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SUN KONG HOLDINGS LIMITED
申港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8631)

INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022

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

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

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

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

HIGHLIGHTS

- The Group recorded a revenue of approximately HK\$36.2 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$97.0 million or 72.8% as compared to the Group's revenue of approximately HK\$133.2 million for the six months ended 30 September 2021.
- The Group's gross profit margin decreased from approximately 3.5% for the six months ended 30 September 2021 to approximately 3.2% for the six months ended 30 September 2022.
- The Group recorded a loss attributable to the owners of the Company of approximately HK\$2.9 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$3.2 million, as compared to the Group's profit attributable to the owners of the Company of approximately HK\$0.3 million for the six months ended 30 September 2021.
- The Board does not recommend the payment of any dividend for the six months ended 30 September 2022.

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 30 September 2022 (the “**Reporting Period**”), together with the respective unaudited comparative figures for the corresponding periods in 2021, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and six months ended 30 September 2022

	Notes	Three months ended		Six months ended	
		30 September	2021	30 September	2021
		2022	2021	2022	2021
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	3	17,109	69,199	36,238	133,165
Cost of sales		<u>(17,020)</u>	<u>(66,696)</u>	<u>(35,071)</u>	<u>(128,571)</u>
Gross profit		89	2,503	1,167	4,594
Other income	4	170	20	514	20
Administrative expenses and other operating expenses		(2,367)	(2,290)	(4,429)	(4,251)
Finance costs	5	<u>(101)</u>	<u>(56)</u>	<u>(193)</u>	<u>(113)</u>
Profit (Loss) before tax	5	(2,209)	177	(2,941)	250
Income tax credit	6	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
Profit (Loss) and total comprehensive income (loss) for the period		<u>(2,209)</u>	<u>177</u>	<u>(2,941)</u>	<u>250</u>
		<i>HK Cents</i>	<i>HK Cents</i>	<i>HK Cents</i>	<i>HK Cents</i>
Earnings (Loss) per share					
Basic and diluted	8	<u>(0.55)</u>	<u>0.04</u>	<u>(0.74)</u>	<u>0.06</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2022

	<i>Notes</i>	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Non-current assets			
Property, plant and equipment	<i>9</i>	6,320	7,782
Right-of-use assets	<i>10</i>	65	260
Financial assets at fair value through profit or loss (“FVPL”)		1,714	1,714
		<u>8,099</u>	<u>9,756</u>
Current assets			
Trade receivables	<i>11</i>	55,795	59,264
Other receivables	<i>12</i>	1,079	629
Bank balances and cash		742	1,941
		<u>57,616</u>	<u>61,834</u>
Current liabilities			
Trade payables	<i>13</i>	2,660	5,332
Other payables	<i>14</i>	4,172	3,477
Bank overdrafts	<i>15</i>	4,347	4,739
Lease liabilities	<i>10</i>	75	299
Bank borrowings	<i>19</i>	5,378	5,719
		<u>16,632</u>	<u>19,566</u>
Net current assets		<u>40,984</u>	42,268
Total assets less current liabilities		<u>49,083</u>	52,024
Non-current liabilities			
Deferred tax liabilities, net		–	–
Lease liabilities		–	–
		<u>–</u>	<u>–</u>
NET ASSETS		<u>49,083</u>	<u>52,024</u>
Capital and reserves			
Share capital	<i>16</i>	4,000	4,000
Reserves		45,083	48,024
TOTAL EQUITY		<u>49,083</u>	<u>52,024</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	Share capital <i>HK\$'000</i> <i>(Note 16)</i>	Reserves				Total <i>HK\$'000</i>	Total <i>HK\$'000</i>
		Share premium <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	Accumulated profits <i>HK\$'000</i>	Total		
At 1 April 2021 (Audited)	4,000	44,810	10	6,338	51,158	55,158	
Profit and total comprehensive income for the period	—	—	—	250	250	250	
At 30 September 2021 (Unaudited)	4,000	44,810	10	6,588	51,408	55,408	
At 1 April 2022 (Audited)	4,000	44,810	10	3,204	48,024	52,024	
Loss and total comprehensive loss for the period	—	—	—	(2,941)	(2,941)	(2,941)	
At 30 September 2022 (Unaudited)	4,000	44,810	10	263	45,083	49,083	

