

# Sun Kong Holdings Limited 申港控股有限公司

(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: 8631

Third Quarterly Report  
第三季度報告

2022/2023

## 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Directors**”) of Sun Kong Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company 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.*

### 香港聯合交易所有限公司（「聯交所」）GEM之特色

GEM的定位乃為較其他於聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

鑒於GEM上市的公司一般為中小型公司，於GEM買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證於GEM買賣的證券會有高流通量的市場。

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本報告乃根據聯交所GEM證券上市規則（「**GEM上市規則**」）提供有關申港控股有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）的資料。本公司董事（「**董事**」）願就本報告共同及個別承擔全部責任並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料於所有重大方面均屬準確完整，並無誤導或欺詐成分，及並無遺漏任何其他事宜致使本報告內任何陳述或本報告產生誤導。

## HIGHLIGHTS

- The Group recorded a revenue of approximately HK\$46.1 million for the nine months ended 31 December 2022, representing a decrease of approximately HK\$144.9 million or 75.9% as compared to the Group's revenue of approximately HK\$191.0 million for the nine months ended 31 December 2021.
- The Group's gross profit margin increased from approximately 2.8% for the nine months ended 31 December 2021 to approximately 3.1% for the nine months ended 31 December 2022.
- The Group recorded a loss attributable to the owners of the Company of approximately HK\$4.7 million for the nine months ended 31 December 2022, representing an increase of approximately HK\$3.9 million or 487.5%, as compared to the Group's loss attributable to the owners of the Company of approximately HK\$0.8 million for the nine months ended 31 December 2021.
- The Board does not recommend the payment of any dividend for the nine months ended 31 December 2022.

## 摘要

- 截至2022年12月31日止九個月，本集團錄得收益約46.1百萬港元，較本集團截至2021年12月31日止九個月的收益約191.0百萬港元下降約144.9百萬港元或75.9%。
- 本集團的毛利率由截至2021年12月31日止九個月約2.8%增加至截至2022年12月31日止九個月約3.1%。
- 截至2022年12月31日止九個月，本集團錄得本公司擁有人應佔虧損約4.7百萬港元，較本集團截至2021年12月31日止九個月的本公司擁有人應佔虧損約0.8百萬港元增加約3.9百萬港元或487.5%。
- 董事會不建議就截至2022年12月31日止九個月派付任何股息。

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated third quarterly results of the Group for the three months ended 31 December 2022 and nine months ended 31 December 2022 (the “**Reporting Period**”), together with the respective unaudited comparative figures for the corresponding periods in 2021, as follows:

董事會(「**董事會**」)欣然宣佈本集團截至2022年12月31日止三個月及截至2022年12月31日止九個月(「**報告期間**」)的未經審核簡明綜合第三季度業績，連同2021年同期的相關未經審核比較數字如下：

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

## 未經審核簡明綜合損益及其他全面收益表

For the three months and the nine months ended 31 December 2022

截至2022年12月31日止三個月及九個月

		Notes 附註	Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
			2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	3	<b>9,847</b>	57,787	<b>46,085</b>	190,952
Cost of sales	銷售成本		<b>(9,589)</b>	(56,954)	<b>(44,660)</b>	(185,524)
<b>Gross profit</b>	<b>毛利</b>		<b>258</b>	833	<b>1,425</b>	5,428
Other income	其他收入		<b>54</b>	261	<b>568</b>	281
Administrative and other operating expenses	行政及其他經營開支		<b>(1,960)</b>	(2,095)	<b>(6,388)</b>	(6,349)
Finance costs	融資成本	4	<b>(118)</b>	(81)	<b>(311)</b>	(193)
<b>Loss before tax</b>	<b>除稅前虧損</b>	4	<b>(1,766)</b>	(1,082)	<b>(4,706)</b>	(833)
Income tax credit	所得稅抵免	5	<b>-</b>	-	<b>-</b>	-
Loss and total comprehensive loss for the period	期間虧損及全面虧損總額		<b>(1,766)</b>	(1,082)	<b>(4,706)</b>	(833)
<b>Loss per share</b>	<b>每股虧損</b>					
Basic and diluted (HK cents)	基本及攤薄(港仙)	6	<b>(0.44)</b>	(0.27)	<b>(1.18)</b>	(0.21)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

For the nine months ended 31 December 2022 截至2022年12月31日止九個月

		Reserves 儲備				Total 總計	Total 總計
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Accumulated profits/ (losses) 累計溢利/ (虧損) HK\$'000 千港元		
At 1 April 2021 (Audited)	於2021年4月1日 (經審核)	4,000	44,810	10	6,338	51,158	55,158
Loss and total comprehensive loss for the period	期間虧損及全面虧損 總額	-	-	-	(833)	(833)	(833)
At 31 December 2021 (Unaudited)	於2021年12月31日 (未經審核)	4,000	44,810	10	5,505	50,325	54,325
<b>At 1 April 2022 (Audited)</b>	<b>於2022年4月1日 (經審核)</b>	<b>4,000</b>	<b>44,810</b>	<b>10</b>	<b>3,204</b>	<b>48,024</b>	<b>52,024</b>
Loss and total comprehensive loss for the period	期間虧損及全面虧損 總額	-	-	-	(4,706)	(4,706)	(4,706)
<b>At 31 December 2022 (Unaudited)</b>	<b>於2022年12月31日 (未經審核)</b>	<b>4,000</b>	<b>44,810</b>	<b>10</b>	<b>(1,502)</b>	<b>43,318</b>	<b>47,318</b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the three months and the nine months ended 31 December 2022 截至2022年12月31日止三個月及九個月

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 31 October 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company's principal place of business is situated in Section C of Lot No. 1345 in D.D.121, Yuen Long, New Territories, Hong Kong.

The principal activity of the Company is investment holding and the Company together with its subsidiaries ("**the Group**") are principally engaged in sales of diesel oil and related products in Hong Kong.

In opinion of the directors of the Company, the immediate and ultimate holding company is Fully Fort Group Limited, which is incorporated in the British Virgin Islands. The ultimate controlling party is Mr. Law Ming Yik.

