

BOSA TECHNOLOGY HOLDINGS LIMITED

人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8140)

Interim Report 2020/21

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CORPORATE INFORMATION

NON-EXECUTIVE DIRECTOR

Mr. Kwan Tek Sian (*Chairman*)

EXECUTIVE DIRECTORS

Mr. Lim Su I

Mr. Paulino Lim

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Law Sung Ching Gavin

Ms. Chu Wei Ning

Mr. Ng Ming Hon

AUDIT COMMITTEE

Mr. Ng Ming Hon (*Chairman*)

Mr. Kwan Tek Sian

Mr. Law Sung Ching Gavin

REMUNERATION COMMITTEE

Mr. Law Sung Ching Gavin (*Chairman*)

Mr. Paulino Lim

Mr. Ng Ming Hon

NOMINATION COMMITTEE

Mr. Kwan Tek Sian (*Chairman*)

Ms. Chu Wei Ning

Mr. Ng Ming Hon

COMPANY SECRETARY

Ms. Cheng Kee See

AUTHORIZED REPRESENTATIVES

Mr. Paulino Lim

Ms. Cheng Kee See

COMPLIANCE OFFICER

Mr. Paulino Lim

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STOCK CODE

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COMPANY WEBSITE

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MANAGEMENT DISCUSSION AND ANALYSIS

MARKET OVERVIEW

Despite the resurgence of the Covid-19 infections in many major economies in Q4 2020, Hong Kong saw a mild improvement in GDP in the quarter, which is in line the sales of the Group. According to the figures released by the government of The Hong Kong Special Administration Region, the real GDP fell by 6.1% in the year 2020 as a whole but the Hong Kong economy recovered further in the fourth quarter of 2020, albeit at a slow pace due to the fourth wave of the local epidemic, with the year-on-year decline in real GDP narrowing slightly to 3.0% from 3.6% in the preceding quarter. On a seasonally adjusted quarter-to-quarter basis, real GDP grew mildly by 0.2% in the fourth quarter, after a 2.7% increase in the preceding quarter. Overall investment expenditure resumed growth against a low base of comparison after eight consecutive quarters of fall. Looking ahead, the Hong Kong economy is expected to see positive growth for 2021 as a whole, but the degree and speed of recovery is subject to a host of uncertainties, especially those about the pandemic situation.

On the other hand, Hong Kong dollars continued to fall with its hedged counterpart, the US dollar. The devaluing Hong Kong Dollar continues to drive up the costs of couplers purchased from Taiwan. The New Taiwan Dollar (“TWD”) has appreciated approximately 3.0% in Q4 2020 against Hong Kong Dollar and approximately 5.7% in the year of 2020. In general, the market predicts that ongoing uncertainty from the coronavirus pandemic, a tumbling US economy and an increase in USD money supply will keep the USD weaker than other currencies and the situation will continue in 2021. Furthermore, the Chinese government’s \$550 billion stimulus to revive its economy has swelled the nation’s appetite for steel at a time when steel exporting nations such as Japan and South Korea have curtailed production. This mismatch in demand and supply has sent global steel prices rocketing. The pressure on suppliers of couplers to pass on the increase in costs to customers will probably continue to rise in 2021.

BUSINESS REVIEW

The Group is principally engaged in providing mechanical splicing services to the reinforced concrete construction industry in Hong Kong. The Group’s customers are primarily main contractors and subcontractors of various types of reinforced concrete construction projects in Hong Kong. Construction projects that the Group service can generally be categorised into public sector projects and private sector projects.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group will continue to cautiously monitor the business opportunities and continue to strengthen its competitiveness in the market to enhance the profitability of the Group and interests of the shareholders of the Company.

OUTLOOK

The Directors believe that the successful listing of the Shares of the Company on the GEM of the Stock Exchange on 12 July 2018 could enhance the Group's profile and the net proceeds received will strengthen the Group's financial position and enable the Group to implement its business plan. The Group intends to further strengthen its position as a leading provider of mechanical splicing services for the reinforced concrete construction industry in Hong Kong and to create long term value for its stakeholder. Details of the implementation plan were set out in the prospectus of the Company dated 28 June 2018 (the "Prospectus") under the section "Future Plans and Use of Proceeds".

FINANCIAL HIGHLIGHT AND OVERVIEW

	For the six months ended		
	31 December		Change %
2020	2019		
	<i>HK\$'000</i>	<i>HK\$'000</i>	
	(Unaudited)	(Unaudited)	
Revenue	45,485	34,766	30.8
Gross profit	17,158	11,349	51.2
Net profit and total comprehensive income	10,165	4,259	138.7
Earnings per share (<i>HK cents</i>)	1.27	0.53	138.7

FINANCIAL REVIEW

Revenue

During the six months ended 31 December 2020 (the "Period"), all of the Group's revenue was generated from the provision of services of processing and connecting reinforcing bars in Hong Kong. Accordingly, the Group has only one single operating segment and one geographical segment during the Period.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's revenue increased by approximately HK\$10.7 million or approximately 30.8%, from approximately HK\$34.8 million for the six months ended 31 December 2019 to approximately HK\$45.5 million for the Period, which was mainly due to an increase in the number of new projects and customers during the Period.

Cost of Sales

The Group's cost of sales increased by approximately HK\$4.9 million or approximately 21.0%, from approximately HK\$23.4 million for the six months ended 31 December 2019 to approximately HK\$28.3 million for the Period, which were mainly due to increase in cost of coupler and direct labor cost which were in line to the increase in revenue.

Gross Profit

The Group's gross profit increased by approximately HK\$5.8 million or approximately 51.2%, from approximately HK\$11.3 million for the six months ended 31 December 2019 to approximately HK\$17.1 million for the Period, which were mainly due to reasons disclosed above.

