

As filed with the U.S. Securities and Exchange Commission on November 22, 2023

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SU Group Holdings Limited

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands	7381	Not Applicable
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

Unit 01 – 03, 3/F, Billion Trade Centre

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Kowloon, Hong Kong

Telephone: +852 2341-8183

(Address and telephone number, including country code, of Registrant's principal executive office)

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Approximate date of commencement of proposed sale to the public: as soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company.

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 7(a)(2)(B) of the Securities Act.

[†] The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This

preliminary prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS (Subject to Completion)

Dated November 22, 2023

1,250,000 Ordinary Shares



SU Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

This is the initial public offering of the ordinary shares of SU Group Holdings Limited (the “Company”, “we,” “us,” “our,” or “SU Group”). We are offering 1,250,000 of our ordinary shares, par value HK\$0.01 per share, on a firm commitment basis. We expect the initial public offering price of our ordinary shares to be in the range of US\$4.00 to US\$5.00 per share. Prior to this offering, no public market exists for our ordinary shares. We have applied to have our ordinary shares listed on the Nasdaq Capital Market, or Nasdaq, under the symbol “SUGP.” We cannot guarantee that we will be successful in listing our ordinary shares on Nasdaq; however, we will not complete this offering unless we are so listed.

SU Group Holdings Limited is, and will continue to be, a “controlled company” within the meaning of the Nasdaq Stock Market Rules, due to the fact that Mr. Chan Ming Dave, the Chairman of our board of directors and our Chief Executive Officer, beneficially owns ordinary shares representing approximately 75.1% of the total voting power of our issued and outstanding ordinary shares, and will beneficially own ordinary shares representing approximately 68.1% of the total voting power of our issued and outstanding ordinary shares immediately after the completion of this offering, assuming the underwriters do not exercise their over-allotment option. In addition, as a “controlled company,” as defined under the Nasdaq Stock Market Rules, SU Group Holdings Limited is permitted to elect to rely on certain exemptions from

corporate governance rules. SU Group Holdings Limited does not plan to rely on these exemptions, but may elect to do so after completing this offering.

SU Group Holdings Limited is not an operating company but an exempted company with limited liability incorporated under the laws of the Cayman Islands. Investors in our ordinary shares are purchasing equity interests in a Cayman Islands holding company. SU Group Holdings Limited directly holds equity interests in its indirect operating subsidiaries in Hong Kong and does not operate its business through any variable interest entity (“VIE”). As of the date of this prospectus, SU Group Holdings Limited does not have any subsidiaries incorporated in mainland China. As a holding company with no material operations of our own, our operations are conducted through our subsidiaries in Hong Kong with our headquarters in Hong Kong, and such structure involves unique risks to investors, as the PRC (as defined below) government may exercise significant influence and discretion over the conduct of our business and may intervene in or influence our operations at any time. Such governmental actions:

- could disallow our corporate structure;
- could result in a material change in our operations;
- could hinder our ability to continue to offer securities to investors; and
- may cause the value of our securities to significantly decline or be worthless.

We do not have any business operation in the PRC. We are aware that in recent years, the PRC government initiated a series of regulatory actions and statements to regulate business operations in the PRC with little advance notice, including cracking down on illegal activities in the securities market, enhancing supervision over China-based companies listed overseas using a VIE structure, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement. It is uncertain what potential impact such modified or new laws and regulations will have on our daily business operation, our ability to accept foreign investments and the listing of our ordinary shares on a U.S. or other foreign exchanges. These actions could result in a material change in our operations and/or the value of our ordinary shares and could significantly limit or completely hinder our ability to offer or continue to offer our securities to investors. As advised by our Hong Kong counsel, Watson Farley & Williams LLP, based on their understanding of the current Hong Kong laws, as of the date of this prospectus, we are not required to obtain permission from the Hong Kong authorities for the trading of our ordinary shares on Nasdaq or for the offering of our ordinary shares to foreign investors outside Hong Kong. Based solely on documents and

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representations received from the Company and their understanding of the current PRC laws and as of the date of this prospectus, nothing comes to the attention of our PRC counsel, Han Kun Law Offices,

that suggests we meet both of the explicit conditions set out in the Article 15 of the Trial Measures of the Overseas Securities Offering and Listing by Domestic Companies (the “Trial Measures”) which stipulates whether an indirect offering and listing of a PRC domestic company shall fulfil the filing procedure with the CSRC, and thus, based on the opinion of our PRC counsel, we have determined that we are not required to obtain permission from any PRC authorities for the trading of our ordinary shares on Nasdaq or this offering, or for the offering of our ordinary shares to foreign investors outside of mainland China, on the basis that (1) we do not have any subsidiaries or business operation in the PRC; (2) none of our operating revenues, total profits, total assets or net assets is accounted for by any subsidiaries based in the PRC; and (3) no issuance or sale of the ordinary shares has been or will be made directly or indirectly within the PRC. However, there is no guarantee that this will continue to be the case in the future, or that even when such permission is obtained, it will not be subsequently denied or rescinded. In addition, there are substantial uncertainties as to its implementation and interpretation of the Trial Measures, and the CSRC may take a view that is contrary to our understanding under the principle of “substance over form” adopted thereby regarding the determination of an “indirect overseas offering and listing by PRC domestic companies.

We do not provide any security-related engineering services, and security guarding and screening services in mainland China or solicit customers or collect, store or process any personal data of any customer in mainland China. Our business does not involve the collection of user data, implicate cybersecurity, or involve any other type of restricted industry as defined under the applicable PRC laws, and thus we do not believe we are among the “operator of critical information infrastructure”, “online platform operators” or “data handler” as defined under the applicable PRC laws. Based on the opinion of our PRC counsel, Han Kun Law Offices, we have determined that we are not subject to cybersecurity review with the Cyberspace Administration of China (“CAC”), given the facts that: (i) we do not possess a large amount of personal information in our business operations originated from mainland China; and (ii) data processed in our business does not have a bearing on national security and thus may not be classified as core or important data by the authorities. In addition, based on the opinion of our PRC counsel, Han Kun Law Offices, we have determined that we are not subject to merger control review by China’s anti-monopoly enforcement agency due to the level of our revenues, and the fact that we currently do not expect to propose or implement any acquisition of control of, or decisive influence over, any company with revenues within China of more than RMB400 million. Currently, these statements and regulatory actions have had no impact on our daily business operation, the ability to accept foreign investments, or the ability to list our ordinary shares on a U.S. or other foreign exchange. However, because these statements and regulatory actions are new, it is highly uncertain how soon legislative or administrative regulation making bodies will respond and what existing or new laws or regulations or detailed implementations and interpretations will be modified or promulgated, if any, and the potential impact such modified or new laws and regulations will have on our daily business operation, the ability to accept foreign investments, or the ability to list our ordinary shares on a U.S. or other foreign exchange. In the future, if we and/or our subsidiaries are required to obtain any permission or approval from or

complete any filing procedure with the China Securities Regulatory Commission (the “CSRC”), the CAC, or other PRC governmental authorities in connection with this offering under the PRC law, we and/or our subsidiaries may be fined or subject to other sanctions, and our subsidiaries’ business and our reputation, financial condition, and results of operations may be materially and adversely affected. Any actions by the PRC government to exert more influence and control over offerings (including businesses whose primary operations are in Hong Kong) that are conducted overseas and/or foreign investments in Hong Kong-based issuers could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of our ordinary shares to significantly decline or be worthless. For a detailed description of the risks related to doing business in Hong Kong, and the offering, see “*Risks Related to Conducting Operations in Hong Kong*” and “*Risks Related to this Offering and Ownership of Our Ordinary Shares*” in the “*Risk Factors*” section. Unless otherwise stated, as used in this prospectus, “we,” “us,” “our company,” the “Company,” “our,” “our group,” or the “Group” refers to SU Group Holdings Limited, together with its subsidiaries, and also in the context of describing our operations and consolidated financial information.

Prior to our reorganization for the purpose of our initial public offering, cash transfers among our subsidiaries were generally approved by the management of the company providing the funds. Our operating subsidiaries in Hong Kong are funded by their own cash inflows. As of the date of this prospectus, none of our subsidiaries has ever faced difficulties or limitations on the ability to transfer cash or assets to another subsidiary. If needed, cash can be transferred between our holding company and operating subsidiaries through intercompany fund advances, and there are currently no restrictions on transferring funds between our Cayman Islands holding company and subsidiaries in the British Virgin Islands and

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Hong Kong. There are no significant restrictions on foreign exchange or our ability to transfer cash between entities within our group, across borders, or to U.S. investors. Other than the internal cash management policy described below, we currently do not have other cash management policies or procedures that dictate how funds are transferred between the Company and investors, nor are we required to have any cash management policies pursuant to the current regulations in Hong Kong or the PRC, as advised by our Hong Kong counsel, Watson Farley & Williams LLP and our PRC counsel, Han Kun Law Offices. As advised by our Cayman Islands counsel, Conyers Dill & Pearman, under Cayman Islands law, there is no specific requirement for the Company to have a cash management policy in place, unless otherwise specified by any accounting policy adopted by the Company. The Company should however ensure it maintains sufficient cash reserves to remain solvent at all times. As advised by our Hong Kong counsel, Watson Farley & Williams LLP and based on the opinion of our PRC counsel, Han Kun Law Offices, based on their understanding of the current laws and as of the date of this prospectus,

PRC national laws relating to cash or assets transfer do not apply directly to Hong Kong. However, while there are currently no such restrictions on foreign exchange and our ability to transfer cash or assets between our Cayman Islands holding company and our operating subsidiaries in Hong Kong, if certain PRC laws and regulations, including existing laws and regulations and those enacted or promulgated in the future, were to become applicable to our operating subsidiaries in Hong Kong, and to the extent our cash or assets in the business is in Hong Kong or a Hong Kong entity, such funds or assets may not be available to fund operations or for other use outside of Hong Kong due to interventions in or the imposition of restrictions and limitations by the PRC government on our and our operating subsidiaries' ability to transfer funds or assets. See *“Cash Transfers, Cash Management and Dividend Distribution” in the Prospectus Summary Section and “Risk Factors — Risks Related to Conducting Operations in Hong Kong — Our Hong Kong subsidiaries may be subject to restrictions on paying dividends or making other payments to us, which may restrict their ability to satisfy liquidity requirements, fund operations or for other use outside of Hong Kong, conduct business and pay dividends to holders of our ordinary shares. Dividends payable to our foreign investors and gains on the sale of our shares of ordinary shares by our foreign investors may become subject to tax by the PRC.”*

We have implemented an internal cash management policy for all of our subsidiaries, based on the demands of our group's internal management procedure, which requires the relevant financial staff to verify that the relevant documents issued by the requestor with the approval of the competent supervisor are qualified, and then transfer the payment to the cashier upon the approval of the competent supervisor of the relevant financial staff. Any voucher will be stamped after payment and the payee will sign the request for payment as receipt. In addition, all payments shall be made by check, auto pay or telegraphic transfer except for certain specified cash payables. See *“Cash Transfers, Cash Management and Dividend Distribution”* in the Prospectus Summary Section for more details.

Our group intends to retain all available funds and future earnings, if any, for the operation and expansion of our business and does not anticipate declaring or paying any dividends in the foreseeable future. We currently do not have any dividend policy, and any future determination will be made at the discretion of our board of directors after considering our financial condition, results of operations, capital requirements, business prospects and other factors the board of directors deem relevant, and subject to the restrictions contained in any future financing instruments. For the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, Shine Union Limited declared dividends of HK\$16.5 million, HK\$25.3 million, and nil, respectively, and Fortune Jet Management & Training Co. Limited declared dividends of HK\$0.5 million, HK\$0.4 million, and nil, respectively, totaling HK\$17.0 million, HK\$25.7 million, and nil, respectively, to their then respective shareholders, of which HK\$50,000, HK\$40,400, and nil, respectively, was attributable to a non-controlling interest. For the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, the Company declared dividends of HK\$17.0 million, HK\$8.0 million, and nil, respectively, to its then shareholders. For details, see Notes 14 and 16 in our audited consolidated financial statements included elsewhere in this prospectus. As of the date of this prospectus, neither we nor any of our subsidiaries have ever paid

dividends or made distributions to U.S. investors. Except as disclosed, there were no other transfers, dividends or distributions which have been made between our holding company, our subsidiaries or to our investors. If we determine to pay dividends on any of our ordinary shares in the future, as a holding company, we will be dependent on receipt of funds from our operating subsidiaries in Hong Kong. In the future, cash proceeds raised from overseas financing activities, including this offering, may be transferred by us to our subsidiaries. For a detailed description on our intentions to distribute earnings or settle amounts owed and any transfers, dividends or distributions made to date, see “*Cash Transfers, Cash Management and Dividend Distribution*” in the Prospectus Summary Section.

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Pursuant to the Holding Foreign Companies Accountable Act (the “HFCAA”), the Public Company Accounting Oversight Board (the “PCAOB”) issued a Determination Report on December 16, 2021 which found that the PCAOB is unable to inspect or investigate completely registered public accounting firms headquartered in: (1) mainland China of the PRC, and (2) Hong Kong, because of positions taken by the PRC authorities in those jurisdictions. In addition, the PCAOB’s report identified the specific registered public accounting firms which are subject to these determinations. Our auditor, Marcum Asia CPAs LLP (“Marcum Asia”), is headquartered in Manhattan, New York, and has been inspected by the PCAOB on a periodic basis. Therefore, our auditor was not identified in this report as a firm subject to the PCAOB’s determination. On August 26, 2022, the CSRC, the Ministry of Finance of the PRC, and the PCAOB signed a Statement of Protocol, or the Protocol, governing inspections and investigations of audit firms based in China and Hong Kong. Pursuant to the Protocol, the PCAOB shall have independent discretion to select any issuer audits for inspection or investigation and has the unfettered ability to transfer information to the SEC. On December 15, 2022, the PCAOB issued a Determination Report which determined that the PCAOB (1) is able to select engagements, audit areas, and potential violations to be reviewed or investigated, (2) has timely access to, and the ability to retain and use, any document or information that the PCAOB considers relevant to an inspection or investigation, and (3) is able to conduct inspections and investigations in a manner consistent with the provisions of the HFCAA and the rules of the board of PCAOB, as interpreted and applied by the PCAOB. Consequently, the PCAOB concluded that in the absence of any evidence that authorities in the PRC currently are taking any positions to impair the PCAOB’s ability to execute its statutory mandate with respect to inspections or investigations, the HFCAA dictates that the PCAOB vacate the 2021 determinations. As required by the HFCAA, if in the future the PCAOB determines it no longer can inspect or investigate completely because of a position taken by an authority in the PRC, the PCAOB will act expeditiously to consider whether the board of the PCAOB should issue a new determination. On December 29, 2022, the Accelerating Holding Foreign Companies Accountable Act (the “AHFCAA”) was enacted, which amended the HFCAA by decreasing the number of non-inspection years from three years to two, thus reducing the time period before our ordinary shares may be prohibited from trading or delisted. On

December 29, 2022, legislation entitled “Consolidated Appropriations Act, 2023” (the “Consolidated Appropriations Act”) was signed into law. The Consolidated Appropriations Act contains, among other things, an identical provision to the AHFCAA, which reduces the number of consecutive non-inspection years required for triggering the prohibitions under the HFCAA from three years to two. If the PCAOB is unable to inspect or investigate completely the Company’s auditors for a period of two consecutive years, our securities may be prohibited from trading and Nasdaq may determine to delist the Company’s securities. Notwithstanding the foregoing, if the PCAOB later determined that it is not able to inspect and investigate completely our auditor’s work papers in Hong Kong, you may be deprived of the benefits of such inspection which could result in limitation or restriction to our access to the U.S. capital markets and trading of our securities may be prohibited under the HFCAA and Nasdaq may determine to delist our securities if the PCAOB determines that it cannot inspect or investigate completely our auditor under the HFCAA. See “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — Under the HFCAA, our ordinary shares may be prohibited from being traded on any U.S. securities exchange, including the New York Stock Exchange and Nasdaq, or through any other trading method within the SEC’s regulatory jurisdiction, if our auditor is not inspected by the PCAOB for three consecutive years, and this ultimately could result in trading in our ordinary shares being prohibited. Furthermore, the AHFCAA amends the HFCAA and requires the SEC to prohibit an issuer’s securities from trading on any U.S. stock exchanges if its auditor is not subject to PCAOB inspections for two consecutive years instead of three*” for more information.

We are an “emerging growth company,” as that term is used in the Jumpstart Our Business Startups Act of 2012, and will be subject to reduced public company reporting requirements. See “Prospectus Summary — Implications of Being an Emerging Growth Company.”

Investing in our ordinary shares is highly speculative and involves a significant degree of risk, including the risk of losing your entire investment. See “Risk Factors” beginning on page 17 of this prospectus for a discussion of information that should be considered before making a decision to purchase our ordinary shares. As a holding company with no material operations of our own, we conduct our operations through our operating entities established in Hong Kong with our headquarters in Hong Kong. Our ordinary shares offered in this prospectus are shares of our Cayman Islands holding company.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Per Share

Total

Public offering price	US\$	US\$
Underwriting discount and commissions ⁽¹⁾⁽²⁾	US\$	US\$
Proceeds to us, before expenses	US\$	US\$

- (1) Represents underwriting discount and commissions equal to (i) seven percent (7%) per share, which is the underwriting discount we have agreed to pay on investors in this offering introduced by the underwriters; and (ii) four percent (4%) per share, which is the underwriting discount we have agreed to pay on investors in this offering introduced by us. For the purpose of this calculation only, we assume 100% investors in this offering are introduced by the underwriters with no exercise of the over-allotment option.
- (2) Does not include a non-accountable expense allowance equal to 0.5% of the gross proceeds of this offering, payable to the underwriters, or the reimbursement of certain expenses of the underwriters. In addition, we have agreed to issue upon the closing of this offering, compensation warrants to The Benchmark Company, LLC, as representatives of the underwriters, exercisable for a period of five years from the commencement date of sales in this offering entitling the representatives to purchase up to 5% of the number of shares sold in this offering at a per share exercise price equal to 100% of the public offering price. The registration statement of which this prospectus is a part also covers such warrants and the shares issuable upon the exercise thereof. For a description of the other terms of compensation to be received by the underwriters, see “*Underwriting.*”

We have granted a 30-day option to the representatives of the underwriters to purchase up to an additional 187,500 ordinary shares, solely to cover over-allotments, if any.

The underwriters expect to deliver the ordinary shares to purchasers in the offering on or about _____, 2023.

The Benchmark Company

The date of this prospectus is _____, 2023.

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You should rely only on the information contained in this prospectus or in any related free-writing prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. We are offering to sell, and seeking offers to buy, the ordinary shares only in jurisdictions where offers and sales are permitted. Unless otherwise stated, the information contained in this prospectus is current only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the ordinary shares.

We have not taken any action to permit a public offering of the ordinary shares outside the United States or to permit the possession or distribution of this prospectus outside the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about and observe any restrictions relating to the offering of the ordinary shares and the distribution of the prospectus outside the United States.

PROSPECTUS SUMMARY

Investors are cautioned that SU Group Holdings Limited is, and will continue to be, a “controlled company” within the meaning of the Nasdaq Stock Market Rules, SU Group Holdings Limited is permitted to elect to rely on certain exemptions from corporate governance rules. SU Group Holdings Limited does not plan to rely on these exemptions but may elect to do so after completing this offering. SU Group Holdings Limited is not an operating company but an exempted company with limited liability incorporated under the laws of the Cayman Islands. Investors in our ordinary shares are purchasing equity interests in a Cayman Islands holding company. As a holding company with no material operations of our own, our operations are conducted through our subsidiaries in Hong Kong with our headquarters in Hong Kong, and such structure involves unique risks to investors, as the PRC government may exercise significant influence and discretion over the conduct of our business and may intervene in or influence our operations at any time. If certain PRC laws and regulations, including existing laws and regulations and those enacted or promulgated in the future, were to become applicable to our operating subsidiaries in Hong Kong, and to the extent our cash or assets in the business is in Hong Kong or a Hong Kong entity, such funds or assets may not be available to fund operations or for other use outside of Hong Kong due to interventions in or the imposition of restrictions and limitations by the PRC government on our and our operating subsidiaries’ ability to transfer funds or assets.

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and financial statements appearing elsewhere in this prospectus. In addition to this summary, we urge you to read the entire prospectus carefully, especially the risks of investing in our ordinary shares discussed under “Risk Factors,” before deciding whether to buy our ordinary shares.

All references to “we,” “us,” “our,” “our group,” the “Group” or similar terms used in this prospectus refer to SU Group Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands, including its consolidated subsidiaries, unless the context otherwise indicates.

“Basic Law” refers to the Basic Law of the Hong Kong Special Administrative Region of the People’s Republic of China, which is a national law of China that serves as the organic law for the Hong Kong Special Administrative Region.

“Company,” “our company,” “SU Group,” refers to SU Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability under the Companies Act on March 11, 2021.

“Companies Act” means the Companies Act (As Revised) of the Cayman Islands.

“Fortune Jet” refers to Fortune Jet Management & Training Co. Limited, formerly known as Fortune Jet & Management Co., Limited, a company incorporated in Hong Kong with limited liability on February 13, 2015, and a wholly-owned subsidiary of SU Investment.

“Frost & Sullivan” refers to Frost & Sullivan Limited, an industry consultant engaged by our company to prepare the Frost & Sullivan Report and an independent third party.

“Frost & Sullivan Report” refers to an independent market research report commissioned by our company and prepared by our industry consultant, Frost & Sullivan.

“HKD” or “HK\$” refers to the legal currency of Hong Kong Special Administrative Region of the People’s Republic of China.

“Hong Kong” or “HK” refers to the Hong Kong Special Administrative Region of the People’s Republic of China.

“PRC” or “China” refers to the People’s Republic of China, for the purpose of this prospectus only, excluding Hong Kong, Macau and Taiwan, unless the context otherwise indicates.

“Shine Union” refers to Shine Union Limited, also known as General System (H.K.) Co., a company incorporated in Hong Kong with limited liability on January 2, 1998, and a wholly-owned subsidiary of SU Investment.

“SU Investment” refers to SU Group Investment Limited, a company incorporated in the British Virgin Islands with limited liability on November 21, 2019, and a direct wholly-owned subsidiary of our company.

“\$,” “US\$,” “USD” or “U.S. Dollars” refers to the legal currency of the United States.

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“share capital” or “shares in the capital of” or similar expressions include a reference to shares in a company that does not have a share capital under its governing law, but which is authorized to issue a maximum or unlimited number of shares.

Unless the context indicates otherwise, all information in this prospectus assumes no exercise by the underwriters of their option to purchase additional shares.

SU Group is a holding company with operations conducted through its subsidiaries in Hong Kong. SU Group’s reporting currency is HK\$. This prospectus contains translations of HK\$ into US\$ solely for the convenience of the reader. Unless otherwise noted, all translations from HK\$ to US\$ and from US\$ to HK\$ in this prospectus were calculated at the rate of US\$1.00 = HK\$7.8496, representing the closing exchange rate on September 30, 2022 and March 31, 2023. No representation is made that the HK\$ amount represents or could have been, or could be converted, realized or settled into US\$ at that rate, or at any other rate.

Business Overview

Through our subsidiaries, Shine Union and Fortune Jet, we are an integrated security-related services company that primarily provides security-related engineering services, and to a lesser extent, security guarding and screening services and related vocational training services, in Hong Kong.

Established in 1998, Shine Union has been providing turnkey services to the existing infrastructure or planned development of its customers through the design, supply, installation, and maintenance of security systems for over two decades. The security systems that Shine Union provides services to include threat detection systems, traffic and pedestrian control systems, and extra-low voltage (“ELV”) systems in private and public sectors, including commercial properties, public facilities, and residential properties in Hong Kong. Shine Union is one of the few providers in the security-related engineering services market authorized to distribute over 10 brands of security systems, according to the Frost & Sullivan Report. Shine Union is also the exclusive distributor to market and sell two brands of threat detection systems, which include X-ray machines, trace detection products, metal detectors and mail screening machines.

Some notable projects undertaken by Shine Union include the design, supply, installation and/or maintenance of X-ray machines at a rail link terminus and the air cargo terminal based at the Hong Kong International Airport, the traffic control system and ELV system at the bridge-tunnel system connecting Hong Kong, Macau and Zhuhai, the pedestrian control system at the headquarters office building of a Hong Kong-based banking and financial services company and the Hong Kong office building of a French cosmetics company, and the parking system at a mixed-use complex located on the Kwun Tong Promenade. Shine Union obtains its contracts either through direct invitation for quotation from customers, or through a competitive tendering process of the project employers or their main contractors. In respect of its security-related engineering services, Shine Union has had business relationships with over 300 customers and maintained business relationships for more than 10 years with some major customers.

Since our acquisition of Fortune Jet in 2019, we have been providing security guarding and screening services and related vocational training services in Hong Kong through Fortune Jet. Security guarding and screening services provided by Fortune Jet include dispatching security guards to fulfill customers’ needs such as securing and guarding physical properties and screeners to operate security machines at sites designated by its customers. The related vocational training services offered by Fortune Jet include training courses for Quality Assurance System for Recognition Scheme, or QASRS, Mandatory Basic Safety Training Course (Construction Work), and Mandatory Basic Safety Training Revalidation Course (Construction Work) and to issue relevant certificates.

We have experienced stable growth in the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2022 and 2023. Our total revenues increased by 16.1% from HK\$117.6 million (US\$15.0 million) in the fiscal year ended September 30, 2021 to HK\$136.4 million (US\$17.4 million) in the fiscal year ended September 30, 2022. Our total revenues increased by 38.8% from HK\$69.9 million (US\$8.9 million) in the six months ended March 31, 2022 to HK\$97.0 million

(US\$12.4 million) in the six months ended March 31, 2023. Our net income increased by 37.0% from HK\$6.0 million (US\$0.8 million) in the fiscal year ended September 30, 2021 to HK\$8.3 million (US\$1.1 million) in the fiscal year ended September 30, 2022. Our net income increased by 245.3% from HK\$2.9 million (US\$0.4 million) in the six months ended March 31, 2022 to HK\$10.1 million (US\$1.3 million) in the six months ended March 31, 2023.

We have a track record of expansion through both acquisition and organic growth. As part of our business strategies, we intend to scale up our operations by way of acquisitions and investment opportunities to enhance our competitiveness in the security-related engineering services industry. We aim to achieve growth by deepening our penetration of the

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security-related engineering services industry, strengthening our development capability and enhancing the product offerings under our “SUNGATE” brand by incorporating “smart” features into our existing “SUNGATE” carpark systems, expanding our security guarding services and improving our operational efficiency and expand our vocational training services. As of the date of this prospectus, we have submitted 243 tenders and quotations with a total estimated contract value of US\$38.4 million in relation to the provision of security-related engineering services involving the supply of security systems and related maintenance services which we were awaiting results. However, these tenders and quotations do not represent firm commitments and ultimately may not result in revenues to the Company. We also plan to expand our space by renting and setting up a workshop with a showroom, which will exhibit the various types of security system prototypes offered by us.

Our internal development of our “SUNGATE” carpark systems includes anticipated functions of real-time vacant parking spaces check, parking space reservation, parking space navigation, car searching and contactless payment methods.

Summary of Risks Affecting Our Company

Our business is subject to numerous risks described in the section titled “Risk Factors”, which you should read in its entirety starting from page 17, and elsewhere in this prospectus.

Risks Related to Conducting Operations in Hong Kong

Our operational activities are primarily conducted in Hong Kong. Accordingly, political and economic conditions in Hong Kong and the surrounding region may directly affect our business. For a more detailed description of the below risks and other risks related to acquiring and operating business in Hong Kong, see “Risk Factors — Risks Related to Conducting Operations in Hong Kong” beginning on page 31. These risks include, but are not limited to, the following:

- Potential political and economic instability in Hong Kong may adversely impact our results of operations. We may also face the risk that changes in the policies of the PRC government could have a significant impact upon the business we conduct in Hong Kong and the profitability of such business. See “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — Potential political, economic and social instability in Hong Kong could have a significant impact upon the business we conduct in Hong Kong and the profitability of such business*” on page 31.
- The PRC legal system is evolving rapidly, and the PRC government exerts substantial influence and discretion over the manner in which companies incorporated under the laws of PRC must conduct their business activities in accordance with applicable laws and regulations. We are based in Hong Kong with no substantive operations in mainland China. However, if we were to become subject to such direct influence and discretion, it may result in a material change in our operations and/or the value of our ordinary shares, which would materially affect the interest of the investors. See “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — The PRC legal system is evolving rapidly and the PRC government exerts substantial influence and discretion over the manner in which companies incorporated under the laws of PRC must conduct their business activities in accordance with applicable laws and regulations. We are based in Hong Kong with no substantive operations in mainland China. However, if we were to become subject to such direct influence and discretion, it may result in a material change in our operations and/or the value of our ordinary shares, which would materially affect the interest of the investors*” on page 32.
- Substantial uncertainties and restrictions with respect to the political and economic policies of the PRC government, as well as PRC laws and regulations, could have a significant impact on the business that we conduct in Hong Kong. Any actions by the PRC government to exert more influence and control over overseas offerings could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or become worthless. See “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — Substantial uncertainties and restrictions with respect to the political and economic policies of the PRC government, as well as PRC laws and regulations, could have a significant impact on the business that we conduct in Hong Kong. Any actions by the PRC government to exert more influence and control over overseas offerings could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or become worthless*” on page 33.

