

WT GROUP HOLDINGS LIMITED

WT 集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8422

THIRD QUARTERLY REPORT

2022/2023



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

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



FINANCIAL RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 31 March 2023, together with the comparative unaudited figures for the corresponding period in 2022 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the nine months ended 31 March 2023

	Notes	Three months ended		Nine months ended	
		31 March		31 March	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	3	10,168	11,601	31,679	40,452
Cost of Services		(13,903)	(10,630)	(35,532)	(38,055)
Gross (loss)/ profit		(3,735)	971	(3,853)	2,397
Other income		160	–	277	11
Administrative expenses		(251)	(3,015)	(4,062)	(10,596)
Allowance for expected credit losses (“ECL”) of trade receivables and contract assets		(1,792)	–	(961)	–
Finance cost		(7)	(11)	(27)	(28)
Loss before income tax	4	(5,625)	(2,055)	(8,626)	(8,216)
Taxation	5	–	–	–	–
Loss and total comprehensive loss for the period attributable to owners of the Company		(5,625)	(2,055)	(8,626)	(8,216)
			(Restated)		(Restated)
Loss per share					
Basic and diluted (in HK cents)	6	(4.7)	(1.7)	(7.2)	(7.6)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the nine months ended 31 March 2023

	Attributable to owners of the Company					Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Share option reserve HK\$'000	Retained earnings/ (accumulated losses) HK\$'000	
At 1 July 2021	10,000	36,855	10,100	–	490	57,445
Recognition of share-based payment expenses	–	–	–	3,115	–	3,115
Issue of shares upon placing	2,000	6,136	–	–	–	8,136
Loss and total comprehensive loss for the period	–	–	–	–	(8,216)	(8,216)
At 31 March 2022 (Unaudited)	12,000	42,991	10,100	3,115	(7,726)	60,480
At 1 July 2022	12,000	42,991	10,100	3,115	(8,458)	59,748
Loss and total comprehensive loss for the period	–	–	–	–	(8,626)	(8,626)
At 31 March 2023 (Unaudited)	12,000	42,991	10,100	3,115	(17,084)	51,122

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 11 July 2017 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is Flat A, 6/F, Evernew Commercial Centre, 33 Pine Street, Tai Kok Tsui, Kowloon, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in the business of specialised works and general building works in Hong Kong.

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

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

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

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

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

The unaudited condensed consolidated financial statements do not include all information and disclosures as required in the annual financial statements and should be read in conjunction with the Company's consolidated financial statements for the year ended 30 June 2022, which have been prepared in accordance with the HKFRSs issued by the HKICPA, as set out in the latest annual report.

The accounting policies that have been used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the preparation of the Company's consolidated financial statements for the year ended 30 June 2022 except for the adoption of the new standards, amendments to standards and interpretations issued by the HKICPA mandatory for the annual periods beginning on 1 July 2022.



The Group has adopted and applied the new standards, amendments to standards and interpretations that have been issued and effective for the accounting periods beginning on 1 July 2022.

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

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

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. Actual results may differ from these estimates.

3 REVENUE

	Three months ended 31 March		Nine months ended 31 March	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Revenue:				
Contract revenue	10,168	11,601	31,679	40,452

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

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

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

All of the Group's activities are carried out in Hong Kong and all of the Group's assets and liabilities are located in Hong Kong. Accordingly, no analysis by geographical basis during the period would be shown.

4 LOSS BEFORE INCOME TAX

Loss before income tax is arrived after charging:

	Three months ended 31 March		Nine months ended 31 March	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Construction costs recognised in cost of sales	13,903	10,630	35,532	38,055
Employee benefits expenses (<i>Note a</i>)	2,438	2,458	6,804	9,960
Depreciation of property, plant and equipment	13	81	21	81
Depreciation of right-of-use assets	94	64	281	64
Auditors' remuneration				
– Audit services	25	250	375	750
Short-term lease expenses	17	15	56	32
Allowance/(Reversal) for ECL of trade receivables and contract assets	1,792	(96)	961	(94)

Note a) Employee benefit expenses — including directors' emoluments

Employee benefit expenses, including directors' emoluments, during the relevant period are as follows:

	Three months ended 31 March		Nine months ended 31 March	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Wages, salaries, bonuses and other benefits	2,403	2,415	6,709	6,695
Share-based payment expenses	–	–	–	3,115
Pension costs defined contribution plans	35	43	95	150
	2,438	2,458	6,804	9,960
Amount included in construction costs	(1,102)	(836)	(3,462)	(2,332)
Amount included in administrative expenses	1,336	1,622	3,342	7,628

5 TAXATION

No Hong Kong profits tax has been provided as the Group had no assessable profit for the nine months ended 31 March 2023 (2022: nil).

