



K. H. GROUP HOLDINGS LIMITED 劍虹集團控股有限公司

(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 : 01557



2023/24

INTERIM REPORT 中期報告

CONTENTS

目錄

- 2 Corporate Information
公司資料
- 4 Management Discussion and Analysis
管理層討論及分析
- 18 Corporate Governance and Other
Information
企業管治及其他資料
- 23 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
- 24 Condensed Consolidated Statement of
Financial Position
簡明綜合財務狀況表
- 26 Condensed Consolidated Statement of
Changes in Equity
簡明綜合權益變動表
- 27 Condensed Consolidated Statement of
Cash Flows
簡明綜合現金流量表
- 28 Notes to the Condensed Consolidated
Interim Financial Statements
簡明綜合中期財務報表附註

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. Huang Yuan (*Chairman*)
(appointed on 1 April 2023)
Mr. Bu Youjun
(appointed on 1 April 2023)
Mr. Yang Xuefeng
(appointed on 1 April 2023)
Mr. Chen Rongsheng (*Chairman*)
(resigned on 1 April 2023)

Independent Non-executive Directors

Mr. Liu Xin
Mr. Feng Zhidong
Mr. Wang Bo

COMPANY SECRETARY

Ms. Lo Wan Man

AUDIT COMMITTEE

Mr. Liu Xin (*Chairman*)
Mr. Feng Zhidong
Mr. Wang Bo

NOMINATION COMMITTEE

Dr. Huang Yuan (*Chairman*)
(appointed on 1 April 2023)
Mr. Chen Rongsheng (*Chairman*)
(resigned on 1 April 2023)
Mr. Liu Xin
Mr. Wang Bo

REMUNERATION COMMITTEE

Mr. Liu Xin (*Chairman*)
Mr. Feng Zhidong
Mr. Wang Bo

董事會

執行董事

黃源博士 (*主席*)
(於二零二三年四月一日獲委任)
卜友軍先生
(於二零二三年四月一日獲委任)
楊學鋒先生
(於二零二三年四月一日獲委任)
陳融聖先生 (*主席*)
(於二零二三年四月一日辭任)

獨立非執行董事

劉昕先生
馮志東先生
王波先生

公司秘書

盧韻雯女士

審核委員會

劉昕先生 (*主席*)
馮志東先生
王波先生

提名委員會

黃源博士 (*主席*)
(於二零二三年四月一日獲委任)
陳融聖先生 (*主席*)
(於二零二三年四月一日辭任)
劉昕先生
王波先生

薪酬委員會

劉昕先生 (*主席*)
馮志東先生
王波先生

HEAD OFFICE AND PRINCIPAL PLACE
OF BUSINESS IN HONG KONG

Unit 01, 86/F
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

香港總部及
主要營業地點
香港
九龍
柯士甸道西1號
環球貿易廣場
86樓01室

AUDITOR
McMillan Woods (Hong Kong) CPA Limited

核數師
長青(香港)會計師事務所有限公司

PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE

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

主要股份過戶
登記處
Ocorian Trust (Cayman) Ltd.
Windward 3
Regatta Office Park
P. O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

PRINCIPAL BANKERS

Dah Sing Bank, Limited
DBS Bank (Hong Kong) Limited
Fujian Haixia Bank Co., Ltd.
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking
Corporation Limited
United Overseas Bank Limited

主要往來銀行
大新銀行有限公司
星展銀行(香港)有限公司
福建海峽銀行股份有限公司
東亞銀行有限公司
香港上海滙豐銀行
有限公司
大華銀行有限公司

HONG KONG BRANCH SHARE
REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

香港股份過戶
登記分處
聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

STOCK CODE
01557

股份代號
01557

WEBSITE
www.kh-holdings.com

網站
www.kh-holdings.com

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

During the six months ended 30 September 2023 (the “Period”), K. H. Group Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) were principally engaged in the provision of foundation services and leasing of machinery in Hong Kong.

Foundation and construction services

There were 4 active projects as at 30 September 2022. As at 30 September 2023, two of these projects have been practically completed while the other 2 projects remained in progress.

Two new projects have been awarded to the Group during the twelve months ended 30 September 2023 and all these projects were remained in progress as at 30 September 2023. As a result, there were a total of 4 active projects in progress as at 30 September 2023.

業務回顧

截至二零二三年九月三十日止六個月（「本期間」），劍虹集團控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）主要在香港從事提供地基服務及機械租賃。

地基及建築服務

於二零二二年九月三十日有4個活躍項目。於二零二三年九月三十日，其中兩個項目已實際竣工，而另外2個項目仍在進行中。

於截至二零二三年九月三十日止十二個月，本集團已獲授兩個新項目，而於二零二三年九月三十日，所有該等項目仍在進行中。因此，於二零二三年九月三十日，合共4個活躍項目處於進行中。

FINANCIAL REVIEW

Revenue

The Group's overall revenue decreased by 45.0% from approximately HK\$137,316,000 during the six months ended 30 September 2022 (the "Comparative Period") to approximately HK\$75,549,000 during the Period. The decrease in the Group's overall revenue was mainly due to decrease in workdone after the completion of certain large projects during the Period.

Gross Profit/(Loss) and Gross Profit/(Loss) Margin

The gross profit was approximately HK\$1,508,000 during the Period compared to gross loss of approximately HK\$21,045,000 during the Comparative Period. The gross profit margin was approximately 2.0% during the Period compared to gross loss margin of approximately 15.3% during the Comparative Period. Such turnaround were mainly attributable to the combined effects of the followings:

- 1) Additional construction costs were incurred toward the completion stage for certain foundations projects during the Comparative Period whereas the progress and performance of current projects were aligned with the budgets during the Period;
- 2) Project costs escalated during the Comparative Period due to unforeseen changes in on-site arrangements and work schedules triggered by the fifth wave outbreak of COVID-19 whereas such disruptions were gradually normalised during the Period; and

財務回顧

收益

本集團的整體收益由截至二零二二年九月三十日止六個月（「比較期間」）約137,316,000港元減少45.0%至本期間約75,549,000港元。本集團整體收益有所減少乃主要由於本期間內若干大型項目竣工後已完成工程減少。

毛利／(毛損)及毛利率／(毛損率)

於本期間，毛利約為1,508,000港元，而比較期間則錄得毛損約21,045,000港元。本期間的毛利率約為2.0%，而比較期間的毛損率約為15.3%。轉虧為盈乃主要由於以下各項的綜合影響：

- 1) 於比較期間，若干地基項目於完成階段產生額外建築成本，而目前項目進度與表現於本期間與預算一致；
- 2) 由於第五波COVID-19爆發導致現場安排及工作時間表出現不可預見的變動，項目成本於比較期間上漲，而有關干擾於本期間逐步恢復正常；及

Management Discussion and Analysis

管理層討論及分析

3) New Grace Gain agreed to discharge a portion of the Unsecured Loan (as defined in section “DEBTS and CHARGE ON ASSETS” below) amounting to approximately HK\$52,700,000 to recover an equivalent amount of loss arising from certain foundation projects of the Group during the Period whereas no such arrangement was implemented during the Comparative Period.

Other Income

The Group's other income decreased from approximately HK\$5,345,000 during the Comparative Period to approximately HK\$2,098,000 during the Period. Such decrease was mainly attributable to:

- i Receipt and recognition of a non-recurring government grant of approximately HK\$2,152,000 under the Employment Support Scheme launched by the Hong Kong SAR Government during the Comparative Period whereas no such income was received during the Period; and
- ii Decrease in imputed interest income from approximately HK\$2,087,000 during the Comparative Period to approximately HK\$1,323,000 during the Period.

3) New Grace Gain同意解除部分無抵押貸款(定義見下文「債務及資產押記」一節)約52,700,000港元,以收回本集團於本期間若干地基項目產生的等額虧損,而於比較期間並無實施有關安排。

其他收入

本集團的其他收入由比較期間的約5,345,000港元減少至本期間的約2,098,000港元。有關減少乃主要由於：

- i 於比較期間內根據香港特區政府所推行「保就業」計劃收取及確認非經常性政府補助約2,152,000港元,而於本期間並無收取有關收入；及
- ii 推算利息收入由比較期間內約2,087,000港元減少至本期間約1,323,000港元。

Administrative and Other Operating Expenses

The Group's administrative and other operating expenses increased by 28.0% from approximately HK\$15,578,000 during the Comparative Period to approximately HK\$19,941,000 during the Period. Such increase was mainly attributable to:

- (i) increase in payments of general and project consulting, legal and professional fees from approximately HK\$724,000 during the Comparative Period to approximately HK\$2,248,000 during the Period; and
- (ii) recognition of loss on redemption of life insurance policies of approximately HK\$3,315,000 during the Period whereas no such loss was recognised during the Comparative Period.

Provision for expected credit loss ("ECL") on trade receivables, other receivables and contract assets

No additional provision for ECL was recognised during the Period (during the Comparative Period: approximately HK\$10,335,000) as the directors considered that adequate provision has been made as at 30 September 2023.

Finance Costs

The Group's finance costs increased by 57.0% from approximately HK\$4,580,000 during the Comparative Period to approximately HK\$7,189,000 during the Period. Such increase was mainly attributable to the increase in imputed interest expenses from approximately HK\$2,981,000 during the Comparative Period to approximately HK\$5,184,000 during the Period.

