



常滿控股有限公司

Sheung Moon Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8523



**THIRD QUARTERLY
REPORT 2022**

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Directors**”) of Sheung Moon Holdings Limited (the “**Company**” or “**our**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively refer to as the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

This report will remain on the “Latest Listed Company Information” page on the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the day of its posting. This report will also be published on the Company’s website at www.smcl.com.hk.

CONTENTS

Corporate Information	3
Management Discussion and Analysis	5
Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	8
Unaudited Condensed Consolidated Statement of Changes in Equity	9
Notes to the Unaudited Condensed Consolidated Financial Statements	10
Other Information	17

BOARD OF DIRECTORS

Executive Directors

Mr. Tang Sze Wo (*Chairman*)
Mr. Lai Yung Sang
Mr. Tang Siu Tim

Independent non-executive Directors

Dr. Wong Kwok Yiu Chris
Mr. Wong Choi Chak
Mr. Leung Kim Hong

COMPANY SECRETARY

Ms. Lo Eraine

COMPLIANCE OFFICER

Mr. Tang Sze Wo

BOARD COMMITTEES

Audit committee

Mr. Wong Choi Chak (*Chairman*)
Dr. Wong Kwok Yiu Chris
Mr. Leung Kim Hong

Nomination committee

Mr. Leung Kim Hong (*Chairman*)
Dr. Wong Kwok Yiu Chris
Mr. Wong Choi Chak

Remuneration committee

Dr. Wong Kwok Yiu Chris (*Chairman*)
Mr. Wong Choi Chak
Mr. Leung Kim Hong

Risk management committee

Mr. Wong Choi Chak (*Chairman*)
Mr. Tang Sze Wo
Dr. Wong Kwok Yiu Chris
Mr. Leung Kim Hong

AUTHORISED REPRESENTATIVES

Mr. Tang Sze Wo
Ms. Lo Eraine

COMPANY'S WEBSITE

<http://www.smcl.com.hk>

AUDITOR

CHENG & CHENG LIMITED
Certified Public Accountants
Level 35, Tower 1, Enterprise Square Five
38 Wang Chiu Road, Kowloon Bay
Kowloon
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office D, 27/F
The Globe
No. 79 Wing Hong Street
Kowloon
Hong Kong

CORPORATE INFORMATION

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking
Corporation Limited
1 Queen's Road Central
Hong Kong

China Construction Bank (Asia)
Corporation Limited
CCB Tower
3 Connaught Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

STOCK CODE

8523

BUSINESS REVIEW

The Group is a local contractor in the civil engineering construction industry and is principally engaged in the provision of site formation works, road and drainage works as well as structural works in both public and private sectors in Hong Kong. The Group is an approved contractor of the government of Hong Kong Special Administrative Region (the “**Government**”), a registered general building contractor and a specialist contractor (site formation works) with the Hong Kong Buildings Department.

The following table sets out the number of contracts awarded to and completed by the Group and the aggregate contract sum during the period under review:

	Number of Contracts	Aggregate contract sum <i>(Note)</i> <i>HK\$' million</i>
As at 1 April 2022		
Existing contracts	85	1,139.9
During the nine months ended 31 December 2022		
Contracts completed	(56)	(397.5)
New contracts awarded	3	53.1
	<u>32</u>	<u>795.5</u>
As at 31 December 2022		

Note: The aggregate contract sum is based on a total of all contract sums stated in the initial agreements between the Group’s customers and the Group. It does not include additions and modifications due to subsequent variation orders. The final revenue recognised from a contract may differ from the contract sum initially agreed between the contracting parties.

