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CHI HO DEVELOPMENT HOLDINGS LIMITED

潛濤發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8423)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

The board (the “**Board**”) of directors (the “**Directors**”) of Chi Ho Development Holdings Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries for the six months ended 30 September 2024. This announcement, containing the full text of the interim report of the Company for the six months ended 30 September 2024, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) in relation to information to accompany the preliminary announcement of interim results.

By order of the Board
Chi Ho Development Holdings Limited
Leung Ka Ho, Raymond
Chairman of the Board and Executive Director

Hong Kong, 28 November 2024

As at the date of this announcement, the executive Directors are Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan; and the independent non-executive Directors are Mr. Leung Hung Kwong, Derrick, Mr. Moy Yee Wo, Matthew and Mr. Yau Sze Yeung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page on the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company’s website at www.chdev.com.hk.

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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.

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*This report, for which the directors (collectively the “**Directors**” and each, the “**Director**”) of Chi Ho Development Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**”, “**our**” or “**us**”) 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 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.*

This report will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company’s website at www.chdev.com.hk.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Leung Ka Ho, Raymond
(Chairman)
Mr. Ho Chi Kwan

Independent non-executive Directors

Mr. Leung Hung Kwong, Derrick
Mr. Moy Yee Wo, Matthew
Mr. Yau Sze Yeung

COMPANY SECRETARY

Mr. Chung Kiu Pan

AUTHORISED REPRESENTATIVES

Mr. Leung Ka Ho, Raymond
Mr. Chung Kiu Pan

AUDIT COMMITTEE

Mr. Yau Sze Yeung (Chairman)
Mr. Moy Yee Wo, Matthew
Mr. Leung Hung Kwong, Derrick

REMUNERATION COMMITTEE

Mr. Leung Hung Kwong, Derrick
(Chairman)
Mr. Moy Yee Wo, Matthew
Mr. Yau Sze Yeung

NOMINATION COMMITTEE

Mr. Moy Yee Wo, Matthew
(Chairman)
Mr. Leung Hung Kwong, Derrick
Mr. Yau Sze Yeung

SAFETY COMPLIANCE COMMITTEE

Mr. Leung Hung Kwong, Derrick
(Chairman)
Mr. Leung Ka Ho, Raymond
Mr. Ho Chi Kwan

LEGAL ADVISER TO THE COMPANY

As to Hong Kong law:

ONC Lawyers
19th Floor, Three Exchange Square
8 Connaught Place
Central
Hong Kong

AUDITOR

McMillan Woods (Hong Kong)
CPA Limited
Certified Public Accountants
24/F., Siu On Centre
188 Lockhart Road, Wan Chai
Hong Kong

REGISTERED OFFICE

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P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Magnet Place Tower 1
77–81 Container Port Road
Kwai Chung
New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. 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

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai
Banking Corporation Limited

WEBSITE ADDRESS

www.chdev.com.hk

STOCK CODE

8423

The board of Directors (the “**Board**”) of the Company is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 (the “**Relevant Period**”), together with the unaudited comparative figures for the corresponding period in 2023, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2024

		Six months ended 30 September	
		2024	2023
Notes		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
		235,785	141,296
		(211,787)	(122,071)
		23,998	19,225
		1,132	535
		(2,528)	(341)
		(9,692)	(10,712)
		(2,525)	(2,034)
		10,385	6,673
		(1,375)	(580)
		9,010	6,093
		1.13	0.76

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

	Notes	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment		3,330	3,981
Right-of-use asset		2,818	3,166
Investment property	9	7,900	8,000
Interest in a joint venture	10	43,626	19,640
Financial assets at fair value through profit or loss ("FVTPL")	11	16,985	16,685
Deferred tax assets		1,107	1,107
		75,766	52,579
Current assets			
Trade and other receivables	12	102,326	99,615
Contract assets	13	216,308	212,872
Tax recoverable		—	144
Pledged bank deposits		14,702	9,511
Bank balances and cash		13,707	22,535
		347,043	344,677
Current liabilities			
Trade and other payables	14	146,053	138,575
Tax payable		2,857	2,164
Loan from a substantial shareholder	15	8,500	—
Bank borrowings	16	96,429	96,109
Lease liabilities — current portion		1,898	1,731
		255,737	238,579
Net current assets			
		91,306	106,098
Total assets less current liabilities			
		167,072	158,677
Non-current liabilities			
Lease liabilities — non-current portion		651	1,266
Deferred tax liability		291	291
		942	1,557
Share capital	17	8,000	8,000
Reserves		158,130	149,120
Total equity		166,130	157,120
		167,072	158,677

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2024

	Share capital	Share premium	Property revaluation reserve	Other reserve	Retained profits	Total
	HK\$'000	HK\$'000 (Note 1)	HK\$'000 (Note 2)	HK\$'000 (Note 3)	HK\$'000	HK\$'000
At 1 April 2024 (audited)	8,000	31,777	2,355	2,200	112,788	157,120
Profit and total comprehensive income for the period	-	-	-	-	9,010	9,010
At 30 September 2024 (unaudited)	8,000	31,777	2,355	2,200	121,798	166,130
At 1 April 2023 (audited)	8,000	31,777	2,355	2,200	102,979	147,311
Profit and total comprehensive income for the period	-	-	-	-	6,093	6,093
At 30 September 2023 (unaudited)	8,000	31,777	2,355	2,200	109,072	153,404

Notes:

