

# Superland Group Holdings Limited 德合集團控股有限公司

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

Stock Code 股份代號: 368

## 2022 Interim Report 中期報告

# Contents 目錄

	Page 頁次
Corporate Information 公司資料	2
Management Discussion and Analysis 管理層討論及分析	4
Corporate Governance and Other Information 企業管治及其他資料	10
Condensed Consolidated Statement of Comprehensive Income 簡明綜合全面收益表	16
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	17
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	19
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	20
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	21

# Corporate Information

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. Ng Chi Chiu (*Chairman and Chief Executive Officer*)  
Ms. Zhao Haiyan Chloe  
Ms. Ho Nga Ling  
(Resignation with effect from 31 August 2022)

#### Non-executive Director

Mr. Chan Ming Yim

#### Independent Non-executive Directors

Dr. Ho Chung Tai Raymond  
Mr. Yip Chun On  
Prof. Chau Kwong Wing

### AUDIT COMMITTEE

Mr. Yip Chun On (*Chairman*)  
Dr. Ho Chung Tai Raymond  
Prof. Chau Kwong Wing

### NOMINATION COMMITTEE

Mr. Ng Chi Chiu (*Chairman*)  
Prof. Chau Kwong Wing  
Mr. Yip Chun On

### REMUNERATION COMMITTEE

Prof. Chau Kwong Wing (*Chairman*)  
Mr. Yip Chun On  
Dr. Ho Chung Tai Raymond

### COMPANY SECRETARY

Mr. Shum Hoi Luen

### AUTHORISED REPRESENTATIVES

Mr. Ng Chi Chiu  
Mr. Shum Hoi Luen

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditor*

### HONG KONG LEGAL ADVISER

Li & Partners

### 董事

#### 執行董事

吳志超先生 (*主席兼行政總裁*)  
趙海燕女士  
何雅凌女士  
(辭任自二零二二年八月三十一日起生效)

#### 非執行董事

陳銘嚴先生

#### 獨立非執行董事

何鍾泰博士  
葉俊安先生  
鄒廣榮教授

### 審核委員會

葉俊安先生 (*主席*)  
何鍾泰博士  
鄒廣榮教授

### 提名委員會

吳志超先生 (*主席*)  
鄒廣榮教授  
葉俊安先生

### 薪酬委員會

鄒廣榮教授 (*主席*)  
葉俊安先生  
何鍾泰博士

### 公司秘書

沈凱聯先生

### 授權代表

吳志超先生  
沈凱聯先生

### 核數師

羅兵咸永道會計師事務所  
*執業會計師*  
*註冊公眾利益實體核數師*

### 香港法律顧問

李偉斌律師行

### REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat A&B, 3/F  
Yin Da Commercial Building  
181 Wai Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong  
(With effect from 15 August 2022)

### PRINCIPAL BANKERS

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

### STOCK CODE

0368

### CORPORATE WEBSITE

[www.superland-group.com](http://www.superland-group.com)

### 開曼群島註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港總部及主要營業地點

香港  
九龍  
觀塘  
偉業街181號  
盈達商業中心  
3樓A及B室

### 主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓  
(自二零二二年八月十五日起生效)

### 主要往來銀行

星展銀行(香港)有限公司  
香港上海滙豐銀行有限公司

### 股份代號

0368

### 公司網站

[www.superland-group.com](http://www.superland-group.com)

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

The revenue of Superland Group Holdings Limited (the “Company”, together with its subsidiaries, collectively the “Group”) for the six months ended 30 June 2022 and 2021 were approximately HK\$311,235,000 and approximately HK\$327,838,000, respectively, and remained fairly stable.

#### Gross profit and gross profit margin

The gross profit of the Group for the six months ended 30 June 2022 and 2021 were approximately HK\$36,546,000 and approximately HK\$34,887,000, respectively and remained relatively stable.

The gross profit margin of the Group for the six months ended 30 June 2022 and 2021 were approximately 11.7% and approximately 10.6%, respectively, and remained fairly stable.

#### Other income

The other income of the Group for the six months ended 30 June 2022 and 2021 were approximately HK\$16,000 and approximately HK\$564,000, respectively, representing a decrease of approximately 97.2%.

The decrease in other income was mainly due to the decrease in subsidy granted under the Employment Support Scheme launched by the Government of Hong Kong Special Administrative Region (“Hong Kong” or “HKSAR”) of the People’s Republic of China in 2022.

#### Other (losses)/gains, net

The net other (losses)/gains of the Group for the six months ended 30 June 2022 and 2021 mainly represented the changes in value of the investments in insurance contracts.

#### Administrative expenses

The administrative expenses of the Group for the six months ended 30 June 2022 and 2021 were approximately HK\$36,586,000 and approximately HK\$38,496,000, respectively, and remained relatively stable.

#### Finance costs

The finance costs of the Group for the six months ended 30 June 2022 and 2021 were approximately HK\$5,808,000 and approximately HK\$5,348,000, respectively, and remained fairly stable.

#### Loss and total comprehensive loss for the period attributable to owners of the Company

As a result of the abovementioned, the loss and total comprehensive loss for the period attributable to owners of the Company for the six months ended 30 June 2022 and 2021 were approximately HK\$9,246,000 and approximately HK\$7,826,000, respectively, representing an increase of approximately 18.1%.

### 財務回顧

#### 收益

截至二零二二年及二零二一年六月三十日止六個月，德合集團控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）的收益分別約311,235,000港元及約327,838,000港元，仍然相當穩定。

#### 毛利及毛利率

截至二零二二年及二零二一年六月三十日止六個月，本集團的毛利分別約36,546,000港元及約34,887,000港元，仍然相對穩定。

截至二零二二年及二零二一年六月三十日止六個月，本集團的毛利率分別約11.7%及約10.6%，仍然相當穩定。

#### 其他收入

截至二零二二年及二零二一年六月三十日止六個月，本集團的其他收入分別約16,000港元及約564,000港元，減少約97.2%。

其他收入的減少乃主要中華人民共和國香港特別行政區（「香港」或「香港特區」）政府於二零二二年推行的「保就業」計劃下發放的補貼減少所致。

#### 其他（虧損）／收益淨額

截至二零二二年及二零二一年六月三十日止六個月，本集團的其他（虧損）／收益淨額主要為保險合約投資價值的變動。

#### 行政費用

截至二零二二年及二零二一年六月三十日止六個月，本集團的行政費用分別約36,586,000港元及約38,496,000港元，仍然相對穩定。

#### 財務成本

截至二零二二年及二零二一年六月三十日止六個月，本集團的財務成本分別約5,808,000港元及約5,348,000港元，仍然相當穩定。

#### 本公司擁有人應佔期內虧損及全面虧損總額

基於上文所述，截至二零二二年及二零二一年六月三十日止六個月，本公司擁有人應佔期內虧損及全面虧損總額分別約9,246,000港元及約7,826,000港元，增加約18.1%。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

#### Businesses

The Group is an established contractor based in Hong Kong with over 18 years of operating history providing fitting-out services and repair and maintenance services with the qualifications as a registered electrical contractor, registered subcontractor and registered minor works contractor in Hong Kong.

On 17 July 2020 (the “**Listing Date**”), the shares (the “**Shares**”) of the Company were successfully listed (the “**Listing**”) on the Main Board (“**Main Board**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), marking an important milestone of the Group.

For the six months ended 30 June 2022, the Group is principally engaged in the provision of fitting-out services and repair and maintenance services to residential and commercial properties in Hong Kong.

As at 30 June 2022, the Group had a total of 50 fitting-out projects on hand, which included fitting-out projects that have commenced but not yet completed and fitting-out projects that have been awarded to the Group but not yet commenced, with an aggregate total contract sum of approximately HK\$3,875 million. Among these projects on hand, 32 projects were with total contract sum of approximately HK\$50 million or above. As at 30 June 2022, the aggregate total contract sum of these 32 projects amounted to approximately HK\$3,555 million (31 December 2021: 25 projects: approximately HK\$2,865 million).

