

Kingland Group Holdings Limited 景聯集團控股有限公司

(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 : 1751

2023

Interim Report
中期報告



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Shek On

(Chairman and Chief Executive Officer)

Mr. Kwok Shun Tim *(Vice Chairman)*

董事會

執行董事

張錫安先生

(主席兼行政總裁)

郭純恬先生 *(副主席)*

Independent Non-Executive Directors

Mr. Chow Chun To

Mr. Chan Kwok Wing Kelvin

Mr. Tam Tak Kei Raymond

獨立非執行董事

鄒振濤先生

陳國榮先生

譚德機先生

AUDIT COMMITTEE

Mr. Chow Chun To *(Chairman)*

Mr. Chan Kwok Wing Kelvin

Mr. Tam Tak Kei Raymond

審核委員會

鄒振濤先生 *(主席)*

陳國榮先生

譚德機先生

REMUNERATION COMMITTEE

Mr. Tam Tak Kei Raymond *(Chairman)*

Mr. Cheung Shek On

Mr. Chow Chun To

薪酬委員會

譚德機先生 *(主席)*

張錫安先生

鄒振濤先生

NOMINATION COMMITTEE

Mr. Cheung Shek On *(Chairman)*

Mr. Chow Chun To

Mr. Chan Kwok Wing Kelvin

提名委員會

張錫安先生 *(主席)*

鄒振濤先生

陳國榮先生

AUTHORISED REPRESENTATIVES

Mr. Cheung Shek On

Mr. Chen Yeung Tak

授權代表

張錫安先生

陳仰德先生

COMPANY SECRETARY

Mr. Chen Yeung Tak

公司秘書

陳仰德先生

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat B, G/F.

Fu Hop Factory Building

209 and 211 Wai Yip Street

Kwun Tong, Kowloon

Hong Kong

總辦事處及香港主要營業地點

香港

九龍觀塘

偉業街209號及211號

富合工廠大廈

地下B室

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

LEGAL ADVISER AS TO HONG KONG LAW

David Fong & Co. Solicitors
Unit A, 12th Floor, China Overseas Building
139 Hennessy Road
Wanchai, Hong Kong

PRINCIPAL BANKERS

Bank of China
1 Garden Road, Central
Hong Kong

OCBC Wing Hang Bank Limited
161 Queen's Road Central
Hong Kong

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F, Gloucester Tower
The Landmark
11 Pedder Street, Central
Hong Kong

WEBSITE

www.kinglandgroup.com.hk

STOCK CODE

1751

開曼群島股份過戶登記總處

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

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

香港法律顧問

方良佳律師事務所
香港灣仔
軒尼詩道139號
中國海外大廈12樓A室

主要往來銀行

中國銀行
香港
中環花園道1號

華僑永亨銀行有限公司
香港
皇后大道中161號

核數師

國衛會計師事務所有限公司
執業會計師
香港
中環畢打街11號
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告羅士打大廈31樓

網址

www.kinglandgroup.com.hk

股份代號

1751

Financial Highlight

財務摘要

For the six months ended 30 June 2023, the operating results of the Group were as follows:

- Revenue amounted to approximately HK\$55.5 million (2022: approximately HK\$31.0 million), representing an increase of approximately 79.0% from the corresponding period of last year;
- Net profit amounted to approximately HK\$5.1 million (2022: approximately HK\$5.2 million net loss), representing an increase of approximately 198.1% from the corresponding period of last year;
- Basic and diluted earning per share based on weighted average number of ordinary shares was approximately HK\$2.26 cents (2022: approximately HK\$2.31 cents loss per share);
- The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2023 (2022: Nil).

截至二零二三年六月三十日止六個月，本集團的經營業績如下：

- 收益約為55.5百萬港元（二零二二年：約31.0百萬港元），較去年同期增加約79.0%；
- 純利約為5.1百萬港元（二零二二年：淨虧損約5.2百萬港元），較去年同期增加約198.1%；
- 根據普通股加權平均數計算的每股基本及攤薄盈利約為2.26港仙（二零二二年：每股虧損約2.31港仙）；
- 董事不建議就截至二零二三年六月三十日止六個月派付中期股息（二零二二年：無）。



INTERIM RESULTS

The board (the “Board”) of directors (the “Directors”) of Kingland Group Holdings Limited (“the Company”, together with subsidiaries of the Company, the “Group”) is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 June 2023 (the “Reporting Period”), together with the unaudited comparative figures for the corresponding period in 2022, as follows:

中期業績

景聯集團控股有限公司(「本公司」，連同本公司附屬公司統稱為「本集團」)董事(「董事」)會(「董事會」)欣然公佈本集團截至二零二三年六月三十日止六個月(「報告期」)的未經審核簡明綜合業績，連同二零二二年同期的未經審核比較數字如下：

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收益	4	
Cost of sales	銷售成本	55,467	31,042
		(36,570)	(22,984)
Gross profit	毛利	18,897	8,058
Other income and net gains	其他收入及收益淨額	101	270
Net impairment losses on financial assets and contract assets	金融資產及合約資產 減值虧損淨額	(534)	(255)
Administrative and other operating expenses	行政及其他經營開支	(12,811)	(12,812)
Operating profit/(loss)	經營溢利/(虧損)	5,653	(4,739)
Finance costs	融資成本	(597)	(430)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	5,056	(5,169)
Income tax expense	所得稅開支	-	-
Profit/(loss) and total comprehensive income/ (expense) for the period	期內溢利/(虧損)及全面 收益/(開支)總額	5,056	(5,169)
Basic and diluted earning/(loss) per share (HK cents)	每股基本及攤薄盈利/ (虧損)(港仙)	8	
		2.26	(2.31)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

			30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日
	Notes 附註		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
ASSETS		資產		
Non-current assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	6,212	8,986
Right-of-use assets		使用權資產	8,142	8,326
			14,354	17,312
Current assets		流動資產		
Contract assets		合約資產	12,460	12,805
Trade and other receivables	9	貿易及其他應收款項	26,153	12,556
Pledged bank deposit		已抵押銀行存款	14,591	14,570
Cash and bank balances		現金及銀行結餘	12,204	3,563
			65,408	43,494
Total assets		資產總值	79,762	60,806
EQUITY		權益		
Capital and reserves		資本及儲備		
Share capital	11	股本	12,096	8,064
Reserves		儲備	15,027	199
Total equity		權益總額	27,123	8,263

