



SH GROUP (HOLDINGS) LIMITED 順興集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

STOCK CODE 股份代號 : 1637

2022-23

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
- 13 Corporate Governance and Other Information
企業管治及其他資料
- 18 Report on Review of Condensed Consolidated Financial Statements
簡明綜合財務報表審閱報告
- 20 Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
簡明綜合損益及其他全面收入表
- 21 Condensed Consolidated Statement of Financial Position
簡明綜合財務狀況表
- 23 Condensed Consolidated Statement of Changes in Equity
簡明綜合權益變動表
- 24 Condensed Consolidated Statement of Cash Flows
簡明綜合現金流量表
- 25 Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yu Cheung Choy (*Chairman*)
Mr. Lau Man Ching (*Chief Executive Officer*)
Mr. Yu Ho Chi

Independent Non-executive Directors

Mr. Lam Yim Nam
Mr. Lee Wing Kee
Dr. Law Man Wah

AUDIT COMMITTEE

Dr. Law Man Wah (*Chairman*)
Mr. Lam Yim Nam
Mr. Lee Wing Kee

REMUNERATION COMMITTEE

Mr. Lam Yim Nam (*Chairman*)
Mr. Lee Wing Kee
Dr. Law Man Wah

NOMINATION COMMITTEE

Mr. Lee Wing Kee (*Chairman*)
Mr. Lam Yim Nam
Dr. Law Man Wah

COMPANY SECRETARY

Mr. Tse Kam Fai *FCG, HKFCG*

AUTHORISED REPRESENTATIVES

Mr. Yu Cheung Choy
Mr. Lau Man Ching

REGISTERED OFFICE

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

董事會

執行董事

俞長財先生 (*主席*)
劉文青先生 (*行政總裁*)
俞浩智先生

獨立非執行董事

林炎南先生
李永基先生
羅文華博士

審核委員會

羅文華博士 (*主席*)
林炎南先生
李永基先生

薪酬委員會

林炎南先生 (*主席*)
李永基先生
羅文華博士

提名委員會

李永基先生 (*主席*)
林炎南先生
羅文華博士

公司秘書

謝錦輝先生 *FCG, HKFCG*

授權代表

俞長財先生
劉文青先生

註冊辦事處

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

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 603-606, 6/F, Tower I
Cheung Sha Wan Plaza
833 Cheung Sha Wan Road
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Hang Seng Bank
Shanghai Commercial Bank
The Bank of East Asia

STOCK CODE

1637

COMPANY'S WEBSITE

www.shunhingeng.com

總辦事處及香港主要營業地點

香港
九龍
長沙灣道 833 號
長沙灣廣場
第一期 6 樓 603-606 室

開曼群島股份過戶登記總處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道 16 號
遠東金融中心 17 樓

獨立核數師

德勤 • 關黃陳方會計師行
註冊公眾利益實體核數師

主要往來銀行

中國銀行(香港)有限公司
恒生銀行
上海商業銀行
東亞銀行

股份代號

1637

公司網站

www.shunhingeng.com

Management Discussion and Analysis

管理層討論及分析

SH Group (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) are principally engaged in providing electrical and mechanical engineering (“E&M engineering”) services in Hong Kong. We provide services in relation to the supply, installation and maintenance of mechanical ventilation and air-conditioning system (“MVAC system”), and also provide services in relation to low voltage electrical system and other E&M systems, including fire services system, plumbing and drainage system in both private and public sectors.

BUSINESS REVIEW

Our revenue increased by approximately HK\$120.0 million, or 32.4%, from approximately HK\$370.0 million for the six months ended 30 September 2021 (the “Last Period”) to approximately HK\$490.0 million for the six months ended 30 September 2022 (the “Current Period”). Major projects awarded and major projects undertaken in the Current Period are outlined below.

Projects awarded in the Current Period

During the Current Period, we were awarded 3 projects with an aggregate contract sum of approximately HK\$185.5 million, which related to MVAC system installation.

The following table sets forth the particulars of the projects awarded in the Current Period in terms of contract sum:

Key scope of work 主要工程範圍	Type (Residential/ Non-residential) ^(Note) 類型 (住宅／非住宅) ^(附註)	Date of award 獲授日期	Contract sum 合約金額 HK\$ million 百萬港元
MVAC system installation for a property development at Yuen Long, New Territories 新界元朗的物業發展項目的機械通風空調系統安裝	Residential 住宅	29 April 2022 二零二二年四月二十九日	160.9
MVAC system installation for a commercial building at Tuen Mun, New Territories 新界屯門的商業樓宇的機械通風空調系統安裝	Non-residential 非住宅	3 August 2022 二零二二年八月三日	14.6
MVAC system installation for a residential and commercial development at Wan Chai, Hong Kong 香港灣仔的住宅及商業發展項目的機械通風空調系統安裝	Residential 住宅	24 August 2022 二零二二年八月二十四日	10.0

Note: “Residential” refers to projects that involve residential flats while “Non-residential” refers to projects that do not involve residential flats.

順興集團(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機電工程(「機電工程」)服務。我們同時在私營及公營領域供應、安裝及維修機械通風及空調系統(「機械通風空調系統」)方面提供服務，亦提供有關低壓電氣系統及其他機電系統(包括消防系統、供水和排污系統)的服務。

業務回顧

我們的收益由截至二零二一年九月三十日止六個月(「上一期間」)的約3億7,000萬港元增加約1億2,000萬港元或32.4%至截至二零二二年九月三十日止六個月(「本期間」)的約4億9,000萬港元。本期間獲授的主要項目及承接的主要項目概述於下文。

於本期間獲授的項目

於本期間，我們已獲授3個與機械通風空調系統安裝有關的項目，合約總金額約為1億8,550萬港元。

下表載列按合約金額計算的本期間獲授的項目的詳情：

附註：「住宅」指涉及住宅物業的項目，而「非住宅」指不涉及住宅物業的項目。

Management Discussion and Analysis

管理層討論及分析

Major projects undertaken in the Current Period

During the Current Period, the Group continued to focus its efforts on the supply, installation and maintenance of MVAC system and low voltage electrical system. Revenue contributed by projects relating to MVAC system and low voltage electrical system accounted for approximately 80.0% and 20.0% respectively for the Current Period (2021: 83.2% and 16.8%).

The following table sets forth the particulars of the five largest projects undertaken in the Current Period in terms of revenue contribution:

於本期間承接的主要項目

於本期間，本集團繼續專注於供應、安裝及維修機械通風空調系統及低壓電氣系統。本期間機械通風空調系統及低壓電氣系統有關的項目貢獻的收益分別約為80.0%及20.0%（二零二一年：83.2%及16.8%）。

下表載列按收益貢獻計算的本期間承接五大項目的詳情：

Key scope of work 主要工程範圍	Type (Residential/ Non-residential) 類型 (住宅／非住宅)	Date of award 獲授日期	Contract sum 合約金額 HK\$ million 百萬港元	Revenue recognised during the Current Period 於本期間 確認的收益 HK\$ million 百萬港元
MVAC system installation for a commercial development at Chek Lap Kok, New Territories 新界赤鱸角的商業發展項目的機械通風空調系統安裝	Non-residential 非住宅	29 April 2020 二零二零年四月二十九日	275.0	137.7
MVAC system installation for a development at Cheung Sha Wan, Kowloon 九龍長沙灣的發展項目的機械通風空調系統安裝	Residential 住宅	23 September 2020 二零二零年九月二十三日	152.7	46.1
Electrical system installation for a proposed residential development at Tuen Mun, New Territories 新界屯門的擬建住宅發展項目的電氣系統安裝	Residential 住宅	17 December 2020 二零二零年十二月十七日	106.0	41.9
MVAC system installation for a proposed residential development at Tuen Mun, New Territories 新界屯門的擬建住宅發展項目的機械通風空調系統安裝	Residential 住宅	17 December 2020 二零二零年十二月十七日	70.0	29.2
MVAC system installation for a proposed redevelopment at Tsim Sha Tsui, Kowloon 九龍尖沙咀的擬重建項目的機械通風空調系統安裝	Non-residential 非住宅	14 December 2020 二零二零年十二月十四日	94.8	27.3

Management Discussion and Analysis

管理層討論及分析

Future prospects

In the past year, the local economic environment continued to face various challenges and remained uncertain from the negative impacts of the Coronavirus Disease 2019 (“Covid-19”) pandemic, elevated inflation, manpower constraints and tight supply of materials etc. For the construction and E&M engineering services industry, on top of the above factors, the increase in costs of manpower, subcontractors, transportation, equipment and materials also impacted the construction businesses adversely.

Looking forward, with the continued efforts by the Hong Kong Government to address the housing demand of the public and increase the housing supply, it is expected that the land supply in the coming years will not slow down. With the implementation of the development plan on the “Northern Metropolis”, additional railway property development projects and private development and redevelopment projects, the high demand for the construction and E&M engineering services is expected to remain in the foreseeable future.

