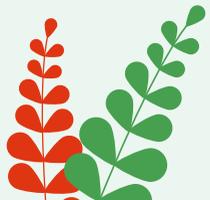




Hang Chi Holdings Limited 恒智控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8405



2022
Third Quarterly Report

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Hang Chi Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.



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Corporate Information

Board of Directors

Executive Directors

Mr. Yik Tak Chi (*Chairman*)
Mr. Chung Kin Man
Ms. Chung Wai Man
Mr. Lui Chi Tat

Non-executive Director

Mr. Lau Joseph Wan Pui

Independent non-executive Directors

Mr. Chan Ching Sum Sam
Mr. Lau Tai Chim
Mr. Wong Wai Ho

Board Committees

Audit Committee

Mr. Chan Ching Sum Sam (*Chairman*)
Mr. Lau Tai Chim
Mr. Wong Wai Ho

Nomination Committee

Mr. Yik Tak Chi (*Chairman*)
Mr. Lau Tai Chim
Mr. Wong Wai Ho

Remuneration Committee

Mr. Lau Joseph Wan Pui (*Chairman*)
Mr. Chan Ching Sum Sam
Mr. Lau Tai Chim

Joint Company Secretaries

Ms. Leung Pui Shan (*HKICPA*)
Ms. Chu Kit Ying

Authorised Representatives

Mr. Chung Kin Man
Ms. Leung Pui Shan

Compliance Officer

Mr. Chung Kin Man

Registered Office

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

Headquarters and Principal Place of Business in Hong Kong

Unit 09, 7/F., FTLife Tower
No. 18 Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

Auditor

UniTax Prism (HK) CPA Limited

Principal Bankers

Hang Seng Bank Limited
CMB Wing Lung Bank Limited
Bank of China (Hong Kong) Limited

Corporate Information

Principal Share Registrar and Transfer Office in the Cayman Islands

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

Branch Share Registrar and Transfer Office in Hong Kong

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

Stock Code

8405

Company's Website

www.shuionnc.com

Contact Information

Address	Unit 09, 7/F., FTLife Tower No. 18 Sheung Yuet Road Kowloon Bay Kowloon Hong Kong
Tel	(852) 2157 1216
Fax	(852) 2157 9624
Email	ir@shuionnc.com

Financial Highlights

	Nine months ended 30 September		
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	Change % (approximate)
Statement of profit or loss and other comprehensive income			
Revenue	144,467	153,401	-5.82%
EBITDA	63,138	73,774	-14.42%
Profit for the period	29,632	38,966	-23.95%

Management Discussion and Analysis

The Company and its subsidiaries (collectively, the “Group”) are an established operator of elderly residential care homes in Hong Kong providing comprehensive residential care home services to the elderly residents including: (i) the provision of accommodation with dietician-managed meal plans, 24-hour nursing and caretaking assistance and professional services such as regular medical consultation, physiotherapy, occupational therapy, psychological and social care services; and (ii) the sale of healthcare and medical consumable products and the provision of customisable add-on healthcare services to the elderly residents. During the nine months ended 30 September 2022 (the “Reporting Period”), the Group derived its revenue from seven elderly residential care homes across different districts in Hong Kong, including four “Shui On 瑞安”, one “Shui Hing 瑞興”, one “Shui Jun 瑞臻” and one “Guardian Home 佳安家” branded elderly residential care homes.

Business and Operational Review

During the Reporting Period, the Group’s revenue amounted to approximately HK\$144,467,000, representing a slight decrease of 5.82% as compared with that of the same period last year. Profit for the period decreased by approximately 23.95% to approximately HK\$29,632,000 due to an increment in the operation costs of the Group as a result of the COVID-19 pandemic. The Group will continue to optimise existing resources, strengthen staff training, and save costs through cost control measures.

In response to the ongoing outbreak of COVID-19, the Company’s crisis response team will continue to monitor the situation of the Group’s residential care homes and strengthen infection control by a series of special measures.

Prospect

Hong Kong is experiencing the structural issue of aging population. According to the “Hong Kong Population Projections 2020–2069” published by the Hong Kong SAR Government, the population of elderly will almost double by 2040. Therefore, demand of the society for elderly residential care services will continue to rise, and will become the main driver for the development and growth of the elderly residential care home industry. With the Group’s experienced management team and reputation in the market, the Group will strengthen talents training and will consider expanding its network of elderly residential care homes in strategic locations in Hong Kong to serve more elderly residents when there are suitable opportunities.