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

		30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日
	Notes 附註	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Other non-current liabilities	其他非流動負債	593	727
Lease liabilities	租賃負債	3,656	4,432
		4,249	5,159
Current liabilities	流動負債		
Bank overdrafts	銀行透支	9,703	9,720
Borrowings	借貸	4,250	5,907
Trade and other payables	貿易及其他應付款項	26,562	24,085
Lease liabilities	租賃負債	3,997	3,630
Government grants	政府補助	-	80
Amounts due to directors	應付董事款項	3,878	3,962
		48,390	47,384
Total liabilities	負債總額	52,639	52,543
Total equity and liabilities	權益及負債總額	79,762	60,806
Net current assets/ (liabilities)	流動資產/(負債) 淨值	17,018	(3,890)
Total assets less current liabilities	資產總值減流動負債	31,372	13,422

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔				
		Share capital 股本	Share premium 股份溢價	Merger reserve 合併儲備	Accumulated losses 累計虧損	Total equity 總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2022	於二零二二年一月一日的結餘	8,064	64,575	16,313	(71,657)	17,295
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	-	-	-	(5,169)	(5,169)
Balance at 30 June 2022 (unaudited)	於二零二二年六月三十日的結餘 (未經審核)	8,064	64,575	16,313	(76,826)	12,126
Balance at 1 January 2023	於二零二三年一月一日的結餘	8,064	64,575	16,313	(80,689)	8,263
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	5,056	5,056
Issue of shares in respect of rights issue	就供股發行股份	4,032	10,887	-	-	14,919
Share issuance cost of rights issue	供股的股份發行成本	-	(1,115)	-	-	(1,115)
Balance at 30 June 2023 (unaudited)	於二零二三年六月三十日的結餘 (未經審核)	12,096	74,347	16,313	(75,633)	27,123

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cash flows from operating activities	經營活動所得現金流量		
Net cash used in operations	經營所用的現金淨額	(70)	(1,544)
Net cash used in operating activities	經營活動所用的現金淨額	(70)	(1,544)
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	21	-
Purchases of property, plant and equipment	購買物業、廠房及設備	(475)	(38)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	160
Net cash (used in)/generated from investing activities	投資活動(所用)/所得的現金淨額	(454)	122
Cash flows from financing activities	融資活動所得現金流量		
Proceeds from issue of shares in respect of rights issue	就供股發行股份的所得款項	14,919	-
Share issuance costs	股份發行成本	(1,115)	-
Increase in pledged bank deposit	已抵押銀行存款增加	(21)	-
(Decrease)/increase in amount due to directors	應付董事款項(減少)/增加	(84)	221
Interest paid	已付利息	(344)	(253)
Repayment of borrowings	償還借貸	(1,657)	(1,618)
Lease payment	租賃付款		
- Capital elements	- 本金部分	(2,263)	(2,774)
- Interest elements	- 利息部分	(253)	(177)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)的現金淨額	9,182	(4,601)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	8,658	(6,023)
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	(6,157)	(1,315)
Cash and cash equivalents at the end of the period	期末現金及現金等價物	2,501	(7,338)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Analysis of cash and cash equivalents	現金及現金等價物分析		
Pledged bank deposit and cash and bank balances	已抵押銀行存款以及現金及銀行結餘	26,795	16,980
Less: pledged bank deposit	減：已抵押銀行存款	(14,591)	(14,559)
Less: bank overdrafts	減：銀行透支	(9,703)	(9,759)
Cash and cash equivalents	現金及現金等價物	2,501	(7,338)

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 5 January 2015 as an exempted company with limited liability under the Companies Law of the Cayman Islands.

The address of the Company's registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands and the Company's principal place of business is Flat B, G/F, Fu Hop Factory Building, 209 and 211 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in the provision of concrete demolition services in Hong Kong and Macau mainly as a subcontractor.

The Company's shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

1 一般資料

本公司於二零一五年一月五日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。

本公司註冊辦事處的地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands，本公司主要營業地點的地址為香港九龍觀塘偉業街209號及211號富合工廠大廈地下B室。

本公司為投資控股公司。本集團主要以分包商身份主要在香港及澳門從事提供混凝土拆卸服務。

本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2 BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2023 have been prepared in accordance with the Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The unaudited condensed consolidated financial statements should be read in conjunction with the Group’s audited consolidated annual financial statements for the year ended 31 December 2022 (the “Annual Financial Statements”).

The unaudited condensed consolidated financial statements for the six months ended 30 June 2023 have not been audited by the Company’s independent auditors, but have been reviewed by the Company’s audit committee.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2023 are presented in Hong Kong dollars (“HK\$”), which is the same functional currency of the Company.

2 編製基準

截至二零二三年六月三十日止六個月的未經審核簡明綜合中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號「中期財務報告」以及聯交所證券上市規則（「上市規則」）附錄十六的適用披露規定編製。

未經審核簡明綜合財務報表應與本集團截至二零二二年十二月三十一日止年度的經審核綜合年度財務報表（「年度財務報表」）一併閱讀。

截至二零二三年六月三十日止六個月的未經審核簡明綜合財務報表尚未經本公司獨立核數師審核，但已由本公司審核委員會審閱。

截至二零二三年六月三十日止六個月的未經審核簡明綜合財務報表以港元（「港元」）呈列，與本公司的功能貨幣相同。



3 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of the unaudited condensed consolidated financial statements for the six months ended 30 June 2023 are consistent with those described in the Annual Financial Statements, except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”). Amendments to HKFRSs effective for accounting period beginning on or after 1 January 2023 do not have a material impact on the Group.

3 主要會計政策

編製截至二零二三年六月三十日止六個月的未經審核簡明綜合財務報表所使用的主要會計政策與年度財務報表中所述者一致，惟所採納的新訂及經修訂香港財務報告準則（「香港財務報告準則」）除外。於二零二三年一月一日或之後開始的會計期間生效的香港財務報告準則的修訂本對本集團並無重大影響。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

4 REVENUE

Revenue and other income and net gains recognised during the period are as follows:

4 收益

期內的收益以及其他收入及收益淨額確認為如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益		
Provision of concrete demolition services	提供混凝土拆卸服務	55,467	31,042
Other income and net gains	其他收入及收益淨額		
Sundry income	雜項收入	–	30
Interest income	利息收入	21	–
Government grants	政府補助	80	80
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備收益	–	160
		101	270

The chief operating decision-maker has been identified as the board of the Company. The Board regards the Group's business as a single operating segment and reviews the consolidated financial statements accordingly.

主要營運決策者已識別為本公司的董事會。董事會視本集團的業務為單一經營分類，並相應審閱綜合財務報表。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

4 REVENUE (CONTINUED)

Geographical information

The Group primarily operates in Hong Kong and Macau, and its revenue is derived from the following regions:

4 收益 (續)

地區資料

本集團主要於香港及澳門營運，而其收益來自以下地區：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue (by location of customers)	收益 (按客戶所在地區)		
- Hong Kong	- 香港	55,467	31,035
- Macau	- 澳門	-	7
		55,467	31,042

All of the Group's non-current assets are located in Hong Kong for both periods.

