

Noble Engineering Group Holdings Limited 怡康泰工程集團控股有限公司

(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 : 8445)



2023

First Quarterly Report
第一季度報告

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.

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香港聯合交易所有限公司(「聯交所」)GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，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的市場波動風險，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**」)而刊載，旨在提供有關怡康泰工程集團控股有限公司(「**本公司**」，連同其附屬公司稱「**本集團**」)的資料，本公司董事(「**董事**」)對此共同及個別承擔全部責任。董事於作出一切合理查詢後確認，就其所深知及確信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，亦無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。



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Corporate Information

公司資料



Board of Directors

Executive Directors

Mr. Tse Chun Yuen (*Chairman*)
Mr. Tse Chun Kuen (*Chief executive officer*)
Mr. Cao Yaqun
Mr. Tam Wing Yuen (resigned on 23 June 2023)

Non-executive Directors

Ms. Dang Hongying

Independent non-executive Directors

Mr. Wong Yiu Kwong Kenji
Ms. Chung Lai Ling
Mr. Tang Chi Wai

Audit Committee

Mr. Tang Chi Wai (*Chairman*)
Mr. Wong Yiu Kwong Kenji
Ms. Chung Lai Ling

Nomination Committee

Mr. Tse Chun Yuen (*Chairman*)
Mr. Wong Yiu Kwong Kenji
Ms. Chung Lai Ling

Remuneration Committee

Ms. Chung Lai Ling (*Chairwoman*)
Mr. Tang Chi Wai
Mr. Tse Chun Kuen

董事會

執行董事

謝振源先生(*主席*)
謝振乾先生(*行政總裁*)
曹雅群先生
譚永元先生(於二零二三年
六月二十三日離任)

非執行董事

黨鴻英女士

獨立非執行董事

黃耀光先生
鍾麗玲女士
鄧智偉先生

審核委員會

鄧智偉先生(*主席*)
黃耀光先生
鍾麗玲女士

提名委員會

謝振源先生(*主席*)
黃耀光先生
鍾麗玲女士

薪酬委員會

鍾麗玲女士(*主席*)
鄧智偉先生
謝振乾先生

Corporate Information

公司資料

Compliance Officer

Mr. Tse Chun Yuen

Company Secretary

Mr. Tsoi Chi Hei

Authorised Representatives

Mr. Tse Chun Yuen

Mr. Tsoi Chi Hei

Auditor

Zhonghui Anda CPA Limited

23/F, Tower 2

Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay

Hong Kong

Legal Advisers

As to Hong Kong law

ZM Lawyers

Solicitors, Hong Kong

20/F, Central 88

Nos. 88–98 Des Voeux Road

Central

Hong Kong

Registered Office in the Cayman Islands

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

監察主任

謝振源先生

公司秘書

蔡志熙先生

授權代表

謝振源先生

蔡志熙先生

核數師

中匯安達會計師事務所有限公司

香港

九龍灣

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法律顧問

有關香港法例

ZM Lawyers

香港律師

香港

中環

德輔道中88–98號

中環88，20樓

開曼群島註冊辦事處

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Corporate Information

公司資料



Headquarters and Principal Place of Business in Hong Kong

Room 9, 25/F, CRE Centre
889 Cheung Sha Wan Road
Cheung Sha Wan
Kowloon, Hong Kong

總部及香港主要營業地點

香港九龍
長沙灣
長沙灣道889號
華創中心25樓9室

Principal Share Registrar and Transfer Office in the Cayman Islands

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

開曼群島股份過戶登記總處

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

Hong Kong Branch Share Registrar and Transfer Office

Link Market Services (Hong Kong)
Pty Limited
Suite 1601, 16/F, Central Tower
28 Queen's Road Central
Hong Kong

香港股份過戶登記分處

Link Market Services (Hong Kong)
Pty Limited
香港
皇后大道中28號
中滙大廈16樓1601室

Principal Banker

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

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

Company's Website

www.nobleengineering.com.hk

公司網站

www.nobleengineering.com.hk

Stock Code

8445

股份代號

8445

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the three months ended 30 June 2023 截至二零二三年六月三十日止三個月

Unaudited First Quarterly Results

The unaudited condensed consolidated results of the Group for the three months ended 30 June 2023, together with the unaudited comparative figures for the corresponding period in 2022, are as follows:

