

INTERIM REPORT 2025

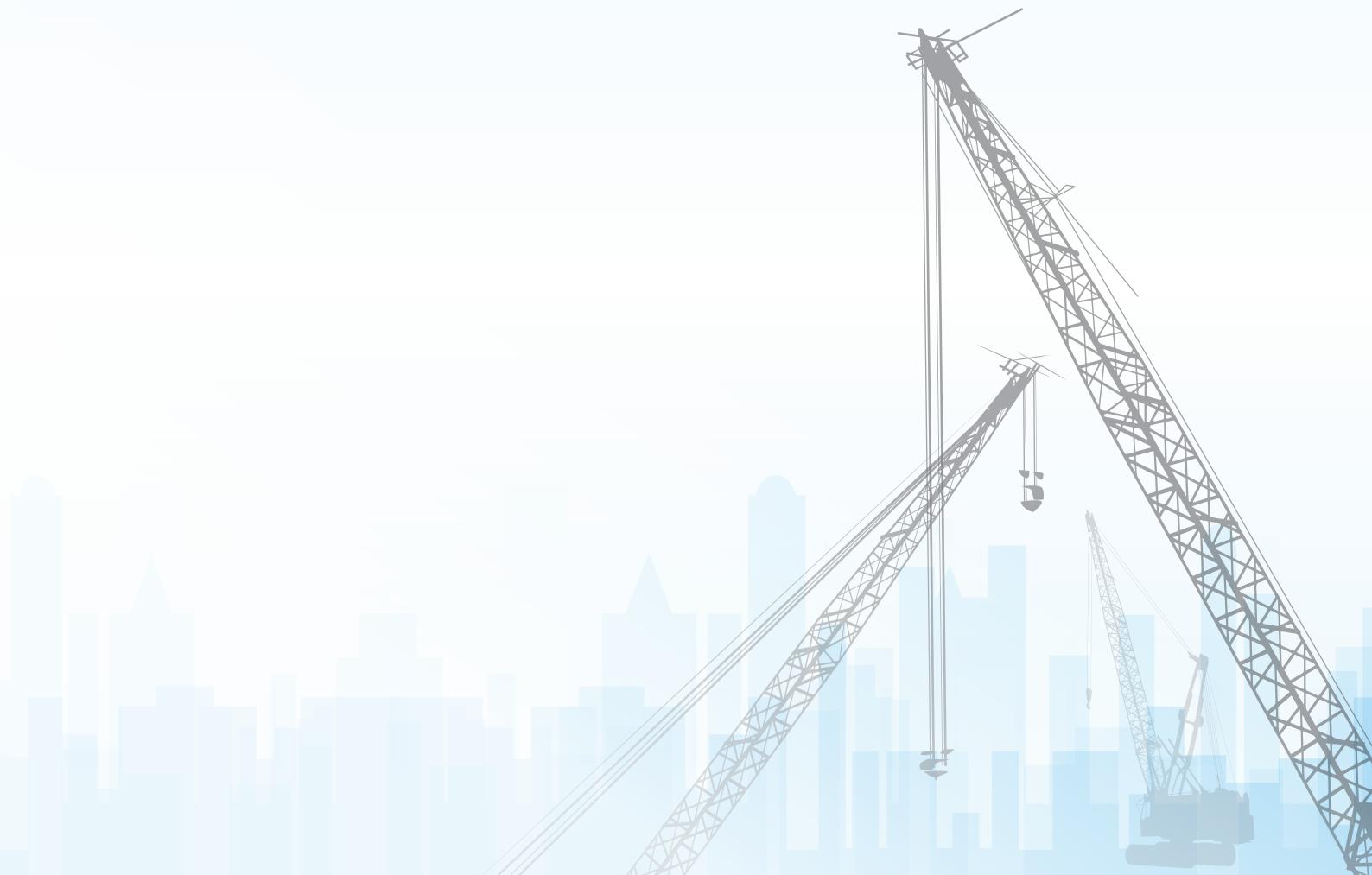


VICON

VICON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

STOCK CODE: 3878



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chow Kwok Chun
(Chairman and Chief Executive Officer)
Mr. Leung Hing Wai

Independent Non-executive Directors

Mr. Ip Ka Ki
Mr. Tse Ka Ching Justin
Mr. Chan Wai Kit
Ms. Tam Yuk Yu

BOARD COMMITTEES

Audit Committee

Mr. Tse Ka Ching Justin (Chairman)
Mr. Ip Ka Ki
Mr. Chan Wai Kit
Ms. Tam Yuk Yu

Nomination Committee

Mr. Chow Kwok Chun (Chairman)
Mr. Ip Ka Ki
Mr. Tse Ka Ching Justin

Remuneration Committee

Mr. Ip Ka Ki (Chairman)
Mr. Chow Kwok Chun
Mr. Chan Wai Kit
Ms. Tam Yuk Yu

COMPANY SECRETARY

Mr. Leung Cheuk Hei (HKICPA)

AUTHORISED REPRESENTATIVES

Mr. Chow Kwok Chun
Mr. Leung Cheuk Hei

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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MG Tower
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Kowloon
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REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
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PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
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Hong Kong

LEGAL ADVISORS AS TO HONG KONG LAW

CFN Lawyers
Room Nos. 4101-4104, 41/F, Sun Hung Kai Centre
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Hong Kong