- Pursuant to the Companies Act (as revised) of the Cayman Islands and the Company's Articles of Association, the share premium of the Company is distributable to the equity holders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- The property revaluation reserve represents cumulative gains and losses arising from revaluation of the leasehold land and building in Hong Kong upon transfer to investment property. Such item will not be reclassified to profit or loss in subsequent periods.
- Other reserve represents the aggregate of the share capital of Fulam Engineering Hong Kong Limited and Fulam Construction Engineering Company Limited ("**Fulam Construction**"), which were acquired by Idea Lion Limited and Diamond Step Ventures Limited, respectively, by issuing their respective new shares to the then controlling shareholders pursuant to the corporate reorganisation in 2016.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2024

	Six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash from (used in) operating activities	13,855	(1,758)
Net cash used in investing activities	(28,031)	(20,779)
Net cash from (used in) financing activities	5,348	(3,595)
Net decrease in cash and cash equivalents	(8,828)	(26,132)
Cash and cash equivalents at the beginning of the period	22,535	43,961
Cash and cash equivalents at the end of the period	13,707	17,829

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2024

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 October 2016 under the Companies Act (as revised) of the Cayman Islands and its shares have been listed on GEM of the Stock Exchange since 13 March 2017 (the “**Listing**”). The ultimate and immediate holding companies are two companies namely, Sharp Talent Holdings Limited (“**Sharp Talent**”) and Diamondfield Holdings Limited (“**Diamondfield**”), which are owned by Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan who are parties acting in concert, respectively.

The address of the registered office and principal place of business of the Company are at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands and Units 901, 902 and 908, 9/F, Magnet Place Tower 1, 77–81 Container Port Road, Kwai Chung, New Territories, Hong Kong, respectively.

The Company is as an investment holding company. The Group provides integrated service of (i) new capital works; (ii) site formation and geotechnical works; (iii) renovation and maintenance works; (iv) alteration and addition works; and (v) fitting-out works to its customers. The Group also engages in property development and property investment in Hong Kong.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”) which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the six months ended 30 September 2024 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended 31 March 2024 which have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”).

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are consistent with those applied in the audited consolidated financial statements for the year ended 31 March 2024.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets at FVTPL and investment property.

The preparation of the unaudited condensed consolidated financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires the management to exercise their judgements in the process of applying the Group's accounting policies.

The unaudited condensed consolidated financial statements have not been reviewed by the Company's auditor, but have been reviewed by the Company's audit committee.

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2024 for the preparation of the Group's unaudited condensed consolidated financial statements:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HK Interpretation 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback

The Group has adopted these new standards, amendments of standards and annual improvements and the adoption of these new standards, amendments of standards and annual improvements do not have significant impacts on the Group's unaudited condensed consolidated financial statements.

4. REVENUE

Revenue represents the fair value of amounts received and receivable by the Group in respect of (i) provision of the building renovation and construction services (which included new capital works, site formation and geotechnical works, and renovation and maintenance works, alteration and addition works and fitting-out works) to external customers and (ii) rental income from property leasing.

For the purposes of resources allocation and performance assessment, the chief operating decision maker, being the executive directors of the Company, reviews the overall results and financial position of the Group as a whole prepared based on the same set of accounting policies. The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

1. Building renovation and construction — new capital works, site formation and geotechnical works, renovation and maintenance works, alteration and addition works and fitting-out works in Hong Kong
2. Property — property investment in Hong Kong

An analysis of the Group's reportable segment revenue by reportable and operating segment is as follows:

For the six months ended 30 September 2024

	Building renovation and construction <i>HK\$'000</i> (Unaudited)	Property <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Revenue			
Renovation and maintenance works	78,222	–	78,222
Alteration and addition works, and fitting-out works	59,888	–	59,888
Mixed projects (<i>note</i>)	72,396	–	72,396
Site formation and geotechnical works	–	–	–
New capital works	25,082	–	25,082
Revenue from contracts with customers	235,588	–	235,588
Revenue from property leasing	–	197	197
Total segment revenue	235,588	197	235,785

For the six months ended 30 September 2023

	Building renovation and construction <i>HK\$'000</i> (Unaudited)	Property <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Revenue			
Renovation and maintenance works	88,265	–	88,265
Alteration and addition works, and fitting-out works	42,401	–	42,401
Mixed projects (<i>note</i>)	10,433	–	10,433
Site formation and geotechnical works	–	–	–
New capital works	–	–	–
Revenue from contracts with customers	141,099	–	141,099
Revenue from property leasing	–	197	197
Total segment revenue	141,099	197	141,296

Note: Mixed projects represent the mixture of both renovation and maintenance works and alteration and addition works, and fitting-out works provided in a project.

5. PROFIT BEFORE TAXATION

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Profit for the period has been arrived at after charging (crediting):		
Directors' remuneration	2,334	3,369
Other staff costs:		
Salaries and other allowances	13,315	9,712
Retirement benefit scheme contributions	537	381
	13,852	10,093
Total staff costs	16,186	13,462
Bank interest income	(204)	(112)
Change in fair value on financial assets at FVTPL	(300)	222
Depreciation of property, plant and equipment	735	727
Depreciation of right-of-use asset	847	738
Direct operating expenses of investment property	34	23

6. INCOME TAX EXPENSE

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Hong Kong Profits Tax		
– Current period	1,375	580

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

Accordingly, Hong Kong Profits Tax of a subsidiary, namely Fulam Construction, for both periods is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. For other entities of the Group, they are taxed at a flat rate of 16.5% for both periods.

7. DIVIDEND

The Board has resolved not to recommend the payment of an interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: nil).

8. EARNINGS PER SHARE

The calculations of basic earnings per share attributable to the owners of the Company for the three months and six months ended 30 September 2024 are based on the followings:

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Earnings:		
Earnings for the purpose of basic earnings per share (profit for the period)	9,010	6,093
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic earnings per share ('000)	800,000	800,000

No diluted earnings per share for both periods were presented as there were no potential ordinary shares outstanding.

