



# ABLE ENGINEERING HOLDINGS LIMITED

## 安 保 工 程 控 股 有 限 公 司

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

Stock Code 股份代號: 1627

# INTERIM REPORT

## 中 期 報 告

### 2022/2023



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## CORPORATE INFORMATION 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. YAU Kwok Fai (*Appointed as Chairman on 1 September 2022*)  
Mr. CHEUNG Ho Yuen (*Chief Executive Officer*)  
Mr. LAU Chi Fai Daniel  
Mr. NGAI Chun Hung (*Chairman, up to 1 September 2022*)

#### Non-executive Director

Mr. NGAI Chun Hung (*Redesignated on 1 September 2022*)

#### Independent Non-executive Directors

Prof. KO Jan Ming  
Dr. LEE Man Piu Albert  
Dr. LI Yok Sheung  
Ms. MAK Suk Hing  
Mr. MONG Chan

### BOARD COMMITTEES

#### Audit Committee

Mr. MONG Chan (*Chairman*)  
Prof. KO Jan Ming  
Dr. LEE Man Piu Albert  
Dr. LI Yok Sheung  
Ms. MAK Suk Hing

#### Remuneration Committee

Dr. LEE Man Piu Albert (*Appointed as Chairman on 1 September 2022*)  
Prof. KO Jan Ming  
Dr. LI Yok Sheung (*Ceased to be Chairman on 1 September 2022*)  
Ms. MAK Suk Hing  
Mr. MONG Chan  
Mr. YAU Kwok Fai

#### Nomination Committee

Mr. YAU Kwok Fai (*Chairman, appointed on 1 September 2022*)  
Prof. KO Jan Ming  
Dr. LEE Man Piu Albert  
Dr. LI Yok Sheung  
Ms. MAK Suk Hing  
Mr. MONG Chan  
Mr. NGAI Chun Hung (*Chairman, up to 1 September 2022*)

### 董事會

#### 執行董事

游國輝先生  
(於二零二二年九月一日獲委任為主席)  
張浩源先生 (*行政總裁*)  
劉志輝先生  
魏振雄先生 (*主席，至二零二二年九月一日止*)

#### 非執行董事

魏振雄先生 (*於二零二二年九月一日調任*)

#### 獨立非執行董事

高贊明教授  
李文彪醫生  
李毓湘博士  
麥淑卿女士  
蒙燦先生

### 董事會委員會

#### 審核委員會

蒙燦先生 (*主席*)  
高贊明教授  
李文彪醫生  
李毓湘博士  
麥淑卿女士

#### 薪酬委員會

李文彪醫生  
(於二零二二年九月一日獲委任為主席)  
高贊明教授  
李毓湘博士 (*於二零二二年九月一日退任主席*)  
麥淑卿女士  
蒙燦先生  
游國輝先生

#### 提名委員會

游國輝先生  
(主席，於二零二二年九月一日獲委任)  
高贊明教授  
李文彪醫生  
李毓湘博士  
麥淑卿女士  
蒙燦先生  
魏振雄先生 (*主席，至二零二二年九月一日止*)

## CORPORATE INFORMATION 公司資料

### COMPANY SECRETARY

Mr. MUI Siu Hong, CPA

### 公司秘書

梅兆康先生(會計師)

### INDEPENDENT AUDITOR

Ernst & Young  
Certified Public Accountants  
Registered Public Interest Entity Auditor

### 獨立核數師

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師

### REGISTERED OFFICE

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### 註冊辦事處

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
開曼群島

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

No. 155 Waterloo Road, Kowloon Tong  
Kowloon, Hong Kong

### 總辦事處兼主要營業地點

香港九龍  
九龍塘窩打老道155號

### SHARE REGISTRAR AND TRANSFER OFFICE

Principal Share Registrar and Transfer Office  
in the Cayman Islands

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

### 股份過戶登記處

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited  
Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
開曼群島

### Hong Kong Branch Share Registrar and Transfer Office

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

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### SHARE INFORMATION

#### Ordinary Share Listing

Place of listing	Main Board of The Stock Exchange of Hong Kong Limited
Stock code	01627
Board lot size	4,000 shares

### 股份資料

#### 普通股上市

上市地點	香港聯合交易所 有限公司主板
股票代號	01627
每手買賣單位	4,000股

### WEBSITES

[www.ableeng.com.hk](http://www.ableeng.com.hk)  
[http://www.gennexir.com/?page\\_id=191&code=01627&lang=en\\_US](http://www.gennexir.com/?page_id=191&code=01627&lang=en_US)

### 網址

[www.ableeng.com.hk](http://www.ableeng.com.hk)  
[http://www.gennexir.com/?page\\_id=191&code=01627&lang=zh\\_HK](http://www.gennexir.com/?page_id=191&code=01627&lang=zh_HK)

The board of directors of Able Engineering Holdings Limited (the “Company”) presents the unaudited condensed consolidated interim financial information of the Company and its subsidiaries for the six months ended 30 September 2022 together with comparative figures for the corresponding period in the previous year. The condensed consolidated interim financial information has not been audited, but has been reviewed by the Audit Committee of the Company.

安保工程控股有限公司(「本公司」)的董事會提呈本公司及其附屬公司截至二零二二年九月三十日止六個月的未經審核簡明綜合中期財務資料，連同於去年同期的比較數字。簡明綜合中期財務資料乃未經審核，惟已由本公司的審核委員會審閱。

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註	
<b>REVENUE</b>	<b>收入</b>	5	1,994,285
Contract costs	合約成本	6	(1,893,866)
Gross profit	毛利		100,419
Other income and gains	其他收入及收益	5	4,923
Administrative expenses	行政開支		(36,875)
Finance costs	財務費用		(7,456)
Share of profits and losses of joint ventures	應佔合營企業損益		4,023
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	6	65,034
Income tax expense	所得稅開支	7	(15,232)
<b>PROFIT FOR THE PERIOD</b>	<b>期間溢利</b>		49,802
<b>OTHER COMPREHENSIVE LOSS</b>	<b>其他全面虧損</b>		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面虧損：		
Exchange differences in translation of foreign operations	因換算海外業務產生之匯兌差額		(14,303)
<b>OTHER COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>期間其他全面虧損</b>		(14,303)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	<b>母公司持有者應佔期間全面收益總額</b>		35,499
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	<b>母公司普通權益持有者應佔每股盈利</b>		
Basic and diluted (HK cents)	基本及攤薄(港仙)	9	2.49
			0.68

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 綜合財務狀況表

		Notes 附註	Unaudited 未經審核 30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	10	1,487,004	1,207,511
Investments in joint ventures	於合營企業的投資		91,274	87,251
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		11,265	11,155
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>1,589,543</b>	<b>1,305,917</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Accounts receivable	應收賬款	11	278,883	307,320
Contract assets	合約資產		821,141	741,451
Prepayments, other receivables and other assets	預付款項、其他應收款及其他資產		55,734	54,054
Restricted cash	受限制現金		14,704	14,704
Cash and cash equivalents	現金及現金等值物		820,015	1,502,962
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,990,477</b>	<b>2,620,491</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Accounts payable	應付賬款	12	648,168	701,567
Tax payable	應付稅項		30,038	19,327
Other payables and accruals	其他應付款及應計費用		997,059	1,083,450
Interest-bearing bank loans	計息銀行貸款		24,680	205,442
<b>Total current liabilities</b>	<b>流動負債總值</b>		<b>1,699,945</b>	<b>2,009,786</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>290,532</b>	<b>610,705</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>1,880,075</b>	<b>1,916,622</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 綜合財務狀況表

			Unaudited 未經審核 30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank loans	計息銀行貸款		482,500	482,500
Other payables	其他應付款		9,653	11,699
<b>Total non-current liabilities</b>	<b>非流動負債總值</b>		<b>492,153</b>	<b>494,199</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>1,387,922</b>	<b>1,422,423</b>
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the parent	母公司持有者應佔權益			
Issued capital	已發行股本	13	20,000	20,000
Reserves	儲備		1,367,922	1,402,423
<b>Total equity</b>	<b>總權益</b>		<b>1,387,922</b>	<b>1,422,423</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 綜合權益變動表

		Unaudited 未經審核					
		Attributable to owners of the parent 母公司持有者應佔					
		Issued capital 已發行股本	Share premium 股份溢價	Capital reserve 資本儲備	Exchange reserve 匯兌儲備	Retained profits 保留溢利	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	20,000	574,485*	(36,742)*	-*	864,680*	1,422,423
Profit for the period	期間溢利	-	-	-	-	49,802	49,802
Other comprehensive loss for the period:	期間其他全面虧損：						
Exchange differences on translation of foreign operation	換算海外業務產生之匯兌差異	-	-	-	(14,303)	-	(14,303)
Total comprehensive income for the period	期間全面收益總額	-	-	-	(14,303)	49,802	35,499
2021/22 final dividend (note 8)	二零二一/二二年末期股息 (附註8)	-	-	-	-	(70,000)	(70,000)
At 30 September 2022	於二零二二年九月三十日	20,000	574,485*	(36,742)*	(14,303)*	844,482*	1,387,922
At 1 April 2021	於二零二一年四月一日	20,000	574,485	(36,742)	-	791,800	1,349,543
Profit and total comprehensive income for the period	期間溢利及全面收益總額	-	-	-	-	13,528	13,528
2020/21 final dividend (note 8)	二零二零/二一年末期股息 (附註8)	-	-	-	-	(50,000)	(50,000)
At 30 September 2021	於二零二一年九月三十日	20,000	574,485	(36,742)	-	755,328	1,313,071

\* These reserve accounts comprise the consolidated reserves of HK\$1,367,922,000 (31 March 2022: HK\$1,402,423,000) in the consolidated statement of financial position as at 30 September 2022.

\* 於二零二二年九月三十日，該等儲備賬目構成綜合財務狀況表中的綜合儲備1,367,922,000港元(二零二二年三月三十一日：1,402,423,000港元)。



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

### 簡明綜合現金流量表

		Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Notes 附註		
Net cash flows used in operating activities	經營業務所用之現金流量淨額	(137,540)	(88,476)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資業務之現金流量</b>		
Acquisition of a subsidiary	收購附屬公司	(180,543)	–
Additions of items of property, plant and equipment	增加物業、機器及設備項目	(69,427)	(53,293)
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	–	(6,987)
Increase in restricted cash	受限制現金增加	–	(14,704)
Net cash flows used in investing activities	投資業務所用之現金流量淨額	(249,970)	(74,984)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資業務之現金流量</b>		
New bank loans	新增銀行貸款	54,680	200,016
Repayment of bank loans	償還銀行貸款	(235,442)	(480,250)
Dividends paid	已付股息	(70,000)	(50,000)
Principal portion of lease payments	租賃付款之本金部分	(43,445)	(15,781)
Net cash flows used in financing activities	融資業務所用之現金流量淨額	(294,207)	(346,015)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物減少淨額</b>	(681,717)	(509,475)
Cash and cash equivalents at beginning of period	現金及現金等值物期初餘額	1,502,962	904,933
Effect of foreign exchange rate change	匯率變動之影響	(1,230)	–
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>現金及現金等值物期末餘額</b>	820,015	395,458
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物結餘之分析</b>		
Cash and bank balances	現金及銀行結餘	569,765	395,458
Non-pledged time deposits	無抵押定期存款	250,250	–
Cash and cash equivalents as stated in the statement of cash flows	現金流量表內所述之現金及現金等值物	820,015	395,458

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 1. CORPORATE INFORMATION

Able Engineering Holdings Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands and its shares are publicly traded on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company is located at No. 155 Waterloo Road, Kowloon Tong, Kowloon, Hong Kong.

