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**A.Plus Group Holdings Limited**  
**優越集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1841)**

**INTERIM RESULTS ANNOUNCEMENT**  
**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022**

**INTERIM RESULTS**

The board (the “Board”) of Directors (the “Directors”) of A.Plus Group Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 September 2022, together with the unaudited comparative figures for the corresponding period in 2021 as follows:

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2022

		Six months ended	
		30 September	
		2022	2021
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
Revenue	4	<b>73,920</b>	70,491
Cost of services		<u><b>(37,436)</b></u>	<u>(34,018)</u>
Gross profit		<b>36,484</b>	36,473
Other income	6	<b>7,406</b>	2,394
Selling and distribution expenses		<b>(8,174)</b>	(7,270)
Administrative expenses		<b>(14,725)</b>	(14,102)
Impairment loss of trade receivable		<b>(2,896)</b>	(1,466)
Finance costs	7	<u><b>(84)</b></u>	<u>(158)</u>
Profit before tax		<b>18,011</b>	15,871
Income tax expense	8	<u><b>(3,125)</b></u>	<u>(2,242)</u>
Profit and total comprehensive income attributable to the owners of the Company	9	<u><b>14,886</b></u>	<u>13,629</u>
Earnings per share ( <i>HK cents</i> )			
– Basic and diluted	11	<u><b>3.72</b></u>	<u>3.41</u>

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

		At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Non-current assets			
Plant and equipment	12	6,729	9,216
Right-of-use assets		3,537	5,659
Goodwill		11,423	11,423
Rental deposits		—	1,462
		<u>21,689</u>	<u>27,760</u>
Current assets			
Contract assets		1,389	15,743
Trade and other receivables	13	38,005	21,516
Income tax recoverable		—	1,821
Bank balances		78,424	78,717
		<u>117,818</u>	<u>117,797</u>
Current liabilities			
Trade and other payables	14	25,473	24,296
Contract liabilities		2,500	971
Lease liabilities		4,043	4,615
Income tax payables		1,465	849
		<u>33,481</u>	<u>30,731</u>
Net current assets		<u>84,337</u>	<u>87,066</u>
Total assets less current liabilities		<u>106,026</u>	<u>114,826</u>

		At <b>30 September</b> <b>2022</b> <i>Notes</i> <b>HK\$'000</b> <b>(Unaudited)</b>	At 31 March 2022 <i>HK\$'000</i> <b>(Audited)</b>
Non-current liability			
Lease liabilities		–	1,686
Deferred tax liability		<u>449</u>	<u>449</u>
		<u>449</u>	<u>2,135</u>
Net assets		<u><b>105,577</b></u>	<u>112,691</u>
Capital and reserves			
Share capital	<i>15</i>	<b>4,000</b>	4,000
Reserves		<u>101,577</u>	<u>108,691</u>
		<u><b>105,577</b></u>	<u>112,691</u>

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	Attributable to owners of the Company				Total HK\$'000
	Share capital HK\$'000	Share Premium HK\$'000	Other reserve HK\$'000 (Note (i))	Retained profits HK\$'000	
At 1 April 2022 (audited)	4,000	35,954	(1)	72,738	112,691
Profit and total comprehensive income for the period	–	–	–	14,886	14,886
Dividend declared and paid for the year ended 31 March 2022 (Note 10)	–	–	–	(22,000)	(22,000)
At 30 September 2022 (unaudited)	<u>4,000</u>	<u>35,954</u>	<u>(1)</u>	<u>65,624</u>	<u>105,577</u>
At 1 April 2021 (audited)	4,000	35,954	(1)	120,982	160,935
Profit and total comprehensive income for the period	–	–	–	13,629	13,629
Dividend declared and paid for the year ended 31 March 2021 (note 10)	–	–	–	(50,000)	(50,000)
At 30 September 2021 (unaudited)	<u>4,000</u>	<u>35,954</u>	<u>(1)</u>	<u>84,611</u>	<u>124,564</u>

Note:

- (i) Other reserve represented the difference between the nominal value of the issued share capital of the Company and share capital of A.Plus Financial Press Limited upon the completion of the group reorganisation on 23 March 2016.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

