



豐盛生活服務有限公司
FSE LIFESTYLE SERVICES LIMITED

Interim Report 2021-2022

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 331

FSE Lifestyle Enriching Lifestyle



About FSE Lifestyle Services Limited

FSE Lifestyle Services Limited is a listed company in the Hong Kong Stock Exchange (Stock Code: 0331.HK), whose ultimate holding company is FSE Holdings Limited. We are a leading lifestyle services conglomerate with 3 major business segments: property & facility management services, city essential services and electrical and mechanical engineering (“E&M”) services.

Our services are being delivered through 8 major groups of companies which have all been the market leaders in their respective industries. They include Urban Group (“Urban”), Kiu Lok Group (“Kiu Lok”), Waihong Services Group (“Waihong”), FSE Environmental Technologies Group, Hong Kong Island Landscape Company Limited (“Hong Kong Island Landscape”), General Security Group (“General Security”), Nova Insurance Group (“Nova”) and FSE Engineering Group. With their professionalism and expertise, together

with the extensive synergies generated among the companies under FSE Lifestyle, we are able to build up a strong network and offer comprehensive “one-stop-shop” professional services to our renowned clients and main contractors who are often engaged in property developments, public infrastructures, education and transportation facilities as well as entertainment and travel industries in Hong Kong, Macau and the Mainland China.

Our clientele includes the HKSAR Government, multinational corporations, owners and investors of intelligent buildings and premises, theme parks, universities, hotels and hospitals which cover all kinds of private and public facilities. We devise for our prestigious clients the optimal choices in creating cost efficiency and service excellence at all stages of their developments and operations.



Cassie Chan
Assistant Property
Asset Officer

Shek Kin Fong
Foreman

Gary Tang
Assistant Service Manager

Property & Facility Management Services

- Property Management
- Facility Management
- Agency Services

City Essential Services

- Cleaning, Disinfection and Pest Control Services
- Technical Support & Maintenance
- Assets Protection & Security Services
- Concierge and Event Servicing
- Insurance Solutions
- Environmental Solutions

E&M Services

- Design and Installation Services
- Air-conditioning Services
- Electrical Services
- Fire Services
- Plumbing and Drainage Services

Contents

2	Financial Highlights	33	Condensed Consolidated Statement of Changes in Equity — Unaudited
3	Chairman’s Statement	34	Condensed Consolidated Statement of Cash Flows — Unaudited
8	Management Discussion and Analysis	35	Notes to the Condensed Consolidated Interim Financial Statements
28	Report on Review of Interim Financial Information	67	Interim Dividend
29	Condensed Consolidated Income Statement — Unaudited	68	Other Information
30	Condensed Consolidated Statement of Comprehensive Income — Unaudited	72	Corporate Information
31	Condensed Consolidated Statement of Financial Position — Unaudited		

Our Vision

Better Life, Better Home, Better Quality to You Everyday

We offer superior service, we create an integrated, convenient and safe living environment.

We are devoted to serve:

Our Customers — We provide customised service and maintain long term partnership.

Our Staff — We promote work-life balance and create a strong sense of belonging.

Our Community — We maintain sustainable development and contribute to community.

Our Mission

Our Core Values

Quality

Integrity

Passion

Teamwork

Caring

Innovation

Financial Highlights

For the six months ended 31 December

	2021	2020 (restated) ⁽ⁱ⁾	% Change
	HK\$M	HK\$M	
Revenue	3,351.0	3,152.7	+6.3%
Gross profit	496.4	733.4	-32.3%
Gross profit excluding ESS Scheme government grants ⁽ⁱⁱ⁾	484.1	432.1	+12.0%
Profit attributable to shareholders of the Company	238.5	471.4	-49.4%
Adjusted net profit ⁽ⁱⁱⁱ⁾	226.2	194.2	+16.5%
Basic earnings per share	HK\$0.52	HK\$1.04	-50.0%

The Board declared the payment of an interim dividend of HK20.9 cents (Six months ended 31 December 2020: HK28.9 cents) per ordinary share to the ordinary shareholders of the Company for the six months ended 31 December 2021^(iv).

Notes:

- (i) Comparative figures have been restated for the Group's application of merger accounting for business combinations under common control. Details of the restatements are set out in Note 2(c) to the condensed consolidated interim financial statements.
- (ii) After excluding the effects of government grants under the Employment Support Scheme (the "ESS Scheme") of the Hong Kong Special Administrative Region Government (the "HKSAR Government") of HK\$12.3M for the six months ended 31 December 2021 and HK\$301.3M (restated) for the six months ended 31 December 2020 from the Group's gross profit for both periods to better illustrate the Group's performance without such effects.
- (iii) After excluding the effects of ESS Scheme government grants of HK\$12.3M from the Group's profit attributable to shareholders of the Company of HK\$238.5M for the six months ended 31 December 2021 and (a) ESS Scheme government grants of HK\$333.0M, (b) losses related to laundry business of HK\$45.8M and (c) one-off professional fees for acquisition of HK\$10.0M from the Group's profit attributable to shareholders of the Company of HK\$471.4M (restated) for the six months ended 31 December 2020 to better illustrate the Group's financial results without the effects of such non-recurring items.
- (iv) For the six months ended 31 December 2021, the dividend payout ratio of the Company is 40.2%, calculated based on the Group's adjusted profit for the six months ended 31 December 2021 attributable to ordinary shareholders of the Company of HK\$234.2M (i.e. after deducting preferred distribution to the holder of convertible preference shares of HK\$4.3M for the six months ended 31 December 2021 from profit attributable to shareholders of the Company of HK\$238.5M).

For the six months ended 31 December 2020, the dividend payout ratio of the Company was 40.0%, calculated based on the Group's adjusted profit for the six months ended 31 December 2020 attributable to ordinary shareholders of the Company of HK\$324.8M (i.e. after deducting preferred distribution to the holder of convertible preference shares of HK\$4.3M for the six months ended 31 December 2020 from profit attributable to shareholders of the Company of HK\$329.1M as previously reported in the Group's condensed consolidated interim financial statements for the six months ended 31 December 2020).

“ Amid the severe COVID-19 pandemic, there is a steady demand for professional and branded services. We perceive this trend may provide the Group with numerous business opportunities in the short to medium term. ”

To Our Shareholders:

On behalf of the board of directors (the “Board”) of FSE Lifestyle Services Limited (the “Company”, together with its subsidiaries, the “Group”), I am pleased to present the unaudited condensed consolidated interim results of the Company for the six months ended 31 December 2021 (the “period under review”).

REMAINING RESILIENT IN A CHALLENGING YEAR WITH SUCCESSFUL TRANSFORMATION

The year 2022 marks the sixth anniversary of the Company's listing in Hong Kong. Despite intermittent periods of recovery, the Hong Kong economy continues to face headwinds due to recurrent waves of the novel coronavirus (“COVID-19”) pandemic. Thanks to the dedication and professionalism of our management, with years of pragmatic thinking and active acquisitions, the Group's businesses have proven themselves to be resilient with a solid foundation for growth. The Group has made considerable strides to successfully transform and reposition itself into a large-scale and unique lifestyle services conglomerate that has the capacity to offer the following comprehensive range of services to its clients:

Chairman's Statement

- i. **Property & Facility Management Services**
- ii. **City Essential Services** including Cleaning, Technical Support & Maintenance, Security Guarding & Event Services, Insurance Solutions and Environmental Solutions
- iii. **E&M Services**

As a result, its consolidated revenue and profit attributable to shareholders for the full financial year ended 30 June 2021 grew significantly by more than 80% and 260% respectively while its earnings per share increased more than 200% compared with the figure recorded for the year ended 30 June 2016 five years ago. Amid the continued volatility of the pandemic situation, the Group has developed a diversified range of service offerings and corporate accounts, which could potentially improve the stability of its operation through more diversified revenue streams, placing it in a better position to cushion the impact of the epidemic. The increase in revenue was primarily the result of increased cross-selling synergies and customer loyalty, with a promising return rate helping form a sustainable development layout. Further to our acquisition strategy, the Group made full use of its competitive advantages and continues to reshape its business segments with the aim of mitigating cyclical risks typically associated with the E&M Services segment. This strategy has clearly been successful; the Group's property & facility management services and city essential services segments contributed more than half of its gross profit and net profit for the period under review. Sound financial management remains the Group's priority, which has enabled the net gearing ratio to remain unchanged at 0%. During the period under review, our management has also adopted various immediate measures to cushion the adverse impacts of the pandemic, including proactive review of project execution, creation of more cross-selling opportunities and continuing its effective cost management strategy. More importantly, amid the ongoing pandemic situation, there is a steady demand for professional and branded services providers, and we see this phenomenon gradually transforming society and

providing the Group with numerous business opportunities in the short to medium term, especially for our property & facility management and city essential services segments.

Looking ahead, our plans for performance growth are focused on leveraging our well-established and trusted brand, good governance, embracing cost effectiveness and capitalising on innovative technologies and professional expertise. The Group owns unique capabilities to provide high quality, and complementary integrated services and create cross-selling opportunities with more service lines, supplemented by advanced technologies and smart solutions such as AI and IoT, increasing the satisfaction of our valued customers. To cope with the growth of our businesses, we will continue to invest in people and nurture our pool of young talent with diversified and tailor-made training. Thanks to the above efforts, the Group's profit attributable to shareholders reached HK\$238.5 million for the six months ended 31 December 2021, with a net cash position maintained at the end of the period under review. Although such profit was 49% less than HK\$471.4 million for the same period last year, if excluding the effects of government grants under the Employment Support Scheme (the "ESS Scheme") of the HKSAR Government in the Group's results for both periods and other one-off items of losses related to laundry business disposal in December 2020 and one-off professional fees for acquisition in the Group's prior period results, the Group's adjusted net profit for the period under review increased by 16.5%. The Board has declared an interim dividend of HK20.9 cents per ordinary share to its ordinary shareholders for the six months ended 31 December 2021, which represents a dividend payout ratio of 40.2%.

Property & Facility Management Services

Urban, International Property Management Limited and Kiu Lok (together, the "Property & Facility Management Group") are the largest among all independent players in the residential, non-residential and car park property and

Chairman's Statement

facility management markets in Hong Kong, excluding service companies owned by property developers. In the face of the uncertainty surrounding the development of the pandemic situation, and with the increasing expectations of corporate clients and property investors, there is a growing demand for one-stop, full-service and high-quality property and facility management services providers with good corporate governance like us. Extended services include property pre-management services, building renovation and rejuvenation services and leasing and tenancy management, some of which create ample cross-selling opportunities for our city essential services segment. With the Hong Kong Government's determination to sustain the housing and land supply through a multi-pronged approach, the property management market is expected to expand in parallel with the growing number of properties in Hong Kong. Urban renewal is another key government policy that will fuel the growth momentum of the property management industry in the coming years. Furthermore, backed by the Group's extensive E&M experience in Mainland China, we are also exploring opportunities in and accelerating our expansion into the Greater Bay Area by means of strategic collaboration and mergers and acquisitions. In order to fulfill the rising customer demand for smart, sustainable, and green living solutions with high standards of hygiene and operational efficiency, our Property & Facility Management Group has long been committed to, and recognised for, applying modern management models and standards and information technologies in its operations.

City Essential Services

Leveraging the well-established brands of our property and facility management services and E&M services segments, the Group has continued to promote its city essential services, as below, in parallel both horizontally and vertically, and the benefits created by the economies of scale and cross synergies have gradually become increasingly pertinent.

Cleaning Services – Waihong is one of the top three players in the Hong Kong environmental hygiene services market. During the pandemic, the Hong Kong Government has emphasised hygiene and environmental control and Waihong recently secured contracts with the Leisure and Cultural Services Department and the Food and Environmental Hygiene Department, further diversifying and expanding its customer mix within the Government sector. By capitalising on its extensive experience, high-quality and customised services and distinctive brand, Waihong will continue to increase its participation in the green waste disposal business for further accommodating the Hong Kong Government's environmental policy. Moreover, it is assumed that we have also benefited from the steady demand for pandemic prevention and disinfection works due to the ongoing pandemic situation. On the contrary, once the pandemic subsides, the progressive transformation of the Hong Kong economy towards higher value-added activities and high-end residential and commercial buildings will provide great growth momentum to Waihong's business in the coming years.

Technical Support & Maintenance Services – Research from the Urban Renewal Authority revealed that there are more than 10,000 buildings aged 50 years or above in Hong Kong. Thus, this division envisages a growing demand for term maintenance, large-scale alterations and additions and system retrofits from various prestigious commercial and residential buildings, hospitals, government properties and educational institutions.

Security Guarding & Event Services – General Security holds all three licenses required for operating as a security company in Hong Kong and is one of the top two leading players in Type I security guarding services. Over the years, demand has grown at a steady pace and has been most noticeable in the residential sector. During the pandemic, we obtained certain non-regular additional orders for manpower to

Chairman's Statement

conduct pandemic prevention procedures. Moreover, given the promotion of the meeting, incentive, convention and exhibition sector and the expedition of the planning process for leisure and cultural activities, the Group has recently established a company targeting this potential new revenue stream of large-scale event services under this division and hopes to capture the numerous business opportunities that will exist once the event and exhibition sector resumes its normal activities.

Insurance Solutions – Nova is the leader among local insurance brokers in Hong Kong in terms of gross insurance brokerage income. It offers one-stop risk management and insurance solutions, including, but not limited to, property, casualty, construction and employee benefits, to both corporate and individual clients. Given Nova's wealth of experience, and with a large number of construction activities expected to commence in the near term, as well as the stronger demand for specialty insurances such as cyber insurance and professional indemnity insurance, the Group expects to see further growth in its insurance solutions business.

Environmental Solutions – The Hong Kong Government has placed much emphasis on green development, and this is another important pillar of the Group's high-quality development. We will continue to capitalise on the numerous opportunities created by the public's increased awareness of environmental issues, providing total solutions that are energy efficient as well as environmentally friendly. Aware that the living environment and hygiene levels of residential and commercial facilities cannot be ignored amid the ongoing pandemic situation, the extra-low voltage team of this division will leverage technological advancements such as artificial intelligence, the Internet of Things and various 5G mobile applications to strengthen the building management and environmental monitoring system, enhancing building sustainability and environmental quality. Furthermore, given the prevailing green policies, town planning initiatives and various support schemes provided by the government, as a landscape service provider, we will be highly beneficial to the development of the industry and provide high-quality arboriculture and horticulture services to our prestigious clients.

E&M Services

Hong Kong

The Hong Kong Government shall continue to provide a stable commercial and residential land supply, with average E&M construction work expenditure for the fiscal year 2022/23 expected to exceed HK\$25 billion for the public sector and HK\$22 billion for the private sector, according to data from the Construction Industry Council. The Group's E&M services segment currently enjoys a position as one of two dominant players in the Hong Kong market. In addition to its large-scale projects on hand, including Kai Tak Sports Park, Immigration Headquarters in Tseung Kwan O and 11 SKIES in Chek Lap Kok, the Group is adequately prepared to take on sizeable infrastructure and building projects. Most notable among our major submitted design and construction tenders are the Kwun Tong Composite Development and District Court at Caroline Hill Road, both of which are currently under negotiation. Preparations are also underway on tenders for the District Cooling System at Tung Chung New Town Extension East and Kwu Tung North, Grantham Hospital Phase I at Wong Chuk Hang and Prince of Wales Hospital Phase II at Shatin. In addition, the Northern Metropolis Development Strategy, which is centered on urban-rural integration is also set to become the most important initiative for city development. The Group will continue to make strides in accommodating the Hong Kong Government's Construction 2.0 initiative, which primarily promotes innovation, professionalism and revitalisation. As a result of our highly skilled E&M team and use of advanced technologies such as Building Information Modelling (BIM) and Modular Integrated Construction (MiC), both our West Kowloon Government Offices and Vehicle Examination Centre at Tsing Yi projects have been highly praised for their productivity and work quality. Finally, the Group will closely monitor and navigate the operational risks brought about by the recurrent waves of pandemic, particularly the temporary interruption of production and dislocation of the supply chain, via responsive financial planning and flexible resource deployment.

Chairman's Statement

Mainland China

Domestically, Mainland China's growth has also softened in recent months, characterised by stringent COVID policies and macro and regulatory policies introduced due to the evolving pandemic situation and the overarching common prosperity objective promoting quality growth, social well-being, and environmental sustainability. Thanks to its geographical proximity, the Greater Bay Area development represents another strategically significant initiative which will undoubtedly inject a new growth impetus into the Group. As one of the few Hong Kong-based E&M general engineering contractors with Class I Qualification in Mainland China, the Group has an advantage in optimising its project coverage in this crucial market. In addition, our over 30 years of substantial experience, extensive goodwill and trusted brands established here serve as a strong platform for enhancing our customer relationship and solicitation in this market. The Qianhai and Zengcheng projects are already in progress, laying a solid foundation for future development. As in previous years, the Group will strive to extend its presence in Mainland China, leveraging its dual-core engine, supply/installation and project management expertise and well-established and trusted brand.

Macau

The economic environment in Macau will continue to be challenging in 2022, with pandemic-related travel restrictions and the evolving COVID-19 situation in Macau and Mainland China continuing to limit visitation. Nevertheless, we remain optimistic about its long-term development. We anticipate another wave of financial investments from the gaming concessionaires and sub-concessionaires upon license renewal in 2022, and the operation of the Hong Kong-Zhuhai-Macau Bridge and high-speed rail will fuel economic recovery and further position Macau as a world-class tourism centre.

CONCLUSION

Despite the challenges posed by the pandemic situation in Hong Kong, the Group will prevail by leveraging its solid financial position and proven track record. It will also continue to seek new business opportunities to further expand and maximise shareholder value.

On behalf of the Board, I would like to express my sincerest gratitude to all shareholders, customers and business partners for their unwavering support of the Group. I wish to also thank the management team and fellow staff members for their steadfast dedication. As always, we remain fully committed to ensuring the Group's long-term development and fair returns to shareholders.

Dr. Cheng Kar Shun, Henry

Chairman

Hong Kong, 24 February 2022

Management Discussion and Analysis

BUSINESS REVIEW

During the six months ended 31 December 2021 (the “period under review”), the Group recorded revenue amounting to HK\$3,351.0 million, representing an increase of HK\$198.3 million or 6.3%, as compared with HK\$3,152.7 million (restated) for the six months ended 31 December 2020 (the “same period last year”). Profit attributable to shareholders for the period under review was HK\$238.5 million, representing a decrease of HK\$232.9 million or 49.4% as compared with HK\$471.4 million (restated) for the same period last year, mainly resulted from a decrease in government grants under the Employment Support Scheme (the “ESS Scheme”) of the HKSAR Government, partly mitigated by the effects of (i) new contracts awarded for the Facility/Property Management segment and City Essential segment (primarily cleaning and insurance businesses); (ii) higher gross profits from the E&M services segment’s installation projects and (iii) losses related to laundry business disposal in December 2020 and one-off professional fees for acquisition which did not recur this period. Details of the government grants recognised by the Group are set out in Note 7 to the condensed consolidated interim financial statements.

