

Shun Wo Group Holdings Limited

讯和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 1591

2025

INTERIM REPORT



Contents

Corporate Information	2
Management Discussion and Analysis	3
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	6
Condensed Consolidated Statement of Financial Position	7
Condensed Consolidated Statement of Changes in Equity	8
Condensed Consolidated Statement of Cash Flows	9
Notes to the Condensed Consolidated Financial Statements	10
Corporate Governance/Other Information	19



Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Yan Hung (*Chairman*)
Mr. Wong Tony Yee Pong (*Chief executive officer*)
Mr. Lai Kwok Fai (*Chief operating officer*) (*resigned on 27 October 2025*)
Ms. To Kit Man
Ms. Wong Nga Ling Kitty

Independent Non-Executive Directors

Mr. Law Ka Ho
Mr. Leung Wai Lim
Mr. Tam Wai Tak Victor

AUDIT COMMITTEE

Mr. Tam Wai Tak Victor (*Chairman*)
Mr. Law Ka Ho
Mr. Leung Wai Lim

REMUNERATION COMMITTEE

Mr. Law Ka Ho (*Chairman*)
Mr. Leung Wai Lim
Mr. Wong Tony Yee Pong

NOMINATION COMMITTEE

Mr. Wong Yan Hung (*Chairman*)
Mr. Law Ka Ho
Mr. Leung Wai Lim
Mr. Tam Wai Tak Victor
Ms. Wong Nga Ling Kitty

COMPANY SECRETARY

Ms. To Kit Man

AUTHORISED REPRESENTATIVES

Mr. Wong Tony Yee Pong
Ms. To Kit Man

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat A, 7th Floor
Sai Wan Ho Plaza
68 Shaukeiwan Road
Hong Kong

LEGAL ADVISER

David Fong & Co.
Solicitors, Hong Kong
Unit A, 12/F
China Overseas Building
139 Hennessy Road
Wan Chai
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F, Gloucester Tower
The Landmark
11 Pedder Street, Central
Hong Kong

PRINCIPAL BANK

Bank of China (Hong Kong) Limited

COMPANY'S WEBSITE

www.swgrph.com

STOCK CODE

1591

Management Discussion and Analysis

BUSINESS REVIEW AND OUTLOOK

The Group has more than 20 years history in Hong Kong foundation industry, specialising in excavation and lateral support works, socketed H-piling and mini-piling works and pile caps construction works. Hop Kee Construction Company Limited ("Hop Kee"), the principal operating subsidiary, is registered under the Buildings Ordinance as a Registered Specialist Contractor under the sub-register of "Foundation Works" and "Site Formation Works" category since December 2009.

As at 30 September 2025, the Group had a total of 11 ongoing projects (including projects that have commenced but not completed as well as projects that have been awarded but not yet commenced) undertaken with the original contract sum of these projects are approximately HK\$227.8 million.

It was an unprecedentedly challenging financial period for the Group. The positive impact from the increase in the Group's revenue of approximately HK\$14.7 million as compared with the corresponding period in 2024 was wholly offset by the increase of direct costs of approximately HK\$15.8 million. The increase in direct costs was due to (i) the extra costs in water pumping, site clearance and recovery of previous work done that were incurred by inclement weather and tropical cyclone; (ii) additional costs for suspension of certain foundation projects by the developers; and (iii) other unforeseen and uncontrollable difficulties of some foundation projects. The completion of a construction project management led to a decrease in income of approximately HK\$1.6 million as compared with the corresponding period in 2024, and a decrease in interest income of approximately HK\$1.1 million as compared with the corresponding period in 2024, which further deepened the loss for the Period. Furthermore, the administrative and operating expenses were sharply increased by approximately HK\$6.5 million, which was mainly attributable to a provision of a service recognition bonus to a departing director in appreciation of his years of service and the increase in staff costs and benefits. Consequently, the Group recorded a loss of approximately HK\$16.3 million in the Period as compared to approximately HK\$5.1 million for the corresponding period in 2024.

