

# WT GROUP HOLDINGS LIMITED

# WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8422

INTERIM REPORT  
2023/2024



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

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

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*This report, for which the directors (the “**Directors**”) of WT Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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. The Directors, having made all reasonable enquires, 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.*



## FINANCIAL RESULTS

The board of Directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated interim results of the Group for the three months and six months ended 31 December 2023, together with the comparative unaudited figures for the corresponding periods in 2022 as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	For the three months ended		For the six months ended	
		31 December		31 December	
		2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
<b>Revenue</b>	5	2,927	6,716	10,046	21,511
Cost of Services		(4,012)	(7,752)	(6,789)	(21,629)
<b>Gross profit/(loss)</b>		(1,085)	(1,036)	3,257	(118)
Other income	6	59	65	148	117
Administrative expenses		(2,964)	(1,787)	(5,192)	(3,811)
Reversal of allowance for expected credit losses ("ECL") of trade receivables and contract assets		1,179	831	3,900	831
Finance costs	8	(4)	(9)	(8)	(20)
<b>Profit/(loss) before income tax</b>	7	(2,815)	(1,936)	2,105	(3,001)
Income tax expense	9	575	-	(51)	-
<b>Profit/(loss) and total comprehensive income/(loss) for the period attributable to owners of the Company</b>		(2,240)	(1,936)	2,054	(3,001)
<b>Earning/(loss) per share</b>					
Basic and diluted (in HK cents)	11	(1.87)	(1.61)	1.71	(2.50)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	<i>Notes</i>	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment		352	396
Right-of-use assets		206	328
Deposits	14	15	17
		<b>573</b>	741
<b>Current assets</b>			
Trade receivables	12	–	–
Contract assets	13	3,327	5,087
Deposits, prepayments and other receivables	14	1,622	159
Restricted cash	15	3,258	3,258
Cash and cash equivalents	15	35,394	33,291
		<b>43,601</b>	41,795
<b>Current liabilities</b>			
Trade and retention payables	16	2,680	3,420
Accruals and other payables	17	2,632	2,239
Lease liabilities		167	225
Taxation payable		51	–
		<b>5,530</b>	5,884
<b>Net current assets</b>		<b>38,071</b>	35,911
<b>Total assets less current liabilities</b>		<b>38,644</b>	36,652

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

	<i>Notes</i>	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
<b>Non-current liabilities</b>			
Lease liabilities		45	107
<b>Net assets</b>			
		<b>38,599</b>	36,545
<b>Capital and reserves attributable to owners of the Company</b>			
Share capital	<i>18</i>	<b>12,000</b>	12,000
Reserves		<b>26,599</b>	24,545
<b>Total equity</b>			
		<b>38,599</b>	36,545

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the six months ended 31 December 2023

	Attributable to owners of the Company					Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Other reserves HK\$'000	Share option reserves HK\$'000	Accumulated losses HK\$'000	
<b>At 1 July 2022 (Unaudited)</b>	12,000	42,991	10,100	3,115	(8,458)	59,748
Loss and total comprehensive loss for the period	-	-	-	-	(3,001)	(3,001)
<b>At 31 December 2022 (Unaudited)</b>	12,000	42,991	10,100	3,115	(11,459)	56,747
<b>At 1 July 2023 (Unaudited)</b>	12,000	42,991	10,100	3,115	(31,661)	36,545
Profit and total comprehensive income for the period	-	-	-	-	2,054	2,054
Lapse of share options	-	-	-	(3,115)	3,115	-
<b>At 31 December 2023 (Unaudited)</b>	12,000	42,991	10,100	-	(26,492)	38,599

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
<b>Net cash generated from operating activities</b>	<b>2,212</b>	12,731
<b>Net cash generated from/(used in) investing activities</b>	<b>21</b>	(13)
<b>Net cash used in financing activities</b>	<b>(130)</b>	(388)
<b>Net increase in cash and cash equivalents</b>	<b>2,103</b>	12,330
Cash and cash equivalents at beginning of the period	<b>33,291</b>	30,710
Cash and cash equivalents at end of the period	<b>35,394</b>	43,040

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 11 July 2017 as an exempted company with limited liability 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 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is Flat A, 6/F, Evernew Commercial Centre, 33 Pine Street, Tai Kok Tsui, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries comprising the group are principally engaged in the business of specialised works and general building works in Hong Kong.