9. INVESTMENT PROPERTY

The Group leases out office under operating lease with rental receivables monthly. The lease runs for a period of 2 years. The Group is not exposed to foreign currency risk as a result of the lease arrangements, as the lease is denominated in the respective functional currencies of the group entities. The lease contract does not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

	Investment property HK\$'000
FAIR VALUE	
At 1 April 2024 (audited)	8,000
Change in fair value recognised in profit or loss	(100)
At 30 September 2024 (unaudited)	7,900

As at 30 September 2024, the carrying amount of investment property pledged as security for the Group's bank borrowing amounted to HK\$7,900,000 (31 March 2024: HK\$8,000,000).

10. INTEREST IN A JOINT VENTURE

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
Cost of investment in a joint venture (<i>note 1</i>)	–*	–*
Share of post-acquisition profits and other comprehensive income	–	–
Loan to a joint venture (<i>note 2</i>)	43,626	19,640
	43,626	19,640

* The amount is below HK\$1,000

Note 1:

On 8 August 2022, the Group acquired 25% of the issued share capital of Acasa Property Limited ("**Acasa**") at a consideration of HK\$1, which wholly owned 100% of the issued share capital of K18 Property Limited ("**K18**"). Acasa and K18 became the associates to the Company upon acquisition. Furthermore, on 19 January 2023, the Group has completed the acquisition of an additional 25% of the issued share capital of Acasa at a consideration of HK\$1, and Acasa and K18 became the joint ventures owned as to 50% by the Company.

Note 2:

The amount is unsecured, interest bearing at 1-month HIBOR + 2.85% per annum and has no fixed terms of repayment. As at 30 September 2024, the Group had nil commitment to provide shareholder's loan to the joint venture (31 March 2024: HK\$20,359,000).

Details of each of the Group's joint ventures at the end of the reporting period are as follows:

Name of entity	Place of incorporation/ registration	Issued and paid up capital	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity
			30 September 2024	31 March 2024	30 September 2024	31 March 2024	
Acasa	Hong Kong	8,000 ordinary shares with paid up capital of HK\$107,000	50%	50%	50%	50%	Investment holding
K18	Hong Kong	1 ordinary share with paid up capital of HK\$1	50%	50%	50%	50%	Property development and sales of properties

K18 wholly owns a piece of land located in Kimberley Street in Hong Kong and gives an opportunity for the Group to undertake more sizeable construction projects and to broaden the Group's customer base.

11. FINANCIAL ASSETS AT FVTPL

Fulam Construction has entered into (i) a life insurance policy to insure the chief financial officer of the Company in 2022; and (ii) a life insurance policy to insure an executive Director of the Company in 2023.

Under the insurance policies, the beneficiary and policy holder is Fulam Construction. Fulam Construction is required to pay an upfront payment for the insurance policies. Fulam Construction may request a partial surrender or full surrender of the insurance policies at any time and receive cash back based on the value of the policy at the date of withdrawal, which is determined by the gross premium paid at inception plus accumulated interest earned and minus policy expense and insurance premium charged (the "**Cash Value**"). If such withdrawal is made at any time during the 1st to the 18th policy year, as appropriate, a pre-determined specified surrender charge would be imposed. The financial asset at FVTPL carries guaranteed interests at interest rates ranging from 2% to 5.25% plus a premium determined by the insurance company during the tenures of the insurance policies.

Particulars of the insurance policies are as follows:

Insured sum	Upfront payment	Guaranteed interest rates	
		First year	Second year and onwards
US\$6,100,000 (equivalent to approximately HK\$47,580,000)	Approximately US\$1,276,000 (equivalent to approximately HK\$10,027,000)	4.25% per annum	2% per annum
US\$3,100,000 (equivalent to approximately HK\$24,180,000)	Approximately US\$1,085,000 (equivalent to approximately HK\$8,500,000)	5.25% per annum	2% per annum

The financial assets at FVTPL are categorised in Level 2 of the fair value hierarchy.

These financial assets were mandatorily classified as financial assets at FVTPL under HKFRS 9 as its contractual cash flows is not solely payments of principal and interest. The carrying amount of the financial assets at FVTPL as at 30 September 2024 approximate the Cash Value of the insurance policies and the expected life of the policies remained unchanged from the initial recognition. The entire balances of the life insurance policies are denominated in United States dollar ("**US\$**").

12. TRADE AND OTHER RECEIVABLES

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
Trade receivables	57,002	42,136
Less: allowance for credit loss	(2,850)	(2,110)
	54,152	40,026
Other receivables	19,255	14,554
Deposits for surety bonds (<i>note i</i>)	14,439	18,371
Project deposits placed with customers	–	574
Prepaid subcontractor fee	10,098	23,091
Rental, utility, other deposits and prepaid expenses	4,735	3,404
	48,527	59,994
Less: allowance for credit loss	(353)	(405)
	48,174	59,589
Total trade and other receivables	102,326	99,615

Note:

- (i) The amount represents the deposits as collateral security for surety bonds in respect of construction contracts issued by insurance companies in favour of the Group's customers. The deposits will be refunded to the Group upon the practical completion or at the end of the defect liability period of the relevant construction contracts. The Group classified these deposits as current because the Group expects to realise them in the normal operating cycle.

The Group allows a credit period of 7 to 60 days to its customers for its trade receivables.

