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Shun Wo Group Holdings Limited

汛和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1591)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022

The board (the “**Board**”) of directors (the “**Directors**”) of Shun Wo Group Holdings Limited (the “**Company**”) is pleased to present the unaudited interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 September 2022 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2021.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2022

		For the six months ended 30 September	
	Notes	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue	4	128,348	114,631
Direct costs		<u>(117,121)</u>	<u>(103,102)</u>
Gross profit		11,227	11,529
Other income and gains	4	1,339	137
Administrative and other operating expenses		(9,765)	(10,502)
Net reversal of impairment losses on financial assets and contract assets		<u>13,458</u>	<u>101</u>
Profit before income tax	5	16,259	1,265
Income tax expense	6	<u>–</u>	<u>–</u>
Profit and total comprehensive income for the period attributable to owners of the Company		<u>16,259</u>	<u>1,265</u>
Earnings per share attributable to owners of the Company			
— Basic and diluted earnings per share (HK cents)	7	<u>0.406</u>	<u>0.032</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

	<i>Notes</i>	As at 30 September 2022 <i>HK\$'000</i> (Unaudited)	As at 31 March 2022 <i>HK\$'000</i> (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	9	17,025	14,276
Right-of-use assets		<u>84</u>	<u>101</u>
		17,109	14,377
Current assets			
Contract assets	10	71,575	48,234
Trade and other receivables	11	19,209	56,597
Pledged bank deposit	12	11,174	5,016
Bank balances and cash	13	<u>30,884</u>	<u>17,964</u>
		132,842	127,811
Total assets		<u>149,951</u>	<u>142,188</u>
EQUITY			
Equity attributable to owners of the Company			
Capital and reserves			
Share capital	14	40,000	40,000
Reserves		<u>63,575</u>	<u>47,316</u>
Total equity		<u>103,575</u>	<u>87,316</u>
LIABILITIES			
Current liabilities			
Trade and other payables	15	<u>46,376</u>	54,872
Total liabilities		<u>46,376</u>	<u>54,872</u>
Total equity and liabilities		<u>149,951</u>	<u>142,188</u>
Net current assets		<u>86,466</u>	<u>72,939</u>
Total assets less current liabilities		<u>103,575</u>	<u>87,316</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve <i>HK\$'000</i>	(Accumulated losses)/ retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
Balance as at 31 March 2022 (Audited)	40,000	56,625	198	(9,507)	87,316
Profit and total comprehensive income for the period	–	–	–	16,259	16,259
Balance as at 30 September 2022 (Unaudited)	40,000	56,625	198	6,752	103,575
Balance as at 31 March 2021 (Audited)	40,000	56,625	198	(5,012)	91,811
Profit and total comprehensive income for the period	–	–	–	1,265	1,265
Balance as at 30 September 2021 (Unaudited)	40,000	56,625	198	(3,747)	93,076

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

	For the six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Cash flows from operating activities and net cash generated from/(used in) operating activities	24,832	(4,906)
Cash flows from investing activities		
Interest received	28	4
Increase in pledged bank deposit	(6,158)	–
Release of bank deposit with original maturity over three months	2,005	–
Purchases of property, plant and equipment	(5,782)	(2,089)
Proceeds from disposal of property, plant and equipment	–	1,400
Net cash used in investing activities	(9,907)	(685)
Net increase/(decrease) in cash and cash equivalents	14,925	(5,591)
Cash and cash equivalents at the beginning of period	15,959	37,790
Cash and cash equivalents at the end of period	30,884	32,199
Analysis of cash and cash equivalents		
Pledged bank deposit and bank balances and cash	42,058	39,213
Less: pledged bank deposit	(11,174)	(5,011)
Less: bank deposit with original maturity over three months	–	(2,003)
Cash and cash equivalents	30,884	32,199

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company is an investment holding company. The Group is principally engaged in undertaking foundation works in Hong Kong.

The Company was incorporated in the Cayman Islands on 3 May 2016 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares (the “**Shares**”) were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 28 September 2016.

