



2020

Third Quarterly Report
第三季度報告

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

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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. Harilela Mahesh

(*appointed with effect on 25 September 2020*)

Non-executive Director

Mr. U Keng Tin

(*appointed with effect on 25 September 2020*)

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 (*Chairman*)

Mr. Tang Chi Wai

Mr. Tse Chun Kuen

Compliance Officer

Mr. Tse Chun Yuen

Company Secretary

Mr. Tsoi Chi Hei

董事會

執行董事

謝振源先生(*主席*)

謝振乾先生(*行政總裁*)

Harilela Mahesh先生(於二零二零年
九月二十五日獲委任)

非執行董事

余擎天先生(於二零二零年
九月二十五日獲委任)

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

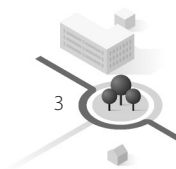
謝振乾先生

監察主任

謝振源先生

公司秘書

蔡志熙先生



Corporate Information

公司資料

Authorised Representatives

Mr. Tse Chun Yuen

Mr. Tsoi Chi Hei

Auditor

Zhonghui Anda CPA Limited

Unit 701, Citicorp Centre

18 Whitfield Road

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As to Hong Kong law

ZM Lawyers

Solicitors, Hong Kong

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Nos. 88-98 Des Voeux Road

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As to Cayman Islands law

Appleby

2206-19 Jardine House

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Registered Office in the Cayman Islands

Windward 3, Regatta Office Park

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Grand Cayman KY1-1108

Cayman Islands

授權代表

謝振源先生

蔡志熙先生

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香港銅鑼灣

威非路道18號

萬國寶通中心

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ZM Lawyers

香港律師

香港

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有關開曼群島法例

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香港

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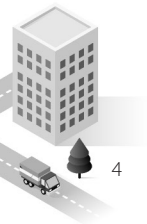
開曼群島註冊辦事處

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
(formerly known as Estera 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
(前稱Estera 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
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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 and nine months ended 31 December 2020 截至二零二零年十二月三十一日止三個月及九個月

Unaudited Third Quarterly Results

The unaudited condensed consolidated results of the Group for the three months and nine months ended 31 December 2020, together with the unaudited comparative figures for the corresponding periods in 2019, are as follows:

未經審核第三季度業績

本集團截至二零二零年十二月三十一日止三個月及九個月的未經審核簡明綜合業績，連同二零一九年同期的未經審核比較數字如下：

		Notes 附註	Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
			2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	4	84,958	53,529	241,993	162,555
Direct costs	直接成本		(84,907)	(52,150)	(241,075)	(157,833)
Gross profit	毛利		51	1,379	918	4,722
Other net gain	其他淨收益	4	8,146	100	7,904	265
Administrative and other operating expenses	行政及其他經營開支		(2,844)	(2,576)	(8,708)	(7,960)
Finance costs	融資成本	6(a)	(8)	(2)	(26)	(6)
Profit (Loss) before income tax	除所得稅前溢利(虧損)	6	5,345	(1,099)	88	(2,979)
Income tax credit	所得稅抵免	7	292	182	1,095	535
Profit (Loss) and total comprehensive income (expense) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利(虧損)及全面收益(開支)總額		5,637	(917)	1,183	(2,444)
Earnings (Losses) per share	每股盈利(虧損)					
Basic and diluted (HK cents per share)	基本及攤薄 (每股港仙)	8	0.009	(0.002)	0.002	(0.004)

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 nine months ended 31 December 2020 截至二零二零年十二月三十一日止九個月

		Attributable to equity shareholders of the Company 本公司權益股東應佔				
		Share capital 股本	Share premium 股份溢價	Other reserve 其他儲備 (Note i) (附註i)	Retained earnings 保留盈利	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 2020 (Audited)	於二零二零年四月一日 的結餘(經審核)	6,000	53,987	10,000	48,709	118,696
Issue of shares	發行股份	980	3,920	-	-	4,900
Profit and total comprehensive income for the period	期內溢利及全面收益 總額	-	-	-	1,183	1,183
Balance at 31 December 2020 (Unaudited)	於二零二零年十二月三十一日 的結餘(未經審核)	6,980	57,907	10,000	49,892	124,779