The following is an ageing analysis of trade receivables presented based on invoice dates at the end of the reporting period:

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
0–30 days	34,812	26,486
31–60 days	8,409	705
61–90 days	1,218	1,201
Over 90 days	9,713	11,634
	54,152	40,026

13. CONTRACT ASSETS

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
Contract assets	222,342	217,066
Less: allowance for credit loss	(6,034)	(4,194)
	216,308	212,872
Analysed as current:		
Unbilled revenue of construction services	134,041	142,759
Unbilled retention receivables of construction services	82,267	70,113
	216,308	212,872

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the rights become unconditional where the Group issued the invoices to bill the customers. The Group classified the contract assets as current because the Group expects to realise them in the normal operating cycles.

Typical payment terms which impact the amount of contract assets recognised are as follows:

- The Group's construction contracts include payment schedules which require stage payments over the construction services period once certain specified milestones are reached.
- The Group also typically agrees to a retention period for 5% to 10% of the contract value. This amount is included in contract assets until the end of the defect liability period as the Group's entitlement to this final payment is conditional on customer acceptance usually being 1 to 2 years from the date of completion of construction projects.

14. TRADE AND OTHER PAYABLES

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
Trade payables	71,461	48,167
Accrued subcontracting charges	20,064	45,444
Deposits received	66	66
Other accruals	3,766	3,100
Provision for long service payment	352	352
Retention payables to subcontractors (<i>note i</i>)	50,344	41,446
Total trade and other payables	146,053	138,575

Note:

- (i) Retention payables to subcontractors are interest-free and payable at the end of the defect liability period of individual contracts, normally one to two years from the completion date of the respective project.

The credit period on trade payables ranges from 0 to 30 days.

The following is an ageing analysis of trade payables presented based on the invoice dates at the end of the reporting period:

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
0–30 days	29,693	17,440
31–60 days	11,679	4,298
61–90 days	8,272	8,620
Over 90 days	21,817	17,809
	71,461	48,167

15. LOAN FROM A SUBSTANTIAL SHAREHOLDER

On 25 July 2024, the Company entered into a loan agreement with Sharp Talent Holdings Limited, a substantial shareholder of the Company, pursuant to which the substantial shareholder agreed to lend and the Company agreed to borrow an aggregated principal amount of HK\$12,000,000. The loan is for general working capital of the Company.

During the six months ended 30 September 2024, the loan of HK\$3,500,000 was partially repaid.

As at 30 September 2024, the loan from a substantial shareholder was unsecured and carried interest at 10% per annum, and was repayable within one year.

16. BANK BORROWINGS

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
Secured bank borrowings:		
Bank loans	76,429	76,998
Factoring loans	20,000	19,111
	96,429	96,109
Carrying amounts repayable (<i>note</i>):		
Within one year	92,054	91,151
More than one year, but not exceeding two years	1,185	1,166
More than two years, but not exceeding five years	3,098	3,489
More than five years	92	303
Amount shown under current liabilities	96,429	96,109

Note: All bank borrowings contain a repayment on demand clause and are shown under current liabilities. The amounts due are presented based on scheduled repayment dates set out in the loan agreements.

Bank loans carry interest at Hong Kong Prime Rate (“**HKPR**”) of the relevant bank minus 2.25% per annum, or at one-month Hong Kong Interbank Offered Rate (“**HIBOR**”) plus 1.9% per annum. Factoring loans carry interest at Hong Kong Dollar Best Lending Rate (“**HKD BLR**”) per annum.

The range of effective interest rates on bank borrowings as at 30 September 2024 (which are also equal to contracted interest rates) is 3.38% to 5.83% per annum.

As at 30 September 2024, except for a banking facility covering a bank loan of approximately HK\$4,156,000 which is secured by personal guarantees provided by the executive directors of the Company, the remaining banking facilities are secured by a legal charge over the property held by Fulam Construction, a subsidiary of the Group, certain trade receivables and contract assets, pledged bank deposits and financial assets at FVTPL.

17. SHARE CAPITAL

	Number of ordinary shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised: At 31 March 2024 and 30 September 2024	2,000,000,000	20,000
Issued and fully paid: At 31 March 2024 and 30 September 2024	800,000,000	8,000

18. RELATED PARTY DISCLOSURES

(i) Transactions and balances

During the period, the Group entered into the following transaction with its related parties:

Related parties	Nature of transactions/balances	Six months ended/as at 30 September	
		2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Mr. Leung Ka Ho, Raymond	Short-term lease expense of a car parking space	30	30
K18	Revenue — New capital works	21,502	—
	Trade receivables	1,801	—
	Unbilled retention receivables	1,750	—

(ii) Compensation of key management personnel

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Directors' fees	216	216
Salaries and other allowances	2,100	3,135
Retirement benefits scheme contributions	18	18
	2,334	3,369

The remuneration of key management personnel is determined with regard to the performance of the individuals and market trends.

19. SURETY BONDS

Certain customers of construction contracts undertaken by the Group require the Group to issue guarantees for the performance of contract works in the form of surety bonds and secured by deposits. The surety bonds will be released when the construction contracts are practically completed.

