

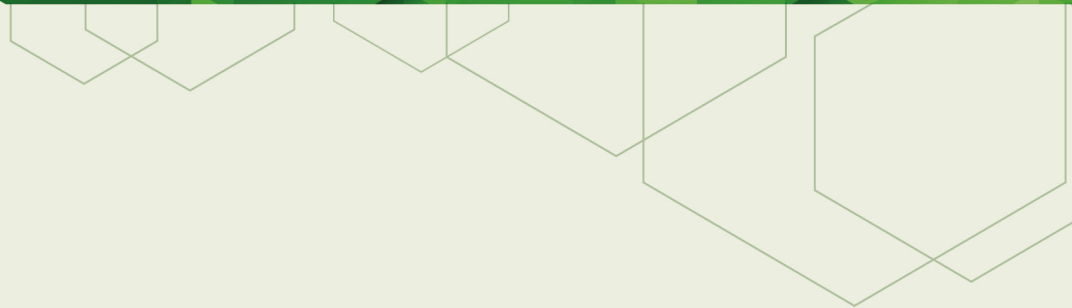


Boltek Holdings Limited
寶燧控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號: 8601



2024 Interim
Report
中期報告

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Boltek 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)GEM的特色

GEM乃為較在聯交所上市的其他公司帶有較高投資風險的中小型公司提供上市市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣的證券承受較大市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所GEM證券上市規則(「GEM上市規則」)的規定提供有關本公司的資料，寶燧控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)的董事(「董事」)願共同及個別對此負全責。董事經作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份，及並無遺漏任何其他事宜致使本報告所載任何聲明或本報告產生誤導。

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Kwan Tar

Mr. Ng Pak Hung

Independent non-executive Directors

Mr. Chan Yu Sum Sam

(resigned on 28 May 2024)

Mr. Chan Kai Kow Macksion

Ms. Chik Wai Chun

Mr. Pang Chun Sing George

(appointed on 16 July 2024)

AUDIT COMMITTEE

Ms. Chik Wai Chun (*Chairlady*)

Mr. Chan Yu Sum Sam

(resigned on 28 May 2024)

Mr. Chan Kai Kow Macksion

Mr. Pang Chun Sing George

(appointed on 16 July 2024)

NOMINATION COMMITTEE

Mr. Cheung Kwan Tar (*Chairman*)

Mr. Chan Yu Sum Sam

(resigned on 28 May 2024)

Mr. Chan Kai Kow Macksion

Mr. Pang Chun Sing George

(appointed on 16 July 2024)

REMUNERATION COMMITTEE

Mr. Chan Yu Sum Sam (*Chairman*)

(resigned on 28 May 2024)

Mr. Pang Chun Sing George (*Chairman*)

(appointed on 16 July 2024)

Mr. Cheung Kwan Tar

Mr. Chan Kai Kow Macksion

COMPLIANCE OFFICER

Mr. Cheung Kwan Tar

COMPANY SECRETARY

Mr. Yu Chun Kit

AUTHORISED REPRESENTATIVE

Mr. Cheung Kwan Tar

Mr. Yu Chun Kit

公司資料

董事會

執行董事

張群達先生

吳柏鴻先生

獨立非執行董事

陳如森先生

(於二零二四年五月二十八日辭任)

陳啟球先生

戚偉珍女士

彭振聲先生

(於二零二四年七月十六日獲委任)

審核委員會

戚偉珍女士 (*主席*)

陳如森先生

(於二零二四年五月二十八日辭任)

陳啟球先生

彭振聲先生

(於二零二四年七月十六日獲委任)

提名委員會

張群達先生 (*主席*)

陳如森先生

(於二零二四年五月二十八日辭任)

陳啟球先生

彭振聲先生

(於二零二四年七月十六日獲委任)

薪酬委員會

陳如森先生 (*主席*)

(於二零二四年五月二十八日辭任)

彭振聲先生 (*主席*)

(於二零二四年七月十六日獲委任)

張群達先生

陳啟球先生

合規主任

張群達先生

公司秘書

余俊傑先生

授權代表

張群達先生

余俊傑先生

AUDITOR

Grant Thornton Hong Kong Limited
11th Floor, Lee Garden Two
28 Yun Ding Road, Causeway Bay
Hong Kong

LEGAL ADVISER

As to Cayman Islands law
Appleby
Suites 4201-03 & 12, 42/F
One Island East, Taikoo Place
18 Westlands Road
Quarry Bay, Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F, Winning Commercial Building
46-48 Hillwood Road
Tsim Sha Tsui, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

核數師

致同(香港)會計師事務所有限公司
香港
銅鑼灣恩平道28號
利園二期11樓

法律顧問

有關開曼群島法律
毅柏律師事務所
香港鰂魚涌
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太古坊港島東中心
42樓4201-03及12室

開曼群島註冊辦事處

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港總部及主要營業地點

香港
九龍尖沙咀
山林道46-48號
運通商業大廈5樓

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Boardroom Share Registrars (HK) Limited
2103B, 21/F, 148 Electric Road
North Point, Hong Kong

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited
Bank of China Tower
1 Garden Road
Hong Kong

COMPANY'S WEBSITE

www.boltekholdings.com

STOCK CODE

8601

香港股份過戶登記分處

寶德隆證券登記有限公司
香港北角
電氣道148號21樓2103B室

主要往來銀行

中國銀行(香港)有限公司
香港
花園道1號
中銀大廈

公司網站

www.boltekholdings.com

股份代號

8601

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

董事會（「董事會」）欣然呈報本集團截至二零二四年六月三十日止六個月（「本期間」）的未經審核簡明綜合業績，連同截至二零二三年六月三十日止六個月的未經審核比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2024

未經審核簡明綜合損益及其他全面收益表

截至二零二四年六月三十日止六個月

		Six months ended 30 June		
		截至六月三十日止六個月		
		2024	2023	
		二零二四年	二零二三年	
Notes		HK\$'000	HK\$'000	
附註		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	3	88,811	79,051
Cost of services	服務成本		(58,968)	(50,172)
Gross profit	毛利		29,843	28,879
Other income	其他收入	3	1,355	2,726
Administrative expenses	行政開支		(17,353)	(16,357)
Finance costs	融資成本		(223)	(63)
Profit before income tax	除所得稅前溢利	5	13,622	15,185
Income tax expenses	所得稅開支	6	(1,560)	(1,985)
Profit and total comprehensive income for the period attributable to equity holders of the Company	本公司權益持有人應佔期內溢利及全面收益總額		12,062	13,200
Earning per share attributable to equity holders of the Company	本公司權益持有人應佔每股盈利			
Basic and diluted	基本及攤薄（每股港仙）			
(HK cents per share)		7	1.51	1.65

