

BOSA TECHNOLOGY HOLDINGS LIMITED

人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8140)

Interim Report 2022/23

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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

CONTENTS

Corporate Information	2
Management Discussion and Analysis	4
Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	17
Unaudited Condensed Consolidated Statement of Financial Position	18
Unaudited Condensed Consolidated Statement of Changes in Equity	20
Unaudited Condensed Consolidated Statement of Cash Flows	21
Notes to the Unaudited Condensed Consolidated Financial Information	23
Other Information	41

CORPORATE INFORMATION

NON-EXECUTIVE DIRECTOR

Mr. Kwan Tek Sian (*Chairman*)

EXECUTIVE DIRECTORS

Mr. Lim Su I

Mr. Paulino Lim

Mr. Yang Tien-Lee

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Law Sung Ching Gavin

Ms. Chu Wei Ning

Mr. Ng Ming Hon

AUDIT COMMITTEE

Mr. Ng Ming Hon (*Chairman*)

Mr. Kwan Tek Sian

Mr. Law Sung Ching Gavin

REMUNERATION COMMITTEE

Mr. Law Sung Ching Gavin (*Chairman*)

Mr. Paulino Lim

Mr. Ng Ming Hon

NOMINATION COMMITTEE

Mr. Kwan Tek Sian (*Chairman*)

Ms. Chu Wei Ning

Mr. Ng Ming Hon

COMPANY SECRETARY

Ms. Lam Yuen Man Maria

AUTHORIZED REPRESENTATIVES

Mr. Paulino Lim

Ms. Lam Yuen Man Maria

COMPLIANCE OFFICER

Mr. Paulino Lim

REGISTERED OFFICE

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room D, 29/F, King Palace Plaza

No. 55 King Yip Street, Kwun Tong

Kowloon, Hong Kong

INDEPENDENT AUDITOR

Baker Tilly Hong Kong Limited

2nd Floor, 625 Kings Road

North Point, Hong Kong

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

Bank of China Tower

1 Garden Road, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman
KY1-1108, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

8140

COMPANY WEBSITE

www.hklistco.com/8140

MANAGEMENT DISCUSSION AND ANALYSIS

MARKET REVIEW

The latest provisional figures released by the Census and Statistics Department (C&SD) shows the gross value of construction works (GVCW) performed by main contractors in the third quarter of 2022 increased by 1.1% in nominal terms over a year earlier to HK\$59.3 billion. After discounting the effect of price changes, the provisional results showed that the total GVCW performed by main contractors decreased by 0.9% in real terms over the same period.

Analysed by type of construction works, the GVCW performed at private sector sites totalled HK\$15.9 billion in the third quarter of 2022, up by 1.6% in nominal terms over a year earlier. In real terms, it increased by 3.4%. The GVCW performed at public sector sites slightly increased by 0.9% in nominal terms over a year earlier to HK\$18.8 billion in the third quarter of 2022. In real terms, it decreased by 5.3%.

Analysed by major end-use group, the GVCW performed at construction sites in respect of residential buildings projects amounted to HK\$11.2 billion in the third quarter of 2022, down by 7.3% in nominal terms compared with a year earlier. Over the same period, the GVCW performed at construction sites in respect of transport projects dropped by 17.7% in nominal terms to HK\$7.7 billion in the third quarter of 2022.

On a seasonally adjusted quarter-to-quarter basis, the GVCW performed by main contractors decreased by 9.0% in nominal terms and 8.0% in real terms in the third quarter of 2022 compared with the second quarter of 2022.

Despite attention should be given to the downturn of the provisional GVCW figures mentioned above in the third quarter compared to compared to the second quarter in 2022, which could affect the Group's performance in the short run, the long-awaited reopening of quarantine-free travel between mainland China and Hong Kong will provide a strong boost to the business sector.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in providing mechanical splicing services to the reinforced concrete construction industry in Hong Kong. The Group's customers are primarily main contractors and subcontractors of various types of reinforced concrete construction projects in Hong Kong. Construction projects that the Group service can generally be categorised into public sector projects and private sector projects.

The Group will continue to cautiously monitor the business opportunities and continue to strengthen its competitiveness in the market to enhance the profitability of the Group and interests of the shareholders of the Company.

OUTLOOK

The Directors believe that the successful listing of the Shares of the Company on the GEM of the Stock Exchange on 12 July 2018 could enhance the Group's profile and the net proceeds received will strengthen the Group's financial position and enable the Group to implement its business plan. The Group intends to further strengthen its position as a leading provider of mechanical splicing services for the reinforced concrete construction industry in Hong Kong and to create long term value for its stakeholder. Details of the implementation plan were set out in the prospectus of the Company dated 28 June 2018 (the "Prospectus") under the section "Future Plans and Use of Proceeds".

FINANCIAL HIGHLIGHT AND OVERVIEW

	For the six months ended		
	31 December		Change %
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)	
Revenue	52,496	54,408	(3.5%)
Gross profit	21,626	21,321	1.43%
Net profit and total comprehensive income	12,114	12,250	(1.1%)
Earnings per share (<i>HK cents</i>)	1.51	1.54	(1.9%)

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

During the six months ended 31 December 2022 (the “Period”), all of the Group’s revenue was generated from the provision of services of processing and connecting reinforcing bars in Hong Kong. Accordingly, the Group has only one single operating segment and one geographical segment during the Period.

The Group’s revenue decreased by approximately HK\$1.9 million or approximately 3.5%, from approximately HK\$54.4 million for the six months ended 31 December 2021 to approximately HK\$52.5 million for the Period, which was mainly due to the decrease in the number of new projects and customers during the Period.

Cost of Sales

The Group’s cost of sales decreased by approximately HK\$2.2 million or approximately 6.7%, from approximately HK\$33.1 million for the six months ended 31 December 2021 to approximately HK\$30.9 million for the Period, which was in line to the decrease in revenue.

