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AESO HOLDING LIMITED

艾碩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8341)

INTERIM REPORT

2024



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“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.

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*This report, for which the directors (“**Directors**”) of Aeso Holding Limited (“**Company**”) 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 (“**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 in this report misleading.*

FINANCIAL HIGHLIGHTS

For the six months ended 30 September 2024 (the “**Period**”):

- Revenue of the Group was approximately HK\$118.0 million, representing an increase by approximately 0.9% as compared to the corresponding period in 2023.
- Profit for the Period attributable to the owners of the Company was approximately HK\$4.7 million (2023: HK\$4.3 million).
- The board of Directors do not recommend the payment of any dividend for the Period.
- Earnings per share of the Company was approximately HK\$5.85 cents (2023: HK\$5.34 cents).

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the Period, together with the unaudited comparative figures for the corresponding period in 2023, as follows:

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

For the six months ended 30 September 2024

		Six months ended 30 September	
	Note	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Revenue	3	118,042	117,029
Cost of services		(98,596)	(98,817)
Gross profit		19,446	18,212
Other income, gain/(loss), net	4	165	7
Allowance for expected credit losses (“ECL”)		–	(16)
Change in fair value of financial assets at fair value through profit or loss		299	(325)
Administrative expenses		(13,437)	(12,271)
Profit from operations		6,473	5,607
Finance costs	5	(1,790)	(1,332)
Profit before tax	6	4,683	4,275
Income tax	7	–	–
Profit and total comprehensive income for the period		4,683	4,275
Earnings per share	9		
Basic (HK cents)		5.85	5.34
Diluted (HK cents)		5.85	5.34

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the six months ended 30 September 2024

	Note	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment		542	467
Right-of-use assets		1,689	2,837
		2,231	3,304
Current assets			
Accounts and other receivables	10	19,144	41,183
Contract assets		99,564	90,542
Financial assets at fair value through profit or loss		22,644	22,345
Pledged bank deposits		915	911
Bank and cash balances		9,305	14,667
		151,572	169,648
Current liabilities			
Accounts and other payables	11	35,528	55,112
Contract liabilities		12,146	13,749
Bank borrowings		53,883	55,356
Lease liabilities		1,605	2,357
		103,162	126,574
Net current assets		48,410	43,074
Total assets less current liabilities		50,641	46,378

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

For the six months ended 30 September 2024

	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Non-current liabilities		
Lease liabilities	120	540
Net assets	50,521	45,838
Capital and reserves		
Share capital	6,240	6,240
Reserves	44,281	39,598
Total equity	50,521	45,838

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2024

	Attributable to owners of the Company						
	Share capital	Share premium	Distributable reserve	Share option reserve	Other reserve	Accumulated losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2024 (Audited)	6,240	39,615	56,160	1,879	1,000	(59,056)	45,838
Profit and total comprehensive income for the Period	-	-	-	-	-	4,683	4,683
Lapsed of share option	-	-	-	(520)	-	520	-
At 30 September 2024 (Unaudited)	6,240	39,615	56,160	1,359	1,000	(53,853)	50,521
At 1 April 2023 (Audited)	6,240	39,615	56,160	1,879	1,000	(67,166)	37,728
Profit and total comprehensive income for the Period	-	-	-	-	-	4,275	4,275
At 30 September 2023 (Unaudited)	6,240	39,615	56,160	1,879	1,000	(62,891)	42,003

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2024

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Net cash (outflow)/inflow in respect of operating activities	(731)	9,675
Net cash (outflow)/inflow in respect of investing activities	(196)	1,221
Net cash outflow in respect of financing activities	(4,435)	(7,378)
Net (decrease)/increase in cash and cash equivalents	(5,362)	3,518
Cash and cash equivalents at beginning of period	14,667	6,249
Cash and cash equivalents at end of period	9,305	9,767
Analysis of cash and cash equivalents Bank and cash balances	9,305	9,767

1. CORPORATE INFORMATION

Aeso Holding Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands on 10 December 2015. The address of its registered office is 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands. The principal place of business of the Company is 18/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong.

The Company is an investment holding company. The Company’s subsidiaries are principally engaged in the premise enhancement solution service in Hong Kong by providing contracting service for (i) the internal fitting out of newly built commercial premises and residential developments, and (ii) the renovation work as well as alteration and addition work for existing commercial premises.