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

未經審核簡明綜合財務 狀況表

於二零二四年六月三十日

			As at 30 June 2024 於二零二四年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		9,616	11,536
Deferred tax assets	遞延稅項資產		2,546	2,382
			12,162	13,918
Current assets	流動資產			
Contract assets	合約資產		31,550	29,903
Trade and other receivables	貿易及其他應收款項	9	72,998	74,768
Cash and bank balances	現金及銀行結餘		71,542	67,547
			176,090	172,218
Current liabilities	流動負債			
Contract liabilities	合約負債		320	272
Provisions	撥備		1,793	1,888
Trade and other payables	貿易及其他應付款項	10	8,768	13,733
Lease liabilities	租賃負債		4,402	3,544
Amount due to a director	應付一名董事款項		-	5,163
Tax payable	應付稅項		2,938	1,214
			18,221	25,814
Net current assets	流動資產淨值		157,869	146,404
Total assets less current liabilities	總資產減流動負債		170,031	160,322
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		2,150	4,503
Long service payment obligations	長期服務金承擔		2,722	2,722
			4,872	7,225
Net assets	資產淨值		165,159	153,097
EQUITY	權益			
Share capital	股本	11	8,000	8,000
Reserves	儲備	12	157,159	145,097
Total equity	權益總額		165,159	153,097

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

未經審核簡明綜合權益 變動表

截至二零二四年六月三十日止六個月

		Share Capital 股本 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2024 (Audited)	於二零二四年一月一日 結餘(經審核)	8,000	17,000	64,668	63,429	153,097
Profit and total comprehensive income for the period	期內溢利及全面收益 總額	-	-	-	12,062	12,062
Balance at 30 June 2024 (Unaudited)	於二零二四年六月三十日 結餘(未經審核)	8,000	17,000	64,668	75,491	165,159

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

		Share Capital 股本 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2023 (Audited)	於二零二三年一月一日 結餘(經審核)	8,000	17,000	64,668	101,686	191,354
Profit and total comprehensive income for the period	期內溢利及全面收益 總額	-	-	-	13,200	13,200
Balance at 30 June 2023 (Unaudited)	於二零二三年六月三十日 結餘(未經審核)	8,000	17,000	64,668	114,886	204,554

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金 流量表

		Six months ended 30 June	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Net cash generated from/(used in) operating activities	經營活動所得／(所用)現金淨額	6,201	(7,227)
Net cash (used in)/generated from investing activities	投資活動(所用)／所得現金淨額	(405)	57,311
Net cash used in financing activities	融資活動所用現金淨額	(1,801)	(2,088)
Increase in cash and cash equivalents	現金及現金等價物增加	3,995	47,996
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	67,547	79,169
Cash and cash equivalents at end of the period	期末現金及現金等價物	71,542	127,165

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

未經審核簡明綜合財務報表 附註

截至二零二四年六月三十日止六個月

1. CORPORATE INFORMATION

Boltek Holdings Limited was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 18 April 2018. The Company's shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 13 September 2018. The addresses of its registered office and principal place of business is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and 5/F, Winning Commercial Building, 46-48 Hillwood Road, Tsim Sha Tsui, Kowloon, Hong Kong, respectively.

The Company, which is an investment holding company, and its subsidiaries (collectively referred as the "Group") are principally engaged in provision of engineering design, landscape architecture and consultancy services in Hong Kong and investment holding.

The Company's immediate and ultimate holding company is Waywin Investment Holding Limited ("Waywin Investment"), a company incorporated in the British Virgin Islands (the "BVI"). The ultimate controlling shareholder of the Group is Mr. Cheung Kwan Tar ("Controlling Shareholder").

The unaudited consolidated financial statements for the six months ended 30 June 2024 were approved for issue by the board of directors on 9 August 2024.

1. 公司資料

寶燧控股有限公司於二零一八年四月十八日在開曼群島根據開曼群島公司法註冊成立為獲豁免有限公司。本公司股份於二零一八年九月十三日在香港聯合交易所有限公司（「聯交所」）的GEM上市。其註冊辦事處及主要營業地點分別為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands及香港九龍尖沙咀山林道46-48號運通商業大廈5樓。

本公司為一家投資控股公司，連同其附屬公司（統稱「本集團」）主要從事於香港提供工程設計、景觀建築及顧問服務及投資控股。

本公司的直接及最終控股公司為燊榮投資控股有限公司（「燊榮投資」）。該公司為一家於英屬處女群島（「英屬處女群島」）註冊成立的公司。本集團的最終控股股東為張群達先生（「控股股東」）。

截至二零二四年六月三十日止六個月的未經審核綜合財務報表已於二零二四年八月九日獲董事會批准刊發。

2. BASIS OF PREPARATION AND REORGANISATION

These unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the accounting principles generally accepted in Hong Kong.

The unaudited condensed consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance (“CO”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“GEM Listing Rules”).

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$” or “HKD”), which is also the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousands (“HK\$’000”), except where otherwise indicated.

The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial information for the year ended 31 December 2023 as set out in the annual report of the Company dated 28 March 2024 (“Annual Report”) and the unaudited consolidated financial information for the period ended 30 June 2023 as set out in the interim report of the Company dated 11 August 2023.

2. 編製基準及重組

該等未經審核簡明綜合財務報表乃根據香港財務報告準則（「香港財務報告準則」）編製，其統稱包括香港會計師公會（「香港會計師公會」）頒佈的所有適用的個別香港財務報告準則、香港會計準則及詮釋以及香港公認會計原則。

未經審核簡明綜合財務報表亦符合香港公司條例（「公司條例」）的適用披露規定及聯交所GEM證券上市規則（「GEM上市規則」）的適用披露規定。

未經審核簡明綜合財務報表乃以港元（「港元」）呈列，該貨幣亦為本公司及其附屬公司的功能貨幣，除非另有指明，所有金額均約整至最接近之千元（「千港元」）。

未經審核簡明綜合財務報表應與本公司日期為二零二四年三月二十八日的年報（「年報」）所載截至二零二三年十二月三十一日止年度的經審核綜合財務資料及本公司日期為二零二三年八月十一日的中報所載截至二零二三年六月三十日止期間的未經審核綜合財務資料一併閱讀。

2. BASIS OF PREPARATION AND REORGANISATION (CONTINUED)

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates.

