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BOLTEK HOLDINGS LIMITED **寶燧控股有限公司**

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8601)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2020

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.

This announcement, for which the directors (the “Directors”) of Boltek Holdings 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 (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries for the three months and six months ended 30 June 2020, together with the unaudited comparative figures for the three months and six months ended 30 June 2019, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and six months ended 30 June 2020

	Notes	Three months ended 30 June		Six months ended 30 June	
		2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Revenue	3	25,674	25,652	50,885	52,253
Direct costs		<u>(14,770)</u>	<u>(14,085)</u>	<u>(30,228)</u>	<u>(28,716)</u>
Gross profit		10,904	11,567	20,657	23,537
Other income and gain	3	1,007	265	1,983	530
Administrative expenses		<u>(6,453)</u>	<u>(5,467)</u>	<u>(12,958)</u>	<u>(11,453)</u>
Profit before income tax	5	5,458	6,365	9,682	12,614
Income tax expenses	6	<u>(979)</u>	<u>(1,230)</u>	<u>(1,543)</u>	<u>(2,334)</u>
Profit and total comprehensive income for the period attributable to owners of the Company		<u>4,479</u>	<u>5,135</u>	<u>8,139</u>	<u>10,280</u>
Earning per share					
Basic and diluted (HK cents per share)	7	<u>0.56</u>	<u>0.64</u>	<u>1.02</u>	<u>1.29</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2020

		As at 30 June 2020 <i>HK\$'000</i> (Unaudited)	As at 31 December 2019 <i>HK\$'000</i> (Audited)
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		5,647	7,344
		5,647	7,344
Current assets			
Contract assets		12,177	12,207
Trade and other receivables	9	36,284	34,171
Cash and bank balances		92,623	89,141
		141,084	135,519
Current liabilities			
Contract liabilities		133	163
Provisions		2,223	2,232
Trade and other payables	10	3,944	6,653
Amount due to a director		–	1,800
Lease liability		2,447	2,554
Current tax liabilities		1,541	121
		10,288	13,523
Net current assets		130,796	121,996
Total assets less current liabilities		136,443	129,340
Non-current liabilities			
Deferred tax liabilities		397	276
Lease liability		731	1,888
		1,128	2,164
Net assets		135,315	127,176
EQUITY			
Share capital	11	8,000	8,000
Reserves	12	127,315	119,176
Total equity		135,315	127,176

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY*For the six months ended 30 June 2020*

	Share Capital HK\$'000	Capital reserve HK\$'000	Share premium HK\$'000	Retained earnings HK\$'000	Total HK\$'000
Balance at 1 January 2020 (Audited)	8,000	17,000	64,668	37,508	127,176
Profit and total comprehensive income for the period	<u>–</u>	<u>–</u>	<u>–</u>	<u>8,139</u>	<u>8,139</u>
Balance at 30 June 2020 (Unaudited)	<u>8,000</u>	<u>17,000</u>	<u>64,668</u>	<u>45,647</u>	<u>135,315</u>

For the six months ended 30 June 2019

	Share Capital HK\$'000	Capital reserve HK\$'000	Share premium HK\$'000	Retained earnings HK\$'000	Total HK\$'000
Balance at 1 January 2019 (Audited)	8,000	17,000	64,668	21,107	110,775
Adjustment from adoption of HKFRS 16	<u>–</u>	<u>–</u>	<u>–</u>	<u>(100)</u>	<u>(100)</u>
Restated balance as at 1 January 2019	8,000	17,000	64,668	21,007	110,675
Profit and total comprehensive income for the period	<u>–</u>	<u>–</u>	<u>–</u>	<u>10,280</u>	<u>10,280</u>
Balance at 30 June 2019 (Unaudited)	<u>8,000</u>	<u>17,000</u>	<u>64,668</u>	<u>31,287</u>	<u>120,955</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

	Six months ended 30 June	
	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Net cash generated from operating activities	4,463	285
Net cash generated from/(used in) investing activities	145	(1,157)
Net cash used in from financing activities	<u>(1,126)</u>	<u>–</u>
Increase/(decrease) in cash and cash equivalents	3,482	(872)
Cash and cash equivalents at beginning of the period	<u>89,141</u>	<u>75,285</u>
Cash and cash equivalents at end of the period	<u><u>92,623</u></u>	<u><u>74,413</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2020

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 18 April 2018. The address of registered office is located at Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company is located at 5/F, Winning Commercial Building, 46-48 Hillwood Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in provision of engineering consultancy services in Hong Kong.