本集團全部非流動資產於兩個期間內均位於香港。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

5 PROFIT/(LOSS) BEFORE INCOME TAX

Profit/(loss) before income tax has been arrived at after charging:

5 除所得稅前溢利／(虧損)

除所得稅前溢利／(虧損)乃經扣除下列各項後達致：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Staff cost, including directors' remuneration	員工成本(包括董事酬金)	21,256	17,545
Depreciation of owned assets	自有資產折舊	3,249	3,630
Depreciation of right-of-use assets	使用權資產折舊	2,038	3,793

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

6 INCOME TAX EXPENSE

Hong Kong profits tax of the qualifying group entity is calculated at the rate of 8.25% for the first HK\$2 million of estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. Other subsidiaries of the Company are subjected to Hong Kong Profits Tax at the rate of 16.5% for the six months ended 30 June 2023 (2022: 16.5%).

Macau Complementary Tax is levied at a fixed rate of 12% on the taxable income above MOP 600,000 for the six months ended 30 June 2023 and 2022.

No Hong Kong profits tax and Macau Complementary Tax have been provided as the Group had no assessable profits in Hong Kong and Macau for both periods.

6 所得稅開支

合資格集團實體的香港利得稅就首筆 2,000,000 港元的估計應課稅溢利按 8.25% 的稅率計算，及超過 2,000,000 港元的估計應課稅溢利按 16.5% 的稅率計算。截至二零二三年六月三十日止六個月，本公司的其他附屬公司須按 16.5% 的稅率繳納香港利得稅（二零二二年：16.5%）。

截至二零二三年及二零二二年六月三十日止六個月，澳門所得補充稅對超過 600,000 澳門幣的應課稅收入按 12% 固定稅率徵收。

由於本集團於兩個期間在香港及澳門均無應課稅溢利，故並無就香港利得稅及澳門所得補充稅計提撥備。

Six months ended 30 June

截至六月三十日止六個月

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Current tax	即期稅項		
– Hong Kong	– 香港	–	–
– Macau	– 澳門	–	–
Deferred tax	遞延稅項	–	–
Income tax expense	所得稅開支	–	–

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

7 DIVIDEND

The Board does not recommend the payment of dividend for the six months ended 30 June 2023 (2022: Nil).

7 股息

董事會不建議派付截至二零二三年六月三十日止六個月的股息(二零二二年：無)。

8 EARNING/(LOSS) PER SHARE

8 每股盈利／(虧損)

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核) (Restated) (重列)
Profit/(loss) attributable to owners of the Company (HK\$'000)	本公司擁有人應佔 溢利／(虧損) (千港元)	5,056	(5,169)
Weighted average number of ordinary shares for the purpose of calculating earning/(loss) per share (in thousand)	就計算每股盈利／ (虧損)而言 的普通股加權 平均數(千股)	223,724	223,520
Basic earning/(loss) per share (HK cents)	每股基本盈利／ (虧損)(港仙)	2.26	(2.31)

The weighted average number of ordinary shares of 223,723,705 (six months ended 30 June 2022: Restated as 223,520,395) in issue during the period, as adjusted to reflect the effect of the share consolidation as disclosed in Note 11. Comparative figures have also been adjusted on the assumption that the share consolidation and the rights issue had been effective in the prior year.

期內已發行普通股的加權平均數為223,723,705股(截至二零二二年六月三十日止六個月：經重列為223,520,395股)，且經調整以反映附註11所披露股份合併的效應。比較數字亦已按股份合併及供股已於上一年度生效的假設予以調整。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

8 EARNING/(LOSS) PER SHARE (CONTINUED)

The diluted loss per share is equal to the basic loss per share as there were no dilutive potential ordinary share in issue during the six months ended 30 June 2023 (2022: Nil).

8 每股盈利／（虧損）（續）

由於截至二零二三年六月三十日止六個月內並無已發行潛在攤薄普通股（二零二二年：無），故每股攤薄虧損等於每股基本虧損。

9 TRADE AND OTHER RECEIVABLES

9 貿易及其他應收款項

		At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	26,588	13,094
Less: allowance for credit losses	減：信貸虧損撥備	(6,241)	(5,618)
		20,347	7,476
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	5,806	5,080
		26,153	12,556

Notes:

- (a) The credit terms granted to customers are varied and are generally the result of negotiations between individual customers and the Group. The Group generally allows a credit period of within 60 days. No interest is charged on overdue receivables.

附註：

- (a) 授予客戶之信貸期各有不同，一般由個別客戶與本集團磋商得出。本集團一般給予60日內之信貸期。並無就已逾期應收款項收取利息。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

9 TRADE AND OTHER RECEIVABLES (CONTINUED)

Notes: (continued)

- (b) The ageing analysis of the trade receivables, net of allowance for credit losses based on date of payment certificates issued by customers or invoice date, whichever is applicable, are as follows:

0–30 days	0至30日
31–60 days	31至60日
61–90 days	61至90日
91–365 days	91至365日
Over 365 days	365日以上

9 貿易及其他應收款項 (續)

附註：(續)

- (b) 貿易應收款項 (扣除信貸虧損撥備) 按客戶簽發付款凭證的日期或發票日期 (如適用) 的賬齡分析如下：

At 30 June 2023 於二零二三年 六月三十日 HK\$'000 (Unaudited) (未經審核)	At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 (Audited) (經審核)
13,983	859
5,158	2,642
217	3,675
717	300
272	–
20,347	7,476

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

10 TRADE AND OTHER PAYABLES

10 貿易及其他應付款項

		At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	貿易應付款項	16,454	13,581
Accruals and other payables	應計及其他應付款項	10,108	10,504
		26,562	24,085

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

根據發票日期的貿易應付款項賬齡分析如下：

		At 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0–30 days	0至30日	3,588	1,473
31–60 days	31至60日	1,286	331
61–90 days	61至90日	1,768	1,007
Over 90 days	90日以上	9,812	10,770
		16,454	13,581

Trade payables are non-interest bearing.