*For the six months ended 30 September 2022*

	<b>2022</b> <i>HK\$'000</i> <b>(unaudited)</b>	2021 <i>HK\$'000</i> (unaudited)
NET CASH FROM OPERATING ACTIVITIES	<u>21,795</u>	<u>13,222</u>
NET CASH USED IN INVESTING ACTIVITIES	<u>(4)</u>	<u>(7)</u>
NET CASH USED IN FINANCING ACTIVITIES	<u>(22,084)</u>	<u>(50,158)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	<b>(293)</b>	(36,943)
CASH AND CASH EQUIVALENTS AT 1 APRIL	<u>78,717</u>	<u>132,493</u>
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER, represented by bank balances	<u><b>78,424</b></u>	<u>95,550</u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

*For the six months ended 30 September 2022*

## 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as combined and revised) of the Cayman Islands as an exempted company with limited liability on 20 April 2015. Its parent and ultimate holding company is Brilliant Ray Global Limited (incorporated in the British Virgin Islands). The address of the registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, and the address of principal place of business of the Company is located at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong.

The Company is an investment holding company. Its major operating subsidiaries are engaged in the provision of financial printing services.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Group.

## 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared on the historical cost basis.

The condensed consolidated financial statements for the six months ended 30 September 2022 have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and accounting principles generally accepted in Hong Kong. In addition, the unaudited condensed consolidated financial statements also comply with the applicable disclosure provisions of the Listing Rules and the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The accounting policies used in the condensed consolidated interim financial statements are consistent with those adopted in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2022.

The condensed consolidated financial statements have not been audited by the Company’s independent auditors, but have been reviewed by the Audit Committee.

### 3. CHANGES IN ACCOUNTING POLICIES

#### Application of amendments to HKFRSs

In the current interim 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 2022 for the preparation of the Group's condensed consolidated financial statements:

#### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2022 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract Annual
Amendments to HKFRSs	Improvements to HKFRSs 2018-2020

The application of the amendments to HKFRSs in the current interim 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.

### 4. REVENUE

Revenue represents revenue arising from provision of financial printing services in Hong Kong. An analysis of the Group's revenue for the period is as follows:

	Six months ended	
	30 September	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Results announcements and financial reports	40,512	36,327
Company announcements and shareholder circulars	24,322	18,298
Debt offering circulars and initial public offering prospectuses	3,015	12,743
Fund documents	2,004	978
Others	4,067	2,145
	<u>73,920</u>	<u>70,491</u>



## 5. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance focuses on types of services delivered. The Group is principally engaged in the provision of financial printing services. Accordingly, the Group's operation is attributable to a single reportable and operating segment under HKFRS 8 and no segment information is presented. In addition, all of the Group's revenue is sourced in Hong Kong and assets and liabilities are located in Hong Kong. Accordingly, no geographical information is presented.

## 6. OTHER INCOME

	Six months ended 30 September	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Bank interest income	96	105
Government subsidies	2,087	–
Others	450	77
Reversal of impairment loss of trade receivables	4,773	2,212
	<u>7,406</u>	<u>2,394</u>

## 7. FINANCE COSTS

	Six months ended 30 September	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Interest on lease liabilities	<u>84</u>	<u>158</u>

## 8. INCOME TAX EXPENSE

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2022</b>	2021
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
	<b>(Unaudited)</b>	(Unaudited)
Current tax:		
Hong Kong Profits Tax	<b>3,125</b>	2,242
Deferred taxation	—	—
	<b><u>3,125</u></b>	<u>2,242</u>

Hong Kong Profits Tax for 2022 is calculated at 8.25% on the first HK\$2,000,000 and 16.5% of the remaining balance (2021: 8.25% on the first HK\$2,000,000 and 16.5% of the remaining balance) of estimated assessable profits for the period.

Deferred tax assets are measured at the tax rates of 16.5% that are expected to apply in the relevant period in which the liability is settled or the asset is realised.

The Company is an exempted company incorporated in the Cayman Islands. As such, there are no taxes on individuals or corporations based upon profits, income, gains or appreciations and there are no other taxes likely to be material to the Company levied by the government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments.