The shares of the Company (the "**Shares**") were listed on GEM of the Stock Exchange on 28 December 2017.

These unaudited condensed consolidated interim financial statements are presented in Hong Kong dollars ("**HK\$**") and all values are rounded to the nearest thousands (HK\$'000), unless otherwise stated.

## 2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the six months ended 31 December 2023 have been prepared in accordance with Hong Kong Accounting Standards ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the applicable disclosure requirements of chapter 18 of the GEM Listing Rules. The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention.

The unaudited condensed consolidated interim financial statements do not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company's consolidated financial statements for the year ended 30 June 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the HKICPA, as set out in the latest annual report.

The accounting policies that have been used in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those used in the preparation of the Company's consolidated financial statements for the year ended 30 June 2023 except for the adoption of the new standards, amendments to standards and interpretations issued by the HKICPA mandatory for the annual periods beginning on 1 July 2023.

The Group has adopted and applied the new standards, amendments to standards and interpretations that have been issued and effective for the accounting periods beginning on 1 July 2023.



The adoption of other new standards, amendment to standards and interpretations did not have material impact on the Group's financial positions and results of operations.

For those new standards, amendments to standards and interpretations which have been issued but are not yet effective and have not been early adopted, the Group is in the process of assessing their impact on the Group's results and financial position.

### **3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS**

#### **3.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: credit risk, cash flow and fair value interest rate risk and liquidity risk. The unaudited condensed consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's consolidated financial statements for the year ended 30 June 2023, which have been prepared in accordance with HKFRSs issued by the HKICPA, as set out in the latest annual report.

There have been no changes in the risk management policies since 30 June 2023.

#### **3.2 Fair value estimation**

The carrying amounts of the Group's current financial assets, including trade and retention receivables, deposits and other receivables, restricted cash and cash and cash equivalents, and current financial liabilities, including trade and retention payables, accruals and other payables, and lease liabilities, approximate their fair values as at the reporting date due to their short maturities. The nominal value less estimated credit adjustments for financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values. The carrying value of non-current lease liabilities is assumed to approximate its fair value as the amount bears interest at commercial rate.

### **4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of the unaudited condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing the unaudited condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the Company's consolidated financial statements for the year ended 30 June 2023, which have been prepared in accordance with HKFRSs issued by the HKICPA, as set out in the latest annual report.



## 5 REVENUE AND SEGMENT INFORMATION

	Three months ended 31 December		Six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Revenue:				
Contract revenue	2,927	6,716	10,046	21,511

The chief operating decision-maker (the "CODM") has been identified as the executive Directors of the Company who reviews the Group's internal reporting in order to assess performance and allocate resources.

The CODM assesses the performance based on a measure of profit or loss after income tax and considers all businesses to be included in a single operating segment.

The Group is principally engaged in the business of specialised works and general building works in Hong Kong. Information reported to CODM, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

All of the Group's activities are carried out in Hong Kong and all of the Group's assets and liabilities are located in Hong Kong. Accordingly, no analysis by geographical basis is presented.

