



Ching Lee Holdings Limited

正利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 3728

2023
Interim Report

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors:

Mr. Ng Choi Wah (*Chairman*)
Mr. Lui Yiu Wing
Mr. Lam Ka Fai

Independent non-executive Directors:

Dr. Wai Wing Hong Onyx
Mr. Tong Hin Sum Paul
Mr. Chau Kam Wing Donald

AUDIT COMMITTEE

Mr. Chau Kam Wing Donald (*Chairman*)
Dr. Wai Wing Hong Onyx
Mr. Tong Hin Sum Paul

REMUNERATION COMMITTEE

Dr. Wai Wing Hong Onyx (*Chairman*)
Mr. Ng Choi Wah
Mr. Chau Kam Wing Donald

NOMINATION COMMITTEE

Mr. Ng Choi Wah (*Chairman*)
Dr. Wai Wing Hong Onyx
Mr. Tong Hin Sum Paul

COMPANY SECRETARY

Mr. Tsui Wing Tak (*Certified Public Accountants*)

AUTHORISED REPRESENTATIVES

Mr. Ng Choi Wah
Mr. Lui Yiu Wing

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 203–204, 2nd Floor
Hang Bong Commercial Centre
28 Shanghai Street
Jordan
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

CORPORATE INFORMATION

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
4-4A Des Voeux Road Central
Hong Kong

The Hongkong and Shanghai Banking
Corporation Limited
HSBC Main Building
1 Queen's Road Central
Hong Kong

Dah Sing Bank, Limited
Dah Sing Financial Centre
108 Gloucester Road
Hong Kong

Fubon Bank (Hong Kong) Ltd.
Fubon Bank Building
38 Des Voeux Road Central
Hong Kong

Bank of Communication (Hong Kong) Ltd.
20 Pedder Street
Central
Hong Kong

COMPANY WEBSITE

www.chingleeholdings.com
(information of this website does not
form part of this report)

STOCK CODE

3728

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors (the “**Board**”) of Ching Lee Holdings Limited (our “**Company**”, together with our subsidiaries, our “**Group**”), I have the pleasure to present to you the unaudited interim results for the six months ended 30 September 2023.

OVERVIEW

The total revenue of the Group increased by approximately HK\$193.5 million or 77.0% from approximately HK\$251.5 million for the six months ended 30 September 2022 to approximately HK\$445.0 million for the six months ended 30 September 2023. In general, the increase in revenue was mainly due to a significant increase in superstructure building works services. Basic earnings per share for the six months ended 30 September 2023 was HK0.34 cents as compared with HK0.15 cents per share for the six months ended 30 September 2022.

FORWARD

Looking ahead, we are confident with the economic outlook and the prospects of the construction industry in Hong Kong under economic recovery and the development of Greater Bay Area. And expects the construction manpower improvement due to the labour importation policies implementation.

The Group continues focus on its core business in providing (i) substructure building works services, (ii) superstructure building works services, and (iii) repair, maintenance, alteration and addition for an existing structure (“**RMAA**”) works services as a main contractor in the private sector in Hong Kong and looking for any opportunities in public sector in Hong Kong; and at the same time, our management team will explore new opportunities as well as new merger and acquisition targets that will benefit the shareholders.

CHAIRMAN'S STATEMENT

APPRECIATION

On behalf of the Board, I wish to take this opportunity to express my sincere gratitude to all our customers, shareholders and business partners for their continuous care and support. I would also like to thank all of our employees for their commitment and loyalty they have shown throughout the years.

By Order of the Board

Ng Choi Wah

Chairman

Hong Kong, 27 November 2023

FINANCIAL HIGHLIGHTS

- The Group recorded a revenue amounted to approximately HK\$445.0 million for the six months ended 30 September 2023, representing an increase of approximately 77.0% or HK\$193.5 million as compared with the six months ended 30 September 2022.
- The Group recognized net profit of approximately HK\$3.4 million for the six months ended 30 September 2023, representing an increase of approximately HK\$1.9 million or 126.2% as compared with the six months ended 30 September 2022.
- The basic and diluted earnings per share for the six months ended 30 September 2023 is HK0.34 cents, as compared with the corresponding period in 2022 of HK0.15 cents.
- The board does not recommend the payment of an interim dividend for the six months ended 30 September 2023 (six months ended 30 September 2022: nil).