The Company's immediate and ultimate holding company is Waywin Investment Holding Limited, a company incorporated in the British Virgin Islands (the "BVI"). The ultimate controlling shareholder of the Group is Mr. Cheung Kwan Tar ("Mr. Cheung" or "Controlling Shareholder").

The Company's shares are listed on the GEM of The Stock Exchange of Hong Kong Limited on 13 September 2018.

2. BASIS OF PREPARATION AND REORGANISATION

The unaudited condensed consolidated financial statements for the six months ended 30 June 2020 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousands ("HK\$'000"), except where otherwise indicated.

The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial information for the year ended 31 December 2019 as set out in the annual report of the Company dated 20 March 2020 ("Annual Report"), the unaudited consolidated financial information for the period ended 31 March 2020 as set out in the first quarterly report of the Company dated 8 May 2020 ("First Quarterly Report"), the unaudited consolidated financial information for the period ended 30 June 2019 as set out in the interim report of the Company dated 9 August 2019 ("2019 Interim Report").

Except as described below, the accounting policies used in the financial highlights for the six months ended 30 June 2020 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2019.

Pursuant to the reorganisation of the Group in connection with the listing of the shares of the Company on GEM (the "Reorganisation"), the Company became the holding company of the companies now comprising the Group on 10 August 2018. Details of the Reorganisation are set out in the section headed "History, Reorganisation and Corporate Structure – Reorganisation" in the prospectus of the Company dated 29 August 2018 ("Prospectus").

The Group is under the common control of the Controlling Shareholder prior to and after the Reorganisation. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity.

Accordingly, the unaudited combined financial statements of the Group have been prepared using the principles of merger accounting in accordance with Hong Kong Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by HKICPA as if the group structure under the Reorganisation had been in existence throughout the periods presented, or since their respective dates of incorporation, where it is a shorter period. The assets and liabilities of all the companies now comprising the Group are consolidated using the book values from the Controlling Shareholder’s perspective.

3. REVENUE AND OTHER INCOME

3.1 Revenue

The Group’s principal activities are disclosed in Note 1 of the unaudited condensed consolidated financial statements. Revenue is recognised over time and is disaggregated by nature of engineering design and consultancy services as follows:

	Three months ended		Six months ended	
	30 June		30 June	
	2020	2019	2020	2019
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Civil engineering				
– Road & structural engineering	14,174	11,646	28,592	24,768
– Geotechnical engineering	2,243	2,386	4,445	5,382
– Others	1,634	1,642	3,239	3,344
	<u>18,051</u>	<u>15,674</u>	<u>36,276</u>	<u>33,494</u>
Traffic engineering	6,573	8,568	12,127	16,930
Building engineering	632	–	1,503	–
Other ancillary services	418	1,410	979	1,829
	<u>25,674</u>	<u>25,652</u>	<u>50,885</u>	<u>52,253</u>

Under the contracts with customers, each engineering design and consultancy service contract relates to facts and circumstances that are specific to each customer. Contract terms provide the Group with an enforceable right to payment, for its performance completed to date, of its costs incurred plus a reasonable margin.

Remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as at 30 June 2020.

	At 30 June 2020 HK\$'000 (Unaudited)
Remaining performance obligations expected to be satisfied during the year ending	
30 June 2021	83,458
30 June 2022	31,344
After 30 June 2022	<u>27,496</u>
	<u><u>142,298</u></u>

3.2 Other Income

	Three months ended 30 June		Six months ended 30 June	
	2020	2019	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Bank interest income	262	265	702	401
Government subsidies	745	–	1,281	129
	<u>1,007</u>	<u>265</u>	<u>1,983</u>	<u>530</u>

4. SEGMENT INFORMATION

Segment information

The chief operating decision maker has been identified as the executive directors of the Company. The directors regard the Group's business of provision of engineering design and consultancy services as a single operating segment and reviews the overall results of the Group as a whole to make decision about resources allocation. Accordingly, no segment analysis information is presented.

Geographical information

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are principally attributable to a single geographical region, which is Hong Kong.