## 6 OTHER INCOME

	Three months ended 31 December		Six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Government grants	–	26	–	78
Others	59	39	148	39
	59	65	148	117

**7 PROFIT/ (LOSS) BEFORE INCOME TAX**

Profit/ (loss) before income tax is arrived after charging/(crediting):

	Three months ended 31 December		Six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Construction costs recognised				
in cost of services	4,012	7,752	6,789	21,629
Employee benefits expenses (note (i))	2,863	1,965	5,074	4,366
Depreciation of property and equipment	22	4	44	8
Depreciation of right-of-use assets	61	93	122	187
Auditors' remuneration				
– Audit services	125	200	250	350
Short term lease expenses	18	10	21	39
Reversal of ECL of trade receivables and contract assets	(1,179)	(831)	(3,900)	(831)

Note:

- (i) Employee benefits expenses, including directors emoluments during the relevant period are as follows:

	Three months ended 31 December		Six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Wages, salaries, bonuses and other benefits	2,841	1,935	5,022	4,306
Pension costs-defined contribution plans	22	30	52	60
	2,863	1,965	5,074	4,366
Amount included in cost of services	(1,388)	(1,075)	(2,290)	(2,360)
Amount included in administrative expenses	1,475	890	2,784	2,006

## 8 FINANCE COSTS

	Three months ended 31 December		Six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Interest on lease liabilities	4	9	8	20

## 9 INCOME TAX EXPENSE

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of qualifying corporations will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The two-tiered profits tax rates regime is applicable to the Group's companies with estimated assessable profits for annual reporting periods ending on or after 1 April 2018.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit during the six months ended 31 December 2023 (31 December 2022: nil).

No overseas profits tax has been calculated for entities of the Group that are incorporated in the British Virgin Islands or the Cayman Islands as they are exempted from for the six months ended 31 December 2023 and 2022.

The amount of income tax expense charged to the unaudited condensed consolidated statement of comprehensive income represents:

	Three months ended 31 December		Six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Current income tax				
– Hong Kong profits tax	(575)	–	51	–
Income tax expense	(575)	–	51	–

## 10 DIVIDENDS

The Directors do not recommend the payment of dividend for the six months ended 31 December 2023 (for the six months ended 31 December 2022: nil).

11 EARNING/(LOSS) PER SHARE

(a) Basic

Basic earning/(loss) per share is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	Three months ended 31 December		Six months ended 31 December	
	2023 (Unaudited)	2022 (Unaudited)	2023 (Unaudited)	2022 (Unaudited)
Profit/(loss) attributable to owners of the Company (in HK\$'000)	(2,240)	(1,936)	2,054	(3,001)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share (in thousand)	120,000	120,000	120,000	120,000
Earning/(loss) per share (in HK cents)	(1.87)	(1.61)	1.71	(2.50)

(b) Diluted

Diluted loss per share is the same as basic loss per share due to the absence of dilutive potential ordinary shares during the respective periods.

12 TRADE RECEIVABLES

	As at 31 December 2023 HK\$'000 (Unaudited)	As at 30 June 2023 HK\$'000 (Audited)
Trade receivables	4,397	8,297
Less: Allowance for expected credit losses	(4,397)	(8,297)
	-	-

The Group's credit terms granted to third-party customers range from 30 days to 180 days. The Group does not hold any collateral as security.

The ageing analysis of the third-party trade receivables, based on invoice date, are as follows:

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Up to 90 days	–	–
91–180 days	–	–
181–365 days	–	–
Over 1 year	<b>4,397</b>	8,297
	<b>4,397</b>	8,297

### 13 CONTRACT ASSETS

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Contract assets relating to:		
Uncertified work-in-progress	<b>8,491</b>	2,580
Retention receivables	–	6,800
	<b>8,491</b>	9,380
Less: Allowance for expected credit losses	<b>(5,164)</b>	(4,293)
Contract assets, net	<b>3,327</b>	5,087



**14 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES**

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Deposits and other receivables	<b>952</b>	202
Prepayments	<b>761</b>	11
	<b>1,713</b>	213
Less: Allowance for expected credit losses	<b>(76)</b>	(37)
Deposits, prepayments and other receivables, net	<b>1,637</b>	176
Less: Non-current portion – Deposits	<b>(15)</b>	(17)
	<b>1,622</b>	159



**15 RESTRICTED CASH AND CASH AND CASH EQUIVALENTS**

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Restricted cash	<b>3,258</b>	3,258

As at 31 December 2023, restricted cash represented deposits were placed as collateral for performance bonds. Restricted cash is interest-free.