## 1. 一般資料

本公司於2017年10月31日根據開曼群島法例第22章公司法（1961年第3號法例，經綜合及修訂）在開曼群島註冊成立為一家獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點位於香港元朗唐人新村路第121約地段1345C。

本公司的主要業務為投資控股，及本公司連同其附屬公司（「**本集團**」）主要於香港從事柴油及相關產品的銷售。

本公司董事認為，直接及最終控股公司為於英屬處女群島註冊成立的全堡集團有限公司。最終控股方為羅名譯先生。

## 1. GENERAL INFORMATION (Continued)

The condensed consolidated financial statements of the Group for the three months and nine months ended 31 December 2022 (the “**Condensed Consolidated Financial Statements**”) are unaudited, but have been reviewed by the audit committee of the Company (the “**Audit Committee**”). The Condensed Consolidated Financial Statements were approved and authorised for issue by the Directors on 9 February 2023.

The Condensed Consolidated Financial Statements are presented in Hong Kong Dollar (“**HK\$**”), which is also the functional currency of the Company and its principal subsidiaries and all values are rounded to the nearest thousands (HK\$’000), except when otherwise stated.

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

### Basis of preparation

The Condensed Consolidated Financial Statements have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules and Hong Kong Accounting Standards (“**HKASs**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

The Condensed Consolidated Financial Statements do not include all the information and disclosures required in the annual financial statements and thereby should be read in conjunction with the audited annual financial information for the year ended 31 March 2022 which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the HKICPA and stated in the annual report of the Company for the year ended 31 March 2022.

## 1. 一般資料 (續)

本集團截至2022年12月31日止三個月及九個月的簡明綜合財務報表(「**簡明綜合財務報表**」)為未經審核，惟經本公司審核委員會(「**審核委員會**」)審閱。簡明綜合財務報表於2023年2月9日經董事批准及授權刊發。

除另有所指外，簡明綜合財務報表乃以港元(「**港元**」，亦為本公司及其主要附屬公司的功能貨幣)呈列，而所有金額均約整至最接近千元(千港元)。

## 2. 編製基準及主要會計政策

### 編製基準

簡明綜合財務報表乃根據GEM上市規則第18章的適用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。

簡明綜合財務報表不包括年度財務報表所規定的所有資料及披露，因此應與根據香港會計師公會頒佈的香港財務報告準則(「**香港財務報告準則**」)編製並載列於本公司截至2022年3月31日止年度年報的截至2022年3月31日止年度的經審核年度財務資料一併閱讀。

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

### Basis of preparation (Continued)

The Condensed Consolidated Financial Statements have been prepared on the historical cost basis. The preparation of the Condensed Consolidated Financial Statements in conformity with HKFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The accounting policies adopted in preparing the Condensed Consolidated Financial Statements are consistent with those adopted in the preparation of the Group's annual financial statements for the year ended 31 March 2022, except for the adoption of the new/revised HKFRSs which are relevant to the Group's operation and are effective for the Group's financial year beginning on 1 April 2022 as described below.

### Adoption of new/revised HKFRSs

Amendment to HKFRS 16	Covid-19-related rent concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest rate benchmark reform – phase 2

The adoption of those new and revised HKFRSs has no material impact on the Group's results and financial position for the current or prior periods and does not result in any significant change in accounting policies of the Group.

## 2. 編製基準及主要會計政策 (續)

### 編製基準 (續)

簡明綜合財務報表以歷史成本為基準編製。按照香港財務報告準則編製簡明綜合財務報表規定管理層須作出判斷、估計和假設，該等判斷、估計和假設會影響政策應用和所呈報之資產、負債、收入及開支金額。此等估計和相關假設乃基於過往經驗及在某情況下相信為合理之各項其他因素，而所得結果乃用作判斷目前顯然無法通過其他來源獲得資產與負債賬面值之依據。實際結果或會有別於此等估計。

編製簡明綜合財務報表時所採納的會計政策與編製本集團截至2022年3月31日止年度的年度財務報表所採納者一致，惟採納下文所述與本集團營運相關並於本集團由2022年4月1日開始之財政年度生效的新訂／經修訂香港財務報告準則除外。

### 採納新訂／經修訂香港財務報告準則

香港財務報告準則第16號修訂本	Covid-19相關的租金優惠
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本	利率基準改革 – 第二階段

採納該等新訂及經修訂香港財務報告準則對本集團於本期間或過往期間的業績及財務狀況並無重大影響，亦無導致本集團的會計政策出現任何重大變動。



### 3. REVENUE

### 3. 收益

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers within HKFRS 15</b>	香港財務報告準則第15號範圍內的客戶合約收益				
<b>Recognised at point in time</b>	於某個時間點確認				
Sales of diesel oil	柴油銷售額	9,226	57,644	44,916	190,556
Sales of diesel exhaust fluid	車用尿素銷售額	581	143	1,115	396
		<b>9,807</b>	<b>57,787</b>	<b>46,031</b>	<b>190,952</b>
<b>Recognised over time</b>	隨時間確認				
Ancillary transportation service	配套運輸服務	40	–	54	–
		<b>9,847</b>	<b>57,787</b>	<b>46,085</b>	<b>190,952</b>

All the revenue from contracts with customers within HKFRS 15 arises in Hong Kong.

