



BASETROPHY GROUP HOLDINGS LIMITED

基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8460

2023

FIRST QUARTERLY REPORT

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This report, for which the directors (the “**Directors**”) of Basetrophy Group 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 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.*

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2023

Unaudited first quarterly results

The unaudited condensed consolidated results of the Group for the three months ended 31 March 2023, together with the unaudited comparative figures for the corresponding period in 2022, are as follows:

	Note	Unaudited Three months ended 31 March	
		2023 HK\$'000	2022 HK\$'000
Revenue	4	14,228	17,122
Cost of sales		(11,310)	(14,112)
Gross profit		2,918	3,010
Other income and other gain	4	57	38
Administrative and other operating expenses	5	(2,533)	(2,699)
Operating profit		442	349
Finance costs		(298)	(125)
Profit before income tax		144	225
Income tax (expense)/credit	6	(96)	(138)
Profit for the period		48	87
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		12	–
Total comprehensive income		60	87
Profit attributable to:			
Equity holders of the Company		88	87
Non-controlling interests		(40)	–
		48	87
Profit and total comprehensive income for the period attributable to:			
Equity holders of the Company		94	87
Non-controlling interests		(34)	–
		60	87
Earnings per share attributable to owners of the Company for the period			(Restated)
– Basic and diluted (<i>expressed in HK cents per share</i>)	7	0.05	0.08

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2022

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (Note i)	Translation reserve HK\$'000	Retained earnings HK\$'000	Total reserves HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
Balance at 1 January 2022 (Audited)	11,000	47,217	1	-	8,031	66,249	-	66,249
Profit and total comprehensive income for the period	-	-	-	-	87	87	-	87
Balance at 31 March 2022 (Unaudited)	11,000	47,217	1	-	8,118	66,336	-	66,336

For the three months ended 31 March 2023

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (Note i)	Translation reserve HK\$'000	Retained earnings HK\$'000	Total reserves HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
Balance at 1 January 2023 (Audited)	11,500	48,256	1	14	1,513	61,284	323	61,607
Profit for the period	-	-	-	-	88	88	(40)	48
Exchange differences arising on translation of foreign operations	-	-	-	6	-	6	6	12
Total comprehensive income	-	-	-	6	88	94	(34)	60
Balance at 31 March 2023 (Unaudited)	11,500	48,256	1	20	1,601	61,378	289	61,667

Note:

- i) Other reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the reorganisation.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1 General Information

The Company was incorporated in the Cayman Islands on 4 January 2016 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares were listed on GEM of the Stock Exchange on 27 June 2017. Its parent and ultimate holding company is Brightly Ahead Limited ("**Brightly Ahead**"), a company incorporated in the British Virgin Islands ("**BVI**") and wholly-owned by Mr. Lau Chung Ho ("**Mr. Lau**"), the controlling party of the Company.

The address of the Company's registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the Company's principal place of business is Unit 18, 29th Floor, New Tech Plaza, 34 Tai Yau Street, San Po Kong, Kowloon, Hong Kong. The Company is an investment holding company. The Group is principally engaged in the provision of foundation and related works.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), unless otherwise stated.

2 Basis of preparation and presentation

The unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2023 have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and the applicable disclosure requirements of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the audited annual report of the Group for the year ended 31 December 2022 except for those new and revised HKFRSs and interpretations issued by the HKICPA that are adopted for the first time for the current period in the financial statements.

In the current period, HKICPA has issued a number of new and revised HKFRSs and interpretations that are first effective or available for early adoption for the current accounting period of the Company. There have been no significant changes to the accounting policies applied in these financial statements for the period presented as a result of these developments.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

The unaudited condensed consolidated financial statements have not been audited by the Company's auditor, but have been reviewed by the Company's audit committee.

3 Estimates

The preparation of condensed consolidated financial statements 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 expense. The actual results may differ from these estimates.