## 9. PROFIT FOR THE PERIOD

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2022</b>	2021
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
Profit for the period has been arrived at after charging:		
Salaries, wages and other benefits	<b>20,925</b>	20,652
Contribution to defined contribution retirement benefits scheme ( <i>Note</i> )	<b>633</b>	689
	<hr/>	<hr/>
Total staff costs (excluding directors' remuneration)	<b>21,558</b>	21,341
	<hr/>	<hr/>
Directors' emoluments	<b>3,252</b>	2,447
Depreciation of plant and equipment	<b>2,587</b>	2,487
Depreciation of right-of-use assets	<b>2,122</b>	2,122
	<hr/> <hr/>	<hr/> <hr/>

*Notes:* For the six months ended 30 September 2022, there were no forfeited contributions be used to reduce the level of employer's contributions. (2021: Nil)

## 10. DIVIDENDS

The Board recommended the distribution of an interim dividend of HK2.5 cents per share for the six months ended 30 September 2022 (six months ended 30 September 2021: HK2.5 cents per share). The interim dividend has not been recognised as a liability as at 30 September 2022. During the six months ended 30 September 2022, the Company made the following distributions to its then shareholders:

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2022</b>	2021
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
Final dividend for the year ended 31 March 2022 of Nil cents per share (2021: HK12.5 cents per share)	–	(50,000)
Second interim dividend paid for the year ended 31 March 2022 of HK5.5 cents per share (2021: Nil)	<b>(22,000)</b>	–
	<hr/>	<hr/>
	<b>(22,000)</b>	(50,000)
	<hr/> <hr/>	<hr/> <hr/>

## 11. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2022</b>	2021
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
Earnings		
Earnings for the purpose of basic earnings per share	<b>14,886</b>	13,629
	<b>400,000</b>	400,000
	<b>3.72</b>	3.41

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the six months ended 30 September 2022 and 2021.

## 12. PLANT AND EQUIPMENT

During the reporting period, the Group spent approximately HK\$100,000 (six months ended 30 September 2021: approximately HK\$111,000) on acquisition of plant and equipment.

### 13. TRADE AND OTHER RECEIVABLES

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Trade receivables	41,714	28,859
<i>Less:</i> Allowance for impairment of trade receivables	<u>(6,907)</u>	<u>(8,788)</u>
	34,807	20,071
Other receivables and deposits	<u>3,198</u>	<u>1,445</u>
Trade and other receivables	<u><b>38,005</b></u>	<u><b>21,516</b></u>

The Group allows an average credit period of 30 days to its trade customers. The Group does not hold any collateral over its trade and other receivables. The following is an aged analysis of trade receivables, net of allowance for impairment of trade receivables, presented based on the invoice date, at the end of the reporting period.

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Within 30 days	12,880	12,899
31 to 60 days	6,372	902
61 to 90 days	4,393	3,255
91 to 180 days	10,185	2,049
181 to 365 days	770	656
Over 365 days	<u>207</u>	<u>310</u>
Total	<u><b>34,807</b></u>	<u><b>20,071</b></u>

#### 14. TRADE AND OTHER PAYABLES

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Trade payables	11,137	12,224
Accrued bonus and commission	11,359	9,174
Accruals	<u>2,977</u>	<u>2,898</u>
Trade and other payables	<u><u>25,473</u></u>	<u><u>24,296</u></u>

The following is an aged analysis of trade payables presented based on invoice date at the end of the reporting period.

	At 30 September 2022 <i>HK\$'000</i> (Unaudited)	At 31 March 2022 <i>HK\$'000</i> (Audited)
Within 30 days	4,605	11,098
31 to 60 days	1,876	622
61 to 90 days	2,843	34
Over 90 days	<u>1,813</u>	<u>470</u>
Trade payables	<u><u>11,137</u></u>	<u><u>12,224</u></u>

The average credit period granted is ranging from 30 to 90 days. The Group has financial risk management in place to ensure that all payables are settled within the credit timeframe.

## 15. SHARE CAPITAL

	<b>Number of Ordinary Shares</b>	<b>Share Capital HK\$</b>
Ordinary share of HK\$0.01 each		
<i>Authorised:</i>		
At 31 March 2022 and 30 September 2022 (unaudited)	<u>8,000,000,000</u>	<u>80,000,000</u>
<i>Issued and fully paid:</i>		
At 31 March 2022 and 30 September 2022 (unaudited)	<u>400,000,000</u>	<u>4,000,000</u>

*Notes:* All shares issued rank pari passu in all respects with all shares then in issue.