As at 30 September 2022, its parent and ultimate holding company is May City Holdings Limited (“**May City**”), a company incorporated in the British Virgin Islands (the “**BVI**”) and owned as to 40% by Mr. Wong Yan Hung (“**Mr. YH Wong**”), 30% by Mr. Wong Tony Yee Pong (“**Mr. Tony Wong**”) and 30% by Mr. Lai Kwok Fai (“**Mr. Lai**”).

The address of the registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the principal place of business of the Company is Flat A, 7th Floor, Sai Wan Ho Plaza, 68 Shaukeiwan Road, Hong Kong.

The unaudited interim results for the Period have been reviewed by the Company’s audit committee.

2. BASIS OF PREPARATION

The condensed consolidated financial statements for the Period have been prepared in accordance with the Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

3. ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis and presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”) as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2022 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2022.

3.1 Changes in accounting policy and disclosures

In the current interim period, the Group has applied, for the first time, the following new and revised HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2022 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combinations

The adoption of the new and revised HKFRSs has had no material effect on the condensed consolidated financial statements of the Group.

4. REVENUE, OTHER INCOME AND GAINS AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents construction contract receipts in the ordinary course of business. Revenue, other income and gains recognised during the respective periods are as follows:

	For the six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue		
Main contracting	81,733	70,666
Sub-contracting	46,615	43,965
	<u>128,348</u>	<u>114,631</u>
Other income and gains		
Interest income	51	4
Gain on disposal of property, plant and equipment	–	83
Government grants (<i>Note</i>)	1,221	–
Others	67	50
	<u>1,339</u>	<u>137</u>

Note: During the six months ended 30 September 2022, the Group recognised government grants in respect of COVID-19 pandemic which included subsidies of approximately HK\$1,221,000 under the employment support scheme.

Disaggregation of revenue from contracts with customers

	For the six months ended 30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Timing of revenue recognition		
Over-time	<u>128,348</u>	<u>114,631</u>
Types of goods or services		
Foundation work services	<u>128,348</u>	<u>114,631</u>

Segment information

The chief operating decision-maker has been identified as the Board. The Board regards the Group's business as a single operating segment and reviews financial information accordingly. Also, the Group only engages its business in Hong Kong and all the non-current assets of the Group are located in Hong Kong. Therefore, no segment and geographical information is presented.

5. PROFIT BEFORE INCOME TAX

	For the six months ended 30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Included in direct costs:		
Depreciation of property, plant and equipment	2,172	1,430
Staff costs	11,921	9,609
Expense relating to short-term leases not included in the measurement of lease liabilities	57	371
Included in administrative and other operating expenses:		
Depreciation of property, plant and equipment	862	1,594
Depreciation of right-of-use assets	17	17
Expense relating to short-term leases not included in the measurement of lease liabilities	1,505	1,470
Staff costs, including directors' emoluments	<u>4,972</u>	<u>5,146</u>

6. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax is required since the Group has tax losses brought forward to set off against current period's assessable profit.

7. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods. The calculation of basic earnings per share attributable to owners of the Company is based on the following:

	For the six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit attributable to owners of the Company	16,259	1,265
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (in thousand)	4,000,000	4,000,000
Basic earnings per share (HK cents)	<u>0.406</u>	<u>0.032</u>

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares in issue during the relevant periods.

8. DIVIDENDS

No interim dividend was proposed by the Board for the Period (30 September 2021: Nil).

9. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group invested approximately HK\$5.8 million in the purchase of property, plant and equipment (30 September 2021: approximately HK\$2.1 million).

10. CONTRACT ASSETS

	As at	As at
	30 September	31 March
	2022	2022
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Contract assets	71,646	48,716
Less: allowance for credit losses	<u>(71)</u>	<u>(482)</u>
	<u>71,575</u>	<u>48,234</u>

Notes:

- The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on factors other than passage of time. The contract assets are transferred to trade receivables when the rights become unconditional.
- The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

- (c) The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for contract assets. To measure the expected credit losses, contract assets have been grouped based on same credit risk characteristics.