The second half of this financial year is expected to be relatively difficult for the industry and the Group due to the abovementioned industry-wide challenges; however, we are confident to get back on track and achieve further growth in the future by implementing various cost control and engineering process optimisation measures etc. The Group will further expand its service capabilities on MVAC and low voltage electrical system to capture additional business opportunities and diversify in other types of E&M engineering services, including fire services system, plumbing and drainage system etc. With satisfactory level of contracts on hand, together with our long-established reputation, experience and proven track record in the industry, the Group takes a positive attitude in achieving a steady growth in its business and creating long-term value to its shareholders in the years to come.

未來前景

於過去的一年，本地經濟環境持續面對各項挑戰，並在2019冠狀病毒病（「Covid-19」）疫情、通貨膨脹加劇、人力限制及材料供應緊張等負面影響下仍然維持不確定。就建造及機電工程服務業而言，除以上因素外，人力資源、次承建商、運輸、設備及材料成本的增加亦對建造業造成不利影響。

展望未來，香港政府將繼續致力滿足市民的房屋需求，加大房屋供應量，預期土地供應在未來數年將不會放慢。隨著「北部都會區」發展計劃的實施、額外的鐵路物業發展項目及私人發展及重建項目的實施，預期建造及機電工程服務的高需求在可預見將來將會繼續維持。

鑒於上述業界所面對的挑戰，預計本財政年度下半年對業界及本集團而言將會是相對地艱難的半年。然而，透過實施各項成本控制及工程工序優化措施等，我們有信心可重上軌道並且於未來實現進一步增長。本集團將進一步擴大機械通風空調及低壓電氣系統的服務能力，以把握更多商機，並多元化發展其他類別的機電工程服務，其中包括消防系統及供水和排污系統等。憑藉理想的手頭上合約數量，加上我們在行業內的悠久聲譽、經驗及良好往績記錄，本集團對未來數年實現業務穩定增長以及為股東締造長遠價值持正面態度。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

Our revenue increased by approximately HK\$120.0 million, or 32.4%, from approximately HK\$370.0 million for the Last Period to approximately HK\$490.0 million for the Current Period. Revenue contributed by projects relating to MVAC system and low voltage electrical system accounted for approximately 80.0% and 20.0% respectively for the Current Period (2021: 83.2% and 16.8%).

Gross profit and gross profit margin

Our gross profit decreased by approximately HK\$30.0 million, or 91.2% from approximately HK\$32.9 million for the Last Period to approximately HK\$2.9 million for the Current Period. Our gross profit margin decreased by approximately 8.3 percentage points, from approximately 8.9% for the Last Period to approximately 0.6% for the Current Period.

The decrease in gross profit was mainly attributable to i) the adoption of a more competitive pricing strategy when securing the existing projects on hand due to the intensified market competition in recent years; and ii) the increase in costs of subcontractors, transportation, equipment and materials after successful tender.

Other income

Other income for the Current Period increased by approximately HK\$6.3 million, from approximately HK\$1.8 million for the Last Period to approximately HK\$8.1 million for the Current Period. The increase was mainly due to the receipt of government grant from the Employment Support Scheme launched by the Hong Kong Government during the Current Period (2021: nil).

Other loss

Other loss for the Current Period increased by approximately HK\$2.8 million, from approximately HK\$4.9 million for the Last Period to approximately HK\$7.7 million for the Current Period, which was attributable to the increased fair value loss on financial assets at fair value through profit or loss.

財務回顧

收益

我們的收益由上一期間的約3億7,000萬港元增加約1億2,000萬港元或32.4%至本期間的約4億9,000萬港元。本期間機械通風空調系統及低壓電氣系統有關的項目貢獻的收益分別約為80.0%及20.0% (二零二一年：83.2%及16.8%)。

毛利及毛利率

我們的毛利由上一期間的約3,290萬港元減少約3,000萬港元或91.2%至本期間的約290萬港元。我們的毛利率由上一期間的約8.9%減少約8.3個百分點至本期間的約0.6%。

毛利減少主要歸因於i)由於近年市場競爭加劇，在獲取現有的項目時採用了更具競爭力的定價策略；及ii)投標成功後次承建商、運輸、設備及材料的成本上升。

其他收入

本期間的其他收入由上一期間的約180萬港元增加約630萬港元至本期間的約810萬港元。增加乃主要由於本期間從香港政府所推出的「保就業」計劃中獲得政府補助(二零二一年：無)。

其他虧損

本期間的其他虧損由上一期間的約490萬港元增加約280萬港元至本期間的約770萬港元，乃由於按公平值計入損益的金融資產的公平值虧損增加所致。

Management Discussion and Analysis

管理層討論及分析

Administrative expenses

Our administrative expenses for the Current Period increased by approximately HK\$1.2 million, from approximately HK\$12.6 million for the Last Period to approximately HK\$13.8 million for the Current Period.

Finance costs

Our finance costs represented interest expenses on lease liabilities, with an amount of approximately HK\$0.1 million for both periods.

Income tax credit (expenses)

We recorded an income tax credit of approximately HK\$1.6 million for the Current Period due to the combined effect of the above factors, comparing with the income tax expense of approximately HK\$3.4 million for the Last Period. The effective tax rate for the Current Period was approximately 14.3% (2021: 20.1%).

(Loss) profit attributable to owners of the Company

As a result of the foregoing, we recorded a loss attributable to owners of the Company of approximately HK\$9.7 million for the Current Period, comparing with the profit attributable to owners of the Company of approximately HK\$13.5 million for the Last Period.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Capital Structure

As at 30 September 2022, the capital structure of the Group consisted of equity of approximately HK\$245.4 million (31 March 2022: HK\$290.8 million).

As at 30 September 2022, the issued share capital of the Company was HK\$4,000,000 divided into 400,000,000 ordinary shares of HK\$0.01 each.

Cash position and fund available

During the Current Period, the Group maintained a healthy liquidity position, with working capital being financed by our operating cash flows and the retained profits.

As at 30 September 2022, the Group held short term bank deposits and cash and cash equivalents of approximately HK\$183.1 million (31 March 2022: HK\$249.5 million) in aggregate.

As at 30 September 2022, the current ratio of the Group was approximately 1.5 times (31 March 2022: 2.0 times).

行政開支

我們的行政開支由上一期間的約1,260萬港元增加約120萬港元至本期間的約1,380萬港元。

融資成本

我們的融資成本為租賃負債的利息開支，於兩段期間的金額約10萬港元。

所得稅抵免(開支)

我們於本期間錄得所得稅抵免約160萬港元，此乃由於上述因素的綜合影響所致，上一期間則為所得稅開支約340萬港元。本期間的實際稅率約為14.3%(二零二一年：20.1%)。

本公司擁有人應佔(虧損)溢利

基於上述，我們於本期間錄得本公司的擁有人應佔虧損約970萬港元，上一期間則為本公司的擁有人應佔溢利約1,350萬港元。

流動資金、財務資源及資本架構

資本架構

於二零二二年九月三十日，本集團資本架構包括權益約2億4,540萬港元(二零二二年三月三十一日：2億9,080萬港元)。

於二零二二年九月三十日，本公司已發行股本為4,000,000港元(分為400,000,000股每股面值0.01港元的普通股)。

現金狀況及可用資金

於本期間，本集團維持穩健的流動資金狀況，營運資金由我們的經營現金流量及保留溢利提供。

於二零二二年九月三十日，本集團持有的短期銀行存款及現金及現金等價物合共約為1億8,310萬港元(二零二二年三月三十一日：2億4,950萬港元)。

於二零二二年九月三十日，本集團的流動比率約為1.5倍(二零二二年三月三十一日：2.0倍)。

Management Discussion and Analysis

管理層討論及分析

Banking Facilities

As at 30 September 2022, the Group had a facility agreement entered into with a bank with a facility limit of HK\$150.0 million (31 March 2022: HK\$150.0 million). The Company had made undertakings relating to certain performance obligation of the controlling shareholders, namely Mr. Yu Cheung Choy (“Mr. Yu”), who is the chairman of the board (the “Board”) of directors (the “Directors”) of the Company and executive Director; and Mr. Lau Man Ching (“Mr. Lau”), who is the chief executive officer of the Company and executive Director, pursuant to the facility agreement including the following: (i) Mr. Yu and Mr. Lau undertake to maintain as the largest shareholders of the Company directly or indirectly; and (ii) Mr. Yu and Mr. Lau shall remain as the chairman or director of the Company. The facility agreement remains effective as at the date of this interim report.

As at 30 September 2022, the Group had another facility agreement entered into with a bank with a facility limit of approximately HK\$90.2 million (31 March 2022: HK\$90.2 million) with the following obligation undertaken by the Group: (i) In case of Mr. Yu and Mr. Lau are not the major shareholders of the Company, the Group should notify the bank 14 days in advance; and (ii) In case of Mr. Yu is not entitled to be chairman of the Company, the Group should notify the bank 14 days in advance.