No overseas profits tax has been calculated for entities of the Group that are incorporated in the BVI or the Cayman Islands as they are exempted from tax (2022: same).

6 LOSS PER SHARE**(a) Basic**

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

	Three months ended 31 March		Nine months ended 31 March	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Loss attributable to owners of the Company (in HK\$'000)	(5,625)	(2,055)	(8,626)	(8,216)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share (in thousand)	120,000	120,000	120,000	108,686
Loss per share (HK cents per share)	(4.7)	(1.7)	(7.2)	(7.6)

(b) Diluted

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

7 DIVIDENDS

The Board do not recommend the payment of dividend for the nine months ended 31 March 2023 (2022: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

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

For the nine months ended 31 March 2023, the Group recorded a net loss of approximately HK\$8.6 million as compared to net loss of approximately HK\$8.2 million for the corresponding period in 2022.

FINANCIAL REVIEW

Revenue

For the nine months ended 31 March 2022 and 2023, the Group generated total revenue of approximately HK\$40.5 million and HK\$31.7 million, respectively. The decrease in revenue was mainly attributable to the decrease in the number of construction projects undertaken by the Group during the nine months ended 31 March 2023 compared to the corresponding period in 2022.

Gross (loss)/profit and gross (loss)/profit margin

For the nine months ended 31 March 2022 and 2023, the Group recorded gross profit of approximately HK\$2.4 million and gross loss of approximately HK\$3.9 million, respectively and the gross profit margin and gross loss margin of the Group was approximately 5.9% and 12.2% for the respective periods. Reversal of gross profit and gross profit margin to gross loss and gross loss margin was primarily attributable to the decrease in the number of construction projects and the deteriorate in the overall gross profit margin of the projects undertaken by the Group for the nine months ended 31 March 2023 compared to the corresponding period in 2022.

Administrative expenses

Our administrative expenses mainly consist of employee benefits expenses including Director's emoluments, audit fees and other professional fees. Our administrative expenses amounted to approximately HK\$10.6 million and HK\$4.1 million for the nine months ended 31 March 2022 and 2023, respectively. The decrease in the administrative expenses for the nine months ended 31 March 2023 compared to the corresponding period in 2022 was primarily attributable in the one-off recognition of share-based payment expenses of HK\$3.1 million during the period ended 31 March 2022 while there was no such one-off expenses during the nine months ended 31 March 2023.



Loss and total comprehensive loss for the nine months ended 31 March 2023 attributable to owners of the Company

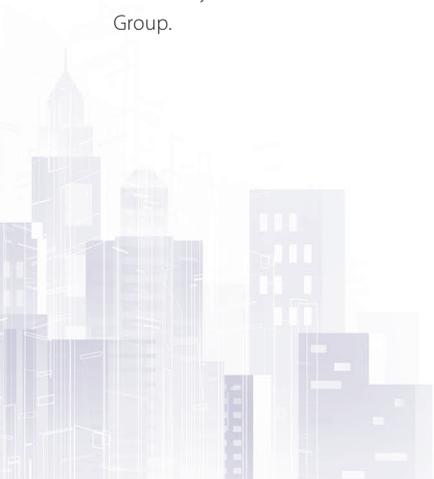
Loss and total comprehensive income attributable to owners of the Company and loss and total comprehensive loss attributable to owners of the Company for the nine months ended 31 March 2022 and 2023 and amounted to approximately HK\$8.2 million and HK\$8.6 million, respectively. The increase in net loss for the nine months ended 31 March 2023 as compared to the corresponding period in 2022 was mainly attributable to the decrease in the number of construction projects undertaken by the Group during the nine months ended 31 March 2023 compared to the corresponding period in 2022.