11. TRADE AND OTHER RECEIVABLES

	As at 30 September 2022 <i>HK\$'000</i> (Unaudited)	As at 31 March 2022 <i>HK\$'000</i> (Audited)
Trade receivables	17,263	69,079
Less: allowance for credit losses	<u>(2,836)</u>	<u>(15,883)</u>
	14,427	53,196
Other receivables, deposits and prepayments	<u>4,782</u>	<u>3,401</u>
	<u><u>19,209</u></u>	<u><u>56,597</u></u>

Notes:

- (a) The credit period granted to customers ranges from 14 days to 45 days (31 March 2022: 14 days to 60 days) generally. Trade receivables are denominated in HK\$.
- (b) The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for trade receivables. To measure the expected credit losses, these receivables have been grouped based on same credit risk characteristics.
- (c) The ageing analysis of the trade receivables, net of allowance for credit losses based on date of payment certificates issued by customers or invoice date, whichever is applicable, are as follows:

	As at 30 September 2022 <i>HK\$'000</i> (Unaudited)	As at 31 March 2022 <i>HK\$'000</i> (Audited)
0–30 days	12,956	26,455
31–60 days	667	26,184
Over 90 days	<u>804</u>	<u>557</u>
	<u><u>14,427</u></u>	<u><u>53,196</u></u>

12. PLEDGED BANK DEPOSIT

	As at 30 September 2022 HK\$'000 (Unaudited)	As at 31 March 2022 HK\$'000 (Audited)
Pledged bank deposit	<u>11,174</u>	<u>5,016</u>

13. BANK BALANCES AND CASH

	As at 30 September 2022 HK\$'000 (Unaudited)	As at 31 March 2022 HK\$'000 (Audited)
Cash at banks	30,884	15,959
Bank deposit	<u>–</u>	<u>2,005</u>
Bank balances and cash	<u>30,884</u>	<u>17,964</u>

14. SHARE CAPITAL

	Number of ordinary shares	Share capital HK\$'000
Ordinary share of HK\$0.01 each		
Authorised:		
As at 30 September 2022 (Unaudited) and 31 March 2022 (Audited)	<u>10,000,000,000</u>	<u>100,000</u>
Issued and fully paid:		
As at 30 September 2022 (Unaudited) and 31 March 2022 (Audited)	<u>4,000,000,000</u>	<u>40,000</u>

15. TRADE AND OTHER PAYABLES

	As at 30 September 2022 HK\$'000 (Unaudited)	As at 31 March 2022 HK\$'000 (Audited)
Trade payables	38,326	45,726
Retention payables	5,662	5,668
Accruals and other payables	2,388	3,478
	<u>46,376</u>	<u>54,872</u>

Notes:

- (a) Payment terms granted by suppliers are generally within 2 months.

The ageing analysis of trade payables based on the invoice date are as follows:

	As at 30 September 2022 HK\$'000 (Unaudited)	As at 31 March 2022 HK\$'000 (Audited)
0–30 days	35,939	14,114
31–60 days	1,871	20,199
61–90 days	30	6,515
Over 90 days	486	4,898
	<u>38,326</u>	<u>45,726</u>

- (b) All trade and other payables are denominated in HK\$.

16. RELATED PARTIES TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in making financial or operational decisions. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

- (a) **The Directors are of the view that the following companies that had transactions with the Group are related parties:**

Name	Relationship with the Group
Hop Kee Development Co., Limited	A related company was owned by Mr. YH Wong and Mr. Tony Wong as to 50% and 30% respectively.
Shun Tai Holdings Limited	A related company was owned by Mr. YH Wong, Mr. Tony Wong and Mr. Lai as to 40%, 30% and 30% respectively.