At the end of the reporting period, the Group had outstanding surety bonds as follows:

	30 September 2024 HK\$'000 (Unaudited)	31 March 2024 HK\$'000 (Audited)
Issued by insurance companies	93,096	106,717


MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

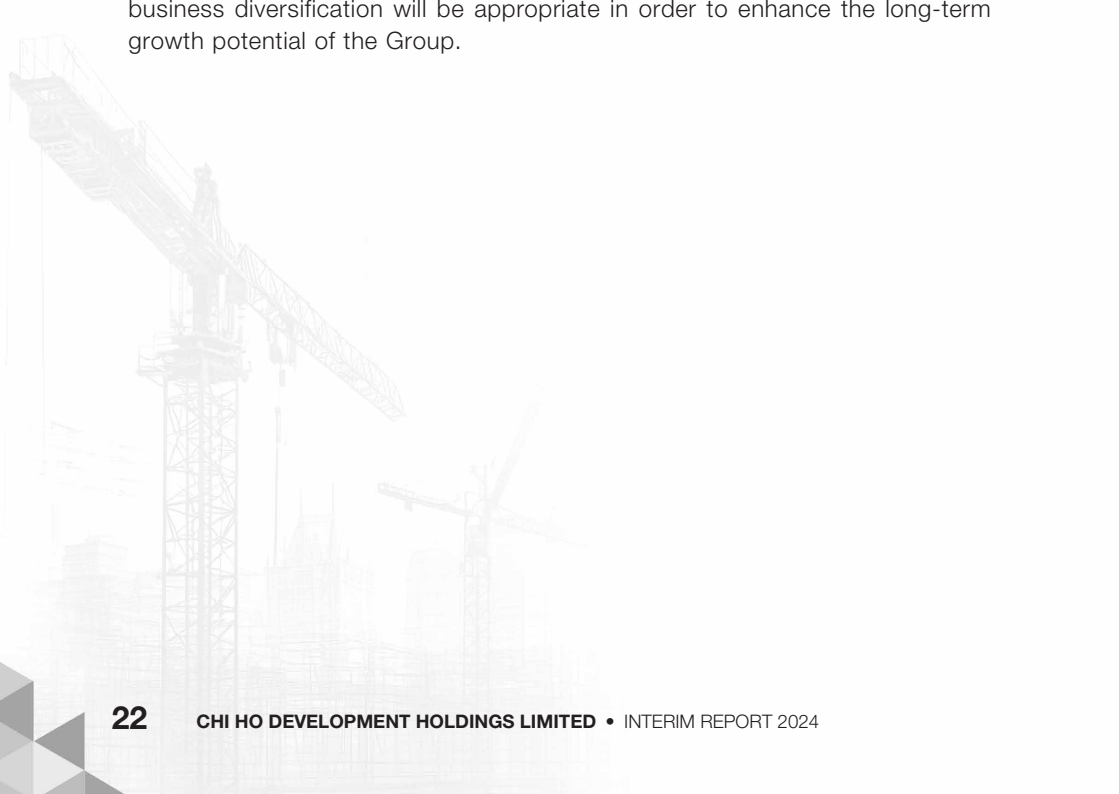
The Group is an established main contractor for the provision of (i) new capital works; (ii) site formation and geotechnical works; (iii) renovation and maintenance works; (iv) alteration and addition works; and (v) fitting-out works in Hong Kong. As a main contractor, the Group is responsible for the overall management, implementation and supervision of projects. The Group focuses on the management of projects, development of work programmes, procurement of works materials, operation of site works, co-ordination with the customers or their consultants and the environmental, safety and quality control of the works carried by the employees and the subcontractors. In addition, the Group also engages in property development and investment in Hong Kong.

New capital works refers to the development of new infrastructure or assets, encompassing projects such as roads, bridges, gardens, residential housing, commercial structures and industrial facilities. In respect of renovation and maintenance works, the Group encompasses the general upkeep, restoration and improvement of existing facilities and components of the buildings and their surroundings. As for alteration and addition works and fitting-out works, the Group revolves around the alteration and addition of building layout and structural works and decoration works to the interior spaces to the existing premises.

During the six months ended 30 September 2024, there were 34 projects (six months ended 30 September 2023: 40 projects) with revenue contribution undertaken by the Group. During the six months ended 30 September 2024, the Group was awarded 5 (six months ended 30 September 2023: 14) new projects, with total original contract sum of approximately HK\$56.4 million (six months ended 30 September 2023: HK\$555.1 million).



The Directors consider that the future opportunities and challenges facing the Group will continue to be affected by the progress of recovery of Hong Kong, which in turn affects the development of the construction industry in Hong Kong as well as labour costs and material costs. The Directors are of the view that the number of properties to be built and maintained in Hong Kong remains to be the key driver for the growth of the Hong Kong renovation and maintenance, alteration and addition works (“**RMAA**”) and fitting-out sector. With the Group’s experienced management team and reputation in the market, the Directors consider that the Group is well-positioned to compete against its competitors under such future challenges that are commonly faced by all competitors, and the Group will continue to strengthen the market position in the industry and expand the market share. In addition, following the Group’s acquisition of 50% of the issued share capital of Acasa Property Limited (“**Acasa**”) which indirectly and wholly owned a piece of land located in Kimberley Street (the “**Property**”), the Board believes that the Group is well-positioned to capture opportunities to undertake more sizeable construction projects and to broaden the Group’s customer base. Going forward, the Group will continue to explore business and investment opportunities to further strengthen the Group’s income stream. In this regard, the Group may consider whether any acquisitions, business rationalisation, fund raising and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group.



FINANCIAL REVIEW

Revenue

The Group's revenue increased significantly from approximately HK\$141.3 million for the six months ended 30 September 2023 to approximately HK\$235.8 million for the six months ended 30 September 2024, representing an increase of approximately HK\$94.5 million or 66.9%. Such increase was mainly driven by the increase in revenue from mixed projects primarily driven by the recovery of Hong Kong economy.

Cost of sales

The Group's cost of sales increased from approximately HK\$122.1 million for the six months ended 30 September 2023 to approximately HK\$211.8 million for the six months ended 30 September 2024, representing an increase of approximately HK\$89.7 million or 73.5%. Such increase was mainly attributable to the increase in the subcontracting charges which is driven by the result of increase in the revenue from mixed projects undertaken by the Group for the six months ended 30 September 2024.

