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

2021
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. Tam Wing Yuen
(appointed with effect on 30 June 2021)
Mr. Harilela Mahesh (resigned on 30 June 2021)

Non-executive Director

Mr. Cheung Kit (appointed with effect on 30 June 2021)

Mr. U Keng Tin (resigned on 30 June 2021)

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

董事會

執行董事

謝振源先生*(主席)*
謝振乾先生*(行政總裁)*
譚永元先生(於二零二一年六月三十日獲委任)
Harilela Mahesh先生(於二零二一年六月三十日辭任)

非執行董事

張杰先生(於二零二一年六月三十日獲委任)
余擎天先生(於二零二一年六月三十日辭任)

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

Corporate Information
公司資料

Compliance Officer

Mr. Tse Chun Yuen

監察主任

謝振源先生

Company Secretary

Mr. Tsoi Chi Hei

公司秘書

蔡志熙先生

Authorised Representatives

Mr. Tse Chun Yuen
Mr. Tsoi Chi Hei

授權代表

謝振源先生
蔡志熙先生

Auditor

Zhonghui Anda CPA Limited
Unit 701, Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

核數師

中匯安達會計師事務所有限公司
香港銅鑼灣
威非路道18號
萬國寶通中心
701室

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

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

Registered Office in the Cayman Islands

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

開曼群島註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

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 2021 截至二零二一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 2021, together with the unaudited comparative figures for the corresponding period in 2020, are as follows:

未經審核第一季度業績

本集團截至二零二一年六月三十日止三個月的未經審核簡明綜合業績，連同二零二零年同期的未經審核比較數字如下：

		Notes 附註	Three months ended 30 June 截至六月三十日止三個月 2021 二零二一年 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)
Revenue	**收益**	4	**75,560**	73,534
Direct costs	直接費用		**(74,719)**	(72,678)
Gross profit	**毛利**		**841**	856
Other income	其他收入	4	**1**	60
Administrative and other operating expenses	行政及其他經營開支		**(2,636)**	(3,003)
Finance costs	融資成本	6(a)	**(2)**	(10)
Loss before income tax	**除所得稅前虧損**	6	**(1,796)**	(2,097)
Income tax credit	所得稅抵免	7	**76**	344
Loss and total comprehensive expense for the period attributable to owners of the Company	**本公司擁有人應佔期內虧損及全面開支總額**		**(1,720)**	(1,753)
Loss per share	**每股虧損**			
Basic and diluted (HK$ per share)	基本及攤薄（每股港元）	8	**(0.012)**	(0.003)

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 2021 截至二零二一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	Other reserve 其他儲備 (Note) (附註)	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 2021 (Audited)	**於二零二一年四月一日的結餘(經審核)**	**6,980**	**57,721**	**10,000**	**40,194**	**114,895**
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	**–**	**–**	**–**	**(1,720)**	**(1,720)**
Rights issue of shares	供股	**3,490**	**10,291**	**–**	**–**	**13,781**
Balance at 30 June 2021 (Unaudited)	**於二零二一年六月三十日的結餘(未經審核)**	**10,470**	**68,012**	**10,000**	**38,474**	**126,956**

For the three months ended 30 June 2020 截至二零二零年六月三十日止三個月

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
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	–	(1,753)	(1,753)
Balance at 30 June 2020 (Unaudited)	**於二零二零年六月三十日的結餘(未經審核)**	6,000	53,987	10,000	46,956	116,943

Note: 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：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。

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 2020 and 2021, 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。

於二零二零年及二零二一年六月三十日，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。

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.

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。

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.

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 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 HKICPA applicable to interim 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.

2 編製基準

季度財務資料乃根據符合香港會計師公會所頒佈適用於中期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 Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost convention, as modified by the revaluation of investment 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 2021 are the same as those presented in the Group's annual financial statements for the year ended 31 March 2021.

The HKICPA has issued several amendments to 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.

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，截至二零二一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二零二一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多項香港財務報告準則的修訂，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。

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	
		2021 二零二一年	2020 二零二零年
		HK$'000 千港元	HK$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Geographical markets	*地域市場*		
Hong Kong	香港	**75,560**	73,534
Major services	*主要服務*		
Provision of wet trades works services	提供泥水工程服務	**75,560**	73,534
Timing of revenue recognition	*收益確認時間*		
Over time	隨時間	**75,560**	73,534

(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 2020 and 2021.