Except as described below, the accounting policies used in the financial highlights for the six months ended 30 June 2024 are the same as those followed in the preparation of the Annual Report.

2. 編製基準及重組(續)

務請注意，於編製綜合財務報表時已採用會計估計及假設。儘管該等估計乃基於管理層對目前事件及行動的最佳瞭解及判斷，實際結果或最終有別於該等估計。

除下文所述外，截至二零二四年六月三十日止六個月之財務概要所應用之會計政策與編製年報所採納者完全一致。

3. REVENUE AND OTHER INCOME

3.1 Revenue

The Group's principal activities are disclosed in Note 1 of the unaudited condensed consolidated financial statements. Revenue is recognised over time and is disaggregated by nature of engineering design, landscape architecture and consultancy services as follows:

		Six months ended 30 June	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Civil engineering	土木工程		
– Road & structural engineering	– 道路及結構工程	56,396	52,999
– Geotechnical engineering	– 岩土工程	5,929	5,856
– Others	– 其他	7,187	5,659
		69,512	64,514
Traffic engineering	交通工程	12,390	11,528
Building engineering	樓宇工程	3,015	2,763
Landscape architecture	景觀建築	2,887	–
Other ancillary services	其他配套服務	1,007	246
		88,811	79,051

Under the contracts with customers, each engineering design, landscape architecture and consultancy service contract relates to facts and circumstances that are specific to each customer. Contract terms provide the Group with an enforceable right to payment, for its performance completed to date, of its costs incurred plus a reasonable margin.

3. 收益及其他收入

3.1 收益

本集團主要業務於未經審核簡明綜合財務報表附註1披露。收益於一段時間內確認及按照工程設計、景觀建築及顧問服務的性質分類如下：

		Six months ended 30 June	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)

根據與客戶的合約，各工程設計、景觀建築及顧問服務合約與對每名客戶而言屬特殊的事實及情況有關。合約條款為本集團提供一項可執行權利，以就其迄今已完成的履約獲得其已產生費用加合理溢利率的付款。

3. REVENUE AND OTHER INCOME (CONTINUED)

3.1 Revenue (continued)

Remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at 30 June 2024.

		At 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Remaining performance obligations expected to be satisfied during the year ending	預期將於截至以下日期止年度清償的剩餘履約責任	
30 June 2024	二零二四年六月三十日	189,005
30 June 2025	二零二五年六月三十日	70,164
After 30 June 2025	二零二五年六月三十日後	37,450
		296,619

3.2 Other income

3.2 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	681	2,130
Government subsidies (note)	政府補貼(附註)	674	596
		1,355	2,726

3. REVENUE AND OTHER INCOME (CONTINUED)

3.2 Other income (continued)

Note: Subsidies have been received from the Hong Kong Vocational Training Council and the Construction Industry Council, institutions established by the Hong Kong Government (the "HKSAR Government"), for providing on-the-job training for graduate engineers and trainees, respectively. There were no unfulfilled conditions or contingencies relating to these subsidies.

4. SEGMENT INFORMATION

Segment information

The chief operating decision maker has been identified as the executive directors of the Company. The executive directors regard the Group's business of provision of engineering design, landscape architecture and consultancy services as a single operating segment and reviews the overall results of the Group as a whole to make decision about resources allocation performance assessment. Accordingly, no segment analysis information is presented.

Geographical information

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are principally attributable to a single geographical region, which is Hong Kong.

3. 收益及其他收入(續)

3.2 其他收入(續)

附註：自香港職業訓練局及建造業議會獲得補貼。該等機構乃香港政府（「香港特區政府」）為分別向見習工程師及實習生提供在職培訓而設立。概無有關該等補貼的未達成條件或或然事項。

4. 分部資料

分部資料

主要經營決策者被認為為本公司執行董事。執行董事將本集團提供工程設計、景觀建築及顧問服務的業務視為單一經營分部，並審閱本集團整體之業績，以就資源分配表現評估作出決策。因此，並無呈列分部分析資料。

地理資料

由於本集團的收益及非流動資產主要屬於單一地理區域（香港），故並無呈列按地理分部劃分的分部資料獨立分析。

5. PROFIT BEFORE INCOME TAX

5. 除所得稅前溢利

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit before income tax is stated after charging:	除所得稅前溢利經扣除以下各項後得出：		
(a) Staff costs (including directors' emoluments) (Note (i))	(a) 員工成本(包括董事酬金)(附註(i))		
– Salaries, wages, bonus and other benefits	– 薪金、工資、花紅及其他福利	54,469	45,716
– Contributions to defined contribution retirement plans	– 向界定供款退休計劃供款	1,500	1,217
		55,969	46,933
(b) Other items	(b) 其他項目		
Depreciation (included in administrative expenses)	折舊(計入行政開支)		
– Owned assets	– 自有資產	892	806
– Right of use asset	– 使用權資產	2,001	1,957
Subconsultancy fees (included in cost of services)	分包顧問費(計入服務成本)	7,232	4,468
Auditor's remuneration	核數師酬金	400	449
Operating lease charges in respect of leased premises	有關租賃物業的經營租賃開支	1,157	192

Note:

(i) Staff costs (including directors' emoluments)

附註：

(i) 員工成本(包括董事酬金)

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of services	服務成本	50,372	41,769
Administrative expenses	行政開支	5,597	5,164
		55,969	46,933

6. INCOME TAX EXPENSE

6. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax – Hong Kong Profits Tax	當期稅項－香港利得稅	1,724	2,013
Deferred income tax	遞延所得稅	(164)	(28)
		1,560	1,985

The provision for Hong Kong Profits Tax for the six month ended 30 June 2024 is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the Period, except for Mannings (Asia) Consultants Limited (“Mannings”), a subsidiary of the Group, which is a qualifying corporation under the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying entities are taxed at 8.25%, and the profits above HK\$2 million are taxed at 16.5%.