5. PROFIT BEFORE INCOME TAX

	Three months ended 30 June		Six months ended 30 June	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Profit before income tax is stated after charging:				
(a) Staff costs (including directors' emoluments) (<i>Note (i)</i>)				
– Salaries, wages, bonus and other benefits	16,047	14,031	31,717	29,403
– Contributions to defined contribution retirement plans	447	472	922	948
	<u>16,494</u>	<u>14,503</u>	<u>32,639</u>	<u>30,351</u>
(b) Other items				
Depreciation (included in administrative expenses)				
– Owned assets	228	112	455	258
– Right of use asset	622	481	1,243	961
Subconsultancy fees (included in cost of services)	1,655	1,973	3,293	3,588
Auditor's remuneration	160	130	310	280
Operating lease charges in respect of leased premises	59	142	110	282
	<u>59</u>	<u>142</u>	<u>110</u>	<u>282</u>

Note:

(i) Staff costs (including directors' emoluments)

	Three months ended 30 June		Six months ended 30 June	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Cost of services	12,347	11,783	25,953	24,689
Administrative expenses	4,147	2,720	6,686	5,662
	<u>16,494</u>	<u>14,503</u>	<u>32,639</u>	<u>30,351</u>

6. INCOME TAX EXPENSE

	Three months ended 30 June		Six months ended 30 June	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Current tax – Hong Kong Profits Tax	919	1,224	1,421	2,322
Deferred income tax	60	6	122	12
	<u>979</u>	<u>1,230</u>	<u>1,543</u>	<u>2,334</u>

Hong Kong profits tax has been provided in accordance with the two-tiered profits tax regime for the six months ended 30 June 2020 and 2019.

7. EARNING PER SHARE

The calculation of basic earning per share attributable to equity holders of the Company is based on the following:

	Three months ended 30 June		Six months ended 30 June	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Earning				
Profit for the period attributable to equity holders of the Company	<u>4,479</u>	<u>5,135</u>	<u>8,139</u>	<u>10,280</u>
Number of shares				
Weighted average number of ordinary shares (in thousands)	<u>800,000</u>	<u>800,000</u>	<u>800,000</u>	<u>800,000</u>

There were no dilutive potential ordinary shares during the three months and six months ended 30 June 2020 and 2019 and therefore, diluted earning per share equals to basic earning per share.

Diluted earnings per share

The Group has no potentially dilutive ordinary shares in issue during the three months and six months ended 30 June 2020 and 2019. Diluted earnings per share for the three months and six months ended 30 June 2020 and 2019 were the same as the basic earnings per share.

8. DIVIDEND

No dividends have been proposed or paid by the Company or any of its subsidiaries during the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

9. TRADE AND OTHER RECEIVABLES

	As at 30 June 2020 <i>HK\$'000</i> (Unaudited)	As at 31 December 2019 <i>HK\$'000</i> (Audited)
Trade receivables	32,156	30,332
Less: ECL allowance	—	(380)
	<u>32,156</u>	<u>29,952</u>
Other receivables and prepayments	3,983	4,092
Utility and other deposits	145	127
	<u>36,284</u>	<u>34,171</u>

The directors of the Group consider that the fair values of trade and other receivables are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

Trade receivables

The Group usually provide customers with a credit term of 0 to 60 days. For the settlement of trade receivables from provision of engineering consultancy services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgment and experience of the management.

Based on the invoice dates, the ageing analysis of the trade receivables was as follows:

	As at 30 June 2020 <i>HK\$'000</i> (Unaudited)	As at 31 December 2019 <i>HK\$'000</i> (Audited)
0 – 30 days	8,726	10,929
31 – 60 days	4,395	4,503
61 – 90 days	2,377	2,713
91 – 365 days	9,541	8,977
Over 365 days	7,117	2,830
	<u>32,156</u>	<u>29,952</u>

Other receivables

No amounts in relation to other receivables were past due as at 30 June 2020 and 31 December 2019.

10. TRADE AND OTHER PAYABLES

	As at 30 June 2020 HK\$'000 (Unaudited)	As at 31 December 2019 HK\$'000 (Audited)
Trade payables (<i>note (a)</i>)	543	543
Accruals and other payables	<u>3,401</u>	<u>6,110</u>
	<u>3,944</u>	<u>6,653</u>

Notes:

- (a) The Group is usually granted by suppliers with a credit term of 0 to 30 days.

The ageing analysis of trade payables based on the invoice dates is as follows:

	As at 30 June 2020 HK\$'000 (Unaudited)	As at 31 December 2019 HK\$'000 (Audited)
0 – 30 days	–	–
31 – 60 days	–	10
61 – 90 days	–	–
91 – 365 days	10	–
Over 365 days	<u>533</u>	<u>533</u>
	<u>543</u>	<u>543</u>

- (b) All amounts are short-term and hence, the carrying values of the Group's trade payables and accruals and other payables are considered to be a reasonable approximation of fair value.