香港財務報告準則第15號範圍內的所有客戶合約收益均於香港產生。

#### 4. LOSS BEFORE TAX

This is stated after charging:

#### 4. 除稅前虧損

此乃經扣除：

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Finance costs</b>	<b>融資成本</b>				
Interest on bank overdrafts	銀行透支利息	62	48	173	146
Interest on lease liabilities	租賃負債利息	1	6	5	20
Bank loan interest	銀行貸款利息	55	27	133	27
		<b>118</b>	<b>81</b>	<b>311</b>	<b>193</b>
<b>Staff costs</b>	<b>員工成本</b>				
Directors' emoluments	董事酬金	582	512	1,746	1,256
Other staff cost:	其他員工成本：				
– Salaries and other benefits	– 薪金及其他福利	800	1,247	2,984	3,903
– Retirement benefits scheme contributions	– 退休福利計劃供款	50	69	169	215
		<b>850</b>	<b>1,316</b>	<b>3,153</b>	<b>4,118</b>
<b>Other items</b>	<b>其他項目</b>				
Auditors' remuneration	核數師薪酬	120	120	360	360
Depreciation of property, plant and equipment:	物業、廠房及設備折舊：				
– cost of sales	– 銷售成本	618	644	1,853	1,842
– administrative and other operating expenses	– 行政及其他經營開支	40	35	115	153
Depreciation of right-of-use assets:	使用權資產折舊：				
– administrative and other operating expenses	– 行政及其他經營開支	65	98	260	293

## 5. TAXATION

## 5. 稅項

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Current tax</b>	<b>即期稅項</b>				
Hong Kong profits tax	香港利得稅	-	-	-	-
<b>Deferred tax</b>	<b>遞延稅項</b>				
Origination and reversal of temporary difference	暫時差額的產生及撥回	-	-	-	-
Total income tax credit	所得稅抵免總額	-	-	-	-

The Group's entities established in the Cayman Islands and the British Virgin Islands are exempted from income tax.

於開曼群島及英屬處女群島成立的本集團實體獲豁免繳付所得稅。

For the three months and nine months ended 31 December 2022 and 2021, Hong Kong profits tax has not been provided as the Group had no assessable profits for the periods.

截至2022年及2021年12月31日止三個月及九個月，由於本集團於有關期間並無應課稅溢利，故並無計提香港利得稅撥備。

## 6. LOSS PER SHARE

The calculation of the basic and diluted loss per Share is based on the following data:

	<b>Loss</b>	<b>虧損</b>
	Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per Share	用以計算每股基本及攤薄虧損的本公司擁有人應佔期內虧損
	<b>Number of shares</b>	<b>股份數目</b>
	Weighted average number of ordinary Shares for the purposes of basic and diluted loss per Share	用以計算每股基本及攤薄虧損的普通股加權平均數

## 6. 每股虧損

每股基本及攤薄虧損根據以下數據計算：

<b>Three months ended 31 December 截至12月31日止三個月</b>		<b>Nine months ended 31 December 截至12月31日止九個月</b>	
<b>2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)</b>	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)	<b>2022 2022年 HK\$'000 千港元 (Unaudited) (未經審核)</b>	2021 2021年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>(1,766)</b>	(1,082)	<b>(4,706)</b>	(833)
<b>400,000,000</b>	400,000,000	<b>400,000,000</b>	400,000,000

No diluted loss per Share for both periods were presented as there were no potential ordinary Shares in issue during both periods.

由於該兩個期間內均無發行潛在普通股，故於該兩個期間內並無呈列每股攤薄虧損。

## 7. DIVIDENDS

The Board does not recommend a payment of dividend for the nine months ended 31 December 2022 (nine months ended 31 December 2021: Nil).

## 7. 股息

董事會不建議就截至2022年12月31日止九個月派付股息（截至2021年12月31日止九個月：無）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group is principally engaged in the sale of diesel oil and related products in Hong Kong. The services of the Group include sourcing and transportation of diesel oil and related products in Hong Kong. Most of the Group's customers are logistic companies and construction companies which require diesel oil to operate their logistic fleets. The Group had eight diesel tank wagons of various capacity as at 31 December 2022.

Crude oil prices maintained at high level during the period driven by the stagflation expectation and economic contraction caused by the COVID-19 pandemic and the Russian-Ukrainian War. Our purchase cost of diesel oil remained at high level and directly creates pressure on the operating cash flow.

In 2022, slower recovery in global supply chain and continuing epidemic-induced cross-boundary transportation disruptions pose significant drags to logistic sector. The market demand for diesel oil from cross-boundary transportation sector has not recovered to normal level yet.

The Group has recorded a revenue of approximately HK\$46.1 million for the nine months ended 31 December 2022, representing a decrease of approximately HK\$144.9 million or 75.9%, as compared to the Group's revenue of approximately HK\$191.0 million for the nine months ended 31 December 2021.

The Group recorded a net loss of approximately HK\$4.7 million for the nine months ended 31 December 2022, representing an increase of approximately HK\$3.9 million or 487.5% from a net loss of approximately HK\$0.8 million for the nine months ended 31 December 2021.

## 管理層討論及分析

### 業務回顧

本集團主要於香港從事柴油及相關產品的銷售。本集團的服務包括在香港採購及運輸柴油及相關產品。本集團的客戶大多數為需要柴油以經營彼等物流車隊的物流公司及建築公司。於2022年12月31日，本集團擁有八輛不同容量的柴油貯槽車。

原油價格於期內維持高水平，乃由於COVID-19疫情及俄烏戰爭所造成的滯脹預期及經濟收縮所致。我們的柴油採購成本居高不下，直接給經營現金流量帶來壓力。

於2022年，全球供應鏈復甦步伐放緩及疫情導致的跨境運輸中斷持續上演，嚴重拖累物流業。跨境運輸業對柴油的市場需求仍未恢復至正常水平。

截至2022年12月31日止九個月，本集團錄得收益約46.1百萬港元，較本集團截至2021年12月31日止九個月的收益約191.0百萬港元減少約144.9百萬港元或75.9%。

截至2022年12月31日止九個月，本集團錄得淨虧損約4.7百萬港元，較截至2021年12月31日止九個月的淨虧損約0.8百萬港元增加約3.9百萬港元或487.5%。

## FUTURE PROSPECTS

The uncertainty as to when the COVID-19 pandemic can be fully contained has made the Group's operating environment extremely challenging. The Group will continue to closely monitor the development of the COVID-19 pandemic, pay close attention to its cash flow management, integrate existing resources and actively adjust business plans to ensure stability of its operations amid such difficult times while being fully prepared for business recovery immediately upon the COVID-19 pandemic being contained.

Furthermore, the Group will continue to carefully review the current situation of the COVID-19 pandemic to reduce the risks relating to business operations and continue to adopt suitable precautionary measure(s) to ensure the safety of all the staff members and working partners as necessary.

## FINANCIAL REVIEW

### Revenue

The Group's revenue decreased by approximately HK\$144.9 million or approximately 75.9% from approximately HK\$191.0 million for the nine months ended 31 December 2021 to approximately HK\$46.1 million for the nine months ended 31 December 2022.