During the six months ended 30 September 2022 (“**the/this/current period**”), the Company and its subsidiaries (collectively, the “**Group**”) were principally engaged in building construction and repair, maintenance, alteration and addition (“**RMAA**”) works in Hong Kong. Except for the acquisition of Gain Capital Corporation Limited (“**Gain Capital**”) for upstream expansion into the pre-fabrication business, there were no significant changes in the nature of the Group’s principal activities during the period.

In the opinion of the board (the “**Board**”) of directors (the “**Directors**”) of the Company, Golden Lux Holdings Limited, a company incorporated in the British Virgin Islands (the “**BVI**”), is the immediate holding company of the Company; Golden More Limited, a company incorporated in the BVI, is the ultimate holding company of the Company.

### 1. 公司資料

安保工程控股有限公司(「**本公司**»)為一家於開曼群島註冊成立的有限公司，其股份於香港聯合交易所有限公司(「**聯交所**»)主板公開買賣。本公司的註冊辦事處位於開曼群島之Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108。本公司的主要營業地點位於香港九龍九龍塘窩打老道155號。

截至二零二二年九月三十日止六個月(「**本期間**»),本公司及其附屬公司(統稱「**本集團**»)主要於香港從事樓宇建築以及維修、保養、改建及加建(「**RMAA**»)工程。除通過收購佳祺有限公司(「**佳祺**»)以向上游擴展至預製組件業務外，本集團於本期間的主要業務活動的性質並無重大變動。

本公司之董事(「**董事**»)會(「**董事會**»)認為，金力控股有限公司(一間於英屬維爾京群島(「**英屬維爾京群島**»)註冊成立的有限公司)為本公司的直接控股公司；金進有限公司(一間於英屬維爾京群島註冊成立的有限公司)為本公司的最終控股公司。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 2. BASIS OF PREPARATION

This unaudited condensed consolidated interim financial information for the six months ended 30 September 2022 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 (the “HKICPA”) and the applicable disclosure requirements set out in Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The accounting policies and basis of preparation adopted in the preparation of this unaudited condensed consolidated interim financial information are consistent with those set out in the Group’s audited consolidated financial statements for the year ended 31 March 2022 which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, HKASs and Interpretations) issued by the HKICPA and accounting principles generally accepted in Hong Kong, except for the adoption of the revised or amended HKASs and HKFRSs as stated in note 3 to this unaudited condensed consolidated interim financial information below. This unaudited condensed consolidated interim financial information has been prepared under the historical cost convention, except for the life insurance policies which have been measured at fair value, and is presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

### 2. 編製基準

此截至二零二二年九月三十日止六個月的未經審核簡明綜合中期財務資料乃根據香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及聯交所證券上市規則(「上市規則」)附錄十六載列的適用披露規定而編製。

除於下文未經審核簡明綜合中期財務資料附註3所述的採納經修訂或修正的香港財務報告準則及香港財務報告準則外，本集團在編製此未經審核簡明綜合中期財務資料時所採用的會計政策及編製基準，與其於截至二零二二年三月三十一日止年度的經審核綜合財務報表所載一致，並按照香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則及詮釋)及香港公認會計原則而編製。此未經審核簡明綜合中期財務資料乃根據歷史法編製(該等人壽保險保單除外)，並以港元(「港元」)呈列，除另有說明者外，所有價值均約整至最接近的千位數(「千港元」)。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 2. BASIS OF PREPARATION (continued)

This unaudited condensed consolidated interim financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended 31 March 2022. This condensed consolidated interim financial information has not been audited or reviewed by the Company's external auditor, but has been reviewed by the Audit Committee of the Company.

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of this unaudited interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2022, except for the adoption of the following revised HKFRSs for the first time for current period's financial information.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The amendments did not have any significant impact on the Group's financial statements.

### 2. 編製基準(續)

此未經審核簡明綜合中期財務資料並不包括年度財務報表所需披露的全部資料，並應與本公司截至二零二二年三月三十一日止年度的經審核綜合財務報表一併閱讀。此簡明綜合中期財務資料並未經本公司的外聘核數師審核或審閱，惟已由本公司的審核委員會審閱。

### 3. 會計政策及披露的變動

除於本期間的未經審核簡明綜合中期財務資料首次採用下文所述之經修訂的香港財務報告準則外，本集團在編製本未經審核簡明綜合中期財務資料時所採用的會計政策與其於截至二零二二年三月三十一日止年度之全年財務報表所載一致：

香港財務報告準則第3號 (修訂)	概念框架的引用
香港會計準則第16號 (修訂)	物業、廠房及設備— 作擬定用途前的 所得款項
香港會計準則第37號 (修訂)	虧損性合同— 履行合同的成本
二零一八年至二零二零年 香港財務報告準則的 年度改進	香港財務報告準則 第1號、香港財務 報告準則第9號、 香港財務報告準則 第16號相應闡釋範 例及香港會計準則 第41號之修訂本

該等修訂並無對本集團的財務報表造成任何重大影響。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) the contract works segment engages in contract works, acting as a main contractor or sub-contractor, primarily in respect of building construction and RMAA works; and
- (b) the pre-fabrication segment engages in manufacturing, processing and sale of pre-fabrication items.

During the period, the Group expanded its business to pre-fabrication through acquisition of Gain Capital. As at 30 September 2022, the business of pre-fabrication was not commenced as the factory, office and related premises on a leasehold land in Mainland China held by the subsidiary of Gain Capital (collectively, the “**Huizhou Factory**”) were under construction. Accordingly, the Group’s revenue from external customers during the period was derived solely from its contract works business in Hong Kong and therefore no segment information regarding disaggregation of revenue and segment results is presented for the period. Further details of the Group’s revenue from contract works business are set out in note 5 to this unaudited condensed consolidated interim financial information.

### 4. 分部資料

就管理而言，本集團根據其產品及服務劃分了以下兩個可報告的經營分部：

- (a) 合約工程分部從事合約工程，以總承建商或分判商的身份，主要涉及樓宇建築以及RMAA工程；及
- (b) 預製組件分部從事預製組件的製造、加工及銷售。

於本期內，本集團通過收購佳祺將業務擴展至預製組件。於二零二二年九月三十日，由於佳祺之附屬公司持有的中國內地租賃土地上的廠房、辦公室及相關處所(統稱「**惠州廠房**」)正在建設，預製組件業務尚未開展。因此，本集團本期來自外部客戶之收入僅源自其於香港的合約工程業務，本期間因而並無呈列有關收益明細及分部業績的分部資料。有關本集團來自合約工程業務的收入的進一步資料載於本未經審核簡明綜合中期財務資料附註5。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 4. OPERATING SEGMENT INFORMATION (continued) 4. 分部資料(續)

Other than the Huizhou Factory and related property, plant and equipment with carrying amount of HK\$266,772,000, the segment assets and segment liabilities of pre-fabrication business are less than 1% of the Group's total assets and total liabilities as at 30 September 2022, no segment information regarding total assets and total liabilities is presented for the period. At the end of the reporting period, the Group's non-current assets of the Group were located as follows:

除惠州廠房及相關物業、機械及設備之賬面總值266,772,000港元外，於二零二二年九月三十日預製組件業務的分部資產及分部負債佔本集團資產總值及負債總值的比例均不足1%，故本期間並無呈列有關資產總額及負債總額的分部資料。於報告期末，本集團的非流動資產分佈如下：

		Unaudited 未經審核 30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
Hong Kong	香港	1,311,506	1,294,762
Mainland China	中國大陸	266,772	-

The non-current asset information above is based on the locations of the assets and excludes financial instruments.

上述非流動資產資料以資產所在地為基礎，不包括金融工具。

The interim operation of the Group has no seasonality or cyclicity impact.

本集團中期經營不存在季節性或週期性影響。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 5. REVENUE, OTHER INCOME AND GAINS

All of the Group's revenue from contract works is recognised over time. An analysis of the Group's revenue, other income and gains, is as follows:

### 5. 收入、其他收入及收益

本集團所有來自合約工程的收入乃隨時間被確認。本集團的收入、其他收入及收益的分析如下：

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<i>Revenue from contracts with customers</i>	來自客戶合約之收入		
Contract works for building construction	樓宇建築的合約工程	1,994,285	2,001,876
Contract works for RMAA works	RMAA工程合約工程	-	-
		1,994,285	2,001,876
<i>Other income and gains</i>	其他收入及收益		
Interest income	利息收入	1,366	190
Government subsidies*	政府資助*	2,605	714
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益的金融資產之公平值收益	110	-
Exchange difference	匯兌差額	842	-
		4,923	904

\* There were no unfulfilled conditions or contingencies relating to these subsidies.

\* 該等資助並無任何未履行條件或或然事項。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Contract costs	合約成本	1,893,866	1,934,222
Depreciation of owned assets	自置資產的折舊	222	272
Depreciation of right-of-use assets	使用權資產的折舊	36,276	38,952
Employee benefit expenses (excluding directors' remuneration)	僱員福利開支(不包括董事酬金)	75,953	87,844
Directors' remuneration	董事酬金	8,268	8,874

### 6. 除稅前溢利

本集團之除稅前溢利已扣除下列各項：

### 7. INCOME TAX

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current – Hong Kong: Charge for the period	即期 – 香港： 期間費用	15,232	8,826

### 7. 所得稅

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 September 2021: 16.5%) on the estimated assessable profits arising in Hong Kong during this period. No provision for Mainland China corporate income tax has been made as the Group did not generate any assessable profits arising in Mainland China during the period (six months ended 30 September 2021: nil).