INTERIM RESULTS

The Board of the Company is pleased to announce the unaudited consolidated financial results of the Group for the six months ended 30 September 2023 together with the unaudited comparative figures for the corresponding period in 2022, as follows:

UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

	Notes	Six months ended 30 September	
		2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Revenue	3	444,981	251,502
Cost of revenue		(410,029)	(227,626)
Gross profit		34,952	23,876
Other income and gains or losses, net	4	1,898	2,619
Administrative and other operating expenses		(27,459)	(23,960)
Expected credit loss on financial and contract assets		–	(44)
Finance costs		(5,272)	(1,651)
Share of results of an associate		217	701
Profit before income tax		4,336	1,541
Income tax	5	(914)	(28)
Profit and total comprehensive income for the period		3,422	1,513
Earnings per share	7		
— Basic (HK Cents)		0.34	0.15
— Diluted (HK Cents)		0.34	0.15

UNAUDITED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2023

	Notes	As at	
		30 September 2023 HK\$'000 (Unaudited)	31 March 2023 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment		32,746	34,356
Intangible asset		790	790
Interest in an associate		14,421	14,204
Financial asset at fair value through profit or loss		26,403	26,403
Rental deposits		262	262
Deferred tax assets		279	279
Total non-current assets		74,901	76,294
Current assets			
Trade and other receivables	8	74,689	94,334
Contract assets		343,051	323,011
Amount due from an associate		6,554	6,404
Financial assets at fair value through profit or loss		368	368
Pledged bank deposit		25,000	25,000
Bank balances and cash		37,672	57,000
Total current assets		487,334	506,117
Current liabilities			
Trade and other payables	9	264,897	313,760
Contract liabilities		17,462	11,676
Lease liabilities		1,379	1,731
Bank borrowings, secured		156,389	136,834
Provision of taxation		1,044	130
Total current liabilities		441,171	464,131
Net current assets		46,163	41,986
Total assets less current liabilities		121,064	118,280

UNAUDITED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2023

	As at	
	30 September 2023 HK\$'000 (Unaudited)	31 March 2023 HK\$'000 (Audited)
Non-current liabilities		
Deferred tax liability	28	–
Lease liabilities	1,060	1,726
Total non-current liabilities	1,088	1,726
Net assets	119,976	116,554
Capital and reserves		
Share capital	10,130	10,130
Reserves	109,846	106,424
Total equity	119,976	116,554

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

	Share Capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Share option reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 April 2023 (audited)	10,130	78,435	(28,965)	5,060	51,894	116,554
Profit and total comprehensive income for the period	–	–	–	–	3,422	3,422
At 30 September 2023 (unaudited)	10,130	78,435	(28,965)	5,060	55,316	119,976
At 1 April 2022 (audited)	10,130	78,435	(28,965)	5,060	40,076	104,736
Profit and total comprehensive income for the period	–	–	–	–	1,513	1,513
At 30 September 2022 (unaudited)	10,130	78,435	(28,965)	5,060	41,589	106,249

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

	Six months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Net cash used in operating activities	(32,537)	(54,474)
Net cash used in investing activities	(56)	(20,990)
Net cash generated from financing activities	13,265	75,215
Net decrease in cash and cash equivalents	(19,328)	(249)
Cash and cash equivalents at beginning of the period	57,000	27,254
Cash and cash equivalents at ending of the period	37,672	27,005

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

1. GENERAL INFORMATION

Ching Lee Holdings Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands on 16 November 2015. Its shares are listed on Main Board of the Stock Exchange.

The principal activities of the Company and its subsidiaries (collectively referred to as the “**Group**”) are provision of construction and consultancy works and project management services in Hong Kong.

The directors of the Company consider the Company’s ultimate parent is JT Glory Limited, a company incorporated in the British Virgin Islands.