未經審核第一季度業績

本集團截至二零二三年六月三十日止三個月的未經審核簡明綜合業績，連同二零二二年同期的未經審核比較數字如下：

| | | Three months ended 30 June 截至六月三十日止三個月 | | |
|--|------------------------------------|--|---|---|
| | | Notes 附註 | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Revenue | 收益 | 4 | 73,015 | 62,497 |
| Direct costs | 直接成本 | | (72,363) | (58,006) |
| Gross profit | 毛利 | | 652 | 4,491 |
| Other income | 其他收入 | 4 | 27 | - |
| Administrative and other operating expenses | 行政及其他經營開支 | | (2,759) | (2,512) |
| Finance costs | 融資成本 | 6(a) | - | (2) |
| (Loss) Profit before income tax | 除所得稅前(虧損)溢利 | 6 | (2,080) | 1,977 |
| Income tax (expense) credit | 所得稅(開支)抵免 | 7 | (61) | 52 |
| (Loss) Profit and total comprehensive (expense) income for the period attributable to owners of the Company | 本公司擁有人應佔期內(虧損)溢利及全面(開支)收益總額 | | (2,141) | 2,029 |
| (Loss) Earnings per share | 每股(虧損)盈利 | | | |
| Basic and diluted (HK\$ per share) | 基本及攤薄(每股港元) | 8 | (0.009) | 0.010 |

Details of dividends of the Company are set out in note 9.

本公司的股息詳情載於附註9。

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the three months ended 30 June 2023 截至二零二三年六月三十日止三個月

| | | Attributable to owners of the Company 本公司佔有人應佔 | | | | |
|---|----------------------|---|--|--|----------------------------|-----------------|
| | | Share capital 股本 | Share premium 股份溢價 (Note 10) (附註10) | Other reserve 其他儲備 (Note 10) (附註10) | Accumulated losses 累計虧損 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Balance at 1 April 2023 (Audited) | 於二零二三年四月一日的結餘(經審核) | 12,564 | 76,186 | 10,000 | (7,837) | 90,913 |
| Loss and total comprehensive expense for the period | 期內虧損及全面開支總額 | - | - | - | (2,141) | (2,141) |
| Balance at 30 June 2023 (Unaudited) | 於二零二三年六月三十日的結餘(未經審核) | 12,564 | 76,186 | 10,000 | (9,978) | 88,772 |

For the three months ended 30 June 2022 截至二零二二年六月三十日止三個月

| | | Attributable to owners of the Company 本公司佔有人應佔 | | | | |
|--|----------------------|---|--|--|---------------------------|-----------------|
| | | Share capital 股本 | Share premium 股份溢價 (Note 10) (附註10) | Other reserve 其他儲備 (Note 10) (附註10) | Retained earnings 留存盈利 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Balance at 1 April 2022 (Audited) | 於二零二二年四月一日的結餘(經審核) | 10,470 | 68,012 | 10,000 | 3,774 | 92,256 |
| Profit and total comprehensive income for the period | 期內盈利及全面收益總額 | - | - | - | 2,029 | 2,029 |
| Balance at 30 June 2022 (Unaudited) | 於二零二二年六月三十日的結餘(未經審核) | 10,470 | 68,012 | 10,000 | 5,803 | 94,285 |

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

1 General Information and Basis of Presentation

The Company is an investment holding company. The Company and its subsidiaries is principally engaged in provision of wet trades works services.

The Company was incorporated in the Cayman Islands on 12 April 2017 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares are listed on the GEM of the Stock Exchange with effect from 29 September 2017.

As at 30 June 2023 and 2022, its immediate and ultimate holding company is Land Noble Holdings Limited ("**Land Noble**"), a company incorporated in the British Virgin Islands and owned as to 50% by Mr. Tse Chun Yuen ("**Mr. Eric Tse**") and 50% by Mr. Tse Chun Kuen ("**Mr. CK Tse**").

The addresses of the registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the principal place of business of the Company is Room 9, 25/F., CRE Centre, 889 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong.

These unaudited condensed consolidated financial statements are presented in thousands of Hong Kong dollars ("**HK\$'000**"), which is the same as the functional currency of the Company.

1 一般資料及呈列基準

本公司為投資控股公司。本公司及其附屬公司主要從事提供泥水工程服務。

本公司於二零一七年四月十二日根據開曼群島公司法在開曼群島註冊成立為一間獲豁免有限公司，其股份自二零一七年九月二十九日起在聯交所GEM上市。

於二零二三年及二零二二年六月三十日，其直接及最終控股公司為高地控股有限公司（「高地」），高地為一間於英屬處女群島註冊成立的公司並由謝振源先生（「謝振源先生」）擁有50%及由謝振乾先生（「謝振乾先生」）擁有50%。

本公司註冊辦事處地址為 Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands，主要營業地點為香港九龍長沙灣長沙灣道889號華創中心25樓9室。

此未經審核簡明綜合財務報表以千港元（「千港元」）（與本公司功能貨幣相同）呈列。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2 Basis of Preparation

The quarterly financial information has been prepared in accordance with accounting policies conform with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) applicable to periods and the applicable disclosure requirements of the GEM Listing Rules. However, it does not contain sufficient information to constitute an interim financial report as defined in HKFRSs.

3 Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost convention, as modified by the revaluation of equity investments at fair value through other comprehensive income which are carried at its fair value.

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the three months ended 30 June 2023 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2023.