(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二零二零年及二零二一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	
		2021 二零二一年 HK$'000 千港元	2020 二零二零年 HK$'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 2023	二零二三年六月三十日	**124,414**	–
30 June 2022	二零二二年六月三十日	**184,104**	177,644
30 June 2021	二零二一年六月三十日	**–**	214,112

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 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)
Other income	**其他收入**		
Bank interest income	銀行利息收入	**1**	60

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。

6 Loss Before Income Tax

Loss before income tax has been arrived at after charging:

6 除所得稅前虧損

除所得稅前虧損已扣除以下各項：

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 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)
(a) Finance costs	**(a) 融資成本**		
Interest on bank overdrafts	銀行透支利息	**–**	8
Lease interests	租賃利息	**2**	2
		2	10
(b) Other items	**(b) 其他項目**		
Depreciation of plant and equipment	廠房及設備折舊	**563**	586
Depreciation of right-of-use asset	使用權資產折舊	**34**	33
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	**25**	8

Note: Included in the amount of lease expenses not included in the measurement of lease liabilities, HK$28,500 (three months ended 30 June 2020: 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(截至二零二零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。

7 Income Tax Credit

7 所得稅抵免

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 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)
Deferred income tax	遞延所得稅	**76**	344

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 2020 and 2021.

於截至二零二零年及二零二一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 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虧損 – 基本及攤薄

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company (HK$'000)	本公司擁有人應佔期內虧損（千港元）	**(1,720)**	(1,753)
Weighted average number of ordinary shares ('000)	普通股加權平均數(千股)	**144,964**	600,000
Basic and diluted loss per share (HK$ per share)	每股基本及攤薄虧損（每股港元）	**(0.012)**	(0.003)

The diluted loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares in issue during the three months ended 30 June 2020 and 2021.

由於截至二零二零年及二零二一年六月三十日止三個月並無已發行潛在攤薄普通股，故每股攤薄虧損與每股基本虧損相等。

9 Dividends

No dividend was paid or proposed for ordinary shareholders of the Company during the three months ended 30 June 2021 (three months ended 30 June 2020: nil).

9 股息

截至二零二一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(截至二零二零年六月三十日止三個月：無)。

Business Review

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

The Shares were listed on GEM on 29 September 2017 (the "**Listing Date**") by way of share offer (the "**Share Offer**").

For the three months ended 30 June 2021, the Group recorded a net loss of approximately HK$1.7 million as compared to a net loss of approximately HK$1.8 million for the three months ended 30 June 2020. The Directors are of the view that the slight decrease in net loss was mainly attributable to the decrease in administrative and other operating expenses for the three months ended 30 June 2021.

Outlook

Looking ahead, the ongoing 2019 novel coronavirus (COVID-19) outbreak in Hong Kong will continue to adversely impact the construction industry, in terms of cash flow, operational efficiencies and completion progress on certain projects, in the near future. Regardless of the near-term challenges and uncertainty in the industry, we will remain focused on our long-term goals and sustainable development. The Board will take appropriate measures to improve operating efficiency and a proactive approach in tendering profitable projects in order to lessen any adverse impact on the Group.

業務回顧

本集團主要於香港從事泥水工程分包商業務。

股份於二零一七年九月二十九日(「**上市日期**」)以股份發售方式(「**股份發售**」)在GEM上市。

截至二零二一年六月三十日止三個月，本集團錄得淨虧損約1.7百萬港元，而截至二零二零年六月三十日止三個月錄得虧損約1.8百萬港元。董事認為，淨虧損輕微減少主要可歸因於截至二零二一年六月三十日止三個月之行政及其他經營開支減少。

展望

展望未來，新型冠狀病毒(COVID-19)持續於香港爆發於不遠的將來對建築業的現金流、營運效率及若干項目的完成進度繼續造成不利影響。儘管短期內行業面臨諸多挑戰及不確定性，我們仍將不忘我們的長遠目標及可持續發展。董事會將採取適當措施提升經營效率，並積極投取具盈利的項目，以減輕對本集團造成的任何不利影響。

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.

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。

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.

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。

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.