In the coming second half of the year, the Group will continue to take part in tenders for projects from various developers actively in order to overcome the vigorous competition among the market players and prolonged property market downturn. In light of these unfavorable market factors, the management team will adopt a pricing strategy with its agility and enforce stringent cost control measures to improve the operational efficiency. Concurrently, the Group faces the pressure from suppliers to repay earlier within credit terms and the developers' delay of settlement of interim work done and release of retention monies. The directors will adjust the Group's treasury policy so as to maintain a healthy cash position to ensure workers are paid on time and have sufficient cash on hand to take up more projects. To cope with the challenging operating environment, the directors will consider different financing methods so as to strengthen the Group's competitiveness and maintain healthy financial structure.

FINANCIAL REVIEW

Revenue

For the Period, the revenue of the Group has increased by approximately HK\$14.7 million, or approximately 22.9% compared to the corresponding period in 2024, from approximately HK\$64.0 million to approximately HK\$78.7 million. The steady growth in revenue was primarily due to the recognition of income stream from the foundation projects awarded in year 2024.

Gross Profit and Gross Profit Margin

For the Period, the gross profit of the Group has decreased by approximately HK\$1.1 million compared to the corresponding period in 2024, from approximately HK\$5.0 million to approximately HK\$3.9 million. The gross profit margin has dropped by 2.9 percentage points to approximately 5.0% compared to the corresponding period in 2024 of approximately 7.9%. The fall in gross profit margin is mainly attributable to the extra costs that were incurred by inclement weather and unforeseen and uncontrollable difficulties.

Other income and other gains

For the Period, the other income and other gains have decreased by approximately HK\$2.6 million compared to the corresponding period in 2024, from approximately HK\$4.9 million to approximately HK\$2.3 million. The decrease in other income and other gains during the Period is mainly due to the completion of a construction project management and lower interest income earned on bank deposits as a result of a decrease in the interest rate.

Management Discussion and Analysis

Administrative and other operating expenses

For the Period, the administrative and other operating expenses were sharply increased by approximately HK\$6.5 million as compared to the corresponding period in 2024. The increase was mainly due to a provision of a service recognition bonus in appreciation to a departing director in appreciation of his years service and an increase in staff cost and benefits.

Impairment losses on financial assets and contract assets

For the Period, the Group recorded impairment losses on financial assets and contract assets of approximately HK\$5.2 million as compared to impairment losses approximately HK\$4.0 million for the corresponding period in 2024. This is a result of an increase in expected credit loss on trade receivables and contract assets.

Income tax expense

The Group has no provision of Hong Kong Profits Tax expense made for the both periods whereas a deferred tax expense of approximately HK\$0.2 million was recorded for a wholly-owned subsidiary of the Group in the corresponding period in 2024.

Net loss

As a result of the aforesaid, the Group reported a net loss of approximately HK\$16.3 million compared to approximately HK\$5.1 million for the corresponding period in 2024.

LIQUIDITY, FINANCIAL POSITION AND CAPITAL STRUCTURE

During the Period, there has been no change in capital structure of the Group.

As at 30 September 2025, the Group had total bank balances deposit of approximately HK\$69.8 million (31 March 2025: approximately HK\$85.2 million).

As at 30 September 2025, the Group had current lease liability of approximately HK\$0.4 million (31 March 2025: current and non-current lease liabilities of approximately HK\$0.5 million and HK\$0.2 million).

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements at all times.

GEARING RATIO

As at 30 September 2025, the gearing ratio (calculated as total borrowings (which included lease liabilities) divided by the total equity) was 0.31% (31 March 2025: 0.43%).

PLEDGE OF ASSETS

As at 30 September 2025, the Group had approximately HK\$12.2 million of bank deposits being pledged to secure the banking facilities granted to the Group (31 March 2025: approximately HK\$7.2 million).