11. SHARE CAPITAL

	Number of shares	HK\$'000
Authorised:		
Ordinary shares of HK\$0.01 each upon incorporation on 18 April 2018 (<i>Note (a)</i>)	10,000,000	100
Increase of authorised share capital (<i>Note (b)(ii)</i>)	1,490,000,000	14,900
	<u>1,500,000,000</u>	<u>15,000</u>
As at 31 December 2019 and 30 June 2020	<u>1,500,000,000</u>	<u>15,000</u>
Issued but not paid up:		
Ordinary shares of HK\$0.01 each upon incorporation on 18 April 2018 (<i>Note a</i>)	1	–
Transfer to issued and fully paid upon Reorganisation (<i>Note (b)(i)</i>)	(1)	–
	<u>–</u>	<u>–</u>
As at 31 December 2019 and 30 June 2020	<u>–</u>	<u>–</u>
Issued and fully paid:		
Ordinary shares of HK\$0.01 each upon incorporation on 18 April 2018 (<i>note (a)</i>)	–	–
Transfer from issued and not paid upon the Reorganisation (<i>Note (b)(i)</i>)	1	–*
Issuance of ordinary shares (<i>Note (b)(i)</i>)	1,999	–*
Issuance of ordinary shares pursuant to the Capitalisation Issue (<i>Note (b)(iii)</i>)	599,998,000	6,000
Issuance of ordinary shares pursuant to the Share Offer (<i>Note (c)</i>)	200,000,000	2,000
	<u>800,000,000</u>	<u>8,000</u>
As at 31 December 2019 and 30 June 2020	<u>800,000,000</u>	<u>8,000</u>

* The balances represented an amount less than HK\$1,000.

Notes:

- (a) The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands on 18 April 2018 with an initial authorised share capital of HK\$100,000 divided into 10,000,000 ordinary shares of HK\$0.01 each and 1 nil-paid share was issued thereafter.
- (b) As part of the Reorganisation for the Listing:
- (i) On 10 August 2018, 1,999 new ordinary shares and the one issued ordinary share were credited as fully paid.
- (ii) On 20 August 2018, the authorised share capital was increased from HK\$100,000 divided into 10,000,000 ordinary shares of par value HK\$0.01 each to HK\$15,000,000 divided into 1,500,000,000 ordinary shares of par value HK\$0.01 each, by the creation of an additional 1,490,000,000 shares.
- (iii) On 20 August 2018, 599,998,000 new ordinary shares of nominal value of HK\$5,999,980 were issued and credited as fully paid, by way of capitalisation from the share premium account of the Company, pursuant to the Capitalisation Issue as detailed in the Prospectus.

- (c) On 12 September 2018, 200,000,000 new ordinary shares of par value of HK\$0.01 each share were issued at a price of HK\$0.4 per share and credited as fully paid pursuant to the Share Offer as detailed in the Prospectus. The gross proceeds amounted to HK\$80,000,000 and the listing costs directly attributable to the issue of shares amounted to approximately HK\$7,332,000. The remaining proceeds amounted to approximately HK\$70,668,000 were credited to the Company's share premium account.
- (d) On 27 February 2018, the same capital of Mannings was increased by HK\$4,999,900 with allotment of 4,999,900 ordinary shares by capitalising HK\$4,999,900 of amounts due to the then shareholder ("Loan Capitalisation").
- (e) In March 2018, as part of the Reorganisation, (i) Richness Universal was authorised to allot and issue, credited as fully paid, a total of 482 ordinary shares of US\$1 each to Pre-IPO Investors at consideration of HK\$12,000,000 ("Pre-IPO Investments"); and (ii) 518 new ordinary shares and 98 new ordinary shares of Richness Universal, credited as fully paid at par, were allotted to Mr. Cheung Kwan Tar and a Pre-IPO Investor respectively, by way of bonus issue ("Bonus Shares").

12. RESERVES

The amounts of the Group's reserves and the movements during the periods are presented in the condensed consolidated statement of changes in equity of the condensed consolidated financial statements.

(a) Capital reserve

Capital reserve of the Group as at 30 June 2020 represents the difference between the nominal value of the share capital of subsidiaries acquired by the Group and the nominal value of the Company's shares issued for the acquisition under the Reorganisation.

