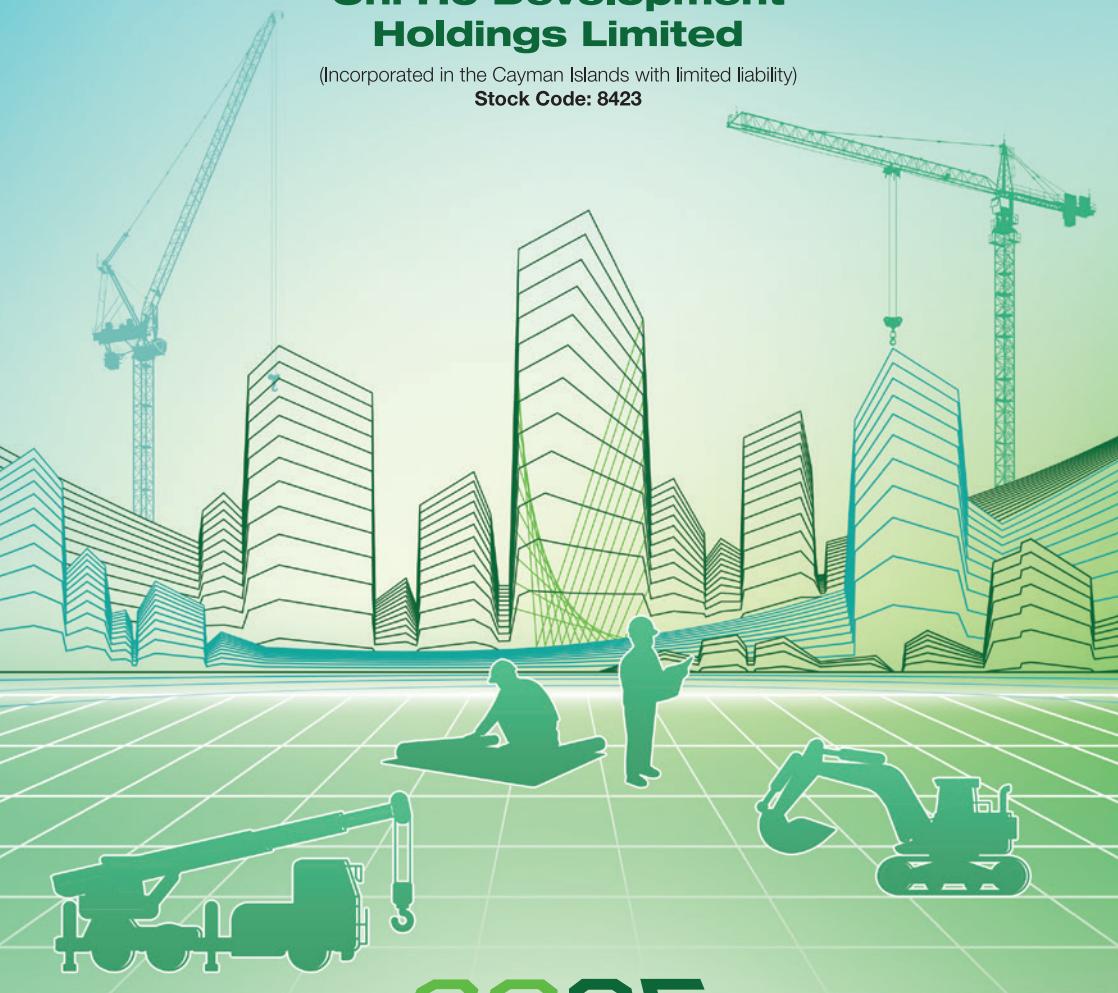




## Chi Ho Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)  
Stock Code: 8423



**2025**  
INTERIM REPORT

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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 of the Stock Exchange 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 (collectively the “**Directors**” and each, the “**Director**”) of Chi Ho Development Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**”, “**our**” or “**us**”) 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. 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 of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its publication and on the Company’s website at [www.chdev.com.hk](http://www.chdev.com.hk).*

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Leung Ka Ho, Raymond  
(Chairman)  
Mr. Ho Chi Kwan

### Independent non-executive Directors

Ms. Ho Wing Shan  
Mr. Leung Hung Kwong, Derrick  
Mr. Moy Yee Wo, Matthew  
Mr. Yau Sze Yeung

## COMPANY SECRETARY

Mr. Chung Kiu Pan

## AUTHORISED REPRESENTATIVES

Mr. Leung Ka Ho, Raymond  
Mr. Chung Kiu Pan

## AUDIT COMMITTEE

Mr. Yau Sze Yeung (Chairman)  
Mr. Moy Yee Wo, Matthew  
Mr. Leung Hung Kwong, Derrick

## REMUNERATION COMMITTEE

Mr. Leung Hung Kwong, Derrick  
(Chairman)  
Mr. Moy Yee Wo, Matthew  
Mr. Yau Sze Yeung

## NOMINATION COMMITTEE

Mr. Moy Yee Wo, Matthew  
(Chairman)  
Ms. Ho Wing Shan  
Mr. Leung Hung Kwong, Derrick  
Mr. Yau Sze Yeung

## SAFETY COMPLIANCE COMMITTEE

Mr. Leung Hung Kwong, Derrick  
(Chairman)  
Mr. Leung Ka Ho, Raymond  
Mr. Ho Chi Kwan

## LEGAL ADVISER TO THE COMPANY

### *As to Hong Kong law:*

ONC Lawyers  
19th Floor, Three Exchange Square  
8 Connaught Place  
Central  
Hong Kong

**AUDITOR**

McMillan Woods (Hong Kong)  
CPA Limited  
*Certified Public Accountants*  
24/F., Siu On Centre  
188 Lockhart Road, Wan Chai  
Hong Kong

**REGISTERED OFFICE**

Windward 3, Regatta Office Park  
P.O. Box 1350  
Grand Cayman, KY1-1108  
Cayman Islands

**HEAD OFFICE AND PRINCIPAL  
PLACE OF BUSINESS IN  
HONG KONG**

Units 901, 902 and 908, 9/F  
Magnet Place Tower 1  
77-81 Container Port Road  
Kwai Chung  
New Territories  
Hong Kong