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

The unaudited interim financial statements of the Group for the six months ended 30 September 2024 are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION

These unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standards (“**HKAS**”) 34 Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the applicable disclosure requirements under the GEM Listing Rules. The unaudited interim condensed consolidated financial statements should be read in conjunction with the annual report for the year ended 31 March 2024.

The accounting policies adopted in this unaudited condensed consolidated financial statements are consistent with those set out in the annual financial statements for the year ended 31 March 2024. The adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group for the current and prior periods.

3. REVENUE AND SEGMENT INFORMATION

An analysis of the Group's revenue recognised during the six months ended 30 September 2024 and 2023 are as follows:

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Disaggregation of revenue from contracts with customers within the scope of HKFRS 15		
Fitting-out projects	88,528	67,690
Renovation projects	29,514	49,339
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Revenue recognised over time	118,042	117,029

The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

(i) Fitting-out work for construction ("Fitting-out Projects")

Provision of fitting-out work for construction of newly built commercial premises and residential developments either as a main-contractor or subcontractor.

3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(ii) Renovation work and alteration and addition work (“Renovation Projects”)

Provision of renovation (including alteration and addition) work for existing commercial premises.

For the six months ended 30 September 2024

	Fitting- out Projects HK\$'000 (Unaudited)	Renovation Projects HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Revenue			
Segment revenue	88,528	29,514	118,042
Segment profit	18,587	859	19,446
Unallocated income			165
Change in fair value of financial assets at fair value through profit or loss			299
Unallocated expenses			(15,227)
Profit before tax			4,683

3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(ii) Renovation work and alteration and addition work (“Renovation Projects”) (continued)

For the six months ended 30 September 2023

	Fitting- out Projects HK\$'000 (Unaudited)	Renovation Projects HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Revenue			
Segment revenue	67,690	49,339	117,029
Segment profit	5,936	12,276	18,212
Unallocated income			7
Allowance for ECL			(16)
Change in fair value of financial assets at fair value through profit or loss			(325)
Unallocated expenses			(13,603)
Profit before tax			4,275

Segment profit represents the profit from each segment before tax without allocation of other income, gain/(loss), net, change in fair value of financial assets at fair value through profit or loss, administrative expenses, allowance for ECL and finance costs.

3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group's revenue is all derived from operations in Hong Kong and the Group's non-current assets are all located in Hong Kong.

Information about major customers

Revenue from customers who have individually contributed over 10% or more of the Group's total revenue are as follows:

		Six months ended 30 September	
		2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Customer 1	Fitting-out Projects	51,605	17,432
Customer 2	Fitting-out Projects	25,816	N/A
Customer 3	Renovation Projects	12,864	N/A
Customer 4	Fitting-out Projects	N/A	40,886
Customer 5	Renovation Projects	N/A	46,468

4. OTHER INCOME, GAIN/(LOSS), NET

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Interest income	7	7
Loss on disposal of property, plant and equipment	(36)	–
Sundry income	194	–
	165	7

5. FINANCE COSTS

	Six months ended 30 September	
	2024 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)
Interest on:		
Bank borrowings	1,760	1,285
Lease liabilities	30	47
	1,790	1,332

6. PROFIT BEFORE TAX

Profit before tax for the period has been arrived at after charging/(crediting) the following:

	Six months ended 30 September	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Directors' emolument	1,980	1,407
Other staff costs:		
Salaries and other allowances	8,667	8,973
Discretionary bonus	520	562
Retirement benefit scheme contributions	329	225
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Total staff costs	11,496	11,167
Less: amounts included in cost of services	(3,852)	(3,999)
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Staff costs included in administrative expenses	7,644	7,168
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Auditor's remuneration	210	200
Depreciation of property, plant and equipment	88	81
Depreciation of right-of-use assets	1,148	1,148
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7. INCOME TAX

No provision for Hong Kong Profit Tax has been made as the Group has sufficient tax losses brought forward to set off against assessable profit during the six months ended 30 September 2024 and 2023.

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the Period (2023: Nil).

9. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share for the six months ended 30 September 2024 is based on a profit for the Period attributable to the owners of the Company of approximately HK\$4,683,000, and the weighted average number of 80,000,000 ordinary shares in issue during the Period.

The calculation of basic earnings per share for the six months ended 30 September 2023 was based on a profit for the period attributable to the owners of the Company of approximately HK\$4,275,000, and the weighted average number of 80,000,000 ordinary shares.

(b) Diluted earnings per share

For the six months ended 30 September 2024 and 2023, no adjustment has been made to the basic earnings per share presented in respect of dilution as the impact of the share options outstanding had no dilutive effect on the basic earnings per share presented.