Gross Profit

The Group’s gross profit increased by approximately HK\$0.3 million or approximately 1.4%, from approximately HK\$21.3 million for the six months ended 31 December 2021 to approximately HK\$21.6 million for the Period, which were mainly due to the decrease in purchase cost as Taiwan dollar depreciated against Hong Kong dollar.

Other Income

The Group’s other income increased by approximately HK\$0.3 million or approximately 10.2%, from approximately HK\$3.1 million for the six months ended 31 December 2021 to approximately HK\$3.4 million for the Period. The increase was mainly due to the HK\$0.7 million subsidies received under the Hong Kong Government Employment Subsidy Scheme (ESS) during the six months ended 31 December 2022 but off set by a decrease in testing income of approximately HK\$0.3 million during the same period in 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative Expenses

The Group's administrative expenses increased by approximately HK\$1.4 million or approximately 16.6%, from approximately HK\$8.7 million for the six months ended 31 December 2021 to approximately HK\$10.1 million for the Period, which was mainly attributable to the increase in various expenses including professional fees, directors remunerations and staff costs.

Profit and Total Comprehensive Income Attributable to Owners of the Company

The Group's profit and total comprehensive income attributable to owners of the Company decreased by approximately HK\$0.2 million or approximately 1.1%, from approximately HK\$12.3 million for the six months ended 31 December 2021 to approximately HK\$12.1 million for the Period.

Liquidity and Financial Resources

The Group practiced prudent financial management and maintained a strong and sound financial position during the Period. As at 31 December 2022, the Group had cash and bank balances of approximately HK\$88.5 million (30 June 2022: approximately HK\$79.4 million) and the current ratio, calculated as the total current assets divided by total current liabilities, was approximately 7.0 times as at 31 December 2022 (30 June 2022: approximately 4.9 times). The Group has bank overdraft balance of approximately HK\$2.9 million as at 31 December 2022 (30 June 2022: approximately HK\$3.7 million). The gearing ratio, representing total borrowings divided by total equity, was Nil as at 31 December 2022 (30 June 2022: Nil). In view of the Group's current level of cash and bank balances and funds generated internally from operations, the Board is confident that the Group will have sufficient resources to meet its financial needs for its operations.

Foreign Exchange Exposure

The Group purchased all of the couplers used in our business operations from Taiwan. These purchases were denominated in TWD. The Group expects to continue to make coupler purchases in Taiwan in the near future. Accordingly, fluctuations in TWD against HK\$ may result in exchange losses or gains and affect our results of operations.

MANAGEMENT DISCUSSION AND ANALYSIS

The management considered that the Group has sufficient foreign exchange to meet its foreign exchange liabilities as they become due, which will be funded by cash generated from operating activities. The Group has not entered into any agreement to hedge our exchange rate exposure relating to TWD and will continue to monitor its foreign exchange exposure. The Group will consider hedging significant foreign currency exposure should the need arise and no derivative financial instruments were held by the Group as at 31 December 2022 for speculative purposes.

Dividend

The board of directors (the “Board”) does not recommend the payment of dividend in respect for the Period (for the six months ended 31 December 2021: Nil).

Pledge of Assets

The Group’s obligations under finance leases were secured by the lessor’s charge over the leased assets. As at 31 December 2022, the Group had secured and unguaranteed obligations under finance leases of approximately HK\$368,000 (as at 30 June 2022: approximately HK\$432,000), which were secured by motor vehicles of the Group.

Save as disclosed above, the Group did not have pledged assets as at 31 December 2022 (30 June 2022: Nil).

Capital Structure

The Company was incorporated in Cayman Islands and registered as an exempted company with limited liability under the Cayman Companies Law on 24 October 2016. Its shares were listed on GEM of the Stock Exchange on 12 July 2018. The Company’s capital comprises ordinary shares and capital reserves. The Group finances its working capital, capital expenditures and other liquidity requirements through a combination its cash and cash equivalents and cash flows generated from operations.

MANAGEMENT DISCUSSION AND ANALYSIS

Future Plans for Material Investment and Capital Assets

The Group did not have any other plans for material investment and capital assets as at 31 December 2022 save for the acquisition a parcel of land to open new workshop in Hong Kong, details of which are set out in the prospectus under the section “Future Plans and Use of Proceeds”.

Significant Investments Held, Acquisitions and Disposals

There were no significant investments held, acquisitions or disposals of subsidiaries, associates, joint venture and affiliated companies by the Group during the Period.

The Group did not have any other material plans for significant investments, acquisitions and disposals of subsidiaries, associates and joint ventures as at 31 December 2022.

Employees and Remuneration Policies

As at 31 December 2022, the Group had 51 full-time employees (2021: 56 employees), including the Directors. Total staff costs (including Directors’ emoluments and part-time employees) were approximately HK\$13.9 million for the Period as compared to approximately HK\$11.9 million for the six months ended 31 December 2021. Such increase was mainly due to the increments in salary in respect of basic salary, incentives and bonus during the Period.

Remuneration is determined with reference to duties, responsibilities, experience and skills. On top of basic salaries, the Group provides discretionary bonuses to our senior management and key employees as incentive bonuses.