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

香港利得稅乃根據本期間在香港產生的估計應課稅溢利按稅率16.5%(截至二零二一年九月三十日止六個月：16.5%)作出撥備。由於本期內本集團並無在中國大陸產生任何應課稅溢利(截至二零二一年九月三十日止六個月：無)，故未就中國大陸企業所得稅計提撥備。

根據開曼群島及英屬維爾京群島的規則及規例，本集團於開曼群島及英屬維爾京群島毋須繳納任何所得稅。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 8. DIVIDEND

During the six months ended 30 September 2022, the Company declared and paid a final dividend of HK\$0.035 (HK3.5 cents) (six months ended 30 September 2021: HK\$0.025 (HK\$2.5cents)) per share for the year ended 31 March 2022, amounting to a total of HK\$70,000,000 (six months ended 30 September 2021: HK\$50,000,000).

The Board resolved not to declare the payment of an interim dividend for the six months ended 30 September 2022 (six months ended 30 September 2021: nil).

### 9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the period ended 30 September 2022 and 2021 attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 2,000,000,000 in issue during the six months ended 30 September 2022 and 2021.

The Group had no potentially dilutive ordinary shares in issue during the six months ended 30 September 2022 and 2021.

### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group (i) acquired the Huizhou Factory which valued at HK\$213,388,000 upon completion of acquisition (six months ended 30 September 2021: nil); (ii) incurred HK\$69,427,000 (six months ended 30 September 2021: HK\$53,293,000) on the additions of items of property, plant and equipment; and (iii) newly recognised right-of-use assets amounted to HK\$44,957,000 (six months ended 30 September 2021: HK\$43,440,000) for new lease agreements and several leasehold land lots in Hong Kong.

There was no disposal of property, plant and equipment during the reporting period.

### 8. 股息

於截至二零二二年九月三十日止六個月，本公司已宣派及支付截至二零二二年三月三十一日止年度的末期股息，每股0.035港元(3.5港仙)(截至二零二一年九月三十日止六個月：每股0.025港元(2.5港仙))，總金額為70,000,000港元(截至二零二一年九月三十日止六個月：50,000,000港元)。

董事會決議不宣派截至二零二二年九月三十日止六個月的中期股息(截至二零二一年九月三十日止六個月：無)。

### 9. 母公司普通權益持有者應佔每股盈利

每股基本盈利金額乃根據母公司普通權益持有者應佔於截至二零二二年及二零二一年九月三十日止期間溢利及於截至二零二二年及二零二一年九月三十日止六個月已發行的普通股的加權平均數2,000,000,000股計算。

本集團於截至二零二二年及二零二一年九月三十日止六個月並無潛在攤薄已發行普通股。

### 10. 物業、機器及設備

於截至二零二二年九月三十日止六個月，本集團(i)購入於收購完成時價值為213,388,000港元的惠州廠房(截至二零二一年九月三十日止六個月：無)；(ii)於增加物業、機器及設備項目使用69,427,000港元(截至二零二一年九月三十日止六個月：53,293,000港元)；及(iii)為新的租賃協議及幾塊租賃土地確認新使用權資產44,957,000港元(截至二零二一年九月三十日止六個月：43,440,000港元)。

於報告期內並無出售物業、機器及設備。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 11. ACCOUNTS RECEIVABLE

Accounts receivable represented receivables for contract works. The payment terms of contract works receivables are stipulated in the relevant contracts and payments are normally due within 60 days from the date of issuance of payment certificate.

The Group assigned its financial benefits under certain contract works to secure certain general banking facilities granted to members of the Group. As at 30 September 2022, the aggregate amount of accounts receivable related to such contract works were pledged to secure the relevant banking facilities was HK\$216,197,000 (31 March 2022: HK\$40,008,000).

An ageing analysis of the Group's accounts receivable as at the end of the reporting period, based on the payment certificate date, is as follow:

### 11. 應收賬款

應收賬款指合約工程應收款項。合約工程應收款項的支付條款於有關合約訂明，而款項通常於發出付款證明書日期起60日內到期結付。

本集團出讓其於若干合約工程的財務利益，以擔保授予本集團相關成員的若干一般銀行融資。於二零二二年九月三十日，與相關合約工程有關而予以抵押作為有關銀行融資擔保的應收賬款總值216,197,000港元(二零二二年三月三十一日：40,008,000港元)。

於報告期末，本集團按付款證明書日期劃分的應收賬款的賬齡分析如下：

	Unaudited 未經審核 30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
Current to six months 即期至六個月	278,883	307,320

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 12. ACCOUNTS PAYABLE

An ageing analysis of the Group's accounts payable as at the end of the reporting period, based on the invoice date or the payment certificate date, is as follows:

Current to three months	即期至三個月
Four to six months	四至六個月
Over six months	超過六個月

		351,163	467,841
		32,648	37,188
		264,357	196,538
		<b>648,168</b>	<b>701,567</b>

At 30 September 2022, retention payables included in accounts payable amounted to HK\$297,049,000 (31 March 2022: HK\$255,769,000), which are non-interest-bearing and normally settled within terms ranging from one to four years.

Other than retention payables, accounts payable are non-interest-bearing and are normally settled within 60 days from the date of invoice or payment certificate date.

### 12. 應付賬款

於報告期末，本集團按發票日期或付款證明書日期劃分的應付賬款賬齡分析如下：

Unaudited 未經審核 30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
351,163	467,841
32,648	37,188
264,357	196,538
<b>648,168</b>	<b>701,567</b>

於二零二二年九月三十日，應付賬款包含應付保證金297,049,000港元(二零二二年三月三十一日：255,769,000港元)，其為不計息及一般結算期為一至四年。

除應付保留款項外，應付賬款為不計息及一般自發票日期或付款證明書日期起60天內清償。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 13. SHARE CAPITAL

### 13. 股本

		Unaudited 未經審核 30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
Authorised:	法定：		
10,000,000,000 ordinary shares of HK\$0.01 each	10,000,000,000股每股面值 0.01港元的普通股	100,000	100,000
Issued and fully paid:	已發行及繳足：		
2,000,000,000 ordinary shares of HK\$0.01 each	2,000,000,000股每股面值 0.01港元的普通股	20,000	20,000

There was no movement in the Company's share capital during the six months ended 30 September 2022 (six months ended 30 September 2021: nil).

於截至二零二二年九月三十日止期間，本公司的股本概無變動（截至二零二一年九月三十日：無）。

### 14. SHARE OPTION SCHEME

Pursuant to a members' resolution of the Company passed on 31 August 2018, the Company has adopted a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any directors and full-time employees of any member of the Group. The Scheme became effective on 31 August 2018 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Pursuant to the Scheme, the maximum number of shares in respect of which options may be granted under the Scheme is such a number of shares representing 10% of the issued share capital of the Company at the adoption date of the Scheme or on the day when such limit is subsequently refreshed with shareholders' approval (excluding for this purpose any share options which have been previously granted pursuant to the Scheme and any other scheme (including those outstanding, cancelled, lapsed or exercised)).

### 14. 購股權計劃

根據本公司於二零一八年八月三十一日通過的股東決議案，本公司已採納一項購股權計劃（「該計劃」），以提供獎勵及獎賞予對本集團成功經營作出貢獻的合資格參與人士。該計劃的合資格參與人士包括本集團任何成員公司的任何董事及全職僱員。該計劃已於二零一八年八月三十一日生效，除另有註銷或修訂者外，將於該日期起計十年內持續生效。根據該計劃並視乎股東批准而定，就根據該計劃可能授出購股權的股份數目上限為佔本公司於採納該計劃當日或期後股東批准更新該限制之日的已發行股本10%的該等股份數目（就此目的而言，不包括根據該計劃及任何其他計劃於先前已授出的任何購股權（包括尚未行使、已註銷、已失效或已行使的購股權））。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 14. SHARE OPTION SCHEME (continued)

The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to directors, officers or substantial shareholders of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder of the Company or an independent non-executive Director, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 14 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors and ends on a date which is not later than 10 years from the date of offer of the share options.

The exercise price of the share options is determinable by the Directors, but should not be less than the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange daily quotation sheets on the date of grant of the share options; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares of the Company.

### 14. 購股權計劃(續)

於任何12個月期間，根據該計劃授予每名合資格參與人士的購股權可發行股份數目上限乃本公司於不時之已發行股份的1%。授出任何超過此限額的購股權須獲股東於股東大會上批准。

授予本公司董事、高級職員或主要股東(或任何彼等的聯繫人)的購股權須事先獲本公司獨立非執行董事批准。此外，於任何12個月期間內，若任何授予本公司主要股東或本公司獨立非執行董事(或任何彼等的聯繫人)的任何購股權超過本公司不時之已發行股份的0.1%及總值(以本公司股份於授出日期的價格為準)超過五百萬港元，須事先獲股東於股東大會上批准。

授出購股權的要約可於要約日期起14天內由承授人支付總計1港元的名義代價後獲接納。授出的購股權的行使期由董事釐定，並不遲於購股權要約日期起計10年的日期結束。

購股權的行使價由董事釐定，惟不得低於以下最高者(i)本公司股份於購股權授出日期於聯交所日報表所報收市價；(ii)本公司股份於緊接要約日期前五個交易日於聯交所報平均收市價；及(iii)本公司股份的面值。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 14. SHARE OPTION SCHEME (continued)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No option was granted from the date of adoption of the Scheme up to the date of approval of this unaudited condensed consolidated interim financial information.

### 15. ACQUISITION OF A SUBSIDIARY WHICH IS NOT A BUSINESS

On 18 February 2022, the Group entered into a conditional sale and purchase agreement with Mr. NGAI Chun Hung ("Mr. NGAI", a non-executive Director and a controlling shareholder of the Company) to acquire the entire issued share capital of Gain Capital and all such sum of money due and owing by Gain Capital and its subsidiary to Mr. NGAI for a cash consideration of HK\$181,400,000 (the "GC Acquisition"). The GC Acquisition was completed on 5 May 2022.

On the completion date of acquisition, Gain Capital and its subsidiary were constructing the Huizhou Factory. The GC Acquisition has been accounted for by the Group as acquisition of assets as the entities acquired by the Group do not constitute a business.