Management Discussion and Analysis

EXPOSURE TO FOREIGN EXCHANGE RATE RISKS

As at 30 September 2025, the Group had approximately HK\$20.2 million bank deposits denominated in United States dollar (31 March 2025: approximately HK\$19.4 million). Since Hong Kong dollar is pegged to United States dollar, the Group's exposure to the currency risk of United States dollar is not material.

Save as disclosed above, the Group only operates in Hong Kong and all of the revenue and transactions arising from its operations were settled in Hong Kong dollar, the Directors are of the view that the Group's foreign exchange rate risks are minimal. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange rate risk for the Period.

CAPITAL EXPENDITURE

During the Period, the Group invested approximately HK\$4.2 million in the purchase of property, plant and equipment. All these capital expenditures were financed by internal resources (30 September 2024: approximately HK\$6.8 million).

SURETY BONDS AND CONTINGENT LIABILITIES

Certain customers of construction contracts undertaken by the Group require the Group entity to issue guarantees for the performance of contracts in the form of surety bonds secured by pledged bank deposits or a corporate indemnity issued by insurance companies secured by pledged deposits.

As at 30 September 2025, the Group has outstanding surety bonds of approximately HK\$18.4 million (31 March 2025: approximately HK\$18.4 million). The surety bonds will be released upon the completion of the contracting works.

Saved as disclosed above, as at 30 September 2025, the Group did not have any other material contingent liabilities.

MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

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

SIGNIFICANT INVESTMENT

During the Period, the Group had no significant investment.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as otherwise disclosed in this report, the Group does not have any other plans for material investments or capital assets.

INTERIM DIVIDEND

The Board has resolved not to recommend the declaration of any interim dividend for the Period.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2025, the Group employed a total of 58 full-time employees (including executive Directors) as compared to a total of 59 full-time employees as at 31 March 2025. Remuneration is determined with reference to the market terms and the performance, qualifications and experience of the individual employee. In addition to basic salary, performance-linked bonus is offered to those staff with special contributions to the Group, in order to attract and retain capable employees. The total remuneration cost incurred by the Group for the Period was approximately HK\$23.1 million compared to approximately HK\$15.4 million for the corresponding period in 2024.

EVENTS AFTER THE PERIOD

There is no important event affecting the Group after the Period 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 2025

	Notes	For the six months ended 30 September	
		2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue	4	78,730 (74,812)	64,040 (59,008)
Direct costs			
Gross profit		3,918 2,266 (17,235) (5,205)	5,032 4,857 (10,747) (4,030)
Other income and other gains	4		
Administrative and other operating expenses			
Impairment losses on financial assets and contract assets, net			
Loss from operation		(16,256) (15)	(4,888) (9)
Finance cost			
Loss before income tax	5	(16,271)	(4,897)
Income tax expense	6	—	(180)
Loss and total comprehensive expense for the period attributable to owners of the Company		(16,271)	(5,077)
Loss per share attributable to owners of the Company			
— Basic and diluted loss per share (HK cents)	7	(4.07)	(1.27)



Condensed Consolidated Statement of Financial Position

AS AT 30 SEPTEMBER 2025

Notes	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)	
ASSETS			
Non-current assets			
Property, plant and equipment	9	16,273	
Right-of-use assets		359	
Deferred tax assets		211	
		16,843	
		16,530	
Current assets			
Contract assets	10	29,565	
Trade and other receivables	11	52,417	
Pledged bank deposits	12	12,239	
Bank balances and cash	13	69,817	
		164,038	
		186,882	
Total assets		180,881	
		203,412	
EQUITY			
Equity attributable to owners of the Company			
Capital and reserves			
Share capital	14	40,000	
Reserves		83,749	
		123,749	
		140,020	
LIABILITIES			
Current liabilities			
Trade and other payables	15	35,449	
Deferred income		560	
Lease liability		385	
Contract liabilities		18,918	
		55,312	
		62,416	
NON-CURRENT LIABILITIES			
Deferred income		1,820	
Lease liability		–	
		1,820	
		976	
Total liabilities		57,132	
		63,392	
Total equity and liabilities		180,881	
Net current assets		108,726	
Net assets		123,749	
		140,020	