Management Discussion and Analysis

Operating Performance

Revenue

The breakdown of revenue by types of services provided by the Group for the Reporting Period and for the nine months ended 30 September 2022 are set out as follows:

	Nine months ended 30 September			
	2022		2021	
	Revenue HK\$'000	Percentage of segment revenue Approximate%	Revenue HK\$'000	Percentage of segment revenue Approximate%
Rendering of elderly home care services				
- residential care places leased by the Social Welfare Department (the "SWD") under the Enhanced Bought Place Scheme (the "EBPS")	29,524	20.44%	29,241	19.06%
- residential care places leased by the SWD under the Bought Place Scheme on Day Care Units (the "Day Care Services")	3,601	2.49%	3,566	2.33%
- residential care places leased by individual customers	75,041	51.95%	80,893	52.73%
- residential care places leased by non-governmental organisations	207	0.14%	523	0.34%
	108,373	75.02%	114,223	74.46%
Sales of elderly related goods and provision of healthcare services	36,094	24.98%	39,178	25.54%
Total	144,467	100.00%	153,401	100.00%

During the Reporting Period, the Group's revenue decreased from approximately HK\$153,401,000 for the same period last year to approximately HK\$144,467,000 for the Reporting Period, representing an approximately 5.82% decrease.

Management Discussion and Analysis

Rendering of elderly home care services

The revenue from rendering of elderly home care services was derived from the provision of, among others, residence, nursing and caretaking services, health and medical services, rehabilitation services, meal preparation services and social care services in Hong Kong. The revenue decreased from approximately HK\$114,223,000 for the same period last year to approximately HK\$108,373,000 for the Reporting Period, representing an approximately 5.12% decrease.

- *Residential care places leased by the SWD under the EBPS*

During the Reporting Period, the revenue derived from the SWD, which leased a fixed number of residential care places at the Group's elderly residential care homes under the EBPS, increased from approximately HK\$29,241,000 for the same period last year to approximately HK\$29,524,000 for the Reporting Period, representing an approximately 0.97% increase.

- *Residential care places leased by the SWD under the Day Care Services*

Two of the Group's elderly residential care homes under the EBPS have participated in the Day Care Services for elderly of the SWD. The Group provided 40 day care units with a range of centre-based care and services for elderly since May 2020.

During the Reporting Period, the revenue derived from the SWD, which elder persons nominated and arranged by the SWD to receive the Day Care Services at the Group's elderly residential care homes under the Day Care Services increased from approximately HK\$3,566,000 for the same period last year to approximately HK\$3,601,000 for the Reporting Period, representing an approximately 0.98% increase.

- *Residential care places leased by individual customers*

As a result of the persistent COVID-19 pandemic, the revenue derived from rendering of elderly home care services for individual customers, together with the unsubsidised portions paid by individual customers under the EBPS decreased from approximately HK\$80,893,000 for the same period last year to approximately HK\$75,041,000 for the Reporting Period, representing an approximately 7.23% decrease.

Management Discussion and Analysis

- *Residential care places leased by non-governmental organisations*

The revenue derived from the non-governmental organisations which leased residential care places from the Group's elderly residential care homes decreased from approximately HK\$523,000 for the same period last year to approximately HK\$208,000 for the Reporting Period, representing an approximately 60.23% decrease. The decline in such revenue was due to the reduction on referrals of customers from non-governmental organisation as a result of the COVID-19 pandemic.

Sales of elderly related goods and provision of healthcare services

The revenue from sales of elderly related goods and provision of healthcare services was derived from the sales of adult nappies, nutritional milk, other medical consumable products, daily supplies and provision of additional healthcare services to the residents. The revenue decreased from approximately HK\$39,178,000 for the same period last year to approximately HK\$36,094,000 for the Reporting Period, representing an approximately 7.87% decrease. The decline in such revenue was due to the decrease in average occupancy rate of the Group's elderly residential care homes for the Reporting Period.

Average occupancy rates of the elderly residential care homes

The average occupancy rates of the Group's elderly residential care homes for the Reporting Period and the same period last year are set out as follows:

	Nine months ended 30 September	
	2022	2021
	approximate %	approximate %
Average occupancy rates		
– elderly residential care homes under the EBPS	86.17%	94.56%
– non-EBPS elderly residential care homes	75.34%	82.06%

The decrease in average occupancy rates during the Reporting Period was attributable to the decrease in the number of residents admitted to the Group's elderly residential care homes as a result of the COVID-19 pandemic.

Management Discussion and Analysis

Staff costs

Staff costs are the largest component of the operating expenses, which comprised of wages, salaries, bonuses, long service payments, retirement benefit costs and other allowances and benefits payable to employees. During the Reporting period, since more staff have been employed for providing health and personal care services to service users of residential care homes who were admitted for quarantine, the amount of staff costs increased from approximately HK\$61,950,000 for the same period last year to approximately HK\$71,708,000 for the Reporting Period, representing an approximately 15.75% increase.

