022 \$'000	At 31 March 2022 \$'000
Within 1 month	18,576	15,273
Over 1 month but within 2 months	–	12,467
Over 2 months but within 3 months	–	1,040
Over 3 months	<u>10,756</u>	<u>9,140</u>
Trade debtors, net of loss allowance (<i>note (i)</i>)	29,332	37,920
Deposits, prepayments and other receivables (<i>notes (ii) and (iii)</i>)	3,581	4,444
Retentions receivable, net of loss allowance (<i>note (iv)</i>)	32,832	33,868
Amounts due from shareholders (<i>note (v)</i>)	<u>10</u>	<u>10</u>
	<u><u>65,755</u></u>	<u><u>76,242</u></u>

Notes:

- (i) Trade debtors are normally due within 30 days from the date of billing.
- (ii) As at 30 September 2022, except for the amount of \$432,000 (31 March 2022: \$746,000) which was expected to be recovered or recognised as expense after one year, all of the remaining balances were expected to be recovered or recognised as expense within one year.
- (iii) As at 30 September 2022, deposits of \$1,066,000 (31 March 2022: \$2,417,000) were pledged to secure the issuance of performance bonds.
- (iv) All of the retentions receivable as at 30 September 2022 and 31 March 2022 were expected to be recovered within one year.
- (v) The amounts due from shareholders as at 30 September 2022 and 31 March 2022 were unsecured, interest-free and expected to be recovered within one year.

9. TRADE AND OTHER PAYABLES

As of the end of the reporting period, the ageing analysis of trade creditors, based on the invoice date, is as follows:

	At 30 September 2022 \$'000	At 31 March 2022 \$'000
Within 1 month	46,428	17,066
Over 1 month but within 2 months	17,045	16,726
Over 2 months but within 3 months	12,710	6,704
Over 3 months	<u>6,172</u>	<u>15,531</u>
Trade creditors	82,355	56,027
Other payables and accruals	16,865	15,606
Amount due to a director (<i>note</i>)	<u>398</u>	–
	<u><u>99,618</u></u>	<u><u>71,633</u></u>

Note: The amount due to a director as at 30 September 2022 was unsecured, interest-free and repayable on demand.

10. DIVIDENDS

The board of directors has resolved not to declare any interim dividend for the six months ended 30 September 2022 (six months ended 30 September 2021: 3 cents).

11. CONTINGENT LIABILITIES

As at 30 September 2022, the Group had contingent liabilities in respect of performance bonds to guarantee due and proper performance of the obligations undertaken by the Group's subsidiary for projects amounting to \$90,986,000 (31 March 2022: \$96,626,000) in its ordinary course of business. The performance bonds are expected to be released in accordance with the terms of the respective construction contracts.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

The Group is principally engaged as a contractor in the foundation industry in Hong Kong, undertaking foundation works as well as associated works including demolition works, site formation works, ground investigation field works and general building works for local customers.

Business Review

The Group has been engaged to undertake foundation and associated works in private sector construction projects in Hong Kong, with an emphasis on design and build projects and undertaking the role as a main contractor.

The Group places emphasis on design and build projects because of the flexibility and capability in coming up with foundation design plan that suits its customers' requirements and the site conditions. During the six months ended 30 September 2022, the Group has successfully carried out construction works with alternative design which not only complies with the technical requirements but is also more cost efficient for "design and build" contracts.

During the six months ended 30 September 2022, no new project was awarded to the Group. As at 30 September 2022, one project was completed during the period, six projects with the outstanding contract sum of HK\$407.4 million were in progress or had not yet commenced.

Year/Period of award/project	Type of contract	Status as at 30 September 2022
<i>Year 2019-2020</i>		
Hok Yuen Street	Design and build	Work in progress
<i>Year 2020-2021</i>		
Wo Shang Wai	Monitoring and maintenance	Work in progress
Des Voeux Road Central	Design and build	Work in progress
Wellington Road Street	Build only	Completed
<i>Year 2021-2022</i>		
Nam Pin Wai	Design and build	Work in progress
State Theatre	Build only	Work in progress
China Recreation Club	Design and build	Not yet commenced

Financial Review

During the six months ended 30 September 2022, there were 10 projects contributing revenue of approximately HK\$166.1 million, whereas revenue for the corresponding period in 2021 of approximately HK\$351.1 million was contributed by 10 projects. The top five projects contributed revenue amounted to approximately HK\$157.2 million (2021: approximately HK\$344.6 million), in which the top project contributed 43.3% of the total revenue.

