

# Yuk Wing Group Holdings Limited 煜榮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1536



2019/20  
INTERIM REPORT 中期報告

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# CORPORATE INFORMATION

## 公司資料

### COMPANY DIRECTORS

#### Executive Directors

Mr. He Xiaoming (*Chairman and Chief Executive Officer*)  
Mr. Huang Shixin (*appointed on 1 April 2019*)  
Mr. Wong Ka Shing

#### Independent Non-executive Directors

Mr. Liu Tin Lap  
Mr. Lau Leong Yuen  
Ms. Lam Hoi Yu Nicki

### AUDIT AND COMPLIANCE COMMITTEE

Mr. Liu Tin Lap (*Chairman*)  
Mr. Lau Leong Yuen  
Ms. Lam Hoi Yu Nicki

### REMUNERATION COMMITTEE

Ms. Lam Hoi Yu Nicki (*Chairman*)  
Mr. He Xiaoming  
Mr. Liu Tin Lap  
Mr. Lau Leong Yuen

### NOMINATION COMMITTEE

Mr. Lau Leong Yuen (*Chairman*)  
Mr. He Xiaoming  
Mr. Liu Tin Lap  
Ms. Lam Hoi Yu Nicki

### COMPANY SECRETARY

Ms. Choi Yee Man

### AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F One Pacific Place  
88 Queensway  
Hong Kong

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
DBS Bank (Hong Kong) Limited

### 公司董事

#### 執行董事

何笑明先生 (*主席兼行政總裁*)  
黃世鑫先生 (*於二零一九年四月一日獲委任*)  
黃嘉盛先生

#### 獨立非執行董事

廖天立先生  
劉量源先生  
林凱如女士

### 審核及合規委員會

廖天立先生 (*主席*)  
劉量源先生  
林凱如女士

### 薪酬委員會

林凱如女士 (*主席*)  
何笑明先生  
廖天立先生  
劉量源先生

### 提名委員會

劉量源先生 (*主席*)  
何笑明先生  
廖天立先生  
林凱如女士

### 公司秘書

蔡綺雯女士

### 核數師

德勤•關黃陳方會計師行  
執業會計師  
香港  
金鐘道88號  
太古廣場一期35樓

### 主要往來銀行

中國銀行(香港)有限公司  
星展銀行(香港)有限公司

# CORPORATE INFORMATION

## 公司資料

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 13/F.  
Eton Building  
288 Des Voeux Road Central  
Hong Kong

### CAYMAN SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### STOCK CODE

01536

### COMPANY WEBSITE

[www.yukwing.com](http://www.yukwing.com)

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

### 香港主要營業地點

香港  
德輔道中288號  
易通商業大廈  
13樓B室

### 開曼群島股份過戶登記處

Codan Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港證券登記處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 股份代號

01536

### 公司網址

[www.yukwing.com](http://www.yukwing.com)

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表審閱報告

# Deloitte.

# 德勤

TO THE BOARD OF DIRECTORS OF YUK WING GROUP  
HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

致煜榮集團控股有限公司董事會

*(於開曼群島註冊成立的有限公司)*

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of Yuk Wing Group Holdings Limited (the “**Company**”) and its subsidiaries set out on page 6 to 29, which comprise the condensed consolidated statement of financial position as of 30 September 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

### 緒言

本行已審閱第6至29頁所載煜榮集團控股有限公司(「**貴公司**」)及其附屬公司的簡明綜合財務報表，當中包括於二零一九年九月三十日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表，以及若干解釋附註。香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「**香港會計準則第34號**」)編製。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報表。本行責任是根據協定的委聘條款按照本行的審閱就該等簡明綜合財務報表發表結論，並僅向閣下全體報告，除此之外本報告不作其他用途。本行不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 審閱範圍

本行已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。該等簡明綜合財務報表的審閱包括主要向負責財務及會計事宜的人員作出查詢，並應用分析及其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故不能令本行保證本行知悉可能在審核中發現的所有重大事項。因此，本行不會發表審核意見。

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表審閱報告

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

27 November 2019

### 結論

按照本行的審閱，本行並無注意到任何事項可引致本行相信該等簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零一九年十一月二十七日



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

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註		
Revenue	3	116,667	79,685
Cost of sales		(73,824)	(49,068)
Gross profit		42,843	30,617
Other income		1,226	448
Reversal of (impairment losses) under expected credit loss model, net			
	4	377	(304)
Other gains and losses	4	1,184	71
Selling and distribution expenses		(4,456)	(3,207)
Administrative expenses		(14,544)	(12,282)
Finance costs	5	(1,039)	(354)
Profit before tax	6	25,591	14,989
Income tax expense	7	(5,005)	(3,250)
Profit for the period		20,586	11,739
Profit for the period attributable to:			
Owners of the Company		16,071	8,164
Non-controlling interests		4,515	3,575
		20,586	11,739
Other comprehensive expense for the period:			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		(2,787)	(3,350)
Total comprehensive income for the period		17,799	8,389
Total comprehensive income for the period attributable to:			
Owners of the Company		14,397	6,220
Non-controlling interests		3,402	2,169
		17,799	8,389
Earnings per share, basic (HK cents)	9	4.23	2.15

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2019 於二零一九年九月三十日

		Notes 附註	At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	9,460	11,228
Right-of-use assets	使用權資產	10	16,855	-
Deposits placed at an insurance company	存於保險公司之存款		4,559	4,514
Deferred tax assets	遞延稅項資產		703	720
			<b>31,577</b>	16,462
Current assets	流動資產			
Inventories	存貨		56,360	54,990
Trade and other receivables	貿易及其他應收款項	11	82,931	73,844
Bank balances and cash	銀行結餘及現金		81,840	74,047
			<b>221,131</b>	202,881
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	12	10,142	16,295
Contract liabilities	合約負債		-	163
Lease liabilities	租賃負債		1,592	-
Tax payable	應繳稅項		11,548	7,900
Bank and other borrowings	銀行及其他借貸	13	26,389	25,292
			<b>49,671</b>	49,650
Net current assets	流動資產淨值		<b>171,460</b>	153,231
Total assets less current liabilities	總資產減流動負債		<b>203,037</b>	169,693
Non-current liability	非流動負債			
Lease liabilities	租賃負債		15,545	-
			<b>187,492</b>	169,693
Capital and reserves	資本及儲備			
Share capital	股本	14	38,000	38,000
Reserves	儲備		114,336	99,939
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>152,336</b>	137,939
Non-controlling interests	非控制權益		<b>35,156</b>	31,754
			<b>187,492</b>	169,693



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

Attributable to owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Statutory reserve	Exchange reserve	Other reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	併購儲備	法定儲備	匯兌儲備	其他儲備	保留溢利	小計	非控制權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note i)	(note ii)						
				(附註i)	(附註ii)						
At 1 April 2018 (audited)	於二零一八年四月一日 (經審核)	38,000	124,553	(67,096)	712	1,067	19	30,266	127,521	26,877	154,398
Opening adjustments	期初調整	-	-	-	-	-	-	(1,722)	(1,722)	-	(1,722)
At 1 April 2018 (restated)	於二零一八年四月一日 (經重列)	38,000	124,553	(67,096)	712	1,067	19	28,544	125,799	26,877	152,676
Profit for the period	期內溢利	-	-	-	-	-	-	8,164	8,164	3,575	11,739
Exchange differences arising on translation of foreign operations	換算海外業務所產生的 匯兌差額	-	-	-	-	(1,944)	-	-	(1,944)	(1,406)	(3,350)
Total comprehensive (expense) income for the period	期內全面總(開支)收益	-	-	-	-	(1,944)	-	8,164	6,220	2,169	8,389
Transfer	轉撥	-	-	-	250	-	-	(250)	-	-	-
At 30 September 2018 (unaudited)	於二零一八年九月三十日 (未經審核)	38,000	124,553	(67,096)	962	(877)	19	36,458	132,019	29,046	161,065
At 1 April 2019 (audited)	於二零一九年四月一日 (經審核)	38,000	124,553	(67,096)	1,215	(652)	19	41,900	137,939	31,754	169,693
Profit for the period	期內溢利	-	-	-	-	-	-	16,071	16,071	4,515	20,586
Exchange differences arising on translation of foreign operations	換算海外業務所產生的 匯兌差額	-	-	-	-	(1,674)	-	-	(1,674)	(1,113)	(2,787)
Total comprehensive (expense) income for the period	期內全面總(開支)收益	-	-	-	-	(1,674)	-	16,071	14,397	3,402	17,799
Transfer	轉撥	-	-	-	392	-	-	(392)	-	-	-
At 30 September 2019 (unaudited)	於二零一九年九月三十日 (未經審核)	38,000	124,553	(67,096)	1,607	(2,326)	19	57,579	152,336	35,156	187,492

Note i: Amount represents difference between the nominal value of the share capital issued by Hang Wing Holdings Limited for the acquisition of the entire equity interests and the amount of share capital in Top Mark Mechanical Equipment Limited, Tristate International Industrial Limited, Top Glory Construction Equipment Limited and Maxa RockDrills Limited.

附註i: 該款項指鏗榮控股有限公司為收購震東機械設備有限公司、聯亞國際實業有限公司、震東建築設備有限公司及Maxa RockDrills Limited全部股權而發行的股本面值與震東機械設備有限公司、聯亞國際實業有限公司、震東建築設備有限公司及Maxa RockDrills Limited的股本面值之差額。

Note ii: Amount represents statutory reserve of 佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited) ("Norry Tech"), a subsidiary of the Company. According to the relevant laws in the People's Republic of China (the "PRC"), Norry Tech is required to transfer at least 10% of their net profit after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of its registered capital. The transfer to this reserve must be made before the distribution of a dividend to owners. Such reserve fund can be used to offset the previous years' losses, if any, and is non-distributable other than upon liquidation.