Revenue from the sales of diesel oil and diesel exhaust fluid accounted for approximately HK\$44.9 million and HK\$1.1 million respectively, representing approximately 97.5% and 2.4%, respectively, of the Group's total revenue for the nine months ended 31 December 2022. For the nine months ended 31 December 2021, the revenue from the sales of diesel oil and diesel exhaust fluid accounted for approximately HK\$190.6 million and HK\$0.4 million respectively, representing approximately 99.8% and 0.2%, respectively, of the Group's total revenue. Sales of diesel oil remained the largest contributor to the Group's revenue.

## 未來前景

何時能全面遏制COVID-19疫情仍屬未知之數，這對本集團經營環境構成極大挑戰。本集團將持續密切留意COVID-19疫情發展、密切關注其現金流量管理、整合現有資源並積極調整業務計劃，以確保其營運平穩度過困難時期並為緊隨COVID-19疫情受控制後的業務恢復做好充分準備。

此外，本集團將持續謹慎檢討COVID-19疫情的現狀以減少與業務經營相關的風險，並持續採取適當預防措施，以在必要時確保全體員工及工作夥伴的安全。

## 財務回顧

### 收益

本集團的收益由截至2021年12月31日止九個月約191.0百萬港元減少約144.9百萬港元或約75.9%至截至2022年12月31日止九個月約46.1百萬港元。

來自柴油及車用尿素銷售的收益分別約44.9百萬港元及1.1百萬港元，分別佔本集團截至2022年12月31日止九個月收益總額約97.5%及2.4%。截至2021年12月31日止九個月，來自柴油及車用尿素銷售的收益分別約190.6百萬港元及0.4百萬港元，分別佔本集團收益總額約99.8%及0.2%。柴油銷售仍是本集團收益的最大貢獻者。

## Sales quantity

The sales quantity of diesel oil decreased by approximately 87.0% from 43.2 million litres for the nine months ended 31 December 2021 to 5.6 million litres for the nine months ended 31 December 2022. The sales quantity of diesel exhaust fluid increased by approximately 229.4% from 101.6 thousand litres for the nine months ended 31 December 2021 to 334.7 thousand litres for the nine months ended 31 December 2022.

## Selling price

The average selling price of the Group's diesel oil increased by approximately 81.4% from HK\$4.42 per litre for the nine months ended 31 December 2021 to HK\$8.02 per litre for the nine months ended 31 December 2022, whereas the average selling price of the Group's diesel exhaust fluid decreased by approximately 14.6% from HK\$3.90 per litre for the nine months ended 31 December 2021 to HK\$3.33 per litre for the nine months ended 31 December 2022. The increase of the average selling price of the Group's diesel oil was in line with the increasing trend in the prevailing market prices.

## Cost of sales

Cost of sales primarily consists of diesel oil costs, diesel exhaust fluid costs, direct labour cost and depreciation. The purchase costs for diesel oil and diesel exhaust fluid depend on the domestic purchase price offered by the Group's oil suppliers, with reference to the price indices such as Europe Brent spot crude price.

For the nine months ended 31 December 2022, the Group's cost of sales was approximately HK\$44.7 million, representing a decrease of 75.9% from HK\$185.5 million for the nine months ended 31 December 2021. Such decrease was in line with the overall drop in revenue.

## 銷量

柴油的銷量由截至2021年12月31日止九個月43.2百萬升減少約87.0%至截至2022年12月31日止九個月5.6百萬升。車用尿素銷量由截至2021年12月31日止九個月101,600升增加約229.4%至截至2022年12月31日止九個月334,700升。

## 售價

本集團的柴油平均售價由截至2021年12月31日止九個月每升4.42港元上調約81.4%至截至2022年12月31日止九個月每升8.02港元，而本集團的車用尿素平均售價由截至2021年12月31日止九個月每升3.90港元下調約14.6%至截至2022年12月31日止九個月每升3.33港元。本集團的柴油平均售價上調，與現行市價的升勢相符。

## 銷售成本

銷售成本主要包括柴油成本、車用尿素成本、直接勞工成本及折舊。柴油及車用尿素採購成本取決於本集團供應商提供的當地採購價，亦經參考歐洲布倫特原油現貨價格等價格指標。

截至2022年12月31日止九個月，本集團的銷售成本約44.7百萬港元，較截至2021年12月31日止九個月185.5百萬港元減少75.9%。有關減少與整體收益減少相符。

The largest component of the cost of sales was diesel oil costs, which amounted to approximately HK\$180.1 million and HK\$39.9 million, representing approximately 97.1% and 89.3% of the cost of sales for the nine months ended 31 December 2021 and 31 December 2022, respectively. The average unit purchase cost of diesel oil increased by 71.0% from approximately HK\$4.17 per litre for the nine months ended 31 December 2021 to approximately HK\$7.13 per litre for the nine months ended 31 December 2022. The increase in average unit purchase cost of diesel oil was in line with the market trend for the nine months ended 31 December 2022.

For the nine months ended 31 December 2022 and the corresponding period in 2021, the diesel exhaust fluid costs were approximately HK\$1,035,000 and HK\$287,000 respectively, representing approximately 2.3% and 0.2% of the cost of sales, respectively.

The direct labour costs comprise wages and benefits, including wages, bonuses, retirement benefit costs and other allowances and benefits payable to the diesel tank wagons drivers and logistics assistants involved in the transportation of products from the oil depot to the customers. The direct labour costs amounted to approximately HK\$1.9 million and HK\$1.0 million for the nine months ended 31 December 2021 and 31 December 2022, respectively. The Group had four full-time drivers responsible for the logistics support for the Group's diesel tank wagons as at 31 December 2022.

Depreciation represented depreciation charges for the Group's fixed assets which consist mainly of diesel tank wagons. The depreciation amounted to approximately HK\$1.8 million and HK\$1.9 million for the nine months ended 31 December 2021 and 31 December 2022, respectively.