PRINCIPAL BANKS

China Construction Bank (Asia) Corporation Limited
DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

COMPANY'S WEBSITE

www.vicon.com.hk

STOCK CODE

3878

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2025

	Note	Six months ended 30 September	
		2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Revenue	4	119,098	165,888
Cost of sales		(110,022)	(153,698)
Gross profit		9,076	12,190
Other income and other gain	5	2,044	1,609
Impairment losses recognised on trade and retention receivables		(590)	(2,093)
Impairment losses reversed on contract assets and contract deposits		–	565
Other administrative expenses		(3,920)	(4,472)
Operating profit		6,610	7,799
Finance costs	7	(136)	(298)
Profit before income tax	6	6,474	7,501
Income tax expense	8	(908)	(1,081)
Profit for the period		5,566	6,420
Other comprehensive income		–	–
Profit and total comprehensive income attributable to owners of the Company		5,566	6,420
		HK Cents	HK Cents
Earnings per share			
Basic	10	1.16	1.34
Diluted		N/A	N/A

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2025

	Note	As at 30 September 2025 HK\$'000 (unaudited)	As at 31 March 2025 HK\$'000 (audited)
Non-current assets			
Property, plant and equipment	11	30,543	34,258
Intangible asset		1,110	1,110
Financial assets at fair value through profit or loss		8,368	8,361
Deferred income tax assets		–	904
		40,021	44,633
Current assets			
Trade and retention receivables	13	40,056	94,839
Prepayments, deposits and other receivables		19,364	27,012
Contract assets and contract deposits	14	42,869	92,874
Pledged bank deposits		3,233	4,637
Unpledged time deposits with original maturity over three months when acquired		123,426	30,000
Financial assets at fair value through profit or loss		2,819	–
Cash and cash equivalents		40,374	30,415
		272,141	279,777
Current liabilities			
Trade and retention payables	15	30,907	34,285
Other payables and accruals	15	1,715	2,243
Contract liabilities	14	2,312	8,065
Lease liabilities	12	338	329
Borrowings		–	7,830
Income tax payable		4	–
		35,276	52,752
Net Current Assets		236,865	227,025
Total Assets less Current Liabilities		276,886	271,658
Non-current liabilities			
Lease liabilities	12	–	338
Net Assets		276,886	271,320
EQUITY			
Share capital		4,796	4,796
Reserves		272,090	266,524
Equity attributable to Owners of the Company		276,886	271,320

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
At 1 April 2025 (audited)	4,796	123,309	30,000	113,215	271,320
Profit and total comprehensive income for the period (unaudited)	–	–	–	5,566	5,566
At 30 September 2025 (unaudited)	4,796	123,309	30,000	118,781	276,886
At 1 April 2024 (audited)	4,796	123,309	30,000	108,385	266,490
Profit and total comprehensive income for the period (unaudited)	–	–	–	6,420	6,420
At 30 September 2024 (unaudited)	4,796	123,309	30,000	114,805	272,910

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2025

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Operating activities		
Profit before taxation	6,474	7,501
Adjustments for:		
– Depreciation	4,569	5,127
– Impairment losses recognised/(reversed) on:		
– trade and retention receivables	590	2,093
– contract assets	–	(565)
– Gain on disposal of machinery and equipment	(54)	–
– Changes in cash surrender value of key management life insurance contract	(7)	(112)
– Changes in fair value of financial assets at fair value through profit or loss	(59)	–
– Interest income	(1,383)	(1,497)
– Finance costs	136	298
Operating cash flows before movements in working capital	10,266	12,845
Decrease in trade and retention receivables	54,193	40,094
Decrease/(increase) in prepayments, deposits and other receivables	7,648	(2,929)
Decrease/(increase) in contract assets	50,005	(44,455)
(Decrease)/increase in contract liabilities	(5,753)	1,900
Decrease in trade and retention payables	(3,378)	(7,228)
Decrease in other payables and accruals	(528)	(220)
Cash generated from operations	112,453	7
Income tax paid	–	–
Net cash generated from operating activities	112,453	7
Investing activities		
Increase/(decrease) in pledged bank deposits	1,404	(1,699)
Purchase of property, plant and equipment	(2,400)	–
Proceeds from disposal of machinery and equipment	1,600	–
Increase in unpledged time deposits with original maturity over three months	(97,426)	–
Investment in financial assets at fair value through profit or loss	(2,760)	–
Interest received	1,383	1,497
Net cash used in investing activities	(94,199)	(202)
Financing activities		
Repayment of bank borrowings	(7,830)	–
Repayment of capital element of lease liabilities	(329)	(1,003)
Payments for interest element of lease liabilities	(13)	(31)
Interest paid	(123)	(267)
Net cash used in financing activities	(8,295)	(1,301)
Net increase/(decrease) in cash and cash equivalents	9,959	(1,496)
Cash and cash equivalents at 1 April	30,415	35,635
Cash and cash equivalents at 30 September	40,374	34,139

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

1. GENERAL INFORMATION

Vicon Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") are principally engaged in the foundation works and ancillary services and leasing of construction machinery in Hong Kong.

The Company was incorporated in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 13 January 2016 and its shares (the "Shares") were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 22 December 2017 (the "Listing"). The address of the registered office and the principal place of business of the Company is detailed in the Corporate Information of this report.