10. ACCOUNTS AND OTHER RECEIVABLES

	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Accounts receivable	22,717	44,617
Less: allowance for ECL	(4,833)	(4,833)
	17,884	39,784
Other receivables, deposits and prepayments		
– Rental and utility deposits	851	899
– Prepayment	324	415
– Other receivables	85	85
	1,260	1,399
Total accounts and other receivables	19,144	41,183

Aging of accounts receivable

	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Within 30 days	17,563	25,007
31 to 60 days	273	14,723
61 to 120 days	48	54
	17,884	39,784

11. ACCOUNTS AND OTHER PAYABLES

	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Accounts payable	7,102	15,408
Accruals	4,387	4,540
Deposits received	8,000	18,900
Retention payables	16,039	16,264
	35,528	55,112

The average credit period on accounts payable is 30 days. The aging analysis of the accounts payable based on invoice dates at the end of each reporting period is as follows:

	As at 30 September 2024 HK\$'000 (Unaudited)	As at 31 March 2024 HK\$'000 (Audited)
Within 30 days	7,102	15,408

MANAGEMENT DISCUSS AND ANALYSIS

Business Review

The Company is an investment holding company and the shares of the Company (the “Shares”) were listed on GEM of the Stock Exchange on 13 January 2017 by way of placing. The Company’s subsidiaries are principally engaged in the provision of fitting-out work for construction of newly built commercial premises and residential developments and renovation (including alteration and addition) work for existing commercial premises in Hong Kong. As a contracting service provider which offers high quality and value-added services to cater for our clients’ specification and satisfaction, the Group received continuing support from our customers over the years. We have also built-up reputation which attract many new customers.

During the Period, the Company submitted tenders amounting to approximately HK\$824.8 million (six months ended 30 September 2023: approximately HK\$925.3 million) and a project was awarded amounting to approximately HK\$13.4 million (six months ended 30 September 2023: a project was awarded amounting to approximately HK\$28.7 million). Most of the tenders are invited by the stable and long-term clients, including leading listed property developers in Hong Kong, based on their trust to our Company and some are from sizable developers from the PRC.

It is expected that the tender awarded during the Period enables the Group to have strong and stable source of revenue in the forthcoming financial years. The Directors will deploy more resources to satisfy the capital needs for performing the projects and will consider different alternatives to raise additional funds if and when the need arises.

Financial Review

Revenue

The Group's overall revenue increased from approximately HK\$117.0 million for the six months ended 30 September 2023 to approximately HK\$118.0 million for the Period, representing an increase of approximately 0.9%.

The revenue for the Fitting out Projects for the six months ended 30 September 2024 was approximately HK\$88.5 million, represented an increase of approximately 30.7% from approximately HK\$67.7 million for the same period in 2023.

The revenue for the Renovation Projects for the six months ended 30 September 2024 was approximately HK\$29.5 million, represented a decrease of approximately 40.2% from approximately HK\$49.3 million for the same period in 2023.

Cost of Services

The Group's direct cost decreased from approximately HK\$98.8 million for the six months ended 30 September 2023 to approximately HK\$98.6 million for the Period, representing a decrease of approximately 0.2%.

Gross Profit

The gross profit amounted to approximately HK\$19.4 million and approximately HK\$18.2 million for the six months ended 30 September 2024 and 2023 respectively, representing an increase of approximately 6.6% during the Period as compared to the corresponding period in 2023.

Administrative Expenses

The Group's administrative expenses amounted to approximately HK\$13.4 million and approximately HK\$12.3 million for the six months ended 30 September 2024 and 2023 respectively, representing an increase of approximately 8.9%. Such increase was mainly due to the increase in staff costs for administrative staffs for the Period.

Profit (loss) attributable to the owners of the Company

As a result of the aforesaid, the profit attributable to the owners of the Company for the six months ended 30 September 2024 and 2023 were approximately HK\$4.7 million and approximately HK\$4.3 million respectively. Such increase was mainly due to the increase in gross profit during the Period.

Prospect and Outlook

The competitive strengths of the Company, such as (i) an established track record in the market with stable and long-term client relationships with the major clients that include listed property developers; (ii) strong and stable relationships with the major suppliers and subcontractors; (iii) integrated project execution for contracting services; and (iv) a strong and experienced management team with proven track record, continuously contribute to the success of the Group.