銷售成本的最大部分為柴油成本，截至2021年12月31日及2022年12月31日止九個月分別約180.1百萬港元及39.9百萬港元，分別佔銷售成本約97.1%及89.3%。柴油的平均單位採購成本由截至2021年12月31日止九個月約每升4.17港元增加71.0%至截至2022年12月31日止九個月約每升7.13港元。截至2022年12月31日止九個月，柴油的平均單位採購成本上升與市場走勢相符。

截至2022年12月31日止九個月及2021年同期，車用尿素成本分別約1,035,000港元及287,000港元，分別佔銷售成本約2.3%及0.2%。

直接勞工成本包括工資及福利，包括應付涉及將產品從油庫運送到客戶的柴油貯槽車司機及物流助理的工資、花紅、退休福利成本以及其他津貼及福利。截至2021年12月31日及2022年12月31日止九個月，直接勞工成本分別約1.9百萬港元及1.0百萬港元。於2022年12月31日，本集團有四名全職司機負責為本集團柴油貯槽車提供物流支援。

折舊指本集團的固定資產（主要包括柴油貯槽車）的折舊費用。截至2021年12月31日及2022年12月31日止九個月，折舊分別約1.8百萬港元及1.9百萬港元。



## Gross profit and gross profit margin

The gross profit represented the Group's revenue less cost of sales. The Group recorded a decrease in gross profit by approximately HK\$4.0 million or approximately 74.1% from approximately HK\$5.4 million for the nine months ended 31 December 2021 to approximately HK\$1.4 million for the nine months ended 31 December 2022. The Group's gross profit margin increased from approximately 2.8% for the nine months ended 31 December 2021 to approximately 3.1% for the nine months ended 31 December 2022.

## Administrative and other operating expenses

Administrative and other operating expenses mainly include administrative staff costs, professional service fees, rent and rate and others. The Group's administrative and other operating expenses increased by approximately HK\$0.1 million or 1.6% from approximately HK\$6.3 million for the nine months ended 31 December 2021 to approximately HK\$6.4 million for the nine months ended 31 December 2022.

## Income tax credit

All of the Group's profit are derived from Hong Kong and is subject to Hong Kong income tax. The Group's income tax were nil for the nine months ended 31 December 2021 and 2022 respectively.

## Events after the Reporting Period

No significant events have taken place after the three months ended 31 December 2022 to the date of this report.

## 毛利及毛利率

毛利指本集團的收益減銷售成本。本集團錄得毛利由截至2021年12月31日止九個月約5.4百萬港元減少約4.0百萬港元或約74.1%至截至2022年12月31日止九個月約1.4百萬港元。本集團的毛利率由截至2021年12月31日止九個月約2.8%增加至截至2022年12月31日止九個月約3.1%。

## 行政及其他經營開支

行政及其他經營開支主要包括行政員工成本、專業服務費、租金及差餉以及其他。本集團行政及其他經營開支由截至2021年12月31日止九個月約6.3百萬港元增加約0.1百萬港元或1.6%至截至2022年12月31日止九個月約6.4百萬港元。

## 所得稅抵免

本集團所有溢利均產生自香港，須繳納香港利得稅。截至2021年及2022年12月31日止九個月，本集團所得稅分別為零。

## 報告期後事項

於截至2022年12月31日止三個月後至本報告日期，並無發生重大事項。

## Capital expenditure

During the Reporting Period, the payment for capital expenditure of the Group remained the same as the corresponding period last year amounted to approximately HK\$1.1 million (2021: approximately HK\$1.1 million), which was related to the deposit payment for upgrading information technology systems.

## Loss for the period

The Group recorded a net loss of approximately HK\$4.7 million for the nine months ended 31 December 2022, representing an increase of approximately HK\$3.9 million or 487.5% from a net loss of approximately HK\$0.8 million for the nine months ended 31 December 2021.

## DIVIDEND

The Board did not recommend the payment of any dividend for the nine months ended 31 December 2022.

## 資本開支

於報告期間，本集團的資本開支付款較去年同期約1.1百萬港元維持不變（2021年：約1.1百萬港元），其與為升級資訊科技系統所支付按金有關。

## 期內虧損

截至2022年12月31日止九個月，本集團錄得淨虧損約4.7百萬港元，較截至2021年12月31日止九個月的淨虧損約0.8百萬港元增加約3.9百萬港元或487.5%。

## 股息

董事會不建議就截至2022年12月31日止九個月派付任何股息。

## USE OF PROCEEDS

The shares of the Company were listed on GEM of the Stock Exchange on 8 January 2019 by way of share offer. The Directors intend to apply the net proceeds (the “**Net Proceeds**”) from the share offer in accordance with the proposed implementation plan as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus. The Net Proceeds, after deducting underwriting commission and other listing expenses, amounted to approximately HK\$34.8 million. Details of the change in use of Net Proceeds are set out in the Company’s announcements dated 3 July 2020 (the “**UOP Announcement**”) and 18 August 2020 (the “**Supplemental Announcement**”). Set out below is the actual use of the Net Proceeds up to 31 December 2022:

## 所得款項用途

本公司的股份以股份發售的方式於2019年1月8日在聯交所GEM上市。董事擬按照招股章程「未來計劃及所得款項用途」一節所載的建議實施計劃應用股份發售所得款項淨額（「**所得款項淨額**」）。經扣除包銷佣金及其他上市開支後，所得款項淨額為約34.8百萬港元。變更所得款項淨額用途詳情載於本公司日期為2020年7月3日之公佈（「**變更所得款項用途公佈**」）及2020年8月18日之公佈（「**補充公佈**」）。直至2022年12月31日所得款項淨額的實際用途載於下文：