貿易應付款項不計息。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

11 SHARE CAPITAL

11 股本

		Number of ordinary shares 普通股數目	Share capital 股本 HK\$'000 千港元
Authorised	法定		
As at 31 December 2022 (Audited) and 1 January 2023 of HK\$0.01 each	於二零二二年十二月 三十一日(經審核) 及二零二三年 一月一日， 每股面值0.01港元	1,000,000,000	10,000
Additional authorised share capital (Note (a))	新增法定股本 (附註(a))	1,000,000,000	10,000
Share consolidation (Note (a))	股份合併(附註(a))	(1,600,000,000)	-
As at 30 June 2023 (Unaudited) of HK\$0.05 each	於二零二三年六月 三十日(未經審核)， 每股面值0.05港元	400,000,000	20,000
Issued and fully paid	已發行及繳足		
As at 31 December 2022 (Audited) and 1 January 2023 of HK\$0.01 each	於二零二二年十二月 三十一日(經審核) 及二零二三年 一月一日，每股面值 0.01港元	806,400,000	8,064
Share consolidation (Note (a))	股份合併(附註(a))	(645,120,000)	-
Issue of shares in respect of rights issue (Note (b))	就供股發行股份 (附註(b))	80,640,000	4,032
As at 30 June 2023 (Unaudited) of HK\$0.05 each	於二零二三年六月 三十日(未經審核)， 每股面值0.05港元	241,920,000	12,096

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

11 SHARE CAPITAL (CONTINUED)

Notes:

- (a) Pursuant to an ordinary resolution passed in the extraordinary general meeting of the Company on 17 May 2023, i) increase in authorised share capital of the Company from HK\$10,000,000 divided into 1,000,000,000 shares to HK\$20,000,000 divided into 2,000,000,000 shares by the creation of additional 1,000,000,000 new unissued shares; and ii) every five issued and unissued shares of HK0.01 each were consolidated into one consolidated share of HK\$0.05 each, the changes took effect on 17 May 2023.
- (b) On 6 April 2023, the Board of Directors proposed to conduct the rights issue on the basis of one rights shares ("Rights Share(s)") for every two shares held on the record date of 30 May 2023 at the subscription price of HK\$0.185 per Rights Share ("Rights Issue"), to raise gross proceeds up to approximately HK\$14.92 million, and after deduction of right issue expenses of approximately HK\$1.1 million, by way of issuing up to 80,640,000 Rights Shares. The proposed Rights Issue was completed on 29 June 2023. Details of the Rights Issue are set forth in the announcement dated 6 April 2023, 28 April 2023, 16 June 2023 and 28 June 2023, and prospectus dated 31 May 2023.

11 股本(續)

附註：

- (a) 根據於二零二三年五月十七日在本公司股東特別大會上通過的普通決議案，i) 透過增設 1,000,000,000 股未發行新股，將本公司的法定股本由 10,000,000 港元(分為 1,000,000,000 股股份) 增加至 20,000,000 港元(分為 2,000,000,000 股股份)；及 ii) 將每五股每股面值 0.01 港元的已發行及未發行股份合併為一股每股面值 0.05 港元的合併股份，變動於二零二三年五月十七日生效。
- (b) 於二零二三年四月六日，董事會建議按於記錄日期(二零二三年五月三十日)每持有兩股股份獲發一股供股股份(「供股股份」)的基準以認購價每股供股股份 0.185 港元進行供股(「供股」)，透過發行最多 80,640,000 股供股股份籌集所得款項總額最多約 14.92 百萬港元(經扣除供股開支約 1.1 百萬港元)。建議供股於二零二三年六月二十九日完成。供股詳情載於日期為二零二三年四月六日、二零二三年四月二十八日、二零二三年六月十六日及二零二三年六月二十八日的公告及日期為二零二三年五月三十一日的供股章程。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

The Group's principal activity is the provision of concrete demolition service in Hong Kong and Macau mainly as a subcontractor. Our services are mainly required in the removal of pieces or sections of concrete from concrete structures and the demolition of the entire concrete structures or buildings by applying a variety of methods, such as core drilling, sawing and crushing. Our services are required in many different situations including, among others, addition and alteration works and redevelopment projects in buildings, roads, tunnels and underground facilities.

We have been operating in the concrete demolition industry in Hong Kong since 1985. We have also been providing concrete demolition services in Macau since 2006. We are a registered subcontractor for general demolition and others (concrete coring and saw cutting) works under the Subcontractor Registration Scheme of the Construction Industry Council and a Registered Minor Works Contractor at the Buildings Department.

In general, our customers are main contractors in various types of construction and civil engineering projects in Hong Kong and construction projects in Macau. We undertake jobs in both public and private sectors. Public sector jobs refer to jobs which the main contractors are employed by the Hong Kong Government, the Macau Government or their respective related organisations or corporations, while private sector jobs refer to jobs that are not public sector jobs.

業務回顧及展望

本集團主要業務乃主要作為分包商於香港及澳門提供混凝土拆卸服務。我們的服務主要透過採用各種方法，例如鑽取土芯、切割及鉗碎等移除混凝土結構物的混凝土塊或組件及拆卸整個混凝土結構物或建築物。我們的服務應用於多種不同的情況，其中包括加建及改建工程，以及樓宇、道路、隧道及地下設施的重建項目。

本集團自一九八五年起一直於香港混凝土拆卸行業經營。自二零零六年起，我們亦於澳門一直提供混凝土拆卸服務。本集團為於建造業協會在分包商註冊制度下從事一般拆卸及其他（鑽取混凝土芯及切割）工程的註冊分包商及為屋宇署下的註冊小型工程承建商。

一般而言，我們的客戶為香港多項建築及土木工程項目，以及澳門建築工程項目的總承建商。我們承接公營及私營界別的项目。公營界別项目指總承建商為香港政府、澳門政府或其各自的相關機構或企業提供的工程，私營界別项目指非公營界別项目。



BUSINESS REVIEW AND OUTLOOK (CONTINUED)

As the Hong Kong Government lifted all social distancing measures in early 2023, Hong Kong is gradually returning to normalcy. The impact of the COVID-19 pandemic on our Group has also been gradually diminishing, and with the efforts of our management team, our Group's gross profit margin improved in the first half of 2023. Looking ahead to the second half of 2023, although the global impact of the pandemic continues to wane, the global economy remains persistently unstable. Hong Kong's economy is also subject to fluctuations influenced by the global economic instability. Therefore, our Group will maintain cost control measures and resource management to cope with economic volatility and potential challenges. Simultaneously, we will actively explore potential business opportunities in the market.

FINANCIAL REVIEW

During the Reporting Period, all of the Group's revenue was derived from concrete demolition business in Hong Kong. The Group's revenue for the Reporting Period was approximately HK\$55.5 million, representing an increase of approximately 79.0% from approximately HK\$31.0 million for the six months ended 30 June 2022. The increase is mainly due to the revenue from certain sizable ongoing projects undertook during the second half of year 2022 and the Reporting Period.