附註ii: 該款項指本公司附屬公司佛山市順德區萊利達工程設備有限公司(「萊利達」)的法定儲備。根據中華人民共和國(「中國」)相關法律，萊利達須將根據中國會計法規計算的除稅後純利最少10%轉撥至不可分派儲備基金，直至該儲備結餘達致註冊資本的50%，且須在向擁有人分派股息前轉撥。有關儲備基金可用於抵銷過往年度虧損(如有)，除清盤外，不可分派。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax	除稅前溢利	25,591	14,989
Adjusting items	調整項目	2,104	1,239
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	27,695	16,228
Increase in inventories	存貨增加	(1,845)	(6,716)
Increase in trade and other receivables	貿易及其他應收款項增加	(9,165)	(11,614)
Other operating activities	其他經營活動	(6,566)	(8,199)
<b>NET CASH FROM (USED IN) OPERATING ACTIVITIES</b>	<b>經營活動所得(所用)現金淨額</b>	<b>10,119</b>	(10,301)
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest received	已收利息	33	20
Purchase of property, plant and equipment	購買物業、廠房及設備	(619)	(119)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(586)</b>	(99)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Repayment of bank borrowings	償還銀行借貸	(5,292)	(1,697)
Interest paid	已付利息	(1,539)	(354)
New bank and other borrowings raised	新增銀行及其他借貸	6,389	30,072
Repayment of lease liabilities	償還租賃負債	(771)	-
<b>NET CASH (USED IN) FROM FINANCING ACTIVITIES</b>	<b>融資活動(所用)所得現金淨額</b>	<b>(1,213)</b>	28,021
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加淨額</b>	<b>8,320</b>	17,621
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>	<b>期初現金及現金等價物</b>	<b>74,047</b>	71,975
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>匯率變動的影響</b>	<b>(527)</b>	(710)
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>期末現金及現金等價物</b>		
represented by bank balances and cash	指銀行結餘及現金	<b>81,840</b>	88,886

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 1. GENERAL AND BASIS OF PREPARATION

Yuk Wing Group Holdings Limited (the “Company”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2019 are the same as those followed in the preparation of the annual financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2019.

### 1. 一般資料及編製基準

煜榮集團控股有限公司(「本公司」)根據開曼群島一九六一年第3號法例第22章公司法(以經綜合及修訂者為準)於開曼群島註冊成為獲豁免有限公司。

簡明綜合財務報表乃按香港會計師公會頒佈的香港會計準則第34號「中期財務報告」,以及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定編製。

### 2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製。

除應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本所產生的會計政策變動外,截至二零一九年九月三十日止六個月的簡明綜合財務報表所採納的會計政策及計算方法與編製本公司及其附屬公司(統稱「本集團」)截至二零一九年三月三十一日止年度的年度財務報表所遵循者相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued) 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 HKFRSs issued by the Hong Kong Institute of Certified Public Accountants which are mandatorily effective for the annual period beginning on or after 1 April 2019 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 2. 主要會計政策(續) 應用新訂香港財務報告準則及修訂本

於本中期期間，本集團已首次應用下列由香港會計師公會頒佈，於二零一九年四月一日或之後開始的年度期間強制生效，與編製本集團簡明綜合財務報表相關的新訂香港財務報告準則及修訂本：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理不確定性
香港財務報告準則第9號(修訂本)	具有負補償之提前還款特徵
香港會計準則第19號(修訂本)	計劃修訂、縮減或結清
香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益
香港財務報告準則(修訂本)	香港財務報告準則二零一五年至二零一七年週期之年度改進

除下文所述者外，本期間應採用該等新訂香港財務報告準則及修訂本對本集團本期間及過往期間之財務狀況及財務表現及／或該等簡明綜合財務報表內所載披露內容並無重大影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Impacts and changes in accounting policies of application on HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS 17”), and the related interpretations.

#### Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transitional provisions of HKFRS 16.

#### Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

#### As a lessee

##### Short-term leases

The Group applies the short-term lease recognition exemption to leases of staff quarters that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

##### Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

### 2. 主要會計政策 (續)

#### 應用香港財務報告準則第16號「租賃」的影響及會計政策變動

本集團已於本中期期間首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」(「香港會計準則第17號」)及相關詮釋。

#### 應用香港財務報告準則第16號所產生的會計政策主要變動

本集團已根據香港財務報告準則第16號過渡條文應用以下會計政策。

#### 租賃的定義

倘合約賦予權利於一段時間內控制可識別資產的用途以換取代價，則該合約為租賃或包含租賃。

就首次應用當日或之後訂立或修訂的合約而言，本集團會於開始或修訂日期根據國際財務報告準則第16號項下的定義評估合約是否為租賃或包含租賃。有關合約將不會被重新評估，除非合約中的條款與條件隨後被改動。

#### 作為承租人

##### 短期租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的員工宿舍租賃，本集團應用短期租賃確認豁免。短期租賃的租賃款項按直線基準於租期內確認為開支。

##### 使用權資產

除短期租賃外，本集團於租賃開始日期(即相關資產可供使用的日期)確認使用權資產。使用權資產按成本計量，減去任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued) Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

#### Right-of-use assets (Continued)

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the condensed consolidated statement of financial position.

#### Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” (“**HKFRS 9**”) and initially measured at fair value and subsequently at amortised cost. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

#### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

### 2. 主要會計政策 (續) 應用香港財務報告準則第16號「租賃」的影響及會計政策變動 (續)

應用香港財務報告準則第16號所產生的會計政策主要變動 (續)

作為承租人 (續)

#### 使用權資產 (續)

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃款項，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆除及移除相關資產、復原該資產所在場地或將相關資產恢復至租賃條款及條件所規定的狀況而產生的預計成本。

使用權資產於其估計可使用年期及租賃期 (以較短者為準) 按直線法計提折舊。

本集團將使用權資產於簡明綜合財務狀況表內單獨呈列。

#### 可退回租賃按金

已支付可退回租賃按金根據香港財務報告準則第9號「金融工具」(「**香港財務報告準則第9號**」) 入賬，並初步按公平值計量，其後按攤銷成本計量。初步確認時對公平值的調整被視為額外租賃款項，並計入使用權資產的成本。

#### 租賃負債

於租賃開始日期，本集團按該日未付的租賃款項現值確認及計量租賃負債。於計算租賃款項現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量貸款利率計算。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued) Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

#### Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

### 2. 主要會計政策 (續) 應用香港財務報告準則第16號「租賃」的影響及會計政策變動 (續)

應用香港財務報告準則第16號所產生的會計政策主要變動 (續)

作為承租人 (續)

#### 租賃負債 (續)

租賃款項包括：

- 固定付款 (包括實質性的固定付款) 減任何已收租賃優惠；
- 視乎指數或比率而定的可變租賃款項；
- 本集團根據剩餘價值擔保預期應付的金額；
- 倘本集團合理確定行使選擇權時的購買選擇權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債就應計利息及租賃款項作出調整。

於以下情況，本集團重新計量租賃負債 (並對相關的使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權的評估發生變動，於該情況下，相關租賃負債於重新評估日期透過使用經修訂貼現率貼現經修訂租賃款項而重新計量。
- 租賃款項因審閱市場租金後市場租金率有所變動而出現變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃款項而重新計量。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued) Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

#### Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

#### Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 “Income Taxes” requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

### 2. 主要會計政策 (續) 應用香港財務報告準則第16號「租賃」的影響及會計政策變動 (續)

應用香港財務報告準則第16號所產生的會計政策主要變動 (續)

作為承租人 (續)

#### 租賃修訂

倘出現以下情況，本集團將租賃修訂作為一項單獨的租賃進行入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃款項的經修改租賃的租期重新計量租賃負債。

#### 稅項

為計量本集團會確認當中使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團會首先確認使用權資產或租賃負債是否享有稅務減免。

就租賃交易（其減稅歸屬於租賃負債）而言，本集團對使用權資產及租賃負債分別應用香港會計準則第12號「所得稅」之規定。由於應用初步確認豁免，故與使用權資產與租賃負債有關之暫時差額於初步確認時及租期內並無確認。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (Continued)

*Transition and summary of effects arising from initial application of HKFRS 16*

##### Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC) – Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

##### As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- (ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- (iii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group’s leases with extension and termination options.

### 2. 主要會計政策 (續)

#### 應用香港財務報告準則第16號「租賃」的影響及會計政策變動 (續)

*因首次應用香港財務報告準則第16號而進行之過渡及產生之影響概要*

##### 租賃之定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號「釐定安排是否包括租賃」識別為租賃之合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃之合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在之合約。

就於二零一九年四月一日或之後訂立或修訂之合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載之規定應用租賃之定義。

##### 作為承租人

本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期（二零一九年四月一日）確認。於首次應用日期之任何差額於期初保留溢利確認且比較資料不予重列。

於過渡時應用香港財務報告準則第16號項下之經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關之租賃應用以下可行權宜方法：

- (i) 選擇不就租期於首次應用日期起計12個月內結束之租賃確認使用權資產及租賃負債；
- (ii) 於首次應用日期計量使用權資產時撇除初始直接成本；及
- (iii) 根據於首次應用日期之事實及情況於事後釐定本集團帶有續租及終止選擇權之租賃之租期。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued) Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (Continued)

Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

On transition, the Group has made the following adjustments upon application of HKFRS 16:

As at 1 April 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 4.125% per annum.