- It is difficult for us to predict the impact, if any, the implementation of the national security law will have on our business, as such impact will depend on future developments, which are highly uncertain and cannot be predicted. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — The future development of national security laws and regulations in Hong Kong could materially impact our business by possibly triggering sanctions and other measures which can cause economic harm to our business”* on page 33.
- Uncertainties in the interpretation and enforcement of PRC laws and regulations, which could change with little advance notice, could limit the legal protections available to us and materially affect our business operations and the value of our ordinary shares. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — Uncertainties in the interpretation and enforcement of PRC laws and regulations, which could change with little advance notice, could limit the legal protections available to us and materially affect our business operations and the value of our ordinary shares”* on page 34.
- The recent spate of government interference by the PRC government into business activities of U.S.-listed Chinese companies may negatively impact our operations, value of our securities and/or significantly limit or completely hinder our ability to offer future securities to investors and cause the value of such securities to significantly decline or be worthless. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — The recent spate of government interference by the PRC government into business activities of U.S. listed Chinese companies may negatively impact our operations, value of our securities and/or significantly limit or completely hinder our ability to offer future securities to investors and cause the value of such securities to significantly decline or be worthless”* on page 34.
- We may be subject to a variety of Hong Kong laws and regulations regarding cybersecurity and data protection, and any failure to comply with applicable laws and obligations could have a material and adverse effect on our business, financial condition and results of operations. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — We may be subject to laws and regulations regarding data protection in Hong Kong, and any failure to comply with applicable laws and obligations could have a material and adverse effect on our business, financial condition and results of operations”* on page 34.
- Our Hong Kong subsidiaries may be subject to restrictions on paying dividends or making other payments to us, which may restrict our ability to satisfy liquidity requirements, fund operations or for other use outside of Hong Kong, conduct business and pay dividends to holders of our ordinary shares. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — Our Hong Kong subsidiaries may be subject to restrictions on paying dividends or making other payments to us, which may restrict their ability to satisfy liquidity requirements, fund operations or for other use outside of Hong Kong, conduct business and*

pay dividends to holders of our ordinary shares. Dividends payable to our foreign investors and gains on the sale of our shares of ordinary shares by our foreign investors may become subject to tax by the PRC” on page 35.

- Our business, financial condition and results of operations, and/or the value of our ordinary shares or our ability to offer or continue to offer securities to investors may be materially and adversely affected to the extent the laws and regulations of the PRC become applicable to a company such as us. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — Our business, financial condition and results of operations, and/or the value of our ordinary shares or our ability to offer or continue to offer securities to investors may be materially and adversely affected to the extent the laws and regulations of the PRC become applicable to a company such as us”* on page 36.
- Under the HFCAA, our ordinary shares may be prohibited from being traded on any U.S. securities exchange, including the New York Stock Exchange and Nasdaq, or through any other trading method within the SEC’s regulatory jurisdiction, if our auditor is not inspected by the PCAOB for required years. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — Under the HFCAA, our ordinary shares may be prohibited from being traded on any U.S. securities exchange, including the New York Stock Exchange and Nasdaq, or through any other trading method within the SEC’s regulatory jurisdiction, if our auditor is not inspected by the PCAOB for three consecutive years, and this ultimately could result in trading in our ordinary shares being prohibited. Furthermore, the AHFCAA amends the HFCAA and requires the SEC to prohibit an issuer’s securities from trading on any U.S. stock exchanges if its auditor is not subject to PCAOB inspections for two consecutive years instead of three”* on page 36.

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- If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve the matter, which could harm our business operations and our reputation and could result in a loss of your investment in our shares. See *“Risk Factors — Risks Related to Conducting Operations in Hong Kong — If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve the matter, which could harm our business operations and our reputation and could result in a loss of your investment in our shares, especially if such matter cannot be addressed and resolved favorably”* on page 38.

- It may be difficult for shareholders to enforce any judgment obtained in the United States against us, which may limit the remedies otherwise available to our shareholders. See “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — It may be difficult for shareholders to enforce any judgment obtained in the United States against us, which may limit the remedies otherwise available to our shareholders*” on page 39.

Risks Related to Our Business and Industry

- We rely heavily on the contracts from our recurring customers and any decrease or loss of business from any one of our recurring customers may adversely affect our business, results of operations and financial condition.
- Our contracts were awarded after undergoing direct negotiation and quotation processes with our potential customers or through competitive tendering. There is no guarantee that new contracts will be awarded to us.
- If we are unable to accurately estimate the risks, work progress, revenues or costs when we enter into contracts or fail to perform our contracts based on our estimates, or if we fail to agree on the pricing of work done pursuant to variation orders or otherwise, we may be unable to realize the anticipated profits or incur losses on the contracts.
- Our reputation, business, results of operations and prospects may be adversely affected by material interruptions of our relationship with our suppliers and any quality issues in relation to our outsourced security systems.
- The loss of, expiry, withdrawal, revocation or failure to obtain or renew our registrations, approvals, licenses and certifications could materially and adversely affect our operations and financial results.
- We are on the approved lists of contractors and/or suppliers of various Hong Kong government departments and are subject to ongoing evaluation and appraisals. A loss of any or all of these customers or our failure to remain on such approved lists could materially and adversely affect our businesses.
- We outsource certain parts of our security-related engineering works to subcontractors and are exposed to claims arising from latent defects that may have been caused by us or our subcontractors in the past, the discovery of which may have a material negative impact on our reputation, business and results of operations.
- Labor shortages or increases in labor costs could harm our business, reduce our profitability and slow our growth.

Risks Related to this Offering and Ownership of Our Ordinary Shares

- The trading price of our ordinary shares may be volatile, which could result in substantial losses to investors.
- There is no active trading market for our ordinary shares and there can be no assurance any market will develop or that the trading price will not decline below the price paid by investors.
- As a “controlled company” under the rules of Nasdaq, we may choose to exempt our company from certain corporate governance requirements that could have an adverse effect on our public shareholders.

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- Our directors and officers will collectively own an aggregate of 72.91% of the total voting power of our outstanding ordinary shares immediately after the completion of this offering, assuming the underwriters do not exercise their option to purchase additional shares.
- Because we do not expect to pay dividends in the foreseeable future after this offering, you must rely on price appreciation of our ordinary shares for return on your investment.

Legal and Operational Risks Related to Operations in Hong Kong

Our operational activities are primarily conducted in Hong Kong through our indirect wholly-owned subsidiaries. We do not provide any security-related engineering services, security guarding and screening services or related vocational training services in mainland China or solicit customers or collect, store or process any personal data of any customer in mainland China, and are not regulated by any regulator in mainland China. We do not maintain any office in mainland China and our directors and officers are mainly based in Hong Kong. It is uncertain what potential impact such modified or new laws and regulations will have on our daily business operation, our ability to accept foreign investments and the listing of our ordinary shares on a U.S. or other foreign exchanges. These actions could result in a material change in our operations and/or the value of our ordinary shares and could significantly limit or completely hinder our ability to offer or continue to offer our securities to investors.

We are aware that recently, the PRC government initiated a series of regulatory actions and statements to regulate business operations in China with little advance notice, including cracking down on illegal activities in the securities market, enhancing supervision over China-based companies listed overseas using a VIE structure, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement. As advised by our PRC counsel, Han Kun Law Offices, and our Hong Kong counsel, Watson Farley & Williams LLP, the Basic Law stipulates that national laws of the PRC do not apply in Hong Kong unless they are listed in Annex III of the Basic Law and applied locally by promulgation or local legislation. The Basic Law came into effect on July 1, 1997. It is the constitutional document of Hong Kong, which sets out the PRC’s basic policies regarding Hong

Kong. The principle of “one country, two systems” is a prominent feature of the Basic Law, which dictates that Hong Kong will retain its unique common law and capitalist system for 50 years after the handover in 1997. Under the principle of “one country, two systems”, Hong Kong’s legal system, which is different from that of the PRC, is based on common law, supplemented by statutes. National laws that may be listed in Annex III are currently limited under the Basic Law to those which fall within the scope of defense and foreign affairs as well as other matters outside the limits of the autonomy of Hong Kong. National laws relating to data protection, cybersecurity and the anti-monopoly have not been listed in Annex III and so do not apply directly to Hong Kong. While the National People’s Congress of the PRC has the power to amend the Basic Law, the Basic Law also expressly provides that no amendment to the Basic Law shall contravene the established basic policies of the PRC regarding Hong Kong. As a result, the national laws of the PRC do not currently have any material impact on our business, financial condition and results of operations. Currently, our business of providing security-related engineering services, security guarding and screening services, and related vocational training services is not affected under these regulatory actions, however, if the legislative or administrative regulation making bodies change their focus to the sector which we operate in, it may impact our ability to conduct our business, accept foreign investments, or list on a U.S. or other foreign exchange. There is no assurance that certain laws of the PRC, including existing laws and regulations and those enacted or promulgated in the future, will not be applicable to our Hong Kong subsidiaries due to change in the current political arrangements between mainland China and Hong Kong or other reasons, whether foreseeable or not presently foreseeable. As we operate in Hong Kong, a special administrative region of China, there is no guarantee that if certain existing or future laws of the PRC become applicable to a company such as us, it will not have a material adverse impact on our business, financial condition and results of operations and/or our ability to offer or continue to offer securities to investors, any of which may cause the value of our ordinary shares to significantly decline or be worthless. Any future action by the PRC government expanding the categories of industries and companies whose foreign securities offerings are subject to government review could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and could cause the value of such securities to significantly decline or be worthless. If we later find out that we and/or our subsidiaries were to be required to obtain any permission or approval from or complete any filing procedure with the CSRC, the CAC, or other PRC governmental authorities in connection with this offering under the PRC law, we and/or our subsidiaries may be fined or subject to other sanctions, incur material costs to ensure compliance, experience devaluation of our ordinary shares or delisting, or no longer be permitted to continue our current business operations, and our subsidiaries’ business and our reputation, financial condition, and results of operations may be materially and

adversely affected. For a detailed description of the risks related to doing business in Hong Kong, and the offering, see “*Risks Related to Conducting Operations in Hong Kong*” and “*Risks Related to this Offering and Ownership of Our Ordinary Shares*” in the “*Risk Factors*” section.

PRC Approvals

On July 6, 2021, the relevant PRC government authorities published the Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law. These opinions call for strengthened regulation over illegal securities activities and increased supervision of overseas listings by China-based companies, and propose to take effective measures, such as promoting the construction of relevant regulatory systems to regulate the risks and incidents faced by China-based overseas-listed companies. As of the date of this prospectus, no official guidance or related implementation rules have been issued in relation to these recently issued opinions and the interpretation and implementation of these opinions remain unclear at this stage. On February 17, 2023, the CSRC promulgated the Trial Measures and five supporting guidelines, which became effective on March 31, 2023. According to the Trial Measures, among other requirements, a PRC domestic company that seeks to directly or indirectly offer and list securities in overseas markets, if both explicit conditions set forth under Article 15 (as listed under point (1) below) are satisfied with respect to an “indirect offering and listing”, shall fulfill the filing procedure with the CSRC. Article 15 of the Trial Measures provides that (1) any overseas offering and listing made by an issuer that meets both the following explicit criteria will be determined as an “indirect overseas offering and listing”: (i) any of the total assets, net assets, revenues or profits of the domestic operating entities of the issuer in the most recent fiscal year accounts for more than 50% of the corresponding figure in such issuer’s audited consolidated financial statements for the same period; and (ii) the major operational activities are carried out in China or the main places of business are located in China, or the senior managers in charge of operation and management of the issuer are mostly Chinese citizens or are domiciled in China. (point (1)(i) and point (1)(ii), collectively, the “Article 15 Explicit Conditions for Filing”); and (2) the determination as to whether or not an overseas offering and listing by PRC domestic companies is an “indirect overseas offering and listing”, shall be made on a “substance over form” basis (the “Discretionary Clause”). We do not believe that we are required to obtain the approval from or complete the filing with the CSRC for this offering, based on the fact that our operations are not conducted in mainland China and thus we do not meet both of the Article 15 Explicit Conditions for Filing at the same time as set out in the Trial Measures to determine whether an overseas offering and listing shall be deemed as an indirect overseas offering and listing by a domestic company; however, it shall be subject to the CSRC’s sole discretion to determine whether this offering will be regarded as an “indirect overseas offering and listing” under the Discretionary Clause and consequently whether the Company is required to obtain approval from or complete the filing with the CSRC pursuant to the Trial Measures. As the Trial Measures was newly published, there are substantial uncertainties as to its implementation and interpretation, and the CSRC may take a view that is contrary to our understanding of the Trial Measures under the principle of “substance over form” adopted thereby regarding the

determination of an “indirect overseas offering and listing by PRC domestic companies. As of the date of this prospectus, we have not received any formal inquiry, notice, warning, sanction, or any regulatory objection from the CSRC with respect to this offering. However, if we are required by the CSRC to submit and complete the filing procedures of this offering and listing, we cannot assure you that we will be able to complete such filings in a timely manner, or even at all. Any failure by us to comply with such filing requirements under the Trial Measures may result in an order to rectify, warnings and fines against us and could materially hinder our ability to offer or to continue to offer our securities.

On June 10, 2021, the Standing Committee of the National People’s Congress of the PRC (“SCNPC”) promulgated the PRC Data Security Law, which took effect in September 2021. The PRC Data Security Law imposes data security and privacy obligations on entities and individuals carrying out data activities and introduces a data classification and hierarchical protection system. The PRC Data Security Law also provides for a national security review procedure for data activities that may affect national security and imposes export restrictions on certain data and information. On November 14, 2021, the CAC released the Regulations on the Network Data Security Management (Draft for Comments), or the Data Security Management Regulations Draft, for public comments, and the comment period expired on December 13, 2021. Pursuant to the Data Security Management Regulations Draft, data handlers that process the personal information of more than one million users listing in a foreign country should apply for a cybersecurity review. On December 28, 2021, the CAC, together with 12 other governmental departments of the PRC, jointly promulgated the Measures for Cybersecurity Review (2021), which became effective on February 15, 2022. The Measures for Cybersecurity Review (2021) provides that, in addition to operators of critical information infrastructure that intend to purchase Internet products and services, data handlers engaging in data processing activities that affect

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or may affect national security must be subject to cybersecurity review by the Cybersecurity Review Office of the PRC. The Measures for Cybersecurity Review (2021) further requires that critical information infrastructure operators and data processing operators that possess personal data of at least one million users must apply for a review by the Cybersecurity Review Office of the PRC before conducting listings in foreign countries.

We do not provide any security-related engineering services, or security guarding and screening services in mainland China or solicit customers or collect, store or process any personal data of any customer in mainland China. Our business does not involve the collection of user data, implicate cybersecurity, or involve any other type of restricted industry as defined under the applicable PRC laws, and thus we do not believe we are an “operator of critical information infrastructure,” “online platform operator” or “data handler” as mentioned above. Based on the opinion of our PRC counsel, Han Kun Law Offices, we have determined that we are not subject to cybersecurity review with the CAC, given the facts that: (i) we do

not possess a large amount of personal information in our business operations originated from mainland China; and (ii) data processed in our business does not have a bearing on national security and thus may not be classified as core or important data by the authorities. As of the date of this prospectus, we have not been involved in any investigations on cybersecurity review initiated by the CAC or related governmental regulatory authorities and have not received any notice from any authorities requiring us to obtain permissions from any PRC authorities for this offering or were denied such permissions by any PRC authorities. However, since the Measures for Cybersecurity Review (2021) was newly adopted and the Data Security Management Regulations Draft is in the process of being formulated, it is unclear on how it will be interpreted, amended and implemented by the relevant PRC governmental authorities.

Our business is subject to various government regulations and regulatory interference. Because we do not have any PRC subsidiaries or business operations in mainland China, we are not required to obtain permission or approval to operate our business in mainland China. In addition to a business registration certificate, which is required for all companies doing business in Hong Kong, we have obtained the following licenses/qualifications/registrations, which are all requisite licenses, permissions or approvals required for our current operations in Hong Kong:

Company	License/Qualifications/Registrations	Validity
Shine Union	Security Company License (Type III)	December 30, 2020 to December 29, 2025
	Radioactive Substances License	February 9, 2023 to February 25, 2024
	Radio Dealers License (Unrestricted)	February 1, 2023 to January 31, 2024
	Irradiating Apparatus License	October 13, 2023 to November 1, 2024
	Certificate of Registration of Electrical Contractor	July 11, 2023 to July 14, 2026
	Registered Subcontractor	March 31, 2019 to March 30, 2024
	Endorsement of Removal Service Plan	August 13, 2018 (no expiry date)
	Certificate of Registration as a Registered Supplier	August 14, 2018 (no expiry date)
	Type Approval Certificate (Smart Park)	May 4, 2022 to May 4, 2025
	Type Approval Certificate (Self-Service Kiosk)	May 4, 2022 to May 4, 2025
	Type Approval Certificate (Access Control System)	August 3, 2023 to August 3, 2026
	Property Management Company License	November 7, 2022 to November 6, 2025
	Fortune Jet	Security Company License (Type I)
Statement of Accreditation Approval for Certificate in Basic Security Services under QASRS (QF Level 1)		November 23, 2022 to November 22, 2024

See “*Business — Licenses and Qualifications*” and “*Regulations — Regulations in Hong Kong — Laws and Regulations Relating to Our Business Operations*” for more details. We have not experienced denials in obtaining permissions or approvals and have received all requisite permissions or approvals. We are in compliance with applicable laws and regulations. We have been closely monitoring regulatory developments in China regarding any necessary approvals from the CSRC, the CAC or other PRC governmental authorities required for overseas listings, including this offering. Nevertheless, we may incur increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. Furthermore, given recent statements by the PRC government indicating an intent to exert more influence and control over offerings that are conducted overseas and there are uncertainties with respect to the Chinese legal system and changes in laws, regulations, and policies, including how those laws, regulations, and policies will be interpreted or implemented, although as of the date of this prospectus, we have not been involved in any investigations initiated by the applicable government regulatory

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authorities, nor have we received any inquiry, notice, warning or sanction in such respect, it is uncertain whether or when we might be subject to such requirements, permission and approval from any related PRC government to list our shares on Nasdaq in the future. Given that (1) we do not have any subsidiaries or business operation in the PRC; (2) none of our operating revenues, total profits, total assets or net assets is accounted for by any subsidiaries based in the PRC; and (3) no issuance or sale of the ordinary shares has been or will be made directly or indirectly within the PRC, based solely on the documents and representations received from the Company, as of the date of this prospectus, nothing comes to the attention of our PRC counsel, Han Kun Law Offices, that suggests we meet both of the Article 15 Explicit Conditions for Filing, and thus, based on the opinion of our PRC counsel, we believe that CSRC’s approval is not required for the listing and trading of our ordinary shares on Nasdaq in the context of this offering. Additionally, as advised by our Hong Kong counsel, Watson Farley & Williams LLP, based on their understanding of the current Hong Kong laws, as of the date of this prospectus, we are not required to obtain permission from the Hong Kong authorities for the trading of our ordinary shares on Nasdaq or for the offering of our ordinary shares to foreign investors outside Hong Kong. However, we cannot assure you that relevant PRC governmental agencies, including the CSRC, would reach the same conclusion as we do. If the CSRC or other regulatory agencies later promulgate new rules or explanations requiring that we obtain their approvals for this offering and any follow-on offering, we may be unable to obtain such approvals, which could significantly limit or completely hinder our ability to offer or continue to offer securities to our investors. The CSRC or other PRC regulatory agencies may also take actions requiring us, or making it advisable for us, to halt this offering before the settlement and delivery

of the ordinary shares that we are offering. Consequently, if you engage in market trading or other activities in anticipation of and prior to the settlement and delivery of the ordinary shares we are offering, you would be doing so at the risk that the settlement and delivery may not occur. Any uncertainties or negative publicity regarding such approval requirements could have a material adverse effect on our ability to complete this offering or any follow-on offering of our securities or the market for and market price of our ordinary shares and cause the value of our ordinary shares to significantly decline or become worthless. For more detailed information, see “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — The PRC legal system is evolving rapidly, and the PRC government exerts substantial influence and discretion over the manner in which companies incorporated under the laws of PRC must conduct their business activities in accordance with applicable laws and regulations. We are based in Hong Kong with no substantive operations in mainland China. However, if we were to become subject to such direct influence and discretion, it may result in a material change in our operations and/or the value of our ordinary shares, which would materially affect the interest of the investors*”, “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — Uncertainties in the interpretation and enforcement of PRC laws and regulations, which could change with little advance notice, could limit the legal protections available to us and materially affect our business operations and the value of our ordinary shares.*” and “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — Substantial uncertainties and restrictions with respect to the political and economic policies of the PRC government, as well as PRC laws and regulations, could have a significant impact on the business that we conduct in Hong Kong. Any actions by the PRC government to exert more influence and control over overseas offerings could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or become worthless.*”

In addition, our auditor is required by the laws of the United States to undergo regular inspections by the PCAOB. Pursuant to the HFCAA, the PCAOB issued a Determination Report on December 16, 2021 which found that the PCAOB is unable to inspect or investigate completely registered public accounting firms headquartered in: (1) mainland China of the PRC, and (2) Hong Kong, because of positions taken by the PRC authorities in those jurisdictions. In addition, the PCAOB’s report identified the specific registered public accounting firms which are subject to these determinations. Our auditor, Marcum Asia, is headquartered in Manhattan, New York, and has been inspected by the PCAOB on a periodic basis. Therefore, our auditor was not identified in this report as a firm subject to the PCAOB’s determination. On August 26, 2022, the CSRC, the Ministry of Finance of the PRC, and the PCAOB signed a Statement of Protocol, or the Protocol, governing inspections and investigations of audit firms based in China and Hong Kong. Pursuant to the Protocol, the PCAOB shall have independent discretion to select any issuer audits for inspection or investigation and has the unfettered ability to transfer information to the SEC. On December 15, 2022, the PCAOB issued a Determination Report which determined that the PCAOB (1) is able to select engagements, audit areas, and potential violations to be reviewed or investigated, (2) has timely access to, and the ability to retain and use, any document or information that the PCAOB considers relevant to an inspection or investigation, and (3) is able to conduct inspections and

investigations in a manner consistent with the provisions of the HFCAA and the rules of the board of PCAOB, as interpreted and applied by the PCAOB. Consequently, the PCAOB concluded that in the absence of any evidence that authorities in the PRC currently are taking any positions to impair the PCAOB's ability to execute its statutory mandate with respect to inspections or

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investigations, the HFCAA dictates that the PCAOB vacate the 2021 determinations. As required by the HFCAA, if in the future the PCAOB determines it no longer can inspect or investigate completely because of a position taken by an authority in the PRC, the PCAOB will act expeditiously to consider whether the board of the PCAOB should issue a new determination. On December 29, 2022, the Accelerating Holding Foreign Companies Accountable Act (the "AHFCAA") was enacted, which amended the HFCAA by decreasing the number of non-inspection years from three years to two, thus reducing the time period before our ordinary shares may be prohibited from trading or delisted. On December 29, 2022, legislation entitled "Consolidated Appropriations Act, 2023" (the "Consolidated Appropriations Act") was signed into law. The Consolidated Appropriations Act contains, among other things, an identical provision to the AHFCAA, which reduces the number of consecutive non-inspection years required for triggering the prohibitions under the HFCAA from three years to two. If the PCAOB is unable to inspect or investigate completely the Company's auditors for a period of two consecutive years, our securities may be prohibited from trading and Nasdaq may determine to delist the Company's securities. Notwithstanding the foregoing, if the PCAOB later determined that it is not able to inspect and investigate completely our auditor's work papers in Hong Kong, you may be deprived of the benefits of such inspection which could result in limitation or restriction to our access to the U.S. capital markets and trading of our securities may be prohibited under the HFCAA and Nasdaq may determine to delist our securities if the PCAOB determines that it cannot inspect or investigate completely our auditor under the HFCAA. See "*Risk Factors — Risks Related to Conducting Operations in Hong Kong — Under the HFCAA, our ordinary shares may be prohibited from being traded on any U.S. securities exchange, including the New York Stock Exchange and Nasdaq, or through any other trading method within the SEC's regulatory jurisdiction, if our auditor is not inspected by the PCAOB for three consecutive years, and this ultimately could result in trading in our ordinary shares being prohibited. Furthermore, the AHFCAA amends the HFCAA and requires the SEC to prohibit an issuer's securities from trading on any U.S. stock exchanges if its auditor is not subject to PCAOB inspections for two consecutive years instead of three*" for more information.

History and Corporate Structure

Our History

We commenced our security-related business in 1998 through our subsidiary, Shine Union, in Hong Kong. Our founder, Mr. Chan Ming Dave, became the general manager of Shine Union in March 1999 and is currently the managing director of Shine Union and Fortune Jet. Over time, we have completed various security-related engineering projects in both the private and public sectors, which were carried out in commercial properties, public facilities and residential properties in Hong Kong as both a contractor and a subcontractor. In 2018, in view of the capabilities of Fortune Jet as a holder of the Security Company License (Type I) issued by the Security and Guarding Services Industry Authority in Hong Kong and in light of the introduction of new policies by the International Civil Aviation Organization (“ICAO”) in September 2016 and the regulated air cargo screening facilities scheme (“RACSF”) introduced by the Civil Aviation Department (“CAD”) of the Hong Kong Government in October 2018, which required all outgoing air cargo in Hong Kong to be subject to security screening by June 2021, we acquired 100% of the equity interest of Fortune Jet in July 2019, then transferred 10.0% of the equity interest of Fortune Jet to Mr. Chu Hon Wai, the director of Fortune Jet, in November 2019. In March 2023, we acquired the 10.0% of the equity interest of Fortune Jet from Mr. Chu and as a result, we now own all the share capital of Fortune Jet. Fortune Jet principally engages in the provision of security guarding and screening services and related vocational training services in Hong Kong. Following the acquisition of Fortune Jet, we have evolved from an engineering company providing services in respect of security systems to an integrated security-related services provider with our businesses also covering security guarding and screening services and related vocational training services.

Corporate Structure

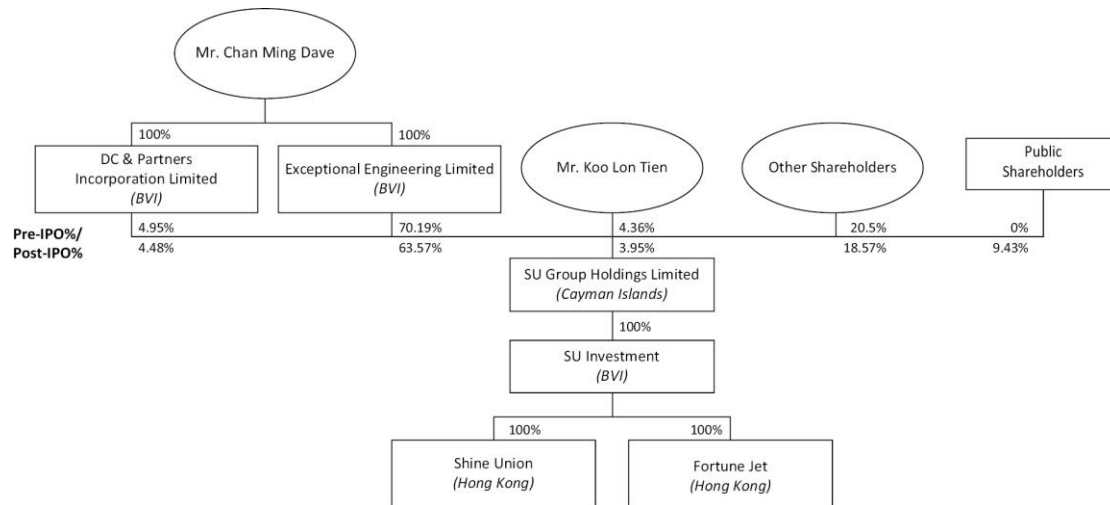
On March 11, 2021, SU Group was incorporated as an exempted company with limited liability under the laws of the Cayman Islands as our holding company. As a holding company, SU Group does not have substantive operations and is not a direct Chinese or Hong Kong operating company. SU Group directly holds all the share capital of SU Investment, a company incorporated in the BVI with limited liability on November 21, 2019.

SU Investment, as an intermediate holding company that does not have substantive operations, in turn, holds (1) all the share capital of Shine Union, a company incorporated in Hong Kong with limited liability on January 2, 1998, and (2) all the share capital of Fortune Jet, formerly known as Fortune Jet & Management Co., Limited, a company incorporated in Hong Kong with limited liability on February 13, 2015.

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The following diagram depicts our current corporate structure. Currently, our corporate structure contains no VIE and we do not intend to enter into any contractual arrangements to establish a VIE structure with any entity in the PRC. Investors in our ordinary shares are purchasing equity interests in SU Group

Holdings Limited, a Cayman Islands holding company, which directly holds equity interests in its indirect operating subsidiaries in Hong Kong.



For more details regarding our corporate structure and related changes, see “*Corporate Structure.*”

Cash Transfers, Cash Management and Dividend Distribution

SU Group was incorporated in Cayman Islands on March 11, 2021, to be the ultimate parent company. As a holding company with no material operations of our own, our operations are conducted through our subsidiaries in Hong Kong with our headquarters in Hong Kong. Our operational activities are primarily conducted in Hong Kong through our indirect wholly-owned subsidiaries. SU Group is permitted under the laws of Cayman Islands to provide funding to our subsidiaries in Hong Kong through loans or capital contributions without restrictions on the amount of the funds, provided such arrangement is in the best interests of the Company. If needed, cash can be transferred between our holding company and subsidiaries through intercompany fund advances, and there are currently no restrictions on transferring funds between our Cayman Islands holding company, a subsidiary in the British Virgin Islands, and operating subsidiaries in Hong Kong. However, while there are currently no such restrictions on foreign exchange and our ability to transfer cash or assets between our Cayman Islands holding company and our operating subsidiaries in Hong Kong, if certain PRC laws and regulations, including existing laws and regulations and those enacted or promulgated in the future, were to become applicable to our operating subsidiaries in Hong Kong, and to the extent our cash or assets in the business is in Hong Kong or a Hong Kong entity, such funds or assets may not be available to fund operations or for other use outside of Hong Kong due to interventions in or the imposition of restrictions and limitations by the PRC government on our and our operating subsidiaries’ ability to transfer funds or assets. See “*Risk Factors — Risks Related to Conducting Operations in Hong Kong — Our Hong Kong subsidiaries may be subject to restrictions on paying dividends or making other payments to us, which may restrict their ability to satisfy liquidity requirements, fund operations or for other use outside of Hong Kong, conduct business and pay dividends to holders of our ordinary shares. Dividends payable to our foreign investors and*

gains on the sale of our shares of ordinary shares by our foreign investors may become subject to tax by the PRC.”

