



Easy Smart Group Holdings Limited 怡俊集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號：2442

Interim Report 中期報告
2025

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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Ng Wing Woon Dave (Chairman and Chief Executive Officer)
Mr. Qu Rong (appointed on 13 January 2026)
Mr. Ng Wing Shing (resigned on 13 January 2026)

Independent Non-Executive Directors

Mr. Lo Chi Wang
Dr. Gong Zhaolong (appointed on 21 January 2026)
Ms. To Sau Man (appointed on 21 January 2026)
Professor Pong Kam Keung (resigned on 21 January 2026)
Ms. Cheng Shing Yan (resigned on 21 January 2026)

AUDIT COMMITTEE

Ms. To Sau Man (Chairperson) (appointed on 21 January 2026)
Mr. Lo Chi Wang
Dr. Gong Zhaolong (appointed on 21 January 2026)
Professor Pong Kam Keung (resigned on 21 January 2026)
Ms. Cheng Shing Yan (resigned on 21 January 2026)

NOMINATION COMMITTEE

Ms. To Sau Man (Chairperson) (appointed on 21 January 2026)
Mr. Ng Wing Woon Dave
Dr. Gong Zhaolong (appointed on 21 January 2026)
Professor Pong Kam Keung (resigned on 21 January 2026)
Ms. Cheng Shing Yan (resigned on 21 January 2026)

REMUNERATION COMMITTEE

Ms. To Sau Man (Chairperson) (appointed on 21 January 2026)
Mr. Lo Chi Wang
Dr. Gong Zhaolong (appointed on 21 January 2026)
Professor Pong Kam Keung (resigned on 21 January 2026)
Mr. Ng Wing Woon Dave (resigned on 21 January 2026)

COMPANY SECRETARY

Mr. Lam Tak Ming (appointed on 21 January 2026)
Mr. Leung Hoi Ki (resigned on 21 January 2026)

AUTHORISED REPRESENTATIVES

Mr. Ng Wing Woon Dave
Mr. Lam Tak Ming (appointed on 21 January 2026)
Mr. Leung Hoi Ki (resigned on 21 January 2026)

INDEPENDENT AUDITOR

SHINEWING (HK) CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors

董事

執行董事

吳榮煥先生(主席兼行政總裁)
瞿鎔先生(於二零二六年一月十三日獲委任)
吳榮盛先生(於二零二六年一月十三日辭任)

獨立非執行董事

羅智弘先生
龔兆龍博士(於二零二六年一月二十一日獲委任)
杜秀雯女士(於二零二六年一月二十一日獲委任)
龐錦強教授(於二零二六年一月二十一日辭任)
鄭承欣女士(於二零二六年一月二十一日辭任)

審核委員會

杜秀雯女士(主席)(於二零二六年一月二十一日獲委任)
羅智弘先生
龔兆龍博士(於二零二六年一月二十一日獲委任)
龐錦強教授(於二零二六年一月二十一日辭任)
鄭承欣女士(於二零二六年一月二十一日辭任)

提名委員會

杜秀雯女士(主席)(於二零二六年一月二十一日獲委任)
吳榮煥先生
龔兆龍博士(於二零二六年一月二十一日獲委任)
龐錦強教授(於二零二六年一月二十一日辭任)
鄭承欣女士(於二零二六年一月二十一日辭任)

薪酬委員會

杜秀雯女士(主席)(於二零二六年一月二十一日獲委任)
羅智弘先生
龔兆龍博士(於二零二六年一月二十一日獲委任)
龐錦強教授(於二零二六年一月二十一日辭任)
吳榮煥先生(於二零二六年一月二十一日辭任)

公司秘書

林德明先生(於二零二六年一月二十一日獲委任)
梁海祺先生(於二零二六年一月二十一日辭任)

授權代表

吳榮煥先生
林德明先生(於二零二六年一月二十一日獲委任)
梁海祺先生(於二零二六年一月二十一日辭任)

獨立核數師

信永中和(香港)會計師事務所有限公司
執業會計師
註冊公共利益實體核數師

Corporate Information 公司資料

REGISTERED OFFICE IN THE CAYMAN ISLANDS

PO Box 500, Suite 210, 2nd Floor
Windward III, Regatta Office Park
Grand Cayman, KY1-1106
Cayman Islands (with effect from 1 February 2026)

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit G, 7th Floor, Kingsway Industrial Building,
Phase 2, 167-175 Wo Yi Hop Road,
Kwai Chung, New Territories, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Appleby Global Services (Cayman) Limited
PO Box 500, Suite 210, 2nd Floor
Windward III, Regatta Office Park
Grand Cayman, KY1-1106
Cayman Islands (with effect from 1 February 2026)

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of Communications (Hong Kong) Limited

COMPANY WEBSITE

www.easysmart.com.hk

STOCK CODE

02442

開曼群島註冊辦事處

PO Box 500, Suite 210, 2nd Floor
Windward III, Regatta Office Park
Grand Cayman, KY1-1106
Cayman Islands (自二零二六年二月一日起
生效)

香港總部及主要營業地點

香港新界葵涌
和宜合道167-175號
金威工業大廈2期7樓G室

開曼群島股份過戶登記總處

Appleby Global Services (Cayman) Limited
PO Box 500, Suite 210, 2nd Floor
Windward III, Regatta Office Park
Grand Cayman, KY1-1106
Cayman Islands (自二零二六年二月一日起
生效)

香港股份過戶登記分處

寶德隆證券登記有限公司
香港北角
電氣道148號
21樓2103B

主要往來銀行

中國銀行(香港)有限公司
交通銀行(香港)有限公司

公司網站

www.easysmart.com.hk

股份代號

02442

Management Discussion and Analysis

管理層討論及分析

The board (the “**Board**”) of directors (the “**Directors**”) of Easy Smart Group Holdings Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 31 December 2025 (the “**Period**”), together with the comparative figures for the corresponding six months ended 31 December 2024 (the “**Corresponding Period**”).

INTRODUCTION OF PASSIVE FIRE PROTECTION WORKS

Passive fire safety provisions refer to permanent building features and architectural aspects of a building that prevent fire development and spread. Examples include fire rated doors, fire rated boards and partitions, fire and smoke dampers, smoke curtains, fire resistant coatings and plasters, linings with low combustibility, etc.

Passive fire protection works are specialist works which covers the design, supply, installation, maintenance, alteration and addition of various fire protection materials and components that prevent fire development and spread.

Passive fire protection is typically implemented through multi-pronged approach. Major objectives are segmented in the following aspects:

- Fireproofing, refers to the application of chemical material to withstand potential fire damage. For instance, spraying fire resistant paint, namely intumescent paint onto metal window frames is conducive to alleviating the rate of penetration of fire and extending the amount of time to evacuate.
- Compartmentation, refers to erecting specially designed barriers and partitions to contain smoke and fire. For instance, service providers place fire rated doors strategically to inhibit the passage of flame and smoke, as well as providing clear escape path. Fire wall and fire rated board, is another compartmentation strategy that is set up to constrain the spread of fire and to protect the building’s integrity.
- Firestopping, refers to the practice of filling cavities between building partitions and structures, such as cavities between walls, floors, ceilings and ventilation ducts.

Given the specialised nature of works of passive fire protection, it is not an industry practice for general contractors to undertake passive fire protection works.

怡俊集團控股有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然呈列本公司及其附屬公司（統稱「本集團」）截至二零二五年十二月三十一日止六個月（「本期間」）的未經審核簡明綜合財務業績，連同截至二零二四年十二月三十一日止相應六個月（「相應期間」）的比較數字。

被動消防工程介紹

被動消防安全規定是指防止火勢擴大及蔓延的永久性樓宇特徵及樓宇建築方面的規定。例如防火門、防火板材及隔板、防火及防煙閘、防煙簾、防火塗料及灰漿、低燃燒性內襯等。

被動消防工程指為防止火勢擴大及蔓延而設計、供應、安裝、維護、變動及增加各種防火材料及構件的專門工程。

被動消防通常會以多管齊下的方式實施，主要目標分為以下方面：

- 防火，指使用化學材料來抵禦潛在的火災損害。例如，在金屬窗框上噴灑防火塗料（即膨脹塗料），有助於減慢火勢的蔓延速度，延長疏散時間。
- 分隔，指設置專門設計的屏障和隔板，以阻隔煙火。例如，服務提供者戰略性地放置防火門，阻止火焰和煙霧通過，並提供暢通的逃生通道。防火牆及防火板材是另一種分隔策略，用於限制火勢蔓延及保護樓宇完整。
- 防火封堵，指填充樓宇隔斷及結構之間的空隙，如牆壁、地板、天花板及通風管道之間的空隙。

鑒於被動消防工程的專業性質，由總承包商進行被動消防工程並非行業慣例。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

We are a subcontractor specialising in passive fire protection works in Hong Kong. With over 20 years of experience in the passive fire protection works industry, the Group focuses on the provision of passive fire protection and ancillary works. Our passive fire protection works generally involve the design, selection, procurement and installation of appropriate materials and components in a building to reduce or prevent the spread and effects of fire, heat or smoke without requiring detection or activation upon detection. Examples of passive fire protection materials and components include fire rated boards, fire resistant paints and fire resistant plasters. Given the application of passive fire protection works may involve ancillary works, such as, metal works for supporting frame and fixings of the relevant passive fire protection materials and components, we will generally perform such works as part of the Group's services. The Group provides passive fire protection works and ancillary work through the Group's principal operating subsidiaries, namely, Easy Smart Engineering Limited and Easy Smart Maintenance Engineering Limited.