MANAGEMENT DISCUSSION AND ANALYSIS

Use of Listing Proceeds

The Company's shares were listed on GEM of the Stock Exchange on 12 July 2018 for which the Company issued 200,000,000 new shares at HK\$0.30 per share. The net listing proceeds received by the Company, after deducting underwriting fees and other related expenses, are approximately HK\$37.8 million. These proceeds are intended to be applied in the manner as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The future plan and scheduled use of proceeds as disclosed in the Prospectus were based on the best estimation of future market conditions made by the Group at the time of preparing the Prospectus, while the proceeds were applied with consideration of the actual development of business and market. As at the date of this report, the Group does not anticipate any material change to the plan as to the use of listing proceeds. All unused net proceeds have been placed as interest bearing short-term demand deposits with licensed bank in Hong Kong. Barring any unforeseen circumstances, the remaining proceeds will be utilised by 31 December 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

Comparison Between Business Objectives and Actual Business Progress

The below table sets out the proposed applications of the net proceeds as set out in the Prospectus and the unutilized amount as at 31 December 2022:

Description	Amount designated in the Prospectus (as adjusted based on the actual net proceeds raised)	Business plan as disclosed in Prospectus	Utilized	Total	Latest development	Expected timeframe
			as at 31 December 2022	remaining net proceeds available as at 31 December 2022		
<i>Use of net proceeds</i>	<i>HK\$ million</i>		<i>HK\$ million</i>	<i>HK\$ million</i>		
Expanding scale of operations	35.3	<p>Acquire a parcel of land to open a new workshop within the New Territories of Hong Kong, such as Yuen Long and Ping Che</p> <ul style="list-style-type: none"> — Finalise selection of a parcel of land (Internal resources) — Purchase a parcel of land (HK\$35.3 million) — Commence construction of a new workshop or adapt existing structure for purposes of the new workshop (as the case may be) (Internal resources) 	–	35.3	The ongoing social unrest and the COVID-19 pandemic have created economic uncertainties and caused disruptions to most economic activities. As a result, the searching for a suitable parcel of land has been delayed. Save as Yuen Long and Ping Che, the Group is also considering other geographical location for the expansion of workshop in appropriate circumstances.	The proposed acquisition of a parcel of land is expected to be completed by 31 December 2024

MANAGEMENT DISCUSSION AND ANALYSIS

Description	Amount designated in the Prospectus (as adjusted based on the actual net proceeds raised)	Business plan as disclosed in Prospectus	Utilized	Total remaining net proceeds available	Latest development	Expected timeframe
			as at 31 December 2022	as at 31 December 2022		
	<i>HK\$ million</i>		<i>HK\$ million</i>	<i>HK\$ million</i>		
Placing resources into research and development	2.4	Conduct research and development with a view to enhancing the quality and cost-effectiveness of our existing mechanical splicing services, and reducing overhead costs and servicing time:			The Group is in the course of identifying suitable candidate(s) to join our research and development team and would continue to seek for suitable research and development opportunities once our research and development capability is improved.	The completion date is expected to be 31 December 2024
		— Employ one additional qualified technical staff to join our research and development team and carry out research and development activities (HK\$0.4 million)	—	0.4		
		— Conduct research and development activities to enhance quality and cost-effectiveness of our services (HK\$0.4 million)	0.4	—		
		— Explore ways to enhance and improve the automated features of our machines to increase efficiency and reduce human errors, including developing our next generation of our self-developed CNC crimping machines and CNC threading machines (HK\$0.2 million)	—	0.2		
		— Develop two prototypes of our next generation machines and collect data points on reliability, efficiency and other metrics (HK\$0.9 million)	0.9	—		
		— Explore other type(s) of couplers that may be useful in the Hong Kong mechanical splicing service market (HK\$0.4 million)	—	0.4		
		— Continue to prepare production manuals and update quality assurance protocols (HK\$0.1 million)	—	0.1		
General working capital	0.1		0.1	—		
Total	37.8		1.4	36.4		

MANAGEMENT DISCUSSION AND ANALYSIS

As at date of this report, the remaining amount of approximately HK\$36.4 million were expected to be utilized in the same manner as disclosed in the Prospectus based on the flowing timeline:

Acquire a parcel of land to open a new workshop

As at date of this report, approximately HK\$35.3 million allocated for acquiring a parcel of land to open a new workshop has not been utilized by the Group, which was planned to be completed during the period from 1 July 2018 to 31 December 2018 as set forth in the Prospectus. In light of the uncertainty and potential adverse impact on the local economy and residential industry caused by the social unrest associated with the anti-extradition bill protests and the unforeseeable ending of the COVID-19 pandemic, the long-lasting China and US political tension and high increment in land price after the listing, the Group has adopted a more cautious approach in evaluating a suitable parcel of land. Apart from the selection criteria as set forth in the Prospectus, the Group needs to take into consideration investment return, profitability of acquisition in the latest market condition, synergy effect with the Group and challenges and expenses that could arise from integrating with the acquisition of a parcel of land. The Board considers that the delay had no material adverse impact on the business operation and financial position of the Group.

Since Listing, the management of the Group has established a location selection committee and were in the course of identifying a potential parcel of land for opening a new workshop. As the acquisition of a parcel of land to open a new workshop was considered a crucial factor in determining the long-term growth and future success, the Group will require more time to identify suitable potential workshop location based on the factors identified above, and it is expected that the unutilized net proceeds will be fully utilized on or before 31 December 2024.

Placing resources into research and development

According to the Prospectus, the planned use of net proceeds (as adjusted on a pro rata basis based on the actual net proceeds raised) for spending on research and development by 31 December 2018 is approximately HK\$2.4 million. The actual use of the net proceeds up to 31 December 2022 is approximately HK\$1.3 million. The actual used amount was less than the planned use amount primarily because (i) there was a delay in opening a new workshop as mentioned above; and (ii) the Group has taken a longer time to assess and implement the research and development plan in a proper manner.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group will continue to seek for suitable research and development opportunities with a view of enhancing the quality and cost-effectiveness of our existing mechanical splicing services, and reducing overhead costs and servicing time. It is expected that the unutilized net proceeds for research and development will be fully utilized on or before 31 December 2024.