Property rental and related expenses

Property rental and related expenses mainly represented by the rental and ancillary office payments under operating leases related to the elderly residential care homes. The amount of property rental and related expenses increased from approximately HK\$13,934,000 for the same period last year to approximately HK\$15,038,000 for the Reporting Period, representing an approximately 7.92% increase. With the adoption of IFRS 16 Leases, the rental expenses were re-allocated between Property rental and related expenses, Depreciation and amortisation and Finance costs. The rental and related expenses payments for the elderly residential care homes and office amounted to approximately HK\$23,696,000 in total for the Reporting Period.

Profit for the period

During the Reporting Period, the Group recorded a profit of approximately HK\$29,632,000 and approximately HK\$38,966,000 was noted for the same period last year. During the Reporting Period, the Group had allocated more resources in manpower and materials for epidemic prevention measures. This led to an increment in the costs and resulted in a drop in profit for the period.

Human Resources and Remuneration Policy

As at 30 September 2022, the Group had 494 employees (30 September 2021: 398 employees). The Group offered competitive remuneration package, discretionary bonuses and social insurance benefits to its employees. In addition, a share option scheme (the "Share Option Scheme") has been adopted on 21 June 2017 for, among others, the employees of the Group.

Management Discussion and Analysis

Potential Relocation of Shui Jun Nursing Centre (Yau Tong) Company Limited

The Company identified that (i) the use of properties located at (a) Shops 101 to 105, 127 to 142 and 158 to 165, 1st Floor, Ka Kwai Arcade and (b) Unit No. G67, Ground Floor and Unit B, 1st Floor, Ka Fat Arcade, Yau Tong Centre, Yau Tong, Kowloon, Hong Kong collectively, (the “Yau Tong Properties”) by Shui Jun Nursing Centre (Yau Tong) Company Limited (瑞臻護理中心(油塘)有限公司) (“Shui Jun (Yau Tong)”) for the operation of an elderly residential care home is inconsistent with the user stated in the deed of mutual covenants and occupation permits of the Yau Tong Properties, which also constitutes a breach of the government lease; and (ii) Shui Jun (Yau Tong) or the relevant landlords failed to serve a notice under Section 25 of the Buildings Ordinance (Cap. 123 of the Laws of Hong Kong) to the Building Authority about the intended change of user of the Yau Tong Properties.

As at the date of this report, no warning letters from the Lands Department had been received nor any inspection, fines or prosecution action had been taken by the Hong Kong Government or any competent authorities with respect to the said incident. As advised by the legal counsel, (a) the failure to issue the Section 25 notice to the Building Authority for change of land use took place before the 12-month prosecution time bar under section 40(8) of the Buildings Ordinance; and (b) the risk of enforcement action by the Lands Department in the form of re-entry is remote because Shui Jun (Yau Tong) has not received any warning letter from the Lands Department regarding misuse of the Yau Tong Properties.

The Company has prepared a relocation plan and has been considering potential relocation of the elderly residential care home operated by Shui Jun (Yau Tong) to other properties. In the event the Company could not find a suitable property, the Company may consider a potential disposal of Shui Jun (Yau Tong), subject to the then market condition, to minimise any impact of the aforesaid incident to the Group. As at the date of this report, the Group has not engaged in any formal negotiations or signed any documents regarding the potential disposal with any potential buyers.

Change of Independent Non-Executive Directors and Composition of Board Committees

Mr. Kwok Chi Shing (郭志成) has resigned as an independent non-executive Director, the chairman of the audit committee of the Company (the “Audit Committee”) and a member of the remuneration committee of the Company (the “Remuneration Committee”) with effect from 15 August 2022 in order to devote more time to his respective other business commitments.

Management Discussion and Analysis

Mr. Chan Ching Sum Sam (陳錚森) has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 15 August 2022. Mr. Chan shall hold office until the next general meeting of the Company and, being eligible, offer himself for re-election and is thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company.

For details of the change of independent non-executive Directors, please refer to the announcement of the Company dated 15 August 2022.

Appointment of Joint Company Secretary

Ms. Chu Kit Ying (朱潔瑩) has been appointed as the joint company secretary of the Company with effective from 15 August 2022. Ms. Leung Pui Shan, the existing company secretary of the Company, will continue to act as the other joint company secretary of the Company.

For details of the appointment of joint company secretary, please refer to the announcements of the Company dated 15 August 2022 and 23 September 2022, respectively.

Event Subsequent to the Reporting Period

Acquisition of a Property

Subsequent to the Reporting Period, on 14 October 2022, Telecom World Limited (the “Vendor”), Shui On Nursing Home Holdings Limited (the “Purchaser”, an indirect wholly-owned subsidiary of the Company) and a third party property agent entered into the provisional agreement for sale and purchase, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell, the property which consists of Unit 1107 on 11/F of Tower III Enterprise Square, No.9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong (the “Property”) at the consideration of HK\$16,474,500 (before the Purchaser’s costs and expenses). On 7 November 2022, the Purchaser and the Vendor signed the formal agreement for sale and purchase in respect of the Property. The Group intends to use the Property as office.