The unaudited condensed consolidated interim financial information of the Company is presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

The unaudited condensed consolidated interim financial information has not been audited by the Company's auditors, but has been reviewed by the audit committee of the Company.

2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial information of the Company for the six months ended 30 September 2025 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") as well as with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The 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 annual financial statements for the year ended 31 March 2025, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"), and any public announcement made by the Company during the interim reporting period.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

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

Application of amendments to HKFRS Accounting Standards

In the current 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 annual periods beginning on or after 1 April 2025 for the preparation of the Group's unaudited condensed consolidated interim financial statements:

Amendments to HKAS 21 Lack of Exchangeability

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

4. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents the revenue from construction contracts for foundation works and ancillary services performed by the Group and leasing of construction machinery in the ordinary course of business. Revenue recognised is as follows:

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Construction contracts	119,098	163,375
Leasing of construction machinery	—	2,513
	119,098	165,888

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(b) Segment information

The executive directors of the Group are identified as the Group's chief operating decision-maker. The executive directors consider that the Group has two reportable operating segments, as follows:

- Construction work, which mainly represents foundation works and ancillary services; and
- Leasing of construction machinery

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

For the six months ended 30 September 2025 (unaudited)

	Construction works HK\$'000	Leasing of construction machinery HK\$'000	Total HK\$'000
Segment revenue from external customers	119,098	–	119,098
Segment profit	8,486	–	8,486
Unallocated other income			2,044
Unallocated expenses			(3,238)
Unallocated depreciation			(682)
Finance costs			(136)
Profit before income tax			6,474
Income tax expense			(908)
Profit for the period			5,566
Segment profit is arrived at after charging:			
Depreciation	(3,887)	–	(3,887)
Impairment losses recognised on:			
– trade and retention receivables	(590)	–	(590)

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(b) Segment information (Continued)

For the six months ended 30 September 2024 (unaudited)

	Construction works HK\$'000	Leasing of construction machinery HK\$'000	Total HK\$'000
Segment revenue from external customers	163,375	2,513	165,888
Segment profit	9,066	1,596	10,662
Unallocated other income			1,609
Unallocated expenses			(3,406)
Unallocated depreciation			(1,066)
Finance costs			(298)
Profit before income tax			7,501
Income tax expense			(1,081)
Profit for the period			6,420
Segment profit is arrived at after charging:			
Depreciation	(3,542)	(519)	(4,061)
Impairment losses (recognised)/reversed on:			
– trade and retention receivables	(1,695)	(398)	(2,093)
– contract assets and contract deposits	565	–	565

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of central administration costs, directors' salaries, other income and finance costs. This is the measure reported to the directors with respect to the resource allocation and performance assessment.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(c) Geographical information

(a) Revenue from external customers

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Hong Kong	119,098	165,888

The revenue information above is based on the locations of the customers.

(b) Non-current assets

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Hong Kong	30,543	34,258

The non-current assets information above is based on the location of the assets and excluded financial assets at fair value through profit or loss, intangible asset and deferred income tax assets.

(d) Information about major customers

For the six months ended 30 September 2025, there were 3 customers (2024: 3 customers) which individually contributed over 10% of the Group's total revenue. The revenue contributed from each of these customers was as follows:

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Customer A	65,429	99,626
Customer B	N/A*	28,872
Customer C	28,751	17,767
Customer D	19,237	N/A [#]

* The revenue from customer B for the six months ended 30 September 2025 did not exceed 10% of the total revenue of the Group for that period.

The revenue from customer D for the six months ended 30 September 2024 did not exceed 10% of the total revenue of the Group for that period.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

5. OTHER INCOME

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Gain on disposal of property, plant and equipment	54	–
Interest income on bank deposits	1,404	1,497
Others	586	112
	2,044	1,609

6. PROFIT BEFORE INCOME TAX

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Profit before income tax has been arrived at after charging:		
Depreciation of property, plant and equipment	4,569	5,127
Lease expenses relating to short-term lease of machineries and equipment	43	72
Staff costs:		
– Directors' emoluments	2,730	2,995
– Other staff costs:		
Salaries and other benefits	5,911	5,877
Retirement benefit scheme contributions	145	147
Total staff costs	8,786	9,019

7. FINANCE COSTS

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Finance costs:		
Interest expenses on bank borrowings	123	267
Interest expenses on lease liabilities	13	31
	136	298

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

8. INCOME TAX EXPENSE

The amount of income tax charged to profit or loss represents:

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Current income tax		
Hong Kong	4	–
	4	–
Deferred income tax expense	904	1,081
	908	1,081

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for the six months ended 30 September 2025.

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

No provision for Hong Kong profits tax during the six months ended 30 September 2024 has been made in the consolidated financial statements as the Group has tax losses brought forward to offset against the assessable profits for Hong Kong profits tax, and the Group has no assessable profits that are subject to tax in the other jurisdiction for the current period.

9. INTERIM DIVIDEND

The Directors did not recommend the payment of an interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: Nil).