If excluding the effects of government grants under the ESS Scheme in the Group’s results for both periods and item (iii) mentioned above in the Group’s prior period results to better illustrate the Group’s financial results without the effects of such non-recurring items, the Group recorded an increase in adjusted net profit for the period under review of 16.5% to HK\$226.2 million (i.e. after excluding ESS government grants of HK\$12.3 million from profit attributable to shareholders of the Company of HK\$238.5 million for the period under review) as compared to its adjusted net profit of HK\$194.2 million for the same period last year (i.e. after excluding (a) ESS government grants of HK\$333.0 million, (b) losses related to laundry business of HK\$45.8 million and (c) one-off professional fees for acquisition of HK\$10.0 million from profit attributable to shareholders of the Company of HK\$471.4 million (restated) for the six months ended 31 December 2020).



Property & Facility Management Services



Number of staff
Over

5,600



Service contracts
Over

300

The Group’s property and facility management services business, comprising Urban, International Property Management Limited and Kiu Lok (together, the “Property & Facility Management Group”), is serving one of the largest property and facility asset portfolios in Hong Kong, which provides the most comprehensive and customised professional management services for its clients.

Our Property & Facility Management Group is expert in six core property and facility management pillars: (i) residential property assets management; (ii) facilities management and operations, including both public and private sectors; (iii) commercial, retail and industrial premises operations; (iv) project management; (v) leasing and tenancy management and (vi) car park operations and management. Its property asset and facility services cover all kinds of property and

Management Discussion and Analysis

facility assets including government offices and quarters, academic campus and educational institutes, service apartments, Grade A intelligent buildings and commercial complexes, modern industrial premises, composite residential developments to regional car parks and various kinds of public and private facility assets.

Our Property & Facility Management Group's unique market differentiation lies in their vertical integration of services, strong pool of professional talents and partnership approach towards customers. Innovation keeps our Property & Facility Management Group at the forefront of the industry. It has been pioneering in the introduction of modern international standards and service models in property and facility management in Hong Kong.

During the period under review, our Property & Facility Management Group submitted tenders for 14 service contracts (with a contract sum not less than HK\$1 million for each service contract) with a total tender sum of HK\$116 million and, combining the submitted tenders from previous months, was awarded 16 service contracts (with a net contract sum not less than HK\$1 million for each service contract) with a total contract sum of HK\$69 million. Among these 16 service contracts, 1 of them is a major service contract (with net contract sum not less than HK\$20 million) for a residential estate in Shatin.

As at 31 December 2021, the property & facility management services segment has a total gross value of contract sum of HK\$2,058 million with total outstanding contract sum of HK\$1,346 million.



City Essential Services



Number of staff
Over
12,900



Service contracts
Over
8,300

Cleaning Services

The Group's cleaning services business, Waihong, encompasses a wide range of private buildings and public facilities in every corner of Hong Kong, which includes office towers, shopping malls, hotels, university campus, international schools, tourism facilities, government properties, public utilities, convention and exhibition centres, railway stations, airport terminal building, hospital, industrial buildings and residential properties. It is mainly engaged in providing specialist cleaning services including general cleaning, initial cleaning, housekeeping, recycling, marble and granite floor maintenance, food and solid waste collection, clinical and construction waste disposal, clinic support, sterilisation and integrated pest management services.

Facing with the uncertain economic environment in recent years, the demands for specialist cleaning services in Hong Kong are still full of challenges and opportunities. Waihong has seized the prime opportunity to widen its services in different market segments. On one hand, Waihong has successfully secured a number of new service contracts and attain a high renewal rate for the existing contracts during the period under review. On the other hand, there was a reduction in the demand for ad-hoc sterilisation services. Nevertheless, Waihong has still maintained certain amount of preventive sterilisation services from different clients during the period under review.

Management Discussion and Analysis

During the period under review, Waihong has grasped the government's change in tender evaluation criteria to accept higher price with innovated proposal instead of only awarding the lowest bidder. For instance, bidders who propose higher hourly wages to constitute a competent frontline team with quality services may get higher evaluation scores and have a higher chance of winning the contract. As a result, Waihong's revenue and profit has grown considerably by successfully adopting such tender strategies to win service contracts from different government departments. Such achievements demonstrated Waihong's competitive edge through applying one of the Group's core values of pursuing "Quality" in the services it provides. Waihong's current government contracts account for about 10% of its overall revenue. Waihong will continue to allocate more resources to bid for service contracts launched by various government departments. Waihong is convinced that it still has a lot of room to expand its market share in the government segment.

During the period under review, Waihong submitted tenders for 198 cleaning service contracts (with a contract sum not less than HK\$1 million for each service contract) with a total tender sum of HK\$2,779 million and, combining the submitted tenders from previous months, was awarded 55 new service contracts (with a net contract sum not less than HK\$1 million for each service contract) with a total contract sum of HK\$558 million. Among these 55 service contracts, 6 of them were major service contracts (with net contract sum not less than HK\$20 million for each service contract), which include 2 residential estates in Ma On Shan and Quarry Bay, a shopping mall in Shatin, an international bank's branches and office facilities, a cross-border transport system in West Kowloon and Shek Kong and clubhouses in Happy Valley.

Technical Support & Maintenance Services

The Group's technical support & maintenance services business covers renovation projects for replacement of chiller units, upgrade of electrical supply systems, modification and enhancement of fire services and plumbing and drainage systems, system maintenance and repairing works, testing and commissioning, periodic inspection, testing and certification of electrical installation works, consultancy, and heat, air ventilation, and cooling central plant room routine operation and maintenance services in Hong Kong, Mainland China and Macau.

During the period under review, the Group submitted tenders for 246 maintenance service contracts (with a contract sum not less than HK\$1 million for each contract) with a total tender sum of HK\$2,166 million and, combining the submitted tenders from previous months, was awarded 44 projects (with a net contract sum not less than HK\$1 million for each project) with a total net contract sum of HK\$465 million. Among these 44 projects, 4 of them are major projects (with net contract sum not less than HK\$20 million), which include chillers replacement for an exhibition centre in Wai Chai, provision of term worker service for an integrated development project in Chek Lap Kok and refurbishment/improvement works for a hotel in Tsim Sha Tsui and a youth association headquarters in Yau Ma Tei.

Security Guarding & Event Services

The Group's security guarding & event services business comprises General Security and Perfect Event Services Limited ("Perfect Event"). General Security serves a broad range of clients of residential properties (including estates, service apartments and luxury detached houses), office towers, shopping malls and buildings, private clubs, construction sites, entertaining facilities, event and exhibition venues. Perfect Event's main clients are property developers and provides services for their property sales events.

General Security holds all three types of licences required for operating as a security company in Hong Kong, including Type I Licence for provision of security guarding services, Type II Licence for providing armoured transportation services and Type III Licence for installation, maintenance and/or repairing of a security device and/or designing a security system incorporating a security device.

Perfect Event provides comprehensive one-stop support services for event activities covering service design and planning, provision of customer service ambassadors and concierge services, security guarding and system, alarm installation and maintenance, cleaning, insurance brokerage, electrical and mechanical supporting, landscaping and IT services.

During the period under review, General Security and Perfect Event submitted tenders for 36 security guarding and event services contracts (with a contract sum not less than

Management Discussion and Analysis

HK\$1 million for each contract) with a total tender sum of HK\$808 million and, combining the submitted tenders from previous months, was awarded 17 service contracts (with a net contract sum not less than HK\$1 million for each project) with a total contract sum of HK\$256 million. Among these 17 service contracts, 3 of them were major service contracts (with net contract sum not less than HK\$20 million for each service contract) in respect of a residential estate in Shatin, clubhouses and entertaining facilities.

Insurance Solutions

The Group's insurance solutions business, Nova, comprising Nova Insurance Consultants Limited and International Reinsurance Management Limited, which both holds an Insurance Broker Company License granted by the Insurance Authority. Nova Insurance Consultants Limited is also a registered Mandatory Provident Fund ("MPF") Intermediary under the Mandatory Provident Fund Schemes Authority. With a highly professional team of brokers and specialists, Nova serves many clients who are leaders within their respective industries including international hotel chains, listed companies, property developers, public transportation companies, manufactories, trading companies, telecommunication companies, governmental departments/organisations and non-governmental organisations.

During the period under review, Nova has secured placement for a number of sizeable construction projects. Nova also managed to get a number of new accounts, including property managers of residential development, listed companies and non-governmental organisations. In addition, it has also handled more trade credit insurance business and received more enquiries on cyber insurance. Nova's client retention ratio has always been over 90% and this ensure us a stable income.

During the period under review, Nova submitted tenders for 9 service contracts (with a contract sum not less than HK\$1 million for each service contract) with a total tender sum of HK\$15 million and all of them were awarded .

Environmental Solutions

The Group's environmental solutions business (i) provides environmental assessment and energy efficient solutions to assist its customers in achieving their environmental protection and energy conservation objectives and landscape management and maintenance services to a diversified business portfolio, (ii) provides information and technology infrastructure and advanced technologies to enhance building sustainability and environmental quality with smart facility management solutions to property developers and (iii) engages in the trading of retail sales of wall and floor tiles, E&M engineering equipment and materials and other building materials.

During the period under review, the Group submitted tenders for 28 environmental and landscape service contracts (with a contract sum not less than HK\$1 million for each contract) with a total tender sum of HK\$117 million and, combining the submitted tenders from previous months, was awarded 6 environmental and landscape service contracts (with a net contract sum not less than HK\$1 million for each contract) with a total contract sum of HK\$19 million and 5 ELV service contracts with a total contract sum of HK\$57 million (with a net contract sum not less than HK\$1 million for each contract). In addition, the Group submitted 18 quotations for building material trading (with a quotation sum not less than HK\$1 million for each quotation) with a total quotation sum of HK\$47 million and, combining the submitted quotations from previous months, was accepted 6 orders (with a sum not less than HK\$1 million for each order) with a total sum of HK\$20 million.

As at 31 December 2021, the city essential services segment has a total gross value of contract sum of HK\$6,857 million with a total outstanding contract sum of HK\$4,190 million.

E&M Services



Number of staff
Over

1,100



Service contracts
Over

100

The Group has maintained its position as one of the leading E&M companies in Hong Kong, capable of providing a comprehensive range of E&M services and continued to run its E&M operations in Mainland China and Macau. On top of its full range of licences and qualifications and effectiveness in managing tendering risks, the Group has integrated operating and control procedures, strong networks of well-established customers and suppliers, and an experienced and well-trained workforce to support all of its operations. Thus, the Group has strong confidence in securing and undertaking integrated E&M projects in Hong Kong, Mainland China and Macau.

In addition, the Group is committed to creating a greener society. To help build a sustainable environment, it has been constantly optimising design and exploring innovative methods. At the project level, the Group incorporates the application of green building principles into building services equipment; and adopts green building design, Modular Integrated Construction (MiC), Multi-trade Integrated Mechanical, Electrical and Plumbing (MiMEP), Design for Manufacture and Assembly (DfMA) to reduce energy usage, carbon footprint and construction waste. In order to help improve its operational efficiency and project management, the Group invests in innovative construction technologies such as Building Information Modelling (BIM), Digital Works Supervision System (DWSS), modularisation and prefabrication, Robotic Total Solution (RTS) and Sky Drilling Machine (SDM), 3D laser scanning and mobile Apps solutions etc.

Going ahead, the Group will continue to focus on applying its core competencies to raise customer satisfaction and ensure sustainable growth and profitability of its business. It shall

give first priority to large-scale projects including design and construction contracts from the government, public infrastructure works, hospital development projects, public housing and subsidised housing projects, as well as private commercial and residential building projects.

As at 31 December 2021, the Group's E&M projects encompassed a wide range of buildings and facilities, including government buildings and facilities, offices, shopping malls, hotels, integrated resorts, sports park, residential properties, hospital and airport facilities.

During the period under review, the Group submitted tenders for 86 E&M engineering projects (with a contract sum not less than HK\$1 million for each project) with a total tender sum of HK\$9,792 million and, combining the submitted tenders from previous months, was awarded 25 contracts (with a net contract sum not less than HK\$1 million for each project) with a total net contract sum of HK\$1,515 million. Among these contracts, 6 of them are major projects (with net contract sum not less than HK\$100 million for each project), which include 2 residential developments in Ho Man Tin Station and Kai Tak, 2 subsidised housing developments in Anderson Road and Pak Wo Road, a public housing development at Yip Wong Road and AIA Campus Redevelopment.

As at 31 December 2021, the E&M services segment has a total gross value of contract sum of HK\$9,401 million with a total outstanding contract sum of HK\$5,596 million.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

During the period under review, the Group's revenue increased by HK\$198.3 million or 6.3% to HK\$3,351.0 million from HK\$3,152.7 million (restated) for the same period last year, reflecting higher revenue from the E&M services segment, city essential services segment and property & facility management services segment amounting to HK\$139.4 million, HK\$43.7 million and HK\$15.2 million respectively.

The following tables present breakdowns of the Group's revenue by business segment and geographical region:

	For the six months ended 31 December			
	2021	% of	2020	% of
	HK\$'M	total	(restated)	total
		revenue	HK\$'M	revenue
Property & facility management services*	343.4	10.2%	328.2	10.4%
City essential services*	1,591.4	47.5%	1,547.7	49.1%
E&M services*	1,416.2	42.3%	1,276.8	40.5%
Total	3,351.0	100.0%	3,152.7	100.0%

* Segment revenue does not include inter-segment revenue.

	For the six months ended 31 December			
	2021	% of	2020	% of
	HK\$'M	total	(restated)	total
		revenue	HK\$'M	revenue
Hong Kong	2,922.8	87.2%	2,868.2	91.0%
Mainland China	270.5	8.1%	153.1	4.8%
Macau	157.7	4.7%	131.4	4.2%
Total	3,351.0	100.0%	3,152.7	100.0%

- Property & facility management services:* This segment, which principally provides services in Hong Kong, contributed 10.2% (2020: 10.4% (restated)) of the Group's total revenue.

Segment revenue grew by 4.6% or HK\$15.2 million to HK\$343.4 million from HK\$328.2 million (restated). Such growth was mainly driven by (i) newly awarded property management contracts for car parks of shopping malls, (ii) additional works for staff quarters of a university and (iii) increased commission income from property sales and leasing partly offset by a reduction in revenue from pandemic-induced additional works for government buildings.
- City essential services:* This segment contributed 47.5% (2020: 49.1% (restated)) of the Group's total revenue. Segment revenue of HK\$1,591.4 million (2020: HK\$1,547.7 million (restated)) comprises provision of cleaning services of HK\$674.9 million (2020: HK\$612.3 million), technical support & maintenance services of HK\$421.9 million (2020: HK\$435.6 million (restated)), security guarding & event services of HK\$325.9 million (2020: HK\$336.7 million (restated)), insurance solutions of HK\$50.8 million (2020: HK\$44.9 million (restated)), environmental solutions of HK\$117.9 million (2020: HK\$89.1 million

Management Discussion and Analysis

(restated)) and no revenue (2020: HK\$29.1 million) from the laundry services. Such revenue reflected an increase in revenue contribution from Hong Kong amounting to HK\$86.1 million, partly offset by a decrease in revenue contributions from Macau and Mainland China of HK\$41.8 million and HK\$0.6 million respectively.

Segment revenue grew by 2.8% or HK\$43.7 million to HK\$1,591.4 million from HK\$1,547.7 million (restated) and reflected (i) a number of new general cleaning service contracts, which encompassed a wide range of buildings and facilities, including university campus, shopping malls, hospital, government buildings, residential and commercial properties; (ii) higher revenue from its environmental solutions business, especially in respect of its provision of ELV device installation services, largely contributed by the 11 SKIES project in Chak Lap Kok in this period and (iii) an increase in new insurance contracts for construction projects awarded, partly offset by (i) the absence of revenue from the laundry business following the Group's disposal of it in December 2020 and (ii) a lower revenue contribution from its technical support and maintenance services after the substantial completion of St. Regis Service Apartment in Macau same period last year.

- *E&M services*: This segment contributed 42.3% (2020: 40.5% (restated)) of the Group's total revenue. Segment revenue increased by 10.9% or HK\$139.4 million to HK\$1,416.2 million from HK\$1,276.8 million (restated) and reflected an increase in revenue contributions from Mainland China and Macau by HK\$118.0 million and HK\$68.1 million respectively, partly offset by a reduction in revenue contribution from Hong Kong amounting to HK\$46.7 million.

The increased revenue contribution from Mainland China and Macau reflected a number of E&M installation projects, including Qianhai Chow Tai Fook Finance Tower and Guangzhou New World Zengcheng Comprehensive Development project in Mainland China and Studio City Phase 2 in Macau, which had substantial progress this period, partly offset by a lower revenue contribution from Hong Kong, mainly Vehicle Examination Centre in Tsing Yi and the temporary quarantine facilities in Penny's Bay which were substantially completed same period last year, despite the higher revenue contributed by the Inland Revenue Tower project in Kai Tak during the period under review. It should be noted that, under contract terms, only the management fees and reimbursable costs are reflected in the revenue of the Kai Tak Sports Park project.

Gross profit

The following tables present the breakdown of the Group's gross profit by business segment:

	For the six months ended 31 December 2021		
	Gross profit HK\$'M	% of total gross profit	Gross profit margin %
Property & facility management services	118.5	23.9%	34.5%
City essential services	221.3	44.6%	13.9%
E&M services	156.6	31.5%	11.1%
Total	496.4	100.0%	14.8%

	For the six months ended 31 December 2020 (restated)		
	Gross profit HK\$'M	% of total gross profit	Gross profit margin %
Property & facility management services	148.3	20.2%	45.2%
City essential services	437.0	59.6%	28.2%
E&M services	148.1	20.2%	11.6%
Total	733.4	100.0%	23.3%

Management Discussion and Analysis

During the period under review, the Group's property & facility management services segment, city essential services segment and E&M services segment contributed 23.9% (2020: 20.2% (restated)), 44.6% (2020: 59.6% (restated)) and 31.5% (2020: 20.2% (restated)) of its gross profit respectively. The Group's gross profit decreased by HK\$237.0 million or 32.3% to HK\$496.4 million from HK\$733.4 million (restated) for same period last year, with an overall gross profit margin decreased to 14.8% from 23.3% (restated), mainly reflecting a decrease in COVID-19 related government grants. If excluding the effects of these grants in the Group's gross profit for both periods (i.e. HK\$21.7 million for the period under review and HK\$307.5 million (restated) for the six months ended 31 December 2020) to better illustrate the Group's performance without such effects, its adjusted gross profit margin increased to 14.2% from 13.5% (restated) for same period last year.

The property & facility management services segment recorded a decrease in its gross profit of HK\$29.8 million to HK\$118.5 million from HK\$148.3 million (restated), with its gross profit margin decreased to 34.5% from 45.2% (restated), reflected a decrease in COVID-19 related government grants.

The city essential services segment recorded a decrease in its gross profit of HK\$215.7 million to HK\$221.3 million from HK\$437.0 million (restated), with its gross profit margin decreased to 13.9% from 28.2% (restated), reflected a decrease in COVID-19 related government grants and a lower gross profit contribution from its technical support and maintenance services following the substantial completion of St. Regis Service Apartment in Macau in the same period last year, partly mitigated by the effects of an increase in new general cleaning and insurance service contracts and the losses related to laundry business disposal in December 2020 which did not recur this period.