### 2. 主要會計政策 (續) 應用香港財務報告準則第16號「租賃」的影響及會計政策變動 (續)

因首次應用香港財務報告準則第16號而進行之過渡及產生之影響概要 (續)  
作為承租人 (續)

於過渡時，本集團已於應用香港財務報告準則第16號後作出以下調整：

於二零一九年四月一日，本集團通過應用香港財務報告準則第16.C8(b)(ii)條過渡以相等於相關租賃負債之金額確認額外租賃負債及使用權資產。

於確認先前分類為經營租賃之租賃之租賃負債時，本集團已應用於首次應用日期相關集團實體之增量借款利率。所應用之加權平均承租人增量借款年利率為4.125%。

At 1 April 2019

於二零一九年

四月一日

HK\$'000

千港元

Operating lease commitments disclosed as at 31 March 2019	於二零一九年三月三十一日 披露之經營租賃承擔	22,434
Lease liabilities discounted at relevant incremental borrowing rate	按相關增量借款利率貼現之租賃負債	18,995
Less: Recognition exemption — short-term leases	減：確認豁免 — 短期租賃	(1,087)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 April 2019	與二零一九年四月一日應用香港財務報告準則第16號後確認之經營租賃有關之租賃負債	17,908
Analysed as	分析為	
Current	流動	1,559
Non-current	非流動	16,349
		17,908

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued) Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (Continued)

Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets as at 1 April 2019 comprises the following:

### 2. 主要會計政策 (續) 應用香港財務報告準則第16號「租賃」的影響及會計政策變動 (續) 因首次應用香港財務報告準則第16號而進行之過渡及產生之影響概要 (續) 作為承租人 (續) 於二零一九年四月一日之使用權資產賬面值包括以下：

	<b>Right-of-use assets</b> 使用權資產 HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	17,908
By class:	
Factory premises	17,908

The directors of the Company considered that the impact of refundable rental deposits paid under HKFRS 9 at 1 April 2019 was insignificant to the Group.

本公司董事認為，於二零一九年四月一日根據香港財務報告準則第9號支付的可退回租賃按金的影響對本集團而言並不重大。

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

已對於二零一九年四月一日之簡明綜合財務報表內所確認金額作出如下調整。未受變動影響之項目並無計入。

	Carrying amount previously reported at 31 March 2019	Adjustments	Carrying amount under HKFRS 16 at 1 April 2019
	先前 於二零一九年 三月三十一日 呈報之賬面值 HK\$'000 千港元	調整 HK\$'000 千港元	於二零一九年 四月一日 根據香港財務 報告準則第16號 之賬面值 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Right-of-use assets	使用權資產	-	17,908
<b>Current liabilities</b>	<b>流動負債</b>		
Lease liabilities	租賃負債	-	(1,559)
<b>Non-current liability</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	-	(16,349)



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued) Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (Continued)

*Transition and summary of effects arising from initial application of HKFRS 16 (Continued)*

*As a lessee (Continued)*

For the purpose of reporting cash flows from operating activities under indirect method for the six months ended 30 September 2019, movements in working capital have been computed based on opening condensed consolidated statement of financial position as at 1 April 2019 as disclosed above.

### 3. REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in (i) manufacturing and trading of down-the-hole (“DTH”) rockdrilling tools; (ii) trading of piling and drilling machineries and (iii) trading of rockdrilling equipment. All of the Group’s revenue is recognised when the control of goods is transferred, being when the goods are delivered to the customer’s specific location.

A receivable is recognised by the Group when the goods are delivered to the customer’s premises as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The customers have neither rights of return nor rights to defer or avoid payment for the goods once they are accepted by the customers upon receipt of goods. The contracts signed with the customers are short-term and fixed price contracts.

Information reported to the executive directors of the Company, being the chief operating decision maker (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on the types of products sold. The Group’s operating segments are classified as (i) manufacturing and trading of DTH rockdrilling tools; (ii) trading of piling and drilling machineries and (iii) trading of rockdrilling equipment.

### 2. 主要會計政策 (續) 應用香港財務報告準則第16號「租賃」的影響及會計政策變動 (續)

*因首次應用香港財務報告準則第16號而進行之過渡及產生之影響概要 (續)  
作為承租人 (續)*

就按間接法呈報截至二零一九年九月三十日止六個月經營活動所產生現金流量而言，營運資金之變動已基於上文所披露於二零一九年四月一日之期初簡明綜合財務狀況表計算。

### 3. 收益及分部資料

本集團主要從事(i)製造及買賣潛孔(「潛孔」)鑿岩工具；(ii)買賣打樁機及鑽機及(iii)買賣鑿岩設備。本集團所有收益均於貨品的控制權已轉移(即當貨品交付至客戶指定地點)時確認。

當貨品交付至客戶處所時由本集團確認應收款項，原因是此代表收取代價權利成為無條件的一個時間點，於款項到期前只須待時間過去。當客戶收到貨品並接受後，客戶並無權利退回貨品，或延遲或不支付貨品款項。與客戶簽署的合約為短期及固定價格合約。

就資源分配及分部表現評估而向本公司執行董事(即主要經營決策者(「主要經營決策者」))提交的報告資料側重出售產品類型。本集團的經營分部分類為：(i)製造及買賣潛孔鑿岩工具；(ii)買賣打樁機及鑽機及(iii)買賣鑿岩設備。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued) Disaggregation of revenue

An analysis of the Group's revenue is as follows:

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Recognised at a point in time:	於某一時間點確認：		
Manufacturing and trading of DTH rockdrilling tools	製造及買賣潛孔鑿岩工具	94,215	49,472
Trading of piling and drilling machineries	買賣打樁機及鑽機	14,096	19,376
Trading of rockdrilling equipment	買賣鑿岩設備	8,356	10,837
		<b>116,667</b>	79,685

These operating segments also represent the Group's reportable segments. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The following is an analysis of the Group's revenue and results by operating and reportable segments:

#### For the six months ended 30 September 2019

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment and external sales	分部及外界銷售	94,215	14,096	8,356	116,667
RESULTS	業績				
Segment result	分部業績	38,754	2,068	2,021	42,843
Unallocated expenses	未分配開支				(19,000)
Other income	其他收入				1,226
Reversal of impairment losses under expected credit loss ("ECL") model, net	預期信貸虧損(「預期信貸虧損」)模式下減值虧損撥回淨額				377
Other gains and losses	其他收益及虧損				1,184
Finance costs	融資成本				(1,039)
Profit before tax	除稅前溢利				25,591

### 3. 收益及分部資料 (續) 收益明細

本集團收益的分析如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Recognised at a point in time:	於某一時間點確認：		
Manufacturing and trading of DTH rockdrilling tools	製造及買賣潛孔鑿岩工具	94,215	49,472
Trading of piling and drilling machineries	買賣打樁機及鑽機	14,096	19,376
Trading of rockdrilling equipment	買賣鑿岩設備	8,356	10,837
		<b>116,667</b>	79,685

該等經營分部亦指本集團的可呈報分部。主要經營決策者在設定本集團的可呈報分部時並無彙合所識別的經營分部。

以下載列本集團按經營及可呈報分部劃分的收益及業績分析：

#### 截至二零一九年九月三十日止六個月

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued) Disaggregation of revenue (Continued)

For the six months ended 30 September 2018

### 3. 收益及分部資料 (續) 收益明細 (續)

截至二零一八年九月三十日止六個月

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣 潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機 及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣鑿岩 設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment and external sales	分部及外界銷售	49,472	19,376	10,837	79,685
<b>RESULTS</b>	<b>業績</b>				
Segment result	分部業績	25,593	1,914	3,110	30,617
Unallocated expenses	未分配開支				(15,489)
Other income	其他收入				448
Impairment losses under ECL model, net	預期信貸虧損模式下減值 虧損淨額				(304)
Other gains and losses	其他收益及虧損				71
Finance costs	融資成本				(354)
Profit before tax	除稅前溢利				14,989

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment result represents the profit earned by each segment without allocation of unallocated expenses (including selling and distribution expenses and administrative expenses), other income, reversal of (impairment losses) under ECL model, net, other gains and losses, and finance costs. This is the measure reported to the CODM of the Company for the purposes of resource allocation and performance assessment.

No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM of the Group.

經營分部的會計政策與本集團的會計政策相同。分部業績指分配未分配開支(包括銷售及分銷開支及行政開支)、其他收入、預期信貸虧損模式下(減值虧損)撥回淨額、其他收益及虧損,以及融資成本前各分部所賺取溢利。該計量方式會呈報本公司主要經營決策者以作資源分配及表現評估。

由於並無定期向本集團主要經營決策者提供分部資產或分部負債,因此並無對分部資產或分部負債的分析。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued) Geographical information

The following table sets out information about the Group's revenue from external customers by the location of customers.

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	110,652	60,185
Macau	澳門	1,179	12,619
Scandinavia	斯堪的納維亞	2,708	916
Germany	德國	747	156
Peru	秘魯	842	5,305
Others	其他	539	504
		<b>116,667</b>	79,685

### 4. REVERSAL OF (IMPAIRMENT LOSSES) UNDER EXPECTED CREDIT LOSS MODEL, NET AND OTHER GAINS AND LOSSES

### 4. 預期信貸虧損模式下(減值虧損)撥回淨額及其他收益及虧損

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Reversal of (impairment losses) on trade receivables under ECL model, net	預期信貸虧損模式下貿易應收款項(減值虧損)撥回淨額	377	(304)
Other gains and losses	其他收益及虧損		
Net foreign exchange gain	外匯收益淨額	1,184	477
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	-	(406)
		<b>1,184</b>	71

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 5. FINANCE COSTS

### 5. 融資成本

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸利息	679	354
Interest on lease liabilities	租賃負債利息	360	-
		<b>1,039</b>	354

### 6. PROFIT BEFORE TAX

### 6. 除稅前溢利

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before tax has been arrived at after charging:	除稅前溢利已扣除以下項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,965	1,308
Capitalised in cost of inventories manufactured	已資本化為製造存貨成本	(1,498)	(1,071)
		<b>467</b>	237
Depreciation of right-of-use assets	使用權資產之折舊	1,053	-
Cost of inventories recognised as expense	確認為開支之存貨成本	73,824	49,068
Operating lease rental in respect of minimum lease payments of rental premises	有關租賃物業最低租金付款的經營租賃租金	-	1,995
Short-term leases payments	短期租賃付款	465	-

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 7. INCOME TAX EXPENSE

### 7. 所得稅開支

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
The charge comprises:	支出包括：		
Current tax	即期稅項		
Hong Kong	香港	3,683	2,405
PRC Enterprise Income Tax	中國企業所得稅	1,305	813
		4,988	3,218
Deferred tax charge	遞延稅項支出	17	32
		5,005	3,250

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%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the condensed consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods.