Gross profit

The Group's gross profit increased by approximately HK\$4.8 million or 25.0% from approximately HK\$19.2 million for the six months ended 30 September 2023 to approximately HK\$24.0 million for the six months ended 30 September 2024. Such increase was mainly driven by the increase in revenue for the six months ended 30 September 2024 as discussed above. The Group's overall gross profit margin decreased from approximately 13.6% for the six months ended 30 September 2023 to approximately 10.2% for the six months ended 30 September 2024 as the extent of increase in subcontracting charges and construction material costs outweighed the increase in revenue for the six months ended 30 September 2024.

Other income

The Group's other income increased from approximately HK\$0.5 million for the six months ended 30 September 2023 to approximately HK\$1.1 million for the six months ended 30 September 2024. Other income for the six months ended 30 September 2024 primarily comprised the interest income received from the joint venture.

Impairment losses under expected credit loss model, net of reversal

An amount of appropriately HK\$2.5 million was recognised as impairment losses under expected credit loss model for the six months ended 30 September 2024, as compared to HK\$0.3 million for the six months ended 30 September 2023. The amount recognised was in respect of trade and other receivables and contract assets.

Administrative expenses

The Group's administrative expenses primarily comprised staff costs, audit fee and other professional costs in relation to the compliance with the GEM Listing Rules. The Group's administrative expenses decreased by approximately HK\$1.0 million or 9.3% from approximately HK\$10.7 million for the six months ended 30 September 2023 to approximately HK\$9.7 million for the six months ended 30 September 2024. The decrease was mainly attributable to the decrease in staff costs and directors' remuneration.

Finance costs

The Group's finance costs increased by approximately HK\$0.5 million from approximately HK\$2.0 million for the six months ended 30 September 2023 to approximately HK\$2.5 million for the six months ended 30 September 2024. Such increase was mainly due to the increase in usage of bank loan and factoring loan during the six months ended 30 September 2024.

Income tax expense

The Group's income tax expense increased by approximately HK\$0.8 million from approximately HK\$0.6 million for the six months ended 30 September 2023 to approximately HK\$1.4 million for the six months ended 30 September 2024. Such increase was mainly attributable to the increase in profit before taxation from approximately HK\$6.7 million for the six months ended 30 September 2023 to approximately HK\$10.4 million for the six months ended 30 September 2024.

Profit and total comprehensive income for the period attributable to the owners of the Company

Profit and total comprehensive income for the period attributable to the owners of the Company increased significantly by approximately HK\$2.9 million or 47.5% from approximately HK\$6.1 million for the six months ended 30 September 2023 to approximately HK\$9.0 million for the six months ended 30 September 2024.

Such increase was primarily attributable to the net effect of (i) the increase in revenue and gross profit for the six months ended 30 September 2024; (ii) the increase in impairment losses under expected credit loss model, net of reversal; and (iii) the decrease in the administrative expenses for the six months ended 30 September 2024.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's current ratio remained stable at approximately 1.4 times as at 31 March 2024 and 30 September 2024, respectively.

As at 30 September 2024, the Group had bank borrowings of approximately HK\$96.4 million (31 March 2024: approximately HK\$96.1 million). The gearing ratio, calculated based on the total loan from a substantial shareholder, borrowings and lease liabilities divided by total equity at the end of the year/period and multiplied by 100%, increased from approximately 63.1% as at 31 March 2024 to approximately 64.7% as at 30 September 2024, mainly due to increase in loan from a substantial shareholder. The Group's financial position remains sound and solid. With available bank balances and cash and bank credit facilities, the Group has sufficient liquidity to satisfy its funding requirements.

The Group's borrowings and bank balances are denominated in HK\$ and there was no significant exposure to foreign exchange rate fluctuations during the Relevant Period.

For further details regarding the borrowings, please refer to note 16 to the unaudited condensed consolidated financial statements.

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Relevant Period. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

CAPITAL STRUCTURE

There has been no change in the capital structure of the Group since the Listing. The share capital of the Company only comprises ordinary shares.

As at 30 September 2024, the Company's issued share capital was HK\$8,000,000 and the number of its issued ordinary shares was 800,000,000 of HK\$0.01 each.

COMMITMENTS

The Group has entered into a joint venture agreement, pursuant to which the Group has committed to provide shareholders' loans to the joint venture (i.e. Acasa) amounting to HK\$40 million during the course of the redevelopment project of the Property. As at 30 September 2024, the Group had nil commitment to provide shareholder's loan to Acasa (31 March 2024: HK\$20.4 million).

SEGMENTAL INFORMATION

Segmental information is presented for the Group as disclosed in note 4 to the unaudited condensed financial statements.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Saved as disclosed in this report, as at 30 September 2024, the Group did not have other plans for material investments and capital assets.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group's significant investments comprised investment property, interest in a joint venture and financial assets at fair value through profit or loss.

Investment property

The following table sets forth the cost, fair value and size relative to the Group's total assets as at the dates indicated:

	As at 30 September 2024			As at 31 March 2024		Percentage to the Group's total assets
	Cost HK\$000	Fair value HK\$000	Percentage to the Group's total assets	Cost HK\$000	Fair value HK\$000	
Investment property						
Office unit in Hong Kong (Note 1)	8,100	7,900	1.9%	8,100	8,000	2.0%

Note 1: As disclosed in the Company's announcement dated 19 November 2021, the Company moved to the current head office and principal place of business with effect from 19 November 2021. Following this move, the Group reclassified its former head office from property, plant and equipment to investment property during the year ended 31 March 2022.

The Group measures the investment property at fair value.

