

# 鄺文記集團有限公司

## KWONG MAN KEE GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8023



THIRD QUARTERLY REPORT  
第三季度業績報告  
2019/20



**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.**

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香港聯合交易所有限公司（「聯交所」）  
**GEM**之特色

**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主板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之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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*This report, for which the directors (the “**Directors**”) of Kwong Man Kee Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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## HIGHLIGHTS

- The revenue of the Group decreased to approximately HK\$72.0 million, or by 21.4%, for the nine months ended 31 December 2019 from approximately HK\$91.6 million for the same period ended 31 December 2018.
- The Group's gross profit decreased by approximately HK\$5.0 million, or 18.9%, from approximately HK\$26.5 million for the nine months ended 31 December 2018 to approximately HK\$21.5 million for the nine months ended 31 December 2019. The gross profit margins of the Group were 29.0% for the nine months ended 31 December 2018 and 29.9% for the same period ended 31 December 2019.
- The profit of the Group decreased from approximately HK\$9.8 million for the nine months ended 31 December 2018 to approximately HK\$3.9 million for the same period ended 31 December 2019.
- The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2019 (2018: Nil).

## 摘要

- 本集團的收益由截至二零一八年十二月三十一日止九個月約91,600,000港元減少至截至二零一九年十二月三十一日止九個月約72,000,000港元，減少21.4%。
- 本集團的毛利減少約5,000,000港元或18.9%，由截至二零一八年十二月三十一日止九個月約26,500,000港元減少至截至二零一九年十二月三十一日止九個月約21,500,000港元。本集團的毛利率於截至二零一八年十二月三十一日止九個月為29.0%而於截至二零一九年十二月三十一日止同期則為29.9%。
- 本集團溢利由截至二零一八年十二月三十一日止九個月約9,800,000港元減少至截至二零一九年十二月三十一日止同期約3,900,000港元。
- 董事會不建議派發截至二零一九年十二月三十一日止九個月之中期股息（二零一八年：無）。

## FINANCIAL RESULTS

The board of directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated financial results of the Group for the nine months ended 31 December 2019, together with the comparative unaudited figures for the corresponding period in 2018 as follows:

## 財務業績

本公司董事會（「**董事會**」）欣然宣佈本集團於截至二零一九年十二月三十一日止九個月之未經審核簡明綜合財務業績，連同二零一八年同期之未經審核比較數字如下：

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

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

		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	
			2019 二零一九年 HK\$ 港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$ 港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$ 港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$ 港元 (Unaudited) (未經審核)
<b>Revenue</b>	收益	4	<b>24,918,240</b>	38,325,869	<b>71,994,863</b>	91,612,136
Cost of sales	銷售成本	8	<b>(15,932,863)</b>	(28,802,506)	<b>(50,465,399)</b>	(65,080,511)
<b>Gross profit</b>	毛利		<b>8,985,377</b>	9,523,363	<b>21,529,464</b>	26,531,625
Other income	其他收入及收益		-	-	-	67,018
Reversal of provision/ (Provision) for impairment loss on trade receivables	貿易應收款項之 減值虧損回撥 ／(撥備)		<b>77,979</b>	(64,403)	<b>(814,544)</b>	(137,824)
General and administrative expenses	一般及行政開支	8	<b>(5,392,620)</b>	(5,065,086)	<b>(15,941,283)</b>	(14,675,703)
<b>Operating profit</b>	經營溢利		<b>3,670,736</b>	4,393,874	<b>4,773,637</b>	11,785,116
Finance cost, net	財務成本淨額		<b>(77,852)</b>	(61,765)	<b>(243,111)</b>	(226,599)
<b>Profit before income tax</b>	除所得稅前溢利		<b>3,592,884</b>	4,332,109	<b>4,530,526</b>	11,558,517
Income tax expense	所得稅開支	5	<b>(537,652)</b>	(673,217)	<b>(649,239)</b>	(1,804,167)
<b>Profit for the period</b>	期間溢利		<b>3,055,232</b>	3,658,892	<b>3,881,287</b>	9,754,350



**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)** 簡明綜合全面收益表(續)

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

		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	
		2019 二零一九年 HK\$ 港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$ 港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$ 港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$ 港元 (Unaudited) (未經審核)
<b>Profit/(loss) for the period attributable to:</b>	應佔期間溢利/(虧損):				
- Owners of the Company	- 本公司擁有人	<b>3,087,976</b>	3,658,892	<b>3,950,352</b>	9,754,350
- Non-controlling interests	- 非控股權益	<b>(32,744)</b>	-	<b>(69,065)</b>	-
		<b>3,055,232</b>	3,658,892	<b>3,881,287</b>	9,754,350
<b>Other comprehensive income/(loss) for the period:</b>	期間其他全面收益/(虧損):				
Item that may be reclassified to profit or loss:	可能重新分類至損益之項目:				
Exchange differences on translation of foreign operations	換算外國業務之匯兌差額	<b>137</b>	-	<b>(2,903)</b>	-
<b>Total comprehensive income for the period</b>	期間全面收益總額	<b>3,055,369</b>	3,658,892	<b>3,878,384</b>	9,754,350
<b>Total comprehensive income/(loss) for the period attributable to:</b>	應佔期間全面收益/(虧損)總額:				
- Owners of the Company	- 本公司擁有人	<b>3,088,113</b>	3,658,892	<b>3,947,449</b>	9,754,350
- Non-controlling interests	- 非控股權益	<b>(32,744)</b>	-	<b>(69,065)</b>	-
		<b>3,055,369</b>	3,658,892	<b>3,878,384</b>	9,754,350
<b>Earnings per share attributable to owners of the Company</b>	本公司擁有人應佔每股盈利				
- Basic and diluted (HK cents per share)	- 基本及攤薄 (每股港仙)	<b>0.51</b>	0.61	<b>0.66</b>	1.63