Other Income

The Group's other income increased by approximately HK\$2.8 million or approximately 298.8%, from approximately HK\$1.0 million for the six months ended 31 December 2019 to approximately HK\$3.8 million for the Period. The increase was mainly due to the HK\$2.3 million subsidies received under the Hong Kong Government Employment Subsidy Scheme (ESS) and the increase in testing income.

Administrative Expenses

The Group's administrative expenses increased by approximately HK\$2.1 million or approximately 32.5%, from approximately HK\$6.4 million for the six months ended 31 December 2019 to approximately HK\$8.5 million for the Period. The increase was mainly due to the increase in salaries of office directors and office employees and also the provision made for audit and other professional fees.

MANAGEMENT DISCUSSION AND ANALYSIS

Profit and Total Comprehensive Income Attributable to Owners of the Company

The Group's profit and total comprehensive income attributable to owners of the Company increased by approximately HK\$5.9 million or approximately 138.7%, from approximately HK\$4.3 million for the six months ended 31 December 2019 to approximately HK\$10.2 million for the Period.

Liquidity and Financial Resources

The Group practiced prudent financial management and maintained a strong and sound financial position during the Period. As at 31 December 2020, the Group had cash and bank balances of approximately HK\$72.0 million (30 June 2020: approximately HK\$57.6 million) and the current ratio, calculated as the total current assets divided by total current liabilities, was approximately 4.4 times as at 31 December 2020 (30 June 2020: approximately 4.4 times). The Group has bank overdraft balance of approximately HK\$2.2 million as at 31 December 2020 (30 June 2020: approximately HK\$1.3 million). The gearing ratio, representing total borrowings divided by total equity, was Nil as at 31 December 2020 (30 June 2020: Nil). In view of the Group's current level of cash and bank balances and funds generated internally from operations, the Board is confident that the Group will have sufficient resources to meet its financial needs for its operations.

Foreign Exchange Exposure

The Group purchased all of the couplers used in our business operations from Taiwan. These purchases were denominated in TWD. The Group expects to continue to make coupler purchases in Taiwan in the near future. Accordingly, fluctuations in TWD against HK\$ may result in exchange losses or gains and affect our results of operations.

The management considered that the Group has sufficient foreign exchange to meet its foreign exchange liabilities as they become due, which will be funded by cash generated from operating activities. The Group has not entered into any agreement to hedge our exchange rate exposure relating to TWD and will continue to monitor its foreign exchange exposure. The Group will consider hedging significant foreign currency exposure should the need arises and no derivative financial instruments were held by the Group as at 31 December 2020 for speculative purposes.

MANAGEMENT DISCUSSION AND ANALYSIS

Contingent Liabilities

As at 31 December 2020, the Group was involved in a litigation related to claims of defamation and malicious falsehood against a subsidiary of the Company for alleging that plaintiff's coupler system infringes the patent of BOSA R&D. Having considered merits and the possible damages of the said legal proceedings as advised by the counsel of the Group, the Directors are of the view that no provision for contingent liabilities is required to be made as at 31 December 2020 in this regard.

Saved as disclosed above, as at 31 December 2020, the Group did not have any material contingent liabilities.

Dividend

The board of directors (the "Board") does not recommend the payment of dividend in respect for the Period (for the six months ended 31 December 2019: Nil).

Pledge of Assets

The Group's obligations under finance leases were secured by the lessor's charge over the leased assets. As at 31 December 2020, the Group had secured and unguaranteed obligations under finance leases of approximately HK\$112,000 (as at 30 June 2020: approximately HK\$136,000), which were secured by motor vehicles of the Group.

Save as disclosed above, the Group did not have pledged assets as at 31 December 2020 (30 June 2020: Nil).

Capital Structure

The Company was incorporated in Cayman Islands and registered as an exempted company with limited liability under the Cayman Companies Law on 24 October 2016. Its shares were listed on GEM of the Stock Exchange on 12 July 2018. The Company's capital comprises ordinary shares and capital reserves. The Group finances its working capital, capital expenditures and other liquidity requirements through a combination its cash and cash equivalents and cash flows generated from operations.

MANAGEMENT DISCUSSION AND ANALYSIS

Future Plans for Material Investment and Capital Assets

The Group did not have any other plans for material investment and capital assets as at 31 December 2020 save for the acquisition a parcel of land to open new workshop in Hong Kong, details of which are set out in the prospectus under the section “Future Plans and Use of Proceeds”.

Significant Investments Held, Acquisitions and Disposals

There were no significant investments held, acquisitions or disposals of subsidiaries, associates, joint venture and affiliated companies by the Group during the Period.

The Group did not have any other material plans for significant investments, acquisitions and disposals of subsidiaries, associates and joint ventures as at 31 December 2020.

Employees and Remuneration Policies

As at 31 December 2020, the Group had 52 full-time employees (2019: 42 employees), including the Directors. Total staff costs (including Directors’ emoluments and part-time employees) were approximately HK\$10.3 million for the Period as compared to approximately HK\$8.4 million for the six months ended 31 December 2019. Such increase was mainly due to (i) the increase in average number of employees for the Period; and (ii) increments in salary in respect of basic salary, incentives and bonus during the Period.

Remuneration is determined with reference to duties, responsibilities, experience and skills. On top of basic salaries, the Group provides discretionary bonuses to our senior management and key employees as incentive bonuses.

MANAGEMENT DISCUSSION AND ANALYSIS

Use of Listing Proceeds

The Company's shares were listed on GEM of the Stock Exchange on 12 July 2018 for which the Company issued 200,000,000 new shares at HK\$0.30 per share. The net listing proceeds received by the Company, after deducting underwriting fees and other related expenses, are approximately HK\$37.8 million. These proceeds are intended to be applied in the manner as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The future plan and scheduled use of proceeds as disclosed in the Prospectus were based on the best estimation of future market conditions made by the Group at the time of preparing the Prospectus, while the proceeds were applied with consideration of the actual development of business and market. As at the date of this report, the Group does not anticipate any change to the plan as to the use of listing proceeds. All unused net proceeds have been placed as interest bearing short-term demand deposits with licensed bank in Hong Kong. Barring any unforeseen circumstances, the remaining proceeds will be utilised in the following 12 months.