Under the Law of the People’s Republic of China (the “**PRC**”) on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the PRC Enterprise Income Tax is calculated at 25% of the assessable profits for the subsidiary established in the PRC for both periods.

於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「**條例草案**」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊憲。根據利得稅兩級制，合資格集團實體首2百萬港元溢利將按8.25%的稅率繳稅，而超過2百萬港元的溢利將按16.5%的稅率繳稅。不符合資格採用利得稅兩級制的集團實體的溢利將繼續按劃一的稅率16.5%繳稅。

本公司董事認為，實施利得稅兩級制所涉的金額對簡明綜合財務報表而言微不足道。兩個期間內的香港利得稅按估計應課稅溢利的16.5%計算。

根據中華人民共和國(「**中國**」)企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施條例，於中國成立的附屬公司於兩個期間須按應課稅溢利的25%計算中國企業所得稅。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 8. DIVIDENDS

The board of directors of the Company does not recommend the payment of an interim dividend for the six months ended 30 September 2019 (six months ended 30 September 2018: nil).

### 8. 股息

本公司董事會不建議就截至二零一九年九月三十日止六個月派發中期股息(截至二零一八年九月三十日止六個月：零)。

### 9. EARNINGS PER SHARE

### 9. 每股盈利

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Earnings: Earnings for the purpose of calculating basic earnings per share: profit for the period attributable to owners of the Company	盈利： 用以計算每股基本盈利的盈利： 本公司擁有人應佔期內溢利	<b>16,071</b>	8,164
		'000 千股	'000 千股
Number of shares: Number of ordinary shares for the purpose of calculating basic earnings per share	股份數目： 用以計算每股基本盈利的普通股數目	<b>380,000</b>	380,000

No diluted earnings per share is presented since there is no potential ordinary shares outstanding for both periods.

由於在兩個期間均無發行在外潛在普通股，故並無呈列每股攤薄盈利。

### 10. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the current interim period, the Group acquired certain property, plant and equipment amounting to HK\$619,000 (six months ended 30 September 2018: HK\$119,000).

During the current interim period, there was no disposal of property, plant and equipment (six months ended 30 September 2018: disposed of property, plant and equipment with aggregate carrying amount of HK\$406,000).

During the current interim period, the Group does not enter into any new lease agreement. The Group is required to make fixed monthly payments for the existing lease.

### 10. 物業、廠房及設備以及使用權資產

於本中期期間，本集團已收購達619,000港元(截至二零一八年九月三十日止六個月：119,000港元)的若干物業、廠房及設備。

於本中期期間，並無出售物業、廠房及設備(截至二零一八年九月三十日止六個月：出售總賬面值為406,000港元的物業、廠房及設備)。

於本中期期間，本集團並無訂立任何新租賃協議。本集團須就現有租賃釐定每月付款。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 11. TRADE AND OTHER RECEIVABLES

### 11. 貿易及其他應收款項

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
Trade receivables, net	貿易應收款項淨額	73,185	64,424
Other receivables	其他應收款項		
– Value-added tax recoverable	– 可收回增值稅	4,246	2,149
– Prepayments	– 預付款項	3,275	4,223
– Deposits	– 按金	1,388	2,224
– Other receivables	– 其他應收款項	837	824
		<b>82,931</b>	73,844

The Group grants an average credit period ranged from 30 days to 90 days upon delivery of goods to its customers. The following is an aged analysis of trade receivables based on delivery dates, net of impairment losses, at the end of the reporting period:

本集團給予客戶的平均信貸期介乎交付貨物後30至90日。以下為於報告期末基於交付日期的貿易應收款項(已扣除減值虧損)賬齡分析：

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30日	16,037	14,816
31 to 60 days	31至60日	15,602	7,092
61 to 90 days	61至90日	14,261	12,112
91 to 180 days	91至180日	14,246	12,006
181 days to 1 year	181日至1年	7,727	12,214
Over 1 year	1年以上	5,312	6,184
		<b>73,185</b>	64,424

The Group rebutted the presumption of default under ECL model for trade receivables over 90 days past due based on the good repayment records for those customers and continuous business with the Group.

由於該等客戶的還款紀錄良好，並與本集團繼續有業務往來，因此本集團已推翻於預期信貸虧損模型下逾期超過90日的貿易應收款項屬違約的假設。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 12. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables based on the invoice dates.

		At 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元	At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元
0 to 30 days	0至30日	1,929	6,101
31 to 60 days	31至60日	1,395	3,647
61 to 90 days	61至90日	22	33
91 to 180 days	91至180日	38	96
		<b>3,384</b>	9,877

### 13. BANK AND OTHER BORROWINGS

During the current interim period, the Group raised bank and other borrowings of HK\$6,389,000 (six months ended 30 September 2018: HK\$30,072,000), and repaid bank borrowings of HK\$5,292,000 (six months ended 30 September 2018: HK\$1,697,000) respectively.

As at 30 September 2019, bank borrowings amounting to HK\$6,389,000 are guaranteed by the Company (31 March 2019: HK\$5,292,000) and deposits placed at an insurance company amounting to HK\$4,559,000 (31 March 2019: HK\$4,514,000) held by Top Mark Mechanical Equipment Limited, a wholly-owned subsidiary of the Company, are pledged to secure general banking facilities granted to the Group.

The bank borrowings as at 30 September 2019 carry interest at prime rate quoted by the relevant leading bank minus 1% per annum to one month Hong Kong Interbank Offered Rate plus 3% per annum (31 March 2019: prime rate quoted by the relevant leading bank minus 1% per annum to one month Hong Kong Interbank Offered Rate plus 3% per annum) and the other borrowings as at 30 September 2019 carry interest at 5% (31 March 2019: 5%) per annum.

### 12. 貿易及其他應付款項

以下為貿易應付款項基於發票日期的賬齡分析。

### 13. 銀行及其他借貸

於本中期期間，本集團分別籌集銀行及其他借貸6,389,000港元(截至二零一八年九月三十日止六個月：30,072,000港元)及償還銀行借貸5,292,000港元(截至二零一八年九月三十日止六個月：1,697,000港元)。

於二零一九年九月三十日，銀行借貸6,389,000港元由本公司擔保(二零一九年三月三十一日：5,292,000港元)，及置於保險公司並由本公司全資附屬公司震東機械設備有限公司持有之存款4,559,000港元(二零一九年三月三十一日：4,514,000港元)已作抵押，以擔保本集團獲授的一般銀行融資。

截至二零一九年九月三十日之銀行借貸按相關牽頭銀行所報的優惠年利率減1%至一個月香港銀行同業拆息+3%(二零一九年三月三十一日：相關牽頭銀行所報優惠年利率減1%至一個月香港銀行同業拆息+3%)計息，及截至二零一九年九月三十日的其他借貸按年利率5%(二零一九年三月三十一日：5%)計息。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 14. SHARE CAPITAL

Details of movements of authorised and issued capital of the Company are as follows:

### 14. 股本

本公司法定及已發行股本之變動詳情如下：

		Number of shares 股份數目	Share capital 股本 HK\$ 港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
<b>Authorised:</b>	<b>法定：</b>		
At 1 April 2018 (audited),	於二零一八年四月一日(經審核)、		
31 March 2019 (audited) and	二零一九年三月三十一日		
30 September 2019 (unaudited)	(經審核)及二零一九年 九月三十日(未經審核)	500,000,000	50,000,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 April 2018 (audited),	於二零一八年四月一日(經審核)、		
31 March 2019 (audited) and	二零一九年三月三十一日		
30 September 2019 (unaudited)	(經審核)及二零一九年 九月三十日(未經審核)	380,000,000	38,000,000

All issued shares rank pari passu in all respects with the existing issued shares.

所有已發行股份與現有已發行股份在各方面享有同等權利。

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed shares during the period ended 30 September 2019.

於截至二零一九年九月三十日止期間，本公司的附屬公司概無購買、出售或贖回本公司任何上市股份。

### 15. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values at the end of the reporting period.

### 15. 金融工具公平值計量

本公司董事認為，按攤銷成本記錄於簡明綜合財務報表的金融資產及金融負債賬面值，與其於報告期末的公平值相若。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月

### 16. RELATED PARTY DISCLOSURES

#### (i) Related party transactions

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

Name of related company 關聯公司名稱	Relationship 關係	Nature of transaction 交易性質	Six months ended 30 September 截至九月三十日止六個月	
			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Top Champion Industrial Limited 泰昌實業有限公司	Entity over which Mr. Chan Leung Choi, the former chairman, chief executive officer and executive director, and also the brother of Mr. Chan Tat Choi, former executive director, has control 陳樑材先生(前任主席、行政總裁及執行董事,亦為前執行董事陳達材先生的胞弟)擁有控制權之實體	Rental expense of rented premises 租賃物業租金開支	-	131

#### (ii) Compensation of key management personnel

The remuneration of directors and other members of key management during the period is as follows:

		Six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	2,845	3,141
Post-employment benefits	離職後福利	67	75
		<b>2,912</b>	<b>3,216</b>

### 16. 關聯方披露

#### (i) 關聯方交易

期內，本集團與其關聯方訂立下列交易：

#### (ii) 主要管理人員報酬

董事及其他主要管理人員於期內之薪酬如下：

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools, trading of piling and drilling machineries and rockdrilling equipment.