2.1 BASIS OF PREPARATION

The interim condensed consolidation financial information for the six months ended 30 September 2023 is unaudited and has been prepared in accordance with Hong Kong Accounting Standards (“**HKAS**”) 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The unaudited interim condensed consolidated financial information does not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2023.

The unaudited interim condensed consolidated financial information has been prepared under the historical cost convention and is presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

In the current period, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time for the current period's financial information.

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax Related to Assets and Liabilities arising from a Single Transaction
HKFRS 17	Insurance Contracts and the related Amendments

The adoption of these amendments to HKFRSs has had no significant financial effect on the unaudited condensed interim financial statements of the Group.

3. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable for services rendered by the Group to outside customers, less discount.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- (i) Substructure building works services — demolition and hoarding, site formation and foundation works
- (ii) Superstructure building works services — development and redevelopment of educational, residential, and commercial buildings
- (iii) RMAA works services — improvement, fitting-out works, renovation works, restoration works and external works

	Six months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Substructure building works services	1,096	5,112
Superstructure building works services	435,111	224,619
RMAA works services	8,774	21,771
	444,981	251,502

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

4. OTHER INCOME AND GAINS OR LOSSES, NET

	Six months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Bank interest income	369	2
HKSAR Government wage subsidies	123	2,019
Miscellaneous Income ^{Note}	1,406	598
	1,898	2,619

Note: Miscellaneous Income mainly included the subsidies from an industry association in relation to provision of Construction Works of approximately HK\$0.8 million (for the six months ended 30 September 2022: HK\$0.2 million).

5. INCOME TAX

	Six months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Current tax		
Hong Kong profit tax	914	–
Deferred tax	–	28
	914	28

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

For the six months ended 30 September 2023, Hong Kong Profit Tax is calculated in accordance with the two-tiered profits tax rates regime for the qualifying corporation and the remaining corporations are calculated at a flat rate of 16.5%.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

6. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2023 (six months ended 30 September 2022: nil).

7. EARNINGS PER SHARE

The calculation of the basic earnings per share attribute to the owners of the company is based on the following data:

	Six months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Earnings		
Earnings for the purpose of basic earnings per share (Profit for the period attributable to owners of the Company)	3,422	1,513
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	1,013,000,000	1,013,000,000

Diluted earnings per share amount was the same as basic earnings per share amount as there were no potential dilutive ordinary shares outstanding for the six months ended 30 September 2022 and 2023.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

8. TRADE AND OTHER RECEIVABLES

	As at	
	30 September 2023 HK\$'000 (Unaudited)	31 March 2023 HK\$'000 (Audited)
Trade receivables	40,052	64,775
Deposits, prepayments and other receivables	35,196	34,545
Less: Expected credit loss	(297)	(4,724)
	74,951	94,596
Less: Rental deposits under non-current assets	(262)	(262)
	74,689	94,334

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

	As at	
	30 September 2023 HK\$'000 (Unaudited)	31 March 2023 HK\$'000 (Audited)
Within 30 days	39,864	38,921
31–60 days	–	25,854
61–90 days	–	–
Over 90 days	188	–
	40,052	64,775

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023

9. TRADE AND OTHER PAYABLES

	As at	
	30 September 2023 HK\$'000 (Unaudited)	31 March 2023 HK\$'000 (Audited)
Trade payables	191,671	243,897
Retention payables	60,253	55,102
Other payables, accruals and deposits received	12,973	14,761
	264,897	313,760

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

	As at	
	30 September 2023 HK\$'000 (Unaudited)	31 March 2023 HK\$'000 (Audited)
Within 30 days	170,595	150,759
31–60 days	11,771	49,031
61–90 days	4,490	24,651
Over 90 days	4,815	19,456
	191,671	243,897

As at 30 September 2023, retention payables of HK\$13,780,000 (31 March 2023: HK\$28,215,000) were expected to be settled beyond twelve months after the end of the reporting period.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECT

The Group is a main contractor in Hong Kong principally engaged in providing (i) substructure building works services; (ii) superstructure building works services; and (iii) RMAA works services.