#### Future prospects and strategies

The economy of Hong Kong was hit hard by the severe fifth wave of COVID-19 outbreak in Hong Kong starting in late 2021. During the period under review, the Group faced a lot of tough challenges, including but not limited to, delays and disruptions to ongoing projects, disruptions to logistics and supply chain, upsurge in costs of raw material and shortage in workforce. In spite of the recent gradual stabilisation of the fifth wave of COVID-19 in Hong Kong, the Group still expects to encounter great challenges for a while.

However, as supported by the 2021 policy address of Hong Kong, the Government of the HKSAR will develop land resources in a persistent manner to satisfy the housing demand. Therefore, the Group expects that the business of the Group will remain stable in the fitting-out industry in Hong Kong in the long term. The Group will devote necessary resources to further increase its market share if appropriate.

### 業務回顧及展望

#### 業務

本集團是香港一家具規模的承建商，擁有逾18年營運歷史，提供裝修服務以及維修及保養服務，並具備香港註冊電業承辦商、註冊分包商及註冊小型工程承建商的資格。

於二零二零年七月十七日（「上市日期」），本公司股份（「股份」）成功於香港聯合交易所有限公司（「聯交所」）主板（「主板」）上市（「上市」），標誌著本集團的重要里程碑。

截至二零二二年六月三十日止六個月，本集團主要從事為香港住宅及商業物業提供裝修服務以及維修及保養服務。

於二零二二年六月三十日，本集團手頭合共有50個裝修項目，包括已動工惟尚未完成的裝修項目及本集團已獲授惟尚未動工的裝修項目，合約總額共計約3,875百萬港元。在手頭的項目中，32個項目的合約總額約50百萬港元或以上。於二零二二年六月三十日，該32個項目的合約總額共計約3,555百萬港元（二零二一年十二月三十一日：25個項目：約2,865百萬港元）。

#### 未來展望及策略

自二零二一年底開始，香港第五波COVID-19疫情嚴峻，使香港的經濟受到嚴重打擊。於回顧期間，本集團面臨著許多嚴峻的挑戰，包括但不限於正在進行的項目延誤及中斷、物流及供應鏈中斷、原材料成本上升及勞動力短缺。儘管最近香港第五波COVID-19疫情逐漸趨於穩定，但本集團仍然預計在一段時間內會遇到巨大的挑戰。

然而，在二零二一年香港施政報告的支持下，香港特區政府會持之以恆地開拓土地以滿足房屋需求。因此，本集團預期，本集團在香港裝修行業的業務將長遠維持穩定。本集團將於適當時候投放必要資源進一步提升其市場份額。

# Management Discussion and Analysis

## 管理層討論及分析

The Group's technologies and technical solutions have been launched in the market progressively and successfully. It is the intention of the Board that the Group would be determined and committed to create a one-stop home furnishings solution to serve the industry for the purpose of cost savings and efficiency improvement. The Group will also assess any opportunities arising from the application of the technologies and technical solutions from the general public.

Looking ahead, the Board remains prudent and optimistic about the prospects of the Group's business in the long term. The Group will continue to adopt a very cautious approach to ensure corporate sustainability in 2022. The Group will consider monitoring its working capital management closely. The Group will also closely and carefully monitor the latest development in its core business and the business opportunities arising from its technologies and technical solutions; and the latest development of the epidemic effect and adjust its business strategies from time to time if required.

### DEBTS AND CHARGE ON ASSETS

As at 30 June 2022, total debt of the Group, including bank borrowings and lease liabilities, was approximately HK\$335,849,000 (31 December 2021: approximately HK\$272,185,000).

As at 30 June 2022, the Group's banking facilities were secured/guaranteed by:

- (i) Personal guarantee provided by a Director, Mr. Ng Chi Chiu ("Mr. Ng");
- (ii) Corporate guarantee provided by the Group;
- (iii) Properties held by two Directors, Mr. Ng and Ms. Zhao Haiyan Chloe ("Ms. Zhao"), and related companies;
- (iv) Investments in insurance contracts of approximately HK\$34,996,000 (31 December 2021: approximately HK\$18,180,000); and
- (v) Pledged time deposits of approximately HK\$3,127,000 (31 December 2021: approximately HK\$6,611,000).

In addition, as at 30 June 2022, the Group provided corporate guarantee to surety bonds and a personal guarantee was provided by a Director, Ms. Zhao, in relation to a lease agreement.

The bank borrowings of the Group bear interest at floating rates that are market dependent. The Group currently does not have any interest rate hedging policy while the Group pays vigilant attention to and monitors interest rate risks continuously and cautiously.

本集團的科技及技術解決方案已逐步成功地在市場上推出。董事會的打算是，本集團將決心致力於打造一站式家居解決方案，為行業服務，目的旨在節約成本及提高效率。本集團亦將評估來自大眾應用科技及技術解決方案所帶來的任何機遇。

展望未來，長遠而言，董事會對本集團業務的前景持審慎樂觀的態度。本集團將於二零二二年繼續採取十分謹慎的態度以確保企業可持續發展。本集團將會考慮密切監控其營運資金管理。本集團亦將密切謹慎地監察其核心業務的最新發展及其科技及技術解決方案帶來的商機；以及疫情影響的最新發展，並按需要不時調整業務策略。

### 債務及資產押記

於二零二二年六月三十日，本集團的總債務（包括銀行借款及租賃負債）約335,849,000港元（二零二一年十二月三十一日：約272,185,000港元）。

於二零二二年六月三十日，本集團的銀行融資由以下各項作抵押／擔保：

- (i) 由一名董事吳志超先生（「吳先生」）所提供的個人擔保；
- (ii) 本集團提供的公司擔保；
- (iii) 由兩名董事（吳先生及趙海燕女士（「趙女士」））及關聯公司所持有的物業；
- (iv) 保險合約投資約34,996,000港元（二零二一年十二月三十一日：約18,180,000港元）；及
- (v) 已抵押定期存款約3,127,000港元（二零二一年十二月三十一日：約6,611,000港元）。

此外，於二零二二年六月三十日，本集團就履約保證提供公司擔保及由一名董事趙女士就租賃協議提供個人擔保。

本集團的銀行借款乃按取決於市場的浮動利率計息。本集團目前並無任何利率對沖政策，而本集團會密切留意及持續謹慎地監察利率風險。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Shares were successfully listed on the Main Board of the Stock Exchange on the Listing Date and there has been no change in capital structure of the Group since then.

As at 30 June 2022, the Company's issued capital was HK\$8,000,000 and the number of its issued ordinary shares was 800,000,000 of HK\$0.01 each.

The principal liquidity and working capital requirements of the Group primarily related to the Group's operating expenses. Historically, the Group had met its working capital and other liquidity requirements principally through a combination of cash generated from the Group's operations and bank borrowings. After the Listing, the Group expects to fund its working capital and other liquidity requirements with a combination of various sources, including but not limited to cash generated from the Group's operations, bank borrowings, the net proceeds from the initial public offering (the "IPO") as well as other external equity and debt financings as and when appropriate.

As at 30 June 2022, the Group had pledged time deposits of approximately HK\$3,127,000 (31 December 2021: approximately HK\$6,611,000). Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio which is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents and pledged time deposits. Total capital is calculated as "total equity" as shown in the condensed consolidated statement of financial position, plus net debt. As at 30 June 2022, the gearing ratio of the Group was approximately 66.3% (31 December 2021: approximately 57.4%). As at 30 June 2022, the current ratio of the Group was approximately 1.1 (31 December 2021: approximately 1.2).

### FOREIGN EXCHANGE EXPOSURE

Most of the income, expenditures, assets and liabilities of the Group are denominated in Hong Kong Dollars, being the functional currency of the Group, and hence, the Group does not have any material foreign exchange risk exposure. With the insignificant portion of monetary transactions, assets and liabilities of the Group being denominated in foreign currencies, for the six months ended 30 June 2022, the Group did not employ any financial instruments for hedging purpose. The Group monitors its foreign currency exposure closely and will consider adopting hedging policy should the need arises.