Given that one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the acquisition of the Property exceed 5% but all are less than 25%, the acquisition of the Property constitutes a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules.

For details of the acquisition of the Property, please refer to the announcements of the Company dated 14 October 2022 and 7 November 2022, respectively.

Other Information

Corporate Governance Practices

The Company believes that good corporate governance provides a framework that is crucial for effective management, healthy corporate culture, sustainable business growth and promoting shareholders' value. The corporate governance principles of the Company emphasise a quality Board, proper internal controls, and improved transparency and accountability for the benefit of the shareholders of the Company (the "Shareholders").

During the Reporting Period, the Company has adopted and complied with, where applicable, the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules.

Code of Conduct of Directors' Securities Transactions

The Company has adopted the required standard of dealings (the "Required Standard of Dealings") as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. In response to the specific enquiry made by the Company, all Directors confirmed that they fully complied with the Required Standard of Dealings throughout the Reporting Period.

Competing Business of Directors and Controlling Shareholders

For the Reporting Period, none of the Directors, controlling shareholders or substantial shareholders of the Company or any of their respective close associates (as defined under the GEM Listing Rules) are engaged in any business that competes or may complete, directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor are they aware of any other conflicts of interest which any such persons has or may have with the Group.

Other Information

Dividend

The Board does not recommend the payment of any dividend for the Reporting Period.

Share Option Scheme

Pursuant to the resolution passed by the Shareholders on 21 June 2017, the Company has adopted the Share Option Scheme which is valid and effective for a period of 10 years from 21 June 2017. The purpose of the Share Option Scheme is to provide incentives or rewards to the eligible persons for their contributions to the Group. Eligible person under the Share Option Scheme means any full-time or part-time employee of the Company or any member of the Group, including any executive Directors, non-executive Directors and independent non-executive Directors, suppliers, customers, agents, advisors and consultants of the Group who, in the sole opinion of the Board, will contribute or have contributed to the Group. The Board may, at its discretion, invite any of the aforesaid eligible persons to take up the options. There is no change to the terms of the Share Option Scheme since adoption.

The total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and other share option scheme is 40,000,000, representing 10% of the Shares in issue as at the date of this report.

No share option had been granted, exercised or cancelled by the Company under the Share Option Scheme since adoption and during the Reporting Period and there is no outstanding share option as at the date of this report.

Other Information

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation

As at 30 September 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 or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were required: (a) to be 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 which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Long Positions in the Shares

Name of Directors/ Chief executive	Capacity/ Nature of interests	Number of Shares held/ interested in	Approximate percentage of shareholding ^(Note 1)
Mr. Yik Tak Chi ("Mr. Yik")	(i) Interest of controlled corporation ^(Note 2)	258,996,000	64.75%
	(ii) Beneficial owner ^(Note 2)		
Mr. Lui Chi Tat ("Mr. Lui")	(i) Interest of controlled corporation ^(Note 3)	36,032,000	9.01%
	(ii) Beneficial owner ^(Note 3)		
	(iii) Interest of spouse ^(Note 3)		
Mr. Chung Kin Man ("Mr. Chung")	Beneficial owner	40,000	0.01%
Ms. Chung Wai Man ("Ms. Chung")	Beneficial owner	20,000	0.005%

Other Information

Notes:

1. The approximate percentage of shareholding is calculated based on 400,000,000 Shares in issue as at 30 September 2022.
2. As at 30 September 2022, Mr. Yik was interested in 258,996,000 Shares, of which 248,700,000 Shares were held by Shui Wah Limited ("Shui Wah") and 10,296,000 Shares were directly held by him.

Shui Wah was owned as to 100.00% by Lucky Expert Investments Limited ("Lucky Expert"), which was in turn owned as to 59.88% by Hang Chi Development & Investment Limited ("HCDI"). Mr. Yik indirectly owned the entire issued share capital of HCDI through Multifield Investment Development Limited ("Multifield"). By virtue of the SFO, Mr. Yik is deemed to be interested in the same number of shares in Lucky Expert held by HCDI, same number of shares in Shui Wah held by Lucky Expert, and all the Shares held by Shui Wah. Mr. Yik is the sole director of Shui Wah, Lucky Expert, HCDI and Multifield.