The Group incurred transaction costs of HK\$1,082,000 for the GC Acquisition. These transaction costs of which HK\$236,000 have been capitalised and are included as part of the investment cost and HK\$846,000 have been expensed and are included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

### 14. 購股權計劃(續)

購股權並無賦予持有人收取股息或於股東大會上投票的權利。

自該計劃採納日期起至批准此未經審核簡明綜合中期財務資料當日，並無授出任何購股權。

### 15. 收購非構成業務的附屬公司

於二零二二年二月十八日，本集團與魏振雄先生(「魏先生」，本公司的一名非執行董事及控股股東)，訂立有條件的買賣協議，收購佳祺全部已發行股份以及佳祺與其附屬公司應付及結欠魏先生的全部有關款項，現金代價為181,400,000港元(「佳祺收購事項」)。佳祺收購事項於二零二二年五月五日完成。

於收購完成日，佳祺及其附屬公司正在建設惠州廠房。由於收購的實體並不構成業務，因此本集團已將佳祺收購事項視為收購資產入賬。

本集團就佳祺收購事項產生了1,082,000港元的交易成本。當中236,000港元的交易成本已資本化並計入投資成本，而846,000港元已支出並計入綜合損益及其他全面收益表之行政開支。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 15. ACQUISITION OF A SUBSIDIARY WHICH IS NOT A BUSINESS (continued) 15. 收購非構成業務的附屬公司(續)

The net assets acquired by the Group in the GC Acquisition are as follows:

本集團在佳祺收購事項中收購的淨資產如下：

		HK\$'000 千港元
<b>Net assets acquired:</b>	<b>收購的淨資產：</b>	
Property, plant and equipment	物業、機器及設備	213,388
Prepayments, other receivables and other assets	預付款項、其他應收款及其他資產	2,237
Cash and bank balances	現金及銀行結餘	1,093
Other payables	其他應付款	(35,082)
		181,636
<b>Satisfied by:</b>	<b>支付方式：</b>	
Cash	現金	181,636

An analysis of the cash flows in respect of the GC Acquisition is as follows:

佳祺收購事項之現金流量的分析如下：

		HK\$'000 千港元
Cash consideration and relevant transaction cost	現金代價及相關交易成本	181,636
Cash and bank balances acquired	收購之現金及銀行結餘	(1,093)
Net outflow of cash equivalents included in cash flows from investing activities	計入投資業務之現金流量的現金等值物流出淨額	180,543
Transaction costs of the GC Acquisition included in cash flows from operating activities	計入經營活動之現金流量的佳祺收購事項之交易成本	846
		181,389

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 16. CONTINGENT LIABILITIES

#### (a) Guarantees

As at 30 September 2022, the guarantees given by the Group to certain banks in respect of performance bonds issued in favour of certain customers of contract works business amounted to HK\$285,315,000 (31 March 2022: HK\$285,315,000).

#### (b) Claims

##### (i) Personal injuries

In the ordinary course of the Group's contract works business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or the Group's sub-contractors in accidents arising out of and in the course of their employment. The Directors are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.

##### (ii) Sub-contractors' claims

In the ordinary course of the Group's contract works business, the Group has been subject to various claims from sub-contractors from time to time. Provision would be made for claims when management assess they can reasonably estimate the probable outcome of the claims. No provision would be made for claims when the claims cannot be reasonably estimated or management believe that the probability of loss is remote.

### 16. 或然負債

#### (a) 擔保

於二零二二年九月三十日，本集團就給予合約工程業務的若干客戶發出履約擔保而給予若干銀行的擔保金額為285,315,000港元（二零二二年三月三十一日：285,315,000港元）。

#### (b) 索償

##### (i) 人身意外

在本集團的日常合約工程業務中，本集團或本集團之分判商的僱員因受僱期間遭遇意外以致受傷而向本集團索償。董事認為有關索償屬於保險的受保範圍，故有關索償不會對本集團的財政狀況或業績及經營構成任何重大負面影響。

##### (ii) 分判商索償

在本集團的日常合約工程業務中，分判商不時向本集團提出各種索償。當管理層作出評估並能合理估計索償的可能結果時，將預提索償金額。如果無法合理估算索償金額或管理層相信損失的可能性很小，則不會預提索償金額。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 17. CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

### 17. 資本承擔

本集團於報告期末的資本承擔如下：

		Unaudited 未經審核 30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Construction in progress	在建工程	579,673	84,797
Acquisition of Gain Capital	收購佳祺	-	181,400
Acquisition of a potential joint venture (note)	收購一間潛在合營企業 (附註)	-	125,000
		579,673	391,197

Note: The related sale and purchase agreement was terminated on 5 May 2022.

附註：相關買賣協議已於二零二二年五月五日終止。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 18. RELATED PARTY TRANSACTIONS

#### (a) Related party transactions

In addition to the transactions and balances detailed elsewhere in this unaudited condensed consolidated interim financial information, the Group had the following transactions with related parties during the period:

### 18. 關連方交易

#### (a) 關連方交易

除於本未經審核簡明綜合中期財務資料的其他部分所述的該等交易及結餘外，本集團於本期間內曾與關連方進行下列交易：

		Unaudited 未經審核		
		Six months ended 30 September 截至九月三十日止六個月		
Notes 附註		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	
Rental payments to a company owned and controlled by Mr. NGAI	向一間由魏先生持有及控制的公司支付的租金	(i), (ii), (iv)	1,404	1,404
Purchase of products and installation services from a joint venture	自一間合營企業購買產品及安裝服務	(i), (iv)	5,935	31,313
Acquisition of Gain Capital from Mr. NGAI	向魏先生收購佳祺	(i), (iii)	181,400	–

#### Notes:

- (i) These transactions were conducted on terms and conditions mutually agreed between the relevant parties.
- (ii) These related party transactions also constitute de minimis continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (iii) This related party transaction also constitutes connected transactions as defined in Chapter 14A of the Listing Rules.
- (iv) The Directors are of the opinion that these related party transactions were conducted in the ordinary course of business of the Group.

#### 附註：

- (i) 該等交易乃按相關訂約方互相協定的條款及條件進行。
- (ii) 該等關聯方交易亦構成上市規則第十四A章所界定之最低豁免水平的持續關聯交易。
- (iii) 該關聯方交易亦構成上市規則第十四A章所界定的持續關聯交易。
- (iv) 董事認為，該等關連方交易乃於本集團日常業務過程中進行。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 18. RELATED PARTY TRANSACTIONS (continued)

#### (b) Compensation of key management personnel of the Group

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	15,393	13,342
Retirement benefit costs	退休福利支出	81	99
Total compensation paid to key management personnel	支付予主要管理人員的總酬金	15,474	13,441

### 18. 關連方交易(續)

#### (b) 本集團主要管理人員的酬金

### 19. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

#### (a) Financial risk management

The Group's financial risk management objectives and policies if current period are the same as those disclosed in the Group's audited consolidated financial statements for the year ended 31 March 2022 except for the Group is also exposed to currency risks primarily through business activities in the Mainland China which give rise to cash and bank balances that are denominated in currencies other than the functional currency of the operations to which the transactions relate.

### 19. 財務風險管理及公允值計量

#### (a) 財務風險管理

本集團除因於中國內地之業務活動而承受貨幣風險，產生以交易相關業務的功能貨幣以外的貨幣計值的現金及銀行結餘外，本集團於本期間的財務風險管理目標及政策與本集團於截至二零二二年三月三十一日止年度的經審核綜合財務報表中所載者一致。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

### 19. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### (b) Fair value measurement

Management has assessed that the fair values of cash and cash equivalents, accounts receivable, contract assets, financial assets included in prepayments, other receivables and other assets, accounts payable, contract liabilities, financial liabilities included in other payables and accruals, an amount due to a joint venture and interest-bearing bank loans approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of financial assets at fair value through profit or loss is determined with reference to the cash value as provided by the insurance company.

### 20. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

This unaudited condensed consolidated interim financial information was approved and authorised for issue by the Board on 25 November 2022.

### 19. 財務風險管理及公允值計量(續)

#### (b) 公允值計量

管理層已評估現金及現金等值物、應收賬款、合約資產、計入預付款項、其他應收款及其他資產的金融資產、應付賬款、合約負債、計入其他應付款及應計費用的金融負債、應付一間合營企業款項及計息銀行貸款的公平值與其賬面值相若，主要由於該等工具於短期內到期。

金融資產及負債的公平值以自願交易方(強迫或清盤出售者除外)於當前交易中該工具的可交易金額入賬。

按公平值計入損益的金融資產之公平值乃參照保險公司所提供的現金價值釐定。

### 20. 批准未經審核簡明綜合中期財務資料

此未經審核簡明綜合中期財務資料已於二零二二年十一月二十五日獲董事會批准及授權發佈。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### RESULTS FOR THE INTERIM PERIOD

During the six months ended 30 September 2022, Able Engineering Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) recorded a consolidated turnover of HK\$1,994,285,000, representing a slight decrease of 0.4% from HK\$2,001,876,000 of the previous corresponding period. The Group’s gross profit during this period was HK\$100,419,000, representing an increase of 48% from HK\$67,654,000 for the six months ended 30 September 2021. Profit of this period amounted to HK\$49,802,000 (six months ended 30 September 2021: HK\$13,528,000). The increase in gross profit and net profit was mainly attributable to a substantial building construction project was completed in current period which the actual cost incurred in current period was lower than that previously estimated. Accordingly, the basic earnings per share increased from HK0.68 cents for the six months ended 30 September 2021 to HK2.49 cents for this period.

### DIVIDEND

During the six months ended 30 September 2022, the Company declared a final dividend of HK\$0.035 (HK3.5 cents) per share for the year ended 31 March 2022, amounted to a total of HK\$70,000,000 (six months ended 30 September 2021: HK\$50,000,000). The 2021/22 final dividend was paid on 27 September 2022.

The board (the “Board”) of directors (the “Directors”) of the Company has resolved not to declare the payment of an interim dividend for this period (six months ended 30 September 2021: nil).

### 中期業績

於截至二零二二年九月三十日止六個月，安保工程控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）錄得的綜合收入為1,994,285,000港元，較去年同期的2,001,876,000港元輕微下降0.4%。本集團於本期間的毛利為100,419,000港元，較截至二零二一年九月三十日止六個月的67,654,000港元上升48%。而本期間的溢利則為49,802,000港元（截至二零二一年九月三十日止六個月：13,528,000港元）。毛利及淨利潤增加的主要原因是本期間完成了一項重大的樓宇建築項目而其實際已發生的成本較以前估算的為低。因此，每股基本盈利由截至二零二一年九月三十日止六個月的0.68港仙上升至本期間的2.49港仙。

### 股息

於截至二零二二年九月三十日止六個月內，本公司已宣派截至二零二二年三月三十一日止年度的末期股息為每股0.035港元（3.5港仙），總金額為70,000,000港元（截至二零二一年九月三十日止六個月：50,000,000港元）。該二零二一／二二年末期股息已於二零二二年九月二十七日支付。

本公司之董事（「董事」）會（「董事會」）決議不就本期間宣派任何中期股息（截至二零二一年九月三十日止六個月：無）。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### BUSINESS REVIEW

#### Market Review

Supported by the HKSAR Government of the Hong Kong Special Administrative Region (“HKSAR Government”)’s commitment in increasing land supply for housing and the number of public housing units, the two “10-year Hospital Plan” implemented and the idea “The Northern Metropolis Development Strategy”, tendering opportunities of construction contracts from the public sector in the coming years will be sustainable and stable.