- (b) **Transactions with related parties**

	For the six months ended	
	30 September	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Rental of office premises, car park and warehouse paid to:		
Hop Kee Development Co., Limited	270	270
Shun Tai Holdings Limited	1,148	1,200
	<u>1,418</u>	<u>1,470</u>

Note:

- (i) The rental expenses for office premises, car park and warehouse payable to the above related parties are based on the agreements entered into between the parties involved.

- (c) **Compensation of key management personnel of the Group:**

	For the six months ended	
	30 September	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Short-term employee benefits	2,675	2,675
Post-employment benefits	27	27
	<u>2,702</u>	<u>2,702</u>

17. CAPITAL COMMITMENTS

As at 30 September 2022, the Group had no material capital commitments (31 March 2022: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Outlook

The Group has more than 20 years history in Hong Kong foundation industry, specialising in excavation and lateral support works, socketed H-piling and mini-piling works and pile caps construction works. Hop Kee Construction Company Limited (“**Hop Kee**”), the principal operating subsidiary, is registered under the Buildings Ordinance as a Registered Specialist Contractor under the sub-register of “Foundation Works” category since December 2009.

As at 30 September 2022, the Group had a total of 10 ongoing projects (including projects that have commenced but not completed as well as projects that have been awarded but not yet commenced) undertaken with the original contract sum of approximately HK\$590.3 million.

During the Period, the Group reported a net profit of approximately HK\$16.3 million compared to a net profit of HK\$1.3 million for the corresponding period in 2021. The increase in net profit was primarily attributable to the government grants of approximately HK\$1.2 million were received through “Employment Support Scheme” and the net reversal of impairment losses of approximately HK\$13.5 million in respect of financial assets and contract assets due to the recovery of certain long outstanding trade receivables that had been impaired in the previous financial years.

Despite the COVID-19 pandemic gloom, the Group still agonises over the volatile material price and continuous shortage of skillful labour in the construction industry. While competition remains intense and profit margins are tight, the Group continues to consolidate the re-adjusting its tender pricing policy and execution of stringent cost control measures so as to expand its market share and achieve a progressive improvement in project’s gross profit margin. Nevertheless, accredited by the long history and well reputation in Hong Kong foundation history, the Group will be keen on looking for suitable business opportunities in private and public sectors.

Going forward, the Group still remains optimistic about the prospects of the foundations work, continues to improve operational efficiency, business profitability and strive to strengthen the return to its shareholders.

Financial Review

Revenue

For the Period, the revenue of the Group has increased by approximately HK\$13.7 million, or approximately 12.0% compared to the corresponding period in 2021, from approximately HK\$114.6 million to approximately HK\$128.3 million. The increase was mainly because of the award of few sizable construction projects and undertaken by the Group during the Period.

Gross Profit and Gross Profit Margin

For the Period, the gross profit of the Group has slightly decreased by approximately HK\$0.3 million compared to the corresponding period in 2021, from approximately HK\$11.5 million to approximately HK\$11.2 million. The gross profit margin has decreased by 1.4 percentage points to approximately 8.7% compared to the corresponding period in 2021 of approximately 10.1%. The decrease in gross profit and gross profit margin was the result of an increase in direct material cost and subcontractors fee during the Period.

Other income and gains

For the Period, the other income and gains have increased by approximately HK\$1.2 million compared to the corresponding period in 2021, from approximately HK\$0.1 million to approximately HK\$1.3 million. The significant increase was attributable to the receipt of government grants of approximately HK\$1.2 million through “Employment Support Scheme” during the Period.

Administrative and other operating expenses

For the Period, the administrative and other operating expenses have decreased by approximately HK\$0.7 million or approximately 7.0% compared to the corresponding period in 2021.

Net reversal of impairment losses on financial assets and contract assets

For the Period, there was net reversal of impairment losses of approximately HK\$13.5 million compared to approximately HK\$0.1 million to the corresponding period in 2021. This was a result of recovery of certain long outstanding trade receivables that had been impaired in the previous years.