In general, substructure and superstructure building work refer to building works in relation to the parts of the structure below or above the ground level respectively, while RMAA works are for existing structures. The scope of our substructure building works projects consisted of demolition and hoarding, site formation and foundation works. The scope of our superstructure building works projects consisted of development and redevelopment of educational, residential, and commercial buildings, the scope of our RMAA works consisted of improvement, fitting-out works, renovation works, restoration works and external works.

OVERVIEW

The total revenue of the Group increased by approximately HK\$193.5 million or 77.0% from approximately HK\$251.5 million for the six months ended 30 September 2022 to approximately HK\$445.0 million for the six months ended 30 September 2023. In general, the increase in revenue was mainly due to a significant increase in superstructure building works services. Basic earnings per share for the six months ended 30 September 2023 was HK0.34 cents as compared with HK0.15 cents per share for the six months ended 30 September 2022.

FORWARD

Looking ahead, we are confident with the economic outlook and the prospects of the construction industry in Hong Kong under economic recovery and the development of Greater Bay Area. And expects the construction manpower improvement due to the labour importation policies implementation.

The Group continues focus on its core business in providing (i) substructure building works services, (ii) superstructure building works services, and (iii) RMAA works services as a main contractor in the private sector in Hong Kong and looking for any opportunities in public sector in Hong Kong; and at the same time, our management team will explore new opportunities as well as new merger and acquisition targets that will benefit the shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group's revenue for the six months ended 30 September 2023 recorded at approximately HK\$445.0 million which represented an increase of approximately HK\$193.5 million or 77.0% from approximately HK\$251.5 million for the six months ended 30 September 2022. The increase in total revenue was mainly due to an increase in superstructure building works services of approximately HK\$210.5 million offset by the decrease in RMAA works services of approximately HK\$13.0 million and substructure building works services of approximately HK\$4.0 million.

Gross Profit and Gross Profit Margin

Our gross profit increased by approximately HK\$11.1 million or 46.4% from approximately HK\$23.9 million for the six months ended 30 September 2022 to approximately HK\$35.0 million for the six months ended 30 September 2023. Our overall gross profit margin for the six months ended 30 September 2023 decreased to 7.9% as compared to 9.5% for the six months ended 30 September 2022. The increase in gross profit was mainly due to an increase in the number of projects compared to the six months ended 30 September 2022. However, as the project progresses, the gross profit margin was diluted due to the nominated subcontracted cost and expenses were incurred.

Other Income and Gains or Losses, net

Other income and gains or loss, net decreased by approximately HK\$0.7 million or 27.5% from approximately HK\$2.6 million for the six months ended 30 September 2022 to approximately HK\$1.9 million for the six months ended 30 September 2023. The decrease was mainly due to the decrease in HKSAR Government wage subsidies of approximately HK\$1.9 million.

Administrative and Other Operating Expenses

Administrative and other operating expenses mainly consist of employee benefit expense (including salaries, allowances, other benefits and contribution to defined contribution retirement plan), legal & professional fee, business development costs, donations, depreciation, and others. The administrative and other operating expenses increased by approximately HK\$3.5 million or 14.6% from approximately HK\$24.0 million for the six months ended 30 September 2022 to approximately HK\$27.5 million for the six months ended 30 September 2023. The increase was mainly due to the increase in salaries (including Directors remuneration) of approximately HK\$3.5 million.

MANAGEMENT DISCUSSION AND ANALYSIS

Finance Costs

Finance costs mainly represent the interest on bank borrowings. Finance costs increased by HK\$3.6 million or 219.3% from approximately HK\$1.7 million for the six months ended 30 September 2022 to approximately HK\$5.3 million for the six months ended 30 September 2023, mainly due to increase in bank borrowings and interest rate.

Income Tax Expenses

Income tax expenses of the Group increased by HK\$0.9 million from approximately HK\$28,000 for the six months ended 30 September 2022 to approximately HK\$0.9 million for the six months ended 30 September 2023.

PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

Net profit of the Group increased by approximately HK\$1.9 million or 126.2% from approximately HK\$1.5 million for the six months ended 30 September 2022 to approximately HK\$3.4 million for the six months ended 30 September 2023.