### 流動資金、財務資源及資本架構

股份於上市日期成功於聯交所主板上市，由其時起，本集團資本架構並無變動。

於二零二二年六月三十日，本公司已發行股本為8,000,000港元，而其已發行普通股數目為800,000,000股，每股面值0.01港元。

本集團的主要流動資金及營運資金需求主要與本集團的經營開支有關。本集團以往主要結合經營所得現金與銀行借款以應付本集團的營運資金及其他流動資金需求。上市後，本集團預期於適當時候透過結合不同資源，包括但不限於本集團經營所得現金、銀行借款、首次公開發售（「首次公開發售」）所得款項淨額以及其他外部權益及債務融資撥付營運資金及其他流動資金需求。

於二零二二年六月三十日，本集團的已抵押定期存款約3,127,000港元（二零二一年十二月三十一日：約6,611,000港元）。本集團乃基於資產負債比率（按債務淨額除以總資本計算）監控資本情況，與業內其他業者的做法一致。債務淨額按總借款及租賃負債減現金及現金等價物與已抵押定期存款計算。總資本以簡明綜合財務狀況表內列示的「總權益」加債務淨額計算。於二零二二年六月三十日，本集團的資產負債比率約66.3%（二零二一年十二月三十一日：約57.4%）。於二零二二年六月三十日，本集團的流動比率約1.1（二零二一年十二月三十一日：約1.2）。

### 外匯風險

本集團大部分收入、支出、資產及負債均以港元（即本集團的功能貨幣）計值，因此本集團並無面臨任何重大外匯風險。由於本集團僅有少量貨幣交易、資產及負債以外幣計值，故截至二零二二年六月三十日止六個月，本集團並無使用任何金融工具作對沖之用。本集團密切監察其外幣風險，並將於有需要時考慮採納對沖政策。



# Management Discussion and Analysis

## 管理層討論及分析

### EMPLOYEE AND REMUNERATION POLICY

As at 30 June 2022, the Group employed a total of 268 (31 December 2021: 264) employees. The remuneration package the Group offered to its employees includes salary, discretionary year-end bonus and other cash subsidies. The Group provides a defined contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for all eligible employees. The Group determines the salary of its employees mainly based on their qualifications, experiences and performance. The Group carries out regular review on the performance of employees to determine any salary adjustments, bonuses and promotions.

For the six months ended 30 June 2022, the employee benefit expenses (including Directors' emoluments) amounted to approximately HK\$53,033,000 (six months ended 30 June 2021: approximately HK\$52,305,000).

### USE OF PROCEEDS

Upon the Listing, the net proceeds raised from the IPO was approximately HK\$79.4 million, after deducing the underwriting fees and commissions and other relevant listing expenses. The net IPO proceeds will be used according to the manner as set out in the section headed "Future plans and use of proceeds" in the prospectus (the "Prospectus") of the Company dated 30 June 2020.

An analysis of the utilisation of the net IPO proceeds up to 30 June 2022 is set out below:

### 僱員及薪酬政策

於二零二二年六月三十日，本集團合共聘有268名(二零二一年十二月三十一日：264名)僱員。本集團向僱員提供的薪酬待遇包括薪金、酌情年終花紅及其他現金津貼。本集團為全體合資格僱員作出香港法例第485章強制性公積金計劃條例下規定的強積金供款。本集團主要根據僱員的資格、經驗及表現釐定彼等的薪酬。本集團定期審閱僱員的表現以釐定任何薪金調整、花紅及晉升。

截至二零二二年六月三十日止六個月，僱員福利開支(包括董事酬金)約53,033,000港元(截至二零二一年六月三十日止六個月：約52,305,000港元)。

### 所得款項用途

於上市後，扣除包銷費及佣金及其他相關上市開支後，自首次公開發售籌集的所得款項淨額為約79.4百萬港元。首次公開發售所得款項淨額將按本公司日期為二零二零年六月三十日的招股章程(「招股章程」)「未來計劃及所得款項用途」一節所載的方式使用。

截至二零二二年六月三十日，動用首次公開發售所得款項淨額的分析載列如下：

		Utilised amounts since the Listing Date to 30 June 2022	Unutilised amounts as at 30 June 2022	Expected timeline of full utilisation of unutilised amounts as at 30 June 2022
	Net IPO proceeds	Date to 30 June 2022	as at 30 June 2022	於二零二二年六月三十日未動用金額
	首次公開發售所得款項淨額	自上市日期至二零二二年六月三十日已動用金額	於二零二二年六月三十日未動用金額	悉數動用的預期時間線
	HK\$ million	HK\$ million	HK\$ million	
	百萬港元	百萬港元	百萬港元	
Payment of upfront costs for new projects	29.2	(29.2)	-	
Obtaining surety bonds	42.3	(28.4)	13.9	Fourth quarter of 2022
General working capital	7.9	(7.9)	-	二零二二年第四季
	79.4	(65.5)	13.9	

# Management Discussion and Analysis

## 管理層討論及分析

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. As at the date of this report, the Directors do not anticipate any change to the plan as to the use of proceeds and the unutilised net IPO proceeds will be applied in the manner consistent with the proposed allocations.

### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS

Saved as disclosed elsewhere in this report, for the six months ended 30 June 2022, the Group did not have any significant investments, material acquisitions or disposals.

There was no formal plan authorised by the Board for any significant investments, material acquisitions or disposals as at 30 June 2022 and up to the date of this report.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have other future plans for material investments or capital assets for the six months ended 30 June 2022.

### CAPITAL COMMITMENTS

As at 30 June 2022, the Group did not have any significant capital commitments (31 December 2021: Nil).

### CONTINGENT LIABILITIES

Save as disclosed elsewhere in this report, as at 30 June 2022, the Group did not have any significant contingent liabilities (31 December 2021: Nil).

### EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in this report, there have been no other material events occurring after the reporting period and up to the date of this report.

董事定期評估本集團的業務目標，並可能根據變化多端的市況變更或修改計劃，以確保本集團之業務增長。於本報告日期，董事預計毋須對所得款項用途的計劃作出任何變更，且未動用首次公開發售所得款項淨額將按與建議分配一致的方式動用。

### 重大投資、重大收購或出售事項

除本報告其他部分所披露外，截至二零二二年六月三十日止六個月，本集團並無任何重大投資、重大收購或出售事項。

於二零二二年六月三十日及截至本報告日期，董事會並無授權任何重大投資、重大收購或出售事項之正式計劃。

### 重大投資或資本資產的未來計劃

截至二零二二年六月三十日止六個月，本集團並無其他重大投資或資本資產的未來計劃。

### 資本承擔

於二零二二年六月三十日，本集團並無擁有任何重大資本承擔(二零二一年十二月三十一日：無)。

### 或然負債

除本報告其他部分所披露外，於二零二二年六月三十日，本集團並無任何重大或然負債(二零二一年十二月三十一日：無)。

### 報告期後事項

除本報告其他部分所披露外，於報告期後及截至本報告日期，概無發生其他重大事項。

# Corporate Governance and Other Information

## 企業管治及其他資料

### INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend to the shareholders (the “**Shareholders**”) of the Company for the six months ended 30 June 2022.

### RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in this report, for the six months ended 30 June 2022, the Group did not have any significant related party transactions which would constitute a connected transaction or a continuing connected transaction as defined under Chapter 14A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange.

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

For the six months ended 30 June 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any other listed securities of the Company.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. All the Directors have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the six months ended 30 June 2022.

### CORPORATE GOVERNANCE PRACTICES

Save as disclosed below, for the six months ended 30 June 2022, the Company had complied with the code provisions of the Corporate Governance Code (the “**CG Code**”) as stated in the Listing Rules.

In respect of code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. However, having considered the nature and extent of the Group’s operations, and Mr. Ng’s in-depth knowledge and experience in the industry and familiarity with the operations of the Group, that all major decisions are made in consultation with members of the Board and relevant Board committees, and that there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Group and that it is in the best interest of the Group to have Mr. Ng taking up both roles. As such, the roles of the chairman and chief executive officer of the Group are not being separated pursuant to the requirement under the code provision C.2.1 of the CG Code.