During the period under review, the number of COVID-19 confirmed cases continued to decline. However, the prolonged outbreak of COVID-19 continues to bring uncertainties to the market and imposed negative impacts to the construction industry, including disruption to the supply chain, workforce shortages as a result of the illness and preventative quarantines, and suspension of construction works as a result of the measures imposed by the Government. In response, the management of the Group strengthened its preventive measures against COVID-19 to ensure all staff and workers were well protected against the infection of COVID-19 by providing a safe and healthy working environment. During the period under review, the Group’s construction projects were in good progress despite the margins of the projects were severely hit by the outbreak of COVID-19 with intense competition during the period under review.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK\$161.4 million, or 68.0%, from approximately HK\$237.6 million for the nine months ended 31 December 2021 to approximately HK\$76.1 million for the nine months ended 31 December 2022. Such decrease was primarily attributable to substantial completion of projects during the period ended 31 December 2022.

Direct Costs

Direct costs primarily consisted of subcontracting fee, direct labour cost, construction materials, petrol consumption and site overheads. Direct cost decreased by approximately HK\$154.2 million, or 67.5%, from approximately HK\$228.5 million for the nine months ended 31 December 2021 to approximately HK\$74.3 million for the nine months ended 31 December 2022. The decrease in direct costs was generally in line with the decrease in revenue.

Gross Profit and Gross Profit Margin

The Group's gross profit decreased by approximately HK\$7.2 million, or 79.6%, from approximately HK\$9.0 million for the nine months ended 31 December 2021 to approximately HK\$1.8 million for the nine months ended 31 December 2022. Gross profit margin dropped from 3.8% for the nine months ended 31 December 2021 to 2.4% for the nine months ended 31 December 2022. Such decrease was mainly due to the increase in subcontracting charge and direct costs during the period ended 31 December 2022.

Other Income

Other income increased significantly by approximately HK\$3.3 million, or 250.3%, from approximately HK\$1.3 million for the nine months ended 31 December 2021 to approximately HK\$4.6 million for the nine months ended 31 December 2022. Such increase was primarily attributable to the receipt of the subsidies with approximately HK\$3.0 million from the Government under the Employment Support Scheme.

Other Gains and Losses

Other gains and losses decreased by approximately HK\$5.4 million, or 235.0%, from a gain of approximately HK\$2.3 million for the nine months ended 31 December 2021 to a loss of approximately HK\$3.1 million for the nine months ended 31 December 2022. Such decrease was primarily due to the loss on disposal of the non-current assets during the period ended 31 December 2022.

Impairment loss under expected credit loss model, net of reversal

Impairment loss under expected credit loss model in the amount of approximately HK\$59.6 million was recognised during the period ended 31 December 2022. Such amount was attributable to the impairment of trade receivables, other receivables and contract assets during the period ended 31 December 2022.

Administrative Expenses

Administrative expenses increased by approximately HK\$3.6 million or 32.3% from approximately HK\$11.1 million for the nine months ended 31 December 2021 to approximately HK\$14.7 million for the nine months ended 31 December 2022. Such increase was mainly attributable to (i) depreciation of right-of-use assets and property, plant and equipment; and (ii) increase in legal and professional fees during the period ended 31 December 2022.

Finance Costs

Finance costs increased slightly by approximately HK\$6,000 or 0.2% from approximately HK\$2.8 million for the nine months ended 31 December 2021 to approximately HK\$2.8 million for the nine months ended 31 December 2022. Finance costs comprised interests on bank borrowings and lease liabilities.

Taxation

Taxation expenses decreased by approximately HK\$36,000 or 100%, from approximately HK\$36,000 for the nine months ended 31 December 2021 to nil for the nine months ended 31 December 2022. Such decrease was attributable to the loss before taxation incurred for the nine months ended 31 December 2022.

As a result of the above, the Group recorded a loss approximately HK\$73.8 million for the nine months ended 31 December 2022 (for the nine months ended 31 December 2021: loss of approximately HK\$1.6 million).

PROSPECT

During the period under review, the impact of the COVID-19 pandemic on the industry and economy was still uncertain. The Group experienced a relatively difficult and challenging year with competitive pricing arising from intense market competition and increase in direct costs due to the labour shortage and increase in costs of construction materials.

The Group are to implement different measures and policies to minimise the impact of the COVID-19 pandemic on the Group.