The Group also provides passive fire protection information services which are primarily intended to address the problem of the purchase and use of inappropriate passive fire protection materials during the initial stages of projects. There has been no significant change in the business operations of the Group during the Period.

The total original contract sum of the Group's outstanding contracts on hand as at 31 December 2025 amounted to approximately HK\$480.7 million (30 June 2025: HK\$687.0 million).

The economic outlook of the Hong Kong construction industry generally became more uncertain and difficult during the Period. Hong Kong's construction industry is undergoing a major restructuring phase; market competition has become increasingly intense; and the revenue and gross profit margin of the Group have dropped significantly. The Group noted fewer projects being launched, and customers became more price-conscious, with price competition from competitors has increased. The Group is facing very strong competition in the marketplace and the trend will likely continue in the foreseeable future.

業務回顧及展望

我們是香港一間專門從事被動消防工程的分包商。本集團於被動消防工程行業擁有逾20年經驗，專注於提供被動消防及附屬工程。被動消防工程一般涉及為樓宇設計、挑選、採購及安裝合適的材料及構件，以減緩或遏制火勢、熱力或煙霧的蔓延及影響，而不需進行偵測或於偵測後才激活。被動防火材料及構件包括防火板、防火漆及防火灰漿等。鑒於被動消防工程的應用可能涉及附屬工程，例如相關被動防火材料及構件的支撐框架及固定件的金屬工程，我們通常作為本集團服務的一部分進行有關工程。本集團透過本集團的主要營運附屬公司（即怡俊工程有限公司及怡俊維修工程有限公司）提供被動消防工程及附屬工程。

本集團亦提供被動消防資訊服務，主要是為解決於項目初期採購及使用不適當的被動防火材料的問題。於本期間，本集團業務營運並無重大變動。

於二零二五年十二月三十一日，本集團手頭上的合約之原有合約總價值約為480.7百萬港元（二零二五年六月三十日：687.0百萬港元）。

香港建造業整體經濟前景於本期間漸趨更不明朗及艱難。香港建造業正經歷重大轉型階段；市場競爭日益激烈；及本集團的收益及毛利率大幅下降。本集團注意到開展的工程項目減少，客戶對工程造價更加敏感，以及來自競爭對手的價格競爭增加。本集團正面臨市場中極為激烈的競爭，此趨勢在可見未來可能持續。

Management Discussion and Analysis

管理層討論及分析

During the Period, the Group's profit margin for new tendered projects was lowered and the Group has accumulated a relatively diverse customer base and project portfolio in public sector projects from the previous years. The Group expects that the government-initiated projects remain the driving momentum for the Hong Kong construction industry for the coming few years, as the number of projects launched by the private sector has been notably slowing down in recent months. Meanwhile, the Group has been facing with fluctuations in the sub-contractor fees, costs of construction materials and transportation. The business environment is filled with unprecedented challenges.

Following the unprecedented severe fire incident in an estate under construction renovations in Hong Kong late 2025, it is anticipated that there will be major reforms in the regulations and business environment in the overall construction industry and likely a temporary setback in the number of upcoming projects in the near future. In face of the challenges in the existing business in the coming future, the Group will take a very prudent approach in assessing new tender projects and optimise its cost management to tackle the squeezing profit margin of new projects. In addition to maintaining the existing business, the Company aims to leverage its directors' experience in search for business diversification opportunities in other industries, including the healthcare and medicine industry in the PRC, which has demonstrated a solid robust growth in recent years. The management of the Group considers that diversifying the Group's business will set a new growth momentum for the Company and hedge the single business risk in the construction industry clouded by uncertain regulatory reforms and fierce competition. The Company is committed to actively identifying business diversification opportunities and creating value for its shareholders.

FINANCIAL REVIEW

Revenue

Revenue of the Group decreased from approximately HK\$183.2 million for the Corresponding Period to approximately HK\$138.8 million for the Period, representing a decrease of approximately 24.2%.

於本期間，本集團新投得項目的利潤率有所下降，而本集團於過往數年在公營項目方面累積了相對多元化的客戶基礎及工程組合。鑑於私營機構所推出項目的數量在過去數月顯著放緩，本集團預期政府發起的項目於未來數年仍會是香港建造業的推動力。與此同時，本集團面臨分包商費用以及建築材料及運輸成本波動的問題。營商環境充滿前所未有的挑戰。

香港一個進行翻新工程的屋苑於二零二五年年底發生前所未有的嚴重火災事故，預期整個建造業的監管及營商環境將會出現重大改革，並可能在短期內令未來新項目的數量暫時減少。面對未來現有業務的挑戰，本集團將在評估新投標項目時採取非常審慎的態度，並優化成本管理，以應對新項目利潤率受壓的情況。除維持現有業務外，本公司亦計劃利用董事的經驗，在其他行業尋求業務多元化機遇，包括近年展現穩健增長的中國醫療及醫藥行業。本集團管理層認為，將本集團業務多元化將為本公司建立新增長動力，並對沖建造業因不明朗的監管改革及激烈競爭所帶來的單一業務風險。本公司致力於積極尋找業務多元化機遇，為股東創造價值。

財務回顧 收益

本集團的收益由相應期間的約183.2百萬港元減少至本期間的約138.8百萬港元，跌幅約為24.2%。

Management Discussion and Analysis

管理層討論及分析

The decrease was mainly driven by the completion or close to completion of certain sizeable public sector projects, including a public infrastructure and facilities project involving a passenger terminal at the airport in Hong Kong and a public infrastructure and facilities project involving a sports park at Kai Tak, which led to a decrease in the revenue derived from public sector projects for the Period.

Costs of Services

The Group's costs of services decreased from approximately HK\$169.1 million for the Corresponding Period to approximately HK\$132.0 million for the Period, representing a decrease of approximately 22.0%. Such decrease in costs of services was generally due to the completion or close to completion of certain sizable projects as mentioned above during the Period.

Gross Profit and Gross Profit Margin

The Group's gross profit amounted to approximately HK\$14.1 million and approximately HK\$6.8 million for the Corresponding Period and the Period respectively, representing a decrease of approximately 51.7% for the Period.

The gross profit margin decreased from approximately 7.7% for the Corresponding Period to approximately 4.9% for the Period. The decrease in the gross profit margin was mainly due to the increment of subcontractors' fees because of demands from certain customers to expedite the progress of works for some projects, and lower gross profit margin of the new tendered projects due to high market competition.

Other Income

Other income of the Group decreased from approximately HK\$1.9 million for the Corresponding Period to approximately HK\$6 thousand for the Period. Such decrease was mainly due to the decrease in the interest income for the Period.

Administrative Expenses

Administrative expenses decreased from approximately HK\$11.3 million for the Corresponding Period to approximately HK\$10.1 million for the Period, representing a decrease of approximately 10.6%. Such decrease was mainly due to the decrease in staff costs for the Period.

減少主要是受到若干大規模公營項目，包括一項涉及香港機場客運大樓的公共基建及設施項目，及一個涉及啟德體育園的公共基建及設施項目完工或接近完工所致，導致本期間來自公營項目的收益減少。

服務成本

本集團的服務成本由相應期間約169.1百萬港元減少至本期間約132.0百萬港元，跌幅約為22.0%。服務成本減少是由於上述若干大規模項目於本期間完工或接近完工所致。

毛利及毛利率

於相應期間及本期間，本集團的毛利分別約為14.1百萬港元及約6.8百萬港元，本期間減少約為51.7%。

毛利率由相應期間約7.7%減少至本期間約4.9%。毛利率減少主要是由於若干客戶要求加快工程進度，導致分包商費用增加，以及市場競爭激烈，新投標項目的毛利率相對較低所致。

其他收入

本集團的其他收入由相應期間的約1.9百萬港元減少至本期間的約6千港元。該跌幅主要是由於本期間利息收入減少所致。

行政開支

行政開支由相應期間約11.3百萬港元減少至本期間約10.1百萬港元，跌幅約為10.6%。該跌幅主要是由於本期間員工成本減少所致。

Management Discussion and Analysis

管理層討論及分析

Impairment Losses, net of Reversal

Impairment losses, net of reversals, represent the net impairment losses recognised or reversed in respect of trade receivables and contract assets. These losses amounted to approximately HK\$2.2 million and approximately HK\$2.3 million respectively for the Corresponding Period and the Period.