The Group recorded an decrease in contract revenue for the six months ended 30 September 2022 by approximately HK\$185.0 million as compared with that of the corresponding period in 2021. Gross profit decreased by approximately HK\$104.6 million, to gross loss of approximately HK\$1.2 million for the current period from approximately HK\$103.4 million for the corresponding period in 2021. Gross profit margin decreased from 29.5% for the corresponding period in 2021 to gross loss margin of 0.7% for the current period. Such decrease was primarily attributable to, among other factors, provision of liquidated and ascertained damages of certain foundation projects as a result of unexpected delays in progress during the period.

Administrative and other operating expenses increased by approximately HK\$2.6 million to approximately HK\$13.3 million, compared with approximately HK\$10.7 million for the corresponding period in the prior year, which was mainly due to foreign exchange loss arising from bank deposits denominated in Renminbi.

As a result, loss for the period was HK\$13.5 million, whereas profit for the corresponding period in the prior year was HK\$78.6 million.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

	As at 30 September 2022	As at 31 March 2022
Current ratio	3.4	4.3
Gearing ratio ¹	6.9%	7.4%

Note:

1. Gearing ratio is calculated based on debts including lease liabilities and shareholder's loan divided by the total equity as at the reporting dates.

Gearing ratio decreased by 0.5% to 6.9% as at 30 September 2022 as compared to that as at 31 March 2022 was mainly due to repayment of HK\$2.5 million lease liabilities during the six months ended 30 September 2022.

As at 30 September 2022, the Group had cash and bank balances of approximately HK\$126.8 million (31 March 2022: HK\$147.8 million), of which approximately HK\$45.5 million (31 March 2022: HK\$47.8 million) were restricted bank deposits. Such restricted bank deposits were held for the purpose of the issuance of surety bonds for our projects and requirement of our general banking facilities. As at 30 September 2022 and 31 March 2022, the Group had no bank overdraft.

The capital structure of the Group consisted of equity of HK\$301.2 million, with HK\$20.8 million debts as at 30 September 2022.

The Group adopts a prudent approach in cash management. Apart from certain debts including lease liabilities and shareholder's loan, the Group did not have any material outstanding debts as at 30 September 2022. Payment to settle trade payable represented a significant part of the cash outflow of the Group. Taking into account the light debt leverage, the Group is able to generate cash and meet upcoming cash requirements. In any case, the Group may utilise its banking facilities of HK\$190.0 million, of which the unutilised and unrestricted banking facilities amounted to approximately HK\$104.3 million at 30 September 2022.

EMPLOYEES

The Group had 50 full-time employees as at 30 September 2022 (31 March 2022: 51). The Group offers a competitive remuneration package that is based on overall market rates and employee performance, as well as the performance of the Group. The remuneration package is comprised of salary, performance-based bonus, and other benefits including training and mandatory provident funds.

CAPITAL COMMITMENTS

The Group had no capital commitments as at 30 September 2022.

CONTINGENT LIABILITIES

Save as disclosed in note 11 to this announcement, the Group had no other contingent liabilities as at 30 September 2022.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There were no significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies during the six months ended 30 September 2022. There is no other plan for material investments or capital assets as at 30 September 2022.

USE OF NET PROCEEDS FROM LISTING

The net proceeds (“**Net Proceeds**”) from the listing of the shares of the Company (the “**Listing**”) that would be utilised subsequent to the Listing in accordance with the proposed applications are set out in the section headed “Future Plans and Use of Proceeds” of the prospectus of the Company dated 31 March 2015, the announcements of the Company dated 7 August 2015, 28 March 2018 and the supplemental announcement dated 21 August 2020. The below table sets out the proposed applications of the Net Proceeds and usage up to 30 September 2022:

	Proposed application <i>HK\$'million</i>	Actual usage up to 30 September 2022 <i>HK\$'million</i>
Hiring of additional staff	2.9	2.9
Acquisition of additional machinery and equipment	29.9	29.9
Financing for the issue of surety bonds for future projects	56.7	56.7
General working capital	10.0	10.0
	<u>99.5</u>	<u>99.5</u>

REASONS FOR DELAY IN THE USE OF NET PROCEEDS

The original expected timeline of the use of Net Proceeds in respect of the financing for the issue of surety bonds for future projects was 31 March 2020, but actual usage was not completed until 31 March 2022. The delay in the use of Net Proceeds arose mainly due to:

- (i) Some projects did not require the issue of surety bonds;
- (ii) Projects tendered with a relatively low contract sum required surety bonds with smaller amount.

