

**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)**

**Third Quarterly Report 2022/23**

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*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.*

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# 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

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room D, 29/F, King Palace Plaza  
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](http://www.hklistco.com/8140)

# MANAGEMENT DISCUSSION AND ANALYSIS

## MARKET OVERVIEW

According to the provisional results of the Quarterly Survey of Construction Output released on March 10, 2023 by the Census and Statistics Department (C&SD), the total gross value of construction works (GVCW) performed by main contractors in the fourth quarter of 2022 increased by 4.8% in nominal terms over a year earlier to \$66.4 billion.

After discounting the effect of price changes, the provisional results showed that the total GVCW performed by main contractors increased by 6.2% in real terms over the same period. GVCW in real terms is derived by deflating the corresponding nominal value with an appropriate price index to the price level in the base period of 2000.

However, on a seasonally adjusted quarter-to-quarter basis, the GVCW performed by main contractors only slightly increased by 0.2% in nominal terms and slightly decreased by 0.5% in real terms in the fourth quarter of 2022 compared with the third quarter of 2022.

For 2022 as a whole, the provisional results showed that the total GVCW performed by main contractors increased by 5.7% in nominal terms compared with 2021 to \$247.1 billion. After discounting the effect of price changes, the total GVCW performed by main contractors in 2022 increased by 3.8% in real terms over 2021.

However, the growth is not even across all construction sectors. If the figures are analyzed by major end-use group, residential buildings projects, which is mainly the types of projects carried out the customers of BOSA, accounted for the largest share in the total GVCW performed at construction sites in 2022. The GVCW performed in respect of these projects amounted to \$46.4 billion in 2022. It was actually down by 8.1% in nominal terms compared with 2021. Transport projects constituted the second largest group of construction site works in 2022. The GVCW performed in respect of these projects totalled \$33.5 billion in 2022, down by 8.1% in nominal terms compared with 2021. These market data suggest, in the short to medium run, maintaining sales at the same level of sales as last year is still challenging to the Group.

# 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".

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL HIGHLIGHT AND OVERVIEW

	For the nine months ended		Change
	31 March		
	2023	2022	
	HK\$'000	HK\$'000	%
	(Unaudited)	(Unaudited)	
Revenue	76,720	77,631	-1.2
Gross profit	33,149	29,814	11.2
Net profit and total comprehensive income	18,459	16,194	14.0
Earnings per share ( <i>HK cents</i> )	2.30	2.02	14.1

## FINANCIAL REVIEW

### Revenue

During the nine months ended 31 March 2023 (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\$0.9 million or approximately 1.2%, from approximately HK\$77.6 million for the nine months ended 31 March 2022 to approximately HK\$76.7 million for the Period. It was mainly due to decrease in new projects and customers during the Period.

### Cost of Sales

The Group’s cost of sales decreased by approximately HK\$4.2 million or approximately 8.9%, from approximately HK\$47.8 million for the nine months ended 31 March 2022 to approximately HK\$43.6 million for the Period. It was mainly due to decrease in cost of coupler.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Gross Profit

The Group's gross profit increased by approximately HK\$3.3 million or approximately 11.2%, from approximately HK\$29.8 million for the nine months ended 31 March 2022 to approximately HK\$33.1 million for the Period. The increase was mainly due to reasons disclosed above.

## Other Income

The Group's other income increased by approximately HK\$0.8 million or approximately 18.4%, from approximately HK\$4.5 million for the nine months ended 31 March 2022 to approximately HK\$5.3 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 nine months ended 31 March 2023.

## Administrative Expenses

The Group's administrative expenses increased by approximately HK\$1.8 million or approximately 13.9%, from approximately HK\$13.2 million for the nine months ended 31 March 2022 to approximately HK\$15.0 million for the Period. The increase was mainly attribute to the increase in various expenses including insurance, 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 increased by approximately HK\$2.3 million or approximately 14.0%, from approximately HK\$16.2 million for the nine months ended 31 March 2022 to approximately HK\$18.5 million for the Period.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Liquidity and Financial Resources

The Group practiced prudent financial management and maintained a strong and sound financial position during the nine months ended 31 March 2023. As of 31 March 2023, the Group had cash and bank balances of approximately HK\$100.2 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 March 2023 (30 June 2022: approximately 4.9 times). The Group has bank overdraft balance of approximately HK\$1.3 million as at 31 March 2023 (30 June 2022: approximately HK\$3.7 million). The gearing ratio, representing total borrowings divided by total equity, was Nil as at 31 March 2023 (30 June 2022: Nil). In view of the Group's current level of cash and bank balances and the 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.