The Directors are of the view that the impact of COVID-19 pandemic will gradually subside and the Group will take appropriate measures to seek for new potential construction business opportunities and investments. The Group remains prudently optimistic about the outlook of the construction industry and will remain focus on the long-term developments. With a proven track record and strong foothold in the industry, the Group will endeavour to maintain a sustainable development in its construction business so as to maximise the return of the Company's shareholders (the "Shareholders").

EVENTS AFTER THE REPORTING PERIOD

The Group had no significant events after the end of the reporting period and up to the date of this report.

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

For the three months and nine months ended 31 December 2022

The board of Directors (the “**Board**”) of the Company hereby presents the unaudited condensed consolidated results of the Group for the three months and nine months ended 31 December 2022, together with the comparative figures for the corresponding period in 2021 as follows:

	NOTES	Three months ended 31 December		Nine months ended 31 December	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Revenue	3	16,439	83,988	76,130	237,547
Direct costs		(13,714)	(78,637)	(74,283)	(228,511)
Gross profit		2,725	5,351	1,847	9,036
Other income	4	382	292	4,551	1,299
Other gains and losses	5	(2,119)	2,177	(3,081)	2,283
Impairment loss under expected credit loss model, net of reversal		(33,639)	(34)	(59,649)	(251)
Administrative expenses		(4,344)	(4,419)	(14,653)	(11,079)
Finance costs	6	(677)	(869)	(2,823)	(2,817)
Profit (Loss) before taxation	7	(37,672)	2,498	(73,808)	(1,529)
Taxation	8	–	(876)	–	(36)
Profit (Loss) and total comprehensive income (expense) for the period attributable to owners of the Company		(37,672)	1,622	(73,808)	(1,565)
(Loss)/Earnings per share – Basic (HK cents)	9	(9.42)	0.41	(18.45)	(0.39)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2022

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Other reserve <i>HK\$'000</i> <i>(Note a)</i>	Property revaluation reserve <i>HK\$'000</i> <i>(Note b)</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2021 (audited)	4,000	63,701	10,262	2,695	103,807	184,465
Profit and total comprehensive income for the period (unaudited)	—	—	—	—	(1,565)	(1,565)
At 31 December 2021 (unaudited)	<u>4,000</u>	<u>63,701</u>	<u>10,262</u>	<u>2,695</u>	<u>102,242</u>	<u>182,900</u>
At 1 April 2022 (audited)	4,000	63,701	10,262	2,695	97,279	177,937
Loss and total comprehensive expense for the period (unaudited)	—	—	—	—	(73,808)	(73,808)
At 31 December 2022 (unaudited)	<u>4,000</u>	<u>63,701</u>	<u>10,262</u>	<u>2,695</u>	<u>23,471</u>	<u>104,129</u>

Notes:

- (a) The other reserve of the Group represents the difference between the nominal amount of the share capital of Sheung Moon Construction Limited, an indirect wholly-owned subsidiary of the Company, and the nominal amount of share capital of Attaway Developments Limited, a direct wholly-owned subsidiary of the Company, pursuant to the group reorganisation.
- (b) During the year ended 31 March 2017, the use of property of the Group had been changed from owner-occupation to leasing out for rental income. The leasehold land and building with net book value of HK\$10,505,000 were transferred from property, plant and equipment to investment property at the date of the end of owner-occupation. Upon the change of intended use, the difference of HK\$2,695,000 between the net book value and the fair value of the property of HK\$13,200,000 was recognised in other comprehensive income and accumulated in "property revaluation reserve".

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

1. GENERAL

Sheung Moon Holdings Limited (the “**Company**”) was incorporated and registered in the Cayman Islands as an exempted company with limited liability on 31 May 2017 under the Companies Act, Cap 22 (Act 3 of 1961, as amended, consolidated or supplemented from time to time) of the Cayman Islands and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 12 February 2018. The immediate holding company of the Company is Chrysler Investments Limited, which is incorporated in the British Virgin Islands (“**BVI**”) and owned by Mr. Tang Sze Wo. The address of the Company’s registered office is at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the address of the Company’s principal place of business is at Office D, 27/F, The Globe, No. 79 Wing Hong Street, Kowloon, Hong Kong.