**PRINCIPAL SHARE REGISTRAR  
AND TRANSFER OFFICE**

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

**HONG KONG BRANCH SHARE  
REGISTRAR AND TRANSFER  
OFFICE**

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

**PRINCIPAL BANKER**

Bank of China (Hong Kong) Limited  
The Hongkong and Shanghai  
Banking Corporation Limited

**WEBSITE ADDRESS**

[www.chdev.com.hk](http://www.chdev.com.hk)

**STOCK CODE**

8423

The board of Directors (the “**Board**”) of the Company is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 30 September 2025 (the “**Relevant Period**”), together with the unaudited comparative figures for the corresponding period in 2024, as follows:

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

For the six months ended 30 September 2025

	Notes	Six months ended 30 September	
		2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue	4	178,166	235,785
Cost of sales		(170,813)	(211,787)
Gross profit		7,353	23,998
Other income		1,335	1,132
Allowance recognised under expected credit loss model, net of reversal		(2,445)	(2,528)
Allowance recognised under expected credit loss model on loan to a joint venture		(14,330)	–
Administrative expenses		(9,490)	(9,692)
Finance costs		(2,525)	(2,525)
(Loss) profit before taxation	5	(20,102)	10,385
Income tax expense	6	(37)	(1,375)
(Loss) profit and total comprehensive (expense) income for the period		(20,139)	9,010
(Loss) earnings per share – Basic (HK cents)	8	(2.52)	1.13

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2025

	Notes	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment		1,939	2,663
Right-of-use asset		1,106	1,962
Investment property	9	7,700	7,800
Interest in a joint venture	10	25,898	35,342
Financial assets at fair value through profit or loss ("FVTPL")	11	16,330	16,036
Deferred tax assets		1,883	1,883
		<b>54,856</b>	<b>65,686</b>
<b>Current assets</b>			
Trade and other receivables	12	64,850	78,273
Contract assets	13	249,404	194,554
Tax recoverable		806	476
Pledged bank deposits		14,511	14,702
Bank balances and cash		5,374	25,655
		<b>334,945</b>	<b>313,660</b>
<b>Current liabilities</b>			
Trade and other payables	14	156,408	127,992
Tax payable		2,154	2,161
Other borrowing	15	13,400	6,500
Bank borrowings	16	92,058	95,810
Lease liabilities — current portion		398	1,158
		<b>264,418</b>	<b>233,621</b>
<b>Net current assets</b>		<b>70,527</b>	<b>80,039</b>
<b>Total assets less current liabilities</b>		<b>125,383</b>	<b>145,725</b>
<b>Non-current liabilities</b>			
Lease liabilities — non-current portion		253	456
Deferred tax liability		341	341
		<b>594</b>	<b>797</b>
Share capital	17	8,000	8,000
Reserves		116,789	136,928
Total equity		<b>124,789</b>	<b>144,928</b>
		<b>125,383</b>	<b>145,725</b>

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2025

	Property					
	Share capital	Share premium	revaluation reserve	Other reserve	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2025 (audited)	8,000	31,777	2,355	2,200	100,596	144,928
Loss and total comprehensive expense for the period	-	-	-	-	(20,139)	(20,139)
<b>At 30 September 2025 (unaudited)</b>	<b>8,000</b>	<b>31,777</b>	<b>2,355</b>	<b>2,200</b>	<b>80,457</b>	<b>124,789</b>
At 1 April 2024 (audited)	8,000	31,777	2,355	2,200	112,788	157,120
Profit and total comprehensive income for the period	-	-	-	-	9,010	9,010
<b>At 30 September 2024 (unaudited)</b>	<b>8,000</b>	<b>31,777</b>	<b>2,355</b>	<b>2,200</b>	<b>121,798</b>	<b>166,130</b>

Notes:

1. Pursuant to the Companies Act (as revised) of the Cayman Islands and the Company's Articles of Association, the share premium of the Company is distributable to the equity holders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
2. The property revaluation reserve represents cumulative gains and losses arising from revaluation of the leasehold land and building in Hong Kong upon transfer to investment property. Such item will not be reclassified to profit or loss in subsequent periods.
3. Other reserve represents the aggregate of the share capital of Fulam Engineering Hong Kong Limited and Fulam Construction Engineering Company Limited ("Fulam Construction"), which were acquired by Idea Lion Limited and Diamond Step Ventures Limited, respectively, by issuing their respective new shares to the then controlling shareholders pursuant to the corporate reorganisation in 2016.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2025

	<b>Six months ended 30 September</b>	
	<b>2025 HK\$'000 (Unaudited)</b>	<b>2024 HK\$'000 (Unaudited)</b>
Net cash (used in) from operating activities	<b>(16,666)</b>	13,855
Net cash used in investing activities	<b>(3,275)</b>	(28,031)
Net cash (used in) from financing activities	<b>(340)</b>	5,348
<b>Net decrease in cash and cash equivalents</b>	<b>(20,281)</b>	(8,828)
<b>Cash and cash equivalents at the beginning of the period</b>	<b>25,655</b>	22,535
<b>Cash and cash equivalents at the end of the period</b>	<b>5,374</b>	13,707

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2025

## 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 October 2016 under the Companies Act (as revised) of the Cayman Islands and its shares have been listed on GEM of the Stock Exchange since 13 March 2017 (the “**Listing**”). The ultimate and immediate holding companies are two companies namely, Sharp Talent Holdings Limited (“**Sharp Talent**”) and Diamondfield Holdings Limited (“**Diamondfield**”), which are owned by Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan who are parties acting in concert, respectively.

The address of the registered office and principal place of business of the Company are at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands and Units 901, 902 and 908, 9/F, Magnet Place Tower 1, 77-81 Container Port Road, Kwai Chung, New Territories, Hong Kong, respectively.

The Company is as an investment holding company. The Group provides integrated service of (i) new capital works; (ii) site formation and geotechnical works; (iii) renovation and maintenance works; (iv) alteration and addition works; and (v) fitting-out works to its customers. The Group also engages in property development and property investment in Hong Kong.

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

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the six months ended 30 September 2025 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended 31 March 2025 which have been prepared in accordance with all applicable HKFRS Accounting Standards.

Other than changes in accounting policies resulting from application of new and amendments to HKFRS Accounting Standards, the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2025 are consistent with those applied in the audited consolidated financial statements for the year ended 31 March 2025.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets at FVTPL and investment property.