Comparison Between Business Objectives and Actual Business Progress

The below table sets out the proposed applications of the net proceeds as set out in the Prospectus and the unutilized amount as at 31 December 2020:

Description	Amount designated in the Prospectus (as adjusted based on the actual net proceeds raised) <i>Use of net proceeds</i> <i>HK\$ million</i>	Business plan as disclosed in prospectus	Utilized as at 31 December 2020 <i>HK\$ million</i>	Total remaining net proceeds available as at 31 December 2020 <i>HK\$ million</i>	Latest development	Expected timeframe
Expanding scale of operations	35.3	<ul style="list-style-type: none"> Acquire a parcel of land to open a new workshop within the New Territories of Hong Kong, such as Yuen Long and Ping Che — Finalise selection of a parcel of land (Internal resources) — Purchase a parcel of land (HK\$35.3 million) — Commence construction of a new workshop or adapt existing structure for purposes of the new workshop (as the case may be) (Internal resources) 	–	35.3	The previous social unrest and the ongoing COVID-19 pandemic have created economic uncertainties and caused disruptions to most economic activities. As a result, the searching for a suitable parcel of land has been delayed.	The proposed acquisition of a parcel of land is expected to be completed by 31 December 2021

MANAGEMENT DISCUSSION AND ANALYSIS

Description	Amount designated in the Prospectus (as adjusted based on the actual net proceeds raised) <i>Use of net proceeds</i> <i>HK\$ million</i>	Business plan as disclosed in prospectus	Utilized as at	Total	Latest development	Expected timeframe
			31 December 2020 <i>HK\$ million</i>	remaining net proceeds available as at 31 December 2020 <i>HK\$ million</i>		
Placing resources into research and development	2.4	Conduct research and development with a view to enhancing the quality and cost-effectiveness of our existing mechanical splicing services, and reducing overhead costs and servicing time:			The Group has already utilised HK\$1.3 million on research and development as at 31 December 2020.	The completion date is expected to be 31 December 2021
		— Employ one additional qualified technical staff to join our research and development team and carry out research and development activities (HK\$0.4 million)	—	0.4		
		— Conduct research and development activities to enhance quality and cost-effectiveness of our services (HK\$0.4 million)	0.4	—		
		— Explore ways to enhance and improve the automated features of our machines to increase efficiency and reduce human errors, including developing our next generation of our self-developed CNC crimping machines and CNC threading machines (HK\$0.2 million)	—	0.2		
		— Develop two prototypes of our next generation machines and collect data points on reliability, efficiency and other metrics (HK\$0.9 million)	0.9	—		
		— Explore other type(s) of couplers that may be useful in the Hong Kong mechanical splicing service market (HK\$0.4 million)	—	0.4		
		— Continue to prepare production manuals and update quality assurance protocols (HK\$0.1 million)	—	0.1		
General working capital	0.1		0.1	—		
Total	37.8		1.4	36.4		

MANAGEMENT DISCUSSION AND ANALYSIS

As at date of this report, the remaining amount of approximately HK\$36.4 million were expected to be utilized in the same manner as disclosed in the Prospectus based on the flowing timeline:

Acquire a parcel of land to open a new workshop

As at date of this report, approximately HK\$35.3 million allocated for acquiring a parcel of land to open a new workshop has not been utilized by the Group, which was planned to be completed during the period from 1 July 2018 to 31 December 2018 as set forth in the Prospectus. In light of the uncertainty and potential adverse impact on the local economy and residential industry caused by the social unrest associated with the anti-extradition bill protests and the outbreak of COVID-19 after the listing, the Group has adopted a more cautious approach in evaluating a suitable parcel of land. Apart from the selection criteria as set forth in the Prospectus, the Group needs to take into consideration investment return, profitability of acquisition in the latest market condition, synergy effect with the Group and challenges and expenses that could arise from integrating with the acquisition of a parcel of land. The Board considers that the delay had no material adverse impact on the business operation and financial position of the Group.

Since Listing, the management of the Group has established a location selection committee and were in the course of identifying a potential parcel of land for opening a new workshop. As the acquisition of a parcel of land to open a new workshop was considered a crucial factor in determining the long-term growth and future success, the Group will require more time to identify suitable potential workshop location based on the factors identified above, and it is expected that the unutilized net proceeds will be fully utilized on or before 31 December 2021.

Placing resources into research and development

According to the Prospectus, the planned use of net proceeds (as adjusted on a pro rata basis based on the actual net proceeds raised) for spending on research and development by 31 December 2018 is approximately HK\$2.4 million. The actual use of the net proceeds up to 31 December 2020 is approximately HK\$1.3 million. The actual used amount was less than the planned use amount primarily because (i) there was a delay in opening a new workshop as mentioned above; and (ii) the Group has taken a longer time to assess and implement the research and development plan in a proper manner.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group will continue to seek for suitable research and development opportunities with a view of enhancing the quality and cost-effectiveness of our existing mechanical splicing services, and reducing overhead costs and servicing time. It is expected that the unutilized net proceeds for research and development will be fully utilized on or before 31 December 2021.

The expected timeline for the full deployment of the unutilised proceeds disclosed above is based on the best estimation from the Board with the latest information and market condition as at the date of this report. The Board confirms that there is no material change in the business nature of the Group as set out in the Prospectus and the Group considers that the delay in the use of proceeds does not have any material adverse impact on the operation of the Group. However, due to the adverse impacts of the outbreak of COVID-19 on worldwide economies, the Board will continue to closely monitor the situation and evaluate the effects on the timeline to deploy the unutilised proceeds and keep shareholders and potential investors informed if there are any material changes.