**CONDENSED CONSOLIDATED  
STATEMENT OF CHANGES IN EQUITY**

**簡明綜合權益變動表**

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

		Attributable to owners of the Company 本公司擁有人所佔							Non-controlling interests	
		Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Shareholder contribution 股東出資	Translation reserves 換算儲備	Retained earnings 保留盈利	Total 總計	Non-controlling interests 非控股權益	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Balance at 1 April 2019 as originally presented</b>	於二零一九年四月一日之結餘(按原先呈列)	6,000,000	52,482,955	108	8,800,000	-	15,793,515	83,076,578	(15,098)	83,061,480
Change in accounting policy upon adoption of HKFRS 16	因採納香港財務報告準則第16號之會計政策變動	-	-	-	-	-	(2,731)	(2,731)	(192)	(2,923)
<b>Restated balance at 1 April 2019</b>	二零一九年四月一日之經重列結餘	6,000,000	52,482,955	108	8,800,000	-	15,790,784	83,073,847	(15,290)	83,058,557
Dividend	股息	-	-	-	-	-	(4,200,000)	(4,200,000)	-	(4,200,000)
Profit/(loss) for the period	期間溢利/(虧損)	-	-	-	-	-	3,950,352	3,950,352	(69,065)	3,881,287
<b>Other comprehensive loss for the period</b>	期間其他全面虧損									
Exchange differences on translation of foreign operations	換算外國業務之匯兌差額	-	-	-	-	(2,903)	-	(2,903)	-	(2,903)
<b>Total comprehensive income/(loss) for the period</b>	期間全面收益/(虧損)總額	-	-	-	-	(2,903)	3,950,352	3,947,449	(69,065)	3,878,384
<b>Balance at 31 December 2019</b>	於二零一九年十二月三十一日之結餘	6,000,000	52,482,955	108	8,800,000	(2,903)	15,541,136	82,821,296	(84,355)	82,736,941
<b>Balance at 1 April 2018 as original presented</b>	於二零一八年四月一日之結餘(按原先呈列)	6,000,000	52,482,955	108	8,800,000	-	15,466,937	82,750,000	-	82,750,000
Change in accounting policy upon adoption of HKFRS 9	因採納香港財務報告準則第9號之會計政策變動	-	-	-	-	-	(1,252,933)	(1,252,933)	-	(1,252,933)
<b>Restated balance at 1 April 2018</b>	於二零一八年四月一日之經重列結餘	6,000,000	52,482,955	108	8,800,000	-	14,214,004	81,497,067	-	81,497,067
Dividend	股息	-	-	-	-	-	(8,400,000)	(8,400,000)	-	(8,400,000)
Profit and total comprehensive income for the year	期間溢利及全面收益總額	-	-	-	-	-	9,754,350	9,754,350	-	9,754,350
<b>Balance at 31 December 2018</b>	於二零一八年十二月三十一日之結餘	6,000,000	52,482,955	108	8,800,000	-	15,568,354	82,851,417	-	82,851,417



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 1 GENERAL INFORMATION

Kwong Man Kee Group Limited (the “**Company**”) was incorporated in the Cayman Islands on 30 May 2016 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business is 21/F, The Bedford, 91-93 Bedford Road, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (together, the “**Group**”) are principally engaged in the provision of engineering services in flooring, screeding, anti-skid surfacing, specialised texture painting and waterproofing works. The controlling shareholder of the Company is Mr. Kwong Chi Man (“**Mr. Kwong**”) and the parent company of the Company is Sage City Investments Limited.

The condensed consolidated financial information is presented in Hong Kong dollars (“**HK\$**”), unless otherwise stated.

The Company listed its share on GEM of The Stock Exchange of Hong Kong Limited on 13 October 2016.

The condensed consolidated financial information has been reviewed by the audit committee of the Company.

## 簡明綜合財務資料附註

### 1 一般資料

鄭文記集團有限公司(「本公司」)於二零一六年五月三十日根據開曼群島法律第22章公司法(一九六一年法例三·經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands·而其主要營業地點為香港九龍必發道91-93號The Bedford 21樓。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事提供地坪鋪設、地台批盪、鋪設防滑、專業紋理塗裝及防水工程方面的工程服務。本公司之控股股東為鄭志文先生(「鄭先生」)，而本公司之母公司為Sage City Investments Limited。

除文義另有所指者外，簡明綜合財務資料乃以港元(「港元」)呈列。

本公司股份於二零一六年十月十三日在香港聯合交易所有限公司GEM上市。

簡明綜合財務資料已由本公司審核委員會審閱。





## **2 BASIS OF PREPARATION**

This condensed consolidated financial information for the nine months ended 31 December 2019 has been prepared in accordance with Hong Kong Financial Reporting Standard (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure provisions of the GEM Listing Rules. The condensed consolidated financial information should be read in conjunction with the Company’s consolidated financial statements for the year ended 31 March 2019, which have been prepared in accordance with HKFRSs issued by the HKICPA.