Hong Kong remains to be the Group's major market, where the revenue generated from Hong Kong contributed to approximately HK\$110.7 million for the Reporting Period (six months ended 30 September 2018: approximately HK\$60.2 million), or 94.9% of the total revenue during the Reporting Period (six months ended 30 September 2018: 75.5%). The business in Scandinavia has been steadily progressing during the Reporting Period, where the revenue generated from Scandinavia contributed to approximately HK\$2.7 million for the Reporting Period (six months ended 30 September 2018: approximately HK\$0.9 million), or 2.3% of the total revenue during the Reporting Period (six months ended 30 September 2018: 1.1%). Revenue from Germany has started contributing to the Group for the Reporting Period, which contributed to approximately HK\$0.7 million for the Reporting Period (six months ended 30 September 2018: approximately HK\$0.2 million).

#### Manufacturing and Trading of DTH Rockdrilling Tools

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools. Our self-designed and manufactured DTH rockdrilling tools can be categorised into the following main categories, namely DTH hammers, casing systems (comprising driver bits and casing bits), and other miscellaneous products including button bits and bit openers, as well as our newly developed products, drill pipes, cluster drills and casing tubes. Revenue from the manufacturing and trading of DTH rockdrilling tools contributed to approximately 80.7% of the total revenue during the Reporting Period (six months ended 30 September 2018: approximately 62.1%).

#### Trading of Piling and Drilling Machineries and Rockdrilling Equipment

The Group is also engaged in the trading of piling and drilling machineries and rockdrilling equipment to our customers as part of our technical rockdrilling solutions. Revenue from the trading of piling and drilling machineries and rockdrilling equipment contributed to approximately 12.1% of total revenue during the Reporting Period (six months ended 30 September 2018: approximately 24.3%) and approximately 7.2% of the total revenue during the Reporting Period (six months ended 30 September 2018: approximately 13.6%), respectively.

### 業務回顧

本集團主要從事製造及買賣潛孔鑿岩工具、買賣打樁機及鑽機和鑿岩設備。

香港依然為本集團的主要市場，於報告期間在香港產生的收益約為110.7百萬港元（截至二零一八年九月三十日止六個月：約60.2百萬港元），或佔報告期間總收益的94.9%（截至二零一八年九月三十日止六個月：75.5%）。斯堪的納維亞業務於報告期間穩步發展，於報告期間在斯堪的納維亞產生的收益約為2.7百萬港元（截至二零一八年九月三十日止六個月：約0.9百萬港元），或佔報告期間總收益的2.3%（截至二零一八年九月三十日止六個月：1.1%）。報告期間德國已開始為本集團貢獻收益，於報告期間作出的貢獻約為0.7百萬港元（截至二零一八年九月三十日止六個月：約0.2百萬港元）。

#### 製造及買賣潛孔鑿岩工具

本集團主要從事製造及買賣潛孔鑿岩工具。我們自主設計及製造的潛孔鑿岩工具主要分為以下主要類別：潛孔錘、套管系統（包括驅導鑽頭及套管鑽頭）及其他雜項產品（包括球齒鑽頭及擴孔器）以及新開發產品、鑽桿、叢式鑽具及套管。製造及買賣潛孔鑿岩工具的收益佔報告期間總收益約80.7%（截至二零一八年九月三十日止六個月：約62.1%）。

#### 買賣打樁機及鑽機和鑿岩設備

本集團亦從事根據鑿岩技術解決方案向客戶買賣打樁機及鑽機和鑿岩設備。買賣打樁機及鑽機和鑿岩設備的收益分別佔報告期間總收益約12.1%（截至二零一八年九月三十日止六個月：約24.3%）及約7.2%（截至二零一八年九月三十日止六個月：約13.6%）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

The Group's revenue increased by approximately HK\$37.0 million, or 46.4%, to approximately HK\$116.7 million for the Reporting Period, from approximately HK\$79.7 million for the six months ended 30 September 2018, primarily due to the improvement of the business environment in Hong Kong during the Reporting Period, leading to a relatively higher level of construction activities and available projects when compared with the six months ended 30 September 2018, resulting in a higher than expected demand for our products.

#### Gross Profit and Gross Profit Margin

The Group's gross profit increased by approximately HK\$12.2 million, or 39.9%, to approximately HK\$42.8 million for the Reporting Period, from approximately HK\$30.6 million for the six months ended 30 September 2018, primarily due to the increase in revenue as mentioned above. Gross profit margin decreased to approximately 36.7% for the Reporting Period, from approximately 38.4% for the six months ended 30 September 2018, mainly attributable to the lower gross profit margin from the segments of manufacturing and trading of DTH rockdrilling tools and trading of rockdrilling equipment as a result of the increase in competition in the Hong Kong market. This is offset by the effect of the increase in gross profit margin in the trading of piling and drilling machineries segment, as the gross profit margins of machineries sold during the Reporting Period are higher than those machineries sold during the six months ended 30 September 2018.

#### Selling and Distribution Expenses

The Group's selling and distribution expenses increased by approximately HK\$1.3 million, or 40.6%, to approximately HK\$4.5 million for the Reporting Period, from approximately HK\$3.2 million for the six months ended 30 September 2018, mainly due to the increase in advertising and business promotion expenses, declaration charges, and freight, transportation and storage costs as a result of the increase in revenue during the Reporting Period.

#### Administrative Expenses

The Group's administrative expenses increased by approximately HK\$2.2 million, or 17.9%, to approximately HK\$14.5 million for the Reporting Period, from approximately HK\$12.3 million for the six months ended 30 September 2018, primarily due to the increase in staff costs, depreciation expenses, travelling expenses, repairs and maintenance expenses and donations, partially offset by the decrease in rental expenses and professional fees during the Reporting Period.

#### Net Profit

The Group reported a net profit of approximately HK\$20.6 million (for the six months ended 30 September 2018: approximately HK\$11.7 million). The increase in net profit was mainly attributable to the increase in revenue during the Reporting Period as explained above.

### 財務回顧

#### 收益

本集團的收益由截至二零一八年九月三十日止六個月約79.7百萬港元增加約37.0百萬港元或46.4%至報告期間約116.7百萬港元，主要是由於報告期間香港商業環境改善，與截至二零一八年九月三十日止六個月相比，建築活動及可施工項目數量處於相對較高水平，導致對我們產品的需求高於預期。

#### 毛利及毛利率

本集團的毛利由截至二零一八年九月三十日止六個月約30.6百萬港元增加約12.2百萬港元或39.9%至報告期間約42.8百萬港元，主要是由於上文所述的收益增加所致。毛利率由截至二零一八年九月三十日止六個月約38.4%下跌至報告期間的約36.7%，主要是由於香港市場競爭加劇導致製造及買賣潛孔鑿岩工具及買賣鑿岩設備分部的毛利率較低，而此被由於報告期間已售機器的毛利率高於截至二零一八年九月三十日止六個月已售機器的毛利率令買賣打樁機及鑽機分部的毛利率增加的影響所抵銷。

#### 銷售及分銷開支

本集團的銷售及分銷開支由截至二零一八年九月三十日止六個月約3.2百萬港元增加約1.3百萬港元或40.6%至報告期間約4.5百萬港元，主要是由於報告期間隨著收益增加，廣告及業務推廣開支、報關費及貨運、交通運輸及存儲費用增加所致。

#### 行政開支

本集團的行政開支由截至二零一八年九月三十日止六個月約12.3百萬港元增加約2.2百萬港元或17.9%至報告期間約14.5百萬港元，主要是由於報告期間員工成本、折舊開支、差旅開支、維修及保養開支以及捐款增加，部分被租金開支及專業費用減少所抵銷。

#### 純利

本集團已呈報純利為約20.6百萬港元（截至二零一八年九月三十日止六個月：約11.7百萬港元）。純利增加主要是由於上文所述的報告期間收益增加所致。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PROSPECTS

During the Reporting Period, the Group continued to develop its various business and geographical segments. The market environment in the Group's major market, Hong Kong, has improved during the Reporting Period. As more construction projects were available in the market, our customers have increased their purchases of our products, which in turn had a positive contribution to the Group's revenue and profit during the Reporting Period.

However, the timeliness of approval of budgets for public works projects by the Finance Committee of the Legislative Council of Hong Kong has slowed down in recent months, with a number of meetings cancelled before the year 2018–2019 recess due to disruptions of the Legislative Council Building. The progress of the approval of budgets has remained slow, where only 4 public works budgets have been approved up to date since the recess. It is anticipated that the progress of budget approval on public works will remain slow for the remainder of the year.

The Group has been continuing its efforts to extend its presence in several key international markets, including Scandinavia, Peru, Germany, Brazil, Japan and India. Progress has been made in the exploring the Europe region, where the Group has commenced businesses with customers in Germany for construction projects during the Reporting Period.

Overall, the Group remains cautious towards the future of the construction market and the business of the Group in Hong Kong, and will continue its efforts to strengthen and extend its presence in the overseas markets through participation in overseas exhibition and promotions.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2019, the Group's total cash and cash equivalents amounted to approximately HK\$81.8 million of which approximately 94.0%, 2.3%, 2.6% and 1.1% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi, U.S. dollar and Euro, respectively (as at 31 March 2019: approximately HK\$74.0 million of which approximately 94.1%, 2.6%, 3.2% and 0.1% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi, U.S. dollar and Euro, respectively). The increase was mainly resulted from the increase in revenue during the Reporting Period.