For the nine months ended 31 December 2019 截至二零一九年十二月三十一日止九個月

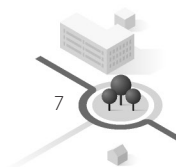
Balance at 1 April 2019 (Audited)	於二零一九年四月一日 的結餘(經審核)	6,000	53,987	10,000	57,081	127,068
Loss and total comprehensive expense for the period	期內虧損及全面開支 總額	-	-	-	(2,444)	(2,444)
Balance at 31 December 2019 (Unaudited)	於二零一九年十二月三十一日 的結餘(未經審核)	6,000	53,987	10,000	54,637	124,624

Note:

(i) 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 undertaken in the preparation for the listing of the Company's share (the "Shares") on GEM of the Stock Exchange (the "Reorganisation").

附註：

(i) 其他儲備指本公司所發行股份的面值與為籌備本公司股份(「股份」)在聯交所GEM上市進行之公司重組(「重組」)而產生為換取其附屬公司的股本面值間之差額。



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 31 December 2019 and 2020, its parent 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.

Prior to the Reorganisation, the group entities were under the control of Mr. Eric Tse and Mr. CK Tse. Through the Reorganisation, the Company became the holding company of the companies now comprising the Group on 6 September 2017. Accordingly, for the purpose of the preparation of the unaudited condensed consolidated financial statements of the Group, the Company has been considered as the holding company of the companies comprising the Group after the Reorganisation throughout the periods presented. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity. The Group was under the control of Mr. Eric Tse and Mr. CK Tse prior to and after the Reorganisation.

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。

於二零一九年及二零二零年十二月三十一日，其母公司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。

於重組之前，集團實體由謝振源先生及謝振乾先生控制。透過重組，本公司於二零一七年九月六日成為現構成本集團的各公司的控股公司。因此，就編製本集團的未經審核簡明綜合財務報表而言，本公司被視為於所呈列年度均為重組後組成本集團的各公司的控股公司。本集團由本公司及其因重組而產生的附屬公司組成，被視為持續經營實體。本集團於重組前後均由謝振源先生及謝振乾先生控制。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

The unaudited condensed financial statements have been prepared as if the Company had been the holding company of the Group throughout the periods presented in accordance with Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The unaudited condensed consolidated statement of profit or loss and other comprehensive income and unaudited condensed consolidated statement of changes in equity for the periods presented, which include the results and changes in equity of the companies comprising the Group after the Reorganisation, have been prepared as if the current group structure had been in existence throughout the periods presented, or since their respective dates of incorporation, where this is a shorter period.

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.

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.

未經審核簡明綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈的會計指引第5號「共同控制合併的合併會計法」編寫，猶如本公司於呈列期間一直為本集團之控股公司。載有重組後組成本集團的各公司於呈列期間之業績及權益變動的未經審核簡明綜合損益及其他全面收益表及未經審核簡明綜合權益變動表，按現行集團架構於呈列期間或自有關公司各自註冊成立日期起(倘期間較短)已存在編製。

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。

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。



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

3 Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for unlisted equity investment which is measured at fair value.

Other than additional accounting policies resulting from application of amendments to HKFRSs and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the nine months ended 31 December 2020 are the same as those presented in the Group's annual financial statements for the year ended 31 March 2020.

Application of amendments to HKFRSs

In the current period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2020 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

3 主要會計政策

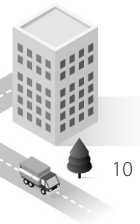
除非非上市股權投資按公允值計算外，簡明綜合財務報表乃按歷史成本基準編製。

除應用香港財務報告準則修訂本及應用若干與本集團有關的會計政策導致的新增會計政策外，截至二零二零年十二月三十一日止九個月之簡明綜合財務報表所採用之會計政策及計算方法與本集團截至二零二零年三月三十一日止年度之全年財務報表所呈列相同。

應用香港財務報告準則修訂本

於本期間，本集團編製其簡明綜合財務報表時，已首次應用提述香港財務報告準則概念框架的修訂本及香港會計師公會頒佈之下列香港財務報告準則修訂本，該等修訂本於二零二零年四月一日或之後開始之年度期間強制生效：

香港會計準則第1號及香港會計準則第8號修訂本	重大的定義
香港財務報告準則第3號修訂本	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本	利率基準改革



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

The application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

In addition, the Group has applied the following accounting policies which became relevant to the Group in the current period.