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
OPERATING ACTIVITIES		
Cash (used in) from operations	(247)	(3,705)
Interest paid	(111)	(99)
Income tax paid	—	—
Net cash used in from operating activities	(358)	(3,804)
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	—	(1,051)
Proceeds from disposal of property, plant and equipment	120	20
Net cash (used in) investing activities	120	(1,031)
FINANCING ACTIVITY		
Repayment of bank borrowings	(341)	—
Repayment of lease liabilities	(228)	(217)
Net cash used in financing activity	(569)	(217)
Net decrease in cash and cash equivalents	(807)	(5,052)
Cash and cash equivalents at the beginning of the reporting period	(2,798)	786
Cash and cash equivalents at the end of the reporting period	(3,605)	(4,266)
Represented by:		
Bank balances and cash	742	712
Bank overdrafts	(4,347)	(4,978)
Total cash and cash equivalents	(3,605)	(4,266)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months and six months ended 30 September 2022

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 31 October 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company's principal place of business is situated in 20/F., Glassview Commercial Building, No. 65 Castle Peak Road Yuen Long, Yuen Long, New Territories, Hong Kong.

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

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

The condensed consolidated financial statements of the Group for the three months and six months ended 30 September 2022 (the **"Condensed Consolidated Financial Statements"**) are unaudited. The Condensed Consolidated Financial Statements were approved and authorised for issue by the Directors on 8 November 2022.

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

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

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

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

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

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

Adoption of new/revised HKFRSs

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

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

3. REVENUE AND SEGMENT INFORMATION

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue from contracts with customers within HKFRS 15				
Recognised at point in time				
Sales of diesel oil	16,760	69,068	35,690	132,912
Sales of diesel exhaust fluid	335	131	534	253
	17,095	69,199	36,224	133,165
Recognised over time				
Ancillary transportation service	14	–	14	–
	17,109	69,199	36,238	133,165

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

The executive Directors have determined that the Group has only one operating and reportable segment throughout the reporting period, as the Group manages its business as a whole which is the sale of diesel oil and related products in Hong Kong. The sale services include sourcing diesel oil and diesel exhaust fluid through oil trading companies, dispatching the fleet of diesel tank wagons of the Group to collect diesel oil from oil depots designated by the suppliers of the Group, and eventually delivering diesel oil to destinations designated by the customers of the Group. The executive Directors of the Company, being the chief operating decision-makers of the Group, regularly review the internal financial reports on the same basis for the purposes of allocating resources and assessing the performance of the Group.

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong. All of the Group's revenue from external customers during the Reporting Period is derived from Hong Kong and all of the Group's assets and liabilities are located in Hong Kong.

4. OTHER INCOME

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Gain on disposal of property, plant and equipment	20	20	20	20
Government grants (<i>Note</i>)	147	–	491	–
Discount received	3	–	3	–
	<u>170</u>	<u>20</u>	<u>514</u>	<u>20</u>

Note: Government grants were the 2022 Employment Support Scheme (“ESS”) under the Anti-epidemic Fund to provide wage subsidies to employees for three months (i.e. May, June and July 2022) to retain their current employees or even employ more staff when the business revives as soon as the epidemic situation permits.

5. PROFIT (LOSS) BEFORE TAX

This is stated after charging:

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Finance costs				
Interest on bank overdrafts	61	50	111	99
Interest on lease liabilities	2	6	5	14
Bank Loan Interest	38		77	
	<u>101</u>	<u>56</u>	<u>193</u>	<u>113</u>
Staff costs				
Directors' emoluments	582	372	1,164	744
Other staff cost:				
Salaries and other benefits	1,047	1,291	2,271	2,653
Retirement benefits scheme contributions	59	73	119	146
	<u>1,688</u>	<u>1,736</u>	<u>3,554</u>	<u>3,543</u>
Other items				
Auditor's remuneration	120	120	240	240
Cost of inventories (<i>Note</i>)	15,840	65,005	32,581	125,272
Depreciation of property, plant and equipment:				
Cost of sales	618	657	1,235	1,198
Administrative and other operating expenses	37	47	75	118
Depreciation of right-of-use assets:				
Administrative and other operating expenses	98	98	195	195

Note: Cost of inventories excluded approximately HK\$1,169,000 for the three months ended 30 September 2022 (three months ended 30 September 2021: approximately HK\$1,692,000), and approximately HK\$2,447,000 for the six months ended 30 September 2022 (six months ended 30 September 2021: approximately HK\$3,297,000), which relating to the aggregate amount of certain staff costs, depreciation, license fee, repair and maintenance and transportation expenses.