The preparation of the unaudited condensed consolidated financial statements in conformity with the HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires the management to exercise their judgements in the process of applying the Group's accounting policies.

The unaudited condensed consolidated financial statements have not been reviewed by the Company's auditor, but have been reviewed by the Company's audit committee.

### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRS Accounting Standards issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2025 for the preparation of the Group's unaudited condensed consolidated financial statements:

The Group has adopted these new standards, amendments of standards and annual improvements and the adoption of these new standards, amendments of standards and annual improvements do not have significant impacts on the Group's unaudited condensed consolidated financial statements.

#### 4. REVENUE

Revenue represents the fair value of amounts received and receivable by the Group in respect of (i) provision of the building renovation and construction services (which included new capital works, site formation and geotechnical works, and renovation and maintenance works, alteration and addition works and fitting-out works) to external customers and (ii) rental income from property leasing.

For the purposes of resources allocation and performance assessment, the chief operating decision maker, being the executive directors of the Company, reviews the overall results and financial position of the Group as a whole prepared based on the same set of accounting policies. The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

1. Building renovation and construction service — new capital works, site formation and geotechnical works, renovation and maintenance works, alteration and addition works and fitting-out works in Hong Kong
2. Property — property investment in Hong Kong

An analysis of the Group's reportable segment revenue by reportable and operating segment is as follows:

**For the six months ended 30 September 2025**

	<b>Building renovation and construction service HK\$'000 (Unaudited)</b>	<b>Property HK\$'000 (Unaudited)</b>	<b>Total HK\$'000 (Unaudited)</b>
<b>Revenue</b>			
Renovation and maintenance works	<b>121,990</b>	–	<b>121,990</b>
Alteration and addition works, and fitting-out works	<b>32,200</b>	–	<b>32,200</b>
Mixed projects ( <i>note</i> )	<b>12,651</b>	–	<b>12,651</b>
Site formation and geotechnical works	–	–	–
New capital works	<b>11,128</b>	–	<b>11,128</b>
Revenue from contracts with customers	<b>177,969</b>	–	<b>177,969</b>
Revenue from property leasing	–	<b>197</b>	<b>197</b>
Total segment revenue	<b>177,969</b>	<b>197</b>	<b>178,166</b>

**For the six months ended 30 September 2024**

	<b>Building renovation and construction service HK\$'000 (Unaudited)</b>	<b>Property HK\$'000 (Unaudited)</b>	<b>Total HK\$'000 (Unaudited)</b>
<b>Revenue</b>			
Renovation and maintenance works	78,222	–	78,222
Alteration and addition works, and fitting-out works	59,888	–	59,888
Mixed projects ( <i>note</i> )	72,396	–	72,396
Site formation and geotechnical works	–	–	–
New capital works	25,082	–	25,082
Revenue from contracts with customers	235,588	–	235,588
Revenue from property leasing	–	197	197
Total segment revenue	235,588	197	235,785

Note: Mixed projects represent the mixture of both renovation and maintenance works and alteration and addition works, and fitting-out works provided in a project.

## 5. (LOSS) PROFIT BEFORE TAXATION

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Profit for the period has been arrived at after charging (crediting):		
Directors' remuneration	2,410	2,334
Other staff costs:		
Salaries and other allowances	12,795	13,315
Retirement benefit scheme contributions	536	537
Total staff costs	<b>13,331</b>	13,852
	<b>15,741</b>	16,186
Bank interest income	(214)	(204)
Change in fair value on financial assets at FVTPL	(294)	(300)
Depreciation of property, plant and equipment	724	735
Depreciation of right-of-use asset	856	847
Direct operating expenses of investment property	183	34

## 6. INCOME TAX EXPENSE

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Hong Kong Profits Tax		
– Current period	<b>37</b>	1,375

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, Hong Kong Profits Tax of a subsidiary, namely Fulam Construction, for both periods 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. For other entities of the Group, they are taxed at a flat rate of 16.5% for both periods.

## 7. DIVIDEND

The Board has resolved not to recommend the payment of an interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: nil).

## 8. (LOSS) EARNINGS PER SHARE

The calculations of basic (loss) earnings per share attributable to the owners of the Company for the six months ended 30 September 2025 are based on the followings:

		Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)	
<b>Earnings:</b> Earnings for the purpose of basic (loss) earnings per share ((loss) profit for the period)	(20,139)	9,010	
<b>Number of shares:</b> Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share ('000)	800,000	800,000	

No diluted (loss) earnings per share for both periods were presented as there were no potential ordinary shares outstanding.

## 9. INVESTMENT PROPERTY

The Group leases out office under operating lease with rental receivables monthly. The lease runs for a period of 2 years. The Group is not exposed to foreign currency risk as a result of the lease arrangements, as the lease is denominated in the respective functional currencies of the group entities. The lease contract does not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

	Investment property HK\$'000
<b>FAIR VALUE</b>	
At 1 April 2025 (audited)	7,800
Change in fair value recognised in profit or loss	(100)
At 30 September 2025 (unaudited)	7,700

As at 30 September 2025, the carrying amount of investment property pledged as security for the Group's bank borrowing amounted to HK\$7,700,000 (31 March 2025: HK\$7,800,000).

## 10. INTEREST IN A JOINT VENTURE

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Cost of investment in a joint venture (note 1)	—*	—*
Share of post-acquisition profits and other comprehensive income	—	—
Loan to a joint venture (note 2)	56,378	51,492
Less: allowance for credit loss	(30,480)	(16,150)
	<b>25,898</b>	<b>35,342</b>

\* The amount is below HK\$1,000

### Note 1:

On 8 August 2022, the Group acquired 25% of the issued share capital of Acasa Property Limited ("Acasa") at a consideration of HK\$1, which wholly owned 100% of the issued share capital of K18 Property Limited ("K18"). Acasa and K18 became the associates to the Company upon acquisition. Furthermore, on 19 January 2023, the Group has completed the acquisition of an additional 25% of the issued share capital of Acasa at a consideration of HK\$1, and Acasa and K18 became the joint ventures owned as to 50% by the Company.