The Company acts as an investment holding company and its subsidiaries are principally engaged in provision of civil engineering construction services.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statement of the Group for the three months and nine months ended 31 December 2022 have been prepared in accordance with accounting policies conform with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) applicable to interim periods. However, it does not contain sufficient information to constitute an interim financial report as defined in HKFRSs.

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

The adoption of the new and amendments to HKFRSs issued by the HKICPA which are applicable for the Group’s annual period beginning on 1 April 2022 has no material impact on the financial position of the Group as at 1 April 2022 and results of the Group for the nine months ended 31 December 2022.

The accounting policies and methods of computation used in the third quarterly financial information for the three months and nine months ended 31 December 2022 are the same as those applied in the preparation of the financial information of the Group for the year ended 31 March 2022 included in the annual report of the Company dated 12 August 2022.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

3. REVENUE AND SEGMENT INFORMATION

Revenue

Revenue represents the fair value of amounts received and receivable from the civil engineering construction services by the Group to external customers. The Group's revenue is solely derived from civil engineering construction services in Hong Kong during both periods.

(i) *Revenue from contract with customers*

Revenue from provision of civil engineering construction services during both periods are analysed as follows:

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Civil engineering construction contracts recognised over time	<u>16,439</u>	<u>83,988</u>	<u>76,130</u>	<u>237,547</u>

(ii) *Performance obligations for contracts with customers*

The Group provides construction services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction services based on the stage of completion of the contract using input method.

The Group's construction contracts include payment schedules which require stage payments over the construction period once certain specified milestones are reached. When the Group receives a deposit before construction commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones. The contract assets are transferred to trade receivables when the rights become unconditional.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

3. REVENUE AND SEGMENT INFORMATION – CONTINUED

Revenue – continued

(ii) Performance obligations for contracts with customers – continued

Retention receivables, prior to expiration of defect liability period, are classified as contract assets, which ranges from one to two years from the date of the practical completion of the construction. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the construction services performed comply with agreed upon specifications and such assurance cannot be purchased separately.

Segment information

The executive directors of the Company, being the chief operating decision maker (“CODM”), regularly review revenue analysis by nature of business. The executive directors of the Company considered the operating activities of civil engineering construction services as a single operating segment. The operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies conform to HKFRSs, and is regularly reviewed by the CODM. The CODM reviews the overall results, assets and liabilities of the Group as a whole to make decisions about resources allocation and performance evaluation. Accordingly, no further analysis of this single operating segment is presented.

4. OTHER INCOME

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Government subsidies (Note)	–	–	3,032	–
Compensation income	–	–	220	–
Bank interest income	–	3	9	5
Property rental income	99	99	296	296
Others	283	190	994	998
	382	292	4,551	1,299

Note: During the period under review, the Group received government grants of approximately HK\$3,032,000 under the COVID-19 Employment Support Scheme (“ESS”) provided by the Hong Kong Government.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

5. OTHER GAINS AND LOSSES

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Gain (Loss) on disposal/written off of property, plant and equipment	<u>(2,119)</u>	<u>2,177</u>	<u>(3,081)</u>	<u>2,283</u>

6. FINANCE COSTS

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Interests on:				
Bank borrowings	<u>612</u>	<u>609</u>	<u>2,393</u>	<u>2,238</u>
Lease liabilities	<u>65</u>	<u>260</u>	<u>430</u>	<u>579</u>
	<u>677</u>	<u>869</u>	<u>2,823</u>	<u>2,817</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

7. PROFIT (LOSS) BEFORE TAXATION

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)

Profit (Loss) before taxation has been arrived at after charging:

Directors' remuneration	304	1,300	2,639	3,286
Staff costs (including direct labour cost)	6,943	36,746	28,039	108,846
Retirement benefit scheme contributions (including direct labour cost)	80	990	736	3,235
Total staff cost	7,327	39,036	31,414	115,367
Auditor's remuneration	200	425	600	825
Depreciation on property, plant and equipment	1,320	1,509	3,318	4,977
Depreciation on right-of-use assets	645	1,056	1,531	2,704

