



WINSON HOLDINGS HONG KONG LIMITED

永順控股香港有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 6812

Interim Report  
中期報告 2024



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Madam Ng Sing Mui (*Chairperson*)  
Ms. Sze Tan Nei  
Mr. Ang Ming Wah  
Mr. Sze Wai Lun

#### Independent Non-executive Directors

Mr. Yuen Ching Bor Stephen  
Mr. Chung Koon Yan  
Mr. Chan Chun Sing

### COMPANY SECRETARY

Mr. Tse Kam Fai

### AUDIT COMMITTEE

Mr. Chung Koon Yan (*Chairperson*)  
Mr. Yuen Ching Bor Stephen  
Mr. Chan Chun Sing

### REMUNERATION COMMITTEE

Mr. Yuen Ching Bor Stephen (*Chairperson*)  
Ms. Sze Tan Nei  
Mr. Chung Koon Yan

### NOMINATION COMMITTEE

Madam Ng Sing Mui (*Chairperson*)  
Mr. Yuen Ching Bor Stephen  
Mr. Chan Chun Sing

## 公司資料

### 董事會

#### 執行董事

吳醒梅女士 (*主席*)  
施丹妮女士  
洪明華先生  
施偉倫先生

#### 獨立非執行董事

袁靖波先生  
鍾琯因先生  
陳振聲先生

### 公司秘書

謝錦輝先生

### 審核委員會

鍾琯因先生 (*主席*)  
袁靖波先生  
陳振聲先生

### 薪酬委員會

袁靖波先生 (*主席*)  
施丹妮女士  
鍾琯因先生

### 提名委員會

吳醒梅女士 (*主席*)  
袁靖波先生  
陳振聲先生

## **AUTHORISED REPRESENTATIVES**

*(for the purpose of the Listing Rules)*

Madam Ng Sing Mui  
Ms. Sze Tan Nei

## **REGISTERED OFFICE**

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## **HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit 1926, 19/F.  
Global Plaza  
1 Sha Tsui Road  
Tsuen Wan  
New Territories  
Hong Kong

## **STOCK CODE**

6812

## **COMPANY WEBSITE**

[www.winsongroup.hk](http://www.winsongroup.hk)

## **CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

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

## **法定代表**

*(就上市規則而言)*

吳醒梅女士  
施丹妮女士

## **註冊辦事處**

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## **香港總部及主要營業地點**

香港  
新界  
荃灣  
沙咀道1號  
環貿廣場  
19樓1926室

## **股份代號**

6812

## **公司網站**

[www.winsongroup.hk](http://www.winsongroup.hk)

## **開曼群島股份過戶登記總處**

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

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited  
16th Floor, The Centre  
99 Queen's Road Central  
Central, Hong Kong

United Overseas Bank Limited  
23/F, 3 Garden Road  
Central, Hong Kong

## AUDITOR

BDO Limited  
*Certified Public Accountants*  
25/F, Wing On Centre  
111 Connaught Road Central  
Hong Kong

## LEGAL ADVISERS TO THE COMPANY

*As to Hong Kong Law*  
Cheung & Choy  
Suites 3804, 38/F., Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

*As to Cayman Islands Law*  
Conyers Dill & Pearman  
29th Floor  
One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 主要往來銀行

星展銀行(香港)有限公司  
香港中環  
皇后大道中99號  
中環中心16樓

大華銀行有限公司  
香港中環  
花園道3號23樓

## 核數師

香港立信德豪會計師事務所有限公司  
*執業會計師*  
香港  
干諾道中111號  
永安中心25樓

## 本公司法律顧問

*關於香港法律*  
張世文蔡敏律師事務所  
香港灣仔  
港灣道18號  
中環廣場38樓3804室

*關於開曼群島法律*  
康德明律師事務所  
香港  
中環  
康樂廣場8號  
交易廣場第一座  
29樓

## UNAUDITED INTERIM RESULTS

The board (the "Board") of directors (the "Directors") of Winson Holdings Hong Kong Limited (the "Company", together with its subsidiaries, the "Group") announces the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 (the "Period") together with the comparative unaudited figures for the corresponding period in 2023, as follows. The unaudited condensed consolidated results have been reviewed by the Company's audit committee (the "Audit Committee").

## 未經審核中期業績

永順控股香港有限公司（「本公司」，連同其附屬公司，「本集團」）董事（「董事」）會（「董事會」）宣佈，本集團截至2024年9月30日止六個月（「本期間」或「期內」）之未經審核簡明綜合業績，連同2023年同期未經審核比較數字如下。未經審核簡明綜合業績已經本公司審核委員會（「審核委員會」）審閱。

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

			Six months ended 30 September 截至9月30日止六個月	
			2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註		
Revenue	收益	4	242,449	233,710
Cost of services	服務成本		(219,040)	(193,924)
Gross profit	毛利		23,409	39,786
Other income and gains	其他收入及收益	4	831	1,538
General operating expenses	一般經營開支		(31,636)	(25,642)
Finance costs	融資成本	5	(44)	(36)
(Loss)/profit before income tax	除所得稅前（虧損）／溢利	6	(7,440)	15,646
Income tax expense	所得稅開支	7	(182)	(2,816)
(Loss)/profit for the period and total comprehensive income for the period attributable to owners of the Company	期內（虧損）／溢利及本公司擁有人應佔期內全面收入總額		(7,622)	12,830
(Loss)/earnings per share	每股（虧損）／盈利	9		
– Basic	— 基本		HK(1.27) cents (1.27)港仙	HK2.14 cents 2.14港仙
– Diluted	— 攤薄		HK(1.27) cents (1.27)港仙	HK2.14 cents 2.14港仙

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

# 簡明綜合財務狀況表

			As at 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
	Notes 附註			
<b>ASSETS AND LIABILITIES</b>		<b>資產及負債</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	10	物業、廠房及設備	57,065	59,053
Prepayments		預付款項	490	392
Deferred tax assets		遞延稅項資產	133	133
			<b>57,688</b>	59,578
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	347	555
Trade receivables	11	貿易應收款項	88,012	121,016
Prepayments, deposits and other receivables		預付款項、按金及 其他應收款項	4,410	6,167
Tax recoverable	12	可收回稅項	2,360	1,153
Cash and cash equivalents		現金及現金等價物	117,806	93,559
			<b>212,935</b>	222,450
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	13	貿易應付款項	14,176	18,680
Accruals, deposits and other payables		應計費用、按金及 其他應付款項	41,142	34,761
Lease liabilities	14	租賃負債	520	507
Bank borrowings	15	銀行借款	135	938
Tax payable		應付稅項	90	—
			<b>56,063</b>	54,886
<b>Net current assets</b>		<b>流動資產淨額</b>	<b>156,872</b>	167,564
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<b>214,560</b>	227,142



CONDENSED CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION (Continued)

簡明綜合財務狀況表 (續)

		Notes 附註	As at 30 September 2024 於2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2024 於2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		687	950
Provision for long service payments	長期服務金撥備		13,142	13,477
Deferred tax liabilities	遞延稅項負債		1,415	1,415
			15,244	15,842
<b>Net assets</b>	<b>淨資產</b>		<b>199,316</b>	<b>211,300</b>
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本		6,000	6,000
Reserves	儲備		193,316	205,300
<b>Total equity</b>	<b>權益總額</b>		<b>199,316</b>	<b>211,300</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2024