Condensed Consolidated Statement of Changes in Equity

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
Balance as at 31 March 2025 (Audited)	40,000	56,625	198	43,197	140,020
Loss and total comprehensive expense for the period	–	–	–	(16,271)	(16,271)
Balance as at 30 September 2025 (Unaudited)	40,000	56,625	198	26,926	123,749
Balance as at 31 March 2024 (Audited)	40,000	56,625	198	48,890	145,713
Loss and total comprehensive expense for the period	–	–	–	(5,077)	(5,077)
Balance as at 30 September 2024 (Unaudited)	40,000	56,625	198	43,813	140,636

Condensed Consolidated Statement of Cash Flows

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	For the six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Cash flows from operating activities and net cash used in operating activities	(6,809)	(5,670)
Cash flows from investing activities		
Interest received	859	1,397
Increase in pledged bank deposits	(5,079)	(88)
Purchases of property, plant and equipment	(4,172)	(6,782)
Proceeds from disposal of property, plant and equipment	13	–
Net cash used in investing activities	(8,379)	(5,473)
Cash flows from financing activities		
Payment of lease liability	(222)	(79)
Interest paid	(15)	–
Net cash used in financing activities	(237)	(79)
Net decrease in cash and cash equivalents	(15,425)	(11,222)
Cash and cash equivalents at the beginning of period	85,242	93,395
Cash and cash equivalents at the end of period	69,817	82,173
Analysis of cash and cash equivalents		
Pledged bank deposits and bank balances and cash	82,056	88,721
Less: pledged bank deposits	(12,239)	(6,548)
Cash and cash equivalents	69,817	82,173



Notes to the Condensed Consolidated Financial Statements

1. GENERAL INFORMATION

The Company is an investment holding company. The Group is principally engaged in undertaking foundation works in Hong Kong.

The Company was incorporated in the Cayman Islands on 3 May 2016 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares (the "Shares") were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with effect from 28 September 2016.

As at 30 September 2025, its parent and ultimate holding company is May City Holdings Limited ("May City"), a company incorporated in the British Virgin Islands (the "BVI") and owned as to 40% by Mr. Wong Yan Hung ("Mr. YH Wong"), 30% by Mr. Wong Tony Yee Pong ("Mr. Tony Wong") and 30% by Mr. Lai Kwok Fai ("Mr. Lai"). On 23 October 2025, Mr. YH Wong and Mr. Lai have entered into a sale and purchase agreement, pursuant to which Mr. YH Wong agrees to purchase and Mr. Lai agrees to sell the 30% shareholding interest legally and beneficially held by Mr. Lai in May City at a consideration of HK\$12,000,000 (the "Share Transfer"). The Share Transfer was completed on 27 October 2025.

The address of the registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the principal place of business of the Company is Flat A, 7th Floor, Sai Wan Ho Plaza, 68 Shaukeiwan Road, Hong Kong.

The unaudited interim results for the Period have been reviewed by the Company's audit committee.

2. BASIS OF PREPARATION

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

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis and presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

Other than additional accounting policies resulting from application of amendments to HKFRS Accounting Standards as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2025 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2025.