3. As at 30 September 2022, Mr. Lui was interested in 36,032,000 Shares, of which 15,300,000 Shares were held by Jumbo Sino Investment Limited ("Jumbo Sino"), a company incorporated in Hong Kong and wholly owned by Mr. Lui, 20,720,000 Shares were directly held by him and 12,000 Shares were held by his spouse. By virtue of the SFO, Mr. Lui is deemed to be interested in all the Shares held by Jumbo Sino and his spouse. Mr. Lui is a director of Jumbo Sino.

Other Information

Long Positions in the ordinary shares of associated corporation

Name of Directors/ chief executive	Name of associated corporation	Capacity/ Nature of interests	Number of shares held/ interested in	Percentage of shareholding
Mr. Yik	Multifield	Beneficial owner ^(Note)	1	100.00%
	HCDI	Interest of controlled corporation ^(Note)	20,000	100.00%
	Lucky Expert	Interest of controlled corporation ^(Note)	5,988	59.88%
	Shui Wah	Interest of controlled corporation ^(Note)	10,000	100.00%
Mr. Chung	Lucky Expert	Beneficial owner	493	4.93%
Ms. Chung	Lucky Expert	Beneficial owner	602	6.02%
Mr. Lui	Jumbo Sino	Beneficial owner	3	100.00%

Note:

As at 30 September 2022, the Company was owned as to approximately 62.18% by Shui Wah. Shui Wah was owned as to 100.00% by Lucky Expert, which was in turn owned as to 59.88% by HCDI. Mr. Yik indirectly owned the entire issued share capital of HCDI through Multifield. By virtue of the SFO, Mr. Yik is deemed to be interested in the same number of shares in Lucky Expert held by HCDI, same number of shares in Shui Wah held by Lucky Expert and all the Shares held by Shui Wah. Accordingly, Multifield, HCDI, Lucky Expert and Shui Wah are associated corporations of the Company.

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which was required to be notified the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which would be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or otherwise to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

Other Information

Substantial Shareholders' Interest and Short Positions in Shares and Underlying Shares

As at 30 September 2022, as far as known to the Directors or chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had the interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long Positions in the Shares

Name of Shareholder	Capacity/ Nature of interests	Number of Shares held/ interested in	Approximate percentage of shareholding ^(Note 1)
Shui Wah	Beneficial owner ^(Note 2)	248,700,000	62.18%
Lucky Expert	Interest in controlled corporation ^(Note 2)	248,700,000	62.18%
Multifield	(i) Interest in controlled corporation ^(Note 2) (ii) Interest held jointly with other person ^(Note 3)	258,996,000	64.75%
HCDI	(i) Interest in controlled corporation ^(Note 2) (ii) Interest held jointly with other person ^(Note 3)	258,996,000	64.75%
Ms. Yik Wai Hang ("Ms. WH Yik")	Interest held jointly with other person ^(Note 3)	258,996,000	64.75%
Ms. Chung Shuk Man	Interest of spouse ^(Note 4)	258,996,000	64.75%
Yingfeng International Investment Limited (盈豐國際投資有限公司) ("Yingfeng International")	Beneficial owner ^(Notes 5 and 6)	32,000,000	8.00%
Ruipei Industrial (Shanghai) Co., Ltd.* (芮沛實業(上海)有限公司) ("Ruipei")	Interest in controlled corporation ^(Notes 5 and 6)	32,000,000	8.00%

Other Information

Name of Shareholder	Capacity/ Nature of interests	Number of Shares held/ interested in	Approximate percentage of shareholding ^(Note 1)
Zhongchuang Investment (Holdings) Limited (眾創投資(控股)有限公司) (“Zhongchuang”)	Interest in controlled corporation ^(Notes 5 and 6)	32,000,000	8.00%
China Minsheng Futurelife Holding Group Co., Ltd.* (中民未來控股集團有限公司) (“CMIG Futurelife”)	Interest in controlled corporation ^(Notes 5 and 6)	32,000,000	8.00%
China Minsheng Investment Group Co., Ltd.* (中國民生投資股份有限公司) (“CMIG”)	Interest in controlled corporation ^(Notes 5 and 6)	32,000,000	8.00%

* For identification purposes only

Notes:

- The approximate percentage of shareholding is calculated based on 400,000,000 Shares in issue as at 30 September 2022.
- As at 30 September 2022, Shui Wah held 248,700,000 Shares. Shui Wah was owned as to 100.00% by Lucky Expert, which was in turn owned as to 59.88% by HC DI. Mr. Yik indirectly owned the entire issued share capital of HC DI through Multifield. By virtue of the SFO, each of Mr. Yik, Multifield, HC DI and Lucky Expert is deemed to be interested in all the Shares held by Shui Wah.
- On 13 December 2016, Mr. Yik, Multifield, HC DI and Ms. WH Yik entered into an acting in concert agreement (the “Acting In Concert Agreement”) to acknowledge and confirm, among other things, that they are parties acting in concert (having the meaning as ascribed thereto in The Codes on Takeovers and Mergers and Share Buy-backs) in respect of each of the members of the Group from the date of which both Mr. Yik and Ms. WH Yik became the shareholders of Shui On Nursing Home Holdings Limited (i.e. 31 July 2013) and will continue to be parties acting in concert until such arrangement is terminated in writing by them pursuant to the Acting In Concert Agreement. As such, they are deemed to be interested in the Shares held by the others.