### Note 2:

The amount is unsecured, interest bearing at 1-month HIBOR + 2.85% per annum and has no fixed terms of repayment. As at 30 September 2025 and 31 March 2025, the Group had nil commitment to provide shareholder's loan to the joint venture.

Details of each of the Group's joint ventures at the end of the reporting period are as follows:

Name of entity	Place of incorporation/registration	Issued and paid up capital	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity
			30 September 2025	31 March 2025	30 September 2025	31 March 2025	
Acasa	Hong Kong	8,000 ordinary shares with paid up capital of HK\$107,000	50%	50%	50%	50%	Investment holding
K18	Hong Kong	1 ordinary share with paid up capital of HK\$1	50%	50%	50%	50%	Property development and sales of properties

K18 wholly owns a piece of land located in Kimberley Street in Hong Kong and gives an opportunity for the Group to undertake more sizeable construction projects and to broaden the Group's customer base.

## 11. FINANCIAL ASSETS AT FVTPL

Fulam Construction has entered into (i) a life insurance policy to insure the chief financial officer of the Company in 2022; and (ii) a life insurance policy to insure an executive Director of the Company in 2023.

Under the insurance policies, the beneficiary and policy holder is Fulam Construction. Fulam Construction is required to pay an upfront payment for the insurance policies. Fulam Construction may request a partial surrender or full surrender of the insurance policies at any time and receive cash back based on the value of the policy at the date of withdrawal, which is determined by the gross premium paid at inception plus accumulated interest earned and minus policy expense and insurance premium charged (the "**Cash Value**"). If such withdrawal is made at any time during the 1st to the 18th policy year, as appropriate, a pre-determined specified surrender charge would be imposed. The financial asset at FVTPL carries guaranteed interests at interest rates ranging from 2% to 5.25% plus a premium determined by the insurance company during the tenures of the insurance policies.

Particulars of the insurance policies are as follows:

<b>Insured sum</b>	<b>Upfront payment</b>	<b>Guaranteed interest rates</b>	
		<b>First year</b>	<b>Second year and onwards</b>
US\$6,100,000 (equivalent to approximately HK\$47,580,000)	Approximately US\$1,276,000 (equivalent to approximately HK\$10,027,000)	4.25% per annum	2% per annum
US\$3,100,000 (equivalent to approximately HK\$24,180,000)	Approximately US\$1,085,000 (equivalent to approximately HK\$8,500,000)	5.25% per annum	2% per annum

The financial assets at FVTPL are categorised in Level 2 of the fair value hierarchy.

These financial assets were mandatorily classified as financial assets at FVTPL under HKFRS 9 as its contractual cash flows is not solely payments of principal and interest. The carrying amount of the financial assets at FVTPL as at 30 September 2025 approximate the Cash Value of the insurance policies and the expected life of the policies remained unchanged from the initial recognition. The entire balances of the life insurance policies are denominated in United States dollar ("**US\$**").

## 12. TRADE AND OTHER RECEIVABLES

	<b>30 September 2025 HK\$'000 (Unaudited)</b>	31 March 2025 HK\$'000 (Audited)
Trade receivables		
Less: allowance for credit loss	(5,259)	(4,612)
	<b>24,049</b>	34,763
Other receivables		
Deposits for surety bonds (note i)	20,073	19,571
Project deposits placed with customers	13,333	13,608
Prepaid subcontractor fee	—	620
Rental, utility, other deposits and prepaid expenses	3,406	7,107
	<b>4,587</b>	3,209
Less: allowance for credit loss	(598)	(605)
	<b>40,801</b>	43,510
Total trade and other receivables	<b>64,850</b>	78,273

Note:

(i) The amount represents the deposits as collateral security for surety bonds in respect of construction contracts issued by insurance companies in favour of the Group's customers. The deposits will be refunded to the Group upon the practical completion or at the end of the defect liability period of the relevant construction contracts. The Group classified these deposits as current because the Group expects to realise them in the normal operating cycle.

The Group allows a credit period of 7 to 60 days to its customers for its trade receivables.

The following is an ageing analysis of trade receivables presented based on invoice dates at the end of the reporting period:

	<b>30 September 2025 HK\$'000 (Unaudited)</b>	31 March 2025 HK\$'000 (Audited)
0–30 days	7,488	23,503
31–60 days	6,364	92
61–90 days	713	2,399
Over 90 days	9,484	8,769
	<b>24,049</b>	34,763

## 13. CONTRACT ASSETS

	<b>30 September 2025 HK\$'000 (Unaudited)</b>	31 March 2025 HK\$'000 (Audited)
Contract assets	<b>257,405</b>	200,750
Less: allowance for credit loss	<b>(8,001)</b>	(6,196)
	<b>249,404</b>	194,554
Analysed as current:		
Unbilled revenue of construction services	<b>161,716</b>	108,062
Unbilled retention receivables of construction services	<b>87,688</b>	86,492
	<b>249,404</b>	194,554

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the rights become unconditional where the Group issued the invoices to bill the customers. The Group classified the contract assets as current because the Group expects to realise them in the normal operating cycles.

Typical payment terms which impact the amount of contract assets recognised are as follows:

- The Group's construction contracts include payment schedules which require stage payments over the construction services period once certain specified milestones are reached.
- The Group also typically agrees to a retention period for 5% to 10% of the contract value. This amount is included in contract assets until the end of the defect liability period as the Group's entitlement to this final payment is conditional on customer acceptance usually being 1 to 2 years from the date of completion of construction projects.

## 14. TRADE AND OTHER PAYABLES

	<b>30 September 2025 HK\$'000 (Unaudited)</b>	<b>31 March 2025 HK\$'000 (Audited)</b>
Trade payables	<b>78,909</b>	56,423
Accrued subcontracting charges	<b>12,981</b>	10,581
Deposits received	<b>66</b>	66
Other accruals	<b>3,490</b>	3,578
Provision for long service payment	<b>326</b>	326
Retention payables to subcontractors (note i)	<b>60,636</b>	57,018
Total trade and other payables	<b>156,408</b>	127,992

*Note:*

(i) Retention payables to subcontractors are interest-free and payable at the end of the defect liability period of individual contracts, normally one to two years from the completion date of the respective project.

The credit period on trade payables ranges from 0 to 30 days.