### 前景

本集團於報告期間繼續發展其多個業務及區域分部。香港是本集團的主要市場，其市場環境於報告期間已有所改善。由於市場上更多可供施工的建築項目，我們的客戶已增加採購我們的產品，因而為本集團於報告期間的收益及利潤帶來正面貢獻。

然而，由於立法會大樓遭到破壞，香港立法會財務委員會於近幾個月以來審批公共工程項目預算的時間表已放緩，連同若干會議已於二零一八年至二零一九年休會前取消。審批預算的進度依舊緩慢，自休會以來至今，僅有4項公共工程預算獲批准。預期公共工程預算審批的進度在年內餘下時間仍將緩慢。

本集團繼續致力拓展在斯堪的納維亞、秘魯、德國、巴西、日本及印度等若干主要國際市場的份額。於報告期間，本集團已在開拓歐洲地區市場取得進展，並開始與德國的客戶就建築項目開展業務。

總括而言，本集團對建築市場以及本集團的香港業務之前景維持審慎，並將通過參加海外展會及推廣繼續致力鞏固及拓展在海外市場的份額。

### 流動資金及財務資源

於二零一九年九月三十日，本集團的現金及現金等價物總額約為81.8百萬港元，其中約94.0%、2.3%、2.6%及1.1%的現金及現金等價物分別以港元、人民幣、美元及歐元計值（於二零一九年三月三十一日：約74.0百萬港元，其中約94.1%、2.6%、3.2%及0.1%的現金及現金等價物分別以港元、人民幣、美元及歐元計值）。相關增加主要由於報告期間收益增加所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES *(Continued)*

As at 30 September 2019, the Group's bank borrowings of approximately HK\$6.4 million (as at 31 March 2019: approximately HK\$5.3 million) had variable interest rates and was repayable within one year, which are guaranteed by the Company, and the Group's other borrowings of approximately HK\$20.0 million (as at 31 March 2019: HK\$20.0 million) had fixed interest rate of 5.0% per annum and was repayable in the second year, which was unsecured. As at 31 March 2019 and 30 September 2019, all of the bank and other borrowings were denominated in Hong Kong dollar.

The gearing ratio of the Group as at 30 September 2019 (defined as the Group's total interest bearing liabilities divided by the Group's total equity) was approximately 14.1% (as at 31 March 2019: approximately 14.9%).

### CAPITAL STRUCTURE

As at 30 September 2019, the Company's issued share capital was HK\$38,000,000 and the number of its issued ordinary shares was 380,000,000 of HK\$0.1 each.

There has been no change in the capital structure of the Group during the Reporting Period, the six months ended 30 September 2018, and up to the date of this report.

### CHARGE ON GROUP ASSETS

As at 30 September 2019, bank borrowings amounting to approximately HK\$6.4 million are guaranteed by the Company. As at 30 September 2019, deposits placed at an insurance company amounting to approximately HK\$4.6 million were pledged to secure general banking facilities granted to the Group.

### CASH FLOW MANAGEMENT AND LIQUIDITY RISK

The Group's objective regarding cash flow management is to maintain a balance between continuity of funding and flexibility through a combination of internal resources, bank borrowings, and other debt or equity securities, as appropriate. The Group is comfortable with the present financial and liquidity position, and will continue to maintain a reasonable liquidity buffer to ensure sufficient funds are available to meet liquidity requirements at all times.

### CONTINGENT LIABILITIES

The Group did not have any material contingent liability as at 30 September 2019.

### CAPITAL COMMITMENTS

As at 30 September 2018 and 2019, the Group had no capital commitments.

### 流動資金及財務資源 *(續)*

於二零一九年九月三十日，本集團之由本公司提供擔保的銀行借貸約為6.4百萬港元（於二零一九年三月三十一日：約5.3百萬港元）按浮動利息計算並於一年內償還，本集團之無擔保的其他借貸約20.0百萬港元（於二零一九年三月三十一日：20.0百萬港元）乃按固定年利率5.0%計息，並於第二年償還。於二零一九年三月三十一日及二零一九年九月三十日，所有銀行及其他借貸均以港元計值。

於二零一九年九月三十日，本集團的資產與負債比率（定義為本集團的總計息負債除以本集團的總權益）約為14.1%（於二零一九年三月三十一日：約14.9%）。

### 資本架構

於二零一九年九月三十日，本公司已發行股本為38,000,000港元，而已發行普通股數目為380,000,000股，每股面值0.1港元。

於報告期間、截至二零一八年九月三十日止六個月及直至本報告日期，本集團資本架構概無任何變動。

### 集團資產押記

於二零一九年九月三十日，銀行借貸約6.4百萬港元由本公司擔保。於二零一九年九月三十日，存於保險公司之存款約4.6百萬港元已作抵押，以擔保本集團獲授的一般銀行融資。

### 現金流量管理及流動資金風險

本集團關於現金流量管理的目標為透過整合內部資源、銀行借貸及其他債務或權益證券（倘適用）維持撥資的持續性與靈活性間的平衡。本集團目前的財務及流動資金狀況維穩，並將繼續維持合理流動資金緩衝以確保有充足的資金可隨時滿足流動資金需求。

### 或然負債

本集團於二零一九年九月三十日並無任何重大或然負債。

### 資本承擔

於二零一八年及二零一九年九月三十日，本集團並無任何資本承擔。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### SEGMENT INFORMATION

Details of segment information of the Group for the six months ended 30 September 2019 are set out in note 3 to the condensed consolidated financial statements.

### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

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

### FOREIGN EXCHANGE RISK

Our Group's operations are mainly in Hong Kong and the PRC, and most of the operating transactions, revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars and Renminbi. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that the Group should have sufficient resources to meet foreign exchange requirements as and if it arises. The Group has not engaged in any derivative to hedge its exposure to foreign exchange risk.

### EVENTS AFTER THE REPORTING PERIOD

Save as mentioned elsewhere in this report, there were no significant events subsequent to 30 September 2019 which would materially affect the Group's operating and financial performance as of the date of this report.

### EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2019, the Group had 111 employees (as at 30 September 2018: 109 employees) in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, and individual qualifications and performance. Other staff benefits include bonuses awarded on discretionary basis, mandatory provident fund scheme for Hong Kong employees, and state-sponsored retirement plans for PRC employees. The Group also offers a variety of training schemes to its employees.

### 分部資料

本集團於截至二零一九年九月三十日止六個月的分部資料詳情，載於簡明綜合財務報表附註3。

### 重大投資、重大收購及出售

除本報告已披露者外，於報告期間，本公司概無任何重大投資、重大收購或出售附屬公司及聯營公司的事項。

### 外匯風險

本集團主要於香港及中國營運，而大部分營運交易、收益、開支、貨幣資產及負債均以港元及人民幣計值。因此，董事認為，本集團的外匯風險並不重大，且本集團應具有足夠資源即時應付外匯需要。本集團並無使用任何衍生工具對沖其外匯風險。

### 報告期後事項

除本報告另有提述外，於二零一九年九月三十日後概無發生將對本集團截至本報告日期的營運及財務表現有重大影響的事件。

### 僱員及薪酬政策

於二零一九年九月三十日，本集團於香港及中國擁有111名僱員（於二零一八年九月三十日：109名僱員）。本集團定期檢討並參考市場條款、公司表現及個人資歷及表現釐定薪酬政策。其他員工福利包括按酌情基準發放的花紅、為香港僱員而設的強制性公積金計劃及為中國僱員而設的國家資助退休計劃。本集團亦向其僱員提供各式培訓計劃。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### USE OF PROCEEDS FROM THE PUBLIC OFFER

The net proceeds from the public offer received by the Company, after deduction of the underwriting commissions and other related listing expenses payable by the Company in the public offer, were approximately HK\$88.3 million. In accordance with the proposed applications set out in the section headed “Future Plans and Use of Proceeds” of the prospectus of the Company dated 30 December 2016 (the “Prospectus”), the net proceeds received were applied by the Group up to 30 September 2019 as follows:

### 公開發售所得款項用途

經扣除本公司於公開發售中應付的包銷佣金及其他相關上市開支後，本公司從公開發售收到的所得款項淨額約為88.3百萬港元。根據本公司日期為二零一六年十二月三十日的招股章程（「招股章程」）「未來計劃及所得款項用途」一節所載的建議用途，本集團至二零一九年九月三十日將已收到的所得款項淨額用作下列用途：

Use of net proceeds	Estimated Net Proceeds as per the Prospectus	Actual Net Proceeds	Used amounts as at 30 September 2019	Unused amounts as at 30 September 2019	Expected timeline for use of proceeds
所得款項淨額用途	根據招股章程的估計所得款項淨額 HK\$' million 百萬港元	實際所得款項淨額 HK\$' million 百萬港元	於二零一九年九月三十日的已動用金額 HK\$' million 百萬港元	於二零一九年九月三十日的未動用金額 HK\$' million 百萬港元	所得款項用途 預期時間表
Investing in new manufacturing facility 投資新生產設施	48.0	50.4	26.2	24.2	By 31 March 2021 二零二一年三月三十一日前
Research and development 研發	3.9	4.4	2.3	2.1	By 31 March 2021 二零二一年三月三十一日前
Participation in overseas exhibition and promotions 參加海外展會及推廣活動	9.6	9.7	5.1	4.6	By 31 March 2021 二零二一年三月三十一日前
Purchase of brand new drilling machineries 購買全新鑽孔器械	8.2	8.8	8.8	-	Fully utilised as at 31 March 2019 於二零一九年三月三十一日 已全數使用
Increasing manpower in Hong Kong 增加香港的人手	3.8	4.4	1.2	3.2	By 31 March 2021 二零二一年三月三十一日前
Renting of new office for Hong Kong headquarters 租賃香港總部新辦公室	3.2	3.5	0.7	2.8	By 31 March 2021 二零二一年三月三十一日前
Working capital and other general corporate purposes 營運資金及其他一般企業用途	6.9	7.1	6.5	0.6	By 31 March 2020 二零二零年三月三十一日前
<b>Total</b> 總計	<b>83.6</b>	<b>88.3</b>	<b>50.8</b>	<b>37.5</b>	

The unutilised amounts of the net proceeds will be applied in the manner consistent with that mentioned in the Prospectus.

As at the date of this report, the Directors do not anticipate any change to the plan of the use of proceeds as disclosed above. The unused net proceeds have been deposited with banks in Hong Kong.