The preparation of the condensed consolidated financial information for the nine months ended 31 December 2019 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing this condensed consolidated financial information, the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2019.

## **3 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES**

The accounting policies adopted are consistent with those of the consolidated financial statements of the Group for the year ended 31 March 2019 unless otherwise stated.

## **2 編製基準**

本截至二零一九年十二月三十一日止九個月之簡明綜合財務資料乃根據香港會計師公會（「**香港會計師公會**」）頒佈的香港財務報告準則（「**香港財務報告準則**」）及GEM上市規則適用之披露條文而編製。簡明綜合財務資料應與本公司根據香港會計師公會頒佈的香港財務報告準則編製的截至二零一九年三月三十一日止年度之綜合財務報表一併閱讀。

編製截至二零一九年十二月三十一日止九個月之簡明綜合財務資料要求管理層作出判斷、估計及假設，而有關判斷、估計及假設會對會計政策的應用以及資產及負債、收入及開支呈報金額造成影響。實際結果可能有別於該等估計。

於編製本簡明綜合財務資料時，管理層在應用本集團會計政策時作出的重大判斷及估計不確定性的主要來源，與截至二零一九年三月三十一日止年度的綜合財務報表所應用者一致。

## **3 會計政策變動及披露**

所採納的會計政策與本集團截至二零一九年三月三十一日止年度的綜合財務報表一致，惟另有註明者除外。



### 3 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### 3.1 New standards and amendments to standards adopted by the Group

The following amendments to existing standards are effective to the Group for the accounting periods beginning on or after 1 April 2019:

HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
HKAS 28 (Amendment)	Long-term Interests in Associates and Joint Ventures
HKFRS 9 (Amendment)	Prepayment Features with Negative Compensation
HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Annual Improvements Project (Amendment)	Annual Improvements 2015-2017 Cycle

Except as disclosed in Note 3.2 for the adoption of HKFRS 16, the adoption of other new and amended standards did not have any material impact on the current period or any prior period.

### 3 會計政策變動及披露(續)

#### 3.1 本集團採納的新準則和準則修訂

以下現有準則之修訂於二零一九年四月一日或之後開始的會計期間對本集團生效：

香港會計準則 第19號(修訂)	計劃修訂、 縮減或結算
香港會計準則 第28號(修訂)	於聯營公司及 合營企業之 長期權益
香港財務報告 準則第9號 (修訂)	具有負補償之 提前還款 特點
香港財務報告 準則第16號	租賃
香港(國際財務報 告詮釋委員會) — 詮釋第23號	所得稅處理之 不確定性
年度改進項目 (修訂)	二零一五年至 二零一七年 週期之年度 改進

除附註3.2就採納香港財務報告準則第16號所披露者外，採納其他新訂及經修訂準則並無對本期間或任何前期間產生任何重要影響。



### 3 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### 3.2 Change in accounting policies

This note explains the impact of the adoption of HKFRS 16 on the Group's results and financial position.

##### **HKFRS 16 Leases**

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as "operating leases" under the principles of HKAS 17 "Leases". These liabilities were measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate. Lease payments include fixed payments (including in-substance fixed payments), less any lease incentives receivable.

The associated right-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that leases recognised in the condensed consolidated statement of financial position.

Each lease payment is allocated between the principal repayment of lease liability and finance cost. The finance cost is charged to the condensed consolidated statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

### 3 會計政策變動及披露 (續)

#### 3.2 會計政策變更

本附註說明採納香港財務報告準則第16號對本集團業績及財務狀況的影響。

##### **香港財務報告準則第16號租賃**

香港財務報告準則第16號對二零一九年一月一日或之後開始之年度期間生效。採納香港財務報告準則第16號時，本集團就先前根據香港會計準則第17號「租賃」的原則分類為「經營租賃」的租賃確認租賃負債。該等負債按餘下租賃付款的現值計量，並使用本集團的增量借款利率貼現。租賃付款包括固定付款（包括實質固定付款）減任何應收租賃獎勵。

相關使用權資產按等同於租賃負債的金額計量，並按於簡明綜合財務狀況表中確認的租賃相關的任何預付或累計租賃款項金額予以調整。

每筆租賃款項分攤為租賃負債的本金償還款項及融資成本。融資成本於租期內從簡明綜合全面收益表中扣除，以計算出各期間租賃負債餘額的固定定期利率。使用權資產乃按資產可用年期或租期（以較短者為準）以直線法折舊。



### 3 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### 3.2 Change in accounting policies (Continued)

##### HKFRS 16 Leases (Continued)

HKFRS 16 has been applied without restating comparative information, with the cumulative effect of initial application recognised as an adjustment to the opening balance of retained earnings as at 1 April 2019.

Upon the initial application of HKFRS 16, the Group measured the rights-of-use assets as if HKFRS 16 had always been applied by using the incremental borrowing rate at initial application date and the opening balances of lease liabilities and the corresponding right-of-use assets had been adjusted as at 1 April 2019.

