

KIN SHING HOLDINGS LIMITED

建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

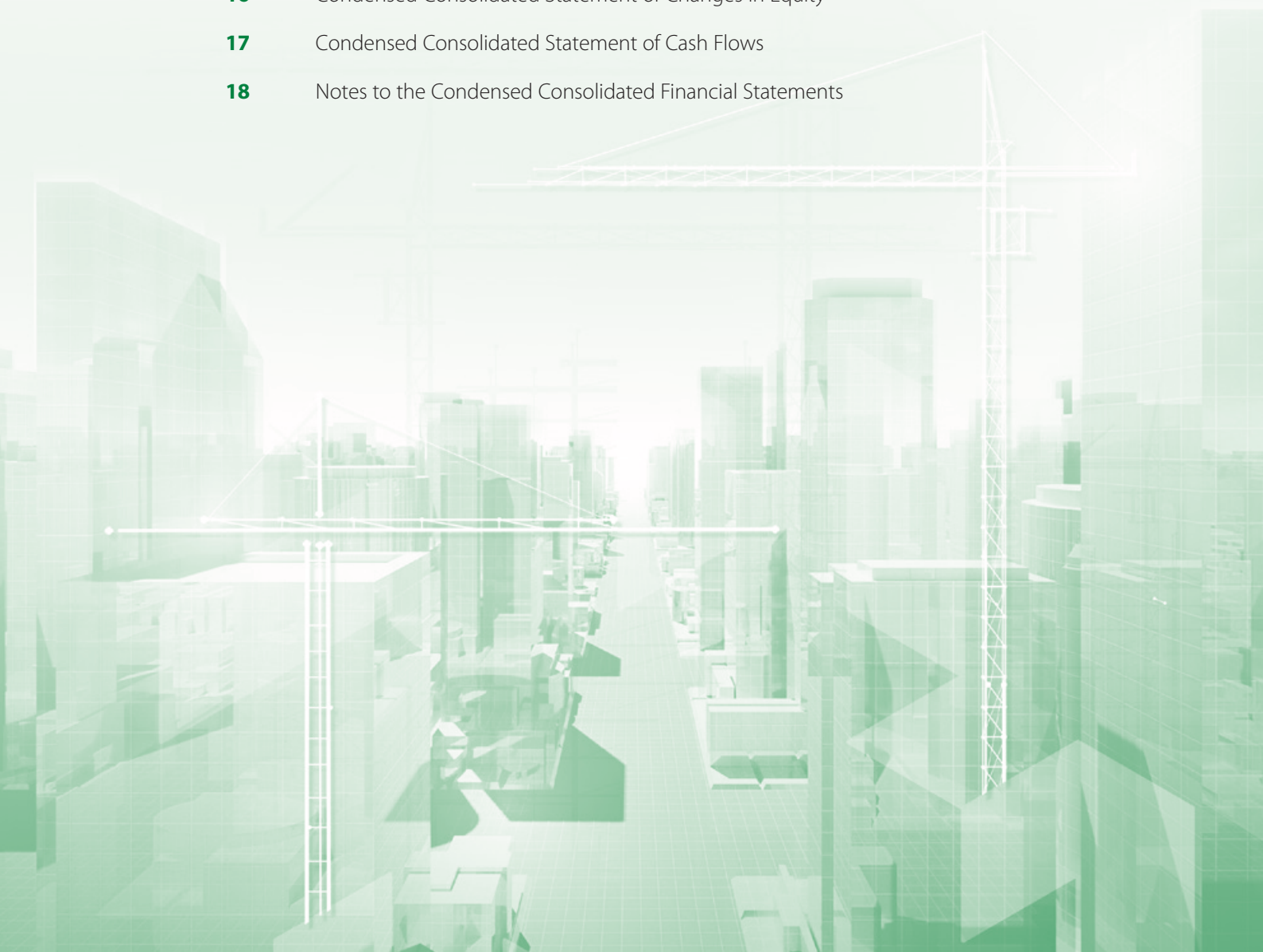
Stock Code: 1630

INTERIM REPORT
2024/25



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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Leung Chi Kit (Chairman)
Ms. Tso Yuk Ching
Mr. Chow Dik Cheung (Chief Executive Officer)
Mr. Chan Sik Mau

Independent Non-Executive Directors

Mr. Wong Yuk Lun, Alan
Mr. Lam Wai Hung
Mr. Lam Kai Yeung

AUDIT COMMITTEE

Mr. Lam Kai Yeung (Chairman)
Mr. Wong Yuk Lun, Alan
Mr. Lam Wai Hung

REMUNERATION COMMITTEE

Mr. Wong Yuk Lun, Alan (Chairman)
Mr. Leung Chi Kit
Ms. Tso Yuk Ching
Mr. Lam Kai Yeung
Mr. Lam Wai Hung