The HKICPA has issued a number of new and revised HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented in this quarterly financial report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2 編製基準

季度財務資料乃根據符合香港會計師公會（「香港會計師公會」）所頒佈適用於期間的香港財務報告準則（「香港財務報告準則」）的會計政策及GEM上市規則的適用披露規定編製，惟並無載有足夠資料以構成香港財務報告準則界定的中期財務報告。

3 主要會計政策

簡明綜合財務報表乃按歷史成本慣例編製，並經按其公平值計量之按公平值計入其他全面收益之股本投資重估修訂。

除採納新會計政策及應用新訂香港財務報告準則及修訂本所引致會計政策之變動外，截至二零二三年六月三十日止三個月的簡明綜合財務報表所用的會計政策及計算方法與本集團截至二零二三年三月三十一日止年度的年度財務報表時所呈列者相同。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，於本集團當前會計期間首次生效。該等修訂並無對於如何編製或於本季度財務報告呈列本集團當前或過往期間的業績及財務狀況造成重大影響。

本集團尚未應用於當前會計期間尚未生效的任何新訂準則或詮釋。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4 Revenue and Other Income

Revenue, which is also the Group's turnover, represents construction contract receipts in the ordinary course of business. Revenue and other income recognised during the respective periods are as follows:

(a) Disaggregation of revenue from contracts with customers

4 收益及其他收入

收益亦為本集團的營業額，指日常業務過程中建築合約的收入。於各有關期間已確認收益及其他收入如下：

(a) 分拆來自客戶合約的收益

| | | Three months ended 30 June 截至六月三十日止三個月 | |
|--|---------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| <i>Geographical markets</i> | | | |
| | <i>地域市場</i> | | |
| Hong Kong | 香港 | 73,015 | 62,497 |
| <i>Major services</i> | | | |
| | <i>主要服務</i> | | |
| Provision of wet trades works services | 提供泥水工程服務 | 73,015 | 62,497 |
| <i>Timing of revenue recognition</i> | | | |
| | <i>收益確認時間</i> | | |
| Over time | 隨時間 | 73,015 | 62,497 |

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

(b) Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that were unsatisfied (or partially unsatisfied) as at 30 June 2023 and 2022.

(b) 分配至餘下履約責任的交易價

下表包括預期於日後確認與於二零二三年及二零二二年六月三十日並未達成(或部分未達成)的履約責任有關的收益。

| | | As at 30 June 於六月三十日 | |
|---|-------------------------------|----------------------------------|----------------------------------|
| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
| Remaining performance obligations expected to be satisfied during the year ending: | 預期於截至下列日期止年度達成的餘下履約責任： | | |
| 30 June 2025 | 二零二五年六月三十日 | 178,192 | - |
| 30 June 2024 | 二零二四年六月三十日 | 93,490 | 73,154 |
| 30 June 2023 | 二零二三年六月三十日 | - | 127,100 |

| | | Three months ended 30 June 截至六月三十日止三個月 | |
|----------------------|-------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Other income | 其他收入 | | |
| Bank interest income | 銀行利息收入 | 27 | - |

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

5 Segment Information

Operating Segment

The chief operating decision-maker has been identified as the board of directors of the Company. The board of directors regards the Group's wet trades works services business as a single operating segment and regularly reviews the operating results of the Group as a whole when making decisions about resources to be allocated and assessing its performance. Also, the Group only engages its business in Hong Kong. Therefore, all revenue of the Group is derived from operations carried out in Hong Kong and all non-current assets of the Group are located in Hong Kong. Accordingly, no segment information is presented.

5 分部資料

經營分部

已確定本公司的董事會為主要營運決策者。董事會視本集團的泥水工程服務業務為一個單一經營分部，並就分配資源的決定及評估表現定期審閱本集團的整體經營業績。此外，本集團只於香港經營其業務。因此，本集團全部收益均源自於香港進行的業務，且本集團全部非流動資產均位於香港，故並無呈列分部資料。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6 (Loss) Profit before Income Tax

(Loss) Profit before income tax has been arrived at after charging:

6 除所得稅前(虧損)溢利

除所得稅前(虧損)溢利已扣除以下各項：

| | | Three months ended 30 June 截至六月三十日止三個月 | |
|--|--------------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| (a) Finance costs | (a) 融資成本 | | |
| Lease interests | 租賃利息 | - | 2 |
| (b) Other items | (b) 其他項目 | | |
| Depreciation of plant and equipment | 廠房及設備折舊 | 195 | 386 |
| Depreciation of right-of-use asset | 使用權資產折舊 | 26 | 34 |
| Lease expenses not included in the measurement of lease liabilities (Note) | 未計入租賃負債計量的租賃費用(附註) | 67 | 67 |
| Lease expenses in respect of machinery and equipment | 有關機器及設備的租賃費用 | - | 12 |

Note: Included in the amount of lease expenses not included in the measurement of lease liabilities, HK\$28,500 (three months ended 30 June 2022: HK\$28,500) was the rental expense paid to Mr. Eric Tse, Mr. CK Tse and their spouses.