行政及其他經營開支

本集團的行政及其他經營開支由比較期間的約15,578,000港元增加28.0%至本期間的約19,941,000港元。有關增加乃主要由於：

- (i) 支付一般及項目諮詢、法律及專業費用由比較期間的約724,000港元增至本期間的約2,248,000港元；及
- (ii) 於本期間確認贖回人壽保險保單之虧損約3,315,000港元，而比較期間並無確認有關虧損。

就貿易應收款項、其他應收款項及合約資產的預期信貸虧損（「預期信貸虧損」）計提撥備

由於董事認為於二零二三年九月三十日已作出充足撥備，故於本期間並無確認額外預期信貸虧損撥備（於比較期間：約10,335,000港元）。

融資成本

本集團的融資成本由比較期間約4,580,000港元增加57.0%至本期間約7,189,000港元。該增加乃主要由於推算利息開支由比較期間約2,981,000港元增至本期間約5,184,000港元所致。

Management Discussion and Analysis

管理層討論及分析

Net Loss

As a result of the abovementioned, during the Period, the Group reported a net loss of approximately HK\$23,524,000 (during the Comparative Period: approximately HK\$46,193,000).

PROSPECTS

The Group's overall revenue decreased by approximately 45.0% to approximately HK\$75,549,000 during the Period (during the Comparative Period: approximately HK\$137,316,000). The loss and total comprehensive income during the Period attributable to owners of the Company amounted to approximately HK\$23,524,000 (during the Comparative Period: approximately HK\$46,193,000).

The Hong Kong construction sector remains challenging throughout the Period. Following the serious disruptions caused by the outbreak of COVID-19, the construction industry is currently facing direct and indirect operational and financial risks marked by increasing interest rates, shortage and ageing issues of labour supplies, potential adjustments in the local housing market, and a slowdown in the global economy.

淨虧損

基於上文所述，本集團於本期間錄得淨虧損約23,524,000港元（於比較期間：約46,193,000港元）。

前景

於本期間，本集團的整體收益減少約45.0%至約75,549,000港元（於比較期間：約137,316,000港元）。本公司擁有人應佔本期間虧損及全面收益總額約為23,524,000港元（於比較期間：約46,193,000港元）。

於本期間，香港建築業仍然充滿挑戰。繼COVID-19爆發造成嚴重干擾後，建築業目前正面臨直接及間接的營運及財務風險，包括利率上升、勞工供應短缺及老齡化問題、本地住房市場的潛在調整及全球經濟放緩。

In response to uncertain economic conditions during the Period, the Group shifted its primary focus from a proactive tender strategy to improving its liquidity position by reducing the capital expenditures of the Group. This involved strategic disposal of non-profitable machineries and redemption of negative performing life insurance policies. The net proceeds from these disposal and redemption were used for general working capital and repayment of bank borrowings, aiming to reduce maintenance and storage costs for machineries and trim down finance costs amid an increasing interest rate environment.

Apart from the construction services, the Group will continue to explore and identify suitable investment opportunities in order to broaden our revenue base to maximise the return to our shareholders.

Looking ahead, the Board remains prudently optimistic about the prospects of the foundation industry in Hong Kong as a result of long-term housing development and land policy and tremendous opportunities in the People's Republic of China (the "PRC"). The Group will continue to exercise due care in pursuing its core business and promoting its development plans so as to balance the risks and opportunities in the foundation industry in Hong Kong. The Group will also closely and carefully monitor the latest development in the global economy and adjust its business strategies from time to time if required.

為應對本期間不明朗的經濟狀況，本集團將主要重心由積極的投標策略轉移至透過減少本集團的資本開支改善其流動資金狀況。這涉及策略性出售無盈利的機器及贖回表現欠佳的壽險保單。來自該等出售及贖回的所得款項淨額已用作一般營運資金及償還銀行借款，旨在減少機器的維護及儲存成本以及於利率上升的環境下削減融資成本。

除建築服務外，本集團將繼續探索及物色合適的投資機會，以擴闊收益基礎，為股東帶來最大回報。

展望未來，由於中華人民共和國（「中國」）的長遠房屋發展及土地政策以及龐大機遇，董事會對香港地基行業的前景持謹慎樂觀態度。本集團將繼續審慎拓展其核心業務及推行其開發計劃，以平衡香港地基行業的風險與機遇。本集團亦將密切及謹慎監察全球經濟的最新發展，並不時調整其業務策略（如需要）。

Management Discussion and Analysis

管理層討論及分析

DEBTS AND CHARGE ON ASSETS

As at 30 September 2023, the total debts of the Group, which include bank borrowings, lease liabilities and other borrowing is approximately HK\$113,456,000 (31 March 2023: approximately HK\$211,686,000).

As at 30 September 2023, the Group's banking facilities were secured by (i) the Group's trade receivables and retention receivables under contract assets or contract liabilities of approximately HK\$74,719,000 (31 March 2023: approximately HK\$53,139,000); (ii) the Group's pledged bank deposits of approximately HK\$23,442,000 (31 March 2023: approximately HK\$39,316,000); (iii) the Group's right-of-use assets and property, plant and equipment with total net carrying amounts of approximately HK\$7,007,000 (31 March 2023: approximately HK\$15,565,000); (iv) the Group's deposit and prepayment for life insurance policies under non-current asset held for sales of approximately HK\$8,267,000 (31 March 2023: approximately HK\$19,502,000); (v) receivable rights of gross income from certain projects; (vi) a personal guarantee executed by a director of a subsidiary of the Company; and (vii) the corporate guarantee executed by the Company and a subsidiary of the Company, respectively.

債務及資產押記

於二零二三年九月三十日，本集團的債項總額，包括銀行借款、租賃負債及其他借款為約113,456,000港元（二零二三年三月三十一日：約211,686,000港元）。

於二零二三年九月三十日，本集團的銀行融資分別以(i)本集團貿易應收款項及合約資產或合約負債項下應收保固金約74,719,000港元（二零二三年三月三十一日：約53,139,000港元）；(ii)本集團已抵押銀行存款約23,442,000港元（二零二三年三月三十一日：約39,316,000港元）；(iii)本集團賬面淨值總額約7,007,000港元（二零二三年三月三十一日：約15,565,000港元）的使用權資產以及物業、機器及設備；(iv)本集團持作出售之非流動資產項下的人壽保險保單的按金及預付款項約8,267,000港元（二零二三年三月三十一日：約19,502,000港元）；(v)若干項目總收入的收款權；(vi)本公司一家附屬公司的一名董事簽立之個人擔保；及(vii)本公司及本公司一家附屬公司分別簽立之公司擔保作抵押。

As at 30 September 2023, the guarantees on performance bonds amounting to approximately HK\$13,778,000 (31 March 2023: HK\$13,778,000) are secured by (i) the Group's other receivables of HK\$5,981,000 (31 March 2023: HK\$5,981,000); (ii) a personal guarantee executed by a director of a subsidiary of the Company; and (iii) corporate guarantees executed by the Company and a subsidiary of the Company, respectively.

Besides, pursuant to the terms of the sales and purchase agreement entered between New Grace Gain Limited ("New Grace Gain") and Blessing Well Enterprise Limited (the current controlling shareholder of the Company) ("Blessing Well") on 27 April 2018, New Grace Gain provided an unsecured, interest-free loan of HK\$100,000,000 to the Company on 25 May 2018 for a term of 30 months (the "Unsecured Loan"). New Grace Gain shall not be entitled to demand early repayment and the Company has no right to make early repayment of the Unsecured Loan.

Up to 31 March 2023, New Grace Gain and the Company have entered into 7 additional supplemental agreements to further extend the repayment period for the Unsecured Loan. HK\$70,000,000 of the Unsecured Loan (the "70 Million Loan") extended from 30 months to 72 months. The remaining Unsecured Loan of HK\$30,000,000 (the "30 Million Loan") extended from 30 months to 66 months.

於二零二三年九月三十日，履約保證金約13,778,000港元（二零二三年三月三十一日：13,778,000港元）分別由(i)本集團其他應收款項5,981,000港元（二零二三年三月三十一日：5,981,000港元）；(ii)本公司一家附屬公司的一名董事簽署的個人擔保；及(iii)本公司及本公司一家附屬公司簽署的公司擔保作抵押。

此外，根據New Grace Gain Limited（「New Grace Gain」）與福信企業有限公司（本公司現時控股股東，「福信」）於二零一八年四月二十七日訂立的買賣協議之條款，New Grace Gain於二零一八年五月二十五日向本公司提供無抵押、免息貸款100,000,000港元，為期30個月（「無抵押貸款」）。New Grace Gain將無權要求提前還款，且本公司並無權利就無抵押貸款提前還款。

直至二零二三年三月三十一日，New Grace Gain與本公司已訂立7份額外補充協議，以進一步延長無抵押貸款的還款期。無抵押貸款70,000,000港元（「70百萬貸款」）由30個月延長至72個月。餘下無抵押貸款30,000,000港元（「30百萬貸款」）由30個月延長至66個月。

Management Discussion and Analysis

管理層討論及分析

During the Period, New Grace Gain agreed to discharge a portion of the Unsecured Loan amounting to approximately HK\$52,700,000 to recover an equivalent amount of loss arising from certain foundation projects of the Group.

Borrowings are denominated in Hong Kong Dollars (“HK\$”) and interests on bank borrowings are mainly charged at floating rates. 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.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group normally funds its liquidity and capital requirements primarily through capital contributions from the shareholders and banks and other borrowings.

於本期間，New Grace Gain同意解除部分無抵押貸款約52,700,000港元，以收回本集團若干地基項目產生的等額虧損。

借款以港元（「港元」）計值，而銀行借款主要以浮動利率計息。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。

流動資金、財務資源及資本架構

本集團通常主要透過股東注資以及銀行及其他借款撥付流動資金及資本需求。

As at 30 September 2023, the Group had pledged bank deposits and bank and cash balances of approximately HK\$77,022,000 (31 March 2023: approximately HK\$98,074,000). The gearing ratio of the Group as at 30 September 2023 (defined as the total borrowings divided by total equity) was not applicable since the Group recorded a deficit attributable to owners of the Company as at 30 September 2023 (31 March 2023: 20,632.2%). As at 30 September 2023, the current ratio of the Group was 0.9 (31 March 2023: 1.0).

During the Period, the Group did not employ any financial instruments for hedging purpose.