業務回顧及展望(續)

由於香港政府於二零二三年初取消所有社交距離措施，香港正逐步恢復正常生活。COVID-19 疫情對本集團的影響亦在逐漸減少，在管理團隊的努力下，本集團的毛利率於二零二三年上半年有所提高。展望二零二三年下半年，儘管疫情對全球的影響繼續減弱，全球經濟仍持續不穩定。香港經濟亦面臨因全球經濟不穩定影響所致的波動。因此，本集團將保持成本控制措施及資源管理以應對經濟波動及潛在挑戰。同時，我們將積極探索市場上的潛在商機。

財務回顧

於報告期內，本集團所有收益均來自香港的混凝土拆卸業務。本集團於報告期的收益約為55.5百萬元，較截至二零二二年六月三十日止六個月的約31.0百萬元增加約79.0%。增加乃主要由於來自於二零二二年下半年及報告期內承接的若干大型進行中項目的收益所致。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (CONTINUED)

The Group's gross profit increased from approximately HK\$8.1 million for the six months ended 30 June 2022 to approximately HK\$18.9 million for the Reporting Period, and the gross profit margin increased from approximately 26.1% for the six months ended 30 June 2022 to approximately 34.1% for the Reporting Period. Such increase was mainly due to significant increase in revenue outweighed the increase in direct cost.

Administrative and other operating expenses was approximately HK\$12.8 million for the Reporting Period and the six months ended 30 June 2022 which remain stable.

The Group had recognised approximately HK\$0.5 million net impairment losses on financial assets and contract assets for the Reporting Period (six months ended 30 June 2022: approximately HK\$0.3 million).

The Group recorded a net profit of approximately HK\$5.1 million for the Reporting Period compared to the net loss of approximately HK\$5.2 million for the six months ended 30 June 2022 (representing an increase of approximately 198.1%). The increase in net profit was due to the combined effect of the increase in gross profit and the relatively stable administrative and other operating expense.

財務回顧(續)

本集團毛利由截至二零二二年六月三十日止六個月的約8.1百萬港元增加至報告期內的約18.9百萬港元，而毛利率由截至二零二二年六月三十日止六個月的約26.1%增加至報告期內的約34.1%。有關增加乃主要由於收益大幅增加超過直接成本增加所致。

行政及其他經營開支於報告期內及截至二零二二年六月三十日止六個月約為12.8百萬港元，保持穩定。

於報告期內，本集團已確認金融資產及合約資產減值虧損淨額約0.5百萬港元(截至二零二二年六月三十日止六個月：約0.3百萬港元)。

本集團於報告期內錄得純利約5.1百萬港元，而於截至二零二二年六月三十日止六個月則錄得淨虧損約5.2百萬港元(即增加約198.1%)。純利增加乃由於毛利增加及相對穩定的行政及其他經營開支的合併影響所致。



LIQUIDITY, FINANCIAL RESOURCES

As at 30 June 2023, the Group's current ratio was approximately 1.4 (31 December 2022: approximately 0.9). The Group had total assets of approximately HK\$79.7 million, which is financed by total liabilities and shareholders' equity of approximately HK\$52.6 million and HK\$27.1 million, respectively. As at 30 June 2023, the Group had cash and bank balance of approximately HK\$12.2 million (31 December 2022: approximately HK\$3.6 million). As at 30 June 2023, the Group had interest-bearing debts of approximately HK\$21.6 million, which included bank and other borrowings and lease liabilities (31 December 2022: approximately HK\$23.7 million).

GEARING RATIO

The gearing ratio is calculated based on the total loans and borrowings and lease liabilities divided by total equity as at the respective reporting date. As at 30 June 2023, the Group recorded gearing ratio of approximately 79.7% (31 December 2022: 286.7%).

TREASURY POLICY

The Group adopts a prudent approach in capital management towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

流動資金及財務資源

於二零二三年六月三十日，本集團的流動比率約為1.4（二零二二年十二月三十一日：約0.9）。本集團總資產約為79.7百萬港元，分別由總負債及股東權益約52.6百萬港元及27.1百萬港元出資。於二零二三年六月三十日，本集團的現金及銀行結餘約為12.2百萬港元（二零二二年十二月三十一日：約3.6百萬港元）。於二零二三年六月三十日，本集團有計息債務約21.6百萬港元，其包括銀行及其他借貸以及租賃負債（二零二二年十二月三十一日：約23.7百萬港元）。

負債比率

負債比率是按各個報告日的總貸款及借貸以及租賃負債除以總權益計算。於二零二三年六月三十日，本集團錄得負債比率約79.7%（二零二二年十二月三十一日：286.7%）。

庫務政策

本集團已對其庫務政策採取審慎的資本管理方針。本集團致力透過進行持續的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會緊密監察本集團的流動資金狀況以確保本集團的資產、負債及其他承擔的流動資金結構可應付其不時的資金需求。

Management Discussion and Analysis

管理層討論與分析

CAPITAL STRUCTURE AND FUND RAISING ACTIVITIES

The share capital of the Group only comprises of ordinary shares. As at 30 June 2023, the Company's issued share capital was HK\$12,096,000 (31 December 2022: HK\$8,064,000) and the number of its issued ordinary shares was 241,920,000 (31 December 2022: 806,400,000 of HK\$0.01 each) of HK\$0.05 each.

On 17 May 2023, the Company implemented the increase in authorised share capital of the Company from HK\$10,000,000 divided into 1,000,000,000 shares to HK\$20,000,000 divided into 2,000,000,000 shares by the creation of additional 1,000,000,000 new unissued shares.

On 17 May 2023, the Company implemented the share consolidation on the basis that every five issued and unissued shares of HK\$0.01 each were consolidated into one consolidated share of the Company of HK\$0.05 each.

On 29 June 2023, the Company completed a rights issue and issued 80,640,000 rights shares at a subscription price of HK\$0.185 per rights share on the basis of one rights share for every two existing shares held by the qualifying shareholders on the record date (the "Rights Issue"), and the net proceeds of the Rights Issue, after deducting the related expenses, were approximately HK\$13.8 million. Details of the Rights Issue are set forth in the announcement dated 6 April 2023, 28 April 2023, 16 June 2023 and 28 June 2023, and prospectus dated 31 May 2023.