As at 30 September 2022, the Group had another facility agreement entered into with a bank with a facility limit of HK\$80.0 million (31 March 2022: HK\$80 million) with the following obligation undertaken by the Group: (i) In case of Mr. Yu and Mr. Lau are not the major shareholders of the Company, the Group should notify the bank 14 days in advance; and (ii) In case of Mr. Yu and Mr. Lau are not entitled to be chairman or director of the Company, the Group should notify the bank 14 days in advance.

銀行融資

於二零二二年九月三十日，本集團有一份與一家銀行訂立的融資協議，融資限額為1億5,000萬港元（二零二二年三月三十一日：1億5,000萬港元）。本公司已根據融資協議作出有關控股股東（即本公司董事（「董事」）會（「董事會」）主席兼執行董事俞長財先生（「俞先生」）及本公司之行政總裁兼執行董事劉文青先生（「劉先生」）若干履約責任的承諾，包括以下方面：(i) 俞先生及劉先生承諾直接或間接保持作為本公司的最大股東；及(ii) 俞先生及劉先生須繼續作為本公司的主席或董事。該融資協議於本中期報告日期仍然有效。

於二零二二年九月三十日，本集團有另一份與一家銀行訂立的融資協議，融資限額約為9,020萬港元（二零二二年三月三十一日：9,020萬港元），本集團已承諾以下責任：(i) 倘俞先生及劉先生並非本公司主要股東，本集團須向銀行發出14天事先通知；及(ii) 倘俞先生不擔任本公司主席，本集團須向銀行發出14天事先通知。

於二零二二年九月三十日，本集團有另一份與一家銀行訂立的融資協議，融資限額為8,000萬港元（二零二二年三月三十一日：8,000萬港元），本集團已承諾以下責任：(i) 倘俞先生及劉先生並非本公司主要股東，本集團須向銀行發出14天事先通知；及(ii) 倘俞先生及劉先生不再擔任本公司主席或董事，本集團須向銀行發出14天事先通知。

Management Discussion and Analysis

管理層討論及分析

GEARING RATIO

As at 30 September 2022, the Group did not have any bank borrowing and its gearing ratio was nil (31 March 2022: nil).

NET CURRENT ASSETS

As at 30 September 2022, the Group had net current assets of approximately HK\$171.5 million (31 March 2022: HK\$216.0 million). The decrease in net current assets position was mainly due to the net loss recorded, the recognition of the provision of onerous contracts, the purchase of debt instruments at amortised cost and the declaration and payment of a special interim dividend and final dividend in respect of the year ended 31 March 2022 to the shareholders of the Company during the Current Period.

The Group's policy is to regularly monitor its liquidity requirements and its compliance with covenants in relation to banking facility agreements, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from the banks to meet its liquidity requirements. The Board is not aware of any liquidity issue that may cast significant doubt on the Group's ability to continue as a going concern.

CAPITAL EXPENDITURES

The Group's capital expenditures for the Current Period amounted to approximately HK\$0.6 million (2021: HK\$0.1 million), which was incurred for the purchase of property and equipment.

FOREIGN EXCHANGE EXPOSURE

The Group's revenue-generating activities were transacted in Hong Kong Dollar, which is the functional currency of the Group. The Board considers that the Group was not exposed to significant foreign exchange risk, and had not entered into any financial instrument for hedging. The Board will review the Group's foreign exchange risk and exposure from time to time and will apply hedging where necessary.

資本負債比率

於二零二二年九月三十日，本集團並無任何銀行借款及其資本負債比率為零（二零二二年三月三十一日：零）。

流動資產淨值

於二零二二年九月三十日，本集團的流動資產淨值約為1億7,150萬港元（二零二二年三月三十一日：2億1,600萬港元）。流動資產淨值減少主要是由於本期間錄得淨虧損、虧損合約撥備的確認、購買按攤銷成本列賬的債務工具及宣派及已付予本公司股東的特別中期股息及截至二零二二年三月三十一日止年度的末期股息。

本集團的政策為定期監督其流動資金需求及其遵守與銀行融資協議有關契諾的情況，確保其維持充裕現金儲備及取得銀行足夠承諾信貸融資，以應付其流動資金需求。董事會知悉並無任何流動資金問題可能引起對本集團持續經營的能力的嚴重懷疑。

資本開支

本集團於本期間的資本開支約為60萬港元（二零二一年：10萬港元），主要因購買物業及設備而產生。

外匯風險

本集團產生收益的活動以本集團的功能貨幣港元交易。董事會認為，本集團並無面對重大外匯風險，且並無訂立任何金融工具進行對沖。董事會將不時審核本集團的外匯風險及承擔，並將於有需要時採用對沖。

Management Discussion and Analysis

管理層討論及分析

PERFORMANCE GUARANTEES AND CONTINGENT LIABILITY

As at 30 September 2022, performance guarantees of approximately HK\$161.7 million (31 March 2022: 134.8 million) were given by banks in favour of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance guarantees have been given, such customers may demand the banks to pay to them the sum or sum stipulated in such demand. The Group will become liable to compensate such banks accordingly. The performance guarantees will be released upon completion of the contracts work.

The Group had no contingent liability as at 30 September 2022.

PLEDGE OF ASSETS

As at 30 September 2022, the Group's leasehold land and buildings of approximately HK\$17.4 million (31 March 2022: HK\$17.8 million) were pledged with a bank to secure the banking facilities including performance guarantees issued by the bank.

CAPITAL COMMITMENTS

As at 30 September 2022, the Group had capital commitments of approximately HK\$0.1 million (31 March 2022: HK\$0.1 million) in relation to acquisition of property and equipment contracted but not provided for.

EMPLOYEES, TRAINING AND REMUNERATION POLICY

As at 30 September 2022, the Group had a total of 209 employees (31 March 2022: 207). The total staff costs (including Directors' emoluments) for the Current Period was approximately HK\$51.8 million (2021: HK\$45.9 million). The remuneration offered to employees generally includes salaries, medical benefits and bonus. In general, the Group determines salaries of its employees based on each employee's qualification, position and seniority. Share options may also be granted to the employees under share option scheme as incentives or rewards for their contribution to the Group. The Group provides training to its employees according to the work requirements.

履約保證及或然負債

於二零二二年九月三十日，銀行以本集團客戶為受益人提供履約保證約為1億6,170萬港元(二零二二年三月三十一日：1億3,480萬港元)，作為本集團妥善履行及遵守其與客戶所訂立合約項下責任的擔保。倘本集團的履約情況未能令其已作出履約保證的客戶滿意，有關客戶可要求銀行支付金額或有關要求訂明的金額。本集團將負責向有關銀行作出相應補償。履約保證將於合約工程完成後解除。

本集團於二零二二年九月三十日並無或然負債。

資產抵押

於二零二二年九月三十日，本集團向一家銀行抵押其租賃土地及樓宇約為1,740萬港元(二零二二年三月三十一日：1,780萬港元)，以取得銀行融資(包括該銀行發出的履約保證)。

資本承擔

於二零二二年九月三十日，本集團有已訂約但未計提撥備的與購買物業及設備有關的資本承擔約10萬港元(二零二二年三月三十一日：10萬港元)。

僱員、培訓及薪酬政策

於二零二二年九月三十日，本集團有總計209名(二零二二年三月三十一日：207名)僱員。本期間員工成本總額(包括董事酬金)約為5,180萬港元(二零二一年：4,590萬港元)。提供予僱員的薪酬通常包括薪金、醫療福利及花紅。一般而言，本集團基於各僱員資格、職位及資歷釐定其僱員的薪金。購股權亦可根據購股權計劃授出予僱員，以激勵或獎勵其對本集團所作出的貢獻。本集團根據工作需要為其僱員提供培訓。

Management Discussion and Analysis

管理層討論及分析

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the Current Period.

SIGNIFICANT INVESTMENTS HELD

The Group did not have any significant investments held as at 30 September 2022.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have plans for material investments or capital assets as at 30 September 2022.

重大收購及出售事項

於本期間，本集團並無任何重大收購及出售附屬公司、聯營公司及合營公司事項。

所持重大投資

於二零二二年九月三十日，本集團並無持有任何重大投資。

有關重大投資或資本資產的未來計劃

於二零二二年九月三十日，本集團並無有關重大投資或資本資產的計劃。

Corporate Governance and Other Information

企業管治及其他資料

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholders' value.

The Company has adopted the code provisions set out in the Corporate Governance Code ("CG Code") as set out in Part 2 of Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), as its own code of corporate governance.

In the opinion of the Directors, the Company was in compliance, to the extent applicable and permissible, with all relevant code provisions set out in the CG Code during the Current Period.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standards as set out in the Model Code during the Current Period.