## 16. RELATED PARTY TRANSACTIONS

### Compensation to key management personnel

The remuneration of the Directors and other members of key management personnel during the period was as follows:

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2022</b>	<b>2021</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Short-term benefits	<b>4,534</b>	4,593
Post employment benefits	<u>45</u>	<u>57</u>
	<u><b>4,579</b></u>	<u>4,650</u>

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

During the six months ended 30 September 2022, the Group's revenue increased by approximately 4.9% as compared to the corresponding period in 2021. This increase was mainly due to the increases in revenue generated from (i) results announcements and financial reports segment of approximately HK\$4.2 million from approximately HK\$36.3 million for the six months ended 30 September 2021 to approximately HK\$40.5 million for the six months ended 30 September 2022; (ii) company announcements and shareholder circulars segment of approximately HK\$6.0 million from approximately HK\$18.3 million for the six months ended 30 September 2021 to approximately HK\$24.3 million for the six months ended 30 September 2022; and (iii) others segment of approximately HK\$1.9 million from approximately HK\$2.2 million for the six months ended 30 September 2021 to approximately HK\$4.1 million for the six months ended 30 September 2022. Such increase was partly offset by the decrease in revenue generated from debt offering circulars and initial public offering prospectuses segment of approximately HK\$9.7 million from approximately HK\$12.7 million for the six months ended 30 September 2021 to approximately HK\$3.0 million for the six months ended 30 September 2022.

### **PROSPECTS**

Looking ahead, despite the slowdown in the novel coronavirus (the "COVID-19") pandemic, the global economy and the financial market in Hong Kong will remain clouded by various uncertainties. The weakened market sentiment might seriously dampen fund-raising exercises by local listed companies and the number of IPO projects, which may in turn have a negative impact on the profitability of the Group and the entire financial printing industry to a certain extent.

Given the solid base of the Group's listed customers, the Group will continue to leverage its competitive advantage to provide high quality services to its customers while striving to maximise returns for its shareholders, although the overall weak market sentiment continues to exert further pressure on the Group's gross profit margin.



## **DIVIDENDS**

The Board recommended the distribution of an interim dividend of HK2.5 cents per share for the six months ended 30 September 2022 (six months ended 30 September 2021: HK2.5 cents per share).

## **FINANCIAL REVIEW**

### **Revenue**

The Group's revenue increased from approximately HK\$70.5 million for the six months ended 30 September 2021 to approximately HK\$73.9 million for the six months ended 30 September 2022, representing an increase of approximately 4.9%. Segmentally, revenue generated from results announcements and financial reports segment, company announcements and shareholder circulars segment and other segment increased by approximately HK\$4.2 million, HK\$6.0 million and HK\$1.9 million respectively, which was partly offset by the decrease in revenue generated from debt offering circulars and initial public offering prospectuses segment of approximately HK\$9.7 million.

### **Cost of services**

The Group's cost of services mainly included staff cost, translation cost and printing cost, which represented approximately 36.0%, 35.1% and 23.3% of the Group's total cost of services for the six months ended 30 September 2022 respectively. The Group's cost of services increased from approximately HK\$34.0 million for the six months ended 30 September 2021 to approximately HK\$37.4 million for the six months ended 30 September 2022, representing an increase of approximately 10.0%.

### **Gross profit**

The Group's gross profit for the six months ended 30 September 2021 and the six months ended 30 September 2022 were approximately HK\$36.5 million and approximately HK\$36.5 million respectively, which remained relatively stable.

## **Other income**

The Group's other income increased from approximately HK\$2.4 million for the six months ended 30 September 2021 to approximately HK\$7.4 million for the six months ended 30 September 2022. The increase was mainly attributable to the government subsidies of approximately HK\$2.1 million received for the period ended 30 September 2022 pursuant to the Employment Support Scheme for retention of employment and to combat COVID-19, and increase in reversal of impairment loss of trade receivables of approximately HK\$2.6 million from approximately HK\$2.2 million for the six months ended 30 September 2021 to approximately HK\$4.8 million for the six months ended 30 September 2022.