(b) Share premium

The share premium includes (i) the difference between the par value of the shares of the Company and net proceeds received from the issuance of the shares of the Company as detailed in Note 11(c) less the Capitalisation Issue as detailed in Note 11(b)(iii).

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

MANAGEMENT DISCUSSION AND ANALYSIS

DEVELOPMENT OF BUSINESS AND PROSPECTS

The Group is an engineering consultant in Hong Kong with a focus on the field of infrastructure developments.

For the six months ended 30 June 2020, the Group recorded a net profit of approximately HK\$8.1 million as compared to a net profit of approximately HK\$10.3 million for the same period in 2019. The Directors are of the view that the decrease was primarily due to social situations and the outbreak of novel coronavirus (“COVID-19”) which affected the progress of several on-going projects and due to the overall global and Hong Kong economic downturn and the increase in staff cost. In view of the fact that there has been an increasing number of project quotation invitations received by the Group from potential and current customers, and the net proceeds from the share offer are expected to allow expansion of the Group’s operational capacity, the Directors are cautiously optimistic about the Group’s business outlook.

OUTLOOK

The shares of the Company were listed on GEM on 13 September 2018 (the “Listing Date”) by way of share offer (the “Share Offer”). The Group always strives to improve our operation efficiency and profitability of our business. The Group will also proactively seek opportunities to expand our customer base and our market share and undertake more projects which will enhance value to our shareholders.

The net proceeds from the Share Offer will provide financial resources to the Group to meet and achieve our business objectives and strategies which will further strengthen the Group’s market position in Hong Kong.

FINANCIAL REVIEW

Revenue

Our revenue decreased to approximately HK\$50.9 million for the six months ended 30 June 2020 by approximately HK\$1.4 million or 2.7%, from approximately HK\$52.3 million for the corresponding period ended 30 June 2019. This was principally due to social situations and the outbreak of COVID-19 which affected the progress of several on-going projects and due to the overall global and Hong Kong economic downturn.

Direct Costs

Our direct costs increased to approximately HK\$30.2 million for the six months ended 30 June 2020 by approximately HK\$1.5 million or 5.3%, from approximately HK\$28.7 million for the corresponding period ended 30 June 2019. The increase in costs was mainly due to an increase in direct labour cost.

Gross Profit

Our gross profit decreased to approximately HK\$20.7 million for the six months ended 30 June 2020 by approximately HK\$2.9 million or 12.2%, from approximately HK\$23.5 million for the corresponding period ended 30 June 2019. The decrease was substantially due to social situations and the outbreak of COVID-19 which affected the progress of several on-going projects and due to the overall global and Hong Kong economic downturn and the increase in direct labor cost.

Administrative Expenses

Our administrative expenses increased to approximately HK\$13.0 million for the six months ended 30 June 2020, by approximately HK\$1.5 million or 13.1%, from approximately HK\$11.5 million for the corresponding period ended 30 June 2019. The increase was mainly due to the increase in number of staff.

Dividend

The Board does not recommend the payment of dividend for the six months ended 30 June 2020.

LIQUIDITY AND FINANCIAL RESOURCES

The Group financed its operations primarily through cash generated from its operating activities.

Cash and bank balances

As at 30 June 2020, the Group's cash and bank balances amounted to HK\$92.6 million (2019: HK\$89.1 million).

Net current assets

As at 30 June 2020, the Group had net current assets of HK\$130.8 million (2019: HK\$122.0 million).

Total equity

The equity of the Group mainly comprises share capital, share premium and reserves. The Group's total equity attributable to owners of the Company amounted to HK\$135.3 million (2019: HK\$127.2 million).

CAPITAL STRUCTURE

There has been no change in the capital structure of the Group during the six months ended 30 June 2020 and up to the date of this announcement.

TREASURY POLICY

The Group has adopted a conservative approach towards its treasury policies and thus maintained a healthy liquidity position during the six months ended 30 June 2020. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. 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 other commitments can meet its funding requirements from time to time.

CONTINGENT LIABILITIES

As at 30 June 2020, the Group did not have any contingent liabilities (2019: nil).

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2020, including the Directors, the Group had a total of 285 employees (2019: 277).