除本集團一間附屬公司萬利仕(亞洲)顧問有限公司(「萬利仕」)(為合資格公司)以利得稅兩級制計算外,截至二零二四年六月三十日止六個月香港利得稅撥備按本期間估計應課稅溢利16.5%(二零二二年:16.5%)計算。根據利得稅兩級制,合資格實體按8.25%之稅率就溢利首2百萬港元繳納稅項,並按16.5%之稅率繳納2百萬港元以上溢利之稅項。

7. EARNING PER SHARE

The calculation of basic earning per share attributable to equity holders of the Company is based on the following:

7. 每股盈利

本公司權益持有人應佔每股基本盈利乃根據以下各項計算：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
Earning	盈利		
Profit for the period attributable to equity holders of the Company	本公司權益持有人應佔期內溢利	12,062	13,200
Number of shares	股份數目		
Number of ordinary shares (in thousands)	普通股數目(千股)	800,000	800,000
		HK Cents 港仙	HK Cents 港仙
Basic earnings per share	每股基本盈利	1.51	1.65

7. EARNING PER SHARE (CONTINUED)

There were no dilutive potential ordinary shares during the six months ended 30 June 2024 and 2023 and therefore, diluted earning per share equals to basic earning per share.

Diluted earnings per share

The Group has no potentially dilutive ordinary shares in issue during the six months ended 30 June 2024 and 2023. Diluted earnings per share for the six months ended 30 June 2024 and 2023 were the same as the basic earnings per share.

8. DIVIDEND

At a meeting held on 9 August 2024, the Board of Directors of the Company declared 2024 interim dividend of HK\$0.05625 per ordinary share to the shareholders totaling HK\$45 million (for the six months ended 30 June 2023: HK\$65 million).

7. 每股盈利(續)

於截至二零二四年及二零二三年六月三十日止六個月概無潛在攤薄普通股，因此，每股攤薄盈利等於每股基本盈利。

每股攤薄盈利

截至二零二四年及二零二三年六月三十日止六個月，本集團並無已發行潛在攤薄普通股。截至二零二四年及二零二三年六月三十日止六個月，每股攤薄盈利與每股基本盈利相同。

8. 股息

本公司董事會於二零二四年八月九日舉行的會議上向股東宣派二零二四年中期股息每股普通股0.05625港元，總額為45百萬港元(截至二零二三年六月三十日止六個月：65百萬港元)。

9. TRADE AND OTHER RECEIVABLES

9. 貿易及其他應收款項

		As at 30 June 2024 於二零二四年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	60,130	61,827
Less: ECL allowance	減：預期信貸虧損撥備	(2,221)	(2,221)
		57,909	59,606
Other receivables	其他應收款項	13,204	13,205
Prepayments	預付款項	1,530	1,517
Utility and other deposits	公用事業及其他按金	355	440
		72,998	74,768

The directors of the Group consider that the fair values of trade and other receivables are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

Trade receivables

The Group usually provide customers with a credit term of 0 to 60 days. For the settlement of trade receivables from provision of engineering consultancy services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgment and experience of the management.

本集團董事認為，由於貿易及其他應收款項的結餘於產生初期的到期期限較短，故其公平值與其賬面值並無重大差異。

貿易應收款項

本集團通常向客戶提供0至60日的信貸期。就結算提供工程顧問服務的貿易應收款項而言，本集團通常就每筆付款的年期與客戶達成協議，計及(其中包括)客戶的信貸記錄、其流動資金狀況及本集團營運資金需求(按個別情況而有所不同)等因素，並須依靠管理層的判斷及經驗。

9. TRADE AND OTHER RECEIVABLES (CONTINUED)

Based on the invoice dates, the ageing analysis of the trade receivables was as follows:

		As at 30 June 2024 於二零二四年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	13,771	17,839
31-60 days	31至60日	9,430	13,180
61-90 days	61至90日	6,571	6,007
91-365 days	91至365日	17,876	15,454
Over 365 days	超過365日	10,261	7,126
		57,909	59,606

Other receivables

Other receivables represent resident site staff salary and medical insurance paid as well as secondment staff salaries, which have been fully reimbursed from HKSAR Government authorities subsequently. In respect of projects awarded by the HKSAR Government, it is required to recruit resident site staff to perform site supervision and maintain proper records of site activities. Pursuant to the contract terms, the actual expenditure paid to those employed resident site staff are entitled to be reimbursed by HKSAR Government on a monthly basis.

9. 貿易及其他應收款項(續)

根據發票日期，貿易應收款項的賬齡分析如下：

		As at 30 June 2024 於二零二四年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	13,771	17,839
31-60 days	31至60日	9,430	13,180
61-90 days	61至90日	6,571	6,007
91-365 days	91至365日	17,876	15,454
Over 365 days	超過365日	10,261	7,126
		57,909	59,606

其他應收款項

其他應收款項指已付駐地盤員工薪金及醫療保險以及調派員工工資，其後已獲香港特區政府機構悉數補償。就香港特區政府授予我們的項目而言，我們可能須招聘駐地盤員工進行地盤監督及維持適當的地盤活動記錄。根據合約條款，支付予我們僱用的駐地盤員工的實際開支可由香港特區政府每月補償。

10. TRADE AND OTHER PAYABLES

10. 貿易及其他應付款項

		As at 30 June 2024 於二零二四年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables (note (a))	貿易應付款項 (附註(a))	1,025	2,922
Accruals and other payables	應計費用及其他應付款項	7,743	10,811
		8,768	13,733

Notes:

- (a) The Group is usually granted by suppliers with a credit term of 0 to 30 days.

The ageing analysis of trade payables based on the invoice dates is as follows:

附註：

- (a) 供應商授予本集團的信貸期限一般為0至30日。

貿易應付款項按發票日期的賬齡分析如下：

		As at 30 June 2024 於二零二四年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	200	2,202
31-60 days	31至60日	342	97
61-90 days	61至90日	-	-
91-365 days	91至365日	-	190
Over 365 days	超過365日	483	433
		1,025	2,922

- (b) All amounts are short-term and hence, the carrying values of the Group's trade payables and accruals and other payables are considered to be a reasonable approximation of fair value.