## **Selling and distribution expenses**

The Group's selling and distribution expenses increased by approximately HK\$0.9 million from approximately HK\$7.3 million for the six months ended 30 September 2021 to approximately HK\$8.2 million for the six months ended 30 September 2022. The increase was mainly attributable to the increase in staff cost.

## **Administrative expenses**

The Group's administrative expenses for the six months ended 30 September 2021 and the six months ended 30 September 2022 were approximately HK\$14.1 million and approximately HK\$14.7 million respectively, which remained relatively stable.

## **Impairment loss of trade receivables**

The Group's impairment loss of trade receivables for the six months ended 30 September 2021 and the six months ended 30 September 2022 were approximately HK\$1.5 million and approximately HK\$2.9 million respectively.

## **Finance cost**

The Group's finance cost for the six months ended 30 September 2021 and the six months ended 30 September 2022 were approximately HK\$158,000 and approximately HK\$84,000 respectively.

## **Income tax expenses**

The Group's income tax expenses for the six months ended 30 September 2021 and the six months ended 30 September 2022 were approximately HK\$2.2 million and approximately HK\$3.1 million respectively.

## **Profit for the period**

Profit after tax of the Group increased by approximately 9.2% or approximately HK\$1.3 million from approximately HK\$13.6 million for the six months ended 30 September 2021 to approximately HK\$14.9 million for the six months ended 30 September 2022. The increase was mainly attributable to the government subsidies of approximately HK\$2.1 million received for the period ended 30 September 2022 pursuant to the Employment Support Scheme for retention of employment and to combat COVID-19, and increase in reversal of impairment loss of trade receivables of approximately HK\$2.6, which was partly offset by the increase in cost of services by approximately HK\$3.1 million and increase in selling and distribution expenses by approximately of HK\$0.9 million.

## **GEARING RATIO**

As at 30 September 2022, the gearing ratio of the Group was 3.8% (as at 31 March 2022: 5.6%).

## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

As at 31 March 2022 and 30 September 2022, the Group had net current assets of approximately HK\$87.1 million and HK\$84.3 million respectively. As at 31 March 2022 and 30 September 2022, the Group had cash and cash equivalents of approximately HK\$78.7 million and HK\$78.4 million respectively. As at 31 March 2022 and 30 September 2022, the Group did not have any borrowings, bank overdrafts, bank loans and banking facilities. The Group intends to finance its future operations, capital expenditure and other capital requirements with the cash generated from business operations and cash and bank balances available.

## **EMPLOYEES AND REMUNERATION POLICY**

As at 30 September 2022, the Group employed 85 full time employees (as at 30 September 2021: 91) for its activities. Employees' costs (including Directors' emoluments) amounted to approximately HK\$24.8 million for the reporting period (six months ended 30 September 2021: approximately HK\$23.8 million). The Group recognises the importance of retaining talented and professional employees for operations and business, and it continues to provide remuneration packages to employees with reference to the performance of the Group, the performance of individual employees and prevailing market rates.

## **CAPITAL COMMITMENTS AND FINANCING NEEDS**

As at 30 September 2022, the Group had no new implementation plans or financing plans.

## **SIGNIFICANT INVESTMENTS/MATERIAL ACQUISITIONS AND DISPOSALS**

The Group did not make any significant investments or material acquisition and disposal during the six months ended 30 September 2022.

## **CHARGES ON THE GROUP'S ASSETS**

As at 30 September 2022 and 2021, there were no charges on the Group's assets.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS**

There was no specific plan for material investments or capital assets as at 30 September 2022.

## **CONTINGENT LIABILITIES**

As at 30 September 2022 and 2021, the Group did not have any significant contingent liabilities.

## **DIVIDENDS**

The Board recommended the distribution of an interim dividend of HK2.5 cents per share for the six months ended 30 September 2022 (six months ended 30 September 2021: HK2.5 Cents per share) to shareholders of the Company whose names appear on the register of members of the Company on Thursday, 15 December 2022, amounting to HK\$10,000,000. The above-mentioned interim dividend is expected to be paid on or before Friday, 30 December 2022.