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Cash and cash equivalents	<b>35,394</b>	33,291

**16 TRADE AND RETENTION PAYABLES**

Trade and retention payables at the end of each reporting period comprise amounts outstanding to contract creditors and suppliers. The average credit period taken for trade payables is generally 30 days.

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Trade payables	<b>456</b>	1,196
Retention payables	<b>2,224</b>	2,224
	<b>2,680</b>	3,420



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

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Up to 30 days	56	796
Over 1 year	400	400
	<b>456</b>	1,196

As at 31 December 2023, the amount of the Group's retention payables expected to be due after more than twelve months was approximately HK\$nil (as at 30 June 2023: HK\$nil).

## 17 ACCRUALS AND OTHER PAYABLES

	<b>As at 31 December 2023 HK\$'000 (Unaudited)</b>	As at 30 June 2023 HK\$'000 (Audited)
Accruals for legal and professional fees	1,112	473
Other accruals and other payables	1,520	1,766
	<b>2,632</b>	2,239

## 18 SHARE CAPITAL

	<b>Number of shares '000</b>	<b>Amount HK\$'000</b>
<b>Ordinary shares of HK\$0.01 each</b>		
Authorised:		
As at 30 June 2023 (audited) and 31 December 2023 (unaudited)	50,000	50,000
Issued and fully paid:		
As at 30 June 2023 (audited) and 31 December 2023 (unaudited)	120,000	12,000

**19 MATERIAL RELATED PARTY TRANSACTIONS****Key management compensation**

Key management includes executive and non-executive directors and the senior management of the Group. The compensation paid or payable to key management for employee services is shown below:

	Three months ended 31 December		Six months ended 31 December	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Salaries, allowances and benefits in kind	2,317	1,534	3,312	2,168
Retirement benefit costs – defined contribution plans	10	13	20	18
	<b>2,327</b>	1,547	<b>3,332</b>	2,186

**20 CONTINGENT LIABILITIES**

As at 31 December 2023, the Group has given guarantees on performance bonds of HK\$3.3 million in respect of the construction contracts of the Group in its ordinary course of business (as at 30 June 2023: HK\$3.3 million). The performance bonds are expected to be released in accordance with the terms of the respective construction contracts.



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group is principally engaged in the provision of specialised works and general building works as a contractor in Hong Kong, through its operating subsidiaries. The Group undertakes specialised works including foundation and site formation works, demolition works and ground investigation field works. The Group also undertakes general building works including superstructure building works, slope maintenance works, hoarding works, alteration and addition works, other miscellaneous renovation and construction works.

For the six months ended 31 December 2023, the Group recorded a net profit of approximately HK\$2.1 million as compared to a net loss of approximately HK\$3.0 million for the corresponding period in 2022. The profit was mainly attributable to the reversal of allowance for ECL of trade receivables and contract assets of approximately HK\$3.9 million during the six months ended 31 December 2023.

### FINANCIAL REVIEW

#### Revenue

For the six months ended 31 December 2022 and 2023, the Group generated total revenue of approximately HK\$21.5 million and HK\$10.0 million, respectively. The Group secures its projects either through tenders by invitation or quotations which are non-recurring in nature. The decrease in revenue was mainly attributable to the decrease in the number of construction projects undertook by the Group for the six months ended 31 December 2023 compared to the corresponding period in 2022.

#### Gross profit/(loss)

For the six months ended 31 December 2022 and 2023, the Group recorded a gross loss of approximately HK\$0.1 million and a gross profit of approximately HK\$3.3 million, respectively which representing an increase of approximately HK\$3.4 million during the period under review.