FUTURE PROSPECTS

Taking into account the Chief Executive's Policy Address of the Government of the Hong Kong Special Administrative Region in increasing land supply and commitment to infrastructure investments, the Group expects a rebound in the foundation industry in the coming years. Despite vigorous competition in the construction industry in Hong Kong, the Board is confident with the Group's future development in its scale of operations and profitability due to its long established reputation, the listing platform and its healthy financial position. To maintain its competitive edge, the Group will continue to adhere to its business strategy, by expanding its capacity to capture more business opportunities, reinforcing its capability in foundation design and project management skills, and offering qualitative and flexible solutions to its customers.

With the surge of the fifth wave of Coronavirus disease 2019 (“**COVID-19**”) in Hong Kong during the period ended 30 September 2022, as certain staff and site operatives were infected by the highly infectious Omicron, and the progress of some of our construction projects have been slowed down due to staff/labour being quarantined causing temporary manpower shortage and downturn. The Group will continue to assess the development of the COVID-19 pandemic and its impact on both the operational and financial aspects, and will take every precautionary measures to minimise the impact of the COVID-19 pandemic to the Group.

INTERIM DIVIDEND

The Board has resolved not to pay any interim dividend for the six months ended 30 September 2022 (six months ended 30 September 2021: HK\$0.03).

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

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

EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any significant event requiring disclosure that has taken place subsequent to 30 September 2022 and up to the date of this report.

CORPORATE GOVERNANCE

The Company recognises the importance of corporate transparency and accountability. The Company is committed in achieving a high standard of corporate governance and leading the Group to attain better results and improve its corporate image with effective corporate governance procedures.

Since Listing, the Board is of the opinion that the Company had adopted, applied and complied with the code provisions as set out in the Corporate Governance Code (the “**Code**”) contained in Appendix 14 to the Listing Rules, except for the deviation from provision A.2.1 of the Code which is explained below:

According to provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lau Pak Man is the Chairman and Chief Executive Officer, responsible for overall strategic development, project management and client management of the Group. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in Mr. Lau Pak Man has the benefit of ensuring consistent and continuous planning and execution of the Company’s strategies. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired in light of the diverse background and experience of the independent non-executive Directors, and the composition of the Board which comprises equal number of independent non-executive Directors and executive Directors also provides added independence to the Board. Further, the audit committee of the Company (the “**Audit Committee**”), which is composed exclusively of independent non-executive Directors, has free and direct access to the Company’s external auditors and independent professional advisers when it considers necessary.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules as its own code of conduct of dealings in securities of the Company by Directors (the “**Model Code**”). Upon specific enquiries of all the Directors, each of them confirmed that they had complied with the required standards set out in the Model Code during the six months ended 30 September 2022.

REVIEW OF INTERIM RESULTS

The interim financial report for the six months ended 30 September 2022 is unaudited, but has been reviewed by KPMG, 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.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and has reviewed the interim results and financial report of the Group for the six months ended 30 September 2022.

PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

This results announcement is published on the Company’s website at www.inconstruction.hk and the Stock Exchange’s website at www.hkexnews.hk. The interim report will be despatched to shareholders and will also be published on the websites of both the Stock Exchange and the Company in due course.

APPRECIATION

The Board would like to express its sincere gratitude to the management of the Group and all the staff for their hard work and dedication, as well as its shareholders, business associates and other professional parties for their support throughout the period.

By order of the Board
In Construction Holdings Limited
Lau Pak Man
Chairman

Hong Kong, 25 November 2022

As at the date of this announcement, the Board comprises Mr. Lau Pak Man, Mr. Cheng Wing Cheong and Ms. Kwan Kit Sum Kit as executive Directors; Mr. Leung Chi Kin, Mr. Lam Chi Hung Louis and Mr. Yau Chi Man Norman (also known as Iao Chi Meng) as independent non-executive Directors.