The following is an ageing analysis of trade payables presented based on the invoice dates at the end of the reporting period:

	<b>30 September 2025 HK\$'000 (Unaudited)</b>	<b>31 March 2025 HK\$'000 (Audited)</b>
0-30 days	<b>20,044</b>	21,029
31-60 days	<b>16,247</b>	2,775
61-90 days	<b>4,687</b>	13,264
Over 90 days	<b>37,931</b>	19,355
	<b>78,909</b>	56,423

## 15. OTHER BORROWING

As at 30 September 2025, other borrowing is from an ultimate holding company, Sharp Talent Holdings Limited, amounted to approximately HK\$13,400,000 (31 March 2025: HK\$6,500,000). The loan is for general working capital of the Company, and is unsecured, interest-bearing at 10% per annum and repayable within one year.

## 16. BANK BORROWINGS

	<b>30 September 2025 HK\$'000 (Unaudited)</b>	<b>31 March 2025 HK\$'000 (Audited)</b>
Secured bank borrowings:		
Bank loans	<b>74,942</b>	75,810
Factoring loans	<b>17,116</b>	20,000
	<b>92,058</b>	95,810
Carrying amounts repayable (note):		
Within one year	<b>88,877</b>	92,030
More than one year, but not exceeding two years	<b>1,216</b>	1,202
More than two years, but not exceeding five years	<b>1,965</b>	2,578
Amount shown under current liabilities	<b>92,058</b>	95,810

**Note:** All bank borrowings contain a repayment on demand clause and are shown under current liabilities. The amounts due are presented based on scheduled repayment dates set out in the loan agreements.

Bank loans carry interest at Hong Kong Prime Rate ("HKPR") of the relevant bank minus 2.25% per annum, or at one-month Hong Kong Interbank Offered Rate ("HIBOR") plus 1.9% per annum. Factoring loans carry interest at Hong Kong Dollar Best Lending Rate ("HKD BLR") per annum.

The range of effective interest rates on bank borrowings as at 30 September 2025 (which are also equal to contracted interest rates) is 3.00% to 5.63% per annum.

As at 30 September 2025, except for a banking facility covering a bank loan of approximately HK\$3,258,000 which is secured by personal guarantees provided by the executive directors of the Company, the remaining banking facilities are secured by a legal charge over the property held by Fulam Construction, a subsidiary of the Group, certain trade receivables and contract assets, pledged bank deposits and financial assets at FVTPL.

## 17. SHARE CAPITAL

	<b>Number of ordinary shares</b>	<b>Amount HK\$'000</b>
Ordinary shares of HK\$0.01 each		
Authorised: At 31 March 2025 and 30 September 2025	2,000,000,000	20,000
Issued and fully paid: At 31 March 2025 and 30 September 2025	800,000,000	8,000

## 18. RELATED PARTY DISCLOSURES

### (i) Transactions and balances

During the period, the Group entered into the following transactions with its related parties:

Related parties	Nature of transactions/balances	As at/for the six months ended	
		30 September 2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Mr. Leung Ka Ho, Raymond	Short-term lease expense of a car parking space	30	30
K18	Revenue — New capital works	—	21,502
	Trade receivables	—	1,801
	Unbilled retention receivables	1,750	1,750

### (ii) Compensation of key management personnel

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Directors' fees	288	216
Salaries and other allowances	2,104	2,100
Retirement benefits scheme contributions	18	18
	2,410	2,334

The remuneration of key management personnel is determined with regard to the performance of the individuals and market trends.

## 19. SURETY BONDS

Certain customers of construction contracts undertaken by the Group require the Group to issue guarantees for the performance of contract works in the form of surety bonds and secured by deposits. The surety bonds will be released when the construction contracts are practically completed.

At the end of the reporting period, the Group had outstanding surety bonds as follows:

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Issued by insurance companies	91,308	91,554

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW AND OUTLOOK

The Group is an established main contractor for the provision of (i) new capital works; (ii) site formation and geotechnical works; (iii) renovation and maintenance works; (iv) alteration and addition works; and (v) fitting-out works in Hong Kong. As a main contractor, the Group is responsible for the overall management, implementation and supervision of projects. The Group focuses on the management of projects, development of work programmes, procurement of works materials, operation of site works, co-ordination with the customers or their consultants and the environmental, safety and quality control of the works carried by the employees and the subcontractors. In addition, the Group also engages in property investment in Hong Kong and earns rental income.

New capital works refers to the development of new infrastructure or assets, encompassing projects such as roads, bridges, gardens, residential housing, commercial structures and industrial facilities. In respect of renovation and maintenance works, the Group encompasses the general upkeep, restoration and improvement of existing facilities and components of the buildings and their surroundings. As for alteration and addition works and fitting-out works, the Group revolves around the alteration and addition of building layout and structural works and decoration works to the interior spaces to the existing premises.

During the Relevant Period, there were 30 projects (six months ended 30 September 2024: 34 projects) with revenue contribution undertaken by the Group. During the Relevant Period, the Group was awarded 8 (six months ended 30 September 2024: 5) new projects, with total original contract sum of approximately HK\$127.3 million (six months ended 30 September 2024: HK\$56.4 million). As at 30 September 2025, the Group's project backlog amounted to approximately HK\$347.2 million (31 March 2025: approximately HK\$386.9 million).

The Directors consider that the future opportunities and challenges facing the Group will continue to be affected by the progress of recovery of Hong Kong, which in turn affects the development of the construction industry in Hong Kong as well as labour costs and material costs. The Directors are of the view that the number of properties to be built and maintained in Hong Kong remains to be the key driver for the growth of the Hong Kong renovation and maintenance, alteration and addition works (“**RMAA**”) and fitting-out sector. With the Group’s experienced management team and reputation in the market, the Directors consider that the Group is well-positioned to compete against its competitors under such future challenges that are commonly faced by all competitors, and the Group will continue to strengthen the market position in the industry and expand the market share. In 2023, the Group completed the acquisition of 50% of the issued share capital of Acasa Property Limited (“**Acasa**”) which indirectly and wholly owned a piece of land located in Kimberley Street (the “**Property**”), in which the Group participates in the redevelopment of the Property and the construction of a new building to be erected on the Property. The Board believes that this underlines the Group’s credentials to undertake more sizeable construction projects and to broaden the Group’s customer base. Going forward, the Group will continue to explore business and investment opportunities to further strengthen the Group’s income stream. In this regard, the Group may consider whether any acquisitions, business rationalisation, fund raising and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group.