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

10. EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Profit attributable to owners of the Company (HK\$'000)	5,566	6,420
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (thousands)	479,600	479,600
Basic earnings per share (HK cents)	1.16	1.34

(b) Diluted earnings per share

Diluted earnings per share is not presented as there were no potential ordinary shares in issue for both of the periods ended 30 September 2025 and 2024.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

11. PROPERTY, PLANT AND EQUIPMENT

	Right-of-use assets HK\$'000	Leasehold improvements HK\$'000	Furniture and fixtures HK\$'000	Machinery HK\$'000	Motor vehicles HK\$'000	Office equipment HK\$'000	Computer HK\$'000	Total HK\$'000
As at 1 April 2025 (audited)								
Cost	1,182	696	1,497	84,918	4,737	315	120	93,465
Accumulated depreciation	(489)	(696)	(1,497)	(53,397)	(2,693)	(315)	(120)	(59,207)
Net book amount	693	–	–	31,521	2,044	–	–	34,258
Six months ended 30 September 2025 (unaudited)								
Opening net book amount	693	–	–	31,521	2,044	–	–	34,258
Additions	–	–	–	2,400	–	–	–	2,400
Depreciation	(302)	–	–	(3,887)	(380)	–	–	(4,569)
Disposals	–	–	–	(1,546)	–	–	–	(1,546)
Closing net book amount	391	–	–	28,488	1,664	–	–	30,543
As at 30 September 2025 (unaudited)								
Cost	1,182	696	1,497	82,488	4,737	315	120	91,035
Accumulated depreciation	(791)	(696)	(1,497)	(54,000)	(3,073)	(315)	(120)	(60,492)
Net book amount	391	–	–	28,488	1,664	–	–	30,543
As at 1 April 2024 (audited)								
Cost	7,487	696	1,497	79,962	5,857	315	120	95,934
Accumulated depreciation	(4,289)	(610)	(1,497)	(43,173)	(2,883)	(315)	(120)	(52,887)
Net book amount	3,198	86	–	36,789	2,974	–	–	43,047
Six months ended 30 September 2024 (unaudited)								
Opening net book amount	3,198	86	–	36,789	2,974	–	–	43,047
Additions	1,182	–	–	–	–	–	–	1,182
Depreciation	(778)	(86)	–	(3,813)	(450)	–	–	(5,127)
Disposals	–	–	–	–	–	–	–	–
Closing net book amount	3,602	–	–	32,976	2,524	–	–	39,102
As at 30 September 2024 (unaudited)								
Cost	6,138	696	1,497	79,962	5,857	315	120	94,585
Accumulated depreciation	(2,536)	(696)	(1,497)	(46,986)	(3,333)	(315)	(120)	(55,483)
Net book amount	3,602	–	–	32,976	2,524	–	–	39,102

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

12. LEASE

(i) Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to the leases:

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Right-of-use assets		
Office premises and warehouse	390	693
Lease liabilities payable		
Within one year	338	329
Within a period of more than one year but not exceeding two years	–	338
	338	667
Less: Amount due for settlement within 12 months shown under current liabilities	(338)	(329)
Amount due for settlement after 12 months shown under non-current liabilities	–	338

There was no addition to right-of-use assets during the six months ended 30 September 2025 (31 March 2025: HK\$1.2 million).

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

12. LEASE (CONTINUED)

(ii) Amounts recognised in the consolidated statement of profit and loss and other comprehensive income

The consolidated statement of profit and loss and other comprehensive income shows the following amounts relating to the leases:

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Depreciation charges of right-of-use assets	302	778
Interest expense on lease liabilities (Note 7)	13	31
Lease expenses relating to short-term lease of machineries and equipment (Note 6)	43	72

The cash outflow for lease liabilities and lease expenses relating to short-term lease of machineries and equipment during the six months ended 30 September 2025 were approximately HK\$0.3 million (six months ended 30 September 2024: HK\$1.0 million) and HK\$0.1 million (six months ended 30 September 2024: HK\$0.1 million), respectively.

13. TRADE AND RETENTION RECEIVABLES

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Trade receivables	10,903	70,192
Less: loss allowance recognised	(5,634)	(5,044)
	5,269	65,148
Retention receivables	46,447	41,351
Less: loss allowance recognised	(11,660)	(11,660)
	34,787	29,691
Trade and retention receivables	40,056	94,839

The credit period granted to trade customers other than for retention receivables was within 30 days or due upon presentation of invoices. The terms and conditions in relation to the release of retention vary from contract to contract, which may be subject to practical completion, the expiry of the defects liability period or a pre-agreed time period. The Group does not hold any collateral as security.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

13. TRADE AND RETENTION RECEIVABLES (CONTINUED)

At 30 September 2025, the ageing analysis of the trade receivables, less allowance recognised, based on invoice date is as follows:

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
1 to 30 days	—	8,765
31 to 60 days	—	49,371
61 to 90 days	—	594
91 to 180 days	—	470
181 to 365 days	553	1,736
1 to 3 years	4,716	4,212
	5,269	65,148

At 30 September 2025, the ageing analysis of the retention receivables, less allowance recognised, based on invoice date is as follows:

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Within 1 year	31,154	20,326
Between 1 to 2 years	3,271	7,931
Between 2 to 5 years	362	1,434
	34,787	29,691

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

14. CONTRACT ASSETS AND CONTRACT LIABILITIES

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Contract assets		
Provision of construction services	106,550	156,555
Less: Loss allowance recognised	(69,705)	(69,705)
	36,845	86,850
Contract deposits		
Provision of construction services	7,901	7,901
Less: Loss allowance recognised	(1,877)	(1,877)
	6,024	6,024
Total contract assets and contract deposits	42,869	92,874
Contract liabilities		
Provision of construction services	2,312	8,065

(a) Contract assets and liabilities

Contract assets represents the amount by which the construction services performed by the Group is ahead of the right to payment upon receiving certification from quantity surveyors for fixed-price contracts. Contract deposits represent the refundable deposits paid to sub-contractors to provide sufficient liquidity for their performances of contract works. The Group provided an expected credit losses prescribed by HKFRS 9 Financial Instruments, which permits the use of the lifetime expected loss provision for contract assets and contract deposits.