Our operating subsidiaries in Hong Kong are permitted under the laws of Hong Kong, to provide direct or indirect funding to SU Group, the holding company incorporated in the Cayman Islands, through dividend distributions. Our Group currently intends to retain all available funds and future earnings, if any, for the operation and expansion of our business, and we do not anticipate declaring or paying any dividends in the foreseeable future. We also intend to settle amounts owed under our operating structure through bank loans and loans from related parties. We currently do not have any dividend policy, and any future determination as to dividends will be made at the discretion of our board of directors after considering our financial condition, results of operations, capital requirements, contractual requirements, business prospects and other factors the board of directors deem relevant, and subject to the restrictions contained in

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any future financing instruments. See *“Risk Factors — Risks Related to this Offering and Ownership of Our Ordinary Shares — Because we do not expect to pay dividends in the foreseeable future after this offering, you must rely on price appreciation of our ordinary shares for return on your investment”* and *“— Risks Related to Our Business and Industry — We cannot assure you that we will declare and distribute any amount of dividends in the future.”*

Subject to the Companies Act and our amended and restated memorandum and articles of association, which will become effective immediately prior to the completion of this offering, our board of directors may authorize and declare a dividend to shareholders (including shareholders who are based in the United States) from time to time out of the profits of the Company, realized or unrealized, or from any reserve set aside from profits which our board of directors determine is no longer needed, or out of the share premium account, provided that in no circumstances may a dividend be paid out of share premium unless, immediately following the date on which the dividend is proposed to be paid, the Company is able to pay its debts as they become due in the ordinary course of business. There is no further Cayman Islands statutory restriction on the amount of funds which may be distributed by us in the form of dividends.

For the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, Shine Union declared dividends of HK\$16.5 million, HK\$25.3 million, and nil, respectively, and Fortune Jet declared dividends of HK\$0.5 million, HK\$0.4 million, and nil, respectively, totaling HK\$17.0 million, HK\$25.7 million, and nil, respectively, to their then respective shareholders, of which HK\$50,000, HK\$40,400, and nil, respectively, was attributable to a non-controlling interest. For the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, the Company declared dividends of HK\$17.0 million, HK\$8.0 million, and nil, respectively, to its then shareholders. For details, see Notes 14 and 16 in our audited consolidated financial statements included elsewhere in this

prospectus. As of the date of this prospectus, neither we nor any of our subsidiaries have ever paid dividends or made distributions to U.S. investors. Except as disclosed, there were no other transfers, dividends or distributions which have been made between our holding company, our subsidiaries or to our investors. If we determine to pay dividends on any of our ordinary shares in the future, as a holding company, we will be dependent on receipt of funds from our operating subsidiaries in Hong Kong. Under the current practice of the Inland Revenue Department of the Hong Kong Government, no tax is payable in Hong Kong in respect of dividends paid by us.

There are no restrictions or limitations under the laws of Hong Kong imposed on the conversion of HKD into foreign currencies and the remittance of currencies out of Hong Kong, nor is there any restriction on any foreign exchange to transfer cash between the Company and its subsidiaries, across borders and to investors outside of Hong Kong, nor are there any restrictions and limitations to distribute earnings from the subsidiaries, to the Company and investors outside of Hong Kong and amounts owed. There are no exchange controls in the Cayman Islands.

We have implemented an internal cash management policy for all of our subsidiaries, based on the demands of our group's internal management procedure, which requires the relevant financial staff to verify that the relevant documents issued by the requestor with the approval of the competent supervisor are qualified, and then transfer the payment to the cashier upon the approval of the competent supervisor of the relevant financial staff. Any voucher will be stamped after payment and the payee will sign the request for payment as receipt. In addition, all payments shall be made by check, auto pay or telegraphic transfer except for certain specified cash payables. Our Chief Executive Officer is responsible for initiating bank account openings and closures, subject to the board of directors' approval. Liquidity management involves the finance & payroll manager preparing a monthly cash flow forecast, monitored and reviewed by the Chief Financial Officer or Chief Executive Officer, along with a quarterly cash flow statement. Bank reconciliation is performed before month-end closing, overseen by the finance & payroll manager. The policy sets guidelines for physical cash management, check handling, payment approvals, cash advances, investment, borrowing, foreign exchange, and emphasizes the segregation of duties to maintain financial control. Other than the internal cash management policy described above, we currently do not have other cash management policies or procedures that dictate how funds are transferred between the Company and investors, nor are we required to have any cash management policies pursuant to the current regulations in Hong Kong or the PRC, as advised by our Hong Kong counsel, Watson Farley & Williams LLP and our PRC counsel, Han Kun Law Offices. As advised by our Cayman Islands counsel, Conyers Dill & Pearman, under Cayman Islands law, there is no specific requirement for the Company to have a cash management policy in place, unless otherwise specified by any accounting policy adopted by the Company. The Company should however ensure it maintains sufficient cash reserves to remain solvent at all times.

Under the PRC Enterprise Income Tax Law and its implementation rules, an enterprise established outside of the PRC with its "de facto management body" within China is considered a "resident enterprise"

and will be subject to the enterprise income tax on its global income at the rate of 25%. The implementation rules define the term “de facto

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management body” as the managing body that actually and comprehensively manages and controls the production and operation, staff, accounting, property and other aspects of an enterprise. In 2009, the State Administration of Taxation, or SAT, issued the Notice of the State Administration of Taxation on Issues Relating to Identification of PRC-Controlled Overseas Registered Enterprises as Resident Enterprises in Accordance with the Standards of De Facto Management Body, or SAT Notice 82, which provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled enterprise that is incorporated offshore is located in China. According to SAT Notice 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be regarded as a PRC tax resident by virtue of having its “de facto management body” in China and will be subject to PRC enterprise income tax on its global income only if certain conditions are met. We believe none of our entities outside of China is a PRC resident enterprise for PRC tax purposes, as we are not an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body.”

Foreign Private Issuer Status

We are a foreign private issuer within the meaning of the rules under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As such, we are exempt from certain provisions applicable to U.S. domestic public companies. For example:

- we are not required to provide as many Exchange Act reports, or as frequently, as a domestic public company;
- for interim reporting, we are permitted to comply solely with our home country requirements, which are less rigorous than the rules that apply to domestic public companies;
- we are not required to provide the same level of disclosure on certain issues, such as executive compensation;
- we are exempt from provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information;
- we are not required to comply with the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act; and

- we are not required to comply with Section 16 of the Exchange Act requiring insiders to file public reports of their share ownership and trading activities and establishing insider liability for profits realized from any “short-swing” trading transaction.

Implications of Being a Controlled Company

We are and will continue to be following this offering, a “controlled company” within the meaning of the Nasdaq Stock Market Rules and, as a result, may rely on exemptions from certain corporate governance requirements that provide protection to shareholders of other companies. Our Chairman of the board of directors and Chief Executive Officer, Mr. Chan Ming Dave, owns more than 50% of the voting power represented by our issued and outstanding ordinary shares. For so long as we are a “controlled company” under that definition, we are permitted to elect to rely, and may rely, on certain exemptions from corporate governance rules, including: (i) an exemption from the rule that a majority of our board of directors must be independent directors; (ii) an exemption from the rule that the compensation of our Chief Executive Officer must be determined or recommended solely by independent directors; and (iii) an exemption from the rule that our director nominees must be selected or recommended solely by independent directors. As a result, you will not have the same protection afforded to shareholders of companies that are subject to these corporate governance requirements.

Although we do not intend to rely on the “controlled company” exemption under the Nasdaq listing rules, we could elect to rely on this exemption after we complete this offering. If we elected to rely on the “controlled company” exemption, a majority of the members of our board of directors might not be independent directors and our nominating and corporate governance and compensation committees might not consist entirely of independent directors after we complete this offering. (See “*Risk Factors — Risks Related to this Offering and Ownership of Our Ordinary Shares — As a “controlled company” under the rules of Nasdaq, we may choose to exempt our company from certain corporate governance requirements that could have an adverse effect on our public shareholders.*”) Additionally,

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pursuant to Nasdaq’s phase-in rules for newly listed companies, we have one year from the date on which we are first listed on Nasdaq to comply fully with the Nasdaq listing standards. We do not plan to rely on the phase-in rules for newly listed companies and will comply fully with the Nasdaq listing standards at the time of listing.

Implications of Being an Emerging Growth Company

As a company with less than US\$1.235 billion in revenues for the last fiscal year, we qualify as an “emerging growth company” pursuant to the Jumpstart Our Business Startups Act of 2012 (as amended by the Fixing America’s Surface Transportation Act of 2015) (the “JOBS Act”). An emerging growth

company may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. These provisions include exemption from the auditor attestation requirement under Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, in the assessment of the emerging growth company's internal control over financial reporting. The JOBS Act also provides that an emerging growth company that prepares its financial statements in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"), does not need to comply with any new or revised financial accounting standards until such date that a private company is otherwise required to comply with such new or revised accounting standards.

In addition, Section 107 of the JOBS Act provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act"), for complying with new or revised accounting standards. The extended transition period provision only applies to companies preparing financial statements under U.S. GAAP. We have elected to take advantage of this extended transition period and acknowledge that such election is irrevocable pursuant to Section 107 of the JOBS Act.

We will remain an emerging growth company until the earliest of (i) the last day of our fiscal year during which we have total annual gross revenues of at least US\$1.235 billion; (ii) the last day of our fiscal year following the fifth anniversary of the completion of this offering; (iii) the date on which we have, during the previous three year period, issued more than US\$1.0 billion in non-convertible debt; or (iv) the date on which we are deemed to be a "large accelerated filer" under the Exchange Act, which would occur if the market value of our ordinary shares that are held by non-affiliates exceeds US\$700 million as of the last business day of our most recently completed second fiscal quarter and we have been publicly reporting for at least 12 months. Once we cease to be an emerging growth company, we will not be entitled to the exemptions provided in the JOBS Act discussed above.

Corporate Information

Our principal executive office in Hong Kong is located at Unit 01 – 03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong. Our telephone number at this address is +852 2341-8183. Our registered office is at the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Investors should submit any inquiries to the address and telephone number of our principal executive office.

Our principal website is www.sugroup.com.hk. The information contained on this website is not a part of this prospectus. Our agent for service of process in the United States is Puglisi & Associates, located at 850 Library Avenue, Suite 204, Newark, Delaware 19711.

Conventions that Apply to this Prospectus

This prospectus contains information and statistics relating to Hong Kong's economy and the industries in which we operate derived from various publications issued by market research companies and

Hong Kong governmental entities, which have not been independently verified by us, the underwriters or any of our affiliates or advisers including Frost & Sullivan, an independent market research and consulting firm with respect to information on the security-related engineering services, security guarding and screening services and related vocational training services industries in Hong Kong. The information in such sources may not be consistent with other information compiled in or outside Hong Kong.

Unless otherwise noted, all translations from HK\$ to US\$ and from US\$ to HK\$ in this prospectus are made at a rate of US\$1.00 = HK\$7.8496, the exchange rate in effect as of September 30, 2022 and March 31, 2023. We make no representation that any HK\$ or US\$ amounts could have been, or could be, converted into US\$ or HK\$, as the case may be, at any particular rate, or at all.

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The Offering

Shares being offered:	1,250,000 ordinary shares (or 1,437,500 ordinary shares if the underwriters exercise their option to purchase additional shares in full) on a firm commitment basis.
Initial offering price:	We currently estimate that the initial public offering price will be in the range of US\$4.00 to US\$5.00 per share.
Number of ordinary shares outstanding before the offering:	12,000,000 ordinary shares are outstanding.
Number of ordinary shares outstanding after the offering:	13,250,000 ordinary shares (or 13,437,500 ordinary shares if the underwriters exercise their option to purchase additional shares in full).
Option to purchase additional shares:	We have granted the underwriters an option for a period of up to 30 days from the effective date of this prospectus to purchase up to 187,500 additional ordinary shares.
Use of proceeds:	We expect that we will receive net proceeds of approximately US\$3.5 million from this offering, or approximately US\$4.3 million if the underwriters exercise their option to purchase additional shares in full, assuming an initial public offering price of US\$4.50 per share, which is the midpoint of the estimated initial public offering price range set forth on the cover

page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, assuming 100% investors in this offering are introduced by the underwriters.

We plan to use the net proceeds of this offering as follows:

- approximately 21.5% will be used for deepening our penetration of the security-related engineering services industry;
- approximately 6.0% will be used for strengthening our development capability and the enhancement of product offerings under our “SUNGATE” brand;
- approximately 13.5% will be used for the expansion of our security guarding services and the improvement of our operational efficiency and scalability;
- approximately 8.5% will be used to expand our related vocational training services;
- approximately 40.0% will be used to pursue strategic acquisitions and investment opportunities to strengthen our market position and further enhance our competitiveness in the security services industry; and
- approximately 10.5% will be used for general working capital.

See “*Use of Proceeds.*”

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Lock-up:

All of our directors and officers and 5% or greater shareholders have agreed with the underwriters not to sell, transfer or dispose of, directly or indirectly, any of our ordinary shares or securities convertible into or exercisable or exchangeable for our ordinary shares for a period of six (6) months from the closing of this offering. See “*Shares Eligible for Future Sale*” and “*Underwriting*” for more information.

Listing:	We have applied to have our ordinary shares listed on the Nasdaq Capital Market, or Nasdaq. We cannot guarantee that we will be successful in listing our ordinary shares on Nasdaq; however, we will not complete this offering unless we are so listed.
Proposed Nasdaq symbol:	SUGP
Transfer agent and registrar:	Transhare Corporation
Risk factors:	Investing in our ordinary shares is highly speculative and involves a significant degree of risk. As an investor, you should be able to bear a complete loss of your investment. You should carefully consider the information set forth in the “ <i>Risk Factors</i> ” section beginning on page 17.

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RISK FACTORS

An investment in our ordinary shares involves a high degree of risk. Before deciding whether to invest in our ordinary shares, you should consider carefully the risks described below, together with all of the other information set forth in this prospectus, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes. If any of these risks actually occurs, our business, financial condition, results of operations or cash flows could be materially and adversely affected, which could cause the trading price of our ordinary shares to decline, resulting in a loss of all or part of your investment. The risks described below are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also affect our business. You should only consider investing in our ordinary shares if you can bear the risk of loss of your entire investment.

Risks Related to Our Business and Industry

We rely heavily on the contracts from our recurring customers and any decrease or loss of business from any one of our recurring customers may adversely affect our business, results of operations and financial condition.

Our current business strategies rely heavily on recurring customers. We track new and recurring customers. Customers are considered to be recurring if they engage us for more than one fiscal year or period. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we had 333, 319, and 281 recurring customers, respectively, representing approximately 87.4%,

72.7%, and 81.7% of the total number of our customers, respectively, for the corresponding fiscal year or period. Accordingly, approximately 93.5%, 80.9%, and 73.7% of our revenues from security-related engineering services, respectively, and approximately 98.6%, 74.2%, and 88.4% of our revenues from security guarding and screening services, respectively, was contributed by our recurring customers for the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023.

Our contracts with our customers generally do not include long-term obligations requiring them to retain our services. As such, there is no guarantee that our customers will continue to engage us at the same volume of business in the future or that we will be able to replace, in a timely or effective manner, departing customers with potential customers that deliver a comparable level of revenues. If our recurring customers reduce their demand for our services, decrease their spending for our services, request more competitive fees, terminate our contracts prior to the expiry date, engage the services of our competitors or refuse to award new contracts to us, our business, results of operations and financial condition may be materially and adversely affected.

We cannot assure you that we will be able to maintain or improve our relationships with our recurring customers, and we cannot assure you that we will be able to continue to provide services to them at current levels on similar terms. Our use of resources and our strategies to continue our relationship with our recurring customers and provide services to them may also reduce resources devoted to our other customers and business activities. In the event that our recurring customers cease to engage us and we fail to replace such customers, or if we fail to secure new major contracts, our business, results of operations and financial condition may be materially and adversely affected.

In addition, a certain portion of our revenues was derived from projects under security-related engineering services provided through one of our subsidiaries, Shine Union, part of which is non-recurring in nature. If we fail to secure new contracts for security-related engineering services, our business, results of operations and financial condition may be materially and adversely affected.

Our contracts were awarded after undergoing direct negotiation and quotation processes with our potential customers or through competitive tendering. There is no guarantee that new contracts will be awarded to us.

We mainly secure our contracts through direct negotiation and quotation processes with our potential customers and through tendering. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, approximately 92.6%, 81.9%, and 68.1% of our revenues generated from security-related engineering services was generated from quotations, respectively, and approximately 7.4%, 18.1%, and 31.9% was generated from tendering, respectively. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, approximately 53.8%, 47.0%, and 43.2% of our revenues generated from security guarding services was generated from quotations, respectively, and approximately 46.2%, 53.0%, and 56.8% was generated from tendering, respectively.

Our revenues generated from screening services was mainly generated from quotations for the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023.

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We cannot assure you that we will continue meeting the tendering requirements or that our overall score under the customers' evaluation system (if applicable) can be maintained. If we fail to secure new major contracts through quotation and tendering processes, or maintain comparable success rate for contracts secured through quotation or tendering processes in the future, our business, results of operations and financial condition may be materially and adversely affected.

If we are unable to accurately estimate the risks, work progress, revenues or costs when we enter into contracts or fail to perform our contracts based on our estimates, or if we fail to agree on the pricing of work done pursuant to variation orders or otherwise, we may be unable to realize the anticipated profits or incur losses on the contracts.

Since our contracts are normally awarded through invitation for quotations and a competitive tendering process, we need to estimate the risks of, and the time and costs required for, the potential projects to determine the quotation or tender prices to our customers. Our major contracts have pricing terms determined by reference to our bids and agreed at the time each contract is awarded to us. We are typically responsible for all of our own costs, and our ability to achieve our estimated profitability on any project is largely dependent on our ability to accurately estimate and control these costs. In addition, the duration of some of our contracts is more than one year, and once the price is fixed, we are obliged to complete the contract at the agreed price. Cost overruns, whether due to unfavorable construction conditions, inefficiency of other parties involved in the project, inaccurate estimates or other factors such as delay in work progress due to disputes or in coordination among the parties involved, may result in a lower profit or even a loss on a project.

From time to time, we are required to perform variation works as directed by customers which are not in the original design specifications. Our customers will perform measurement and evaluation of the variation works and make adjustment to the contract sum. Variation orders or other changes may sometimes result in disputes about whether the work performed is in the scope of work, or the amount payable for the variation work. Even when our customers agree to pay for the variation work, we may be required to prefund the cost of such work until the variation order is approved and paid by the customers. In addition, any delay caused by the variation works may adversely impact the timely scheduling of other project work and our ability to meet specified contract stages.

The amount of total costs we incur on a project is affected by a variety of factors, including fluctuations in the price of parts and components, variations in labor and security systems costs over the term of a contract, changes in project scope or conditions, delay in or extension of construction period,

disagreements on contract terms or works between the customers and the main contractors, adverse weather conditions, labor disputes, accidents and other unforeseen circumstances. If any changes in costs cause the revenues and gross profit realized from a contract to be lower than our originally estimated amounts, even if we may have built any buffer into our bids for any increase in labor, material and project management costs, our business, results of operations and financial condition may be adversely affected.

We have limited control over the quality of security systems offered by us. Our reputation, business, results of operations and prospects may be adversely affected by material interruptions of our relationship with our suppliers and any quality issues in relation to our outsourced security systems.

As we are not engaged in the production of security systems during the ordinary course of our business, we source security systems from and rely on the relationship with suppliers mainly from Malaysia, Belgium and Hong Kong. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our cost of goods sold amounted to HK\$27.0 million, HK\$24.3 million, and HK\$27.3 million, representing approximately 22.9%, 17.8%, and 28.1% of our total revenues, respectively. We rely on our suppliers to continue to supply high quality security systems on a timely basis and at competitive prices to sustain our operations. Prices of products offered by our suppliers may be subject to fluctuation for reasons beyond our control, such as greater industry demand, shortage of supplies or change in their marketing strategies. We cannot assure you that our suppliers will not consolidate their businesses, such that they will be in a stronger bargaining position in their commercial negotiations with us. There is also no assurance that we as a distributor will be able to source suitable security systems and desired brands for our customers. Failure to effectively maintain our business relationship with our suppliers may also impair our ability to secure competitive terms for our procurement. Any significant increase in our purchase prices and our failure to pass on the increased costs to our customers could have a material adverse effect on our business, results of operations and financial condition.

In the case where there are quality issues relating to these products, we may consequently be involved in legal or other proceedings initiated in relation to product liability. For instance, if there is a malfunction of the security system or if it fails to achieve the level of security that it claims to provide, our customer may be exposed to risks of personal or property damage, which in turn could expose us to litigation and damage claims from our customers. These

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proceedings would involve risk and any unexpected outcome that may have a material adverse impact on our financial results. Furthermore, if any security systems, parts and/or components are damaged in the course of transportation beyond our control, we cannot assure you that we would not be involved in any legal proceedings related to the quality of any single product sold by us.

Our business operations and financial performance may be materially affected if any product liability claim arises. We cannot assure you that the security systems offered by us for sale in the future will be free from any quality issues or that we will not be party to any legal proceedings, including matters involving product liability claims or other proceedings arising from our operations. If the security systems we sell are defective, our customers may lose confidence in us and/or our products and our reputation could be severely damaged, which in turn could lead to a decrease in demand for our products and cause adverse impact on our results of operations and financial condition.

Further, the success of our security-related engineering services, to a certain extent, depends on the effectiveness of our suppliers' pricing and marketing strategies, brand management, and market acceptance, quality control and commercial success of the security systems that we sourced from them. Any negative media coverage about our suppliers or their brands, incidents of product recall by our suppliers or the supply of poor quality or defective products by them may adversely impact our business performance and reputation.

Various registrations, approvals, licenses and certifications are required to operate our businesses. The loss of, expiry, withdrawal, revocation or failure to obtain or renew any of such registrations, approvals, licenses and certifications could materially and adversely affect our results of operations and financial condition.

In accordance with the laws and regulations of Hong Kong, we are required to maintain various approvals and licenses in order to operate our business. These registrations, licenses and certifications may only be valid for a limited period of time and may be subject to periodic reviews and renewal by the relevant authorities. Failure to comply with these laws and regulations, or the loss of or failure to renew our license or any change in Hong Kong government policies, could lead to temporary or permanent suspension of some of our business operations or the imposition of penalties on us, which could adversely affect our results of operations and financial condition.

We are on the approved lists of contractors and/or suppliers of various Hong Kong government departments and are subject to ongoing evaluation and appraisals. As certain invitations for tender are not open to the public and are only sent to contractors and suppliers on these approved lists, any loss of any or all of these customers or our failure to remain on such approved lists could materially and adversely affect our businesses.

We identify potential projects through (i) undergoing direct negotiation and quotation process with our potential customers, or (ii) tendering, which may be open tenders or sent to a selected group of prequalified contractors on the customer's list of approved contractors. As of the date of this prospectus, we are on the lists of approved suppliers and/or contractors of more than 13 Hong Kong government departments. We keep track of tender notices by monitoring the Hong Kong government websites and gazette on which they are published. For some projects in the public sector, tenders are by invitation, and

are sent to prequalified contractors/suppliers on the contractor or supplier lists maintained by the relevant Hong Kong government departments for selective tendering.

In addition, we are subject to ongoing evaluation and appraisals. If our capability, performance, tendering record or financial standing is found to be unsatisfactory by the relevant Hong Kong government department, or if we fail to implement sufficient safety measures and procedures at work sites which has resulted in any personal injuries or fatal accidents, the relevant Hong Kong government department may remove us from its approved list or take other regulatory actions against us such as suspension, extending probationary period, downgrading to probationary status, or demotion to a lower group in respect of all or any work category in which we are listed.

If defects are discovered in our works, including latent defects which maybe undiscovered for years after completion, we may be removed or suspended from the relevant list of approved contractors. Even if there has been no breach of the relevant contract terms, our reputation may still be adversely affected, and it might become more difficult for us to be selected for future projects. If we have violated any law or regulation, the relevant Hong Kong government department may take disciplinary actions against us, such as amendment, variation (including demotion of licenses to a lower grade), suspension and revocation of licenses. Furthermore, in awarding contracts to a contractor or a supplier, the Hong Kong government departments will take into account a contractor's or a supplier's performance and track record and whether disciplinary action has been taken against it. In the event of any such suspension, revocation or downgrading, there would be a detrimental impact on our operations and prospects.

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In addition, any changes or alterations in the licensing requirements and/or standards for admission into the list of approved contractors or suppliers may require us to make necessary corresponding adjustments to meet any new requirements and/or standards resulting from such changes, thus requiring us to incur extra costs.

We outsource certain parts of our security-related engineering works to subcontractors and are exposed to claims arising from latent defects that may be caused by us or our subcontractors in the past, the discovery of which may have material negative impact on our reputation, business and results of operations.

During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we have outsourced certain parts of our security-related engineering works to subcontractors engaged by us. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our subcontracting costs, which mainly represent the cost of services from third-party service providers, were HK\$14.1 million, HK\$15.6 million, and HK\$14.6 million, respectively, representing 17.3%, 16.0%, and 20.3% of our total cost of revenues, respectively.

We cannot assure you that work completed by our subcontractors is up to our standard. We are not able to monitor the performance of our subcontractors or their respective staff as directly and efficiently as with our own staff. If a subcontractor fails to provide services and/or products as required under a contract, we may be required to procure other companies to perform these services or provide these products on a delayed basis or at a higher price than anticipated, which could impact our profitability. If a subcontractor's performance does not meet our standards, the quality of the project may be affected, which could harm our reputation and potentially expose us to litigation and damage claims. We may also face claims arising from latent defects caused by our subcontractors which we did not discover in the past. In the event that we are unable to locate these subcontractors to rectify the defect, if it is rectifiable, or if we fail to hold them liable or obtain compensation from them, we may have to incur significant time and costs to carry out remedial actions. We may even face litigation against us.

In addition, we may not be able to engage suitable subcontractors for our new projects. As of the date of this prospectus, we have not entered into any long-term service agreement with our subcontractors. As such, our existing subcontractors have no obligation to be engaged by us in future projects. If we fail to find suitable alternative subcontractors to meet our new project needs and requirements, our results of operations and financial condition may be adversely affected.

Security guarding and screening services and related vocational training services are highly labor intensive and we rely on a stable supply of labor to provide our services. Labor shortages or increases in labor costs could harm our business, reduce our profitability and slow our growth.

Our security guarding and screening services and related vocational training services business operations are labor intensive and we rely heavily on our staff for providing these services. Our employee turnover rate in respect of the full-time employees for providing security guarding and screening services and related vocational training services, calculated by dividing the number of relevant employees who left us by the total number of relevant full-time employees during the relevant period, was 61.8%, 57.0%, and 74.0% for the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, respectively. A relatively high employee turnover in respect of security guards and screeners is the nature of the security guarding and screening industry in Hong Kong. We cannot assure you that there will be a stable supply of labor in the future.

We have, from time to time, experienced short-term shortages primarily in engineers and skilled workers for the provision of installation services, which we have addressed by (i) paying higher wages or (ii) engaging subcontractors to provide relevant labor.

In view of the above, we may experience labor shortages or an increase in labor costs in the future. Any future inability to recruit and retain qualified individuals may delay the completion of our works and could result in deduction from the contract sum payable to us as a form of penalty. Any such delays could have a material adverse effect on our business and results of operations.

Industry expertise and talents are important for the operation of our businesses, and therefore, our success depends in part on our ability to attract, retain and motivate a sufficient number of engineers, technicians, security guards and screeners and the engagement of subcontractors for certain labor-intensive works. According to the Frost & Sullivan Report, there is a mismatch between the demand and supply for skilled labor in the security-related engineering services industry. Combined with the growing demand for security-related engineering services and the shortage of skilled labor, qualified individuals in the relevant industries are in short supply and shortage of such workers may be a constraint for our growth in this market.

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As some of the security guarding and screening services engagements may involve a relatively short term of service, the security guarding and screening services industries require flexible deployment of human resources. Work fragmentation in turn gives rise to the proliferation of casual labor, such as part-time employees and temporary workers. Competition for the pool of part-time security guards and screeners is commonplace among security services providers and more competitive remuneration packages may have to be adopted by us to attract sufficient labor.

In addition, competition for engineers, technicians, security guards and screeners or employees could also require us to pay higher wages, which could result in higher labor costs. Moreover, the minimum wage requirement in Hong Kong has increased and can continue to increase our labor costs in the future. See “*Industry — Overview of Hong Kong Security-Related Engineering Services Market — Cost Structure Analysis*” for the details of historical labor costs.