Principal Risks and Uncertainties

The business operations and results of the Group may be affected by various factors, some of which are external causes and some are inherent to the business. The board is aware that the Group is exposed to various risks and the principal risks and uncertainties are summarized below:

Any failure to maintain an effective quality control system could have a material adverse effect on the Group's business and operations

The quality and consistency of the Group's services are critical to its ability to retain its customers and acquire and attract new customers. The Group's quality control system is dependent on a number of factors, including a timely update to suit the ever-changing business needs as well as its ability to ensure that the Group's quality control policy and guidelines are followed. Any failure to maintain the effective and adequate quality control system could result in defects in its services that could negatively impact the Group's reputation and expose the Group to claims by its customers. Any such dispute would incur additional costs or damage to the Group's business reputation and corporate image, as well as disrupt the Group's business operations.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group does not enter into any formal contract with its customers (with certain exceptions). The Group's customers request services from the Group on an order by order basis, which exposes the Group to potential volatility in its revenue

Except for certain major customers with whom the Group has entered into two written contracts for two projects, the Group does not enter into any long-term contract with its customers. Therefore, the Group's customers are not obligated in any way to continue placing orders with the Group at the historical level or at all. The Group cannot guarantee that the Group will receive any orders from its existing customers or that the Group will be able to continue its business relationship with them on the current terms or at all.

The Group's services are provided based on actual orders received from its customers. The Group's customers may cancel or defer their orders. The Group's customers' orders may vary from period to period, and it is difficult to accurately forecast future order quantities. There is no assurance that the Group's customers will continue to place orders with the Group in the future at the same volume, or at the same margin, as compared to prior periods, or at all. The Group may not be able to locate alternative customers to place new orders. There is also no assurance that the volume or margin of its customers' orders will be consistent with the Group's expectations. As a result, the Group's results of operations may vary from period to period and may fluctuate significantly in the future.

Any failure, damage or loss of the Group's equipment may materially and adversely affect the Group's operations and financial performance

The Group's services rely on its equipment, which includes reinforcing bar cutting machines, and self-developed CNC crimping machines and CNC threading machines. If the Group fail to maintain its equipment or cope with any latest development trends or demands or to cater to different needs and requirements of different customers, its overall competitiveness and thus its financial performance and results of operations may be materially and adversely affected.

MANAGEMENT DISCUSSION AND ANALYSIS

In addition, there is no assurance that our equipment will not be damaged or lost as a result of, among others, improper operation, accidents, fire, adverse weather conditions, theft or robbery. The Group's equipment may break down or fail to function normally due to wear and tear or mechanical or other issues. The Group does not maintain insurance covering loss of or damage to our equipment. If any failed, damaged or lost equipment cannot be repaired and/or replaced in a timely manner, the Group's operations and financial performance could be materially and adversely affected.

Furthermore, the Group plans to acquire additional equipment to enhance its technical ability and to strengthen its capability to cater to different needs and requirements of different customers. As a result of the purchase of additional equipment, it is expected that additional depreciation will be charged to the profit or loss and may, therefore, affect the Group's business, financial condition and results of operations.

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

For the six months ended 31 December 2020

The Board is pleased to present the unaudited condensed consolidated financial information of the Group for the six months ended 31 December 2020, which has been reviewed by the audit committee of the Company, together with the comparative figures for the corresponding periods in 2019, as follows:

	Notes	Three months ended		Six months ended	
		31 December		31 December	
		2020	2019	2020	2019
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	5	23,844	20,436	45,485	34,766
Cost of sales		(14,641)	(13,984)	(28,327)	(23,417)
Gross profit		9,203	6,452	17,158	11,349
Other income	6	1,929	479	3,805	954
Other losses	6	(240)	(256)	(301)	(320)
Selling and distribution expenses		-	(311)	-	(340)
Administrative expenses		(4,284)	(3,122)	(8,451)	(6,376)
Finance costs	7	(35)	(29)	(69)	(43)
Profit before taxation	8	6,573	3,213	12,142	5,224
Taxation	9	(1,150)	(655)	(1,950)	(958)
Profit for the period		5,423	2,558	10,192	4,266
Other comprehensive income					
Item that may be reclassified subsequently to profit or loss:					
Exchange difference arising on translation of foreign operation		4	2	(27)	(7)
Profit and total comprehensive income for the period attributable to the owners of the Company		5,427	2,560	10,165	4,259
Earnings per share Basic (HK cents)	10	0.68	0.32	1.27	0.53

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2020

		31 December 2020	30 June 2020
	Notes	HK\$'000 (Unaudited)	HK\$'000 (Audited)
Non-current assets			
Plant and equipment	12	9,926	9,419
Right-of-use assets	13	3,730	2,930
Deposits		507	324
		14,163	12,673
Current assets			
Inventories	15	5,664	5,534
Trade receivables	16	23,902	25,167
Other receivables, deposits and prepayments	14	1,347	2,789
Bank balances	17	72,008	57,628
		102,921	91,118
Current liabilities			
Trade payables	18	11,831	10,281
Other payables, deposits received and accrued charges	19	3,793	4,894
Reinstatement provision	20	220	80
Bank overdrafts	21	2,239	1,325
Tax payable		2,864	1,902
Lease liabilities	22	2,228	2,118
		23,175	20,600
Net current assets		79,746	70,518
Total assets less current liabilities		93,909	83,191

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2020

		31 December	30 June
		2020	2020
	<i>Notes</i>	HK\$'000	HK\$'000
		(Unaudited)	(Audited)
Non-current liabilities			
Deferred tax liabilities	23	406	406
Reinstatement provision	20	160	300
Lease liabilities		1,521	828
		<u>2,087</u>	<u>1,534</u>
		<u>91,822</u>	<u>81,657</u>
Capital and reserves			
Share capital	24	41	41
Reserves		91,781	81,616
		<u>91,822</u>	<u>81,657</u>
Equity attributable to the owners of the Company		<u>91,822</u>	<u>81,657</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2020