NOMINATION COMMITTEE

Mr. Leung Chi Kit (Chairman)
Ms. Tso Yuk Ching
Mr. Lam Kai Yeung
Mr. Wong Yuk Lun, Alan
Mr. Lam Wai Hung

INVESTMENT COMMITTEE

Mr. Chow Dik Cheung (Chairman) (Appointed on 10 May 2023)
Mr. Wong Yuk Lun, Alan
Mr. Lam Wai Hung

COMPANY SECRETARY

Ms. Tsui Wai Ting, Rosalie

AUTHORISED REPRESENTATIVES

Mr. Leung Chi Kit
Mr. Chow Dik Cheung

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit D, 9/F
Billion Plaza 2
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED PIE AUDITORS

HLB Hodgson Impey Cheng Limited

PRINCIPAL BANKER

The Bank of East Asia, Limited
DBS Bank (HK) Limited
Bank of China (Hong Kong) Limited

STOCK CODE

1630

WEBSITE

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

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the **"Board"**) of directors (the **"Directors"**) of Kin Shing Holdings Limited (the **"Company"**) and its subsidiaries (collectively the **"Group"**), I am pleased to present the interim report of the Group for the six months ended 30 September 2024 (the **"reporting period"**).

REVIEW

The total revenue of our Group decreased by approximately HK\$111.8 million or 20.6% from approximately HK\$543.9 million for the six months ended 30 September 2023 to approximately HK\$432.1 million for the six months ended 30 September 2024. Our Group's profit attributable to owners of the Company increased by approximately HK\$16.1 million or 243.9% to approximately HK\$9.5 million, compared to a loss attributable to owners of the Company approximately HK\$6.6 million for the corresponding period of 2023. The increase in profit was mainly due to an unrealised fair value gain on financial assets at fair value through the profit or loss (**"FVTPL"**) of approximately HK\$15.7 million for the six months ended 30 September 2024 whereas an unrealised fair value loss on financial assets at FVTPL of approximately HK\$8.8 million for the corresponding period of 2023.

The revenue generated from the private sector projects accounted for approximately HK\$324.7 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$381.8 million), which represents approximately 75.1% of the total revenue of the Group (six months ended 30 September 2023: approximately 70.2%). The revenue generated from the public sector projects accounted for approximately HK\$107.4 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$162.1 million), which represents approximately 24.9% of the total revenue of the Group (six months ended 30 September 2023: approximately 29.8%).

Under the overall depressed economic environment in Hong Kong during the past three years, it still takes time for the Group to resume since the overall environment and the industry market has brought negative impacts to the Group, such as the gross profit margin, cash flow, operational effectiveness. During the six months ended 30 September 2024, the Group had been awarded 10 new tenders with total contract sum of approximately HK\$332.0 million during the period under review.

INTERIM DIVIDEND

The Board has resolved not to recommend the declaration of any interim dividend for the six months ended 30 September 2024 (2023: nil).

OUTLOOK AND PROSPECT

The total revenue of the Group has decreased, as the total projects in formwork market has decreased under the overall depressed economic environment, and the contracts which had contributed a large portion of revenue for 30 September 2023 are currently at the final stage of construction levels.

Since there are lots of market players in the formwork market, the Group is fighting hardly for increasing the market share in the infrastructure formwork market by adopting a more competitive pricing strategy in bidding the new contracts.

CHAIRMAN'S STATEMENT

The Group will continue to try its best endeavour to explore new customers, implement stringent cost control measures on existing projects, strengthen the effectiveness of project management and improve the efficiency of work flow throughout the construction process in order to maintain the competitiveness for the best interests of the Group.

As disclosed in the 2024 Annual Report, to diversify the business scope in different kinds of construction projects, the Group has increasingly engaged in formwork works for construction of public housing and public factories. During the six months ended 30 September 2024, the Group has generated revenue from public sector for approximately HK\$107.4 million.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our management and staff members for their continuous commitment and contribution, and to all our shareholders, customers, subcontractors, suppliers and business partners for their endless support, and to maintain the good relationship with the Group.

Leung Chi Kit

Chairman

Hong Kong, 29 November 2024

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

During the six months ended 30 September 2024, there were 31 projects contributing revenue of approximately HK\$432.1 million, whereas revenue of approximately HK\$543.9 million for the corresponding period in 2023 was contributed by 25 projects. The decrease in revenue during the six months ended 30 September 2024 was mainly due to the total projects in formwork market has decreased under the overall depressed economic environment and several projects at peak construction levels during last reporting period has came to the final stage of the construction levels in the current period.

The Group primarily focused in the Hong Kong market during both the six months ended 30 September 2024 and 2023.