The increase was mainly due to the revenue growth as more new projects were engaged and effective cost control compared to the six months ended 30 September 2022, net off by the increase in administrative and other operating expenses and finance costs for the six months ended 30 September 2023.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2023, the Group had total assets of approximately HK\$562.2 million, which is financed by total liabilities and shareholders' equity of approximately HK\$442.3 million and HK\$120.0 million, respectively. The Group's current ratio at 30 September 2023 relatively stable at approximately 1.1 as compared to 31 March 2023.

GEARING RATIO

The gearing ratio of the Group as at 30 September 2023 was approximately 132.4% (31 March 2023: approximately 120.4%), which is calculated based on the Group's total interest-bearing debt (bank borrowings and lease liabilities) of approximately HK\$158.8 million (31 March 2023: HK\$140.3 million) and the Group's total equity of approximately HK\$120.0 million (31 March 2023: HK\$116.6 million).

MANAGEMENT DISCUSSION AND ANALYSIS

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the six months. Interest for the current bank borrowings were mainly on floating rate basis and the bank borrowings were denominated in Hong Kong dollars, hence, there is no significant exposure to foreign exchange rate fluctuations.

CHARGES ON GROUP ASSETS

Assets with a carrying value of approximately HK\$89.9 million (31 March 2023: HK\$91.2 million) were pledged as securities for the Group's banking facilities.

FOREIGN EXCHANGE EXPOSURE

The Group was not exposed to foreign exchange risk during the six months ended 30 September 2023.

CAPITAL STRUCTURE

As at 30 September 2023, the Company's issued share capital was HK\$10,130,000 and the number of its issued ordinary shares was 1,013,000,000 of HK\$0.01 each.

COMMITMENTS

At the end of the reporting periods, there were no significant capital commitments for the Group.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 30 September 2023, the Group did not have other plans for material investments or capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During six months ended 30 September 2023, there was no significant investment, material acquisition and disposal of subsidiaries and associated companies by the Company.

CONTINGENT LIABILITIES

As at 30 September 2023, the Group did not have any material contingent liabilities (31 March 2023: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2023, the Group employed a total of 147 employees (31 March 2023: 143 employees). The staff costs of our Group (including salaries, allowances, other benefits and contribution retirement plan) for the six months ended 30 September 2023 were approximately HK\$44.5 million (For the six months ended 30 September 2022: approximately HK\$24.6 million).

The remuneration package for our employees generally includes salary and bonuses. Our employees also receive welfare benefits, including exam leave, retirement benefits, occupational injury insurance, medical insurance and other miscellaneous items. We conduct annual review of the performance of our employees for determining the level of bonus, salary adjustment and promotion of our employees. Our executive Directors will also conduct research on the remuneration packages offered for similar positions in the Hong Kong construction main contracting industry in order to keep our remuneration packages at a competitive level. We have also adopted the Share Option Scheme which is designed to provide incentives and rewards to our employees.

SIGNIFICANT INVESTMENTS HELD

The Group did not hold any significant investments during the six months ended 30 September 2023.

EVENTS AFTER REPORTING PERIOD

There were no materials events after the reporting period.

OTHER INFORMATION

DISCLOSURE OF INTEREST

A. Directors' and Chief executives' interest and short position in shares, underlying shares and debentures

As at 30 September 2023, the interests and short positions of the Directors and 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 Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Listing Rules (the "Model Code"), are set out below:

Long Positions in shares of the Company or any of its associated corporation

Name of our Directors/ chief executive	Number of ordinary shares held	Interests in Share Option (Note 2)	Total	Approximate percentage of shareholding interests in our Company (%) (Note 3)
Executive Directors				
Ng Choi Wah ("Mr. Ng")	725,480,000 (Note 1)	10,000,000	735,480,000	72.60%
Lui Yiu Wing	900,000	3,000,000	3,900,000	0.38%
Lam Ka Fai	–	3,000,000	3,000,000	0.30%
Independent non-executive Directors				
Wai Wing Hong Onyx	–	1,000,000	1,000,000	0.10%
Tong Hin Sum Paul	–	1,000,000	1,000,000	0.10%
Chau Kam Wing Donald	–	1,000,000	1,000,000	0.10%
Chief executive				
Tse Lai Han Henry	–	6,000,000	6,000,000	0.59%

OTHER INFORMATION

Note 1 645,000,000 Shares are registered in the name of JT Glory Limited, the entire issued share capital of which is legally and beneficially owned by Mr. Ng. Under the SFO, Mr. Ng is deemed to be interested in all Shares held by JT Glory Limited. Another 80,480,000 shares are owned by Mr. Ng through the Bank directly.