企業管治常規

本公司致力維持良好的企業管治標準及程序，以確保資料披露的完整性、透明度及質素，藉以提高股東價值。

本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四第二部分所載的企業管治守則（「企業管治守則」）所述守則條文作為其企業管治守則。

董事認為，於本期間，本公司已在適用及許可情況下遵守企業管治守則所載的所有相關的守則條文。

董事進行的證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行的證券交易的標準守則（「標準守則」）作為有關董事進行證券交易的行為守則。在向全體董事作出具體查詢後，全體董事確認彼等於本期間內已遵守標準守則內所載的規定標準。

Corporate Governance and Other Information

企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2022, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to notify the Company and the Stock Exchange, are set out below:

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二二年九月三十日，董事及本公司最高行政人員於本公司或任何相聯法團（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、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）的權益或淡倉，或根據證券及期貨條例第352條須登記於該條例所述登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉載列如下：

Name of Directors 董事姓名	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of shares/ underlying shares held 所持股份/ 相關股份數目	Percentage of the issued share capital of the Company 所佔本公司 已發行股本 百分比	Notes 附註
Yu Cheung Choy 俞長財	Interests held jointly with another person/ Interest of controlled corporation 與另一名人士共同持有的權益/ 受控法團權益	Long position 好倉	246,000,000	61.50	1,3
Lau Man Ching 劉文青	Interests held jointly with another person/ Interest of controlled corporation 與另一名人士共同持有的權益/ 受控法團權益	Long position 好倉	54,000,000	13.50	2,3

Notes:

- These 246,000,000 shares are held through Prosperously Legend Limited ("Prosperously Legend"), which is wholly-owned by Mr. Yu Cheung Choy.
- These 54,000,000 shares are held through Simply Grace Limited ("Simply Grace"), which is wholly-owned by Mr. Lau Man Ching.
- On 7 July 2016, Mr. Yu Cheung Choy and Mr. Lau Man Ching entered into the acting-in-concert confirmation, whereby they confirmed that, among other things, since 21 July 2004, they have been actively cooperating with one another and acting in concert, with an aim to achieving consensus and concerted action on all operating and financing decisions and major affairs relating to each member company within the Group.

附註：

- 該等246,000,000股股份乃透過Prosperously Legend Limited（「Prosperously Legend」）持有，而Prosperously Legend由俞長財先生全資擁有。
- 該等54,000,000股股份乃透過Simply Grace Limited（「Simply Grace」）持有，而Simply Grace由劉文青先生全資擁有。
- 於二零一六年七月七日，俞長財先生及劉文青先生訂立一致行動確認書，據此，彼等確認（其中包括）自二零零四年七月二十一日起，彼等一直互相積極合作及一致行動，目標是要就所有經營及融資決定以及有關本集團內各成員公司重大事務達成共識及一致行動。

Corporate Governance and Other Information

企業管治及其他資料

Save as disclosed above, none of the Directors, chief executives of the Company or their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in Part XV of the SFO notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as at 30 September 2022.

除上文所披露者外，於二零二二年九月三十日，概無董事或本公司的最高行政人員或彼等的聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）的權益或淡倉、記錄於根據證券及期貨條例第352條保存的登記冊或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

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

As at 30 September 2022, the parties (other than the Directors or chief executives of the Company), which had interests in the shares and underlying shares of the Company which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, were as follows:

主要股東於股份及相關股份中的權益及淡倉

於二零二二年九月三十日，根據證券及期貨條例第XV部第2及3分部於本公司股份及相關股份中擁有權益並須向本公司披露的人士（除董事及本公司最高行政人員外），或記錄於根據證券及期貨條例第336條本公司存置的主要股東登記冊中的人士如下：

Name 名稱	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of shares/ underlying shares held 所持股份/ 相關股份數目	Percentage of the issued share capital of the Company 所佔本公司 已發行股本 百分比	Notes 附註
Prosperously Legend	Beneficial owner 實益擁有人	Long position 好倉	246,000,000	61.50	1
Simply Grace	Beneficial owner 實益擁有人	Long position 好倉	54,000,000	13.50	2

Notes:

1. Prosperously Legend is wholly-owned by Mr. Yu Cheung Choy.
2. Simply Grace is wholly-owned by Mr. Lau Man Ching.

附註：

1. Prosperously Legend 由俞長財先生全資擁有。
2. Simply Grace 由劉文青先生全資擁有。

Save as disclosed above, no other parties which had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under section 336 of the SFO as at 30 September 2022.

除上文所披露者外，於二零二二年九月三十日，概無根據證券及期貨條例第2及3分部於本公司股份或相關股份中擁有須向本公司披露的權益或短倉的其他人士，或記錄於根據證券及期貨條例第336條由本公司存置的登記冊中的其他人士。

Corporate Governance and Other Information

企業管治及其他資料

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Share Option Scheme”) pursuant to the written resolutions of the shareholders passed on 6 December 2016. The purpose of the Share Option Scheme is to enable the Group to grant options to full time or part time employee, Directors (including executive or independent non-executive Directors), any supplier, any customer, any service provider, any shareholder, any adviser or consultant of the Group as incentives or rewards for their contribution to the Group.

No share option has been granted by the Company under the Share Option Scheme since its adoption and up to the date of this interim report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Current Period.

AUDIT COMMITTEE

The Company established the audit committee of the Company (the “Audit Committee”) on 6 December 2016 with written terms of reference in compliance with the CG Code. The primary duties and roles of the Audit Committee include, but are not limited to, (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor; approving the remuneration and terms of engagement of the external auditor; and any questions of its resignation or dismissal; (b) monitoring integrity of financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them; and (c) reviewing the financial controls, risk management and internal control systems of the Group.

購股權計劃

本公司根據股東於二零一六年十二月六日通過的書面決議案採納購股權計劃（「購股權計劃」）。購股權計劃的目的是讓本集團向本集團的全職或兼職僱員、董事（包括執行董事或獨立非執行董事）、任何供應商、任何客戶、任何服務提供者、任何股東、任何諮詢人或顧問授出購股權，作為彼等向本集團所作貢獻的獎勵或回報。

自購股權計劃獲採納起直至本中期報告日期期間，本公司概無根據購股權計劃授出購股權。

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、出售或贖回任何本公司上市證券。

審核委員會

本公司於二零一六年十二月六日設立本公司審核委員會（「審核委員會」），並遵照企業管治守則制定職權範圍。審核委員會的主要職責及角色包括（但不限於）(a) 就委任、重新委任及罷免外聘核數師向董事會提出建議、批准外聘核數師的薪酬及委聘條款，以及處理外聘核數師的辭任或被辭退的問題；(b) 監察財務報表以及年度報告及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大判斷；及(c) 檢討本集團的財務控制、風險管理及內部監控系統。

Corporate Governance and Other Information

企業管治及其他資料

The Audit Committee currently consists of three independent non-executive Directors, namely Dr. Law Man Wah (as chairman), Mr. Lam Yim Nam and Mr. Lee Wing Kee. The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2022, and is of the opinion that such unaudited condensed consolidated financial statements have complied with the applicable accounting standards and the requirements under the Listing Rules, and that adequate disclosures have been made.

By order of the Board
SH Group (Holdings) Limited
Yu Cheung Choy
Chairman

Hong Kong, 28 November 2022

審核委員會目前由三名獨立非執行董事（分別為羅文華博士（主席）、林炎南先生及李永基先生）組成。審核委員會已審閱本集團截至二零二二年九月三十日止六個月的未經審核簡明綜合財務報表，並認為該等未經審核綜合財務報表已遵守適用會計準則及上市規則項下的規定，且已作出充分披露。

承董事會命
順興集團（控股）有限公司
俞長財
主席

香港，二零二二年十一月二十八日

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

Deloitte.

德勤

To the Board of Directors of SH Group (Holdings) Limited
(incorporated in the Cayman Islands with limited liability)

致順興集團(控股)有限公司董事會
(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of SH Group (Holdings) Limited (the "Company") and its subsidiaries set out on pages 20 to 44, which comprises the condensed consolidated statement of financial position as of 30 September 2022 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

本行已審閱列載於第20至44頁的順興集團(控股)有限公司(「貴公司」)及其附屬公司的簡明綜合財務報表，此等簡明綜合財務報表包括於二零二二年九月三十日的簡明綜合財務狀況表，及截至該日止六個月期間的相關簡明綜合損益及其他全面收入表、權益變動報表及現金流量表，以及若干說明附註。香港聯合交易所有限公司證券上市規則規定，編製中期財務資料的報告時必須符合當中相關條文規定及香港會計師公會所頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事須負責根據香港會計準則第34號編製及列報此等簡明綜合財務報表。本行的責任乃根據本行的審閱對此等簡明綜合財務報表作出結論，並按照委聘的協定條款僅向閣下作為一個實體作出報告結論，除此以外，本報告別無其他目的。本行概不就本報告的內容向任何其他人士負上或承擔任何責任。

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
28 November 2022

審閱範圍

本行已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱。簡明綜合財務報表的審閱工作包括主要向負責財務和會計事務的人員作出查詢，並進行分析和其他審閱程序。由於審閱的範圍遠較根據香港核數準則進行審核的範圍為小，故不能令本行保證本行將知悉在審核中可能發現的所有重大事項。因此，本行不會發表審核意見。