(Loss) Profit and Total Comprehensive (Expense) Income for the Period

The shift from profit and total comprehensive income for the Corresponding Period of approximately HK\$2.2 million to loss and total comprehensive expense for the Period of approximately HK\$5.1 million was mainly attributable to the decrease in revenue and gross profit as discussed above.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2025, the Company's issued capital was HK\$4,080,000 and the number of its issued ordinary shares was 408,000,000 shares of HK\$0.01 each.

As at 31 December 2025, the Group had total bank balances and cash as well as pledged bank deposits of approximately HK\$20.7 million and nil respectively (30 June 2025: bank balance and cash of approximately HK\$59.4 million and pledged bank deposits of approximately HK\$1.0 million respectively).

The Group's gearing ratio, calculated as total lease liabilities divided by the total equity as at the respective reporting dates, was approximately 0.3% as at 31 December 2025 (30 June 2025: 0.6%).

The Group has funded the liquidity and capital requirements primarily through the listing proceeds and cash inflow generated from operating activities for the Period.

減值虧損，扣除撥回

減值虧損扣除撥回乃指就貿易應收款項及合約資產所確認或撥回的減值虧損淨額。於相應期間及本期間，有關虧損分別約為2.2百萬港元及約2.3百萬港元。

期內（虧損）溢利及全面（開支）收益總額

由相應期間的期內溢利及全面收益總額約2.2百萬港元轉至本期間的期內虧損及全面開支總額約5.1百萬港元，主要歸因於減如上文所討論之收益及毛利減少所致。

流動資金、財務資源及資本架構

於二零二五年十二月三十一日，本公司已發行股本為4,080,000港元及已發行普通股數目為每股面值0.01港元的408,000,000股股份。

於二零二五年十二月三十一日，本集團的銀行結餘及現金以及已抵押銀行存款總額分別約20.7百萬港元及零（二零二五年六月三十日：銀行結餘及現金約59.4百萬港元以及已抵押銀行存款約1.0百萬港元）。

於二零二五年十二月三十一日，本集團之資產負債比率（按各報告日期的租賃負債總額除以權益總額計算）約為0.3%（二零二五年六月三十日：0.6%）。

於本期間，本集團主要透過上市所得款項及經營活動所產生的現金流入為流動資金及資本需求提供資金。

Management Discussion and Analysis

管理層討論及分析

FOREIGN EXCHANGE EXPOSURES

As 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 insignificant. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange exposure for the Period as well as for the Corresponding Period.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2024 and 2025, the Group had no material capital commitments and contingent liabilities.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

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

FUTURE PLANS FOR MATERIAL INVESTMENT OR ACQUISITION OF CAPITAL ASSETS

Save as disclosed under the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 25 April 2023 (the "**Prospectus**"), there was no plans for material investments or acquisition of capital assets as at 31 December 2025.

外匯風險

由於本集團僅於香港經營業務，經營產生的所有收益及交易均以港元結算，故董事認為本集團匯率風險不大。因此，於本期間及相應期間，本集團並無訂立任何衍生工具合約以對沖外匯風險。

資本承擔及或然負債

於二零二四年及二零二五年十二月三十一日，本集團並無重大資本承擔及或然負債。

重大投資、重大收購或出售附屬公司及聯營公司

於本期間及相應期間，本集團並無任何重大投資、重大收購或出售附屬公司及聯營公司。

未來重大投資或收購資本資產計劃

除本公司日期為二零二三年四月二十五日的招股章程（「招股章程」）「未來計劃及所得款項用途」一節所披露者外，於二零二五年十二月三十一日，本集團並無任何重大投資或收購資本資產計劃。

Management Discussion and Analysis

管理層討論及分析

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS AND USE OF PROCEEDS

The Company's shares have been listed on the Stock Exchange since 9 May 2023 (the "Listing Date"), the net proceeds from the listing amounted to approximately HK\$89.1 million, which have been applied by the Group in accordance with the disclosure as set out in the section headed "Future Plans and Use of Proceeds" of the Prospectus and Company's supplemental announcement dated 18 January 2024.

The details of the use of the net proceeds up to 31 December 2025 are listed as below:

	Intended use of proceeds	Net proceeds utilised from the Listing Date up to 30 June 2025	Amount utilised during the six months ended 31 December 2025	Net proceeds utilised from the Listing Date to 31 December 2025	Unutilised Amount as at 31 December 2025	Expected timeline for full utilisation of the unutilised amount ^(Note 1)
		自上市日期至二零二五年六月三十日的已動用所得款項淨額	於截至二零二五年十二月三十一日止六個月已動用的金額	自上市日期至二零二五年十二月三十一日的已動用所得款項淨額	於二零二五年十二月三十一日的未動用金額	悉數使用未動用金額的預期時間表 ^(附註1)
	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	
Project upfront costs	項目前期成本	64.9	64.9	64.9	-	N/A 不適用
Expanding our workforce	增加人手	8.7	5.4	7.3	1.4	March 2026 二零二六年三月
Upgrading the information technology system	升級資訊科技系統	6.6	3.0	3.0	3.6	December 2026 二零二六年十二月 ^{(Note 2)(附註2)}
General working capital	一般營運資金	8.9	8.9	8.9	-	N/A 不適用
		89.1	82.2	84.1	5.0	

Notes:

- The expected timeline for utilising the unutilised amount is based on the best estimation of the future market condition made by the Group. It is subject to change based on the current and future development of the market condition.
- The use of proceeds for upgrading the information technology system is expected to be behind the original schedule of July 2023. The Group has been locating suitable suppliers which can provide the information technology services in designing software that suit the purposes for the Group and the customers. However, the suppliers may not be familiar with the Group's industry in designing the software that can meet the needs. Hence, the Group requires further time to complete the system updating.

業務目標與實際業務進展的比較及所得款項用途

由於本公司股份自二零二三年五月九日（「上市日期」）已於聯交所開始上市，上市所得款項淨額約為89.1百萬港元，本集團已根據招股章程「未來計劃及所得款項用途」一節及本公司日期為二零二四年一月十八日之補充公告所載披露資料應用有關款項。

所得款項淨額直至二零二五年十二月三十一日的使用詳情載列如下：

附註：

- 動用未動用金額之預期時間表乃基於本集團對未來市況作出之最佳估計。時間表可因應目前及未來市況發展而作出變動。
- 為升級資訊科技系統而使用的所得款項預期將落後於原定時間二零二三年七月使用。本集團一直致力物色合適供應商提供資訊科技服務，協助設計符合本集團及客戶需求的相關軟件。然而，供應商在設計能滿足需求的軟件時，可能對本集團所屬行業不夠熟悉。因此，本集團需要更多時間完成系統更新。

Management Discussion and Analysis

管理層討論及分析

As at the date of this interim report, the unutilised proceeds were placed in interest-bearing deposits with authorised financial institutions or licensed banks in Hong Kong. The Directors regularly evaluate the Group's business objectives and may change or modify plans against the changing market condition to ascertain the business growth of the Group. Up to the date of this interim report and except as disclosed, the Directors considered that no modification of the use of proceeds described in the Prospectus was required except the extension of the expected timeline for full utilisation as explained above.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2025, the Group employed a total of 61 full-time employees (including two executive Directors but excluding three independent non-executive Directors), as compared to a total of 66 full-time employees as at 31 December 2024. The remuneration packages that the Group offers to employees include salary, discretionary bonuses, staff benefits, contributions and retirement schemes. In general, the Group determines employee's salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The total staff cost incurred by the Group for the Period was approximately HK\$8.1 million as compared to approximately HK\$10.9 million for the Corresponding Period.