(b) Revenue recognition in relation to contract liabilities

The following table shows how much of the revenue recognised during the six months ended 30 September 2025 relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in previous periods.

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Revenue recognised that was included in the contract liability balance at the beginning of the period	6,972	1,478

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

14. CONTRACT ASSETS AND CONTRACT LIABILITIES (CONTINUED)

(c) Unsatisfied performance obligations

The following table shows unsatisfied performance obligations resulting from fixed-price long-term construction contracts.

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Aggregate amount of the transaction price of long-term construction contracts that are unsatisfied as at 30 September/31 March	279,526	394,306

Management expects that the transaction prices regarding the unsatisfied contracts as of 30 September 2025 will be recognised as revenue by referencing to the progress towards completion of the contract activity.

15. TRADE AND RETENTION PAYABLES, OTHER PAYABLES AND ACCRUALS

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Trade payables	12,001	14,266
Retention payables	18,906	20,019
Trade and retention payables	30,907	34,285
Other payables and accruals	1,715	2,243
	32,622	37,528

The credit period granted by trade creditor was within 30 days.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

15. TRADE AND RETENTION PAYABLES, OTHER PAYABLES AND ACCRUALS (CONTINUED)

At 30 September 2025, the ageing analysis of the trade payables based on invoice date is as follows:

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
1 to 30 days	10,371	14,266
Over 90 days	1,630	—
	12,001	14,266

The terms and conditions in relation to the release of retention vary from contract to contract. In the unaudited condensed consolidated balance sheet, retention payables were classified as current liabilities. The ageing analysis of the retention payables based on invoice date is as follows:

	30 September 2025 HK\$'000 (unaudited)	31 March 2025 HK\$'000 (audited)
Within 1 year	6,537	8,647
Between 1 and 3 years	1,747	749
Between 3 and 5 years	10,622	10,623
	18,906	20,019

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 September 2025

16. RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party. 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.

Key management personnel compensation

The remuneration of directors of the Company and other members of key management personnel during the period was as follows:

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Short-term benefits	2,730	2,995
Post-employment benefits	18	18
	2,748	3,013

17. CONTINGENT LIABILITIES

As at 30 September 2025, the Group had given guarantees on performance bonds in respect of construction contracts in the ordinary course of business amounting to approximately HK\$3.2 million (31 March 2025: HK\$4.6 million).

The performance bonds were pledged by restricted bank deposits amounting to approximately HK\$3.2 million (31 March 2025: HK\$4.6 million). The performance bonds as at 30 September 2025 will be released in accordance with the terms of the respective construction contracts.

18. ULTIMATE HOLDING COMPANY

Management considers Vic Group Holdings Limited as the ultimate holding company of the Group, which is a company incorporated in the British Virgin Islands and wholly owned by Mr. Chow.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a specialist foundation contractor and focuses on design-and-build foundation projects in the Hong Kong private sector. Our projects involve different types of construction works, such as piling construction, ELS works, pile cap construction in Hong Kong. The Group also engages in the provision of services including leasing of construction machinery.

For the six months ended 30 September 2025 (the “Current Period”), the Group recorded revenue of approximately HK\$119.1 million, representing a decrease of approximately HK\$46.8 million as compared to revenue of approximately HK\$165.9 million for the six months ended 30 September 2024 (the “Last Period”).

The decline for the Current Period was primarily driven by the decrease in revenue in the construction works segment for the reasons detailed below.

The majority of our revenue continued to come from projects where we acted as main contractor. Revenue contribution from these main contractor projects increased to 100% for the Current Period as compared with approximately 95.4% during the Last Period.

The amount of backlog revenue as at 30 September 2025 was approximately HK\$279.5 million (31 March 2025: HK\$394.3 million).

Foundation Works and Ancillary Services

Foundation works mainly include mini-piling, percussive piling, rock socketed in steel H-pile and bored pile, together with pile cap. Ancillary services mainly include site formation and demolition works, for example, clearance of the site, excavation, demolition of a building or any substantial part of a building.

During the six months ended 30 September 2025, there were 5 projects (six months ended 30 September 2024: 8 projects) contributing revenue of approximately HK\$119.1 million (six months ended 30 September 2024: HK\$163.4 million) to the Group.

The decrease in revenue was primarily because i) certain projects with relatively higher contract sums have been substantially completed in the Last Period; and ii) projects that contributed revenue in the Current Period were with lower contract sum.

Leasing of construction machinery

Leasing of construction machinery business mainly include the rental of our construction machinery according to the requirements of the customers.

During the six months ended 30 September 2025, no revenue was derived from our leasing of construction machinery (six months ended 30 September 2024: HK\$2.5 million). The decrease in revenue from leasing of construction machinery of the Group was because there were no idle machinery leased to third parties, as we fully utilised our machinery in our own projects during the Current Period.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

Our revenue decreased by approximately HK\$46.8 million from approximately HK\$165.9 million for the Last Period to approximately HK\$119.1 million for the Current Period.