Our agreements do not contain labor cost adjustment mechanisms, and we may fail to anticipate or may be unable to transfer the full impact of any increase in labor cost to our customers. In such or other cases, we may not be able to increase our prices in order to pass these increased labor costs on to our customers for contracts without price adjustments, in which case our business and results of operations would be negatively affected.

Some of our tender contracts include penalty provisions for manpower shortages, under which we may be subject to penalties if we fail to provide the required number of staff as stated in the relevant tender contract. If we experience any labor shortage, we may be unable to deliver satisfactory services to our customers or otherwise meet our contractual obligations, or we may face penalties for such shortage.

If we cannot recruit sufficient employees with the requisite qualifications or experience in a timely manner, we may be unable to enter into new contracts with prospective or existing customers and/or deliver satisfactory services to them due to insufficient manpower. In such cases, our business, financial condition and results of operations may be adversely affected.

If the collection pattern of payment to us significantly deviates from our estimation, our business, results of operations and financial condition could be adversely affected.

Our operations, including security-related engineering services and security guarding and screening services are mainly project-based. Our collection of payment depends significantly on various factors including without limitation, the terms of the work contracts, the length of the contractual period, the efficiency of implementation of the contractual works and the general progress of the relevant projects. As a result, our cash flows are subject to various factors beyond our control, and there is no assurance that the profitability of a project can be maintained or estimated at any particular level.

We generally receive periodic progress payments from our customers in respect of projects. The stages of payment are determined with reference to the milestones as specified in the contracts. In some instances, our customers may withhold 5% of the total contract value as retention money. There can be no assurance that progress payments or retention monies will be paid on time and in full. In the event that our customers fail to make such payments on time and in full due to disagreement on the payment sum, delay in the settlement process or otherwise, our business, results of operations and financial condition may be materially and adversely affected.

Our business depends heavily on major suppliers. Any shortage of, or delay in, the supply may significantly impact on our business and results of operations.

Our business depends heavily on the supply of threat detection systems, which is the principal security system offered by us. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our largest supplier for our security-related engineering services accounted for approximately 36.6%, 20.2%, and 13.1% of our total cost of sales, respectively. Four suppliers accounted for 20.6%, 18.4%, 13.2%, and 13.2% of our trade and notes payables as of March 31, 2023. One supplier accounted for 54.1% of our trade and notes payables as of September 30, 2022. Two suppliers accounted for 31.5% and 13.5% of our trade and notes payables as of September 30, 2021. If the supply of threat detection systems by our largest supplier is disrupted, and we are not able to timely identify and engage a replacement supplier, our business operation may be subject to disruptions or security risks.

In addition, we generally do not enter into long-term contracts with our suppliers. If any of our major suppliers substantially reduce the amount of services or security systems and other related parts and components provided to us, or terminate their business relationship with us entirely, there can be no assurance that we would be able to

identify replacement supplies in a timely fashion. There can be no assurance that the provision of goods and services from replacement suppliers, if any, would be on commercially comparable terms. As such, our business, results of operations and financial condition could be adversely affected.

We are subject to restrictions or obligations imposed by some of our suppliers. Any failure to comply with such restrictions or obligations could adversely affect our relationship with our suppliers.

Some of our major suppliers impose restrictions or obligations in relation to the purchase and distribution of security systems, parts and/or components, such as minimum purchase requirements and exclusive distribution provisions. Our failure to purchase a minimum purchase quantity may entitle suppliers to terminate the distribution agreements entered with us and/or terminate our exclusive right to market and sell one or more of their products as distributors, and failure to meet with other such restrictions or obligations could adversely affect our business relationships with our suppliers, thus our business and results of operations.

Increase in our security systems costs may adversely affect our operations and financial performance.

For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our cost of goods sold amounted to HK\$27.0 million, HK\$24.3 million, and HK\$27.3 million, respectively, representing approximately 33.0%, 24.9%, and 31.9% of our total cost of revenues. The prices of our security systems generally follow the price trends of, and vary with, market conditions. Supplies of these security systems may also be subject to a variety of factors that are beyond our control, including but not limited to the suppliers' business interruptions, government control and overall economic conditions, all of which may have an impact of their respective market prices from time to time.

We may not be able to shift any increase in our purchase costs to our customers, and in some cases there may be a delay before we are able to do so effectively. In the event that the increase in our purchase prices is more than our expectation, and if we fail to shift or there is a delay in shifting on cost increases to our customers, our operations and profitability may be adversely affected.

Our corporate structure consists of multiple service segments and exposes us to risks relating to multiple industries. Failure to effectively manage all our segments may have adverse effect on our business, results of operations and financial condition.

We have multiple service segments, namely security-related engineering services, security guarding and screening services and related vocational training services in Hong Kong. Due to the relatively diverse characteristics of us, we face challenges not found in companies with a single business line, in particular:

- we are exposed to business, market and regulatory risks relating to different industries. We need to devote substantial resources to monitor changes in different operating environments so that we can react with appropriate strategies that fit the needs of our affected operating subsidiaries; and

- due to various types of services involved, our successful operation requires us to place emphasis on accountability, imposes financial discipline on our operating subsidiaries, and creates value-focused incentives for management. As we continue to grow, our operations may become more complex, which increases the difficulty in management.

If we fail to manage our exposure in the business, market and regulatory risks in the multiple industries we operate in, or if we fail to effectively manage all our segments, our business, results of operations and financial condition may be adversely affected.

We have a short operating history of providing security guarding and screening services and related vocational training services. We may experience difficulties in managing and integrating these types of business operations.

Fortune Jet has considerable operations on security guarding and screening services and related vocational training services. Prior to July 2019 when we acquired Fortune Jet, we only focused on the provision of security-related engineering services. As such, we have a short operating history of providing security guarding and screening services and related vocational training services. We may fail to effectively manage the operations of Fortune Jet, integrate them effectively

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with our other operations or otherwise obtain the desired benefits from the acquisition. Any failure to manage or integrate the operations of Fortune Jet with our other operations or otherwise realize the desired benefits from the acquisition may have a material and adverse effect on our business, financial condition, results of operations and prospects.

Any failure to maintain an effective quality assurance system could have a material adverse effect on our reputation, business and operations.

We believe that the reputation and brand name that we have built up over the years play a significant role in enabling us to attract customers and secure contracts. We also believe that our “Shine Union” brand, “Fortune Jet” brand and “SUNGATE” brand have the market reputation of quality security services and that maintaining and promoting this brand recognition and good reputation is critical to our future success. The promotion and enhancement of our reputation and brand within the industries in which we operate depend largely on our ability to provide reliable, quality and timely services to our customers that appeal to their needs, patterns and preferences. If we fail to do so or our customers no longer perceive our services to be of high quality, our brand and reputation could be adversely affected, which will in turn materially and adversely affect our business, financial condition and results of operations.

As of March 31, 2023, we had 3 registered trademarks in Hong Kong, which we consider material to our business. However, we cannot guarantee you that the registration of our trademarks can completely

protect us against any infringement or imitation. In any case, we are susceptible to infringement of our logos and brands by third parties, whether or not such logos are or will continue to be registered trademarks. If there is any misuse by third parties of our brand, or if we are unable to detect, deter and prevent misbehavior and misconduct by our employees, or if we fail to effectively protect our brand and trademarks, our reputation and brand could be damaged and our business and financial performance may be materially and adversely affected.

To maintain the quality of our services, we need to continue to maintain an effective quality assurance system. The effectiveness of our quality assurance system depends significantly on a number of factors, including (i) timely updates of our quality assurance system to suit the ever-changing business needs and environment; and (ii) our ability to ensure that our quality assurance policies and guidelines are adhered to.

Any failure or deterioration of our quality assurance system could result in a decline in the quality of our services, which in turn may jeopardize our reputation, reduce demands for our services or even subject us to contractual liabilities, other claims or prosecution. Any such claims, regardless of whether they are ultimately valid, could cause us to incur significant costs, harm our reputation and/or result in significant disruption to our operations. Furthermore, if any of such claims were ultimately valid, we could be required to pay substantial monetary damages or penalties, which could have a material adverse impact on our business, financial condition and results of operations.

We are exposed to risks in relation to work safety and occurrences of accidents. We may also be involved in disputes and legal and other proceedings arising from our operations from time to time and may face significant liabilities as a result.

There are inherent risks of work injuries or accidents occurring in the course of our business operations due to the nature of the services being performed, particularly in the provision of installation and maintenance services of security systems and security guarding and screening services. We provide our services principally through our own employees and they may be required to undertake certain tasks including, but not limited to, the following: (i) working at height or on slippery surfaces or in the dark; (ii) operation of threat detection systems and other electrical appliances in undertaking maintenance works; (iii) lifting heavy objects; (iv) working in new and unfamiliar environments; and (v) maintaining order in crowded events.

We may from time to time face miscellaneous litigation claims from our employees or third parties, who suffer personal injuries at premises where we provide our services, which may or may not be meritorious. Our involvement in major accidents or incidents in the course of providing security services, particularly if reported by the media, may adversely affect our reputation and our customer's perception of the quality of our services. If we are involved in any litigation or legal proceedings, the outcome of such proceedings could result in settlements or results which could adversely affect our financial condition. In addition, any litigation or legal proceedings could involve substantial legal expenses as well as require significant

time and attention of our management, diverting their attention from our operations, and result in negative publicity against us.

We cannot assure you that any incidents or accidents, which could result in property damage, personal injury or even death to the third parties (who may be residents, aggressors, property owners or our employees), will not occur again in the future. Accidents resulting in personal injury or loss or damage to property may also arise if our employees fail

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to follow our work safety measures and procedures. Accidents may occur in the ordinary course of our business. We cannot assure you that our employees will fully comply with the safety measures and plans we implement during their execution of the above tasks or any other tasks. In such events, we may be held liable for the losses or be subject to prosecution. We may also be exposed to claims of negligent or reckless behavior on the part of our employees. We may also experience interruptions to our business operations and may be required by certain departments of the Hong Kong government to change the manner in which we operate following any incidents or accidents. Any of the foregoing could materially and adversely affect our reputation, business, results of operations and financial condition.

Our success and business operations are largely dependent on certain key personnel and our ability to attract and retain talented employees such as screeners with requisite skills, expertise and experience.

Our success is, to a significant extent, attributable to the continued commitment, service and contributions of our directors and officers, including Mr. Chan Ming Dave, Mr. Kong Wing Fai, Mr. Koo Lon Tien and key personnel with requisite skills, expertise and experience. Our continued success is therefore dependent to a large extent on our ability to retain and motivate our directors, senior management and qualified key personnel.

Our directors, senior management and directors of our subsidiaries have extensive knowledge and are experienced in the security-related engineering services industry and security guarding and screening services industry, as applicable, and they have all significantly contributed to the development of our business. See “*Management.*” We cannot assure you that we will always be able to attract or retain our current senior management, that they will not leave our employment in the future or that we can continue to develop the experience and skills of our key personnel. Any unanticipated departures of members of the senior management team without any appropriate and timely replacement may result in loss of strategic leadership and disruption or delay to our business operations and expansion, which may have a material adverse effect on our business operations and profitability and future prospects.

During the course of provision of our services, certain tasks must be performed by employees with requisite qualifications and/or licenses, such as security personnel involved in the provision of security

services, security guards and screeners. We cannot assure you that we will be able to attract and retain adequate talented employees with the requisite skills, expertise and experience. In addition, as we expand the scale of our business operations, it may become increasingly difficult for us to attract and retain an adequate number of qualified staff for our new projects. Our failure to recruit or retain qualified staff to our existing and future projects, or the loss of or increased costs in retaining such qualified staff, would have a material adverse effect on our business, financial condition and results of operations.

Any security breach, theft, burglary, loss of property occurring at and/or damage to the properties or bodily harm or accident resulting in personal injury to the personnel secured, guarded, managed and/or served by us could adversely affect our business, results of operations, financial condition and reputation.

Security breach, theft, burglary, loss or damage of property, bodily harm and accidents resulting in personal injury may occur during the course of operating our business. The properties or personnel that we secure, guard, screen, manage and/or serve may be subject to such incidents and may be damaged in a variety of ways that are beyond our control, including but not limited to natural disasters and intentional or unintentional human actions. We may be liable for loss suffered by our customers as a result of such incidents if the loss is caused by our negligence or breach of contract. If we are liable to pay damages to our customers for such loss, our business, results of operations, financial position and reputation may be adversely affected.

Separately, irrespective of whether an incident is within our control or whether we are at fault, we may face claims, regardless of their merits, for loss, damage of properties or personal injuries caused by such incident. Defending such claims, regardless of whether such claims have merits, can be time consuming and costly, and may divert our management's attention and resources. We may also need to divert management attention and resources to assist departments of the Hong Kong government in their investigations in connection with any incident that took place in the properties we secure. If we are involved in such claims, even if we are proven not liable in the end, our reputation, business, results of operations and financial condition may be adversely affected.

We may not be able to collect payments from customers and as a result, may incur impairment losses on receivables.

During our business operation, we may face difficulties in collecting payments from customers. We cannot assure you that our measures to collect overdue payments, such as by sending statement of accounts and reminder emails to customers, will be effective. Although some payments are paid to us through bank transfers, individual customers of the related vocational

training services provided by us may make payments to us in cash. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our related vocational training income amounted to HK\$4.9 million, HK\$3.8 million, and HK\$2.1 million, respectively, representing 4.2%, 2.8%, and 2.2% of our total revenues, respectively.

Our provision for impairment of trade receivables for the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, were HK\$3,000, HK\$30,000, and nil, respectively. In the event that the actual recoverability is lower than expected, or that our past loss allowance for impairment of trade receivables becomes insufficient in light of any new information, we may need to provide for an additional loss allowance for impairment of trade receivables, which may in turn materially and adversely affect our business, financial position and results of operations. Further, if we fail to collect cash payments from customers or experience a prolonged delay in receiving trade receivables, our cash flow position and our ability to meet our working capital requirements may be adversely affected.

Failure to enter into formal written agreements in respect of our security systems maintenance services provided upon urgent demand may lead to uncertainty in terms of our engagement. If we do not receive service fees for such urgent demand, our results of operations and financial condition may be adversely affected.

Due to the nature of our services, our customers may sometimes require our security services urgently, such as for urgent parts replacement. In such circumstances, we may be required to procure or source parts and components and provide security maintenance services to satisfy the ad-hoc or urgent demand from our customers based on verbal agreements between the parties. We may only be able to issue an invoice to, receive a formal purchase order from or enter into written agreements with our customers after our services are rendered. Without a formal written agreement to document the respective rights and obligations of the parties before our provision of services, we face uncertainty relating to the terms and conditions of our engagement. Our customers may disagree with us on the interpretation or applicability of different terms and conditions including the service fee, nature of services provided and payment arrangement. Even if services are rendered, we may not be able to receive all or any part of our service fee in a timely manner, which may materially and adversely affect our results of operations and financial condition.

We may face allegations, complaints or reports by our customers and third parties, and any failure to deal with such complaints or negative publicity could materially and adversely affect our reputation, business, and our prospects.

We undertake works and provide services that are generally used by the general public as end users. There may be complaints or negative press reports regarding our works, operations or projects in which we are involved, and we may face allegations and complaints made by our customers or third parties and in media reports in relation to our operation, our works or compliance with applicable laws, such as the

tendering procedure, our safety standards and procedures, the quality of our works and the security systems we use, and our treatment of subcontractors and employees. We can be adversely affected by the complaints or allegations relating to our works and services, our operations, the nonperformance or sub-standard performance of subcontractors, or negative media publicity thereof, whether meritorious or not.

Negative comments, complaints, negative publicity or claims against us, whether meritorious or not, will place a burden on us and divert management and other resources from other business operations, which may adversely affect our business operations. Any incidents, regulatory investigations or reports through the media or other third parties of possible work or service issues, or non-compliance with any laws or regulations involving us, our directors, officers, employees, or shareholders, could significantly damage our reputation, goodwill, and our corporate and brand image, or otherwise affect our ability to conduct or expand our business, and may therefore have a material adverse effect on our business, cash flow, financial condition, results of operations, and our prospects.

Our participation in government projects may, more likely than in the case of non-government projects, draw public attention. Such publicity may be adverse and overstated. For projects which are publicly funded, changes in government budgets and policy considerations could result in delays or changes to these projects. In addition, disputes with public bodies may last for considerably longer periods of time than for those that occur with non-government sector counterparties, and payments from the public bodies may be delayed as a result. All these risks may affect our performance of contracts with public bodies, and may have a material adverse effect on our business and results of operations.

If we fail to meet the requirements of our contracts or quality standards of our services, we may be required to pay damages and additional costs, which may adversely affect our business and reputation.

We are typically required to complete each project according to a fixed schedule by an agreed date as stated in the relevant contract. If we fail to complete a project in a timely manner resulting in a breach of our contractual obligations, we may be liable to compensate our customers for losses or damages caused by the delay. For the projects undertaken by us, it is

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common for a clause for payment of damages for non-completion of works to be included in the contract made between us and the customer involved. Such a clause usually provides that in case of delay in the completion of works, a sum of liquidated damages calculated on the basis of a fixed sum of money per day (as stated in the contracts) will have to be paid by us to the customer for the period during which the works remain incomplete due to our default. Alternatively, the contract may provide that the customer may recover from us any costs reasonably incurred for the procurement of work or services in replacement of incomplete works due to any delay or non-completion on our part. Any delay in the

completion of a project, whether or not caused by us, could also lead to additional costs being incurred, including costs to hire additional manpower. During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, we were not liable for losses or required to pay any damages for any delay in the completion or non-completion of any projects.

Any claims for liquidated damages will affect our profitability if no extension of time is granted, as the customer is entitled to deduct such liquidated damages from the contract sum under the relevant contract. The effect on us depends on the length of the delay in completion due to our default.

In addition, we may be liable to compensate our customers for any losses sustained by them if any of our employees or third-party service providers do not complete projects in accordance with the terms specified in the relevant contracts. These litigation costs, together with the payment of damages, could adversely affect our profitability and financial performance.

Our business operations are located in Hong Kong, which renders us especially sensitive to local conditions and changes, such as those with respect to laws and regulations, economic and political environments, force majeure events, natural disasters or mass civil movements.

Currently, our business operations are based in Hong Kong, and we have no plan to provide such services in other territories in the near future. Our business operations and the demand for our services are therefore exposed to any deterioration in the economic, social and/or political conditions, significant changes in laws and regulations governing the security-related engineering services industry and the security guarding and screening services and related vocational training services industries, such as those relating to civil aviation, the Hong Kong government's subsidy to customers for purchasing X-ray machines in October 2020, as well as any change of legal system, incidence of social movements, strike, riot, civil disturbances, mass civil movements, disobedience, recurrence of past outbreaks or epidemics, occurrence of any future epidemic outbreaks, natural disasters or other catastrophic events in Hong Kong. Since our business operations are limited to Hong Kong, the aforesaid adverse circumstances may materially and adversely disrupt operations of the provision of our security-related engineering services and security guarding and screening services and related vocational training services, and in turn, our revenues and profitability, and consequently, our results of operations and financial condition.

Any outbreak of communicable disease in Hong Kong, including but not limited to COVID-19, severe acute respiratory syndrome, swine influenza, etc. could have a material and adverse effect on our business.

The outbreak of any severe communicable disease (or the escalation and/or intensification of any outbreak of any severe communicable disease), such as COVID-19, Severe Acute Respiratory Syndrome (SARS), Middle East Respiratory Syndrome (MERS), H5N1 avian flu, Ebola virus, as well as influenza caused by H7N9 and H3N2 or the human swine flu (H1N1), also known as influenza A virus, in

Hong Kong, if uncontrolled, could have an adverse effect on our operations and the overall business sentiments and environment in Hong Kong. In addition, if any of our employees are affected by any severe communicable diseases outbreak, it could severely disrupt our business operations and adversely affect our results of operations as we may be required to temporarily shut down our offices and training centers and to prohibit our staff from going to work to circumvent the spread of the disease.

In addition, any outbreak of communicable disease in Hong Kong could also adversely affect our customers' business activities. Functions or promotional activities such as exhibitions, concerts, annual meetings and gatherings and press release functions of which security service personnel are required may be cancelled and places requiring security services may be closed down resulting in decrease in demand for security services. Therefore, our business, results of operations, and also our financial condition could be adversely affected.

Any outbreak of epidemics which may lead to serious disruption to the public in the affected areas, may have a material and adverse effect on our business, results of operations and financial condition. Any disruption to us, our employees, our customers and/or our suppliers, any of which could materially impact our revenues, the procurement of supplies, overall results of operations and financial condition. As a whole, any of such events may cause our business to suffer in ways that we cannot anticipate.

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The COVID-19 pandemic has adversely affected and may continue to adversely affect the economy in Hong Kong, although we have not been materially affected by the pandemic, our business growth may be adversely affected in the future.

COVID-19 has caused market volatility and the suspension of some businesses, services and flights between Hong Kong and certain countries and cities. Additionally, the economy in Hong Kong has been adversely affected by the COVID-19 pandemic. The unfavorable economic conditions of Hong Kong may discourage the Hong Kong government or project employer from initiating work orders or individual projects, thus reducing the number of new work orders or individual projects to be awarded to us. Our work orders or individual projects on hand may also be delayed or even cancelled.

With the ongoing COVID-19 pandemic, there is no assurance that our suppliers will be able to source and procure necessary security systems and parts or our subcontractors will be able to provide security-related engineering services, without delay or at all. In addition, we may not be able to identify suitable alternative suppliers and/or subcontractors on the same or similar terms or at all. Further, even if we could identify suitable alternative suppliers and/or subcontractors, there can be no assurance that the alternative suppliers and/or subcontractors would not encounter similar difficulties in sourcing and procuring security systems and parts or providing security-related engineering services on the same or similar terms at all.

The COVID-19 pandemic may also lead to a labor shortage and an interruption of our work progress. Our employees as well as employees of our subcontractors working at work sites or our premises and students receiving training at training center they have attended may be infected by COVID-19. We may incur extra costs in relation to various precautionary measures implemented at our premises and work sites to minimize the infection risk of our staff, the workers employed by our subcontractors and the students.

Furthermore, our customers may face similar financial difficulties and become unable to settle the payments due to us in time or at all and we may in turn incur a significant impairment loss. These adverse impacts, if they materialize and persist for a prolonged period, may significantly and adversely affect our results of operations and financial condition.

While it is unknown how long these conditions will continue to last and we have not been materially affected by the COVID-19 outbreak for the fiscal years ended September 30, 2021 and 2022, we are closely monitoring the impact of the COVID-19 pandemic. The full impact of the COVID-19 on our operations will depend on factors beyond our control. We may not be able to effectively and efficiently operate our business and implement our strategies as planned, we may not be able to grow our business and generate revenues as anticipated, and our results of operations, financial condition and prospects may subsequently be materially and adversely affected.

We recorded certain one-off gains which may be non-recurring in the future.

For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we received government grants of HK\$1.0 million, HK\$3.5 million, and HK\$0.6 million, respectively. To cushion the impact of COVID-19 on our operation of business, we have applied for subsidies under the Employment Support Scheme, an Anti-Epidemic Fund launched by the Hong Kong government. During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we were granted subsidies from the aforementioned funds by the Hong Kong government in the amount of HK\$0.7 million, HK\$3.3 million, and HK\$0.4 million, respectively. Such government grants are non-recurring in nature and were recorded as an item in other income in our consolidated financial statements. We may not be able to generate the same amount of other income in the future. In the event of any changes in government measures or policies, resulting in any suspension, material reduction or termination of government grants we receive, our profitability, results of operations and financial condition may be materially and adversely affected.

We make deposits or prepayments to our suppliers for our purchases in some cases. If our suppliers fail to perform their respective obligations, our business, results of operations and financial condition would be materially and adversely affected. Prepayment arrangements also expose us to the credit risks of our suppliers.

Some of our suppliers require us to pay deposits or prepayments for the purchases of security systems, parts and/or components. In the event that our suppliers default on their contractual obligations, our suppliers may not refund the full amount paid by us. There can be no assurance that we will be able to limit or reduce any potential forfeiture of deposits or prepayments, and any material increase in any such forfeiture may have a material adverse effect on our results of operations and financial condition.

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We make prepayments to our suppliers without receiving collateral to secure such payments. As a result, our claims for such payments would be ranked as unsecured claims and expose us to credit risks of our suppliers in the case of an insolvency or bankruptcy of such suppliers. Under those circumstances, our claims against the suppliers would rank below those of the secured creditors, which would undermine our chances of obtaining the return of the prepayments. Accordingly, a default by our suppliers may have a material adverse effect on our financial condition, results of operations and liquidity.

Adverse developments affecting the financial services industry, including events or concerns involving liquidity, defaults or nonperformance by financial institutions, could adversely affect our business, results of operations, financial condition, and our prospects.

Our funds are held in accounts at banks or other financial institutions. As of September 30, 2021 and 2022, and March 31, 2023, HK\$31.1 million, HK\$25.2 million, and HK\$23.8 million of the Group's cash was on deposit at financial institutions in Hong Kong, respectively. In accordance with the relevant regulations in Hong Kong, the maximum insured bank deposit amount is HK\$500,000 for each financial institution. Accordingly, the Group's total unprotected cash held in banks amounted to HK\$28.5 million, HK\$22.9 million, and HK\$22.1 million as of September 30, 2021 and 2022, and March 31, 2023, respectively.

Should events, including limited liquidity, defaults, nonperformance or other adverse developments occur with respect to the banks or other financial institutions that hold our funds, or that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, our liquidity may be adversely affected. For example, on March 10, 2023, the Federal Deposit Insurance Corporation of the United States announced that Silicon Valley Bank had been closed by the California Department of Financial Protection and Innovation. Although we did not have any funds in Silicon Valley Bank or other institutions that have been closed, we cannot guarantee that the banks or other financial institutions that hold our funds will not experience similar issues. In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on terms favorable to us in connection with a potential business

combination, or at all, and could have material adverse impacts on our liquidity, our business, results of operations, financial condition, and our prospects.

We may not have adequate insurance coverage and we are affected by the increasing insurance costs.

We have maintained insurance coverage for various risks in relation to our operations, employees and protection against accidents and injuries. For details of our insurance policies, see “*Business — Insurance.*” However, we do not carry any insurance policies against certain risks, such as professional indemnity, business interruption, product liability, acts of terrorism, riot or public disorder. We may also be subject to liabilities against which we are not adequately insured and we would be required to make up for the shortfall of the awarded amount. With respect to losses which are covered by our insurance policies, it may be a difficult and lengthy process to recover such losses from insurers.

Furthermore, adequate insurance coverage may not be available on reasonable terms in the future or may only be available at significantly higher premiums for risks currently covered. Should any major claims be made against us which are not covered by adequate insurance or at all, our business and financial performance may be materially and adversely affected. During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our insurance costs had continued to increase and the aggregate expenses of our insurance were approximately HK\$0.7 million, HK\$0.9 million, and HK\$0.6 million, respectively. We cannot control if there are reductions or limitations of insurance coverage by insurers upon the expiry of our currently existing policies. Any further increase in insurance costs (such as an increase in insurance premiums) or reduction in coverage may materially and adversely affect our results of operations and financial condition.

We may not be able to implement our future plans successfully.

Our future business plans are based on assumptions as to the occurrence of certain future events, which may or may not materialize, and the real situation might differ materially. Furthermore, our future business plans may be hindered by other factors beyond our control, such as competition within the security-related engineering services industry and security guarding and screening services and related vocational training services industry from other security-related engineering services and security guarding and screening services and related vocational training services providers.

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Therefore, there is no assurance that any of our future business plans will materialize, or result in the conclusion or execution of any agreement within the planned timeframe, or that our objectives will be fully or partially accomplished. For details of our future plans, see “*Business — Our Strategies.*”

In addition, our future plans involve recruiting additional staff, renting and setting up a workshop with showroom, renting and renovating a premises to be used as training center and central monitoring room,

purchasing vehicles and renting carparking spaces and purchasing security systems and equipment, the implementation of which will increase our costs and expenses. If we are unable to increase our revenues from the implementation of our future plans, our financial performance may be materially and adversely affected.

Our business development may be hindered if we are unable to obtain additional funding to expand our business.

We did not have outstanding bank borrowings as of the date of this prospectus. We may need to raise funds in addition to our currently available cash resources through public or private financing, strategic relationships or other arrangements, in order to support more rapid expansion of our business. We cannot assure investors that additional funds will be available when needed on terms favorable to us, if available at all. If adequate funds are unavailable to us on acceptable terms, we may be unable to expand or enhance our security-related engineering services, take advantage of future opportunities or respond to competitive pressures or unanticipated events, any of which could have a material adverse effect on our business development.

Fluctuations in foreign exchange rates may become material and adversely affect our business, financial condition and results of operations.

We conduct business with customers, suppliers and subcontractors located in Hong Kong, the PRC and overseas. While most of our costs and expenses are denominated in USD, HKD, Euro (“EUR”) and Pound sterling (“GBP”), some are denominated in Renminbi, the legal currency of China (“RMB”) and other foreign currencies. We are therefore subject to risks associated with exchange rate fluctuations and changes in exchange rates could affect our results of operations. In relation to our security-related engineering services, we take into account fluctuations in foreign exchange rates when setting the prices for our quotations and tenders. We cannot assure you that our estimates of fluctuations in foreign exchange rates will be accurate. In the event that we fail to accurately estimate the fluctuations, we may experience net exchange losses. During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we have recorded net exchange gains of HK\$13,794, net exchange loss of HK\$96,028, and net exchange gains of HK\$276,158, respectively, due to foreign exchange fluctuations.