Gross profit and gross profit margin

The Group's gross profit decreased by approximately HK\$8.5 million or 85% from approximately HK\$10.0 million for the six months ended 30 September 2023 to approximately HK\$1.5 million for the six months ended 30 September 2024. The Group's gross profit margin decreased from approximately 1.8% for the six months ended 30 September 2023 to approximately 0.3% for the six months ended 30 September 2024. The decrease in gross profit and the gross profit margin was mainly attributable to the extra costs incurred due to the delay of the construction process on certain final stage construction level projects. Overall, the Group still suffers in a low gross profit margin mainly resulted from the increase in wages of experienced workers due to limited supply of experienced workers in the market, the additional costs caused by the unexpected changes to the on-site arrangements and the keen competition for new formwork works contracts in the market.

Other income

Other income increased by approximately HK\$24.2 million from other loss approximately HK\$4.4 million for the six months ended 30 September 2023 to other income approximately HK\$19.8 million for the six months ended 30 September 2024. Such changes were mainly attributable to the increase of fair value changes on financial assets at fair value through profit or loss of approximately HK\$24.6 million during the reporting period.

Administrative expenses

Administrative expenses decreased from approximately HK\$9.5 million for the six months ended 30 September 2023 to approximately HK\$9.3 million for the six months ended 30 September 2024, representing a decrease of approximately 2.1%. Such decrease was mainly attributable to the decrease in the daily headquarter's expenses.

Income tax

No income tax has been recognised for the six months ended 30 September 2024 and 30 September 2023.

Profit attributable to owners of the Company

As a result of the foregoing, the profit attributable to owners of the Company amounted to approximately HK\$9.5 million for the six months ended 30 September 2024 as compared to the loss attributable to owners of the Company of approximately HK\$6.6 million for the six months ended 30 September 2023, representing an increase of approximately 243.9%. The increase in profit for the six months ended 30 September 2024 was mainly attributable to the the fair value changes on financial assets at fair value through profit or loss of approximately HK\$15.7 million has been recorded during the current reported period.

MANAGEMENT DISCUSSION AND ANALYSIS

CORPORATE FINANCE AND RISK MANAGEMENT

Liquidity and financial resources

As at 30 September 2024, the Group had cash and cash equivalents of approximately HK\$90.2 million as compared with HK\$169.3 million as at 31 March 2024, representing a decrease of approximately 46.7%. The decrease was mainly due to the increase amount of direct cost and the extra costs incurred due to the delay of the construction process on certain final stage construction level projects during the six months ended 30 September 2024.

The Group has no bank borrowing as at 30 September 2024 (31 March 2024: Nil). The gearing ratio is calculated based on the amount of total debts, which include amount due to a related company, amount due to a director and lease liabilities, divided by total equity. The gearing ratio of the Group as at 30 September 2024 was approximately 114.7% (31 March 2024: approximately 125.4%).

Funding and treasury policy

The Group maintains a prudent funding and treasury policy. Surplus funds are maintained in the form of cash deposits with licensed banks and/or financial institution. To manage liquidity risk, the senior management and executive directors closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Pledge of assets

As at 30 September 2024, the Group did not pledge its assets.

Capital commitments

As at 30 September 2024, the Group had no material capital commitments.

Contingent liabilities

As at 30 September 2024, the Group had no material contingent liabilities.

Litigation and claims

In August 2022, one of the Group's subsidiary issued a claim letter to a supplier regarding the compensation claims due to the delay of delivery of materials. The compensation claims included the extra cost for transportation, warehouse, labour and materials costs amounted to approximately to HK\$20,716,000. The supplier did not agree the Group's claims after negotiation but claimed that the Group has breached the exclusive terms entered into between both parties and the Group failed to settle the long-outstanding bills of approximately HK\$9,798,000 (the "**Outstanding Bills**"), the supplier therefore filed a Writ of Summons and Statement of Claim to High Court of the HKSAR, Court of First Instance (Case number HCA 1556/2022) in November 2022. As at the date of result announcement, the supplier had submitted the Case Management Summon and would have been enter the mediation procedures. The Group had sought for a legal opinion on the above case, as it is still in early stage and subject to further development on the mediation process, therefore, the Group had yet to confirm the probability and make any estimation of the compensation claims or if liable to the settlement of the Outstanding Bills. The Group considered that there is no further development for the above case as at the reporting date.