## 簡明綜合權益變動表

截至2024年9月30日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2023 (audited)	於2023年3月31日 (經審核)	6,000	48,177	20,917	26	136,165	211,285
Final dividend paid	已付末期股息	-	-	-	-	(9,900)	(9,900)
Profit for the period and total comprehensive income for the period	期內溢利及期內全面收益總額	-	-	-	-	12,830	12,830
At 30 September 2023 (unaudited)	於2023年9月30日 (未經審核)	6,000	48,177	20,917	26	139,095	214,215
At 31 March 2024 (audited)	於2024年3月31日 (經審核)	6,000	48,177	20,917	26	136,180	211,300
Final dividend paid	已付末期股息	-	-	-	-	(4,362)	(4,362)
Loss for the period and total comprehensive income for the period	期內虧損及期內全面收入總額	-	-	-	-	(7,622)	(7,622)
At 30 September 2024 (unaudited)	於2024年9月30日 (未經審核)	6,000	48,177	20,917	26	124,196	199,316



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

# 簡明綜合現金流量表

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Net cash generated from/(used in) operating activities	經營活動所產生／(所用)之現金淨額	30,622	(2,378)
Net cash used in investing activities	投資活動所用之現金淨額	(926)	(24,714)
Net cash used in financing activities	融資活動所用之現金淨額	(5,449)	(10,764)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	24,247	(37,856)
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	93,559	153,957
Cash and cash equivalents at the end of the period	期末現金及現金等價物	117,806	116,101
<b>Analysis of balances of cash and cash equivalents</b>	<b>現金及現金等價物結餘分析</b>		
Cash and bank balance	現金及銀行結餘	117,806	116,101

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 31 May 2016. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is Unit 1926, 19/F., Global Plaza, No. 1 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are provision of environmental hygiene and related services and airline catering support services in Hong Kong.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial results for the six months ended 30 September 2024 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The unaudited condensed consolidated financial results do not include all of the information and disclosures required in the annual consolidated financial statements and hence should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2024.

The unaudited condensed consolidated financial results for the six months ended 30 September 2024 have been prepared on the historical cost basis and presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand ("HK\$'000") except otherwise indicated.

## 簡明綜合財務業績附註

### 1. 一般資料

本公司於2016年5月31日在開曼群島註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。其主要營業地點之地址為香港新界荃灣沙咀道1號環貿廣場19樓1926室。

本公司為投資控股公司。本集團主要業務乃於香港提供環境衛生及相關服務以及航空餐飲支援服務。

### 2. 編製基準及會計政策

截至2024年9月30日止六個月之未經審核簡明綜合財務業績已根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則、香港會計準則及詮釋（以下統稱「香港財務報告準則」）以及聯交所證券上市規則（「上市規則」）所規定之適用披露資料而編製。

未經審核簡明綜合財務業績不包括年度綜合財務報表規定的所有資料及披露事項，故應與本集團截至2024年3月31日止年度的綜合財務報表一併閱讀。

除另有註明者外，截至2024年9月30日止六個月之未經審核簡明綜合財務業績已根據歷史成本基準編製，並以港元（「港元」）（其亦為本公司之功能貨幣）呈列，而所有數值均調整至最接近千位（「千港元」）。

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are consistent with those adopted in the preparation of the annual financial statements for the year ended 31 March 2024.

For the purpose of preparing and presenting the financial information of the unaudited condensed consolidated financial results, the Group has consistently adopted HKFRSs issued by HKICPA which are effective for the Group's financial year beginning on 1 April 2024. The Group has not early applied the new and revised HKFRSs that have been issued by the HKICPA but are yet to be effective on the accounting period beginning on 1 April 2024.

## 3. SEGMENT INFORMATION

The Group is currently organised into two operating divisions as follows:

- (1) Environmental hygiene and related services
- (2) Airline catering support services

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than tax recoverable and cash and cash equivalents.
- all liabilities are allocated to operating segments other than bank borrowings and tax payable.
- all profit or loss are allocated to operating segments other than directors' emoluments, finance costs related to bank borrowings, income tax expense and certain other expenses incurred by the head office.

## 2. 編製基準及會計政策 (續)

編製截至2024年9月30日止六個月之未經審核簡明綜合財務報表所採用之會計政策及計算方法與編製截至2024年3月31日止年度之年度財務報表所採用者一致。

就編製及呈列未經審核簡明綜合財務業績之財務資料而言，本集團已貫徹採納由香港會計師公會頒佈之香港財務報告準則，該等準則對本集團於2024年4月1日開始的財政年度有效。本集團並無提早應用由香港會計師公會頒佈但尚未於2024年4月1日開始的會計期間生效的新訂及經修訂香港財務報告準則。

## 3. 分部資料

本集團現分為以下兩個經營分部：

- (1) 環境衛生及相關服務
- (2) 航空餐飲支援服務

為監察分部表現及在分部間分配資源：

- 除可收回稅項與現金及現金等價物外所有資產均分配至經營分部。
- 除銀行借款及應付稅項外所有負債均分配至經營分部。
- 除董事酬金、銀行借款相關的融資成本、所得稅開支及總部產生的若干其他開支外，所有損益均分配至經營分部。

### 3. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

For the six months ended 30 September 2024

		Environmental hygiene and related services 環境衛生及 相關服務 HK\$'000 千港元 (unaudited) (未經審核)	Airline catering support services 航空餐飲 支援服務 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益			
Sales to external customers	對外部客戶銷售	238,835	3,614	242,449
Segment results	分部業績	399	271	670
Directors' emoluments	董事酬金			(5,741)
Finance costs	融資成本			(10)
Unallocated corporate expenses	未分配企業開支			(2,359)
Loss before income tax	除所得稅前虧損			(7,440)
Income tax expense	所得稅開支			(182)
Loss for the period	期內虧損			(7,622)

### 3. 分部資料 (續)

#### 分部收益及業績

截至2024年9月30日止六個月

### 3. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

For the six months ended 30 September 2023

		Environmental hygiene and related services 環境衛生及 相關服務 HK\$'000 千港元 (unaudited) (未經審核)	Airline catering support services 航空餐飲 支援服務 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益			
Sales to external customers	對外部客戶銷售	231,673	2,037	233,710
Segment results	分部業績	21,139	151	21,290
Directors' emoluments	董事酬金			(6,402)
Finance costs	融資成本			(36)
Unallocated corporate income and expenses, net	未分配企業收入及 開支淨額			794
Profit before income tax	除所得稅前溢利			15,646
Income tax expense	所得稅開支			(2,816)
Profit for the period	期內溢利			12,830

### 3. 分部資料 (續)

#### 分部收益及業績 (續)

截至2023年9月30日止六個月

### 3. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

### 3. 分部資料(續)

#### 分部資產及負債

		As at 於	
		30 September 2024 2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2024 2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
Segment assets	分部資產		
Environmental hygiene and related services	環境衛生及相關服務	148,744	185,661
Airline catering support services	航空餐飲支援服務	1,713	1,655
		150,457	187,316
Unallocated	未經分配		
– Tax recoverable	– 可收回稅項	2,360	1,153
– Cash and cash equivalents	– 現金及現金等價物	117,806	93,559
Total assets	總資產	270,623	282,028
Segment liabilities	分部負債		
Environmental hygiene and related services	環境衛生及相關服務	70,558	69,516
Airline catering support services	航空餐飲支援服務	524	274
		71,082	69,790
Unallocated	未經分配		
– Bank borrowings	– 銀行借款	135	938
– Tax payable	– 應付稅項	90	–
Total liabilities	負債總額	71,307	70,728



#### 4. REVENUE, OTHER INCOME AND GAINS

Revenue represents the income from environmental hygiene and related services and airline catering support services rendered.