The Group recognises employees as valuable assets and the Group's success is underpinned by its employees. In line with the Group's human resource policies, the Group is committed to providing attractive remuneration packages, and a fair and harmonious working environment to safeguard the legitimate rights and interests of employees. The Group regularly reviews the human resource policies which outline the Group's compensation, working hours, rest periods and other benefits and welfare, to ensure compliance with laws and regulations. We always place emphasis on attracting qualified applicants by offering competitive remuneration packages. These packages are reviewed based on employees' performance and reference to prevailing market conditions, and are adjusted in a timely manner to keep them in line with market benchmarking. In addition, the Company has conditionally adopted a share option scheme on 20 August 2018 so as to motivate, attract and retain the right employees.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Except on disclosed herein, the Group did not have any significant investments during the six months ended 30 June 2020 and did not have any material acquisition and disposal of subsidiary, associates or joint ventures during the six months ended 30 June 2020.

CAPITAL RISK MANAGEMENT AND FINANCIAL RISK MANAGEMENT

Capital management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital.

Gearing ratio

Gearing ratio is calculated as total borrowings (including payables incurred not in the ordinary course of business) divided by the total equity as at the respective reporting dates. As at 30 June 2020 the Group's gearing ratio was nil (2019: nil).

USE OF PROCEEDS

Up to 30 June 2020, we utilised the net proceeds raised from the Listing in accordance with the designated uses set out in the Prospectus as follows:

Description	Planned use of proceeds	Planned use of proceeds from Listing	Actual use of proceeds from Listing	% utilised
	Date to	Date to	Date to	
	30/6/2020	30/6/2020	30/6/2020	
	HK\$M	HK\$M	HK\$M	
Setting up a new team specialising in the field of building development	32.1	21.3	17.7	83.1%
Strengthening our in-house team of professional staff to increase our service capacity	6.8	4.7	7.0	148.9%
Leasing additional office space to accommodate our expansion	3.2	2.3	0.5	21.7%
Upgrading our information technology system to enhance our engineering design capability	2.9	2.0	3.0	150%
Acquisition of additional motor vehicles to accommodate our transportation needs	2.6	2.6	0.2	7.7%
Increasing our marketing effort	2.5	1.9	1.0	52.6%
General working capital	4.9	4.0	4.0	100%
	<hr/>	<hr/>	<hr/>	<hr/>
Total	55.0	38.8	33.4	86.1%
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The following table sets forth the business objectives shown in the Prospectus as compared to the Group's actual business progress up to 30 June 2020:

Business objectives	Implementation Plan	Actual business progress
Setting up a new team specialising in the field of building development	<ul style="list-style-type: none"> • Recruit one Registered Structural Engineer (as defined in the Prospectus) to review structural plans of buildings, performing structural inspection and handling statutory submission to Government (as defined in the Prospectus) authority; • Recruit an additional Registered Structural Engineer specifically to review structural plans of buildings; • Recruit a Registered Geotechnical Engineer (as defined in the Prospectus) to review geotechnical designs, perform geotechnical inspection and handle statutory submission to Government authority; • Recruit four building engineers to prepare designs of building structures; • Recruit four electrical and mechanical engineers to conduct electrical and mechanical engineering designs; 	<ul style="list-style-type: none"> • The group has hired one Registered Structural Engineer to review structural plans of buildings, performing structural inspection and handling statutory submission to authority • The Group has hired one Registered Geotechnical Engineer, one geotechnical engineer and one geologist to review geotechnical designs, perform geotechnical inspection and handle statutory submission to Government authority • The Group has hired two senior engineers and three engineers to prepare designs of building structures • The Group has hired two senior engineers, two engineers and three assistant engineers to conduct electrical and mechanical engineering designs

Business objectives

Implementation Plan

Actual business progress

	<ul style="list-style-type: none">Recruit three draftsmen to prepare technical drawings and schedule based on the design prepared by our engineering staff;Recruit two architects to conduct architectural design;Recruit two environment specialists to conduct environmental impact assessment and studies;Recruit two administrative staff to handle the administrative affairs in relation to the establishment and operation of the new team; andRecruit an Authorised Person to conduct architectural certification and handling statutory submission to Government authority.	<ul style="list-style-type: none">The Group has hired seven draftsmen to prepare technical drawings and schedule based on the design prepared by our engineering staffThe Group has hired one assistant architect to conduct architectural designThe Group has hired one environmental engineer to conduct environmental impact assessment and studiesThe Group has hired two administrative staff to handle the administrative affairs in relation to the establishment and operation of the new teamThe Group has hired one Authorised Person to conduct architectural certification and handling statutory submission to Government authority
Strengthening our in-house team of professional staff to increase our service capacity	<ul style="list-style-type: none">Recruit four project engineers for assisting the project manager in the implementation of projects and managing daily communication with clients;Recruit a project manager for overseeing the execution of our project;Recruit a draftsman for preparing technical drawings and schedule;	<ul style="list-style-type: none">The Group has hired one project engineer, three engineers and nine assistant engineers for overseeing the execution of our projects, assisting the project manager in the implementation of projects and managing daily communication with clientsThe Group has hired two draftsmen for preparing technical drawings and schedule