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 for 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 arises and no derivative financial instruments were held by the Group as at 31 March 2023 for speculative purposes.

## Dividends

The board of directors (the "Board") does not recommend the payment of any dividend for the Period (for the nine months ended 31 March 2022: Nil).

# MANAGEMENT DISCUSSION AND ANALYSIS

## **Pledge of Assets**

The Group's obligations under finance leases were secured by the lessor's charge over the leased assets. As at 31 March 2023, the Group had secured and unguaranteed obligations under finance leases of approximately HK\$337,000 (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 any pledged assets as at 31 March 2023 (at 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.

## **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 March 2023 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".

As at the date of this report, the unutilised proceeds were placed in interest-bearing deposits within licensed banks in Hong Kong. The Group will gradually apply the remaining net proceeds in the manner set out in the Company's prospectus depending on the market condition.

# MANAGEMENT DISCUSSION AND ANALYSIS

## 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 March 2023.

## 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 March 2023:

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	Latest development	Expected timeframe
			as at 31 March 2023	as at 31 March 2023		
	<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"> <li>— Finalise selection of a parcel of land (Internal resources)</li> <li>— Purchase a parcel of land (HK\$35.3 million)</li> <li>— Commence construction of a new workshop or adapt existing structure for purposes of the new workshop (as the case may be) (Internal resources)</li> </ul>	–	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	Latest development	Expected timeframe
			as at 31 March 2023	net proceeds available as at 31 March 2023		
	<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	—		
<b>Total</b>	<b>37.8</b>		<b>1.4</b>	<b>36.4</b>		

## 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 rising of interest rate, 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.

# MANAGEMENT DISCUSSION AND ANALYSIS

## 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 March 2023 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.

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 intermittent outbreaks 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.

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

For the nine months ended 31 March 2023

The Board is pleased to present the unaudited condensed consolidated financial information of the Group for the nine months ended 31 March 2023, which has been reviewed by the audit committee of the Company, together with the comparative unaudited figures for the corresponding periods in 2022, as follows:

	Notes	Three months ended		Nine months ended	
		31 March		31 March	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	3	<b>24,224</b>	23,223	<b>76,720</b>	77,631
Cost of sales		<b>(12,701)</b>	(14,730)	<b>(43,571)</b>	(47,817)
Gross profit		<b>11,523</b>	8,493	<b>33,149</b>	29,814
Other income	4	<b>1,980</b>	1,460	<b>5,344</b>	4,513
Other losses		<b>(582)</b>	(660)	<b>(663)</b>	(1,472)
Administrative expenses		<b>(4,929)</b>	(4,538)	<b>(15,040)</b>	(13,207)
Finance costs		<b>(24)</b>	(71)	<b>(174)</b>	(204)
Profit before taxation	5	<b>7,968</b>	4,684	<b>22,616</b>	19,444
Taxation	6	<b>(1,600)</b>	(820)	<b>(4,200)</b>	(3,300)
Profit for the period		<b>6,368</b>	3,864	<b>18,416</b>	16,144
<b>Other comprehensive expense</b>					
Item that may be reclassified subsequently to profit or loss:					
Exchange difference arising on translation of foreign operation		<b>(23)</b>	80	<b>43</b>	50
Profit and total comprehensive income for the period attributable to the owners of the Company		<b>6,345</b>	3,944	<b>18,459</b>	16,194
Earnings per share					
Basic (HK cents)	7	<b>0.79</b>	0.48	<b>2.30</b>	2.02

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 March 2023

	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>
<b>Balance at 1 July 2021 (audited)</b>	41	59,936	5,647	(487)	37,769	102,906
Profit for the period	-	-	-	-	16,144	16,144
Other comprehensive expense for the period	-	-	-	50	-	50
Total comprehensive (expense) income for the period	-	-	-	50	16,144	16,194
Balance at 31 March 2022 (unaudited)	<u>41</u>	<u>59,936</u>	<u>5,647</u>	<u>(437)</u>	<u>53,913</u>	<u>119,100</u>
<b>Balance at 1 July 2022 (audited)</b>	<u>41</u>	<u>59,936</u>	<u>5,647</u>	<u>(430)</u>	<u>58,299</u>	<u>123,493</u>
Profit for the period	-	-	-	-	18,416	18,416
Other comprehensive expense for the period	-	-	-	43	-	43
Total comprehensive (expense) income for the period	-	-	-	43	18,416	18,459
Balance at 31 March 2023 (unaudited)	<u>41</u>	<u>59,936</u>	<u>5,647</u>	<u>(387)</u>	<u>76,715</u>	<u>141,952</u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company's shares have been listed on the GEM of The Stock Exchange with effect from 12 July 2018.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of mechanical splicing services to the reinforced concrete construction industry in Hong Kong.