6. TAXATION

No provision for Hong Kong profits tax has been made as the Group incurred a loss for taxation purposes for the three months and six months ended 30 September 2022.

For the three months and six months ended 30 September 2021, no provision for Hong Kong profits tax has been made as the Group had no assessable profits for the periods.

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

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current tax				
Hong Kong Profits Tax	—	—	—	—
Deferred tax				
Origination and reversal of temporary difference	—	—	—	—
Total income tax expenses (credit)	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

7. DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 September 2022 (*six months ended 30 September 2021: Nil*).

8. EARNINGS (LOSS) PER SHARE

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

	Three months ended		Six months ended	
	30 September		30 September	
	2022	2021	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Earnings (Loss)				
Profit (Loss) for the period attributable to equity shareholders of the Company, for the purpose of basic and diluted earnings (loss) per share	<u>(2,209)</u>	<u>177</u>	<u>(2,941)</u>	<u>250</u>
Number of shares:				
Weighted average number of ordinary shares for the purpose of basic and diluted earnings (loss) per share	<u>400,000,000</u>	<u>400,000,000</u>	<u>400,000,000</u>	<u>400,000,000</u>

No diluted earnings (loss) per share for both periods were presented as there were no potential ordinary shares in issue during both periods.

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group does not acquire any items of property, plant and equipment (*six months ended 30 September 2021: HK\$2,301,000*).

10. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The movements of right-of-use assets and lease liabilities within HKFRS 16 during the periods are set out below.

	At 30 September 2022		At 31 March 2022	
	Right-of-use assets <i>HK\$'000</i> (Unaudited)	Lease liabilities <i>HK\$'000</i> (Unaudited)	Right-of-use assets <i>HK\$'000</i> (Audited)	Lease liabilities <i>HK\$'000</i> (Audited)
Reconciliation of carrying amount:				
At beginning of the reporting period	260	(299)	651	(717)
Lease modification	-	-		
Depreciation of right-of-use assets	(195)	-	(391)	-
Imputed interest expenses on lease liabilities	-	(5)	-	(24)
Lease payments	-	229	-	442
At end of the reporting period	65	(75)	260	(299)
Current	-	(75)	-	(299)
Non-current	65	-	260	-
	65	(75)	260	(299)

The Group leases office premise for its daily operations with fixed lease payment term. Lease term is two years, and will be expired in November 2022. The Group will not renew the lease further.

The Group has recognised the following amounts for the period:

	Six months ended 30 September 2022 <i>HK\$'000</i>	The year ended 31 March 2022 <i>HK\$'000</i>
Lease payments on lease liabilities	228	442
Total cash outflow for leases	228	442

Extension and termination options

The lease contract of office premise contains an extension and termination option. These options aim to provide flexibility to the Group in managing the leased asset. The extension option is normally exercised because there are significant leasehold improvements while the termination option is normally not exercised. The Group seldom exercises options that were not included in the lease liabilities. During the six months ended 30 September 2022, total optional lease payments made amounted to approximately HK\$228,000.

Restrictions or covenants

The lease imposes a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying asset. The Group is also required to keep the property in a good state of repair and return the property in its original condition at the end of the lease.

At 30 September 2022 and 31 March 2022, the Group has no commitment to lease contracts in relation to leased properties that have not yet commenced.

During the period ended 30 September 2022 and year ended 31 March 2022, no lease contract contains variable lease payment terms.