MANAGEMENT DISCUSSION AND ANALYSIS

Significant Investments Held by the Group

Name of the investment	Number of shares held as at 30 September 2024	Percentage of shareholding as at 30 September 2024 %	Investment costs HK\$'000	Fair value as at 30 September 2024 HK\$'000	Change in fair value for the period ended 30 September 2024 HK\$'000	Size as compared to the Group's total assets as at 30 September 2024 %	Total amount of dividends received for the period ended 30 September 2024 HK\$'000
Hong Kong Exchanges and Clearing Limited (Stock code: 388) (" HKEX ")	100,000	0.0079	32,449	32,620	9,840	8.56	436
China Construction Bank Corporation (Stock code: 939) (" CCB ")	1,000,000	0.0004	5,028	5,880	1,160	1.54	395
China Mobile Limited (Stock code: 941) (" CM ")	75,000	0.0004	3,890	5,509	491	1.45	338
BOC Hong Kong (Holdings) Limited (Stock code: 2388) (" BOC ")	300,000	0.0028	8,400	7,470	1,185	1.96	514
CLP Holdings Limited (Stock code: 0002) (" CLP ")	50,000	0.0020	3,849	3,442	325	0.90	63
Swire Properties Limited (Stock code: 1972) (" Swire ")	100,000	0.0017	1,918	1,598	(46)	0.42	72
New World Development Company Limited (Stock code: 0017) (" NWD ")	30,000	0.0012	884	290	42	0.08	6
Ping An Insurance (Group) Company of China Limited (Stock code: 2318) (" Ping An ")	150,000	0.0014	6,427	7,522	2,565	1.97	222
HKT Trust and HKT Limited (Stock code: 6823) (" HKT ")	200,000	0.0010	2,044	1,990	164	0.52	155

MANAGEMENT DISCUSSION AND ANALYSIS

Description of the investments

HKEX is a recognised exchange controller under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). HKEX operates the only recognised stock and futures markets in Hong Kong through its wholly-owned subsidiaries and is the frontline regulator of listed issuers in Hong Kong.

CCB is a joint-stock company incorporated in the PRC with limited liability and its H shares are listed on the main board of the Stock Exchange. CCB is a commercial bank and operates its businesses in domestic and overseas markets through corporate banking businesses, including corporate deposit, corporate credit loan, asset custody, enterprise annuity, trading financing, international settlement, international financing and value-added services, among others, personal banking businesses, including personal deposit, loan, bank card services, private bank services, foreign exchange trading and gold trading services, among others, and capital business.

CM is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of Stock Exchange. China Mobile Group is a leading telecommunications services provider in mainland China.

BOC is a company incorporated in Hong Kong with limited liability and its shares are listed on the Main Board of the Stock Exchange. The principal activities of BOC and its subsidiaries are the provision of banking and related financial services.

CLP is a company listed on the Hong Kong Stock Exchange, is the holding company for the CLP Group, one of the largest investor-owned power businesses in Asia Pacific. Through CLP Power Hong Kong Limited, it operates a vertically-integrated electricity supply business providing a highly-reliable supply of electricity to 80% of Hong Kong's population.

Swire is a property developer, owner and operator of mixed-use, principally commercial properties in Hong Kong and Mainland China. The company founded and headquartered in Hong Kong in 1972, Swire is a major property developer in Hong Kong.

NWD is a Hong Kong-based company focused on property, hotels, infrastructure and services and department stores.

Ping An is a Chinese holding conglomerate whose subsidiaries mainly deal with insurance, banking, asset management, financial services, healthcare, auto services and smart city. The company was founded in 1988 and is headquartered in Shenzhen.

HKT is Hong Kong's premier telecommunications service provider and a leading innovator.

As at 30 September 2024, except the investment in HKEX constitutes 8.56% of the total assets of the Group, none of each individual underlying investment of the above mentioned investments constitutes 5% or above of the total assets of the Group.



MANAGEMENT DISCUSSION AND ANALYSIS

Foreign exchange risk

The Group mainly operates in Hong Kong and the majority of the operating transactions such as revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements as and if they arise. Therefore, the Group did not engaged in any derivative contracts to hedge its exposure to foreign exchange risk during the six months ended 30 September 2024.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

During the reporting period, the Group did not have any material acquisitions or disposals of subsidiaries or associated companies.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2024, the Group employed 1,578 employees in Hong Kong (30 September 2023: 1,885 employees). The decrease in the number of employees was mainly due to the final construction stage of the formwork works projects. Remuneration packages are reviewed based on their performance and experience of the employees and the prevailing industry practice. The Group may pay a discretionary bonus to its employees based on individual performance in recognition of their contribution and hard work. In addition to salary payments and discretionary bonuses, the Group also provides eligible staff other employment benefits such as provident fund and educational subsidies. The total remuneration cost recognised to profit or loss for the six months ended 30 September 2024 was approximately HK\$263.3 million when compared to approximately HK\$294.7 million for the six months ended 30 September 2023.

OTHER INFORMATION

CORPORATE GOVERNANCE

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuer (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions (the “**Securities Dealing Code**”) by the Directors and employees who, because of his office or employment in the Group, is likely to possess inside information of the Company. On specific enquiries made, all Directors of the Company have confirmed that they have complied with the required standard set out in the Model Code during the six months ended 30 September 2024.