	Intended allocation of Net Proceeds as set forth in the Prospectus	The change in use of Net Proceeds as set forth in the UOP Announcement	Revised allocation of the Net Proceeds as set forth in the UOP Announcement and the Supplemental Announcement	Actual use of Net Proceeds up to 31 December 2022	Unused total Net Proceeds up to 31 December 2022	Expected timeline for fully utilising the unutilised amount as at 31 December 2022
	招股章程所載所得款項淨額擬定分配 <i>HK\$ million</i> 百萬港元	變更所得款項用途公佈所載所得款項淨額用途變更 <i>HK\$ million</i> 百萬港元	變更所得款項用途公佈及補充公佈所載所得款項淨額的經修訂分配 <i>HK\$ million</i> 百萬港元	直至2022年12月31日所得款項淨額的實際用途 <i>HK\$ million</i> 百萬港元	直至2022年12月31日未使用總所得款項淨額 <i>HK\$ million</i> 百萬港元	悉數動用於2022年12月31日未動用金額的預期時間表 <i>(Note 1)</i> <i>(附註1)</i>
Purchase of diesel tank wagons	15.0	–	15.0	12.4	2.6	By 31 March 2023 <i>(Note 2)</i> 2023年3月31日前 <i>(附註2)</i>
購買柴油貯槽車						
Expand manpower 擴充人力	12.5	(10.8)	1.7	1.7	–	N/A 不適用
Upgrade information technology systems	5.0	–	5.0	1.1	3.9	By 31 March 2023 <i>(Note 3)</i> 2023年3月31日前 <i>(附註3)</i>
升級資訊科技系統						
Working capital 營運資金	2.3	10.8	13.1	13.1	–	N/A 不適用
Total 總計	34.8		34.8	28.3	6.5	

Notes:

1. The expected timeline for fully utilising the unutilised Net Proceeds is based on the best estimation of the future market conditions made by the Group. It may be subject to change based on the current and future development of market conditions.
2. As disclosed in the Prospectus, the original expected timeline for fully utilising the Net Proceeds in the purchase diesel tank wagons was 31 March 2021. However, the Group has not fully utilised the planned Net Proceeds in accordance with the proceeds allocation as set out in the Prospectus. As a result, there was a delay in fully utilising the Net Proceeds assigned to purchase of diesel tank wagons. It is expected the unutilised amount of approximately HK\$2.6 million will be fully utilised by 31 March 2023 as set out in the above table. Save as disclosed above, the Directors are not aware of any material change to the implementation plans in relation to the Net Proceeds as stated in the Prospectus.
3. As disclosed in the Supplemental Announcement, the Group planned to utilise approximately HK\$5.0 million of the Net Proceeds for upgrading the information technology systems of the Group and such proposal was still in negotiation with the potential suppliers on the requirements and specification of the new office administrative information technology systems as at 31 March 2020. As such the original expected timeline as set out in the Prospectus was extended to 31 March 2021. Nonetheless, the Company will continue to adopt a prudent approach for such purpose and will continue to apply the Net Proceeds in accordance with the proceeds allocation as set out in the Prospectus and it is expected to be fully utilised by 31 March 2023 as set out in the above table. Save as disclosed above, the Directors are not aware of any material change to the implementation plans in relation to the Net Proceeds as stated in the Prospectus.

Save as discussed, the Group will apply the Net Proceeds in the manners consistent with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The implementation plans for business strategies and use of Net Proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus. The Group implemented its business strategies and applied the Net Proceeds based on the actual development of the Group's business and industry, as well as market conditions.

附註：

1. 悉數動用未動用所得款項淨額的預期時間表乃基於本集團對未來市況的最佳估計，視乎現有市況及未來市況發展而可能變動。
2. 誠如招股章程所披露，悉數動用購買柴油貯槽車的所得款項淨額的初始預期時間表為2021年3月31日。然而，本集團未能根據招股章程所載所得款項分配悉數動用計劃所得款項淨額。因此，延遲悉數動用分配至購買柴油貯槽車的所得款項淨額。如上表所載，尚未動用款項約2.6百萬港元預期將於2023年3月31日前悉數動用。除上文所披露者外，董事並不知悉招股章程所載有關所得款項淨額的推行計劃有任何重大變更。
3. 誠如補充公佈所披露，本集團計劃動用所得款項淨額約5.0百萬港元升級本集團的資訊科技系統，於2020年3月31日，相關提議仍在就新辦公室行政資訊科技系統的要求及規格與潛在供應商進行磋商。因此，招股章程所載初始預期時間表被延長至2021年3月31日。儘管如此，本公司將就此繼續採取審慎途徑，並將繼續按照招股章程中所載所得款項分配動用所得款項淨額，且如上表所述預期於2023年3月31日之前悉數動用。除上文所披露者外，董事並不知悉招股章程所載有關所得款項淨額的推行計劃有任何重大變更。

除所討論者外，本集團將按照與招股章程「未來計劃及所得款項用途」一節所載的建議應用一致的方式動用所得款項淨額。招股章程載列的業務策略實施計劃及所得款項淨額用途，乃基於本集團在編製招股章程之時對未來市況的最佳估計及假設而作出。本集團根據本集團業務及行業的實際發展以及市況實施其業務策略及動用所得款項淨額。

## ENVIRONMENT POLICIES AND PERFORMANCE

The principal activity of the Group is governed by environmental laws and regulations in Hong Kong such as those in relation to air pollution control as set out in the section headed “Regulatory Overview” in the Prospectus.

The Group recognises the importance of environmental protection and has implemented various environmental protection measures, such as reducing air pollutant emissions and preventing leakage of oil products or other hazardous substance, in order to minimise the operation impact on the environment and natural resources.

The Group will continue to monitor the business operations in order to ensure that it does not have any significant adverse effect on the environment and that the Group’s environmental protection measures are adequate to ensure compliance with all applicable laws and regulations in Hong Kong.

As at the date of this report, no prosecution, penalty or punishment has been imposed on the Group for the violation of any applicable environmental laws and regulations.

## 環境政策及表現

本集團的主要業務受香港環保法律及法規規管，例如招股章程「監管概覽」一節所載與空氣污染管制有關的法律及法規。

本集團認同環境保護的重要性，並已實施多項環境保護措施，例如減少空氣污染物排放及防止石油產品或其他有害物質洩漏，以將業務對環境及天然資源的影響降至最低。

本集團將持續監察業務運營，以確保其概無對環境造成任何重大不利影響，而本集團有充足的環境保護措施以確保遵守所有適用香港法律及法規。

於本報告日期，本集團概無因違反任何適用環境法律及法規而遭受檢控、罰款或處罰。

## OTHER INFORMATION

### Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2022.