Equity investments

An investment in equity securities is classified as fair value through profit or loss (FVPL) unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at fair value through other comprehensive income (FVOCI) (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

於本期間應用提述香港財務報告準則概念框架修訂本及香港財務報告準則修訂本對本期間及過往期間本集團之財務狀況及表現及／或該等簡明綜合財務報表所載列之披露並無重大影響。

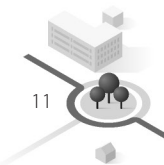
此外，本集團已應用下列於本期間與本集團有關的會計政策。

股本投資

除非該股本投資並非以買賣目的持有，且在初始確認該等投資時，本集團不可撤銷地選擇指定該項投資按公平值計入其他全面收益(不可轉回)計量，以便隨後的公平值變動於其他全面收益中確認，否則權益證券投資被劃歸為按公平值計入損益。本集團對每個金融工具單獨進行選擇分類，但該選擇分類僅在該項投資符合發行人角度下的權益定義方能進行。倘若進行上述選擇，其他全面收益中的累計金額將保留於公平值儲備中(不可轉回)，直至出售該項投資。在出售該項投資時，公平值儲備(不可轉回)中的累計金額將轉入保留盈利，不會通過損益轉回。權益證券投資的股息無論是否按公平值計入損益或按公平值計入其他全面收益計量進行分類，均於損益中確認。

政府補助

本集團在獲得合理保證將遵守政府補助所附帶的條件且將可收取政府補助前，不會確認政府補助。政府補助按系統基準於本集團確認補助擬補償的相關成本為開支的期間在損益內確認。



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

作為已產生開支或虧損的補償或為不帶任何未來相關費用而直接向本集團提供財務支持的目的的應收政府補助，在成為應收款項期間於損益確認。

4 Revenue and other net gain

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

4 收益及其他淨收益

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淨收益如下：

(a) Disaggregation of revenue from contracts with customers

(a) 分拆來自客戶合約的收益

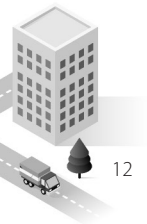
		Three months ended 31 December		Nine months ended 31 December	
		截至十二月三十一日止三個月		截至十二月三十一日止九個月	
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
By timing of revenue recognition:	按收益確認時間劃分：				
Control transferred over time	隨時間過去而轉移的控制權	84,958	53,529	241,993	162,555
By type of services:	按服務類型劃分：				
Provision of wet trades works services	提供泥水工程服務	84,958	53,529	241,993	162,555

(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 31 December 2019 and 2020.

(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二零一九年及二零二零年十二月三十一日並未達成(或部分未達成)的履約責任有關的收益。



Notes to the Condensed Consolidated Financial Statements

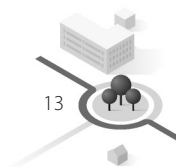
簡明綜合財務報表附註

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Remaining performance obligations expected to be satisfied during the years ended/ending:	預期於截至下列日期止年度達成的餘下履約責任：		
31 December 2020	二零二零年十二月三十一日	-	217,123
31 December 2021	二零二一年十二月三十一日	179,382	-
31 December 2022	二零二二年十二月三十一日	80,974	-
		260,356	217,123

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Other net gain	其他淨收益				
Bank interest income	銀行利息收入	4	96	76	261
Government subsidy (note)	政府補助(附註)	8,028	-	8,028	-
Loss on deemed disposal of a subsidiary	視之為出售一間附屬公司之虧損	-	-	(314)	-
Others	其他	114	4	114	4
		8,146	100	7,904	265

Note: Government grants mainly include subsidy from Construction Industry Council's Employers Subsidy Scheme, all are compensations for incurred expenses and not asset related.

附註：政府補助主要包括來自建造業議會資助僱主訓練學徒計劃的補助，均作為已產生的開支的補償而非資產相關。



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 business as a single operating segment and reviews financial information accordingly. Also, the Group only engages its business in Hong Kong. Therefore, no segment information is presented.