於本中期報告日期，未動用所得款項存於香港認可金融機構或持牌銀行作為計息存款。董事定期評估本集團業務目標，並可能會因應市況變動修改或修訂計劃，以確保本集團業務增長。直至本中期報告日期，除已披露者外，董事認為毋須修改招股章程所述所得款項用途（除上文所述全面延長悉數使用之預期時間表外）。

僱員及薪酬政策

於二零二五年十二月三十一日，本集團共僱用61名全職僱員（包括兩名執行董事但不包括三名獨立非執行董事），而於二零二四年十二月三十一日共僱用66名全職僱員。本集團向僱員提供的薪酬待遇包括工資、酌情花紅、員工福利、供款及退休計劃。一般而言，本集團根據每位僱員的資格、職位及資歷確定僱員薪資。為評估僱員績效，本集團制定一項年度審核制度，形成我們釐定加薪、花紅及晉升的依據。於本期間，本集團產生的員工成本總額約為8.1百萬港元，而相應期間則約為10.9百萬港元。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 31 December 2025 截至二零二五年十二月三十一日止六個月

		NOTES 附註	Six months ended 31 December 2025 截至 二零二五年 十二月三十一 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至 二零二四年 十二月三十一 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	4	138,767	183,166
Costs of services	服務成本		(131,980)	(169,106)
Gross profit	毛利		6,787	14,060
Other income	其他收入		6	1,909
Impairment losses, net of reversal	減值虧損，扣除撥回		(2,281)	(2,244)
Administrative expenses	行政開支		(10,052)	(11,250)
Finance costs	融資成本		(27)	(67)
(Loss) profit before taxation	除稅前(虧損)溢利	5	(5,567)	2,408
Income tax credit (expenses)	所得稅抵免(開支)	6	478	(173)
(Loss) profit and total comprehensive (expense) income for the period	期內(虧損)溢利及全面(開支)收益總額		(5,089)	2,235
(Losses) earnings per share:	每股(虧損)盈利：			
– Basic and diluted (HK cents)	– 基本及攤薄(港仙)	7	(1.25)	0.55

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 31 December 2025 於二零二五年十二月三十一日

		NOTES 附註	31 December 2025 二零二五年 十二月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 June 2025 二零二五年 六月三十日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	9	1,552	2,231
Right-of-use assets	使用權資產		665	1,360
A financial asset at fair value through profit or loss	按公平值計入損益的 金融資產		3,179	3,179
Deferred tax assets	遞延稅項資產		1,202	724
			6,598	7,494
Current assets	流動資產			
Trade receivables	貿易應收款項	10	14,127	18,520
Other receivables, deposits and prepayments	其他應收款項、按金及 預付款項		3,541	6,101
Contract assets	合約資產		175,522	142,031
Income tax recoverable	可收回所得稅		5,813	2,556
Amount due from a related company	應收關聯公司款項		156	153
Pledged bank deposits	已抵押銀行存款		–	1,040
Bank balances and cash	銀行結餘及現金		20,654	59,448
			219,813	229,849
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	11	7,133	12,949
Contract liabilities	合約負債		1,617	939
Lease liabilities	租賃負債		693	1,398
			9,443	15,286
Net current assets	流動資產淨值		210,370	214,563
Total assets less current liabilities and net assets	總資產減流動負債及 資產淨值		216,968	222,057

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 31 December 2025 於二零二五年十二月三十一日

		NOTE 附註	31 December 2025 二零二五年 十二月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 June 2025 二零二五年 六月三十日 HK\$'000 千港元 (audited) (經審核)
Capital and reserves	資本及儲備			
Share capital	股本	12	4,080	4,080
Reserves	儲備		212,888	217,977
Total equity	權益總額		216,968	222,057

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 31 December 2025 截至二零二五年十二月三十一日止六個月

		Attributable to owners of the Company 本公司擁有人應佔				
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2024 (audited)	於二零二四年 七月一日(經審核)	4,080	110,582	(1,267)	179,314	292,709
Profit and total comprehensive income for the period	期內溢利及 全面收益總額	-	-	-	2,235	2,235
Dividends recognised as distribution	確認為分派之股息	-	(70,176)	-	-	(70,176)
At 31 December 2024 (unaudited)	於二零二四年 十二月三十一日 (未經審核)	4,080	40,406	(1,267)	181,549	224,768
At 1 July 2025 (audited)	於二零二五年 七月一日(經審核)	4,080	40,406	(1,267)	178,838	222,057
Loss and total comprehensive expense for the period	期內虧損及 全面開支總額	-	-	-	(5,089)	(5,089)
At 31 December 2025 (unaudited)	於二零二五年 十二月三十一日 (未經審核)	4,080	40,406	(1,267)	173,749	216,968

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 31 December 2025 截至二零二五年十二月三十一日止六個月

		Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
OPERATING ACTIVITIES	經營活動		
Net cash used in operations	經營所用現金淨額	(35,845)	(52,328)
Hong Kong Profits Tax paid	已付香港利得稅	(3,257)	(13,514)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(39,102)	(65,842)
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	3	1,725
Advance to a related company	向關聯公司墊款	(3)	(26)
Decrease in pledged bank deposits	已抵押銀行存款減少	1,040	–
Purchase of property, plant and equipment	購買物業、機器及設備	–	(375)
NET CASH FROM INVESTING ACTIVITIES	投資活動所得現金淨額	1,040	1,324

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 31 December 2025 截至二零二五年十二月三十一日止六個月

		Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
FINANCING ACTIVITIES	融資活動		
Repayment of lease liabilities	償還租賃負債	(705)	(727)
Interest paid	已付利息	(27)	(67)
Dividends paid to shareholders	已付股東股息	–	(70,176)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(732)	(70,970)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物 減少淨額	(38,794)	(135,488)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初現金及現金等價物	59,448	158,011
		20,654	22,523
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	期末現金及現金等價物， 指銀行結餘及現金	20,654	22,523

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

Interim Report 2025 二零二五年中期報告

1. GENERAL INFORMATION

Easy Smart Group Holdings Limited (the “**Company**”) is incorporated in the Cayman Islands and its shares are listed on Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 9 May 2023. The addresses of the registered office and the principal place of business of the Company are PO Box 500, Suite 210, 2nd Floor, Windward III, Regatta Office Park, Grand Cayman, KY1-1106, Cayman Islands and Unit G, 7th Floor, Kingsway Industrial Building, Phase II, Nos 167-175 Wo Yi Hop Road, Kwai Chung, New Territories, Hong Kong, respectively.

As at the date of this report, the directors of the Company consider Ever Genius International Group Limited (“**Ever Genius**”), a company incorporated in the British Virgin Islands (the “**BVI**”), as the immediate holding company and Galaxy Equity Investment SPC, a company incorporated in the Cayman Islands, as ultimate holding company of the Company and its subsidiaries (the “**Group**”) and Mr. Chu Huafeng (“**Mr. Chu**”) as the ultimate controlling shareholder of the Company.

The Company is an investment holding company and the principal activities of the operating subsidiaries are provision of passive fire protection works and provision of passive fire protection information services in Hong Kong.

The unaudited condensed consolidated financial information (the “**Interim Financial Information**”) are presented in Hong Kong dollars (“**HK\$**”), which is also the same as the functional currency of the Company and its subsidiaries.

2. BASIS OF PREPARATION

The Interim Financial Information for the six months ended 31 December 2025 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Interim Financial Information does not include all of the information required in annual consolidated financial statements and should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 30 June 2025.

1. 一般資料

怡俊集團控股有限公司(「**本公司**」)在開曼群島註冊成立，其股份於二零二三年五月九日於香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司的註冊辦事處地址及主要營業地點分別為PO Box 500, Suite 210, 2nd Floor, Windward III, Regatta Office Park, Grand Cayman, KY1-1106, Cayman Islands及香港新界葵涌和宜合道167-175號金威工業大廈2期7樓G室。

於本報告日期，本公司董事認為，天賦國際集團有限公司(「**天賦**」)(一間於英屬處女群島(「**英屬處女群島**」)註冊成立的公司)及Galaxy Equity Investment SPC(一間於開曼群島註冊成立的公司)分別為本公司及其附屬公司(「**本集團**」)的直接控股公司及最終控股公司，而儲華鋒先生(「**儲先生**」)為本公司的最終控股股東。

本公司為一間投資控股公司，而營運附屬公司的主要業務為於香港提供被動消防工程及提供被動消防資訊服務。

未經審核簡明綜合財務資料(「**中期財務資料**」)以港元(「**港元**」)列示，港元亦為本公司及其附屬公司的功能貨幣。

2. 編製基準

截至二零二五年十二月三十一日止六個月的中期財務資料乃按香港會計師公會(「**香港會計師公會**」)頒佈的香港會計準則第34號「中期財務報告」及聯交所證券上市規則(「**上市規則**」)附錄D2之適用披露規定編製。中期財務資料並不包括年度綜合財務報表所規定之一切資料且應與本集團截至二零二五年六月三十日止年度的年度綜合財務報表一併閱讀。

Notes to the Condensed Consolidated Financial Information

簡明綜合財務資料附註

Interim Report 2025 二零二五中期報告

3. PRINCIPAL ACCOUNTING POLICIES

The Interim Financial Information for the six months ended 31 December 2025 have been prepared on the historical cost basis, except for certain financial instrument that is measured at fair value at the end of the reporting period.

The accounting policies used in the Interim Financial Information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 30 June 2025.

Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRS Accounting Standards issued by the HKICPA which are effective for the Group's financial year beginning 1 July 2025:

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 performance and positions for the current and prior periods and/or on the disclosures set out in these Interim Financial Information.