### 中期股息

董事會不建議向本公司股東(「**股東**」)派付截至二零二二年六月三十日止六個月的中期股息。

### 關聯方交易

除本報告其他部分所披露外，截至二零二二年六月三十日止六個月，本集團概無任何構成關連交易或持續關連交易(定義見聯交所證券上市規則(「**上市規則**」)第14A章)的重大關聯方交易。

### 購買、出售或贖回本公司上市證券

截至二零二二年六月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何其他上市證券。

### 董事進行的證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)，作為董事買賣本公司證券的行為守則。經本公司作出具體查詢後，全體董事已確認，截至二零二二年六月三十日止六個月，彼等一直遵守標準守則所載的規定準則。

### 企業管治常規

除下文所披露外，截至二零二二年六月三十日止六個月，本公司已遵守上市規則所載企業管治守則(「**企業管治守則**」)的守則條文。

就企業管治守則的守則條文第C.2.1條而言，主席與行政總裁的職能應分開，不應由同一人士擔任。然而，經考慮本集團的業務性質及規模，及吳先生於行業的深厚知識及經驗，以及對本集團業務的熟悉程度，且所有主要決策乃經諮詢董事會成員以及相關董事委員會後作出，及董事會設有三名獨立非執行董事提供獨立見解，故董事會認為有足夠保障措施確保董事會與本集團管理層的權力平衡，且吳先生兼任兩職符合本集團的最佳利益。因此，本集團主席與行政總裁的角色並無根據企業管治守則的守則條文第C.2.1條的規定進行區分。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DISCLOSURE OF INTERESTS

#### Interests and short positions of the Directors and chief executive of the Company

As at 30 June 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (the “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 and short positions in which they were taken or deemed to have taken under such provisions of the SFO), or recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### (i) Long position in the Shares

Name of Director 董事名稱	Capacity 身份	Number of Shares held 所持股份數目	Position 倉位	Percentage of shareholding 持股百分比
Mr. Ng (Note 1) 吳先生(附註1)	Interest in controlled corporation 受控制法團權益	600,000,000	Long 好倉	75%
Ms. Zhao (Note 2) 趙女士(附註2)	Interest of spouse 配偶權益	600,000,000	Long 好倉	75%

Notes:

- Mr. Ng is interested in the entire issued share capital of Fate Investment Company Limited (“Fate Investment”) and he is therefore deemed to be interested in the Shares held by Fate Investment by virtue of the SFO.
- Ms. Zhao is the spouse of Mr. Ng and she is therefore deemed to be interested in the Shares held by Mr. Ng by virtue of the SFO.

### 權益披露

#### 董事及本公司行政總裁的權益及淡倉

於二零二二年六月三十日，董事及本公司行政總裁於本公司及其相聯法團(定義見證券及期貨條例(第571章)(「證券及期貨條例」)第XV部)的本公司股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已通知本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例相關條文被認為或視作擁有之權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所述的登記冊或根據標準守則須另行知會本公司及聯交所的權益或淡倉如下：

#### (i) 於股份的好倉

附註：

- 吳先生於Fate Investment Company Limited(「Fate Investment」)的全部已發行股本擁有權益，因此，就證券及期貨條例而言，吳先生被視為於Fate Investment持有的股份中擁有權益。
- 趙女士為吳先生之配偶，因此，根據證券及期貨條例，彼被視為於吳先生持有的股份中擁有權益。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DISCLOSURE OF INTERESTS (continued)

#### Interests and short positions of the Directors and chief executive of the Company (continued)

##### (ii) Long position in the shares of associated corporation of the Company

Name of associated corporation	Name of Director	Capacity	Position	Number of shares in the associated corporation	Percentage of shareholding in the associated corporation
相聯法團名稱	董事姓名	身份	倉位	於相聯法團的股份數目	於相聯法團的股權百分比
Fate Investment	Mr. Ng 吳先生	Beneficial owner 實益擁有人	Long 好倉	1	100%

Save as disclosed above, as at 30 June 2022, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the 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 and short positions in which they were taken or deemed to have taken under such provisions of the SFO), or recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 權益披露 (續)

#### 董事及本公司行政總裁的權益及淡倉 (續)

##### (ii) 於本公司相聯法團的股份的好倉

除上文所披露外，於二零二二年六月三十日，概無董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的本公司股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已通知本公司及聯交所的權益或淡倉（包括彼等根據證券及期貨條例相關條文被認為或視作擁有之權益及淡倉），或根據證券及期貨條例第352條須記錄於該條所述的登記冊或根據標準守則須知會本公司及聯交所的權益或淡倉。

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE COMPANY

As at 30 June 2022, other than those disclosed above in respect of the interests and short positions of the Directors and chief executive of the Company, the following interests and short positions of 5% or more of the Shares and underlying Shares of the Company were disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

### 主要股東於本公司的權益

除上文就董事及本公司行政總裁的權益及淡倉所披露外，於二零二二年六月三十日，根據證券及期貨條例第XV部第2及3分部的條文已向本公司及聯交所披露，或根據證券及期貨條例第336條須記錄於本公司存置的登記冊之本公司股份及相關股份的5%或以上權益及淡倉如下：

Name of Shareholder	Capacity	Number of Shares held	Position	Percentage of shareholding
股東名稱	身份	所持股份數目	倉位	股權百分比
Fate Investment	Beneficial owner 實益擁有人	600,000,000	Long 好倉	75%

# Corporate Governance and Other Information

## 企業管治及其他資料

### SHARE OPTIONS

#### Share Option Scheme

The Company's share option scheme (the "Share Option Scheme") was conditionally adopted on 16 June 2020 and shall be valid until 15 June 2030. The Share Option Scheme is established to recognise and acknowledge the contributions the eligible participants have had or may have made to the Group. The Share Option Scheme will provide the eligible participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivating the eligible participants to optimise their performance and efficiency for the benefit of the Group; and (ii) attracting and retaining or otherwise maintaining on-going business relationships with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group. The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules. Further details of the Share Option Scheme were set forth in the section headed "Statutory and general information — D. Share Option Scheme" in Appendix IV to the Prospectus.

The Company granted 4,000,000 share options at an exercise price HK\$0.712 per Share on 1 April 2021 (the "Date of Grant") to a consultant (the "Grantee") of the Company under the Share Option Scheme.

Movements in the outstanding share options under the Share Option Scheme during the reporting period were as follows:

Category of participant 參與者類別	Number of share options 購股權數目					Date of grant of the share options 授出日期	Exercise period of the share options 購股權行使期	Price of the Share 股份價格		
	At 1 January 2022 於二零二二年一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/cancelled during the period 期內失效/註銷	At 30 June 2022 於二零二二年六月三十日			Exercise price of the share options per Share* 購股權每股行使價* HK\$ 港元	At as the Date of Grant of the share options** 於購股權授出日期** HK\$ 港元	At as the date of exercise of the share options# 於購股權行使日期# HK\$ 港元
Consultant 顧問	4,000,000	-	-	(4,000,000)	-	1 April 2021 二零二一年四月一日	1 April 2022 to 31 March 2031 二零二二年四月一日至二零三一年三月三十一日	0.712	0.66	N/A 不適用

\* The exercise price of the share options per Share is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

\*\* The price of the Share disclosed as at the Date of Grant of the share options is the Stock Exchange closing price of the Share on the trading day immediately prior to the Date of Grant of the share options.

# The price of the Share disclosed as at the date of exercise of the share options is the weighted average closing price of the Shares on trading day immediately prior to the date of exercise of the share options.