In preparing the condensed consolidated financial statements, 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 were applied to the consolidated financial statements for the year ended 31 December 2022.

4 Revenue, other income and other gain and segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of Directors (the "**Board**") that make strategic decisions.

The Group is principally engaged in the provision of foundation and related works, including site formation works and other geotechnical engineering works which are carried out in Hong Kong and the trading of alcoholic beverages in the People's Republic of China (the "**PRC**").

Revenue and other income and other gain recognised during the respective periods are as follows:

	Unaudited Three months ended 31 March	
	2023 HK\$'000	2022 HK\$'000
Revenue		
Foundation and related works	14,126	17,122
Sales of alcoholic beverages	102	–
	14,228	17,122

Unaudited
Three months ended
31 March

	2023 HK\$'000	2022 HK\$'000
Other income and other gain		
Fair value change on assets at fair value through profit or loss	53	38
Others	4	-
	57	38

Disaggregation of revenue from contracts with customers

	2023 HK\$'000	2022 HK\$'000
Timing of revenue recognition		
At a point in time	102	-
Over time	14,126	17,122
	14,228	17,122
Types of goods or service		
Foundation and related works	14,126	17,122
Sales of alcoholic beverages	102	-
	14,228	17,122

5 Expenses by nature

	Unaudited	
	Three months ended	
	31 March	
	2023	2022
	HK\$'000	HK\$'000
Auditors' remuneration	170	170
Depreciation of property, plant and equipment	17	1
Depreciation of right-of-use assets	280	74
Leasing expenses	38	8
Reversal of impairment losses on financial and contract assets	(324)	(418)
Staff costs, including directors' emoluments	680	928
Other expenses	1,672	1,935
	2,533	2,699

6 Income tax expense/(credit)

No provision for Hong Kong profits tax and PRC Enterprise Income Tax has been made as the Group did not have assessable profit in Hong Kong and the PRC for current period.

Hong Kong profits tax has been provided at the rate of 8.25% for the first HK\$2 million of assessable profits and 16.5% for the assessable profits above HK\$2 million.

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rule of the PRC subsidiaries is 25% for the period.

The amount of income tax expense/(credit) charged to the condensed consolidated statement of profit or loss and other comprehensive income represents:

	Unaudited	
	Three months ended	
	31 March	
	2023	2022
	HK\$'000	HK\$'000
Hong Kong profits tax	-	-
PRC Enterprise Income Tax	-	-
Deferred income tax	96	138
Income tax expense/(credit)	96	138

7 Earnings per share attributable to owners of the Company for the period – Basic and diluted

	Unaudited Three months ended 31 March	
	2023	2022
Profit for the period attributable to:		
Equity holders of the Company	94	87
Non-controlling interest	(34)	–
	60	87
Weighted average number of ordinary shares ('000)	115,000	(Restated) 111,959
Basic earnings per share (HK cents per share)	0.05	0.08

Diluted earnings per share is equal to the basic earnings per share as there was no dilutive potential shares.

The weighted average number of ordinary shares for the purpose of basic earnings per share have been adjusted as follows:

- (a) Pursuant to an ordinary resolution passed by the shareholders of the Company at the extraordinary general meeting of the Company held on 7 July 2022, every ten (10) issued and unissued existing ordinary share(s) of HK\$0.01 each in the share capital of the Company shall be consolidated into one (1) ordinary share of HK\$0.1 each (“**Consolidated Share(s)**”), so that the authorised share capital of the Company of HK\$30,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.01 each becomes HK\$30,000,000 divided into 300,000,000 ordinary shares of HK\$0.1 each (the “**Share Consolidation**”). The Share Consolidation took effect on 11 July 2022.
- (b) On 11 August 2022, 5,000,000 new Consolidated Shares were allotted and issued by the Company to Subscriber 2 upon the completion of the conditions precedent as set out in the Subscription Agreement 2 (as amended by the Supplemental Subscription Agreements) (the “**Share Issuance**”).