3. 主要會計政策

除報告期末按公平值計量的若干金融工具外，截至二零二五年十二月三十一日止六個月的中期財務資料乃按歷史成本法編製。

中期財務資料所用之會計政策與編製本集團截至二零二五年六月三十日止年度之年度綜合財務報表時所依循者一致。

應用香港財務報告準則會計準則之修訂本

於本中期期間，本集團已首次應用以下由香港會計師公會頒佈且於本集團於二零二五年七月一日開始的財政年度生效的香港財務報告準則會計準則之修訂本：

香港會計準則第 21號(修訂本) 缺乏可兌換性

於本中期期間應用香港財務報告準則會計準則之修訂本對本集團於本期間及過往期間的財務表現及狀況及／或中期財務資料所載披露並無重大影響。

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4. REVENUE AND SEGMENT INFORMATION

The Group has two principal activities: provision of passive fire protection works and provision of passive fire protection information services. Revenue represents the fair value of amounts received and receivable from provision of (i) passive fire protection works and (ii) passive fire protection information services.

(i) Disaggregation of revenue from contracts with customers

4. 收益及分部資料

本集團有兩項主要業務：提供被動消防工程及提供被動消防資訊服務。收益指提供(i)被動消防工程及(ii)被動消防資訊服務已收及應收款項的公平值。

(i) 客戶合約的收益劃分

		Six months ended 31 December 2025 截至 二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至 二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
Type of service	服務類別		
Passive fire protection works	被動消防工程	138,740	183,131
Passive fire protection information services	被動消防資訊服務	27	35
		138,767	183,166

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4. REVENUE AND SEGMENT INFORMATION

(Continued)

(ii) Performance obligations for contracts with customers

Revenue from provision of passive fire protection works are recognised over time as the Group creates or enhances an asset that the customer controls as the Group performs. Revenue is recognised based on the stage of completion of the contract using input method. The stage of completion is determined as the proportion of the costs incurred for the works (i.e. direct labour costs, subcontracting costs and costs of materials incurred) performed to date relative to the estimated total costs to complete the services.

Revenue from passive fire protection information services is recognised over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. The Group bills a fixed amount for each month of service provided. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice.

(iii) Segment information

Information is reported to the chairman and chief executive director of the Company, who is also the chief operating decision maker ("CODM") of the Group, for the purposes of resource allocation and performance assessment. The CODM reviews the overall results and financial performance of the Group as a whole. No analysis of the Group's assets or liabilities and no other discrete financial information is regularly provided to the CODM. Accordingly, only entity-wide disclosures on revenue, major customers and geographical information are presented in accordance with HKFRS 8 "Operating Segments".

(iv) Geographical information

The Group principally operates in Hong Kong, which is also its place of domicile. The Group's revenue is generated in and non-current assets are all located in Hong Kong.

4. 收益及分部資料(續)

(ii) 客戶合約的履約責任

來自提供被動消防工程的收益隨時間確認，原因為隨著本集團履約，本集團創造或提升一項由客戶控制的資產。收益根據合約完成階段採用投入法確認。完工階段按迄今已履行工程所產生的成本（即所產生的直接勞工成本、分包成本及材料成本）相對於完成服務的估計總成本的比例確定。

來自被動消防資訊服務的收益隨時間確認，原因為隨著本集團履約，客戶同時取得並耗費本集團履約所提供的利益。本集團就每月提供的服務開出固定金額賬單。本集團選擇應用實際權宜方法，以本集團有權開具發票的金額確認收益。

(iii) 分部資料

本公司主席及行政總裁亦為本集團主要營運決策者（「主要營運決策者」），其已獲呈報資料，以進行資源分配及表現評估。主要營運決策者審閱本集團整體的總體業績及財務表現。概無定期向主要營運決策者提供本集團資產或負債的分析以及其他個別財務資料。因此，僅按照香港財務報告準則第8號「經營分部」呈列實體層面的收益、主要客戶及地理資料的披露。

(iv) 地理資料

本集團主要於香港（亦為其註冊地）經營業務。本集團的收益自香港產生，且非流動資產均位於香港。

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5. (LOSS) PROFIT BEFORE TAXATION

(Loss) profit before taxation has been arrived at after charging:

5. 除稅前(虧損)溢利

除稅前(虧損)溢利經扣除下列各項後得出：

		Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
Directors' remuneration	董事薪酬	1,370	1,037
Depreciation of property, plant and equipment	物業、機器及設備折舊	679	660
Depreciation of right-of-use assets	使用權資產折舊	695	754

6. INCOME TAX (CREDIT) EXPENSES

6. 所得稅(抵免)開支

		Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
Income tax (credit) expenses comprises:	所得稅(抵免)開支包括：		
Hong Kong Profits Tax	香港利得稅		
– Current tax	— 即期稅項	–	406
Deferred tax	遞延稅項	(478)	(233)
		(478)	173

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7. (LOSSES) EARNINGS PER SHARE

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

		Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	(5,089)	2,235

Number of shares

		31 December 2025 二零二五年 十二月三十一日 (unaudited) (未經審核)	31 December 2024 二零二四年 十二月三十一日 (unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of basic and diluted (losses) earnings per share	用於計算每股基本及攤薄(虧損)盈利的普通股加權平均數	408,000,000	408,000,000

The calculation of the basic (losses) earnings per share for the period is based on the (loss) profit attributable to owners of the Company and the weighted average number of 408,000,000 (2024: 408,000,000) ordinary shares in issue during the reporting period.

For the six months ended 31 December 2025 and 2024, diluted (losses) earnings per share is the same as basic (losses) earnings per share as there were no dilutive potential ordinary shares outstanding during the six months ended 31 December 2025 and 2024.

8. DIVIDENDS

Pursuant to the Company's annual general meeting held on 11 November 2024, a final dividend of HK\$0.172 per ordinary share in respect of the financial year ended 30 June 2024, in aggregate amount of HK\$70,176,000, was declared.

No dividend was paid or declared during the six months ended 31 December 2025.

7. 每股(虧損)盈利

本公司擁有人應佔每股基本及攤薄(虧損)盈利的計算基於以下數據得出：

		Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	(5,089)	2,235

股份數目

		31 December 2025 二零二五年 十二月三十一日 (unaudited) (未經審核)	31 December 2024 二零二四年 十二月三十一日 (unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of basic and diluted (losses) earnings per share	用於計算每股基本及攤薄(虧損)盈利的普通股加權平均數	408,000,000	408,000,000

本期間每股基本(虧損)盈利的計算乃以本公司擁有人應佔(虧損)溢利及報告期間之加權平均數408,000,000股(二零二四年：408,000,000股)已發行普通股為基準計算。

由於截至二零二五年及二零二四年十二月三十一日止六個月並無已發行的潛在攤薄普通股，故截至二零二五年及二零二四年十二月三十一日止六個月，每股攤薄(虧損)盈利與每股基本(虧損)盈利相同。

8. 股息

根據於二零二四年十一月十一日舉行之本公司股東週年大會，就截至二零二四年六月三十日止財政年度宣派末期股息每股普通股0.172港元，合共70,176,000港元。

於截至二零二五年十二月三十一日止六個月概無派付或宣派股息。

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9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 December 2025, the Group did not acquire property, plant and equipment (six months ended 31 December 2024: acquired approximately HK\$375,000) and incurred approximately HK\$679,000 of depreciation expenses (six months ended 31 December 2024: HK\$660,000).

9. 物業、機器及設備

於截至二零二五年十二月三十一日止六個月，本集團並無收購物業、機器及設備（截至二零二四年十二月三十一日止六個月：收購約375,000港元），並產生折舊開支約679,000港元（截至二零二四年十二月三十一日止六個月：660,000港元）。

10. TRADE RECEIVABLES

10. 貿易應收款項

		At 31 December 2025 於二零二五年 十二月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	At 30 June 2025 於二零二五年 六月三十日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項	16,337	20,569
Less: Allowance for impairment of trade receivables	減：貿易應收款項減值撥備	(2,210)	(2,049)
		14,127	18,520

The Group grants credit terms to customers for a period ranging from 14 – 60 days from the invoice date for trade receivables. The following is an aged analysis of trade receivables, net of allowance for impairment of trade receivables, presented based on the invoice date at the end of the reporting period:

本集團向客戶授予的信貨期自貿易應收款項發票日期起計介乎14至60日。以下為於報告期末根據發票日期呈列的貿易應收款項的賬齡分析（扣除貿易應收款項減值撥備）：

		At 31 December 2025 於二零二五年 十二月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	At 30 June 2025 於二零二五年 六月三十日 HK\$'000 千港元 (audited) (經審核)
Within 30 days	30日內	9,940	15,183
31 days to 60 days	31日至60日	335	2,519
61 days to 90 days	61日至90日	1,363	–
Over 90 days	90日以上	2,489	818
		14,127	18,520

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11. TRADE AND OTHER PAYABLES

11. 貿易及其他應付款項

		At 31 December 2025 於二零二五年 十二月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	At 30 June 2025 於二零二五年 六月三十日 HK\$'000 千港元 (audited) (經審核)
Trade payables	貿易應付款項	4,155	9,705
Payroll and MPF payables	工資及強積金應付款項	1,448	1,596
Accrued expenses	應計開支	1,041	1,552
Others	其他	489	96
		7,133	12,949

The credit period on purchases from suppliers is generally ranging from 30-60 days or payable upon delivery.