附註：未計入租賃負債計量中包括的租賃費用(截至二零二二年六月三十日止三個月：28,500港元)金額中，28,500港元乃支付予謝振源先生、謝振乾先生及彼等之配偶的租賃開支。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

7 Income Tax (Expense) Credit

7 所得稅開支(抵免)

| | | Three months ended 30 June 截至六月三十日止三個月 | |
|---------------------|-------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Deferred income tax | 遞延所得稅 | 61 | (52) |

No provision for Hong Kong profits tax has been made as the Group did not have estimated assessable profit in Hong Kong for the three months ended 30 June 2023 and 2022.

於截至二零二三年及二零二二年六月三十日止三個月，本集團於香港並無估計應課稅溢利，故並無就香港利得稅計提撥備。

8 (Loss) Earnings per Share Attributable to Owners of the Company for the Period – Basic and Diluted

8 本公司擁有人應佔期內每股(虧損)盈利—基本及攤薄

| | | Three months ended 30 June 截至六月三十日止三個月 | |
|---|-----------------------|---|--|
| | | 2023 二零二三年 (Unaudited) (未經審核) | 2022 二零二二年 (Unaudited) (未經審核) |
| (Loss) Profit for the period attributable to owners of the Company (HK\$'000) | 本公司擁有人應佔期內(虧損)盈利(千港元) | (2,141) | 2,029 |
| Weighted average number of ordinary shares ('000) | 普通股加權平均數(千股) | 251,280 | 209,400 |
| Basic and diluted (loss) earnings per share (HK\$ per share) | 每股基本及攤薄(虧損)盈利(每股港元) | (0.009) | 0.010 |



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

The diluted (loss) earnings per share is equal to the basic (loss) earnings per share as there were no dilutive potential ordinary shares in issue during the three months ended 30 June 2023 and 2022.

由於截至二零二三年及二零二二年六月三十日止三個月並無已發行潛在攤薄普通股，故每股攤薄盈利(虧損)與每股基本盈利(虧損)相等。

9 Dividends

No dividend was paid or proposed for ordinary shareholders of the Company during the three months ended 30 June 2023 (three months ended 30 June 2022: nil).

9 股息

截至二零二三年六月三十日止三個月，概無向本公司普通股股東支付或建議宣派股息(截至二零二二年六月三十日止三個月：無)。

10 Reserves

Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

10 儲備

股份溢價

根據開曼群島公司法，本公司股份溢價之資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中到期之債務。

Other reserve

Other reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the corporate reorganisation.

其他儲備

其他儲備指於企業重組時為換取本公司附屬公司股本而由本公司發行股份之面值與該等股本面值之差額。

Management Discussion and Analysis

管理層討論及分析

Business Review

The Group performs wet trades works as a subcontractor in Hong Kong.

The shares of the Company (the “**Shares**”) were listed on GEM on 29 September 2017 by way of share offer.

For the three months ended 30 June 2023, the Group recorded a net loss of approximately HK\$2.1 million as compared to a net profit of approximately HK\$2.0 million for the three months ended 30 June 2022.

Outlook

In Hong Kong, business communities welcome the uplift of COVID-19-related restrictions, awaiting a more dynamic market, the economic benefits of the recent policy shift have not been shown yet and the construction industry remained one of the most challenging industries. In addition, the Board is of the view that due to the relatively high level of competition in the Hong Kong construction industry, the Group’s profit margin for new projects will continue to be under pressure during tendering. Due to the aforesaid situation, there was overall delay in the work status of the Group’s projects on hand and delayed the Group’s cash flows from operation. Although the overall business environment has gradually improved, the Group’s tendering result, were still not satisfying.

業務回顧

本集團主要於香港從事泥水工程分包商業務。

本公司的股份(「**股份**」)於二零一七年九月二十九日以股份發售方式在GEM上市。

截至二零二三年六月三十日止三個月期間，本集團錄得淨虧損約2.1百萬港元，而截至二零二二年六月三十日止三個月期間錄得淨溢利約2.0百萬港元。

展望

在香港，商界樂見COVID-19疫情相關限制撤銷，期待市場恢復生機，但近期的政策改變仍未見經濟成效，建造業依舊是受到最大挑戰的行業之一。此外，董事會認為，由於香港建造業競爭較為激烈，競投時本集團的新項目利潤率將繼續受壓。由於上述情況，本集團手頭項目的工程狀況整體延誤，因而令本集團的經營現金流量延遲。儘管整體營商環境逐漸改善，但本集團的投標結果仍未如理想。



Management Discussion and Analysis

管理層討論及分析

The intense market competition may lead to smaller number of successful tenders and quotations and lower value of contracts awarded to the Group. The Group's gross profit margin is also under pressure from competitive project pricing on tenders and quotations, which in turn affects the financial performance of the Group.

The Group intends to implement a more prudent approach in project selection; that is to say, the Group will selectively place tenders to well-established contractors and well-known business partners to ensure projects on hand remain steady and receivables are sound.