The following table summarises the impact of transition to HKFRS 16 on the opening balance of retained earnings:

**Retained earnings as at  
 31 March 2019 (Audited)**  
 Adoption of HKFRS 16

於二零一九年三月三十一日之  
 保留盈利(經審核)  
 採納香港財務報告準則第16號

**83,061,480**  
**(2,923)**

**Retained earnings as at  
 1 April 2019 (Unaudited)**

於二零一九年四月一日之  
 保留盈利(未經審核)

**83,058,557**

### 3 會計政策變動及披露(續)

#### 3.2 會計政策變更(續)

##### 香港財務報告準則第16號租賃(續)

香港財務報告準則第16號已獲應用而並無重列比較資料，首次應用的累計影響確認已於二零一九年四月一日之保留盈利期初結餘的調整。

自首次應用香港財務報告準則第16號，本集團已按猶如香港財務報告準則第16號已一直應用而使用首次應用日期增量借款利率計量使用權資產，以及租賃負債的期初結餘及相應使用權資產於二零一九年四月一日已作調整。

下表概括過渡至香港財務報告準則第16號對保留盈利之期初結餘的影響：

**HK\$**  
**港元**



**4 REVENUE AND SEGMENT INFORMATION**

**4 收益及分部資料**

		Three months ended		Nine months ended	
		31 December		31 December	
		截至十二月		截至十二月	
		三十一日止三個月		三十一日止九個月	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Flooring	地坪鋪設	<b>22,226,234</b>	37,529,246	<b>66,410,818</b>	88,949,708
Ancillary services	配套服務	<b>2,692,006</b>	796,623	<b>5,584,045</b>	2,662,428
		<b>24,918,240</b>	38,325,869	<b>71,994,863</b>	91,612,136

The executive Directors have been identified as the chief operating decision-makers of the Group who review the Group's internal reporting in order to assess performance and allocate resources. The Directors regard the Group's business as a single operating segment and review consolidated financial information accordingly.

執行董事已確定為本集團的主要經營決策者，彼等檢討本集團的內部申報以評估表現及分配資源。董事將本集團的業務視為一個經營分部並相應審核財務資料。

The Group primarily operates in Hong Kong and Macau with most of its non-current assets located in and capital expenditure incurred in Hong Kong.

本集團主要於香港及澳門經營業務，其幾乎所有非流動資產位於香港及資本開支於香港產生。

During the nine months ended 31 December 2019, revenue was earned from customers located in Hong Kong and Macau of HK\$65,153,818 (2018: HK\$79,658,422) and HK\$6,841,045 (2018: HK\$11,953,714), respectively.

截至二零一九年十二月三十一日止九個月，從位於香港及澳門的客戶所賺取之收益分別為65,153,818港元（二零一八年：79,658,422港元）及6,841,045港元（二零一八年：11,953,714港元）。

The Group's revenue is recognised over time for the nine months ended 31 December 2019 and 2018.

本集團的收益於截至二零一九年及二零一八年十二月三十一日止九個月乃隨時間確認。



## 5 INCOME TAX EXPENSE

Income tax expense is recognised based on management's estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used is approximately 14.3% for the nine months ended 31 December 2019 (2018: approximately 15.6%).

In accordance with the two-tiered profits tax regime, Hong Kong profits tax was calculated at 8.25% on the first HK\$2 million and 16.5% of the remaining balance of the estimated assessable profits for the nine months ended 31 December 2019 and 2018.

Macau corporate income tax was provided at the applicable rate of 12% on the estimated assessable profits in excess of MOP600,000 (approximately HK\$583,000) of the Group's operation in Macau for the nine months ended 31 December 2019 and 2018.

## 6 DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2019 (2018: Nil).

## 5 所得稅開支

所得稅開支乃根據管理層對整個財政年度預期加權平均年度所得稅率的估計確認。於截至二零一九年十二月三十一日止九個月，使用的估計平均年度稅率約為14.3%（二零一八年：約15.6%）。

根據利得稅兩級制，截至二零一九年及二零一八年十二月三十一日止九個月，香港利得稅按估計應課稅溢利首2,000,000港元以8.25%計算，而其餘估計應課稅溢利則按16.5%計算。

澳門企業所得稅按本集團澳門業務截至二零一九年及二零一八年十二月三十一日止九個月之估計應課稅溢利中超過600,000澳門元（約583,000港元）的部分以適用稅率12%計提撥備。

## 6 股息

董事會不建議派發截至二零一九年十二月三十一日止九個月之中期股息（二零一八年：無）。



**7 EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the periods.

**7 每股盈利**

每股基本盈利按有關期間之本公司擁有人應佔溢利除以已發行普通股的加權平均數計算：

		<b>Three months ended</b>		<b>Nine months ended</b>	
		<b>31 December</b>		<b>31 December</b>	
		截至十二月		截至十二月	
		三十一日止三個月		三十一日止九個月	
		<b>2019</b>	2018	<b>2019</b>	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		<b>HK\$</b>	HK\$	<b>HK\$</b>	HK\$
		港元	港元	港元	港元
		<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Profit attributable to owners of the Company	本公司擁有人應佔溢利	<b>3,087,976</b>	3,658,892	<b>3,950,352</b>	9,754,350
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	<b>600,000,000</b>	600,000,000	<b>600,000,000</b>	600,000,000
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	<b>0.51</b>	0.61	<b>0.66</b>	1.63

No adjustment has been made to the basic earnings per share presented for the nine months ended 31 December 2019 and 2018 as the Group had no potentially diluted ordinary shares in issue during those periods.