Other Information

As disclosed above, as at 30 September 2022, Mr. Yik was interested in 258,996,000 Shares. Accordingly, by virtue of the Acting in Concert Agreement, Mr. Yik, Multifield, HCDI and Ms. WH Yik together control approximately 64.75% of the issued share capital of the Company.

4. Ms. Chung Shuk Man is the spouse of Mr. Yik. By virtue of the SFO, Ms. Chung Shuk Man is deemed to be interested in all the Shares in which Mr. Yik is interested.
5. As disclosed in the prospectus of the Company dated 28 June 2017, on 21 June 2017, Yingfeng International, as cornerstone investor, entered into a cornerstone investment agreement with, among others, the Company, pursuant to which Yingfeng International subscribed for a total number of 32,000,000 Shares.
6. Yingfeng International is a company incorporated under the laws of British Virgin Islands. To the best of the Directors' knowledge, information and belief, after making all reasonable enquiries, Yingfeng International is wholly-owned by Zhongchuang, a company incorporated in Hong Kong. Zhongchuang is wholly owned by Ruipei, which is in turn wholly owned by CMIG Futurelife. CMIG Futurelife is held as to 65% by CMIG and 35% by an independent third party. Each of Ruipei, CMIG Futurelife and CMIG is established under the laws of the People's Republic of China.

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any persons (other than the Directors and chief executive of the Company) who had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Purchase, Sale Or Redemption of Listed Securities of the Company

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

Audit Committee and Review of the Third Quarterly Results

Pursuant to Rule 5.28 of the GEM Listing Rules, the Company has established an Audit Committee with written terms of reference aligned with the CG Code. The Audit Committee comprises three independent non-executive Directors, namely Mr. Chan Ching Sum Sam, Mr. Lau Tai Chim and Mr. Wong Wai Ho. The main role and functions of the Audit Committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting, risk management and internal control systems.

Other Information

The Audit Committee has discussed with the management of the Company and reviewed the unaudited results for the Reporting Period and the unaudited condensed consolidated financial statements of the Group for the Reporting Period, which is of the opinion that such statements have complied with the applicable accounting standards and that adequate disclosure has been made in respect thereof.

By order of the Board
Hang Chi Holdings Limited
Yik Tak Chi
Chairman

Hong Kong, 8 November 2022

As at the date of this report, the executive Directors are Mr. YIK Tak Chi, Mr. LUI Chi Tat, Mr. CHUNG Kin Man and Ms. CHUNG Wai Man, the non-executive Director is Mr. LAU Joseph Wan Pui and the independent non-executive Directors are Mr. WONG Wai Ho, Mr. LAU Tai Chim and Mr. CHAN Ching Sum Sam.

Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the three and nine months ended 30 September 2022

The board (the “Board”) of Directors of the Company hereby presents the unaudited condensed consolidated third quarterly results of the Company and its subsidiaries (collectively referred to as the “Group”) for the nine months ended 30 September 2022 (the “Reporting Period”) together with the unaudited comparative figures for the corresponding period in 2021 (the “Corresponding Period” or “2021”) as follows:

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
REVENUE	4	48,603	51,370	144,467	153,401
Other income	5	13,663	9,194	33,618	22,050
Staff costs		(24,644)	(21,165)	(71,708)	(61,950)
Property rental and related expenses		(5,724)	(4,590)	(15,038)	(13,934)
Depreciation and amortisation		(8,366)	(8,265)	(24,948)	(24,059)
Food		(1,446)	(1,420)	(4,234)	(4,213)
Medical fees		(2,251)	(3,313)	(7,031)	(8,427)
Professional and legal fees		(1,279)	(424)	(4,349)	(3,996)
Utility expenses		(1,510)	(1,339)	(3,324)	(3,135)
Consumables		(539)	(523)	(1,993)	(1,433)
Other operating expenses		(2,975)	(1,469)	(7,270)	(4,589)
Finance costs	6	(656)	(966)	(2,212)	(2,795)
PROFIT BEFORE TAX	7	12,876	17,090	35,978	46,920
Income tax expenses	8	(2,334)	(2,854)	(6,346)	(7,954)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		10,542	14,236	29,632	38,966
Attributable to:					
Owners of the Company		10,817	12,989	28,237	35,107
Non-controlling interests		(275)	1,247	1,395	3,859
		10,542	14,236	29,632	38,966
EARNINGS PER SHARE ATTRIBUTABLE TO THE OWNERS OF THE COMPANY					
– Basic and diluted (HK cents)	10	2.70	3.25	7.06	8.78

Details of the dividends during the reporting period are disclosed in note 9 to the unaudited condensed consolidated financial statements.

Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2022

	Attributable to owners of the company					Total	Non-controlling interests	Total equity
	Issued capital	Share premium*	Merger reserve*	Other reserve*	Retained profits*			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2022 (audited)	4,000	109,298	5	(10,840)	66,020	168,483	10,658	179,141
Profit and total comprehensive income for the period	-	-	-	-	28,237	28,237	1,395	29,632
Interim dividend declared	-	-	-	-	-	-	(4,599)	(4,599)
At 30 September 2022 (unaudited)	4,000	109,298	5	(10,840)	94,257	196,720	7,454	204,174

For the nine months ended 30 September 2021

	Attributable to owners of the Company					Total	Non-controlling interests	Total equity
	Issued capital	Share premium*	Merger reserve*	Other reserve*	Retained profits*			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2021 (audited)	4,000	109,298	5	(10,840)	83,066	185,529	10,701	196,230
Profit and total comprehensive income for the period	-	-	-	-	35,107	35,107	3,859	38,966
Interim dividend declared	-	-	-	-	(32,000)	(32,000)	(5,279)	(37,279)
At 30 September 2021 (unaudited)	4,000	109,298	5	(10,840)	86,173	188,636	9,281	197,917

* These reserve accounts comprise the consolidated reserves of approximately HK\$192,720,000 and HK\$184,636,000 in the unaudited condensed consolidated statement of financial position as at 30 September 2022 and 2021 respectively.

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

1. General Information

Hang Chi Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company’s registered office is situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company’s principal place of business is situated at Unit 09, 7/F., FTLife Tower, No. 18 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong.

The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the operation of elderly residential care homes in Hong Kong.

In the opinion of the directors, the holding company of the Company is Shui Wah Limited (“Shui Wah”), which was incorporated in the British Virgin Islands (“BVI”). The Company’s ultimate holding company is Multifield Investment Development Limited, a company incorporated in the BVI with limited liability on 8 January 2010, which is wholly owned by Mr. Yik Tak Chi.

2. Basis of Preparation

The unaudited condensed consolidated financial information of the Group for the nine months ended 30 September 2022 (the “Condensed Financial Report”) has been prepared in accordance with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (“IASB”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”).

The Condensed Financial Report should be read in conjunction with the annual financial statements of the Company for the year ended 31 December 2021 (the “2021 Annual Financial Statements”). The principal accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2021 Annual Financial Statements, except for the adoption of the new or amended International Financial Reporting Standards (“IFRSs”) issued by the IASB which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2022.

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

2. Basis of Preparation *(Continued)*

The adoption of the new and revised IFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the nine months ended 30 September 2022 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the nine months ended 30 September 2022.

The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The Condensed Financial Report has been prepared under the historical cost convention. The Condensed Financial Report is presented in Hong Kong dollars ("HK\$") which is also the functional currency of the Company and all values are rounded to the nearest thousands ("HK\$'000") unless otherwise stated.

The unaudited condensed consolidated financial statements have not been audited by the Company's auditor, but have been reviewed by the audit committee of the Company (the "Audit Committee").

3. Operating Segment Information

For management purposes, the Group has only one reportable operating segment, which is the operation of residential care homes. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

Geographical information is not presented since all of the Group's revenue from external customers is generated in Hong Kong and all of the non-current assets of the Group are located in Hong Kong. The non-current asset information is based on the locations of assets and excludes financial instruments and deferred tax assets.

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

3. Operating Segment Information (Continued)

Information about a major customer

Revenue of approximately HK\$33,125,000 for the nine months ended 30 September 2022 (nine months ended 30 September 2021: HK\$32,807,000), which amounted to more than 10% of the Group's revenue, was derived from the Hong Kong Government under the Enhanced Bought Place Scheme and the Bought Place Scheme on Day Care Units.

4. Revenue

An analysis of revenue is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Revenue from contracts with customers				
Rendering of elderly home care services	35,992	37,716	108,373	114,223
Sales of elderly related goods and provision of healthcare services	12,611	13,654	36,094	39,178
	48,603	51,370	144,467	153,401

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

4. Revenue (Continued)

Revenue from contracts with customers

(i) *Disaggregated revenue information*

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Timing of revenue recognition				
Services transferred over time	41,931	44,026	124,610	131,019
Goods transferred at a point in time	6,672	7,344	19,857	22,382
Total revenue from contracts with customers	48,603	51,370	144,467	153,401

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

4. Revenue (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:				
Rendering of elderly home care services	279	359	320	445
Sale of elderly related goods and provision of healthcare	106	58	137	72
	385	417	457	517

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

4. Revenue (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Rendering of services

The performance obligation is satisfied over time as services are rendered and advance payments are normally required for home care services and certain healthcare services. For other healthcare services, payment is generally due within 30 days.