結論

根據本行的審閱工作，本行並無注意到任何事項，令本行相信此等簡明綜合財務報表在所有重大方面未有遵照香港會計準則第34號的規定編製。

德勤·關黃陳方會計師行
執業會計師
香港
二零二二年十一月二十八日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收入表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月		
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	
		Notes 附註		
Revenue	收益	4	489,954	370,044
Direct costs	直接成本		(487,087)	(337,194)
Gross profit	毛利		2,867	32,850
Other income	其他收入	5	8,141	1,760
Other loss	其他虧損	5	(7,710)	(4,945)
Net impairment loss recognised under expected credit loss model	預期信貸虧損模式項下確認 的淨減值虧損		(875)	(118)
Administrative expenses	行政開支		(13,756)	(12,550)
Finance costs	融資成本		(30)	(54)
(Loss) profit before taxation	除稅前(虧損)溢利	6	(11,363)	16,943
Income tax credit (expense)	所得稅抵免(開支)	7	1,627	(3,405)
(Loss) profit and total comprehensive (expense) income for the period	期內(虧損)溢利及 全面(開支)收入總額		(9,736)	13,538
(Loss) earnings per share	每股(虧損)盈利			
Basic (HK cents)	基本(港仙)	8	(2.4)	3.4

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2022

於二零二二年九月三十日

			As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
Non-current assets		非流動資產		
Property and equipment	10	物業及設備	19,034	19,093
Right-of-use assets	10	使用權資產	1,654	2,434
Deposits		按金	2,834	2,960
Debt instruments at amortised cost	15	按攤銷成本列賬的債務工具	6,808	4,715
Financial assets at fair value through profit or loss	16	按公平值計入損益 的金融資產	39,038	46,506
Deferred tax assets		遞延稅項資產	5,192	64
			74,560	75,772
Current assets		流動資產		
Trade receivables	11	貿易應收款項	93,048	34,019
Other receivables, deposits and prepayments		其他應收款項、按金 及預付款項	13,138	9,593
Contract assets	12	合約資產	201,225	136,144
Tax recoverable		可收回稅項	3,044	3,044
Short term bank deposits		短期銀行存款	100,000	–
Bank balances and cash		銀行結餘及現金	83,111	249,541
			493,566	432,341
Current liabilities		流動負債		
Trade payables	13	貿易應付款項	103,477	53,941
Other payables and accrued charges		其他應付款項及應計費用	117,431	95,055
Contract Liabilities	12	合約負債	85,354	65,009
Lease liabilities		租賃負債	1,621	2,307
Provision for onerous contracts		虧損合約撥備	14,227	–
			322,110	216,312
Net current assets		流動資產淨值	171,456	216,029
Total assets less current liabilities		總資產減流動負債	246,016	291,801

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2022

於二零二二年九月三十日

			As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註		
Non-current liabilities	非流動負債			
Other provisions	其他撥備		422	521
Lease liabilities	租賃負債		211	444
			633	965
Net assets	資產淨值		245,383	290,836
Capital and reserves	資本及儲備			
Share capital	股本	14	4,000	4,000
Reserves	儲備		241,383	286,836
Equity attributable to owners of the Company	本公司擁有人應佔權益		245,383	290,836

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

		Issued share capital 已發行股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the six months ended 30 September 2022 (Unaudited) 截至二零二二年九月三十日止六個月(未經審核)						
At 1 April 2022 (Audited)	於二零二二年 四月一日(經審核)	4,000	83,223	5,058	198,555	290,836
Adjustments (Note 3)	調整(附註3)	-	-	-	(17,717)	(17,717)
At 1 April 2022 (restated)	於二零二二年四月一日 (經重列)	4,000	83,223	5,058	180,838	273,119
Loss and total comprehensive expense for the period	期內虧損及全面開支 總額	-	-	-	(9,736)	(9,736)
Dividends recognised as distribution (Note 9)	確認為分派的股息 (附註9)	-	-	-	(18,000)	(18,000)
At 30 September 2022 (Unaudited)	於二零二二年 九月三十日(未經審核)	4,000	83,223	5,058	153,102	245,383
For the six months ended 30 September 2021 (Unaudited) 截至二零二一年九月三十日止六個月(未經審核)						
At 1 April 2021 (Audited)	於二零二一年 四月一日(經審核)	4,000	83,223	5,058	202,422	294,703
Profit and total comprehensive income for the period	期內溢利及全面收入 總額	-	-	-	13,538	13,538
Dividends recognised as distribution (Note 9)	確認為分派的股息 (附註9)	-	-	-	(15,600)	(15,600)
At 30 September 2021 (Unaudited)	於二零二一年 九月三十日(未經審核)	4,000	83,223	5,058	200,360	292,641

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

For the six months ended
30 September

截至九月三十日止六個月

2022

2021

二零二二年

二零二一年

HK\$'000

HK\$'000

千港元

千港元

(Unaudited)

(Unaudited)

(未經審核)

(未經審核)

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
OPERATING ACTIVITIES	經營活動		
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	(3,190)	22,143
Increase in contract assets	合約資產增加	(65,520)	(31,944)
Increase (decrease) in contract liabilities	合約負債增加(減少)	20,345	(18,325)
(Increase) decrease in trade receivables	貿易應收款項(增加)減少	(59,225)	23,467
Increase (decrease) in trade payables	貿易應付款項增加(減少)	49,536	(12,492)
Increase in other payables and accrued charges	其他應付款項及應計費用增加	22,175	6,367
Decrease in provision for onerous contracts	虧損合約撥備減少	(6,991)	–
Other movements in working capital	其他營運資金變動	(3,083)	301
Net cash used in operating activities	經營活動所用現金淨額	(45,953)	(10,483)
INVESTING ACTIVITIES	投資活動		
Interests received	已收利息	243	421
Dividends received	已收股息	1,364	1,217
Placement of short term bank deposits	存置短期銀行存款	(100,000)	–
Redemption of debt instruments at amortised cost	贖回按攤銷成本列賬的債務工具	–	1,944
Purchase of debt instruments at amortised cost	購買按攤銷成本列賬的債務工具	(2,333)	–
Purchases of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	(4,000)	(13,889)
Disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產	3,758	–
Purchase of property and equipment	購買物業及設備	(303)	(66)
Deposits paid for purchase of property and equipment	購買物業及設備的已付按金	–	(39)
Payment for rental deposit	租賃按金付款	(24)	–
Rental deposit refund received	已收租賃按金退款	41	58
Net cash used in investing activities	投資活動所用現金淨額	(101,254)	(10,354)
FINANCING ACTIVITIES	融資活動		
Interests paid	已付利息	(30)	(54)
Dividends paid	已付股息	(18,000)	(15,600)
Repayment of lease liabilities	償還租賃負債	(1,193)	(878)
Cash used in financing activities	融資活動所用現金	(19,223)	(16,532)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(166,430)	(37,369)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	249,541	236,040
Cash and cash equivalents at end of the period represented by bank balances and cash	期末現金及現金等價物指銀行結餘及現金	83,111	198,671

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

1. GENERAL INFORMATION

SH Group (Holdings) Limited (the “Company”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Act (as revised) of the Cayman Islands on 9 May 2016. The address of the Company’s registered office and the principal place of business in Hong Kong are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Units 603-606, 6/F., Tower I, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon, Hong Kong, respectively. Its immediate and ultimate holding company is Prosperously Legend Limited, which was incorporated in the British Virgin Islands and wholly-owned by Mr. Yu Cheung Choy (“Mr. Yu”), who is also the chairman of the board (the “Board”) of directors (the “Directors”) of the Company and executive Director. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 3 January 2017.

The condensed consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is also the functional currency of the Company and its subsidiaries (collectively referred to as the “Group”).

2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group for the six months ended 30 September 2022 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

1. 一般資料

順興集團(控股)有限公司(「本公司」)於二零一六年五月九日在開曼群島根據開曼群島公司法(經修訂)註冊成立為獲豁免有限公司。本公司的註冊辦事處地址及於香港的主要營業地點分別為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港九龍長沙灣道833號長沙灣廣場第一期6樓603-606室。其直接及最終控股公司為Prosperously Legend Limited, 乃於英屬處女群島註冊成立並由俞長財先生(「俞先生」)全資擁有, 俞先生亦為本公司董事(「董事」)會(「董事會」)的主席兼執行董事。本公司股份已自二零一七年一月三日起在香港聯合交易所有限公司(「聯交所」)主板上市。

簡明綜合財務報表以港元(「港元」)呈報, 港元亦為本公司及其附屬公司(統稱「本集團」)的功能貨幣。

2. 編製基準

本集團截至二零二二年九月三十日止六個月的簡明綜合財務報表乃根據聯交所證券上市規則附錄十六的適當披露規定及香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values.