- (a) The Group's revenue recognised during the period are as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue:	收益：		
Environmental hygiene and related services	環境衛生及相關服務	238,835	231,673
Airline catering support services	航空餐飲支援服務	3,614	2,037
		242,449	233,710

- (b) The Group's other income and gains are as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Other income and gains:	其他收入及收益：		
Sales of scrap materials	廢料銷售	214	276
Sundry income	雜項收入	617	1,262
		831	1,538

#### 4. 收益、其他收入及收益

收益指提供環境衛生及相關服務以及航空餐飲支援服務所產生的收入。

- (a) 本集團於本期間確認的收益如下：

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue:	收益：		
Environmental hygiene and related services	環境衛生及相關服務	238,835	231,673
Airline catering support services	航空餐飲支援服務	3,614	2,037
		242,449	233,710

- (b) 本集團其他收入及收益如下：

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Other income and gains:	其他收入及收益：		
Sales of scrap materials	廢料銷售	214	276
Sundry income	雜項收入	617	1,262
		831	1,538

## 5. FINANCE COSTS

## 5. 融資成本

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on bank borrowings	銀行借款利息	10	36
Interest on lease liabilities	租賃負債利息	34	–
		44	36

## 6. (LOSS)/PROFIT BEFORE INCOME TAX

## 6. 除所得稅前(虧損)/溢利

The Group's (loss)/profit before income tax for the Period is arrived at after charging/(crediting):

本集團之期內除所得稅前(虧損)/溢利乃經扣除/(計入)：

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Cost of inventories recognised as expenses	確認為開支的存貨成本	8,719	5,958
Depreciation	折舊	3,434	3,040
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損	(15)	6
Write off of property, plant and equipment	撇銷物業、廠房及設備	14	–
Provision for impairment loss on trade receivables	貿易應收款項減值虧損撥備	–	340
Short-term leases expenses	短期租賃開支	121	191
Employee costs (including directors' remuneration):	僱員成本(包括董事酬金)：		
– Wages, salaries and allowances	– 工資、薪金及補貼	159,311	133,641
– Retirement scheme contributions	– 退休計劃供款	5,372	5,169
		164,683	138,810

## 7. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided in accordance with two-tiered profits tax rate regime, the first HK\$2,000,000 of assessable profits of a qualifying entity of the Group is taxed at 8.25% and the assessable profits above HK\$2,000,000 are taxed at 16.5% for both six months ended 30 September 2024 and 2023.

## 7. 所得稅開支

香港利得稅已按利得稅兩級制計提撥備，於截至2024年及2023年9月30日止六個月期間，本集團合資格實體之首2,000,000港元應課稅溢利按8.25%之稅率繳納稅項，而超過2,000,000港元的應課稅溢利按16.5%之稅率繳納稅項。

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Current tax – Hong Kong Profits Tax	即期稅項－香港利得稅	182	2,760
Deferred taxation	遞延稅項	–	56
		182	2,816

## 8. DIVIDEND

The final dividend for the year ended 31 March 2024 of HK0.727 cents per ordinary share, in an aggregate amount of HK\$4,362,000 was approved and paid during the Period.

## 8. 股息

截至2024年3月31日止年度的末期股息每股普通股0.727港仙，總額4,362,000港元已於期內獲得批准及支付。

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
Final dividend paid – HK0.727 cents (2023: HK1.650 cents) per ordinary share	已付末期股息 － 每股普通股0.727港仙 (2023年：1.650港仙)	4,362	9,900

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

董事會議決不宣派截至2024年9月30日止六個月之任何中期股息（截至2023年9月30日止六個月：無）。

## 9. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share is as follow:

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 HK\$'000 千港元 (unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (unaudited) (未經審核)
<b>(Loss)/earnings</b>	<b>(虧損)／盈利</b>		
(Loss)/profit attributable to owners of the Company for the purpose of basic and diluted (loss)/earnings per share	就計算每股基本及攤薄 (虧損)／盈利的本公司擁有人應佔 (虧損)／溢利	<b>(7,622)</b>	12,830

		Six months ended 30 September 截至9月30日止六個月	
		2024 2024年 '000 千股 (unaudited) (未經審核)	2023 2023年 '000 千股 (unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	就計算每股基本及攤薄 (虧損)／盈利的普通股加權平均數	<b>600,000</b>	600,000

The computation of diluted (loss)/earnings per share for the six months ended 30 September 2024 and 2023 does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price for shares.

## 9. 每股(虧損)／盈利

每股基本及攤薄(虧損)／盈利計算如下：

截至2024年及2023年9月30日止六個月每股攤薄(虧損)／盈利的計算並無假設行使本公司購股權，因為該等購股權的行使價格較股份的平均市價為高。

## 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2024, the Group has additions of property, plant and equipment with aggregate cost of approximately HK\$1,460,000 (for the six months ended 30 September 2023: approximately HK\$28,583,000). During the six months ended 30 September 2024, the carrying value of property, plant and equipment disposed was zero (for the six months ended 30 September 2023: approximately HK\$6,000).

## 11. TRADE RECEIVABLES

Trade receivables are denominated in Hong Kong Dollars.

The credit terms of the trade receivables are ranged from 0 to 60 days (31 March 2024: 0 to 60 days) from the date of billing.

The ageing analysis of trade receivables based on the invoice date and net of loss allowance, as of the end of the Period is as follow:

		As at 於	
		30 September 2024 2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2024 2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within one month	一個月內	73,812	43,866
One to three months	一至三個月	10,362	65,446
More than three months	三個月以上	3,838	11,704
		88,012	121,016

## 10. 物業、廠房及設備

於截至2024年9月30日止六個月，本集團新增的物業、廠房及設備的總成本約1,460,000港元（截至2023年9月30日止六個月：約28,583,000港元）。於截至2024年9月30日止六個月，本集團已出售的物業、廠房及設備賬面值為零（截至2023年9月30日止六個月：約6,000港元）。

## 11. 貿易應收款項

貿易應收款項以港元計值。

貿易應收款項的信貸期自開票日期起介乎0天至60天（2024年3月31日：0天至60天）。

截至本期間末，基於發票日期及扣除虧損撥備的貿易應收款項賬齡分析如下：

## 12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 12. 預付款項、按金及其他應收款項

		As at 於	
		30 September 2024 2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2024 2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
<b>Non-current:</b>	<b>非流動：</b>		
Prepayments	預付款項	490	392
<b>Current:</b>	<b>流動：</b>		
Other prepayments	其他預付款項	4,024	5,522
Deposits	按金	138	644
Other receivables	其他應收款項	248	1
		4,410	6,167

## 13. TRADE PAYABLES

## 13. 貿易應付款項

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

基於發票日期的貿易應付款項賬齡分析如下：

		As at 於	
		30 September 2024 2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2024 2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within one month	一個月內	9,515	11,510
One to three months	一至三個月	3,712	5,482
More than three months	三個月以上	949	1,688
		14,176	18,680



## 14. ACCRUALS, DEPOSITS AND OTHER PAYABLES

## 14. 應計費用、按金及其他應付款項

		As at 於	
		30 September 2024 2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2024 2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
Accrued staff costs	應計員工成本	33,847	26,367
Other accrued expenses	其他應計開支	5,414	6,152
Other payables	其他應付款項	1,334	1,680
Deposits	按金	547	562
		41,142	34,761

## 15. BANK BORROWINGS

## 15. 銀行借款

		As at 於	
		30 September 2024 2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2024 2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
Bank loans	銀行貸款	135	938

All of the Group's bank loans as at 30 September 2024 and 31 March 2024 contained a repayable on demand clause and therefore the entire bank loan balances have been classified as current liabilities.