The gross profit of the E&M services segment increased by HK\$8.5 million or 5.7% to HK\$156.6 million from HK\$148.1 million, principally reflected a higher gross profit margin from its ongoing E&M installation projects in Hong Kong, partly offset by a decrease in COVID-19 related government grants, while its gross profit margin decreased to 11.1% from 11.6% (restated).

General and administrative expenses

General and administrative expenses of the Group for the period under review increased HK\$15.0 million, or 7.5% to HK\$215.3 million compared to HK\$200.3 million (restated) for the same period last year, reflected a decrease in COVID-19 related government grants, partly mitigated by the effects of a successful cost saving campaign, reduced depreciation of properties and leasehold improvements and the one-off professional fees for acquisition which did not recur in this period. If excluding the effects of government grants in the Group's general and administrative expenses for both periods (i.e. HK\$0.6 million for the period under review and HK\$32.8 million (restated) for the six months ended 31 December 2020) to better compare their amounts without such effects, its adjusted general and administrative expenses decreased 7.4% to HK\$215.9 million compared to HK\$233.1 million (restated) for the same period last year.

Other income/(expenses), net

Other net income of HK\$0.7 million was recorded by the Group during the period under review compared to other net expenses of HK\$28.3 million (restated) recorded in the same period last year.

The other net income recorded during the period under review mainly represented gratia payments from the government for retirement of motor vehicles and the receipt of COVID-19 related government grants in Macau. The other net expenses recorded in the same period last year mainly represented the Group's losses related to disposal of its laundry business of HK\$26.2 million.

Finance income

The Group recorded finance income of HK\$0.8 million (2020: HK\$1.4 million (restated)). The decrease mainly reflected lower average interest rate and principal sum of the Group's bank deposits during the period.

Finance costs

The Group's finance costs of HK\$2.4 million (2020: HK\$3.1 million (restated)) for the period under review included interest expenses of (i) HK\$1.0 million (2020: HK\$2.3 million) for the Group's bank loan financing its acquisition of property

Management Discussion and Analysis

& facility management services business in December 2019, (ii) HK\$0.7 million (2020: HK\$0.8 million (restated)) for lease liabilities and (iii) HK\$0.7 million (2020: Nil) for other bank borrowings.

Income tax expenses

The effective tax rate of the Group increased by 8.8% to 15.2% (2020: 6.4% (restated)), mainly attributable to a reduction in the non-taxable COVID-19 related government grants.

Profit for the period attributable to shareholders of the Company

The following table presents breakdown of the Group's profit contribution by business segment:

	For the six months ended			
	31 December			
	2021	2020	Change	% Change
	(restated)			
	HK\$'M	HK\$'M	HK\$'M	
Property & facility management services	61.3	106.8	(45.5)	(42.6%)
City essential services	103.9	295.2	(191.3)	(64.8%)
E&M services	76.5	83.9	(7.4)	(8.8%)
Unallocated corporate expenses and finance costs*	(3.2)	(14.5)	11.3	(77.9%)
Total	238.5	471.4	(232.9)	(49.4%)

* Unallocated corporate expenses and finance costs comprise the Company's corporate expenses of HK\$2.2 million (2020: HK\$12.2 million) and interest expenses of HK\$1.0 million (2020: HK\$2.3 million). The corporate expenses for same period last year included legal and professional fees of HK\$10.0 million incurred for the acquisition of the Business Investments Group.

The Group's profit for the period under review decreased by 49.4% or HK\$232.9 million to HK\$238.5 million compared to HK\$471.4 million (restated) for same period last year. The decrease mainly resulted from the decrease in government grants under the ESS Scheme of the HKSAR Government, partly mitigated by the effects of (i) new contracts awarded for the Facility/Property Management segment and City Essential segment (primarily cleaning and insurance businesses); (ii) higher gross profits from E&M services segment's installation projects and (iii) losses related to laundry business disposal in December 2020 and one-off professional fees for acquisition which did not recur this period. Details of the government grants recognised by the Group are set out in Note 7 to the condensed consolidated interim financial statements. The net profit margin of the Group reduced to 7.1% for the period under review from 15.0% (restated) for same period last year.

If excluding the effects of government grants under the ESS Scheme in the Group's results for both periods and item (iii) mentioned above in the Group's prior period results to better illustrate the Group's financial results without the effects of such non-recurring items, the Group recorded an increase in adjusted net profit for the period under review of 16.5% to

HK\$226.2 million (i.e. after excluding ESS government grants of HK\$12.3 million from profit attributable to shareholders of the Company of HK\$238.5 million for the period under review) as compared to its adjusted net profit of HK\$194.2 million for the same period last year (i.e. after excluding (a) ESS government grants of HK\$333.0 million, (b) losses related to laundry business of HK\$45.8 million and (c) one-off professional fees for acquisition of HK\$10.0 million from profit attributable to shareholders of the Company of HK\$471.4 million (restated) for the six months ended 31 December 2020).

Other comprehensive income

The Group recorded other comprehensive income for the period under review of HK\$3.5 million (2020: HK\$20.6 million (restated)), reflected a favorable exchange reserve movement of HK\$4.9 million (2020: HK\$12.5 million) recorded during the period under review following an appreciation of the Renminbi ("RMB") for conversion of the Group's net investments in Mainland China, remeasurement losses on long service payment liabilities of HK\$1.3 million (2020: gains of HK\$6.1 million (restated)) and defined benefit retirement scheme of HK\$0.1 million (2020: gains of HK\$2.0 million (restated)).

Management Discussion and Analysis

Liquidity and financial resources

The Group's finance and treasury functions are centrally managed and controlled at its headquarters in Hong Kong. As at 31 December 2021, the Group had total cash and bank balances of HK\$608.1 million (30 June 2021: HK\$549.9 million), of which 74%, 20% and 6% (30 June 2021: 91%, 7% and 2% (restated)) were denominated in Hong Kong dollars, RMB and other currencies respectively, and total borrowings of HK\$383.4 million (30 June 2021: HK\$383.8 million) denominated in Hong Kong dollars. The Group's net cash balance increased by HK\$58.6 million to HK\$224.7 million as at 31 December 2021 as compared to HK\$166.1 million (restated) as at 30 June 2021 mainly reflecting the net cash inflow from operating activities, partly offset by the distribution of the Company's final dividend for the year ended 30 June 2021 of HK\$72.5 million and preferred distribution on the convertible preference shares of HK\$8.5 million, the Group's payments for principal portions of lease liabilities of HK\$17.6 million. The Group's net gearing ratio was maintained at zero as at 31 December 2021 (30 June 2021: 0%). This ratio is calculated as net debt divided by total equity. Net debt is calculated as total bank borrowings less cash and cash equivalents.

Adopting a prudent financial management approach in implementing its treasury policies, the Group maintained a healthy liquidity position throughout the reporting period. As at 31 December 2021, the Group had total banking facilities in respect of bank overdrafts, bank loans, bank guarantees and/or trade financing of HK\$2,757.1 million (30 June 2021: HK\$2,754.3 million). As at 31 December 2021, the Group has no banking facilities guaranteed by FSE Management Company Limited ("FMC") (30 June 2021: HK\$100 million guaranteed by FMC), a direct wholly-owned subsidiary of FSE Holdings Limited. As at 31 December 2021, HK\$881.3 million (30 June 2021: HK\$821.8 million) of the Group's banking facilities had been utilised for bank borrowings, bank guarantees and trade finance. The Group believes it has sufficient committed and unutilised banking facilities to meet current business operation and capital expenditure requirements.

Debt profile and maturity

As at 31 December 2021, the Group's total debts amounted to HK\$383.4 million (30 June 2021: HK\$383.8 million), of which HK\$150.0 million matures in June 2023 and HK\$233.4 million matures in December 2024. The Group has managed its debt maturity profile to minimise its refinancing risks. All of these debts are denominated in Hong Kong Dollar and bears interest at floating rates.

Foreign currency exposure

The Group operates primarily in Hong Kong, Mainland China and Macau and is not exposed to significant exchange risk. The Group does not have a foreign currency hedging policy and foreign currency risk is managed by closely monitoring the movements of the foreign currency rates. It will consider entering into forward foreign exchange contracts to reduce exposure should the need arise.

As part of the Group's business is carried out in Mainland China, some of its assets and liabilities are denominated in RMB. The majority of these assets and liabilities had arisen from the net investments in Mainland China operations with net assets of HK\$122.3 million as at 31 December 2021 (30 June 2021: HK\$121.2 million). The foreign currency translation arising from translation of these Mainland China operations' financial statements from RMB (functional currency of these Mainland China operations) into Hong Kong dollars (the Group's presentation currency) does not affect the Group's profit before and after tax and will be recognised in other comprehensive income.

During the period under review, the fluctuation of RMB against Hong Kong dollars was 2.8% (comparing the highest exchange rate with the lowest exchange rate of the RMB against the Hong Kong dollars during the period under review).

As at 31 December 2021, if the Hong Kong dollars had strengthened/weakened by another 2.8% against the RMB with all other variables unchanged, the Group's other comprehensive income would have been HK\$3.4 million lower/higher.

Management Discussion and Analysis

Use of net proceeds from listing

Between 10 December 2015 (date of listing of the Company) and 31 December 2021, the net proceeds of HK\$264.5 million received from the Company's Initial Public Offering ("IPO") or Global Offering (referred to the prospectus issued by the Company on 26 November 2015) and the revised use of unutilised proceeds of HK\$133.5 million as stated in the Company's announcement dated 26 June 2018 were applied in the manner as shown in the table below:

	Original use of proceeds from Global Offering HK\$'M	Utilised amount as at 26 June 2018 HK\$'M	Revised use of proceeds pursuant to the Company's announcement dated 26 June 2018 HK\$'M	Aggregated utilised amount from 27 June 2018 to 30 June 2021 HK\$'M	Aggregated utilised amount from 1 July 2021 to 31 December 2021 HK\$M	Unutilised amount as at 31 December 2021 HK\$'M
Investment in/acquisition of companies engaged in the installation and maintenance of ELV system	81.6	5.9	–	–	–	–
Development of environmental management business	51.0	3.6	20.0	20.0	–	–
Operation of E&M engineering projects on hand and prospective projects	47.4	47.4	88.1	88.1	–	–
Staff-related additional expenses	20.0	20.0	–	–	–	–
Development and enhancement of design capability	19.3	18.3	16.0	16.0	–	–
Enhancement of quality testing laboratory	12.2	4.9	7.3	5.7	0.7	0.9
Upgrade of corporate information technology system and software	8.0	5.9	2.1	2.1	–	–
General working capital	25.0	25.0	–	–	–	–
Total	264.5	131.0	133.5	131.9	0.7	0.9

The Group has utilised HK\$263.6 million of the net proceeds from Global Offering in December 2015, of which HK\$0.7 million was utilised during the period under review with the actual usage consistent with the usage as intended and previously disclosed by the Company. The Group expects that the remaining balance of the IPO proceeds in the amount of HK\$0.9 million will be utilised in accordance with the manner as shown in the table above within 2 years up to 2023. The Group held the unutilised net proceeds mainly in short-term deposits or time deposits with licensed banks and authorised financial institutions in Hong Kong.

Capital commitments

As at 31 December 2021, the Group had capital commitments of HK\$2.5 million (30 June 2021: HK\$1.7 million) in relation to purchase of equipment and acquisition of right-of-use assets.

Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2021 and 30 June 2021.

Management Discussion and Analysis

Convertible preference shares

On 16 December 2019, the Group acquired Legend Success Investments Limited (“Legend Success”) (together with its subsidiaries, the “Legend Success Group”), which principally engaged in the provision of property and facility management services, at a total consideration of HK\$743.4 million upon which the initial sum of consideration of HK\$704.9 million was satisfied by the Company through (i) the payment of HK\$564.0 million in cash and (ii) a non-cash consideration of HK\$140.9 million through the issuance and allotment by the Company of 43,676,379 non-voting redeemable convertible preference shares of HK\$0.10 each at the issue price of HK\$3.2260 per share. A final cash payment of the consideration of HK\$38.5 million was made on 13 February 2020.

The convertible preference shares are (i) convertible into 43,676,379 ordinary shares of the Company at an initial price of HK\$3.2260 per share (subject to adjustments upon occurrence of certain prescribed events, including consolidation, subdivision or reclassification of shares in the capital of the Company, capitalisation of profits or reserves etc., in each case if not also made available to the holder(s) of the convertible preference shares), provided that any conversion shall not result in the Company failing to comply with any public float requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, within a period of 10 years after their date of issue of 16 December 2019 (the “Issue Date”) and (ii) redeemable by the Company at its sole discretion at a redemption price equals to the Issue Price together with all outstanding preferred distributions accrued to the date fixed for redemption at any time after 10 years following the Issue Date. The convertible preference shares are treated as contingently issuable potential ordinary shares under Hong Kong Accounting Standard (“HKAS”) 33 “Earnings per Share” and, since the conditions for their conversion were not met

as at 31 December 2021, the effect of their conversion is not included in the calculation of the diluted earnings per share for six months ended 31 December 2021 and 2020 pursuant to HKAS 33’s requirements as described in Note 9 to the condensed consolidated interim financial statements. Assuming that all of the outstanding convertible preference shares were converted as at the end of the period under review of 31 December 2021 and assuming their conditions for conversion were met, the Company’s earnings per share after taking into account of the dilutive impact of such conversion for the six months ended 31 December 2021 would be HK\$0.48 per share, calculated as the Group’s profit attributable to shareholders of the Company of HK\$238.5 million divided by the weighted average number of the Company’s ordinary shares in issue of 493.7 million (after taking into account the weighted average number of incremental number of ordinary shares that would be issued from the conversion of the convertible preference shares on its Issue Date of 43.7 million). The convertible preference shares confer their holder(s) the right to receive preferred distributions from the Issue Date at a rate of 6.0% per annum on its Issue Price, payable annually in arrears. As (i) the Company may at its sole discretion redeem either in whole or in part the convertible preference shares for the time being outstanding (i.e. it has no obligation to settle them in cash unless it elects at its sole discretion to redeem) and (ii) the convertible preference shares are only convertible within a period of 10 years after the Issue Date but redeemable only after 10 years following the Issue Date, an analysis on the Company’s share price at which it would be equally financially advantageous for the convertible preference share holder(s) to convert or redeem the convertible preference shares based on their implied rate of return at a range of dates in the future is not applicable. Based on the financial and liquidity position of the Group (with details set out in the paragraphs headed “Liquidity and financial resources” of this section), to the best knowledge of the Company, the Company expects that it will be able to meet its redemption obligations under the outstanding convertible preference shares issued by it.

Management Discussion and Analysis



As at 31 December 2021, the Group had a total of 19,802 employees (31 December 2020: 19,013 (restated)), including 7,984 (31 December 2020: 7,821 (restated)) casual workers and employees whose relevant costs are directly reimbursed by or charged to our customers or charged by sub-contractors. Staff costs for the period under review, including salaries and benefits, was HK\$1,362.4 million (2020: HK\$986.5 million (restated)). The increase mainly reflects a reduction in various grants received by the Group from the Hong Kong, Mainland China and Macau governments recognised as deductions in its staff costs.

The Group offers attractive remuneration packages, including competitive fixed salaries plus performance-based annual bonuses, and continuously provides tailored training to its employees with the aim of promoting upward mobility within its organisation and fostering employee loyalty. Our employees are subject to regular job performance reviews which determine their promotion prospects and compensation. Remuneration is determined with reference to market norms and individual employees' performance, qualification and experience.

The Company maintains a share option scheme, which aims at providing incentives to the eligible participants (including the employees of the Group) to contribute to the Group and enables us to recruit high-caliber employees and attract human resources that are valuable to the Group. As at the date of this report, no share options under this scheme have been granted.

All of the employees of the Group in Hong Kong have joined a mandatory provident fund scheme. The scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong). The Group has complied with the relevant laws and regulations, and the relevant contributions have been made by the Group in accordance with the relevant laws and regulations.



Property & Facility Management Services Segment

“There is a growing demand of professional and one-stop property and facility management services.”

Based on our Property & Facility Management Group's over 50 years of substantial experience, the Group is able to provide quality management services to preserve and add value to the property and facilities for its clients to enhance its reputation and asset values. With the increasing expectation of the corporate clients and property investors, there is a growing demand of one-stop and full-service professional property and facility management services. Extended services include property pre-management services, project planning and management, building renovation and rejuvenation services, leasing and tenancy management, facility re-commissioning, and other value-added services. Under the current unstable economic situation, our Property & Facility Management Group believes that large corporations and multinational enterprises will continue to outsource their non-core property and facility management activities to external professional agencies, which creates new business opportunities to them.

Apart from the strong synergies generated among business units within the Group, our Property & Facility Management Group has also established extensive partnerships with professional service suppliers and contractors in the territory. It obtains its competitive advantages by creating economies of scale and bargaining power for its clients to achieve cost-effectiveness and operational efficiency at all times. Most importantly, it is able to provide the most cost-effective services to them at the optimum price levels.

Management Discussion and Analysis

Discounting service companies owned by property developers, our Property & Facility Management Group is one of the largest independent groups of private property and facility management companies in Hong Kong. Under the current social situation and the demand for controlling rights of property owners, there is an increasing demand of independent property and facility management companies, which are not subsidiaries of property developers. Moreover, with the diminishing privilege of the property developers in directly assigning property management contracts to their subsidiaries, there is a huge market opening for management service contracts, capitalising on its good reputation, substantial experiences and extensive expertise.

Nowadays, both property owners and investors perceive brand recognition as one of the major selection criteria for their property and facility managers. With the brand equity of over 50 years' substantial experience obtained and accolades received from the Hong Kong society, our Property & Facility Management Group has created its unique selling proposition from the industry to obtain the trust from the clients.

Our Property & Facility Management Group has been maintaining one of the strongest operation teams in the Hong Kong property and facility management services industry. It has over 5,000 professionally trained and qualified staff in the areas of property and facility management, technical and engineering, customer relations and security services. Following the enactment of the Property Management Services Ordinance (Cap. 626 of the Laws of Hong Kong), apart from the licensing of property management companies, there are also statutory requirements on the number of qualified and licensed property management professionals and practitioners being employed by property management companies as a proportion to their management portfolios. Our Property & Facility Management Group has been well prepared for the statutory requirements with over 500 staff who are fully qualified for the Tier 1 and Tier 2 licences, which is believed to be one of the largest service teams in the industry. With such a strong team of professionals, it has maintained good competitive advantages over its rival companies in new tendering and business development

activities in future. Moreover, it has a strong technical and engineering team to fulfill the market demands on the day-to-day repairs and maintenance services of its clients as well as the building renovation and rejuvenation projects to enhance the asset values of the properties and facilities.

Our Property & Facility Management Group has long been recognised as a pioneer in introducing modern management models and standards to the Hong Kong property management industry. Urban is the first property management company to obtain the internationally recognised ISO 9001 quality management certification in 1997 and implement such system in all properties under its services. Currently, Urban has also successfully obtained the ISO 14001, ISO 50001, ISO 10002 and OHSAS 18001 certification, assuring its service standards at the highest level. In addition, Urban has been applying modern information technologies into its operations, which enable it to continuously improve the operational efficiency and cost-effectiveness in its service deliveries to its clients.