In order to maintain its market share in the wet trades works industry, the Group will continue to closely monitor the market and respond to changes in market conditions. The Directors are confident that the Group is in a good position to compete with its competitors with its reputation in the wet trades works industry and its experienced management team.

The Group will continue to improve its competitiveness in the market by continuing to provide quality works to its customers. The Group will also continue to proactively seek opportunities to expand its customer base and its market share and undertake more wet trades projects which will enhance value to the shareholders.

市場競爭激烈有機會導致成功競投及報價的數量減少，以及本集團獲批的合約價值較低。競投及報價中的競爭性項目定價亦使本集團的毛利率受壓，繼而影響本集團的財務表現。

本集團擬在項目選擇上實施更加審慎的舉措；換言之，本集團將在招標中選擇成熟的承建商及知名的業務合作夥伴，以確保手頭項目穩定及應收款項健康。

為維持本集團於泥水工程行業的市場份額，本集團將繼續密切監察市場並對市況變動作出回應。憑藉本集團於泥水工程行業的聲譽及其經驗豐富的管理團隊，董事有信心本集團在與其競爭對手的競爭之間處於有利地位。

本集團將透過持續向客戶提供高質量工程以持續提高市場競爭力。本集團亦會繼續積極尋求機會擴充我們的客戶群及市場份額，並承接更多泥水工程項目，提升股東價值。

Management Discussion and Analysis

管理層討論及分析

The Group will continue to improve its operating efficiency and profitability of its business and expand its fleet of machinery and equipment, which will enhance the basis of its technical capability to bid for future projects. The Group will also proactively seek opportunities to expand its customer base and market share and undertake more wet trades projects which will enhance value to the shareholders and stakeholders of the Company.

The Group has been exploring other business opportunities and/or expanding the geographical coverage of the principal business of the Group beyond the Hong Kong market in order to enhance its future development and to strengthen the revenue bases of the Group. The Group will be ready to dive into any opportunities as they arise or come to its attention. The Group expect that diversification of its business will provide a better return to the shareholders of the Company.

本集團將繼續提高本集團的營運效率及本集團業務的盈利能力並擴充其機器及設備機組，為競標未來項目提升本集團的技術實力水準。本集團亦會積極物色可擴充本集團的客戶群及市場份額的商機，並承接更多泥水工程項目以提升本公司股東及利益相關者的價值。

本集團一直致力探索其他商機及／或擴大本集團主營業務於香港市場以外的地域版圖，從而提升本集團的未來發展，鞏固本集團收益基礎。本集團會密切留意任何機會的出現以令本集團可以及時把握。本集團預期業務多元化將為本公司股東帶來更豐厚的回報。



Management Discussion and Analysis

管理層討論及分析

Financial review

Revenue

For the three months ended 30 June 2023, the Group's revenue amounted to approximately HK\$73.0 million, which increased by approximately 16.8% as compared to the three months ended 30 June 2022. The increase in revenue was primarily attributable to the increase in amounts of contracts awarded.

Gross profit and gross profit margin

The gross profit of the Group for the three months ended 30 June 2023 amounted to approximately HK\$0.7 million, which decreased by approximately 84.4% as compared to a gross profit of approximately HK\$4.5 million for the three months ended 30 June 2022. The gross profit margin for the three months ended 30 June 2023 was approximately 0.9%, compared to the gross profit margin for the three months ended 30 June 2022 of approximately 7.2%. The decrease in gross profit and gross profit margin was mainly due to (i) competitive project pricing arising from intense market competition; and (ii) the increase in direct costs incurred from (a) unexpected additional subcontracting costs incurred to deal with unexpected changes to the on-site arrangements for certain construction projects of the Group; and (b) the delays in certain projects.

財務回顧

收益

截至二零二三年六月三十日止三個月期間，本集團收益約73.0百萬港元，較截至二零二二年六月三十日止三個月期間增加約16.8%。收益增加乃主要由於已獲授工程合約金額增加。

毛利及毛利率

本集團於截至二零二三年六月三十日止三個月期間的毛利約為0.7百萬港元，相較截至二零二二年六月三十日止三個月期間約4.5百萬港元的毛利減少約84.4%。截至二零二三年六月三十日止三個月期間的毛利率約為0.9%，而截至二零二二年六月三十日止三個月期間的毛利率約為7.2%。毛利及毛利率減少主要由於(i)由於市場競爭激烈，所以項目定價有競爭力；及(ii) (a)本集團若干建築項目中處理工地安排的突發變動產生意料之外的額外分包商費用；及(b)若干項目延誤所產生的直接成本增加。

Management Discussion and Analysis

管理層討論及分析

Other income

Other income increased by approximately HK\$27,000 from nil for the three months ended 30 June 2022 to approximately HK\$27,000 for the three months ended 30 June 2023. The increase was mainly due to the increase in bank interest income for the three months ended 30 June 2023.