The expected timeline for the full deployment of the unutilised proceeds disclosed above is based on the best estimation from the Board with the latest information and market condition as at the date of this report. The Board confirms that there is no material change in the business nature of the Group as set out in the Prospectus and the Group considers that the delay in the use of proceeds does not have any material adverse impact on the operation of the Group. However, further delays may still happen due to the recent outbreak of Omicron. The Board will continue to closely monitor the situation and evaluate the effects on the timeline to deploy the unutilised proceeds and keep shareholders and potential investors informed if there are any material changes.

Principal Risks and Uncertainties

The business operations and results of the Group may be affected by various factors, some of which are external causes and some are inherent to the business. The board is aware that the Group is exposed to various risks and the principal risks and uncertainties are summarized below:

Any failure to maintain an effective quality control system could have a material adverse effect on the Group's business and operations

The quality and consistency of the Group's services are critical to its ability to retain its customers and acquire and attract new customers. The Group's quality control system is dependent on a number of factors, including a timely update to suit the ever-changing business needs as well as its ability to ensure that the Group's quality control policy and guidelines are followed. Any failure to maintain the effective and adequate quality control system could result in defects in its services that could negatively impact the Group's reputation and expose the Group to claims by its customers. Any such dispute would incur additional costs or damage to the Group's business reputation and corporate image, as well as disrupt the Group's business operations.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group does not enter into any formal contract with its customers (with certain exceptions). The Group's customers request services from the Group on an order by order basis, which exposes the Group to potential volatility in its revenue

Except for certain major customers with whom the Group has entered into written contracts, the Group does not enter into any long-term contract with its customers. Therefore, the Group's customers are not obligated in any way to continue placing orders with the Group at the historical level or at all. The Group cannot guarantee that the Group will receive any orders from its existing customers or that the Group will be able to continue its business relationship with them on the current terms or at all.

The Group's services are provided based on actual orders received from its customers. The Group's customers may cancel or defer their orders. The Group's customers' orders may vary from period to period, and it is difficult to accurately forecast future order quantities. There is no assurance that the Group's customers will continue to place orders with the Group in the future at the same volume, or at the same margin, as compared to prior periods, or at all. The Group may not be able to locate alternative customers to place new orders. There is also no assurance that the volume or margin of its customers' orders will be consistent with the Group's expectations. As a result, the Group's results of operations may vary from period to period and may fluctuate significantly in the future.

Any failure, damage or loss of the Group's equipment may materially and adversely affect the Group's operations and financial performance

The Group's services rely on its equipment, which includes reinforcing bar cutting machines, and self-developed CNC crimping machines and CNC threading machines. If the Group fail to maintain its equipment or cope with any latest development trends or demands or to cater to different needs and requirements of different customers, its overall competitiveness and thus its financial performance and results of operations may be materially and adversely affected.

MANAGEMENT DISCUSSION AND ANALYSIS

In addition, there is no assurance that our equipment will not be damaged or lost as a result of, among others, improper operation, accidents, fire, adverse weather conditions, theft or robbery. The Group's equipment may break down or fail to function normally due to wear and tear or mechanical or other issues. The Group does not maintain insurance covering loss of or damage to our equipment. If any failed, damaged or lost equipment cannot be repaired and/or replaced in a timely manner, the Group's operations and financial performance could be materially and adversely affected.

Furthermore, the Group plans to acquire additional equipment to enhance its technical ability and to strengthen its capability to cater to different needs and requirements of different customers. As a result of the purchase of additional equipment, it is expected that additional depreciation will be charged to the profit or loss and may, therefore, affect the Group's business, financial condition and results of operations.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 31 December 2022

The Board is pleased to present the unaudited condensed consolidated financial information of the Group for the six months ended 31 December 2022, which has been reviewed by the audit committee of the Company, together with the comparative figures for the corresponding periods in 2021, as follows:

	Notes	Three months ended 31 December		Six months ended 31 December	
		2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue	5	25,321	27,210	52,496	54,408
Cost of sales		(14,967)	(16,852)	(30,870)	(33,087)
Gross profit		10,354	10,358	21,626	21,321
Other income	6	1,535	1,776	3,364	3,053
Net exchange gains/(losses)	6	957	(389)	(81)	(812)
Administrative expenses		(6,013)	(4,095)	(10,111)	(8,669)
Finance costs	7	(71)	(67)	(150)	(133)
Profit before taxation	8	6,762	7,583	14,648	14,760
Taxation	9	(1,200)	(1,250)	(2,600)	(2,480)
Profit for the period		5,562	6,333	12,048	12,280
Other comprehensive income					
Item that may be reclassified subsequently to profit or loss:					
Exchange difference arising on translation of foreign operation					
		(28)	(16)	66	(30)
Profit and total comprehensive income for the period attributable to the owners of the Company		5,534	6,317	12,114	12,250
Earnings per share					
Basic (HK cents)	10	0.7	0.79	1.51	1.54

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022

		31 December	30 June
		2022	2022
	<i>Notes</i>	HK\$'000	HK\$'000
		(Unaudited)	(Audited)
Non-current assets			
Plant and equipment	12	9,278	9,510
Right-of-use assets	13	4,973	6,556
Deposits		634	1,292
		<u>14,885</u>	<u>17,358</u>
Current assets			
Inventories	15	7,630	10,545
Trade receivables	16	46,313	45,790
Other receivables, deposits and prepayments	14	783	2,174
Bank balances	17	88,483	79,419
		<u>143,209</u>	<u>137,928</u>
Current liabilities			
Trade payables	18	4,574	5,067
Other payables, deposits received and accrued charges	19	6,146	8,207
Reinstatement provision	20	320	140
Bank overdrafts	21	2,910	3,726
Tax payable		2,750	7,157
Lease liabilities	22	3,677	4,137
		<u>20,377</u>	<u>28,434</u>
Net current assets		<u>122,832</u>	<u>109,494</u>
Total assets less current liabilities		<u>137,717</u>	<u>126,852</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022