#### Administrative expenses

Our administrative expenses mainly consist of employee benefits expenses (including Director's emoluments), audit fees and other professional fees. Our administrative expenses amounted to approximately HK\$3.8 million and HK\$5.2 million for the six months ended 31 December 2022 and 2023, respectively. The increase in the administrative expenses was primarily attributable in the increase in employee benefits expenses during the period under review by approximately HK\$0.8 million.



## **Profit and total comprehensive income for the six months ended 31 December 2023 attributable to owners of the Company**

Loss and total comprehensive loss attributable to owners of the Company for the six months ended 31 December 2022 and, profit and total comprehensive income attributable to owners of the Company for the six months ended 31 December 2023 amounted to approximately HK\$3.0 million and HK\$2.1 million, respectively. The net profit for the six months ended 31 December 2023 was mainly attributable to the reversal of allowance for ECL of trade receivables and contract assets of approximately HK\$3.9 million during the six months ended 31 December 2023.

## **PROSPECT**

The Group expects the business environment continues to be challenging and competitive. As a result of Hong Kong's property market being on the downward trend recently, the uncertainties in the execution of the construction projects increase the overall operational risks of the Group.

Despite the challenges ahead, the Group is optimistic in the long term and believes opportunities always exist in the construction and renovation market. From May 2023 and up to the date of this report, the Group were awarded three construction projects with aggregate awarded contract sum of approximately HK\$123 million.

The Board will continue to exercise due care in pursuing business development so as to strike a balance between various business risks and opportunities. With the experienced and professional management team, established relationship with the customers and suppliers as well as the Group's commitment to maintain high safety and working standard, the Board are of the view that the Group is well-positioned to capture further business opportunities by focusing on the foundation and site formation works, superstructure building works and renovation projects. The Group will continue to pursue its business objectives and strategies: (i) expanding the market share and compete for more foundation and site formation projects, superstructure building works projects, and renovation projects and (ii) adherence to prudent financial management to ensure sustainable growth and capital sufficiency. While the Group is closely monitoring the latest development of Hong Kong's property market, it would adjust its strategies from time to time when necessary.

Bearing in mind the associated risks and in order to maximise the returns to the Shareholders, the Directors may also consider other investment opportunities to broaden the sources of income of the Group.



## LIQUIDITY AND FINANCIAL RESOURCES

The Group maintained a good financial position during the six months ended 31 December 2023. As at 31 December 2023, the Group had bank balances and cash of approximately HK\$35.4 million (as at 30 June 2023: approximately HK\$33.3 million) and restricted cash balances of approximately HK\$3.3 million (as at 30 June 2023: approximately HK\$3.3 million). The current ratio as at 31 December 2023 was approximately 7.9 times (as at 30 June 2023: approximately 7.1 times). The Directors are of the view that the Group is in a healthy financial position to expand its core business and to achieve its business objectives.

## GEARING RATIO

The gearing ratio is calculated based on the total debt divided by total equity as at the respective reporting date. Total debt represents the lease liabilities. As at 31 December 2023, the Group recorded gearing ratio of approximately 0.5% (as at 30 June 2023: approximately 0.9%).

## CHARGE OVER THE GROUP'S ASSETS

As at 31 December 2023, the Group pledged its deposits of approximately HK\$3.3 million (as at 30 June 2023: approximately HK\$3.3 million) as collateral for performance bonds.

Save as disclosed above, the Group does not have any other charges on its assets.

## FOREIGN EXCHANGE EXPOSURE

For the six months ended 31 December 2023, most of the revenue-generating operations were conducted in Hong Kong and the transactions, monetary assets and liabilities of the Group were denominated in Hong Kong dollars. There was no significant exposure to foreign exchange rate fluctuations. As such, the Group currently does not have a foreign currency hedging policy.

## CAPITAL STRUCTURE

There has been no material change in the capital structure of the Group since 30 June 2023.

## TREASURY POLICY

The Directors will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.