向供應商作出購買的信貸期一般為介乎30至60日或應於交付時支付。

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

下文載列於報告期末按發票日期呈列的貿易應付款項的賬齡分析：

		At 31 December 2025 於二零二五年 十二月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	At 30 June 2025 於二零二五年 六月三十日 HK\$'000 千港元 (audited) (經審核)
Within 30 days	30日內	4,155	9,705

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12. SHARE CAPITAL

Details of the authorised and issued capital of the Company are as follows:

12. 股本

本公司法定及已發行股本之詳情如下：

		Number of ordinary shares of HK\$0.01 each 每股面值 0.01港元的 普通股數目	Amount 金額 HK\$'000 千港元
Authorised: At 1 July 2024 (audited), 30 June 2025 (audited) and 31 December 2025 (unaudited)	法定： 於二零二四年七月一日 (經審核)、 二零二五年六月三十日 (經審核)及二零二五年 十二月三十一日 (未經審核)	5,000,000,000	50,000
Issued and fully paid: At 1 July 2024 (audited), 30 June 2025 (audited) and 31 December 2025 (unaudited)	已發行及繳足： 於二零二四年七月一日 (經審核)、 二零二五年六月三十日 (經審核)及二零二五年 十二月三十一日 (未經審核)	408,000,000	4,080

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13. FINANCIAL INSTRUMENTS

Fair values measurements of financial instruments

- (i) The following table gives information about how the fair value of a financial asset at FVTPL is determined.

	Fair value as at 於以下日期的公平值		Fair value hierarchy 公平值層級	Valuation technique 估值技術
	31 December 2025 二零二五年 十二月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 June 2025 二零二五年 六月三十日 HK\$'000 千港元 (audited) (經審核)		
The Group 本集團				
Financial asset 金融資產				
A financial asset at FVTPL 按公平值計入損益的金融資產				
– Unlisted life insurance policy – 非上市人壽保單	3,179	3,179	Level 3 第三級	Quoted price by the insurance company 保險公司報價

- (ii) Reconciliation of Level 3 fair value measurement

13. 金融工具

金融工具的公平值計量

- (i) 下表提供有關釐定按公平值計入損益的金融資產公平值的方法的資料。

- (ii) 第三級公平值計量的對賬

	A financial asset at FVTPL 按公平值計入損益的金融資產 HK\$'000 千港元
As at 1 July 2024 (audited), 30 June 2025 (audited) and 31 December 2025 (unaudited)	於二零二四年七月一日(經審核)、 二零二五年六月三十日(經審核)及 二零二五年十二月三十一日(未經審核)
	3,179

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14. RELATED PARTY TRANSACTIONS

Apart from disclosure elsewhere in the Interim Financial Information, the Group entered into the following transactions with related parties during the periods.

The remuneration of directors and other members of key management during the periods was as follows:

		Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
Short term employee benefits	短期僱員福利	1,408	1,577
Post-employment benefits	離職後福利	36	36
		1,444	1,613

During the periods, the Group entered into the following transactions with its related parties:

Related parties	Nature of balances/transactions	Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
關聯方	結餘／交易性質		
Tanda International Company Limited (Note iv) 天達科技國際有限公司 (附註iv)	Purchases of direct materials 購買直接材料	N/A 不適用	2,221
Greatec Engineering Limited (Note v) 佳捷工程有限公司(附註v)	Purchases of direct materials 購買直接材料	—	2,100

14. 關聯方交易

除中期財務資料其他章節所披露者外，本集團於該等期間與關聯方訂立以下交易。

期內董事及其他主要管理層成員的薪酬如下：

期內本集團與其關聯方訂立以下交易：

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14. RELATED PARTY TRANSACTIONS (Continued)

During the periods, the Group entered into the following transactions with its related parties: (Continued)

14. 關聯方交易 (續)

期內本集團與其關聯方訂立以下交易：(續)

Related parties	Nature of balances/transactions	Six months ended 31 December 2025 截至二零二五年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 31 December 2024 截至二零二四年 十二月三十一日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
關聯方	結餘／交易性質		
Warwick Building Material Limited (Note iv) 和益建材有限公司 (附註iv)	Purchases of direct materials 購買直接材料	N/A 不適用	1,680
Goldin Innovation Development Company Limited (Note i) 科研科技發展有限公司 (附註i)	Purchases of direct materials 購買直接材料	283	304
Mr. Ng Wing Woon Dave 吳榮煥先生	Interest expenses on lease liabilities 租賃負債的利息開支 Balance of lease liabilities 租賃負債結餘	10 255	23 745
Mr. Ng Wing Chi (Note ii) 吳榮智先生 (附註ii)	Interest expenses on lease liabilities 租賃負債的利息開支 Balance of lease liabilities 租賃負債結餘 Rental deposits 租賃按金	7 172 87	16 502 72
Ms. Lim Ming Ngar (Note iii) 林明雅女士 (附註iii)	Interest expenses on lease liabilities 租賃負債的利息開支 Balance of lease liabilities 租賃負債結餘 Rental deposits 租賃按金	10 266 134	24 776 102

Notes:

- Mr. Ng Wing Woon Dave is a director and holds 20% interest of Goldin Innovation Development Company Limited.
- Mr. Ng Wing Chi is a close family member of Mr. Ng Wing Woon Dave and Mr. Ng Wing Shing.
- Ms. Lim Ming Ngar is the mother of Mr. Ng Wing Woon Dave and Mr. Ng Wing Shing.
- These companies were no longer related parties of the Group since 27 June 2025 following the cessation of interests in the companies by a close family member of Mr. Ng Wing Woon Dave.
- This company is controlled by close family member of Mr. Ng Wing Woon Dave.

附註：

- 吳榮煥先生為科研科技發展有限公司的董事，持有該公司20%權益。
- 吳榮智先生為吳榮煥先生及吳榮盛先生的關係密切的家屬。
- 林明雅女士為吳榮煥先生及吳榮盛先生的母親。
- 自二零二五年六月二十七日吳榮煥先生的關係密切的家屬終止持有該等公司的權益後，該等公司不再為本集團的關連方。
- 該公司由吳榮煥先生的關係密切的家屬控制。

Other Information

其他資料

INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 31 December 2025 and 31 December 2024.

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST IN SECURITIES

As at 31 December 2025, none of the Directors is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the “SFO”), and none of the Directors, the chief executive of the Company nor their associates (as defined in the Listing Rules) had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (ii) were required to be entered into the register maintained by the Company pursuant to Section 352 of Part XV of the SFO; or (iii) were required to be notified to the Company or the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed issuers (the “Model Code”) as set out in Appendix C3 of the Listing Rules.

中期股息

董事會並不建議派付截至二零二五年十二月三十一日及二零二四年十二月三十一日止六個月的中期股息。

董事及最高行政人員於證券中的權益

於二零二五年十二月三十一日，概無董事為於本公司股份及相關股份中擁有根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部第2及3分部條文須向本公司披露的權益或淡倉的本公司董事或僱員，亦概無董事、本公司主要行政人員及其聯繫人（定義見上市規則）於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）的相關股份及債權證中擁有(i)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例有關條文被當作或視作該董事或本公司主要行政人員擁有的權益或淡倉）；或(ii)須記入本公司根據證券及期貨條例第XV部第352條所存置登記冊的任何其他權益或淡倉；或(iii)根據聯交所證券上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司或聯交所的任何其他權益或淡倉。

Other Information

其他資料

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

As at 31 December 2025, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interest or short position in shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision of Division 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to the Section 336 of the SFO, or which would be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

主要股東於股份及相關股份的權益及淡倉

於二零二五年十二月三十一日，就董事所知，下列人士（並非董事或本公司最高行政人員）於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部的條文向本公司及聯交所披露的權益或淡倉，或擁有登記於根據證券及期貨條例第336條本公司須存置的登記冊內的權益或淡倉，或直接或間接持有附有權利可於任何情況下在本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值5%或以上的權益。

Name of Shareholder	Capacity/Nature of Interest	Number of shares held/interested 持有／擁有權益的股份數目	Percentage of shareholding 持股百分比
股東姓名／名稱	身份／權益性質		
Ever Genius (Note) 天賦 (附註)	Beneficial Owner 實益擁有人	306,000,000	75%
Galaxy Equity Investment SPC (Note) Galaxy Equity Investment SPC (附註)	Interest of a controlled corporation 受控制法團權益	306,000,000	75%
Galaxy Equity Management Limited (Note) Galaxy Equity Management Limited (附註)	Investment Manager 投資管理人	306,000,000	75%
Mr. Chu (Note) 儲先生 (附註)	Interest of a controlled corporation 受控制法團權益	306,000,000	75%

Note: 306,000,000 shares are held by Ever Genius whose entire issued share capital is held by Galaxy Equity Investment SPC, which is controlled, advised and managed by Galaxy Equity Management Limited in its capacity as investment manager. Galaxy Equity Management Limited is wholly owned by Mr. Chu.