### 購股權

#### 購股權計劃

本公司之購股權計劃(「購股權計劃」)於二零二零年六月十六日獲有條件採納，並有效至二零二零年六月十五日。設立購股權計劃旨在認可及承認合資格參與者對本集團已作出或可能作出的貢獻。購股權計劃為合資格參與者提供於本公司擁有人權益的機會，並旨在達成下列目標：(i) 鼓勵合資格參與者為本集團利益完善彼等之表現及效率；及(ii) 吸納及挽留作出對本集團長遠發展有所裨益的貢獻的合資格參與者或以其他方式維持與其持續的業務關係。購股權計劃的條款遵從上市規則第17章的條文。購股權計劃的進一步詳情載於招股章程附錄四「法定及一般資料—D. 購股權計劃」一節。

本公司於二零二一年四月一日(「授出日期」)根據購股權計劃按行使價每股0.712港元向本公司一名顧問(「承授人」)授出4,000,000份購股權。

報告期間購股權計劃項下尚未行使的購股權變動如下：

\* 在供股或紅利發行，或本公司股本的其他類似變化的情況下，購股權每股行使價可能會有所調整。

\*\* 於購股權授出日期所披露的股份價格為股份緊接購股權授出日期前一個交易日的聯交所收市價。

# 於購股權行使日期所披露的股份價格為股份緊接購股權行使日期前一個交易日的加權平均收市價。

# Corporate Governance and Other Information

## 企業管治及其他資料

### SHARE OPTIONS *(continued)*

#### Share Option Scheme *(continued)*

All of these 4,000,000 share options were valid for a period of ten years commencing from the Date of Grant and subject to the following vesting periods:

- (i) up to a maximum of 25% of the total share options granted to the Grantee will be vested on the first anniversary date of the Date of Grant (i.e. 1 April 2022) provided that the Grantee has completed his/her services up to 28 February 2022;
- (ii) up to a maximum of 18.75% of the total share options granted to the Grantee will be vested on the second anniversary date of the Date of Grant (i.e. 1 April 2023) provided that the Grantee has completed his/her services up to 28 February 2022;
- (iii) up to a maximum of 18.75% of the total share options granted to the Grantee will be vested on the second anniversary date of the Date of Grant (i.e. 1 April 2023) provided that the Grantee has completed his/her services up to 28 February 2023; and
- (iv) the remaining balance of the share options granted will be vested upon the third anniversary date of the Date of Grant (i.e. 1 April 2024) provided that the Grantee has completed his/her services up to 28 February 2023.

As at the Date of Grant, share options exercisable into a total of 4,000,000 Shares granted under the Share Option Scheme remained outstanding, representing 0.5% of the total number of issued Shares.

For grantees who fail to meet the applicable vesting conditions, the unvested share options are forfeited, either in whole or in part. Forfeited share options are cancelled.

All of these 4,000,000 share options were cancelled for the six months ended 30 June 2022.

### 購股權 *(續)*

#### 購股權計劃 *(續)*

該4,000,000份購股權全部有效期為從授出日期起計10年，並受限於以下歸屬期：

- (i) 授予承授人的購股權總數最多25%將於授出日期第一個週年當日(即二零二二年四月一日)歸屬，惟承授人須於截至二零二二年二月二十八日完成其服務；
- (ii) 授予承授人的購股權總數最多18.75%將於授出日期第二個週年當日(即二零二三年四月一日)歸屬，惟承授人須於截至二零二二年二月二十八日完成其服務；
- (iii) 授予承授人的購股權總數最多18.75%將於授出日期第二個週年當日(即二零二三年四月一日)歸屬，惟承授人須於截至二零二三年二月二十八日完成其服務；及
- (iv) 餘下已授出購股權將於授出日期第三個週年當日(即二零二四年四月一日)歸屬，惟承授人須於截至二零二三年二月二十八日完成其服務。

於授出日期，本公司根據購股權計劃已授出而尚未行使之購股權合共4,000,000股股份，佔已發行股份總數之0.5%。

對於未能符合適用的歸屬條件的承授人，其未歸屬的購股權會全部或部分被撤銷。被撤銷的認股權會被註銷。

截至二零二二年六月三十日止六個月，該4,000,000份購股權已悉數註銷。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CHANGES IN DIRECTOR'S INFORMATION

The changes in the Director's information since the disclosure made in the 2021 annual report of the Company are set out below:

Ms. Ho Nga Ling (“**Ms. Ho**”) and the Company have mutually decided not to renew Ms. Ho's service contract with the Company following the expiry of the term, due to Ms. Ho's wishes to devote more time to other business engagements. Ms. Ho has resigned as an executive Director with effect from 31 August 2022.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules.

### REVIEW OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The audit committee of the Company (the “**Audit Committee**”) comprises three independent non-executive Directors with written terms of reference in accordance with the requirements of the Listing Rules, and reports to the Board. The condensed consolidated financial statements have not been audited or reviewed by the Company's auditors, but have been reviewed by the Audit Committee. The Audit Committee has reviewed with the management of the Company on the accounting principles and practices adopted by the Group, the interim report and the interim results announcement of the Group for the six months ended 30 June 2022, and is of the view that such results comply with the applicable accounting standards, the requirements under the Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

### APPRECIATION

On behalf of the Board, I would like to take this opportunity to extend my sincere appreciation to our Shareholders, customers, suppliers, sub-contractors, bankers and professional parties for their continuous support, as well as our management team and staff for their hard work and contributions during the period.

On behalf of the Board

**Ng Chi Chiu**  
Chairman

Hong Kong, 31 August 2022

### 董事資料變更

自本公司二零二一年年報作出披露以來，有關董事資料的變更載列如下：

由於何雅凌女士（「**何女士**」）欲投放更多時間於其他業務事宜，何女士及本公司已相互決定於任期屆滿後不重續何女士與本公司的服務合約。何女士已辭任執行董事，自二零二二年八月三十一日起生效。

除上文所披露的資料外，概無其他資料須根據上市規則第 13.51B(1) 條予以披露。

### 審閱簡明綜合財務報表

本公司審核委員會（「**審核委員會**」）由三名獨立非執行董事組成，設有上市規則規定的書面職權範圍，並向董事會匯報。簡明綜合財務報表尚未由本公司核數師審核或審閱，惟已由審核委員會審閱。審核委員會及本公司管理層已審閱本集團採納的會計原則及常規、本集團截至二零二二年六月三十日止六個月的中期報告及中期業績公告，且認為有關業績符合適用會計準則、上市規則項下的規定及其他適用法律規定，已作出足夠的披露。

### 致謝

本人謹代表董事會藉此機會就期內對我們的股東、客戶、供應商、分包商、往來銀行及專業人士的持續支持，以及管理團隊及員工的努力及貢獻衷心致謝。

代表董事會

主席  
**吳志超**

香港，二零二二年八月三十一日



# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

		Six months ended 30 June		
		截至六月三十日止六個月		
		2022	2021	
		二零二二年	二零二一年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
		Notes		
		附註		
Revenue	收益	6	<b>311,235</b>	327,838
Cost of services	服務成本		<b>(274,689)</b>	(292,951)
<b>Gross profit</b>	<b>毛利</b>		<b>36,546</b>	34,887
Other income	其他收入	7	<b>16</b>	564
Other (losses)/gains, net	其他(虧損)/收益淨額		<b>(2,815)</b>	(422)
Administrative expenses	行政費用		<b>(36,586)</b>	(38,496)
<b>Loss before finance costs and income tax (expense)/credit</b>	<b>除財務成本及所得稅(開支)/抵免前虧損</b>		<b>(2,839)</b>	(3,467)
Finance costs	財務成本		<b>(5,808)</b>	(5,348)
<b>Loss before income tax (expense)/credit</b>	<b>除所得稅(開支)/抵免前虧損</b>		<b>(8,647)</b>	(8,815)
Income tax (expense)/credit	所得稅(開支)/抵免	8	<b>(599)</b>	989
<b>Loss and total comprehensive loss for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內虧損及全面虧損總額</b>	9	<b>(9,246)</b>	(7,826)
<b>Loss per share attributable to owners of the Company</b>	<b>本公司擁有人應佔每股虧損</b>			
Basic and diluted (HK cents)	基本及攤薄(港仙)	10	<b>(1.16)</b>	(0.98)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2022  
於二零二二年六月三十日