FOREIGN EXCHANGE EXPOSURE

The Group has minimal exposure to foreign currency risk, as except for United States Dollar (“US\$”) denominated deposits and prepayments for life insurance policies and Renminbi (“RMB”) denominated bank balances, most of its business transactions, assets and liabilities are principally denominated in HK\$, the functional currencies of the Group’s entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

於二零二三年九月三十日，本集團持有已抵押銀行存款以及銀行及現金結餘約77,022,000港元（二零二三年三月三十一日：約98,074,000港元）。於二零二三年九月三十日，由於本集團於二零二三年九月三十日錄得本公司擁有人應佔虧絀，本集團的資產負債比率（定義為借款總額除以權益總額）為不適用（二零二三年三月三十一日：20,632.2%）。於二零二三年九月三十日，本集團的流動比率為0.9（二零二三年三月三十一日：1.0）。

於本期間，本集團並無採用任何對沖用途的金融工具。

外匯風險

除以美元（「美元」）計值的人壽保險保單按金及預付款項以及以人民幣（「人民幣」）計值的銀行結餘外，本集團大部分業務交易、資產及負債主要以本集團實體的功能貨幣港元計值，故本集團面對的外匯風險極低。本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。本集團密切監察其外匯風險，並將於有需要時考慮對沖重大外匯風險。

Management Discussion and Analysis

管理層討論及分析

As at 30 September 2023, if Hong Kong dollar had strengthened 5 per cent against the RMB with all other variables held constant, consolidated loss after tax for the Period would have been approximately HK\$2,502,000 (Comparative Period: HK\$2,505,000) higher. If Hong Kong Dollar had weakened 5 per cent against RMB with all other variables held constant, the consolidated loss after tax for the period would have been approximately HK\$2,502,000 (Comparative Period: HK\$2,505,000) lower, arising mainly as a result of the foreign exchange gain on bank balances denominated in RMB.

Sensitivity analysis on US\$ denominated life insurance policies will not be performed as US\$ is pegged against HK\$ and the risk of movements in exchange rates between US\$ and HK\$ to be insignificant.

SIGNIFICANT INVESTMENTS, MATERIALS ACQUISITIONS OR DISPOSALS

During the Period, the Group had the following significant investments, material acquisitions and disposals:

- 1) Redemption of a life insurance policy with carrying amount of approximately HK\$7,966,000 (Comparative Period: Nil);
- 2) Acquisition and disposal of property, plant and equipment with carrying amount of approximately HK\$16,000 and HK\$15,205,000 respectively (Comparative Period: approximately HK\$6,000 and Nil). Details of the transactions are set out to note 11 to the condensed consolidation interim financial statements;

於二零二三年九月三十日，倘港元兌人民幣升值5%，而所有其他變量保持不變，則本期間的綜合除稅後虧損將增加約2,502,000港元（比較期間：2,505,000港元）。倘港元兌人民幣貶值5%，而所有其他變量保持不變，則期內的綜合除稅後虧損將減少約2,502,000港元（比較期間：2,505,000港元），主要是由於以人民幣計值的銀行結餘的匯兌收益所致。

由於美元與港元掛鈎，美元兌港元匯率變動風險不大，故將不會對以美元計值的人壽保險保單進行敏感度分析。

重大投資、重大收購或出售

本集團於本期間有以下重大投資、重大收購或出售：

- 1) 贖回賬面值約7,966,000港元（比較期間：無）的人壽保險保單；
- 2) 分別收購及出售物業、機器及設備賬面值約16,000港元及15,205,000港元（比較期間：約6,000港元及無）。交易詳情載於簡明綜合中期財務報表附註11；

- 3) Addition of right-of-use assets for a leased property of approximately HK\$2,906,000 (Comparative Period: Nil). Details of the transaction are set out to note 12 to the condensed consolidation interim financial statements; and
- 4) Acquisition of Fujian Youxu Construction Engineering Company Limited at a cash consideration of approximately RMB1,761,000 which was settled on 16 October 2023 (Comparative Period: Nil). Details of the transaction are set out to note 19 to the condensed consolidation interim financial statements.
- 3) 確認租賃物業的使用權資產增加約 2,906,000 港元（比較期間：無）。交易詳情載於簡明綜合中期財務報表附註12；及
- 4) 按現金代價人民幣1,761,000元收購福建優旭建築工程有限公司，並已於二零二三年十月十六日結清款項（比較期間：無）。交易詳情載於簡明綜合中期財務報表附註19。

Save as above, the Group did not have any other significant investments, material acquisitions or disposals during the Period.

During the Period, the Group intended to redeem a life insurance policy investment with an insurance company to provide working capital for settlement of bank borrowing of the Group. Details of the transaction are set out to note 14(b) to the condensed consolidation interim financial statements.

Save as above, there were no other formal plan authorised by the Board for any significant investments, material acquisitions or disposals as at 30 September 2023 and up to date of this interim report.

CAPITAL COMMITMENTS

As at 30 September 2023, the Group did not have any significant capital commitments (31 March 2023: Nil).

除上述所披露者外，於本期間，本集團並無任何其他重大投資、重大收購或出售。

本集團於本期間擬向一家保險公司贖回人壽保單投資，以提供營運資金結算本集團的銀行借款。交易詳情載於簡明綜合中期財務報表附註14(b)。

除上述所披露者外，於二零二三年九月三十日及截至本中期報告日期，董事會並無授權任何其他重大投資、重大收購或出售之正式計劃。

資本承擔

於二零二三年九月三十日，本集團並無任何重大資本承擔（二零二三年三月三十一日：無）。

Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES AND LITIGATIONS

Save as disclosed in notes 20 and 21 to the condensed consolidated interim financial statements, the Group did not have any other significant contingent liabilities and major litigations as at 30 September 2023.

EVENT AFTER THE REPORTING PERIOD

Save as those disclosed in note 24 to the condensed consolidated interim financial statements, there are no other material events occurring after the reporting period and up to the date of this interim report.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2023, the Group had 83 employees (31 March 2023: 98 employees). Most of the Group's employees are foundation workers in Hong Kong. The remuneration policy and package of the Group's employees are reviewed periodically. Apart from the Mandatory Provident Fund and in-house training programmes, salaries increments and discretionary bonuses may be awarded to employees according to the assessment of individual performance. The total staff costs incurred by the Group during the Period were approximately HK\$18,000,000 (during the Comparative Period: approximately HK\$26,743,000).

或然負債及訴訟

除簡明綜合中期財務報表附註20及21所披露者外，於二零二三年九月三十日，本集團並無任何其他重大或然負債及重大訴訟。

報告期後事項

除簡明中期綜合財務報表附註24所披露者外，於報告期後及直至本中期報告日期，概無發生其他重大事項。

僱員及薪酬政策

於二零二三年九月三十日，本集團擁有83名僱員（二零二三年三月三十一日：98名僱員）。本集團大多數僱員為香港的地基工人。本集團僱員的薪酬政策及待遇會定期檢討。除強制性公積金及內部培訓計劃外，本集團可根據個人表現評估授予僱員薪酬增幅及酌情花紅。於本期間，本集團所產生的員工成本總額為約18,000,000港元（於比較期間：約26,743,000港元）。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend to the shareholders for the Period.

中期股息

董事會不建議向股東派付本期間的中期股息。

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

During the Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

購買、出售或贖回本公司上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

CORPORATE GOVERNANCE

Save as disclosed below, during the Period, the Company had complied with the code provisions of the Corporate Governance Code (the "CG Code") as stated in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

企業管治

除下文所披露者外，本公司於本期間已遵守聯交所證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）的守則條文。

In respect of code provision D.2.5 of the CG Code, the Company should have an internal audit (the "IA") function. Although the Company did not establish a standalone IA department during the Period, the Board had put in place adequate measures to perform the IA function at different aspects of the Group as the Company considers that close and regular supervision by the Executive Directors and senior management, and the maintenance of internal control guidance and procedures on the Group's critical operational cycles could provide sufficient and effective internal control and risk management functions. Details of which were disclosed in the Company's annual report 2022/23.

就企業管治守則的守則條文第D.2.5條而言，本公司應具備內部審核（「內部審核」）職能。於本期間，儘管本公司並無設立獨立內部審核部門，由於本公司認為由執行董事及高級管理層進行密切定期監察及對本集團之重大營運週期維持內部監控指引及程序，可提供充足有效內部監控及風險管理職能，故董事會已實施充足的措施，從本集團不同方面履行內部審核職能。有關詳情已於本公司二零二二／二三年年報內披露。

Corporate Governance and Other Information

企業管治及其他資料

The Board regularly reviews the effectiveness of the Group's internal control system which includes financial, operational and compliance controls and risk management functions.

The Board will review the need for the IA function on an annual basis.

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 Period.

SHARE OPTIONS

Share Option Scheme

The Company adopted a share option scheme on 19 February 2016 (the "2016 Share Option Scheme"). Details of the 2016 Share Option Scheme are set out in the Company's annual report 2022/23. No share option has been granted under the 2016 Share Option Scheme since its adoption.