## PRINCIPAL RISKS AND UNCERTAINTIES

The Group believes that there are certain risks and uncertainties involved in the operations, some of which are beyond the Group's control. Some of the major risks include:

- (i) the Group's revenue relies on successful tenders or quotations of specialised works and general building works projects which are non-recurring in nature, and there is no guarantee that the customers will provide the Group with new business opportunities or that the Group will secure new customers;
- (ii) the Group makes estimation of our project costs in our tenders and quotations and any failure to accurately estimate the costs involved and/or delay in completion of any project may lead to cost overruns or even result in losses;
- (iii) the Group relies on our subcontractors to perform a portion of the site works and unsatisfactory performance or unavailability of the Group's subcontractors may adversely affect our operations and profitability;
- (iv) the Group is exposed to our customers' credit risks and the Group's liquidity position may be adversely affected if our customers fail to make payment on time or in full;
- (v) the Group's performance depends on the trends and developments in the construction industry in Hong Kong; and
- (vi) the Group's performance depends on the market conditions and the general economic and political conditions in Hong Kong.

## CAPITAL COMMITMENTS

As at 31 December 2023, the Group did not have any capital commitment (as at 30 June 2023: nil).

## SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Save as disclosed in this report, there was no significant investment held, material acquisition and disposal of subsidiaries and associated companies by the Company during the six months ended 31 December 2023.



## **EMPLOYEES AND REMUNERATION POLICIES**

As at 31 December 2023, the Group employed a total of 26 employees (as at 30 June 2023: 26 employees). The employee benefits expenses of the Group, including Directors' emoluments, were approximately HK\$5.1 million for the six months ended 31 December 2023 (for the six months ended 31 December 2022: approximately HK\$4.4 million).

The Group remunerates the employees based on their position, qualifications and performance. On top of the basic salaries, bonuses may be paid with reference to the Group's performance as well as employee's performance. Various types of trainings are provided to the employees for the improvement of their standards and skills. The Company maintains a share option scheme for the purpose of providing incentives and rewards to the participants for their contributions to the Group.

## **DISCLOSURE OF INTERESTS**

### **A. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, THE UNDERLYING SHARES OR DEBENTURES**

As at 31 December 2023, none of the Directors nor chief executives of the Company has registered an interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) 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 were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) 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.



## B. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES OR UNDERLYING SHARES

So far as the Directors are aware, as at 31 December 2023, the following persons (other than the Directors or chief executives of the Company) or corporations had interests or short positions in the Shares or underlying Shares of the Company which were recorded in register required to be kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO:

### Long positions in the Shares and underlying Shares

<b>Name of shareholders</b>	<b>Nature of interest</b>	<b>Number of the Shares held/ interested in</b>	<b>Approximate percentage of total issued share capital of the Company</b>
Zhao Xue Mei	Beneficial owner	8,999,000	7.49%

Save as disclosed above, as at 31 December 2023, there was no person or corporation, other than the Directors and chief executives of the Company, had any interest or a short position in the Shares or underlying Shares of the Company which were recorded in register required to be kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

## COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling Shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete, directly or indirectly, with the business of the Group or any other conflicts of interest which any such person has or may have with the Group during the six months ended 31 December 2023 and up to the date of this report.



## PURCHASE, SALES 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 six months ended 31 December 2023.

## CORPORATE GOVERNANCE CODE

The Board is responsible for performing the corporate governance duties in the Corporate Governance Code (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the CG code and disclosure. During the six months ended 31 December 2023 and up to the date of this report, to the best knowledge of the Board, except for the following, the Company has complied with all the applicable code provisions set out in the CG Code:

The principle of code provision A.2.1 of CG Code stipulates that there should be a clear division of the management of the Board and the day-to-day management of the business. The Group has not appointed the chief executive officer. However, the management of the Board and the day-to-day management of the business are primarily performed by Mr. Kam Kim Bun, the Chairman of the Company up to 11 December 2023. The Group is of the view that there is a deviation from code provision A.2.1 of CG Code. In view of Mr. Kam was the founder of the Group, the Board believes that it is in the best interest of the Group to have Mr. Kam taking up both roles for effective management and business development.