			As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and equipment	機械及設備	12	3,231	4,472
Right-of-use assets	使用權資產	13	3,522	6,817
Investments in insurance contracts	保險合約投資	14	34,996	18,180
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		27,248	22,906
Deferred income tax assets	遞延所得稅資產		339	938
			<b>69,336</b>	53,313
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	貿易應收款項	15	110,575	92,059
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		28,266	17,334
Contract assets	合約資產		395,088	417,180
Pledged time deposits	已抵押定期存款		3,127	6,611
Cash and cash equivalents	現金及現金等價物		53,405	62,317
			<b>590,461</b>	595,501
<b>Total assets</b>	<b>總資產</b>		<b>659,797</b>	648,814
<b>EQUITY AND LIABILITIES</b>	<b>權益及負債</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	16	8,000	8,000
Reserves	儲備		89,036	89,036
Retained earnings	保留盈利		44,637	53,883
<b>Total equity</b>	<b>總權益</b>		<b>141,673</b>	150,919

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2022  
於二零二二年六月三十日

			As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liability</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		237	237
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	17	48,097	108,669
Accruals, retention payables and other liabilities	應計費用、應付保留金及其他負債		124,735	104,569
Lease liabilities	租賃負債		3,413	6,762
Contract liabilities	合約負債		8,510	11,539
Borrowings	借款		332,199	265,186
Current income tax payable	即期應付所得稅		933	933
			<b>517,887</b>	497,658
<b>Total liabilities</b>	<b>總負債</b>		<b>518,124</b>	497,895
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>659,797</b>	648,814

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

		(Unaudited) (未經審核)							
		Attributable to the owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Capital reserve	Share-based payments reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	以股份為基礎之付款儲備	保留溢利	總計	非控股權益	總計
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 1 January 2022</b>	於二零二二年一月一日	8,000	86,006	2,500	530	53,883	150,919	- <sup>#</sup>	150,919
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	-	(9,246)	(9,246)	-	(9,246)
Transfer upon lapse/cancellation of share options	購股權失效/註銷後轉讓	-	-	-	(530)	530	-	-	-
<b>At 30 June 2022</b>	於二零二二年六月三十日	8,000	86,006	2,500	-	45,167	141,673	- <sup>#</sup>	141,673
<b>At 1 January 2021</b>	於二零二一年一月一日	8,000	86,006	2,500	-	41,286	137,792	- <sup>#</sup>	137,792
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	197	(7,826)	(7,629)	-	(7,629)
<b>At 30 June 2021</b>	於二零二一年六月三十日	8,000	86,006	2,500	197	33,460	130,163	- <sup>#</sup>	130,163

<sup>#</sup> The amount is less than HK\$1,000.

<sup>#</sup> 金額少於1,000港元。

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
	Note		
	附註		
<b>Operating activities</b>	<b>經營活動</b>		
Net cash used in operations	經營所用現金淨額	(50,559)	(22,049)
Income tax paid	已付所得稅	–	–
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>	<b>(50,559)</b>	<b>(22,049)</b>
<b>Investing activities</b>	<b>投資活動</b>		
Purchases of plant and equipment	購買機械及設備	12	(531)
Additions of right-of-use assets	添置使用權資產	13	(10,943)
Purchases of insurance contract	購買保險合約	(19,693)	–
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(19,693)</b>	<b>(11,474)</b>
<b>Financing activities</b>	<b>融資活動</b>		
Interest paid	已付利息	(2,324)	(5,348)
Other cash flows arising from financing activities	融資活動產生的其他現金流量	63,664	34,514
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>	<b>61,340</b>	<b>29,166</b>
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨額</b>	<b>(8,912)</b>	<b>(4,357)</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>期初現金及現金等價物</b>	<b>62,317</b>	<b>54,128</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>期末現金及現金等價物</b>	<b>53,405</b>	<b>49,771</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 11 July 2019 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business in Hong Kong is Flat A&B, 3/F, Yin Da Commercial Building, 181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong. The Shares were listed on the Main Board of the Stock Exchange on 17 July 2020.

The Company is an investment holding company. The Group is principally engaged in the provision of fitting-out services and repair and maintenance services to residential and commercial properties in Hong Kong.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements for the six months ended 30 June 2022 have 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 the applicable disclosure requirements of Appendix 16 to the Listing Rules.

The preparation of the condensed consolidated financial statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

For the preparation of the condensed consolidated financial statements, the significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Group’s consolidated financial statements for the year ended 31 December 2021.

The condensed consolidated financial statements do not include all the information and disclosures required for a full set of the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), and should be read in conjunction with the Group’s consolidated financial statements for the year ended 31 December 2021.

### 1. 一般資料

本公司為於二零一九年七月十一日根據第22章開曼群島公司法(一九六一年法例三(經綜合及修訂))於開曼群島註冊成立的獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。其於香港主要營業地點之地址為香港九龍觀塘偉業街181號盈達商業大廈3樓A及B室。股份於二零二零年七月十七日在聯交所主板上市。

本公司為投資控股公司。本集團主要從事為香港住宅及商業物業提供裝修服務以及維修及保養服務。

### 2. 編製依據

截至二零二二年六月三十日止六個月的簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及上市規則附錄16適用披露規定編製。

根據香港會計準則第34號編製簡明綜合財務報表要求管理層作出判斷、估計及假設，繼而影響政策應用及按年累計基準呈報的資產及負債、收入及開支等金額。實際業績可能與該等估計有異。

就編製簡明綜合財務報表而言，應用本集團會計政策時管理層所作出之重大判斷及估計不確定性主要來源與本集團截至二零二一年十二月三十一日止年度之綜合財務報表所採用者均為一致。

簡明綜合財務報表不包括根據香港財務報告準則(「香港財務報告準則」)編製的整份綜合財務報表中規定的所有資料及披露且應與本集團截至二零二一年十二月三十一日止年度之綜合財務報表一併閱讀。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared under the historical cost convention except for investments in insurance contracts which are measured at the cash surrender value.

Except as described below, the accounting policies applied in the preparation of the condensed consolidated financial statements are consistent with those used in the preparation of the consolidated financial statements for the year ended 31 December 2021. The adoption of the following new standards and amendments did not have any significant impact on the condensed consolidated financial statements.

### 3. 重大會計政策概要

簡明綜合財務報表乃根據歷史成本慣例編製，惟保險合約投資按退保現金價值計量。

除下文所述外，編製簡明綜合財務報表所採用的會計政策與編製截至二零二一年十二月三十一日止年度之綜合財務報表所採用的會計政策一致。採納下列新訂準則及修訂本對簡明綜合財務報表並無任何重大影響。

		Effective for accounting periods beginning on or after 於以下日期 或之後開始的 會計期間生效
Property, Plant and Equipment: Proceeds before intended use — Amendments to HKAS 16	物業、廠房及設備：作擬定用途前的所得款項 — 香港會計準則第16號修訂本	1 January 2022 二零二二年一月一日
Reference to the Conceptual Framework — Amendments to HKFRS 3	概念框架的提述 — 香港財務報告準則第3號修訂本	1 January 2022 二零二二年一月一日
Onerous Contracts — Cost of Fulfilling a Contract — Amendments to HKAS 37	虧損合約 — 履行合約的成本 — 香港會計準則第37號修訂本	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRS Standards 2018–2020	二零一八年至二零二零年香港財務報告準則年度改進	1 January 2022 二零二二年一月一日
Amendments to AG 5 Merger Accounting for Common Control Combinations	會計指引第5號共同控制合併之合併會計處理修訂本	1 January 2022 二零二二年一月一日

In addition, the HKICPA also published a number of new standards and amendments to standards which are effective for the financial year beginning on or after 1 January 2023 and have not been early adopted by the Group. Management is assessing the impact of such standards and will adopt the relevant standards in the subsequent periods as required.

此外，香港會計師公會已頒佈若干新訂準則及準則修訂本，該等準則於二零二三年一月一日及之後開始的財政年度生效且本集團亦無提前採納。管理層正評估該等準則的影響，並將於往後期間按要求採納相關準則。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 4. FAIR VALUE ESTIMATION

The Group analyses its financial instruments' fair value by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The carrying amount of the Group's financial assets and liabilities, including cash and cash equivalents, pledged time deposits, trade receivables, deposits and other receivables, trade payables, accruals, retention payables and other liabilities, borrowings and lease liabilities approximate their fair values, which either due to their short-term maturities, or that they are subject to floating rates.