6 Loss Before Income Tax

Loss before income tax is arrived at after charging:

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。董事會視本集團的業務為一個單一經營分部，並據此審閱財務資料。此外，本集團只於香港經營其業務。因此，並無呈列分部資料。

6 除所得稅前虧損

除所得稅前虧損已扣除以下各項後達致：

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
(a) Finance costs	(a) 融資成本				
Interest on bank overdrafts	銀行透支利息	6	-	22	-
Interest on lease liabilities	租賃負債利息	2	2	4	6
		8	2	26	6
(b) Other items	(b) 其他項目				
Depreciation of owned assets	自置資產折舊	610	637	1,769	1,603
Depreciation of right-of-use assets	使用權資產折舊	33	33	98	98
Lease payments not included in the measurement of lease liabilities (Note)	未計入租賃負債計量的租賃付款(附註)	67	-	190	-
Operating lease rental in respect of machinery and equipment	有關機器及設備的經營租賃租金	27	19	39	163
Operating lease rental in respect of	有關以下項目的經營租賃租金				
- Premises	- 物業	-	96	-	463
- Car park	- 停車場	-	43	-	64

Note: Included in the amount of lease payments not included in the measurement of lease liabilities, HK\$85,500 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付款金額中，85,500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 Credit

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2020 二零二零年 HK\$'000 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 (Unaudited) (未經審核)
Deferred income tax	遞延所得稅	292	182	1,095	535

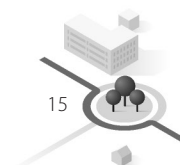
No provision for Hong Kong profits tax has been made as the Group did not have estimated assessable profit in Hong Kong for the nine months ended 31 December 2020 (for the nine months ended 31 December 2019: nil).

截至二零二零年十二月三十一日止六個月，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(截至二零一九年十二月三十一日止九個月：無)。

8 Earnings (Losses) 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盈利(虧損) – 基本及攤薄

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2020 二零二零年 HK\$'000 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 (Unaudited) (未經審核)
Profit (Loss) for the period attributable to owners of the Company (HK\$'000)	本公司擁有人應佔期內溢利(虧損)(千港元)	5,637	(917)	1,183	(2,444)
Weighted average number of ordinary shares ('000)	普通股加權平均數(千股)	637,692	600,000	612,518	600,000
Basic and diluted earnings (losses) per share (HK cents per share)	每股基本及攤薄盈利(虧損)(每股港仙)	0.009	(0.002)	0.002	(0.004)



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

On 27 November 2020, 98,000,000 placing shares of the Company have been successfully placed by the placing agent. For details, please refer to the Company's announcement dated 27 November 2020.

The diluted earnings (losses) per share is equal to the basic losses per share as there were no dilutive potential ordinary shares in issue during the nine months ended 31 December 2019 and 2020.

9 Dividends

No dividend was paid or proposed for ordinary shareholders of the Company during the nine months ended 31 December 2020 (for the nine months ended 31 December 2019: nil).

於二零二零年十一月二十七日，配售代理成功配售98,000,000股本公司的配售股份。有關詳情，請參閱本公司日期為二零二零年十一月二十七日的公佈。

由於截至二零一九年及二零二零年十二月三十一日止九個月並無已發行潛在攤薄普通股，故每股攤薄盈利(虧損)與每股基本虧損相等。

9 股息

截至二零二零年十二月三十一日止九個月，概無向本公司普通股股東支付或建議宣派股息(截至二零一九年十二月三十一日止九個月：無)。



Management Discussion and Analysis

管理層討論及分析

Development of business and prospects

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

For the nine months ended 31 December 2020, the Group recorded a net profit of approximately HK\$1.2 million as compared to a net loss of approximately HK\$2.4 million for the same period in 2019. The Directors are of the view that the net profit was mainly attributable to a government subsidy received and the decrease in gross profit and gross profit margin for the nine months ended 31 December 2020.

In addition, other external factors including the continuation of novel coronavirus (COVID-19) epidemic and the overall economic environment in Hong Kong during the nine months ended 31 December 2020 also had a negative impact on the Group in terms of cash flow, operational efficiencies and completion progress on certain projects.

In light of the development in the wet trades industry, the Group intends to implement a more prudent approach in project selection in the upcoming year; 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.