Apart from the statutory requirements, our Property & Facility Management Group has been implementing stringent governance initiatives covering environmental protection and care, corporate social responsibilities as well as risks and crisis control. With the implementation of the ISO 14001 environmental management system, Urban is contributing to a greener living environment by applying green measures and control mechanisms into its daily operations. All along, Urban is a household name of "Hong Kong's Premier Community Manager" through organising and participating in over 100 CSR activities annually. More importantly, Urban's well-defined and comprehensive risks and crisis management system covers an extensive spectrum of crises, from the operational suspension of building services and systems breakdowns, to the territory-wide pandemic diseases.

Management Discussion and Analysis

City Essential Services Segment

“Ample cross-selling opportunities with our other two services segments, the benefits created by the economies of scale and cross synergies have gradually become increasingly pertinent.”

1. Cleaning Services

The Hong Kong local COVID-19 cases has been getting stable for several months which resulted in sharply decreased demands of ad-hoc disinfection services. As citizens increase their awareness of virus prevention and personal hygiene, the demands of preventive disinfection services have been moderately growing. Nevertheless, the Omicron variant of COVID-19 has been spreading in many countries around the world recently. Hong Kong is inevitably affected by it. Waihong management believes that routine disinfection services will keep in mass demands in the market until Hong Kong residents are mostly vaccinated. Waihong continues to promote antiviral coating and preventive sterilisation services as these kinds of services can generate higher profit for it.

Waihong foresees that the rebound of economy will benefit the Hong Kong business community, in particular, tourism, retail and catering service industries, after resumption of cross border travels between Hong Kong and Mainland China in the coming future. Waihong may also benefit from rising demands of quality cleaning services in the market by tightening hygienic measure for tourism points, exhibition venues, cross-border and public facilities. Waihong has to invest more resources to strive for bidding mega service contracts from different market segments. By capitalising on its extensive experience, systematic and customised services with brands, Waihong has competitive advantages catering with the market needs to sustain its business growth.

With a view to increasing its competitiveness to retain its current service contracts, Waihong strives to lower its operating costs in every aspect and introduce smart innovative equipment to enhance its service quality for attracting more clients. Waihong has succeeded in

acquiring some service contracts in high-end market, including shopping mall and residential properties from well-known developers, prestige international colleges, government properties etc.

The waste-charging scheme was passed by the LegCo in August 2021 and will be implemented in the year of 2023. It will create more business opportunities to Waihong's waste management sector for commercial waste disposal and recycling services. For existing business expansion, Waihong may seize the opportunity to expand the scale of fleet for different kinds of vehicles providing food waste, clinical waste and municipal solid waste disposal services. For new business expansion, Waihong will consider establishing an environmental recycle team to perform collection and logistic services for recycling materials in the coming years.

Looking forward to the new business opportunities, Waihong will advocate a diversified business development strategy, actively expand its business scope adding high-quality living elements to premium clients. Waihong will strengthen the promotion of premium home services providing exclusive expert and superior services from a team of dedicated professionals to lux home owners with our bespoke sanitation hygienic management, pest control, disinfection and formaldehyde volatile organic compounds (VOC) removal treatment services.

In recent years, Waihong has actively introduced innovative ideas and technologies, and has adopted Artificial Intelligence (“AI”) smart systems to improve its daily management and operations. Waihong has introduced Internet of Things (“IoT”) smart toilet management systems for customers in some commercial buildings and also introduced different types of robotic devices to handle disinfection, carpet vacuum, floor cleaning and polishing in different worksites. Waihong also utilises in-house developed mobile inspection App for improving work efficiency. Waihong will continue to seek for strategic partnerships with high-tech and smart solutions to provide innovative tools, machines and systems to its clients.

Management Discussion and Analysis

2. Technical Support & Maintenance Services

Hundreds of new buildings will be constructed each year. Over 80% of existing commercial floor areas and more than 70% of residential units are aged over 20 years in Hong Kong. The local economy remains on track for recovery recently. The Group's technical support & maintenance services section envisages a continuous demand for the term maintenance contracts from different prestigious commercial and residential buildings, hospitals, the public sector and educational institutions seeking the services of quality contractors to assist them in maintaining their properties in the best possible condition. Besides, large-scale alteration and addition and system retrofit works are also set to provide favourable returns to the Group's technical support & maintenance services section.

3. Security Guarding & Event Services

Demand for security services had grown at a steady pace over the years and most noticeably at the residential sector, creating huge demands for security services. General Security is a major player in the security industry with a long history for providing high end professional services.

Amid the recent pandemic situation, there is either a cancellation or postponement of the scheduled exhibition events. However, unique business opportunities still exist for the industry, including demands for manpower conducting temperature screening in all sorts of settings. In addition, the exhibition venue near the airport was converted into a medical facility and resulted in the need for round the clock security services. General Security was able to grasp these non-regular demands by means of its professionalism and capacity in providing manpower.

Despite the significantly reduced activities in the events and exhibitions industry under the pandemic, Perfect Event offers its bespoke concierge services to several renowned clients during the period under review, including but not limited to prestigious clubhouses and event organisers for the first International Property Management and Procurement Expo in Hong Kong and one of the major Canto-Pop award presentations. Perfect Event is well positioned to capture the opportunities when the pandemic eases and the events and exhibitions industry resumes to normal.

Regarding the security system business, the clients' sentiments are still cautious under the pandemic outspread and certain planned installation works are deferred.

However, we continue to explore opportunities to diversify the business by means of expanding product range as well as clientele, including grasping cross-selling opportunities to the other corporate clients of our Group. Several projects were picked up during the period under review including the upgrading works for a prestigious hotel and security system installation works for the election day at Hong Kong Convention and Exhibition Centre.

4. Insurance Solutions

In the coming year, Nova will further leverage its leading position in the market and expertise to develop more clientele in industries it is well experienced in, such as construction, property managers, hospitality and employee benefits such as group medical and MPF schemes.

Nova will also focus more on specialty products with higher yields and where in-depth professional skills and knowledge is required such as cyber insurance and trade credit insurance. By taking advantage of its international broker networks, Nova will continue to penetrate clients in Hong Kong who have overseas investments.

5. Environmental Solutions

Increasing public awareness of the importance of sustainable environment has fueled the demand for environmental engineering services and products. The Building Energy Efficiency Ordinance (Chapter 610 of the Laws of Hong Kong) enacted in 2012 continues to support the business development of the Group's environmental consultancy services. Its seawater and fresh water treatment and odour removal products such as electro-chlorination and biotech deodorisation systems respectively have brought steady growth to its environmental engineering business. Our laboratory has been accredited by the Hong Kong Accreditation Service under the Hong Kong Laboratory Accreditation Scheme (HOKLAS) since 2015 which complement the work of the environmental engineering business. The Group has also been approved as an Accredited Indoor Air Quality ("IAQ") Certificate Issuing Body (CIB). The inspection works of IAQ further strengthen the Group's environmental consultancy services.

Management Discussion and Analysis

Regarding the Extra Low Voltage (“ELV”) business, with more property developers adopting IT infrastructure and advanced technologies in their projects to enhance building sustainability and energy control, this presents good opportunities to generate business revenues and profit in the ELV business segment.

Since the establishment of the new ELV division, the Group has been awarded several ELV projects including four projects on Sai Yuen Lane, Sheung Heung Road, Luk Hop Street and Waterloo Road, two public housing projects on Texaco Road in Tsuen Wan and Tung Chung, an office development project at King’s Road in North Point, an Aviation Training Centre at Chek Lap Kok, Inland Revenue Tower at Kai Tak, Immigration Headquarters at Tseung Kwan O, Kai Tak Sports Park and 11 SKIES commercial development at Chep Lap Kok.

With the technological advancement, the Group will keep abreast of the market trends and facilitate identification of new products. We will keep working with vendors to customise those systems according to the specific needs of customers and smart city blueprint, using advanced technologies and smart solutions such as AI and IoT, Intellectual Property/Information Technology-based and various 5G mobile applications to strengthen the building management and environmental monitoring system to enhance building sustainability and environmental quality thereby increase the satisfaction of its valued customers.

The higher market demand of green elements in indoor and outdoor spaces, coupled with the customers’ needs to enhance visual and ecological environment have provided more opportunities for green solutions provided by our Group’s landscape services. The greening policies, town planning initiatives and various support provided by the government will be highly beneficial to the development of the industry and our landscape services business. We embrace technology to enhance our business operation efficiency. Systems such as landscape management apps and automated irrigation system will be used in our operation to cope with the dynamic business environment.

With the technological advancement and emphasis of green concept, there are opportunities for our building material trading business in promoting new products with new features in these aspects. Strategic collaboration with our Group’s environmental solution teams will help our building material trading business keep abreast of the market trends and facilitate identification of new products.

E&M Services Segment

“Continue to make strides in accommodating the Hong Kong Government’s Construction 2.0 initiative, which primarily promotes innovation, professionalism and revitalisation.”

In Hong Kong, the government targets to maintain an annual works expenditure of over HK\$100 billion in the next few years as stated in its 2021 Policy Address. According to the construction expenditure forecast provided by the Construction Industry Council in June 2021, expenditure in E&M construction works each year will amount to over HK\$24 billion for the public sector and over HK\$22 billion for the private sector over the next five years.

In its 2021 Policy Address, the Hong Kong Government has identified about 350 hectares of land to build 330,000 public housing units and about 170 hectares of land to build 100,000 private housing units to meet the demand in the coming 10 years. The supply of land mainly comes from Tung Chung New Town Extension, Kai Tak Development Area, Anderson Road Quarry, Hung Shui Kiu/Ha Tsuen, Kwu Tung North/Fanling North, etc. In addition, the Government has proposed to develop the northern part of Hong Kong which encompasses Yuen Long District and North District into a metropolitan area. This Northern Metropolis can provide a total land area of about 300 square kilometres, equivalent to the additional supply of over 500,000 housing units in the next 20 years. The Government will also conduct a further review of the “Green Belt” zone and unlocking Tso/Tong Islands in the New Territories.

Management Discussion and Analysis

The Hong Kong Government also plans to provide in the coming 10 to 15 years over 150,000 public and private housing units along the Northern Link and Siu Ho Wan MTR Depot topside development, and the redevelopment of three urban squatter areas in Cha Kwo Ling Village, Ngau Chi Wan Village and Chuk Yuen United Village (8,700 units) and Tai Hang Sai Estate (3,300 units). Furthermore, the Housing Authority had decided to redevelop its four factory estates into 4,800 public housing units in the next 10 years.

The Hong Kong Government has also increased the funding to HK\$11.6 billion to build 20,000 transitional housing units by non-government organisations (NGOs) with the use of the MiC method starting from 2020 for the coming few years.

For private residential and commercial developments, the redevelopments driven by the Urban Renewal Authority and the Hong Kong Housing Society, the developments at the Kai Tak Development Area, Yau Tong and Ap Lei Chau, together with the railway property developments including West Kowloon High Speed Rail Station, LOHAS Park Station, Wong Chuk Hang Station, Ho Man Tin Station, Kam Sheung Road Station, etc. The Hong Kong Government will also examine the development of Tseung Kwan O Area 137 for residential and commercial development and other relevant purposes.

To prepare for the challenges brought by the aging population, the Hong Kong Government earmarked HK\$200 billion in 2016 for a ten-year hospital development plan covering, among others, the construction of a new acute hospital at Kai Tak and the redevelopment or expansion of various hospitals such as Prince of Wales Hospital, North District Hospital, Princess Margaret Hospital, Our Lady of Maryknoll Hospital and Grantham Hospital.

On top of the HK\$200 billion invested in the first 10-year plan, the Hong Kong Government has committed to an extra HK\$300 billion capital works programme to support the second 10-year hospital development plan, improve the clinic facilities of the Department of Health, and upgrade and increase healthcare training facilities.

To promote sport in the community and maintain Hong Kong as a centre for major international sporting events, the Hong Kong Government has planned to spend a total of HK\$20 billion between 2017 and 2021 to launch 26 projects to develop new or improve existing sports and recreation facilities. Besides, the construction of the Kai Tak Sports Park, the largest sport project with an investment over HK\$30 billion, has commenced in early 2019 and planned to be completed in end 2023.

Apart from the above, construction of the Shatin to Central Link, investments in the West Kowloon Cultural District, expansion of convention and exhibition venues in Wan Chai, development of university hostel, and revitalisation of industrial buildings in Kwun Tong and Wong Chuk Hang will definitely help boost the construction industry in Hong Kong in the coming decade. The Hong Kong Government has also successfully transformed Kowloon East (namely the vicinity of Kwun Tong, Kowloon Bay and Kai Tak) into the second core business district under the “Energising Kowloon East” Initiative, thereby increasing the commercial gross floor area to about 3.5 million square metres, making the scale comparable with the core business district in Central.

The Hong Kong Government, in its 2020 Policy Address, strives to implement seven new railway projects in a proactive manner: the MTRC is embarking on the detailed planning and design for the Tung Chung Line Extension and the Tuen Mun South Extension; and will commence the planning and design of the Northern Link shortly. The MTRC will also submit the South Island Line (West) project proposal to the Government.

The Hong Kong Government also requested the Airport Authority Hong Kong to create at Lantau an Aerotropolis connecting the Greater Bay Area and the world. These include the construction of a three-runway system (2022) and modification North Runway (2024), the expansion of the existing Terminal 2 (2024), the development of a high value-added logistics centre at the South Cargo Precinct (2023), the 11 SKIES development projects (2022 - 2025) and the development of phase two of AsiaWorld-Expo at the Hong Kong International Airport.

Management Discussion and Analysis

Use of district cooling systems (“DCS”) is also one of the Hong Kong Government’s initiatives and commitment to low-carbon development. Apart from the additional DCS in the West Kowloon Cultural District, providing DCS in new development areas – Tung Chung East and Kwu Tung North have also been under tendering process. Feasibility, design and construction studies of DCS continue in all future new development areas, such as in Hung Shui Kiu/Ha Tsuen and Tseung Kwan O industrial estate.

To encourage and enhance Innovation and Technology (I&T), the Hong Kong Government will collaborate with Shenzhen in the development of Shenzhen-Hong Kong I&T Co-operation Zone under the “one zone, two parks” model. In addition, the infrastructure works of the Hong Kong-Shenzhen Innovation and Technology Park (HSITP) in the Lok Ma Chau Loop has commenced in June 2018, with the objective of providing the first batch of land parcels for superstructure development in 2021. Since the promulgation of the Smart City Blueprint for Hong Kong in late 2017, the Hong Kong Government has released over 130 smart city initiatives in the Smart City Blueprint for Hong Kong 2.0 in 2020.

With increasing construction volumes, rising construction costs and ageing skilled workforce in recent years, together with multiple incidents in individual large-scale projects, the construction industry in Hong Kong has been facing enormous pressure and challenges. The Group has been endeavoring to support the “Construction 2.0” initiative (Innovation, Professionalisation and Revitalisation) as launched by the Development Bureau in 2019 to capitalise on future development opportunities and scale new heights.

In Macau, there is a constant demand for renovation and improvement works for hotels and casinos. In addition, the robust demand for public and private residential housing, the development of Galaxy Macau Phase 4 and Studio City Phase 2, the renovation work of existing casinos and hotel areas, and the renewal of casino licenses in 2022 are expected to create emerging business opportunities for the Group in the coming few years.

For the Mainland China market, the Group has followed a disciplined business development approach focusing on the provision of E&M services to major property developments of Hong Kong and foreign investors. Apart from the two core bases in Beijing and Shanghai, the Group has also established its presence in other first- and second-tier cities in Mainland China such as Tianjin, Shenyang, Chengdu, Wuhan, Nanjing, Kunming and Hangzhou.

The development of the Greater Bay Area will certainly enhance the economic and social growth in 11 cities of that Area. In addition, the 3 rapidly developing Guangdong Pilot Free Trade Zones – Hengqin, Qianhai and Nansha – will bring in new business opportunities to the Group.

In recent years, the Group has been providing project management services across Mainland China to an international exhibition centre development in Shenyang, 2 high-rise building complexes in Tianjin and Guangzhou, and 2 commercial buildings in Beijing. The Group firmly believes that due to its high market recognition and strong value-added E&M project management expertise, it will be a preferred partner of foreign and Hong Kong-based developers of high-end projects in Mainland China.

Impact of the outbreak of COVID-19 and its remedial measures

Since the outbreak of COVID-19, its resulting impact to the global economy is far-reaching and we have taken various proactive measures and contingency plans to contain the operational and financial risks which it brings to the Group. These include swapping teams workplace (i.e. Teams A and B) arrangements, setting up of alternative offices, flexible business and lunch hours, IT enhancement to sustain the business operations, provision of personal protective equipment, including face masks, disposable gloves and protective gowns, to our frontline staff, body temperature checking for anyone entering into our work areas and putting sanitizing hand rubs in easily accessible places in our work areas to promote their usage by our staff, workers and visitors.

Management Discussion and Analysis

Our property and facility management, cleaning, security guarding and insurance solutions businesses have faced relatively less disruptions. The COVID-19 outbreak has created additional works from the existing property and facility management contracts, more ad-hoc demands for intensive disinfection cleaning services and security services demand for new medical facility set up near the airport. In addition, COVID-19 leads to an increase in premium rates for certain types of insurances due to poor claims experience caused by the pandemic, which is positive to our insurance solutions business. Nevertheless, for the sake of containing the risks arising from the pandemic, our cleaning and property and facility management services operations have implemented various precautionary measures including the followings:

- set policies to arrange some staff to work in alternative offices or from home if there are any reported COVID-19 cases among them and designated different entrances and exits in office for different groups of staff to reduce their interactions at our cleaning services operation; and
- implemented a well-defined sanitation management process for owners and tenants of properties, users of public and private facilities and own staff at the property and facility management services operation, including prompt sanitation actions to be taken once suspected COVID-19 cases in the work areas are reported.

Our environmental services business remains as usual and stable under the current situation. Our landscape business with hotels and service apartments is however affected by the frozen tourism industry in Hong Kong. Our building material trading business is also impacted under the current soften retail market. Our landscape and building material trading businesses have applied stringent cost controls to mitigate the above adverse impacts caused by the pandemic.

Regarding our E&M business, as a result of the government's measures to contain the spread of the virus, our construction projects have experienced disruptions mainly caused by delay in the supply and distribution channels and shortage of labour force consequent to the mandatory quarantine measures.

In view of the above disruptions, we had discussions with customers on potentially affected projects and taken the following remedial measures to manage their possible delays and financial consequences:

- analysed the contract provisions on extension of time and force majeure clauses and issued notifications promptly to engineers and architects for our projects on the likelihood of any delays;
- made detailed records of site activities together with their cost implications for those delayed portions;
- closely monitored the supplies of materials and considered re-scheduling works or sourcing other suppliers; and
- checked insurance arrangements on deferred material delivery and kept updating of new regulatory policies.