Changes in exchange rates could increase our costs, or affect the prices of our imported security systems, parts and components any of which could adversely affect our results of operations. The change in value of the USD, EUR, GBP and RMB or other foreign currencies against the HKD may fluctuate and is affected by, among other things, changes in the political and economic conditions in the respective countries. The value of the USD, EUR, GBP and RMB is subject to changes in government policies of the respective countries and factors including international economic developments, political conditions and supply and demand for currencies. The value of the USD, EUR, GBP and RMB in international markets is determined by reference to a basket of currencies as part of a floating exchange rate policy.

We cannot predict the future fluctuations of the USD, EUR, GBP and RMB. Respective national governments may adopt a more flexible currency policy, which could lead to the USD, EUR, GBP and RMB experiencing more substantial revaluation against the HKD or other currencies.

Our financial performance during the reporting periods is not indicative of our future financial performance and our operating results may fluctuate significantly.

For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our revenues amounted to HK\$117.6 million, HK\$136.4 million, and HK\$97.0 million, respectively, and our net income for the corresponding year or period was HK\$6.0 million, HK\$8.3 million, and HK\$10.1 million, respectively. Further, for the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we incurred finance costs of HK\$0.2 million, HK\$0.1 million, and HK\$36,798, respectively. As of the date of this prospectus, we do not have outstanding bank borrowings. Our revenues, expenses and operating results may vary from period to period and may fluctuate due to a variety of factors, some of which are beyond our control, including changes in laws, regulations and industry practices in the security-related engineering services industry and security guarding and screening service and related vocational training service industry, increases in costs of labor, security systems and parts and components and conditions of the property market and construction industry in Hong Kong, as well as our ability to estimate and control costs, operating expenses and work progress for each project.

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Our performance in the past may not be indicative that we will attain similar performance in the future. There is no assurance that our business will continue to attain similar performance as being comparable to that during the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023 or we will be able to maintain continued growth through organic growth and implementation of our business strategies.

We cannot assure you that we will declare and distribute any amount of dividends in the future.

For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, Shine Union declared dividends of HK\$16.5 million, HK\$25.3 million, and nil, respectively, and Fortune Jet declared dividends of HK\$0.5 million, HK\$0.4 million, and nil, respectively, totaling HK\$17.0 million, HK\$25.7 million, and nil, respectively, to their then respective shareholders, of which HK\$50,000, HK\$40,400, and nil, respectively, was attributable to a non-controlling interest. For the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, the Company declared dividends of HK\$17.0 million, HK\$8.0 million, and nil, respectively, to its then shareholders. For details, see Notes 14 and 16 in our audited consolidated financial statements included elsewhere in this prospectus. The entire amount of dividends of HK\$16.5 million declared by Shine Union during the

fiscal years ended September 30, 2021 were settled in cash. Among the dividends of HK\$25.3 million declared by Shine Union during the fiscal year ended September 30, 2022, HK\$7.6 million was cash settled in the fiscal year ended September 30, 2022, while the remaining HK\$17.7 million was offset against the amount due from SU Investment. All dividends have been fully settled as of the date of this prospectus. As of the date of this prospectus, we did not have any dividend policy. Our dividend distribution records in the past may not be used as references or bases to determine the level of dividends that may be declared or paid by us in the future.

Following completion of the offering, our shareholders will be entitled to receive dividends only when declared by our board of directors. The payment and the amount of any future dividends will be at the discretion of our board of directors and will depend on, among others, our results of operations, cash flows and financial condition, operating and capital expenditure requirements, distributable profits, our articles of association then in effect, market conditions, our strategic plans and prospects for business development, contractual limits and obligations, payment of dividends to us by our operating subsidiaries, taxation, relevant laws and regulations and any other factors as our directors may deem relevant. As such, factors and the payment of dividends are at the discretion of our board of directors which reserves the right to change its plan on the payment of dividends. There can be no assurance whether, when and in what form we will pay dividends in the future. Prospective investors should note that historical dividend payments should not be regarded as an indication of our future dividends.

Changes in the rules and regulations, industry standards and advanced technology innovation relating to the security-related engineering services and security guarding and screening services and related vocational training services may affect our operation.

Our success will depend, in part, on our ability to keep up with the pace of changing regulatory regime, industry standards and technology innovation. There is no assurance that we will be able to adapt to proposed new regulatory requirements in the future in a timely manner or at all. Moreover, there is no assurance that the Hong Kong government will not impose additional or stricter laws or regulations on the security-related engineering services industry and the security guarding and screening services and related vocational training services industry in the future. Furthermore, if we do not respond successfully to evolving industry standards and technology innovation, our customers are likely to seek service providers who are able to respond more effectively to changes in the industry standards and technology innovation and better meet their demand. In such events, our business and results of operations may be materially affected.

We operate in a competitive industry and a highly competitive market may put downward pricing pressures on us.

We face significant competition in the security-related engineering services industry and security guarding and screening services and related vocational training services industry in Hong Kong. According to the Frost & Sullivan Report, there were approximately 625 security-related engineering

services providers in Hong Kong as of February 28, 2023, approximately 749 security guarding and screening services providers in Hong Kong as of February 28, 2023, and approximately 50 related vocational training course operators in Hong Kong as of February 28, 2023. Entry barriers and set up costs are considered to be moderate. Individuals providing security services and companies offering security services are regulated under a permit and license system.

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Due to the large number of competitors, we face significant downward pricing pressure thereby reducing our profit margins. Furthermore, if we do not provide a competitive quote relative to our competitors, our services may not be attractive to prospective customers and our profitability may be materially and adversely affected. Our success depends on our ability to compete effectively against these competitors in terms of the quality of services and on-site staff, price, track record, effective human resource management, relationships with customers, range of ancillary services, marketing, brand recognition and reputation. We cannot assure you that we will continue to compete successfully in the future, and if we fail to do so, our business and financial results would be adversely affected.

Furthermore, as the Competition Ordinance has only been operational since December 2015, there may be uncertainties on the full effect of the rules in respect of compliance, infringement and its effect on our business, in particular when tendering is one of our means of securing contracts. We may face difficulties and may need to incur legal costs in ensuring our compliance with the rules. We may also inadvertently infringe the Competition Ordinance and under such circumstance, we may be subject to fines and/or other penalties, incur substantial legal costs and may result in business disruption and/or negative media coverage, which could adversely affect our business, results of operations and reputation. For further details, see “*Regulations.*”

Our business could be affected by the Hong Kong government’s level of spending on public works as well as the constant supply of residential buildings and establishment of infrastructure facilities in Hong Kong.

We generate revenues from both private and public sector projects, including those carried out in residential properties and infrastructure facilities. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, 90.5%, 86.8%, and 81.3% of our revenue was generated from private sector projects, respectively, and 9.5%, 13.2%, and 18.7% of our revenue was generated from public sector projects, respectively. Some public works projects are non-recurring in nature. Any change or significant delay in the level of spending on public works by the Hong Kong government may affect our business and results of operations. In the event that the Hong Kong government reduces its level of spending on public works and we fail to secure business from other sectors, our business and profitability could be adversely affected. There is no assurance that the rising supply of residential

buildings and investment in infrastructure facilities can be constantly sustained in Hong Kong. In the event that there is a lesser supply of residential buildings and establishment of infrastructure facilities, our business and results of operations could be materially and adversely affected.

Risks Related to Conducting Operations in Hong Kong

Potential political, economic and social instability in Hong Kong could have a significant impact upon the business we conduct in Hong Kong and the profitability of such business.

Our operational activities are primarily conducted in Hong Kong. Accordingly, political and economic conditions in Hong Kong and the surrounding regions may directly affect our business.

Political, economic or social unrest occurring in Hong Kong could lead to the disruption of the economic, political and social conditions in Hong Kong. If such events persist for a prolonged period of time or the economic, political and social conditions in Hong Kong are disrupted, our overall business and results of operations may be adversely affected.

In addition, economic, political and legal developments and social conditions in the PRC may significantly affect our business, financial condition, results of operations and prospects. The PRC economy is in transition from a planned economy to a market-oriented economy subject to plans adopted by the government that set national economic development goals. Policies of the PRC government can have significant effects on economic conditions in the PRC and Hong Kong. While we believe that the PRC will continue to strengthen its economic and trading relationships with foreign countries and that business development in the PRC will continue to follow market forces, we cannot assure you that this will be the case. Our business operations and prospects, financial condition, and results of operations may be adversely affected by changes in policies by the PRC government, including:

- changes in laws, regulations or their interpretation;
- confiscatory taxation;
- restrictions on currency conversion, imports or sources of supplies, or ability to continue as a for-profit enterprise;

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- expropriation or nationalization of private enterprises; and
- the allocation of resources.

The PRC legal system is evolving rapidly and the PRC government exerts substantial influence and discretion over the manner in which companies incorporated under the laws of PRC must conduct their business activities in accordance with applicable laws and regulations. We are based in

Hong Kong with no substantive operations in mainland China. However, if we were to become subject to such direct influence and discretion, it may result in a material change in our operations and/or the value of our ordinary shares, which would materially affect the interest of the investors.

We primarily operate in Hong Kong with no substantive operations in mainland China. In addition, we do not provide any security-related engineering services, security guarding and screening services or related vocational training services or solicit any customer in mainland China, and are not regulated by any regulator in mainland China. The PRC government currently does not exert direct influence and discretion over the manner in which we conduct our business activities outside of mainland China, however, there is no guarantee that we will not be subject to such direct influence and discretion in the future due to changes in laws or other unforeseeable reasons or as a result of our expansion or acquisition of operations in mainland China. See “— *Our business, financial condition and results of operations, and/or the value of our ordinary shares or our ability to offer or continue to offer securities to investors may be materially and adversely affected by existing or future laws and regulations of the PRC which may become applicable to a company such as us.*”

The PRC legal system is evolving rapidly and the PRC laws, regulations, and policies may change quickly with little advance notice. In particular, because these laws, rules and regulations are relatively new, and because of the limited number of published decisions and the non-precedential nature of these decisions, the interpretation and enforcement of these laws, rules and regulations may involve uncertainties.

If we were to become subject to the direct influence and discretion of the PRC government at any time due to changes in laws or other unforeseeable reasons or as a result of our development, expansion or acquisition of operations in mainland China, it may require material changes in our operations and/or result in increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. In addition, the market prices of our ordinary shares could be adversely affected as a result of anticipated negative impacts of any such government actions, as well as negative investor sentiment towards Hong Kong-based companies subject to direct PRC government oversight and regulation, regardless of our actual operating performance. There can be no assurance that the PRC government would not exert more oversight over our operations at any time.

We are not currently required to obtain permission from the PRC government for the trading of our ordinary shares on Nasdaq or this offering or for the offering of our ordinary shares to foreign investors outside of mainland China, however there is no guarantee that this will continue to be the case in the future, or even when such permission is obtained, it will not be subsequently denied or rescinded. Any actions by the PRC government to exert more oversight and control over offerings (including businesses whose primary operations are in Hong Kong) that are conducted overseas and/or foreign investments in Hong Kong-based issuers could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of our ordinary shares to significantly decline or be worthless.

Recently, the PRC government initiated a series of regulatory actions and statements to regulate business operations in China with little advance notice, including cracking down on illegal activities in the securities market, enhancing supervision over China-based companies listed overseas using VIE structure, adopting new measures to extend the scope of cybersecurity reviews, and expanding the efforts in anti-monopoly enforcement. Based solely on documents and representations received from the Company and their understanding of the current PRC laws and as of the date of this prospectus, nothing comes to the attention of our PRC counsel, Han Kun Law Offices, that suggests we meet both of the explicit conditions set out in the Article 15 of the Trial Measures which stipulates whether an indirect offering and listing of a PRC domestic company shall fulfil the filing procedure with the CSRC, and thus, based on the opinion of our PRC counsel, we believe that we are not required to obtain the approval from or complete the filing with the CSRC for this offering, based on the facts (1) we do not have any subsidiaries or business operation in the PRC; (2) none of our operating revenues, total profits, total assets or net assets is accounted for by any subsidiaries based in the PRC; and (3) no issuance or sale of the ordinary shares has been or will be made directly or indirectly within the PRC. Based on the opinion of our PRC counsel, Han Kun Law Offices, we have determined that we are not subject to cybersecurity review with the CAC, given that: (i) we do not possess a large amount of personal information in our business operations originated from mainland China; and (ii) data processed in

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our business does not have a bearing on national security and thus may not be classified as core or important data by the authorities. In addition, as advised by our PRC counsel, Han Kun Law Offices, we have determined that we are not subject to merger control review by China's anti-monopoly enforcement agency due to the level of our revenues, and the fact that we currently do not expect to propose or implement any acquisition of control of, or decisive influence over, any company with revenues within China of more than RMB400 million. Currently, these statements and regulatory actions have had no impact on our daily business operation, the ability to accept foreign investments, or the ability to list our ordinary shares on a U.S. or other foreign exchange. Since these statements and regulatory actions are new, it is highly uncertain how soon legislative or administrative regulation making bodies will respond and what existing or new laws or regulations or detailed implementations and interpretations will be modified or promulgated, if any, and the potential impact such modified or new laws and regulations will have on our daily business operation, the ability to accept foreign investments, or the ability to list our ordinary shares on a U.S. or other foreign exchange.

Substantial uncertainties and restrictions with respect to the political and economic policies of the PRC government, as well as PRC laws and regulations, could have a significant impact on the business that we conduct in Hong Kong. Any actions by the PRC government to exert more oversight and control over overseas offerings could significantly limit or completely hinder our ability to offer or

continue to offer securities to investors and cause the value of such securities to significantly decline or become worthless.

Our business operations may be adversely affected by the current and future political environment in the PRC. The interpretations of many laws, regulations and rules may not always be uniform and the enforcement of these laws, regulations and rules may involve uncertainties. Our ability to operate in Hong Kong or conduct overseas offerings may be harmed by these changes in its laws and regulations, including those relating to taxation, import and export tariffs, healthcare regulations, environmental regulations, land use and property ownership rights, and other matters. Accordingly, government actions in the future, including any decision not to continue to support recent economic reforms and to return to a more centrally planned economy or regional or local variations in the implementation of economic policies, could have a significant effect on economic conditions in Hong Kong or particular regions thereof, and could limit or completely hinder our ability to offer or continue to offer securities to investors or require us to divest ourselves of any interest we then hold in Hong Kong properties or joint ventures. Any actions by the PRC government to exert more oversight and control over overseas offerings (including divestiture or similar actions) could limit or completely hinder our ability to offer or continue to offer securities to investors, resulting in a material adverse effect on us and on your investment in us and could render our ordinary shares and your investment in our ordinary shares to significantly decline or become worthless.

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations. Although the influence of the law has been increasing, China has not developed a fully integrated legal system and recently enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. Also, because these laws and regulations are relatively new, and because of the limited volume of published cases and their lack of force as precedents, interpretation and enforcement of these laws and regulations involve significant uncertainties.

New laws and regulations that affect existing and proposed future businesses may also be applied retroactively. In addition, there have been constant changes and amendments of laws and regulations over the past 30 years in order to keep up with the rapidly changing society and economy in China. Because the interpretation or enforcement of laws and regulations of the PRC may change very rapidly with little advance notice at any time, we cannot predict the future direction of Chinese legislative activities with respect to either businesses with foreign investment or the effectiveness on enforcement of laws and regulations in China. The uncertainties, including new laws and regulations and changes of existing laws, may cause possible problems to foreign investors.

Although the PRC government has been pursuing economic reform policies for more than two decades, the PRC government continues to exercise significant control over economic growth in the PRC through the allocation of resources, controlling payments of foreign currency, setting monetary policy and imposing policies that impact particular industries in different ways. We cannot assure you that the PRC government will continue to pursue policies favoring a market-oriented economy or that existing policies

will not be significantly altered, especially in the event of a change in leadership, social or political disruption, or other circumstances affecting political, economic and social life in the PRC.

The future development of national security laws and regulations in Hong Kong could materially impact our business by possibly triggering sanctions and other measures which can cause economic harm to our business.

On May 28, 2020, the National People's Congress of the PRC approved a proposal to impose a new national security law for Hong Kong and authorized the SCNPC to proceed to work out details of the legislation to be implemented in

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Hong Kong (the "Decision"). The Decision states that the new law will target secession, subversion of state power, terrorism activities and foreign interference. The stated objective of the Decision is to protect the national security of China as a whole (including Hong Kong and Macau) and is not intended to have a direct commercial bearing on commercial and economic activities. The government believes the new law may bring about more stability to Hong Kong, which in turn may lay the foundation for commercial and economic activities to flourish. On June 30, 2020, SCNPC passed the national security law for Hong Kong. The Hong Kong Chief Executive promulgated it in Hong Kong later the same day. Among other things, it criminalizes separatism, subversion, terrorism and foreign interference in Hong Kong. We cannot rule out the possibility that the Decision and the implementation of the national security law may trigger sanctions or other forms of penalties by foreign governments, which may cause economic and other hardship for Hong Kong, including companies like us that do business in Hong Kong. It is difficult for us to predict the impact of, if any, the implementation of the national security law will have on our business, as such impact will depend on future developments, which are highly uncertain and cannot be predicted.

Uncertainties in the interpretation and enforcement of PRC laws and regulations, which could change with little advance notice, could limit the legal protections available to us and materially affect our business operations and the value of our ordinary shares.

The PRC legal system is based on written statutes and prior court decisions have limited value as precedents. Since these laws and regulations are relatively new and the PRC legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules, which could change with little advance notice, are not always uniform and enforcement of these laws, regulations and rules involves uncertainties.

We may have to resort to administrative and court proceedings to enforce our legal rights from time to time. However, since PRC administrative and court authorities are authorized by laws and regulations to have significant discretion in interpreting and implementing statutory and contractual terms, it may be

more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy, which could materially affect our business operations. Furthermore, the PRC legal system is based partly on government policies and internal rules (some of which are not published in a timely manner or at all) that may have a retroactive effect. As a result, we may not be aware of our violation of these policies and rules until sometime after the violation. Such uncertainties, including uncertainty over the scope and effect of our contractual, property (including intellectual property) and procedural rights, could materially and adversely affect our business and impede our ability to continue our operations.

The recent spate of government interference by the PRC government into business activities of U.S. listed Chinese companies may negatively impact our operations, value of our securities and/or significantly limit or completely hinder our ability to offer future securities to investors and cause the value of such securities to significantly decline or be worthless.

Recently, the PRC government announced that it would step up supervision of Chinese firms listed offshore. Under the new measures, China will increase regulation of cross-border data flows and security, crack down on illegal activity in the securities market and punish fraudulent securities issuance, market manipulation and insider trading. China will also check sources of funding for securities investment and control leverage ratios. The CAC has also opened a cybersecurity probe into several large U.S.-listed technology companies focusing on anti-monopoly, financial technology regulation and more recently, with the passage of the Data Security Law, how companies collect, store, process and transfer data. If we are subject to such a probe or if we are required to comply with stepped-up supervisory requirements, valuable time from our management and money may be expended in complying and/or responding to the probe and requirements, thus diverting valuable resources and attention away from our operations. This may, in turn, negatively impact our operations.

Further, given the PRC government's significant oversight and discretion over the conduct of our business operations in Hong Kong and the PRC, the PRC government may intervene or influence our operations at any time, which could result in a material change in our operations and consequently, the value of our ordinary shares. The PRC government could also significantly limit or completely hinder our ability to offer future securities to investors and cause the value of such securities to significantly decline or be worthless.

We may be subject to laws and regulations regarding data protection in Hong Kong, and any failure to comply with applicable laws and obligations could have a material and adverse effect on our business, financial condition and results of operations.

We may be subject to a variety of laws and other obligations regarding data protection in Hong Kong. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "PDPO") came into force on December 20, 1996. The PDPO states that any person who controls the collection, holding, processing or use of personal data (the

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“data user”) shall not do any act, or engage in a practice, that contravenes any of the data protection principles set out in Schedule 1 to the PDPO (the “Data Protection Principles”) unless the act or practice, as the case may be, is required or permitted under the PDPO. Personal data means any data (a) relating directly or indirectly to a living individual; (b) from which it is practicable for the identity of the individual to be directly or indirectly ascertained; and (c) in a form in which access to or processing of the data is practicable.

The Data Protection Principles set out that (1) personal data must be collected in a lawful and fair way, for a purpose directly related to a function or activity of the data user. Data subjects must be notified of the purpose for which the data is to be used and the classes of persons to whom the data may be transferred. Data collected should be adequate but not excessive; (2) personal data must be accurate and should not be kept for a period longer than necessary for the fulfillment of the purpose for which the data is or is to be used; (3) personal data must be used for the purpose for which the data is collected or for a directly related purpose unless voluntary and explicit consent with a new purpose is obtained from the data subject; (4) a data user shall take practicable steps to safeguard any personal data held against unauthorized or accidental access, processing, erasure, loss or use; (5) a data user shall take practicable steps to ensure that its policies and practices in relation to personal data, the kind of personal data it holds and the main purposes for which the personal data is or is to be used for are made known to the public; and (6) a data shall be entitled to request access to personal data and must be allowed to correct the personal data if it is inaccurate.

Moreover, the Personal Data (Privacy) (Amendment) Ordinance 2021 (the “PDPAO”) came into effect on October 8, 2021. It amends the PDPO, particularly to: (i) criminalize doxing, i.e., unconsented disclosure of personal information of targeted individuals and groups; (ii) introduce a cessation notice regime to tackle doxing with extra-territorial reach; and (iii) substantially expand the investigation and enforcement powers of the Privacy Commissioner for Personal Data, in contexts beyond doxing.

Our directors are of the view that we are not likely to be in breach of the PDPO and the PDPAO, for the following reasons: (i) using our products and services do not require providing users’ personal information and (ii) we possess a minimum amount of personal information, if any, in our business operations. Nonetheless, we are subject to laws and regulations relating to the collection, storage, use, processing, transmission, retention, security and transfer of personal information and other data. The interpretation and application of laws, regulations and standards on data protection and privacy are still uncertain and evolving. We cannot assure you that the governmental authorities will not interpret or implement the laws or regulations in ways that negatively affect us. We may be subject to investigations and inspections by government authorities regarding our compliance with laws and regulations on data privacy, and we cannot assure you that our practices will always fully comply with all applicable rules

and regulatory requirements. In addition, laws, regulations and standards on data protection and privacy continue to develop and may vary from jurisdiction to jurisdiction. Complying with emerging and changing international requirements may cause us to incur substantial costs or require us to change our business practices.

Our Hong Kong subsidiaries may be subject to restrictions on paying dividends or making other payments to us, which may restrict their ability to satisfy liquidity requirements, fund operations or for other use outside of Hong Kong, conduct business and pay dividends to holders of our ordinary shares. Dividends payable to our foreign investors and gains on the sale of our shares of ordinary shares by our foreign investors may become subject to tax by the PRC.

SU Group is a holding company incorporated in Cayman Islands with its operating subsidiaries located in Hong Kong. Accordingly, most of our cash is maintained in HK\$. We conduct no other business and, as a result, we depend entirely upon our Hong Kong operating subsidiaries' earnings and cash flow. If we decide in the future to pay dividends, as a holding company, our ability to pay dividends and meet other obligations depends upon the receipt of dividends or other payments from our operating subsidiaries. There are currently no restrictions on transferring funds between our Cayman Islands holding company and our operating subsidiaries in Hong Kong or limitations on the ability of our Hong Kong subsidiaries to issue dividends or other distributions to their overseas shareholders. However, we cannot assure you that the oversight of the PRC government will not be extended to companies operating in Hong Kong like our Hong Kong operating subsidiaries. If certain PRC laws and regulations, including existing laws and regulations and those enacted or promulgated in the future, were to become applicable to our operating subsidiaries in Hong Kong, and to the extent our cash or assets in the business is in Hong Kong or a Hong Kong entity, such funds or assets may not be available to fund operations or for other use outside of Hong Kong due to interventions in or the imposition of restrictions and limitations by the PRC government on our and our operating subsidiaries' ability to transfer funds or assets. Any such restrictions and limitations may adversely affect our ability to finance our cash requirements, service

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debt or make dividends or other distributions to our shareholders and could result in a material adverse change to our business operations, our prospects, financial condition, and results of operations, and could cause our ordinary shares to significantly decline in value or become worthless.

Our business, financial condition and results of operations, and/or the value of our ordinary shares or our ability to offer or continue to offer securities to investors may be materially and adversely affected to the extent the laws and regulations of the PRC become applicable to a company such as us.

We do not provide any security-related engineering services, security guarding and screening services or related vocational training services in mainland China or solicit customers or collect, store or process

any personal data of any customer in mainland China, and are not regulated by any regulator in mainland China. As a result, the laws and regulations of the PRC do not currently have any material impact on our business, financial condition and results of operations. However, as we operate in Hong Kong, there is no guarantee that if certain existing or future laws of the PRC become applicable to a company such as us, it will not have a material adverse impact on our business, financial condition and results of operations and/or our ability to offer or continue to offer securities to investors, any of which may cause the value of our ordinary shares to significantly decline or be worthless.

The Basic Law provides that national laws of the PRC do not apply in Hong Kong unless they are listed in Annex III of the Basic Law and applied locally by promulgation or local legislation. National laws that may be listed in Annex III are currently limited under the Basic Law to those which fall within the scope of defense and foreign affairs as well as other matters outside the limits of the autonomy of Hong Kong. National laws relating to data protection, cybersecurity and the anti-monopoly have not been listed in Annex III and so do not apply directly to Hong Kong. While the National People's Congress of the PRC has the power to amend the Basic Law, the Basic Law also expressly provides that no amendment to the Basic Law shall contravene the established basic policies of the PRC regarding Hong Kong.

The laws and regulations in the PRC are evolving, and their enactment timetable, interpretation and implementation involve significant uncertainties. There is no assurance that certain laws of the PRC, including existing laws and regulations and those enacted or promulgated in the future, will not be applicable to our Hong Kong subsidiaries due to change in the current political arrangements between mainland China and Hong Kong or other reasons whether foreseeable or not presently foreseeable. To the extent any PRC laws and regulations become applicable to us, we may be subject to the risks and uncertainties associated with the legal system in the PRC, including with respect to the enforcement of laws and the possibility of changes of rules and regulations with little or no advance notice.

We may also become subject to the laws and regulations of the PRC to the extent we commence business and customer facing operations in mainland China as a result of any future acquisition, expansion or organic growth.

Under the HFCAA, our ordinary shares may be prohibited from being traded on any U.S. securities exchange, including the New York Stock Exchange and Nasdaq, or through any other trading method within the SEC's regulatory jurisdiction, if our auditor is not inspected by the PCAOB for three consecutive years, and this ultimately could result in trading in our ordinary shares being prohibited. Furthermore, the AHFCAA amends the HFCAA and requires the SEC to prohibit an issuer's securities from trading on any U.S. stock exchanges if its auditor is not subject to PCAOB inspections for two consecutive years instead of three.

As part of a continued regulatory focus in the United States on access to audit and other information currently protected by national law, in particular China's, in June 2019, a bipartisan group of lawmakers

introduced bills in both houses of Congress that would require the SEC to maintain a list of issuers for which the PCAOB is not able to inspect or investigate an auditor report issued by a foreign public accounting firm. The Ensuring Quality Information and Transparency for Abroad-Based Listings on our Exchanges (EQUITABLE) Act prescribes increased disclosure requirements for such issuers and, beginning in 2025, the delisting from national securities exchanges of issuers included for three consecutive years on the SEC's list. On May 20, 2020, the U.S. Senate passed S. 945, the HFCAA. The HFCAA was approved by the U.S. House of Representatives on December 2, 2020. On December 18, 2020, the former U.S. president signed into law the HFCAA. In essence, the HFCAA requires the SEC to prohibit foreign companies from listing securities on U.S. securities exchanges or trading through any other trading method within the SEC's regulatory jurisdiction, if a company retains a foreign accounting firm that cannot be inspected by the PCAOB for three consecutive years, beginning in 2021. The enactment of the HFCAA and any additional rulemaking efforts to increase U.S. regulatory access to audit information could cause investor uncertainty for affected issuers, including us, and the market price of our ordinary shares could be adversely affected, and our ordinary shares could

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be prohibited from being traded on any U.S. national securities exchange, or through any other trading method within the SEC's regulatory jurisdiction, if it is unable to cure the situation to meet the PCAOB inspection requirement in time. On March 24, 2021, the SEC adopted interim final rules relating to the implementation of certain disclosure and documentation requirements of the HFCAA. We will be required to comply with these rules if the SEC identifies it as having a "non-inspection" year under a process to be subsequently established by the SEC. The SEC is assessing how to implement other requirements of the HFCAA, including the listing and trading prohibition requirements described above. If we fail to meet the new rules before the deadline specified thereunder, we could face possible prohibition from trading on Nasdaq, deregistration from the SEC and/or other risks, which may materially and adversely affect, or effectively terminate, our ordinary shares trading in the United States. On December 2, 2021, the SEC issued amendments to finalize rules implementing the submission and disclosure requirements in the HFCAA. The rules apply to registrants that the SEC identifies as having filed an annual report with an audit report issued by a registered public accounting firm that is located in a foreign jurisdiction and that PCAOB is unable to inspect or investigate completely because of a position taken by an authority in foreign jurisdictions.