本集團於2024年9月30日及2024年3月31日的所有銀行貸款包含按要求償還條款，因此，全部銀行貸款結餘已分類為流動負債。

## 15. BANK BORROWINGS (Continued)

Taking into account the Group's financial position, the Directors considered it is unlikely that the banks will exercise its discretion to demand immediate repayment. The Directors considered that the banks loans will be repaid in accordance with the scheduled payment dates set out in the loan agreements. An analysis of the bank loans in accordance with the contractual repayment terms is summarised in the table below:

		As at 於	
		30 September 2024 2024年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2024 2024年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within one year	一年內	135	938

Notes:

- (i) All bank borrowings are denominated in Hong Kong Dollars. As at 30 September 2024, the bank borrowings carried floating interest rates at 3.03% (31 March 2024: at 3.03%) per annum.
- (ii) As at 30 September 2024, the bank borrowings were secured by the properties held by the Group with net carrying amount of approximately HK\$22,696,000 (31 March 2024: approximately HK\$23,191,000)

附註：

- (i) 所有銀行借款以港元計值。於2024年9月30日，銀行借款所附的浮動利率為每年3.03厘（2024年3月31日：3.03厘）。
- (ii) 於2024年9月30日，銀行借款以本集團所持賬面淨值約22,696,000港元（2024年3月31日：約23,191,000港元）之物業作抵押。

## 16. EVENTS AFTER THE REPORTING DATE

On 14 November 2024, the Group completed the acquisition of 37.5% equity interests in Lask JV Facility Management Services Limited. This is a disclosable and connected transaction and was approved by independent shareholders in the extraordinary general meeting on 20 August 2024. For further details of this transaction, please refer to the Company's announcement dated 7 June 2024 and circular dated 31 July 2024.

## 16. 報告日期後事項

於2024年11月14日，本集團完成收購歷思聯行設施管理服務有限公司的37.5%股權。此為須予披露及關連交易，並已於2024年8月20日舉行之股東特別大會上獲獨立股東批准。有關此交易的進一步詳情，請參閱本公司日期為2024年6月7日的公告及日期為2024年7月31日的通函。

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

The board (the “Board”) of directors (the “Directors”) of Winson Holdings Hong Kong Limited (the “Company”, together with its subsidiaries, the “Group”) announces the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 (the “Period”), together with the comparative unaudited figures for the six months ended 30 September 2023 (the “Comparative Period”).

General business and consumer sentiment remained weak owing to the uncertain macroeconomic environment, sluggish property market, rising labour and material costs. Faced with decline in consumer spending, businesses from a range of sectors, particularly retailers and consumer service providers, have taken a more stringent approach to cost management. In our bids for new and renewal contracts in our environmental hygiene services (“EHS”) business segment, the Group not only encountered pricing pressure from customers and our competitors, we also noted the trend for property owners or business operators resorting to self-managed hygiene and cleaning duties, instead of engaging external service providers.

During the Period, the aforesaid factors have adversely affected the Group’s business performance. The Group was met with intense competition in its bids for new and renewal contracts for EHS, particularly those with commercial buildings and shopping centers. Amidst an increasingly competitive and cost inflation operating environment, the Group cautiously refrained from excessive price competition and focused on providing quality and specialised services. As a result, the Group recorded a notable decline in both new tender success rate and renewal success rate during the Period, with new tender success rate and renewal success rate of approximately 12.6% and 57.5% respectively, as compared to 30.7% and 88.9% for the Comparative Period.

## 管理層討論及分析

### 業務回顧及前景

永順控股香港有限公司（「本公司」，連同其附屬公司，統稱「本集團」）董事（「董事」）會（「董事會」）謹此宣佈本集團截至2024年9月30日止六個月（「本期間」或「期內」）之未經審核簡明綜合業績，連同截至2023年9月30日止六個月（「比較期間」）之未經審核比較數字。

由於宏觀經濟環境不明朗、物業市場疲弱以及勞工及物料成本攀升，整體商業景氣度及消費意欲仍然疲弱。面對消費者支出下降的情況，各行各業的企業（尤其是零售商及消費者服務提供商）均採納更嚴格的成本管理方法。於爭取環境衛生服務（「環衛服務」）業務分部的新訂及重續合約時，本集團不僅面對來自客戶及競爭對手的定價壓力，我們亦注意到業主或商戶訴諸自行管理衛生及清潔職責，取代委聘外部服務商的趨勢。

期內，上述因素對本集團的業務表現造成不利影響。本集團在爭取環衛服務的新訂及重續合約（尤其是商業樓宇及購物中心的合約）時遭遇激烈競爭。在競爭日益激烈及成本不斷攀升的經營環境下，本集團盡量避免陷入過度激烈的價格競爭，而是著重於提供優質及專業服務。因此，本集團於本期間的新投標成功率及續約成功率均錄得顯著下降，新投標成功率及續約成功率分別約為12.6%及57.5%，而比較期間則分別為30.7%及88.9%。

To enhance its competitive advantage without compromising on service rates, the Group has in last year set up a dedicated “health care and facilities management” team to serve the needs of our customer in the public health service sector and has already secured two contracts in this sector up to now. We will continue to customise and innovate our EHS offerings to fulfil changing market needs, such as devising and offering sustainable EHS solution by application of new technology, which matches the Group’s core value of being a socially responsible entity and also facilitates the environmental, social and governance (“ESG”) goal of customers. Notably, the Group successfully bade for the renewal of a key service contract with a railway operator customer during the Period, which stipulated certain human resource related terms and restrictions on Group and would inevitably entail additional costs to the Group, impairing our profitability in the near term. However, we view this as an opportunity to demonstrate the Group’s commitment to social responsibility and sharing of burdens with our customers and employees during the time of economic difficulties, which will reciprocate a strong business alliance in the longer term.

The Group has also taken a key step in strategic expansion during the Period and entered into an agreement on in June 2024 to acquire 37.5% interest (“Acquisition”) in a target group which is principally engaged in provision of property management services for residential, commercial and office premises and security services in the PRC. Approval of the Acquisition by the Company’s independent shareholders has already been obtained and the completion of the Acquisition took place in November 2024, upon which the Group will be able to leverage on its current EHS business expertise to create synergies and expansion in geographic coverage for enhancing business and financial performance in the long term.

A more detailed analysis of the Group’s financial performance for the Period is set out in the “Financial Review” section below.

為在不影響服務價格的情況下提升競爭力，本集團已於去年設立一個「醫療保健與設施管理」專門團隊，以滿足我們公共衛生服務領域客戶的需求，迄今為止已在該行業獲得兩份合約。我們將繼續定製及創新我們的環衛服務產品，以滿足不斷變化的市場需求，如運用新技術擬定及提供可持續的環衛服務解決方案，此舉符合本集團成為社會責任實體的核心價值，亦可促成客戶的環境、社會和管治（「ESG」）目標。值得注意的是，本集團於期內成功爭取與一名鐵路營運商客戶重續主要服務合約，該合約訂明若干人力資源相關條款，並對本集團設有若干限制，難免會為本集團帶來額外成本，從而損害我們短期內的盈利能力。然而，我們認為此舉乃展示本集團的社會責任擔當及在經濟困難時期願與客戶及僱員同舟共濟的機會，長遠而言，將促成業務上的強強聯合。

本集團於期內在戰略擴張方面亦邁出關鍵一步，於2024年6月訂立一項協議，以收購目標集團37.5%的權益（「收購事項」），該集團主要於中國從事提供住宅、商業及辦公樓宇的物業管理服務及安保服務。收購事項已獲本公司獨立股東批准，而收購事項已於2024年11月完成，屆時本集團可利用其現有的環衛服務業務專長創造協同效應，以及擴大地域版圖，以提升長遠的業務及財務業績。

有關本集團期內財務業績的更詳盡分析載於下文「財務回顧」一節。

## FINANCIAL REVIEW

### Revenue

The total revenue slightly increased by approximately 3.7% from approximately HK\$233.7 million for the six months ended 30 September 2023 to approximately HK\$242.4 million for the Period. The increase of revenue for the Period was mainly because of renewal of a key contract with a railway service operator and the increase in revenue from the airline catering support business segment during the Period.