並無對截至二零一九年及二零一八年十二月三十一日止九個月所呈列之每股基本盈利作出調整，原因為本集團於該等期間並無具攤薄潛力之已發行普通股。



**8 EXPENSES BY NATURE**

Expenses included in cost of sales and general and administrative expenses are analysed as follows:

**8 按性質劃分的開支**

計入銷售成本以及一般及行政開支的開支分析如下：

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>31 December</b>		<b>31 December</b>	
	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	
	<b>2019</b>	2018	<b>2019</b>	2018
	二零一九年	二零一八年	二零一九年	二零一八年
	<b>HK\$</b>	HK\$	<b>HK\$</b>	HK\$
	港元	港元	港元	港元
	<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Cost of flooring materials used	已用地坪鋪設 材料成本			
	<b>8,973,456</b>	14,799,808	<b>27,289,466</b>	35,563,222
Subcontractor cost	分包商成本			
	<b>5,839,804</b>	13,078,450	<b>19,506,351</b>	26,883,987
Employee benefit expenses	僱員福利開支			
	<b>3,638,874</b>	3,164,803	<b>10,775,944</b>	9,491,659
Auditor's remuneration	核數師酬金			
	<b>225,000</b>	200,000	<b>679,000</b>	600,000





**9 RELATED PARTY TRANSACTIONS**

The Directors of the Company are of the view that the following individuals were related parties that had transactions or balances with the Group.

<b>Related parties</b>	<b>Relationship with the Group</b>
Mr. Kwong	Controlling shareholder and executive Director of the Group
Ms. Li Chuen Chun ("Mrs. Kwong")	Spouse of Mr. Kwong
Ms. Kwong Wing Yan ("Ms. Kwong")	Daughter of Mr. Kwong

(a) During the nine months ended 31 December 2018 and 2019, the Group had the following transaction with its related parties:

Rental expenses paid in relation to rental contract entered into with Mrs. Kwong and Ms. Kwong 與下列人士訂立之租賃合約之已付租金開支：  
鄭太太及鄭女士

The transaction was entered into at terms mutually agreed with the related parties in the ordinary course of the Group's business.

(b) As at 31 December 2019, the Group recognised lease liabilities to related parties of approximately HK\$247,803 over the relevant properties leases upon the adoption of HKFRS 16 on 1 April 2019.

**9 關聯方交易**

本公司董事認為以下人士為與本集團有交易或結餘之關聯方。

<b>關聯方</b>	<b>與本集團的關係</b>
鄭先生	控股股東及本集團執行董事
李存珍女士 ("鄭太太")	鄭先生的配偶
鄭詠欣女士 ("鄭女士")	鄭先生的女兒

(a) 截至二零一八年及二零一九年十二月三十一日止九個月，本集團與其關聯方有以下交易：

<b>Nine months ended</b>	
<b>31 December</b>	
<b>截至十二月三十一日止九個月</b>	
<b>2019</b>	<b>2018</b>
<b>二零一九年</b>	<b>二零一八年</b>
<b>HK\$</b>	<b>HK\$</b>
<b>港元</b>	<b>港元</b>
<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>(未經審核)</b>	<b>(未經審核)</b>
-	31,450

該交易乃按與關聯方相互協定的條款於本集團日常業務過程中訂立。

(b) 於二零一九年十二月三十一日，本集團在二零一九年四月一日採納香港財務報告準則第16號後就相關物業租賃而確認應付關聯方的租賃負債約247,803港元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS AND FINANCIAL REVIEW

The Group is principally engaged in the car park flooring industry in Hong Kong and Macau. We provide (i) flooring services, which involve the application of proprietary floor coating products for the purpose of providing a colorful, slip-resistance, hard wearing surface that is resistant against water and petrochemicals; and (ii) ancillary services, which include specialised texture painting and waterproofing works. Our target segment range from mid to high end projects in the car park flooring market.

During the nine months ended 31 December 2019, the Group recorded revenue of approximately of HK\$72.0 million, or the decrease of 21.4% as compared with HK\$91.6 million for the same period in last year. The Group's profit decreased from approximately HK\$9.8 million for the nine months ended 31 December 2018 to approximately HK\$3.9 million for the same period ended 31 December 2019.

### REVENUE

The revenue of the Group, which is principally generated from the provision of car park flooring services for construction projects, decreased to approximately HK\$72.0 million or by 21.4%, for the nine months ended 31 December 2019 from approximately HK\$91.6 million for the nine months ended 31 December 2018. The decrease of revenue was mainly driven by the delay in commencement of some projects being secured from the property developers caused by market and economic uncertainty since June 2019.

## 管理層討論及分析

### 業務及財務回顧

本集團主要從事香港及澳門停車場地坪鋪設行業。我們提供：(i)地坪鋪設服務，涉及塗裝專利地坪鋪設塗層產品以提供色彩豐富、防滑以及具防水及不易受石油化工產品破壞特性的耐磨表面；及(ii)配套服務，包括專業紋理塗裝及防水工程。我們的目標業務分部為停車場地坪鋪設市場之中高端項目。

截至二零一九年十二月三十一日止九個月，本集團錄得收益約72,000,000港元，較去年同期約91,600,000港元減少21.4%。本集團的溢利由截至二零一八年十二月三十一日止九個月的約9,800,000港元減少至截至二零一九年十二月三十一日止同期約3,900,000港元。

### 收益

截至二零一九年十二月三十一日止九個月，本集團的收益（主要來自為建築項目提供停車場地坪鋪設服務）由截至二零一八年十二月三十一日止九個月約91,600,000港元減少21.4%至約72,000,000港元。收益減少主要由於自二零一九年六月以後，市場及經濟的不明朗因素導致部份從物業發展商取得之項目押後動工。



### **GROSS PROFIT AND GROSS PROFIT MARGIN**

The Group's gross profit decreased by approximately HK\$5.0 million, or 18.9% from approximately HK\$26.5 million for the nine months ended 31 December 2018 to approximately HK\$21.5 million for the nine months ended 31 December 2019. The gross profit margins of the Group were 29.0% for the nine months ended 31 December 2018 and 29.9% for the same period ended 31 December 2019.