3.1 Application of amendments to HKFRS Accounting Standards

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

Amendments to HKAS 21

Lack of Exchangeability

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

Notes to the Condensed Consolidated Financial Statements

4. REVENUE, OTHER INCOME AND OTHER GAINS AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents construction contract receipts in the ordinary course of business. Revenue, other income and other gains recognised during the respective periods are as follows:

	For the six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue		
Main contracting	44,876	47,937
Sub-contracting	33,854	16,103
	78,730	64,040
Other income and other gains		
Project management fee	808	2,439
Interest income	859	1,983
Gain on disposal of property, plant and equipment	13	–
Government grants		
— Amortisation of deferred income (Note)	280	–
Others	306	435
	2,266	4,857

Note:

During the six months ended 30 September 2025, the Group recognised government grants of HK\$280,000 (30 September 2024: Nil) relating to the purchase of machinery in respect of the Construction Innovation and Technology Fund supported by the Hong Kong Government. All grants are recognised when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Disaggregation of revenue from contracts with customers

	For the six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Timing of revenue recognition		
Over-time	78,730	64,040
Types of goods and services		
Foundation work services	78,730	64,040

Segment information

The chief operating decision-maker has been identified as the Board. The Board regards the Group's business as a single operating segment and reviews condensed consolidated financial information accordingly. Also, the Group only engages its business in Hong Kong and all the non-current assets of the Group are located in Hong Kong. Therefore, no segment and geographical information is presented.

Notes to the Condensed Consolidated Financial Statements

5. LOSS BEFORE INCOME TAX

	For the six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Included in direct costs:		
Depreciation of property, plant and equipment	2,630	2,560
Staff costs	11,451	9,962
Expense relating to short-term leases not included in the measurement of lease liabilities	262	196
Included in administrative and other operating expenses:		
Depreciation of property, plant and equipment	987	910
Depreciation of right-of-use assets	242	92
Expense relating to short-term leases not included in the measurement of lease liabilities	1,557	1,498
Staff costs, including directors' emoluments	11,673	5,431

6. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax was made since the Group had no assessable profit during the six months ended 30 September 2025 and 2024.

	For the six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Current income tax		
— Hong Kong Profits Tax	—	—
Deferred tax	—	180
	<hr/>	<hr/>
	—	180

Notes to the Condensed Consolidated Financial Statements

7. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following data:

	For the six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Loss		
Loss for the purposes of basic and diluted loss per share:		
Loss for the period attributable to owners of the Company	(16,271)	(5,077)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share (in thousand)	400,000	400,000
Basic loss per share (HK cents)	(4.07)	(1.27)

Note:

The diluted loss per share were the same as the basic loss per share as there were no dilutive potential ordinary shares in issue during the relevant periods.

8. DIVIDENDS

No interim dividend was proposed by the Board for the Period (30 September 2024: Nil).

9. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group invested approximately HK\$4,172,000 in the purchase of property, plant and equipment (30 September 2024: approximately HK\$6,782,000).

Notes to the Condensed Consolidated Financial Statements

10. CONTRACT ASSETS

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Contract assets	39,994	44,139
Less: allowance for credit losses	(10,429)	(5,240)
	29,565	38,899

Notes:

- (a) Contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on factors other than passage of time. The amounts represent the Group's rights to considerations from customers for foundation work services, which arise when: (i) the Group has completed the relevant construction works under such contracts and pending certification by the customers; or (ii) the customers withhold certain amounts payable to the Group as retention money to secure the due performance of the contracts for the defect liability period after completion of the relevant works. The contract assets are transferred to trade receivables when the rights become unconditional.
- (b) The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.
- (c) The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for contract assets. To measure the expected credit losses, contract assets have been grouped based on same credit risk characteristics.