Other than additional accounting policies resulting from the application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), 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 presented in the Group’s annual financial statements for the year ended 31 March 2022.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the Group’s annual period beginning on 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

Except as described below, the application of the amendments to HKFRSs in the current interim period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. 主要會計政策

簡明綜合財務報表已以歷史成本基準編製，惟若干金融工具按公平值計量。

除應用香港財務報告準則（「香港財務報告準則」）的修訂本導致的額外會計政策外，截至二零二二年九月三十日止六個月的簡明綜合財務報表所用的會計政策及計算方法與呈列本集團截至二零二二年三月三十一日止年度的年度財務報表時所依循者相同。

應用香港財務報告準則的修訂本

於本中期期間，本集團首次應用由香港會計師公會頒佈下列香港財務報告準則的修訂本，並於本集團於二零二二年四月一日開始的年度期間強制生效，以編製本集團簡明綜合財務報表：

香港財務報告準則第3號 (修訂本)	引用概念框架
香港會計準則第16號 (修訂本)	物業、廠房及 設備 – 擬定用 途前之所得款項
香港會計準則第37號 (修訂本)	虧損合約 – 履行 合約之成本
香港財務報告準則 (修訂本)	香港財務報告準則 二零一八年至 二零二零年之 年度改進

除下述者外，於本期間應用所有香港財務報告準則及其修訂本概不會對本期間及過往期間之本集團財務狀況及表現及／或該等簡明綜合財務報表所載之披露造成重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Impacts and accounting policies on application of Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract

Accounting policies

Provisions

Onerous contracts

For assessment of outstanding unfulfilled contracts as at 1 April 2022, the unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. When assessing whether a contract is onerous or loss-making, the Group includes costs that relate directly to the contract, consisting of both the incremental costs (to specify, e.g. direct labour and materials) and an allocation of other costs (to specify, e.g. an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract) that relate directly to fulfilling contracts.

Transition and summary of effects

The Group has applied the amendments to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application, 1 April 2022. Specifically, the Group's assessment of onerous contracts is in relation to outstanding unfulfilled engineering service contracts.

The Group has applied the new accounting policy retrospectively in accordance with the transitional provisions with the cumulative effect recognised at the date of initial application, i.e. 1 April 2022. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated. The details of the impacts on the retained profits are set out below.

3. 主要會計政策(續)

應用香港會計準則第37號(修訂本)「虧損合約－履行合約之成本」之影響及會計政策

會計政策

撥備

虧損合約

就評估二零二二年四月一日未履行之現存合約時，合約項下無法避免之成本反映退出合約之最低成本淨額，即履行合約的成本及因未能履行合約所產生的賠償或罰款之間之較低值。於評估合約是否虧損或將錄得虧損時，本集團計算與合約直接相關之成本，包括增量成本(具體而言，如直接勞工及物料)，以及與履行合約直接相關之其他成本分配(具體而言，如履行合約所使用之物業、廠房及設備項目之折舊費用分配)。

過渡及影響概要

本集團已就於首次應用日期(二零二二年四月一日)本集團尚未履行所有義務的合約作出修訂。具體而言，該等修訂本適用於本集團有關尚未履行的工程服務合約的虧損合約的評估。

本集團已根據過渡規定追溯採用新會計政策，並於首次應用日期(二零二二年四月一日)確認累計影響。首次應用日期的任何差異均於期初保留溢利內確認，而比較資訊並未重列。保留溢利的影響詳情載列如下。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Impacts and accounting policies on application of Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract (Cont'd)

The effects of the changes in accounting policy as a result of application of the amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract on the condensed consolidated statement of profit or loss and other comprehensive income and loss per share, are as follows:

3. 主要會計政策(續)

應用香港會計準則第37號(修訂本)「虧損合約 – 履行合約之成本」之影響及會計政策(續)

由於應用香港會計準則第37號(修訂本)「虧損合約 – 履行合約之成本」以致會計政策產生變化，對簡明綜合損益及其他全面收入表以及每股虧損的影響如下：

For the six months ended
30 September 2022
截至二零二二年
九月三十日止六個月
HK\$'000
千港元

Impact on loss and total comprehensive expense for the period	期內虧損及全面開支總額的影響	
Decrease in direct costs	直接成本減少	6,991
Decrease in income tax credit	所得稅抵免減少	(1,154)
Net decrease in loss and total comprehensive expense for the period	期內虧損及全面開支總額減少淨額	5,837
Impact on loss per share	每股虧損的影響	
Basic loss per share before adjustments (HK cents)	調整前每股基本虧損(港仙)	(3.9)
Adjustments arising from change in accounting policy (HK cents)	會計政策變動而產生的調整(港仙)	1.5
Reported loss per share (HK cents)	申報的每股虧損(港仙)	(2.4)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Impacts and accounting policies on application of Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract (Cont'd)

The effect of application of the amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract on the condensed consolidated statement of financial position as at 1 April 2022 is disclosed as follows:

		As at 1 April 2022 於二零二二年四月一日 HK\$'000 千港元
Increase in deferred tax assets	遞延稅項資產增加	3,501
Increase in provision for onerous contracts	虧損合約撥備增加	(21,218)
Total effects on net assets	資產淨值的總影響	(17,717)
Decrease in retained profits	保留溢利減少	(17,717)
Total effect on equity	權益的總影響	(17,717)

The effects of application of the amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract on the condensed consolidated statement of cash flows, are as follows:

		For the six months ended 30 September 2022 截至二零二二年 九月三十日止六個月 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動	
Net increase in operating cash flows before movements in working capital	營運資金變動前經營現金流量淨增加	6,991
Decrease in provision for onerous contracts	虧損合約撥備減少	(6,991)
Net effect on net cash used in operating activities	經營活動所用現金淨額的淨影響	–

3. 主要會計政策(續)

應用香港會計準則第37號(修訂本)「虧損合約 – 履行合約之成本」之影響及會計政策(續)

應用香港會計準則第37號(修訂本)「虧損合約 – 履行合約之成本」對簡明綜合財務狀況表於二零二二年四月一日的影響如下：

應用香港會計準則第37號(修訂本)「虧損合約 – 履行合約之成本」對簡明綜合現金流量表的影響如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

Revenue

Revenue represents the fair value of amounts received or receivable arising from the engineering service contracts of the Group from external customers. The Group's revenue is solely derived from electrical and mechanical engineering ("E&M engineering") services with the focus on the supply, installation and maintenance of mechanical ventilation and air-conditioning system ("MVAC system") and low voltage electrical system in Hong Kong during the six months ended 30 September 2022 and 2021.

Disaggregation of revenue

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Type of services (revenue recognised over time)	服務類型 (收益隨時間確認)		
– Supply, installation and maintenance of MVAC system	— 供應、安裝及維修機械通風空調系統	391,924	307,753
– Supply, installation and maintenance of low voltage electrical system	— 供應、安裝及維修低壓電氣系統	98,030	62,291
		489,954	370,044

The revenue recognised for the current period was mainly from private sector projects.

本期間確認的收益主要來自私營項目。

4. 收益及分部資料

收益

收益指本集團來自外部客戶的工程服務合約產生的已收或應收款項的公平值。本集團於截至二零二二年及二零二一年九月三十日止六個月的收益僅來自機電工程(「機電工程」)服務，並專注於在香港供應、安裝及維修機械通風及空調系統(「機械通風空調系統」)及低壓電氣系統。

收益分類

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment information

For the purpose of resources allocation and performance assessment, the executive directors of the Company, being the chief operating decision maker, review the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and only entity-wide disclosures, geographical information and major customers are presented below.

Geographical information

The Group's revenue are all derived from Hong Kong based on the location of services delivered and the Group's property and equipment and right-of-use assets amounting to HK\$20,688,000 (Unaudited) in aggregate as at 30 September 2022 (31 March 2022: HK\$21,527,000 (Audited)) are all located in Hong Kong by physical location of assets.

Information about major customers

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the periods is as follows:

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Customer A	客戶 A	137,707	N/A 不適用*
Customer B	客戶 B	71,126	N/A 不適用*
Customer C	客戶 C	53,474	84,280
Customer D	客戶 D	N/A 不適用*	115,789
Customer E	客戶 E	N/A 不適用*	58,577

* Revenue from the relevant customer was less than 10% of the Group's total revenue for the respective period.

4. 收益及分部資料(續)

分部資料

就資源分配及表現評估而言，本公司執行董事作為主要經營決策者，檢討本集團整體業績及財務狀況。因此，本集團僅有一個單一的經營分部及經營實體範圍的披露，地區資料及主要客戶呈列如下。

地區資料

根據提供服務的地點，本集團的收益均來自香港，而按資產的實際位置劃分，本集團於二零二二年九月三十日合共為20,688,000港元(未經審核)(二零二二年三月三十一日：21,527,000港元(經審核))的物業及設備以及使用權資產均位於香港。

有關主要客戶的資料

於該等期間內源自佔本集團收益總額10%或以上的客戶的收益如下：

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Customer A	客戶 A	137,707	N/A 不適用*
Customer B	客戶 B	71,126	N/A 不適用*
Customer C	客戶 C	53,474	84,280
Customer D	客戶 D	N/A 不適用*	115,789
Customer E	客戶 E	N/A 不適用*	58,577

* 於有關期間，來自有關客戶的收益低於本集團收益總額的10%。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

5. OTHER INCOME AND OTHER LOSS

5. 其他收入及其他虧損

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income:	其他收入：		
Bank interest income	銀行利息收入	732	9
Interest income from debt instruments at amortised cost	來自按攤銷成本列賬的 債務工具的利息收入	165	379
Dividend income from insurance policy	來自保單的股息收入	24	24
Dividend income from financial assets at fair value through profit or loss	來自按公平值計入損益的 金融資產的股息收入	1,271	1,285
Government grants (note)	政府補助(附註)	5,808	—
Sundry income	雜項收入	141	63
		8,141	1,760
Other loss:	其他虧損：		
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益的金融資產 公平值虧損	(7,710)	(4,945)

Note: During the six months ended 30 September 2022, the Group recognised government grants of HK\$5,605,200 (Unaudited) in respect of the Employment Support Scheme launched by the Hong Kong Government.