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

8. TAXATION

	Three months ended 31 December 2022 HK\$'000 (unaudited)		Nine months ended 31 December 2022 HK\$'000 (unaudited)	
	2021 HK\$'000 (unaudited)		2021 HK\$'000 (unaudited)	
Tax charge comprises:				
Hong Kong Profits Tax	-	-	-	-
Deferred taxation	-	876	-	36
	-	876	-	36

The Hong Kong Profits Tax of a subsidiary of the Group is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. The profits of group entities not qualifying for the two-tiered profits tax regime will be taxed at a flat rate of 16.5%.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

9. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company for the period is based on the following data:

	Three months ended 31 December		Nine months ended 31 December	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
(Loss)/Earning				
Profit (Loss) for the period attributable to owners of the Company for the purpose of basic (loss)/earnings per share	<u>(37,672)</u>	<u>1,622</u>	<u>(73,808)</u>	<u>(1,565)</u>
	'000 (unaudited)	'000 (unaudited)	'000 (unaudited)	'000 (unaudited)
Number of shares				
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>

No diluted (loss)/earnings per share were presented as there were no potential ordinary shares in issue during both periods.

10. DIVIDENDS

No dividend was paid, declared or proposed for the nine months ended 31 December 2022 (for the nine months ended 31 December 2021: Nil).

DISCLOSURE OF INTERESTS**(a) Interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or the associated corporations**

As at 31 December 2022, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required as otherwise to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.68 of the GEM Listing Rules, were as follows:

(i) Interests in the Company

Name of Director	Capacity/ Nature of interest	Number of shares	Approximate percentage of shares
Mr. Tang Sze Wo <i>(Note)</i>	Interest in a controlled corporation	260,000,000 (long position)	65.0%
Mr. Tang Siu Tim	Beneficial Owner	3,975,000 (long position)	1.0%

Note:

These shares are held by Chrysler Investments Limited, a company incorporated in the BVI and the entire share capital of which is held by Mr. Tang Sze Wo. Mr. Tang Sze Wo is deemed to be interested in these shares held by Chrysler Investments Limited under the SFO.

OTHER INFORMATION

(ii) *Interests in associated corporation(s) of the Company*

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Number of shares	Percentage of shareholding
Mr. Tang Sze Wo	Chrysler Investments Limited	Beneficial owner	1 (long position)	100%

Save as disclosed above, as at 31 December 2022, 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) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) or (ii) which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO or (iii) which were otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.46 to 5.68 of the GEM Listing Rules.

(b) Interests and short positions of the substantial shareholders in the shares and underlying shares

So far as the Directors are aware, as at 31 December 2022, the following persons (other than a Director or chief executive of our Company) will have or be deemed or taken to have an interest and/or short position in the shares or the underlying shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO or are directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group:

Name of Shareholder	Capacity/ Nature of interest	Number of shares	Approximate percentage of shareholding in our Company
Chrysler Investments Limited (Note 1)	Beneficial owner	260,000,000 (long position)	65.0%
Mr. Tang Siu Fung Calvin (Note 2)	Interest in a controlled corporation	40,000,000 (long position)	10%
Sigma Square Investment Management Limited (Note 2)	Interest in a controlled corporation	40,000,000 (long position)	10%
Altivo Ventures Limited (Note 2)	Beneficial owner	40,000,000 (long position)	10%

Notes:

- Chrysler Investments Limited is a company incorporated in the BVI and the entire share capital of which is held by Mr. Tang Sze Wo.
- These shares are held by Altivo Ventures Limited, a company incorporated in the BVI and the entire share capital of which is held by Sigma Square Investment Management Limited, a company incorporated in Hong Kong and wholly owned by Mr. Tang Siu Fung Calvin, the son of Mr. Tang Sze Wo. Each of Sigma Square Investment Management Limited and Mr. Tang Siu Fung Calvin is deemed to be interested in these shares held by Altivo Ventures Limited under the SFO.