董事會定期檢討本集團內部監控系統之成效，包括財務、營運及合規控制以及風險管理職能。

董事會將每年檢討內部審核職能之需要。

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」），作為董事進行本公司證券交易之行為守則。經本公司作出具體查詢後，全體董事確認，彼等於本期間內一直遵守標準守則所載的規定準則。

購股權

購股權計劃

本公司於二零一六年二月十九日採納購股權計劃（「二零一六年購股權計劃」）。有關二零一六年購股權計劃的詳情載於本公司二零二二／二三年年報。自採納起，並無根據二零一六年購股權計劃授出購股權。

DISCLOSURE OF INTERESTS

Directors' Interests in the Company and Associated Corporation

As at 30 September 2023, the interests and short positions of Directors in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (the "SFO")), as recorded in the register required to be kept by the Company 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:

權益披露

董事於本公司及相聯法團的權益

於二零二三年九月三十日，董事於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第352條本公司須予存置的登記冊所記錄的權益及淡倉，或根據標準守則已另行知會本公司及聯交所的權益及淡倉如下：

(i) *Long position in ordinary shares of the Company*

(i) 於本公司普通股的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Total number of shares held/interested 所持／擁有權益股份總數	Approximate percentage of interest in the Company 佔本公司權益的概約百分比
Mr. Chen Rongsheng ("Mr. Chen") 陳融聖先生（「陳先生」）	Interest in a controlled corporation 受控法團權益	300,000,000 (Note) (附註)	75%

Note: These shares are held by Blessing Well which is wholly-owned by Sendlink Limited. Hence, Sendlink Limited is deemed to be interested in the shares of the Company held by Blessing Well under the SFO. As Sendlink Limited is wholly-owned by Mr. Chen, consequently, Mr. Chen is deemed to be interested in the shares of the Company held by Blessing Well under the SFO.

附註：該等股份由福信持有，而福信由Sendlink Limited全資擁有。因此，根據證券及期貨條例，Sendlink Limited被視作於福信持有的本公司股份中擁有權益。由於Sendlink Limited由陳先生全資擁有，故根據證券及期貨條例，陳先生被視作於福信持有的本公司股份中擁有權益。

Corporate Governance and Other Information

企業管治及其他資料

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

(ii) 於相聯法團普通股的好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團的名稱	Capacity/Nature of interest 身份/權益性質	Total number of shares held in associated corporation 於相聯法團所持股份總數	Approximate percentage of shareholding in associated corporation 佔相聯法團股權概約百分比
Mr. Chen 陳先生	Sendlink Limited Sendlink Limited	Interest in a controlled cooperation 受控法團權益	1	100%
Mr. Chen 陳先生	Blessing Well 福信	Beneficial owner 實益擁有人	1	100%

Substantial Shareholders' Interests in the Company

主要股東於本公司之權益

As at 30 September 2023, the following interests and short positions of 5% or more of the shares and underlying shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

於二零二三年九月三十日，以下為已記錄於本公司根據證券及期貨條例第336條須存置之權益登記冊內於本公司股份及相關股份5%或以上之權益及淡倉：

Name 姓名/名稱	Nature of interest 權益性質	Total number of shares held/interested 所持/擁有權益股份總數	Approximate percentage of interest in the Company 佔本公司權益的概約百分比
Blessing Well 福信	Beneficial owner 實益擁有人	300,000,000	75%
Sendlink Limited (Note 1) Sendlink Limited (附註1)	Interest in a controlled cooperation 受控法團權益	300,000,000	75%
Mr. Chen (Note 2) 陳先生(附註2)	Interest in a controlled corporation 受控法團權益	300,000,000	75%

Note 1: These shares are held by Blessing Well which is wholly-owned by Sendlink Limited. Sendlink Limited is deemed to be interested in the shares of the Company held by Blessing Well under the SFO.

Note 2: These shares are held by Blessing Well which is wholly-owned by Sendlink Limited. Sendlink Limited is therefore deemed to be interested in the shares of the Company held by Blessing Well under the SFO. As Sendlink Limited is wholly-owned by Mr. Chen, Mr. Chen is deemed to be interested in the shares of the Company through Sendlink Limited and Blessing Well under the SFO. Mr. Chen is not a concert party under the Codes on Takeovers and Mergers and Share Buy-backs.

Save as disclosed above, as at 30 September 2023, no person, other than the Directors, whose interests are set out in the section "Directors' Interests in the Company and Associated Corporation" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

附註1：該等股份由福信持有，而福信由 Sendlink Limited 全資擁有。根據證券及期貨條例，Sendlink Limited 被視作於福信持有的本公司股份中擁有權益。

附註2：該等股份由福信持有，而福信由 Sendlink Limited 全資擁有。因此，根據證券及期貨條例，Sendlink Limited 被視作於福信持有的本公司股份中擁有權益。由於 Sendlink Limited 由陳先生全資擁有，故根據證券及期貨條例，陳先生被視作透過 Sendlink Limited 及福信於本公司股份中擁有權益。陳先生並非公司收購、合併及股份回購守則項下的一致行動方。

除上文所披露者外，於二零二三年九月三十日，除上文「董事於本公司及相聯法團的權益」一節所載之董事權益外，並無任何人士已登記須根據證券及期貨條例第336條予以記錄之本公司股份或相關股份中之權益或淡倉。

Corporate Governance and Other Information

企業管治及其他資料

REVIEW OF THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The audit committee of the Company (the “Audit Committee”) comprises three Independent Non-executive Directors (namely Mr. Liu Xin, Mr. Feng Zhidong and Mr. Wang Bo) with written terms of reference in accordance with the requirements of the Listing Rules, and reports to the Board. The Audit Committee has reviewed and discussed with the management the condensed consolidated interim financial statements of the Group for the Period.

APPRECIATION

The Board would like to express its sincere gratitude to the management of the Group and all the staff for their hard work and dedication, as well as its shareholders, business associates and other professional parties for their support throughout the period.

On behalf of the Board

Dr. Huang Yuan
Chairman

Hong Kong, 30 November 2023

審閱簡明綜合中期財務報表

本公司審核委員會（「審核委員會」）由三名獨立非執行董事（即劉昕先生、馮志東先生及王波先生）組成，並設有根據上市規則規定的書面職權範圍，以及向董事會匯報。審核委員會已審閱及與管理層討論本集團於本期間之簡明綜合中期財務報表。

致謝

董事會謹就本集團管理層及全體員工的努力及奉獻，以及就其股東、商業伙伴及其他專業人士於期內的支持深表謝意。

代表董事會

主席
黃源博士

香港，二零二三年十一月三十日

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 30 September 2023
截至二零二三年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
REVENUE	4	75,549	137,316
Cost of sales		(74,041)	(158,361)
GROSS PROFIT/(LOSS)		1,508	(21,045)
Other income	5	2,098	5,345
Administrative and other operating expenses		(19,941)	(15,578)
Provision for expected credit loss ("ECL") on trade receivables, other receivables and contract assets		-	(10,335)
LOSS FROM OPERATIONS		(16,335)	(41,613)
Finance costs	6	(7,189)	(4,580)
LOSS BEFORE TAX		(23,524)	(46,193)
Income tax expense	7	-	-
LOSS AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	8	(23,524)	(46,193)
		HK\$ 港元	HK\$ 港元
LOSS PER SHARE			
- Basic	10(a)	(5.9) cents 仙	(11.5) cents 仙
- Diluted	10(b)	N/A 不適用	N/A 不適用

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2023

於二零二三年九月三十日

			30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
		Note 附註		
NON-CURRENT ASSETS				
Property, plant and equipment	非流動資產 物業、機器及設備	11	6,391	22,886
Deposit and prepayment for life insurance policies	人壽保險保單的按金及預付款項		-	19,502
Right-of-use assets	使用權資產	12	9,920	8,565
			16,311	50,953
CURRENT ASSETS				
Inventories	流動資產 存貨		9,553	15,400
Trade receivables	貿易應收款項	13	54,741	4,729
Contract assets	合約資產		171,352	249,316
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		7,358	9,055
Pledged bank deposits	已抵押銀行存款		23,442	39,316
Bank and cash balances	銀行及現金結餘		53,580	58,758
			320,026	376,574
Non-current assets held for sale	持作出售的非流動資產	14	20,775	12,508
			340,801	389,082
CURRENT LIABILITIES				
Trade and retention payables	流動負債 貿易應付款項及應付保固金	15	152,925	165,112
Contract liabilities	合約負債		17,941	-
Accruals and other payables	應計費用及其他應付款項	16	76,611	62,211
Lease liabilities	租賃負債		2,907	3,046
Bank borrowings, secured	銀行借款，有抵押		63,316	114,466
Other borrowing, unsecured	其他借款，無抵押	17	46,270	28,763
			359,970	373,598
NET CURRENT (LIABILITIES)/ASSETS	流動(負債)/資產淨值		(19,169)	15,484

			30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		(2,858)	66,437
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債		963	385
Other borrowing, unsecured	其他借款，無抵押	17	-	65,026
Other payable	其他應付款項	16	18,677	-
			19,640	65,411
NET (LIABILITIES)/ASSETS	(負債)/資產淨值		(22,498)	1,026
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	18	4,000	4,000
Reserves	儲備		(26,498)	(2,974)
TOTAL (DEFICIT)/EQUITY	(虧絀)/權益總額		(22,498)	1,026

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Accumulated losses	Total (deficit)/ equity (虧絀)/ 權益總額
		股本 HK\$'000 千港元 (Note 17) (附註17)	股份溢價 HK\$'000 千港元	累計虧損 HK\$'000 千港元	權益總額 HK\$'000 千港元
As at 31 March 2022 (audited)	於二零二二年三月三十一日 (經審核)	4,000	84,403	(13,262)	75,141
Total comprehensive income and changes in equity for the period (unaudited)	期內全面收益總額及 權益變動 (未經審核)	-	-	(46,193)	(46,193)
As at 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	4,000	84,403	(59,455)	28,948
As at 31 March 2023 (audited)	於二零二三年三月三十一日 (經審核)	4,000	84,403	(87,377)	1,026
Total comprehensive income and changes in equity for the period (unaudited)	期內全面收益總額及 權益變動 (未經審核)	-	-	(23,524)	(23,524)
As at 30 September 2023 (unaudited)	於二零二三年九月三十日 (未經審核)	4,000	84,403	(110,901)	(22,498)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
NET CASH GENERATED FROM OPERATING ACTIVITIES	經營活動所得現金淨額	7,428	23,055
Interest received	已收利息	144	201
Net cash flows on acquisition of a subsidiary	收購一間附屬公司之現金流量淨額	10	-
Purchases of property, plant and equipment	購買物業、機器及設備	(16)	(6)
Decrease in pledged bank deposits	已抵押銀行存款減少	17,874	1,204
Proceed from disposal of property, plant and equipment	出售物業、機器及設備所得款項	14,645	-
Proceed from redemption of a life insurance policy	贖回人壽保險保單所得款項	7,966	-
NET CASH GENERATED FROM INVESTING ACTIVITIES	投資活動所得現金淨額	40,623	1,399
Bank borrowings raised	已籌銀行借款	15,442	106,879
Repayment of bank borrowings	償還銀行借款	(66,592)	(122,726)
Capital element of lease rentals paid	已付租賃租金之資本部分	(2,079)	(2,871)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(53,229)	(18,718)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(5,178)	5,736
Cash and cash equivalents at beginning of period	期初現金及現金等價物	58,758	55,538
Cash and cash equivalents at end of period	期末現金及現金等價物	53,580	61,274
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等價物分析		
Bank and cash balances	銀行及現金結餘	53,580	61,274

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability on 23 July 2015 under the Companies Act of the Cayman Islands. The address of its registered office is at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The address of its principal place of business is Unit 01, 86/F International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 18 March 2016.