Furthermore, on June 22, 2021, the U.S. Senate passed the AHFCAA, which, if enacted, would amend the HFCAA and require the SEC to prohibit an issuer's securities from trading on any U.S. stock exchanges if its auditor is not subject to PCAOB inspections for two consecutive years instead of three. On September 22, 2021, the PCAOB adopted a final rule implementing the HFCAA, which provides a framework for the PCAOB to use when determining, as contemplated under the HFCAA, whether the

PCAOB is unable to inspect or investigate completely registered public accounting firms located in a foreign jurisdiction because of a position taken by one or more authorities in that jurisdiction. On December 16, 2021, the PCAOB issued a Determination Report which found that the PCAOB is unable to inspect or investigate completely registered public accounting firms headquartered in: (i) China, and (ii) Hong Kong. On August 26, 2022, the PCAOB announced that it had signed the Statement of Protocol with the CSRC and the Ministry of Finance of China. The terms of the Statement of Protocol would grant the PCAOB complete access to audit work papers and other information so that it may inspect and investigate PCAOB-registered accounting firms headquartered in mainland China and Hong Kong. On December 15, 2022, the PCAOB announced that it has secured complete access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong and voted to vacate the previous 2021 determination report to the contrary. Notwithstanding the foregoing, in the future, if there is any regulatory change or step taken by PRC regulators that does not permit our auditor to provide audit documentations located in China to the PCAOB for inspection or investigation, investors may be deprived of the benefits of such inspection. Any audit reports not issued by auditors that are completely inspected by the PCAOB, or a lack of PCAOB inspections of audit work undertaken in mainland China that prevents the PCAOB from regularly evaluating our auditors' audits and their quality control procedures, could result in a lack of assurance that our financial statements and disclosures are adequate and accurate, then such lack of inspection could cause our ordinary shares to be delisted from the stock exchange. On December 29, 2022, the Consolidated Appropriations Act was signed into law. The Consolidated Appropriations Act contains, among other things, an identical provision to AHFCAA, which reduces the number of consecutive non-inspection years required for triggering the prohibitions under the HFCAA from three years to two.

The audit report included in this prospectus was issued by Marcum Asia, a U.S. based accounting firm that is registered with the PCAOB and has been inspected by the PCAOB on a regular basis, with the last inspection in 2020. Marcum Asia was not subject to the determinations announced by the PCAOB on December 16, 2021. We have no intention of dismissing Marcum Asia in the future or engaging any auditor not based in the U.S. and not subject to regular inspection by the PCAOB. There is no guarantee, however, that any future auditor engaged by us would remain subject to full PCAOB inspection during the entire term of our engagement. If it is later determined that the PCAOB is unable to inspect or investigate our auditor completely, investors may be deprived of the benefits of such inspection. Any audit reports not issued by auditors that are completely inspected by the PCAOB, or a lack of PCAOB inspections of audit work undertaken in mainland China or Hong Kong that prevents the PCAOB from regularly evaluating our auditors' audits and their quality control procedures, could result in a lack of assurance that our financial statements and disclosures are adequate and accurate.

The SEC may propose additional rules or guidance that could impact us if our auditor is not subject to PCAOB inspection. For example, on August 6, 2020, the President's Working Group on Financial Markets, or the PWG, issued the Report on Protecting United States Investors from Significant Risks from Chinese Companies to the then President of the United States. This report recommended the SEC

implement five recommendations to address companies from jurisdictions that do not provide the PCAOB with sufficient access to fulfil its statutory mandate. Some of the concepts of these recommendations were implemented with the enactment of the HFCAA. However, some of the recommendations were more stringent than the HFCAA. For example, if a company's auditor was not subject to PCAOB inspection, the report recommended that the transition period before a company would be delisted would end on January 1, 2022.

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The SEC has announced that the SEC staff is preparing a consolidated proposal for the rules regarding the implementation of the HFCAA and to address the recommendations in the PWG report. It is unclear when the SEC will complete its rulemaking and when such rules will become effective and what, if any, of the PWG recommendations will be adopted. The implications of this possible regulation in addition to the requirements of the HFCAA are uncertain. Such uncertainty could cause the market price of our ordinary shares to be materially and adversely affected, and our ordinary shares could be delisted and prohibited from being traded on the national securities exchange earlier than would be required by the HFCAA. If our ordinary shares are unable to be listed on another securities exchange by then, such a delisting would substantially impair your ability to sell or purchase our ordinary shares when you wish to do so, and the risk and uncertainty associated with a potential delisting would have a negative impact on the price of our ordinary shares. Furthermore, new laws, regulations, and policies, or changes in laws, regulations, and policies, in both the United States and China could affect our ability to list our securities on Nasdaq, which could materially impair the market for and the market price of our securities.

If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve the matter, which could harm our business operations and our reputation and could result in a loss of your investment in our shares, especially if such matter cannot be addressed and resolved favorably.

U.S. public companies that have substantially all of their operations in China have been the subject of intense scrutiny, criticism and negative publicity by investors, financial commentators and regulatory agencies, such as the SEC. Much of the scrutiny, criticism and negative publicity has centered around financial and accounting irregularities, a lack of effective internal controls over financial accounting and reporting, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. As a result of the scrutiny, criticism and negative publicity, the publicly traded securities of many U.S.-listed Chinese companies have sharply decreased in value and, in some cases, have become virtually worthless. Many of these companies are now subject to shareholder lawsuits and SEC enforcement actions and are conducting internal and external investigations into the allegations. It is not clear what effect this sector-wide scrutiny, criticism and negative publicity will have on our company and our business. If we become the subject of any unfavorable allegations, whether such

allegations are proven to be true or untrue, we may have to expend significant resources to investigate such allegations and/or defend us. This situation may be a major distraction to our management. If such allegations are not proven to be groundless, our company and business operations will be severely hampered and your investment in our ordinary shares could be rendered worthless. In addition, major issues with other U.S.-listed Chinese companies in the future, could have a negative effect on the value of your investment, even though we are not involved.

Because our operations are based in Hong Kong, we are subject to the laws, regulations and policies of the Hong Kong government as well as the influence of the PRC government. Our ability to operate in Hong Kong may be harmed by changes in its laws and regulations, including those relating to taxation, environmental regulations, land use rights, property and other matters.

As such, our business may be subject to various government and regulatory interference. We could be subject to regulation by various political and regulatory entities, including various local and municipal agencies and government sub-divisions. We may incur increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. Our business operations could be adversely affected, directly or indirectly, by existing or future laws and regulations relating to our business or industry. Given that the PRC government may intervene or influence over our operations at any time with little to no advanced notice, it could result in a material change in our operation and the value of our ordinary shares. Given recent statements by the PRC government indicating an intent to exert more oversight and control over offerings that are conducted overseas, any such action could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of our ordinary shares to significantly decline or be worthless.

Furthermore, it is uncertain when and whether we will be required to obtain permission from the PRC government for this offering or any future application to have our ordinary shares list on a U.S. stock exchange, and even when such permission is obtained, whether it will be denied or rescinded. Although we are currently not required to obtain permission from any PRC regulatory authorities and has not received any denial to list on a U.S. exchange, our operations could be adversely affected, directly or indirectly, by existing or future laws and regulations relating to its business or industry. As a result, our ordinary shares may decline in value dramatically or even become worthless should we become subject to new requirement to obtain permission from the PRC government to list on a U.S. exchange in the future.

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Recently, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council jointly issued the Opinions on Severe and Lawful Crackdown on Illegal Securities Activities, which were available to the public on July 6, 2021. These opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas

listings by China-based companies. These opinions proposed to take effective measures, such as promoting the construction of relevant regulatory systems, to deal with the risks and incidents facing China-based overseas-listed companies and the demand for cybersecurity and data privacy protection. On February 17, 2023, the CSRC promulgated the Trial Measures and five supporting guidelines, which became effective on March 31, 2023. According to the Trial Measures, among other requirements, any domestic companies that seek to offer or list securities overseas, including those indirect overseas offerings and listings which meet certain conditions, should fulfil the filing procedures with the CSRC. On June 10, 2021, the SCNPC promulgated the PRC Data Security Law, which took effect in September 2021. The PRC Data Security Law imposes data security and privacy obligations on entities and individuals carrying out data activities and introduces a data classification and hierarchical protection system. The PRC Data Security Law also provides for a national security review procedure for data activities that may affect national security and imposes export restrictions on certain data and information. On November 14, 2021, the CAC released the Data Security Management Regulations Draft for public comments, which stipulates that data handlers that process the personal information of more than one million users listing in a foreign country should apply for a cybersecurity review. The comment period expired on December 13, 2021. On December 28, 2021, the CAC, together with 12 other governmental departments of the PRC, jointly promulgated the Measures for Cybersecurity Review (2021), which became effective on February 15, 2022. The Measures for Cybersecurity Review (2021) provides that, in addition to operators of critical information infrastructure that intend to purchase Internet products and services, data handlers engaging in data processing activities that affect or may affect national security must be subject to cybersecurity review by the Cybersecurity Review Office of the PRC. The Measures for Cybersecurity Review (2021) further requires that critical information infrastructure operators and data processing operators that possess personal data of at least one million users must apply for a review by the Cybersecurity Review Office of the PRC before conducting listings in foreign countries. While we believe that our operations are not affected by this, as these laws, regulations and opinions were recently issued, official guidance and interpretation of the opinions remain unclear in several respects at this time. Therefore, we cannot assure you that we will remain fully compliant with all new regulatory requirements of these opinions or any future implementation rules on a timely basis, or at all.

It may be difficult for shareholders to enforce any judgment obtained in the United States against us, which may limit the remedies otherwise available to our shareholders.

Substantially all of our assets are located in Hong Kong. Moreover, five out of six of our current and proposed directors and officers following the effectiveness of our registration statement on Form F-1 will be Chinese nationals/Hong Kong residents. All or a substantial portion of their assets are located outside the United States. As a result, it may be difficult for our shareholders to effect service of process within the United States upon our subsidiaries or any individuals. In addition, there is uncertainty as to whether the courts of Hong Kong or the PRC would recognize or enforce judgments of U.S. courts obtained against us or our directors and/or officers predicated upon the civil liability provisions of Hong Kong

against us or such persons predicated upon the securities laws of the United States or any state thereof. It is unclear if extradition treaties now in effect between the United States and the PRC would permit effective enforcement against us or our directors and/or officers of criminal penalties under the United States federal securities laws or otherwise.

In addition, the recognition and enforcement of foreign judgments are provided for under the PRC Civil Procedures Law. PRC courts may recognize and enforce foreign judgments in accordance with the requirements of the PRC Civil Procedures Law based either on treaties between China and the country where the judgment is made or on principles of reciprocity between jurisdictions. China does not have any treaties or other forms of written arrangement with the United States that provide for the reciprocal recognition and enforcement of foreign judgments. In addition, according to the PRC Civil Procedures Law, the PRC courts will not enforce a foreign judgment against us or our directors and/or officers if they decide that the judgment violates the basic principles of PRC laws or national sovereignty, security, or public interest. As a result, it is uncertain whether and on what basis a PRC court would enforce a judgment rendered by a court in the United States.

It may also be difficult for you or overseas regulators to conduct investigations or collect evidence within China. For example, in China, there are significant legal and other obstacles to obtaining information needed for shareholder investigations or litigation outside China or otherwise with respect to foreign entities. Although the authorities in

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China may establish a regulatory cooperation mechanism with its counterparts of another country or region to monitor and oversee cross-border securities activities, such regulatory cooperation with the securities regulatory authorities in the United States may not be efficient in the absence of a practical cooperation mechanism. Furthermore, according to Article 177 of the PRC Securities Law, or “Article 177,” which became effective in March 2020, no overseas securities regulator is allowed to directly conduct investigations or evidence collection activities within the territory of the PRC. Article 177 further provides that Chinese entities and individuals are not allowed to provide documents or materials related to securities business activities to foreign agencies without prior consent from the securities regulatory authority of the State Council and the competent departments of the State Council. While detailed interpretation of or implementing rules under Article 177 have yet to be promulgated, the inability for an overseas securities regulator to directly conduct investigation or evidence collection activities within China may further increase difficulties faced by you in protecting your interests.

The market price for our ordinary shares could be adversely affected by increased tensions between the United States and China.

There have been heightened tensions in the economic and political relations between the United States and China. On June 30, 2020, the SCNPC issued the Law of the People's Republic of China on Safeguarding National Security in the Hong Kong Special Administrative Region. This law defines the duties and government bodies of Hong Kong for safeguarding national security and four categories of offences: secession, subversion, terrorist activities and collusion with a foreign country or external elements to endanger national security and their corresponding penalties. On July 14, 2020, U.S. President Donald Trump signed the Hong Kong Autonomy Act, or HKAA, into law, authorizing the U.S. administration to impose blocking sanctions against individuals and entities who are determined to have materially contributed to the erosion of Hong Kong's autonomy. On August 7, 2020, the U.S. government imposed HKAA-authorized sanctions on 11 individuals, including then Hong Kong Chief Executive Carrie Lam. The HKAA further authorizes secondary sanctions, including the imposition of blocking sanctions, against foreign financial institutions that knowingly conduct a significant transaction with foreign persons sanctioned under this authority. The imposition of sanctions such as those provided in the HKAA is in practice discretionary and highly political, especially in a relationship as extensive and complex as that between the United States and China. It is difficult to predict the full impact of the HKAA on Hong Kong and companies like us. Furthermore, legislative or administrative actions in respect of Sino-U.S. relations could cause investor uncertainty for affected issuers, including us, and the market price of our ordinary shares could be adversely affected.

Risks Related to this Offering and Ownership of Our Ordinary Shares

The trading price of our ordinary shares may be volatile, which could result in substantial losses to investors.

The trading price of our ordinary shares may be volatile and could fluctuate widely due to factors beyond our control. The market price for our ordinary shares may be subject to wide fluctuations in response to factors including the following:

- regulatory developments affecting us or our industry;
- actual or anticipated fluctuations in our results of operations and changes or revisions of our expected results;
- changes in financial estimates by securities research analysts;
- conditions in the market for intermediary services;
- announcements by us or our competitors of new product and/or service offerings, acquisitions, strategic relationships, joint ventures, capital raisings or capital commitments;
- additions to or departures of our senior management;
- fluctuations of exchange rates;

- release or expiry of lock-up or other transfer restrictions on our outstanding shares;

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- political or legal actions taken or restrictions imposed by the government in mainland China and Hong Kong; and
- sales or perceived potential sales of additional ordinary shares.

Any of these factors may result in large and sudden changes in the volume and price at which our ordinary shares will trade.

In the past, shareholders of public companies have often brought securities class action suits against those companies following periods of instability in the market price of their securities. If we were involved in a class action suit, it could divert a significant amount of our management's attention and other resources from our business and operations and require us to incur significant expenses to defend the suit, which could harm our results of operations. Any such class action suit, whether or not successful, could harm our reputation and restrict our ability to raise capital in the future. In addition, if a claim is successfully made against us, we may be required to pay significant damages, which could have a material adverse effect on our financial condition and results of operations.

There is no active trading market for our ordinary shares and there can be no assurance any market will develop or that the trading price will not decline below the price paid by investors.

We have applied to have our ordinary shares listed on Nasdaq under the symbol "SUGP." Prior to the completion of this offering, there has been no public market for our ordinary shares, and we cannot assure you that a liquid public market for our ordinary shares will develop. If an active public market for our ordinary shares does not develop following the completion of this offering, the market price and liquidity of our ordinary shares may be materially and adversely affected. The initial public offering price for our ordinary shares was determined by negotiation between us and the underwriters based upon several factors, and we can provide no assurance that the trading price of our ordinary shares after this offering will not decline below the initial public offering price. As a result, investors in our ordinary shares may experience a significant decrease in the value of their securities.

As a "controlled company" under the rules of Nasdaq, we may choose to exempt our company from certain corporate governance requirements that could have an adverse effect on our public shareholders.

Our directors and officers beneficially own a majority of the voting power of our issued and outstanding ordinary shares. Under Nasdaq Rule 4350(c), a company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company" and may elect not to

comply with certain corporate governance requirements, including the requirement that a majority of our directors be independent, as defined in the Nasdaq Rules, and the requirement that our compensation and nominating and corporate governance committees consist entirely of independent directors. Although we do not intend to rely on the “controlled company” exemption under the Nasdaq listing rules, we could elect to rely on this exemption in the future. If we elect to rely on the “controlled company” exemption, a majority of the members of our board of directors might not be independent directors and our nominating and corporate governance and compensation committees might not consist entirely of independent directors. Accordingly, during any time while we remain a controlled company relying on the exemption and during any transition period following a time when we are no longer a controlled company, you would not have the same protections afforded to shareholders of companies that are subject to all of the Nasdaq corporate governance requirements. Our status as a “controlled company” could cause our ordinary shares to look less attractive to certain investors or otherwise harm our trading price.

Our directors and officers will collectively own an aggregate of 72.91% of the total voting power of our outstanding ordinary shares immediately after the completion of this offering, assuming the underwriters do not exercise their option to purchase additional shares.

Our directors and officers will collectively own an aggregate of 72.91% of the total voting power of our outstanding ordinary shares immediately after the completion of this offering, assuming the underwriters do not exercise their option to purchase additional shares. These beneficial owners could have significant influence on determining the outcome of any corporate transaction or other matter submitted to the shareholders for approval, including mergers, consolidations, the election of directors and other significant corporate actions. In cases where their interests are aligned and they vote together, these beneficial owners will also have the power to prevent or cause a change in control. Without the consent of some or all of these shareholders, we may be prevented from entering into transactions that could be beneficial to us or our minority shareholders. The interests of these beneficial owners may differ from the

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interests of our other shareholders. The concentration in the ownership of our ordinary shares may cause a material decline in the value of our ordinary shares. For more information regarding our beneficial owners and their affiliated entities, see “Principal Shareholders.”

Because we do not expect to pay dividends in the foreseeable future after this offering, you must rely on price appreciation of our ordinary shares for return on your investment.

We currently intend to retain all of our available funds and any future earnings after this offering to fund the development and growth of our business. As a result, we do not expect to pay any cash dividends in

the foreseeable future. Therefore, you should not rely on an investment in our ordinary shares as a source for any future dividend income.

Our board of directors has complete discretion as to whether to distribute dividends. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on, among other things, our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. Accordingly, the return on your investment in our ordinary shares will likely depend entirely upon any future price appreciation of our ordinary shares. There is no guarantee that our ordinary shares will appreciate in value after this offering or even maintain the price at which you purchased our ordinary shares. You may not realize a return on your investment in our ordinary shares and you may even lose your entire investment.

Nasdaq may apply additional and more stringent criteria for our initial and continued listing because we plan to have a small public offering and insiders will hold a large portion of our listed securities.

Nasdaq Listing Rule 5101 provides Nasdaq with broad discretionary authority over the initial and continued listing of securities in Nasdaq and Nasdaq may use such discretion to deny initial listing, apply additional or more stringent criteria for the initial or continued listing of particular securities, or suspend or delist particular securities based on any event, condition, or circumstance that exists or occurs that makes initial or continued listing of the securities on Nasdaq inadvisable or unwarranted in the opinion of Nasdaq, even though the securities meet all enumerated criteria for initial or continued listing on Nasdaq. In addition, Nasdaq has used its discretion to deny initial or continued listing or to apply additional and more stringent criteria in the instances, including but not limited to: (i) where the company engaged an auditor that has not been subject to an inspection by PCAOB, an auditor that PCAOB cannot inspect, or an auditor that has not demonstrated sufficient resources, geographic reach, or experience to adequately perform the company's audit; (ii) where the company planned a small public offering, which would result in insiders holding a large portion of the company's listed securities. Nasdaq was concerned that the offering size was insufficient to establish the company's initial valuation, and there would not be sufficient liquidity to support a public market for the company; and (iii) where the company did not demonstrate sufficient nexus to the U.S. capital market, including having no U.S. shareholders, operations, or members of the board of directors or management. Our initial public offering will be relatively small and the insiders of our company will hold a large portion of the company's listed securities following the consummation of the offering. Nasdaq might apply the additional and more stringent criteria for our initial and continued listing, which might cause delay or even denial of our listing application.

Certain recent initial public offerings of companies with public floats comparable to our anticipated public float have experienced extreme volatility that was seemingly unrelated to the underlying

performance of the respective company. We may experience similar volatility, which may make it difficult for prospective investors to assess the value of our ordinary shares.

In addition to the risks addressed above in “— *The trading price of our ordinary shares may be volatile, which could result in substantial losses to investors,*” our ordinary shares may be subject to extreme volatility that is seemingly unrelated to the underlying performance of our business. Recently, companies with comparable public floats and initial public offering sizes have experienced instances of extreme stock price run-ups followed by rapid price declines, and such stock price volatility was seemingly unrelated to the respective company’s underlying performance. Although the specific cause of such volatility is unclear, our anticipated public float may amplify the impact the actions taken by a few shareholders have on the price of our ordinary shares, which may cause our share price to deviate, potentially significantly, from a price that better reflects the underlying performance of our business. Should our ordinary shares experience run-ups and declines that are seemingly unrelated to our actual or expected operating performance and financial condition or prospects, prospective investors may have difficulty assessing the rapidly changing value of

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our ordinary shares. In addition, investors of our ordinary shares may experience losses, which may be material, if the price of our ordinary shares declines after this offering or if such investors purchase shares of our ordinary shares prior to any price decline.

If securities or industry analysts do not publish research or reports about our business, or if they adversely change their recommendations regarding our ordinary shares, the market price for our ordinary shares and trading volume could decline.

The trading market for our ordinary shares will be influenced by research or reports that industry or securities analysts publish about our business. If one or more analysts who cover us downgrade our ordinary shares, the market price for our ordinary shares would likely decline. If one or more of these analysts cease to cover us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the market price or trading volume for our ordinary shares to decline.

Because the initial public offering price is substantially higher than the pro forma net tangible book value per share, you will experience immediate and substantial dilution.

If you purchase ordinary shares in this offering, you will pay more for each share than the corresponding amount paid by existing shareholders for their ordinary shares. As a result, you will experience immediate and substantial dilution of US\$3.74, or 83%, per share, representing the difference between our net tangible book value per share of US\$0.76 as of March 31, 2023, after giving effect to this offering and an assumed initial public offering price of US\$4.50 per share, which is the midpoint of the estimated

range of the initial public offering price. See “*Dilution*” for a more complete description of how the value of your investment in our ordinary shares will be diluted upon the completion of this offering.

You must rely on the judgment of our management as to the use of the net proceeds from this offering, and such use may not produce income or increase our share price.

We plan to use a significant portion of the net proceeds of this offering for strategic acquisitions. See “*Use of Proceeds*.” However, our management will have considerable discretion in the application of the net proceeds received by us. You will not have the opportunity, as part of your investment decision, to assess whether proceeds are being used appropriately. The net proceeds may be used for corporate purposes that do not improve our efforts to achieve or maintain profitability or increase our share price, or placed in investments that do not produce income or that lose value.

If we are classified as a passive foreign investment company, U.S. taxpayers who own our ordinary shares may have adverse U.S. federal income tax consequences.

A non-U.S. corporation such as us will be classified as a passive foreign investment company, which is known as a PFIC, for any taxable year if, for such year, either:

- At least 75% of our gross income for the year is passive income; or
- The average percentage of our assets (determined at the end of each quarter) during the taxable year which produces passive income or which are held for the production of passive income is at least 50%.

Passive income generally includes dividends, interest, rents, royalties (other than rents or royalties derived from the active conduct of a trade or business) and gains from the disposition of passive assets.

If we are determined to be a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U.S. taxpayer who holds our ordinary shares, the U.S. taxpayer may be subject to increased U.S. federal income tax liability and may be subject to additional reporting requirements.

Depending on the amount of cash we raise in this offering, together with any other assets held for the production of passive income, it is possible that, for our current taxable year or for any subsequent year, more than 50% of our assets may be assets which produce passive income. We will make this determination following the end of any particular tax year. Although the law in this regard is unclear, we treat our consolidated affiliated entities as being owned by us for U.S. federal income tax purposes, not only because we exercise effective control over the operation of such entities but also because we are entitled to substantially all of their economic benefits, and, as a result, we

consolidate their operating results in our consolidated financial statements. For purposes of the PFIC analysis, in general, a non-U.S. corporation is deemed to own its pro rata share of the gross income and assets of any entity in which it is considered to own, directly or indirectly, at least 25% of the equity by value.

Our status as a PFIC is a fact-intensive determination made on an annual basis. Accordingly, our U.S. counsel expresses no opinion with respect to our PFIC status and also expresses no opinion with regard to our expectations regarding our PFIC status.

For a more detailed discussion of the application of the PFIC rules to us and the consequences to U.S. taxpayers who own our ordinary shares if we were determined to be a PFIC, see “*Taxation — Certain U.S. Federal Income Tax Considerations — Passive Foreign Investment Company Rules.*”

The amended and restated memorandum and articles of association that we intend to adopt contain anti-takeover provisions that could have a material adverse effect on the rights of holders of our ordinary shares.

Some provisions of our amended and restated memorandum and articles of association which will become effective immediately prior to the completion of this offering may discourage, delay or prevent a change in control of our company or management that shareholders may consider favorable, including provisions that authorize our board of directors to issue shares at such times and on such terms and conditions as the board of directors may decide without any further vote or action by our shareholders.

Our Chairman of the board of directors and Chief Executive Officer, Mr. Chan Ming Dave, has a substantial influence over our company. His interests may not be aligned with the interests of our other shareholders, and he could prevent or cause a change of control or other transactions.

As of the date of this prospectus, Mr. Chan Ming Dave, our Chairman of the board of directors and our Chief Executive Officer, beneficially owns an aggregate of approximately 75.1% of our outstanding ordinary shares. Upon the completion of this offering, Mr. Chan will beneficially own approximately 9,016,800 ordinary shares, or approximately 68.1% of our outstanding ordinary shares.

Accordingly, Mr. Chan could have significant influence in determining the outcome of any corporate transaction or other matter submitted to the shareholders for approval, including mergers, consolidations, the appointment of directors and other significant corporate actions. Mr. Chan will also have the power to prevent or cause a change in control. Without the consent of Mr. Chan, we may be prevented from entering into transactions that could be beneficial to us or our minority shareholders. In addition, Mr. Chan could violate his fiduciary duties by diverting business opportunities from us to himself or others. The interests of Mr. Chan may differ from the interests of our other shareholders. The concentration in the ownership of our ordinary shares may cause a material decline in the value of our

ordinary shares. For more information regarding Mr. Chan and his affiliated entity, see “*Principal Shareholders.*”

You may face difficulties in protecting your interests, and your ability to protect your rights through U.S. courts may be limited, because we are incorporated under Cayman Islands law.

We are an exempted company incorporated under the laws of the Cayman Islands with limited liability. As a result, it may be difficult for investors to effect service of process within the United States upon our directors or officers, or enforce judgments obtained in the U.S. courts against our directors or officers.

Our corporate affairs are governed by our memorandum and articles of association, the Companies Act and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary duties of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from the common law of England, the decisions of whose courts are of persuasive authority, but are not binding, on a court in the Cayman Islands. The rights of our shareholders and the fiduciary duties of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a less developed body of securities laws than the United States. Some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have the standing to initiate a shareholder derivative action in a federal court of the United States.

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Shareholders of Cayman Islands exempted companies like us have no general rights under Cayman Islands law to inspect corporate records or to obtain copies of the register of members of these companies. Our amended and restated memorandum and articles of association that will become effective immediately prior to completion of this offering has provisions that provide our shareholders the right to inspect our register of members without charge, and to receive our annual audited financial statements. Subject to the foregoing, our directors have discretion to determine whether or not, and under what conditions, corporate records may be inspected by our shareholders, but are not obliged to make them available to our shareholders. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

As a result of all of the above, public shareholders may have more difficulty in protecting their interests in the face of actions taken by our management, members of the board of directors or controlling shareholders than they would as public shareholders of a company incorporated in the United States. For

a discussion of significant differences between the provisions of the Companies Act and the laws applicable to companies incorporated in the United States and their shareholders, see “*Description of Securities — Differences in Corporate Law.*”

You may be unable to present proposals before annual general meetings or extraordinary general meetings.

The Cayman Islands does not provide shareholders with any right to requisition a general meeting or to put any proposal before a general meeting. Further, shareholders have no right under the post-offering amended and restated memorandum and articles of association to requisition and convene general meetings of shareholders or to put any proposal before general meetings of shareholders.

Economic Substance Legislation in the Cayman Islands may have an impact on the Company.

The Cayman Islands, together with several other non-European Union jurisdictions, have introduced legislation aimed at addressing concerns raised by the Council of the European Union as to offshore structures engaged in certain activities which attract profits without real economic activity. The International Tax Co-operation (Economic Substance) Act (As Revised) (the “Substance Act”) came into force in the Cayman Islands in January 2019 introducing certain economic substance requirements for in-scope Cayman Islands entities which are engaged in certain “relevant activities.” As we are a Cayman Islands company, compliance obligations including filing annual notifications, which need to state whether our Company is carrying out any relevant activities and if so, whether our Company has satisfied economic substance tests to the extent required by the Substance Act. Failure to satisfy these requirements may subject us to penalties under the Substance Act.

We are an “emerging growth company” within the meaning of the Securities Act and may take advantage of certain reduced reporting requirements.

We are an “emerging growth company,” as defined in the JOBS Act, and we may take advantage of certain exemptions from requirements applicable to other public companies that are not emerging growth companies including, most significantly, not being required to comply with the auditor attestation requirements of Section 404 for so long as we are an emerging growth company.

The JOBS Act also provides that an emerging growth company does not need to comply with any new or revised financial accounting standards until such date that a private company is otherwise required to comply with such new or revised financial accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the extended transition period. As a result of this election, our future financial statements may not be comparable to other public companies that comply with the public company effective dates for these new or revised accounting standards.

We are a foreign private issuer within the meaning of the rules under the Exchange Act, and as such we are exempt from certain provisions applicable to U.S. domestic public companies.