Administrative and other operating expenses

Administrative and other operating expenses increased by approximately HK\$0.3 million or 12.0% from approximately HK\$2.5 million for the three months ended 30 June 2022 to approximately HK\$2.8 million for the three months ended 30 June 2023. The increase was mainly due to the increase in staff costs.

Finance costs

Finance costs decreased by approximately HK\$2,000 from approximately HK\$2,000 for the three months ended 30 June 2022 to approximately nil for the three months ended 30 June 2023. The decrease was mainly due to the decrease in lease interests for the three months ended 30 June 2023.

(Loss) Profit for the period

For the three months ended 30 June 2023 the Group recorded loss attributed to owners of the Company of approximately HK\$2.1 million as compared to profit attributed to owners of the Company for the three months ended 30 June 2022 of approximately HK\$2.0 million. It was mainly attributable to the decrease in gross profit and gross profit margin for the three months ended 30 June 2023.

其他收入

其他收入由截至二零二二年六月三十日止三個月期間的零增加約27,000港元至截至二零二三年六月三十日止三個月期間約27,000港元。該增加乃主要由於截至二零二三年六月三十日止三個月期間銀行利息收入增加。

行政及其他經營開支

行政及其他經營開支由截至二零二二年六月三十日止三個月期間約2.5百萬港元增加約0.3百萬港元或12.0%至截至二零二三年六月三十日止三個月期間約2.8百萬港元。該增加主要由於員工成本增加。

融資成本

融資成本由截至二零二二年六月三十日止三個月期間的約2,000港元減少約2,000港元至截至二零二三年六月三十日止三個月期間約零。該減少乃主要由於截至二零二三年六月三十日止三個月期間租賃利息減少。

期內溢利(虧損)

截至二零二三年六月三十日止三個月期間，本集團錄得本公司擁有人應佔虧損約2.1百萬港元，而截至二零二二年六月三十日止三個月期間則為本公司擁有人應佔溢利約2.0百萬港元。該主要歸因於截至二零二三年六月三十日止三個月期間之毛利及毛利率減少。



Management Discussion and Analysis

管理層討論及分析

Dividend

The Directors do not recommend the payment of dividend for the three months ended 30 June 2023 (three months ended 30 June 2022: nil).

Events after the reporting period

The placing of new shares under general mandate in 2022

In August 2023, the Company raised net proceeds of approximately HK\$8.0 million from its placing of 25,100,000 Shares to not less than six placees at the placing price of HK\$0.34 each per placing share under general mandate for the general working capital of the Group.

The proceeds is deposited into interest-bearing accounts with licensed banks. Up to 30 June 2023, no proceeds was utilised. The Company currently expects that the proceeds will be used by 31 December 2023.

股息

董事並不建議派付截至二零二三年六月三十日止三個月期間之股息(二零二二年六月三十日止三個月期間：零)。

報告期後事項

二零二二年根據一般授權配售新股份

於二零二三年八月，本公司透過根據一般授權按配售價每股配售股份0.34港元配售25,100,000股股份予不少於六名承配人籌集所得款項淨額約8.0百萬港元用作本集團一般營運資金。

所得款項作為存款存放於香港多間持牌銀行。直至二零二三年六月三十日止，所得款項尚未動用。本公司預計所得款項將於二零二三年十二月三十一日前動用。

Disclosure of Interests and Other Information

權益及其他資料披露

Directors' and Chief Executive's Interests and/or Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 June 2023, 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 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 Rules 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二三年六月三十日，本公司董事及主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)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和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條文視為或當作擁有的權益及淡倉)，或須登記於根據證券及期貨條例第352條存置的登記冊，或根據GEM上市規則第5.46條須知會本公司及聯交所的權益及淡倉將如下：

Long position in ordinary shares of the Company

於本公司普通股的好倉

| Name 姓名 | Capacity/Nature of interest 身份／權益性質 | Total number of Shares 股份總數 | Percentage of shareholding 股權百分比 |
|---------------------------------------|--|-----------------------------------|--|
| Mr. Tse Chun Yuen (Note) 謝振源先生(附註) | Interest in a controlled corporation; interest held jointly with another person 受控法團權益；與其他人士共同持有的權益 | 105,000,000 | 41.79% |
| Mr. Tse Chun Kuen (Note) 謝振乾先生(附註) | Interest in a controlled corporation; interest held jointly with another person 受控法團權益；與其他人士共同持有的權益 | 105,000,000 | 41.79% |
| Mr. Tam Wing Yuen 譚永元先生 | Beneficial owner 實益擁有人 | 6,000,000 | 2.39% |



Disclosure of Interests and Other Information 權益及其他資料披露

Note: Land Noble is beneficially owned as to 50% by Mr. Tse Chun Yuen and 50% by Mr. Tse Chun Kuen. On 9 May 2017, Mr. Tse Chun Yuen and Mr. Tse Chun Kuen entered into an acting in concert confirmation to acknowledge and confirm, among other things, that they are parties acting in concert within the meaning of the Hong Kong Code on Takeovers and Mergers. By virtue of the SFO, Mr. Tse Chun Yuen and Mr. Tse Chun Kuen are deemed to be interested in the Shares held by Land Noble.