### **毛利及毛利率**

本集團的毛利減少約5,000,000港元或18.9%，由截至二零一八年十二月三十一日止九個月約26,500,000港元減少至截至二零一九年十二月三十一日止九個月約21,500,000港元。本集團的毛利率於截至二零一八年十二月三十一日止九個月為29.0%而於截至二零一九年十二月三十一日止九個月則為29.9%。

### **PROVISION FOR IMPAIRMENT LOSS ON TRADE RECEIVABLES**

In order to measure the expected credit losses, trade receivables had been grouped based on the settlement profiles of customers, shared credit risk characteristics and the days past due. Based on the results, the Group recorded impairment loss on trade receivables of approximately HK\$815,000 for the nine months ended 31 December 2019 as compared with approximately HK\$138,000 for the same period ended of last year. The increase was mainly due to the increase of trade receivables overdue for the nine months ended 31 December 2019.

### **應收貿易賬款減值虧損撥備**

為計量預期信貸虧損，應收貿易賬款已根據客戶的結算概況、共同的信貸風險特點及逾期天數分類。根據結果，本集團於截至二零一九年十二月三十一日止九個月確認應收貿易賬款減值虧損約815,000港元而去年同期則約為138,000港元。增加主要是由於截至二零一九年十二月三十一日止九個月內的逾期應收貿易賬款增加。



## GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses of the Group increased by approximately HK\$1.3 million from approximately HK\$14.7 million for the nine months ended 31 December 2018 to approximately HK\$15.9 million for the nine months ended 31 December 2019. The increase was attributable to the increase in staff cost and the depreciation during the nine months ended 31 December 2019. General and administrative expenses consist primarily of staff cost, depreciation, professional fee, vehicle expenses and other general administrative expenses.

## INCOME TAX EXPENSE

Income tax expense for the Group was approximately HK\$650,000 for the nine months ended 31 December 2019 as compared with income tax expense of approximately HK\$1.8 million for the same period ended 31 December 2018. The substantial decrease of income tax expense was mainly due to decrease in profit before income tax from approximately HK\$11.6 million for the nine months ended 31 December 2018 to approximately HK\$4.5 million for the same period ended 31 December 2019.

## PROFIT FOR THE GROUP

The profit of the Group decreased from approximately HK\$9.8 million for the nine months ended 31 December 2018 to approximately HK\$3.9 million for the same period ended 31 December 2019. The significant decrease in profit was mainly due to (i) the decrease of revenue; and (ii) increase of general and administrative expenses and the provision for the impairment loss on trade receivables.

## 一般及行政開支

本集團之一般及行政開支由截至二零一八年十二月三十一日止九個月約14,700,000港元增加約1,300,000港元至截至二零一九年十二月三十一日止九個月約15,900,000港元。增加主要是由於截至二零一九年十二月三十一日止九個月內的員工成本及折舊增加。一般及行政開支主要包括員工成本、折舊、專業費用、汽車開支及其他一般行政開支。

## 所得稅開支

截至二零一九年十二月三十一日止九個月，本集團的所得稅開支約為650,000港元，而截至二零一八年十二月三十一日止同期的所得稅開支則約為1,800,000港元。所得稅開支大幅減少，主要是因為除所得稅前溢利由截至二零一八年十二月三十一日止九個月約11,600,000港元減少至截至二零一九年十二月三十一日止九個月約4,500,000港元。

## 本集團溢利

本集團溢利由截至二零一八年十二月三十一日止九個月約9,800,000港元減至截至二零一九年十二月三十一日止九個月約3,900,000港元。溢利顯著減少主要是因為(i)收益下降；及(ii)一般及行政開支以及應收貿易賬款減值虧損撥備增加所致。



## OUTLOOK

Looking forward, the Directors consider that the future opportunities and challenges facing the Group will to be affected by (i) the market and economic environment which will affect the development of the property market and the construction schedule of our main contractors who are mainly property developers; and (ii) the factors affecting the labour and material costs as well as our contract price.

In light of the prevailing market and economic uncertainty and the keen competition in the car park flooring market in Hong Kong, the Group will continue to focus on the following business strategies in order to strengthen its market position and income stream: (i) explore new business opportunities through the existing network, industry exhibitions and advertisements in industry magazines; (ii) keep track of any new construction and refurbishment projects in car park flooring markets in Hong Kong and Macau; (iii) expand the business in our ancillary services, i.e. specialised texture painting and waterproofing works and (iv) take measures to control the operation cost, such as the labour and materials costs, as well as general and administrative expenses. The Group will adhere to these strategies and cope with future challenges in order to achieve continuous growth for the Group and the shareholders' value as a whole.