At the end of the reporting period, the directors of the Company are of the opinion that, Blessing Well Enterprise Limited, a company incorporated in the British Virgin Islands ("BVI"), is the immediate holding company of the Company; and Sendlink Limited, a company incorporated in the BVI, is the ultimate holding company of the Company.

The Company is an investment holding company. The Group is principally engaged in the provision of foundation services and leasing of machinery in Hong Kong.

1. 一般資料

本公司於二零一五年七月二十三日根據開曼群島公司法在開曼群島註冊成立為有限公司。其註冊辦事處地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands。其主要營業地點位於香港九龍柯士甸道西1號環球貿易廣場86樓01室。本公司股份自二零一六年三月十八日起於香港聯合交易所有限公司(「聯交所」)主板上市。

於報告期末，本公司董事認為，福信企業有限公司(一間於英屬處女群島(「英屬處女群島」)註冊成立之公司)為本公司之直接控股公司，而Sendlink Limited(一間於英屬處女群島註冊成立之公司)為本公司之最終控股公司。

本公司為一家投資控股公司。本集團主要在香港從事提供地基服務及機械租賃。

2. BASIS OF PREPARATION

These condensed consolidated interim financial statements 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 (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Listing Rules. The condensed consolidated interim financial statements are unaudited but have been reviewed by the Audit Committee of the Company.

The accounting policies and methods of computation used in the condensed consolidated interim financial statements for the six months ended 30 September 2023 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2023, except for the accounting policy changes that are expected to be reflected in the 2023/24 annual financial statements.

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and thereby should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2023 which have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA.

2. 編製基準

該等簡明綜合中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第三十四號「中期財務報告」及上市規則附錄十六所載之適用披露規定編製。本簡明綜合中期財務報表未經審核，但已由本公司審核委員會審閱。

截至二零二三年九月三十日止六個月之簡明綜合中期財務報表所使用之會計政策及計算方法，與編製本集團截至二零二三年三月三十一日止年度之年度財務報表所採用者一致，惟預期將於二零二三／二四年度財務報表內反映的會計政策變動則除外。

本簡明綜合中期財務報表並未包括年度財務報表所需之所有資料及披露，因此應與本集團截至二零二三年三月三十一日止年度之年度財務報表一併閱讀，而該年度財務報表乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）編製。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

2. BASIS OF PREPARATION

(Continued)

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on or after 1 April 2023 for the preparation of the Group's unaudited condensed consolidated interim financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

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

2. 編製基準(續)

應用新訂及經修訂香港財務報告準則

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新訂及經修訂的香港財務報告準則，並於本集團自二零二三年四月一日或之後開始的年度期間強制生效，以編製本集團未經審核簡明綜合中期財務報表：

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月香港財務報告準則第17號修訂本)	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號修訂本	會計政策披露
香港會計準則第8號修訂本	會計估計的定義
香港會計準則第12號修訂本	單一交易所產生與資產及負債有關之遞延稅項

於本中期期間應用新訂及經修訂香港財務報告準則對本集團於本期間及過往期間的財務狀況及表現及／或該等中期簡明綜合財務報表所載之披露並無重大影響。

2. BASIS OF PREPARATION

(Continued)

Application of new and amendments to HKFRSs

(Continued)

Going concern

These condensed consolidated interim financial statements have been prepared in conformity with the principles applicable to a going concern basis. The applicability of these principles is dependent upon the Group being a going concern and will be able to continue its operations for the foreseeable future. The ability of the Group to continue as a going concern is dependent on the continued availability of adequate finance to the Group and the Group's ability to attain profitable operations in the foreseeable future, all of which depend on the eventual successful outcome of the below mentioned plans and measures in view of the fact that the Group incurred a net loss of approximately HK\$23,524,000 for the six months ended 30 September 2023 and, as of that date, the Group's current liabilities exceeded its current assets and its total liabilities exceeded its total assets by approximately HK\$19,169,000 and HK\$22,498,000 respectively.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

2. 編製基準 (續)

應用新訂及經修訂香港財務報告準則 (續)

持續經營

該等簡明綜合中期財務報表乃根據適用於持續經營基準的原則編製。該等原則的適用性取決於本集團的持續經營，並將能夠在可預見的未來繼續經營。本集團持續經營的能力取決於本集團能否持續獲得充足的融資，及本集團能否於可預見的未來實現盈利業務，而鑒於本集團於截至二零二三年九月三十日止六個月產生虧損淨額約23,524,000港元，且截至該日，本集團的流動負債超過其流動資產，而其總負債超過其總資產分別約19,169,000港元及22,498,000港元，所有該等因素均取決於下述計劃及措施的最終成功結果。

該等情況顯示存在重大不明朗因素，可能對本集團持續經營的能力構成重大疑問，因此，本集團可能無法於日常業務過程中變現其資產及解除其負債。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

2. BASIS OF PREPARATION

(Continued)

Application of new and amendments to HKFRSs

(Continued)

Going concern (Continued)

In order to ensure the Group's ability to operate as a going concern, the directors of the Company have implemented measures to deal with the conditions referred to above, as follows:

- (1) The Group is taking measures to tighten cost controls with an aim to attain positive cash flows from operations; and
- (2) On 30 November 2023, the Company entered into the placing agreement with Alpha Financial Group Limited (the "Placing Agent"), under which the Placing Agent has conditionally agreed to procure on a best effort basis not less than six placees (as currently expected), to the subscribe up to 80,000,000 placing shares at the placing price of HK\$0.375 per placing shares. The indicative total consideration for the placing shares shall be HK\$30,000,000. However, the completion for subscription of shares could not be determined as of the date of the approval of the condensed consolidated interim financial statements.

2. 編製基準(續)

應用新訂及經修訂香港財務報告準則(續)

持續經營(續)

為確保本集團的持續經營能力，本公司董事已實施措施以處理上述條件，詳情如下：

- (1) 本集團正採取措施收緊成本控制，旨在從營運中獲得正現金流量；及
- (2) 於二零二三年十一月三十日，本公司與首盛資本集團有限公司（「配售代理」）訂立配售協議，據此，配售代理已有條件同意按盡力基準促使不少於六名承配人（按目前預期），按配售價每股配售股份0.375港元認購最多80,000,000股配售股份。配售股份的指示性總代價為30,000,000港元。然而，截至批准簡明綜合中期財務報表日期，認購股份的完成無法確定。

2. BASIS OF PREPARATION

(Continued)

Application of new and amendments to HKFRSs

(Continued)

Going concern (Continued)

Having considered the above and after reviewing the cash flow forecast of the Group, the Directors are of the opinion that it is appropriate to prepare the condensed consolidated interim financial statements of the Group for the six months ended 30 September 2023 on a going concern basis.

The eventual outcome of the plans and measures described above are inherently uncertain. Should the Group fail to achieve successful outcome from the above-mentioned plans and measures, it may be unable to continue as a going concern, and adjustments would have to be made to write down the carrying values of its assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and liabilities as current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these condensed consolidated interim financial statements.

2. 編製基準 (續)

應用新訂及經修訂香港財務報告準則 (續)

持續經營 (續)

經考慮上文所述及審閱本集團之現金流量預測後，董事認為，按持續經營基準編製本集團截至二零二三年九月三十日止六個月之中期簡明綜合財務報表乃屬適當。

上述計劃及措施的最終結果本身具有不確定性。倘本集團未能自上述計劃及措施取得成功成果，其可能無法持續經營，並須作出調整以將其資產的賬面值撇減至其可收回金額，就可能產生的任何進一步負債作出撥備，以及將非流動資產及負債分別分類為流動資產及負債。該等潛在調整的影響尚未於該等中期簡明綜合財務報表中反映。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

3. SEGMENT INFORMATION

Operating segment information

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The directors consider that the Group manages its businesses by divisions, which are organised into business units based on their services provided, and has identified “Foundation and Construction – provision of foundation and construction services” as the reportable operating segment.

In addition to the above segment, the Group has other operating segments which mainly include leasing of machinery and trading of electronic devices. These operating segments individually do not meet any of the quantitative thresholds of determining reportable segments. Accordingly, these operating segments are grouped as “Others”.

3. 分類資料

營運分類資料

本集團按主要經營決策者定期審閱有關本集團組成的內部報告釐定其運營分類，以向分類分配資源及評估其表現。

董事認為，本集團按分類管理其業務，並按其提供的服務組成業務單位，及將「地基及建築－提供地基及建築服務」識別為須予呈報營運分類。

除上述分類之外，本集團設有其他營運分類，主要包括機械租賃及電子設備貿易。該等營運分類各自並未達到釐定須予呈報分類的任何量化最低要求。因此，該等營運分類歸類為「其他」。

3. SEGMENT INFORMATION

(Continued)

Operating segment information

(Continued)

The reportable segments are identified in a manner consistent with the way in which information is reported internally to the Group's senior executive management for the purposes of resource allocation and performance assessment.