附註：高地分別由謝振源先生及謝振乾先生實益擁有50%及50%。於二零一七年五月九日，謝振源先生及謝振乾先生訂立一致行動確認書，以承認及確認（其中包括）彼等為一致行動人士（定義見香港公司收購及合併守則）。根據證券及期貨條例，謝振源先生及謝振乾先生被視為於高地持有之股份中擁有權益。

Long position in the ordinary shares of associated corporation – Land Noble

於相聯法團普通股的好倉－高地

| Name 姓名 | Name of associated corporation 相聯法團名稱 | Capacity/Nature of interest 身份／權益性質 | Number of share(s) held 所持股份數目 | Percentage of interest 權益百分比 |
|----------------------------|---|---|--|--|
| Mr. Tse Chun Yuen 謝振源先生 | Land Noble Holdings Limited 高地控股有限公司 | Beneficial owner 實益擁有人 | 1 | 50% |
| Mr. Tse Chun Kuen 謝振乾先生 | Land Noble Holdings Limited 高地控股有限公司 | Beneficial owner 實益擁有人 | 1 | 50% |

Save as disclosed above, as at 30 June 2023, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of 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 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 Rules 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二三年六月三十日，概無董事或本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有任何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相關條文視為或當作擁有的權益或淡倉）或根據證券及期貨條例第352條須登記於由本公司存置的登記冊內的權益或淡倉，或根據GEM上市規則第5.46條須知會本公司及聯交所的權益或淡倉。

Disclosure of Interests and Other Information

權益及其他資料披露

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 30 June 2023, the following person/entity (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the Shares or the underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二三年六月三十日，以下人士／實體（董事及本公司最高行政人員除外）於本公司的股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或已登記於本公司根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉，或直接或間接持有附有權利可於任何情況下在本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值5%或以上的權益：

Long position in the ordinary shares of the Company

於本公司普通股的好倉

| Name | Capacity/Nature of interest | Number of share(s) held | Percentage of interest in our Company |
|---|-----------------------------|-------------------------|---------------------------------------|
| 名稱／姓名 | 身份／權益性質 | 所持股份數目 | 佔本公司權益百分比 |
| Land Noble 高地 | Beneficial owner 實益擁有人 | 105,000,000 | 41.79% |
| Ms. Or So Lan (Note 1) 柯素蘭女士(附註1) | Interest of spouse 配偶權益 | 105,000,000 | 41.79% |
| Ms. Yapp Ngi Yang (Note 2) 葉儀影女士(附註2) | Interest of spouse 配偶權益 | 105,000,000 | 41.79% |
| Mr. Tse Man Loong 車文龍先生 | Beneficial owner 實益擁有人 | 14,200,000 | 5.63% |



Disclosure of Interests and Other Information 權益及其他資料披露

Notes:

1. Ms. Or So Lan is the spouse of Mr. Tse Chun Yuen. She is deemed, or taken to be, interested in all Shares in which Mr. Tse Chun Yuen is interested in for the purposes of the SFO.
2. Ms. Yapp Ngi Yang is the spouse of Mr. Tse Chun Kuen. She is deemed, or taken to be, interested in all Shares in which Mr. Tse Chun Kuen is interested in for the purposes of the SFO.

Save as disclosed above, as at 30 June 2023, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section "Directors' and Chief Executive's Interests and/or Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation" above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company remained to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

附註：

1. 柯素蘭女士為謝振源先生的配偶。因此，就證券及期貨條例而言，柯女士被視為於謝振源先生擁有權益的所有股份中擁有權益。
2. 葉儀影女士為謝振乾先生的配偶。因此，就證券及期貨條例而言，葉女士被視為於謝振乾先生擁有權益的所有股份中擁有權益。

除上文所披露者外，於二零二三年六月三十日，主要股東或高持股量股東或其他人士(於上文「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉」一節所載擁有權益的董事及本公司最高行政人員除外)概無於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司及聯交所披露，或登記於本公司根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉，或直接或間接於附帶權利於所有情況下於本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值5%或以上的權益。

Disclosure of Interests and Other Information

權益及其他資料披露

Directors' Securities Transactions

The Company has adopted the required standard of dealing, as set out in Rules 5.48 to 5.68 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the shares of the Company (the “**Required Standard of Dealing**”). Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the Required Standard of Dealing and there was no event of non-compliance during the three months ended 30 June 2023.

Competition and Conflict of Interests

None of the Directors or the controlling shareholders of the Company (the “**Controlling Shareholders**”) or 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 or may have any other conflict of interests with the Group during the three months ended 30 June 2023.