11. TRADE RECEIVABLES

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Trade receivables		
From third parties	59,949	63,418
Less: Loss allowance	<u>(4,154)</u>	<u>(4,154)</u>
	<u>55,795</u>	<u>59,264</u>

At the end of each reporting period, the ageing analysis of the trade receivables by invoice date is as follows:

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Within 30 days	3,421	10,299
31 to 60 days	1,702	5,829
61 to 90 days	6,154	7,581
Over 90 days	45,284	37,470
More than one year	3,388	2,239
Less: Loss allowance	<u>(4,154)</u>	<u>(4,154)</u>
	<u>55,795</u>	<u>59,264</u>

At the end of each reporting period, the ageing analysis of the trade receivables by due date is as follows:

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Not yet due	<u>12,895</u>	<u>34,027</u>
Past due:		
Within 30 days	5,855	13,337
31 to 60 days	1,016	6,045
61 to 90 days	1,665	1,598
Over 90 days	36,308	6,211
More than one year overdue	2,210	2,200
Less: Loss allowance	<u>(4,154)</u>	<u>(4,154)</u>
	<u>41,900</u>	<u>25,237</u>
	<u>55,795</u>	<u>59,264</u>

The credit terms granted to customers varies and are generally the result of negotiations between individual customers and the Group. The average credit period granted ranges from 0 to 120 days.

At the end of the reporting period, the Group had a concentration of credit risk as 39% (31 March 2022: 45%) and 89% (31 March 2022: 87%) of the total trade receivables were made up by the Group's largest outstanding balance and the five largest outstanding balances respectively.

The Group does not hold any collateral over trade receivables as at 30 September 2022 and 31 March 2022.

12. OTHER RECEIVABLES

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Deposits	709	179
Prepayments	305	399
Other receivable	<u>65</u>	<u>51</u>
	<u>1,079</u>	<u>629</u>

All the other receivable are expected to be recovered within one year, except for the deposits of HK\$709,000 (2021: HK\$171,000).

13. TRADE PAYABLES

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Trade payables		
To third parties (<i>Note</i>)	<u>2,660</u>	<u>5,332</u>

Note: The trade payables are non-interest bearing and the Group is normally granted with credit terms ranging from 1 to 30 days.

The ageing analysis of trade payables, at the end of the reporting period based on the invoice date, is as follows:

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Within 30 days	2,660	3,486
31 to 60 days	—	1,846
	<u>2,660</u>	<u>5,332</u>

14. OTHER PAYABLES

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Accruals and other payables	4,166	3,471
Deposits received	6	6
	<u>4,172</u>	<u>3,477</u>

15. BANK BALANCES AND CASH AND BANK OVERDRAFTS

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Bank balances and cash	742	1,941
Bank overdrafts	<u>(4,347)</u>	<u>(4,739)</u>
As stated in the consolidated statement of cash flows	<u>(3,605)</u>	<u>(2,798)</u>

Bank overdrafts bear interest at prevailing market rate of Hong Kong Interbank Offered Rate (“**HIBOR**”) plus 4% per annum for the period ended 30 September 2022 and year ended 31 March 2022.

16. SHARE CAPITAL

	No. of shares	HK\$'000
Ordinary shares of HK\$0.01 (<i>31 March 2022: HK\$0.01</i>) each		
Authorised:		
At 31 March 2022 (audited) and 30 September 2022 (unaudited)	<u>3,000,000,000</u>	<u>30,000</u>
Issued and fully paid:		
At 31 March 2022 (audited) and 30 September 2022 (unaudited)	<u>400,000,000</u>	<u>4,000</u>

17. FAIR VALUE MEASUREMENTS

All financial assets and financial liabilities are carried at amounts not materially different from their fair values as at 30 September 2022 and 31 March 2022.

18. CAPITAL COMMITMENTS

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Capital expenditure contracted but not provided for in the consolidated financial statements in respect of acquisition of property, plant and equipment	<u>–</u>	<u>–</u>

19. BANKING FACILITY

At 30 September 2022, the Group had a banking facility of HK\$11,000,000 (2021: HK\$5,000,000) granted by a financial institution in Hong Kong.

The banking facility are secured by:

- (i) A corporate guarantee provided by the Company; and
- (ii) A personal guarantee provided by an executive director, Mr. Law Ming Yik

At 30 September 2022, the Group had undrawn amount under the banking facility of HK\$1,275,000 (31 March 2022: HK\$542,000).