The Group's investment strategy is to utilise its former head office by earning rental income and capital appreciation from the investment property.

Interest in a joint venture

The following table sets forth the investment cost, share of post-acquisition profits and other comprehensive income, dividend received during the period, carrying amount and size relative to the Group's total assets as at the dates indicated:

As at 30 September 2024						
Joint venture	Investment cost HK\$'000	Share of post-acquisition profits and other comprehensive income during the period HK\$'000	Dividend received during the period HK\$'000	Loan to the joint venture HK\$'000	Carrying amount HK\$'000	Percentage to the Group's total assets
Acasa (Note 2)	-*	-	-	43,626	43,626	10.3%

As at 31 March 2024						
Joint venture	Investment cost HK\$'000	Share of post-acquisition profits and other comprehensive income during the year HK\$'000	Dividend received during the year HK\$'000	Loan to the joint venture HK\$'000	Carrying amount HK\$'000	Percentage to the Group's total assets
Acasa (Note 2)	-*	-	-	19,640	19,640	4.9%

*: The amount is below HK\$1,000.

Note 2: As disclosed in the Company's announcement dated 8 August 2022, on 8 August 2022 the Group acquired 25% of the issued share capital of Acasa. Furthermore, as disclosed in the Company's announcement dated 19 January 2023, on 19 January 2023 the Group has completed the acquisition of an additional 25% of the issued share capital of Acasa and Acasa became a joint venture company owned as to 50% by the Group. K18 Property Limited, being a wholly owned subsidiary of Acasa, wholly owns the Property. Acasa is an investment holding company and K18 Property Limited is a property holding company.

As at 30 September 2024, Acasa had 8,000 ordinary shares in issue. Of which, 4,000 ordinary shares were held by the Group.

The Group accounts for interest in a joint venture using equity method of accounting.

The Group's investment strategy is to invest in Acasa and to participate in the redevelopment of the Property and the construction of a new building to be erected on the Property, and thereby to broaden the Group's customer base.

Financial assets at FVTPL

The following table sets forth the original cost, change in fair value during the period, carrying amount and size relative to the Group's total assets as at the dates indicated:

		As at 30 September 2024					
		Original cost	Addition	Unrealised	Change in	Percentage	
Financial assets at FVTPL		brought forward	during the period	loss brought forward	fair value during the period	to the Group's	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	total assets	
					Carrying amount		
					HK\$'000		
Financial assets at FVTPL		18,527	-	(1,842)	300	16,985	4.0%
(Note 3)							

		As at 31 March 2024					
		Original cost	Addition	Unrealised	Change in	Percentage	
Financial assets at FVTPL		brought forward	during the year	loss brought forward	fair value during the year	to the Group's	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	total assets	
					Carrying amount		
					HK\$'000		
Financial assets at FVTPL		10,027	8,500	(407)	(1,435)	16,685	4.2%
(Note 3)							

Note 3: As disclosed in the Company's announcements dated 20 May 2022 and 2 June 2023, the Company entered into life insurance policies with HSBC Life (International) Limited in respect of (i) Mr. Chung Kiu Pan (the chief financial officer of the Group) and (ii) Mr. Ho Chi Kwan (an executive Director of the Company), respectively. An initial single premium of approximately US\$1,276,000 (equivalent to approximately HK\$10,027,000) and US\$1,085,000 (equivalent to approximately HK\$8,500,000) was placed thereunder. The death benefit is US\$6,100,000 (equivalent to approximately HK\$47,580,000) and US\$3,100,000 (equivalent to approximately HK\$24,180,000), and the beneficiary and policy holder of the life insurance policies is the Company's subsidiary, namely Fulam Construction Engineering Company Limited.

The Group measures deposit paid for life insurance policy at FVTPL.

The Group's investment strategy is to insure against the risk of death of Mr. Chung and Mr. Ho which pursuant to their positions in the Group as chief financial officer and the executive director, which may have substantial impact to the management of the Group. In addition, the Company also considered that the amount of death benefit receivable in the event of the insured person's death under the life insurance policies is substantially higher than the premium paid.

Save as disclosed in this report, the Group did not hold other significant investments and did not have other material acquisitions and disposals of subsidiaries and affiliated companies during the six months ended 30 September 2024.

CONTINGENT LIABILITIES

Saved as disclosed in note 19 to the unaudited condensed consolidated financial statements in respect of surety bonds, as at 30 September 2024, the Group did not have other material contingent liabilities.

EXPOSURE TO EXCHANGE RATE FLUCTUATION

The Group's revenue generating operations are mainly transacted in HK\$. Our financial assets at FVTPL is denominated in US\$. Since HK\$ is pegged to US\$, the Group does not expect any significant movement in the US\$/HK\$ exchange rate. The Directors consider the impact of foreign exchange exposure to the Group is minimal.

CHARGE OF GROUP'S ASSETS

As at 30 September 2024, the Group's pledged certain assets to banks in order to secure bank loans and general banking facilities granted by these banks as disclosed in note 16 to the unaudited condensed financial statements.

EVENT AFTER THE REPORTING PERIOD

There is no significant event requiring disclosure has taken place subsequent to 30 September 2024 and up to the date of this report.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2024, the Group employed a total of 76 employees (31 March 2024: 67 employees). The staff costs, including Directors' emoluments, of the Group were approximately HK\$16.2 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$13.5 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. In addition to a basic salary, year-end discretionary bonuses were offered to those staff with outstanding performance to attract and retain eligible employees to contribute to the Group. Apart from basic remuneration, share options may be granted to eligible employees by reference to the Group's performance as well as individual contribution.