### Interests and short positions of Directors and chief executive in the Shares, underlying Shares or debentures of the Company and its associated corporations

As at 31 December 2022, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or (ii) to be entered into the register required to be kept therein, pursuant to Section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

#### Long position in the Shares

Name of Director	Capacity/ Nature of Interest	Number of Shares	Percentage of issued share capital of the Company
董事姓名	身份／權益性質	股份數目	佔本公司已發行 股本百分比
Mr. Law Ming Yik	Interest in a controlled corporation (Note 1)	251,110,000 Shares(L) (Note 2)	62.78%
羅名譯先生	受控法團權益 (附註1)	251,110,000股 股份(L) (附註2)	

## 其他資料

### 購買、出售或贖回本公司上市證券

於截至2022年12月31日止九個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事及最高行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉

於2022年12月31日，董事及本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有(i)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的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉）或(ii)根據證券及期貨條例第352條須列入該條規定存置之登記冊的權益及淡倉，或(iii)根據GEM上市規則第5.46至5.67條有關須知會本公司及聯交所的董事證券交易規則須知會本公司及聯交所的權益及淡倉如下：

#### 於股份中的好倉

Notes:

- (1) The Company is owned as to 62.78% by Fully Fort Group Limited (“**Fully Fort**”) which is wholly owned by Mr. Law, the chairman of the Board and the executive Director. Under the SFO, Mr. Law is deemed to be interested in Shares held by Fully Fort.
- (2) The letter “L” denotes the person’s long position in the relevant Shares.

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange.

附註：

- (1) 本公司由全堡集團有限公司（「全堡」）擁有62.78%，而全堡由董事會主席兼執行董事羅先生全資擁有。根據證券及期貨條例，羅先生被視為擁有全堡所持有股份的權益。
- (2) 字母「L」代表該名人士於有關股份的好倉。

除上文所披露者外，於2022年12月31日，概無董事或本公司最高行政人員於本公司或其任何相關法團（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的任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉），或須列入本公司根據證券及期貨條例第352條須存置的登記冊內的權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

## Interests and short positions of the substantial shareholders and other persons in the Shares, underlying Shares and debentures of the Company and its associated corporations

As at 31 December 2022, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests in Shares or underlying Shares which (i) were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules, or who will be, directly or indirectly, interested in 10% or more of the issued voting shares of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Company.

## 主要股東及其他人士於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於2022年12月31日，據董事所深知，下列人士（董事或本公司最高行政人員除外）於股份或相關股份中擁有或被視為擁有(i)須列入本公司根據證券及期貨條例第336條須存置的登記冊內的權益，或(ii)根據證券及期貨條例第XV部第2及3分部條文及GEM上市規則而將予以披露的權益，或下列人士將直接或間接於已發行具投票權（附帶權利可於所有情況下在本公司任何成員公司的股東大會上表決）的任何類別股本之股份中擁有10%或以上的權益。

Name of shareholders 股東名稱	Capacity/nature of interest 身份／權益性質	Number of Shares held 持有股份數目	Percentage of shareholding 持股百分比
Fully Fort Group Limited 全堡集團有限公司	Beneficial owner (Note 1) 實益擁有人 (附註1)	251,110,000 Shares (L) (Note 2) 251,110,000股股份(L) (附註2)	62.78%

### Notes:

- (1) Fully Fort is the beneficial owner of 251,110,000 Shares, representing 62.78% of the Company's issued share capital. Fully Fort is wholly owned by Mr. Law.
- (2) The Letter "L" denotes the person's long position in the relevant Shares.

### 附註：

- (1) 全堡為251,110,000股股份（佔本公司已發行股本的62.78%）之實益擁有人。全堡由羅先生全資擁有。
- (2) 字母「L」代表該名人士於有關股份的好倉。

Save as disclosed above, as at 31 December 2022, the Directors have not been notified by any person who had interests or short positions in the Shares, underlying Shares or debentures of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文所披露者外，於2022年12月31日，概無任何人士已經知會董事彼於本公司股份、相關股份或債權證中擁有權益或淡倉，而有關權益或淡倉須列入根據證券及期貨條例第336條須存置的登記冊，或根據證券及期貨條例第XV部第2及3分部條文而將予以披露。



## Share Option Scheme

The Company's share option scheme (the "**Share Option Scheme**") was conditionally adopted on 11 December 2018, which became effective on the commencement of dealings of the Shares on the Stock Exchange on the Listing Date. The principal terms of the Share Option Scheme are summarised in the section headed "Statutory and general information – Share option scheme" in Appendix IV to the Prospectus.

During the Reporting Period and up to the date of this report, there were no options granted, exercised, lapsed or cancelled under the Share Option Scheme and there were no outstanding share options as at 31 December 2022.

## Competing Interests

The Directors confirm that none of the controlling shareholders of the Company or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by our Group which competes or is likely to compete, directly or indirectly, with our Group's business during the Reporting Period and up to the date of this report.

## 購股權計劃

本公司已於2018年12月11日有條件採納購股權計劃（「購股權計劃」），該計劃於上市日期在聯交所開始買賣股份時生效。購股權計劃主要條款於招股章程附錄四「法定及一般資料—購股權計劃」一節內概述。

於報告期間及直至本報告日期，購股權計劃項下並無購股權獲授出、行使、失效或註銷，且於2022年12月31日，並無尚未行使的購股權。

## 競爭權益

董事確認，於報告期間及直至本報告日期，概無本公司控股股東或董事及彼等各自的緊密聯繫人（定義見GEM上市規則）於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務（本集團所營運業務除外）中擁有權益。

## Audit Committee

The Company has established the Audit Committee on 11 December 2018 in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules and with written terms of reference in compliance with the Corporate Governance Code set out in Appendix 15 of the GEM Listing Rules. The Audit Committee comprises three independent non-executive Directors, namely Mr. Chan Ting Fung, Mr. Wong Ka Chun Matthew and Mr. Fenn David. Mr. Wong Ka Chun Matthew is the chairman of the Audit Committee and he holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The unaudited Condensed Consolidated Financial Statements had been reviewed by the Audit Committee, which was of the opinion that the unaudited Condensed Consolidated Financial Statements have been prepared in compliance with the applicable accounting standards and the GEM Listing Rules.