### Gross Profit and Gross Profit Margin

The gross profit decreased by approximately HK\$16.4 million or 41.2% from approximately HK\$39.8 million for the six months ended 30 September 2023 to approximately HK\$23.4 million for the Period. The gross profit margin decreased to approximately 9.7% for the Period as compare with approximately 17.0% for the six months ended 30 September 2023. The decrease in gross profit and gross profit margin was mainly attributable to renewal of a key service contract which resulted in a substantial increase in direct labour and related expenses and expiry of a few contracts with relatively more favourable profit margin during the Period.

### Other Income and Gains

The other income of the Group for the Period decreased by 46.0% to approximately HK\$0.8 million for the Period as compared with approximately HK\$1.5 million for the six months ended 30 September 2023. The decrease in other income and gains was mainly due to relatively low bank deposit interest rate leading to decrease in bank interest income for the Period.

### General Operating Expenses

The Group's general operating expenses increased by approximately HK\$6.0 million or approximately 23.4% from approximate HK\$25.6 million for the six months ended 30 September 2023 to approximate HK\$31.6 million for the Period, which predominantly comprised over HK\$3.2 million increase in administrative staff costs in order to retain and attractive qualified personnel.

## 財務回顧

### 收益

期內總收益由截至2023年9月30日止六個月約233.7百萬港元略微增加約3.7%至約242.4百萬港元。期內收益增加乃主要由於期內與鐵路服務營運商重續主要合約及航空餐飲支援業務分部收益增加。

### 毛利及毛利率

期內毛利自截至2023年9月30日止六個月約39.8百萬港元減少約16.4百萬港元或41.2%至約23.4百萬港元。期內毛利率減少至約9.7%，而截至2023年9月30日止六個月則約為17.0%。毛利及毛利率減少乃主要由於期內重續主要服務合約而導致直接勞工及相關費用大幅增加，以及數份利潤率相對較高的合約屆滿。

### 其他收入及收益

期內本集團的其他收入減少46.0%至期內約0.8百萬港元，而截至2023年9月30日止六個月則約為1.5百萬港元。其他收入及收益減少主要由於銀行存款利率相對降低，導致期內銀行利息收入減少。

### 一般經營開支

本集團的一般經營開支由截至2023年9月30日止六個月約25.6百萬港元增加約6.0百萬港元或約23.4%至期內約31.6百萬港元，主要包括行政人員成本增加逾3.2百萬港元，以挽留及吸引合資格人才。



### Finance Cost

The Group's finance costs for the Period were the same as the six months ended 30 September 2023 at approximately HK\$0.04 million.

### Loss for the Period

The Group reported a loss for the Period at approximately HK\$7.6 million (profit for the six months ended 30 September 2023: approximately HK\$12.8 million). The loss for the Period was mainly due to the decrease in gross profit from approximately HK\$39.8 million for the six months ended 30 September 2023 to approximately HK\$23.4 million for the Period.

### Net Profit Margin

The Group reported a loss for the Period (net profit margin for the six months ended 30 September 2023: 5.5%).

### Capital Expenditure

During the Period, the Group's capital expenditure which mainly included purchase of equipment amounted to approximately HK\$1.5 million (for the six months ended 30 September 2023: purchase of property, plant and equipment amounting to approximately HK\$28.6 million).

### 融資成本

期內本集團的融資成本與截至2023年9月30日止六個月相同，約為0.04百萬港元。

### 期內虧損

本集團於期內呈報虧損約7.6百萬港元（截至2023年9月30日止六個月：溢利約12.8百萬港元）。期內虧損乃主要由於毛利由截至2023年9月30日止六個月約39.8百萬港元減少至期內約23.4百萬港元所致。

### 純利率

本集團於期內呈報虧損（截至2023年9月30日止六個月：純利率5.5%）。

### 資本開支

期內，本集團的資本開支（主要包括購置設備）約為1.5百萬港元（截至2023年9月30日止六個月：購置物業、廠房及設備約28.6百萬港元）。



## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2024, the Group's total current assets and current liabilities were approximately HK\$202.9 million (31 March 2024: approximately HK\$222.5 million) and approximately HK\$56.1 million (31 March 2024: approximately HK\$54.9 million) respectively, while the current ratio was approximately 3.6 times (31 March 2024: approximately 4.1 times).

As at 30 September 2024, the Group had total assets of approximately HK\$270.6 million which was financed by total liabilities approximately HK\$71.3 million and total equity of approximately HK\$199.3 million. As at 30 September 2024, the Group had cash and cash equivalents of approximately HK\$117.8 million (31 March 2024: approximately HK\$93.6 million).

As at 30 September 2024, the Group had aggregate banking facilities of approximately HK\$87.0 million. The Group's gearing ratio was 0.01 times as at 30 September 2024 (31 March 2024: 0.01 times) which was calculated based on the total bank borrowings over total equity of the Group.

There is no change to the Group's capital structure during the Period. As at 30 September 2024, the issued share capital of the Company was HK\$6,000,000 divided into 600,000,000 shares of HK\$0.01 each (the "Shares").

## 流動資金、財務資源及資本架構

於2024年9月30日，本集團流動資產及流動負債總額分別約為202.9百萬港元（2024年3月31日：約222.5百萬港元）及約56.1百萬港元（2024年3月31日：約54.9百萬港元），而流動比率約為3.6倍（2024年3月31日：約4.1倍）。

於2024年9月30日，本集團總資產約為270.6百萬港元，由負債總額約71.3百萬港元及權益總額約199.3百萬港元撥付。於2024年9月30日，本集團持有現金及現金等價物約117.8百萬港元（2024年3月31日：約93.6百萬港元）。

於2024年9月30日，本集團的銀行融資合共約為87.0百萬港元。於2024年9月30日，本集團的資本負債比率為0.01倍（2024年3月31日：0.01倍），該資本負債比率乃根據本集團銀行借款總額除以權益總額計算。

期內，本集團的資本架構並無變動。於2024年9月30日，本公司的已發行股本為6,000,000港元，分為600,000,000股每股面值0.01港元的股份（「股份」）。

## EMPLOYEES, TRAINING AND REMUNERATION POLICIES

As at 30 September 2024, the Group had 1,589 employees (30 September 2023: 1,733). The Group enters into separate employment contracts with each of the Group's employees in accordance with the applicable employment laws in Hong Kong. The remuneration package includes basic salary, bonuses and other cash allowance or subsidies. The Group conducts annual review on salary, bonuses and promotions based on the performance of each employee. The total staff costs and related expenses (including Directors' remuneration) for the Period were approximately HK\$164.7 million, representing an increase of 18.6%, as compared with approximately HK\$138.8 million for the six months ended 30 September 2023.

Apart from basic remuneration, share options have been granted under the pre-IPO share option scheme to recognise the contribution to the Group by an executive Director and certain employees of the members of the Group. Further share options may be granted under share option scheme to attract and retain the best available personnel, provide additional incentive to employees (full-time and part-time), as well as promote the success of the business of the Group.