Note 2 These represent the interests of share options granted to the Directors under the share option scheme adopted by the Company on 21 November 2017 to subscribe for shares.

Note 3 These percentages were compiled based on the total number of issued shares (i.e. 1,013,000,000) as at 30 September 2023.

Short positions in shares of the Company or any of its associated corporation

As at 30 September 2023, there is no short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO).

B. Substantial Shareholders' and Other Persons' interests and short positions in the shares and underlying shares of the Company

So far as the Directors are aware, as at 30 September 2023, other than the director and chief executive of the Company, the following persons/entities have an interest or a short position in the shares or the underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long Position in shares of the Company

Name	Capacity/ Nature of interest	Number of Ordinary Shares held	Interests in share option (Note 3)	Approximate percentage of shareholding interests in our Company (Note 4)
Mr. Ng	Interest in a controlled corporation	645,000,000	–	63.67%
	Beneficial owner	80,480,000	10,000,000	8.93%
JT Glory Limited	Beneficial owner	645,000,000 (Note 1)	–	63.67%
Ms. Cheung Yuk Sheung ("Ms. Cheung")	Interest of spouse	645,000,000 (Note 2)	–	63.67%
	Beneficial owner	–	2,500,000	0.25%

OTHER INFORMATION

- Note 1 JT Glory Limited is wholly-owned by Mr. Ng. Under the SFO, Mr. Ng is deemed to be interested in all the Shares held by JT Glory Limited.
- Note 2 Ms. Cheung is the spouse of Mr. Ng. Under the SFO, Ms. Cheung is deemed to be interested in all the Shares held by Mr. Ng.
- Note 3 These represent the interests of share options granted to the Directors under the share option scheme adopted by the Company on 21 November 2017 to subscribe for shares.
- Note 4 These percentages were compiled based on the total number of issued shares (i.e. 1,013,000,000) as at 30 September 2023.

Short positions in shares of the Company

As at 30 September 2023, there is no short positions of every person, other than a director and chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

COMPETING BUSINESS AND CONFLICT OF INTERESTS

The Director are not aware of any business or interest of the Directors nor the controlling shareholders of the Company nor any of their respective associate (as defined in the 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 2023.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2023.

OTHER INFORMATION

CORPORATE GOVERNANCE PRACTICE

Pursuant to the code provision C.2.1 of Corporate Governance Code and Corporate Governance Report (the “Code”), the roles of Chairman and CEO 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. Ng currently assumes the role of both chairman and chief executive of the Company. In view that Mr. Ng has been assuming day-to-day responsibilities in operating and managing our Group since 1998 and the rapid development of our Group, the Board believes that with the support of Mr. Ng’s extensive experience and knowledge in the business of the Group, vesting the roles of both Chairman and chief executive officer of our Company in Mr. Ng strengthens the solid and consistent leadership and thereby allows for efficient business planning and decision which is in the best interest to our Group. Mr. Ng delegates the role and responsibilities including operations, management, business development and strategy planning of the Group to other Executive Directors. The Board will review the need of appointing suitable candidate to assume the role of chief executive when necessary.

In the opinion of the Board, the Company has complied with the principles and code provisions in the Code as set out in Appendix 14 to the Listing Rules with the exception for code provision C.2.1 as disclosed above for the six months ended 30 September 2023.

RESULTS AND DIVIDEND

The Group’s results for the six months ended 30 September 2023 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 7 to 11.

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2023.