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
Balance at 1 July 2019 (audited)	41	59,936	5,647	(9)	8,916	74,531
Effect of adoption of HKFRS 16	—	—	—	—	(18)	(18)
Balance at 1 July 2019 (restated)	<u>41</u>	<u>59,936</u>	<u>5,647</u>	<u>(9)</u>	<u>8,898</u>	<u>74,513</u>
Profit for the period	—	—	—	—	4,266	4,266
Other comprehensive expense for the period	—	—	—	(7)	—	(7)
Total comprehensive (expense) income for the period	<u>—</u>	<u>—</u>	<u>—</u>	<u>(7)</u>	<u>4,266</u>	<u>4,259</u>
Balance at 31 December 2019 (unaudited)	<u>41</u>	<u>59,936</u>	<u>5,647</u>	<u>(16)</u>	<u>13,164</u>	<u>78,722</u>
Balance at 1 July 2020 (audited)	41	59,936	5,647	(95)	16,128	81,657
Profit for the period	—	—	—	—	10,192	10,192
Other comprehensive expense for the period	—	—	—	(27)	—	(27)
Total comprehensive (expense) income for the period	<u>—</u>	<u>—</u>	<u>—</u>	<u>(27)</u>	<u>10,192</u>	<u>10,165</u>
Balance at 31 December 2020 (unaudited)	<u>41</u>	<u>59,936</u>	<u>5,647</u>	<u>(122)</u>	<u>26,320</u>	<u>91,822</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 December 2020

	31 December 2020 HK\$'000 (Unaudited)	31 December 2019 HK\$'000 (Unaudited)
OPERATING ACTIVITIES		
Profit before taxation	12,142	5,224
Adjustments for:		
Depreciation of plant and equipment	1,747	1,362
Depreciation of right-of-use assets	1,231	1,018
Bank interest income	(99)	(119)
Finance costs	69	44
	<hr/>	<hr/>
Operating cash flows before movements in working capital	15,090	7,529
Decrease/(increase) in trade receivables	1,265	(9,428)
(Increase)/decrease in inventories	(130)	693
Decrease in other receivables, deposits and prepayments	1,259	1,029
Increase in trade payables	1,550	2,883
Decrease in other payables and accrued charges	(1,101)	(1,347)
Decrease in reinstatement provision	–	(770)
	<hr/>	<hr/>
Cash from operations	17,933	589
Tax paid	(988)	–
	<hr/>	<hr/>
NET CASH FROM OPERATING ACTIVITIES	16,945	589
	<hr/>	<hr/>
INVESTING ACTIVITIES		
Bank interest received	99	119
Purchases of plant and equipment	(2,254)	(2,306)
	<hr/>	<hr/>
NET CASH USED IN INVESTING ACTIVITIES	(2,155)	(2,187)
	<hr/>	<hr/>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 December 2020

	31 December 2020 HK\$'000 (Unaudited)	31 December 2019 HK\$'000 (Unaudited)
FINANCING ACTIVITIES		
Interest paid	(69)	(5)
Repayments of lease liabilities	<u>(1,228)</u>	<u>(1,083)</u>
<i>NET CASH USED IN FINANCING ACTIVITIES</i>	<u>(1,297)</u>	<u>(1,088)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		
	13,493	(2,686)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD		
	56,303	57,428
Effect of foreign exchange rate changes	<u>(27)</u>	<u>(39)</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	<u>69,769</u>	<u>54,703</u>
Represented by:		
Cash and cash equivalents	72,008	54,703
Bank overdrafts	<u>(2,239)</u>	<u>–</u>
	<u>69,769</u>	<u>54,703</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL

BOSA Technology Holdings Limited (the “Company”) was incorporated in Cayman Islands and registered as an exempted company with limited liability under the Cayman Companies Law on 24 October 2016. The Company’s shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 12 July 2018.

The addresses of the Company’s registered office and the principal place of business are PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and Room D, 29/F., King Palace Plaza, 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong, respectively.

Upon Listing, the substantial shareholder of the Company is Kin Sun Creative Company Limited (“Kin Sun”). Kin Sun is a limited liability company incorporated in Hong Kong and wholly-owned by Mr. Kwan Tek Sian (“Mr. Kwan”), who is a non-executive director of the Company.

The Company is an investment holding company. The consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is also the functional currency of the Company.

This interim condensed consolidated financial information has not been audited.

2. BASIS OF PREPARATION

The interim condensed consolidated financial information of the Group for the six months ended 31 December 2020 have been prepared in accordance with the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance, and with Hong Kong Accounting Standard (“HKAS”) 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

This interim condensed consolidated financial information should be read in conjunction with the Group’s annual financial statements for the year ended 30 June 2020, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the “HKFRSs”) issued by the HKICPA.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of assets”.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of new or revised HKFRSs effective in the current period

In the Period, the Group has adopted all the new or revised standards, amendments and interpretations (“new or revised HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 July 2019. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s Interim Financial Statements and amounts reported for the Period and prior periods.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of those new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group’s accounting policies, which are described in note 3, management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following is the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next twelve months.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Provision of expected credit losses (“ECL”) for trade receivables (upon application of HKFRS 9)

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on past due information groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group’s historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

5. REVENUE AND SEGMENTAL INFORMATION

Revenue represents the fair value of amounts received and receivable for the services provided and net of discount during the period. The Group’s operations and revenue is solely derived from provision of mechanical splicing services in Hong Kong during the period. For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the executive directors of the Company) reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies set out in note 3. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

Geographical information

No geographical segment information is presented as the Group’s revenue are all derived from Hong Kong based on the location of services provided and the Group’s rental deposits and plant and equipment amounting to HK\$14,163,000 as at 31 December 2020 (30 June 2020: HK\$12,673,000) are all located in Hong Kong by physical location of assets.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