11. TRADE AND OTHER RECEIVABLES

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Trade receivables	32,633	37,018
Less: allowance for credit losses	(5,644)	(5,628)
	26,989	31,390
Other receivables, deposits and prepayments	25,428	24,191
	52,417	55,581

Notes to the Condensed Consolidated Financial Statements

11. TRADE AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (a) The credit period granted to customers ranges from 30 days to 45 days (31 March 2025: 21 days to 45 days) generally. Trade receivables are denominated in HK\$.
- (b) The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for trade receivables. To measure the expected credit losses, these receivables have been grouped based on same credit risk characteristics.
- (c) The ageing analysis of the trade receivables, net of allowance for credit losses based on date of payment certificates issued by customers or invoice date, whichever is applicable, are as follows:

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
0–30 days	15,012	17,124
31–60 days	10,616	8,855
61–90 days	1,361	–
Over 90 days	–	5,411
	26,989	31,390

12. PLEDGED BANK DEPOSITS

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Pledged bank deposits	12,239	7,160

13. BANK BALANCES AND CASH

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Cash at banks	9,584	15,794
Bank deposits	60,233	69,448
Bank balances and cash	69,817	85,242

Notes to the Condensed Consolidated Financial Statements

14. SHARE CAPITAL

	Number of ordinary shares	Amount HK\$'000
Authorised:		
Ordinary shares of HK\$0.10 each		
As at 31 March 2025 (Audited) and 30 September 2025 (Unaudited)	1,000,000,000	100,000
Issued and fully paid:		
Ordinary shares of HK\$0.10 each		
As at 31 March 2025 (Audited) and 30 September 2025 (Unaudited)	400,000,000	40,000

15. TRADE AND OTHER PAYABLES

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Trade payables	7,716	23,097
Retention payables	9,892	11,092
Accruals and other payables	17,841	9,845
35,449		44,034

Notes:

(a) Payment terms granted by suppliers are generally within 2 months.

The ageing analysis of trade payables based on the invoice date are as follows:

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
0–30 days	5,717	22,093
31–60 days	365	206
61–90 days	758	–
Over 90 days	876	798
	7,716	23,097

(b) All trade and other payables are denominated in HK\$.



Notes to the Condensed Consolidated Financial Statements

16. RELATED PARTIES TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in making financial or operational decisions. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

(a) The Directors are of the view that the following companies that had transactions with the Group are related parties:

Name	Relationship with the Group
Hop Kee Development Co., Limited	A related company owned by Mr. YH Wong and Ms. Choi Mei Chu, the spouse of Mr. YH Wong and the mother of Mr. Tony Wong, as to 50% and 50% respectively. (Note)
Shun Tai Holdings Limited	A related company owned by Mr. YH Wong, Mr. Tony Wong and Mr. Lai as to 40%, 30% and 30% respectively.

Note:

Mr. Tony Wong transferred his 30% shareholding interest in Hop Kee Development Co., Limited to Ms. Choi Mei Chu on 27 June 2025.

(b) Transactions with related parties

	For the six months ended 30 September		2024 HK\$'000 (Unaudited)
	2025 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	
Rental of office premises, car park and warehouse paid to:			
Hop Kee Development Co., Limited	266	265	
Shun Tai Holdings Limited	1,202	1,202	

Note:

The rental expenses for office premises, car park and warehouse payable to the above related parties are based on the agreements entered into between the parties involved with lease term of 12 months.

(c) Compensation of key management personnel of the Group:

	For the six months ended 30 September		2024 HK\$'000 (Unaudited)
	2025 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	
Short-term employee benefits	9,568	3,125	
Post-employment benefits	18	9	
	9,586	3,134	



Notes to the Condensed Consolidated Financial Statements

17. CAPITAL COMMITMENTS

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:		
— Property, plant and equipment	—	1,155

18. SURETY BONDS AND CONTINGENT LIABILITIES

Certain customers of construction contracts undertaken by the Group require the Group entity to issue guarantees for the performance of contracts in the form of surety bonds secured by pledged bank deposits or a corporate indemnity issued by insurance companies secured by pledged deposits.

As at 30 September 2025, the Group has outstanding surety bonds of approximately HK\$18,416,000 (31 March 2025: approximately HK\$18,416,000). The surety bonds will be released upon completion of the contracting works.

Save as disclosed above, as at 30 September 2025, the Group did not have any other material contingent liabilities.