In conclusion, although some of our projects have encountered certain delays in contract completion due to the pandemic, which in turn deferred the revenue that could be recognised, COVID-19 has only minor financial consequences on our Group's E&M engineering business as a whole.

To cope with the persistence of COVID-19, we will closely monitor its latest development and the effectiveness of remedial measures we adopted and adjust them when required on a timely basis.

CONCLUSION

Despite the challenges and operational difficulties we face in this financial year, in particular those arising from the outbreak of COVID-19, the Group's operations remained stable in the period under review. In addition, the Group shall endeavour to maintain a strong financial position so as to stay poised for new investment opportunities as and when they arise. We are confident that the Group will continue to grow.

Report on Review of Interim Financial Information



羅兵咸永道

To the Board of Directors of FSE Lifestyle Services Limited

(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 29 to 66, which comprises the condensed consolidated statement of financial position of FSE Lifestyle Services Limited (the "Company") and its subsidiaries (together, the "Group") as at 31 December 2021 and the condensed consolidated income statement, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six-month period then ended, and notes, comprising significant accounting policies and other explanatory information. 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" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information 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 interim financial information 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.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 24 February 2022

*PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

Condensed Consolidated Income Statement — Unaudited

	Notes	For the six months ended	
		2021	2020
		HK\$'000	(restated)* HK\$'000
Revenue	5	3,350,963	3,152,691
Cost of services and sales		(2,854,549)	(2,419,340)
Gross profit		496,414	733,351
General and administrative expenses		(215,282)	(200,287)
Other income/(expenses), net	6	689	(28,295)
Operating profit	7	281,821	504,769
Finance income		777	1,413
Finance costs		(2,361)	(3,137)
Share of results of associates and joint ventures		1,326	525
Profit before income tax		281,563	503,570
Income tax expenses	8	(42,632)	(32,118)
Profit for the period		238,931	471,452
Attributable to:			
Shareholders of the Company		238,498	471,415
Non-controlling interests		433	37
		238,931	471,452
Earnings per share for profit attributable to ordinary shareholders of the Company (expressed in HK\$)			
Basic and diluted	9	0.52	1.04

* Comparative figures have been restated for the Group's application of merger accounting for business combinations under common control. Details of the restatements are set out in Note 2(c) to the condensed consolidated interim financial statements.

The notes on pages 35 to 66 are an integral part of these condensed consolidated interim financial statements.

Condensed Consolidated Statement of Comprehensive Income — Unaudited

	For the six months ended	
	31 December	
	2021	2020 (restated)*
	HK\$'000	HK\$'000
Profit for the period	238,931	471,452
Other comprehensive income:		
<i>Item that may be subsequently reclassified to condensed consolidated income statement:</i>		
Currency translation differences	4,908	12,469
<i>Items that will not be subsequently reclassified to condensed consolidated income statement:</i>		
Remeasurement (losses)/gains on defined benefit retirement scheme, net of tax	(50)	1,961
Remeasurement (losses)/gains on long service payment liabilities, net of tax	(1,276)	6,131
Other comprehensive income for the period, net of tax	3,582	20,561
Total comprehensive income for the period	242,513	492,013
Attributable to:		
Shareholders of the Company	242,080	491,976
Non-controlling interests	433	37
	242,513	492,013

* Comparative figures have been restated for the Group's application of merger accounting for business combinations under common control. Details of the restatements are set out in Note 2(c) to the condensed consolidated interim financial statements.

The notes on pages 35 to 66 are an integral part of these condensed consolidated interim financial statements.

Condensed Consolidated Statement of Financial Position — Unaudited

	Notes	As at 31 December 2021 HK\$'000 (Unaudited)	As at 30 June 2021 HK\$'000 (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	11	44,210	45,157
Right-of-use assets	11	71,968	58,820
Other intangible assets	11	182,948	185,079
Interests in associates		206	200
Interests in joint ventures		950	950
Deferred income tax assets		17,457	15,006
Pension assets		5,781	6,032
		323,520	311,244
Current assets			
Trade and other receivables	12	1,722,822	1,671,095
Contract assets		476,192	499,002
Inventories		17,965	18,994
Cash and bank balances	13	608,121	549,890
		2,825,100	2,738,981
Total assets		3,148,620	3,050,225
EQUITY			
Ordinary shares	14	45,000	45,000
Convertible preference shares	14	140,900	140,900
Reserves		52,790	(108,386)
Shareholders' funds		238,690	77,514
Non-controlling interests		22,784	22,000
Total equity		261,474	99,514

The notes on pages 35 to 66 are an integral part of these condensed consolidated interim financial statements.

Condensed Consolidated Statement of Financial Position — Unaudited

	Note	As at 31 December 2021 HK\$'000 (Unaudited)	As at 30 June 2021 HK\$'000 (Audited)
LIABILITIES			
Non-current liabilities			
Borrowings		383,388	150,000
Lease liabilities		27,279	20,198
Long service payment liabilities		46,331	42,232
Deferred income tax liabilities		19,734	22,702
		476,732	235,132
Current liabilities			
Trade and other payables	15	1,835,097	1,917,290
Contract liabilities		507,086	466,045
Borrowings		–	233,812
Current portion of lease liabilities		28,961	22,677
Taxation payable		39,270	75,755
		2,410,414	2,715,579
Total liabilities		2,887,146	2,950,711
Total equity and liabilities		3,148,620	3,050,225
Net current assets		414,686	23,402
Total assets less current liabilities		738,206	334,646

The notes on pages 35 to 66 are an integral part of these condensed consolidated interim financial statements.

Condensed Consolidated Statement of Changes in Equity — Unaudited

	Ordinary shares (Note 14) HK\$'000	Convertible preference shares (Note 14) HK\$'000	Reserves HK\$'000	Equity attributable to shareholders of the Company HK\$'000	Non- controlling interests HK\$'000	Total (restated)* HK\$'000
As at 1 July 2020						
As previously reported	45,000	140,900	258,723	444,623	93	444,716
Acquisition of the Business Investments Group	–	–	271,741	271,741	–	271,741
As restated	45,000	140,900	530,464	716,364	93	716,457
Profit for the period, as restated	–	–	471,415	471,415	37	471,452
Other comprehensive income:						
Currency translation differences	–	–	12,469	12,469	–	12,469
Remeasurement gains on defined benefit retirement scheme, net of tax, as restated	–	–	1,961	1,961	–	1,961
Remeasurement gains on long service payment liabilities, net of tax, as restated	–	–	6,131	6,131	–	6,131
Total comprehensive income for the period, as restated	–	–	491,976	491,976	37	492,013
Transactions with shareholders:						
Dividend to ordinary shareholders	–	–	(64,800)	(64,800)	–	(64,800)
Dividends to the original shareholder of the Business Investments Group, as restated	–	–	(340,180)	(340,180)	–	(340,180)
Distribution to convertible preference shareholder (Note 10)	–	–	(8,454)	(8,454)	–	(8,454)
As at 31 December 2020, as restated	45,000	140,900	609,006	794,906	130	795,036
As at 1 July 2021	45,000	140,900	(108,386)	77,514	22,000	99,514
Profit for the period	–	–	238,498	238,498	433	238,931
Other comprehensive income:						
Currency translation differences	–	–	4,908	4,908	–	4,908
Remeasurement losses on defined benefit retirement scheme, net of tax	–	–	(50)	(50)	–	(50)
Remeasurement losses on long service payment liabilities, net of tax	–	–	(1,276)	(1,276)	–	(1,276)
Total comprehensive income for the period	–	–	242,080	242,080	433	242,513
Transactions with shareholders:						
Equity contribution from a non-controlling shareholder	–	–	–	–	351	351
Dividend to ordinary shareholders	–	–	(72,450)	(72,450)	–	(72,450)
Distribution to convertible preference shareholder (Note 10)	–	–	(8,454)	(8,454)	–	(8,454)
As at 31 December 2021	45,000	140,900	52,790	238,690	22,784	261,474

* Comparative figures have been restated for the Group's application of merger accounting for business combinations under common control. Details of the restatements are set out in Note 2(c) to the condensed consolidated interim financial statements.

The notes on pages 35 to 66 are an integral part of these condensed consolidated interim financial statements.

Condensed Consolidated Statement of Cash Flows — Unaudited

		For the six months ended 31 December	
		2021	2020 (restated)*
		HK\$'000	HK\$'000
		Notes	
Cash flows from operating activities			
Cash generated from operations	16(a)	247,610	546,985
Hong Kong profits tax paid		(78,138)	(84,254)
(Increase)/decrease in trust cash		(11,965)	11,862
Mainland China and Macau income tax paid		(5,313)	(336)
Interest paid		(2,245)	(2,602)
Net cash generated from operating activities		149,949	471,655
Cash flows from investing activities			
Purchase of property, plant and equipment		(8,349)	(8,108)
Dividend received from associates		1,320	560
Interest received		777	1,413
Proceeds from disposal of property, plant and equipment		460	425
Proceeds from disposal of subsidiaries	16(b)	–	4,000
Net cash used in investing activities		(5,792)	(1,710)
Cash flows from financing activities			
Repayment of bank borrowings		(233,920)	(200,000)
Dividend paid to ordinary shareholders		(72,450)	(64,800)
Payments of principal portion of lease liabilities		(17,584)	(27,371)
Distribution paid to convertible preference shareholder		(8,454)	(8,454)
Proceeds from bank borrowings, net		233,380	–
Equity contribution from a non-controlling shareholder	16(c)	351	–
Proceeds from issuance of shares to a non-controlling shareholder		3	–
Dividends paid to original shareholder of the Business Investments Group		–	(73,000)
Net cash used in financing activities		(98,674)	(373,625)
Net increase in cash and cash equivalents during the period		45,483	96,320
Cash and cash equivalents at the beginning of the period		517,274	855,905
Exchange differences	16(d)	783	3,881
Cash and cash equivalents at the end of the period		563,540	956,106
Representing:			
Cash and bank balances as stated in the condensed consolidated statement of financial position		608,121	983,154
Less: Trust cash	13	(44,581)	(27,048)
Cash and cash equivalents at the end of the period		563,540	956,106

* Comparative figures have been restated primarily for the Group's application of merger accounting for business combinations under common control. Details of the restatements are set out in Note 2(c) to the condensed consolidated interim financial statements.

The notes on pages 35 to 66 are an integral part of these condensed consolidated interim financial statements.

Notes to the Condensed Consolidated Interim Financial Statements

1 GENERAL INFORMATION

FSE Lifestyle Services Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 22nd June 2015. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands.

The Company is an investment holding company and its subsidiaries (together, the “Group”) are principally engaged in provision of property and facility management services, property agency and related services for buildings, carparks management services, cleaning and management of waste disposal services, recycling and environmental disposal services, security guarding & event services, insurance solutions services, trading of environmental products and provision of related engineering and consultancy services, trading of building materials, landscaping services in Hong Kong and provision of mechanical and electrical engineering services in Hong Kong, Mainland China and Macau. The ultimate holding company of the Company is FSE Holdings Limited (“FSE Holdings”) incorporated in the Cayman Islands. The directors consider Mrs. Doo Cheng Sau Ha, Amy to be the ultimate controlling shareholder (the “Ultimate Controlling Shareholder”).

The Company has its listing on the Main Board of The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information is presented in Hong Kong dollars, unless otherwise stated.

This condensed consolidated interim financial information has been approved for issue by the board of directors of the Company (the “Board”) on 24 February 2022.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

This unaudited condensed consolidated interim financial information for the six months ended 31 December 2021 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim financial information should be read in conjunction with the annual financial statements for the year ended 30 June 2021, which has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The significant accounting policies applied are consistent with those set out in the annual report for the year ended 30 June 2021.

(a) Adoption of new amendments to existing standards by the Group

For the six months ended 31 December 2021, the Group adopted the following new amendments to existing standards which are effective for the accounting periods of the Group beginning on 1 July 2021:

Amendments to HKFRS 4, HKFRS 7, HKFRS 9,
HKFRS 16 and HKAS 39

Interest Rate Benchmark Reform — Phase 2

Amendments to HKFRS 16

Covid-19-Related Rent Concessions beyond 30 June 2021

The Group’s adoption of the above pronouncements neither has any material effect on the results and financial position of the Group nor any substantial changes in the Group’s accounting policies and presentation of its consolidated financial statements.

Notes to the Condensed Consolidated Interim Financial Statements

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

(b) New standard, amendments and improvements to existing standards that have been issued but not yet effective and have not been early adopted by the Group

The following new standard, amendments and improvements to existing standards have been issued but not yet effective for the Group's financial year beginning on 1 July 2021 and have not been early adopted by the Group:

		Effective for accounting periods beginning on or after
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use	1 January 2022
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract	1 January 2022
Amendments to HKFRS 3	Reference to the Conceptual Framework	1 January 2022
Amendments to Accounting Guideline 5	Merger Accounting for Common Control Combinations	1 January 2022
Annual improvements	2018–2020 Cycle	1 January 2022
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to HKAS 8	Definition of Accounting Estimates	1 January 2023
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current	1 January 2023
HKFRS 17 and its amendments	Insurance Contracts	1 January 2023
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Group has already commenced an assessment of the impact of the above pronouncements to the Group and considered that there will not be any substantial changes to the Group's accounting policies and presentation of its condensed consolidated interim financial statements.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

(c) Application of merger accounting for business combinations under common control

On 26 February 2021, the Company and FSE City Essential Services Limited (“FCESL”), a direct wholly-owned subsidiary of the Company, as the purchaser and FSE Management Company Limited (“FMC”), a fellow subsidiary of the Company, as a vendor entered into a conditional sale and purchase agreement, pursuant to which FMC agreed to sell, and the Company agreed nominate FCESL to purchase the entire issued share capital of Business Investments Limited (the “Business Investments Sale Share”) and its subsidiaries and a 20% indirectly owned interest in a joint venture company (the “Business Investments Group”) at an initial sum of consideration of HK\$840.6 million, subject to subsequent adjustment by reference to the change in the net tangible asset value (“NTAV”) of the Business Investments Group from 31 December 2020 to the date of completion of the acquisition (the “Business Investments Acquisition”). The initial sum of consideration was satisfied by the Company through (i) a non-cash consideration of HK\$442.6 million settled through a disposal of the entire issued share capital of certain property holding companies of the Group (the “Property Holdcos”) and a property (the “Disposal Property”) to FMC and (ii) a payment of HK\$398.0 million in cash, funded by the Group’s internal resources. The Property Holdcos comprise Best Culture Holdings Limited and its subsidiary, Fultech Development Limited, Heritage Star Limited and its subsidiary, Optimum Result Holdings Limited and its subsidiary and Top Line Investment Limited. The Business Investments Group is principally engaged in the provision of security guarding & event services, insurance solutions and landscaping services in Hong Kong.

The acquisition was completed on 19 April 2021 (the “Completion Date”) and a positive net tangible asset value adjustment of HK\$20.3 million was made to the consideration for this transaction, which thus in aggregate amounts to HK\$860.9 million. A final cash payment of the consideration of HK\$20.3 million was made on 20 May 2021 with reference to the unaudited net tangible asset value of the Business Investments Group as at the Completion Date. The net carrying amount of the Property Holdcos and Disposal Property amounted to HK\$291.6 million on the Completion Date and the difference between the fair value and the net book value of the properties directly and indirectly held by the Property Holdcos and Disposal Property amounted to HK\$151.0 million. The total consideration net of such difference which amounted to HK\$709.9 million, has been charged directly to the Group’s reserves.

The acquisition was considered as a business combination under common control as FCESL and the Business Investments Group are both ultimately controlled by FSE Holdings Limited. The acquisition of the Business Investments Group was accounted for using merger accounting in accordance with Hong Kong Accounting Guideline 5 “Merger Accounting for Common Control Combinations” (“AG 5”) issued by the HKICPA. Accordingly, the acquired Business Investments Group was included in the condensed consolidated interim financial statements from the beginning of the earliest period presented as if the Business Investments Group acquired had always been part of the Group. As a result, the Group has included the operating results of the Business Investments Group and eliminated its transactions with it, as if the acquisition had been completed on the earliest date being presented.

Notes to the Condensed Consolidated Interim Financial Statements

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

(c) Application of merger accounting for business combinations under common control *(Continued)*

The following are reconciliations of the effects arising from the accounting of common control combination in accordance with AG 5 on the Group's condensed consolidated income statements and condensed consolidated statements of comprehensive income in connection with the Business Investments Group for the six months ended 31 December 2020.

(i) Effect on the condensed consolidated income statement for the six months ended 31 December 2020 (unaudited):

	The Group (before business combination under common control) HK\$'000	Effect of business combination under common control of the Business Investments Group HK\$'000	Adjustments (Note) HK\$'000	Consolidated HK\$'000
Revenue	2,758,825	396,883	(3,017)	3,152,691
Cost of services and sales	(2,204,918)	(217,439)	3,017	(2,419,340)
Gross profit	553,907	179,444	–	733,351
General and administrative expenses	(170,885)	(29,420)	18	(200,287)
Other (expenses)/income, net	(29,186)	909	(18)	(28,295)
Operating profit	353,836	150,933	–	504,769
Finance income	1,092	321	–	1,413
Finance costs	(3,111)	(26)	–	(3,137)
Share of results of associates and joint ventures	445	80	–	525
Profit before income tax	352,262	151,308	–	503,570
Income tax expenses	(23,150)	(8,968)	–	(32,118)
Profit for the period	329,112	142,340	–	471,452
Attributable to:				
Shareholders of the Company	329,075	142,340	–	471,415
Non-controlling interests	37	–	–	37
	329,112	142,340	–	471,452
Earnings per share for profit attributable to ordinary shareholders of the Company (expressed in HK\$)				
Basic and diluted	0.72	0.32	–	1.04

Note: The adjustments represent the elimination of revenue and expenses charged between the Group and the Business Investments Group.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

(c) Application of merger accounting for business combinations under common control *(Continued)*

- (ii) Effect on the condensed consolidated statement of comprehensive income for the six months ended 31 December 2020 (unaudited):

	The Group (before business combination under common control) HK\$'000	Effect of business combination under common control of the Business Investments Group HK\$'000	Consolidated HK\$'000
Profit for the period	329,112	142,340	471,452
Other comprehensive income:			
<i>Items that may be subsequently reclassified to condensed consolidated income statement:</i>			
Currency translation differences	12,469	–	12,469
<i>Item that will not be subsequently reclassified to condensed consolidated income statement:</i>			
Remeasurement gains on defined benefit retirement scheme, net of tax	882	1,079	1,961
Remeasurement gains on long service payment liabilities, net of tax	3,400	2,731	6,131
Other comprehensive income, net of tax	16,751	3,810	20,561
Total comprehensive income for the period	345,863	146,150	492,013
Attributable to:			
Shareholders of the Company	345,826	146,150	491,976
Non-controlling interests	37	–	37
	345,863	146,150	492,013

No other significant adjustments were made by the Group during the period to the net profit or loss of any entities of the Group and the Business Investments Group as a result of the business combination under common control to achieve consistency of accounting policies.

Notes to the Condensed Consolidated Interim Financial Statements

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, interest rate risk and foreign exchange risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 30 June 2021.

There have been no changes in the risk management policies since the Group's financial year ended 30 June 2021.