Purchase, Sale or Redemption of Listed Securities of the Company

During the three months ended 30 June 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Share Option Scheme

The Company adopted a share option scheme (the “**Share Option Scheme**”) on 14 September 2017. No share option has been granted under the Share Option Scheme since its adoption.

董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.68條所載交易的規定標準，作為董事就本公司股份進行證券交易的行為守則（「**規定交易標準**」）。經向全體董事作出特定查詢後，全體董事已確認，於截至二零二三年六月三十日止三個月，彼等一直遵守規定交易標準，以及概無不合規事件。

競爭及利益衝突

於截至二零二三年六月三十日止三個月內，董事或本公司控股股東（「**控股股東**」）或彼等各自的緊密聯繫人（定義見GEM上市規則）概無從事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或可能產生任何其他利益衝突。

購買、出售或贖回本公司的上市證券

截至二零二三年六月三十日止三個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

購股權計劃

本公司於二零一七年九月十四日採納一項購股權計劃（「**購股權計劃**」）。自採納日期起概無根據購股權計劃授出任何購股權。



Disclosure of Interests and Other Information

權益及其他資料披露

Corporate Governance Practice

The Company acknowledges the need and importance of corporate governance as one of the key elements in creating shareholder value. The Company is also committed to achieving high standard of corporate governance that can protect and promote the interests of all shareholders and to enhance corporate value and accountability of the Company. For corporate governance purpose, the Company has adopted the Corporate Governance Code (the “**CG Code**”) set out in Appendix 15 of the GEM Listing Rules since the Listing Date up to the date of this report. During the three months ended 30 June 2023, to the best knowledge of the board of Directors of the Company (the “**Board**”), the Company has complied with the code provisions of the CG Code.

Audit Committee

The Company has established an 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 are to review and supervise the financial control, internal control and risk management systems of the Group, and provide advice and comments on the Group’s financial reporting matters to the Board. As at the date of this report, the audit committee comprises of three independent non-executive Directors, namely Mr. Tang Chi Wai, Mr. Wong Yiu Kwong Kenji and Ms. Chung Lai Ling.

The Audit Committee has reviewed the Group’s unaudited condensed consolidated results for the three months ended 30 June 2023, and is of the opinion that the unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2023 comply with applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

企業管治常規

本公司確信企業管治是為股東創造價值之必要及重要元素之一，而本公司亦致力達至高水平之企業管治，以保障及提升全體股東利益，提高企業價值與本公司之間責性。就企業管治目的而言，自上市日期起直至本報告日期為止，本公司已採納GEM上市規則附錄十五所載的企業管治守則（「**企管守則**」）。於截至二零二三年六月三十日止三個月，就本公司董事會（「**董事會**」）所知，本公司已遵守企業管治守則。

審核委員會

本公司已成立審核委員會，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檢討及監督本集團的財務監控、內部監控及風險管理制度，並就本集團的財務申報事宜向董事會提供建議及意見。於本報告日期，審核委員會由三名獨立非執行董事（即鄧智偉先生、黃耀光先生及鍾麗玲女士）組成。

審核委員會已審閱本集團截至二零二三年六月三十日止三個月的未經審核簡明綜合業績，並認為本集團截至二零二三年六月三十日止三個月的未經審核簡明綜合財務報表符合適用的會計準則及GEM上市規則，並已作出充分披露。

Disclosure of Interests and Other Information

權益及其他資料披露

Publication of First Quarterly Results and First Quarterly Report

The first quarterly results announcement and the first quarterly report are published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nobleengineering.com.hk. Should the shareholders of the Company have any difficulties in accessing the corporate communications electronically, please request the printed first quarterly report, at any time by writing to the Company.

By order of the Board

Noble Engineering Group Holdings Limited
Tse Chun Yuen

Chairman and executive Director

Hong Kong, 14 August 2023

As at the date of this report, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen and Mr. Cao Yaqun; the non-executive Director is Ms. Dang Hongying; and the independent non-executive Directors are Mr. Wong Yiu Kwong Kenji, Ms. Chung Lai Ling and Mr. Tang Chi Wai.

刊發第一季度業績及第一季度報告

第一季度業績公告及第一季度報告於聯交所網站(www.hkexnews.hk)及本公司網站(www.nobleengineering.com.hk)刊載。倘本公司股東於收取有關公司通訊電子版本時出現任何困難，可隨時向本公司發出書面通知以要求索取第一季度報告的印刷本。

承董事會命

怡康泰工程集團控股有限公司
主席兼執行董事
謝振源

香港，二零二三年八月十四日

於本報告日期，執行董事為謝振源先生、謝振乾先生及曹雅群先生；非執行董事為黨鴻英女士；及獨立非執行董事為黃耀光先生、鍾麗玲女士及鄧智偉先生。

A decorative graphic on the left side of the page. It features a blue gear icon partially overlapping a network of white nodes connected by thin white lines. The background is a light blue gradient with some blurred yellow and white bokeh effects.

Noble Engineering Group Holdings Limited
怡康泰工程集團控股有限公司