OTHER INFORMATION

SHARE OPTION SCHEME

The Company adopted a share option scheme on 10 March 2016. On 21 November 2017, the Group announced the granting of a total of 32,500,000 share options to selected employees and directors under the Share Option Scheme. The exercise price of the granted options is HK\$0.40 per share. No share options were exercised or forfeited during the six months 30 September 2023.

(A) Purpose of the share option scheme

The purpose of the Share Option Scheme enables our Company to grant Options to the Eligible Persons as incentives or rewards for their contributions to our Group.

(B) Participants

The Board may, at its discretion, invite any Eligible Persons to take up Options.

(C) Total number of shares available for issue under the share option scheme

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 10% of all the Shares in issue as at the Date of Listing (i.e. a total of 100,000,000 Shares representing 10% of the issued share capital of the Company as at the date of this report).

(D) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of options granted to each participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of the Company, in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in general meeting.

OTHER INFORMATION

(E) Term of subscription of shares upon exercise of the options

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant.

(F) Minimum period for which an option must be held before it can be exercised

The Board may in its absolute discretion set a minimum period for which an option must be held before an option can be exercised.

(G) Time of acceptance and the amount payable on acceptance of the option

An offer for the grant of options must be accepted within twenty eight days from the date on which the option is granted. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.

(H) Basis for determination the exercise price

The exercise price for any share under the Share Option Scheme shall be a price determined by the Board and notified to each grantee (in the letter containing the offer of the grant of the option) and shall not be less than the highest of:

- (i) the closing price per Share as stated in the Stock Exchange's daily quotations sheet on the date of grant;
- (ii) the average closing price per Share as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share at the date of grant.

OTHER INFORMATION

(I) The remaining life of the scheme

Approximately 4 years (expiring on 20 November 2027).

On 21 November 2017, the Group announced the granting of a total of 32,500,000 share options to selected employee and directors under the Share Option Scheme. The exercise price of the granted options is HK\$0.40 per share. No share options were exercised or forfeited during the six months ended 30 September 2023.

Details of the share options under the Share Option Scheme during the six months ended 30 September 2023 were as follows:

Name	Date of Grant	Exercisable period	Exercise price of share option	Outstanding as at 1 April 2023	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	Number of Shares subject to outstanding options at 30 September 2023	Approximate percentage of the issued shares of the Company
Ng Choi Wah	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	10,000,000	-	-	-	-	10,000,000	0.99%
Lui Yiu Wing	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	3,000,000	-	-	-	-	3,000,000	0.30%
Lam Ka Fai	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	3,000,000	-	-	-	-	3,000,000	0.30%
Tse Lai Han Henry	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	6,000,000	-	-	-	-	6,000,000	0.59%
Wai Wing Hong Onyx	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	1,000,000	-	-	-	-	1,000,000	0.10%
Tong Hin Sum Paul	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	1,000,000	-	-	-	-	1,000,000	0.10%
Chau Kam Wing Donald	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	1,000,000	-	-	-	-	1,000,000	0.10%
Cheung Yuk Sheung	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	2,500,000	-	-	-	-	2,500,000	0.25%
Other senior management and employees	21 November 2017	21 November 2018 to 20 November 2027	HK\$0.40 per share	5,000,000	-	-	-	-	5,000,000	0.49%

OTHER INFORMATION

AUDIT COMMITTEE

Our audit committee currently consists of all three of our independent non-executive Directors, namely Dr. Wai Wing Hong Onyx, Mr. Tong Hin Sum Paul and Mr. Chau Kam Wing Donald. Mr. Chau Kam Wing Donald who has the appropriate accounting and financial related management expertise, is the chairman of the audit committee.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal control procedures and financial reporting matters including the review of the Group's unaudited interim financial statements for the six months ended 30 September 2023.

By order of the Board
Ching Lee Holdings Limited
Mr. NG Choi Wah
Chairman

Hong Kong, 27 November 2023

As at the date of this report, the executive Directors are Mr. Ng Choi Wah, Mr. Lui Yiu Wing and Mr. Lam Ka Fai, and the independent non-executive Directors are Dr. Wai Wing Hong Onyx, Mr. Tong Hin Sum Paul and Mr. Chau Kam Wing Donald.