3.2 Fair value estimation

At 31 December 2021 and 30 June 2021, the carrying amounts of Group's financial assets and liabilities approximate their fair values due to the short-term maturities of these assets and liabilities.

4 ESTIMATES

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to its consolidated financial statements for the year ended 30 June 2021.

5 REVENUE AND SEGMENT INFORMATION

The Executive Directors are the Group's chief operating decision-makers ("CODM"). Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance.

The Group's revenue represents the property & facility management services income, cleaning services income, technical support & maintenance services income, security guarding & event services income, insurance solutions income (including commission fee income and claims handling service income), environmental solutions income (including income from environmental engineering services, trading of environmental and building materials and landscaping services), laundry services income^(vi) and E&M services income. An analysis of the Group's revenue is as follows:

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

	For the six months ended	
	2021	2020
	HK\$'000	(restated) HK\$'000
Revenue		
Property & facility management services	343,384	328,226
City essential services		
— Cleaning services	674,977	612,262
— Technical support & maintenance services		
— Renovations, system retrofit and repairing ⁽ⁱ⁾	363,717	379,084
— Routine maintenance ⁽ⁱⁱ⁾	58,156	56,541
— Security guarding & event services		
— Rendering of services	318,805	332,517
— Sales of goods ⁽ⁱⁱⁱ⁾	7,057	4,113
— Insurance solutions	50,831	44,933
— Environmental solutions		
— Rendering of services ^(iv)	70,385	51,782
— Sales of goods ^(v)	47,485	37,316
— Laundry services ^(vi)	—	29,094
	1,591,413	1,547,642
E&M services	1,416,166	1,276,823
Total^(vii)	3,350,963	3,152,691

Notes:

- (i) Technical support & maintenance services — Renovations, system retrofit and repairing: Provision of renovation, system retrofit and repairing services covering replacement of chiller units, upgrade of electrical supply systems, modification and enhancement of fire services, plumbing and drainage systems, alteration and addition works and term contracts.
- (ii) Technical support & maintenance services — Routine maintenance: Provision of operational and maintenance services for central air conditioning plants and other building services.
- (iii) Security guarding & event services — Sales of goods: Sales of closed-circuit televisions and burglar alarm systems.
- (iv) Environmental solutions — Rendering of services: Provision of environmental solutions services including installation and maintenance of water treatment systems, odour abatement systems, construction site wastewater treatment systems, ELV systems, IoT solutions, consultancy services for energy audit, carbon audit, building environmental assessment, indoor air quality and water quality assessment, laboratory services, landscape management, leasing of scissor lift platforms.
- (v) Environmental solutions — Sales of goods: Sales of tiles, building service products including pipes, pumps, accessory valves and fittings, building automation systems, heating, ventilation, air-conditioning parts, fire services products, environmental engineering products covering building services water treatment and odour abatement systems, air quality monitoring machines, construction site wastewater treatment systems and plants.

Notes to the Condensed Consolidated Interim Financial Statements

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

Notes: *(Continued)*

- (vi) Up to 31 December 2020 when the Group disposed of its laundry business as described in Note 16(b).
- (vii) An analysis of the Group's contracting revenue recognised based on percentage of actual costs incurred over total estimated costs of individual contracting work is as follows:

	For the six months ended 31 December	
	2021	2020 (restated)
	HK\$'000	HK\$'000
Technical support & maintenance services		
— Renovations, system retrofit and repairing	54,097	65,405
Environmental solutions		
— Rendering of services	31,750	8,358
E&M services	1,416,166	1,276,823
Total	1,502,013	1,350,586

Following the acquisition of security guarding & event services, insurance solutions and landscaping services businesses as described in Note 2(c) and the anticipated rapid growth in the Group's Extra Low Voltage ("ELV") business starting from this financial year, the Group's CODM has reorganised the Group's businesses into three major business segments as described below to align more closely with the market dynamics and the Group's strategic direction. As a result of such changes occurred during the year ended 30 June 2021 and six months ended 31 December 2021 respectively, the Group's prior period corresponding segment information that is presented for comparative purpose has been restated accordingly.

The CODM considers the business from the product and service perspectives and the Group is organised into three major business segments according to the nature of services and products provided:

- (i) Property & facility management services — Provision of property and facility management services, property agency and related services for buildings, carparks management services and guarding services;
- (ii) City essential services — Provision of cleaning and waste disposal services, recycling and environmental disposal services, technical support & maintenance services, security guarding & event services, insurance solutions, environmental engineering services*, trading of environmental and building materials products, landscaping services and laundry services**; and
- (iii) E&M services — Provision of engineering and consultancy services on installation.

* Includes ELV business (previously included in the E&M services segment) restated retrospectively starting from 1 July 2020

** Up to 31 December 2020 when the Group disposed of its laundry business as described in Note 16(b)

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

The CODM assesses the performance of the operating segments based on each segment's operating profit. The measurement of segment operating profit excludes the effects of unallocated corporate expenses. In addition, finance income and costs and share of results of associates and joint ventures are not allocated to segments.

Operating expenses of a functional unit are allocated to the relevant segment which is the predominant user of the services provided by the unit. Operating expenses of other shared services which cannot be allocated to a specific segment and corporate expenses are included as unallocated corporate expenses.

Segment assets are those operating assets that are employed by a segment in its operating activities. Segment assets are determined after deducting related allowances that are reported as direct offsets in the statement of financial position. Segment assets consist primarily of property, plant and equipment, right-of-use assets, other intangible assets, interests in associates, interests in joint ventures, deferred income tax assets, pension assets, trade and other receivables, contract assets, inventories and cash and bank balances.

Segment liabilities are those operating liabilities that result from the operating activities of a segment. Segment liabilities do not include other liabilities that are incurred for financing rather than operating purposes unless the segment is engaged in financing activities.

As at 31 December 2021 and 30 June 2021, unallocated assets and unallocated liabilities represented the assets and liabilities not arising from the operations of the operating segments.

Prior period's corresponding segment information that is presented for comparative purposes has been restated to conform with AG 5 issued by the HKICPA as a result of the acquisition of the Business Investments Group which is detailed in Note 2(c).

Capital expenditure comprises mainly additions to property, plant and equipment, right-of-use assets and other intangible assets (Note 11).

Notes to the Condensed Consolidated Interim Financial Statements

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

(a) For the six months ended and as at 31 December 2021

The segment results for the six months ended 31 December 2021 and other segment items included in the condensed consolidated income statement are as follows:

	Property & facility management services HK\$'000	City essential services HK\$'000	E&M services HK\$'000	Inter-segment elimination HK\$'000	Total HK\$'000
Revenue — External	343,384	1,591,413	1,416,166	–	3,350,963
Revenue — Internal	1,921	44,189	–	(46,110)	–
Total revenue	345,305	1,635,602	1,416,166	(46,110)	3,350,963
Timing of revenue recognition					
Over time	345,305	1,554,461	1,416,166	(41,260)	3,274,672
At a point of time	–	81,141	–	(4,850)	76,291
Total revenue	345,305	1,635,602	1,416,166	(46,110)	3,350,963
Operating profit before unallocated corporate expenses	69,443	123,533	91,030	–	284,006
Unallocated corporate expenses					(2,185)
Operating profit					281,821
Finance income					777
Finance costs					(2,361)
Share of results of associates and joint ventures					1,326
Profit before income tax					281,563
Income tax expenses (Note 8)					(42,632)
Profit for the period					238,931
Other items					
Depreciation and amortisation	6,085	16,190	6,961	–	29,236
(Reversal of impairment losses) on trade and other receivables, net (Note 7)	(1,261)	(663)	–	–	(1,924)
(Reversal of provision) for inventories (Note 7)	–	(722)	–	–	(722)

The segment assets and liabilities as at 31 December 2021 and capital expenditure for the six months ended 31 December 2021 are as follows:

	Property & facility management services HK\$'000	City essential services HK\$'000	E&M services HK\$'000	Total HK\$'000
Segment assets	374,477	1,338,631	1,429,852	3,142,960
Unallocated assets				5,660
Total assets				3,148,620
Segment liabilities	161,153	691,805	1,590,560	2,443,518
Unallocated liabilities				443,628
Total liabilities				2,887,146
Total capital expenditure	16,296	17,585	5,352	39,233

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

(b) For the six months ended 31 December 2020 and as at 30 June 2021

The segment results for the six months ended 31 December 2020 and other segment items included in the condensed consolidated income statement are as follows:

	Property & facility management services HK\$'000	City essential services HK\$'000	E&M services HK'000	Inter- segment elimination HK\$'000	Total HK\$'000
Revenue — External, as restated	328,226	1,547,642	1,276,823	–	3,152,691
Revenue — Internal, as restated	1,261	56,635	–	(57,896)	–
Total revenue, as restated	329,487	1,604,277	1,276,823	(57,896)	3,152,691
Timing of revenue recognition					
Over time, as restated	329,487	1,534,011	1,276,823	(45,582)	3,094,739
At a point of time, as restated	–	70,266	–	(12,314)	57,952
Total revenue, as restated	329,487	1,604,277	1,276,823	(57,896)	3,152,691
Operating profit before unallocated corporate expenses, as restated	115,137	311,485	90,378	–	517,000
Unallocated corporate expenses					(12,231)
Operating profit, as restated					504,769
Finance income, as restated					1,413
Finance costs, as restated					(3,137)
Share of results of associates and joint ventures, as restated					525
Profit before income tax, as restated					503,570
Income tax expenses, as restated (Note 8)					(32,118)
Profit for the period, as restated					471,452

Notes to the Condensed Consolidated Interim Financial Statements

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

(b) For the six months ended 31 December 2020 and as at 30 June 2021 *(Continued)*

The segment results for the six months ended 31 December 2020 and other segment items included in the condensed consolidated income statement are as follows: *(Continued)*

	Property & facility management services HK\$'000	City essential services HK\$'000	E&M services HK'000	Inter- segment elimination HK\$'000	Total HK\$'000
Other items, as restated					
Depreciation and amortisation, as restated	5,919	20,988	14,930	–	41,837
Losses related to disposal of subsidiaries (Note 16(b))					
— Impairment losses					
— Property, plant and equipment (Note 11)	–	22,859	–	–	22,859
— Right-of-use assets (Note 11)	–	2,941	–	–	2,941
— Loss on disposal of subsidiaries	–	420	–	–	420
— Total	–	26,220	–	–	26,220
Other impairment losses, net					
— Property, plant and equipment (Note 11)	–	1,600	–	–	1,600
— Other intangible assets (Note 11)	–	845	–	–	845
— Trade and other receivables (Note 7)	–	374	–	–	374
Provision for inventories (Note 7)	–	7,141	–	–	7,141

The segment assets and liabilities as at 30 June 2021 and capital expenditure for the six months ended 31 December 2020, as restated, are as follows:

	Property & facility management services HK\$'000	City essential services HK\$'000	E&M services HK'000	Total HK\$'000
Segment assets, as restated	337,461	1,260,068	1,418,656	3,016,185
Unallocated assets				34,040
Total assets				3,050,225
Segment liabilities, as restated	185,922	705,673	1,623,717	2,515,312
Unallocated liabilities				435,399
Total liabilities				2,950,711
Total capital expenditure, as restated	483	24,621	3,372	28,476

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

Revenue from external customers by geographical areas is based on the geographical location of the customers.

Revenue is allocated based on the regions in which the customers are located as follows:

	For the six months ended	
	31 December	
	2021	2020
	HK\$'000	(restated) HK\$'000
Revenue		
Hong Kong	2,922,752	2,868,148
Mainland China	270,467	153,130
Macau	157,744	131,413
Total	3,350,963	3,152,691

The non-current assets excluding deferred income tax assets and pension assets are allocated based on the regions in which the non-current assets are located as follows:

	As at	
	31 December	30 June
	2021	2021
	HK\$'000	HK\$'000
Non-current assets, other than deferred tax assets and pension assets		
Hong Kong	271,100	262,955
Mainland China	28,875	26,836
Macau	307	415
Total	300,282	290,206

Notes to the Condensed Consolidated Interim Financial Statements

6 OTHER INCOME/(EXPENSES), NET

	For the six months ended	
	31 December	
	2021	2020
	HK\$'000	(restated) HK\$'000
Losses related to disposal of subsidiaries (Note 16(b))		
— Impairment losses		
— Property, plant and equipment (Note 11)	—	(22,859)
— Right-of-use assets (Note 11)	—	(2,941)
— Loss on disposal of subsidiaries	—	(420)
— Total	—	(26,220)
Other impairment losses		
— Property, plant and equipment (Note 11)	—	(1,600)
— Other receivables	—	(1,200)
— Other intangible assets (Note 11)	—	(845)
Ex-gratia payment from the government for retirement of motor vehicles	411	—
Government grants ⁽ⁱ⁾	388	358
Gain/(loss) on disposal of property, plant and equipment, net	283	(4,567)
Sundries	934	1,168
Exchange (losses)/gains, net	(1,327)	3,465
Rental income	—	1,146
Total	689	(28,295)

Note:

- (i) During the six months ended 31 December 2021, the Group has received government grants from the Macau Special Administrative Region (the "Macau SAR Government") as financial support for its businesses. Under this scheme, one-off government grants are provided to eligible businesses based on the amounts of their operating costs in the past three years. During the six months ended 31 December 2020, the Group has received government grants from the Anti-epidemic Fund set up by the Government of the Hong Kong Special Administrative Region (the "HKSAR Government") under a One-off Subsidy Scheme as financial support for its businesses and/or licensed goods vehicles. Under this scheme, one-off government grants are provided to eligible businesses depending on their industries, which have business commenced before 1 January 2020 and is still in operation at the time of application. There are no unfilled conditions or other contingencies attaching to these grants.

7 OPERATING PROFIT

	Notes	For the six months ended 31 December	
		2021 HK\$'000	2020 (restated) HK\$'000
Operating profit is stated after charging/(crediting):			
Staff costs (including Directors' emoluments) ⁽ⁱ⁾		1,362,389	986,450
Subcontracting fees		991,282	893,225
Raw materials and consumables used		532,084	522,849
Cost of inventories sold		32,400	31,414
Depreciation of right-of-use assets	11	17,906	21,069
Depreciation of property, plant and equipment	11	9,199	19,367
Expenses relating to short-term leases		7,561	1,627
Amortisation of other intangible assets ⁽ⁱⁱ⁾	11	2,131	1,209
(Reversal of impairment loss)/impairment loss on trade and other receivables, net		(1,924)	374
(Reversal of provision)/provision for inventories		(722)	7,141
Depreciation of investment property	11	–	192

Notes:

- (i) Government grants have been received by the Group from (a) the Anti-epidemic Fund (the "Fund") set up by the HKSAR Government under the Employment Support Scheme (the "ESS Scheme"), the Support for Engineering, Architectural, Surveying, Town Planning and Landscape sectors (the "Support Measure Scheme") and the Hong Kong Institute of Human Resource Management ("HKIHRM") Job Creation Scheme (the "Job Creation Scheme") and (b) the Macau SAR Government under its subsidy scheme (the "Macau Scheme") as financial support. The ESS Scheme was eligible for all employers who had been making Mandatory Provident Fund contribution and applied during the specified period. Under the Support Measure Scheme, employers of fresh graduates and new assistant professionals of the engineering, architectural, surveying, town planning and landscape sectors are eligible to apply for salary government grants from the Fund. Under the Job Creation Scheme, employers who are HKIHRM members which created job positions are eligible to apply for salary government grants from the Fund. Under the Macau Scheme, one-off government grants were provided to each eligible business depending on the number of employees they hired. During the six months ended 31 December 2021, the Group has recognised HK\$22.3 million in relation to grants received under the ESS Scheme, the Support Measure Scheme and Job Creation Scheme (Six months ended 31 December 2020: HK\$333.1 million in relation to grants under the ESS Scheme and Macau Scheme) as deductions in its staff costs in the consolidated income statement.

During the six months ended 31 December 2020, for the purpose of easing the burden of enterprises in PRC during the period of prevention and containment of the spread of COVID-19, the Social Security Bureaus of the Government of China has reduced the obligations on social security contributions for the employers of enterprises in PRC during 2020. The Group was granted reduction in such obligations totalling HK\$7.2 million which would otherwise be recorded as part of the Group's staff costs if no such reduction was granted.

- (ii) Included in general and administrative expenses

Save as disclosed in this note and elsewhere in the condensed consolidated interim financial statements, the other items charged/credited to the Group's operating profit are of individually immaterial amounts, which include insurance expenses, repair and maintenance expenses, utility expenses, motor vehicles expenses, etc.

Notes to the Condensed Consolidated Interim Financial Statements

8 INCOME TAX EXPENSES

	For the six months ended 31 December	
	2021	2020 (restated)
	HK\$'000	HK\$'000
Current income tax		
Hong Kong profits tax	43,029	40,458
Mainland China income tax	1,640	252
Macau taxation	3,110	351
Deferred income tax credit	(5,147)	(8,943)
Total	42,632	32,118

Hong Kong profits tax has been provided at the rate of 16.5% (Six months ended 31 December 2020: 16.5%) on the estimated assessable profit. Taxation on Mainland China and Macau profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the jurisdictions in which the Group operates. These rates range from 12% to 25% for the six months ended 31 December 2021 and 2020.

9 EARNINGS PER SHARE FOR PROFIT ATTRIBUTABLE TO ORDINARY SHAREHOLDERS OF THE COMPANY

(a) Basic

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

	For the six months ended 31 December	
	2021	2020 (restated)
	HK\$'000	HK\$'000
Profit attributable to shareholders of the Company	238,498	471,415
Less: Preferred distribution to the holder of convertible preference shares	(4,262)	(4,262)
Earnings used in the basic earnings per share calculation	234,236	467,153
Weighted average number of ordinary shares in issue (shares in thousands)	450,000	450,000
Basic earnings per share (HK\$)	0.52	1.04

(b) Diluted

During the six months ended 31 December 2019, the Company issued convertible preference shares, with details set out in Note 14, which are treated as contingently issuable potential ordinary shares under HKAS 33 "Earnings per Share". Since the conditions for their conversion were not met as at 31 December 2021 and 2020, therefore, the effect of their conversion is not included in the calculation of the diluted earnings per share for the six months ended 31 December 2021 and 2020. As a result, the diluted earnings per share equals to the basic earnings per share for the six months ended 31 December 2021 and 2020.

10 DIVIDEND AND DISTRIBUTION

At a meeting held on 24 February 2022, the Board has resolved to declare the payment of an interim dividend of HK20.9 cents (Six months ended 31 December 2020: HK28.9 cents) per ordinary share to the ordinary shareholders of the Company for the six months ended 31 December 2021, equivalent to a total amount of HK\$94.05 million (Six months ended 31 December 2020: HK\$130.05 million). The interim dividend will be paid in cash.

At a meeting held on 27 September 2021, the Board has resolved to pay a preferred distribution calculated at 6.0% per annum on the issue amount of the Company's convertible preference shares of HK\$140.9 million, equivalent to a total amount of HK\$8.5 million (Six months ended 31 December 2020: HK\$8.5 million). The preferred distribution was paid in December 2021.