## **CLOSURE OF REGISTER OF MEMBERS FOR ENTITLEMENT TO THE PROPOSED INTERIM DIVIDEND**

The register of members of the Company will be closed from Tuesday, 13 December 2022 to Thursday, 15 December 2022, both days inclusive, for the purposes of determining the entitlements of the shareholders of the Company to the proposed interim dividend. No transfer of shares of the Company will be registered during this period. In order to qualify for the proposed interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 December 2022 for registration.

## **FOREIGN CURRENCY EXPOSURE**

Since the Group's business activities are solely operated in Hong Kong and mainly denominated in Hong Kong dollars, the Directors consider that the Group's risk in foreign exchange is insignificant.

## **EVENTS AFTER THE BALANCE SHEET DATE**

The Group had no significant events after the end of the reporting period of this announcement.

## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2022, the interests or short positions of the Directors or chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) (the "SFO") which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they are taken or deemed to have under such provisions), or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), are as follows:

#### Long position in the shares of the Company

NAME OF DIRECTORS	LONG/SHORT POSITION	CAPACITY	NUMBER OF SHARES HELD	APPROXIMATE PERCENTAGE OF ISSUED SHARE CAPITAL
Mr. Lam Kim Wan	Long position	Interest in a controlled corporation	116,580,000 <i>(Note 1)</i>	29.1%
Mr. Fong Wing Kong	Long position	Interest in a controlled corporation	116,580,000 <i>(Note 2)</i>	29.1%
Mr. Yue Ming Wai Bonaventure	Long position	Beneficial interest	580,000	0.1%

*Note 1:* These shares are registered in the name of Brilliant Ray Global Limited (“Brilliant Ray”), the entire issued share capital of which is legally and beneficially owned by Mr. Lam Kim Wan (“Mr. Lam”). Under the SFO, Mr. Lam is deemed to be interested in 116,580,000 shares of the Company held by Brilliant Ray.

*Note 2:* These shares are registered in the name of Sunny Apex Holdings Limited (“Sunny Apex”), the entire issued share capital of which is legally and beneficially owned by Mr. Fong Wing Kong (“Mr. Fong”). Under the SFO, Mr. Fong is deemed to be interested in 116,580,000 shares of the Company held by Sunny Apex.

As at 30 September 2022, none of the Directors or chief executive of the Company had any interests in the underlying shares in respect of physically settled, cash settled or other equity derivatives of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive of the Company had any interest or short positions in the shares or underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 30 September 2022, the following persons/entities (other than the Directors and chief executive of the Company) had 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 members of the Group:

### Long position in the shares of the Company

NAME	LONG/SHORT POSITION	CAPACITY	NUMBER OF SHARES HELD	APPROXIMATE PERCENTAGE OF ISSUED SHARE CAPITAL
Brilliant Ray	Long position	Beneficial owner	116,580,000 <i>(Note 1)</i>	29.1%
Sunny Apex	Long position	Beneficial owner	116,580,000 <i>(Note 2)</i>	29.1%
Majestic Praise Enterprises Limited	Long position	Beneficial owner	24,000,000 <i>(Note 3)</i>	6.0%
Mr. Lim Boon Yew	Long position	Interest in a controlled corporation	24,000,000 <i>(Note 3)</i>	6.0%
Long Set Investments Limited	Long position	Beneficial owner	21,630,000 <i>(Note 4)</i>	5.4%
SHK Hong Kong Industries Limited	Long position	Interest in a controlled corporation	21,630,000 <i>(Note 4)</i>	5.4%
Allied Group Limited	Long position	Interest in a controlled corporation	21,630,000 <i>(Note 4)</i>	5.4%
Mr. Lee Seng Huang	Long position	Interest in a controlled corporation	21,630,000 <i>(Note 4)</i>	5.4%
Mr. Lee Seng Hui	Long position	Interest in a controlled corporation	21,630,000 <i>(Note 4)</i>	5.4%
Ms. Lee Su Hwei	Long position	Interest in a controlled corporation	21,630,000 <i>(Note 4)</i>	5.4%