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。我們會密切留意任何機會的出現以令我們可以及時把握。我們預期業務多元化將為本公司股東帶來更豐厚的回報。

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

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

Financial review

Revenue

For the three months ended 30 June 2021, the Group's revenue amounted to approximately HK$75.6 million, which increased by approximately 2.9% as compared to the three months ended 30 June 2020. The increase in revenue was primarily attributable to the increase of new projects awarded to the Group.

Gross profit and gross profit margin

Our gross profit decreased by approximately HK$0.1 million or 11.1%, from approximately HK$0.9 million for the three months ended 30 June 2020 to approximately HK$0.8 million for the three months ended 30 June 2021. 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 1.2% for the three months ended 30 June 2020 to approximately 1.1% for the three months ended 30 June 2021, which was primarily due to the increase in overall construction costs and competitive project pricing arising from intense market competition.

Other income

Other income decreased by approximately HK$59,000 from approximately HK$60,000 for the three months ended 30 June 2020 to approximately HK$1,000 for the three months ended 30 June 2021. The decrease was mainly due to the decrease of bank interest income for the three months ended 30 June 2021.

財務回顧

收益

截至二零二一年六月三十日止三個月，本集團收益約為75.6百萬港元，較截至二零二零年六月三十日止三個月增加約2.9%。收益增加乃主要由於本集團獲授的新項目增加。

毛利及毛利率

毛利由截至二零二零年六月三十日止三個月約0.9百萬港元減少約0.1百萬港元或11.1%至截至二零二一年六月三十日止三個月約0.8百萬港元。本集團毛利減少乃主要由於收益及毛利率減少。本集團毛利率由截至二零二零年六月三十日止三個月約1.2%減少至截至二零二一年六月三十日止三個月約1.1%，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。

其他收入

其他收入由截至二零二零年六月三十日止三個月約60,000港元減少約59,000港元至截至二零二一年六月三十日止三個月約1,000港元。該減少乃主要由於截至二零二一年六月三十日止三個月銀行利息收入減少。

Administrative and other operating expenses

Administrative and other operating expenses decreased by approximately HK$0.4 million or 13.3% from approximately HK$3.0 million for the three months ended 30 June 2020 to approximately HK$2.6 million for the three months ended 30 June 2021. The decreased was mainly due to decreased in safety consultant expenses.

行政及其他經營開支

行政及其他經營開支由截至二零二零年六月三十日止三個月約3.0百萬港元減少約0.4百萬港元或13.3%至截至二零二一年六月三十日止三個月約2.6百萬港元。該減少主要由於安全顧問費用減少。

Finance costs

Finance costs decrease by 80.0% to approximately HK$2,000 for the three months ended 30 June 2021 from approximately HK$10,000 for the three months ended 30 June 2020, which was mainly due to decrease in interest on bank overdrafts for the three months ended 30 June 2021.

融資成本

融資成本由截至二零二零年六月三十日止三個月的約10,000港元減少80.0%至截至二零二一年六月三十日止三個月約2,000港元，乃主要由於截至二零二一年六月三十日止三個月之銀行透支利息減少。

Loss for the period

For the three months ended 30 June 2021, the Group recorded loss attributed to owners of the Company of approximately HK$1.7 million as compared to the three months ended 30 June 2020 of approximately HK$1.8 million. The slight decrease was mainly attributable to the decrease in administrative and other operating expenses for the three months ended 30 June 2021.

年內虧損

截至二零二一年六月三十日止三個月，本集團錄得本公司擁有人應佔虧損約1.7百萬港元，而截至二零二零年六月三十日止三個月則為約1.8百萬港元。輕微減少主要歸因於截至二零二一年六月三十日止三個月行政及其他經營開支減少。

Dividend

The Directors do not recommend the payment of dividend for the three months ended 30 June 2021 (three months ended 30 June 2020: nil).

股息

董事並不建議派付截至二零二一年六月三十日止三個月之股息(二零二零年六月三十日止三個月：零)。

Share consolidation

As disclosed in the Company's circular dated 12 April 2021 and announcement dated 28 April 2021, the authorised and issued shares of the Company were consolidated on the basis that every five (5) issued and unissued ordinary shares of HK$0.01 each in the share capital of the Company into one (1) consolidated share of HK$0.05 each.