Business objectives	Implementation Plan	Actual business progress
	<ul style="list-style-type: none"> Recruit a marketing staff for the coordination of our marketing activities and promotion of our services; and Recruit an administrative staff for handling administrative matters. 	<ul style="list-style-type: none"> The Group has hired one marketing staff for coordination of our marketing activities and promotion of our services The Group has hired one administrative staff for handling administrative matters
Leasing additional office space to accommodate our expansion	<ul style="list-style-type: none"> Identify and lease office premises with gross floor area of approximately 3,400 square feet for accommodating our expansion. 	<ul style="list-style-type: none"> The Group has leased office premises with gross floor area of approximately 980 square feet for accommodating our expansion
Upgrading our information technology system to enhance our engineering design capability	<ul style="list-style-type: none"> Purchase new computers equipped with appropriate software and tools for our additional staff; Upgrade computers and software for existing staff; and Acquire and install a new enterprise resource planning system. 	<ul style="list-style-type: none"> The Group has acquired 51 sets of computers, 1 set of 3D printer and architecture engineering software for new and existing staff The Group has upgraded the company server, computers and software for existing staff The Group is discussing with vendor, target to adopt the system by the end of 2020
Acquisition of additional motor vehicles to accommodate our transportation needs	<ul style="list-style-type: none"> Acquisition of three motor vehicles. 	<ul style="list-style-type: none"> The Group has acquired one motor vehicle
Increasing our marketing effort	<ul style="list-style-type: none"> Strengthen our marketing activities. 	<ul style="list-style-type: none"> The Group has engaged a public relations company

The net proceeds from the Listing, after deducting related expenses, were approximately HK\$55.0 million. After the Listing, a part of these proceeds has been applied in accordance with the future plans and use of proceeds as set out in the Prospectus.

The unutilised net proceeds have been placed with licensed banks in Hong Kong as interest bearing deposits. The Board closely monitored the use of proceeds with reference to the use of proceeds disclosed in the Prospectus and confirmed that there was no change in the proposed use of proceeds as previously disclosed in the Prospectus. Due to the social situations and the outbreak of COVID-19, the Group's plans to lease additional offices and acquire additional motor vehicles have been delayed. The balance of the unutilised proceeds is expected to be utilised within the coming financial year. The business objectives, future plans and planned use of proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus while the proceeds were applied based on the actual development of the Group's business and the industry.

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or has any other conflict of interests with the Group as required to be disclosed pursuant to Rule 11.04 of the GEM Listing Rules during the six months ended 30 June 2020.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Grande Capital Limited ("Grande") to be the compliance adviser. As notified by Grande, as at 30 June 2020, save for the compliance adviser agreement dated 16 August 2018 entered into between the Company and Grande, neither Grande, its directors, employees and close associates had any interest in relation to the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2020.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Directors' and Chief Executive's Interests and Short Positions in the Shares, the Underlying Shares or Debentures of the Company and its Associated Corporations

As at 30 June 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the 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 the required standard of dealings as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in ordinary shares of the Company

Name of Director	Nature of interest	Number of the shares held/ interested	Percentage of shareholding
Cheung Kwan Tar	Interest in a controlled corporation (<i>Note</i>)	426,000,000	53.25%

Note: These shares were held by Waywin Investment Holding Limited (“Waywin”), a controlled corporation of Mr. Cheung Kwan Tar.

Long positions in ordinary shares of associated corporation – Waywin

Name of Director	Nature of interest	Number of shares held/ interested	Percentage of shareholding
Cheung Kwan Tar	Beneficial owner	1	100%

Saved as disclosed above, as at 30 June 2020, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO.