- (b) 所有款項均為短期，因此，本集團貿易應付款項及應計費用以及其他應付款項的賬面值被視為公平值的合理近似值。

11. SHARE CAPITAL

11. 股本

		Number of shares 股份數目	HK\$'000 千港元
Authorised:	法定：		
Ordinary share of HK\$0.01	每股面值0.01港元的普通股		
As at 1 January 2023,	於二零二三年一月一日、		
31 December 2023,	二零二三年十二月三十一日、		
1 January 2024 and	二零二四年一月一日及		
30 June 2024	二零二四年六月三十日	1,500,000,000	15,000
Issued and fully paid:	已發行及繳足：		
As at 1 January 2023,	於二零二三年一月一日、		
31 December 2023,	二零二三年十二月三十一日、		
1 January 2024 and	二零二四年一月一日及		
30 June 2024	二零二四年六月三十日	800,000	8,000

12. RESERVES

The amounts of the Group's reserves and the movements during the periods are presented in the condensed consolidated statement of changes in equity of the condensed consolidated financial statements.

(a) Capital reserve

Capital reserve of the Group as at 30 June 2024 and 2023 represents the difference between the nominal value of the share capital of subsidiaries acquired by the Group and the nominal value of the Company's shares issued for the acquisition under the, reorganisation when the Company's share were listed on GEM of the Stock Exchange (the "Reorganisation").

12. 儲備

本集團於期內的儲備金額及變動乃於簡明綜合財務報表的簡明綜合權益變動表呈列。

(a) 資本儲備

本集團於二零二四年及二零二三年六月三十日的資本儲備指本集團所收購附屬公司的股本面值與根據本公司股份在聯交所GEM上市時進行的重組(「重組」)進行收購所發行本公司股份的面值之間的差額。

12. RESERVES (CONTINUED)

(b) Share premium

The share premium includes the difference between the par value of the shares of the Company and net proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

12. 儲備 (續)

(b) 股份溢價

股份溢價包括本公司股份面值與自發行本公司股份收取的所得款項淨額之間的差額。

根據開曼群島公司法，本公司的股份溢價賬可用於向股東支付分派或股息，惟緊隨建議支付分派或股息日期後，本公司能夠於日常業務過程中償付到期債務。

MANAGEMENT DISCUSSION AND ANALYSIS

DEVELOPMENT OF BUSINESS AND PROSPECTS

The Group is an engineering consultant in Hong Kong with a focus on the field of infrastructure developments.

For the six months ended 30 June 2024, the Group recorded a net profit of approximately HK\$12.1 million as compared to a net profit of approximately HK\$13.2 million for the same period in 2023. In view of the fact that there has been an increasing number of project quotation invitations received by the Group from potential and current customers, the Directors are cautiously optimistic about the Group's business outlook.

OUTLOOK

The Group always strives to improve our operation efficiency and profitability of our business. The Group will also proactively seek opportunities to expand our customer base and our market share and undertake more projects which will enhance value to our shareholders.

FINANCIAL REVIEW

Revenue

Our revenue increased to approximately HK\$88.8 million for the Period by approximately HK\$9.8 million or 12.3%, from approximately HK\$79.1 million for the six months ended 30 June 2023. This was principally due to an increase in project awarded during the Period.

管理層討論及分析

業務發展及前景

本集團為專注基礎設施發展領域的香港工程顧問。

截至二零二四年六月三十日止六個月，本集團錄得純利約12.1百萬港元，而二零二三年同期錄得純利約13.2百萬港元。鑒於本集團自潛在及現有客戶接獲的項目報價邀請數目日益增加，董事對本集團的業務前景謹慎樂觀。

前景

本集團一直致力於提高業務營運效率及盈利能力。本集團亦將積極尋求機會以擴大客戶群及市場份額，承接更多項目以提升股東價值。

財務回顧

收益

我們的收益自截至二零二三年六月三十日止六個月約79.1百萬港元增加約9.8百萬港元或12.3%至本期間約88.8百萬港元。此乃主要由於本期間獲授項目增加所致。

Direct costs

Our direct costs increased to at approximately HK\$59.0 million for the Period by approximately HK\$8.8 million or 17.5% from approximately HK\$50.2 million for the six months ended 30 June 2023. The increase is mainly due to the increase in direct labour costs.

Gross profit

Our gross profit increased to at approximately HK\$29.8 million for the Period by approximately HK\$1.0 million or 3.3%, from approximately HK\$28.9 million for the six months ended 30 June 2023. The increase was substantially due to the increase in number of technical staff, which enhanced the productivity of the Group.

Other income and other gain

Other income and other gain decreased by approximately HK\$1.4 million or 50.3% from approximately HK\$2.7 million for the six months ended 30 June 2023 to approximately HK\$1.4 million for the Period. The decrease was mainly due to decrease in the bank interest income earned on time deposit, which amounted to approximately HK\$0.7 million for the Period and approximately HK\$2.1 million for the six months ended 30 June 2023.

Administrative expenses

Our administrative expenses increased to approximately HK\$17.4 million for the Period, by approximately HK\$1.0 million or 6.1%, from approximately HK\$16.4 million for the six months ended 30 June 2023. The increase was mainly due to the Group has acquired Team 73 HK Limited on 11 August 2023, a landscape architecture company incorporated in Hong Kong with limited liabilities.

Income tax expense

Income tax expense decreased by approximately HK\$0.4 million or 21.4% from approximately HK\$2.0 million for the six months ended 30 June 2023 to approximately HK\$1.6 million for the Period, the decrease was mainly due to the decrease in taxable profit for the Period.

直接成本

我們的直接成本自截至二零二三年六月三十日止六個月約50.2百萬港元增加約8.8百萬港元或17.5%至本期間約59.0百萬港元。該增加乃主要由於直接勞工成本的增加。

毛利

我們的毛利自截至二零二三年六月三十日止六個月約28.9百萬港元增加約1.0百萬港元或3.3%至本期間約29.8百萬港元。該增加乃主要由於技術人員數目的增加，其提高了本集團的生產力。

其他收入及其他收益

其他收入及其他收益由截至二零二三年六月三十日止六個月約2.7百萬港元減少約1.4百萬港元或50.3%至本期間約1.4百萬港元。該減少乃主要由於定期存款賺取的銀行利息收入減少，於本期間約為0.7百萬港元及截至二零二三年六月三十日止六個月約為2.1百萬港元。

行政開支

行政開支由截至二零二三年六月三十日止六個月約16.4百萬港元增加約1.0百萬港元或6.1%至本期間約17.4百萬港元。該增加乃主要由於本集團於二零二三年八月十一日收購地利環境顧問有限公司(於香港註冊成立的有限責任景觀建築公司)。

所得稅開支

所得稅開支由截至二零二三年六月三十日止六個月約2.0百萬港元減少約0.4百萬港元或21.4%至本期間約1.6百萬港元，該減少乃主要由於本期間應課稅溢利減少所致。

Dividend

The Board has resolved to declare an interim dividend of HK0.05625 per ordinary share for the Period (the “Interim Dividend”), payable in cash on or about Monday, 30 September 2024 to the shareholders of the Company (the “Shareholders”) whose names appear on the register of members of the Company (the “Register of Members”) on Wednesday, 28 August 2024.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders' entitlement to the Interim Dividend, the Register of Members will be closed from Monday, 26 August 2024 to Wednesday, 28 August 2024, both days inclusive, during which period no transfer of the Company's shares shall be registered. In order to qualify for the Interim Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on Friday, 23 August 2024.