3. 分類資料 (續)

營運分類資料 (續)

須予呈報分類之劃分與向本集團高級行政管理人員提供內部報告資料(以作資源分配及評估表現用途)之方法一致。

		Foundation and Construction 地基及建築		Others 其他		Total 合計	
		Six months ended 30 September 截至九月三十日止六個月		Six months ended 30 September 截至九月三十日止六個月		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元
Reportable segment revenue	須予呈報分類收益	75,549	137,316	-	-	75,549	137,316
Reportable segment results	須予呈報分類業績	(14,372)	(30,673)	(92)	(430)	(14,464)	(31,103)
Unallocated corporate income	未分配企業收入					-	2,087
Central administrative expenses and Directors' remuneration	中央行政開支及董事薪酬					(9,060)	(17,177)
Loss before tax	除稅前虧損					(23,524)	(46,193)

All of the segment revenue reported above is from external customers.

上述所呈報之所有分類收益均來自外部客戶。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

3. SEGMENT INFORMATION

(Continued)

Operating segment information

(Continued)

Segment results represent loss attributable to the segment without allocation of corporate income, central administrative expenses and directors' remuneration.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating segments:

3. 分類資料(續)

營運分類資料(續)

分類業績為未分配企業收入、中央行政開支及董事薪酬之分類應佔虧損。

分類資產及負債

以下載列本集團按營運分類劃分之資產及負債分析：

		30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
SEGMENT ASSETS	分類資產		
Foundation and Construction	地基及建築	302,280	351,873
Others	其他	375	65,575
Total segment assets	分類資產合計	302,655	417,448
Unallocated assets	未分配資產	54,457	22,587
Consolidated assets	綜合資產	357,112	440,035
SEGMENT LIABILITIES	分類負債		
Foundation and Construction	地基及建築	221,484	298,815
Others	其他	18	106
Total segment liabilities	分類負債合計	221,502	298,921
Unallocated liabilities	未分配負債	158,108	140,088
Consolidated liabilities	綜合負債	379,610	439,009

3. SEGMENT INFORMATION

(Continued)

Segment assets and liabilities

(Continued)

For the purposes of monitoring segment performance and allocating resources to segment:

- (i) All assets are allocated to reportable segments other than the unallocated assets; and
- (ii) All liabilities are allocated to reportable segments other than those unallocated liabilities which are centrally managed by the Group's management.

4. REVENUE

An analysis of the Group's revenue is as follows:

3. 分類資料 (續)

分類資產及負債 (續)

為監控分類表現及向分類分配資源：

- (i) 除未分配資產外，所有資產均被分配至須予呈報分類；及
- (ii) 除由本集團管理層集中管理之未分配負債外，所有負債均被分配至須予呈報分類。

4. 收益

本集團收益分析如下：

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Provision of foundation services	提供地基服務	75,549	137,316

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

5. OTHER INCOME

5. 其他收入

		Six months ended 30 September	
		截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Government grant income (note)	政府補助收入 (附註)	-	2,152
Interest income	利息收入	247	457
Imputed interest income on other borrowing (note 17)	其他借款的推算利息收入 (附註17)	-	2,087
Imputed interest income on other payable (note 16)	其他應付款項的推算利息收入 (附註16)	1,323	-
Sundry income	雜項收入	528	649
		2,098	5,345

Note:

The amount represents the receipts from Employment Support Scheme provided by the Hong Kong government under which the conditions of the government grant were fulfilled.

附註：

該款項指收取自香港政府所提供「保就業」計劃的款項，其項下政府補助的條件已達致。

6. FINANCE COSTS

6. 融資成本

		Six months ended 30 September	
		截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Interest on bank borrowings	銀行借款利息	1,934	2,905
Interest on lease liabilities	租賃負債利息	286	278
Imputed interest expenses on other borrowing (note 17)	其他借款的推算利息開支 (附註17)	5,184	2,981
		7,404	6,164
Less: Amount attributable to contract works	減：合約工程應佔金額	(215)	(1,584)
		7,189	4,580

7. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax is required since the Group has no assessable profits for the six months ended 30 September 2023 (six months ended 30 September 2022: Nil).

7. 所得稅開支

由於本集團於截至二零二三年九月三十日止六個月並無應課稅溢利，故毋須就香港利得稅計提撥備（截至二零二二年九月三十日止六個月：無）。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

8. LOSS FOR THE PERIOD
The Group's loss for the period is stated after charging the followings:

8. 期內虧損
本集團期內虧損已扣除下列各項：

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
Costs of construction materials	建築材料成本 (a)	24,335	39,059
Loss on acquisition of a subsidiary (note 19)	收購一間附屬公司之虧損(附註19) (b)	27	-
Loss on disposal of properties, plant and equipment, net	出售物業、機器及設備的虧損淨額 (b)	490	-
Loss on redemption of a life insurance policy	贖回人壽保險保單的虧損		
- unrealised (note 14(b))	- 未變現(附註14(b))	1,696	-
- realised	- 已變現	1,619	-
	(b)	3,315	-
Depreciation charge	折舊費用		
- own property, plant and equipment	- 自有物業、機器及設備	1,306	2,966
- right-of-use assets	- 使用權資產	1,172	2,021
	(c)	2,478	4,987
Employee benefits expense (including Directors' remuneration):	僱員福利開支(包括董事酬金):		
- Salaries, bonuses and allowances	- 薪金、花紅及津貼	17,523	25,914
- Retirement benefits scheme contributions	- 退休福利計劃供款	477	829
	(d)	18,000	26,743
Lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量的租賃付款 (e)	2,414	5,523

8. LOSS FOR THE PERIOD

(Continued)

Notes:

- (a) The amounts were included in cost of sales.
- (b) The amounts were included in administrative and other operating expenses.
- (c) The amounts included in cost of sales for the six months ended 30 September 2023 and 2022 amounted to approximately HK\$1,338,000 and approximately HK\$3,859,000 respectively.
- (d) The amounts included in cost of sales for the six months ended 30 September 2023 and 2022 amounted to approximately HK\$7,835,000 and approximately HK\$15,962,000 respectively.
- (e) The amounts included in cost of sales for the six months ended 30 September 2023 and 2022 amounted to approximately HK\$1,912,000 and approximately HK\$4,400,000 respectively.

9. DIVIDENDS

The Board does not recommend the payment of an interim dividend to the shareholders for the six months ended 30 September 2023 (six months ended 30 September 2022: Nil).

8. 期內虧損(續)

附註：

- (a) 該金額已計入銷售成本。
- (b) 該金額已計入行政及其他經營開支。
- (c) 該金額已計入截至二零二三年及二零二二年九月三十日止六個月的銷售成本，分別為約1,338,000港元及約3,859,000港元。
- (d) 該金額已計入截至二零二三年及二零二二年九月三十日止六個月的銷售成本，分別為約7,835,000港元及約15,962,000港元。
- (e) 該金額已計入截至二零二三年及二零二二年九月三十日止六個月的銷售成本，分別為約1,912,000港元及約4,400,000港元。

9. 股息

董事會不建議向股東派付截至二零二三年九月三十日止六個月(截至二零二二年九月三十日止六個月：無)的中期股息。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

10. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share is based on the following:

10. 每股虧損

(a) 每股基本虧損

每股基本虧損乃按以下方式計算：

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元
Loss	虧損		
Loss for the purpose of calculating basic loss per share	計算每股基本虧損之虧損	(23,524)	(46,193)

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) '000 千股	2022 二零二二年 (Unaudited) (未經審核) '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	計算每股基本虧損之普通股加權平均數	400,000	400,000

10. LOSS PER SHARE (Continued)

(b) Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the six months ended 30 September 2023 and 2022.

10. 每股虧損(續)

(b) 每股攤薄虧損

由於本公司於截至二零二三年及二零二二年九月三十日止六個月並無任何潛在攤薄普通股，故並無呈列每股攤薄虧損。

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2023, the Group acquired and disposed property, plant and equipment of carrying amount of approximately HK\$16,000 and HK\$15,205,000 respectively (six months ended 30 September 2022: approximately HK\$6,000 and Nil).

11. 物業、機器及設備

截至二零二三年九月三十日止六個月，本集團分別收購及出售物業、機器及設備賬面值約16,000港元及15,205,000港元(截至二零二二年九月三十日止六個月：約6,000港元及無)。

12. RIGHT-OF-USE ASSETS

The Group leases various offices, plants and machineries and motor vehicles for its operations. Lease contracts are entered into for fixed term of 1 year to 5 years.

During the six months ended 30 September 2023, the Group recognised an addition to right-of-use assets for a leased property of approximately HK\$2,906,000 (six months ended 30 September 2022: Nil).

12. 使用權資產

本集團就其經營租賃若干辦公室、機器及機械以及汽車。租賃合約按固定年期1年至5年訂立。

截至二零二三年九月三十日止六個月，本集團已確認租賃物業的使用權資產增加約2,906,000港元(截至二零二二年九月三十日止六個月：無)。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

13. TRADE RECEIVABLES

13. 貿易應收款項

		30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables	貿易應收款項	60,250	9,890
Less: Allowance for doubtful debts under expected credit loss	減：預期信貸虧損項下的呆賬撥備	(5,509)	(5,161)
		54,741	4,729

The ageing analysis of trade receivables, based on the progress payment, is as follows:

貿易應收款項按進度付款的賬齡分析如下：

		30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
0 to 30 days	0至30日	54,171	4,070
Over 90 days	超過90日	570	659
		54,741	4,729

14. NON-CURRENT ASSETS HELD FOR SALE

14. 持作出售的非流動資產

			30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
		Note 附註		
Non-current assets held for sale	持作出售之非流動資產			
- Plant and machinery	- 機器及機械	(a)	12,508	12,508
- Life insurance policy	- 人壽保險保單	(b)	8,267	-
			20,775	12,508

(a) In March 2023, the Group intended to sell certain plant and machinery which was originally acquired for the foundation and construction services. The plant and machinery is presented within total assets of foundation and construction segment in note 3. Plant and machinery classified as non-current assets held for sale during the reporting period was measured at the lower of its carrying amount and fair value less costs to sell at the time of the reclassification.