資本結構及集資活動

本集團的股本僅由普通股組成。於二零二三年六月三十日，本公司已發行股本為12,096,000港元(二零二二年十二月三十一日：8,064,000港元)，已發行普通股數目為241,920,000股(二零二二年十二月三十一日：806,400,000股，每股面值0.01港元)，每股面值0.05港元。

於二零二三年五月十七日，本公司透過增設1,000,000,000股未發行新股，將本公司的法定股本由10,000,000港元(分為1,000,000,000股股份)增加至20,000,000港元(分為2,000,000,000股股份)。

於二零二三年五月十七日，本公司按每五股每股面值0.01港元的已發行及未發行股份合併為一股每股面值0.05港元的本公司合併股份的基準進行股份合併。

於二零二三年六月二十九日，本公司完成供股並按於記錄日期合資格股東每持有兩股現有股份獲發一股供股股份的基準以認購價每股股份0.185港元發行80,640,000股供股股份(「供股」)，而供股的所得款項淨額(經扣除相關開支後)約為13.8百萬港元。供股詳情載於日期為二零二三年四月六日、二零二三年四月二十八日、二零二三年六月十六日及二零二三年六月二十八日的公告及日期為二零二三年五月三十一日的供股章程。



USE OF PROCEEDS FROM RIGHTS ISSUE

The net proceeds from the Rights Issue amounted to approximately HK\$13.8 million. The below table sets out the intended use of net proceeds and utilisation of the net proceeds as at 30 June 2023:

供股的所得款項用途

供股的所得款項淨額約為13.8百萬港元。下表載列所得款項淨額的擬定用途及所得款項淨額於二零二三年六月三十日的動用情況：

		Intended use of net proceeds	Amount of the net proceeds utilised as at 30 June 2023	Balance of the net proceeds unutilised as at 30 June 2023	Expected timeline for utilising the unutilised proceeds
		所得款項淨額的擬定用途	於二零二三年六月三十日已動用所得款項淨額金額	於二零二三年六月三十日未動用所得款項淨額結餘	動用未動用所得款項的預期時間表
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	
General working capital of the Group	本集團的一般營運資金	13.8	-	13.8	By the end of 2023 二零二三年底前

The unutilised net proceeds as at 30 June 2023 are placed as deposits with licensed banks in Hong Kong.

於二零二三年六月三十日，尚未動用的所得款項淨額乃作為存款存放於香港持牌銀行。

CAPITAL COMMITMENTS

As at 30 June 2023, there were no significant capital commitments for the Group (31 December 2022: nil).

資本承擔

於二零二三年六月三十日，本集團並無重大資本承擔（二零二二年十二月三十一日：無）。

Management Discussion and Analysis

管理層討論與分析

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

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

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have other plans for material investments or capital assets as of 30 June 2023.

FOREIGN EXCHANGE EXPOSURE

The Group mainly operates in Macau and Hong Kong with most of the Group's monetary assets, liabilities and transactions principally denominated in HK\$ and Macau Pataca ("MOP"). The Group is exposed to currency risk arising from currency exposures primarily with respect to MOP, mainly attributable to the exposure on outstanding receivables and payables denominated in MOP.

Most of the MOP denominated monetary assets and liabilities as at 30 June 2023 are held under the Group's subsidiary in Macau. As MOP is pegged to HK\$, the foreign currency risk is considered insignificant, and hence the Group does not engage in any hedging activity.

持有重大投資、重大收購或出售附屬公司及聯屬公司

除本報告所披露者外，於報告期內，本公司概無重大投資、重大收購及出售附屬公司及聯屬公司。

重大投資或資本資產的未來計劃

除本報告所披露者外，本集團於二零二三年六月三十日就重大投資或資本資產而言並無其他計劃。

外匯風險

本集團主要於澳門及香港經營業務，本集團大部分貨幣資產、負債及交易主要以港元及澳門幣（「澳門幣」）計值。本集團面臨主要涉及澳門幣的貨幣風險所產生的貨幣風險，主要因以澳門幣計值的尚未償還應收款項及應付款項面對的風險所致。

於二零二三年六月三十日，大部分以澳門幣計值的貨幣資產及負債乃於本集團於澳門的附屬公司下持有。由於澳門幣與港元掛鈎，外幣風險被視為不重大，因而本集團並無進行任何對沖活動。



CHARGE OVER THE GROUP'S ASSETS

Pledged deposit of approximately HK\$14.6 million has been pledged to banks to secure banking facilities (31 December 2022: approximately HK\$14.6 million).

As at 30 June 2023, certain of the Group's right-of-use assets with an aggregate carrying amount of approximately HK\$4.0 million (31 December 2022: approximately HK\$2.9 million) was used to secure certain of the lease liabilities of approximately HK\$3.5 million (31 December 2022: approximately HK\$2.6 million). Certain of the Group's property, plant and equipment with an aggregate carrying amount of HK\$0.0 (31 December 2022: approximately HK\$0.2 million) was used to secure other borrowings of approximately HK\$0.2 million (31 December 2022: approximately HK\$0.5 million).

CONTINGENT LIABILITIES

As at 30 June 2023, there was no significant contingent liabilities for the Group (31 December 2022: Nil).

本集團資產抵押

已向銀行抵押已抵押按金約14.6百萬港元(二零二二年十二月三十一日：約14.6百萬港元)用於獲授銀行融資。

於二零二三年六月三十日，本集團若干總賬面值約4.0百萬港元(二零二二年十二月三十一日：約2.9百萬港元)的使用權資產用於擔保若干租賃負債約3.5百萬港元(二零二二年十二月三十一日：約2.6百萬港元)。本集團若干總賬面值0.0港元(二零二二年十二月三十一日：約0.2百萬港元)的物業、廠房及設備用於擔保其他借貸約0.2百萬港元(二零二二年十二月三十一日：約0.5百萬港元)。

或然負債

於二零二三年六月三十日，本集團並無重大或然負債(二零二二年十二月三十一日：無)。

Management Discussion and Analysis

管理層討論與分析

EMPLOYEES AND EMOLUMENT POLICIES

The Group had 80 full-time employees as at 30 June 2023 (31 December 2022: 85 full-time employees). The staff costs, including Directors' emoluments, of the Group were approximately HK\$21.3 million for the Reporting Period as compared to HK\$17.5 million for the six months ended 30 June 2022.

Employees' remuneration is commensurate with their job nature, qualifications and experience. Salaries and wage rates are usually subject to an annual review that are based on performance appraisals and other relevant factors. The Group strongly encourages internal promotion and a variety of job opportunities is offered to the existing staff when it is best suited. Remuneration package is comprised of salary, a performance-based bonus, and other benefits including training and provident funds.