For further information regarding the use of the Company's proceeds from the public offer, please refer to the section headed “Future Plans and Use of Proceeds” in the Prospectus.

未動用的所得款項淨額將根據招股章程所述方式應用。

於本報告日期，董事預計上文所披露的所得款項用途計劃將不會出現任何變動。未動用所得款項淨額已存放於香港的銀行。

有關本公司公開發售所得款項用途的進一步資料，請參閱招股章程「未來計劃及所得款項用途」一節。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### CORPORATE GOVERNANCE

#### Compliance of the Code

The Company focuses on maintaining a high standard of corporate governance for purposes of enhancing the value for its shareholders and protecting their interests. The Company has established the corporate governance structure in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Corporate Governance Code (the “**Code**”) provided in Appendix 14 to the Listing Rules and has set up a series of corporate governance measures. The Company has adopted and complied with such provisions of the Code (the “**Code Provision(s)**”) as stated in the Code during the Reporting Period except for the Code Provision of A.2.1.

In accordance with Code Provision A.2.1, the roles of the chairman and chief executive officer should be separated and should not be held by the same person. Mr. He Xiaoming has been the chairman and the chief executive officer of the Company since 13 April 2018. However, given the development of the Group, the Board believes that Mr. He Xiaoming concurrently acting as the chairman and chief executive officer helped implement the Group’s business strategies and enhanced the operating efficiency. In addition, the Board comprises three Independent Non-executive Directors, enabling the Company’s shareholders to be represented sufficiently and fairly under the monitoring of the Board.

The Board will examine and review, from time to time, the Company’s corporate governance practices and operations in order to meet the relevant provisions under the Listing Rules and to protect the shareholders’ interests.

#### Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as provided in Appendix 10 of the Listing Rules (the “**Model Code**”) as the Company’s code of conduct governing Directors’ securities transactions. Upon specific enquiry conducted by the Company, each of the existing Directors have confirmed that they have complied with the Model Code throughout the Reporting Period.

### 企業管治

#### 遵守守則

本公司專注於維持高水平的企業管治，旨在為其股東提升價值及保障彼等的權益。本公司已根據香港聯合交易所有限公司證券上市規則（「**上市規則**」）及上市規則附錄十四所規定的企業管治守則（「**守則**」）設定企業管治架構，並設立一系列企業管治措施。於報告期間，除守則條文第A.2.1條外，本公司已採納及遵守守則所載的守則條文（「**守則條文**」）。

根據守則條文第A.2.1條，主席及行政總裁的職務應分開，且不應由同一個人擔任。何笑明先生已於二零一八年四月十三日起擔任本公司主席及行政總裁。然而，鑑於本集團的發展情況，董事會相信，何笑明先生同時擔任主席及行政總裁，有助於本集團落實業務策略及提升營運效率。此外，董事會成員包括三位獨立非執行董事，於董事會監察下讓本公司股東利益能獲得充分維護並得到公平對待。

董事會將不時審查及檢討本公司的企業管治常規與運作模式，以符合上市規則的有關條文及保障股東權益。

#### 遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「**標準守則**」），作為本公司規管董事進行證券交易的守則。經本公司作出特定查詢後，各現任董事已確認，彼等於報告期間一直遵守標準守則。



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Audit and Compliance Committee

The Audit and Compliance Committee has reviewed the unaudited condensed consolidated interim financial statements for the Reporting Period and considered that the Company has adopted applicable accounting policies and made adequate disclosures in relation to preparation of relevant results.

The Audit and Compliance Committee of the Company consists of three members, namely Mr. Liu Tin Lap, Mr. Lau Leong Yuen and Ms. Lam Hoi Yu Nicki. All members of the Audit and Compliance Committee are Independent Non-executive Directors. Mr. Liu Tin Lap is the chairman of the Audit and Compliance Committee.

### OTHER INFORMATION

#### Purchase, Sale and Redemption of the Listed Securities of the Company

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

#### Interim Dividend

The Board does not recommend the distribution of an interim dividend for the Reporting Period.

### 審核及合規委員會

審核及合規委員會已審閱報告期間的未經審核簡明綜合中期財務報表，並認為本公司已採納適用會計政策及已就編製相關業績作出充分披露。

本公司審核及合規委員會由三名成員組成，即廖天立先生、劉量源先生及林凱如女士。審核及合規委員會的所有成員皆為獨立非執行董事。廖天立先生為審核及合規委員會主席。

### 其他資料

#### 購買、出售及贖回本公司已上市證券

於報告期間，本公司或其任何附屬公司概無購買、出售或贖回任何本公司已上市證券。

#### 中期股息

董事會不建議就報告期間派發中期股息。



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Directors and Chief Executive's Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 September 2019, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV the Securities and Futures Ordinance (the "SFO"), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of 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); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

### 董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債券的權益及／或淡倉

於二零一九年九月三十日，本公司各董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部條文知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉）；(ii)根據證券及期貨條例第XV部第352條須記入該條所指的登記冊的權益及淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

Name of Director	Name of associated corporation	Capacity/Nature of Interest	Number of Shares (share) <sup>(1)</sup>	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
董事姓名	相聯法團名稱	身份／權益性質	股份數目(股) <sup>(1)</sup>	
Mr. He Xiaoming <sup>(2)</sup> 何笑明先生 <sup>(2)</sup>	Colour Shine 彩輝	Interest in a controlled corporation 受控法團權益	188,192,000 (L) 188,192,000 (S) <sup>(3)</sup>	49.52% 49.52%
Mr. Huang Shixin 黃世鑫先生	N/A 不適用	Beneficial owner 實益擁有人	4,380,000 (L)	1.15%

Table Notes:

- (1) The Letter "L" denotes a person's long position (as defined under part XV of the SFO) in such Shares. The Letter "S" denotes a person's short position (as defined under part XV of the SFO) in such Shares.
- (2) 188,192,000 Shares are held by Colour Shine whose entire issued share capital is held by Mr. He Xiaoming. Mr. He Xiaoming is also the sole director of Colour Shine as at 30 September 2019.
- (3) Colour Shine has charged 188,192,000 Shares to Kingston Securities Limited as security as at 30 September 2019 pursuant to the share charge entered into between Kingston Securities Limited as chargee and Colour Shine as charger dated 1 February 2018.

表格附註：

- (1) 「L」表示該人士在有關股份中所持的好倉（定義見證券及期貨條例第XV部）。「S」表示該人士在有關股份中所持的淡倉（定義見證券及期貨條例第XV部）。
- (2) 188,192,000股股份由彩輝持有，而彩輝之全部已發行股本由何笑明先生持有。於二零一九年九月三十日，何笑明先生亦為彩輝的唯一董事。
- (3) 於二零一九年九月三十日，根據日期為二零一八年二月一日，由金利豐證券有限公司（作為承押人）及彩輝（作為抵押人）訂立的股份押記，彩輝已將188,192,000股股份抵押予金利豐證券有限公司。

Save as disclosed above, as at 30 September 2019, none of the Directors, the chief executive of the Company nor their associates had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of 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 or short positions which any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (ii) to be entered into the register maintained by the Company pursuant to Section 352 of the SFO; or (iii) to be notified to the Company or the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一九年九月三十日，概無本公司董事、主要行政人員，或其聯繫人士於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）的相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例有關條文，任何該等本公司董事或主要行政人員被當作或視作擁有的權益或淡倉）；或(ii)根據證券及期貨條例第352條須記入該條所指的登記冊的任何其他權益或淡倉；或(iii)根據標準守則須知會本公司或聯交所的任何其他權益或淡倉。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Substantial Shareholders' Interests and/or Short Positions in the Shares, Underlying Shares of the Company

As at 30 September 2019 and as far as the Directors knew, the following persons have or be deemed or taken to have an interest in the Shares or underlying Shares of our Company which are required to be disclosed to our Company and the Stock Exchange pursuant to the provisions of Division 2 and 3 of Part XV of the SFO, or to be recorded in the register placed in the Company pursuant to Section 336 of the SFO, or are, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any of our subsidiaries:

#### (a) Substantial Shareholders of the Company

### 主要股東於本公司股份、相關股份的權益及／或淡倉

於二零一九年九月三十日及據董事所知，以下人士於本公司股份或相關股份中擁有或視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益，或記入本公司根據證券及期貨條例第336條存置的登記冊的權益，或直接或間接擁有附帶權利可在任何情況下於本公司或本公司任何附屬公司股東大會上表決之任何類別股本面值5%或以上權益：

#### (a) 本公司主要股東

Name of Shareholder	Nature of interest	Number of Shares (share) <sup>(1)</sup>	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
股東姓名／名稱	權益性質	股份數目(股) <sup>(1)</sup>	
Colour Shine	Beneficial owner	188,192,000 (L)	49.52%
彩輝	實益擁有人	188,192,000 (S) <sup>(3)</sup>	49.52%
Mr. He Xiaoming <sup>(2)</sup>	Interest of a controlled corporation	188,192,000 (L)	49.52%
何笑明先生 <sup>(2)</sup>	受控法團權益	188,192,000 (S) <sup>(3)</sup>	49.52%
Mr. Chan Leung Choi	Beneficial owner	19,188,000 (L)	5.05%
陳樑材先生	實益擁有人		

Table Notes:

- (1) The Letter "L" denotes a person's long position (as defined under part XV of the SFO) in such Shares. The Letter "S" denotes a person's short position (as defined under part XV of the SFO) in such Shares.
- (2) 188,192,000 Shares are held by Colour Shine whose entire issued share capital is held by Mr. He Xiaoming. Mr. He Xiaoming is also the sole director of Colour Shine as at 30 September 2019.
- (3) Colour Shine has charged 188,192,000 Shares to Kingston Securities Limited as security as at 30 September 2019 pursuant to the share charge entered into between Kingston Securities Limited as chargee and Colour Shine as charger dated 1 February 2018.