20. RETIREMENT BENEFIT SCHEMES

With effect from 1 December 2000, the Group has enrolled all its qualifying employees employed in Hong Kong into a mandatory provident fund scheme (the “**MPF Scheme**”). The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contributions payable in future years.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the sale of diesel oil and related products in Hong Kong. The services of the Group include sourcing and transportation of diesel oil and related products in Hong Kong. Most of the Group's customers are logistic companies and construction companies which require diesel oil to operate their logistic fleets. The Group had eight diesel tank wagons of various capacity as at 30 September 2022.

Crude oil prices have been increased significantly during the period largely driven by the stagflation expectation and economic contraction caused by the COVID-19 pandemic and the Russian-Ukrainian War. Brent crude oil maintained at average price of USD 100 per barrel in third quarter of 2022. Our purchase cost of diesel oil remained at high level and directly creates pressure on the operating cash flow.

The Hong Kong Government announced the Hong Kong economy saw a marked deterioration in the first quarter of 2022, with real GDP contracting by 4.0% year-on-year. Slower growth in global demand and epidemic-induced cross-boundary transportation disruptions pose significant drags to logistic sector. The market demand for diesel oil from cross-boundary transportation sector was significantly reduced.

The Group has recorded a revenue of approximately HK\$36.2 million for the six months ended 30 September 2022, representing a decrease of approximately HK\$97.0 million or 72.8%, as compared to the Group's revenue of approximately HK\$133.2 million for the six months ended 30 September 2021.

For the six months ended 30 September 2022, the Group recorded a net loss of approximately HK\$2.9 million, representing a decrease of approximately HK\$3.2 million from a net profit of approximately HK\$0.3 million for the six months ended 30 September 2021. The decrease in net profit, mainly attributed by drop in sale during incredibly difficult business environment and extremely high in Crude oil prices.

MANAGEMENT DISCUSSION AND ANALYSIS

FUTURE PROSPECTS

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

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

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK\$97.0 million or approximately 72.8% from approximately HK\$133.2 million for the six months ended 30 September 2021 to approximately HK\$36.2 million for the six months ended 30 September 2022.

Revenue from the sales of diesel oil and diesel exhaust fluid accounted for approximately HK\$35.7 million and HK\$0.5 million respectively, representing approximately 98.6% and 1.4% respectively, of the Group's total revenue for the six months ended 30 September 2022. For the six months ended 30 September 2021, the revenue from the sales of diesel oil and diesel exhaust fluid accounted for approximately HK\$132.9 million and HK\$0.3 million respectively, representing approximately 99.8% and 0.2% respectively, of the Group's total revenue. Sale of diesel oil remained the largest contributor to the Group's revenue.

MANAGEMENT DISCUSSION AND ANALYSIS

Sales quantity

The sales quantity of diesel oil decreased by approximately 86.4% from 31.6 million litres for the six months ended 30 September 2021 to 4.3 million litres for the six months ended 30 September 2022. The sales quantity of diesel exhaust fluid increased by approximately 109.8% from 69.3 thousand litres for the six months ended 30 September 2021 to 145.4 thousand litres for the six months ended 30 September 2022.

Selling price

The average selling price of the Group's diesel oil increased by approximately 96.7% from HK\$4.21 per litre for the six months ended 30 September 2021 to HK\$8.30 per litre for the six months ended 30 September 2022 whereas the average selling price of the Group's diesel exhaust fluid increased by approximately 0.5% from HK\$3.65 per litre for the six months ended 30 September 2021 to HK\$3.67 per litre for the six months ended 30 September 2022. The increase in the average selling price of the Group's diesel oil was in line with the increasing trend in the prevailing market prices.

Cost of sales

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

For the six months ended 30 September 2022, the Group's cost of sales was approximately HK\$35.1 million, representing a decrease of 72.7% from HK\$128.6 million for the six months ended 30 September 2021. The decrease was in line with the decrease of revenue in the corresponding period.

The largest component of the cost of sales was diesel oil cost, which amounted to approximately HK\$124.9 million and HK\$32.0 million, representing approximately 97.1% and 91.2% of the cost of sales for the six months ended 30 September 2021 and 30 September 2022, respectively. The average unit purchase cost of diesel oil increased by 88.1% from approximately HK\$3.95 per litre for the six months ended 30 September 2021 to approximately HK\$7.44 per litre for the six months ended 30 September 2022. The increase in unit purchase cost of diesel oil was in line with the market trend for the six months ended 30 September 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended 30 September 2022 and the corresponding period in 2021, the diesel exhaust fluid costs were approximately HK\$0.5 million and HK\$0.2 million respectively, representing approximately 1.4% and 0.1% of the cost of sales for the said periods, respectively.