		31 December 2022	30 June 2022
	<i>Notes</i>	HK\$'000 (Unaudited)	<i>HK\$'000</i> <i>(Audited)</i>
Non-current liabilities			
Deferred tax liabilities	23	559	559
Reinstatement provision	20	220	400
Lease liabilities	22	1,331	2,400
		2,110	3,359
		135,607	123,493
Capital and reserves			
Share capital	24	41	41
Reserves		135,566	123,452
Equity attributable to the owners of the Company		135,607	123,493

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2022

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
Balance at 1 July 2021 (audited)	41	59,936	5,647	(487)	37,769	102,906
Profit for the period	-	-	-	-	12,280	12,280
Other comprehensive expense for the period	-	-	-	(30)	-	(30)
Total comprehensive (expense) income for the period	-	-	-	(30)	12,280	12,250
Balance at 31 December 2021 (unaudited)	41	59,936	5,647	(517)	50,049	115,156
Balance at 1 July 2022 (audited)	41	59,936	5,647	(430)	58,299	123,493
Profit for the period	-	-	-	-	12,048	12,048
Other comprehensive expense for the period	-	-	-	66	-	66
Total comprehensive (expense) income for the period	-	-	-	66	12,048	12,114
Balance at 31 December 2022 (unaudited)	41	59,936	5,647	(364)	70,347	135,607

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 December 2022

	31 December 2022 HK\$'000 (Unaudited)	31 December 2021 HK\$'000 (Unaudited)
OPERATING ACTIVITIES		
Profit before taxation	14,648	14,760
Adjustments for:		
Depreciation of plant and equipment	1,874	1,647
Depreciation of right-of-use assets	2,194	1,837
Bank interest income	(43)	–
Finance costs	150	133
Operating cash flows before movements		
in working capital	18,823	18,377
(Increase)/decrease in trade receivables	(523)	4,821
Decrease/(increase) in inventories	2,915	(227)
Decrease/(increase) in other receivables, deposits and prepayments	2,049	(3,596)
Decrease in trade payables	(493)	(2,135)
Decrease in other payables and accrued charges	(2,061)	(2,074)
Cash from operations	20,710	15,166
Tax paid	(7,007)	(2,489)
NET CASH FROM OPERATING ACTIVITIES	13,703	12,677
INVESTING ACTIVITIES		
Bank interest received	43	–
Purchases of plant and equipment	(1,642)	(2,978)
NET CASH USED IN INVESTING ACTIVITIES	(1,599)	(2,978)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 December 2022

	31 December 2022 HK\$'000 (Unaudited)	31 December 2021 HK\$'000 (Unaudited)
FINANCING ACTIVITIES		
Interest paid	(150)	(133)
Repayments of lease liabilities	<u>(2,140)</u>	<u>(1,807)</u>
<i>NET CASH USED IN FINANCING ACTIVITIES</i>	<u>(2,290)</u>	<u>(1,940)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	9,814	7,759
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	75,693	70,062
Effect of foreign exchange rate changes	<u>66</u>	<u>(30)</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	<u>85,573</u>	<u>77,791</u>
Represented by:		
Cash and cash equivalents	88,483	80,078
Bank overdrafts	<u>(2,910)</u>	<u>(2,287)</u>
	<u>85,573</u>	<u>77,791</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL

BOSA Technology Holdings Limited (the “Company”) was incorporated in Cayman Islands and registered as an exempted company with limited liability under the Cayman Companies Law on 24 October 2016. The Company’s shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 12 July 2018.

The addresses of the Company’s registered office and the principal place of business are PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and Room D, 29/F., King Palace Plaza, 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong, respectively.

Upon Listing, the substantial shareholder of the Company is Kin Sun Creative Company Limited (“Kin Sun”). Kin Sun is a limited liability company incorporated in Hong Kong and wholly-owned by Mr. Kwan Tek Sian (“Mr. Kwan”), who is a non-executive director of the Company.

The Company is an investment holding company. The consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is also the functional currency of the Company.

This interim condensed consolidated financial information has not been audited.

2. BASIS OF PREPARATION

The interim condensed consolidated financial information of the Group for the six months ended 31 December 2022 have been prepared in accordance with the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance, and with Hong Kong Accounting Standard (“HKAS”) 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

This interim condensed consolidated financial information should be read in conjunction with the Group’s annual financial statements for the year ended 30 June 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the “HKFRSs”) issued by the HKICPA.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of assets”.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of new or revised HKFRSs effective in the current period

In the Period, the Group has adopted all the new or revised standards, amendments and interpretations (“new or revised HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 July 2019. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s Interim Financial Statements and amounts reported for the Period and prior periods.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of those new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group’s accounting policies, which are described in note 3, management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following is the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next twelve months.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Provision of expected credit losses (“ECL”) for trade receivables (upon application of HKFRS 9)

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on past due information groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group’s historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

5. REVENUE AND SEGMENTAL INFORMATION

Revenue represents the fair value of amounts received and receivable for the services provided and net of discount during the period. The Group’s operations and revenue is solely derived from provision of mechanical splicing services in Hong Kong during the period. For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the executive directors of the Company) reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies set out in note 3. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

Geographical information

No geographical segment information is presented as the Group’s revenue are all derived from Hong Kong based on the location of services provided to the customers and the Group’s non-current rental deposits, right-of-use assets and plant and equipment as at 31 December 2022 amounting to HK\$14,885,000 (30 June 2022: HK\$17,358,000) are all located in Hong Kong by physical location of assets.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

5. REVENUE AND SEGMENTAL INFORMATION (continued)

Information about major customers

Revenue attributed from customers that accounted for 5% or more of the Group's total revenue during the period is as follows:

	Six months ended	
	31 December	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Customer A	16,567	15,684
Customer B	6,241	13,626
Customer C	4,418	3,652
Customer D	4,154	N/A*

* The corresponding revenue did not contribute over 5% of the total revenue of the Group.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6. OTHER INCOME AND OTHER LOSSES

	Six months ended 31 December	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Other income		
Handling charge	2,591	2,878
Insurance compensation	–	172
Bank interest income	43	–
Employee Support Scheme	718	–
Others	12	3
	<u>3,364</u>	<u>3,053</u>
Other losses		
Net exchange losses	(81)	(812)
	<u>(81)</u>	<u>(812)</u>

7. FINANCE COSTS

	Six months ended 31 December	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Interest on lease liabilities	150	133
	<u>150</u>	<u>133</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

8. PROFIT BEFORE TAXATION

	Six months ended	
	31 December	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit before taxation has been arrived at after charging:		
Cost of inventories recognised as an expense	18,535	20,960
Depreciation of plant and equipment	1,874	1,647
Directors' remuneration	4,088	3,252
Other staff costs		
Salaries and other benefits	9,494	8,275
Retirement benefits scheme contributions	359	338
Total staff costs	13,941	11,865
Research expenses	–	202
Depreciation of right-of-use assets	2,194	1,837
	2,194	1,837

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

9. TAXATION

	Six months ended 31 December	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Hong Kong Profits Tax:		
Current tax	<u>2,600</u>	<u>2,480</u>
	<u>2,600</u>	<u>2,480</u>

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

Hong Kong profits tax has been provided at the rate of 8.25% on the first HK\$2.0 million of the estimated assessable profits and at 16.5% on the estimated assessable profit above HK\$2.0 million (2021: 16.5%) during the Period.

No deferred taxation has been provided as the Group has no material unprovided deferred tax assets or liabilities which are expected to be crystallised in the foreseeable future (six months ended 31 December 2021: Nil).

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

10. EARNINGS PER SHARE

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

	Six months ended	
	31 December	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Earnings:		
Earnings for the purpose of calculating basic earnings per share (Profit for the period attributable to the owners of the Company)	<u>12,048</u>	<u>12,280</u>
	'000	'000
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<u>800,000</u>	<u>800,000</u>

No diluted earnings per share for both periods was presented as there were no potential ordinary shares in issue with dilutive effect during the both periods.

11. DIVIDEND

No dividend has been paid, declared or proposed by the Company during the six months ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (six months ended 31 December 2021: nil).

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

12. PLANT AND EQUIPMENT

	31 December	30 June
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
As the beginning of the period	9,510	8,403
Additions	1,642	4,504
Depreciation	(1,874)	(3,445)
Transfer from right of use assets	–	48
	<u> </u>	<u> </u>
At the end of the period	<u>9,278</u>	<u>9,510</u>

13. RIGHT-OF-USE ASSETS

	31 December	30 June
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
As the beginning of the period	6,556	3,065
Additions	611	7,433
Transfer to plant and equipment	–	(48)
	<u> </u>	<u> </u>
Depreciation	<u>7,167</u>	10,450
	<u>(2,194)</u>	<u>(3,894)</u>
At the end of the period	<u>4,973</u>	<u>6,556</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

14. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	31 December	30 June
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Rental and utilities deposits	1,355	1,774
Other receivables and prepayments	924	2,554
	<hr/>	<hr/>
	2,279	4,328
Less: allowance for ECLs of other deposits	(862)	(862)
	<hr/>	<hr/>
	1,417	3,466
	<hr/> <hr/>	<hr/> <hr/>
Presented as non-current assets	634	1,292
Presented as current assets	783	2,174
	<hr/>	<hr/>
Total	1,417	3,466
	<hr/> <hr/>	<hr/> <hr/>

15. INVENTORIES

	31 December	30 June
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Couplers at cost	7,630	10,545
	<hr/> <hr/>	<hr/> <hr/>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

16. TRADE RECEIVABLES

The Group's credit terms of 15–45 days is granted to customers. The following is an ageing analysis of the trade receivables presented based on the invoice date, which is approximate the dates of rendering the services, at the end of the reporting period.

	31 December 2022 <i>HK\$'000</i> (Unaudited)	30 June 2022 <i>HK\$'000</i> (Audited)
0–30 days	7,759	10,080
31–60 days	9,598	8,891
61–90 days	8,047	10,009
Over 90 days	20,909	16,810
	46,313	45,790

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributable to customers are reviewed regularly. Trade receivables that are neither past due nor impaired have good credit quality.

As at 31 December 2022, included in the Group's trade receivables are debtors with aggregate carrying amount of approximately HK\$38,952,000 (30 June 2022: HK\$35,616,000), which are past due at the end of the reporting period for which the Group has not provided for impairment loss as there was settlement subsequent to the end of the reporting period or there was continuous settlements by respective customers and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

16. TRADE RECEIVABLES (continued)

In determining the recoverability of a trade receivable, the Group considers current creditworthiness, the past collection history of each customer, ageing analysis and subsequent settlement of individual balances. The Group has policy regarding impairment losses on trade receivables which is based on the evaluation of collectability and ageing analysis of accounts and on management's judgement including the current creditworthiness and the past collection history of each customer. The management of the Group believes that no impairment is required.

17. BANK BALANCES

Bank balances comprise bank deposits with an original maturity from one month to six months and carrying interest at prevailing market rate of 3.7%–4.6% per annum.