Because we are a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the securities rules and regulations in the United States that are applicable to U.S. domestic issuers, including:

- the rules under the Exchange Act requiring the filing of quarterly reports on Form 10-Q or current reports on Form 8-K with the SEC;

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- the sections of the Exchange Act regulating the solicitation of proxies, consents, or authorizations in respect of a security registered under the Exchange Act;
- the sections of the Exchange Act requiring insiders to file public reports of their share ownership and trading activities and liability for insiders who profit from trades made in a short period of time; and
- the selective disclosure rules by issuers of material non-public information under Regulation FD.

We will be required to file an annual report on Form 20-F within four months of the end of each fiscal year. In addition, we intend to publish our results on a quarterly basis through press releases, distributed pursuant to the rules and regulations of Nasdaq. Press releases relating to financial results and material events will also be furnished to the SEC on Form 6-K. However, the information we are required to file with or furnish to the SEC will be less extensive and less timely compared to that required to be filed with the SEC by U.S. domestic issuers. As a result, you may not be afforded the same protections or information, which would be made available to you, were you investing in a U.S. domestic issuer.

We will incur significantly increased costs and devote substantial management time as a result of the listing of our ordinary shares.

We will incur additional legal, accounting and other expenses as a public reporting company, particularly after we cease to qualify as an emerging growth company. For example, we will be required to comply with the additional requirements of the rules and regulations of the SEC and the Nasdaq rules, including applicable corporate governance practices. We expect that compliance with these requirements will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. In addition, we expect that our management and other personnel will need to divert attention from operational and other business matters to devote substantial time to these public company requirements. We cannot predict or estimate the number of additional costs we may incur as a result of becoming a public company or the timing of such costs.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidelines are provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased selling, general and administrative expenses and a diversion of management's time and attention from revenues-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may also initiate legal proceedings against us and our business may be adversely affected.

If we fail to implement and maintain an effective system of internal controls or fail to remediate the material weaknesses in our internal control over financial reporting that have been identified, we may fail to meet our reporting obligations or be unable to accurately report our results of operations or prevent fraud, and investor confidence and the market price of our ordinary shares may be materially and adversely affected.

Prior to this offering, we have been a private company with limited accounting personnel and other resources with which to address our internal controls and procedures. Our independent registered public accounting firm has not conducted an audit of our internal control over financial reporting. However, in preparing our consolidated financial statements as of and for the years ended September 30, 2021 and 2022, and our unaudited condensed consolidated financial statements as of and for the six months ended March 31, 2022 and 2023, we have identified material weaknesses in our internal control over financial reporting, as defined in the standards established by the PCAOB and other control deficiencies. The material weaknesses identified included (i) a lack of accounting staff and resources with appropriate knowledge of U.S. GAAP and SEC reporting and compliance requirements as well as the lack in formal accounting policies and procedures manual to ensure proper financial reporting in accordance with U.S. GAAP and SEC reporting requirements and (ii) a lack of audit committee and independent directors to establish formal risk assessment process and internal control framework. Following the identification of the material weaknesses and control deficiencies, we plan to continue to take remedial measures including (i) hiring more qualified accounting personnel with relevant U.S. GAAP and SEC reporting experience and qualifications to strengthen the financial reporting function and to

set up a financial and system control framework; (ii) implementing regular and continuous U.S. GAAP accounting and financial reporting training programs for our accounting and financial reporting personnel; (iii) engaging an external consulting firm to assist us with assessment of Sarbanes-Oxley compliance requirements and improvement of overall internal control; and (iv) appointing independent directors, establishing an audit committee, and strengthening corporate governance. However, the implementation of these measures may not fully address the material weaknesses in our internal control over financial reporting. Our failure to correct the material weaknesses or our failure to discover and address any other material weaknesses or control deficiencies could result in inaccuracies in our financial statements and could also impair our ability to comply with applicable financial reporting requirements and related regulatory filings on a timely basis. As a result, our business, financial condition, results of operations and prospects, as well as the trading price of our ordinary shares, may be materially and adversely affected. Moreover, ineffective internal control over financial reporting significantly hinders our ability to prevent fraud.

Upon completion of this offering, we will become a public company in the United States subject to the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act of 2002 will require that we include a report of management on our internal control over financial reporting in our annual report on Form 20-F beginning with our annual report for the fiscal year ending September 30, 2024. In addition, once we cease to be an “emerging growth company,” as such term is defined in the JOBS Act, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Our management may conclude that our internal control over financial reporting is not effective. Moreover, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm, after conducting its own independent testing, may issue a report that is qualified if it is not satisfied with our internal controls or the level at which our controls are documented, designed, operated, or reviewed, or if it interprets the relevant requirements differently from us. In addition, after we become a public company, our reporting obligations may place a significant strain on our management, operational, and financial resources and systems for the foreseeable future. We may be unable to complete our evaluation testing and any required remediation in a timely manner.

If a limited number of participants in this offering purchase a significant percentage of the offering, the effective public float may be smaller than anticipated and the price of our ordinary shares may be volatile which could subject us to securities litigation and make it more difficult for you to sell your shares.

As a company conducting a relatively small public offering, we are subject to the risk that a small number of investors will purchase a high percentage of the offering. While the underwriters are required to sell shares in this offering to at least 300 round lot shareholders (a round lot shareholder is a shareholder who purchases at least 100 shares) in order to ensure that we meet the Nasdaq initial listing standards, we have not otherwise imposed any obligations on the underwriters as to the maximum number of shares

they may place with individual investors. If, in the course of marketing the offering, the underwriters were to determine that demand for our shares was concentrated in a limited number of investors and such investors determined to hold their shares after the offering rather than trade them in the market, other shareholders could find the trading and price of our shares affected (positively or negatively) by the limited availability of our shares. If this were to happen, investors could find our shares to be more volatile than they might otherwise anticipate. Companies that experience such volatility in their share price may be more likely to be the subject of securities litigation. In addition, if a large portion of our public float were to be held by a few investors, smaller investors may find it more difficult to sell their shares.

Nasdaq may delist our securities from trading on its exchange, which could limit investors' ability to make transactions in our securities and subject us to additional trading restrictions.

We have applied to have our ordinary shares listed on Nasdaq under the symbol "SUGP." We cannot guarantee that our securities will be approved for listing on Nasdaq; however, we will not complete this offering unless we are so listed. Although after giving effect to this offering we expect to meet, on a pro forma basis, the minimum initial listing standards set forth in the Nasdaq listing standards, we cannot assure you that our securities will be, or will continue to be, listed on Nasdaq in the future. In order to continue listing our securities on Nasdaq, we must maintain certain financial, distribution and stock price levels. Generally, we must maintain a minimum amount in shareholders' equity (generally US\$2,500,000) and a minimum number of holders of our securities (generally 300 public holders). Additionally, we will be required to demonstrate compliance with Nasdaq's initial listing requirements after this offering, which are more rigorous than Nasdaq's continued listing requirements, in order to continue to maintain the listing of our securities on Nasdaq. For instance, our share price would generally be required to be at least US\$4.00 per share, our shareholders' equity would generally be

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required to be at least US\$5.0 million and we would be required to have a minimum of 300 round lot holders of our securities (with at least 50% of such round lot holders holding securities with a market value of at least US\$2,500). We cannot assure you that we will continue to meet those initial listing requirements.

If Nasdaq delists our securities from trading on its exchange and we are not able to list our securities on another national securities exchange, we expect our securities could be quoted on an over-the-counter market. If this were to occur, we could face significant material adverse consequences, including:

- a limited availability of market quotations for our securities;
- reduced liquidity for our securities;

- a determination that our ordinary shares come within the definition of “penny stock” which will require brokers trading in our ordinary shares to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities;
- a limited amount of news and analyst coverage; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

The National Securities Markets Improvement Act of 1996, which is a federal statute, prevents or pre-empts the states from regulating the sale of certain securities, which are referred to as “covered securities.” Because we expect that our ordinary shares will be listed on Nasdaq, our ordinary shares will be covered securities. Although the states are pre-empted from regulating the sale of our securities, the federal statute does allow the states to investigate companies if there is a suspicion of fraud, and, if there is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that reflect our current expectations and views of future events. The forward-looking statements are contained principally in the sections entitled “*Prospectus Summary*,” “*Risk Factors*,” “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*,” “*Business*” and “*Regulations*.” Known and unknown risks, uncertainties and other factors, including those listed under “*Risk Factors*,” may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify some of these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “is/are likely to,” “potential,” “continue” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events that we believe may affect our financial condition, results of operations, business strategies and financial needs. These forward-looking statements include statements relating to:

- our dependence on the contracts from our recurring customers;
- our dependence on introducing new products and services on a timely basis;
- our dependence on growth in the demand for our products;
- our ability to win new contracts;

- our ability to manage relationship with our suppliers and any quality issues;
- our ability to estimate the risks, work progress, revenues or costs when we enter into contracts;
- our ability to manage labor shortage and labor costs;
- our ability to successfully manage our capacity expansion and allocation in response to changing industry and market conditions;
- implementation of our expansion plans and our ability to obtain capital resources for our planned growth;
- our ability to obtain or renew governmental registrations, approvals and licenses;
- our dependence on key personnel;
- our ability to expand into new businesses or industries and to undertake mergers, acquisitions, investments or divestments;
- changes in technology and competing products;
- general economic and political conditions, including those related to the integrated security-related services industry;
- possible disruptions in commercial activities caused by events such as natural disasters and terrorist activities;
- fluctuations in foreign currency exchange rates; and
- other factors in the “*Risk Factors*” section in this prospectus.

These forward-looking statements are subject to various and significant risks and uncertainties, including those which are beyond our control. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may later be found to be incorrect. The forward-looking statements made in this prospectus relate only to events or information as of the date on which the statements are made in this prospectus. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should thoroughly read this prospectus and the documents that we refer to herein with the understanding that our actual future results may be materially different from and worse than what we expect. We qualify all of our forward-looking statements by these cautionary statements. We disclaim any obligation to update our forward-looking statements, except as required by law.

This prospectus includes statistical and other industry and market data that we obtained from industry publications and research reports, surveys and studies conducted by third parties. Industry publications and third-party research reports, surveys and studies generally indicate that their information has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. Statistical data in these publications also include projections based on a number of assumptions. While we believe these industry publications and third-party research reports, surveys and studies are reliable, you are cautioned not to give undue weight to this information.

In addition, the new and rapidly changing nature of the integrated security-related services industry results in significant uncertainties for any projections or estimates relating to the growth prospects or future condition of our industry. Furthermore, if any one or more of the assumptions underlying the market data are later found to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on these forward-looking statements.

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USE OF PROCEEDS

We expect that we will receive net proceeds of approximately US\$3.5 million from this offering (or approximately US\$4.3 million if the underwriters exercise their option to purchase additional shares in full), assuming an initial public offering price of US\$4.50 per share, which is the midpoint of the estimated initial public offering price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. A US\$1.00 increase (decrease) in the assumed initial public offering price would increase (decrease) the net proceeds to us from this offering by approximately US\$1.2 million, after deducting the estimated underwriting discounts, non-accountable expense allowance and estimated aggregate offering expenses payable by us and assuming no change to the number of ordinary shares offered by us as set forth on the cover page of this prospectus.

We plan to use the net proceeds of this offering as follows:

- approximately 21.5% will be used for deepening our penetration of the security-related engineering services industry;
- approximately 6.0% will be used for strengthening our development capability and the enhancement of product offerings under our “SUNGATE” brand;
- approximately 13.5% will be used for the expansion of our security guarding services and the improvement of our operational efficiency and scalability;
- approximately 8.5% will be used to expand our related vocational training services;

- approximately 40.0% will be used to pursue strategic acquisitions and investment opportunities to strengthen our market position and further enhance our competitiveness in the security services industry; and
- approximately 10.5% will be used for general working capital.

The foregoing represents our current intentions to use and allocate the net proceeds of this offering based upon our present plans and business conditions. The precise amounts and percentage of proceeds we devote to particular categories of activity, and their priority of use, will depend on prevailing market and business conditions as well as on the nature of particular opportunities that may arise from time to time. Our management will have significant flexibility and discretion to apply the net proceeds of this offering. If an unforeseen event occurs or business conditions change, we may use the proceeds of this offering differently than as described in this prospectus.

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CAPITALIZATION

The following tables set forth our cash and cash equivalents and capitalization as of March 31, 2023:

- on an actual basis;
- on an as adjusted basis to reflect the issuance and sale of 1,250,000 shares (without exercise of the underwriters' over-allotment option), at an assumed initial public offering price of US\$4.50 per share, which is the midpoint of the estimated initial public offering price range set forth on the cover page of this prospectus, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us; and
- on an as adjusted basis to reflect the issuance and sale of 1,437,500 shares (with full exercise of the underwriters' over-allotment option) at an assumed initial public offering price of US\$4.50 per share, which is the midpoint of the estimated initial public offering price range set forth on the cover page of this prospectus, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us.

You should read the tables together with our consolidated financial statements and the related notes included elsewhere in this prospectus and the information under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

As of March 31, 2023		
Actual	As Adjusted with No	As Adjusted with Full

		Exercise of Over-Allotment Option ⁽¹⁾	Exercise of Over-Allotment Option ⁽²⁾
		(in US\$)	
Cash and cash equivalents	2,902,763	6,451,597	7,236,284
Shareholders' equity			
Ordinary shares (par value of HK\$0.01 per share; 75,000,000 ordinary shares authorized and 12,000,000 ordinary shares issued and outstanding as of March 31, 2023.)	15,287	16,879	17,118
Shares subscription receivables	(15,286)	(15,286)	(15,286)
Additional paid-in capital	1,233,274	4,780,516	5,564,964
Retained earnings	5,361,177	5,361,177	5,361,177
Total shareholders' equity and capitalization	<u>6,594,452</u>	<u>10,143,286</u>	<u>10,927,973</u>

- (1) We estimate that such net proceeds will be approximately US\$3.5 million based on the assumed offering price of US\$4.50 per ordinary share (the mid-point of the estimated public offering price range shown on the cover page of this prospectus), after deducting the estimated underwriting discounts and estimated offering expenses payable by us.
- (2) If the over-allotment option is exercised in full, based on an assumed initial public offering price of US\$4.50 per share (the mid-point of the estimated public offering price range shown on the cover page of this prospectus), the net proceeds to us from this offering will be approximately US\$4.3 million, after deducting the underwriting discounts and estimated offering expenses payable by us.

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DILUTION

If you invest in our ordinary shares, your interest will be diluted to the extent of the difference between the initial public offering price per ordinary share and the as adjusted net tangible book value per ordinary share after this offering. Dilution results from the fact that the per ordinary share offering price is substantially in excess of the net tangible book value per ordinary share attributable to the existing shareholders for our presently outstanding ordinary shares. Our net tangible book value attributable to shareholders as of March 31, 2023 was approximately US\$6.6 million or approximately US\$0.55 per ordinary share. Net tangible book value per ordinary share as of March 31, 2023 represents the amount

of total assets less intangible assets and total liabilities, divided by the number of ordinary shares outstanding.

We will have 13,250,000 ordinary shares outstanding upon completion of the offering (or 13,437,500 ordinary shares assuming the full exercise of the underwriters' option to purchase additional shares) based on the assumed offering price of US\$4.50 per ordinary share, which is the midpoint of the estimated range of the initial public offering price. Our as adjusted net tangible book value, which gives effect to receipt of the net proceeds from the offering and issuance of additional shares in the offering, but does not take into consideration any other changes in our net tangible book value after March 31, 2023, will be approximately US\$0.76 per ordinary share. This would result in dilution to investors in this offering of approximately US\$3.74 per ordinary share or approximately 83.1% from the assumed offering price of US\$4.50 per ordinary share, which is the midpoint of the estimated range of the initial public offering price. Net tangible book value per ordinary share would increase to the benefit of present shareholders by US\$0.21 per share attributable to the purchase of the ordinary shares by investors in this offering.

The following table sets forth the estimated net tangible book value per ordinary share after the offering and the dilution to investors purchasing ordinary shares in the offering.

	Offering With No Exercise of Option to Purchase Additional Shares		Offering With Full Exercise of Option to Purchase Additional Shares	
Assumed offering price per ordinary share	US\$	4.50	US\$	4.50
Net tangible book value per ordinary share as of March 31, 2023	US\$	0.55	US\$	0.55
Increase per ordinary share attributable to payments by new investors	US\$	0.21	US\$	0.26
As adjusted net tangible book value per ordinary share after the offering	US\$	0.76	US\$	0.81
Dilution per ordinary share to new investors	US\$	3.74	US\$	3.69

Assuming the underwriters' option to purchase additional shares is not exercised, each US\$1.00 increase or decrease in the assumed initial public offering price of US\$4.50 per ordinary share, which is the midpoint of the estimated range of the initial public offering price, would increase or decrease the as adjusted amount of total capitalization by US\$1.2 million, assuming that the number of ordinary shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting underwriting discounts and estimated offering expenses payable by us.

The following table summarizes on the as adjusted basis described above, the differences between the number of shares purchased from us, the total consideration paid and the weighted-average price per

share paid by existing shareholders and by investors purchasing shares in this offering at the assumed initial public offering price of US\$4.50 per share, the midpoint of the price range set forth on the cover page on this prospectus, before deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us:

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
		%	US\$	%	US\$
Existing shareholders	12,000,000	90.6%	1,233,275	18.0%	0.10
New investors	1,250,000	9.4%	5,625,000	82.0%	4.50
Total	13,250,000	100.0%	6,858,275	100.0%	0.52

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A US\$1.00 increase or decrease in the assumed initial public offering price of US\$4.50 per share, the midpoint of the price range set forth on the cover page of this prospectus, would increase or decrease the total consideration paid by new investors by US\$1.3 million and, in the case of an increase, would increase the percentage of total consideration paid by new investors to 84.8% and, in the case of a decrease, would decrease the percentage of total consideration paid by new investors to 78.0%, assuming that the number of shares offered by us, as set forth on the cover page of this Prospectus, remains the same. Similarly, an increase or decrease of 1 million ordinary shares offered by us would increase or decrease the total consideration paid by new investors by US\$4.5 million and, in the case of an increase, would increase the percentage of total consideration paid by new investors to 89.1% and, in the case of a decrease, would decrease the percentage of total consideration paid by new investors to 47.7%, assuming that the assumed initial public offering price remains the same.

If the underwriters exercise their option to purchase additional shares in full, our existing shareholders would own 89.3% and our new investors would own 10.7% of the total number of shares of our ordinary shares outstanding upon the completion of this offering.

The foregoing discussion and table above gives effect to the transactions described. To the extent that we issue additional shares in the future, there will be further dilution to new investors participating in this offering.

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ENFORCEABILITY OF CIVIL LIABILITIES

We are incorporated under the laws of the Cayman Islands as an exempted company with limited liability in order to enjoy the following benefits:

- political and economic stability;
- an effective judicial system;
- a favorable tax system;
- the absence of foreign exchange control or currency restrictions; and
- the availability of professional and support services.

However, certain disadvantages accompany incorporation in the Cayman Islands. These disadvantages include, but are not limited to, the following:

- the Cayman Islands has a less developed body of securities laws as compared to the United States and these securities laws provide significantly less protection to investors; and
- Cayman Islands companies may not have standing to sue before the federal courts of the United States.

Currently, substantially all of our operations are conducted outside the United States, and substantially all of our assets are located outside the United States. Our directors and officers are nationals or residents of Hong Kong and Canada. All of our directors and officers, including Mr. Chan Ming Dave, our CEO and Chairman of the board of directors, Mr. Kong Wing Fai, our director, Company Secretary, and Chief Financial Officer, Mr. Koo Lon Tien, our Chief Operating Officer, and our director nominees, Mr. To Hoi Pan, Mr. Mark Allen Brisson, and Ms. Tse Sui Man, are located in Hong Kong. As all of our directors and officers are nationals or residents of jurisdictions other than the United States, a substantial portion of their assets are located outside the United States. As a result, it may be difficult for a shareholder to effect service of process within the United States upon these persons, or to enforce against us or them judgments obtained in U.S. courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state in the United States.

We have appointed Puglisi & Associates, located at 850 Library Avenue, Suite 204, Newark, DE 19711, as our agent upon whom process may be served in any action brought against us under the securities laws of the United States.

Conyers Dill & Pearman, our counsel as to Cayman Islands law, and Watson Farley & Williams LLP, our counsel as to Hong Kong law, have advised us, respectively, that there is uncertainty as to whether the courts of the Cayman Islands and Hong Kong, respectively, would:

- recognize or enforce judgments of U.S. courts obtained against us or our directors or officers predicated upon the civil liability provisions of securities laws of the United States or any state in the United States; or

- entertain original actions brought in each respective jurisdiction against us or our directors or officers predicated upon the securities laws of the United States or any state in the United States.

Conyers Dill & Pearman has informed us that there is currently no statutory enforcement or treaty between the United States and the Cayman Islands providing for enforcement of judgments. A judgment obtained in the United States, however, may be recognized and enforced in the courts of the Cayman Islands at common law, without any re-examination on the merits of the underlying dispute, by an action commenced on the foreign judgment debt in the Grand Court of the Cayman Islands, provided such judgment: (i) is given by a foreign court of competent jurisdiction; (ii) imposes on the judgment debtor a liability to pay a liquidated sum for which the judgment has been given; (iii) is final; (iv) is not in respect of taxes, a fine or a penalty; and (v) was not obtained in a manner and is not of a kind the enforcement of which is contrary to natural justice or public policy of the Cayman Islands. Furthermore, it is uncertain that Cayman Islands courts would enforce: (1) judgments of U.S. courts obtained in actions against us or other persons that are predicated upon the civil liability provisions of the U.S. federal securities laws; or (2) original actions brought against us or other persons predicated upon the Securities Act. Conyers Dill & Pearman has informed us that there is uncertainty with regard to Cayman Islands law relating to whether a judgment obtained from the U.S. courts under civil liability provisions of the securities laws will be determined by the courts of the Cayman Islands as penal or punitive in nature.

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Our Hong Kong counsel, Watson Farley & Williams LLP, has advised us that Hong Kong has no arrangement for the reciprocal enforcement of judgments with the United States. As a result, there is uncertainty as to the enforceability in Hong Kong, in original actions or in actions for enforcement, of judgments of U.S. courts of civil liabilities predicated solely upon the federal securities laws of the United States or the securities laws of any State or territory within the United States.

A judgment of a court in the United States predicated upon U.S. federal or state securities laws may be enforced in Hong Kong at common law by bringing an action in a Hong Kong court on that judgment for the amount due thereunder, and then seeking summary judgment on the strength of the foreign judgment, provided that the foreign judgment, among other things, is (1) for a debt or a definite sum of money (not being taxes or similar charges to a foreign government taxing authority or a fine or other penalty) and (2) final and conclusive on the merits of the claim, but not otherwise. Such a judgment may not, in any event, be so enforced in Hong Kong if: (a) it was obtained by fraud; (b) the proceedings in which the judgment was obtained were opposed to natural justice; (c) its enforcement or recognition would be contrary to the public policy of Hong Kong; (d) the court of the United States was not jurisdictionally competent; or (e) the judgment was in conflict with a prior Hong Kong judgment.

[Table of Contents](#)**CORPORATE STRUCTURE**

On March 11, 2021, SU Group was incorporated as an exempted company with limited liability in the Cayman Islands as our holding company. SU Group directly holds all the share capital of SU Investment, a company incorporated in the BVI with limited liability on November 21, 2019. SU Investment directly holds (1) all the share capital of Shine Union, a company incorporated in Hong Kong with limited liability on January 2, 1998, and (2) all the share capital of Fortune Jet, a company incorporated in Hong Kong with limited liability on February 13, 2015. As described below, SU Group, through a series of transactions which is accounted for as a reorganization of entities under a common control (the “Reorganization”), became the ultimate parent entity of its subsidiaries. Our principal executive offices are located at Unit 01 – 03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong and our phone number is +852 2341-8183. We maintain a corporate website at www.sugroup.com.hk. The information contained in, or accessible from, our website or any other website does not constitute a part of this prospectus.

The history of our Group can be traced back to 1998 when Shine Union was incorporated in Hong Kong. Mr. Chan Ming Dave, our founder, has over 38 years of experience in the security engineering industries and business management.

The Reorganization involved: (i) the incorporation of SU Group under the laws of the Cayman Islands on March 11, 2021; (ii) the incorporation of SU Group’s wholly-owned subsidiary, SU Investment, under the laws of the BVI on November 21, 2019; (iii) the incorporation of Exceptional Engineering Limited on March 2, 2021, a limited liability company established under the laws of BVI; and (iv) the transfer of all equity ownership of SU Investment to SU Group from Mr. Chan Ming Dave on April 16, 2021.

On July 26, 2019, the then sole shareholder of Fortune Jet transferred 10,000 shares of Fortune Jet, representing the entire issued share capital of Fortune Jet, to Shine Union, for consideration of HK\$1,400,000.

Immediately before the Reorganization, (i) Mr. Chan Ming Dave legally and beneficially owned the entire issued share capital of SU Investment, (ii) SU Investment legally and beneficially owned the entire issued share capital of Shine Union and (iii) SU Investment legally and beneficially owned 90.0% of the issued share capital of Fortune Jet.

On December 9, 2019, Shine Union transferred 9,000 shares of Fortune Jet, representing 90.0% of the issued share capital of Fortune Jet, to SU Investment, an investment holding company of our Group which was then wholly owned by Mr. Chan Ming Dave, for consideration of HK\$9,000. At the time of the above transfer, both Shine Union and SU Investment were wholly beneficially owned by Mr. Chan

Ming Dave. On the same day, Shine Union also transferred 1,000 shares of Fortune Jet, representing 10.0% of the issued share capital of Fortune Jet, to Mr. Chu Hon Wai, a director of Fortune Jet, who is mainly responsible for assisting with our business of provision of security guarding and screening services and related vocational training services.

On December 11, 2019, Mr. Chan Ming Dave transferred approximately 99.9998% of the issued share capital of Shine Union to SU Investment for aggregate consideration of HK\$569,999, and the one share of Shine Union held in the name of Mr. Chan Wang Chung (who passed away in July 2012) in trust for Mr. Chan Ming Dave, representing approximately 0.0002% of the issued share capital of Shine Union, was transferred to SU Investment, an investment holding company which was then wholly owned by Mr. Chan Ming Dave to unwind the trust arrangement between Mr. Chan Wang Chung and Mr. Chan Ming Dave. The transfer document in respect of the transfer of the one share of Shine Union held in the name of Mr. Chan Wang Chung to SU Investment was validly executed. Upon completion of the above transfers, all of the trust arrangements in respect of Mr. Chan Ming Dave's interests in Shine Union were unwound and Shine Union was wholly owned by SU Investment.

On April 16, 2021, Mr. Chan Ming Dave transferred the entire issued share capital of SU Investment to our company, in consideration for 949 shares to Exceptional Engineering Limited, a company wholly owned by Mr. Chan Ming Dave, at the direction of Mr. Chan Ming Dave.

Upon completion of the above transfer of shares of SU Investment and allotment and issue of Shares, (i) SU Investment became a direct wholly-owned subsidiary of our company, (ii) Shine Union became an indirect wholly-owned subsidiary of our company, and (iii) Fortune Jet became an indirect subsidiary of our company.

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On April 29, 2021, SU Group, Mr. Koo Lon Tien (our Chief Operating Officer) and Ms. Chan Wai Ling (the elder sister of Mr. Chan Ming Dave) entered into a subscription agreement, whereby Mr. Koo Lon Tien and Ms. Chan Wai Ling each agreed to invest HK\$4,000,000 for 2.5% of our company. Upon completion of the transaction, our company was owned as to 95.0%, and 5.0% by Exceptional Engineering Limited and minority shareholders, respectively.

On February 27, 2023, SU Group issued 8,550 ordinary shares to Exceptional Engineering Limited and 450 ordinary shares to Mr. Koo Lon Tien. On the same day, Ms. Chan Wai Ling transferred her entire interest in the Company to Mr. Koo Lon Tien. In February and March 2023, Exceptional Engineering Limited and Mr. Koo Lon Tien also effectuated a series of share transfers. Upon completion of the transactions, Mr. Chan Ming Dave owns 75.14% of our company, through Exceptional Engineering Limited and DC & Partners Incorporation Limited, a British Virgin Islands company also wholly-owned by Mr. Chan Ming Dave. The remaining shareholders own 24.86% of the Company in aggregate.

On March 1, 2023, Mr. Chu Hon Wai transferred 1,000 shares of Fortune Jet, representing 10.0% of the issued share capital of Fortune Jet, to SU Investment. Upon the completion of such transfer, Fortune Jet became an indirect wholly-owned subsidiary of our company.

On June 20, 2023, SU Group issued an aggregate of 11,990,000 ordinary shares to its existing shareholders. Upon completion of the share issuance, there is no change in shareholding.

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SELECTED CONSOLIDATED FINANCIAL DATA

The following selected statements of income data for the years ended September 30, 2021 and 2022, and the six months ended March 31, 2022 and 2023, selected balance sheets data as of September 30, 2021 and 2022, and March 31, 2023, and selected statements of cash flows data for the years ended September 30, 2021 and 2022, and the six months ended March 31, 2022 and 2023 have been derived from our audited consolidated financial statements and unaudited condensed consolidated financial statements included elsewhere in this prospectus. Our consolidated financial statements and unaudited condensed consolidated financial statements are prepared and presented in accordance with U.S. GAAP. Our historical results are not necessarily indicative of results expected for future periods. You should read this section together with our consolidated financial statements, unaudited condensed consolidated financial statements, and the related notes and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” included elsewhere in this prospectus.