The Group will continue focusing on the opportunities in renovation works and fitting out works in Hong Kong, especially fitting-out projects for commercial building and shopping arcade development. The Management expects more projects from quasi-government sector in the future and hope to expand our business in this sector as the potential is increasing due to land supply for public sector is expected to be further increased in coming future.

The revenue of the Group grows rapidly in recent years as there was a relatively larger amounts of tenders awarded in recent years. With the large volume of the new tenders awarded, the unrecognised contract revenue was approximately HK\$287.2 million as at 30 September 2024, which was mainly contributed on the fitting out projects for commercial and residential development from leading listed property developers and quasi-government body in Hong Kong and sizable developers from the PRC. The Group may increase the manpower and the budget control of construction cost and may through fund arising activities in coming future for purpose to handle the new projects from potential new successful tenders.

The Group gained more opportunities in tendering and completing for commercial development projects in past years. Recently, the Group has been invited to tender for a commercial development project involving a mega size shopping center located in a prime business district which will become a well-known and recognized as a new landmark in Hong Kong.

Looking forward, our management team stays cautiously optimistic in regards to the prospects of fitting-out and renovation projects. In the view of the expected growth of the construction industry in Hong Kong driven by the government's plan to invest in transport infrastructure and the house sector to address connectivity issue. The Group will keep to tender new fitting-out and renovation projects in Hong Kong and committed in creating long-term and sustainable value to our shareholder and society.

Liquidity and Financial Resources

The Group's operation and investments were financed principally by cash generated from its business operations and bank borrowings. As at 30 September 2024, the Group had net current assets of approximately HK\$48.4 million (31 March 2024: net current assets of approximately HK\$43.1 million), net assets of approximately HK\$50.5 million (31 March 2024: net assets of approximately HK\$46.2 million), bank balances and cash of approximately HK\$9.3 million (31 March 2024: approximately HK\$14.7 million) and pledged bank deposit of approximately HK\$0.9 million (31 March 2024: approximately HK\$0.9 million).

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policies. 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.

Pledge of Assets

Certain cash deposits of the Group of approximately HK\$0.9 million as at 30 September 2024 (31 March 2024: approximately HK\$0.9 million) are charged to secure general banking facilities.

Capital Commitments

As at 30 September 2024, the Group did not have any material capital commitment.

Capital Structure

There has been no change in capital structure of the Company since 31 March 2024.

Significant Investments

As at 30 September 2024, there was no significant investment held by the Group (31 March 2024: Nil).

Acquisitions and Disposals of Subsidiaries

The Group did not have any acquisitions or disposals of subsidiaries and affiliated companies during the Period.

Foreign Exchange Exposure

The Group's business operations were conducted in Hong Kong and the transactions, monetary assets and liabilities of the Group were denominated in Hong Kong dollars and United States dollars. As at 30 September 2024, the Group had no significant exposure under foreign exchange contracts, interest, currency swaps or other financial derivatives.

Employees and Remuneration Policy

As at 30 September 2024, the Group had 41 employees. The remuneration policy of the employees of the Group was set up by the Board on the basis of their experience, qualifications and competence. Other employees' benefits include contributions to statutory mandatory provident funds scheme (the "**MPF Scheme**"), and housing allowance to its employees in Hong Kong.

There was no forfeited contribution under the MPF Scheme which may be used by the Group to reduce the contribution payable in the future years.

A remuneration committee was set up for, inter alia, reviewing the Group's remuneration policy and structure for all Directors and senior management of the Group.

During the Period, the Group organised a series of trainings in relation to our business.

DIRECTOR'S AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2024, the interests of the Directors of the Company in shares, underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Long positions in shares and underlying shares of the Company

Name	Capacity	Number of ordinary Shares held	Approximate percentage of the issued share capital of the Company as at 30 September 2024
Chan Siu Chung	Interest of controlled corporation (Note)	10,600,000	13.25%
Chan Siu Chung – share options	Beneficial owner	800,000	1.00%
Cheung Hiu Tung – share options	Beneficial owner	800,000	1.00%

Note: Mr. Chan Siu Chung ("**Mr. Chan**"), an executive Director and chairman of the Board, held 10,600,000 Shares through Acropolis Limited in which Mr. Chan is the sole director and shareholder.

Save as disclosed above, none of the Directors and chief executive of the Company had any interests or short position in the shares, underlying shares or debentures of the Company or its associated corporation as at 30 September 2024.