For further details of the Share Consolidation and the Share Issuance, please refer to the announcements of the Company dated 31 May 2022, 15 July 2022, 29 July 2022 and 11 August 2022.

8 Dividends

No dividend was proposed by the Board for the three months ended 31 March 2023 (2022: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is (i) a contractor of foundation works in Hong Kong capable of foundation jobs which mainly include excavation and lateral support (ELS) works, sheet piling, pipe piling, pre-boring, pre-bored H-piling, mini-piling, and bored piling; (ii) a subcontractor for site formation works and other geotechnical engineering works such as slope works and other minor geotechnical works such as shotcreting; and (iii) a trader of alcoholic beverages in the PRC.

The shares of the Company were listed on GEM on 27 June 2017 by way of public offer.

For the three months ended 31 March 2023, the Group recorded a net profit of approximately HK\$60,000 as compared to a net profit of approximately HK\$87,000 for the same period in 2022.

Outlook

The Directors are of the view that the general outlook of the industry and the business environment in which the Group operates remain difficult and challenging. Since January 2020, the outbreak of COVID-19 has had a drastic effect on the Hong Kong economy and imposed negative impacts to the construction industry, including supply chain disruptions, workforce shortages due to illness and preventative quarantines and work stoppages due to measures imposed by the Government of the Hong Kong Special Administrative Region. The Group has not encountered or experienced any material difficulty and/or delay in completion of the projects to the customers and from the subcontractors and any material supply chain disruptions of the suppliers due to the outbreak of COVID-19. The Group will also closely monitor its projects' progress and communicate with suppliers and subcontractors, maintain close communication with customers on the latest project works schedules and arrangements, proactively follow up with potential customers on the tenders and quotations submitted, and actively respond to any business enquiries, tender and quotation invitations to maintain market competitiveness. In December 2022, the Group planned to start the business of property agency and target to cover property market outside Hong Kong, including but not limited to Japan, Middle-East and Mainland China. The Group will continue to strive to improve its operational efficiency and business profitability and will also proactively seek for potential business opportunities that can broaden the sources of income of the Group and enhance value to the Shareholders.

Financial Review

Revenue

The Group's revenue decreased by approximately 16.9% from approximately HK\$17.1 million for the three months ended 31 March 2022 to approximately HK\$14.2 million for the three months ended 31 March 2023, as a number of major projects in the three months ended 31 March 2023 are still in the early stage of construction.

Costs of Sales

The Group's cost of sales for the three months ended 31 March 2023 was approximately HK\$11.3 million, representing a decrease of approximately 19.9% from approximately HK\$14.1 million for the three months ended 31 March 2022. Such decrease was mainly due to the decrease in staff cost for the three months ended 31 March 2023.

Gross Profit and Gross Profit Margin

The Group's gross profit for the three months ended 31 March 2023 was approximately HK\$2.9 million, representing a decrease of approximately 3.1% from approximately HK\$3.0 million for the three months ended 31 March 2022. Such decrease was mainly driven by the decrease in cost of sales and decrease in revenue mentioned above. The Group's gross profit margin for the three months ended 31 March 2023 was approximately 20.5%, representing an increase of approximately 2.9 percentage points as compared to approximately 17.6% for the three months ended 31 March 2022. Such increase was primarily due to enhanced management control.

Administrative and Other Operating Expenses

The Group's administrative and other operating expenses for the three months ended 31 March 2023 were approximately HK\$2.5 million, representing a decrease of approximately 6.2% from approximately HK\$2.7 million for the three months ended 31 March 2022, primarily due to the decrease in staff cost.

Profit for the Period

For the three months ended 31 March 2023, the Group recorded profit attributable to owners of the Company of approximately HK\$60,000 as compared to a profit of approximately HK\$87,000 for the three months ended 31 March 2022.