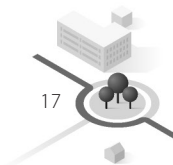
業務發展與前景

本集團主要於香港從事泥水工程分包商業務。

截至二零二零年十二月三十一日止九個月，本集團錄得淨溢利約1.2百萬港元，而二零一九年同期錄得淨虧損約2.4百萬港元。董事認為，淨溢利主要可歸因於截至二零二零年十二月三十一日止九個月收取的政府補貼及毛利及毛利率減少。

此外，於截至二零二零年十二月三十一日止九個月期間新型冠狀病毒(COVID-19)疫情持續及香港整體經濟環境等其他外部因素亦對本集團的現金流、營運效率及若干項目的完成進度產生了負面影響。

鑒於泥水行業的核心難題，本集團擬於來年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。



Management Discussion and Analysis

管理層討論及分析

The Directors are of the view that the wet trades industry and the business environment remain difficult and challenging. The intense market competition may lead to fewer 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 the competitive project pricing on tenders and quotations, which in turn affect the financial performance of the Group. Nevertheless, the Group will continue to improve our operating efficiency and profitability of our business and expand our fleet of machinery and equipment, which will enhance the basis of our technical capability to bid for future projects. The Group will also proactively seek opportunities to expand our customer base and market share and undertake more wet trades projects which will enhance value to the shareholders and stakeholders of the Company.

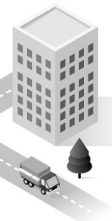
The Group may consider exploring other business opportunities and/or expanding the geographical coverage of the principal business of the Group beyond the Hong Kong market in order to enhance our future development and to strengthen the revenue bases of the Group. We believe that it would be worth exploring so that we will be ready to dive into any opportunities as they arise or come to our attention. We expect that diversification of our business will provide a better return to the shareholders of the Company.

The Board believes the Group's business strategy and industry expertise could generate and contribute greater value to Company shareholders and investors.

董事認為，泥水行業整體前景及業務環境仍然面對困難及挑戰。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。儘管如此，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集團股東及利益相關者的價值。

本集團不排除考慮探索其他商機及／或擴大本集團主營業務於香港市場以外的地域版圖，從而提升我們的未來發展，鞏固本集團收益基礎。我們會保持密切關注以於任何機會出現或我們發現機會時把握住機會意義非凡。我們預期業務多元化將為本公司股東帶來更豐厚的回報。

董事會相信本集團的業務策略及行業專長可為公司股東及投資者帶來及貢獻更大的價值。



Management Discussion and Analysis

管理層討論及分析

Outlook

The Directors are of the view that the wet trades industry and the business environment remain difficult and challenging. The intense market competition may lead to fewer 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 the competitive project pricing on tenders and quotations, which in turn affect the financial performance of the Group. Nevertheless, the Group always strives to improve our operating efficiency and profitability. The Group is expanding our fleet of machinery and equipment, which will enhance the basis of our technical capability to bid for future projects. The Group will also proactively seek opportunities to expand our customer base and our market share, and undertake more wet trades projects and business opportunities which will enhance value to the shareholders of the Company.

Financial review

Revenue

For the nine months ended 31 December 2020, the Group's revenue amounted to approximately HK\$242.0 million, which increased by approximately 48.9% as compared to the same period in 2019. The increased in revenue was primarily attributable to the increase of new projects awarded to the Group.

展望

董事認為，泥水行業整體前景及業務環境仍然面對困難及挑戰。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。儘管如此，本集團一直努力提升其經營效率及盈利能力。本集團正擴充其機械及設備隊伍，以提升技術能力競投未來項目。本集團亦將積極尋找商機擴大其客戶基礎及市場份額，承接更多泥水工程及其他商機，以提升本公司的股東的價值。

財務回顧

收益

截至二零二零年十二月三十一日止九個月，本集團收益約為242.0百萬元，較二零一九年同期增加約48.9%。收益增加乃主要由於本集團獲授的新項目增加。



Management Discussion and Analysis

管理層討論及分析

Gross profit and Gross profit margin

Our gross profit decreased by approximately HK\$3.8 million or 80.9%, from approximately HK\$4.7 million for the nine months ended 31 December 2019 to approximately HK\$0.9 million for the nine months ended 31 December 2020. The decrease in the Group's gross profit was primarily due to the decrease in our gross profit margin. The Group's gross profit margin decreased from approximately 2.9% for the nine months ended 31 December 2019 to approximately 0.4% for the nine months ended 31 December 2020, which was primarily due to the increase in overall construction costs and competitive project pricing arising from intense market competition.

Other net gain

Other net gain increased by approximately HK\$7.6 million from approximately HK\$265,000 for the nine months ended 31 December 2019 to approximately HK\$7.9 million for the nine months ended 31 December 2020. The increase was mainly due to a government subsidy received and the loss on deemed disposal of a subsidiary recognised for the nine months ended 31 December 2020.