CHANGE IN INFORMATION OF DIRECTORS

The Company is not aware of any changes in the information of Directors during the Period and up to the date of this report which are required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

During the Period, none of the Directors (including their spouses and children under the age of 18) had any interest in or was granted any right to subscribe for the shares in, or debentures of, the Company or its associated corporations, or had exercised any such right.

SUBSTANTIAL SHAREHOLDERS AND OTHERS' INTERESTS IN THE SHARES OF THE COMPANY

As at 30 September 2024, so far as are known to any Directors of the Company, no person (other than the Directors or chief executive of the Company) had interests in the shares or underlying shares of the Company accounting to a substantial shareholder as recorded in the register required to be kept pursuant to section 336 of the SFO.

SHARE OPTION SCHEME

The Company has adopted the share option scheme on 30 September 2019 (the **"Share Option Scheme"**). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

Details of the Share Option Scheme are as follows:

1. Purposes

The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Group.

2. Eligible participants

The eligible participants include any employee, any Directors, any suppliers, any customers, any person or entity that provides research, development or other technological support, any Shareholder, any adviser or consultant of the Company, any of its subsidiaries or any entity in which the Group holds an equity interest, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement and growth of the Group.

3. Total number of Shares available for issue

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the total number of Shares in issue as at 30 September 2021, being the date of approval of the refreshment of 10% general scheme limit under the Share Option Scheme by the Shareholders (i.e. 8,000,000 Shares, representing approximately 10% of the total number of 80,000,000 Shares in issue as at 30 September 2021 and the completion of the Share Consolidation as at 7 April 2022).

There is no share options available for grant under the Share Option Scheme as at the date of this report, as the 8,000,000 share options mentioned above has been granted to certain eligible participants as at 15 August 2022. Details of the grant of share option was disclosed in the announcement of the Company dated 15 August 2022.

During the Period, 2,000,000 share options were lapsed in July 2024 and no share options were cancelled or exercised. 8,000,000 share options are outstanding and so a total of 8,000,000 Shares are available for issue, which represents 10% of the issued Shares as at the date of this report.

4. **Maximum entitlement of each participant**

The total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme (including both exercised and outstanding options) to each participant in any 12-month period must not exceed 1% of the Shares in issue for the time being (the “**Individual Limit**”). Any further grant of options to a participant in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders’ approval in the general meeting of the Company with such participant and his/her associates abstaining from voting.

Any grant of Options under the Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of its respective associates must be approved by independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed grantee of the Options).

Where any grant of options to a substantial Shareholder or an independent non-executive Director (the “**INED**”) or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares), such further grant of options must be approved by the Shareholders.

5. Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten years commencing on 30 September 2019, being the date of adoption of the Share Option Scheme, to 29 September 2029.

6. Time of acceptance of the offer

An option may be accepted by a participant within 28 days from the date of the offer of grant of the option.

7. Minimum period for which an option must be held before it can be exercised

There is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised unless otherwise determined by the Directors and stated in the offer for the grant of options to a grantee.

8. Consideration for the option

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

9. Subscription price for Shares

The subscription price for the Shares under the Share Option Scheme will be a price determined by the Director, but shall not be less than the highest of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the offer of the grant; and (c) the nominal value of a Share.

10. Transfer or assignment

An option is personal to the grantee and shall not be transferable or assignable.

11. Termination of the Share Option Scheme

The Company may by resolution in the general meeting at any time terminate the Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

On 15 August 2022, 8,000,000 options were granted under the Share Option Scheme and the options were vested immediately at the date of grant. The closing price of the Company's shares immediately before the grant date was HK\$0.41 per Share. The fair value of the share options granted to Mr. Chan Siu Chung and Mr. Cheung Hiu Tung, the executive directors of the Company, were HKD191,789 and HKD191,789 respectively and the fair value of the share options granted to the class of other employees of the Company was HKD975,382. The fair value of the share options granted on 15 August 2022 was determined at the date of grant using the binominal model.

For the share options outstanding as at 1 April 2024 and 30 September 2024, all of the options were vested immediately at the date of grant.