LIQUIDITY AND FINANCIAL RESOURCES

The Group financed its operations primarily through cash generated from its operating activities.

Cash and cash equivalents and time deposits

As at 30 June 2024, the Group's cash and bank balances amounted to approximately HK\$71.5 million (For the year ended 31 December 2023: HK\$67.5 million).

股息

董事會已決議宣派本期間每股普通股0.05625港元之中期股息（「中期股息」），股息將於二零二四年九月三十日（星期一）或前後以現金方式向於二零二四年八月二十八日（星期三）名列本公司股東名冊（「股東名冊」）之本公司股東（「股東」）支付。

暫停辦理股份過戶登記手續

為確定股東收取中期股息之資格，本公司將於二零二四年八月二十六日（星期一）至二零二四年八月二十八日（星期三）止（首尾兩日包括在內）暫停辦理股份過戶登記手續，期間不會辦理本公司股份過戶登記手續。為享有中期股息，股東最遲須於二零二四年八月二十三日（星期五）下午四時三十分前，將所有填妥過戶表格連同有關股票送達本公司的香港股份過戶登記分處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室以辦理登記手續。

流動資金及財務資源

本集團主要透過經營活動所得現金為我們的營運撥付資金。

現金及現金等價物以及定期存款

於二零二四年六月三十日，本集團的現金及銀行結餘約為71.5百萬港元（截至二零二三年十二月三十一日止年度：67.5百萬港元）。

Net current assets

As at 30 June 2024, the Group had net current assets of approximately HK\$157.9 million (For the year ended 31 December 2023: HK\$146.4 million).

Total equity

The equity of the Group mainly comprises share capital, share premium and reserves. As at 30 June 2024, the Group's total equity attributable to owners of the Company amounted to approximately HK\$165.2 million (For the year ended 31 December 2023: HK\$153.1 million).

CAPITAL STRUCTURE

There has been no change in the capital structure of the Group during the Period and up to the date of this report.

TREASURY POLICY

The Group has adopted a conservative approach towards its treasury policies and thus maintained a healthy liquidity position during the 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.

CONTINGENT LIABILITIES

As at 30 June 2024, the Group did not have any contingent liabilities (For the year ended 31 December 2023: nil).

流動資產淨值

於二零二四年六月三十日，本集團的流動資產淨值約為157.9百萬港元（截至二零二三年十二月三十一日止年度：146.4百萬港元）。

權益總額

本集團的權益主要包括股本、股份溢價及儲備。於二零二四年六月三十日，本公司擁有人應佔本集團的權益總額約為165.2百萬港元（截至二零二三年十二月三十一日止年度：153.1百萬港元）。

資本架構

於本期間及直至本報告日期，本集團的資本架構並無發生變動。

庫務政策

本集團採納審慎的庫務政策，因此於本期間維持良好的流動資金狀況。本集團致力透過對其客戶進行持續信貸評估及財務現狀評估以減少信貸風險。為管理流動資金風險，董事會密切監管本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可滿足其不時的資金需求。

或然負債

於二零二四年六月三十日，本集團並無任何或然負債（截至二零二三年十二月三十一日止年度：無）。

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2024, including the Directors, the Group had a total of 446 employees (For the year ended 31 December 2023: 455).

The Group recognises employees as valuable assets and the Group's success is underpinned by its employees. In line with the Group's human resource policies, the Group is committed to providing attractive remuneration packages, and a fair and harmonious working environment to safeguard the legitimate rights and interests of employees. The Group regularly reviews the human resource policies which outline the Group's compensation, working hours, rest periods and other benefits and welfare, to ensure compliance with laws and regulations. We always place emphasis on attracting qualified applicants by offering competitive remuneration packages. These packages are reviewed based on employees' performance and reference to prevailing market conditions, and are adjusted in a timely manner to keep them in line with market benchmarking. In addition, the Company has conditionally adopted a share option scheme on 20 August 2018 so as to motivate, attract and retain the right employees.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Except on disclosed herein, the Group did not have any significant investments during the six months ended 30 June 2024 and did not have any material acquisition and disposal of subsidiary, associates or joint ventures during the Period.

僱員及薪酬政策

於二零二四年六月三十日，包括董事，本集團共有446名僱員（截至二零二三年十二月三十一日止年度：455名）。

本集團視僱員為寶貴資產，且本集團的成功乃由其僱員提供支持而獲得鞏固。與本集團的人力資源政策一致，本集團致力於提供具吸引力的薪酬待遇及公平和諧的工作環境，以保障僱員的合法權利及權益。本集團定期審閱人力資源政策（概述本集團的補償、工時、休息期以及其他利益及福利），以確保符合法律及法規。我們時常著重透過提供具競爭力的薪酬待遇吸納合資格人選。該等待遇乃根據僱員表現及參考現行市況進行審閱，並及時作出調整以令其符合市場標桿。此外，本公司於二零一八年八月二十日有條件採納購股權計劃以激勵、吸引及挽留優秀僱員。

對附屬公司、聯營公司及合營企業進行的重大投資、重大收購或出售

除本報告所披露者外，本集團於截至二零二四年六月三十日止六個月並無作出任何重大投資，且於本期間並無對附屬公司、聯營公司或合營企業進行任何重大收購及出售。

CAPITAL RISK MANAGEMENT AND FINANCIAL RISK MANAGEMENT

Capital management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital.

Gearing ratio

Gearing ratio is calculated as total borrowings (including payables incurred not in the ordinary course of business) divided by the total equity as at the respective reporting dates. As at 30 June 2024 the Group's gearing ratio was nil (For the year ended 31 December 2023: nil).