5. REVENUE AND SEGMENTAL INFORMATION (continued)

Information about major customers

Revenue attributed from customers that accounted for 5% or more of the Group's total revenue during the period is as follows:

	Six months ended	
	31 December	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Customer A	12,368	6,707
Customer B	10,095	8,164
Customer C	3,443	1,734
Customer D	2,911	N/A*

* The corresponding revenue did not contribute over 5% of the total revenue of the Group.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6. OTHER INCOME AND OTHER LOSSES

	Six months ended	
	31 December	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Other income		
Handling charge	1,404	637
Insurance compensation	–	14
Bank interest income	99	119
Others	2,302	184
	<u>3,805</u>	<u>954</u>
Other losses		
Net exchange losses	(301)	(320)
	<u>(301)</u>	<u>(320)</u>

7. FINANCE COSTS

	Six months ended	
	31 December	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Interest on lease liabilities	69	43
	<u>69</u>	<u>43</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

8. PROFIT BEFORE TAXATION

	Six months ended	
	31 December	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Profit before taxation has been arrived at after charging:		
Cost of inventories recognised as an expense	17,764	12,089
Depreciation of plant and equipment	1,747	1,362
Directors' remuneration	2,703	2,011
Other staff costs		
Salaries and other benefits	7,296	6,115
Retirement benefits scheme contributions	305	273
Total staff costs	10,304	8,399
Research expenses	184	167
Depreciation of right-of-use assets	1,231	1,018
	17,764	12,089

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

9. TAXATION

	Six months ended	
	31 December	
	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Hong Kong Profits Tax:		
Current tax	1,950	958
	1,950	958

Pursuant to the laws and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in these jurisdictions.

Hong Kong profits tax has been provided at the rate of 8.25% on the first HK\$2.0 million of the estimated assessable profits and at 16.5% on the estimated assessable profit above HK\$2.0 million (2019: 16.5%) during the Period.

No deferred taxation has been provided as the Group has no material unprovided deferred tax assets or liabilities which are expected to be crystallised in the foreseeable future (six months ended 31 December 2019: Nil).

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

10. EARNINGS PER SHARE

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

	Six months ended	
	31 December	
	2020	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Earnings:		
Earnings for the purpose of calculating basic earnings per share (Profit for the year attributable to the owners of the Company)	<u>10,192</u>	<u>4,266</u>
	'000	'000
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<u>800,000</u>	<u>800,000</u>

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share for both periods have been determined on the assumption that the Reorganisation and the Capitalisation Issue effective on 1 July 2016, the share subdivision completed on 19 June 2018, and the Share Offer made on 12 July 2018 as stated in note 21.

No diluted earnings per share for both periods was presented as there were no potential ordinary shares in issue during both periods.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

11. DIVIDEND

No dividend has been paid, declared or proposed by the Company during the six months ended 31 December 2020, nor has any dividend been proposed since the end of the reporting period (six months ended 31 December 2019: nil).

12. PLANT AND EQUIPMENT

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
As the beginning of the period	9,419	6,336
Additions	2,254	6,060
Depreciation	(1,747)	(2,977)
	9,926	9,419
At the end of the period	9,926	9,419

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

13. RIGHT-OF-USE ASSETS

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
As the beginning of the period	2,930	–
Adjustments upon application of HKFRS 16	–	964
Additions	2,031	3,653
	4,961	4,617
Adjustments upon application of HKFRS 16	–	(8)
Depreciation	(1,231)	(1,679)
At the end of the period	3,730	2,930

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

14. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Rental and utilities deposits	592	1,272
Prepayments	400	984
Other receivables	862	857
	<u>1,854</u>	<u>3,113</u>
Presented as non-current assets	507	324
Presented as current assets	<u>1,347</u>	<u>2,789</u>
Total	<u>1,854</u>	<u>3,113</u>

15. INVENTORIES

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Couplers at cost	<u>5,664</u>	<u>5,534</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

16. TRADE RECEIVABLES

The Group's credit terms of 15–45 days is granted to customers. An ageing analysis of the trade receivables presented based on the invoice date, which is approximate the dates of rendering the services, at the end of the reporting period.

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
0–30 days	9,029	7,313
31–60 days	8,058	7,833
61–90 days	4,076	4,633
Over 90 days	2,739	5,388
	<u>23,902</u>	<u>25,167</u>

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributable to customers are reviewed regularly. Trade receivables that are neither past due nor impaired have good credit quality.

As at 31 December 2020, included in the Group's trade receivables are debtors with aggregate carrying amount of approximately HK\$15,630,000 (30 June 2020: HK\$18,176,000), which are past due at the end of the reporting period for which the Group has not provided for impairment loss as there was settlement subsequent to the end of the reporting period or there was continuous settlements by respective customers and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

16. TRADE RECEIVABLES (continued)

In determining the recoverability of a trade receivable, the Group considers current creditworthiness, the past collection history of each customer, ageing analysis and subsequent settlement of individual balances. The Group has policy regarding impairment losses on trade receivables which is based on the evaluation of collectability and ageing analysis of accounts and on management's judgement including the current creditworthiness and the past collection history of each customer. The management of the Group believes that no impairment is required.

17. BANK BALANCES

Bank balances comprise bank deposits with an original maturity of three months or less and carrying interest at prevailing market rate of 0.01%–0.55% per annum.