The direct labour costs comprise wages and benefits, including, bonuses, retirement benefit costs and other allowances and benefits payable to the diesel tank wagons drivers and logistics assistants involved in the transportation of the products from the oil depot to the customers. The direct labour costs amounted to approximately HK\$0.9 million and HK\$1.3 million for the six months ended 30 September 2022 and 30 September 2021, respectively. The Group had four full-time drivers responsible for the logistics support for the Group's diesel tank wagons as at 30 September 2022.

Depreciation represented depreciation charges for the Group's equipment which comprised mainly of diesel tank wagons. The depreciation amounted to approximately HK\$1.2 million and HK\$1.2 million for the six months ended 30 September 2021 and 30 September 2022, respectively.

Gross profit and gross profit margin

The gross profit represented the Group's revenue less cost of sales. The Group recorded a decrease in gross profit by approximately HK\$3.4 million or approximately 73.9% from approximately HK\$4.6 million for the six months ended 30 September 2021 to approximately HK\$1.2 million for the six months ended 30 September 2022. The Group's gross profit margin decreased from 3.5% for the six months ended 30 September 2021 to 3.2% for the six months ended 30 September 2022.

Administrative and other operating expenses

Administrative and other operating expenses mainly include administrative staff costs, professional service fees, rent and rate and others. The Group's administrative and other operating expenses increased by approximately HK\$0.1 million or 2.3% from approximately HK\$4.3 million for the six months ended 30 September 2021 to approximately HK\$4.4 million for the six months ended 30 September 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Events after the Reporting Period

Subsequent to Reporting Period, Wing Ko Petroleum Chemistry (China-Hong Kong) Limited (“**Wing Ko**”), a wholly-owned subsidiary of the Company, as borrower, confirmed its acceptance of one facility letter (the “**Facility Letters**”) issued by Bank of China (Hong Kong) Limited (the “**Bank**”), as lender. Pursuant to the Facility Letters, the Bank agreed to grant Wing Ko a total general banking facility of HK\$3.0 million which is repayable by 120 equal monthly instalments with an interest of 2.5% per annum below the Hong Kong Dollars Prime Rate and such loan is guaranteed by the Company and Mr. Law Ming Yik (“**Mr. Law**”), the executive director and controlling shareholder of the Company, commencing on the date falling one month from the first date of drawdown.

Capital expenditure

No payment for capital expenditure of the Group for the six months ended 30 September 2022 (*2021: approximately HK\$1.1 million*).

Loss for the period

The Group recorded a decrease in net profit by approximately HK\$3.2 million from a profit of approximately HK\$0.3 million for the six months ended 30 September 2021 to a loss of approximately HK\$2.9 million for the six months ended 30 September 2022 due to a decrease in gross profit.

DIVIDEND

The Board did not recommend the payment of any dividend for the six months ended 30 September 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY AND CAPITAL RESOURCES

Financial Resources and Liquidity

As at 30 September 2022, the Group recorded net current assets of approximately HK\$41.0 million. The Group had cash and bank balances of approximately HK\$0.7 million. The Group's financial resources were funded mainly by its shareholders' funds. As at 30 September 2022, the Group's current assets amounted to approximately HK\$57.6 million and the Group's current liabilities amounted to approximately HK\$16.6 million. Current ratio was approximately 3.5 as at 30 September 2022. Current ratio is calculated based on total current assets at the end of the Reporting Period divided by total current liabilities at the end of the Reporting Period. Gearing ratio was approximately 19.8% as at 30 September 2022 which was calculated based on the total borrowing at the end of the Reporting Period divided by total equity at the end of the Reporting Period. As at 30 September 2022, the banking facilities available to the Group was approximately HK\$11.0 million and approximately HK\$9.7 million of the banking facilities was utilized.