僱員及薪酬政策

於二零二三年六月三十日，本集團有80名全職僱員（二零二二年十二月三十一日：85名全職僱員）。本集團於報告期內的員工成本（包括董事薪酬）約為21.3百萬港元，而截至二零二二年六月三十日止六個月的員工成本則為17.5百萬港元。

僱員的薪酬與其工作性質、資歷及經驗相關。薪金及工資水平通常根據績效考核和其他相關因素進行年度審查而釐訂。本集團強烈鼓勵內部晉升，並於適合時機為現有員工提供各種工作機會。薪酬福利待遇包括薪金及按表現發放之花紅，以及包括培訓及公積金在內之其他福利。



DISCLOSURE OF INTERESTS

權益披露

Directors' and Chief Executives' Interest and Short Position in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

As at 30 June 2023, the interests and short positions of the Directors and chief executives 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 Securities and Futures Ordinance ("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 were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

於二零二三年六月三十日，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、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉），或記錄於本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據上市規則附錄十所載之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及淡倉如下：

(i) Long positions in ordinary shares of the Company

(i) 於本公司普通股之好倉

Name of director 董事姓名	Nature of interest 權益性質	Number of shares held/ interested in 持有／擁有權益的股份數目	Percentage of shareholding 持股百分比
Mr. Cheung Shek On 張錫安先生	Interest in a controlled corporation (Note 1) 於受控法團的權益(附註1)	39,270,000	16.23%
Mr. Kwok Shun Tim 郭純愷先生	Interest in a controlled corporation (Note 2) 於受控法團的權益(附註2)	37,800,000	15.63%

Management Discussion and Analysis

管理層討論與分析

DISCLOSURE OF INTERESTS (CONTINUED)

Directors' and Chief Executives' Interest and Short Position in Shares, Underlying Shares and Debentures (Continued)

(i) Long positions in ordinary shares of the Company (Continued)

Notes:

1. Mr. Cheung Shek On ("Mr. Cheung") beneficially owns 100% of the issued share capital of Sino Continent Holdings Limited ("Sino Continent") which in turn owns 39,270,000 ordinary shares of the Company. By virtue of the SFO, Mr. Cheung is deemed to be interested in the same number of the Shares held by Sino Continent.
2. Mr. Kwok Shun Tim ("Mr. Kwok") beneficially owns 100% of the issued share capital of Applewood Developments Limited ("Applewood Developments") which in turn owns 37,800,000 ordinary shares of the Company. By virtue of the SFO, Mr. Kwok is deemed to be interested in the same number of the Shares held by Applewood Developments.

(ii) Short positions in ordinary shares of the Company

Save as disclosed above, as at 30 June 2023, there is no 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 of its associated corporations (within the meaning of Part XV of SFO).

權益披露 (續)

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉 (續)

(i) 於本公司普通股之好倉 (續)

附註：

1. 張錫安先生 (「張先生」) 實益擁有 Sino Continent Holdings Limited (「Sino Continent」) 全部已發行股本，而 Sino Continent 則擁有 39,270,000 股本公司普通股。根據證券及期貨條例，張先生被視為於 Sino Continent 持有的相同數目股份中擁有權益。
2. 郭純恬先生 (「郭先生」) 實益擁有 Applewood Developments Limited (「Applewood Developments」) 全部已發行股本，而 Applewood Developments 則擁有 37,800,000 股本公司普通股。根據證券及期貨條例，郭先生被視為於 Applewood Developments 持有的相同數目股份中擁有權益。

(ii) 於本公司普通股之淡倉

除上文所披露者外，於二零二三年六月三十日，概無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第 XV 部) 之股份、相關股份及債權證中擁有權益或淡倉。



DISCLOSURE OF INTERESTS
(CONTINUED)

權益披露 (續)

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company

主要股東於本公司股份及相關股份的權益及淡倉

So far as the Directors are aware, as at 30 June 2023, other than the Directors and chief executive of the Company, the following persons/entities have an interest or a short position in the shares or the underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

就董事所知悉，於二零二三年六月三十日，除董事及本公司主要行政人員外，下列人士／實體於本公司股份或相關股份中擁有記錄於根據證券及期貨條例第336條須存置之本公司登記冊之權益或淡倉：

(i) Long positions in ordinary shares of the Company:

(i) 於本公司普通股之好倉：

Name of shareholder 股東名稱	Nature of interest 權益性質	Number of shares held/ interested in 持有／擁有權益 的股份數目	Long/short position 好倉／淡倉	Percentage of total issued share capital of the Company 佔本公司已發行股本總額的百分比
Sino Continent	Beneficial owner	39,270,000	Long	16.23%
Sino Continent	實益擁有人		好倉	
Supreme Voyage	Beneficial owner	39,269,000	Long	16.23%
Supreme Voyage	實益擁有人		好倉	
Applewood Developments	Beneficial owner	37,800,000	Long	15.63%
Applewood Developments	實益擁有人		好倉	
Mr. Chan Yuk Sing (Note 1)	Interest in a controlled corporation	39,269,000	Long	16.23%
陳玉成先生(附註1)	於受控法團的權益		好倉	
Ms. Luk Pui Kei Peggy (Note 2)	Interest of spouse	39,270,000	Long	16.23%
陸珮淇女士(附註2)	配偶權益		好倉	
Ms. Cho Bik Nung (Note 3)	Interest of spouse	39,269,000	Long	16.23%
曹碧濃女士(附註3)	配偶權益		好倉	
Ms. Yip Nga Wan (Note 4)	Interest of spouse	37,800,000	Long	15.63%
葉雅雲女士(附註4)	配偶權益		好倉	

Management Discussion and Analysis

管理層討論與分析

DISCLOSURE OF INTERESTS (CONTINUED)

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company (Continued)

(i) Long positions in ordinary shares of the Company: (Continued)

Notes:

1. Mr. Chan Yuk Sing ("Mr. Chan") beneficially owns 100% of the issued share capital of Supreme Voyage Limited ("Supreme Voyage") which in turn owns 39,269,000 ordinary shares of the Company. By virtue of the SFO, Mr. Chan is deemed to be interested in the same number of the Shares held by Supreme Voyage.
2. Ms. Luk Pui Kei Peggy, the spouse of Mr. Cheung, is deemed under the SFO to be interested in all the shares in which Mr. Cheung is deemed to be interested.
3. Ms. Cho Bik Nung, the spouse of Mr. Chan, is deemed under the SFO to be interested in all the shares in which Mr. Chan is deemed to be interested.
4. Ms. Yip Nga Wan, the spouse of Mr. Kwok, is deemed under the SFO to be interested in all the shares in which Mr. Kwok is deemed to be interested.