The decrease in revenue was primarily because i) certain projects with relatively higher contract sums have been substantially completed in the Last Period; and ii) projects that contributed revenue in the Current Period were with lower contract sum.

Cost of Sales

Our direct costs decreased from approximately HK\$153.7 million for the Last Period to approximately HK\$110.0 million for the Current Period, representing a decrease of approximately HK\$43.7 million. The decrease was in line with the decrease in revenue.

Gross Profit and Gross Profit Margin

Our gross profit decreased by approximately HK\$3.1 million, from approximately HK\$12.2 million for the Last Period to approximately HK\$9.1 million for the Current Period. Our gross profit margin for the Current Period remained stable at approximately 7.6%, as compared with approximately 7.3% for the Last Period.

Other Income

Our other income increased by approximately HK\$0.4 million from approximately HK\$1.6 million for the Last Period to approximately HK\$2.0 million for the Current Period.

Impairment losses on financial assets

Our impairment losses on financial assets represents a provision for impairment loss allowance amounting to approximately HK\$0.6 million (six months ended 30 September 2024: HK\$1.5 million), consisting of impairment losses recognised on trade and retention receivables of approximately HK\$0.6 million (six months ended 30 September 2024: impairment losses HK\$2.1 million) and no impairment losses recognised on contract assets and contract deposits (six months ended 30 September 2024: impairment loss reversed HK\$0.6 million), which is made based on the management's latest assessment of risk of default in the Group's financial assets for the Current Period. The decrease in impairment losses on financial assets was mainly due to the customers that the Group engaged in recent years are with good track record of payment and less expected credit loss on the relevant financial assets are required during the Current Period.

In general, the Group holds progress meetings with customers and their consultants on a regular basis to communicate on progress during the course of the project. The Group conducts a thorough evaluation of its work done and the relevant payment status for each project.

The impairment assessment was conducted based on the specific risk profile of each customer, the ageing pattern of the financial assets, historical credit loss percentage and the market credit loss percentage.

MANAGEMENT DISCUSSION AND ANALYSIS

The Directors considered that the valuation model adopted, including the basis of valuation, assumptions made and valuation methodology used, were fair and reasonable and reflected an accurate estimate of the recoverability of the Group's contract assets, contract deposits and trade and retention receivables.

The Group continues to monitor the settlement status of contract assets, contract deposits and trade and retention receivables and will consider to write off the specific loss allowance for the respective items.

Other Administrative Expenses

Our administrative expenses decreased by approximately HK\$0.6 million from approximately HK\$4.5 million for the Last Period to approximately HK\$3.9 million for the Current Period. The decrease in other administrative expenses was mainly attributable to the decrease in the operating scale of the Group.

Finance Costs

Our finance costs remained consistent at approximately HK\$0.3 million for the Last Period and approximately HK\$0.1 million for the Current Period.

Profit For the Period

Based on the above factors, profit and total comprehensive income attributable to owners of the Company decreased by approximately HK\$0.8 million, from approximately HK\$6.4 million for the Last Period to approximately HK\$5.6 million for the Current Period.

Liquidity, Financial Resources and Capital Structure

The Group has funded the liquidity and capital requirements primarily through retained profits.

As at 30 September 2025, the capital structure of the Group consisted of equity of approximately HK\$276.9 million (31 March 2025: HK\$271.3 million) and no borrowings upon full repayment during the Current Period (31 March 2025: HK\$7.8 million). For details of the borrowings, please refer to the paragraph headed "Bank borrowings" below.

As at 30 September 2025, the Company had 479,600,000 (31 March 2025: 479,600,000) ordinary shares in issue and the Company's issued share capital was HK\$4,796,000 (31 March 2025: HK\$4,796,000).

Cash Position and Fund Available

During the Current Period, the Group maintained a healthy liquidity position, with working capital being financed by our operating cash flows.

As at 30 September 2025, our cash and cash equivalents were approximately HK\$40.4 million (31 March 2025: HK\$30.4 million). The Group also had pledged bank deposits of approximately HK\$3.2 million (31 March 2025: HK\$4.6 million) deposited for a bank to issue surety bonds in respect of our foundation projects and had HK\$123.4 million time deposits with original maturity of over three months when acquired (31 March 2025: HK\$30.0 million).

As at 30 September 2025, the current ratio of the Group was approximately 7.7 times (31 March 2025: 5.3 times).

MANAGEMENT DISCUSSION AND ANALYSIS

Bank Borrowings

The Group generally meets its working capital requirement by cash flows generated from its operation and borrowings. The maturity and interest rate profile of the Group's borrowings are set out below.

(a) The maturity of borrowings is as follows:

	At 30 September 2025 HK\$'000 (unaudited)	At 31 March 2025 HK\$'000 (audited)
Within 1 year	–	7,830

(b) The weighted average interest rates were as follows:

	At 30 September 2025 (unaudited)	At 31 March 2025 (audited)
Short-term bank loans	–	4.81%

Gearing Ratio

As at 30 September 2025, the Group's gearing ratio was approximately 0% (31 March 2025: 2.9%), calculated as the bank borrowings divided by the total equity as at the end of the respective periods and multiplied by 100%.