PROSPECTS

The Group expects the business environment continues to be challenging and competitive. Given the government of Hong Kong announced the plans to develop the northern part of Hong Kong for housing and technology development in 2022, the Group is optimistic in the long term and believes opportunities always exist in the construction market.

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

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



DISCLOSURE OF INTERESTS

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

As at 31 March 2023, the interests and short positions of the Directors or chief executives of the Company in the Shares, the underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (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 or short positions which any such director or chief executive was taken or deemed to have under such provision 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, pursuant to standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in the Shares and underlying Shares

Name of Directors	Capacity	Number of the unlisted share option	Approximate percentage of shareholding in the Company
Mr. Kam Kin Bun	Beneficial owner	1,000,000	8.33%
Ms. Wong Mei Chun	Beneficial owner	1,000,000	8.33%
Ms. Chan Sin Wa Carrie	Beneficial owner	1,000,000	8.33%
Mr. Yu Tat Chi Michael	Beneficial owner	1,000,000	8.33%

Save as disclosed above, as at 31 March 2023, none of the Directors nor chief executives of the Company has registered an interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

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

So far as the Directors are aware, as at 31 March 2023, the following person or corporation, other than the Directors and chief executives of the Company, had interest or a short position in the Shares or underlying Shares which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO:

(i) Long Position in the Shares

Name of Shareholders	Capacity	Number of the Shares held/ interested in	Approximate percentage of shareholding in the Company
Zhao Xue Mei	Beneficial owner	8,999,000	7.49%

COMPETING INTERESTS

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

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 March 2023.

CORPORATE GOVERNANCE CODE

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

The principle of code provision C.2.1 of the CG Code stipulates that there should be a clear division of the management of the Board and the day-to-day management of the business. The Group has not appointed the chief executive officer. However, the management of the Board and the day-to-day management of the business are primarily performed by Mr. Kam Kin Bun. The Group is of the view that there is a deviation from code provision C.2.1 of the CG Code. In view of Mr. Kam has been operating and managing Wai Tat Foundation & Engineering Limited, the Group's operating subsidiary, since 2004, the Board believes that it is in the best interest of the Group to have Mr. Kam taking up both roles for effective management and business development.

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

DIRECTORS' SECURITIES TRANSACTIONS

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

DIVIDEND

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

SHARE OPTION SCHEME

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



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

Details of grantees	Grant date	Exercise period	Vesting period	Outstanding as at 1 July 2022	Granted	Exercised	Cancelled	Lapsed	Outstanding as at 31 March 2023	Exercise price per share HK\$
Directors										
Kam Kin Bun	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	-	1,000,000	0.56
Wong Mei Chun	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	-	1,000,000	0.56
Chan Sin Wa Carrie	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	-	1,000,000	0.56
Yu Tat Chi Michael	8 October 2021	8 October 2021 to 7 October 2023	No	1,000,000	-	-	-	-	1,000,000	0.56
				4,000,000					4,000,000	
Employees	8 October 2021	8 October 2021 to 7 October 2023	No	6,000,000	-	-	-	-	6,000,000	0.56
				10,000,000					10,000,000	

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

EVENTS AFTER THE REPORTING PERIOD

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

AUDIT COMMITTEE

The audit committee of the Group (the “**Audit Committee**”) was established with written terms of reference in compliance with the GEM Listing Rules and the CG Code. The Audit Committee comprises three independent non-executive Directors and is chaired by Mr. Yu Tat Chi Michael. The other members are Ms. Chan Sin Wa Carrie and Ms. Yip Tan. The written terms of reference of the Audit Committee are posted on the websites of the Stock Exchange and the Company.

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

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

The Group's unaudited condensed consolidated financial statements for the nine months ended 31 March 2023 and this report have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 March 2023 comply with applicable accounting standards and this report has been prepared in compliance with the requirements under the GEM Listing Rules and that adequate disclosures have been made.

By Order of the Board

WT Group Holdings Limited

Kam Kin Bun

Chairman and executive Director

Hong Kong, 15 May 2023

As at the date of this report, the executive Directors are Mr. Kam Kin Bun (Chairman) and Ms. Wong Mei Chun; and the independent non-executive Directors are Ms. Chan Sin Wa Carrie, Ms. Yip Tan and Mr. Yu Tat Chi Michael.

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