18. TRADE PAYABLES

The credit period on purchase of inventories is 90 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	31 December 2022 <i>HK\$'000</i> (Unaudited)	30 June 2022 <i>HK\$'000</i> (Audited)
0–30 days	3,376	3,258
31–60 days	1,198	1,809
	4,574	5,067

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

19. OTHER PAYABLES AND ACCRUED CHARGES

	31 December	30 June
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
Salaries payable	60	60
Provision for annual leaves	600	600
Provision for long service payments	1,409	1,409
Other payables and accrued charges	4,077	6,138
	<u>6,146</u>	<u>8,207</u>

20. REINSTATEMENT PROVISION

	<i>HK\$'000</i>
As at 30 June 2022 and 31 December 2022	<u><u>540</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

20. REINSTATEMENT PROVISION (continued)

	31 December	30 June
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Presented as non-current liabilities	220	400
Presented as current liabilities	320	140
	<hr/>	<hr/>
Total	540	540
	<hr/> <hr/>	<hr/> <hr/>

21. BANK OVERDRAFTS

	31 December	30 June
	2022	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Unsecured:		
Repayable within one year or on demand	2,910	3,726
	<hr/>	<hr/>
	<hr/> <hr/>	<hr/> <hr/>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

22. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

	31 December 2022		30 June 2022	
	Minimum lease payments <i>HK\$'000</i>	Present value of minimum lease payments <i>HK\$'000</i>	Minimum lease payments <i>HK\$'000</i>	Present value of minimum lease payments <i>HK\$'000</i>
Within one year	3,830	3,677	4,366	4,137
In more than one year but not more than two years	1,191	1,158	1,890	1,825
In more than two years but not more than five years	176	173	588	575
	<u>5,197</u>	<u>5,008</u>	6,844	6,537
Less: Future finance charges	<u>(189)</u>	<u>-</u>	<u>(307)</u>	<u>-</u>
Present value of lease obligations	<u><u>5,008</u></u>	<u><u>5,008</u></u>	<u><u>6,537</u></u>	<u><u>6,537</u></u>
Less: Amount due for settlement within one year (shown under current liabilities)		<u>(1,331)</u>		<u>(2,400)</u>
Amount due for settlement after one year		<u><u>3,677</u></u>		<u><u>4,137</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

23. DEFERRED TAX LIABILITIES

The following are the deferred tax liabilities recognised and movements thereon during the period:

	Accelerated tax allowance <i>HK\$'000</i>
At 30 June 2022	559
Charged to profit or loss for the Period	<u>—</u>
At 31 December 2022	<u><u>559</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

24. SHARE CAPITAL

Share capital as at 30 June 2022 and 31 December 2022 represented the share capital of the Company. Details of the Company's shares are disclosed as follows:

	Number of shares	Amount	
		HK\$	HK\$'000
Ordinary shares			
Authorised:			
At 1 July 2021, 30 June 2022, 1 July 2022 and 31 December 2022	10,000,000,000	1,000,000	1,000
Issued and fully paid:			
At 1 July 2021, 30 June 2022, 1 July 2022 and 31 December 2022	800,000,000	40,500	41

Note:

- (i) The shares of the Company have been listed on GEM of the Stock Exchange on 12 July 2018. On the same date, 395,000,000 new shares of the Company of HK\$0.0001 each were issued through capitalisation of HK\$39,500 standing to the credit of share premium account of the Company. Also, 200,000,000 new shares of the Company of HK\$0.0001 each were issued at an offer price of HK\$0.30 per share.

SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (“Share Option Scheme”), which was approved by written resolutions passed by the shareholders of the Company on 19 June 2018 and became unconditional on 12 July 2018. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

As at 31 December 2022, there was no option outstanding, granted, cancelled, exercised or lapsed.

DIRECTORS’ RIGHT TO ACQUIRE SHARE OR DEBENTURES

Apart from the aforesaid Share Option Schemes, at no time during the Period was the Company or any associated corporation a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercise any such rights.

DIRECTORS AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests or short positions of Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions 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 recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

OTHER INFORMATION

(I) Long Position in the Ordinary Shares and Underlying Shares of the Company

(i) *Interests in the Company*

Interests in ordinary shares

Name of Director	Capacity	Number of shares held	% of the Company's issued voting shares
Mr. Kwan Tek Sian	Interest in a controlled corporation	251,743,415	31.5%
Mr. Lim Su I	Beneficial owner	113,520,732	14.2%
Mr. Yang Tien-Lee	Beneficial owner	64,390,244	8.0%
Mr. Paulino Lim	Beneficial owner	40,975,610	5.1%

(ii) *Interests in the associated corporation*

Name of Director	Name of associated corporation	Number of shares held	% of the Company's issued voting shares
Mr. Kwan Tek Sian	Kin Sun Creative Company Limited	10,000	100.0%

Save as disclosed above, as at 31 December 2022, none of the directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and 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 pursuant to the standards of dealing by Directors as referred to in Rule 5.48 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDER’S INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, the following persons/entities (not being Directors or chief executive of our Company) have an interest or a short position in the Shares or the underlying Shares which were disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, were as follows:

Long position in the ordinary shares and underlying shares of the Company

Name of shareholders	Capacity	Number of shares held	% of the Company’s issued voting shares
Kin Sun Creative Company Limited ^{Note 1}	Beneficial owner	251,743,415	31.5%
Mr. Wang Wann-Bao	Beneficial owner	51,230,244	6.4%
Ms. Chiu Yin Mei ^{Note 2}	Beneficial owner	40,975,610	5.1%
Ms. Ha Jasmine Nim Chi ^{Note 3}	Interest of spouse	251,743,415	31.5%
Ms. Chan Ching ^{Note 4}	Interest of spouse	113,520,732	14.2%
Ms. Liu Li Wen ^{Note 5}	Interest of spouse	64,390,244	8.0%
Ms. Wang Yu-Ju ^{Note 6}	Interest of spouse	51,230,244	6.4%
Ms. Ng Pei Ying ^{Note 7}	Interest of spouse	40,975,610	5.1%