Therefore, the Directors consider that the deviation from code provision A.2.1 of CG Code is appropriate in such circumstance. The Board believes that the balance of power and authority is ensured by the operations of the Board which comprises experienced and competent individuals, with three of them being independent non-executive Directors.

Except for the deviation from code provision A.2.1 of CG Code, the Company's corporate governance practices have complied with the CG Code.



## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct concerning securities transactions by the Directors during the six months ended 31 December 2023.

## INTERIM DIVIDEND

The Board does not recommend the payment of interim dividend for the six months ended 31 December 2023 (for the six months ended 31 December 2022: nil).

## EVENTS AFTER THE REPORTING PERIOD

As of the date of this report, save as disclosed in this report, the Board is not aware of any significant events after the reporting period that requires disclosure.

## SHARE OPTION SCHEME

The Company has adopted the share option scheme (the "Scheme") on 1 December 2017 which will remain in force for a period of 10 years from the effective date of the Scheme.

Details of the movement in the options granted under the Scheme during the six months ended 31 December 2023 are as follows:

Details of grantees	Grant date	Exercise period	Vesting period	Outstanding as at 1 July 2023	Granted	Exercised	Cancelled	Lapsed	Outstanding as at 31 December 2023	Exercise price per share HK\$
Directors										
Kam Kin Bun	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	(1,000,000)	-	0.56
Wong Mei Chun	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	(1,000,000)	-	0.56
Chan Sin Wa Carrie	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	(1,000,000)	-	0.56
Yu Tat Chi Michael	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	(1,000,000)	-	0.56
				4,000,000					-	
Employees	8 October 2021	8 October 2021 to 7 October 2023	No	6,000,000	-	-	-	(4,000,000)	-	0.56
				10,000,000					-	

According to the Binomial option pricing model, the fair value of options granted and assumptions are as follows:

Grant date	8 October 2021
Fair value of each option on grant date	HK\$0.031
Share price of each share on grant date	HK\$0.056
Exercise price of each option	HK\$0.056
Exercise price of each option after the share consolidation which effective from 12 April 2022	HK\$0.560
Expected volatility	185.5%
Option life	2 years
Risk-free rate	0.165%
Expected dividend yield	0%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Based on the fair values derived from the above pricing model, the fair value of the options granted on 8 October 2021 was approximately HK\$3,115,000, of which HK\$3,115,000 have been charged as share-based payment expenses to profit or loss for the six months ended 31 December 2021.

There was no market vesting condition or non-market performance condition associated with the options granted.



## AUDIT COMMITTEE

The Audit Committee was established with written terms of reference in compliance with the GEM Listing Rules and the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Yu Tat Chi Michael. The other members are Ms. Chan Sin Wa Carrie and Ms. Li Cangyu. The written terms of reference of the Audit Committee are posted on the websites of the Stock Exchange and the Company.

The primary duties of the Audit Committee are mainly to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has complied with rule 5.28 of the GEM Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting related financial management expertise.

The Group's unaudited condensed consolidated interim financial statements for the six months ended 31 December 2023 and this report had not been audited by the Company's auditors but had been reviewed by the Audit Committee. The Audit Committee is of the opinion that the unaudited condensed consolidated interim financial statements of the Group for the six months ended 31 December 2023 comply with applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

By Order of the Board

**WT Group Holdings Limited**

**Wong Mei Chun**

*Executive Director*

Hong Kong, 8 February 2024



*As at the date of this report, the Board comprises Ms. Wong Mei Chun as executive Director; Ms. Chan Sin Wa Carrie, Ms. Li Cangyu and Mr. Yu Tat Chi Michael as independent non-executive Directors.*

*This report will remain on the "Latest Listed Company Information" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the Company's website at [www.hklistco.com/8422](http://www.hklistco.com/8422).*

*This report is prepared in English language and translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.*