## 展望

展望未來，董事認為本集團未來所面臨的機遇和挑戰將受到以下因素所影響：(i)市場及經濟環境，此將影響物業市場之發展及總承建商（主要為物業發展商）的施工時間表；及(ii)影響勞工及材料成本以及合約價的因素。

鑑於香港當前市場及經濟之不明朗因素以及停車場地坪鋪設市場之激烈競爭，本集團將繼續專注於以下業務策略以鞏固其市場地位及增強其收入來源：(i)透過現有網絡、行業展覽及行業雜誌的廣告發掘新商機；(ii)掌握香港及澳門停車場地坪鋪設市場內的任何新建築及翻新項目的動向；(iii)擴展我們的配套服務方面的業務，即專業紋理塗裝及防水工程；及(iv)採取措施控制營運成本，例如勞工及材料成本，以及一般及行政開支。本集團將恪守此等策略並應對未來的挑戰，以實現本集團的持續增長及股東的整體價值。



## TREASURY POLICY

The Group adopted a prudent financial management approach towards its treasury policies and maintained a healthy liquidity position throughout the reporting period. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time.

## CONTINGENT LIABILITY

As at 31 December 2019 and 2018, the Group did not have any significant contingent liabilities.

## EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any events after the reporting period that requires disclosure.

## 庫務政策

本集團已就其庫務政策採納審慎的財務管理方針，於報告期間一直維持穩健的流動資金狀況。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，以確保本集團的資產、負債及承擔的流動資金結構能夠符合不時的資金需求。

## 或然負債

於二零一九年及二零一八年十二月三十一日，本集團並無任何重大或然負債。

## 報告期後事項

董事會並不知悉有任何報告期後事項須予披露。



## DISCLOSURE OF INTERESTS

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

As at 31 December 2019, the interests or short positions of the Directors or chief executive officer of the Company in the shares, underlying shares and debentures of the Company or any of the associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

## 權益披露

### A. 董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉

於二零一九年十二月三十一日，本公司董事或最高行政人員於本公司或任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的任何權益或淡倉），或根據證券及期貨條例第352條須登記於該條所指的登記冊內的權益或淡倉，或根據GEM上市規則第5.46至5.67條有關董事進行證券交易而須知會本公司及聯交所的權益或淡倉如下：



**Long position in the shares of the Company**

於本公司股份的好倉

Name of Director	Nature of Interest	Number of shares held or interested	Approximate percentage of shareholding
董事姓名	權益性質	持有或擁有權益的股份數目	股權百分比
Mr. Kwong Chi Man ("Mr. Kwong")	Interest in controlled corporation (Note 1)	381,018,000	63.5%
鄭志文先生(「鄭先生」)	於受控制法團之權益(附註1)		

Note 1: Mr. Kwong beneficially owns 70% of the issued share capital of Sage City Investments Limited ("Sage City"), the beneficial owner holding approximately 63.5% shareholding in the Company. Therefore, Mr. Kwong is deemed to be interested in all the shares which are beneficially owned by Sage City for the purpose of the SFO. Mr. Kwong is the chairman, an executive Director of the Company and a director of Sage City.

附註1: 鄭先生實益擁有 Sage City Investments Limited (「Sage City」) 已發行股本的70%，而 Sage City 為持有本公司約63.5%股權的實益擁有人。因此，就證券及期貨條例而言，鄭先生被視為於 Sage City 實益擁有之所有本公司股份中擁有權益。鄭先生為本公司主席兼執行董事以及 Sage City 的董事。





### Long position in the shares of associated corporation

於相聯法團股份的好倉

Name of Director	Nature of Interest	Number of shares held or interested in associated corporation 持有或擁有權益的相聯法團股份數目	Approximate percentage of shareholding 權益百分比
董事姓名	權益性質		
Mr. Yip Kong Lok ("Mr. Yip") 葉港樂先生 〔葉先生〕	Beneficial owner (Note 2) 實益擁有人 (附註2)	3,000 shares in Sage City 於Sage City的 3,000股股份	30% in Sage City 於Sage City的 30%權益

Note 2: Mr. Yip is an executive Director and chief executive officer of the Company.

附註2：葉先生為本公司的執行董事兼行政總裁。

Save as disclosed above, as at 31 December 2019, none of the Directors or chief executive officer of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any of the 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 any interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

除上文披露者外，於二零一九年十二月三十一日，概無本公司董事或最高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第XV部）的股份、相關股份或債權證中擁有任何權益及淡倉為須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的任何權益或淡倉），或根據證券及期貨條例第352條須登記於該條所指的登記冊內，或根據GEM上市規則第5.46至5.67條有關董事進行證券交易而須知會本公司及聯交所。



**B. SUBSTANTIAL SHAREHOLDERS' INTEREST AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND, UNDERLYING SHARES AND DEBENTURE OF THE COMPANY**

So far as the Directors were aware, as at 31 December 2019, the following persons (other than the Directors or chief executive officer of the Company) had interests or short positions in the shares or underlying shares 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 who were recorded in the register of interests required to be kept under section 336 of the SFO:

**Long Position in the shares of the Company**

**B. 主要股東及其他人士在本公司股份、相關股份及債權證中擁有的權益及淡倉**

就董事所知，於二零一九年十二月三十一日，以下人士（並非本公司董事或最高行政人員）於股份或相關股份中擁有權益或淡倉為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，或已登記於根據證券及期貨條例第336條須存置的權益登記冊內：

於本公司股份的好倉

Name	Nature of Interest	Number of shares held or interested 持有或擁有 權益的股份數目	Approximate percentage of shareholding 股權百分比
名稱／姓名	權益性質		
Sage City	Beneficial interest (note 1)	381,018,000	63.5%
Sage City	實益權益(附註1)		
Ms. Li Chuen Chun	Interest of spouse (note 2)	381,018,000	63.5%
李存珍女士	配偶權益(附註2)		



*Notes:*

1. Sage City is a company incorporated in the British Virgin Islands and is owned by Mr. Kwong and Mr. Yip as to 70% and 30%, respectively. Mr. Kwong is the chairman, an executive Director of the Company and a director of Sage City. Mr. Yip is an executive Director and chief executive officer of the Company.
2. Ms. Li Chuen Chun is the spouse of Mr. Kwong and is deemed to be interested in all the shares in which Mr. Kwong is interested for the purposes of the SFO.