(a) 於二零二三年三月，本集團擬出售原先為地基及建築服務而收購的若干廠房及機器。廠房及機器於附註3地基及建築分部的總資產內呈列。於報告期間分類為持作出售之非流動資產的廠房及機器按其賬面值與重新分類時的公平值減銷售成本兩者中的較低者計量。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

14. NON-CURRENT ASSETS HELD

FOR SALE (*Continued*)

(a) (*Continued*)

During the Period, the plant and machinery with carrying amount of approximately HK\$12,508,000 classified as non-current assets held for sale were measured at the lower of carrying amount and fair value less costs of sell. The fair value was measured at HK\$12,710,000 less estimated cost of sell of HK\$30,000. Therefore the plant and machinery were measured at their carrying amount at approximately HK\$12,508,000. No written-down was required. The fair value of the plant and machinery was determined using the market comparison approach within level 3 measurement.

14. 持作出售的非流動資產 (續)

(a) (續)

於本期間，賬面值約為12,508,000港元的機器及機械分類為持作出售之非流動資產按賬面值與公平值減出售成本之較低者計量。公平值按12,710,000港元減估計出售成本30,000港元計量，因此，機器及機械按其賬面值12,508,000港元計量。毋須撇減。廠房及機器的公平值乃使用市場比較法釐定，屬於第三級計量。

14. NON-CURRENT ASSETS HELD
FOR SALE *(Continued)*

(a) *(Continued)*

On 17 November 2023, K. H. Foundations Limited (the “Vendor”), a wholly-owned subsidiary of the Company, entered into an asset purchase agreement with Chung Hung Engineering Limited (the “Purchaser”), under which the Vendor agreed to sell, and the Purchaser agreed to purchase, a batch of the socketed H-pile machineries and accessories for a consideration of approximately HK\$12,513,000. Details of the above transaction are set out in the announcement of the Company dated 17 November 2023; and

- (b) In September 2023, the Group intended to redeem a life insurance policy investment with an insurance company to provide working capital for settlement of bank borrowing of the Group. Therefore, the investment classified as non-current assets held for sales during the Period.

14. 持作出售的非流動資產 (續)

(a) (續)

於二零二三年十一月十七日，劍虹地基有限公司（「賣方」，本公司的全資附屬公司）與俊鴻機械工程有限公司（「買方」）訂立資產購買協議，據此，賣方同意出售而買方同意購買一批插座式鋼工字樁機械約12,513,000港元。有關上述交易詳情載於本公司日期為二零二三年十一月十七日之公告；及

- (b) 於二零二三年九月，本集團擬向一家保險公司贖回人壽保單投資，以提供營運資金結算本集團的銀行借款。因此，該投資於本期間分類為持作出售非流動資產。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

14. NON-CURRENT ASSETS HELD

FOR SALE (Continued)

(b) (Continued)

The life insurance policy investment was measured at the lower of its carrying amount and fair value less costs to sell at the time of reclassification and hence a loss on written down of approximately HK\$1,696,000 has been recognised during the Period. As at 30 September 2023, the carrying amount of the such investment amounted to approximately HK\$8,267,000.

14. 持作出售的非流動資產(續)

(b) (續)

於重新分類時，人壽保單投資按其賬面值與公平值減銷售成本之較低者計量，因此，於本期間已確認撇減虧損約1,696,000港元。於二零二三年九月三十日，有關投資的賬面值約為8,267,000港元。

15. TRADE AND RETENTION PAYABLES

15. 貿易應付款項及應付保固金

			30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables	貿易應付款項	(a)	109,627	126,742
Retention payables	應付保固金	(b)	43,298	38,370
			152,925	165,112

15. TRADE AND RETENTION PAYABLES

(Continued)

Notes:

- (a) The ageing analysis of trade payables, based on the date of receipt of goods/services, is as follows:

		30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
0 to 30 days	0至30日	57,893	70,204
31 to 60 days	31日至60日	4,969	16,256
61 to 90 days	61日至90日	1,868	4,824
Over 90 days	90日以上	44,897	35,458
		109,627	126,742

As at 30 September 2023, the Group's trade payables of approximately HK\$233,000 (31 March 2023: Nil) are guaranteed by a director of a Group's subsidiary.

- (b) As at 30 September 2023, the Group's retention payables expected to be due after more than twelve months was approximately HK\$6,384,000 (31 March 2023: approximately HK\$6,185,000).

15. 貿易應付款項及應付保固金(續)

附註：

- (a) 貿易應付款項按收取貨物／服務日期的賬齡分析如下：

於二零二三年九月三十日，本集團的貿易應付款項約233,000港元(二零二三年三月三十一日：無)由本集團一家附屬公司的一名董事擔保。

- (b) 於二零二三年九月三十日，預計將於逾十二個月後到期的本集團應付保固金約6,384,000港元(二零二三年三月三十一日：約6,185,000港元)。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

16. ACCRUALS AND OTHER

PAYABLES

As at 30 September 2023, the Group's accruals and other payables of approximately HK\$54,863,000 (31 March 2023: HK\$35,820,000) represent amount due to a director of a Group's subsidiary. The amount due is unsecured and interest-free. Except for the amount of approximately HK\$18,677,000 is due over 12 months, all remaining balances are repayable on demand.

17. OTHER BORROWING,

UNSECURED

Pursuant to the terms of the sales and purchase agreement entered between New Grace Gain Limited ("New Grace Gain") and Blessing Well Enterprise Limited (the current controlling shareholder of the Company) ("Blessing Well") on 27 April 2018, New Grace Gain provided an unsecured, interest-free loan of HK\$100,000,000 to the Company on 25 May 2018 for a term of 30 months (the "Unsecured Loan"). New Grace Gain shall not be entitled to demand early repayment and the Company has no right to make early repayment of the Unsecured Loan.

16. 應計費用及其他應付款項

於二零二三年九月三十日，本集團應計費用及其他應付款項約54,863,000港元（二零二三年三月三十一日：35,820,000港元）指應付本集團一家附屬公司的一名董事款項。該應付款項為無抵押、免息及按要求償還。除約18,677,000港元之款項於12個月後到期外，所有餘額須按要求償還。

17. 其他借款，無抵押

根據New Grace Gain Limited（「New Grace Gain」）與本公司現時之控股股東福信企業有限公司（「福信」）於二零一八年四月二十七日訂立之買賣協議之條款，New Grace Gain於二零一八年五月二十五日向本公司提供100,000,000港元之30個月無抵押免息貸款（「無抵押貸款」）。New Grace Gain無權要求提前還款及本公司無權提前償還無抵押貸款。

17. OTHER BORROWING,

UNSECURED (Continued)

Up to 31 March 2023, New Grace Gain and the Company have entered into 7 additional supplemental agreements to further extend the repayment period for the Unsecured Loan. HK\$70,000,000 of the Unsecured Loan (the “70 Million Loan”) extended from 30 months to 72 months. The remaining Unsecured Loan of HK\$30,000,000 (the “30 Million Loan”) extended from 30 months to 66 months.

During the Period, New Grace Gain agreed to discharge a portion of the Unsecured Loan amounting to approximately HK\$52,700,000 to recover an equivalent amount of loss arising from certain foundation projects of the Group.

Borrowings were denominated in Hong Kong Dollars (“HK\$”) and interests on bank borrowings were mainly charged at floating rates. 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.

As at 30 September 2023, the carrying amount of the Unsecured Loan was approximately HK\$46,270,000 (31 March 2023: approximately HK\$93,789,000).

17. 其他借款，無抵押(續)

直至二零二三年三月三十一日，New Grace Gain與本公司訂立7份額外補充協議，以進一步延長無抵押貸款的還款期。70,000,000港元之無抵押貸款(「70百萬貸款」)由30個月延長至72個月。餘下無抵押貸款30,000,000港元(「30百萬貸款」)由30個月延長至66個月。

於本期間，New Grace Gain同意解除部分無抵押貸款約52,700,000港元，以收回本集團若干地基項目產生的等額虧損。

借款以港元(「港元」)計值，而銀行借款主要以浮動利率計息。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。

於二零二三年九月三十日，無抵押貸款的賬面值約為46,270,000港元(二零二三年三月三十一日：約93,789,000港元)。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

18. SHARE CAPITAL

18. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<i>Authorised:</i>	<i>法定：</i>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
As at 31 March 2023, 1 April 2023 and 30 September 2023	於二零二三年三月三十一日、二零二三年四月一日及二零二三年九月三十日	10,000,000	100,000
<i>Issued and fully paid:</i>	<i>已發行及繳足：</i>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
As at 31 March 2023, 1 April 2023 and 30 September 2023	於二零二三年三月三十一日、二零二三年四月一日及二零二三年九月三十日	400,000	4,000

19. BUSINESS COMBINATION

On 31 August 2023, the Group acquired the entire issued shares of Fujian Youxu Construction Engineering Company Limited ("Youxu") at a cash consideration of approximately RMB1,761,000 which was settled on 16 October 2023. Following the acquisition, Youxu has become an indirect wholly-owned subsidiary of the Company. Youxu is principally engaged in provision of construction services, trading of construction materials and leasing of construction machineries in the PRC.