18. TRADE PAYABLES

The credit period on purchase of inventories is 90 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
0–30 days	6,538	3,342
31–60 days	2,736	3,440
61–90 days	2,557	2,368
Over 90 days	–	1,131
	11,831	10,281
	11,831	10,281

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

19. OTHER PAYABLES AND ACCRUED CHARGES

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
Salaries payable	173	157
Provision for annual leaves	402	402
Accrued charges	1,779	3,103
Other payables	<u>1,439</u>	<u>1,232</u>
	<u>3,793</u>	<u>4,894</u>

20. REINSTATEMENT PROVISION

	<i>HK\$'000</i>
At 1 July 2019	990
Additions	160
Utilised	<u>(770)</u>
At 30 June 2020	380
Utilised	<u>–</u>
As at 31 December 2020	<u><u>380</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

20. REINSTATEMENT PROVISION (continued)

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Presented as non-current liabilities	160	300
Presented as current liabilities	220	80
	<hr/>	<hr/>
Total	380	380
	<hr/> <hr/>	<hr/> <hr/>

21. BANK OVERDRAFTS

	31 December	30 June
	2020	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Unsecured:		
Repayable within one year or on demand	2,239	1,325
	<hr/>	<hr/>
	<hr/> <hr/>	<hr/> <hr/>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

22. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

	31 December 2020		30 June 2020	
	Minimum lease payments <i>HK\$'000</i>	Present value of minimum lease payments <i>HK\$'000</i>	Minimum lease payments <i>HK\$'000</i>	Present value of minimum lease payments <i>HK\$'000</i>
Within one year	2,359	2,228	2,213	2,118
In more than one year but not more than two years	1,593	1,521	840	828
In more than two years but not more than five years	—	—	—	—
	<u>3,952</u>	<u>3,749</u>	3,053	2,946
Less: Future finance charges	<u>(203)</u>	<u>—</u>	<u>(107)</u>	<u>—</u>
Present value of lease obligations	<u><u>3,749</u></u>	<u><u>3,749</u></u>	<u><u>2,946</u></u>	<u><u>2,946</u></u>
Less: Amount due for settlement within one year (shown under current liabilities)		<u>(2,228)</u>		<u>(2,118)</u>
Amount due for settlement after one year		<u><u>1,521</u></u>		<u><u>828</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

23. DEFERRED TAX LIABILITIES

The following are the deferred tax liabilities recognised and movements thereon during the period:

	Accelerated tax allowance <i>HK\$'000</i>
At 1 July 2018	(125)
Credit to profit or loss for the year	<u>16</u>
At 30 June 2019	(109)
Credit to profit or loss for the year	<u>(297)</u>
At 30 June 2020 and 31 December 2020	<u><u>(406)</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

24. SHARE CAPITAL

Share capital as at 30 June 2020 and 31 December 2020 represented the share capital of the Company. Details of the Company's shares are disclosed as follows:

	Par value	Number of shares	Amount	
			HK\$	HK\$'000
Ordinary shares				
Authorised:				
At 1 July 2019, 30 June 2020, 1 July 2020 and 31 December 2020	HK\$0.0001	<u>10,000,000,000</u>	<u>1,000,000</u>	<u>1,000</u>
Issued and fully paid:				
At 1 July 2019, 30 June 2020, 1 July 2020 and 31 December 2020	HK\$0.0001	<u>800,000,000</u>	<u>40,500</u>	<u>41</u>

Note:

- (i) The shares of the Company have been listed on GEM of the Stock Exchange on 12 July 2018. On the same date, 395,000,000 new shares of the Company of HK\$0.0001 each were issued through capitalisation of HK\$39,500 standing to the credit of share premium account of the Company. Also, 200,000,000 new shares of the Company of HK\$0.0001 each were issued at an offer price of HK\$0.30 per share.

SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (“Share Option Scheme”), which was approved by written resolutions passed by the shareholders on 19 June 2018 and became unconditional on 12 July 2018. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

As at 31 December 2020, there was no option outstanding, granted, cancelled, exercised or lapsed.

DIRECTORS’ RIGHT TO ACQUIRE SHARE OR DEBENTURES

Apart from the aforesaid Share Option Schemes, at no time during the Period was the Company or any associated corporation a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercise any such rights.

DIRECTORS AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the interests or short positions of Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the 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 and 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 recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

OTHER INFORMATION

(I) Long Position in the Ordinary Shares and Underlying Shares of the Company

(i) *Interests in the Company*

Interests in ordinary shares

Name of Director	Capacity	Number of shares held	% of the Company's issued voting shares
Mr. Kwan Tek Sian	Interest in a controlled corporation	286,723,415	35.8%
Mr. Lim Su I	Beneficial owner	73,170,732	9.2%
Mr. Paulino Lim	Beneficial owner	40,975,610	5.1%

(ii) *Interests in the associated corporation*

Name of Director	Name of associated corporation	Number of shares held	% of the Company's issued voting shares
Mr. Kwan Tek Sian	Kin Sun Creative Company Limited	10,000	100.0%

Save as disclosed above, as at 31 December 2020, none of the directors and chief executive of the Company 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) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the standards of dealing by Directors as referred to in Rule 5.48 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDER'S INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2020, the following persons/entities (not being Directors or chief executive of our Company) have an interest or a short position in the Shares or the underlying Shares which were disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, were as follows:

Long position in the ordinary shares and underlying shares of the Company

Name of shareholders	Capacity	Number of shares held	% of the Company's issued voting shares
Kin Sun Creative Company Limited <i>Note 1</i>	Beneficial owner	286,723,415	35.8%
Mr. Yang Tien-Lee	Beneficial owner	64,390,244	8.0%
Mr. Wang Wann-Bao	Beneficial owner	51,230,244	6.4%
Ms. Chiu Yin Mei <i>Note 2</i>	Beneficial owner	40,975,610	5.1%
Ms. Ha Jasmine Nim Chi <i>Note 3</i>	Interest of spouse	286,723,415	35.8%
Ms. Chan Ching <i>Note 4</i>	Interest of spouse	73,170,732	9.2%
Ms. Liu Li Wen <i>Note 5</i>	Interest of spouse	64,390,244	8.0%
Ms. Wang Yu-Ju <i>Note 6</i>	Interest of spouse	51,230,244	6.4%
Ms. Ng Pei Ying <i>Note 7</i>	Interest of spouse	40,975,610	5.1%