附註：截至二零二二年九月三十日止六個月，本集團就香港政府推出的「保就業」計劃確認政府補助5,605,200港元(未經審核)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

6. (LOSS) PROFIT BEFORE TAXATION

6. 除稅前(虧損)溢利

		For the six months ended 30 September 截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss) profit before taxation has been arrived at after charging:	除稅前(虧損)溢利經扣除以下各項達致：		
Depreciation of property and equipment	物業及設備折舊	700	710
Depreciation of right-of-use assets	使用權資產折舊	1,057	1,079
Directors' emoluments	董事酬金	3,580	3,491
Other staff costs:	其他員工成本：		
Salaries and other benefits	薪金及其他福利	46,644	40,976
Retirement benefit scheme contributions	退休福利計劃供款	1,593	1,431
Total staff costs	員工成本總額	51,817	45,898

7. INCOME TAX CREDIT (EXPENSE)

7. 所得稅抵免(開支)

		For the six months ended 30 September 截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Hong Kong Profits Tax:	香港利得稅：		
Current tax	即期稅項	—	(3,464)
Deferred taxation	遞延稅項	1,627	59
		1,627	(3,405)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

7. INCOME TAX CREDIT (EXPENSE) (Cont'd)

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax for the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

8. (LOSS) EARNINGS PER SHARE

The calculation of basic (loss) earnings per share is based on the following data:

7. 所得稅抵免(開支)(續)

根據香港利得稅兩級制，合資格集團實體的首200萬港元溢利將按8.25%的稅率徵稅，而超過200萬港元的溢利將按16.5%的稅率徵稅。不符合該利得稅兩級制資格的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。

因此，就合資格集團實體的香港利得稅按首200萬港元之估計應課稅溢利的8.25%及超過200萬港元之估計應課稅溢利的16.5%計算。

8. 每股(虧損)盈利

每股基本(虧損)盈利的計算乃基於以下數據：

		For the six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)
(Loss) earnings:	(虧損) 盈利：		
(Loss) earnings for the purpose of calculating basic (loss) earnings per share ((loss) profit for the period attributable to owners of the Company) (HK\$'000)	計算每股基本(虧損)盈利所用的(虧損)盈利(本公司擁有人應佔期內(虧損)溢利)(千港元)	(9,736)	13,538
Number of shares:	股份數目：		
Number of ordinary shares for the purpose of calculating basic (loss) earnings per share	就計算每股基本(虧損)盈利之普通股數目	400,000,000	400,000,000

No diluted (loss) earnings per share for the six months ended 30 September 2022 and 2021 was presented as there was no dilutive potential ordinary share in issue for both periods.

由於兩期間並無已發行潛在攤薄普通股，故未有呈列截至二零二二年及二零二一年九月三十日止六個月的每股攤薄(虧損)盈利。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

9. DIVIDENDS

During the six months ended 30 September 2022, a final dividend in respect of the year ended 31 March 2022 of HK1.0 cent per ordinary share (HK\$4.0 million in aggregate) and a special interim dividend of HK3.5 cents per ordinary share (HK\$14.0 million in aggregate) were declared and paid to the shareholders of the Company.

During the six months ended 30 September 2021, a final dividend in respect of the year ended 31 March 2021 of HK3.9 cents per ordinary share (HK\$15.6 million in aggregate) was declared and paid to the shareholders of the Company.

The Board did not declare any interim dividend for the six months ended 30 September 2022 (2021: Nil).

10. PROPERTY AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 September 2022, the Group acquired property and equipment amounting to HK\$641,000 (Unaudited) (2021: HK\$66,000 (Unaudited)).

During the six months ended 30 September 2022, the Group entered into a new lease agreement for the use of leased properties for two years. On lease commencement date, the Group recognised HK\$277,000 (Unaudited) of right-of-use assets and HK\$274,000 (Unaudited) of lease liabilities in aggregate.

During the six months ended 30 September 2021, the Group entered into a new lease agreement and renewed certain lease agreements for the use of leased properties for six months to two years. On lease commencement and modification dates, the Group derecognised HK\$222,000 (Unaudited) of right-of-use assets and HK\$234,000 (Unaudited) of lease liabilities in aggregate.

9. 股息

於截至二零二二年九月三十日止六個月，已向本公司股東宣派及已付截至二零二二年三月三十一日止年度的特別中期股息每股普通股3.5港仙(合共1,400萬港元)及末期股息每股普通股1.0港仙(合共400萬港元)。

於截至二零二一年九月三十日止六個月，已向本公司股東宣派及已付截至二零二一年三月三十一日止年度的末期股息每股普通股3.9港仙(合共1,560萬港元)。

董事會不就截至二零二二年九月三十日止六個月宣派任何中期股息(二零二一年：無)。

10. 物業及設備及使用權資產

於截至二零二二年九月三十日止六個月，本集團購置物業及設備為641,000港元(未經審核)(二零二一年：66,000港元(未經審核))。

截至二零二二年九月三十日止六個月，本集團就使用租賃物業訂立一份為期兩年的新租賃協議。於租賃開始日，本集團合共確認使用權資產277,000港元(未經審核)及租賃負債274,000港元(未經審核)。

截至二零二一年九月三十日止六個月，本集團就使用租賃物業訂立新租賃協議及重續若干為期六個月至兩年的租賃協議。於租賃開始及修訂日，本集團合共取消確認使用權資產222,000港元(未經審核)及租賃負債234,000港元(未經審核)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

II. TRADE RECEIVABLES

		As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	93,407	34,182
Less: Impairment loss allowance	減：減值虧損撥備	(359)	(163)
		93,048	34,019

The Group grants credit terms of 30 days to its customers from the date of invoices on progress billings of contract works. An aged analysis of the trade receivables net of impairment loss allowance presented based on the invoice date at the end of each reporting period is as follows:

本集團自合約工程進度款項發票日期起向其客戶授出30天的信用期。於各報告期末基於發票日期呈列的貿易應收款項(扣除減值虧損撥備)賬齡分析如下：

		As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
0–30 days	0至30天	81,396	23,762
31–60 days	31至60天	9,214	9,274
61–90 days	61至90天	72	236
Over 90 days	超過90天	2,366	747
		93,048	34,019

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

12. CONTRACT ASSETS AND CONTRACT LIABILITIES

12. 合約資產及合約負債

		As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Contract assets	合約資產	201,754	136,234
Less: Impairment loss allowance	減：減值虧損撥備	(529)	(90)
		201,225	136,144
Contract liabilities	合約負債	85,354	65,009

The Group has rights to considerations from customers for the provision of E&M engineering services. Contract assets arise when the Group has right to consideration for completion of E&M engineering services and not yet billed under the relevant contracts, and their right is conditioned on factors other than passage of time. Any amount previously recognised as a contract asset is reclassified to trade receivables when such right becomes unconditional other than the passage of time. Remaining rights and performance obligations in a particular contract is accounted for and presented on a net basis, as either a contract asset or a contract liability. If the progress payment exceeds the revenue recognised to date under the input method, the Group recognises a contract liability for the difference.

Retention money is unsecured and interest-free and represented the monies withheld by customers of contract works recoverable after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, usually being 1 to 2 years from the date of completion of respective E&M engineering services projects. Normally the retention money will be accumulated up to 5% or 10% of the contract value.