#### The Group’s Performance

The Group recorded revenue of HK\$1,994,285,000 for this period which was comparable with the revenue amounted to HK\$2,001,876,000 for the six months ended 30 September 2021. As of 30 September 2022, the estimated total gross contract values and estimated total outstanding values of the Group’s substantial contracts that were awarded to (i) subsidiaries of the Group amounted to approximately HK\$4,131 million (31 March 2022: approximately HK\$5,804 million) and HK\$3,448 million (31 March 2022: approximately HK\$3,543 million), respectively; and (ii) joint operations of the Group amounted to HK\$18,675 million (31 March 2022: approximately HK\$18,675 million) and HK\$10,894 million (31 March 2022: approximately HK\$12,903 million). These contracts are expected to be completed in around one to three years.

The gross profit margin increased from 3.4% for the six months ended 30 September 2021 to 5.0% for this period. The increase was mainly attributable to a substantial building construction project was completed in current period which the actual cost incurred in current period was lower than that previously estimated. Under the adoption of HKFRS 15, gross profit margins of the Group’s individual contracts works project will not remain constant at the overall gross profit margin of that project but will fluctuate over different reporting periods, depending on the actual revenue certified and costs incurred for the specific construction works performed during the period.

### 業務回顧

#### 市場狀況

在香港特別行政區政府(「特區政府」)承諾增加房屋用地供應及公屋單位數目、實施兩項「十年醫院發展計劃」以及「北部都會區發展策略」的支持下，未來數年來自公共工程的建築合約的投標機會將會持續而穩定。

#### 本集團表現

本集團於本期間錄得的收入為1,994,285,000港元，與截至二零二一年九月三十日止六個月的2,001,876,000港元相若。於二零二二年九月三十日，本集團重大合約之合約估計總值及未完成合約估計價值授予(i)本集團的附屬公司分別為約41.31億港元(二零二二年三月三十一日：約58.04億港元)及34.48億港元(二零二二年三月三十一日：約35.43億港元)；及(ii)本集團的合營業務分別為約186.75億港元(二零二二年三月三十一日：約186.75億港元)及108.94億港元(二零二二年三月三十一日：約129.03億港元)。預期該等合約將於約一至三年內完成。

毛利率自截至二零二一年九月三十日止六個月的3.4%上升至本期間的5.0%。增加主要源於本期間完成了一項重大的樓宇建築項目而其實際已發生的成本較以前估算的為低。於採納香港財務報告準則第15號下，本集團個別合約工程項目在不同報告期間的毛利率將不會保持在該項目的整體毛利率，而是會視乎於該期間實際進行的具體建築工序所產生的經核定實際收入及所產生的成本而有所波動。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

During the six months ended 30 September 2022, the following substantial contract was awarded to the Group with estimated contract value of HK\$596 million:

- Public Rental Housing Development at Ting On Street, Kwun Tong.

On the other hand, the Group has completed the following significant contract during the six months ended 30 September 2022:

- Construction of Public Housing Development at Tuen Mun Area 54 Site 1 & 1A.

#### Other Income and Gains

Other income and gains increased from HK\$904,000 for the six months ended 30 September 2021 to HK\$4,923,000 for this period. The significant increase was mainly due to (i) subsidies of HK\$2,409,000 was received under the “2022 Employment Support Scheme” under the “Anti-epidemic Fund” set up by the HKSAR Government during the current period; (ii) increase in interest income from HK\$190,000 of prior period to HK\$1,366,000 of current period due to the Group placed idle cash for fixed deposit; and (iii) exchange gain amounted to HK\$842,000 (six months ended 30 September 2021: nil) raised from investment in the new business in Mainland China.

#### Administrative Expenses

Administrative expenses decreased by HK\$7,032,000 from HK\$43,907,000 for the six months ended 30 September 2021 to HK\$36,875,000 for this period. The significant decrease was mainly due to (i) decrease in donations amounted to HK\$10,000,000; and (ii) increase in legal and professional fees amounted to HK\$2,778,000 incurred for the acquisition (the “GC Acquisition”) of Gain Capital Corporation Limited (“Gain Capital”) and certain proposed transactions in current period.

於截至二零二二年九月三十日止六個月，本集團取得以下重大合約，預計合約價值為5.96億港元：

- 觀塘定安街公共租住房屋發展計劃。

另一方面，本集團於截至二零二二年九月三十日止六個月已完成以下重大合約：

- 屯門第54區第1及1A號公共房屋發展計劃建築工程。

#### 其他收入及收益

其他收入及收益由截至二零二一年九月三十日止六個月的904,000港元上升至本期間的4,923,000港元。大幅上升主要源於(i)於本期間收取由特區政府所設立的「防疫抗疫基金」下推出的「2022保就業」計劃所提供的補助金2,409,000港元；(ii)由於本集團把閒置現金存作定期存款，利息收入由上期的190,000港元增加至本期間的1,366,000港元；及(iii)因投資於中國內地的新業務而發生的匯兌收益842,000港元(截至二零二一年九月三十日止六個月：無)。

#### 行政開支

行政開支由截至二零二一年九月三十日止六個月的43,907,000港元減少7,032,000港元至本期間的36,875,000港元。行政開支的重大減少主要由於(i)減少10,000,000港元捐款；及(ii)本期間因收購(「佳祺收購事項」)佳祺有限公司(「佳祺」)及若干擬進行的交易而令法律及專業費用增加2,778,000港元。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Finance Costs

For the six months ended 30 September 2022, the Group's finance costs amounted to HK\$7,456,000 (six months ended 30 September 2021: HK\$5,373,000). The increase in interest for bank loans by HK\$2,186,000 in this period was due to the general increase in The Hong Kong Interbank Offered Rate in this period. On the other hand, current period's interest on lease liabilities decreased by HK\$103,000 to HK\$284,000 (six months ended 30 September 2021: HK\$387,000) in accordance with HKFRS 16.

#### Share of Profits and Losses of Joint Ventures

The share of profit of joint ventures for the six months ended 30 September 2022 amounted to HK\$4,023,000 (six months ended 30 September 2021: HK\$3,076,000) was solely arisen from the Group's share of profits and losses of Gold Victory Resources Inc. ("Gold Victory") and its subsidiaries, in which the Group has 50% interest.

#### Income Tax Expense

Income tax expense increased by HK\$6,406,000 from HK\$8,826,000 for the six months ended 30 September 2021 to HK\$15,232,000 for this period as a result of the increase in taxable profit for this period.

#### Profit Attributable to Owners of the Parent

As a result of the foregoing, profit attributable to owners of the parent increased by HK\$36,274,000 from HK\$13,528,000 for the six months ended 30 September 2021 to HK\$49,802,000 for this period.

## FINANCIAL REVIEW

#### Capital Structure, Liquidity and Financial Resources

The capital of the Company only comprises ordinary shares. The Group mainly relies on its internally generated capital and bank borrowings to finance its business. The total equity of the Group as at 30 September 2022 was HK\$1,387,922,000 (31 March 2022: HK\$1,422,423,000).

#### 財務費用

於截至二零二二年九月三十日止六個月，本集團的財務費用為7,456,000港元(截至二零二一年九月三十日止六個月：5,373,000港元)。銀行貸款利息於本期間上升2,186,000港元，原因是本期間香港銀行同業拆息普遍較去年同期有所增加。另一方面，按香港財務報告準則第16號，本期產生及錄得的租賃負債的利息減少103,000港元至284,000港元(截至二零二一年九月三十日止六個月：387,000港元)。

#### 應佔合營企業損益

於截至二零二二年九月三十日止六個月，應佔合營企業的溢利4,023,000港元(截至二零二一年九月三十日止六個月：3,076,000港元)完全來自本集團持有50%權益的Gold Victory Resources Inc. ("Gold Victory")及其附屬公司的損益。

#### 所得稅開支

由於本期間應課稅溢利的增加，所得稅開支由截至二零二一年九月三十日止六個月的8,826,000港元，增加6,406,000港元至本期間的15,232,000港元。

#### 母公司持有者應佔溢利

鑒於上述因素，母公司持有者應佔溢利由截至二零二一年九月三十日止六個月的13,528,000港元，增加36,274,000港元至本期間的49,802,000港元。

#### 財務回顧

##### 資本架構、流動資金及財務資源

本公司的資本僅由普通股組成。本集團主要依靠內部產生的資本和銀行借款為其業務提供資金。本集團於二零二二年九月三十日的權益總額為1,387,922,000港元(二零二二年三月三十一日：1,422,423,000港元)。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Group monitors capital structure using net gearing ratio, which is measured as interest-bearing bank loans less cash and cash equivalents and restricted cash, divided by total equity. As at 30 September 2022, the Group's net gearing ratio was 0% (31 March 2022: 0%).

The Group's cash and cash equivalents decreased by 45% from HK\$1,502,962,000 as at 31 March 2022 to HK\$820,015,000 at current period end. The decrease was mainly due to (i) the net repayment of bank loans; (ii) the net cash outflows from operating activities; (iii) consideration paid for the acquisition of Gain Capital; (iv) payment of construction costs for the redevelopment of the site at No.7 Lai Yip Street, Kwun Tong, Kowloon, Hong Kong (the "Site") and the factory, office and related premises on a leasehold land in Mainland China held by the subsidiary of Gain Capital (collectively, the "Huizhou Factory"); and (v) payment of 2021/22 final dividend. Current ratio stood at 1.17 and 1.30 at 30 September 2022 and 31 March 2022, respectively. Current ratio is measured at total current assets divided by total current liabilities.

The Group's banking facilities, comprising primarily bank loans, bank overdrafts and performance bond, amounted to HK\$2,750,000,000 as of 30 September 2022 (31 March 2022: HK\$2,400,000,000), of which HK\$1,956,004,000 was unutilised (31 March 2022: HK\$1,425,243,000).

Looking forward, due to the redevelopment of the Site and the construction of the Huizhou Factory, it is expected significant amount of cash will be consumed in the coming six months. The Group will continuously take a prudent and cautious approach to cash application and its capital commitments.

#### Interest and Foreign Exchange Exposure

At 30 September 2022 and 31 March 2022, the Group's bank loans were all denominated in Hong Kong dollars and interest were charged on a floating rate basis. The Group's bank accounts were operated with principal bankers in Mainland China and in Hong Kong. The interest rates of these bank accounts are determined with reference to the respective bank's offer rate.