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or has any other conflict of interests with the Group as required to be disclosed pursuant to Rule 11.04 of the GEM Listing Rules during the Period.

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 Period.

資本風險管理及財務風險管理

資本管理

本集團對其資本進行管理以確保其能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。

本集團管理層不時對資本架構進行審閱。作為審閱的一部分，管理層考慮資本成本及與各類別資本有關的風險。

資產負債比率

資產負債比率乃按各報告日期的借款總額（包括並非於日常業務過程中產生的應付款項）除以權益總額計算。於二零二四年六月三十日，本集團的資產負債比率為零（截至二零二三年十二月三十一日止年度：零）。

競爭及利益衝突

於本期間，董事、本公司控股股東或彼等各自任何緊密聯繫人（定義見GEM上市規則）概無進行與本集團業務直接或間接構成競爭或可能構成競爭的任何業務，或與本集團產生根據GEM上市規則第11.04條須予披露之任何其他利益衝突。

購買、出售或贖回本公司的上市證券

於本期間，本公司及其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

DISCLOSURE OBLIGATION PURSUANT TO THE GEM LISTING RULES

The Company does not have any other disclosure obligations under Rules 17.22, 17.23 and 17.24 of the GEM Listing Rules.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, THE UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2024, the interests and short positions of the Directors and chief executive 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 the 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 required, pursuant to the required standard of dealings as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in ordinary shares of the Company

Name of Director	Nature of interest	Number of the shares held/ interested 所持/擁有權益 的股份數目	Percentage of shareholding 股權百分比
Cheung Kwan Tar 張群達	Interest in a controlled corporation (Note) 於受控法團的權益(附註)	541,200,000	67.65%
Ng Pak Hung 吳柏鴻	Beneficial owner 實益擁有人	3,960,000	0.30%

Note: These shares were held by Waywin Investment Holding Limited ("Waywin"), a controlled corporation of Mr. Cheung Kwan Tar.

GEM上市規則項下的披露責任

本公司並無任何其他須根據GEM上市規則第17.22、17.23及17.24條作出披露的責任。

權益披露及其他資料

董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉

於二零二四年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的有關條文被當作或被視為擁有的權益或淡倉)，或記錄於本公司根據證券及期貨條例第352條須備存的登記冊的權益及淡倉，或根據GEM上市規則第5.46條所指的交易必守標準須知會本公司及聯交所的權益及淡倉如下：

於本公司普通股的好倉

附註：該等股份由張群達先生的受控法團煒榮投資控股有限公司(「煒榮」)持有。

Long positions in ordinary shares of associated corporation – Waywin

於相聯法團－焯榮普通股的好倉

Name of Director	Nature of interest	Number of shares held/ interested 所持／擁有權益 的股份數目	Percentage of shareholding 股權百分比
董事姓名	權益性質		
Cheung Kwan Tar 張群達	Beneficial owner 實益擁有人	1	100%

Saved as disclosed above, as at 30 June 2024, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO.

除上文所披露者外，於二零二四年六月三十日，概無董事或本公司的主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中擁有記錄於本公司根據證券及期貨條例第352條須備存的登記冊的任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES, AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2024, the following parties (other than the Directors or the chief executive of the Company) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in ordinary shares of the Company

Name of substantial shareholder	Nature of interest	Number of shares held/ interested 所持／擁有權益 的股份數目	Percentage of shareholding 股權百分比
Cheung Kwan Tar 張群達	Interest in a controlled corporation (Note 1) 於受控法團的權益(附註1)	541,200,000	67.65%
Chiu Chui Ping 趙翠萍	Interest of spouse (Note 2) 配偶權益(附註2)	541,200,000	67.65%
Waywin Investment Holding Limited 煒燁投資控股有限公司	Beneficial owner 實益擁有人	541,200,000	67.65%
Cheng Chi Heng 鄭志恆	Beneficial owner 實益擁有人	58,800,000	7.35%

Notes:

- These shares were held by Waywin, a controlled corporation of Mr. Cheung Kwan Tar.
- Ms. Chiu Chui Ping was deemed to be interested in 541,200,000 shares of the Company through the interest of her spouse, Mr. Cheung Kwan Tar.

Save as disclosed above, as at 30 June 2024, the Company is not aware of any other person (other than the Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

主要股東權益及其他人士於本公司股份及相關股份的權益及淡倉

於二零二四年六月三十日，以下人士(董事或本公司主要行政人員除外)於本公司股份中擁有記錄於本公司根據證券及期貨條例第336條須備存的登記冊的5%或以上的權益：

於本公司普通股的好倉

附註：

- 該等股份由張群達先生的受控法團煒燁持有。
- 趙翠萍女士被視為透過其配偶張群達先生的權益而於本公司541,200,000股股份中擁有權益。

除上文所披露者外，於二零二四年六月三十日，本公司並不知悉任何其他人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須備存的登記冊的權益或淡倉。

CORPORATE GOVERNANCE PRACTICE

The Company recognises the importance of corporate transparency and accountability. The Company is committed to achieving and maintaining a high standard of corporate governance, as our Board believes that good and effective corporate governance practices are key to obtaining and maintaining the trust of the shareholders of the Company and other stakeholders, and are essential for encouraging accountability and transparency so as to sustain the success of the Group and to create long-term value for the shareholders of the Company.

The Company's corporate governance practices are based on the Corporate Governance Code (the "CG Code") contained in part 2 of Appendix C1 of the GEM Listing Rules.

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. However, the Board believes that with the support of the management, vesting the roles of both chairman of the Board and chief executive officer on Mr. Cheung Kwan Tar can facilitate the execution of the Group's business strategies and provide a strong and consistent leadership to improve the Company's efficiency in decision-making. The Board considers that appointment of Mr. Cheung Kwan Tar as the chairman of the Board and the chief executive officer of the Company will not impair the balance of power as all major decisions are made in consultation with members of the Board. In addition, under the supervision by the Board which currently consist of two executive Directors and three independent non-executive Directors, the interests of the Shareholders will be adequately and fairly represented. Therefore, the Board considers the deviation from the code provision C.2.1 of the CG Code is appropriate under such circumstances. As such, the roles of chairman and chief executive officer of the Group were not separated in accordance with code provision C.2.1 of the CG Code.