## **FINANCIAL REVIEW**

### **Revenue**

The Group's revenue decreased from approximately HK\$235.8 million for the six months ended 30 September 2024 to approximately HK\$178.2 million for the Relevant Period, representing a decrease of approximately HK\$57.6 million or 24.4%. Such decrease was mainly driven by the decrease in revenue from mixed projects and alteration and addition works, and fitting-out works, and was partially offset by the increase in revenue from renovation and maintenance works.

### **Cost of sales**

The Group's cost of sales decreased from approximately HK\$211.8 million for the six months ended 30 September 2024 to approximately HK\$170.8 million for the Relevant Period, representing a decrease of approximately HK\$41.0 million or 19.4%. Such decrease was mainly attributable to the decrease in the subcontracting charges which was driven as a result of decrease in the revenue from mixed projects and alteration and additional works, and fitting-out works undertaken by the Group for the Relevant Period.

### **Gross profit**

The Group's gross profit decreased by approximately HK\$16.6 million or 69.2% from approximately HK\$24.0 million for the six months ended 30 September 2024 to approximately HK\$7.4 million for the Relevant Period. Such decrease was mainly driven by the decrease in total revenue for the Relevant Period as discussed above. The Group's overall gross profit margin decreased from approximately 10.2% for the six months ended 30 September 2024 to approximately 4.1% for the Relevant Period, which was mainly attributable to the lower gross margin of certain projects undertaken since the year ended 31 March 2025.

## **Other income**

The Group's other income increased from approximately HK\$1.1 million for the six months ended 30 September 2024 to approximately HK\$1.3 million for the Relevant Period. Other income for the Relevant Period primarily comprised the interest income received from the joint venture.

## **Allowance recognised under expected credit loss model, net of reversal**

An amount of appropriately HK\$2.4 million was recognised as allowance recognised under expected credit loss model for the Relevant Period, as compared to approximately HK\$2.5 million for the six months ended 30 September 2024. The amount recognised was in respect of trade and other receivables and contract assets.

## **Allowance recognised under expected credit loss model on loan to a joint venture**

For the Relevant Period, the Group recognised an allowance under expected credit loss model of approximately HK\$14.3 million in respect of the Group's interest in a joint venture (2024: nil). This impairment loss arose primarily due to the continuous weakened property market in Hong Kong, which led to a reduced valuation of the Property for re-development held by the joint venture, namely K18 Property Limited. The valuation report prepared by an independent qualified professional valuer indicated that the fair value of the Property was lower than its carrying amount, which resulted in the recognition of an impairment loss on the Group's interest in the joint venture.

## **Administrative expenses**

The Group's administrative expenses primarily comprised staff costs, audit fee and other professional costs in relation to the compliance with the GEM Listing Rules. The Group's administrative expenses decreased by approximately HK\$0.2 million or 2.1% from approximately HK\$9.7 million for the six months ended 30 September 2024 to approximately HK\$9.5 million for the Relevant Period. The decrease was mainly attributable to the decrease in staff costs.

## **Finance costs**

The Group's finance costs remained stable at approximately HK\$2.5 million for the Relevant Period and the six months ended 30 September 2024, respectively.

## **Income tax expense**

The Group's income tax expense decreased by approximately HK\$1.3 million from approximately HK\$1.4 million for the six months ended 30 September 2024 to approximately HK\$37,000 for the Relevant Period. Such decrease was mainly attributable to the change from profit before taxation of approximately HK\$10.4 million for the six months ended 30 September 2024 to loss before taxation of approximately HK\$20.1 million for the Relevant Period.

## **(Loss) profit and total comprehensive (expense) income for the period attributable to the owners of the Company**

The Company recorded profit and total comprehensive income for the period attributable to the owners of the Company of approximately HK\$9.0 million for the six months ended 30 September 2024 and loss and total comprehensive expense for the period attributable to the owners of the Company of approximately HK\$20.1 million for the Relevant Period.

It was primarily attributable to the net effect of (i) the decrease in total revenue and gross profit for the Relevant Period; and (ii) allowance recognised under expected credit loss model on loan to a joint venture.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group's current ratio remained stable at approximately 1.3 times as at 31 March 2025 and 30 September 2025, respectively.

As at 30 September 2025, the Group had bank borrowings of approximately HK\$92.1 million (31 March 2025: approximately HK\$95.8 million). The gearing ratio, calculated based on the total loan from a substantial shareholder, borrowings and lease liabilities divided by total equity at the end of the year/period and multiplied by 100%, increased from approximately 71.7% as at 31 March 2025 to approximately 85.0% as at 30 September 2025, which was mainly due to increase in other borrowing from a substantial shareholder. The Group's financial position remains sound and solid. With available bank balances and cash and bank credit facilities, the Group has sufficient liquidity to satisfy its funding requirements.

The Group's borrowings and bank balances are denominated in HK\$ and there was no significant exposure to foreign exchange rate fluctuations during the Relevant Period.

For further details regarding the borrowings, please refer to notes 15 and 16 to the unaudited condensed consolidated financial statements.

## TREASURY POLICY

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

## **CAPITAL STRUCTURE**

There has been no change in the capital structure of the Group since the Listing. The share capital of the Company only comprises ordinary shares.

As at 30 September 2025, the Company's issued share capital was HK\$8,000,000 and the number of its issued ordinary shares was 800,000,000 of HK\$0.01 each.

## **COMMITMENTS**

The Group has entered into a joint venture agreement, pursuant to which the Group has committed to provide shareholders' loans to the joint venture (i.e. Acasa) amounting to HK\$40 million during the course of the redevelopment project of the outstanding Property. As at 30 September 2025 and 31 March 2025, the Group had nil commitment to provide shareholder's loan to Acasa.

## **SEGMENTAL INFORMATION**

Segmental information is presented for the Group as disclosed in note 4 to the unaudited condensed financial statements.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Save as disclosed in this report, as at 30 September 2025, the Group did not have other plans for material investments and capital assets.

## **SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

The Group's significant investments comprised investment property, interest in a joint venture and financial assets at fair value through profit or loss.