本集團根據淨槓桿比率來監察資本架構。而淨槓桿比率以計息銀行貸款總額減去現金及銀行結餘和受限制現金，除以總權益。於二零二二年九月三十日，本集團的淨槓桿比率為0% (二零二二年三月三十一日：0%)。

本集團的現金及現金等值物由二零二二年三月三十一日的1,502,962,000港元下跌45%至於本期未的820,015,000港元。下跌主要由於(i)淨償還銀行貸款；(ii)經營業務所用之現金流量淨額；(iii)收購佳祺所支付的代價；(iv)支付重新發展位於香港九龍觀塘勵業街7號的地皮「(「有關地皮」)及由佳祺之附屬公司持有的中國內地租賃土地上的廠房、辦公室及相關處所(統稱「惠州廠房」)之建築成本；及(v)派發二零二一／二二年度末期股息。本集團於二零二二年九月三十日及二零二二年三月三十一日的流動比率分別為1.17及1.30。流動比率以流動資產總值除以流動負債總值計量。

本集團的銀行信貸主要包括銀行貸款、銀行透支及履約擔保，於二零二二年九月三十日的額度為2,750,000,000港元(二零二二年三月三十一日：2,400,000,000港元)，其中1,956,004,000港元(二零二二年三月三十一日：1,425,243,000港元)尚未動用。

展望未來，由於重新發展有關地皮及建造惠州廠房，預計未來六個月內，將耗用大量資金。本集團將繼續持審慎和謹慎的態度以運用資金及作資本承擔。

#### 利率及外幣匯兌風險

於二零二二年九月三十日及二零二二年三月三十一日，本集團的銀行貸款均以港元計值，並按浮動利率計算利息。本集團的銀行賬戶在中國內地及香港的主要銀行開設，相關銀行賬戶的利率由有關銀行拆放利率而釐定。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

At 31 March 2022, the Group's business operations were solely engaged in Hong Kong and the Group's business transactions were denominated in the local currencies except for the financial assets at fair value through profit or loss which were denominated in United States Dollar. During the six months ended 30 September 2022, the Group entered into business in Mainland China through acquisition of Gain Capital. Hence, the Group is exposed to currency risks primarily through business activities which give rise to cash and bank balances that are denominated in currencies other than the functional currency of the operations to which the transactions relate.

For the six months ended 30 September 2022 and 30 September 2021, the Group did not engage in any interest rates and currency speculation activities.

#### Property, Plant and Equipment

The Group's property, plant and equipment amounted to HK\$1,487,004,000 as of 30 September 2022 (31 March 2022: HK\$1,207,511,000). The increase was due to (i) the acquisition of the Huizhou Factory, which valued at HK\$213,388,000 upon completion of acquisition, through acquisition of Gain Capital; (ii) the additions to right-of-use assets (including acquisition of several leasehold land lots in Hong Kong) and items of property, plant and equipment of total HK\$114,384,000; (iii) the depreciation of HK\$36,498,000 provided; and (iv) exchange realignment amounted to HK\$12,948,000.

#### Financial Assets at Fair Value through Profit or Loss

The balance represented the cash values of life insurance policies acquired for two executive Directors. Cash values of the policies are determined by the gross premium paid plus accumulated interest earned and minus any charges made in accordance with the terms and conditions of the policies, and as set out in periodic statements.

於二零二二年三月三十一日，本集團僅於香港經營業務，而除按公平值計入損益之金融資產以美元計值外，本集團的業務交易均以當地貨幣計值。於截至二零二二年九月三十日止六個月，本集團通過收購佳祺在中國內地開展業務。因此，本集團主要因業務活動產生以相關業務的功能貨幣以外的貨幣結算的現金及銀行結餘而承受貨幣風險。

於截至二零二二年九月三十日及二零二一年九月三十日止的六個月內，本集團並無從事任何利率及貨幣對沖或投機活動。

#### 物業、機器及設備

本集團的物業、機器及設備於二零二二年九月三十日的餘額為1,487,004,000港元(二零二二年三月三十一日：1,207,511,000港元)。上升乃由於(i)收購佳祺而取得惠州廠房(於收購完成時價值為213,388,000港元)；(ii)增加使用權資產(包括於香港購置幾塊租賃土地)及物業、機器及設備項目合共114,384,000港元；(iii)計提折舊36,498,000港元；及(iv)匯兌調整12,948,000港元。

#### 按公平值計入損益之金融資產

餘額為本公司為兩名執行董事購買的人壽保險的現金價值。保險的現金價值乃根據定期結算表中所載，按已付保費總額加所賺取之累計利息再扣除根據保單條款及條件所作出之任何收費而釐定。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Accounts Receivable

The Group's accounts receivable represented the receivables for contract works in relation to completed and on-going contract works projects. Accounts receivable represents progress billing of works performed and the progress payment certificates issued by and received from customers. The level of accounts receivable is principally affected by our work progress and the amount of the progress payment certificate certified by and received from customers up to the end of the reporting period. All of the accounts receivable as at 30 September 2022 was subsequently settled (31 March 2022: 100% was subsequently settled).

#### Contract Assets

Balance at current period end mainly represented retention receivables of HK\$457,652,000 (31 March 2022: HK\$432,326,000) and unbilled revenue of HK\$363,489,000 (31 March 2022: HK\$309,125,000). Retention receivables represented the retention monies required by customers to secure our Group's due performance of the contracts.

#### Prepayments, Other Receivables and Other Assets

As at 30 September 2022, the prepayments, other receivables and other assets mainly represented the prepaid insurance for contract works projects, construction waste disposal deposits, and rental and utilities deposit.

#### Other Payables and Accruals

As of 30 September 2022, the current and non-current balances of other payables and accruals amounted to HK\$997,059,000 (31 March 2022: HK\$1,083,450,000) and HK\$9,653,000 (31 March 2022: HK\$11,699,000), respectively, which mainly represented provision for contract works costs, staff costs payable, redevelopment cost payables for the Site and lease liabilities recognised. The decrease in balance during the period was mainly due to (i) the decrease in provision for contract works costs of HK\$53,601,000; and (ii) the settlement of payables regarding construction cost payables and Directors' bonus brought forward from 31 March 2022.

#### 應收賬款

本集團的應收賬款為有關已完成及在建合約工程項目的合約工程應收款。應收賬款為進行工程的進度款項，金額經由客戶發出及自其處取得的階段付款證明書核定。應收賬款水平主要受截至報告期末前的工程進度及經客戶核定自其處取得的階段付款證明書中的核定金額所影響。所有於二零二二年九月三十日的應收賬款已於期後收回(二零二二年三月三十一日：已收回100%)。

#### 合約資產

本期末餘額主要為應收保證金457,652,000港元(二零二二年三月三十一日：432,326,000港元)及未發出階段付款證明書的收入363,489,000港元(二零二二年三月三十一日：309,125,000港元)。應收保證金指客戶為確保本集團履約所需的保留金。

#### 預付款項、其他應收款及其他資產

於二零二二年九月三十日，預付款項、其他應收款及其他資產主要為合約工程項目的預付保險費、處理建築廢物按金以及租金和水電費按金。

#### 其他應付款及預提費用

於二零二二年九月三十日，其他應付款及應計費用的流動及非流動部份餘額分別為997,059,000港元(二零二二年三月三十一日：1,083,450,000港元)及9,653,000港元(二零二二年三月三十一日：11,699,000港元)，其主要為合約工程成本的撥備、應付員工費用、應付有關地皮的重建成本及已確認的租賃負債。本期末的總結餘減少主要由於(i)合約工程成本的撥備下跌53,601,000港元；及(ii)結付承自二零二二年三月三十一日的應付建築成本及董事花紅。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Charges on Assets

As at 30 September 2022, the Group's property, plant and equipment, the accounts receivable, unbilled revenue and retention receivables related to certain contract works of HK\$1,157,730,000 (31 March 2022: 1,175,685,000), HK\$216,197,000 (31 March 2022: HK\$40,008,000), HK\$331,680,000 (31 March 2022: HK\$42,076,000) and HK\$143,890,000 (31 March 2022: HK\$62,895,000), respectively, and the equity interest of a subsidiary of the Group were pledged in favour of certain banks to secure certain banking facilities granted by those banks to relevant members of the Group.

As at 30 September 2022, bank deposit of HK\$14,704,000 (31 March 2022: HK\$14,704,000) was pledged as a guarantee deposit for a performance bond issued by a bank in relation to a construction project of the Group. In addition, the Group's bank loans with an aggregate carrying amount of HK\$24,680,000 (31 March 2022: HK\$110,442,000) at period end were secured by certain deposits accounts maintained with the relevant banks as continuing security for the obligation of the relevant members of the Group.

#### Contingent Liabilities

Details of the Group's contingent liabilities are set out in note 16 to the unaudited condensed consolidated interim financial information.

#### Capital Commitments

Details of the Group's capital commitments are set out in note 17 to the unaudited condensed consolidated interim financial information.

### SIGNIFICANT INVESTMENT HELD AND FUTURE PLANS FOR MATERIAL INVESTMENTS ON CAPITAL ASSETS

The Group did not have any significant investment held as at 30 September 2022 except for investment in joint ventures. Apart from those disclosed in this interim report, there were no material investments or material additions of capital assets authorised by the Board.

#### 資產抵押

於二零二二年九月三十日，本集團已分別把1,157,730,000港元(二零二二年三月三十一日：1,175,685,000港元)、216,197,000港元(二零二二年三月三十一日：40,008,000港元)、331,680,000港元(二零二二年三月三十一日：42,076,000港元)及143,890,000港元(二零二二年三月三十一日：62,895,000港元)的若干物業、機器及設備、應收賬款、與合約工程有關的未發出付款證明書的收入及應收保證金以及本集團一間附屬公司的股份權益抵押予若干銀行，以擔保該等銀行授予本集團相關成員的若干銀行信貸。

於二零二二年九月三十日，銀行存款總值14,704,000港元(二零二二年三月三十一日：14,704,000港元)存放於相關銀行作為該銀行就本集團的合約工程項目開出的履約擔保的保證存款。此外，本集團期末賬面總值為24,680,000港元(二零二二年三月三十一日：110,442,000港元)的銀行貸款以本集團於相關銀行持有的若干存款賬戶作為本集團相關成員的責任的持續抵押品。

#### 或然負債

本集團的或然負債的詳情載於未經審核簡明綜合中期財務資料附註16。

#### 資本承擔

本集團的資本承擔的詳情載於未經審核簡明綜合中期財務資料附註17。

### 所持重大投資及對資本資產進行重大投資的未來計劃

於二零二二年九月三十日，本集團除了於合營企業的投資外並無任何重大投資。除本中期報告所披露者外，董事會並無批准其他重大投資或重大增購資本資產。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### ACQUISITION OF GAIN CAPITAL

On 18 February 2022, the Group entered into a conditional sale and purchase agreement with Mr. NGAI Chun Hung (“Mr. NGAI”, a non-executive Director and a controlling shareholder of the Company) to acquire the entire issued share capital of Gain Capital and all such sum of money due and owing by Gain Capital and its subsidiary to Mr. NGAI on the date of completion of the acquisition at a cash consideration of HK\$181,400,000. The GC Acquisition was constituted a discloseable and connected transaction of the Company under Chapter 14 and Chapter 14A of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The GC Acquisition and the transactions contemplated thereunder were approved by independent shareholders of the Company on 29 April 2022 and were completed on 5 May 2022. For further details of the GC Acquisition, please refer to the announcements of the Company dated 18 February 2022, 29 April 2022 and 5 May 2022, and the circular of the Company dated 31 March 2022.