Save as disclosed above, as at 31 December 2019, the Directors were aware that any persons (other than the Directors or chief executive officer of the Company) had interests or short positions in the shares or underlying shares 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 who were required to be recorded in the register of interests required to be kept under section 336 of the SFO.

## **COMPETING INTERESTS**

Other than members of the Group, none of the Directors or the controlling shareholders of the Company, neither themselves nor their respective close associates (as defined in the GEM Listing Rules) had interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group during the nine months ended 31 December 2019.

*附註：*

1. Sage City 乃於英屬處女群島註冊成立之公司，並由鄭先生及葉先生分別擁有70%及30%權益。鄭先生為本公司主席兼執行董事及 Sage City 之董事。葉先生為本公司執行董事兼行政總裁。
2. 李存珍女士是鄭先生的配偶，就證券及期貨條例而言，被視為於鄭先生所擁有之所有股份中擁有權益。

除上文披露者外，就董事所知，於二零一九年十二月三十一日，並無任何人士（並非本公司董事或最高行政人員）於股份或相關股份中擁有權益或淡倉為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，或須登記於根據證券及期貨條例第336條須存置的權益登記冊。

## **競爭權益**

除本集團成員公司外，概無董事或本公司控股股東本身或彼等各自之緊密聯繫人（定義見GEM上市規則）於截至二零一九年十二月三十一日止九個月內直接或間接與本集團業務構成競爭或相當可能構成競爭之任何業務中擁有權益。



## CORPORATE GOVERNANCE PRACTICE AND COMPLIANCE

The Company has complied with the principles and applicable code provisions of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 15 of the GEM Listing Rules since 1 September 2019.

## CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted 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 Company’s shares (the “Code of Conduct”). Having made specific enquiries to all Directors, each of them has confirmed that he/she has fully complied with the required standard of dealings set out in the Code of Conduct during the nine months ended 31 December 2019.

## PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the shares during the nine months ended 31 December 2019.

## DIVIDENDS

The Board does not recommend the payment of interim dividend for the nine months ended 31 December 2019. (2018: Nil)

## 企業管治常規及遵例

自二零一九年九月一日以後，本公司已遵守GEM上市規則附錄十五所載的企業管治守則及企業管治報告（「企業管治守則」）的原則及適用守則條文。

## 董事進行證券交易的操守守則

本公司已採納GEM上市規則第5.48至5.67條作為董事就本公司股份進行證券交易的操守守則（「操守守則」）。對全體董事作出具體查詢後，各董事已確認本身於截至二零一九年十二月三十一日止九個月已全面遵守操守守則所載的必守交易準則。

## 購買、出售或贖回股份

本公司或其任何附屬公司於截至二零一九年十二月三十一日止九個月均並無購買、出售或贖回任何股份。

## 股息

董事會不建議派發截至二零一九年十二月三十一日止九個月之中期股息（二零一八年：無）。



## SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme (the “**Scheme**”) on 24 September 2016. The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 December 2019.

## AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with its written terms of reference in compliance with the GEM Listing Rules. The Audit Committee has reviewed the unaudited condensed consolidated financial results of the Group for the nine months ended 31 December 2019. The Audit Committee is of the opinion that the unaudited condensed consolidated financial results of the Group for the nine months ended 31 December 2019 comply with the applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

By order of the Board  
**Kwong Man Kee Group Limited**  
**Mr. Kwong Chi Man**  
*Chairman and Executive Director*

Hong Kong, 10 February 2020

*As at the date of this report, the executive Directors are Mr. Kwong Chi Man, Mr. Yip Kong Lok and Mr. Yip Wai Man and the independent non-executive Directors are Ms. Yu Wan Wah Amparo, Mr. Law Pui Cheung and Mr. Wat Danny Hiu Yan.*

## 購股權計劃

本公司已於二零一六年九月二十四日有條件採納購股權計劃（「該計劃」）。該計劃之條款符合GEM上市規則第二十三章的條文。

自採納該計劃以來並無授出購股權，於二零一九年十二月三十一日並無發行在外的購股權。

## 審核委員會

本公司已根據GEM上市規則之規定成立審核委員會（「審核委員會」）並以書面方式訂明其職權範圍。審核委員會已審閱本集團截至二零一九年十二月三十一日止九個月的未經審核簡明綜合財務業績。審核委員會認為，本集團截至二零一九年十二月三十一日止九個月的未經審核簡明綜合財務業績符合適用會計準則、GEM上市規則並已作出充分披露。

承董事會命  
**鄭文記集團有限公司**  
主席兼執行董事  
**鄭志文先生**

香港，二零二零年二月十日

於本報告日期，執行董事為鄭志文先生、葉港樂先生及葉偉文先生以及獨立非執行董事為余韻華女士、羅沛昌先生及屈曉昕先生。

鄺文記集團有限公司  
KWONG MAN KEE GROUP LIMITED