合股

誠如本公司日期為二零二一年四月十二日的通函及日期為二零二一年四月二十八日的公佈，本公司的法定及已發行股份按每五(5)股已發行及未發行之每股面值0.01港元之現有股份合併為一(1)股每股面值0.05港元之合併股份。

Issue of shares under Rights Issue

As disclosed in the Company's announcement dated 24 March 2021 and the prospectus dated 12 May 2021, the Company proposed to implement rights issue on the basis of one (1) rights share for every two (2) consolidated shares held on a record date at a subscription price of HK$0.215 per rights share (the "**Rights Issue**").

根據供股發行股份

誠如本公司日期為二零二一年三月二十四日的公佈及日期為二零二一年五月十二日的供股章程，本公司建議按於記錄日期每持有兩(2)股合併股份可獲發一(1)股供股股份之基準進行供股，認購價為每股供股股份0.215港元(「**供股**」)。

On 11 June 2021, the Company issued 69,800,000 ordinary shares upon completion of the Rights Issue. Accordingly, the number of shares of the Company increased from 139,600,000 shares to 209,400,000 shares. The gross proceeds from the Rights Issue were approximately HK$15.0 million. The net proceeds after deducting related expenses of approximately HK$1.2 million were approximately HK$13.8 million.

於二零二一年六月十一日，本公司於供股完成後發行69,800,000股普通股。因此，本公司的股份數目由139,600,000股增加至209,400,000股。供股的所得款項總額為約15.0百萬港元。經扣除相關開支約1.2百萬港元後，所得款項淨額為約13.8百萬港元。

The proceeds is deposited into interest-bearing accounts with licensed banks. Up to 30 June 2021, no proceeds was utilised. The Company currently expects that the proceeds will be used by 31 March 2022.

所得款項作為存款存放於香港多間持牌銀行。直至二零二一年六月三十日止，所得款項尚未動用。本公司預計所得款項將於二零二二年三月三十一日前動用。

Detailed terms of the Rights Issue and its results were set out in the Company's prospectus dated 12 May 2021 and the result announcement dated 31 May 2021, respectively.

供股之詳情及結果分別載於本公司日期為二零二一年五月十二日之供股章程及二零二一年五月三十一日之公告。

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 2021, 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:

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

於二零二一年六月三十日，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：

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	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	105,000,000	50.14%
Mr. Tam Wing Yuen 譚永元先生	Beneficial owner 實益擁有人	6,000,000	2.86%

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 2021, 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，於二零二一年六月三十日，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至5.68條須知會本公司及聯交所的權益或淡倉。

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

As at 30 June 2021, 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

於二零二一年六月三十日，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 **名稱／姓名**	**Capacity/ Nature of interest** **身份／權益性質**	**Number of share(s) held** **所持股份數目**	**Percentage of interest in our Company** **佔本公司權益百分比**
Land Noble 高地	Beneficial owner 實益擁有人	105,000,000	50.14%
Ms. Or So Lan (Note 1) 柯素蘭女士(附註1)	Interest of spouse 配偶權益	105,000,000	50.14%
Ms. Yapp Ngi Yang (Note 2) 葉儀影女士(附註2)	Interest of spouse 配偶權益	105,000,000	50.14%
Tse Man Loong 車文龍	Beneficial owner 實益擁有人	14,200,000	6.78%

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.

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。

Save as disclosed above, as at 30 June 2021, 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.

除上文所披露者外，於二零二一年六月三十日，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。

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 three months ended 30 June 2021.

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，於截至二零二一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。

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 2021.

競爭及利益衝突

於截至二零二一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。

Purchase, Sale or Redemption of Listed Securities of the Company

During the three months ended 30 June 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

購買、出售或贖回本公司的上市證券

截至二零二一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。

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.

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。

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 since the Listing Date up to the date of this report. During the three months ended 30 June 2021, 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.

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問責性。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**」)。於截至二零二一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。

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 2021, and is of the opinion that the unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2021 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、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二零二一年六月三十日止三個月的未經審核簡明綜合業績，並認為本集團截至二零二一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。

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.

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。

By order of the Board
Noble Engineering Group Holdings Limited
Tse Chun Yuen
Chairman and executive Director

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

Hong Kong, 11 August 2021

香港，二零二一年八月十一日

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

於本報告日期，執行董事為謝振源先生、謝振乾先生及譚永元先生；非執行董事為張杰先生；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