Save as disclosed above, and as at 31 December 2022, the Directors and chief executive are not aware of any person, other than a Director or chief executive of the Company, who has an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

OTHER INFORMATION

CHANGES IN THE DIRECTORS' INFORMATION

There are no changes in the Board and the information of the Directors since the date of the Company's annual report 2022.

SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme (the "**Share Option Scheme**") on 24 January 2018 for the purpose of motivating the Eligible Participants (as defined below) to optimize their performance efficiency for the benefit of the Group and attracting and retaining or otherwise maintaining on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group. "**Eligible Participants**" refer to (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; or (ii) any directors (including executive, non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; or (iii) any advisers, consultants, suppliers, customers, agents and related entities to the Company or any of its subsidiaries.

The maximum number of shares of the Company (the "**Shares**") in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue immediately following completion of the Hong Kong public offering, being 40,000,000 Shares. The maximum number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme to any one person (including exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue from time to time.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised. However, a grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant. The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the nominal value of a Share;
- (b) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant of the relevant option, which must be a day on which the Stock Exchange is open for the business of dealing in securities; and
- (c) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date grant of the relevant option.

The Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption, after which no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in force and effect in all other respects. All options granted prior to the termination of the Share Option Scheme and not then exercised shall continue to valid and exercisable subject to and in accordance with the Share Option Scheme.

No share options were granted, exercised, cancelled or lapsed by the Company under the Share Option Scheme during the period from 1 April 2022 to 31 December 2022 and there were no outstanding share options under the Share Option Scheme as at 31 December 2022 and up to the date of this report.

DIVIDENDS

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2022 (for the nine months ended 31 December 2021: nil).

DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed in this report, at no time during the period from 1 April 2022 to 31 December 2022 was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executive of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the nine months ended 31 December 2022, the Company did not redeem any of its shares, and neither did the Company nor any of its subsidiaries purchase or sell any of the shares.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Code of Conduct**"). Having made specific enquiry of all the Directors, all of them confirmed that they had fully complied with the required standard of dealings as set out in the Code of Conduct during the period from 1 April 2022 to 31 December 2022.

COMPETITION AND CONFLICT OF INTERESTS

As far as the Directors are aware of, none of the Directors nor the controlling Shareholders nor any of their respective associates (as defined in the GEM Listing Rules) had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group or had any other conflict of interests with the Group during the nine months ended 31 December 2022.

OTHER INFORMATION

AUDIT COMMITTEE

The Board has established an audit committee (the “**Audit Committee**”) on 24 January 2018, which operates under terms of reference approved by the Board. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Wong Choi Chak, Dr. Wong Kwok Yiu Chris and Mr. Leung Kim Hong. Mr. Wong Choi Chak is the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited condensed consolidated financial results of the Group for the nine months ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Directors consider that incorporating the core elements of good corporate governance in the management structure and internal control procedures of the Group would help to balance the interest of the Shareholders, customers and employees of the Company. The Board has adopted the principles and the code provision of the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the “**CG Code**”) to ensure that the Group’s business activities and decision making processes are regulated in a proper and prudent manner.

During the nine months ended 31 December 2022, the Company has complied with the code provisions of the CG Code.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE GEM LISTING RULES

The Company does not have any other disclosure obligation under Rule 17.22, Rule 17.23 and Rule 17.24 of the GEM Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9 a.m. on 15 August 2022 as required under Rule 17.49B of the GEM Listing Rules and will remain suspended until further notice.

By order of the Board
Sheung Moon Holdings Limited
Tang Sze Wo
Executive Director and Chairman

Hong Kong, 13 February 2023

As at the date of this report, the Board comprises three executive Directors, namely, Mr. Tang Sze Wo, Mr. Lai Yung Sang and Mr. Tang Siu Tim; and three independent non-executive Directors, namely, Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak and Mr. Leung Kim Hong.