### 5. SEASONALITY

For the period under review, the Group recorded relatively higher revenue in the months preceding the Chinese New Year and relatively lower revenue during the month of the Chinese New Year, which was due to our arrangement with its customers, suppliers and sub-contractors to finish more works before the Chinese New Year as there may be labour shortage during or shortly after the Chinese New Year.

### 6. REVENUE AND SEGMENT INFORMATION

The chairman is identified as the chief operating decision maker ("CODM") of the Group who reviews the Group's internal reporting in order to assess performance and allocate resources.

As substantial business operations of the Group relate to provision of fitting-out and repair and maintenance services, the CODM makes decisions about resources allocation and performance assessment based on the entity-wide consolidated financial information. Accordingly, there is only one single operating segment for the Group qualified as reportable segment under HKFRS 8. No separate segmental analysis is presented in this report.

### 4. 公平值估計

本集團按用於計量公平值的估值技術所用輸入數據的層級，分析其金融工具的公平值。該等輸入數據歸入以下公平值架構內的三個層級：

- 相同資產或負債在活躍市場上的報價(未經調整)(第一級)。
- 並非納入第一級的報價，惟可直接(即作為價格)或間接(即源自價格)觀察的資產或負債的輸入數據(第二級)。
- 並非依據可觀察市場數據的資產或負債的輸入數據(即不可觀察輸入數據)(第三級)。

本集團的金融資產及負債(包括現金及現金等價物、已抵押定期存款、貿易應收款項、按金及其他應收款項、貿易應付款項、應計費用、應付保留金及其他負債、借款及租賃負債)因到期日較短或按浮動利率計息，其賬面值與其公平值相若。

### 5. 季節因素

於回顧期間，我們於農曆新年前數月錄得較高收益及於農曆新年當月錄得較低收益，這是由於農曆新年期間或之後短期內可能出現勞工短缺，故我們與客戶、供應商及分包商訂立安排，並於農曆新年前完成更多工程。

### 6. 收益及分部資料

主席被認為本集團主要經營決策者(「主要經營決策者」)，負責審核本集團內部報告以評估績效及分配資源。

由於本集團的主要業務營運與提供裝修及維修及維護服務有關，故主要經營決策者按整個實體之財務資料作出有關資源分配及表現評估之決策。因此，根據香港財務報告準則第8號，本集團只有一個單一經營分部符合為可呈報分部。本報告內並無呈列獨立的分部分析。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 6. REVENUE AND SEGMENT INFORMATION

(continued)

#### (a) Disaggregation of revenue

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號所指客戶合約的收益		
Disaggregated by major products of service lines	分拆自服務部門的主要產品		
— Fitting-out services	— 裝修服務	309,418	326,839
— Repair and maintenance services	— 維修及保養服務	1,817	999
		<b>311,235</b>	<b>327,838</b>

The Group's revenue is recognised over time for the six months ended 30 June 2022 and 2021.

截至二零二二年及二零二一年六月三十日止六個月，本集團收益乃隨時間確認。

#### (b) Geographical information

All the Group's revenue for the six months ended 30 June 2022 and 2021 and the Group's assets as at 30 June 2022 and 31 December 2021 are generated and based in Hong Kong.

#### (b) 地理資料

本集團截至二零二二年及二零二一年六月三十日止六個月的所有收益及本集團於二零二二年六月三十日及二零二一年十二月三十一日的資產均以香港為基礎及所產生。

### 7. OTHER INCOME

### 7. 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Subsidy from the Government of the HKSAR	香港特區政府補貼	16	564

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 8. INCOME TAX EXPENSE/(CREDIT)

### 8. 所得稅開支／(抵免)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current income tax	即期所得稅		
— Provision for the period	— 一期內撥備	—	—
Deferred income tax	遞延所得稅	599	(989)
Income tax expense/(credit)	所得稅開支／(抵免)	599	(989)

No Hong Kong profits tax was provided for the six months ended 30 June 2022 as the Group has no estimated assessable profits (six months ended 30 June 2021: Nil) arising in Hong Kong.

截至二零二二年六月三十日止六個月，由於本集團並無源自香港的估計應課稅溢利，故並未計提香港利得稅撥備（截至二零二一年六月三十日止六個月：零）。

### 9. LOSS FOR THE PERIOD

### 9. 期內虧損

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
The Group's loss for the period is stated after charging the following:	本集團期內虧損已扣除以下項目：		
Sub-contracting fees	分包費	129,394	135,506
Material costs	材料成本	105,151	123,101
Depreciation	折舊		
— plant and equipment	— 機械及設備	458	442
— right-of-use assets	— 使用權資產	2,736	1,992
Employee benefit expenses	僱員福利開支	53,723	52,305
Interest expenses on borrowings	借款利息開支	5,725	5,117
Interest elements of lease liabilities	租賃負債的利息部分	83	231

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 10. LOSS PER SHARE

#### (a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares issued during the respective periods.

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss attributable to owners of the Company (HK\$)	本公司擁有人應佔虧損(港元)	<b>(9,246,000)</b>	(7,826,000)
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	<b>800,000,000</b>	800,000,000
Basic and diluted loss per share (HK cents)	每股基本及攤薄虧損(港仙)	<b>(1.16)</b>	(0.98)

#### (b) Diluted loss per share

Diluted loss per share presented is the same as the basic loss per share as there was no potentially dilutive ordinary share outstanding for the six months ended 30 June 2022 (six months ended 30 June 2021: same).

### 10. 每股虧損

#### (a) 每股基本虧損

每股基本虧損乃按本公司擁有人應佔虧損除以各期間已發行普通股之加權平均數計算。

#### (b) 每股攤薄虧損

截至二零二二年六月三十日止六個月的每股攤薄虧損相等於每股基本虧損，因為期內並無已發行的潛在攤薄普通股(截至二零二一年六月三十日止六個月：相同)。

### 11. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

### 11. 股息

董事不建議派付截至二零二二年六月三十日止六個月的中期股息(截至二零二一年六月三十日止六個月：無)。

### 12. PLANT AND EQUIPMENT

For the six months ended 30 June 2022, the Group had no additions to plant and equipment (six months ended 30 June 2021: approximately HK\$531,000).

### 12. 機械及設備

截至二零二二年六月三十日止六個月，本集團沒有添置任何機械及設備(截至二零二一年六月三十日止六個月：約531,000港元)。

### 13. RIGHT-OF-USE ASSETS

For the six months ended 30 June 2022, the Group had no additions to right-of-use assets (six months ended 30 June 2021: approximately HK\$10,943,000).

### 13. 使用權資產

截至二零二二年六月三十日止六個月，本集團沒有添置任何使用權資產(截至二零二一年六月三十日止六個月：約10,943,000港元)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 14. INVESTMENTS IN INSURANCE CONTRACTS 14. 保險合約投資

		As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At the beginning of period/year	於期／年初	<b>18,180</b>	15,261
Additions for the period/year	期／年內增加	<b>19,693</b>	3,000
Charged to the condensed consolidated statement of comprehensive income:	扣除自簡明綜合全面收益表：		
— Losses on changes in surrender values	— 退保價值變動虧損	<b>(2,877)</b>	(81)
At the end of period/year	於期／年末	<b>34,996</b>	18,180

Investments in insurance contracts represented key management life insurance policies (the “**Insurance Policies**”). The Group is the beneficiary of the Insurance Policies. The Insurance Policies were pledged to the bank as securities for certain facilities granted to the Group. Changes in value of the investments in insurance contracts are recorded in “other (losses)/gains, net” in the condensed consolidated statement of comprehensive income.