As at 30 September 2022 and the date of approval of this interim report, Gain Capital and its subsidiary had not commenced any business and are currently constructing the Huizhou Factory for future production of pre-fabrication products. The construction of the superstructure of the Huizhou Factory is expected to be completed on or before 31 December 2022.

The Board believes the GC Acquisition could expand the Group’s business to upstream manufacturing business and is in line with the Group’s vertical integration strategy to enhance profit margin and shareholders’ return, in particular with assurance of products quality, product availability, better management or control of the cost and the increase in capacity by shortening the construction time utilised per project.

### 收購佳祺

於二零二二年二月十八日，本集團與魏振雄先生（「魏先生」，本公司一名非執行董事及控股股東）訂立有條件的出售及收購協議，收購佳祺全部已發行股份及佳祺與其附屬公司應付及結欠魏先生的全部有關款項，現金代價為181,400,000港元。根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第十四章及第十四A章，佳祺收購事項構成本公司一項須予披露及關聯交易。佳祺收購事項及其項下擬進行的交易已於二零二二年四月二十九日獲得獨立股東的批准，並於二零二二年五月五日完成。有關佳祺收購事項的進一步詳情，請參閱本公司日期為二零二二年二月十八日、二零二二年四月二十九日及二零二二年五月五日之公告，以及本公司日期為二零二二年三月三十一日之通函。

於二零二二年九月三十日及批准本中期報告當日，佳祺及其附屬公司尚未開展業務，彼等目前正在建造惠州廠房以為將來生產預製組件產品。預計惠州廠房的結構工程將於二零二二年十二月三十一日或之前完成。

董事會相信佳祺收購事項可將本集團業務擴展至上游製造業務，所產生的裨益及協同效應符合本集團以垂直整合策略來提高利潤及股東回報，特別是通過確保產品質素、產品供應、改善成本管理或控制及透過縮短各項目所用建築時間提高產能。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### OUTLOOK

The HKSAR Government demonstrated its dedication to increase the supply of public housing. It identified sufficient land to provide 360,000 public housing units to meet the 10-year public Housing supply target of 301,000 units between 2023 and 2032.

As mentioned in the 2022 Policy Address, a number of major development projects in the Northern Metropolis have already been commenced and the HKSAR Government decided to increase the development intensity for residential sites of the Northern Metropolis by adopting a higher plot ratio.

In view of the demand for housing and healthcare services from community remains strong and the new engine from the development of the Northern Metropolis, the medium to long-term outlook of the construction industry in Hong Kong looks promising.

Looking forward, we believe the upstream expansion into pre-fabrication business (including the production of free-standing integrated modules) through the GC Acquisition and broaden our potential customer-base from collaboration with Lanon Development Limited (“**Lanon Development**”, a connected party which is ultimately owned and controlled by the son of Mr. NGAI that the Group has entered into two framework agreements with the entity on 18 February 2022 (“**Framework Agreements**”, as amended and supplemented by the supplemental framework agreements on 20 May 2022)) can enable us to be competitive in tendering new projects and seize the opportunity of the construction industry in Hong Kong. We will continue our efforts in identifying opportunities to integrate with our business partners in order to reduce construction costs, enhance project efficiency and create synergy, so as to create reasonable return for shareholders’ of the Company in the long-run.

### 前景

特區政府致力增加公營房屋單位供應。其已物色足夠土地，在二零二三年至二零三二年間提供約360,000個公營房屋單位，以期達到其於十年內提供301,000個公營房屋單位的目標。

誠如2022年施政報告所述，特區政府已開展多項大型發展項目，並將透過提高地積比率來加大「北部都會區住宅發展」的密度。

鑒於社區對住房和醫療服務的需求仍然強勁，加上特區政府啟動北部都會區發展策略的新引擎所帶動，香港的建造業中長期前景明朗。

展望未來，我們相信通過佳祺收購事項擴展上游預製件業務(包括生產組裝合成組件)，以及與亮雅發展有限公司(「亮雅發展」，一間由魏先生的兒子最終持有及控制的公司，其已與本集團於二零二二年二月十八日訂立了兩份框架協議(「**框架協議**」，於二零二二年五月二十日分別經兩份補充協議修訂和補充))的合作來擴大我們的潛在客戶群，均使我們投標新項目更具競爭力並把握香港建造業的機遇。我們將繼續尋求與我們的業務夥伴整合的機會以減低建築成本、提升項目效益及產生協同效應，為本公司之股東創造長期合理的回報。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### EMPLOYEES AND REMUNERATION POLICY

As of 30 September 2022, the Group employed 309 full-time employees (31 March 2022: 352) in Hong Kong. The Group remunerates its employees based on their performance and work experience and with reference to the prevailing market conditions. On top of the regular remuneration, discretionary bonus and share options may be granted to senior management and staff members by reference to the Group's performance, specific project's performance as well as the individual employee's performance. Staff benefits include mandatory provident fund, medical insurance, incentive travel, subsidies for education and training programmes, etc..

At the Annual General Meeting of the Company held on 31 August 2018, the adoption of a share option scheme (the "Scheme") was considered and approved. The purposes of the Scheme are to provide incentives for the directors and full-time employees of the members of the Group to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Scheme provides the Group with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to participants of the Scheme. From the date of adoption of the Scheme and up to 30 September 2022, the Company did not grant any share options under the Scheme and no equity-settled share option expense was charged to the profit or loss.

### 僱員及薪酬政策

於二零二二年九月三十日，本集團於香港聘用309名(二零二二年三月三十一日：352名)全職僱員。本集團根據僱員的表現、工作經驗及參考現行市場狀況以釐定彼等的薪酬。除一般薪酬外，本集團因應本集團業績、個別項目的業績及僱員的個人表現，或會向高級管理層及僱員授出酌情花紅及購股權。僱員福利包括強制性公積金、醫療保險、獎勵旅遊及培訓計劃。

本公司於其二零一八年八月三十一日舉行的股東週年大會上，審議並批准採納一項購股權計劃(「該計劃」)。該計劃旨在鼓勵本集團各成員的董事及全職僱員為本公司及其股東的整體利益，努力提升本公司及其股份的價值。該計劃為本集團提供一項靈活措施以挽留、激勵、回饋、酬報、補償及／或向計劃參與者提供利益。自採納該計劃之日起至二零二二年九月三十日止，本公司並無根據該計劃授出購股權，亦無於損益內扣除任何金額作為以權益結算的購股權開支。



## OTHER INFORMATION 其他資料

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 30 September 2022, details of the interests and short positions of each 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 required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under provisions of the SFO); or required to be recorded in the register kept by the Company under section 352 of the SFO; or otherwise required to be notified to the Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") as set out in Appendix 10 of the Listing Rules were as follows:

#### Long Position in the Ordinary Shares of the Company:

Director 董事	Capacity and nature of interests 身份及權益性質	Number of shares interested 擁有權益股份數目	% of issued share capital of the Company 佔本公司已發行股本的百分比 (note (ii)) (附註(ii))
Mr. NGAI (note (i)) 魏先生(附註(i))	Interest in a controlled corporation 於一受控制法團的權益	1,500,000,000	75.000
Mr. CHEUNG Ho Yuen 張浩源先生	Personal 個人	66,857	0.003
Mr. LAU Chi Fai Daniel 劉志輝先生	Personal 個人	300,000	0.015
Prof. KO Jan Ming 高贊明教授	Personal 個人	28,000	0.001

### 董事及最高行政人員的證券權益

於二零二二年九月三十日，本公司各董事及最高行政人員於本公司或其任何相聯法團(定義見《證券及期貨條例》(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所)的任何權益及淡倉(包括根據證券及期貨條例有關條文被當作或被視為擁有的權益及淡倉)；或根據證券及期貨條例第352條規定須記錄於本公司須予存置的登記冊內的任何權益及淡倉；或根據上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)而須知會本公司及聯交所的任何權益及淡倉如下：

#### 於本公司普通股中的好倉：



## OTHER INFORMATION 其他資料

Notes: (i) These shares are legally and beneficially owned by Golden Lux Holdings Limited (“Golden Lux”, a company incorporated in the BVI with limited liability and the entire issued share capital of which is wholly-owned by Golden More Limited (“Golden More”, a company incorporated in the BVI and the entire issued share capital of which is legally and beneficially owned by Mr. NGAI)). Accordingly, Mr. NGAI is interested in the 1,500,000,000 shares of the Company held by Golden Lux, under the SFO.

(ii) The percentages showing in the table are approximates.

As at 30 September 2022, the Company and its associated corporations had no outstanding share options granted to the Directors and chief executive of the Company to subscribe for the securities of the Company and its associated corporations.

Save as disclosed above, as at 30 September 2022, 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) which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under provisions of the SFO), or as recorded in the register kept by the Company under section 352 of the SFO, or otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHT TO ACQUIRE SECURITIES OR DEBENTURES

Save as disclosed under the heading “DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES” above, no time during the six months ended 30 September 2022 was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse, or children to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

### SHARE OPTION SCHEMES

Particulars of the Share Option Scheme adopted by the Company on 31 August 2018 (the “Scheme”) are set out in note 14 to the financial statements.

附註：(i) 該等股份由金力控股有限公司（「金力」，一間於英屬維爾京群島註冊成立的有限公司，其全部已發行股本由金進有限公司（「金進」，一間於英屬維爾京群島註冊成立的有限公司，其全部已發行股本由魏先生法定及實益擁有）。因此，根據證券及期貨條例，魏先生於金力持有本公司之1,500,000,000股股份中擁有權益。

(ii) 表中所示的百分比為約數。

於二零二二年九月三十日，本公司及其相聯法團並無任何已授予本公司董事及最高行政人員，而據此可認購本公司及其相聯法團之證券的尚未行使的購股權。

於二零二二年九月三十日，本公司董事及最高行政人員概無於本公司或其任何相關法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或被視為擁有的權益及淡倉）；或根據證券及期貨條例第352條規定須記錄於本公司須予存置的登記冊內的任何權益或淡倉；或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

### 董事購入證券或債券的權益

除上文「董事及最高行政人員的證券權益」一節所披露者外，本公司、其控股公司或其任何附屬公司在截至二零二二年九月三十日止六個月內，概無作出任何安排致使董事、彼等各自的配偶或子女，可藉著購入本公司或任何其他法人團體的股份或債券而獲取利益。

### 購股權計劃

本公司於二零一八年八月三十一日採納之購股權計劃（「該計劃」）的詳情已載於財務報表附註14。

## OTHER INFORMATION 其他資料

From the date of the adoption of the Scheme up to the date of approval of this interim report, the Company did not grant any share options under the Scheme.