Sale of goods

The performance obligation is satisfied upon delivery of the goods and advance payments are generally required. For other goods where advance payment is not required, payment is generally due within 30 days from delivery.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 September 2022 and 2021 are as follows:

	As at 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Within one year	395	418

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

5. Other Income

An analysis of other income is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Provision of care support services	8,908	6,600	23,065	15,220
Government grants (note)	4,019	1,500	8,115	3,986
Sundry income	97	7	213	64
Rental income	489	593	1,834	2,022
Bank interest income	19	3	38	19
Others	131	491	353	739
	13,663	9,194	33,618	22,050

Note: During the nine months ended 30 September 2022, the Group recognised government grants of approximately HK\$5,075,000 (nine months ended 30 September 2021:HK\$1,043,000) in respect of COVID-19-related subsidies, of which amounted to approximately HK\$4,079,000 (nine months ended 30 September 2021:HK\$nil) related to Employment Support Scheme provided by the Government of the Hong Kong Special Administrative Region under the Anti-Epidemic Fund. The remaining government grants of approximately HK\$3,040,000 (nine months ended 30 September 2021:HK\$2,943,000) related to the Infirmary Care Supplement, Dementia Supplement, Training Subsidy Scheme for Staff of Residential Care Homes, Elderly Health Care Voucher Scheme and Electrical Equipment Upgrade Scheme. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

6. Finance Costs

An analysis of finance costs is as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Interest on lease liabilities	656	966	2,212	2,795

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

7. Profit before Tax

The Group's profit before tax is arrived at after charging/(crediting):

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Cost of inventories sold	3,028	3,338	9,577	9,764
Depreciation of property, plant and equipment	616	511	1,695	1,280
Depreciation of right-of-use assets	6,862	6,864	20,585	20,112
Amortisation of intangible assets	887	890	2,667	2,667
Auditor's remuneration	560	–	960	800
Employee benefit expense including Directors' and chief executive's remuneration:				
– Wages and salaries	23,431	19,846	67,654	58,140
– Pension scheme contributions	748	605	2,032	1,769
	24,179	20,451	69,686	59,909
Bank interest income*	(19)	(3)	(38)	(19)
Government grants*	(4,019)	(1,500)	(8,115)	(3,986)

* Included in "Other income" in the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

8. Income Tax Expenses

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the reporting period (nine months ended 30 September 2021: 16.5%), except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (nine months ended 30 September 2021: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% (nine months ended 30 September 2021: 8.25%) and the remaining assessable profits are taxed at 16.5% (nine months ended 30 September 2021: 16.5%).

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Current – Hong Kong				
Charge for the period	2,341	3,001	6,424	7,933
Deferred tax	(7)	(147)	(78)	(695)
Total tax charge for the period	2,334	2,854	6,346	7,238

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

9. Dividends

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Interim – Nil (nine months ended 30 September 2021: HK\$8.00 cents per ordinary share)	–	–	–	32,000

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: interim dividend of HK8.00 cents per share).

The distribution amounts set out in the unaudited condensed consolidated statements of changes in equity of HK\$4,599,000 for the nine months ended 30 September 2022 represented the dividends declared by Shui On Nursing Centre (Kwai Shing E.) Co. Limited and Guardian Home Limited, non-wholly-owned subsidiaries of the Company, to their non-controlling shareholders.

The distribution amounts set out in the unaudited condensed consolidated statements of changes in equity of HK\$5,279,000 for the nine months ended 30 September 2021 represented the dividends declared by Shui On Nursing Centre (Kwai Shing E.) Co. Limited and Guardian Home Limited, non-wholly-owned subsidiaries of the Company, to their non-controlling shareholders.

Notes to Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2022

10. Earnings Per Share

The calculation of the basic earnings per share amount is based on the profit for the nine months ended 30 September 2022 attributable to owners of the Company, and the weighted average number of ordinary shares of 400,000,000 (nine months ended 30 September 2021: 400,000,000) in issue during the period.

The calculation of basic earnings per share is based on:

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Earnings				
Profit attributable to owners of the Company used in the basic earnings per share calculation	10,817	12,989	28,237	35,107
Shares				
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	400,000,000	400,000,000	400,000,000	400,000,000

No adjustment has been made to the basic earnings per share amounts presented for the nine months ended 30 September 2022 and 2021 as the Group had no potentially dilutive ordinary shares in issue during these periods.