本集團有權就提供機電工程服務向客戶收取代價。本集團有權就已完成機電工程服務收取代價但尚未根據相關合約開票時產生合約資產，而其權利以隨時間推移以外的因素為條件。有關權利於並非因隨時間推移成為無條件時，任何早前確認為合約資產的金額獲重新分類至貿易應收款項。指定合約的餘下權利及履約責任以淨額基準入賬及呈列為合約資產或合約債務。倘進度款項超過根據輸入法確認至今的收入，本集團則就差異確認合約負債。

保固金為無抵押及免息，並指相關合約的保修期屆滿後，或根據相關合約訂明的期限，通常為各機電工程服務項目完成後一至二年工程客戶預扣的可收回保固金。保固金一般將累計達合約價值的5%或10%。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

13. TRADE PAYABLES

The credit period on purchases and subcontracting of contract work services ranges from 30 to 60 days generally. The following is an aged analysis of trade payables presented based on the invoice date at the end of each reporting period:

		As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables:	貿易應付款項：		
0–30 days	0至30天	83,396	25,182
31–60 days	31至60天	18,043	28,713
61–90 days	61至90天	1,149	46
Over 90 days	超過90天	889	–
		103,477	53,941

14. SHARE CAPITAL

Details of the share capital of the Company are disclosed as follows:

		Number of shares 股份數目	Amount 金額	
			HK\$ 港元	HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股			
Authorised:	法定：			
At 1 April 2021 (Audited),	於二零二一年四月一日(經審核)、			
30 September 2021 (Unaudited),	二零二一年九月三十日			
1 April 2022 (Audited) and	(未經審核)、二零二二年			
30 September 2022	四月一日(經審核)及			
(Unaudited)	二零二二年九月三十日	10,000,000,000	100,000,000	100,000
	(未經審核)			
Issued and fully paid:	已發行及悉數支付：			
At 1 April 2021 (Audited),	於二零二一年四月一日(經審核)、			
30 September 2021 (Unaudited),	二零二一年九月三十日			
1 April 2022 (Audited) and	(未經審核)、二零二二年			
30 September 2022	四月一日(經審核)及			
(Unaudited)	二零二二年九月三十日	400,000,000	4,000,000	4,000
	(未經審核)			

There was no movement in the Company's share capital during both periods.

13. 貿易應付款項

物料採購及分包合約工程服務的信用期通常介乎30至60天。以下為於各報告期末基於發票日期呈列的貿易應付款項賬齡分析：

14. 股本

本公司股本詳情披露如下：

本公司的股本於兩個期間內並無變動。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

15. DEBT INSTRUMENTS AT AMORTISED COST

15. 按攤銷成本列賬的債務工具

	As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Investment in a listed bond:		
– With fixed interest of 7.95% per annum and maturity date in October 2023	285	525
– With fixed interest of 4.25% per annum and maturity date in August 2025	2,333	–
Investment in listed perpetual capital securities with fixed interest of 5.25% per annum (note)	4,190	4,190
	6,808	4,715

Note: There is no maturity of the securities and the payments of distribution can be deferred at the discretion of the issuer, and there is no limit as to the number of times of deferral of distribution. Any distribution so deferred shall bear interest as if it constituted the principal of the securities. The perpetual capital securities are callable by issuer. Because the contractual cash flows of listed perpetual capital securities represent solely the payments of principal and interest on the principal amount outstanding, the investment in listed perpetual capital securities is measured at amortised cost.

附註：該等證券概無到期日，而分派付款可按發行人酌情決定遞延，並且分派遞延的次數不受限制。任何遞延分派將產生利息，猶如其構成該等證券的本金一般。永續資本證券可由發行人贖回。由於上市永續資本證券的合約現金流量僅代表本金及未償還本金的利息付款，故上市永續資本證券的投資按攤銷成本計量。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

16. 按公平值計入損益的金融資產

		As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Financial assets mandatorily measured at fair value through profit or loss:	強制按公平值計入損益的金融資產：		
Equity securities listed in Hong Kong	於香港上市的股本證券	17,376	21,476
Unlisted funds in overseas	於海外未上市的基金	21,662	25,030
		39,038	46,506

17. PLEDGE OF ASSETS

At the end of each reporting period, the Group pledged the following assets to secure certain banking facilities including performance guarantees issued by a bank.

The carrying amounts of the assets pledged are as follows:

17. 資產抵押

於各報告期末，本集團抵押以下資產以為若干銀行融資(包括一家銀行發出的履約保證)作抵押。

已抵押資產賬面值如下：

		As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Leasehold land and buildings	租賃土地及樓宇	17,449	17,802

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

18. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in the condensed consolidated financial statements, the Group had the following related party transactions during the period:

Compensation to key management personnel of the Group which represent the Directors are as follows:

18. 關聯方交易

除於簡明綜合財務報表其他地方所披露者外，本集團於期內曾發生以下關聯方交易：

下列為本集團主要管理人員（即董事）的薪酬：

		For the six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Directors' fees	董事袍金	234	234
Salaries	薪金	3,319	3,230
Retirement benefit scheme contributions	退休福利計劃供款	27	27

All banking facilities as at 30 September 2022 and 31 March 2022 were guaranteed by the Company.

As at 30 September 2022 and 31 March 2022, the Group had a facility agreement entered into with a bank with certain obligation of Mr. Yu and Mr. Lau Man Ching ("Mr. Lau"), who is the chief executive officer of the Company and executive Director, pursuant to such facility agreement including the following: (i) Mr. Yu and Mr. Lau undertake to maintain as the largest shareholders of the Company directly or indirectly; and (ii) Mr. Yu and Mr. Lau shall remain as the chairman or director of the Company.

於二零二二年九月三十日及二零二二年三月三十一日所有銀行融資均由本公司作擔保。

於二零二二年九月三十日及二零二二年三月三十一日，本集團有一份與一家銀行訂立的融資協議，並根據融資協議作出有關俞先生及劉文青先生（「劉先生」，本公司的行政總裁兼執行董事）的若干責任的承諾，包括以下：(i) 俞先生及劉先生承諾直接或間接保持作為本公司的最大股東；及(ii) 俞先生及劉先生須繼續作為本公司的主席或董事。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

19. PERFORMANCE GUARANTEES

As at 30 September 2022, performance guarantees of HK\$161,735,000 (Unaudited) (31 March 2022: HK\$134,757,000 (Audited)) were given by banks in favour of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance guarantees have been given, such customers may demand the banks to pay to them the sum or sum stipulated in such demand. The Group will become liable to compensate such banks accordingly. The performance guarantees will be released upon completion of the contract works. The performance guarantees were granted under the banking facilities with details as set out in note 18.

At the end of each reporting period, as represented by the Directors, they do not consider it is probable that a claim will be made against the Group.

20. FAIR VALUE MEASUREMENT

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

19. 履約保證

於二零二二年九月三十日，銀行以本集團客戶為受益人提供履約保證，為161,735,000港元（未經審核）（二零二二年三月三十一日：134,757,000港元（經審核）），作為本集團妥善履行及遵守其與客戶所訂立合約項下責任的擔保。倘本集團的履約情況未能令其已作出履約保證的客戶滿意，有關客戶可要求銀行支付金額或有關要求訂明的金額。本集團將負責向有關銀行作出相應補償。履約保證將於合約工程完成後解除。履約保證乃根據銀行融資授出，詳情載於附註18。

於各報告期末，如董事所述，其認為向本集團提出申索的可能性不大。

20. 公平值計量

按經常性基準以公平值計量的本集團財務資產的公平值

本集團部分財務資產乃於各報告期末按公平值計量。下表提供如何釐定該金融資產公平值的資料（尤其是估值方法及所使用的輸入數據），以及按公平值計量輸入數據的可觀察程度將公平值計量歸類入公平值架構的級別（第一至第三級）。

- 一級公平值計量乃按同類資產或負債於活躍市場的報價（未經調整）的計量；
- 二級公平值計量乃按資產或負債的可觀察輸入數據（除已包括在一級內的報價外），不論直接（即價格）或間接（即源自價格）計量；及

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

20. FAIR VALUE MEASUREMENT (Cont'd)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Cont'd)

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

20. 公平值計量(續)

按經常性基準以公平值計量的本集團財務資產的公平值(續)

- 三級公平值計量乃按資產或負債的非根據可觀察市場數據(無法觀察輸入值)的估值方法得出。

Financial instruments	Fair value as at 於下列日期的公平值		Fair value hierarchy 公平值架構	Valuation technique(s) and key input(s) 估值方法及 主要輸入數據
	30 September 2022 二零二二年 九月三十日 (Unaudited) (未經審核)	31 March 2022 二零二二年 三月三十一日 (Audited) (經審核)		
Financial assets at fair value through profit or loss	Equity securities listed in Hong Kong: HK\$17,376,000	Equity securities listed in Hong Kong: HK\$21,476,000	Level 1	Quoted bid prices in an active market
按公平值計入損益的金融資產	於香港上市的股本證券： 17,376,000 港元	於香港上市的股本證券： 21,476,000 港元	一級	在活躍市場所報的競價
	Unlisted funds in overseas: HK\$21,662,000	Unlisted funds in overseas: HK\$25,030,000	Level 2	Quoted prices from financial institutions
	於海外未上市的基金： 21,662,000 港元	於海外未上市的基金： 25,030,000 港元	二級	金融機構報價

There is no transfers among Level 1, Level 2 or Level 3 during both periods.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

於該兩段期間，一級、二級或三級之間並無轉讓。

非按經常性基準以公平值計量的本集團財務資產及財務負債的公平值

董事認為，於簡明綜合財務報表中按攤銷成本列賬的財務資產及財務負債的賬面值與其公平值相若。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

21. CAPITAL COMMITMENTS

21. 資本承擔

	As at 30 September 2022 於 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure in respect of the acquisition of property and equipment contracted for but not provided in the condensed consolidated financial statements	21	36
已訂約但未於簡明綜合財務報表撥備的有關收購物業及設備的資本開支		



 SH GROUP (HOLDINGS) LIMITED
順興集團(控股)有限公司