自該計劃採納日期起至批准本中期報告之日，本公司並無根據該計劃授出任何購股權。

Save as the Scheme, no equity-linked agreements were entered into by the Group during this period or subsisted at the end of this period.

除上述的該計劃外，本集團概無於本期內訂立股票掛鈎協議，亦概無股票掛鈎協議於本期末存續。

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 30 September 2022, according to the register kept by the Company pursuant to Section 336 of the SFO, the following persons and companies (other than the Directors or chief executive of the Company) had an interest or short position in the shares and the underlying shares of the Company which fell to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO:

### 主要股東的證券權益

於二零二二年九月三十日，根據按證券及期貨條例第336條規定記錄於本公司須予存置的登記冊，以下人士及公司（本公司董事或最高行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉：

#### Long Positions in the Ordinary Shares of the Company:

#### 於本公司普通股的好倉：

Name of shareholders	Notes	Capacity and nature of interest	Number of shares held	% of issued share capital of the Company
股東姓名／名稱	附註	身份及權益性質	所持有普通股股份數目	佔本公司已發行股本百分比
Golden Lux 金力	(a)	Beneficial owner 實益擁有人	1,500,000,000	75.00
Golden More 金進	(a)	Interest in a controlled corporation 受控制法團權益	1,500,000,000	75.00
Ms. CHENG Wai Chun ("Ms. CHENG") 鄭惠珍女士(「鄭女士」)	(b)	Interest of spouse 配偶權益	1,500,000,000	75.00

Notes:

附註：

- (a) Golden Lux is wholly-owned by Golden More. As such, Golden More is deemed to be interested in the 1,500,000,000 shares owned by Golden Lux under the SFO.
- (b) Ms. CHENG is the spouse of Mr. NGAI. Ms. CHENG is deemed to be interested in the 1,500,000,000 shares held by Golden Lux under the SFO.

- (a) 金力由金進全資擁有。因此，根據證券及期貨條例，金進被視為於金力所持有的1,500,000,000股股份中擁有權益。
- (b) 鄭女士為魏先生的配偶。根據證券及期貨條例，鄭女士被視為於金力所持有的1,500,000,000股股份中擁有權益。

## OTHER INFORMATION 其他資料

Save as disclosed above, as at 30 September 2022, no other person (other than the Directors or chief executive of the Company) had an interest or short position in the shares and the underlying shares which fell to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or who, as at 30 September 2022, was directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

### RELATED PARTY TRANSACTIONS

During the six months ended 30 September 2022, the Group entered into certain transactions with a company controlled by Mr. NGAI and a subsidiary of Gold Victory. These transactions were related to contracts entered into by the Group in the ordinary course of business, which contracts were negotiated on normal commercial terms and on an arm's length basis. Further details are set out in note 18 to the unaudited condensed consolidated interim financial information. The rental transactions with a company controlled by Mr. NGAI also constitute de minimis continuing connected transactions of the Company as defined in Chapter 14A of the Listing Rules.

Except for disclosed elsewhere in this interim report, the Company (for and on behalf of itself and any of its subsidiaries) also entered the Framework Agreements with Lanon Development, pursuant to which members of the Group and Lanon Development could engage the counterparty for the provision of contracting services according to the terms and conditions as specified in the respective agreements from time to time up to 31 March 2025.

Each of the Framework Agreements constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. The Framework Agreements and the respective transactions contemplated thereunder were approved by the independent Shareholders on 9 June 2022. For further details of the Framework Agreements, please refer to the announcements of the Company dated 18 February 2022, 20 May 2022 and 9 June 2022, and the circular of the Company dated 24 May 2022.

As at the date of approval of this interim report, no contracting services were performed by either the Group and Lanon Development under the Framework Agreements.

除上文所述者外，於二零二二年九月三十日，概無其他人士(本公司董事及最高行政人員除外)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，亦無任何人士於二零二二年九月三十日直接或間接擁有在任何情況下可於本集團屬下任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上的權益。

### 關連方交易

於截至二零二二年九月三十日止六個月，本集團與魏先生控制的一間公司及Gold Victory的一間附屬公司進行了若干項交易。此等交易主要涉及本集團於日常業務過程中按一般商業條款經公平原則磋商而訂立的合約。交易的進一步詳情載於未經審核簡明綜合中期財務資料附註18。該等與魏先生所控制的一間公司的租賃交易亦構成上市規則第十四A章所界定的符合最低豁免水平的持續關連交易。

除本中期報告另有披露外，本公司(代表其本身及其任何附屬公司)亦與亮雅發展訂立框架協議，據此，本集團成員公司及亮雅發展可於截至二零二五年三月三十一日期間，不時根據相關協議中所列的條款及條件委聘對方提供承包服務。

根據上市規則第十四A章，每份框架協議均構成本公司的持續關連交易。框架協議及其項下擬進行的各項交易已於二零二二年六月九日獲獨立股東批准。有關該等框架協議的進一步詳情，請參閱本公司日期為二零二二年二月十八日、二零二二年五月二十日及二零二二年六月九日之公告，以及本公司日期為二零二二年五月二十四日之通函。

於批准本中期報告當日，本集團及亮雅發展均無根據框架協議提供承包服務。

## OTHER INFORMATION 其他資料

### UPDATES ON DIRECTOR'S INFORMATION

Upon enquiry by the Company, save as disclosed below, there is no change in the information of the Directors required to be disclosed since the Company's last published annual report:

- Dr. LEE Man Piu Albert (“**Dr. LEE**”) was awarded Life Fellowship by the Royal Australasian College of Dental Surgeons (“**College**”) in recognition of his exceptional contribution of service to the College.

### CHANGES IN BOARD AND BOARD COMMITTEES' COMPOSITIONS

Mr. NGAI redesignated from an executive Director to a non-executive Director and ceased to be the chairman of the Board, the chairman a member of the nomination committee of the Company (“**Nomination Committee**”) with effect from 1 September 2022.

Mr. YAU Kwok Fai was appointed as the new chairman of the Board, and a member and the new chairman of the Nomination Committee with effect from 1 September 2022.

Dr. LI Yok Sheung (“**Dr. LI**”) ceased to be the chairman, but remain as a member of remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 1 September 2022.

Dr. LEE was appointed as the new chairman of the Remuneration Committee with effect from 1 September 2022.

### CORPORATE GOVERNANCE

In the opinion of the Board, the Company complied with the code provisions as set out in the “*Corporate Governance Code*” contained in Appendix 14 to the Listing Rules throughout the six months ended 30 September 2022.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. Following specific enquiry made by the Company, all Directors have confirmed that they had complied with the required standard set out in the Model Code during the six months ended 30 September 2022.

### 更新董事資料

經本公司查詢後，除下文所披露者外，自本公司最近公佈的年度報告起，董事的信息並無任何須予披露的更改：

- 李文彪醫生(「**李醫生**」)於二零二二年獲澳紐皇家牙科醫學院(「**學院**」)頒授為終身院士，以表揚彼對學院所作出的傑出貢獻。

### 董事會及董事會的委員會之組成的變動

魏先生由執行董事調任為非執行董事，並不再為董事會主席及本公司之提名委員會(「**提名委員會**」)的主席及成員，於二零二二年九月一日起生效。

游國輝先生獲委任為董事會新任主席、提名委員會成員及新任主席，於二零二二年九月一日起生效。

李毓湘博士(「**李博士**」)不再擔任本公司之薪酬委員會(「**薪酬委員會**」)主席，但繼續留任為其成員，於二零二二年九月一日起生效。

李醫生獲委任為薪酬委員會新任主席，於二零二二年九月一日起生效。

### 企業管治

董事會認為，於截至二零二二年九月三十日止六個月，本公司已遵守上市規則附錄十四所載《企業管治守則》的守則條文。

### 董事進行證券交易的標準守則

本公司已採納標準守則作為董事進行證券交易的操守準則。經本公司作出特定查詢後，所有董事均確認彼等於截至二零二二年九月三十日止六個月內一直遵守標準守則所載的規定標準。

## OTHER INFORMATION 其他資料

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2022.

### REVIEW BY THE AUDIT COMMITTEE

As at 30 September 2022, the Audit Committee comprises five independent non-executive Directors, namely Mr. MONG Chan (Chairman), Prof. KO Jan Ming, Dr. LEE, Dr. LI and Ms. MAK Suk Hing, with written terms of reference in accordance with the requirements of the Listing Rules, and reports to the Board. Mr. MONG Chan is a certified public accountant and possesses the appropriate accounting qualifications and experiences in financial matters. The Audit Committee reviewed with management the accounting principles and practices adopted by the Group and discussed internal control, risk management and financial reporting matters. The Audit Committee also reviewed the unaudited condensed consolidated interim financial information for the six months ended 30 September 2022.

### APPRECIATION

On behalf of the Board, I would like to express our gratitude and sincere appreciation to all management and staff members of the Group for their hard work and dedication, and all shareholders of the Company for their support.

By Order of the Board of  
ABLE ENGINEERING HOLDINGS LIMITED  
YAU Kwok Fai  
Chairman

Hong Kong, 25 November 2022

### 購買、出售或贖回本公司的上市證券

於截至二零二二年九月三十日止六個月內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

### 由審核委員會審閱

於二零二二年九月三十日，審核委員會由五名獨立非執行董事所組成，即蒙燦先生(主席)、高贊明教授、李醫生、李博士及麥淑卿女士，其書面職權範圍符合上市規則的規定，並向董事會匯報。蒙燦先生為執業會計師，具有合適的會計資格及財務事宜的經驗。審核委員會已與管理層審閱本集團所採納的會計原則及慣例，並已就內部監控、風險管理及財務申報事宜進行商討。審核委員會亦已審閱截至二零二二年九月三十日止六個月的未經審核簡明綜合中期財務資料。

### 鳴謝

本人謹代表董事會對本集團全體管理人員及僱員的努力不懈與貢獻，以及本公司所有股東的支持，致以衷心感謝。

承董事會命  
安保工程控股有限公司  
主席  
游國輝

香港，二零二二年十一月二十五日



**ABLE ENGINEERING HOLDINGS LIMITED**  
安 保 工 程 控 股 有 限 公 司