Dividend

The Board does not recommend the payment of dividend for the three months ended 31 March 2023 (2022: Nil).

OTHER INFORMATION

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2023, 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 (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 interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

Long position in the Shares

Name	Capacity/Nature	Number of shares held/interested	Percentage of shareholding
Mr. Lau (<i>Note</i>)	Interest in a controlled corporation	51,000,000	44.35%

Note:

Mr. Lau beneficially owns the entire issued share capital of Brightly Ahead. Therefore, Mr. Lau is deemed, or taken to be, interested in all the shares held by Brightly Ahead for the purpose of the SFO. Mr. Lau is the sole director of Brightly Ahead.

Save as disclosed above, as at 31 March 2023, none of the Directors and chief executive of the Company has any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of 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 interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to Rules 5.48 to 5.67 of the GEM Listing Rules.

Substantial Shareholders' and Other Persons' Interests and Short Positions In Shares and Underlying Shares

As at 31 March 2023, the following person/entity (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

Long position in the Shares

Name	Capacity/Nature	Number of shares held/interested	Percentage of shareholding
Brightly Ahead	Beneficial owner	51,000,000	44.35%

Save as disclosed above, as at 31 March 2023, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section "Other information – Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company 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, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

Purchase, Sale or Redemption of Listed Securities of the Company

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the three months ended 31 March 2023.

Competition and Conflict of Interests

None of the Directors, the controlling shareholders or substantial shareholders of the Company or any of its respective close associates (as defined under 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 during the three months ended 31 March 2023.

Directors' Securities Transactions

The Company has adopted the required standard of dealings, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the shares of the Company (the "**Code of Conduct**"). Having made specific enquiry to all of the Directors, each of the Directors has confirmed that he has complied with the Code of Conduct during the three months ended 31 March 2023.

Share Option Scheme

The Company's share option scheme (the "**Scheme**") was adopted pursuant to a resolution passed on 7 June 2017 as to attract and retain the best available personnel, to provide additional incentive to the eligible participants and to promote the success of the business of the Group under the Scheme.

For the three months ended 31 March 2023, no share option was granted, exercised, expired or lapsed and there was no outstanding share option under the Scheme.

Corporate Governance Practice

The Directors are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value. The corporate governance principles of the Company emphasize a quality Board, sound internal controls, and transparency and accountability to all shareholders. The Company has adopted the Corporate Governance Code (the "**CG Code**") set out in Appendix 15 of the GEM Listing Rules. The Company has fully complied with the CG Code during the three months ended 31 March 2023.

Audit Committee

Pursuant to Rules 5.28 and 5.29 of the GEM Listing Rules and code provisions C.3.3 and C.3.7 of the CG Code, the Company established an audit committee (the "**Audit Committee**") with written terms of reference aligned with the CG Code. The primary duties of the Audit Committee include, but are not limited to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this report, the Audit Committee comprises Mr. Ng Ki Man (the chairman of the Audit Committee), Mr. Ngok Ho Wai and Mr. Lam Chee-yau Timothy, all of whom are independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the Stock Exchange's website and on the Company's website.

The Audit Committee has reviewed with management of the Company on the accounting principles and practices adopted by the Group and the first quarterly report of the Group for the three months ended 31 March 2023. The condensed consolidated financial results of the Group for the three months ended 31 March 2023 are unaudited, but have been reviewed by the Audit Committee. Such results comply with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board
Basetrophy Group Holdings Limited
Lau Chung Ho
Executive Director

Hong Kong, 15 May 2023

As at the date of this report, the Board comprises Mr. Lau Chung Ho, Mr. Leung Yat Fai Frankie Keith, Ms. Fong Pui Yin Vivian, Ms. Du Wanfen and Mr. Li Aiming as executive Directors; and Mr. Ng Ki Man, Mr. Lam Chee-yau Timothy and Mr. Ngok Ho Wai as independent non-executive Directors.