In order to provide quality services to customers, the Group provides ongoing training regularly to relevant staff across different departments with topics including but not limited to information technology, environmental protection, ISO training, safety training as well as trainings for supervisory roles, etc. Such trainings are either provided internally or by external parties.

## CHARGE OVER GROUP'S ASSETS

The Group's leasehold land and buildings of carrying value of approximately HK\$21.8 million as at 30 September 2024 (31 March 2024: HK\$23.2 million) were pledged to secure the Group's bank loan.

## MATERIAL ACQUISITIONS AND DISPOSALS

On 7 June 2024, Perma Growth Investment Limited ("Perma Growth"), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Lask JV Holding Co. Ltd ("Lask JV") and Lask JV Facility Management Services Limited (the "Target Company"), pursuant to which Perma Growth has conditionally agreed to acquire, and Lask JV has conditionally agreed to sell, 37.5% issued shares of the Target Company for a cash consideration of RMB18,375,000 (equivalent to approximately HK\$19,809,185) (the "Acquisition"). The Acquisition was completed on 14 November 2024.

## 僱員、培訓及薪酬政策

於2024年9月30日，本集團有1,589名（2023年9月30日：1,733名）僱員。本集團根據香港適用僱傭法例與本集團每名僱員分別訂立僱傭合約。薪酬待遇包括基本薪資、花紅及其他現金津貼或補貼。本集團根據各僱員的表現對薪資、花紅和晉升進行年度審閱。期內員工成本及相關開支總額（包括董事酬金）約為164.7百萬港元，較截至2023年9月30日止六個月的約138.8百萬港元增加18.6%。

除基本薪酬外，本集團已根據首次公開發售前購股權計劃授出購股權以表彰一名執行董事及本集團成員公司的若干僱員向本集團作出的貢獻，並可能根據購股權計劃授出更多購股權以吸引及挽留優秀可用人才，向僱員（全職及兼職）提供額外的激勵，並推動本集團業務達致成功。

為向客戶提供優質服務，本集團定期向不同部門的相關員工提供各類主題的持續培訓，包括但不限於資訊科技、環境保護、ISO培訓、安全培訓及監督職能培訓等。有關培訓由內部或外界提供。

## 本集團資產押記

本集團已抵押於2024年9月30日賬面值約21.8百萬港元（2024年3月31日：23.2百萬港元）的租賃土地及樓宇以獲得本集團銀行貸款。

## 重大收購及出售

於2024年6月7日，本公司的全資附屬公司Perma Growth Investment Limited（「Perma Growth」）與Lask JV Holding Co. Ltd（「Lask JV」）及歷思聯行設施管理服務有限公司（「目標公司」）訂立買賣協議，據此，Perma Growth有條件同意收購而Lask JV有條件同意出售目標公司已發行股份的37.5%，現金代價為人民幣18,375,000元（相當於約19,809,185港元）（「收購事項」）。收購事項已於2024年11月14日完成。

Save as the Proposed Acquisition, the Group did not have any material acquisition and disposal of subsidiaries, associates and joint ventures during the Period.

## CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 September 2024 and 31 March 2024.

## FOREIGN EXCHANGE EXPOSURE

Since the Group generated most of the revenue and incurred most of the costs in Hong Kong Dollars for the Period, there was no significant exposure to foreign exchange rate and the Group did not maintain any hedging policy against foreign exchange risk. The management will consider hedging significant currency exposure should the need arise.

## CAPITAL COMMITMENTS

As at 30 September 2024, the Group had no capital commitments (31 March 2024: approximately HK\$0.1 million).

## SIGNIFICANT INVESTMENT HELD

The Group did not have any significant investments held as at 30 September 2024.

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have any plans for material investments or capital assets as of 30 September 2024.

## DIVIDEND

The final dividend for the year ended 31 March 2024 of HK0.727 cents per ordinary share, in an aggregate amount of HK\$4,362,000 was recognised and paid during the Period.

The Board has resolved not to declare any interim dividend for the Period.

## EVENT AFTER REPORTING PERIOD

On 14 November 2024, the Group completed the acquisition of 37.5% equity interests in Lask JV Facility Management Services Limited. This is a disclosable and connected transaction and was approved by independent shareholders in the extraordinary general meeting on 20 August 2024. For further details of this transaction, please refer to the Company's announcement dated 7 June 2024 and circular dated 31 July 2024.

除建議收購事項外，本集團於期內並無對附屬公司、聯營公司及合營企業作出任何重大收購及出售。

## 或然負債

於2024年9月30日及2024年3月31日，本集團並無任何重大或然負債。

## 外匯風險

由於本集團於期內所產生之大部分收益及大部分成本均以港元計值，故並無面臨重大匯率風險，及本集團並無就外匯風險制定任何對沖政策。管理層將於需要時考慮對沖重大貨幣風險。

## 資本承擔

於2024年9月30日，本集團並無資本承擔（2024年3月31日：約0.1百萬港元）。

## 所持重大投資

於2024年9月30日，本集團並無持有任何重大投資。

## 重大投資或資本資產的未來計劃

截至2024年9月30日，本集團並無任何重大投資或資本資產計劃。

## 股息

截至2024年3月31日止年度的末期股息每股普通股0.727港仙，總額4,362,000港元已於期內獲得確認及支付。

董事會已議決不就本期間宣派任何中期股息。

## 報告期後事項

於2024年11月14日，本集團完成收購歷思聯行設施管理服務有限公司的37.5%股權。此為須予披露及關連交易，並已於2024年8月20日舉行之股東特別大會上獲獨立股東批准。有關此交易的進一步詳情，請參閱本公司日期為2024年6月7日的公告及日期為2024年7月31日的通函。

## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2024, the interests or 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 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 they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### (I) Long position in the Shares

Name of Director	Capacity/nature of interest	Number of Shares/ underlying shares held/ interested in	Approximate percentage of interest in the Company
董事姓名	身份／權益性質	所持／擁有權益的股份／ 相關股份數目	佔本公司權益 的概約百分比
Ng Sing Mui	Interest of a controlled corporation; Settlor of a discretionary trust (Note 1)	432,000,000	72%
吳醒梅	受控法團權益；全權信託財產託管人(附註1)	432,000,000	72%
Sze Tan Nei	Beneficiary of a discretionary trust (Note 2)	432,000,000	72%
施丹妮	全權信託受益人(附註2)	432,000,000	72%
Sze Wai Lun	Beneficiary of a discretionary trust (Note 3)	432,000,000	72%
施偉倫	全權信託受益人(附註3)	432,000,000	72%
Ang Ming Wah	Beneficial owner (Note 4)	64,000	0.01%
洪明華	實益擁有人(附註4)	64,000	0.01%

## 其他資料

### 董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

於2024年9月30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）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條文所述登記冊內之權益或淡倉或根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）之規定須知會本公司及聯交所之權益或淡倉如下：

#### (I) 於股份的好倉

**(II) Long position in the ordinary shares of associated corporations**

**(II) 於相聯法團普通股的好倉**

Name of Director	Name of associated corporation	Capacity/nature of interest	Number of shares held/interested in 所持／擁有權益的股份數目	Percentage of interest 權益百分比
董事姓名	相聯法團名稱	身份／權益性質		
Ng Sing Mui	Sze's Holdings Limited	Interest of a controlled corporation; Settlor of a discretionary trust	1	100%
吳醒梅	施氏控股有限公司	受控法團權益；全權信託財產託管人	1	100%
	Rich Cheer Development Limited	Beneficial owner	1	100%
	豐悅發展有限公司	實益擁有人	1	100%
Sze Tan Nei	Sze's Holdings Limited	Beneficiary of a discretionary trust	1	100%
施丹妮	施氏控股有限公司	全權信託受益人	1	100%
Sze Wai Lun	Sze's Holdings Limited	Beneficiary of a discretionary trust	1	100%
施偉倫	施氏控股有限公司	全權信託受益人	1	100%