Corporate Governance/ Other Information

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND THE ASSOCIATED CORPORATIONS

As at 30 September 2025, the interests and short positions of the Directors or chief executives of the Company in the shares, underlying shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”)) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) in the Listing Rules, notified to the Company and the Stock Exchange, were as follows:

i. Long position in our shares

Name of Directors	Capacity/Nature	Number of shares held/interested in	Percentage of shareholding
Mr. Wong Yan Hung	Interest in a controlled corporation (Note)	204,000,000	51.0%
Mr. Wong Tony Yee Pong	Interest in a controlled corporation (Note)	204,000,000	51.0%
Mr. Lai Kwok Fai	Interest in a controlled corporation (Note)	204,000,000	51.0%

Note:

As at 30 September 2025, these 204,000,000 shares were held by May City Holdings Limited (“**May City**”), the entire issued share capital of which was owned as to 40% by Mr. Wong Yan Hung, 30% by Mr. Wong Tony Yee Pong and 30% by Mr. Lai Kwok Fai. Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai had a mutual understanding all along to jointly control the Group and thus they were presumed to be acting in concert (within the meaning of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”). Therefore, each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai was deemed, or taken to be, interested in all the shares held by May City for the purposes of the SFO. Each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai was a director of May City. Since 27 October 2025, Mr. Lai Kwok Fai ceased to have any interest in May City and thus ceased to have any deemed interest in the shares held by May City in the Company. For details, see the section “Change of Shareholding Structure of the Controlling Shareholder of the Company” below.

ii. Long position in the shares of associated corporation

Name of Directors	Name of associated corporation	Capacity/Nature	Number of shares held/interested in	Percentage of interest
Mr. Wong Yan Hung	May City	Beneficial interest	40	40.0%
Mr. Wong Tony Yee Pong	May City	Beneficial interest	30	30.0%
Mr. Lai Kwok Fai	May City	Beneficial interest	30	30.0%

Save as disclosed above, as at 30 September 2025, none of the Directors or chief executives had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the **Model Code**.

Corporate Governance/ Other Information

SUBSTANTIAL AND OTHER SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

To the best of the Company's knowledge, as at 30 September 2025, the following shareholders (not being a Directors or chief executives of the Company disclosed above) had interest in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or as otherwise notified to the Company:

Name	Capacity/Nature	Number of shares held/interested in	Percentage of interest
May City	Beneficial interest (Note 1)	204,000,000	51.0%
Ms. Choi Mei Chu	Interest of spouse (Note 2)	204,000,000	51.0%
Ms. Lee Pik Yu, Kenji	Interest of spouse (Note 3)	204,000,000	51.0%
Ms. Mak Kit Ling	Interest of spouse (Note 4)	204,000,000	51.0%
Kingkey Investment Fund SPC — Kingkey Global Equity I Fund SP	Beneficial interest	20,400,000	5.1%

Notes:

1. As at 30 September 2025, these 204,000,000 shares were held by May City, the entire issued share capital of which was owned as to 40% by Mr. Wong Yan Hung, 30% by Mr. Wong Tony Yee Pong and 30% by Mr. Lai Kwok Fai. Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai had a mutual understanding all along to jointly control the Group and thus they were presumed to be acting in concert (within the meaning of the Takeovers Code). Therefore, each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai was deemed, or taken to be, interested in all the shares held by May City for the purposes of the SFO. Each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai was a director of May City. Since 27 October 2025, Mr. Lai Kwok Fai ceased to have any interest in May City and thus ceased to have any deemed interest in the shares held by May City in the Company. For details, see the section "Change of Shareholding Structure of the Controlling Shareholder of the Company" below.
2. Ms. Choi Mei Chu is the spouse of Mr. Wong Yan Hung and is deemed or taken to be interested in all the shares in which Mr. Wong Yan Hung has, or is deemed to have, an interest for the purposes of the SFO.
3. Ms. Lee Pik Yu, Kenji is the spouse of Mr. Wong Tony Yee Pong and is deemed or taken to be interested in all the shares in which Mr. Wong Tony Yee Pong has, or is deemed to have, an interest for the purposes of the SFO.
4. As at 30 September 2025, Ms. Mak Kit Ling is the spouse of Mr. Lai Kwok Fai and was deemed or taken to be interested in all the shares in which Mr. Lai Kwok Fai had, or was deemed to have, an interest for the purposes of the SFO. Since 27 October 2025, Ms. Mak Kit Ling ceased to have any interest in the Company. For details, see the section "Change of Shareholding Structure of the Controlling Shareholder of the Company" below.