### **Investment property**

The following table sets forth the cost, fair value and size relative to the Group's total assets as at the dates indicated:

Investment property	As at 30 September 2025			As at 31 March 2025		
	Cost HK\$000	Fair value HK\$000	Percentage to the Group's total assets	Cost HK\$000	Fair value HK\$000	Percentage to the Group's total assets
			2.0%			2.1%
Office unit in Hong Kong (Note 1)	8,100	7,700		8,100	7,800	

*Note 1:* As disclosed in the Company's announcement dated 19 November 2021, the Company moved to the current head office and principal place of business with effect from 19 November 2021. Following this move, the Group reclassified its former head office from property, plant and equipment to investment property during the year ended 31 March 2022.

The Group measures the investment property at fair value.

The Group's investment strategy is to utilise its former head office by earning rental income and capital appreciation from the investment property.

### Interest in a joint venture

The following table sets forth the investment cost, share of post-acquisition profits and other comprehensive income, dividend received during the period, carrying amount and size relative to the Group's total assets as at the dates indicated:

As at 30 September 2025						
Joint venture	Share of post-acquisition profits and other comprehensive income during the period		Dividend received during the period	Loan to the joint venture	Carrying amount	Percentage to the Group's total assets
	Investment cost	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Acasa (Note 2)	-*	-	-	25,898 (Note 3)	25,898	6.6%

As at 31 March 2025						
Joint venture	Share of post-acquisition profits and other comprehensive income during the year		Dividend received during the year	Loan to the joint venture	Carrying amount	Percentage to the Group's total assets
	Investment cost	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Acasa (Note 2)	-*	-	-	35,342	35,342	9.3%

\*: The amount is below HK\$1,000.

Note 2: As disclosed in the Company's announcement dated 8 August 2022, on 8 August 2022 the Group acquired 25% of the issued share capital of Acasa. Furthermore, as disclosed in the Company's announcement dated 19 January 2023, on 19 January 2023 the Group has completed the acquisition of an additional 25% of the issued share capital of Acasa and Acasa became a joint venture company owned as to 50% by the Group. K18 Property Limited, being a wholly owned subsidiary of Acasa, wholly owns the Property. Acasa is an investment holding company and K18 Property Limited is a property holding company.

As at 30 September 2025, Acasa had 8,000 ordinary shares in issue. Of which, 4,000 ordinary shares were held by the Group.

The Group accounts for interest in a joint venture using equity method of accounting.

Note 3: The amount is after an impairment loss of HK\$14,330,000 recognised during the Relevant Period (six months ended 30 September 2024: nil).

The Group's investment strategy is to invest in Acasa and to participate in the redevelopment of the Property and the construction of a new building to be erected on the Property, and thereby to broaden the Group's customer base.

### Financial assets at FVTPL

The following table sets forth the original cost, change in fair value during the period, carrying amount and size relative to the Group's total assets as at the dates indicated:

As at 30 September 2025				
	Original cost brought forward HK\$'000	Change in fair value during the period HK\$'000	Carrying amount HK\$'000	Percentage to the Group's total assets
<b>Financial assets at FVTPL</b>				
Financial assets at FVTPL (Note 4)	18,527	(294)	16,330	4.2

As at 31 March 2025				
	Original cost brought forward HK\$'000	Change in fair value during the year HK\$'000	Carrying amount HK\$'000	Percentage to the Group's total assets
<b>Financial assets at FVTPL</b>				
Financial assets at FVTPL (Note 4)	18,527	(649)	16,036	4.2%

**Note 4:** As disclosed in the Company's announcements dated 20 May 2022 and 2 June 2023, the Company entered into life insurance policies with HSBC Life (International) Limited in respect of (i) Mr. Chung Kiu Pan (the chief financial officer of the Group) and (ii) Mr. Ho Chi Kwan (an executive Director of the Company), respectively. An initial single premium of approximately US\$1,276,000 (equivalent to approximately HK\$10,027,000) and US\$1,085,000 (equivalent to approximately HK\$8,500,000) was placed thereunder. The death benefit is US\$6,100,000 (equivalent to approximately HK\$47,580,000) and US\$3,100,000 (equivalent to approximately HK\$24,180,000), and the beneficiary and policy holder of the life insurance policies is the Company's subsidiary, namely Fulam Construction Engineering Company Limited.

The Group measures deposit paid for life insurance policy at FVTPL.

The Group's investment strategy is to insure against the risk of death of Mr. Chung and Mr. Ho which pursuant to their positions in the Group as chief financial officer and the executive director, which may have substantial impact to the management of the Group. In addition, the Company also considered that the amount of death benefit receivable in the event of the insured person's death under the life insurance policies is substantially higher than the premium paid.

Save as disclosed in this report, the Group did not hold other significant investments and did not have other material acquisitions and disposals of subsidiaries and affiliated companies during the Relevant Period.

## **CONTINGENT LIABILITIES**

Saved as disclosed in note 19 to the unaudited condensed consolidated financial statements in respect of surety bonds, as at 30 September 2025, the Group did not have other material contingent liabilities.

## **EXPOSURE TO EXCHANGE RATE FLUCTUATION**

The Group's revenue generating operations are mainly transacted in HK\$. Our financial assets at FVTPL are denominated in US\$. Since HK\$ is pegged to US\$, the Group does not expect any significant movement in the US\$/HK\$ exchange rate. The Directors consider the impact of foreign exchange exposure to the Group is minimal.

## **CHARGE OF GROUP'S ASSETS**

As at 30 September 2025, the Group's pledged certain assets to banks in order to secure bank loans and general banking facilities granted by these banks as disclosed in note 16 to the unaudited condensed financial statements.

## **EVENT AFTER THE REPORTING PERIOD**

There is no significant event requiring disclosure has taken place subsequent to 30 September 2025 and up to the date of this report.

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2025, the Group employed a total of 77 employees (31 March 2025: 77 employees). The staff costs, including Directors' emoluments, of the Group were approximately HK\$15.7 million for the Relevant Period (six months ended 30 September 2024: approximately HK\$16.2 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. In addition to a basic salary, year-end discretionary bonuses were offered to those staff with outstanding performance to attract and retain eligible employees to contribute to the Group. Apart from basic remuneration, share options may be granted to eligible employees by reference to the Group's performance as well as individual contribution.