Net Current Assets

As at 30 September 2025, the Group had net current assets of approximately HK\$236.9 million (31 March 2025: HK\$227.0 million). The increase in net current assets position was mainly attributable to the profit generated from the Group's operations during the Current Period.

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from the banks to meet its liquidity requirements. The Board is not aware of any liquidity issue that may cast significant doubt on the Group's ability to continue as a going concern.

MANAGEMENT DISCUSSION AND ANALYSIS

Capital Expenditures

The Group's capital expenditures for the Current Period amounted to approximately HK\$2.4 million (six months ended 30 September 2024: Nil), which was incurred due to the purchase of machinery.

Interim Dividend

The Directors did not recommend the payment of an interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: Nil).

Foreign Exchange Risk

The Group mainly operates in Hong Kong and most 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 has not engaged in any derivative contracts to hedge its exposure to foreign exchange risk during the six months ended 30 September 2025 and 2024. The Board will review the Group's foreign exchange risk and exposure from time to time and will apply hedging where necessary.

Employees and Remuneration Policy

As at 30 September 2025, the Group had a total of 22 employees (31 March 2025: 22). Total staff costs (including Directors' emoluments) for the six months ended 30 September 2025 were approximately HK\$8.8 million (six months ended 30 September 2024: HK\$9.0 million). The remuneration offered to employees generally includes salaries, medical benefits and bonuses. In general, the Group determines salaries of its employees based on each employee's qualification, position and seniority. The Company adopted a share option scheme under which the Board may grant options to the employees. The Group provides training to its employees according to the work requirements.

During the six months ended 30 September 2025, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

Capital Commitments

As at 30 September 2025, the Group did not have any capital commitments contracted but not provided for.

Contingent Liabilities

As at 30 September 2025, the Group had given guarantees on performance bonds in respect of construction contracts in the ordinary course of business amounting to approximately HK\$3.2 million (31 March 2025: HK\$4.6 million).

The performance bonds were pledged by restricted bank deposits amounting to approximately HK\$3.2 million (31 March 2025: HK\$4.6 million). The performance bonds as at 30 September 2025 will be released in accordance with the terms of the respective construction contracts.

MANAGEMENT DISCUSSION AND ANALYSIS

Pledge of Assets

As at 30 September 2025, the Group did not have any pledge of assets.

As at 31 March 2025, a bank borrowing granted to the Group in respect of the key management insurance contract, with an amount of approximately HK\$7.8 million were guaranteed by (i) the Company; and (ii) charge over the Group's key management insurance contract with cash surrender value of approximately HK\$8.4 million.

Material Acquisitions and Disposals of Subsidiaries and Associated Companies

The Group did not have any material acquisitions and disposals of subsidiaries, associated and joint ventures during the Current Period.

Significant Investments

The Group has no significant investment held as at 30 September 2025.

Future Plans for Material Investments or Capital Assets

The Group did not have other plans for material investments and capital assets as at 30 September 2025.

FUTURE PROSPECTS

Given the current challenges in the property market and high interest rates, the government has taken a careful approach to private residential land sales. Consequently, the Group has noticed a decline in the number of available foundation contract tenders from the private sector. This has led to increased competition in the foundation industry.

In the coming year, we believe the construction market in Hong Kong will remain under pressure due to persisting uncertainty in the economy and the property market environment. In addition, the industry is facing challenges due to a shortage of skilled labour and inflationary pressures, which are driving up project costs and cutting into profit margins. As a result, the construction market is expected to remain highly competitive as contractors vie for a limited number of development projects, resulting in shrinking profit margins. Despite these challenges, the government's strategy to increase the public housing supply such as the launch of more projects in the Northern Metropolis, is expected to have a positive impact on the industry. We will continue to focus on "design and build" projects and maintaining a strong financial position to meet the requirements of future potential projects.

The Group is in the process of multiple tender submissions for foundation projects. The Group will continue to submit tender for targeted and sizeable projects and to strengthen costs control measures in order to generate stable revenue and to reduce direct costs.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 30 September 2025, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, are set out below:

(i) Long positions in our Shares

Name of Directors	Capacity	Long position/ Short position	Number of shares/ underlying shares held	Approximate percentage of the issued share capital of the Company	Note
Mr. Chow Kwok Chun	Interest in a controlled corporation	Long position	150,000,000	31.3	1

Note:

1. The 150,000,000 shares are held through Vic Group Holdings Limited ("VGH"), which is wholly-owned by Mr. Chow Kwok Chun.

(ii) Long position in the ordinary shares of associated corporations

Name of Director	Name of associated corporation	Capacity	Long position/ short position	Number of shares held in the associated corporation	Percentage of shareholding
Mr. Chow Kwok Chun	VGH	Beneficial owner	Long position	1 share	100%

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

CORPORATE GOVERNANCE AND OTHER INFORMATION

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2025, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that, other than the interests of the Directors and the chief executives of the Company, the following shareholders had notified the Company of relevant interests or short position in shares and underlying shares of Company as follows:

Name	Capacity	Long position/ short position	Number of shares/ underlying shares held	Approximate percentage of the issued share capital of the Company	Note
VGH	Beneficial owner	Long position	150,000,000	31.3	1
Ms. Hon Yuk Hung	Interest of spouse	Long position	150,000,000	31.3	2

Note:

1. VGH is wholly-owned by Mr. Chow Kwok Chun.
2. Ms. Hon Yuk Hung is the spouse of Mr. Chow Kwok Chun. Ms. Hon Yuk Hung is deemed to be interested in all the Shares which are interested by Mr. Chow Kwok Chun by virtue of the SFO.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30 September 2025.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) as set out in Part 2 of Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its own code of corporate governance. The Board is of the opinion that, save for the deviation from code provision C.2.1 of the CG Code described below, the Company was in compliance with the code provisions set out in Part 2 of Appendix C1 to the Listing Rules during the Current Period.