Save as disclosed above, as at 30 September 2025, no other persons had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.



Corporate Governance/ Other Information

CHANGE OF SHAREHOLDING STRUCTURE OF THE CONTROLLING SHAREHOLDER OF THE COMPANY

On 23 October 2025, Mr. Wong Yan Hung and Mr. Lai Kwok Fai have entered into a sale and purchase agreement, pursuant to which Mr. Wong Yan Hung agrees to purchase the 30% shareholding interest legally and beneficially held by Mr. Lai Kwok Fai in May City at a consideration of HK\$12,000,000 (**Share Transfer**). After the completion of Share Transfer, May City will be owned by Mr. Wong Yan Hung as to 70% and by Mr. Wong Tony Yee Pong as to 30%, and May City will continue to hold 204,000,000 shares, representing 51% of the total issued share capital of the Company. Accordingly, each of May City, Mr. Wong Yan Hung and Mr. Wong Tony Yee Pong remains a group of controlling shareholders of the Company. The completion took place on 27 October 2025. For details of the Share Transfer, please refer to the announcement of the Company dated 27 October 2025.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the **Share Option Scheme**) on 3 September 2016. The main purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption on 3 September 2016 and there was no outstanding share option as at 30 September 2025.

COMPETING INTERESTS

The Directors confirm that neither the Directors nor the controlling shareholders of the Company nor their respective close associates is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business during the Period, and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Group is committed to maintaining good corporate governance to safeguard the interest of shareholders and to achieve effective accountability. The Company has adopted and applied the principles as set out in "Part 2 — Principles of good corporate governance, code provisions and recommended best practices" of the corporate governance code (the **CG Code**) contained in Appendix C1 of the Listing Rules. To the best knowledge of the Board, the Company has complied with all the applicable code provisions as set out in the CG Code during the Period and up to the date of this report.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix C3 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of the Directors, all the Directors have confirmed that they have complied with the required Model Code's standard during the Period and up to the date of this report.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, underlying shares, the Company or any other body corporate.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S SECURITIES

During the Period and up to the date of this report, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Period.



Corporate Governance/ Other Information

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for its shares as required under the Listing Rules during the Period and up to the date of this report.

AUDIT COMMITTEE

The Company established an audit committee (the "**Audit Committee**") on 3 September 2016 with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review the financial information of the Group, oversee the Group's financial reporting system, risk management and internal control procedures, provide advice and comments to the Board, and monitor the independence and objective of the external auditor.

The Audit Committee consists of three members who are all independent non-executive Directors, namely, Mr. Tam Wai Tak Victor, Mr. Law Ka Ho and Mr. Leung Wai Lim. Mr. Tam Wai Tak Victor is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim results for the Period. The Audit Committee was of the opinion that the preparation of such results complied with applicable accounting standards and requirements as well as the Listing Rules and adequate disclosures have been made.

APPRECIATION

The Board would like to take this opportunity to express its sincere gratitude to the management team and staff for their hard work and contributions, and to our shareholders, investors and business partners for their trust and support.

By Order of the Board

Shun Wo Group Holdings Limited

Wong Yan Hung

Chairman

Hong Kong, 27 November 2025