Notes:

附註：

- All the 432,000,000 Shares are beneficially owned by Sze's Holdings Limited, which is in turn held by Rich Cheer Development Limited acting as the trustee of the Sze Family Trust. The Sze Family Trust is a discretionary trust set up by Madam Ng Sing Mui as settlor and Rich Cheer Development Limited as trustee on 8 January 2015. The beneficiaries of the Sze Family Trust include, inter alia, Mr. Sze Wai Lun and Ms. Sze Tan Nei. Madam Ng Sing Mui is the settlor of the Sze Family Trust and the sole director of Sze's Holdings Limited and therefore Madam Ng Sing Mui is deemed or taken to be interested in all the 432,000,000 Shares beneficially owned by Sze's Holdings Limited for the purposes of the SFO. Madam Ng Sing Mui is also the sole director and shareholder of Rich Cheer Development Limited.

- 所有432,000,000股股份均由施氏控股有限公司實益擁有，而施氏控股有限公司由豐悅發展有限公司（為施氏家族信託的受託人）擁有。施氏家族信託為吳醒梅女士（作為財產託管人）及豐悅發展有限公司（作為受託人）於2015年1月8日設立的全權信託。施氏家族信託的受益人包括（其中包括）施偉倫先生和施丹妮女士。吳醒梅女士為施氏家族信託的財產託管人及施氏控股有限公司的唯一董事，因此，根據證券及期貨條例，吳醒梅女士被視為或當作於施氏控股有限公司實益擁有的所有 432,000,000股股份中擁有權益。吳醒梅女士亦為豐悅發展有限公司的唯一董事和股東。



2. Ms. Sze Tan Nei is the daughter of Madam Ng Sing Mui. Ms. Sze Tan Nei is one of the beneficiaries of the Sze Family Trust and therefore she is deemed or taken to be interested in all the 432,000,000 Shares beneficially owned by Sze's Holdings Limited for the purposes of the SFO.
3. Mr. Sze Wai Lun is the son of Madam Ng Sing Mui. Mr. Sze Wai Lun is one of the beneficiaries of the Sze Family Trust and therefore he is deemed and taken to be interested in all the 432,000,000 Shares beneficially owned by Sze's Holdings Limited for the purposes of the SFO.
4. Mr. Ang Ming Wah is interested in 64,000 Shares which may be allotted and issued to him upon full exercise of all options granted to him under the pre-IPO share option scheme of the Company which was approved and adopted on 21 February 2017.

Save as disclosed above, none of the Directors and chief executive of the Company nor their associates had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would have 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 each of them has taken or deemed to have taken under the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or which would be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange as at 30 September 2024.

2. 施丹妮女士為吳醒梅女士的女兒。施丹妮女士為施氏家族信託的受益人之一，因此，根據證券及期貨條例，其被視為或當作於施氏控股有限公司實益擁有的所有432,000,000股股份中擁有權益。
3. 施偉倫先生為吳醒梅女士的兒子。施偉倫先生為施氏家族信託的受益人之一，因此，根據證券及期貨條例，其被視為及當作於施氏控股有限公司實益擁有的所有432,000,000股股份中擁有權益。
4. 洪明華先生於根據本公司首次公開發售前購股權計劃（於2017年2月21日獲批准及採納）獲授的全部購股權獲悉數行使後可能獲配發及發行的64,000股股份中擁有權益。

除上文所披露者外，於2024年9月30日，概無董事及本公司主要行政人員或彼等的聯繫人於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括彼等各自根據證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須登記於該條規定須予存置之登記冊內之權益及淡倉，或根據標準守則須知會本公司及聯交所之權益及淡倉。



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

As at 30 September 2024, the following persons (other than the Directors and the chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company pursuant to provision of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept under section 336 of the SFO:

### Long position in the Shares

Name of shareholder	Capacity/nature of interest	Number of Shares held/ interested in 所持／擁有權益的 股份數目	Percentage of interest in the Company 佔本公司權益 的百分比
股東名稱	身份／權益性質		
Sze's Holdings Limited	Beneficial owner	432,000,000	72%
施氏控股有限公司	實益擁有人	432,000,000	72%
Rich Cheer Development Limited	Interest of controlled corporation as the trustee of the Sze Family Trust (Note)	432,000,000	72%
豐悅發展有限公司	受控法團權益，作為施氏家族信託受託人(附註)	432,000,000	72%

Note:

The entire issued share capital of Sze's Holdings Limited is held by Rich Cheer Development Limited as the trustee of the Sze Family Trust. The Sze Family Trust is a discretionary trust established by Madam Ng Sing Mui. The beneficiaries of the Sze Family Trust include, inter alia, Mr. Sze Wai Lun and Ms. Sze Tan Nei. By virtue of the provisions of Part XV of the SFO, Rich Cheer Development Limited is deemed or taken to be interested in all the Shares beneficially owned by Sze's Holdings Limited.

Save as disclosed above, as at 30 September 2024, the Directors were not aware that there was any person (not being a Director or chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and was recorded in the register kept by the Company pursuant to section 336 of the SFO.

## 主要股東／其他人士於本公司股份及相關股份的權益及淡倉

於2024年9月30日，以下人士（董事及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須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益或淡倉或登記於根據證券及期貨條例第336條須予存置之登記冊內之權益或淡倉：

### 於股份的好倉

附註：

施氏控股有限公司的全部已發行股本由豐悅發展有限公司（為施氏家族信託的受託人）持有。施氏家族信託為吳醒梅女士設立的全權信託。施氏家族信託的受益人包括（其中包括）施偉倫先生和施丹妮女士。根據證券及期貨條例第XV部的條文，豐悅發展有限公司被視為或當作於施氏控股有限公司實益擁有的所有股份中擁有權益。

除上文所披露者外，於2024年9月30日，董事並不知悉任何人士（非董事或本公司主要行政人員）於或被視為於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益或淡倉及登記於根據證券及期貨條例第336條本公司存置之登記冊內之權益或淡倉。

## SHARE OPTION SCHEMES

### Pre-IPO Share Option Scheme

On 21 February 2017, a share option scheme was adopted by the sole shareholder of the Company (the "Pre-IPO Share Option Scheme"). The Pre-IPO Share Option Scheme is a share incentive scheme and is established to aid the Company in retaining key and senior employees of the Group.

An aggregate of 192,000 share options at an exercise price of HK\$0.42 per share option, being the offer price under the Share Offer, were granted on 23 February 2017 to an executive Director and certain employees of the Group. No further options will be granted under the Pre-IPO Share Option Scheme.