Details of the options outstanding for the Period are as follows:

Grantees	Date of grant	No. of shares comprised in options				Outstanding as at 30 September 2024	Exercise period	Exercise price per share
		As at 1 April 2024	Granted	Exercised	Lapsed			
Executive directors								
Chan Siu Chung	12 July 2021	400,000	-	-	(400,000)	-	12 July 2021 to 11 July 2024	US\$0.1
	15 August 2022	800,000	-	-	-	800,000	15 August 2022 to 14 August 2025	HK\$0.447
Cheung Hiu Tung	15 August 2022	800,000	-	-	-	800,000	15 August 2022 to 14 August 2025	HK\$0.447
Zhang Hai Wei	12 July 2021	800,000	-	-	(800,000)	-	12 July 2021 to 11 July 2024	US\$0.1
Other employees								
	12 July 2021	800,000	-	-	(800,000)	-	12 July 2021 to 11 July 2024	US\$0.1
	15 August 2022	6,400,000	-	-	-	6,400,000	15 August 2022 to 14 August 2025	HK\$0.447
	Total	10,000,000	-	-	(2,000,000)	8,000,000		

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted procedures governing Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

The Directors during the Period were Mr. Chan Siu Chung, Mr. Cheung Hiu Tung, Mr. Zhang Hai Wei, Mr. Yeung Chun Yue, David, Ms. Lai Wing Sze and Ms. Yu Wan Ki. The Company has made specific enquiries and all Directors have confirmed that they have complied with the required standards of dealings set out in the GEM Listing Rules during the Period.

MANAGEMENT CONTRACTS

No contracts, other than a contract of service with any Director or any person under the full-time employment of the Company, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Period.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or the substantial shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates (as defined in the GEM Listing Rules) had any interest in the business that competed or might compete or was likely to compete, either directly or indirectly, with the business of the Group during the Period.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company or the laws of Cayman which would oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

EVENTS AFTER THE REPORTING PERIOD

Up to the date of this report, there is no significant events occurred after the Period.

CORPORATE GOVERNANCE PRACTICES

The corporate governance principles of the Company emphasize a quality Board, sound internal controls, transparency and accountability to all shareholders. By applying rigorous corporate governance practices, the Company believes that its accountability and transparency will be improved thereby instilling confidence to the shareholders of the Company and the public. Throughout the Period, the Company has complied with the code provisions in the Corporate Governance Code ("**CG Code**") set out in Appendix C1 to the GEM Listing Rules except for the following deviations:

Provisions A.2.1 of the CG Code

Under provision A.2.1 of the CG Code, the role of the Chairman and the Chief Executive Officer should be performed by separate individuals. Mr. Chan Siu Chung is the Chairman who provides leadership for the Board. Mr. Chan Siu Chung as the Chairman ensures that all directors are properly briefed on issues arising at board meetings, and receive adequate information, both complete and reliable, in a timely manner. The executive directors of the Company collectively oversee the overall management of the Group in each of their specialized executive fields, which fulfils the function of Chief Executive Officer in substance. Therefore, the Company currently has not appointed its Chief Executive Officer to avoid the duplication of duties.

Provision C.1.6 of the CG Code

Provision C.1.6 of part 2 of the CG Code provides that independent non-executive directors and other non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. The independent non-executive Directors, Ms. Lai Wing Sze and Ms. Yu Wan Ki, did not attend the annual general meeting of the Company held on 30 September 2024 due to other business commitments.

AUDIT AND RISK MANAGEMENT COMMITTEE

As at the date of this report, the Audit and Risk Management Committee was chaired by Mr. Yeung Chun Yue, David, an independent non-executive Director and the other members include Ms. Lai Wing Sze and Ms. Yu Wan Ki, all being independent non-executive Directors of the Company.

The Audit and Risk Management Committee's primary duties include ensuring that the Company's financial statements, annual, interim and quarterly reports and the auditor's report present a true and balanced assessment of the Company's and the Group's financial position; reviewing the Company's and the Group's financial control, internal control and risk management systems; and reviewing the Company's financial and accounting policies and practices. Other duties of the Audit and Risk Management Committee are set out in its specific terms of reference which are posted on the websites of the Company and of the Stock Exchange. The Audit and Risk Management Committee is provided with sufficient resources enabling it to discharge its duties.

The Audit and Risk Management Committee reviewed the Group's accounting principles, practices and compliance and financial report matters including the review of the unaudited condensed consolidated financial statements for the six months ended 30 September 2024.

For and on behalf of
Aeso Holding Limited
Chan Siu Chung
Chairman

Hong Kong, 29 November 2024

As at the date of this report, the Board comprises Mr. Chan Siu Chung, Mr. Cheung Hiu Tung and Mr. Zhang Hai Wei as Executive Directors, Mr. Yeung Chun Yue, David, Ms. Lai Wing Sze and Ms. Yu Wan Ki as Independent Non Executive Directors.