Administrative and other operating expenses

Administrative and other operating expenses increased by approximately HK\$0.7 million or 8.8% from approximately HK\$8.0 million for the nine months ended 31 December 2019 to approximately HK\$8.7 million for the nine months ended 31 December 2020. The increase was mainly due to increase in staff costs, safety consultant expenses and internal control expenses.

毛利及毛利率

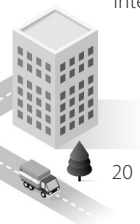
毛利由截至二零一九年十二月三十一日止九個月約4.7百萬港元減少約3.8百萬港元或80.9%至截至二零二零年十二月三十一日止九個月約0.9百萬港元。本集團毛利減少乃主要由於毛利率減少。本集團毛利率由截至二零一九年十二月三十一日止九個月約2.9%減少至截至二零二零年十二月三十一日止九個月約0.4%，主要由於整體建築成本增加及市場競爭激烈引發競爭性項目定價。

其他淨收益

其他淨收益由截至二零一九年十二月三十一日止九個月約265,000港元增加約7.6百萬港元至截至二零二零年十二月三十一日止九個月約7.9百萬港元。該增加乃主要由於截至二零二零年十二月三十一日止九個月收取的政府補貼及確認視之為出售一間附屬公司之虧損。

行政及其他經營開支

行政及其他經營開支由截至二零一九年十二月三十一日止九個月約8.0百萬港元增加約0.7百萬港元或8.8%至截至二零二零年十二月三十一日止九個月約8.7百萬港元。該增加主要由於員工成本、安全顧問費用及內控費用增加。



Management Discussion and Analysis

管理層討論及分析

Profit (Loss) for the period

For the nine months ended 31 December 2020, the Group recorded profit attributed to owners of the Company of approximately HK\$1.2 million as compared to loss for the nine months ended 31 December 2019 of approximately HK\$2.4 million. The profit was mainly attributable to a government subsidy received, offset by the decrease in gross profit for the nine months ended 31 December 2020, the increase in overall construction costs and competitive project pricing arising from intense market competition.

Dividend

The Directors do not recommend the payment of a dividend for the nine months ended 31 December 2020 (for the nine months ended 31 December 2019: nil).

The placing of new shares under general mandate in 2020

In November 2020, the Company raised a net proceeds of approximately HK\$4.7 million (the “**Placing Proceeds**”) from its placing of 98,000,000 Shares under general mandate for the general working capital of the Group. Up to the date of this report, all of the Placing Proceeds was utilised.

期內溢利(虧損)

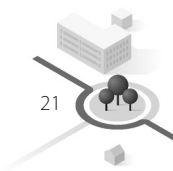
截至二零二零年十二月三十一日止九個月，本集團錄得本公司擁有人應佔溢利約1.2百萬港元，而截至二零一九年十二月三十一日止九個月則為虧損約2.4百萬港元。溢利主要歸因於截至二零二零年十二月三十一日止九個月收取的政府補貼抵銷毛利之減少，整體建築成本增加及市場競爭激烈引發競爭性項目定價。

股息

董事並不建議派付截至二零二零年十二月三十一日止九個月之股息（截至二零一九年十二月三十一日止九個月：零）。

於二零二零年根據一般授權配售新股份

於二零二零年十一月，本公司透過根據一般授權配售98,000,000股股份籌集所得款項淨額約4.7百萬港元（「**配售所得款項**」）用作本集團一般營運資金。直至本報告日期，所有配售所得款項已獲動用。



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 31 December 2020, 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 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in ordinary shares of the Company

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

於二零二零年十二月三十一日，本公司董事及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)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至5.68條須知會本公司及聯交所的權益及淡倉將如下：

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 held 持有股份總數	Approximate percentage of shareholding 股權概約百分比
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	350,000,000	50.14%
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	350,000,000	50.14%



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。

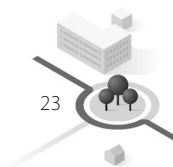
Long position in the ordinary shares of associated corporation – Land Noble

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 31 December 2020, 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 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二零年十二月三十一日，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至5.68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

So far as known to the Directors or chief executives of the Company, as at 31 December 2020, 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:

Long position in the ordinary shares of the Company

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

就本公司董事或主要行政人員所知，於二零二零年十二月三十一日，以下人士／實體（董事及本公司主要行政人員除外）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分部條文須向本公司披露的權益或淡倉或須登記於根據證券及期貨條例第336條存置的本公司登記冊內的權益或淡倉：

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 佔本公司 權益百分比
名稱／姓名	身份／權益性質	所持股份數目	權益百分比
Land Noble 高地	Beneficial owner 實益擁有人	350,000,000	50.14%
Ms. Or So Lan (Note 1) 柯素蘭女士(附註1)	Interest of spouse 配偶權益	350,000,000	50.14%
Ms. Yapp Ngi Yang (Note 2) 葉儀影女士(附註2)	Interest of spouse 配偶權益	350,000,000	50.14%

Notes:

- 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.
- 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.

附註：

- 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。
- 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。



Disclosure of Interests and Other Information

權益及其他資料披露

Save as disclosed above, as at 31 December 2020, so far as is known to the Directors, no other persons, other than the Directors and chief executive 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 any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Directors’ Securities Transactions

The Company has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 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 nine months ended 31 December 2020.

Competition and Conflict of Interests

None of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or has any other conflict of interests with the Group as required to be disclosed pursuant to rule 11.04 of the GEM Listing Rules during the nine months ended 31 December 2020.

除上文所披露者外，於二零二零年十二月三十一日，就董事所知，其他人士（董事及本公司主要行政人員除外，其權益載於上文「董事及主要行政人員於本公司或任何相關法團的股份、相關股份及債權證的權益及淡倉」一節）概無於本公司的股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉或須登記於本公司根據證券及期貨條例第336條存置的登記冊內的任何權益或淡倉。

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5.67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，於截至二零二零年十二月三十一日止九個月，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

於截至二零二零年十二月三十一日止九個月，本公司之董事、控股股東或彼等各自之任何緊密聯繫人（定義見GEM上市規則）概無從事任何與本集團業務直接或間接構成競爭或可能構成競爭的業務或與本集團存在任何根據GEM上市規則第11.04條須予披露的其他利益衝突。

Disclosure of Interests and Other Information

權益及其他資料披露

Purchase, Sale or Redemption of Listed Securities of the Company

During the nine months ended 31 December 2020, 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.

Corporate Governance Code

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. During the nine months ended 31 December 2020, 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.

購買、出售或贖回本公司的上市證券

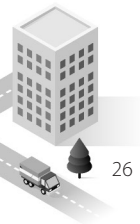
截至二零二零年十二月三十一日止九個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

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。

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任性。就企業管治目的而言，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**」）。於截至二零二零年十二月三十一日止九個月，就本公司董事會（「**董事會**」）所知，本公司已遵守企業管治守則。



Disclosure of Interests and Other Information

權益及其他資料披露

Audit Committee

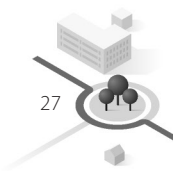
The Company has established an audit committee with written terms of reference in compliance with rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial control, internal control and risk management systems of the Group, and provide 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 (chairman of the Audit Committee), Mr. Wong Yiu Kwong Kenji and Ms. Chung Lai Ling.

The Audit Committee has reviewed the Group's unaudited condensed consolidated results for the nine months ended 31 December 2020, and is of the opinion that the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2020 comply with applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

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（審核委員會之主席）、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二零二零年十二月三十一日止九個月的未經審核簡明綜合業績，並認為本集團截至二零二零年十二月三十一日止九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 Third Quarterly Results and Third Quarterly Report

The third quarterly results announcement and the third 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 third 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, 9 February 2021

As at the date of this report, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen, and Mr. Harilela Mahesh, the non-executive Director is Mr. U Keng Tin and the independent non-executive Directors are Mr. Wong Yiu Kwong Kenji, Ms. Chung Lai Ling and Mr. Tang Chi Wai.

刊發第三季度業績及第三季度報告

第三季度業績公告及第三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三季度報告的印刷本。

承董事會命

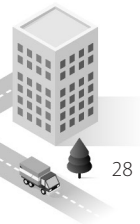
怡康泰工程集團控股有限公司

主席兼執行董事

謝振源

香港，二零二一年二月九日

於本報告日期，執行董事為謝振源先生、謝振乾先生及Harilela Mahesh先生；非執行董事為余擎天先生；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。



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