*Notes:*

1. Brilliant Ray is wholly-owned by Mr. Lam. Under the SFO, Mr. Lam is deemed to be interested in all the 116,580,000 shares of the Company held by Brilliant Ray.
2. Sunny Apex is wholly-owned by Mr. Fong. Under the SFO, Mr. Fong is deemed to be interested in all the 116,580,000 shares of the Company held by Sunny Apex.
3. Majestic Praise Enterprises Limited is wholly-owned by Mr. Lim Boon Yew. Under the SFO, Mr. Lim Boon Yew is deemed to be interested in all the 24,000,000 shares in the Company held by Majestic Praise Enterprises Limited.
4. According to the Disclosure of Interest filed at the Stock Exchange's website, Long Set Investments Limited is wholly-owned by SHK Hong Kong Industries Limited, which in turn is owned as to 74.97% by Bright Clear Limited. Bright Clear Limited is wholly-owned by Allied Holding Investments Limited, which in turn is wholly-owned by Allied Group Limited (stock code: 0373), a company whose shares are listed on the Main Board of the Stock Exchange. According to the interim report of Allied Group Limited for the six months ended 30 June 2022, the ultimate controlling shareholder of Allied Group Limited (which owned as to 74.95%) is the trustees of Lee and Lee Trust, being Lee Seng Hui, Lee Su Hwei and Lee Seng Huang. Under the SFO, each of SHK Hong Kong Industries Limited, Allied Group Limited, Lee Seng Hui, Lee Su Hwei and Lee Seng Huang is deemed to be interested in all the 21,630,000 shares in the Company held by Long Set Investments Limited.

Save as disclosed above, as at 30 September 2022, none of the substantial shareholders of the Company or 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 short positions in the shares, underlying shares and debentures of the Company and its associated corporations" above, had any interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

## **SHARE OPTION SCHEME**

The Company has conditionally adopted a share option scheme (the “Scheme”) on 23 March 2016 which became unconditional upon the listing of the Company on 19 April 2016 (the “Listing Date”). Under the terms of the Scheme, the Board may, at its discretion, grant options to eligible participants to subscribe for shares in the Company.

No share options were granted during the six months ended 30 September 2022, and there was no share option outstanding as at 30 September 2022. As at 30 September 2022, the Company had 40,000,000 shares available for issue under the Scheme, representing 10% of the existing issued share capital of the Company as at the date of this announcement.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the six months ended 30 September 2022.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Articles of Association of the Company and there is no restriction against such rights under the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

## **CORPORATE GOVERNANCE**

The Company has adopted the code provisions as set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 to the Listing Rules as its own code of corporate governance. During the six months ended 30 September 2022, the Company has complied with the code provisions as set out in the CG Code.

## **DIRECTORS AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS**

None of the Directors and controlling shareholders of the Company or their respective close associates (as defined in the Listing Rules) has any interest in a business that competes or may compete with the business of the Group during the six months ended 30 September 2022.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the Model Code as its own code of conduct governing the securities transactions by the Directors. Having made specific enquiries, all Directors confirmed that they have complied with the required standard set out in the Model Code during the six months ended 30 September 2022.

The Company has adopted the same standard of dealings in securities for its employees and for directors or employees of its subsidiaries who are likely to be in possession of unpublished inside information of the Company or its securities.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this announcement, there was sufficient public float of at least 25% of the Company's issued shares as required under the Listing Rules throughout the six months ended 30 September 2022.

## **AUDIT COMMITTEE**

The audit committee of the Company (the "Audit Committee") was established on 23 March 2016 with the written terms of reference in compliance with the Listing Rules and the CG Code. The Audit Committee comprises three independent non-executive Directors. The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2022.

## **APPRECIATION**

We would like to take this opportunity to express our sincere gratitude to our customers, business partners and shareholders for their continuous support for and trust in the Group. We also wish to express our heartfelt appreciation to all of our staff for their dedication and hard work throughout the period.

By Order of the Board  
**A.Plus Group Holdings Limited**  
**Lam Kim Wan**  
*Chairman and Executive Director*

Hong Kong, 28 November 2022

*As at the date of this announcement, the executive Directors are Mr. Lam Kim Wan and Mr. Fong Wing Kong, and the independent non-executive Directors are Mr. Yue Ming Wai Bonaventure, Ms. Sze Tak On and Mr. Leung Siu Hong.*