Details of the share options granted under the Pre-IPO Share Option Scheme are as follows:

## 購股權計劃

### 首次公開發售前購股權計劃

於2017年2月21日，本公司唯一股東採納一項購股權計劃（「首次公開發售前購股權計劃」）。首次公開發售前購股權計劃為一項股份獎勵計劃，其設立乃旨在協助本公司挽留本集團主要及高級僱員。

合共192,000份每份購股權行使價0.42港元（即股份發售項下之發售價）之購股權已於2017年2月23日授予一名執行董事及本集團若干僱員。概不會根據首次公開發售前購股權計劃進一步授出購股權。

根據首次公開發售前購股權計劃授出之購股權詳情如下：

Category of participants 參與者類別	Number of Share Options (Note 1) 購股權數目 (附註1)				Outstanding as at 30 September 2024 於2024年 9月30日未行使	Exercise price per share option 每份購股 權行使價	Exercisable period 行使期
	Outstanding as at 1 April 2024 於2024年 4月1日未行使	Exercised during the Period 於期內獲行使	Cancelled during the Period 於期內註銷	Lapsed during the Period 於期內失效			
<b>Director</b> <b>董事</b>							
Ang Ming Wah	64,000	-	-	-	64,000	HK\$0.42	16 March 2017 to 15 March 2027 (Note 2)
洪明華	64,000	-	-	-	64,000	0.42港元	2017年3月16日至 2027年3月15日 (附註2)
<b>Sub-total</b> <b>小計</b>	64,000 64,000	- -	- -	- -	64,000 64,000		
3 Employees in aggregate	80,000	-	-	-	80,000	HK\$0.42	16 March 2017 to 15 March 2027 (Note 2)
合共3名僱員	80,000	-	-	-	80,000	0.42港元	2017年3月16日至 2027年3月15日 (附註2)
<b>Sub-total</b> <b>小計</b>	80,000 80,000	- -	- -	- -	80,000 80,000		
<b>Total</b> <b>總計</b>	144,000 144,000	- -	- -	- -	144,000 144,000		

Notes:

1. Number of Shares over which options granted under the Pre-IPO Share Option Scheme are exercisable.
2. These holders of options granted under the Pre-IPO Share Option Scheme may only exercise their options in the following manner:
  - (a) 50% of the options granted are exercisable during the period from 16 March 2017 to 15 March 2027; and
  - (b) the remaining 50% of the options granted are exercisable during the period from 16 March 2018 to 15 March 2027.

附註：

1. 根據首次公開發售前購股權計劃授出的可行使購股權所涉及之股份數目。
2. 根據首次公開發售前購股權計劃授出的購股權之該等持有人僅可按以下方式行使彼等之購股權：
  - (a) 50%的已授出購股權可於2017年3月16日至2027年3月15日期間行使；及
  - (b) 剩餘50%的已授出購股權可於2018年3月16日至2027年3月15日期間行使。

## Share Option Scheme

The Company also adopted a share option scheme (the “Share Option Scheme”) which was approved by a resolution of the sole shareholder of the Company passed on 21 February 2017. No option under the Share Option Scheme has been granted since its adoption.

## 購股權計劃

本公司亦已採納一項購股權計劃（「購股權計劃」），其乃以本公司唯一股東於2017年2月21日通過的決議案批准。自採納購股權計劃起，概無根據購股權計劃授出購股權。

## CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company has adopted the code provisions set out in the Corporate Governance Code (“CG Code”) contained in Part 2 of Appendix C1 to the Listing Rules as its own code of corporate governance.

Save for the deviation of code provision C.2.1 of the CG Code as described below, the Board considers that, the Company has complied, to the extent applicable and permissible, with the code provisions as set out in the CG Code during the six months ended 30 September 2024 and the Directors will use their best endeavours to procure the Company to comply with the CG Code and make disclosure of deviation from such code in accordance with the Listing Rules.

## 企業管治常規

董事深明在管理及內部程序方面實行良好企業管治以達致有效問責性的重要性。本公司已採納上市規則附錄C1第二部分所載的企業管治守則（「企業管治守則」）中的守則條文作為其自身的企業管治守則。

除下文所述偏離企業管治守則的守則條文第 C.2.1 條外，董事會認為，本公司於截至2024年9月30日止六個月內已遵守企業管治守則所載的守則條文（以適用及允許者為限），且董事將盡力促使本公司遵守企業管治守則，並根據上市規則披露偏離相關守則的情況。

## Chairperson and Chief Executive Officer

Code provision C.2.1 of the CG Code requires the responsibilities between the chairperson and chief executive officer should be separated and should not be performed by the same individual.

Up to the date of this report, the Company has not appointed a chief executive officer and the role and functions of chief executive officer have been performed by all the executive Directors, including Madam Ng Sing Mui, the chairperson of the Company and an executive Director, collectively. The Board considered that this has the advantages of allowing contributions from all executive Directors with different expertise and will review the current situation from time to time and shall make necessary arrangements when the Board considers appropriate.

## AUDIT COMMITTEE

The Company established the Audit Committee on 21 February 2017 with written terms of reference in compliance with the Listing Rules and CG Code. The Audit Committee currently comprises all the three independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Yuen Ching Bor Stephen and Mr. Chan Chun Sing with Mr. Chung Koon Yan being the chairperson of the Audit Committee.

The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting process, risk management and internal control systems, and review of the Group's financial information.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Company for the six months ended 30 September 2024 and is of the opinion that such results have complied with the applicable accounting standards and the requirements under the Listing Rules, and that adequate disclosures have been made.

## 主席及行政總裁

企業管治守則的守則條文第C.2.1條規定主席及行政總裁的責任應予以區分及不應由同一人承擔。

截至本報告日期，本公司尚未委任行政總裁，而行政總裁的角色及職能由全體執行董事（包括本公司主席兼執行董事吳醒梅女士）共同履行。董事會認為，此舉有利於令具備不同專長的各執行董事均可作出貢獻，且董事會將不時檢討當前狀況並在董事會認為適當時作出必要的安排。

## 審核委員會

本公司已於2017年2月21日成立審核委員會，並根據上市規則及企業管治守則制訂其書面職權範圍。審核委員會目前由全體三名獨立非執行董事組成，即鍾琯因先生、袁靖波先生及陳振聲先生，鍾琯因先生為審核委員會主席。

審核委員會的主要職責包括檢討及監察本集團的財務申報程序、風險管理及內部監控系統，及審閱本集團的財務資料。

審核委員會已審閱本公司截至2024年9月30日止六個月的未經審核簡明綜合業績，並認為該等業績符合適用會計準則及上市規則之規定，且已作出充足披露。

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct for securities transactions by Directors. The Directors are reminded of their obligations under the Model Code on a regular basis. The Company has made specific enquiry to all Directors, and all Directors have confirmed that they had complied with the required standard set out in the Model Code during the six months ended 30 September 2024.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 September 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board

**Winson Holdings Hong Kong Limited**

**Ng Sing Mui**

*Chairperson and Executive Director*

Hong Kong, 25 November 2024

*As at the date of this report, the executive Directors are Madam Ng Sing Mui, Ms. Sze Tan Nei, Mr. Ang Ming Wah and Mr. Sze Wai Lun; and the independent non-executive Directors are Mr. Yuen Ching Bor Stephen, Mr. Chung Koon Yan and Mr. Chan Chun Sing.*

## 董事進行證券交易的操守守則

本公司已採納標準守則作為其董事進行證券交易的操守守則。本公司亦定期提醒董事有關彼等於標準守則項下的責任。本公司已向全體董事作出特定查詢，及全體董事已確認彼等於截至2024年9月30日止六個月已遵守標準守則所載的必守準則。

## 購買、出售或贖回本公司上市證券

截至2024年9月30日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

承董事會命

**永順控股香港有限公司**

**主席兼執行董事**

**吳醒梅**

香港，2024年11月25日

於本報告日期，執行董事為吳醒梅女士、施丹妮女士、洪明華先生及施偉倫先生；及獨立非執行董事為袁靖波先生、鍾瑄因先生及陳振聲先生。



**WINSON HOLDINGS HONG KONG LIMITED**  
**永順控股香港有限公司**

[www.winsongrouphk.com](http://www.winsongrouphk.com)