CAPITAL STRUCTURE

For the six months ended 30 September 2022, the capital structure of the Group consisted of equity attributable to the owners of the Company of approximately HK\$49.1 million. The share capital of the Group only consists of ordinary shares. The shares of the Company (the "Shares") were listed on GEM of the Stock Exchange on 8 January 2019 (the "Listing Date"). There has been no change in the capital structure of the Group since then.

FOREIGN CURRENCY EXPOSURE RISKS

The Group operates mainly in Hong Kong and is not exposed to any foreign exchange risks throughout the Reporting Period.

MANAGEMENT DISCUSSION AND ANALYSIS

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Reporting 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.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

The Group did not have any significant investments, material acquisitions nor disposals of subsidiaries during the six months ended 30 September 2022.

CAPITAL COMMITMENTS, CONTINGENT LIABILITIES AND CHARGES ON ASSETS

As at 30 September 2022, save as disclosed elsewhere in Note 18 to the unaudited Condensed Consolidated Financial Statements and the paragraph headed below in "Use of proceeds", the Group did not have any other material capital commitments or any material contingent liabilities. The Group did not have any charges on assets.

MANAGEMENT DISCUSSION AND ANALYSIS

COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS

The following is a comparison of the Group's implementation plans for its business strategies up to 30 September 2022 as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus with the Group's actual implementation progress:

Business strategy	Implementation plan up to 30 September 2022	Actual implementation progress up to 30 September 2022
Expansion and enhancement of the Group's fleet of diesel tank wagons	<ul style="list-style-type: none">– Replace two existing diesel tank wagons– Order two new diesel tank wagons– Order one new diesel tank wagon	<ul style="list-style-type: none">– Two new diesel tank wagons have been ordered to replace existing diesel tank wagons and were available for use in October 2019– Two new diesel tank wagons have been ordered and were available for use in April 2020– One new diesel tank wagon has been ordered in May 2020 and was available for use in June 2021
Upgrading the Group's information technology and systems	<ul style="list-style-type: none">– Purchase a enterprise resource planning system	<ul style="list-style-type: none">– The Group discussed with a potential vendor for the requirements and specification of the new office administrative information technology system upgrade
Strengthening the Group's manpower	<ul style="list-style-type: none">– Recruit four drivers and two logistics assistants to strengthen the Group's workforce required for the Group's fleet of diesel tank wagons– Recruit two accounting staff to support the Group on a wide spectrum of accounting and company secretarial matters– Recruit one administrative staff to support the expansion of the Group	<ul style="list-style-type: none">– Four drivers and two logistics assistants were hired as at 31 March 2020– One senior accountant has been hired to provide financial and secretarial support to our Group– One administrative staff was hired in May 2019
Working Capital	<ul style="list-style-type: none">– To be used as working capital and funding for other general corporate purposes according to the Group's current business plans	<ul style="list-style-type: none">– The Group remain focused on maintaining and investing in the Group's working capital in order to fund the Group's expanding business and enhance the Group's operating liquidity as well as to pursuit business and revenue growth

MANAGEMENT DISCUSSION AND ANALYSIS

USE OF PROCEEDS

The shares of the Company were listed on GEM of the Stock Exchange on 8 January 2019 by way of share offer. The Directors intend to apply the net proceeds (the “**Net Proceeds**”) from the share offer in accordance with the proposed implementation plan as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus. The Net Proceeds, after deducting underwriting commission and other listing expenses, amounted to approximately HK\$34.8 million. Details of the change in use of Net Proceeds are set out in the Company’s announcements dated 3 July 2020 (the “**UOP Announcement**”) and 18 August 2020 (the “**Supplemental Announcement**”). Set out below is the actual use of the Net Proceeds up to 30 September 2022:

	Intended allocation of Net Proceeds as set forth in the Prospectus <i>HK\$ million</i>	The change in use of Net Proceeds as set forth in the UOP Announcement <i>HK\$ million</i>	Revised allocation of the Net Proceeds as set forth in the UOP Announcement and the Supplemental Announcement <i>HK\$ million</i>	Actual use of Net Proceeds up to 30 September 2022 <i>HK\$ million</i>	Unused total Net Proceeds up to 30 September 2022 <i>HK\$ million</i>	Expected timeline for fully utilising the unutilised amount as at 30 September 2022 <i>(Note 1)</i>
Purchase of diesel tank wagons <i>(Note 2)</i>	15.0	–	15.0	12.4	2.6	By 31 March 2023 <i>(Note 3)</i>
Expand manpower	12.5	(10.8)	1.7	1.7	–	N/A
Upgrade information technology systems	5.0	–	5.0	–	5.0	By 31 March 2023 <i>(Note 4)</i>
Working capital	2.3	10.8	13.1	13.1	–	N/A
Total	<u>34.8</u>		<u>34.8</u>	<u>27.2</u>	<u>7.6</u>	