附註：306,000,000股股份由天賦持有，其全部已發行股本由Galaxy Equity Investment SPC持有，而Galaxy Equity Investment SPC由Galaxy Equity Management Limited作為投資管理人控制、提供意見及管理。Galaxy Equity Management Limited由儲先生全資擁有。

Other Information

其他資料

Save as disclosed above, as at 31 December 2025, the Directors were not aware of any person or corporation (other than the Directors and the chief executives) who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO, or pursuant to section 336 of the SFO, which would have to be recorded in the register referred to therein.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraph headed “Directors’ and chief executive’s interest in securities” above and the paragraph headed “Share Option Scheme” below, at no time during the six months ended 31 December 2025 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holdings company, or/and any of its subsidiaries or fellow subsidiaries, a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights by means of the acquisition of Shares in or debentures of the Company of any other body corporate.

DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as those disclosed in the “Related Party Transactions” in Note 14 to the notes of condensed consolidated financial information, there were no transaction, arrangement or contract of significance, to which the Company, any of its subsidiaries, its parent company, or its parent company’s subsidiaries was a party, and in which a Director of any entity connected with a Director had a material interest, whether directly and indirectly, subsisted as at 31 December 2025 or any time during the six months ended 31 December 2025, nor was there any other transaction, arrangement or contract of significance in relation to the Group’s business between the Company or any of the Company’s subsidiaries and a controlling shareholder or any of its subsidiaries.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Amended and Restated Articles of Association of the Company, every Directors shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has maintained appropriate directors’ and officers’ liability insurance in respect of legal actions against them arising out of corporate activities and such permitted indemnity provision for the benefit of the Directors currently in force.

除上文披露者外，於二零二五年十二月三十一日，董事並不知悉，任何人士或公司（董事及最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的規定須向本公司披露的任何權益或淡倉，或根據證券及期貨條例第336條須登記於該條所指的登記冊內的任何權益或淡倉。

購買股份或債權證的安排

除上文「董事及最高行政人員於證券中的權益」一段及下文「購股權計劃」一段所披露者外，於截至二零二五年十二月三十一日止六個月的任何時間，概無向任何董事或彼等各自的配偶或未滿18歲子女授出權利可透過購買本公司股份或債權證而獲得利益或彼等曾行使任何有關權利，而本公司、其控股公司或／及其任何附屬公司或同系附屬公司概無參與訂立任何安排，使董事或彼等各自的配偶或未滿18歲子女可透過購買本公司股份或債權證而收購任何其他法人團體的有關權利。

董事及控股股東於重大交易、安排或合約的權益

除簡明綜合財務資料附註14「關連方交易」所披露者外，於二零二五年十二月三十一日或截至二零二五年十二月三十一日止六個月任何時間概無存續本公司或其任何附屬公司、其母公司或其母公司的附屬公司為重大交易、安排或合約的一方而董事或與董事有關連的實體於其中直接或間接擁有重大權益，或本公司或本公司任何附屬公司亦概無與控股股東或其任何附屬公司訂立與本集團業務有關的任何其他重大交易、安排或合約。

獲准許彌償條文

根據本公司之經修訂及重訂組織章程細則，每名董事有權就彼於履行職責或其他有關職責而蒙受或招致或有關的所有損失或負債從本公司資產中獲得彌償。

本公司已為董事及行政人員就其因公司活動而產生的法律訴訟安排合適的責任保險，而為董事的利益而作出的獲准許彌償條文現正生效。

Other Information

其他資料

SHARE OPTION SCHEME

Pursuant to the written resolutions of the sole shareholder of the Company on 12 April 2023, the Company adopted a share option scheme (the “**Share Option Scheme**”) with effect from 12 April 2023. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules and are summarized in the Prospectus. The main purpose of the Share Option Scheme is to motivate employees to optimize their performance efficiency for the benefit of the Company, to attract and retain best available personnel, to provide additional incentive to employees (full time or part time), directors, consultants, advisers, distributors, contractors, suppliers, agents, and service providers of the Group and to promote success of the business of the Group.

The total number of Shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the Shares in issue at any point in time, without prior approval from the Shareholders. The number of Shares issued and to be issued in respect of which option granted and may be granted to any individual in any one year is not permitted to exceed 1% of the Shares in issue at any point in time, without prior approval from the Shareholders. Options granted to substantial shareholders or independent non-executive Directors or any of their respective close associates (including a discretionary trust whose discretionary objects include substantial shareholders, independent non-executive Directors, or any of their respective close associates) in any 12-month period representing in aggregate in excess of 0.1% of the Company's shares in issue must be approved in advance by the Shareholders.

Options granted must be taken up within seven business days inclusive of the day on which such offer was made, upon payment of HK\$1 per option. Options may be exercised at any time during a period as the Directors may determine which shall not exceed ten years from the date of grant. The exercise price is determined by the Directors, and will be at least the higher of (i) the closing price of the Shares on the date of grant; and (ii) the average of the closing prices of the Shares for the five business days immediately preceding the date of grant.

The Share Option Scheme will remain in force for a period of ten years commencing on the date of the adoption (i.e. 12 April 2023) and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless otherwise terminated earlier by the Shareholders in general meeting.

購股權計劃

根據本公司唯一股東於二零二三年四月十二日的書面決議案，本公司於二零二三年四月十二日起採納購股權計劃（「**購股權計劃**」）。購股權計劃的條款符合上市規則第17章的規定，並在招股章程中概述。購股權計劃主要旨在激勵僱員提高其表現效率以為本公司帶來利益，吸引及挽留最優秀的人員，向本集團的僱員（全職或兼職）、董事、諮詢顧問、顧問、分銷商、承建商、供應商、代理及服務供應商提供額外獎勵，以及促進本集團業務的成功。

在未獲得股東事先批准下，根據購股權計劃可能授出的購股權所涉及的股份總數不得超過於任何時間已發行股份的10%。在未獲得股東事先批准下，於任何一年向任何個人授出及可能授出的購股權所涉及的已發行及將予發行的股份數目不得超過於任何時間已發行股份的1%。倘於任何12個月期間授予主要股東或獨立非執行董事或彼等各自的緊密聯繫人（包括全權信託，其全權信託受益人包括主要股東、獨立非執行董事或任何彼等各自的緊密聯繫人）的購股權合共相當於超過本公司已發行股份的0.1%，則必須事先取得股東批准。

授出的購股權必須於發出有關要約日期（包括當日）起七個營業日內接納，就每份購股權須支付1港元，以接納購股權。購股權可於董事可能釐定的期間內任何時間行使，惟有關期間不得超過授出日期起計十年。行使價由董事釐定，其不會低於以下最高者：(i)股份於授出日期的收市價；及(ii)股份於緊接授出日期前五個營業日的平均收市價。

購股權計劃將於採納日期（即二零二三年四月十二日）當日起計十年期間內有效，除非於股東大會上遭股東提提早終止，否則於緊接購股權計劃第十週年前一個營業日的營業時間結束時屆滿。

Other Information 其他資料

No share options had been granted under the Share Option Scheme since the adoption of the Scheme. During the Period, no share option has been granted, exercised, cancelled or lapsed. As at the beginning and the end of the Period, the number of options available for grant under the scheme mandate was 40,800,000. As at the date of this interim report, the total number of shares available for issue under the Share Option Scheme was 40,800,000, representing 10% of the entire issued share capital of the Company.

CORPORATE GOVERNANCE

The Company is committed in achieving a high standard of corporate governance standard. The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of the Shareholders, enhance its corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

Compliance with Corporate Governance Code

The Company has adopted the principles and all relevant code provisions as set out under the Corporate Governance Code (the “CG Code”) contained in Appendix C1 to the Listing Rules for the Period and up to the date of this report.