Mr. Chow Kwok Chun is currently both the chairman and chief executive officer of the Company. Code provision C.2.1 of the CG Code requires that the responsibilities between the chairman and the chief executive officer be segregated. The Board is aware of the above deviation from code provision C.2.1 of the CG Code. However, the Board believes that it is appropriate and in the interests of the Company for Mr. Chow to take up both roles at the present stage as it helps to ensure consistent leadership within the Group and enable more effective and efficient overall strategic planning for the Group. The Board also believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by the current Board which comprises experienced and high calibre individuals with not less than half the number thereof being independent non-executive directors. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate in the circumstances.

CORPORATE GOVERNANCE AND OTHER INFORMATION

COMPLIANCE WITH MODEL CODE

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix C3 to the Listing Rules. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the six months ended 30 September 2025.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective close associates is or was interested in any business apart from the Group's business that competes or competed or is or was likely to compete, either directly or indirectly, within the Group's business at any time during the six months ended 30 September 2025 and up to the date of this interim report.

SHARE OPTION SCHEME

A share option scheme (the "Scheme") was conditionally adopted by the written resolutions of the Company's then shareholders passed on 30 November 2017. As of the date of this report, no option has been granted, agreed to be granted, exercised, cancelled or lapsed under the Scheme. As of the date of this report, the Scheme has a remaining life of approximately three years.

Purpose of the Scheme

The Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions eligible participants had or may have made to our Group. The Scheme will provide eligible participants an opportunity to have a personal stake in our Company with the view to achieving the following objectives:

- (i) motivate eligible participants to optimise their performance efficiency for the benefit of our Group; and
- (ii) attract and retain or otherwise maintain on-going business relationship with eligible participants whose contributions are or will be beneficial to the long-term growth of our Group.

Participants of the Scheme

The Board may, at its discretion, offer to grant an option to the following persons:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including executive, non-executive and independent non-executive directors) of the Company or any of its subsidiaries;
- (iii) any advisers (professional or otherwise), consultants, suppliers, customers and agents to our Company or any of its subsidiaries; and
- (iv) related entities who, in the sole opinion of the Board, will contribute or have contributed to our Group.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Shares available for issuance

The maximum number of the Shares in respect of which options may be granted under the Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date, being 40,000,000 Shares. The Company may, subject to the issue of a circular, the shareholders' approval in general meeting and/or such other requirements prescribed under the Listing Rules, refresh this limit at any time to 10% of the Shares in issue as at the date of the Shareholders' approval and/or grant options beyond the 10% limit to eligible participants specifically identified by the Board. The above is subject to the condition that the maximum number of the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Scheme) if this will result in the 30% limit being exceeded.

As at the date of this report, the outstanding number of share options available for grant under the Scheme is 40,000,000 share options to subscribe for the Shares, representing approximately 8.3% of the issued share capital of the Company. The total number of shares available for grant under the Scheme as at 1 April 2025 and 30 September 2025 were 40,000,000 shares.

Maximum entitlement of each eligible participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular, the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules.

Time for exercising option and duration of the Scheme

An option may be exercised in accordance with the terms of the Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Scheme. Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

The minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option granted must be held before it can be exercised otherwise imposed by the Directors.

Payment on acceptance of the option

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance or payment in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Basis of determining exercise price of the option

The subscription price of a Share in respect of any particular option granted under the Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

- (i) the official closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

The Company is aware that amendments were made to Chapter 17 of the Listing Rules, which came into effect on 1 January 2023, which include, among others, revising the scope of eligible participants of share option schemes and setting out the minimum vesting period requirements. The Company will only grant the share options in compliance with the amended Chapter 17 of the Listing Rules. Going forward, the Company will consider to amend the Scheme so as to comply with the new requirements under Chapter 17 of the Listing Rules, in any event not later than the refreshment or expiry of the scheme mandate; or to adopt a new share option scheme that comply with the requirements under the amended Chapter 17 of the Listing Rules.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2025.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float under the Listing Rules during the six months ended 30 September 2025 and up to the date of this interim report.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee"), with its terms of reference established in compliance with the Listing Rules, comprises four independent non-executive Directors, namely Mr. Tse Ka Ching Justin (chairman), Mr. Ip Ka Ki, Mr. Chan Wai Kit and Ms. Tam Yuk Yu.

The Group's unaudited condensed consolidated interim financial information for the six months ended 30 September 2025 have not been audited by the Company's independent auditor, but have been reviewed by the Audit Committee. The Audit Committee was satisfied that the unaudited condensed consolidated interim financial information was prepared in accordance with applicable accounting standards and requirements as well as the Listing Rules and relevant adequate disclosures have been made.

By Order of the Board
Vicon Holdings Limited
Chow Kwok Chun
Chairman

Hong Kong, 26 November 2025