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2024, interests or short positions of the Directors, chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (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) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) *Long Position in the Company's Shares*

Name of Directors	Capacity	Number and class of securities	Approximate percentage of shareholding
Mr. Leung Ka Ho, Raymond (Notes 1 & 2)	Interest in a controlled corporation; interest held jointly with another person	573,590,000 ordinary Shares	71.7%
Mr. Ho Chi Kwan (Notes 1 & 3)	Interest in a controlled corporation; beneficial owner; interest held jointly with another person	573,590,000 ordinary Shares	71.7%

Notes:

1. On 11 November 2016, Mr. Leung and Mr. Ho entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group and continue as at and after the date of the Concert Parties Confirmatory Deed, details of which are set out in the paragraphs headed “History, reorganisation and corporate structure — Parties acting in concert” in the prospectus of the Company dated 28 February 2017 (“**Prospectus**”).
2. 573,590,000 Shares in which Mr. Leung is interested consist of (i) 342,590,000 Shares held by Sharp Talent, a company wholly owned by Mr. Leung, in which Mr. Leung is deemed to be interested under the SFO; and (ii) 231,000,000 Shares in which Mr. Leung is deemed to be interested as a result of being a party acting-in-concert with Mr. Ho.
3. 573,590,000 Shares in which Mr. Ho is interested consist of (i) 199,590,000 Shares held by Diamondfield, a company wholly owned by Mr. Ho, in which Mr. Ho is deemed to be interested under the SFO; (ii) 31,410,000 Shares held by Mr. Ho as beneficial owner; and (iii) 342,590,000 Shares in which Mr. Ho is deemed to be interested as a result of being a party acting-in-concert with Mr. Leung.

(ii) Long position in the ordinary shares of associated corporations

Name of Directors	Name of associated corporations	Capacity	Number and class of securities	Approximate percentage of shareholding
Mr. Leung Ka Ho, Raymond	Sharp Talent	Beneficial owner	1 ordinary Share	100%
Mr. Ho Chi Kwan	Diamondfield	Beneficial owner	1 ordinary Share	100%

Save as disclosed above, as at 30 September 2024, none of the Directors nor chief executive of the Company has registered an interest or short positions 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 GEM Listing Rules.

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2024, the interest and short positions of the person (other than the Directors or chief executive of the Company) or company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name	Capacity	Number and class of securities	Long/short position	Approximate percentage of shareholding
Sharp Talent (Note)	Beneficial owner; interest held jointly with another person	573,590,000 ordinary Shares	Long	71.7%
Diamondfield (Note)	Beneficial owner; interest held jointly with another person	573,590,000 ordinary Shares	Long	71.7%

Note:

On 11 November 2016, Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group and continue as at and after the date of the Concert Parties Confirmatory Deed, details of which are set out in the paragraphs headed "History, reorganisation and corporate structure — Parties acting in concert" in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of the Controlling Shareholders, i.e. Sharp Talent (being wholly owned by Mr. Leung), Mr. Leung, Diamondfield (being wholly owned by Mr. Ho) and Mr. Ho is deemed to be interested in 71.0% of the issued share capital of the Company.

Save as disclosed above, as at 30 September 2024 and so far as is known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiries of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors throughout the six months ended 30 September 2024.

DIVIDEND

The Board has resolved not to recommend the payment of interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: nil).

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme on 22 February 2017 (the “**Share Option Scheme**”).

There was no share option or awards granted or agreed to be granted, exercised, cancelled, forfeited or lapsed under the Share Option Scheme during the Relevant Period, and there was no outstanding share option under the Share Option Scheme as at 30 September 2024.

COMPETING AND CONFLICTS OF INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the six months ended 30 September 2024.

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 30 September 2024.

CORPORATE GOVERNANCE CODE

Pursuant to the code provision C.2.1 of Part 2 of the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 to the GEM Listing Rules, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established.

Mr. Leung Ka Ho, Raymond currently assumes the role of both chairman of the Company and chief executive of the Company. Considering that Mr. Leung Ka Ho, Raymond has been operating and managing the Group since 2002, the Board believes that it is in the best interest of the Group to have Mr. Leung Ka Ho, Raymond taking up both roles for effective management and business development. It provides a strong and consistent leadership to the Group and that the current management has been effective in the development of the Group and the implementation of business strategies under the leadership of Mr. Leung Ka Ho, Raymond. In allowing the two roles to be vested in the same person, the Group believes both positions require in-depth knowledge and considerable experience of the Group's business and Mr. Leung Ka Ho, Raymond is the most suitable person to occupy both positions for effective management of the Group. Therefore, the Board considers that the deviation from code provision C.2.1 of Part 2 of the CG Code is appropriate in such circumstance.

For the six months ended 30 September 2024, save as disclosed above, the Company has complied with the applicable code provisions of the CG Code in all material respects.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with its written terms of reference in compliance with the GEM Listing Rules, in accordance with provisions set out in the CG Code which are available on the websites of the Stock Exchange and the Company. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to monitor the integrity of the Company’s annual report and interim financial reports before submission to the Board. The Audit Committee consists of three members, namely Mr. Yau Sze Yeung, Mr. Leung Hung Kwong, Derrick and Mr. Moy Yee Wo, Matthew, all being independent non-executive Directors of the Company. Mr. Yau Sze Yeung currently serves as the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2024.

By order of the Board
Chi Ho Development Holdings Limited
Leung Ka Ho, Raymond
Chairman and Executive Director

Hong Kong, 28 November 2024

As at the date of this report, the executive Directors are Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan; and the independent non-executive Directors are Mr. Leung Hung Kwong, Derrick, Mr. Moy Yee Wo, Matthew and Mr. Yau Sze Yeung.