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

As at 30 June 2020, the following parties (other than the Directors or the chief executive of the Company) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in ordinary shares of the Company

Name of substantial shareholder	Nature of interest	Number of shares held/ interested	Percentage of shareholding
Cheung Kwan Tar	Interest in a controlled corporation (<i>Note 1</i>)	426,000,000	53.25%
Chiu Chui Ping	Interest of spouse (<i>Note 2</i>)	426,000,000	53.25%
Waywin Investment Holding Limited	Beneficial owner	426,000,000	53.25%
Cheng Chi Heng	Beneficial owner	58,800,000	7.35%
Polar Lights Limited	Beneficial owner	57,600,000	7.20%
Wong Che Shing	Interest in a controlled corporation (<i>Note 3</i>)	57,600,000	7.20%
Lam Mi Yung	Interest of spouse (<i>Note 4</i>)	57,600,000	7.20%
Twinkle Galaxy Limited	Beneficial owner	57,600,000	7.20%
Lam Kwan Yuen	Interest in a controlled corporation (<i>Note 5</i>)	57,600,000	7.20%
Qiu Jianlian	Interest of spouse (<i>Note 6</i>)	57,600,000	7.20%

Notes:

1. These shares were held by Waywin, a controlled corporation of Mr. Cheung Kwan Tar.
2. Ms. Chiu Chui Ping was deemed to be interested in 426,000,000 shares of the Company through the interest of her spouse, Mr. Cheung Kwan Tar.
3. These shares were held by Polar Lights Limited, a controlled corporation of Mr. Wong Che Shing.
4. Ms. Lam Mi Yung was deemed to be interested in 57,600,000 shares of the Company through the interest of her spouse, Mr. Wong Che Shing.

5. These shares were held by Twinkle Galaxy Limited, a controlled corporation of Mr. Lam Kwan Yuen.
6. Ms. Qiu Jianlian was deemed to be interested in 57,600,000 shares of the Company through the interest of her spouse, Mr. Lam Kwan Yuen.

Save as disclosed above, as at 30 June 2020, the Company is not aware of any other person (other than the Directors or chief executive of the Company) who had an interest or 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.

CORPORATE GOVERNANCE PRACTICE

The Company is committed to achieving a high standard of corporate governance practices in enhancing the confidence of shareholders, investors, employees, creditors and business partners and also the growth of its business. The Board has and will continue to review and improve the Company's corporate governance practices from time to time in order to increase its transparency and accountability to shareholders. The Company has adopted the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 of the GEM Listing Rules as its own corporate governance code since the Listing Date. The Company has, so far as applicable, principally complied with the CG Code throughout the period from the Listing Date to 30 June 2020.

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in the Company. No incidence of non-compliance was noted for the six months ended 30 June 2020 and up to the date of this announcement.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 20 August 2018. No share option has been granted under the Share Option Scheme since its adoption.

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 include, among others, (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor; (b) reviewing our financial statements, our periodic reports and accounts and significant financial reporting judgements contained therein; and (c) reviewing our financial controls, internal control and risk management systems. As at the date of this announcement, the audit committee comprises of three independent non-executive Directors, namely Mr. Chan Wan Fung, Mr. Chan Yu Sum Sam and Mr. Chan Kai Kow Macksion.

The unaudited interim results of the Company for the six months ended 30 June 2020 have not been audited by the Company's independent auditors, but have been reviewed by the audit committee members who have provided advice and comments thereon.

EVENTS AFTER REPORTING PERIOD

Since the outbreak of COVID-19 in January 2020, a series of precautionary and control measures against COVID-19 has been implemented throughout different countries and regions, including restrictions and controls on travellers, traffic arrangements, quarantine of residents, heightening of hygiene and prevention requirements of factories and offices and encouraged social distancing etc.

Given that COVID-19 to a certain extent adversely impacts upon current business operations of the Group particularly with respect to the overall economic environment in which the Group operates, the Group will pay continuous attention to the latest development of COVID-19 in order to assess and respond proactively to its associated adverse impact on the consolidated financial position and operating results of the Group. The Group will pay close attention to the development of COVID-19 and is continuously assessing its possible range of financial impact.

By order of the Board
Boltek Holdings Limited
Cheung Kwan Tar
Chairman and executive Director

Hong Kong, 7 August 2020

As at the date of this announcement, the executive Directors are Mr. Cheung Kwan Tar and Mr. Ng Pak Hung and the independent non-executive Directors are Mr. Chan Wan Fung, Mr. Chan Yu Sum Sam and Mr. Chan Kai Kow Mackston.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Company Announcements" page for at least 7 days from the date of its posting and will be published on the Company's website at www.boltekhholdings.com.