Net profit

As a result of the aforesaid, the Group reported a net profit of approximately HK\$16.3 million compared to approximately HK\$1.3 million to the corresponding period in 2021.

Liquidity, Financial Position and Capital Structure

During the Period, there has been no change in capital structure of the Group.

As at 30 September 2022, the Group had total bank balances and cash and pledged bank deposit of approximately HK\$42.1 million (31 March 2022: approximately HK\$23.0 million).

As at 30 September 2022, the Group had no debts outstanding (31 March 2022: Nil).

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policy. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements all the time.

Gearing Ratio

As at 30 September 2022, the gearing ratio (calculated as total borrowings divided by the total equity) was nil (31 March 2022: Nil).

Pledge of Assets

As at 30 September 2022, the Group had approximately HK\$11.2 million of bank deposit being pledged to secure the banking facilities granted to the Group (31 March 2022: HK\$5.0 million).

Exposure to Foreign Exchange Rate Risks

As the Group only operates in Hong Kong and all of the revenue and transactions arising from its operations were settled in Hong Kong dollar, the Directors are of the view that the Group's foreign exchange rate risks are insignificant. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange rate risk for the Period.

Capital Expenditure

During the Period, the Group invested approximately HK\$5.8 million in the purchase of property, plant and equipment. All these capital expenditures were financed by internal resources (30 September 2021: approximately HK\$2.1 million).

Capital Commitments and Contingent Liabilities

As at 30 September 2022, the Group had no capital commitments and contingent liabilities.

Material Acquisition and Disposals of Subsidiaries and Associated Companies

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

Significant Investment

During the Period, the Group had no significant investment.

Future Plans for Material Investment or Capital Assets

Save as disclosed under the section headed “Use of Proceeds” in this announcement, the Group does not have any other plans for material investments or capital assets.

Interim Dividend

The Board has resolved not to recommend the declaration of any interim dividend for the Period.

Use of Proceeds

The net proceeds (the “**Net Proceeds**”) received by the Group, after deducting related expenses were approximately HK\$84.2 million. These proceeds are intended to be applied in accordance with the proposed application set out in the paragraph headed “Future Plans and Use of Proceeds” to the prospectus of the Company dated 12 September 2016 (the “**Prospectus**”) and the announcement of the Company dated on 8 January 2021. Such revised uses include: (i) acquisition of excavators, cranes and breakers; (ii) strengthening the workforce and manpower; (iii) increasing marketing efforts; (iv) funding of general working capital; (v) financing the up-front costs of projects; and (vi) financing the issuance of performance bonds. Details of the revised use of the proceeds are listed as below:

	Original allocation <i>HK\$'000</i>	Revised allocation <i>HK\$'000</i>	Actual usage up to 31 March 2022 <i>HK\$'000</i>	Actual usage during the Period <i>HK\$'000</i>	Actual usage up to 30 September 2022 <i>HK\$'000</i>	Unutilised usage up to 30 September 2022 <i>HK\$'000</i>	Expected timeline for fully utilising the remaining Net Proceeds
Acquiring excavators, cranes and breakers	55,000	41,000	35,604	2,482	38,086	2,914	On or before 31 March 2023
Strengthening the workforce and manpower	15,000	15,000	15,000	–	15,000	–	Not applicable
Increasing marketing efforts	6,200	4,200	4,200	–	4,200	–	Not applicable
Funding of general working capital	8,000	8,000	8,000	–	8,000	–	Not applicable
Financing the up-front costs of projects	–	12,000	12,000	–	12,000	–	Not applicable
Financing the issuance of performance bonds	–	4,000	–	4,000	4,000	–	Not applicable
Total	<u>84,200</u>	<u>84,200</u>	<u>74,804</u>	<u>6,482</u>	<u>81,286</u>	<u>2,914</u>	

Note: As at 30 September 2022, approximately HK\$81.3 million out of the Net Proceeds from the listing had been used. The expected timeline for utilising the remaining Net Proceeds is based on the best estimation of the Group taking into account of the present and future business market condition, and therefore is subject to change. The Group will continuously examine its actual development and the industry market condition and apply its remaining Net Proceeds of HK\$2.9 million in category of “Acquiring excavators, cranes and breakers”. In addition, in view of the pandemic situation, the Group considers to utilise the remaining Net Proceeds as soon as practicable by 31 March 2023.