11 PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTY, RIGHT-OF-USE ASSETS AND OTHER INTANGIBLE ASSETS

	Property, plant and equipment HK\$'000	Investment property HK\$'000	Right-of-use assets HK\$'000	Other intangible assets HK\$'000
Six months ended 31 December 2020				
Opening net book value as at 1 July 2020				
As previously reported	371,873	10,850	72,177	76,503
Acquisition of the Business Investments Group	4,037	–	1,874	32,619
As restated	375,910	10,850	74,051	109,122
Exchange differences	372	–	722	–
Additions, as restated	8,108	–	20,071	297
Disposals	(4,992)	–	–	–
Depreciation and amortisation charges, as restated	(19,367)	(192)	(21,069)	(1,209)
Losses related to disposal of subsidiaries (Note 16(b))				
— Impairment losses	(22,859)	–	(2,941)	–
— Net book value after impairment losses	(225)	–	–	–
Other impairment losses	(1,600)	–	–	(845)
Closing net book value as at 31 December 2020, as restated	335,347	10,658	70,834	107,365
Six months ended 31 December 2021				
Opening net book value as at 1 July 2021	45,157	–	58,820	185,079
Exchange differences	80	–	170	–
Additions	8,349	–	30,884	–
Disposals	(177)	–	–	–
Depreciation and amortisation charges	(9,199)	–	(17,906)	(2,131)
Closing net book value as at 31 December 2021	44,210	–	71,968	182,948

Notes to the Condensed Consolidated Interim Financial Statements

12 TRADE AND OTHER RECEIVABLES

	As at 31 December 2021 HK\$'000	As at 30 June 2021 HK\$'000
Trade receivables		
Third parties	598,275	567,493
Related companies (Note 17(c))	214,851	178,668
	813,126	746,161
Less: Provision for impairment		
Third parties	(9,377)	(10,047)
Related companies (Note 17(c))	(45)	(45)
	803,704	736,069
Retention receivables		
Third parties	200,914	163,825
Related companies (Note 17(c))	185,576	218,580
	386,490	382,405
Other receivables and prepayments		
Third parties	203,826	199,310
Related companies (Note 17(c))	18,875	20,258
	222,701	219,568
Less: Provision for impairment		
Third parties	–	(1,261)
	222,701	218,307
Accrued contract revenue	310,076	334,463
Less: Provision for impairment	(149)	(149)
	309,927	334,314
Total	1,722,822	1,671,095

Generally, no credit period is granted by the Group to customers for provision of property & facility management services, security guarding & event services, insurance solutions services and landscaping services and its retail customers for trading of building materials and planting and materials. The credit periods generally granted by the Group to its other customers is 30 to 60 days.

12 TRADE AND OTHER RECEIVABLES *(Continued)*

Expected credit losses

The Group applies the HKFRS 9 “Financial Instruments” simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables, retention receivables, accrued contract revenue and contract assets have been grouped based on shared credit risk characteristics and the days past due, except for amounts relating to accounts which are long overdue with significant amounts or known insolvencies or non-response to collection activities, which are assessed individually. The expected loss rates are based on the payment profiles of revenue and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The expected credit loss is minimal as the majority of the trade and other receivables are due from a number of independent customers for whom there is no recent history of default, except for certain trade and other receivables with full impairment provision being provided because they have been undergoing financial difficulties.

The ageing analysis of the Group’s trade receivables (including amounts due from related parties of trading in nature) based on the invoice due date, net of provision for impairment, is as follows:

	As at 31 December 2021 HK\$'000	As at 30 June 2021 HK\$'000
Current to 90 days	713,045	673,882
91 to 180 days	52,060	24,178
Over 180 days	38,599	38,009
Total	803,704	736,069

13 CASH AND BANK BALANCES

	As at 31 December 2021 HK\$'000	As at 30 June 2021 HK\$'000
Time deposits with original maturities within three months	77,724	12,007
Trust cash ⁽ⁱ⁾	44,581	32,616
Other cash at banks and on hand	485,816	505,267
Total	608,121	549,890

Note:

- (i) Trust cash relates to cash held for insurance premiums received from policy holders which will ultimately be paid to insurers. Trust cash cannot be used to meet business obligations/operating expenses other than payments to insurers and/or refunds to policy holders.

Notes to the Condensed Consolidated Interim Financial Statements

14 SHARE CAPITAL

The numbers of the Company's shares authorised and issued are as follows:

	For the six months ended 31 December			
	2021		2020	
	Number of shares	HK\$'000	Number of shares	HK\$'000
Authorised:				
Ordinary shares of HK\$0.1 each				
As at 1 July and 31 December	900,000,000	90,000	900,000,000	90,000
Convertible preference shares of HK\$0.1 each (Note a)				
As at 1 July and 31 December	100,000,000	10,000	100,000,000	10,000
Total	1,000,000,000	100,000	1,000,000,000	100,000
Issued and fully paid:				
Ordinary shares of HK\$0.1 each				
As at 1 July and 31 December	450,000,000	45,000	450,000,000	45,000
Convertible preference shares of HK\$0.1 issued at HK\$3.2260 each (Note a)				
As at 1 July and 31 December	43,676,379	140,900	43,676,379	140,900
Total	493,676,379	185,900	493,676,379	185,900

As at 31 December 2021 and 30 June 2021, the total nominal amount of the Company's issued shares was HK\$49,367,638, comprising HK\$45,000,000 for ordinary shares and HK\$4,367,638 for convertible preference shares.

14 SHARE CAPITAL *(Continued)*

Note (a):

On 16 December 2019 (the "Issue Date"), the Company issued and allotted a total of 43,676,379 non-voting redeemable convertible preference shares of HK\$0.1 each to FMC at an issue price of HK\$3.2260 per share (the "Issue Price"), credited as fully paid. The major terms of the convertible preference shares are set out below:

- Each convertible preference share shall entitle the holder to convert within a period of 10 years after the Issue Date, provided that any conversion shall not result in the Company failing to comply with any public float requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- Each convertible preference share is convertible into such number of ordinary share(s) being one multiplied by the conversion rate. The conversion rate is determined by dividing the Issue Price of convertible preference shares by the conversion price.
- The conversion price is the Issue Price, subject to adjustment upon the occurrence of certain prescribed events.
- Each convertible preference share shall confer on the holder the right to receive preferred distributions from the Issue Date at a rate of 6.0% per annum on the Issue Price, payable annually in arrears. Each preferred distribution is cumulative. The Board may, in its sole discretion, elect to defer or not to pay a preferred distribution. No interest accrues on any unpaid preferred distribution. If the Board elects to defer or not to pay a preferred distribution, the Company shall not (a) pay any dividends, distributions or make any other payment on any ordinary shares or (b) redeem, cancel, repurchase or acquire for any consideration any ordinary shares, unless at the same time it pays to the holder of the convertible preference shares any deferred or unpaid preferred distribution which was scheduled to be paid on a day falling in the same financial year in respect of which payment of such dividends, distributions or other payments is made or during which such redemption, cancellation, repurchase or acquisition occurs.
- The holder of the convertible preference shares shall not have the right to attend or vote at any general meeting of the Company (except a general meeting for winding up of the Company or a resolution is to be proposed which if passed would vary or abrogate the rights or privileges of such holder).
- The holder of the convertible preference shares will have priority over the holders of ordinary shares of the Company on the assets and funds of the Company available for distribution in a distribution of assets on liquidation, winding up or dissolution of the Company.
- At any time after 10 years following the Issue Date, the Company may at its sole discretion serve at least ten days' prior written notice to the holder of the convertible preference shares to redeem either in whole or in part of the convertible preference shares for the time being outstanding, at a redemption price equals to the Issue Price together with all outstanding preferred distributions accrued to the date fixed for redemption.

Notes to the Condensed Consolidated Interim Financial Statements

15 TRADE AND OTHER PAYABLES

	As at 31 December 2021 HK\$'000	As at 30 June 2021 HK\$'000
Trade payables		
Third parties	303,359	321,029
Other payables		
Third parties	402,056	379,333
Related companies (Note 17(c))	6,388	4,416
	408,444	383,749
Bills payable		
Third parties	3,424	3,565
Retention payables		
Third parties	270,089	260,699
Accrued expenses	347,601	399,394
Provision for contracting costs	502,180	548,854
Total	1,835,097	1,917,290

The ageing analysis of the Group's trade payables (including amounts due to related parties of trading in nature) based on invoice date is as follows:

	As at 31 December 2021 HK\$'000	As at 30 June 2021 HK\$'000
1 to 90 days	259,925	294,591
91 to 180 days	12,023	9,668
Over 180 days	31,411	16,770
Total	303,359	321,029

16 NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of profit before income tax to cash generated from operations:

	Notes	For the six months ended	
		2021	2020
		HK\$'000	(restated) HK\$'000
Profit before income tax		281,563	503,570
Depreciation of right-of-use assets	11	17,906	21,069
Depreciation of property, plant and equipment	11	9,199	19,367
Long service payment liabilities			
Expenses recognised in the condensed consolidated income statement		2,950	3,191
Benefit paid		(378)	(827)
Finance costs		2,361	3,137
Amortisation of other intangible assets	11	2,131	1,209
Unrealised exchange differences		1,222	(2,730)
Pension costs on defined benefits plan		298	276
(Reversal of impairment loss)/impairment loss on trade and other receivables, net	7	(1,924)	374
Share of results of associates and joint ventures		(1,326)	(525)
Finance income		(777)	(1,413)
(Reversal of provision)/provision for inventories	7	(722)	7,141
(Gain)/loss on disposal of property, plant and equipment	6	(283)	4,567
Losses related to disposal of subsidiaries	6	–	26,220
Impairment loss on property, plant and equipment	11	–	1,600
Impairment loss on other intangible assets	11	–	845
Depreciation of investment property	11	–	192
Operating cash flows before changes in working capital		312,220	587,263
Change in working capital:			
Inventories		1,751	17,072
Net contract assets and liabilities		67,596	17,957
Trade and other receivables		(43,767)	110,424
Trade and other payables		(90,093)	(185,496)
Pension assets		(97)	(235)
Cash generated from operations		247,610	546,985

Notes to the Condensed Consolidated Interim Financial Statements

16 NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(Continued)

(b) Proceeds from disposal of subsidiaries

On 31 December 2020, the Group disposed of its laundry business, through the sale of its entire interest in New China Steam Laundry Limited and its subsidiaries ("NCL"), at a cash consideration of HK\$4.0 million. NCL is principally engaged in the provision of laundry services which offers laundry, dry cleaning and linen management services to customers in Hong Kong and was included in the Group's city essential services segment before its disposal.

The following tables summarise the book value of net assets of NCL being disposed of by the Group and the losses it recognised during the six months ended 31 December 2020 related to its disposal of NCL:

	Before impairment losses HK\$'000	Impairment losses HK\$'000	After impairment losses HK\$'000
Net assets disposed			
Property, plant and equipment (Note 11)	23,084	(22,859)	225
Right-of-use assets (Note 11)	2,941	(2,941)	–
Deferred income tax assets	1,318	–	1,318
Inventories	2,877	–	2,877
Book value of net assets disposed	30,220	(25,800)	4,420
			HK\$'000
Analysis of losses related to disposal of subsidiaries			
Cash consideration			4,000
Less: Net assets disposed			(4,420)
Loss on disposal of subsidiaries			(420)
Impairment losses			(25,800)
Total losses related to disposal of subsidiaries			(26,220)

(c) Equity contribution from a non-controlling shareholder

The cash inflow represents equity contribution from the non-controlling shareholder to Wise Plaza Limited, a 70%-owned subsidiary of the Group.

(d) Exchange differences

The exchange differences of cash and cash equivalents during the period mainly arises from the remeasurement of the Group's foreign currency denominated cash and bank balances at the period end exchange rate.

16 NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(Continued)

(e) Major non-cash transactions

During the six months ended 31 December 2021, the Group acquired right-of-use assets and recognised lease liabilities, including lease modifications, totalling HK\$30.9 million (Six months ended 31 December 2020: HK\$20.1 million).

During the six months ended 31 December 2020, the Group settled dividends of the Business Investments Group of HK\$267.2 million to its previous shareholder, FMC, through current account with it.

(f) Funds held on behalf of third parties

As at 31 December 2021, the Group held cash and bank balances totalling HK\$1,115.8 million (30 June 2021: HK\$1,093.7 million) in trust for owners of certain buildings which were under its management. These funds have not been included in the condensed consolidated interim financial statements of the Group.

17 RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the condensed consolidated interim financial information, the Group undertook the following transactions with related parties, which in the opinion of the directors of the Company, were carried out in the normal course of business during the six months ended 31 December 2021 and 2020.

(a) The directors of the Company are of the view that the related parties that had transactions with the Group are listed below:

Name	Relationship
Ackland Limited	Note i
Convention Plaza Apartments Limited	Note i
Corporate Ally Limited	Note i
Ease King Investment Limited	Note i
Fast Solution Limited	Note i
FSE Management Company Limited	Note i
FSE Property (Hong Kong) Limited	Note i
Fung Seng Diamond Co Limited	Note i
Great City Developments Limited	Note i
Nova Risk Services Holdings Limited	Note i
Ocean Front Investments Limited	Note i
Perfect Modern Limited	Note i
Power Estate Investments Limited	Note i
Prime Star Investment Limited	Note i
Prosperity Property Investment Limited	Note i
Silver Asia Investments Limited	Note i
Success Ocean Limited	Note i
Top Line Investment Limited	Note i
上海華美達廣場有限公司	Note i
Anway Limited	Note ii
AOS Management Limited	Note ii

Notes to the Condensed Consolidated Interim Financial Statements

17 RELATED PARTY TRANSACTIONS *(Continued)*

- (a) **The directors of the Company are of the view that the related parties that had transactions with the Group are listed below:** *(Continued)*

Name	Relationship
ATL Logistics Centre Hong Kong Limited	Note ii
Atrend Fashion Limited	Note ii
Bright Link Engineering Limited	Note ii
Bright Moon Company Limited	Note ii
Broadway-Nassau Investments Limited	Note ii
Build King Civil Engineering Limited	Note ii
Build King Construction Limited	Note ii
Cheer Globe Limited	Note ii
CHI Studio Company Limited	Note ii
Chow Tai Fook Enterprises Limited	Note ii
Chow Tai Fook Jewellery and Watch (Macau) Limited	Note ii
Chow Tai Fook Jewellery Company Limited	Note ii
Chow Tai Fook Jewellery Group Limited	Note ii
CiF Solutions Limited	Note ii
Cititop Limited	Note ii
CTF Watch (HK) Limited	Note ii
Daily Land Limited	Note ii
Diamond International Limited	Note ii
Discovery Park Commercial Services Limited	Note ii
Donut Cafe Company Limited	Note ii
Ever Light Limited	Note ii
Ever Right Limited	Note ii
Full Asset Enterprise Limited	Note ii
GH Hotel Company Limited	Note ii
Global Winner Limited	Note ii
Good Sense Development Limited	Note ii
Head Step Limited T/A Pentahotel HK Kowloon	Note ii
Hip Hing Builders Company Limited	Note ii
Hip Hing Construction Company Limited	Note ii
Hip Hing Engineering Company Limited	Note ii
Hip Hing Joint Venture	Note ii
Hip Seng Builders Limited	Note ii
Hip Seng Construction Company Limited	Note ii
Hong Kong Convention and Exhibition Centre (Management) Limited	Note ii
Hong Kong Golf & Tennis Academy Management Co., Limited	Note ii
Hong Kong Island Development Limited	Note ii
Hong Kong Multiple Intelligence Education Company Limited	Note ii
Hyatt Regency Hong Kong	Note ii
Joy Century Limited	Note ii

17 RELATED PARTY TRANSACTIONS *(Continued)*

(a) **The directors of the Company are of the view that the related parties that had transactions with the Group are listed below:** *(Continued)*

Name	Relationship
K11 AFLM LIMITED	Note ii
K11 Art Mall Properties Company Limited	Note ii
K11 Artus Limited	Note ii
K11 Concepts Limited	Note ii
K11 Gentry Club Limited	Note ii
K11 IP Licence & Creation Company Limited	Note ii
K11 Property Management Company Limited	Note ii
K11 Retail & Corporate Sales Company Limited	Note ii
Kai Tak Sports Park Limited	Note ii
Kid World Services Limited	Note ii
Kiu Lok Properties Services (China) Limited	Note ii
Luxba Limited	Note ii
Maronne Limited	Note ii
Max Moral Limited	Note ii
Nature Discovery Park Limited	Note ii
New Gain Limited	Note ii
New Town Project Management Limited	Note ii
New World China Land Limited	Note ii
New World Construction Company Limited	Note ii
New World Department Stores Limited	Note ii
New World Development (China) Limited	Note ii
New World Development Company Limited	Note ii
New World Facilities Management Company Limited	Note ii
New World Harbourview Hotel Co Limited	Note ii
New World Hotel Management Limited	Note ii
New World Project Management (China) Limited	Note ii
New World Property Management Company Limited	Note ii
New World Strategic Investment Limited	Note ii
New World TMT Limited	Note ii
New World Tower Company Limited	Note ii
NW Project Management Limited	Note ii
NWS Holdings Limited	Note ii
Park New Astor Hotel Limited	Note ii
Paterson Plaza Properties Limited	Note ii
Polytown Company Limited	Note ii
Pride Success Fashion Trading Limited	Note ii
Pridemax Limited	Note ii
Renaissance Harbour View Hotel HK	Note ii
Rosewood Hotels (HK) Limited	Note ii

Notes to the Condensed Consolidated Interim Financial Statements

17 RELATED PARTY TRANSACTIONS *(Continued)*

- (a) **The directors of the Company are of the view that the related parties that had transactions with the Group are listed below:** *(Continued)*

Name	Relationship
Roxy Limited	Note ii
Sunfield Investments Limited	Note ii
Sunny Goal Limited	Note ii
Techni Development Investment Limited	Note ii
The Artizen Management Co Limited	Note ii
The Dynasty Club Limited	Note ii
Treasure High Limited	Note ii
Treasure Tower Holdings Limited	Note ii
Urban Parking Limited	Note ii
Vibro (H.K.) Limited	Note ii
Vibro Construction Company Limited	Note ii
Vibro-Tysan-Chun Wo JV	Note ii
Victoria Educational Group Limited	Note ii
Victoria Educational Organisation Limited	Note ii
Wallmax Limited	Note ii
Wealth Master Corporation Limited	Note ii
Win Win Way Construction Co., Limited	Note ii
Wise City Investment Limited	Note ii
北京崇文•新世界房地產發展有限公司	Note ii
周大福創地置業(武漢)有限公司	Note ii
天津新世界環渤海房地產開發有限公司	Note ii
天津新世界百貨有限公司	Note ii
寧波公泰置業有限公司	Note ii
寧波新立房地產開發有限公司	Note ii
廊坊新世界房地產開發有限公司	Note ii
廣州市新御運營管理有限公司	Note ii
廣州永沛房地產開發有限公司	Note ii
新世界(瀋陽)房地產開發有限公司	Note ii
新世界嘉業(武漢)有限公司	Note ii
新世界發展(武漢)有限公司	Note ii
深圳天得房地產開發有限公司	Note ii
清遠新世界旅遊發展有限公司	Note ii
湖南成功新世紀投資有限公司	Note ii

Notes:

- (i) These companies are commonly controlled by the Ultimate Controlling Shareholder and/or the family member of the Ultimate Controlling Shareholder.
- (ii) These related companies include companies of which the key management personnel are close member of the family of the Ultimate Controlling Shareholder.