保險合約投資指主要管理層人壽保單（「保單」）。本集團為保單的受益人。保單已抵押予銀行作為若干授予本集團的融資的抵押品。保險合約投資的價值變動於簡明綜合全面收益表內「其他（虧損）／收益淨額」入賬。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 15. TRADE RECEIVABLES

The ageing analysis of the trade receivables, based on invoice date, and before impairment losses, is as follows:

		As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	74,601	49,272
31-60 days	31至60日	26,420	40,766
61-90 days	61至90日	5,388	1,880
Over 90 days	90日以上	4,279	254
		<b>110,688</b>	92,172

### 15. 貿易應收款項

貿易應收款項按發票日期的賬齡分析(減值虧損前)如下:

### 16. SHARE CAPITAL

### 16. 股本

		Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定:</b>		
As at 1 January 2021, 31 December 2021, 1 January 2022 and 30 June 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年六月三十日	2,000,000,000	20,000
<b>Issued and fully paid:</b>	<b>已發行及已繳足:</b>		
As at 1 January 2021, 31 December 2021, 1 January 2022 and 30 June 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年六月三十日	800,000,000	8,000

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 17. TRADE PAYABLES

The ageing analysis of the trade payables by invoice date is as follows:

		As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	12,587	72,794
31-60 days	31至60日	11,270	16,642
61-90 days	61至90日	4,341	5,429
Over 90 days	90日以上	19,899	13,804
		<b>48,097</b>	108,669

### 17. 貿易應付款項

貿易應付款項按發票日期的賬齡分析如下：

### 18. CONTINGENCIES

At the end of the reporting period, the Group's contingent liabilities were as follow:

		As at 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Surety bonds (Note)	履約保證(附註)	75,115	55,250

### 18. 或然事項

於報告期末，本集團的或然負債如下：

Note: As at 30 June 2022, the Group provided corporate guarantee to surety bonds in respect of 10 (31 December 2021: 7) fitting-out contracts of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective fitting-out contracts.

附註：於二零二二年六月三十日，就本集團於其一般業務過程中的10份(二零二一年十二月三十一日：7份)裝修合約的履約保證，本集團提供公司擔保。履約保證預期將按照相關裝修合約的條款解除。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 19. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, has joint control over the party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control.

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business for the six months ended 30 June 2022, and balances arising from related party transactions as at 30 June 2022.

- (a) The Group had the following significant transactions with related parties for the period under review.

	Six months ended 30 June 截至六月三十日止六個月	
	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Rental expenses paid to Directors 向董事支付的租賃開支	300	300
Rental expenses paid to a related group 向關聯集團支付的租賃開支	300	300

Note: These transactions were conducted in the normal course of business at prices and terms mutually agreed among the parties.

#### (b) Balances with related parties

As at 30 June 2022, in relation to the leased properties from one Director (31 December 2021: 1) and a related company (31 December 2021: 1), the corresponding rental deposits paid by the Group as at 30 June 2022 are HK\$200,000 (31 December 2021: HK\$200,000).

### 19. 關聯方交易

倘一方有能力直接或間接控制另一方、共同控制一方或對另一方於作出財務及經營決策時施加重大影響，則雙方被視為關聯方。倘各方受共同控制，亦被視為關聯方。

以下為本集團與其關聯方於截至二零二二年六月三十日止六個月在日常業務過程中進行的重大交易，以及於二零二二年六月三十日關聯方交易產生的結餘概要。

- (a) 本集團於回顧期間與關聯方的重大交易如下

附註：該等交易乃按雙方共同協定的價格及條款於正常業務過程中進行。

#### (b) 與關聯方的結餘

於二零二二年六月三十日，就來自一名(二零二一年十二月三十一日：一名)董事及一間關聯公司(二零二一年十二月三十一日：一間)的租賃物業而言，本集團於二零二二年六月三十日已支付的相應租賃按金為200,000港元(二零二一年十二月三十一日：200,000港元)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 19. RELATED PARTY TRANSACTIONS (continued)

#### (b) Balances with related parties (continued)

As at 30 June 2022, in relation to the leased properties from one Director (31 December 2021: 1) and a related company (31 December 2021: 1), the total corresponding lease liabilities payable to that Director (31 December 2021: 1) and that related company (31 December 2021: 1) as at 30 June 2022 are approximately HK\$621,000 (31 December 2021: approximately HK\$1,182,000).

As at 30 June 2022, in relation to the leased properties from one Director (31 December 2021: 1) and a related company (31 December 2021: 1), the total corresponding remaining balances of right-of-use assets acquired from that Director (31 December 2021: 1) and that related company (31 December 2021: 1) as at 30 June 2022 are approximately HK\$559,000 (31 December 2021: approximately HK\$1,117,000).

#### (c) Banking facilities/Guarantees

Save as disclosed elsewhere in this report, the Group's banking facilities and office rental agreement were secured by properties, corporate and personal guarantees given by related parties/companies as below:

#### (d) Key management compensation

The Directors consider the key management personnel to be the members of the Board who have responsibilities for planning, directing and controlling the activities of the Group.

### 19. 關聯方交易(續)

#### (b) 與關聯方的結餘(續)

於二零二二年六月三十日，就來自一名(二零二一年十二月三十一日：一名)董事及一間關聯公司(二零二一年十二月三十一日：一間)的租賃物業而言，於二零二二年六月三十日應付該名(二零二一年十二月三十一日：一名)董事及該關聯公司(二零二一年十二月三十一日：一間)的相應總租賃負債約621,000港元(二零二一年十二月三十一日：約1,182,000港元)。

於二零二二年六月三十日，就來自一名(二零二一年十二月三十一日：一名)董事及一間關聯公司(二零二一年十二月三十一日：一間)的租賃物業而言，於二零二二年六月三十日向該名(二零二一年十二月三十一日：一名)董事及該關聯公司(二零二一年十二月三十一日：一間)收購的使用權資產相應總額約559,000港元(二零二一年十二月三十一日：約1,117,000港元)。

#### (c) 銀行融資／擔保

除本報告其他部分所披露外，本集團的銀行融資及辦公室租賃協議由以下關聯方／公司所提供的物業、公司及個人擔保作抵押：

#### (d) 主要管理人員報酬

董事認為主要管理人員為董事會成員，負責計劃、指導及控制本集團的活動。

#### Name of related parties/companies

關聯方／公司姓名／名稱

#### Relationship with the Group

與本集團的關係

Mr. Ng

吳先生

Ms. Zhao

趙女士

Success Land Global Group Limited

天方置業有限公司

One Studio Limited

龐比度有限公司

Sky Range Limited

Sky Range Limited

Director and the ultimate controlling party

一名董事及最終控股方

Director and spouse of the ultimate controlling party

一名董事及最終控制方的配偶

Common controlled by Mr. Ng

由吳先生共同控制

Common controlled by Mr. Ng

由吳先生共同控制

Common controlled by Mr. Ng

由吳先生共同控制



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2022  
截至二零二二年六月三十日止六個月

### 19. RELATED PARTY TRANSACTIONS (continued)

#### (d) Key management compensation (continued)

The details of remuneration of key management personal of the Group, including emoluments of the Directors during the period under review, were as follows:

### 19. 關聯方交易 (續)

#### (d) 主要管理人員報酬 (續)

本集團主要管理人員的酬金，包括回顧期間的董事酬金之詳情如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Directors' emoluments</b>	<b>董事酬金</b>		
Fees, salaries and bonus	袍金、薪金及獎金	<b>4,109</b>	3,579
Other benefits:	其他福利：		
— Depreciation on plant and equipment	— 機械及設備折舊	<b>783</b>	1,371
— Depreciation on right-of-use assets	— 使用權資產折舊	<b>559</b>	1,117
Retirement benefit scheme contributions	退休福利計劃供款	<b>27</b>	27
		<b>5,478</b>	6,094
<b>Remuneration of key management personnel</b>	<b>主要管理人員薪酬</b>		
Salaries and other benefits	薪金及其他福利	<b>957</b>	957
Retirement benefit scheme contributions	退休福利計劃供款	<b>18</b>	18
		<b>975</b>	975
		<b>6,453</b>	7,069

### 20. APPROVAL OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the Board on 31 August 2022.

### 20. 批准簡明綜合財務報表

簡明綜合財務報表已於二零二二年八月三十一日獲董事會批准及授權刊發。

Superland Group Holdings Limited  
德合集團控股有限公司