## Nomination Committee

The Company established a nomination committee (the “**Nomination Committee**”) on 11 December 2018 which comprises Mr. Law, an executive Director, and two independent non-executive Directors, namely Mr. Wong Ka Chun Matthew and Mr. Fenn David. Mr. Law is the chairman of the Nomination Committee.

The primary function of the Nomination Committee is to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The full terms of reference setting out details of the authority, duties and responsibilities of the Nomination Committee is available on both the GEM’s website and the Company’s website.

## 審核委員會

本公司已於2018年12月11日根據GEM上市規則第5.28至5.29條成立審核委員會，並根據GEM上市規則附錄15所載的企業管治守則備有書面職權範圍。審核委員會由三名獨立非執行董事組成，即陳霆烽先生、黃家俊先生及范德偉先生。黃家俊先生為審核委員會主席並持有GEM上市規則第5.05(2)及5.28條所規定的合適專業資格。

未經審核簡明綜合財務報表已由審核委員會審閱，其認為未經審核簡明綜合財務報表已按照適用會計準則及GEM上市規則編製。

## 提名委員會

本公司於2018年12月11日成立提名委員會（「**提名委員會**」），由執行董事羅先生與兩名獨立非執行董事黃家俊先生及范德偉先生組成。羅先生為提名委員會主席。

提名委員會的主要職責為定期檢討董事會架構、規模及組成；物色適合且合資格成為董事會成員的人選；評核獨立非執行董事的獨立性；以及就有關董事委聘或續聘的相關事宜向董事會提供推薦意見。載有提名委員會的職權、職責及責任詳情的全部職權範圍可於GEM網站及本公司網站查閱。

Pursuant to the terms of reference of the Nomination Committee, meetings shall be held at least once a year and additional meetings should be held if the committee shall so request.

The Nomination Committee has reviewed the structure, size and composition of the Board as well as discussing matters regarding the retirement and re-election of Directors.

### Remuneration Committee

The Company established a remuneration committee (the “**Remuneration Committee**”) on 11 December 2018 in compliance with Appendix 15 of the GEM Listing Rules, which comprises Mr. Law, an executive Director, and two independent non-executive Directors, namely Mr. Fenn David and Mr. Chan Ting Fung. Mr. Fenn David is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review and approve the management’s remuneration proposals, and ensure none of the Directors determine their own remuneration.

The full terms of reference setting out details of duties of the Remuneration Committee is available on both the GEM’s website and the Company’s website.

根據提名委員會的職權範圍，每年應至少舉行一次會議，並應按委員會的要求舉行額外會議。

提名委員會已檢討董事會架構、規模及組成，並討論有關董事退任及重選的事宜。

### 薪酬委員會

本公司於2018年12月11日根據GEM上市規則附錄15成立薪酬委員會（「**薪酬委員會**」），由執行董事羅先生及兩名獨立非執行董事范德偉先生及陳霆烽先生組成。范德偉先生為薪酬委員會主席。

薪酬委員會的主要職責為就本集團全體董事及高級管理層的整體薪酬政策及架構向董事會提供推薦意見、審閱及批准管理層的薪酬建議及確保董事概無自行釐定薪酬。

載列薪酬委員會職責詳情的全部職權範圍可於GEM網站及本公司網站查閱。

The Remuneration Committee recommends the Directors' remuneration with reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

Pursuant to the terms of reference of the Remuneration Committee, meeting shall be held at least once a year and additional meetings should be held if the committee shall so request.

### **Directors' Securities Transactions**

The Company adopted a code of conduct regarding directors' securities transactions 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 enquiries of all Directors, the Company confirms that all of the Directors complied with such required standard of dealings and its code of conduct regarding directors' securities transactions as at the date of this report.

### **Corporate Governance**

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. The Company has complied with the code provisions set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules throughout the Reporting Period.

薪酬委員會透過參考市場基準建議董事薪酬。本公司亦考慮董事個人能力、職責、責任、表現及本集團之業績釐定各董事之確切薪酬水平。

根據薪酬委員會的職權範圍，每年應至少舉行一次會議，並應按委員會的要求舉行額外會議。

### **董事的證券交易**

本公司已採納董事進行證券交易的操守準則，其條款嚴謹程度不遜於GEM上市規則第5.48至5.67條所載的交易標準之規定。向全體董事作出具體查詢後，本公司確認，所有董事於本報告日期均已遵守該等規定交易標準及有關董事進行證券交易的操守準則。

### **企業管治**

本公司致力維持及確保高水平的企業管治標準，並會不斷檢討及改善企業管治常規及標準。本公司於整個報告期間一直遵守GEM上市規則附錄15所載企業管治守則的守則條文。

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained a sufficient public float as required under the GEM Listing Rules.

On behalf of the Board  
**Sun Kong Holdings Limited**  
**Law Ming Yik**  
*Chairman and executive Director*

Hong Kong, 9 February 2023

*As at the date of this report, the executive Directors of the Company are Mr. LAW Ming Yik (chairman) and Mr. LI Isaiah (chief executive officer); and the independent non-executive Directors of the Company are Mr. FENN David, Mr. WONG Ka Chun Matthew and Mr. CHAN Ting Fung.*

*This report will remain on GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at [www.skhl.com.hk](http://www.skhl.com.hk).*

## 足夠公眾持股量

基於本公司可公開取得的資料及據董事所知，於本報告日期，本公司已維持GEM上市規則所規定的足夠公眾持股量。

代表董事會  
**申港控股有限公司**  
主席兼執行董事  
**羅名譯**

香港，2023年2月9日

於本報告日期，本公司執行董事為羅名譯先生（主席）及李依諾先生（行政總裁）；及本公司獨立非執行董事為范德偉先生、黃家俊先生及陳霆烽先生。

本報告將由刊登日期起計最少一連七日於GEM網站[www.hkgem.com](http://www.hkgem.com)的「最新上市公司公告」網頁刊載及將於本公司網站[www.skhl.com.hk](http://www.skhl.com.hk)刊載。