OTHER INFORMATION

Notes:

1. Mr. Kwan Tek Sian beneficially owns 100% of the entire issued shares of Kin Sun Creative Company Limited. Therefore, Mr. Kwan Tek Sian is deemed, or taken to be, interested in 251,743,415 Shares held by Kin Sun Creative Company Limited for the purposes of the SFO.
2. Ms. Chiu Yin Mei is our administration manager.
3. Ms. Ha Jasmine Nim Chi, spouse of Mr. Kwan Tek Sian, is deemed, or taken to be, interested in 251,743,415 Shares in which Mr. Kwan Tek Sian is interested for the purposes of the SFO.
4. Ms. Chan Ching, spouse of Mr. Lim Su I, is deemed, or taken to be, interested in 113,520,732 Shares in which Mr. Lim Su I is interested for the purposes of the SFO.
5. Ms. Liu Li Wen, spouse of Mr. Yang Tien-Lee, is deemed, or taken to be interested in 64,390,244 Shares in which Mr. Yang is interested for the purposes of the SFO.
6. Ms. Wang Yu-Ju, spouse of Mr. Wang Wann-Bao, is deemed, or taken to be interested in 51,230,244 Shares in which Mr. Wang is interested for the purposes of the SFO.
7. Ms. Ng Pei Ying, spouse of Mr. Paulino Lim, is deemed, or taken to be, interested in 40,975,610 Shares in which Mr. Paulino Lim is interested for the purposes of the SFO.

Save as disclosed above, as at 31 December 2022, the Company had not been notified by any persons (other than directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

INTERIM DIVIDENDS

The Board does not recommend the payment of a dividend in respect of the Period (for the six months ended 31 December 2021: Nil).

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

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

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as disclosed above and the service contract/appointment letter with the Directors, no other transactions, arrangements or contracts that is significant in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had, directly or indirectly, a material interest subsisted at the end of the period or at any time during the period and up to the date of this report.

NON-COMPETITION UNDERTAKING

Each of Kin Sun Creative Company Limited and Mr. Kwan Tek Sian has jointly and severally, irrevocably and unconditionally, undertaken to the Company that he/it shall not, and he/it shall procure that none of his/its respective close associates and/or persons and companies controlled by them (other than members the Group) shall not, except through his or its interests in the Company, whether as principal or agent and whether undertaken directly or indirectly through any person, body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise, participate, acquire or hold any right or interest or otherwise be interested, involved or engaged in or concerned with, directly or indirectly, any business which is in any respect in competition with or similar to or is likely to be in competition with the business within any of the territories within Hong Kong or any of the territories where any member of the Group carries and/or will carry on business from time to time upon listing of the Company.

OTHER INFORMATION

Mr. Yang Tien-Lee has also irrevocably and unconditionally, undertaken to our Company that he shall not and he shall procure that none of his close associates and/or persons and companies controlled by Mr. Yang shall not, except through his interests in the Company, whether as principal or agent and whether undertaken directly or indirectly through any person, body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise, participate, acquire or hold any right or interest or otherwise be interested, involved or engaged in or concerned with, directly or indirectly, any business which is in any respect in competition with or similar to or is likely to be in competition with the business of the Group within Hong Kong upon listing of the Company.

Pursuant to their respective undertakings, each of them is required to make an annual declaration on compliance with his/its non-competition undertakings for the relevant financial year in the Company's annual report.

For the year ended 30 June 2022, each of Kin Sun Creative Company Limited, Mr. Kwan Tek Sian and Mr. Yang Tien-Lee confirmed their compliance with the terms of non-competition undertaking. The independent non-executive Directors reviewed their respective confirmation and confirmed each of them has complied with the non-competition undertaking in accordance with its terms.

Each of Kin Sun Creative Company Limited, Mr. Kwan Tek Sian and Mr. Yang Tien-Lee shall provide confirmation in respect of their compliance with the terms of non-competition undertaking for the year 2022/2023. The independent non-executive Directors shall then review their respective confirmation to advise if each of them has complied with the non-competition undertaking in accordance with its terms for the year 2022/2023.

CONFLICT OF INTERESTS

Saved as disclosed above and during the Period, none of the Directors, the substantial Shareholders or management shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

AUDIT COMMITTEE

The Company established an audit committee (the “Audit Committee”) on 19 June 2018, which operates under terms of reference approved by the Board. The Audit Committee currently comprises three independent non-executives Directors, namely Mr. Ng Ming Hon, Mr. Kwan Tek Sian and Mr. Law Sung Ching Gavin. Mr. Ng Ming Hon is the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited condensed consolidated financial results of the Group for the Period and is of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure have been made in respect thereof.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to maintain a high degree of corporate governance and transparency for the benefit of all its stakeholders. During the Period, the Board considers that the Company has complied with all the provisions of the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules.

OTHER INFORMATION

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the directors, its employees, and the directors and employees of its subsidiaries and holding companies, who may likely possess inside information on the Company or its securities, on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, saved as disclosed below, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the six months ended 31 December 2022.

According to the Model Code for Securities Transactions by Directors, a director must not deal in any securities of the Company on any day on which its financial results are published and during the period of 30 days immediately preceding the publication date of the quarterly results.

An executive director, Mr. Lim Su I, during the period from 11 October 2022 to 17 October 2022, had dealt in the securities of the Company. A non-executive director and Chairman, Mr. Kwan Tek Sian, during the period from 12 October 2022 to 17 October 2022, had dealt in the securities of the Company.

PUBLICATION OF THE INTERIM REPORT

The 2022/2023 interim report of the Company containing all the information required by GEM Listing Rules will be despatched to the shareholders of the Company and will also be published on the website of the Company at www.hklistco.com/8140 and the “HKExnews” website of the Stock Exchange at www.hkexnews.hk.