Notes:

1. The expected timeline for fully utilising the unutilised Net Proceeds is based on the best estimation of the future market conditions made by the Group. It may be subject to change based on the current and future development of market conditions.
2. One new diesel tank wagon has been ordered in May 2020 and was available for use in June 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

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

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

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2022, the Group engaged a total of 19 employees (25 employees as at 30 September 2021) including the Directors. For the six months ended 30 September 2022, total staff costs amounted to approximately HK\$3.6 million (six months ended 30 September 2021: approximately HK\$3.5 million). Remuneration (including employees’ benefits) is maintained within the market level and reviewed on a periodic basis. Employees’ salary and relevant benefits are determined on the basis of performance, qualification, experience, positions and the Group’s business performance.

MANAGEMENT DISCUSSION AND ANALYSIS

ENVIRONMENT POLICIES AND PERFORMANCE

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

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

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

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

OTHER INFORMATION

Purchase, Sale or Redemption of the Company’s Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the six months ended 30 September 2022.

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

As at 30 September 2022, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or (ii) to be entered into the register required to be kept therein, pursuant to Section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

MANAGEMENT DISCUSSION AND ANALYSIS

Long position in the Shares

Name of Director	Capacity/ Nature of Interest	Number of Shares	Percentage of issued share capital of the Company
Mr. Law Ming Yik	Interest in a controlled corporation (<i>Note 1</i>)	251,110,000 Shares(L) (<i>Note 2</i>)	62.78%

Notes:

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

Save as disclosed above, as at 30 September 2022, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, notified to the Company and the Stock Exchange.

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

As at 30 September 2022, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests in Shares or underlying Shares which (i) were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules, or who will be, directly or indirectly, interested in 10% or more of the issued voting shares of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Name of shareholders	Capacity/nature of interest	Number of Shares held	Percentage of shareholding
Fully Fort Group Limited	Beneficial owner (<i>Note 1</i>)	251,110,000 Shares (L) (<i>Note 2</i>)	62.78%

Notes:

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

Save as disclosed above, as at 30 September 2022, the Directors have not been notified by any person who had interests or short positions in the Shares, underlying Shares or debentures of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Share Option Scheme

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

During the Reporting Period and up to the date of this Announcement, there were no options granted, exercised, lapsed or cancelled under the Share Option Scheme and there were no outstanding share options as at 30 September 2022.

Competing Interests

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

MANAGEMENT DISCUSSION AND ANALYSIS

Interests of the Compliance Adviser

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Giraffe Capital Limited (“**Giraffe Capital**”) to be the compliance adviser. Giraffe Capital has declared its independence pursuant to Rule 6A.07 of the GEM Listing Rules. Neither Giraffe Capital nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

Audit Committee

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

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

Nomination Committee

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

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

MANAGEMENT DISCUSSION AND ANALYSIS

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

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

Remuneration Committee

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

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

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

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

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

Directors’ Securities Transactions

The Company adopted a code of conduct regarding directors’ securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that all of the Directors complied with such required standard of dealings and its code of conduct regarding directors’ securities transactions as at the date of this Announcement.

MANAGEMENT DISCUSSION AND ANALYSIS

Corporate Governance

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

REVIEW OF INTERIM FINANCIAL INFORMATION

The interim financial report for the six months ended 30 September 2022 is unaudited, but has been reviewed and approved by the Audit Committee, comprising all the three independent non-executive Directors namely, Mr. Chan Ting Fung, Mr. Wong Ka Chun Matthew and Mr. Fenn David.

SUFFICIENCY OF PUBLIC FLOAT

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

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

Hong Kong, 8 November 2022

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

This Announcement will remain on GEM's website at www.hkgem.com on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at www.skhl.com.hk.