表格附註：

- (1) 「L」表示該人士在有關股份中所持的好倉（定義見證券及期貨條例第XV部）。「S」表示該人士在有關股份中所持的淡倉（定義見證券及期貨條例第XV部）。
- (2) 188,192,000股股份由彩輝持有，而彩輝之全部已發行股本由何笑明先生持有。於二零一九年九月三十日，何笑明先生亦為彩輝的唯一董事。
- (3) 於二零一九年九月三十日，根據日期為二零一八年二月一日，由金利豐證券有限公司（作為承押人）及彩輝（作為抵押人）訂立的股份押記，彩輝已將188,192,000股股份抵押予金利豐證券有限公司。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

(b) *Substantial Shareholders of Other Members of the Group*

(b) 本集團其他成員公司的主要股東

Name of subsidiary of the Company	Name of Shareholder	Approximate percentage of the total issued share capital in our subsidiary (%) 佔附屬公司已發行股本總額的概約百分比(%)
本公司附屬公司名稱	股東姓名	
Tristate International 聯亞國際	Mr. Chan Lap Wai Gary <sup>(Note)</sup> 陳立緯先生 <sup>(附註)</sup>	49% 49%
Norry Tech 萊利達	Mr. Chan Lap Wai Gary 陳立緯先生	49% 49%

Note: Dawn Success Ltd, a company wholly owned by Ms. Vane Siu Ling Linda, holds the 49% holdings in Tristate International on trust for Mr. Chan Lap Wai Gary.

附註： Dawn Success Ltd，一間由范小玲女士全資擁有的公司，以信託方式代表陳立緯先生持有聯亞國際49%股權。

Save as disclosed above, our Directors are not aware of any person who has an interest or a short position in the Shares or underlying Shares which is required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or to be recorded in the register placed in the Company pursuant to Section 336 of the SFO, or is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any of our subsidiaries.

除上文所披露者外，據我們的董事所知，概無任何人士於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或記入本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉，或直接或間接擁有附帶權利可在任何情況下於本公司或本公司任何附屬公司股東大會上表決之任何類別股本面值5%或以上權益。

By order of the Board

**YUK WING GROUP HOLDINGS LIMITED**

**He Xiaoming**

*Chief Executive Officer, Chairman and Executive Director*

承董事會命

**煜榮集團控股有限公司**

**行政總裁、主席兼執行董事**

**何笑明**

Hong Kong, 27 November 2019

香港，二零一九年十一月二十七日

*In the event of any inconsistency, the English text of this report shall prevail over the Chinese text.*

本報告中英文版本如有歧義，概以英文版本為準。

## DEFINITIONS

### 釋義

“Board” or “Board of Directors” 「董事會」	our board of Directors 指我們的董事會
“BVI” 「英屬處女群島」	the British Virgin Islands 指英屬處女群島
“China” or “PRC” 「中國」	the People’s Republic of China, but for the purpose of this interim report and for geographical reference only and except where the context requires, references in this interim report to “China” and the “PRC” do not include Hong Kong, Macau and Taiwan 指中華人民共和國，就本中期報告而言僅作地區參考用途，除文義另有所指外，本中期報告對「中國」的提述並不包括香港、澳門及台灣
“Colour Shine” 「彩輝」	Colour Shine Investment Limited 彩輝投資有限公司, a company incorporated in the BVI with limited liabilities, which is wholly-owned by the Executive Director, Mr. He Xiaoming, and become the Controlling Shareholders on 5 February 2018 指彩輝投資有限公司，在英屬處女群島註冊成立的有限公司，由執行董事何笑明先生全資擁有，並於二零一八年二月五日成為控股股東
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time 指香港法例第622章公司條例，經不時修訂或補充
“Company”, “our Company”, “we” or “us” 「本公司」或「我們」	Yuk Wing Group Holdings Limited 煜榮集團控股有限公司, a company incorporated in the Cayman Islands with limited liability on 17 March 2016 指煜榮集團控股有限公司，於二零一六年三月十七日在開曼群島註冊成立的有限公司
“Controlling Shareholder(s)” 「控股股東」	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, means each of Mr. He Xiaoming and Colour Shine 指具有上市規則所賦予的涵義，除文義另有所指外，為何笑明先生及彩輝
“Director(s)” 「董事」	the director(s) of our Company 指本公司董事
“Executive Director(s)” 「執行董事」	executive Director(s) 指執行董事
“Group”, “our Group”, “we” or “us” 「本集團」或「我們」	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors 指本公司及其附屬公司，倘文義另有所指，則對於本公司成為現有附屬公司之控股公司前之期間而言，指本公司現有附屬公司、若干或任何該等附屬公司及該等附屬公司或(視情況而定)其前身公司經營的業務

## DEFINITIONS

### 釋義

“Hang Wing” 「鏗榮」	Hang Wing Holdings Limited 鏗榮控股有限公司, a BVI business company incorporated in the BVI with limited liability on 16 March 2016 and a wholly owned subsidiary of the Company 指鏗榮控股有限公司，於二零一六年三月十六日在英屬處女群島註冊成立的英屬處女群島商業有限公司，為本公司的全資附屬公司
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents” 「港元」或「港仙」	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong 指香港法定貨幣港元及港仙
“Hong Kong” or “HK” 「香港」	the Hong Kong Special Administrative Region of the PRC 指中國香港特別行政區
“Independent Non-executive Director(s)” 「獨立非執行董事」	independent non-executive Director(s) 指獨立非執行董事
“independent third party(ies)” 「獨立第三方」	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules 指據我們的董事於作出一切合理查詢後所知、所悉及所信，與本公司或我們關連人士(定義見上市規則)並無關連的人士或公司及彼等各自最終實益擁有人
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time) 指香港聯合交易所有限公司證券上市規則，經不時修訂、補充或以其他方式修改
“Macau” 「澳門」	the Macau Special Administrative Region of the PRC 指中國澳門特別行政區
“Maxa RockDrills” 「Maxa RockDrills」	MAXA RockDrills Limited, a company incorporated in Hong Kong with limited liability on 15 September 2000 and is an indirect wholly-owned subsidiary of our Company 指MAXA RockDrills Limited，於二零零零年九月十五日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Norry Tech” 「萊利達」	佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited), a company established in the PRC with limited liability on 16 October 2007, owned as to 51% by Tristate Hong Kong and 49% by Mr. Chan Lap Wai Gary, an independent third party (other than being a shareholder of Norry Tech and Tristate International), and is an indirect non wholly-owned subsidiary of our Company 指佛山市順德區萊利達工程設備有限公司，於二零零七年十月十六日在中國成立的有限公司，由Tristate Hong Kong及獨立第三方陳立緯先生(惟屬於萊利達及聯亞國際的股東)分別擁有51%及49%權益，為本公司間接非全資附屬公司

## DEFINITIONS

### 釋義

“Prospectus” 「招股章程」	the prospectus of the Company dated 30 December 2016 in relation to the initial public offering and the listing of our shares on the Stock Exchange 指日期為二零一六年十二月三十日有關首次公開發售及我們的股份於聯交所上市的本公司招股章程
“Reporting Period” 「報告期間」	six months ended 30 September 2019 指截至二零一九年九月三十日止六個月
“RMB” or “Renminbi” 「人民幣」	the lawful currency of the PRC 指中國法定貨幣
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 指香港法例第571章證券及期貨條例，經不時修訂或補充
“Share(s)” 「股份」	the ordinary share(s) of the Company 指本公司普通股
“Shareholder(s)” 「股東」	the shareholder(s) of the Company 指本公司股東
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指香港聯合交易所有限公司
“subsidiary” or “subsidiaries” 「附屬公司」	has the meaning ascribed thereto under the Companies Ordinance 指具有公司條例所賦予的涵義
“substantial shareholder” 「主要股東」	has the meaning ascribed thereto in the Listing Rules 指具有上市規則所賦予的涵義
“Top Glory” 「震東建築」	Top Glory Construction Equipment Limited 震東建築設備有限公司, formerly known as Top Mark Construction Equipment Limited 震東建築設備有限公司, a company incorporated in Hong Kong with limited liability on 20 March 2015 and an indirect wholly-owned subsidiary of the Company 指震東建築設備有限公司，於二零一五年三月二十日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Top Mark” 「震東機械」	Top Mark Mechanical Equipment Limited 震東機械設備有限公司, a company incorporated in Hong Kong with limited liability on 28 July 1997 and an indirect wholly-owned subsidiary of the Company 指震東機械設備有限公司，於一九九七年七月二十八日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Tristate Hong Kong” 「Tristate Hong Kong」	Tristate (HK) Holding Company Limited, a company incorporated in Hong Kong with limited liability on 13 April 2016, and an indirect wholly-owned subsidiary of our Company 指Tristate (HK) Holding Company Limited，於二零一六年四月十三日在香港註冊成立的有限公司，為本公司間接全資附屬公司



## DEFINITIONS

### 釋義

“Tristate International”	Tristate International Industrial Limited 聯亞國際實業有限公司, a company incorporated in Hong Kong with limited liability on 28 July 2008, and held as to 51% by Hang Wing and 49% by Dawn Success Ltd, a company wholly owned by Ms. Vane Siu Ling Linda, wife of Mr. Chan Lap Wai Gary, and an indirect non-wholly owned subsidiary of our Company
「聯亞國際」	指聯亞國際實業有限公司，於二零零八年七月二十八日在香港註冊成立的有限公司，由鏗榮及Dawn Success Ltd，一間由范小玲女士全資擁有的公司（范小玲女士為陳立緯先生之妻子）分別持有51%及49%權益，為本公司間接非全資附屬公司
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
「美國」	指美利堅合眾國，其領土、屬地及所有受其司法管轄的地區
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
「美元」	指美國現時法定貨幣美元
“%”	per cent
「%」	指百分比

**Yuk Wing Group Holdings Limited**  
**煜榮集團控股有限公司**