## DISCLOSURE OF INTERESTS

### A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2025, interests or short positions of the Directors, chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### (i) Long Position in the Company's Shares

Name of Directors	Capacity	Number and class of securities	Approximate percentage of shareholding
Mr. Leung Ka Ho, Raymond (Notes 1 & 2)	Interest in a controlled corporation; interest held jointly with another person	574,170,000 ordinary Shares	71.8%
Mr. Ho Chi Kwan (Notes 1 & 3)	Interest in a controlled corporation; beneficial owner; interest held jointly with another person	574,170,000 ordinary Shares	71.8%

Notes:

1. On 11 November 2016, Mr. Leung and Mr. Ho entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group and continue as at and after the date of the Concert Parties Confirmatory Deed, details of which are set out in the paragraphs headed "History, reorganisation and corporate structure — Parties acting in concert" in the prospectus of the Company dated 28 February 2017 ("Prospectus").
2. 574,170,000 Shares in which Mr. Leung is interested consist of (i) 343,170,000 Shares held by Sharp Talent, a company wholly owned by Mr. Leung, in which Mr. Leung is deemed to be interested under the SFO; and (ii) 231,000,000 Shares in which Mr. Leung is deemed to be interested as a result of being a party acting-in-concert with Mr. Ho.
3. 574,170,000 Shares in which Mr. Ho is interested consist of (i) 199,590,000 Shares held by Diamondfield, a company wholly owned by Mr. Ho, in which Mr. Ho is deemed to be interested under the SFO; (ii) 31,410,000 Shares held by Mr. Ho as beneficial owner; and (iii) 343,170,000 Shares in which Mr. Ho is deemed to be interested as a result of being a party acting-in-concert with Mr. Leung.

*(ii) Long position in the ordinary shares of associated corporations*

Name of Directors	Name of associated corporations	Capacity	Number and class of securities	Approximate percentage of shareholding
Mr. Leung Ka Ho, Sharp Talent Raymond		Beneficial owner	1 ordinary Share	100%
Mr. Ho Chi Kwan	Diamondfield	Beneficial owner	1 ordinary Share	100%

Save as disclosed above, as at 30 September 2025, none of the Directors nor chief executive of the Company has registered an interest or short positions in the Shares, underlying shares or debentures of the Company or any of 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 short positions which 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 to be notified to the Company and the Stock Exchange pursuant to GEM Listing Rules.

## **B. Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures**

As at 30 September 2025, the interest and short positions of the person (other than the Directors or chief executive of the Company) or company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name	Capacity	Number and class of securities	Long/short position	Approximate percentage of shareholding
Sharp Talent (Note)	Beneficial owner; interest held jointly with another person	574,170,000 ordinary Shares	Long	71.8%
Diamondfield (Note)	Beneficial owner; interest held jointly with another person	574,170,000 ordinary Shares	Long	71.8%

*Note:*

On 11 November 2016, Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group and continue as at and after the date of the Concert Parties Confirmatory Deed, details of which are set out in the paragraphs headed "History, reorganisation and corporate structure — Parties acting in concert" in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of the Controlling Shareholders, i.e. Sharp Talent (being wholly owned by Mr. Leung), Mr. Leung, Diamondfield (being wholly owned by Mr. Ho) and Mr. Ho is deemed to be interested in 71.0% of the issued share capital of the Company.

Save as disclosed above, as at 30 September 2025 and so far as is known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Group has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiries of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors throughout the Relevant Period.

## **DIVIDEND**

The Board has resolved not to recommend the payment of interim dividend for the Relevant Period (six months ended 30 September 2024: nil).

## **SHARE OPTION SCHEME**

The Company has conditionally adopted a share option scheme on 22 February 2017 (the **"Share Option Scheme"**).

There was no share option or awards granted or agreed to be granted, exercised, cancelled, forfeited or lapsed under the Share Option Scheme during the Relevant Period, and there was no outstanding share option under the Share Option Scheme as at 30 September 2025.

## **COMPETING AND CONFLICTS OF INTERESTS**

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

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the Relevant Period. During the Relevant Period, the Company did not hold any treasury shares.

## **CORPORATE GOVERNANCE CODE**

Pursuant to the code provision C.2.1 of Part 2 of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the GEM Listing Rules, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established.

Mr. Leung Ka Ho, Raymond currently assumes the role of both chairman of the Company and chief executive of the Company. Considering that Mr. Leung Ka Ho, Raymond has been operating and managing the Group since 2002, the Board believes that it is in the best interest of the Group to have Mr. Leung Ka Ho, Raymond taking up both roles for effective management and business development. It provides a strong and consistent leadership to the Group and that the current management has been effective in the development of the Group and the implementation of business strategies under the leadership of Mr. Leung Ka Ho, Raymond. In allowing the two roles to be vested in the same person, the Group believes both positions require in-depth knowledge and considerable experience of the Group's business and Mr. Leung Ka Ho, Raymond is the most suitable person to occupy both positions for effective management of the Group. Therefore, the Board considers that the deviation from code provision C.2.1 of Part 2 of the CG Code is appropriate in such circumstance.

For the Relevant Period, save as disclosed above, the Company has complied with the applicable code provisions of the CG Code in all material respects.

## AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with its written terms of reference in compliance with the GEM Listing Rules, in accordance with provisions set out in the CG Code which are available on the websites of the Stock Exchange and the Company. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to monitor the integrity of the Company’s annual report and interim financial reports before submission to the Board. The Audit Committee consists of three members, namely Mr. Yau Sze Yeung, Mr. Leung Hung Kwong, Derrick and Mr. Moy Yee Wo, Matthew, all being independent non-executive Directors of the Company. Mr. Yau Sze Yeung currently serves as the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the Relevant Period.

By order of the Board  
**Chi Ho Development Holdings Limited**  
**Leung Ka Ho, Raymond**  
*Chairman and Executive Director*

Hong Kong, 27 November 2025

*As at the date of this report, the executive Directors are Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan; and the independent non-executive Directors are Ms. Ho Wing Shan, Mr. Leung Hung Kwong, Derrick, Mr. Moy Yee Wo, Matthew and Mr. Yau Sze Yeung.*