Employees and Remuneration Policy

As at 30 September 2022, the Group employed a total of 100 full-time employees (including executive Directors) as compared to a total of 72 full-time employees as at 31 March 2022. Remuneration is determined with reference to the market terms and the performance, qualifications and experience of the individual employee. In addition to basic salary, performance-linked bonus is offered to those staff with special contributions to the Group, in order to attract and retain capable employees. The total remuneration cost incurred by the Group for the Period was approximately HK\$16.9 million compared to approximately HK\$14.8 million to the corresponding period in 2021.

Events After the Period

There is no important event affecting the Group after the Period and up to the date of this announcement.

CORPORATE GOVERNANCE/OTHER INFORMATION

Interests of Directors and Chief Executive in Shares, Underlying Shares and Debentures of the Company and the Associated Corporations

As at 30 September 2022, the interests and short positions of the Directors or chief executives of the Company in the shares, underlying shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in the Listing Rules, notified to the Company and the Stock Exchange, were as follows:

i. *Long position in our shares*

Name of Directors	Capacity/Nature	Number of shares held/ interested	Percentage of shareholding
Mr. Wong Yan Hung	Interest in a controlled corporation (<i>Note</i>)	2,040,000,000	51.0%
Mr. Wong Tony Yee Pong	Interest in a controlled corporation (<i>Note</i>)	2,040,000,000	51.0%
Mr. Lai Kwok Fai	Interest in a controlled corporation (<i>Note</i>)	2,040,000,000	51.0%

Note:

These 2,040,000,000 shares are held by May City Holdings Limited (“**May City**”), the entire issued share capital of which is owned as to 40% by Mr. Wong Yan Hung, 30% by Mr. Wong Tony Yee Pong and 30% by Mr. Lai Kwok Fai. Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai have had a mutual understanding all along to jointly control the Group and thus they are presumed to be acting in concert (within the meaning of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”). Therefore, each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai is deemed, or taken to be, interested in all the shares held by May City for the purposes of the SFO. Each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai is a director of May City.

ii. *Long position in the shares of associated corporation*

Name of Directors	Name of associated corporation	Capacity/Nature	Number of shares held/ interested in	Percentage of interest
Mr. Wong Yan Hung	May City	Beneficial interest	40	40.0%
Mr. Wong Tony Yee Pong	May City	Beneficial interest	30	30.0%
Mr. Lai Kwok Fai	May City	Beneficial interest	30	30.0%

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executives had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code.

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

To the best of the Company's knowledge, as at 30 September 2022, the following shareholders (not being a Directors or chief executives of the Company disclosed above) had interest in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or as otherwise notified to the Company:

Name	Capacity/Nature	Number of shares held/ interested in	Percentage of interest
May City	Beneficial interest (<i>Note 1</i>)	2,040,000,000	51.0%
Ms. Choi Mei Chu	Interest of spouse (<i>Note 2</i>)	2,040,000,000	51.0%
Ms. Lee Pik Yu, Kenji	Interest of spouse (<i>Note 3</i>)	2,040,000,000	51.0%
Ms. Mak Kit Ling	Interest of spouse (<i>Note 4</i>)	2,040,000,000	51.0%
Kingkey Investment Fund SPC — Kingkey Global Equity I Fund SP	Beneficial interest	204,000,000	5.1%

Notes:

1. These 2,040,000,000 shares are held by May City, the entire issued share capital of which is owned as to 40% by Mr. Wong Yan Hung, 30% by Mr. Wong Tony Yee Pong and 30% by Mr. Lai Kwok Fai. Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai have had a mutual understanding all along to jointly control the Group and thus they are presumed to be acting in concert (within the meaning of the Takeovers Code). Therefore, each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai is deemed, or taken to be, interested in all the shares held by May City for the purposes of the SFO. Each of Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai is a director of May City.
2. Ms. Choi Mei Chu is the spouse of Mr. Wong Yan Hung and is deemed or taken to be interested in all the shares in which Mr. Wong Yan Hung has, or is deemed to have, an interest for the purposes of the SFO.
3. Ms. Lee Pik Yu, Kenji is the spouse of Mr. Wong Tony Yee Pong and is deemed or taken to be interested in all the shares in which Mr. Wong Tony Yee Pong has, or is deemed to have, an interest for the purposes of the SFO.
4. Ms. Mak Kit Ling is the spouse of Mr. Lai Kwok Fai and is deemed or taken to be interested in all the shares in which Mr. Lai Kwok Fai has, or is deemed to have, an interest for the purposes of the SFO.

Save as disclosed above, as at 30 September 2022, no other persons had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

Share Option Scheme

The Company has adopted a share option scheme (the “**Share Option Scheme**”) on 3 September 2016. The main purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption on 3 September 2016 and there was no outstanding share option as at 30 September 2022.

Competing Interests

The Directors confirm that neither the Directors nor the controlling shareholders of the Company nor their respective close associates is interested in a business apart from the Group’s business which competes or is likely to compete, directly or indirectly, with the Group’s business during the Period, and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

Compliance with the Corporate Governance Code

The Group is committed to maintaining good corporate governance to safeguard the interest of shareholders and to achieve effective accountability. The Company has adopted the corporate governance code (the “**CG code**”) contained in Appendix 14 of the Listing Rules. To the best knowledge of the Board, the Company has complied with all the code provisions as set out in the CG code during the Period and up to the date of this announcement.

Compliance with the Model Code

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiries of the Directors, all the Directors have confirmed that they have complied with the required Model Code’s standard during the Period and up to the date of this announcement.

Directors' Rights to Acquire Shares or Debentures

Save as otherwise disclosed in this announcement, at no time during the Period was the Company or any its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, underlying shares, the Company or any other body corporate.

Purchase, Sales or Redemption of the Company's Securities

During the Period and up to the date of this announcement, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities.

Directors' Interests in Contracts of Significance

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Period.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for its shares as required under the Listing Rules during the Period and up to the date of this announcement.

Audit Committee

The Company established an audit committee (the "**Audit Committee**") on 3 September 2016 with written terms of reference in compliance with the CG code. The primary duties of the Audit Committee are to review the financial information of the Group, oversee the Group's financial reporting system, risk management and internal control procedures, provide advice and comments to the Board, and monitor the independence and objective of the external auditor.

The Audit Committee consists of three members who are all independent non-executive Directors, namely, Mr. Tam Wai Tak Victor, Mr. Law Ka Ho and Mr. Leung Wai Lim. Mr. Tam Wai Tak Victor is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim results for the Period. The Audit Committee was of the opinion that the preparation of such results complied with applicable accounting standards and requirements as well as the Listing Rules and adequate disclosures have been made.

Appreciation

The Board would like to take this opportunity to express its sincere gratitude to the management team and staff for their hard work and contributions, and to our shareholders, investors and business partners for their trust and support.

PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

The interim results announcement of the Company is published on the website of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.swgrph.com). The interim report of the Company for the Period containing all the relevant information required by the Listing Rules will be dispatched to the shareholders of the Company on the websites of the Stock Exchange and the Company in due course.

By Order of the Board
Shun Wo Group Holdings Limited
Wong Yan Hung
Chairman

Hong Kong, 29 November 2022

As at the date of this announcement, the executive directors of the Company are Mr. WONG Yan Hung, Mr. WONG Tony Yee Pong and Mr. LAI Kwok Fai and the independent non-executive directors of the Company are Mr. LAW Ka Ho, Mr. LEUNG Wai Lim and Mr. TAM Wai Tak Victor.