OTHER INFORMATION

Notes:

1. Mr. Kwan Tek Sian beneficially owns 100% of the entire issued shares of Kin Sun Creative Company Limited. Therefore, Mr. Kwan Tek Sian is deemed, or taken to be, interested in 286,723,415 Shares held by Kin Sun Creative Company Limited for the purposes of the SFO.
2. Ms. Chiu Yin Mei is our administration manager.
3. Ms. Ha Jasmine Nim Chi, spouse of Mr. Kwan Tek Sian, is deemed, or taken to be, interested in 286,723,415 Shares in which Mr. Kwan Tek Sian is interested for the purposes of the SFO.
4. Ms. Chan Ching, spouse of Mr. Lim Su I, is deemed, or taken to be, interested in 73,170,732 Shares in which Mr. Lim Su I is interested for the purposes of the SFO.
5. Ms. Liu Li Wen, spouse of Mr. Yang Tien-Lee, is deemed, or taken to be interested in 64,390,244 Shares in which Mr. Yang is interested for the purposes of the SFO.
6. Ms. Wang Yu-Ju, spouse of Mr. Wang Wann-Bao, is deemed, or taken to be interested in 51,230,244 Shares in which Mr. Wang is interested for the purposes of the SFO.
7. Ms. Ng Pei Ying, spouse of Mr. Paulino Lim, is deemed, or taken to be, interested in 40,975,610 Shares in which Mr. Paulino Lim is interested for the purposes of the SFO.

Save as disclosed above, as at 31 December 2020, the Company had not been notified by any persons (other than directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

INTERIM DIVIDENDS

The Board does not recommend the payment of a dividend in respect of the Period (for the six months ended 31 December 2019: Nil).

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the six months ended 31 December 2020.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as disclosed above and the service contract/appointment letter with the Directors, no other transactions, arrangements or contracts that is significant in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had, directly or indirectly, a material interest subsisted at the end of the period or at any time during the period and up to the date of this report.

NON-COMPETITION UNDERTAKING

Each of Kin Sun Creative Company Limited and Mr. Kwan Tek Sian has jointly and severally, irrevocably and unconditionally, undertaken to the Company that he/it shall not, and he/it shall procure that none of his/its respective close associates and/or persons and companies controlled by them (other than members the Group) shall not, except through his or its interests in the Company, whether as principal or agent and whether undertaken directly or indirectly through any person, body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise, participate, acquire or hold any right or interest or otherwise be interested, involved or engaged in or concerned with, directly or indirectly, any business which is in any respect in competition with or similar to or is likely to be in competition with the business within any of the territories within Hong Kong or any of the territories where any member of the Group carries and/or will carry on business from time to time upon listing of the Company.

OTHER INFORMATION

Mr. Yang Tien-Lee has also irrevocably and unconditionally, undertaken to our Company that he shall not and he shall procure that none of his close associates and/or persons and companies controlled by Mr. Yang shall not, except through his interests in the Company, whether as principal or agent and whether undertaken directly or indirectly through any person, body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise, participate, acquire or hold any right or interest or otherwise be interested, involved or engaged in or concerned with, directly or indirectly, any business which is in any respect in competition with or similar to or is likely to be in competition with the business of the Group within Hong Kong upon listing of the Company.

Pursuant to their respective undertakings, each of them is required to make an annual declaration on compliance with his/its non-competition undertakings for the relevant financial year in the Company's annual report.

For the year ended 30 June 2020, each of Kin Sun Creative Company Limited, Mr. Kwan Tek Sian and Mr. Yang Tien-Lee confirmed their compliance with the terms of non-competition undertaking. The independent non-executive Directors reviewed their respective confirmation and confirmed each of them has complied with the non-competition undertaking in accordance with its terms.

Each of Kin Sun Creative Company Limited, Mr. Kwan Tek Sian and Mr. Yang Tien-Lee shall provide confirmation in respect of their compliance with the terms of non-competition undertaking for the year 2020/2021. The independent non-executive Directors shall then review their respective confirmation to advise if each of them has complied with the non-competition undertaking in accordance with its terms for the year 2020/2021.

CONFLICT OF INTERESTS

Saved as disclosed above and during the Period, none of the Directors, the substantial Shareholders or management shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

INTERESTS OF THE COMPLIANCE ADVISER

As notified by Kingsway Capital Limited, compliance adviser of our Company, neither Kingsway Capital Limited nor any of its close associates (as defined in the GEM Listing Rules) and none of the directors or employees of Kingsway Capital Limited had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) which is required to be notified to our Company pursuant to Rule 6A.32 of the GEM Listing Rules as at 31 December 2020.

AUDIT COMMITTEE

The Company established an audit committee (the “Audit Committee”) on 19 June 2018, which operates under terms of reference approved by the Board. The Audit Committee currently comprises three independent non-executives Directors, namely Mr. Ng Ming Hon, Mr. Kwan Tek Sian and Mr. Law Sung Ching Gavin. Mr. Ng Ming Hon is the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited condensed consolidated financial results of the Group for the Period and is of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure have been made in respect thereof.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to maintain a high degree of corporate governance and transparency for the benefit of all its stakeholders. During the Period, the Board considers that the Company has complied with all the provisions of the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules.

OTHER INFORMATION

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the directors, its employees, and the directors and employees of its subsidiaries and holding companies, who may likely possess inside information on the Company or its securities, on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the six months ended 31 December 2020.

PUBLICATION OF THE INTERIM REPORT

The 2020/2021 interim report of the Company containing all the information required by GEM Listing Rules will be despatched to the shareholders of the Company and will also be published on the website of the Company at www.hklistco.com/8140 and the “HKExnews” website of the Stock Exchange at www.hkexnews.hk.