Corporate Governance Practices

The Company has complied with all relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Listing Rules during the six months ended 30 September 2024.

The Company has adopted the code provisions (the “**Code Provision(s)**”) and certain recommended best practices contained in Part 2 – Principles of Good Corporate Governance, Code Provisions and Recommended Best Practices (the “**Corporate Governance Code**”) set out in Appendix 14 to the Listing Rules as the code of the Company. The Board also reviews and monitors the practices of the Company from time to time with an aim to maintain and improve the Company’s standards of corporate governance practices.

During the six months ended 30 September 2024, in the opinion of the Directors, the Company has complied with the applicable code provisions of the CG Code as set out in Appendix 14 to the Listing Rules.

Details of the Company’s corporate governance policies and practices had been discussed in the Company’s 2024 annual report.

AUDIT COMMITTEE

As at the date of this report, the Audit Committee consists of three Independent Non-executive Directors, namely, Mr. Lam Kai Yeung, Mr. Wong Yuk Lun, Alan and Mr. Lam Wai Hung. Mr. Lam Kai Yeung is the chairman of the Audit Committee.

The Audit Committee has approved and reviewed with the management of the Company the accounting principles and policies adopted by the Group, and the financial information of the Group and the interim results announcement of the Company for the six months ended 30 September 2024.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2024, interests and short positions in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) held by the Directors and chief executive of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code are as follows:

(i) Long position in the Shares

Name of Director	Capacity/Nature of interest	Number of Shares held/ Interested in	Approximate percentage of Company's issued share capital
Mr. Leung Chi Kit (" Mr. Leung ") (Notes 1 and 3)	Interest in controlled corporation Interest held jointly with other people	1,125,000,000	75%
Ms. Tso Yuk Ching (" Ms. Tso ") (Note 2)	Family interest	1,125,000,000	75%

Notes:

- Five Continental Enterprise Limited ("**Five Continental**") is legally interested in 1,125,000,000 Shares upon Listing. As 85% of the shareholding interest of Five Continental is owned by Mr. Leung, Mr. Leung is deemed to be interested in the Shares held by Five Continental under the SFO.
- Ms. Tso is the spouse of Mr. Leung. Accordingly, Ms. Tso is deemed to be interested in the Shares in which Mr. Leung has interest under the SFO.
- On 17 July 2018, Five Continental pledged 1,125,000,000 shares in favour of Kingston Finance Limited ("**Kingston**"), an independent third party, as a security of a loan granted to Five Continental in the amount of HK\$500,000,000.

(ii) Long position in Five Continental, an associated corporation of the Company

Name of Director	Capacity/Nature	Percentage of shareholding
Mr. Leung	Beneficial owner (Note)	85%
Ms. Tso	Family interest (Note)	85%

Note: Mr. Leung is the spouse of Ms. Tso. Accordingly, Ms. Tso is deemed to be interested in the Shares in which Mr. Leung has interest under the SFO.

OTHER INFORMATION

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

So far as is known to the Directors and taking no account any Shares which may be issued upon exercise of any options which may be granted under the Scheme, the following persons (not being a Director or chief executive of the Company) have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

Name	Capacity/Nature of Interest	Number of Shares/Underlying Shares held	Percentage of Company's issued share capital
Mr. Chow Siu Yu (<i>Note 1</i>)	Interest in controlled corporation. Interest held jointly with other people.	1,125,000,000	75%
Five Continental (<i>Notes 2 and 3</i>)	Beneficial owner. Interest held jointly with other people.	1,125,000,000	75%
Ample Cheer Limited ("Ample Cheer") (<i>Note 4</i>)	Interest in controlled corporation	1,125,000,000	75%
Best Forth Limited ("Best Forth") (<i>Note 4</i>)	Interest in controlled corporation	1,125,000,000	75%
Chu Yuet Wah ("Mrs. Chu") (<i>Note 4</i>)	Interest in controlled corporation	1,125,000,000	75%
Kingston (<i>Note 4</i>)	Interest in controlled corporation	1,125,000,000	75%

Notes:

- On 5 August 2016, Mr. Leung, Ms. Tso and Mr. Chow Siu Yu ("Mr. Chow") entered into a Concert Parties Confirmatory Deed (as defined in the Prospectus dated 31 May 2017) to acknowledge and confirm, among other things, that they are parties acting in concert in respect of (i) Leung Pui Form Mould & Engineering Co., Limited ("Leung Pui") and Ho Yip Construction Company Limited ("Ho Yip") since the incorporation of Leung Pui and Ho Yip and (ii) each of the members of our Group upon the Listing Date and will continue so as of and after the date of the Concert Parties Confirmatory Deed. As such, pursuant to the parties acting in concert arrangement, each of Mr. Leung, Ms. Tso and Mr. Chow is deemed to be interested in 75% of the issued share capital of our Company.
- Five Continental is owned as to 85% by Mr. Leung and 15% by Mr. Chow, who is the uncle of the Executive Director Mr. Chow Dik Cheung. As Ms. Tso is the spouse of Mr. Leung, Ms. Tso is deemed to be interested in the shares of Five Continental held by Mr. Leung. Accordingly, Ms. Tso is deemed to be interested in the Shares held by Five Continental under the SFO.
- On 17 July 2018, Five Continental pledged 1,125,000,000 Shares in favour of Kingston, an independent third party, as a security of a loan granted to Five Continental in the amount of HK\$500,000,000.
- Based on the notices of disclosure of interest filed by Ample Cheer, Best Forth, Mrs. Chu and Kingston on 17 July 2018, Mrs. Chu, Ample Cheer and Best Forth are deemed to be interested in 1,125,000,000 shares of the Company in which Kingston has an interest.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the six months ended 30 September 2024.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "**Share Option Scheme**") on 23 May 2017. The principal terms of the Share Option Scheme are summarised in Appendix V to the Prospectus. The Share Option Scheme is an incentive scheme established to recognise and motivate the contributions that employees (full-time and part-time), Directors, suppliers, customers, advisers or service providers of the Group have made or may make to the Group. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption on 23 May 2017, and there is no outstanding share option as at 30 September 2024.

SUBSEQUENT EVENT AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Group after 30 September 2024 and up to the date of this report.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2024

		Six months ended 30 September 2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
	Notes		
Revenue	3	432,088	543,918
Direct costs		(430,592)	(533,895)
Gross profit		1,496	10,023
Other income/(losses), net	5	19,759	(4,449)
Impairment losses under expected credit loss model, net of reversal	6	(1,100)	(1,147)
Administrative expenses		(9,278)	(9,497)
Finance costs	7	(1,424)	(1,482)
Profit/(Loss) before tax		9,453	(6,552)
Income tax expense	8	–	–
Profit/(Loss) and total comprehensive income/(expense) for the period	9	9,453	(6,552)
Profit/(Loss) and total comprehensive income/(expense) for the period attributable to owners of the Company		9,453	(6,552)
Earnings/(Loss) per share – Basic and diluted (HK cents)	11	0.63	(0.44)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

		As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
	Notes		
Non-current assets			
Property, plant and equipment		23,083	26,835
Right-of-use assets		1,701	2,607
		24,784	29,442
Current assets			
Trade and other receivables	13	62,275	50,679
Contract assets	14	137,441	183,849
Financial assets at fair value through profit or loss	12	66,321	50,595
Tax recoverable		6	6
Cash and cash equivalents		90,210	169,308
		356,253	454,437
Total assets		381,037	483,879
Current liabilities			
Trade and other payables	15	53,310	163,786
Contract liabilities	16	44,851	44,451
Amount due to a related company	17	149,459	150,523
Amount due to a director	18	–	198
Lease liabilities	19	561	1,270
		248,181	360,228
Net current assets		108,072	94,209
Total assets less current liabilities		132,856	123,651
Non-current liabilities			
Lease liabilities	19	1,102	1,350
Net assets		131,754	122,301
Capital and reserves			
Share capital	20	15,000	15,000
Reserves		116,754	107,301
Total equity		131,754	122,301

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2024

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (Note)	Retained profits HK\$'000	Total HK\$'000
As at 1 April 2023 (audited)	15,000	75,694	140	75,277	166,111
Loss and total comprehensive expense for the period	–	–	–	(6,552)	(6,552)
As at 30 September 2023 (unaudited)	15,000	75,694	140	68,725	159,559
As at 1 April 2024 (audited)	15,000	75,694	140	31,467	122,301
Profit and total comprehensive income for the period	–	–	–	9,453	9,453
As at 30 September 2024 (unaudited)	15,000	75,694	140	40,920	131,754

Note: Other reserve represents the difference between the nominal value of the aggregate share capital of the subsidiaries acquired upon the group reorganisation and the consideration paid for the acquisition.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2024

	Six months ended 30 September 2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
Net cash used in operating activities	(79,074)	(20,726)
Net cash generated from/(used in) investing activities	3,620	(4,935)
Net cash used in financing activities	(3,644)	(1,730)
Net decrease in cash and cash equivalents	(79,098)	(27,391)
Cash and cash equivalents at the beginning of the period	169,308	150,451
Cash and cash equivalents at the end of the period	90,210	123,060
Represented by:		
Bank balances and cash	22,782	59,668
Cash held by securities broker	67,428	63,392
	90,210	123,060

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

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

Other than changes in accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those presented in the Group's annual financial statements for the year ended 31 March 2024.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 April 2024 for the preparation of the Group's condensed consolidated financial statements.