企業管治常規

本公司明白企業透明度及問責制的重要性。本公司致力於達致及維持高水平的企業管治，此乃由於董事會認為，良好有效的企業管治常規對取得及維持本公司股東及其他利益相關者的信任尤其關鍵，並且是鼓勵問責性及透明度的重要元素，以維持持續本集團的成功及為本公司股東創造長遠價值。

本公司的企業管治常規乃基於GEM上市規則附錄C1第二部分所載的企業管治守則（「企業管治守則」）。

根據企業管治守則的守則條文第C.2.1條，主席與行政總裁職位應有區分，不應由同一人擔任。然而，董事會相信，在管理層的支持下，由張群達先生同時兼任董事會主席及行政總裁可以促進本集團業務策略的執行並帶來強大而貫徹的領導，從而提高本公司的決策效率。董事會認為，由於所有重大決定乃經諮詢董事會成員後作出，委任張群達先生為本公司董事會主席及行政總裁將無損權力平衡。此外，董事會目前由兩名執行董事及三名獨立非執行董事組成，透過發揮其監督作用將充分及公平彰顯股東的權益。因此，董事會認為，於該情況下偏離企業管治守則的守則條文第C.2.1條乃屬適當。因此，本集團主席與行政總裁之角色未有根據企業管治守則的守則條文第C.2.1條予以區分。

The Board will periodically review the effectiveness of this arrangement and consider separating the roles of chairman of the Board and chief executive officer of the Company when it thinks appropriate, for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

To the best knowledge of the Board, save for code provision C.2.1 of the CG Code, the Company has complied with the CG Code during the Period and up to the date of this report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding directors' securities transactions by Directors in respect of the shares of the Company (the "Code of Conduct"). After specific enquires by the Company, all Directors have confirmed that they have fully complied with the required standard of dealings and the Code of Conduct regarding directors' securities transactions throughout the Period and up to the date of this report.

SHARE OPTION SCHEME

The Company has adopted the share option scheme (the "Share Option Scheme") on 20 August 2018 and revised on 30 December 2022. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. No share option has been granted under the Share Option Scheme since its adoption.

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include, among others, (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor; (b) reviewing our financial statements, our periodic reports and accounts and significant financial reporting judgements contained therein; and (c) reviewing our financial controls, internal control and risk management systems. As at the date of this report, the Audit Committee comprises of three independent non-executive Directors, namely Ms. Chik Wai Chun, Mr. Pang Chun Sing George and Mr. Chan Kai Kow Mackson.

董事會將定期檢討此項安排的成效，並於其認為合適時考慮將本公司董事會主席與行政總裁之角色分開，以遵守企業管治守則及維持本公司高標準的企業管治常規。

據董事會所深知，除企業管治守則的守則條文第C.2.1條外，於本期間及直至本報告日期，本公司均有遵守企業管治守則。

董事的證券交易

本公司已採納GEM上市規則第5.48至5.67條，作為有關董事就本公司股份進行證券交易的行為守則（「行為守則」）。經本公司作出特定查詢後，全體董事已確認，於整個本期間及直至本報告日期，彼等已全面遵守規定交易標準及有關董事進行證券交易的行為守則。

購股權計劃

本公司已於二零一八年八月二十日採納購股權計劃（「購股權計劃」）並於二零二二年十二月三十日修訂該計劃。購股權計劃的條款符合GEM上市規則第23章的規定。自採納購股權計劃以來，並無據此授出任何購股權。

審核委員會

本公司已成立審核委員會（「審核委員會」），其書面職權範圍符合GEM上市規則第5.28至5.33條。審核委員會的主要職責為（其中包括）(a) 就委任、續聘及罷免外聘核數師以及批准委任外聘核數師的薪酬及期限向董事會提供推薦建議；(b) 審閱我們的財務報表、定期報告及賬目以及所載述的重大財務報告判斷；及(c) 檢討我們的財務控制、內部控制及風險管理系統。於本報告日期，審核委員會由三名獨立非執行董事戚偉珍女士、彭振聲先生及陳啟球先生組成。

The unaudited interim results of the Group for the six months ended 30 June 2024 have not been audited by the Company's independent auditors, but have been reviewed by the Audit Committee members who have provided advice and comments thereon.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Appointment of independent non-executive Director

On 16 July 2024, Mr. Pang Chun Sing George ("Mr. Pang") were appointed as new independent nonexecutive Directors. Mr. Pang was appointed as the chairman of the Remuneration Committee, member of Audit committee and Nomination committee with effect from 16 July 2024. For further details, please refer to the announcement of the Company dated 16 July 2024.

Save as disclosed above, up to the date of this report, there was no other significant events relevant to the business or finance performance of the Group that come to the attention of the Directors after the six months ended 30 June 2024. The Company will make further announcement to keep the shareholders informed should there is material future business development of the Group, and significant business, operational and financial impacts pursuant to the requirement of the GEM Listing Rules, if applicable.

By order of the Board
Boltek Holdings Limited
Cheung Kwan Tar
Chairman and executive Director

Hong Kong, 9 August 2024

As at the date of this report, the executive Directors are Mr. Cheung Kwan Tar and Mr. Ng Pak Hung and the independent non-executive Directors are Ms. Chik Wai Chun, Mr. Pang Chun Sing George and Mr. Chan Kai Kow Macksion.

本集團截至二零二四年六月三十日止六個月的未經審核中期業績並未經本公司獨立核數師審核，惟已由審核委員會成員審閱，且彼等已就此提供建議及意見。

報告期後重大事項

委任獨立非執行董事

於二零二四年七月十六日，彭振聲先生（「彭先生」）已獲委任為本公司新獨立非執行董事。彭先生已獲委任為薪酬委員會主席、審核委員會成員及提名委員會成員，自二零二四年七月十六日起生效。進一步詳情，請參閱本公司日期為二零二四年七月十六日之公告。

除上文所披露者外，直至本報告日期，董事並不知悉截至二零二四年六月三十日止六個月後有關本集團業務或財務表現的其他重大事項。倘本集團未來有重大業務發展及對業務、經營及財務造成重大影響，本公司將根據GEM上市規則規定（如適用）另行作出公告以知會股東有關情況。

承董事會命
竇熾控股有限公司
主席兼執行董事
張群達

香港，二零二四年八月九日

於本報告日期，執行董事為張群達先生及吳柏鴻先生以及獨立非執行董事為戚偉珍女士、彭振聲先生及陳啟球先生。

Boltek Holdings Limited
寶燧控股有限公司