17 RELATED PARTY TRANSACTIONS *(Continued)*

(b) Transactions with related parties

Save as disclosed elsewhere in the condensed consolidated interim financial statements, the Group had the following transactions with related companies during the six months ended 31 December 2021 and 2020.

	For the six months ended 31 December	
	2021 HK\$'000	2020 (restated) HK\$'000
Contract revenue (Note i)		
Related companies commonly controlled by the Ultimate Controlling Shareholder	7,115	1,060
Other related companies (Note ii)	988,231	875,438
Total	995,346	876,498
Cleaning and laundry service income (Note i)		
Related companies commonly controlled by the Ultimate Controlling Shareholder	30	30
Other related companies (Note ii)	71,560	72,445
Total	71,590	72,475
Premises management service fee and building manager remuneration (Note iii)		
Related companies commonly controlled by the Ultimate Controlling Shareholder	698	529
Other related companies (Note ii)	7,842	12,735
Total	8,540	13,264
Security service income (Note iv)		
Related companies commonly controlled by the Ultimate Controlling Shareholder	2,883	–
Other related companies (Note ii)	115,259	115,447
Total	118,142	115,447
Insurance solutions consultancy fee income from related companies (Note v)	1,057	2,923
Landscaping services income from related companies (Note vi)	4,643	3,527
Disposal of equipment to a related company (Note vii)	–	400
Rental expenses/additions or modifications of right-of-use assets (Note viii)		
Related companies commonly controlled by the Ultimate Controlling Shareholder	31,859	6,499
Other related companies (Note ii)	831	1,093
Total	32,690	7,592
Management fee expenses to a related company commonly controlled by the Ultimate Controlling Shareholder (Note ix)	–	3,459
Appointment fees to related companies (Note x)	1,315	1,286
Contracting service expenses to a related company (Note xi)	2,436	1,434
Miscellaneous service fees expenses to related companies (Note xii)	–	15

Notes to the Condensed Consolidated Interim Financial Statements

17 RELATED PARTY TRANSACTIONS *(Continued)*

(b) Transactions with related parties *(Continued)*

Notes:

- (i) Revenue from provision of contracting work and cleaning and laundry service income is principally charged in accordance with the terms of the respective contracts.
- (ii) These related companies are companies of which the key management personnel are close members of the family of the Ultimate Controlling Shareholder.
- (iii) Premises management service fee and building manager remuneration was charged based on certain percentages of total expenditures of the properties in accordance with the management contracts.
- (iv) Security service fee income was charged at prices and terms as agreed by both parties.
- (v) Insurance solutions consultancy fee income was charged at terms mutually agreed between the parties.
- (vi) Landscaping service fee income was charged at prices and terms as agreed by both parties.
- (vii) Disposal of equipment is at consideration mutually agreed between the parties.
- (viii) Rental expenses/additions or modifications of rights-of-use assets were principally calculated in accordance with the terms of the respective rental agreements.
- (ix) Management fee expenses were charged at prices and terms as agreed by both parties involved.
- (x) Appointment fees were charged at prices and terms as agreed by both parties.
- (xi) Contracting service expenses were charged in accordance with the terms of the respective contracts.
- (xii) Miscellaneous service fees expenses were charged based on fixed amounts mutually agreed by the parties.
- (xiii) The above transactions with related parties are based upon mutually agreed terms and conditions.

17 RELATED PARTY TRANSACTIONS *(Continued)*

(c) Balances with related parties

	As at 31 December 2021 HK\$'000	As at 30 June 2021 HK\$'000
Trade receivables		
Related companies commonly controlled by the Ultimate Controlling Shareholder	224	1,239
Other related companies (Note i)	214,582	177,384
Total	214,806	178,623
Retention receivables due from related companies (Note i)	185,576	218,580
Other receivables		
Related companies commonly controlled by the Ultimate Controlling Shareholder	–	80
Other related companies (Note i)	18,875	20,178
Total	18,875	20,258
Contract assets due from related companies (Note i)	283,058	237,034
Contract liabilities		
Related companies commonly controlled by the Ultimate Controlling Shareholder	–	232
Other related companies (Note i)	245,538	172,127
Total	245,538	172,359
Other payables		
Related companies commonly controlled by the Ultimate Controlling Shareholder	2,482	912
Other related companies (Note i)	3,906	3,504
Total	6,388	4,416
Lease liabilities		
Related companies commonly controlled by the Ultimate Controlling Shareholder	32,455	16,015
Other related companies (Note i)	537	–
Total	32,992	16,015

Note:

- (i) These related companies are companies of which the key management personnel are close members of the family of the Ultimate Controlling Shareholder.

Notes to the Condensed Consolidated Interim Financial Statements

17 RELATED PARTY TRANSACTIONS *(Continued)*

(d) Key management compensation

Key management includes directors and senior management of the Group. The compensation paid or payable to key management for employee services is shown below:

	For the six months ended	
	31 December	
	2021	2020
	HK\$'000	(restated) HK\$'000
Fees	1,552	791
Salaries and other emoluments	42,276	38,927
Contributions to defined contribution schemes	1,953	1,592
Total	45,781	41,310

18 CAPITAL COMMITMENTS

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	As at	As at
	31 December	30 June
	2021	2021
	HK\$'000	HK\$'000
Property, plant and equipment	1,833	1,681
Right-of-use assets	639	–
Total	2,472	1,681

19 COMPARATIVE AMOUNTS

As explained in Notes 2(c) and 5 to the condensed consolidated interim financial statements, due to the Group's application of merger accounting for business combinations under common control during the year ended 30 June 2021 and a change in the grouping of operating segments determined by the Group's CODM during the six months ended 31 December 2021, certain comparative amounts have been restated to conform with the current period's accounting treatments and presentation.

Interim Dividend

The Board has resolved to declare the payment of an interim dividend of HK20.9 cents (Six months ended 31 December 2020: HK28.9 cents) per ordinary share to the ordinary shareholders of the Company for the six months ended 31 December 2021. The interim dividend will be paid in cash to shareholders whose names appear on the register of ordinary shareholders of the Company at the close of business on Tuesday, 15 March 2022. It is expected that the dividend warrants will be posted to shareholders on or about Thursday, 24 March 2022.

CLOSURE OF REGISTER OF ORDINARY SHAREHOLDERS

For the purpose of determining shareholders' entitlement to the interim dividend, the register of ordinary shareholders of the Company will be closed. Details of such closure are set out below:

Ex-dividend date	10 March 2022
Latest time to lodge transfer documents for registration	4:30 pm on 11 March 2022
Closure of register of ordinary shareholders	14 and 15 March 2022
Record date	15 March 2022
Interim dividend payment date	on or about 24 March 2022

During the above closure period, no transfer of ordinary shares will be registered. In order to qualify for the interim dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than the latest time specified above.

Other Information

REVIEW OF INTERIM RESULTS

The Audit Committee of the Company was established by the Board for the purposes of, among other things, reviewing and providing supervision over the Group's financial reporting process and internal controls. It currently comprises four independent non-executive directors of the Company. The Audit Committee has reviewed the Group's unaudited condensed consolidated interim financial statements for the six months ended 31 December 2021 and discussed financial related matters with the management and the external auditors of the Company.

The unaudited condensed consolidated interim financial statements of the Group for the six months ended 31 December 2021 have been reviewed by the Company's external auditor, PricewaterhouseCoopers, 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.

CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders and enhance corporate value of the Group. Throughout the six months ended 31 December 2021, the Company had complied with all the code provisions set out in the Corporate Governance Code contained in Appendix 14 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), with the exception of code provision F.2.2.

Code provision F.2.2 requires the chairman of the board to attend the annual general meeting. Dr. Cheng Kar Shun, Henry, the Chairman of the Board, was unable to attend the annual general meeting of the Company held on 19 November 2021 (the "2021 AGM") due to other important engagement. Mr. Lam Wai Hon, Patrick, the Vice-Chairman of the Board, who took the chair of the 2021 AGM, together with members of the Board who attended the 2021 AGM, were of sufficient caliber for answering questions at the 2021 AGM.

DIRECTORS' DEALINGS IN THE COMPANY'S SECURITIES

The Company has adopted its own Securities Dealing Code, which is no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules, as the code for dealing in securities of the Company by its directors. All directors of the Company confirmed, following specific enquiry by the Company, that they had complied with the required standard set out in the Securities Dealing Code adopted by the Company throughout the six months ended 31 December 2021.

UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of directors since the publication of the 2020-2021 Annual Report are set out below:

1. Dr. Cheng Kar Shun, Henry was re-designated from vice-chairman to chairman of the board of directors of i-CABLE Communications Limited with effect from 30 November 2021.
2. Mr. Soon Kweong Wah was appointed as a director and Council Member of the Hong Kong Federation of Electrical and Mechanical Contractors Limited in October 2021. In addition, Mr. Soon ceased to be the chairman but remained as a member of the Sustainability Committee of the Company with effect from 24 February 2022.
3. Dr. Cheng Chun Fai was appointed as chairman of the Sustainability Committee of the Company with effect from 24 February 2022.

Except as mentioned above, there is no change in information of each director of the Company that is required to be disclosed under Rule 13.51B(1) of the Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 December 2021, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long position in ordinary shares of the Company

Name	Capacity/nature of interest	Number of ordinary shares in issue	Number of underlying shares	Total number of ordinary shares interested in	Percentage of shareholding
Mr. Doo Wai Hoi, William ("Mr. Doo")	Interest of spouse	337,500,000	43,676,379	381,176,379	84.71%

Note:

These shares are beneficially owned by Mrs. Doo Cheng Sau Ha, Amy, spouse of Mr. Doo, details of which are set out in Note 3 to the paragraph headed "SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES" below. By Virtue of Part XV of the SFO, Mr. Doo is taken to be interested in all the shares in which his spouse is interested.

Long position in ordinary shares of associated corporation — FSE Holdings Limited ("FSE Holdings")

Name	Capacity/nature of interest	Number of shares	Percentage of Shareholding ⁽⁵⁾
Mr. Doo	Interest of spouse	440,000,000 ⁽¹⁾	88%
Mr. Lam Wai Hon, Patrick ("Mr. Lam")	Interest of controlled corporations	20,000,000 ⁽²⁾	4%
Mr. Doo William Junior Guilherme ("Mr. Doo Jr")	Interest of controlled corporation	35,000,000 ⁽³⁾	7%
Mr. Lee Kwok Bong ("Mr. Lee")	Interest of controlled corporation	5,000,000 ⁽⁴⁾	1%

Notes:

- These shares are held by Sino Spring Global Limited ("Sino Spring") as to 315,000,000 shares, Power Victory Global Limited ("Power Victory") as to 90,000,000 shares and Frontier Star Limited ("Frontier Star") as to 35,000,000 shares, the entire issued share capital of each of which is beneficially owned by Mrs. Doo Cheng Sau Ha, Amy, spouse of Mr. Doo. By Virtue of Part XV of the SFO, Mr. Doo is taken to be interested in all the shares in which his spouse is interested.
- These shares are held by Equal Merit Holdings Limited ("Equal Merit") as to 10,000,000 shares and Supreme Win Enterprises Limited ("Supreme Win Enterprises") as to 10,000,000 shares, the entire issued share capital of each of which is solely and beneficially owned by Mr. Lam.
- These shares are held by Master Empire Group Limited ("Master Empire"), the entire issued share capital of which is solely and beneficially owned by Mr. Doo Jr.
- These shares are held by Lagoon Treasure Limited ("Lagoon Treasure"), the entire issued share capital of which is solely and beneficially owned by Mr. Lee.
- The percentage of shareholding is calculated on the basis of 500,000,000 shares of FSE Holdings in issue as at 31 December 2021.

Save as disclosed above, none of the directors or chief executive of the Company had any interests 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) as at 31 December 2021.

Other Information

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2021, the interests and short positions of persons in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Long position in ordinary shares and underlying shares of the Company

Name	Capacity/nature of interest	Number of ordinary shares in issue	Number of underlying shares	Total number of ordinary shares interested in	Percentage of shareholding ⁽⁶⁾
FSE Holdings	Beneficial interest and interest of controlled corporation ⁽⁵⁾	337,500,000 ⁽¹⁾	43,676,379 ⁽²⁾	381,176,379 ⁽³⁾	84.71%
Sino Spring ⁽⁴⁾	Interest of controlled corporation	337,500,000	43,676,379	381,176,379	84.71%
Fung Seng Holdings (X) Limited ("Fung Seng") ⁽⁵⁾	Interest of controlled corporations	337,500,000	43,676,379	381,176,379	84.71%
Fungseng Prosperity Holdings Limited ("Fungseng Prosperity") ⁽⁵⁾	Interest of controlled corporations	337,500,000	43,676,379	381,176,379	84.71%
Doo Family Prosperity Holdings Limited ("Doo Family") ⁽⁵⁾	Interest of controlled corporations	337,500,000	43,676,379	381,176,379	84.71%
Mrs. Doo Cheng Sau Ha, Amy ("Mrs. Doo") ⁽⁵⁾	Interest of controlled corporations	337,500,000	43,676,379	381,176,379	84.71%
FSE Management Company Limited ("FMC") ⁽²⁾	Beneficial interests	–	43,676,379	43,676,379	9.71%

Notes:

- These shares are held by FSE Holdings.
- These shares are issuable to FMC upon full conversion of a total of 43,676,379 non-voting redeemable convertible preference shares (the "CPS") issued by the Company to FMC on 16 December 2019. Upon exercise of the conversion rights attaching to each CPS, each CPS is convertible into one ordinary share of the Company (subject to adjustments upon occurrence of certain prescribed events, including consolidation, subdivision or reclassification of shares in the capital of the Company, capitalisation of profits or reserves etc., in each case if not also made available to holder(s) of CPS) within a period of 10 years from its date of issue. FMC is wholly owned by FSE Holdings. By virtue of Part XV of the SFO, FSE Holdings is deemed to be interested in all the shares in which FMC is interested.
- These shares comprise (a) the 337,500,000 ordinary shares in issue and held by FSE Holdings; and (b) the 43,676,379 ordinary shares issuable to FMC upon full conversion of the 43,676,379 CPS as referred to in Note 2 above.
- FSE Holdings is held as to 63% by Sino Spring, 18% by Power Victory, 7% by Frontier Star, 7% by Master Empire, 2% by Supreme Win Enterprises, 2% by Equal Merit and 1% by Lagoon Treasure. By virtue of Part XV of the SFO, Sino Spring is deemed to be interested in all the shares in which FSE Holdings is interested.
- Sino Spring, Power Victory and Frontier Star are wholly-owned subsidiaries of Fung Seng, which in turn is owned as to 75% by Fungseng Prosperity and 25% by Mrs. Doo. Fungseng Prosperity is a wholly-owned subsidiary of Doo Family which in turn is wholly owned by Mrs. Doo. By virtue of Part XV of the SFO, each of Fung Seng, Fungseng Prosperity, Doo Family and Mrs. Doo is deemed to be interested in all the shares in which Sino Spring is interested.

Notes: (continued)

6. The percentage of shareholding is calculated on the basis of 450,000,000 voting shares of the Company in issue as at 31 December 2021. On a fully diluted basis upon full conversion of the CPS assuming no change in the number of voting shares of the Company, the total number of voting shares of the Company in issue will be 493,676,379 and the percentage of shareholdings held by FSE Holdings and FMC will be 77.21% and 8.85% respectively and in each case, each of Sino Spring, Fung Seng, Fungseng Prosperity, Doo Family and Mrs. Doo is deemed to be interested in all shares in which FSE Holdings is interested under Part XV of the SFO. These percentage shareholdings on a fully diluted basis are provided for illustrative purposes only. The terms of the CPS will not permit conversion if immediately after such conversion, the public float of the ordinary shares of the Company will fall below the minimum public float requirements of the Listing Rules.

Save as disclosed above, no other person was recorded in the register required to be kept under section 336 of the SFO as having an interest or short position in the shares or underlying shares of the Company as at 31 December 2021.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 20 November 2015. No share option has been granted under the Scheme since its adoption.

PURCHASE, SALE 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 during the six months ended 31 December 2021.

Corporate Information

BOARD OF DIRECTORS

Non-executive Director

Dr. Cheng Kar Shun, Henry *GBM, GBS (Chairman)*

Executive Directors

Mr. Lam Wai Hon, Patrick *(Vice-Chairman)*
Mr. Poon Lock Kee, Rocky *(Chief Executive Officer)*
Mr. Doo William Junior Guilherme *JP*
Mr. Lee Kwok Bong
Mr. Soon Kweong Wah
Mr. Wong Shu Hung
Dr. Cheng Chun Fai

Independent Non-executive Directors

Mr. Kwong Che Keung, Gordon
Mr. Hui Chiu Chung, Stephen *JP*
Mr. Lee Kwan Hung, Eddie
Dr. Tong Yuk Lun, Paul

Alternate Director

Mr. Doo Wai Hoi, William *BBS, JP*
(alternate to Dr. Cheng Kar Shun, Henry)
(appointed on 7 December 2021)

AUDIT COMMITTEE

Mr. Kwong Che Keung, Gordon *(Chairman)*
Mr. Hui Chiu Chung, Stephen *JP*
Mr. Lee Kwan Hung, Eddie
Dr. Tong Yuk Lun, Paul

REMUNERATION COMMITTEE

Mr. Hui Chiu Chung, Stephen *JP (Chairman)*
Mr. Lee Kwan Hung, Eddie
Dr. Tong Yuk Lun, Paul
Mr. Lam Wai Hon, Patrick
Mr. Poon Lock Kee, Rocky

NOMINATION COMMITTEE

Mr. Lee Kwan Hung, Eddie *(Chairman)*
Mr. Hui Chiu Chung, Stephen *JP*
Dr. Tong Yuk Lun, Paul
Mr. Poon Lock Kee, Rocky
Mr. Doo William Junior Guilherme *JP*

SUSTAINABILITY COMMITTEE

Dr. Cheng Chun Fai *(Chairman)*
Mr. Lee Kwok Bong
Mr. Soon Kweong Wah
Mr. Lee Kwan Hung, Eddie
Dr. Tong Yuk Lun, Paul

COMPANY SECRETARY

Mr. Chan Ju Wai

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered PIE Auditor
22/F Prince's Building
Central
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
BNP Paribas Hong Kong Branch
Chong Hing Bank Limited
Crédit Agricole Corporate and Investment Bank,
Hong Kong Branch
Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
JPMorgan Chase Bank NA, Singapore
Nanyang Commercial Bank, Limited
Standard Chartered Bank (Hong Kong) Limited

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 801–810
8th Floor, Chevalier Commercial Centre
8 Wang Hoi Road, Kowloon Bay
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

331

INVESTOR RELATIONS

Strategic Financial Relations Limited
2401–02, Admiralty Centre I
18 Harcourt Road
Hong Kong

WEBSITE

www.fse.com.hk