19. 業務合併

於二零二三年八月三十一日，本集團收購福建優旭建築工程有限公司（「優旭」）的全部已發行股份，現金代價約為人民幣1,761,000元，已於二零二三年十月十六日以現金結清。於收購後，優旭已成為本公司的間接全資附屬公司。優旭主要於中國從事提供建築服務、建築材料貿易及建築機械租賃。

19. BUSINESS COMBINATION

(Continued)

The following summarises the consideration and the amounts of the assets acquired and liabilities assumed at the date of acquisition:

19. 業務合併 (續)

以下概述於收購日期的代價以及所收購資產及所承擔負債的金額：

		RMB'000 人民幣千元 (Unaudited) (未經審核)	Equivalent to 相等於 HK\$'000 千港元 (Unaudited) (未經審核)
Consideration	代價		
By cash	以現金支付	1,762	2,140
Recognised amounts of identifiable assets acquired and liabilities assumed	所收購可識別資產 及所承擔負債的 已確認金額		
Contract assets	合約資產	4,518	5,488
Inventories	存貨	388	471
Other receivables	其他應收款項	22	26
Bank balances and cash	銀行結餘及現金	8	10
Accruals and other payables	應計費用及 其他應付款項	(2,009)	(2,440)
Bank borrowings	銀行借款	(1,187)	(1,442)
Total identifiable net liabilities	可識別負債 淨額總值	1,740	2,113
Goodwill arising on acquisition (recognised as loss on acquisition of a subsidiary)	收購產生之商譽 (於收購一家 附屬公司時 確認為虧損)	22	27

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
 截至二零二三年九月三十日止六個月

19. BUSINESS COMBINATION

(Continued)

Net cash inflow on acquisition of a subsidiary

19. 業務合併 (續)

收購一家附屬公司之現金流入淨額

HK\$'000
 千港元
 (Unaudited)
 (未經審核)

Net cash acquired from the subsidiary 自附屬公司收購的
 現金淨額

10

20. PERFORMANCE BONDS

(a) At the end of the reporting period, the Group has provided guarantees to an insurance company as follows:

20. 履約保證金

(a) 於報告期末，本集團已向一家保險公司提供如下擔保：

		30 September 2023 二零二三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Guarantees on performance bonds for construction contracts	為建築合約履約保證金提供擔保	13,778	13,778

20. PERFORMANCE BONDS

(Continued)

As at 30 September 2023, the securities for the Group's performance bonds for construction contracts are as follows:

As at 30 September 2023, the guarantees on performance bonds amounting to approximately HK\$13,778,000 (31 March 2023: HK\$13,778,000) are secured by (i) the Group's other receivables of HK\$5,981,000 (2023: HK\$5,981,000); (ii) a personal guarantee executed by a director of a subsidiary of the Company; and (iii) corporate guarantees executed by the Company and a subsidiary of the Company, respectively.

21. CONTINGENT LIABILITIES

(a) In May 2015, a subcontractor claimed against the Group for certain construction works (the "Dispute").

20. 履約保證金(續)

於二零二三年九月三十日，本集團的建築合約履約保證金之抵押如下：

於二零二三年九月三十日，履約保證金約13,778,000港元(二零二三年三月三十一日：13,778,000港元)分別由(i)本集團其他應收款項5,981,000港元(二零二三年：5,981,000港元)；(ii)本公司一家附屬公司的一名董事簽署的個人擔保；及(iii)本公司及本公司一家附屬公司簽署的公司擔保作抵押。

21. 或然負債

(a) 於二零一五年五月，一名分包商就若干建築工程向本集團提出索償(「糾紛」)。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

21. CONTINGENT LIABILITIES

(Continued)

(a) (Continued)

Pursuant to the deed of indemnity executed by the then controlling and substantial shareholder of the Company, New Grace Gain and its ultimate beneficial owners, Mr. Yeung Sau Ming, Boris, Mr. Lau Tai Wah, Gilbert and Mr. Yue Suen Leung, in favour of the Company, each of them has irrevocably and unconditionally, jointly and severally, agreed to indemnify the Group against, among others, all loss and damages arising from the Dispute.

New Grace Gain was fully reimbursed all claims arising from the Dispute up to the date of this interim report.

(b) In the ordinary course of the Group's construction business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or of the Group's subcontractors in accidents arising out of and in the course of their employment. At the end of the reporting period, the directors are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.

21. 或然負債(續)

(a) (續)

根據本公司當時控股股東及主要股東New Grace Gain及其最終實益擁有人楊秀明先生、劉泰華先生及余孫良先生以本公司為受益人而簽立的彌償保證契據，彼等各自已不可撤銷及無條件地共同及各別同意，就(其中包括)因糾紛而產生的一切損失及損害賠償向本集團作出彌償。

直至本中期報告日期，New Grace Gain已獲悉數償付因糾紛而產生的所有申索。

(b) 在本集團的一般建築業務過程中，本集團一直因本集團或本集團分包商的僱員因受僱所引致及在受僱期間發生的意外造成人身傷害而面臨多項索賠。於報告期末，董事認為該等索賠屬於保險的承保範圍，不會對本集團的財務狀況或業績及營運構成任何重大不利影響。

21. CONTINGENT LIABILITIES

(Continued)

(c) Save as the above, two subcontractors lodged claims against the Group with a total sum of approximately HK\$9,804,000. These claims remained in progress and up to the date of this interim report. At the end of the reporting period, the directors are of the opinion that provision has been recognised in the condensed consolidated interim statement of financial position of the Group and such claims will be settled in due course and would not result in any material adverse impact on the financial position or results and operations of the Group.

22. COMMITMENTS

As at 30 September 2023, the Group did not have any significant capital commitments (31 March 2023: Nil).

21. 或然負債(續)

(c) 除上述者外，兩名分包商向本集團提出申索，總額約為9,804,000港元。直至本中期報告日期，該等申索仍在進行中。於報告期末，董事認為已於本集團中期簡明綜合財務狀況表確認撥備，而該等申索將於適當時候解決，且不會對本集團的財務、狀況或業績及營運造成任何重大不利影響。

22. 承擔

於二零二三年九月三十日，本集團並無任何重大資本承擔(二零二三年三月三十一日：無)。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

23. RELATED PARTY TRANSACTIONS

(a) In addition to those related party transactions and balances disclosed elsewhere to the condensed consolidated interim financial statements, the Group had the following material transaction with its related party during the period:

23. 關聯方交易

(a) 除簡明綜合中期財務報表其他地方披露的關聯方交易及結餘外，本集團於期內曾與其關聯方進行以下重大交易：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		'000	'000
		千港元	千港元
Rental expenses charged by a related company (note i)	一家關聯公司收取的租金開支(附註i)	-	823
Salary paid to a related party (note ii)	支付予一名關聯方的薪金(附註ii)	369	369
Gain on discharge of a portion of the Unsecured Loan by New Grace Gain	New Grace Gain解除部分無抵押貸款之收益	52,700	-

(i) Mr. Yeung Sau Ming, Boris, a former director of the Company, who resigned on 13 August 2018 but still retained as a director of the subsidiaries of the Group up to 30 September 2023, was beneficially interested in the related company.

(i) 本公司前董事楊秀明先生(已於二零一八年八月十三日辭任，但直至二零二三年九月三十日仍留任本集團附屬公司董事)於該關聯公司擁有實益權益。

23. RELATED PARTY TRANSACTIONS

(Continued)

(a) (Continued)

- (ii) Mr. Yeung Sau Ming, a director of certain subsidiaries of the Group, whose spouse received the salary during the six months ended 30 September 2022 and 2023.

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

23. 關聯方交易(續)

(a) (續)

- (ii) 本集團若干附屬公司的一名董事楊秀明先生，其配偶於截至二零二二年及二零二三年九月三十日止六個月收取有關薪金。

(b) 本集團主要管理人員薪酬：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		'000	'000
		千港元	千港元
Short term employee benefits	短期僱員福利	5,620	3,140
Pension scheme contributions	退休計劃供款	45	19
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	5,665	3,159

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

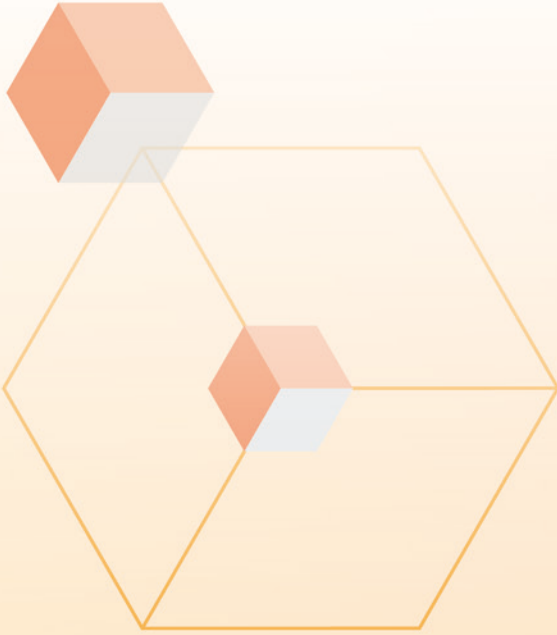
For the six months ended 30 September 2023
截至二零二三年九月三十日止六個月

24. EVENTS AFTER THE REPORTING PERIOD

On 30 November 2023, the Company entered into the placing agreement with Alpha Financial Group Limited (the “Placing Agent”), under which the Placing Agent has conditionally agreed to procure on a best effort basis not less than six placees (as currently expected), who and whose ultimate beneficial owners shall be independent third parties to the subscribe up to 80,000,000 placing shares at the placing price of HK\$0.375 per placing shares. Details of the above transaction are set out in the announcement of the Company dated 30 November 2023.

24. 報告期後事項

於二零二三年十一月三十日，本公司與首盛資本集團有限公司（「配售代理」）訂立配售協議，據此，配售代理已有條件同意按盡力基準，促使不少於六名承配人（按目前預期）認購最多80,000,000股配售股份，該等承配人及其最終實益擁有人須為獨立第三方，配售價為每股配售股份0.375港元。上述交易詳情載於本公司日期為二零二三年十一月三十日之公告。



K. H. GROUP HOLDINGS LIMITED
劍虹集團控股有限公司