CG Code C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Ng Wing Woon Dave is both the Chairman and the Chief Executive Officer. In view that Mr. Ng Wing Woon Dave being the founder of the Group and has been operating and managing the business as well as overall financial and strategic planning of the Group since the incorporation of the Group’s operating subsidiary, Easy Smart Engineering Limited, in around June 2001, the Board believes that the vesting of the roles of Chairman and Chief Executive Officer in Mr. Ng Wing Woon Dave is beneficial to the business operations and management of the Group and will provide a strong and consistent leadership to the Group. In addition, due to the presence of three independent non-executive Directors which represents over half of the Board, the Board considers that there is a balance of power and authority such that no one individual has unfettered power of decision. Accordingly, the Company has not segregated the role of Mr. Ng Wing Woon Dave as the Chairman and the Chief Executive Officer as required by CG Code C.2.1 of Appendix C1 to the Listing Rules.

Save for the above, to the best of the knowledge of the Board, the Company has complied with the CG Code for the Period and up to the date of this interim report. The Directors will periodically review on the Company’s corporate governance policies and will propose any amendment, if necessary, to ensure compliance with the code provisions from time to time.

自採納購股權計劃以來，並無根據該計劃授出購股權。於本期間，概無購股權已授出、行使、註銷或失效。於本期間初及本期間末，根據計劃授權可供授出的購股權數目為40,800,000份。於本中期報告日期，根據購股權計劃可供發行的股份總數為40,800,000股，相當於本公司全部已發行股本的10%。

企業管治

本公司致力達致高水平的企業管治標準。董事會相信，良好的企業管治標準對本公司提供框架以保障股東利益、提升企業價值、制定其業務策略及政策以及強化透明度及問責度而言屬不可或缺。

遵守企業管治守則

於本期間及直至本報告日期，本公司已採納上市規則附錄C1所載企業管治守則（「企業管治守則」）所載的原則及所有相關守則條文。

企業管治守則第C.2.1條規定，主席和行政總裁的角色應有區分，不應由一人同時兼任。吳榮煥先生既擔任主席亦兼任行政總裁。鑒於吳榮煥先生是本集團的創辦人，自本集團的營運附屬公司怡俊工程有限公司於二零零一年六月左右註冊成立以來，一直負責營運及管理本集團的業務以及整體財務及策略規劃，董事會相信將主席和行政總裁的角色授予吳榮煥先生有利於本集團的業務營運及管理，並將為本集團提供強大及一致的領導。此外，由於董事會有三名獨立非執行董事，佔董事會半數以上，董事會認為存在權力和權限的平衡，並無任何個人擁有不受約束的決策權。因此，本公司並無按照上市規則附錄C1企業管治守則第C.2.1條的規定，將吳榮煥先生兼任主席及行政總裁的角色分開。

除上述者外，就董事會所深知，本公司於本期間及直至本中期報告日期一直遵守企業管治守則。董事將定期檢討本公司的企業管治政策，並會於有需要時提出任何修訂，以確保不時遵守守則條文。

Other Information

其他資料

Compliance with the Model Code

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

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

During the Period and up to the date of this report, pursuant to Rule 13.51B(1) of the Listing Rules, save for the information disclosed in the announcements of the Company dated 4 August 2025, 3 November 2025, 13 January 2026 and 21 January 2026, there was no change in the information of the Directors and chief executive of the Company.

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

No purchase, sale or redemption of the Company's listed securities was made by the Company or any of its subsidiaries for the Period and up to the date of this interim report.

COMPETING INTERESTS

The Directors confirm that neither the controlling shareholders of the Company nor the Directors and their respective close associates (as defined in the Listing Rules) 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 for the Period and up to the date of this interim report, and that is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that was publicly available and with the knowledge of the Directors as at the date of this interim report, as disclosed in the announcement of the Company dated 21 January 2026, immediately after the Offer (as defined in the section headed "Subsequent Event after the Reporting Period" below), an aggregate of 101,999,999 shares, representing approximately 24.999999755% of the total issued share capital of the Company as at 21 January 2026, were held by the public and fell under the minimum public float requirement. The public float has been restored subsequently on 21 January 2026. Save as disclosed, the Company has maintained the prescribed minimum public float for its shares as required under the Listing Rules during the Period and up to the date of this interim report.

遵守標準守則

本公司已採納上市規則附錄C3所載標準守則，作為董事進行證券交易的本公司行為守則。經向董事作出具體查詢後，全體董事確認彼等於本期間及直至本中期報告日期一直遵守標準守則的規定。

董事資料變動

於本期間及直至本報告日期，根據上市規則第13.51B(1)條，除本公司日期為二零二五年八月四日、二零二五年十一月三日、二零二六年一月十三日及二零二六年一月二十一日之公告所披露之資料外，董事及本公司主要行政人員的資料概無任何變動。

購買、出售或贖回本公司上市證券

於本期間及直至本中期報告日期，本公司或其任何附屬公司概無購買、出售或贖回本公司上市證券。

競爭權益

董事確認，於本期間及直至本中期報告日期，概無本公司控股股東或董事及彼等各自的緊密聯繫人（定義見上市規則）在直接或間接與本集團業務構成競爭或可能構成競爭的業務（本集團業務除外）中擁有且須根據上市規則第8.10條予以披露的權益。

充足公眾持股量

根據公開可得資料及於本中期報告日期就董事所知，誠如本公司日期為二零二六年一月二十一日之公告所披露，緊隨要約後（定義見下文「報告期後事項」一節），合共101,999,999股股份（佔本公司於二零二六年一月二十一日已發行股本總額約24.999999755%）由公眾人士持有，並低於最低公眾持股量規定。公眾持股量隨後已於二零二六年一月二十一日恢復。除所披露者外，於本期間及直至本中期報告日期止，本公司已維持上市規則規定的股份最低公眾持股量。

Other Information

其他資料

SUBSEQUENT EVENT AFTER THE REPORTING PERIOD

On 2 December 2025, Ever Genius and the Company jointly announced, among others, (i) the sale and purchase of the 306,000,000 shares of the Company, representing 75% of the total issued share capital of the Company as at the date thereof; and (ii) the mandatory unconditional cash offer to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by Ever Genius and parties acting in concert with it) (the “Offer”). At 4:00 p.m. on 13 January 2026, the Offer was closed and Ever Genius received one valid acceptance of the Offer, representing approximately 0.000000245% of the entire issued share capital of the Company as at 13 January 2026. Please refer to (i) the joint announcements of Ever Genius and the Company dated 2 December 2025 and 13 January 2026, and (ii) the composite offer and response document of Ever Genius and the Company dated 23 December 2025, respectively, for further details. Ever Genius disposed of one board lot of 2,000 shares of the Company on the market to restore public float on 21 January 2026 and as a result, Ever Genius holds 305,998,001 shares of the Company as at the date of this report, representing approximately 75% of the total number of shares in issue.

AUDIT COMMITTEE

The Company established the Audit Committee on 12 April 2023 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee consists of three independent non-executive Directors, namely Ms. To Sau Man, Dr. Gong Zhaolong and Mr. Lo Chi Wang. Ms. To Sau Man currently serves as the chairperson of the Audit Committee.

The interim financial results of the Group for the Period are unaudited but have been reviewed and approved by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements as well as the Listing Rules and that 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 the shareholders, investors and business partners for their trust and support.

By Order of the Board

Ng Wing Woon Dave

Chairman and Executive Director

Hong Kong, 23 February 2026

報告期後事項

於二零二五年十二月二日，天賦及本公司聯合公告（其中包括）(i)買賣306,000,000股本公司股份，佔該日期本公司已發行股本總額之75%；及(ii)收購本公司之全部已發行股份（除天賦及其一致行動人士已擁有或同意將予收購者外）之強制性無條件現金要約（「要約」）。於二零二六年一月十三日下午四時正，要約截止，而天賦已接獲一份有效接納（相當於本公司於二零二六年一月十三日之全部已發行股本約0.000000245%）。進一步詳情請分別參閱(i)天賦及本公司日期為二零二五年十二月二日及二零二六年一月十三日之聯合公告，及(ii)天賦及本公司日期為二零二五年十二月二十三日之綜合要約及回覆文件。天賦於二零二六年一月二十一日於市場上出售一手2,000股本公司股份，以恢復公眾持股量。於本報告日期，天賦持有305,998,001股本公司股份，佔已發行股份總數約75%。

審核委員會

本公司於二零二三年四月十二日成立審核委員會，並遵照上市規則第3.21條及企業管治守則訂有書面職權範圍。審核委員會由三名獨立非執行董事組成，即杜秀雯女士、龔兆龍博士及羅智弘先生。杜秀雯女士目前擔任審核委員會主席。

本集團於本期間的中期財務業績未經審核，惟已由審核委員會審閱及批准。審核委員會認為該等業績的編製符合適用的會計準則及規定以及上市規則並已作出充分披露。

致謝

董事會謹藉此機會對管理團隊及員工的不懈努力及貢獻以及股東、投資者及業務夥伴的信任及支持致以衷心謝意。

承董事會命

吳榮煥

主席兼執行董事

香港，二零二六年二月二十三日

Easy Smart Group Holdings Limited
怡俊集團控股有限公司