權益披露 (續)

主要股東於本公司股份及相關股份的權益及淡倉 (續)

(i) 於本公司普通股之好倉：(續)

附註：

1. 陳玉成先生 (「陳先生」) 實益擁有 Supreme Voyage Limited (「Supreme Voyage」) 全部已發行股本，而 Supreme Voyage 則擁有 39,269,000 股本公司普通股。根據證券及期貨條例，陳先生被視為於 Supreme Voyage 持有的相同數目股份中擁有權益。
2. 根據證券及期貨條例，張先生之配偶陸珮淇女士被視為於張先生被視為持有權益之全部股份中擁有權益。
3. 根據證券及期貨條例，陳先生之配偶曹碧濃女士被視為於陳先生被視為持有權益之全部股份中擁有權益。
4. 根據證券及期貨條例，郭先生之配偶葉雅雲女士被視為於郭先生被視為持有權益之全部股份中擁有權益。



DISCLOSURE OF INTERESTS (CONTINUED)

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company (Continued)

(ii) Short positions in shares of the Company:

Save as disclosed above, as at 30 June 2023, the Directors are not aware of any other persons/entities who had, or were deemed or taken to have any interests or short position in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the Reporting Period.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

權益披露 (續)

主要股東於本公司股份及相關股份的權益及淡倉 (續)

(ii) 於本公司股份之淡倉：

除上文所披露者外，於二零二三年六月三十日，董事並不知悉任何其他人士／實體於本公司任何股份或相關股份中擁有或被視作或被當作擁有記錄於根據證券及期貨條例第336條須存置之登記冊之任何權益或淡倉。

競爭利益

於報告期內，董事概不知悉董事或本公司控股股東或彼等各自的任何聯繫人（定義見上市規則）擁有與本集團業務構成或可能構成競爭的任何業務或權益，及任何該等人士與本集團存在或可能存在任何其他利益衝突。

購買、出售或贖回本公司上市證券

於報告期內，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。

Management Discussion and Analysis

管理層討論與分析

CORPORATE GOVERNANCE PRACTICE

The Company has applied the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 to the Listing Rules. In the opinion of the Board, the Company has complied with the CG Code during the Reporting Period except the following deviation:

Provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Cheung Shek On is the Chairman and the chief executive officer of our Company. In view that Mr. Cheung has been operating and managing our Group since our establishment, our Board believes that it is in the best interest of our Group to have Mr. Cheung taking up both roles for effective management and business development. In addition, major decisions are made after consultation with the Board and appropriate Board committees, as well as senior management. The Board is therefore of the view that there are adequate safeguards in place to ensure the balance of power and authority within the Company.

企業管治常規

本公司已應用上市規則附錄十四所載的企業管治守則及企業管治報告（「企業管治守則」）的原則及守則條文。董事會認為，本公司於報告期內一直遵守企業管治守則，惟下述偏離者除外：

企業管治守則之條文第C.2.1條規定，主席及行政總裁的職責應予區分，且不應由同一人士擔任。張錫安先生為本公司主席兼行政總裁。鑑於張先生自本集團成立起一直經營及管理本集團，董事會相信張先生擔任該兩個職位可以實現有效管理及業務發展，符合本集團的最佳利益。另外，重要決策須向董事會及適當的董事委員會以及高級管理層進行諮詢後方可落實，因此，董事會認為已存在充足的預防措施，以確保本公司的權力與權限之平衡。



CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors (the “Code of Conduct”) in respect of the shares of the Company. The Company has made specific enquiry to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct during the Reporting Period.

INTERIM DIVIDENDS

The Board did not recommend payment of interim dividend to shareholders of the Company for the Reporting Period.

SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme on 22 November 2016 (the “Share Option Scheme”). The principal terms of the Share Option Scheme is summarised in Appendix IV to the Prospectus and are in accordance with the requirements under Chapter 17 of the Listing Rules.

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since the adoption of the Share Option Scheme and there was no share option outstanding as at 30 June 2023.

董事進行證券交易的行為守則

本公司已採納上市規則附錄十所載的標準守則所載的規定買賣準則作為董事就本公司股份進行證券交易的行為守則（「行為守則」）。本公司已向所有董事作出特定查詢，且全體董事已確認，彼等於報告期內一直全面遵守行為守則所載的規定買賣準則。

中期股息

董事會不建議就報告期向本公司股東派付中期股息。

購股權計劃

本公司於二零一六年十一月二十二日已採納購股權計劃（「購股權計劃」）。購股權計劃的主要條款概述於招股章程附錄四並遵照上市規則第17章項下的規定實行。

自採納購股權計劃以來，概無根據購股權計劃授出、行使、註銷或終止任何購股權，而於二零二三年六月三十日亦無任何購股權尚未行使。

Management Discussion and Analysis

管理層討論與分析

AUDIT COMMITTEE

The Company has established an audit committee (the “Audit Committee”) on 22 November 2016 with its written terms of reference in compliance with D3 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group, nominate and monitor external auditors and to provide advices and comments to the Board on matters related to corporate governance. The Audit Committee consists of three members, namely Mr. Chow Chun To, Mr. Chan Kwok Wing Kelvin and Mr. Tam Tak Kei Raymond, all being independent non-executive Directors.

The Group's unaudited condensed consolidated financial statements for the Reporting Period have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the unaudited condensed consolidated financial statements of the Group for the Reporting Period comply with applicable accounting standards, the Listing Rules and that adequate disclosures have been made.

By order of the Board

Kingland Group Holdings Limited

Cheung Shek On

Chairman

Hong Kong, 25 August 2023

As at the date of this report, the executive Directors are Mr. Cheung Shek On and Mr. Kwok Shun Tim; and the independent non-executive Directors are Mr. Chow Chun To, Mr. Chan Kwok Wing Kelvin and Mr. Tam Tak Kei Raymond.

審核委員會

本公司於二零一六年十一月二十二日成立審核委員會（「審核委員會」），並根據企業管治守則D3制定其書面職權範圍。審核委員會的主要職責是檢討及監察本集團的財務申報程序及內部監控系統、提名及監察外聘核數師，並就企業管治相關事宜向董事會提供意見及建議。審核委員會由三名成員組成，包括鄒振濤先生、陳國榮先生及譚德機先生（均為獨立非執行董事）。

本集團於報告期內的未經審核簡明綜合財務報表已由審核委員會審閱。審核委員會認為，本集團於報告期內的未經審核簡明綜合財務報表符合適用會計準則、上市規則，並且已作出充足的披露。

承董事會命

景聯集團控股有限公司

主席

張錫安

香港，二零二三年八月二十五日

於本報告日期，執行董事為張錫安先生及郭純恬先生；及獨立非執行董事為鄒振濤先生、陳國榮先生及譚德機先生。





Kingland Group Holdings Limited
景聯集團控股有限公司