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated third quarterly financial statements have been prepared in accordance with the accounting principles generally accepted in Hong Kong which include Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of GEM Listing Rules.

These unaudited condensed consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements of the Group for the year ended 30 June 2022.

Except as described below, the accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in preparing the annual audited consolidated financial statements for the year ended 30 June 2022.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

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

In the current period, the Group has applied the following new or revised Hong Kong Financial Reporting Standards (“new HKFRSs”) issued by the HKICPA which are or have become effective.

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

Except for the new and amendments to HKFRS mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale, HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

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

### HKFRS 16 Leases (continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents operating lease payments as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 3. REVENUE

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. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

## 4. OTHER INCOME AND OTHER LOSSES

	Three months ended		Nine months ended	
	31 March		31 March	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Other Income				
Handling charge	1,721	1,048	4,312	3,926
Insurance compensation	160	387	160	559
Employment Support Scheme	–	–	718	–
Others	99	25	154	28
	<u>1,980</u>	<u>1,460</u>	<u>5,344</u>	<u>4,513</u>
Other Losses				
Net exchange losses	<u>582</u>	<u>660</u>	<u>663</u>	<u>1,472</u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 5. PROFIT BEFORE TAXATION

	Three months ended		Nine months ended	
	31 March		31 March	
	2023	2022	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit before taxation has been arrived at after charging:				
Cost of inventories recognized an expense	7,635	8,984	26,170	29,944
Depreciation of plant and equipment	904	879	2,778	2,526
Directors' remuneration	1,735	1,711	5,823	4,963
Other staff costs				
Salaries and other benefits	3,550	4,058	13,044	12,333
Retirement benefits scheme contributions	155	168	514	506
Total staff costs	5,440	5,937	19,381	17,802
Research expenses	–	194	–	396
Depreciation of right-of-use assets	905	900	3,099	2,737

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 6. TAXATION

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 (2022: 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 (Nine months ended 31 March 2022: Nil).

## 7. EARNINGS PER SHARE

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

Three months ended		Nine months ended	
31 March		31 March	
2023	2022	2023	2022
HK\$'000	HK\$'000	HK\$'000	HK\$'000
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)

Earnings:

Earnings for the purpose of  
calculating basic earnings  
per share

Profit for the period  
attributable to the owners  
of the Company

<b>6,368</b>	3,864	<b>18,416</b>	16,144
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<i>'000</i>	<i>'000</i>	<i>'000</i>	<i>'000</i>

Number of shares:

Weighted average number of  
ordinary shares for the  
purpose of calculating  
basic earnings per share

<b>800,000</b>	800,000	<b>800,000</b>	800,000
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

### 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 March 2023, 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 March 2023, 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	251,373,415	31.4%
Mr. Lim Su I	Beneficial owner	114,510,732	14.3%
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 March 2023, 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 March 2023, 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 <sup>Note 1</sup>	Beneficial owner	251,373,415	31.4%
Mr. Wang Wann-Bao	Beneficial owner	51,230,244	6.4%
Ms. Chiu Yin Mei <sup>Note 2</sup>	Beneficial owner	40,975,610	5.1%
Ms. Ha Jasmine Nim Chi <sup>Note 3</sup>	Interest of spouse	251,373,415	31.4%
Ms. Chan Ching <sup>Note 4</sup>	Interest of spouse	114,510,732	14.3%
Ms. Liu Li Wen <sup>Note 5</sup>	Interest of spouse	64,390,244	8.0%
Ms. Wang Yu-Ju <sup>Note 6</sup>	Interest of spouse	51,230,244	6.4%
Ms. Ng Pei Ying <sup>Note 7</sup>	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 251,373,415 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 251,373,415 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 114,510,732 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 March 2023, 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.

## DIVIDENDS

The Board does not recommend payment of any dividend in respect of the Period (for the nine months ended 31 March 2022: 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 nine months ended 31 March 2023.

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 THIRD QUARTERLY REPORT**

The 2022/2023 third quarterly 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](http://www.hklistco.com/8140) and the “HKExnews” website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).