Amendments to HKFRS 16

Amendments to HKAS 1

Amendments to HKAS 1

Amendments to HKAS 7 and HKFRS 7

Lease Liability in a Sale and Leaseback

Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

Non-current Liabilities with Covenants

Supplier Finance Arrangements

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

3. REVENUE

Disaggregation of revenue from contracts with customers

	Six months ended 30 September 2024 (Unaudited) HK\$'000		2023 (Unaudited) HK\$'000
Type of service			
Formwork works	432,088		543,918
Geographical market			
Hong Kong	432,088		543,918
Timing of revenue recognition			
Over time	432,088		543,918

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

4. SEGMENT INFORMATION

The Group's reportable and operating segments are as follows:

1. Formwork works – Provision of formwork works and related ancillary works
2. Building construction works – Provision of building construction works
3. Trading and investment business – Investing in financial instruments

Segment revenue and results

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

Six months ended 30 September 2024 (unaudited)

	Formwork works HK\$'000	Building construction works HK\$'000	Trading and investment business HK\$'000	Total HK\$'000
Revenue				
External sales and segment revenue	432,088	–	–	432,088
Segment (loss)/profit	(4,498)	–	19,324	14,826
Unallocated income				291
Unallocated expenses				(4,240)
Finance costs				(1,424)
Profit before tax				9,453

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

4. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Six months ended 30 September 2023 (unaudited)

	Formwork works HK\$'000	Building construction works HK\$'000	Trading and investment business HK\$'000	Total HK\$'000
Revenue				
External sales and segment revenue	543,918	–	–	543,918
Segment profit/(loss)	4,481	–	(5,549)	(1,068)
Unallocated income				222
Unallocated expenses				(4,224)
Finance costs				(1,482)
Loss before tax				(6,552)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/loss represents the profit earned by/loss from each segment without allocation of interest income, central administration costs and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

There were no sales transactions between the operating segments.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

4. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment.

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Segment assets		
Formwork works	224,431	263,815
Building construction works	–	–
Trading and investment business	133,749	114,424
Total segment assets	358,180	378,239
Unallocated	22,857	105,640
Consolidated assets	381,037	483,879
Segment liabilities		
Formwork works	98,420	209,585
Building construction works	4	8
Trading and investment business	10	20
Total segment liabilities	98,434	209,613
Unallocated	150,849	151,965
Consolidated liabilities	249,283	361,578

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain cash and cash equivalents, tax recoverable and unallocated corporate assets.
- all liabilities are allocated to operating segments other than amount due to a related company, amount due to a director and unallocated corporate liabilities.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

5. OTHER INCOME/(LOSSES), NET

	Six months ended 30 September	
	2024	2023
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Fair value changes on financial assets at fair value through profit or loss	15,726	(8,856)
Interest income from cash and cash equivalents	1,773	1,673
Dividends from financial assets at fair value through profit or loss	2,201	1,941
Sundry income	58	796
Net foreign exchange gain/(loss)	1	(3)
	19,759	(4,449)

6. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	Six months ended 30 September	
	2024	2023
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Impairment losses (recognised)/reversed on:		
Trade receivables	(3,519)	(808)
Other receivables	1,569	189
Contract assets	850	(528)
	(1,100)	(1,147)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

7. FINANCE COSTS

	Six months ended 30 September 2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
Interest expenses on:		
Lease liabilities	74	109
Amount due to a related company	1,350	1,373
	1,424	1,482

8. INCOME TAX

No provision for Hong Kong Profits Tax has been made in the condensed consolidated interim financial statements for the six months ended 30 September 2024 as the Company and its subsidiaries either had available losses brought forward from prior years to offset the assessable profits generated or did not generate any assessable profits arising in Hong Kong during the respective periods.

9. PROFIT/(LOSS) FOR THE PERIOD

Profit/(Loss) for the period has been arrived at after charging:

	Six months ended 30 September 2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
Depreciation of property, plant and equipment	4,036	5,897
Depreciation of right-of-use assets	906	1,380
Loss on disposal of property, plant and equipment	70	–
Staff costs (including directors' emoluments)	263,309	294,742
Expense relating to:		
Short-term leases	15,382	8,020

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

10. DIVIDENDS

No dividends were paid, declared or proposed during the interim period. The directors have determined that no dividend will be paid in respect of the interim period (30 September 2023: nil).

11. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per share attributable to the owners of the Company is based on the following data:

	Six months ended 30 September 2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
Profit/(Loss) for the period attributable to owners of the Company	9,453	(6,552)

	Six months ended 30 September 2024 (Unaudited)	2023 (Unaudited)
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Number of shares

Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share

	1,500,000,000	1,500,000,000
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The diluted earnings/(loss) per share is equal to the basic earnings/(loss) per share as the Company has no dilutive potential ordinary shares in issue during the periods ended 30 September 2024 and 2023.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Financial assets		
Equity securities listed in Hong Kong (Note)	66,321	50,595

Note:

The fair value of listed equity securities are determined based on the quoted market prices at the end of the reporting periods.

Financial assets at fair value through profit or loss are denominated in HK\$.

13. TRADE AND OTHER RECEIVABLES

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Trade receivables	59,827	41,111
Less: Allowance for credit losses	(10,334)	(6,815)
	49,493	34,296
Deposits and other receivables	13,811	18,224
Less: Allowance for credit losses	(1,146)	(1,996)
	12,665	16,228
Prepayments	117	155
	62,275	50,679

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

13. TRADE AND OTHER RECEIVABLES (Continued)

The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customer is considered on a case-by-case basis and stipulated in the project contract, as appropriate. The following is an aging analysis of the Group's trade receivables net of allowance for credit losses at the end of the reporting period, presented based on the progress payment certificate date:

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
0–30 days	5,962	2,467
31–60 days	40,248	30,377
61–90 days	2,133	704
Over 90 days	1,050	748
	49,393	34,296

14. CONTRACT ASSETS

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Unbilled revenue (Note (a))	84,709	153,842
Retention money receivables (Note (b))	85,349	64,194
	170,058	218,036
Less: Allowance for credit losses	(32,617)	(34,187)
	137,441	183,849

Notes:

- (a) Unbilled revenue included in contract assets represents the Group's right to receive consideration for work completed and not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group and the work is pending for the certification. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.
- (b) Retention money receivables included in contract assets represents the Group's right to receive consideration for work performed because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

15. TRADE AND OTHER PAYABLES

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Trade payables	16,382	39,120
Accruals and other payables		
– Accrued salaries	19,032	70,483
– Accrued sub-contracting fee	9,712	28,448
– Others	8,184	25,735
	53,310	163,786

The following is an aging analysis of the Group's trade payables at the end of the reporting period, presented based on the invoice date:

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
0–30 days	3,511	13,239
31–60 days	2,459	5,419
61–90 days	3,460	9,529
Over 90 days	6,952	10,933
	16,382	39,120

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

16. CONTRACT LIABILITIES

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Advances from customers	44,851	44,451

When the Group receives advances from customers before the construction activity commences, this will give rise to contract liabilities, until the revenue recognised on the relevant contract exceeds the amount of the advances from customers.

17. AMOUNT DUE TO A RELATED COMPANY

The amount represents a balance due to Century Bond Limited ("**Century Bond**"), a company controlled by Mr. Leung Chi Kit, a director of the Company. The amount due to a related company is non-trade nature, unsecured, interest-bearing at 2% per annum and repayable on demand.

18. AMOUNT DUE TO A DIRECTOR

The amount due to a director is non-trade nature, unsecured, interest-free and repayable on demand.

19. LEASE LIABILITIES

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Lease liabilities payable:		
Within one year	561	1,270
More than one year, but not more than two years	526	506
More than two years, but not more than five years	576	844
	1,663	2,620
Less: Amount due for settlement with 12 months shown under current liabilities	(561)	(1,270)
Amount due for settlement after 12 months shown under non-current liabilities	1,102	1,350

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

20. SHARE CAPITAL

	Number of shares '000	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 April 2023, 30 September 2023, 1 April 2024 and 30 September 2024 (unaudited)	3,120,000	31,200
Issued and fully paid:		
At 1 April 2023, 30 September 2023, 1 April 2024 and 30 September 2024 (unaudited)	1,500,000	15,000

21. CONNECTED AND RELATED PARTY TRANSACTIONS

(a) Transactions with connected or related parties

During the current interim period, the Group entered into the following significant transactions with connected or related parties:

Name of connected/ related party	Nature of transaction	Six months ended 30 September	
		2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
King Fu	Purchases of tools and materials	–	2,985
Five Dragons Properties Limited	Interest expense on lease liabilities	–	9
	Expenses relating to short-term leases	212	–
Queenluck Limited	Interest expense on lease liabilities	4	11
Century Bond	Interest expense	1,350	1,373

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

21. CONNECTED AND RELATED PARTY TRANSACTIONS *(Continued)*

(b) Outstanding balances with connected or related parties

Details of outstanding balances with the connected or related parties of the Group at the end of the reporting period are set out in notes 15, 17, 18 and 19.

(c) Compensation to key management personnel

Compensation to key management personnel of the Group which represents directors of the Company, during the period are as follows:

	Six months ended 30 September	
	2024	2023
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Short-term benefits	3,394	3,278
Post-employment benefits	26	38
	3,420	3,316