Selected Statements of Income Data

	For the Six Months Ended	
	March 31,	
	2022	2023
	HK\$	HK\$
Revenues	69,902,840	97,043,825
Cost of revenues	(48,608,333)	(71,545,676)
Gross profit	21,294,507	25,498,149
Total operating expenses	(17,190,536)	(14,637,342)
Income from operations	4,103,971	10,860,807
Net income	2,926,131	10,103,735
Net income attributable to SU Group Holdings Limited’s ordinary shareholders	2,783,544	9,997,960
Basic and diluted earnings per ordinary share*	0.23	0.83

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
Revenues	117,565,797	136,447,442
Cost of revenues	(81,595,840)	(97,220,327)
Gross profit	35,969,957	39,227,115
Total operating expenses	(27,826,418)	(32,401,859)
Income from operations	8,143,539	6,825,256
Net income	6,022,146	8,250,174
Net income attributable to SU Group Holdings Limited's ordinary shareholders	5,799,176	7,762,677
Basic and diluted earnings per ordinary share*	0.48	0.65

* Retrospectively restated for effect of the reorganization in October 2020 and share issuances on February 27, 2023 and June 20, 2023.

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Selected Balance Sheets Data

	As of
	March 31,
	2023
	HK\$
Cash and cash equivalents	22,785,529
Trade receivables, net	42,977,883
Inventories	17,519,158
Total current assets	91,861,981
Property and equipment, net	9,566,024
Goodwill	1,271,160
Operating lease right-of-use assets, net	2,206,551
Investment in key management insurance policy	1,157,520
Total assets	108,027,646
Trade payables	17,776,138

Other payables	2,515,607
Accrued payroll and welfare	9,094,474
Income tax payable	360,915
Contract liabilities	18,670,883
Operating lease liabilities – current	541,118
Total current liabilities	52,129,315
Operating lease liabilities – non-current	461,468
Other payables – non-current	1,118,529
Deferred tax liabilities	1,571,600
Total liabilities	56,263,834
Shareholders' equity	51,763,812

	As of September 30,	
	2021	2022
	HK\$	HK\$
Cash and cash equivalents	31,080,973	25,185,630
Trade receivables, net	30,376,096	23,696,180
Inventories	17,949,372	22,692,161
Amounts due from related parties	10	22,810
Total current assets	82,360,502	77,223,597
Property and equipment, net	12,734,914	10,723,617
Goodwill	1,271,160	1,271,160
Operating lease right-of-use assets, net	1,839,494	1,449,859
Investment in key management insurance policy	979,680	1,065,480
Total assets	99,363,726	93,536,089
Trade payables	5,550,378	3,174,806
Other payables	3,320,665	2,365,624
Amount due to a related party	204,518	195,958
Accrued payroll and welfare	7,281,476	8,797,841
Income tax payable	4,097,767	2,446,138
Contract liabilities	30,068,653	27,225,278
Operating lease liabilities – current	851,803	541,118
Total current liabilities	53,356,253	47,678,697
Operating lease liabilities – non-current	94,750	38,000

Other payables – non-current	1,376,640	1,433,190
Deferred tax liabilities	2,198,066	1,768,737
Total liabilities	57,912,423	51,875,012
Shareholders' equity	41,451,303	41,661,077

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Selected Statements of Cash Flows Data

	For the Six Months Ended	
	March 31,	
	2022	2023
	HK\$	HK\$
Net cash provided by (used in) operating activities	467,680	(727,994)
Net cash used in investing activities	(248,000)	(1,664,000)
Net cash provided by (used in) financing activities	223,740	(173,148)
Effect of exchange rate changes	10,812	165,041
Cash and cash equivalents at beginning of the period	31,080,973	25,185,630
Cash and cash equivalents at end of the period	31,535,205	22,785,529

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
Net cash provided by operating activities	18,583,165	4,453,913
Net cash (used in) provided by investing activities	14,869,866	(2,250,000)
Net cash used in financing activities	(16,552,193)	(8,071,760)
Effect of exchange rate changes	(20,302)	(27,496)
Cash and cash equivalents at beginning of the year	14,200,437	31,080,973
Cash and cash equivalents at end of the year	31,080,973	25,185,630

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this prospectus. This discussion and analysis and other parts of this prospectus contain forward-looking statements based upon current beliefs, plans and expectations that involve risks, uncertainties and assumptions. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of several factors, including those set forth under “Risk Factors” and elsewhere in this prospectus. You should carefully read the “Risk Factors” section of this prospectus to gain an understanding of the important factors that could cause actual results to differ materially from our forward-looking statements. See “Special Note Regarding Forward-Looking Statements.” All amounts included herein with respect to the fiscal years ended September 30, 2021 and 2022 are derived from our audited consolidated financial statements included elsewhere in this prospectus. All amounts included herein with respect to the six months ended March 31, 2022 and 2023 are derived from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. Our financial statements have been prepared in accordance with U.S. GAAP.

OVERVIEW

Through our subsidiaries, Shine Union and Fortune Jet, we are an integrated security-related services company that primarily provides security-related engineering services, and to a lesser extent, security guarding and screening services, in Hong Kong.

Established in 1998, Shine Union is an engineering company that provides turnkey services to the existing infrastructure or planned development of our customers through the design, supply, installation and maintenance of security systems. The security systems our services encompass can be broadly categorized into threat detection systems, traffic and pedestrian control systems and ELV systems. Shine Union is one of the few providers in the Hong Kong security-related engineering services market authorized to distribute over 10 brands of security systems, according to Frost & Sullivan Report. Shine Union is also the exclusive distributor to market and sell two brands of threat detection systems, which includes X-ray machines, trace detection products, metal detectors and mail screening machines.

With more than two decades of industry experience, Shine Union acts as both a contractor and a subcontractor and has completed various security-related engineering projects in both the private and public sectors, which were carried out in commercial properties, public facilities and residential properties in Hong Kong. Some notable projects undertaken by Shine Union include the design, supply, installation and/or maintenance of X-ray machines at a rail link terminus and the air cargo terminal based at the Hong Kong International Airport, the traffic control system and ELV system at the bridge-tunnel system connecting Hong Kong, Macau and Zhuhai, pedestrian control system at the headquarters office building of a Hong Kong-based banking and financial services company and the Hong Kong office building of a French cosmetics company, and the parking system at a mixed-use complex located on the Kwun Tong Promenade. Shine Union obtains its contracts either through direct invitation for quotation

from customers, or through a competitive tendering process of the project employers or their main contractors.

As part of our strategy to provide a comprehensive suite of security-related service offerings to our customers, and in view of the capabilities of Fortune Jet in the provision of security guarding services as a holder of the Security Company Licence (Type I) issued by the Security and Guarding Services Industry Authority in Hong Kong and seeing the potential opportunities in light of the introduction of new policies by the ICAO in September 2016 and the RACSF introduced by the CAD in October 2018, which require all outgoing air cargo in Hong Kong to be subject to security screening by June 2021, we acquired Fortune Jet in July 2019, which is principally engaged in the provision of security guarding and screening services and, to a lesser extent, related vocational training services in Hong Kong. Since the acquisition, we have evolved from an engineering company providing services in respect of security systems to an integrated security-related provider, with our businesses also covering security guarding and screening services. We believe that the acquisition has brought synergy to our development by enabling us to market ourselves as a one-stop security-related services provider and identify cross-selling opportunities among our business segments, thereby increasing our market share.

Our principal businesses comprise (i) the provision of security-related engineering services which includes income from the supply and installation of security systems and related maintenance services; and (ii) the provision of security guarding and screening services in Hong Kong.

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KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business and operating results are affected by the general factors that impact our total addressable market, including, among others, overall economic growth in Hong Kong and globally, the continued relationship with recurring customers, costs of supplies, regulatory, tax and geopolitical environments, the level of cross-border investment, and the competitive landscape for our services. Changes in any of these general factors could affect the demand for our principal businesses and our results of operations.

Despite the general factors mentioned above, we believe that our results of operations have been and will continue to be affected more directly by a number of factors, including those set out below.

Demand for our services

Our business and results of operations are highly affected by the demand for our different services offered. Changes in economic activities in Hong Kong, including expansion and development of private and public infrastructure, the number of events and exhibitions or ad-hoc or emergency situations that raise the public's willingness to invest in security systems arising from the social movements in Hong Kong,

would affect the business of our customers, which in turn may affect demand for our security services, and therefore our business and results of operations.

The demand for our services may also be influenced by the change of government policies, such as the change in policies of the CAD. Moreover, with the government policies on promotion of Smart City, which involve the development of a city-wide network of sensors and data analytics tools to monitor and manage traffic and transportation, the demand for security and safety services is expected to rise, thereby driving the growth of security systems and services in Hong Kong. However, we cannot assure you that any favorable policies will continue, or at all.

Thus, our results of operations are highly dependent on the demand for our services and may be influenced by the changes of government policies, which are in turn driven by a variety of factors.

Ability to secure new contract and maintain our backlog

Our current business strategies rely heavily on recurring customers. We track new and recurring customers. Customers are considered to be recurring if they engage us for more than one fiscal year or period. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we had 333, 319, and 281 recurring customers, respectively, representing approximately 87.4%, 72.7%, and 81.7% of the total number of our customers, respectively, for the corresponding fiscal year or period. Accordingly, approximately 93.5%, 80.9%, and 73.7% of our revenues from security-related engineering services, respectively, and approximately 98.6%, 74.2%, and 88.4% of our revenues from security guarding and screening services, respectively, was contributed by our recurring customers for the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023. While we devote resources to maintain or improve the relationships with our recurring customers, we also make efforts to source new customers. Although such expansion would reduce the proportion of revenues generated from recurring customers, it diversifies our clientele to reduce the potential impact in a case where the recurring customers cease to engage us to provide services.

Our customers operate across a wide variety of applications for our services. Our major customers include system integrators, logistics companies and an air cargo terminal operator in Hong Kong. We mainly secure our contracts through direct negotiation and quotation process with our potential customers. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, approximately 92.6%, 81.9%, and 68.1% of our revenues generated from security-related engineering services was generated from quotations, respectively, and approximately 7.4%, 18.1%, and 31.9% was generated from tendering, respectively. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, approximately 53.8%, 47.0%, and 43.2% of our revenues generated from security guarding services was generated from quotations, respectively, and approximately 46.2%, 53.0%, and 56.8% was generated from tendering, respectively. Our revenues generated from screening services were mainly generated from quotations for the fiscal years ended September 30, 2021 and 2022,

and the six months ended March 31, 2023. Our results of operations will be adversely affected if we are unable to secure a sufficient number of sizable contracts in the future.

There can be no assurance that our customers will continue to engage us in future projects. In the event that our customers cease to engage us to provide services and we fail to replace such customers, or if we fail to secure new contracts, our business, results of operations, and financial condition may be materially and adversely affected.

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Service mix

Our business comprises mainly the provision of security-related engineering services, and to a lesser extent, the provision of security guarding and screening services in Hong Kong. The fluctuation of gross profit margin of provision of security-related engineering services and security guarding and screening services is highly driven by the types of projects undertaken, including a mix of factors such as the labor supply during a specific period of time, the composition of the work force for respective projects, the types and sizes of projects or events and the timing of events.

Consequently, our gross profit margins are impacted by our service mix in our services and hence the revenues from each revenues stream. Going forward, we will continue to evaluate and adjust our portfolio of service offerings from time to time and strive to maintain or increase profitability.

Supply and costs of labor

Our security guarding and screening services are labor-intensive and we rely heavily on our staff for providing these services. We commenced the provision of our security guarding and screening services in July 2019.

As some of the security guarding and screening services engagements may involve a relatively short term of service, the security guarding and screening services industries require flexible deployment of human resources. Work fragmentation gives rise to the proliferation of casual labor, such as part-time employees and temporary workers. Competition for the pool of part-time security guards and screeners has become commonplace among security services providers and more competitive remuneration packages may have to be adopted by us to attract sufficient labor. The factors affecting our total employee benefit expenses include, but are not limited to, the labor supply during a specific period of time, the composition of the work force for respective projects, the types of projects or events and the timing of events. According to the Frost & Sullivan Report, the monthly salary of security guarding personnel increased from HK\$12,570 in 2017 to HK\$14,987 in 2022, representing a CAGR of approximately 3.6% from 2017 to 2022. The average monthly salary of trainers also recorded growth from HK\$27,500 in 2017 to HK\$32,000 in 2022, at a CAGR of 3.1%. If there is a shortage of labor in the security guarding and

screening services industries, particularly personnel with specialized qualifications, our business operations may be negatively affected. See *“Risk Factors — Risks Related to Our Business and Industry — Security guarding and screening services and related vocational training services are highly labor intensive and we rely on a stable supply of labor to provide our services. Labor shortages or increases in labor costs could harm our business, reduce our profitability and slow our growth.”*

Competition

We face significant competition in the security-related engineering industry and security guarding and screening and related vocational training industry in Hong Kong. Entry barriers and setup costs are considered to be moderate. Individuals providing security services and companies offering security services are regulated under a permit and license system.

As such, we face potential competition with various industry providers in the same industry. In 2022, our Group recorded revenues of HK\$68.5 million for the provision of security-related engineering services (comprising project income and maintenance income), accounting for 0.8% of the market share. In 2022, our Group recorded revenues of HK\$55.4 million for the provision of related security guarding and screening services, accounting for 0.2% of the market share. The competition in related vocational training is fierce, while some market participants could increase their market share by providing more training courses. We believe that we have differentiated our services with our comprehensive range of security system solutions with high flexibility, established reputation with proven track record and strong access to skilled professionals. Should we fail to compete with our competitors, maintain our competitive advantage or keep pace with industry changes, our results of operations could be adversely affected.

IMPACT OF COVID-19 ON OUR OPERATIONS

The Hong Kong economy has been affected by the COVID-19 outbreak as it hindered economic activities. The Hong Kong government has launched relief measures of unprecedented scale, including the two rounds of measures under the Anti-Epidemic Fund, which should provide some cushioning effects to the economy and the labor market. To cushion the impact of the COVID-19 on the operation of our business, we have applied for subsidies under the Employment Support Scheme, an Anti-Epidemic Fund, and the Construction Industry Anti-Epidemic Fund launched

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by the Hong Kong government. During the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we were granted subsidies from the aforementioned funds by the Hong Kong government in the amount of approximately HK\$0.7 million, HK\$3.3 million, and HK\$0.4 million, respectively. Such government grants are non-recurring in nature and were recorded as an item in other income in our consolidated financial statements. See *“Risk Factors — Risks Related to*

Our Business and Industry — We recorded certain one-off gains which may be non-recurring in the future.”

During the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we mainly sourced our security systems from Malaysia, Belgium and Hong Kong (i.e., places where our security systems are shipped from). To the best of our knowledge, we were not aware of any material disruption to the supply of security systems from our suppliers due to any operation suspension or transportation restrictions, nor were we aware of any material disruption to the provision of services by our subcontractors as of September 30, 2021 and 2022, and the six months ended March 31, 2023. Since the outbreak of the COVID-19 and up to September 30, 2021 and 2022, and March 31, 2023, these suppliers and subcontractors had not expressed any difficulties in meeting our delivery schedules or service demands.

Except as noted above, our directors confirm that the outbreak of COVID-19 has not resulted in any material adverse impact on our business operations and financial performance up to September 30, 2021 and 2022, and the six months ended March 31, 2023, such that (i) there is no loss or cancellation of our contracts or purchase orders after the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023 and our contracts in the pipeline are ongoing as planned; (ii) none of our customers have, or have expressed their intention to, (a) delay, suspend or terminate their existing contracts or purchase orders, or (b) reduce their demand for our services; (iii) we have not experienced any instance of material labor shortage or suspension of works of our subcontractors in security-related engineering projects; and (iv) we have not experienced any instance of material labor shortage in security guarding and screening services. We will continue to assess the impact of the COVID-19 outbreak on our business operations and financial performance and closely monitor our exposure to the risks and uncertainties in this regard.

KEY COMPONENTS OF RESULTS OF OPERATIONS

Revenues

We generate our revenues from (i) the provision of security-related engineering services; and (ii) the provision of security guarding and screening services.

The table below sets out the breakdown of our revenues by service line for the periods presented:

	For the six months ended March 31,			Variances	
	2022	2023		Amount	%
	HK\$	HK\$	US\$	HK\$	
Security-related engineering services	41,839,740	65,126,874	8,296,840	23,287,134	55.7
Project and maintenance	37,727,569	61,139,954	7,788,926	23,412,385	62.1

Equipment leasing	4,112,171	3,986,920	507,914	(125,251)	(3.0)
Security guarding and screening services	28,063,100	31,916,951	4,066,061	3,853,851	13.7
Total revenues	69,902,840	97,043,825	12,362,901	27,140,985	38.8

	For the years ended September 30,			Variances	
	2021	2022		Amount	%
	HK\$	HK\$	US\$	HK\$	
Security-related engineering services	81,547,141	77,244,502	9,840,565	(4,302,639)	(5.3)
Project and maintenance	68,929,525	68,528,142	8,730,144	(401,383)	(0.6)
Equipment leasing	12,617,616	8,716,360	1,110,421	(3,901,256)	(30.9)
Security guarding and screening services	36,018,656	59,202,940	7,542,160	23,184,284	64.4
Total revenues	117,565,797	136,447,442	17,382,725	18,881,645	16.1

Security-related engineering services

The provision of security-related engineering services is one of our principal businesses. We provide security-related engineering services primarily in Hong Kong.

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(i) Project and maintenance

Project income in relation to security-related engineering services includes income from the supply and/or installation of security systems and related maintenance services. Our project income is generally driven by the number, size and types of projects involved, and nature of services provided.

We also provide standalone maintenance service to our customers in respect of (i) security systems and products supplied and installed by us but falling outside of or without a defects liability period; and (ii) security systems and products for which the supply and installation work were not handled by us.

(ii) Equipment leasing

Income derived from equipment leasing comprises rental income received from the leasing of security systems under operating leases. Rental income from operating leases is recognized in the consolidated statements of income on a straight-line basis over the lease term. The rental income under the standalone equipment leasing arrangements with our lessees is determined by taking into account various factors, including the price and condition of the security systems and the period of the lease.

Security guarding and screening services

Since the acquisition of Fortune Jet in July 2019, we commenced our provision of security guarding and screening services in Hong Kong.

We secure and guard both individuals and physical properties by, among other things, conducting patrols, entrance guarding, access control and alarm monitoring through our dispatched employees. We provide screening services by dispatching certified screeners who are our employees to the premises of our customers.

We also offer various types of related vocational training courses (i.e., QASRS, Mandatory Basic Safety Training Course (Construction Work), and Mandatory Basic Safety Training Revalidation Course (Construction Work)).

Cost of revenues

Our cost of revenues consists of (i) costs of material in relation to security-related engineering services; (ii) employee benefit expenses for our staff which are attributable to the provision of services; (iii) subcontracting fees which mainly represent the cost of services from third-party service providers; and (iv) other costs directly attributable to our revenue-generating activities, such as depreciation of security systems leased to our customers under operating leases, freight charges and other miscellaneous expenses.

The following table sets forth a breakdown of our cost of revenues by service line for the periods indicated:

	For the six months ended March 31,			Variances	
	2022	2023		Amount	%
	HK\$	HK\$	US\$	HK\$	
Security-related engineering services	27,053,268	44,817,879	5,709,575	17,764,611	65.7
Project and maintenance	25,947,165	43,726,152	5,570,494	17,778,987	68.5
Equipment leasing	1,106,103	1,091,727	139,081	(14,376)	(1.3)
Security guarding and screening services	21,555,065	26,727,797	3,404,988	5,172,732	24.0
Total cost of revenues	48,608,333	71,545,676	9,114,563	22,937,343	47.2

	For the years ended September 30,			Variances	
	2021	2022		Amount	%
	HK\$	HK\$	US\$	HK\$	

Security-related engineering services	53,444,991	50,395,302	6,420,111	(3,049,688)	(5.7)
Project and maintenance	50,450,683	48,075,308	6,124,555	(2,375,374)	(4.7)
Equipment leasing	2,994,308	2,319,994	295,556	(674,314)	(22.5)
Security guarding and screening services	28,150,849	46,825,025	5,965,275	18,674,176	66.3
Total cost of revenues	81,595,840	97,220,327	12,385,386	15,624,487	19.1

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Gross profit and gross profit margin

Our gross profit equals our revenues less our cost of revenues. Our gross profit and gross profit margin are dependent on various factors, including, the nature of the projects that were undertaken by us and the size of such projects during the respective financial year.

Selling, general and administrative expenses

Our selling, general and administrative expenses mainly consist of (i) employee benefit expenses for our directors, and sales and administrative staff; (ii) legal and professional fees; (iii) office expenses primarily including motor vehicle expenses for our operations, repair and maintenance expenses, insurance fees, computer accessories expenses, utilities and postage and courier and other communication expenses; (iv) depreciation of right-of-use (“ROU”) assets for our offices; (v) expenses relating to short-term leases and low-value assets; (vi) business development expenses which mainly consist of entertainment expenses, travelling expenses for business trips and advertising and promotion expenses for our brand; and (vii) other miscellaneous expenses.

Gains (losses) on disposal of property and equipment

Gains (losses) on disposal of property and equipment represent the proceeds from disposal of property and equipment, net of the carrying amount of the property and equipment disposed of.

Other income

Other income mainly consists of (i) government grants received in relation to COVID-19; (ii) net gains on foreign exchange arising from the fluctuation of US\$, EUR, GBP, and RMB in relation to our procurement and bank and trade payables balances denominated in foreign currencies; (iii) interest income from bank deposits; and (iv) fair value gain on revaluation of the investment in our key management insurance policy.

Finance expenses

Finance expenses represent interest expenses on bank borrowings, lease liabilities and notes payables.

Other expenses

Other expenses mainly consist of net losses on foreign exchange arising from the fluctuation of US\$, EUR, GBP, and RMB in relation to our procurement and bank and trade payables balances denominated in foreign currencies.

Income tax expenses

The profits of a group entity in Hong Kong not qualifying for the two-tiered profits tax rates regime will be taxed at the flat rate of 16.5%. Accordingly, Hong Kong profits tax is calculated at 8.25% on the first HK\$2.0 million of the estimated assessable profits for Shine Union and at 16.5% on the estimated assessable profits above HK\$2.0 million.

We are not subject to any income tax in the Cayman Islands and the BVI pursuant to the rules and regulations in those jurisdictions.

We have fulfilled all our income tax obligations and have not had any unresolved income tax issues or disputes with the relevant tax authorities.

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RESULTS OF OPERATIONS

The following table sets forth a summary of our unaudited condensed consolidated results of operations for the six months ended March 31, 2022 and 2023. This information should be read together with our unaudited condensed consolidated financial statements and related notes included elsewhere in this prospectus. The results of operations in any period are not necessarily indicative of the results that may be expected for any future period.

	For the six months ended March 31,					Variances	
	2022		2023		US\$	Amount	%
	HK\$	%	HK\$	%			
Revenues	69,902,840	100.0	97,043,825	100.0	12,362,901	27,140,985	38.8
Cost of revenues	(48,608,333)	(69.5)	(71,545,676)	(73.7)	(9,114,563)	22,937,343	47.2
Gross profit	21,294,507	30.5	25,498,149	26.3	3,248,338	4,203,642	19.7

Operating expenses

Selling, general and								
administrative expenses	(16,565,629)	(23.7)	(13,835,332)	(14.3)	(1,762,553)	(2,730,297)	(16.5)	
Losses on disposal of								
property and equipment	(624,907)	(0.9)	(802,010)	(0.8)	(102,172)	177,103	28.3	
Income from operations	4,103,971	5.9	10,860,807	11.2	1,383,613	6,756,836	164.6	
Other income (expenses)								
Other income	223,295	0.3	1,053,080	1.1	134,157	829,785	371.6	
Finance expenses	(45,339)	(0.1)	(36,798)	(0.1)	(4,688)	(8,541)	(18.8)	
Total other income, net	177,956	0.2	1,016,282	1.0	129,469	838,326	471.1	
Income before income								
tax expenses	4,281,927	6.1	11,877,089	12.2	1,513,082	7,595,162	177.4	
Income tax expenses	(1,355,796)	(1.9)	(1,773,354)	(1.8)	(225,916)	417,558	30.8	
Net income	2,926,131	4.2	10,103,735	10.4	1,287,166	7,177,604	245.3	

Comparison of Six Months Ended March 31, 2022 and 2023

Revenues

Our revenues increased by HK\$27.1 million, or 38.8%, from HK\$69.9 million for the six months ended March 31, 2022 to HK\$97.0 million for the six months ended March 31, 2023 mainly due to (i) an increase in revenues from provision of security-related engineering services of HK\$23.3 million; and (ii) an increase in revenues from provision of security guarding and screening services of HK\$3.8 million.

Our revenues from the provision of security-related engineering services increased by HK\$23.3 million, or 55.7%, from HK\$41.8 million for the six months ended March 31, 2022 to HK\$65.1 million for the six months ended March 31, 2023. The increase was mainly attributable to the business growth of the security-related engineering services segment. Certain revenues for the six months ended March 31, 2023 were contributed by several projects with larger revenues recognized, including one project of over HK\$6 million, one project of over HK\$4 million, three projects of over HK\$3 million, four projects of over HK\$2 million, and two projects of over HK\$1 million. Comparatively, certain revenues for the six months ended March 31, 2022 were contributed by less projects with larger revenues recognized, including two projects of over HK\$2 million, and six projects of over HK\$1 million.

Our revenues from the provision of security guarding and screening services increased by HK\$3.8 million, or 13.7%, from HK\$28.1 million for the six months ended March 31, 2022 to HK\$31.9 million for the six months ended March 31, 2023. The increase was mainly attributable to the newly secured security guarding contracts during the six months ended March 31, 2023.

Cost of revenues

Our cost of revenues increased by HK\$22.9 million, or 47.2%, from HK\$48.6 million for the six months ended March 31, 2022 to HK\$71.5 million for the six months ended March 31, 2023 mainly due to (i) an increase in cost of revenues from provision of security-related engineering services of HK\$17.8 million; and (ii) an increase in cost of revenues from provision of security guarding and screening services of HK\$5.1 million. The increase in cost of revenues was in line with the business growth of security-related engineering services and security guarding and screening services.

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Gross profit and gross profit margin

	For the six months ended March 31,			Variances	
	2022	2023		Amount	%
	HK\$	HK\$	US\$	HK\$	
Security-related engineering services					
Project and maintenance					
Gross profit	11,780,404	17,413,802	2,218,432	5,633,398	47.8%
Gross profit margin	31.2%	28.5%	28.5%	(2.7)%	
Equipment leasing					
Gross profit	3,006,068	2,895,193	368,833	(110,875)	(3.7)%
Gross profit margin	73.1%	72.6%	72.6%	(0.5)%	
Security guarding and screening services					
Gross profit	6,508,035	5,189,154	661,073	(1,318,881)	(20.3)%
Gross profit margin	23.2%	16.3%	16.3%	(6.9)%	
Total					
Gross profit	21,294,507	25,498,149	3,248,338	4,203,642	19.7%
Gross profit margin	30.5%	26.3%	26.3%	(4.2)%	

Our gross profit increased by HK\$4.2 million, or 19.7%, from HK\$21.3 million for the six months ended March 31, 2022 to HK\$25.5 million for the six months ended March 31, 2023, mainly resulting from the increase in revenues. The gross profit margin decreased from 30.5% for the six months ended March 31, 2022 to 26.3% for the six months ended March 31, 2023. The decrease was due to a lower gross profit

margin of security guarding services contracts resulting from an increasing labor cost, triggered by a general reduction in labor supply in Hong Kong.

Gross profit margin of project and maintenance income under security-related engineering services slightly decreased from 31.2% for the six months ended March 31, 2022 to 28.5% for the six months ended March 31, 2023.

Gross profit margin of equipment leasing income under security-related engineering services slightly decreased from 73.1% for the six months ended March 31, 2022 to 72.6% for the six months ended March 31, 2023.

Gross profit margin of security guarding and screening services decreased from 23.2% for the six months ended March 31, 2022 to 16.3% for the six months ended March 31, 2023.

Selling, general and administrative expenses

Our selling, general and administrative expenses decreased by HK\$2.7 million, or 16.5%, from HK\$16.5 million for the six months ended March 31, 2022 to HK\$13.8 million for the six months ended March 31, 2023. The decrease was mainly due to the net impact of (i) a decrease in legal and professional fees from HK\$5.0 million for the six months ended March 31, 2022 to HK\$0.1 million for the six months ended March 31, 2023 due to the decrease of professional service fees relating to our planned Hong Kong public listing efforts which were terminated in July 2022; (ii) a decrease in depreciation of operating lease ROU assets from HK\$0.8 million for the six months ended March 31, 2022 to HK\$0.5 million for six months ended March 31, 2023 due to expiry of several tenancy agreements as of March 31, 2022; and (iii) an increase in employee benefit expenses for administrative staff from HK\$7.5 million for the six months ended March 31, 2022 to HK\$10.6 million for the six months ended March 31, 2023 triggered by an increase in headcount and salary increment.

Other income

Our other income increased by HK\$0.8 million, or 371.6%, from HK\$0.2 million for the six months ended March 31, 2022 to HK\$1.0 million for the six months ended March 31, 2023. The increase was mainly due to the increase in government grants received, including the subsidies in relation to COVID-19 from nil for the six months ended March 31, 2022 to HK\$0.4 million for the six months ended March 31, 2023.

Finance expenses

Our finance expenses decreased by HK\$8,541, or 18.8%, from HK\$45,339 for the six months ended March 31, 2022 to HK\$36,798 for the six months ended March 31, 2023.

Income tax expenses

Our income tax expenses increased by HK\$0.4 million, or 30.8%, from HK\$1.4 million for the six months ended March 31, 2022 to HK\$1.8 million for the six months ended March 31, 2023. The increase was mainly due to the increase in assessable profits for the purpose of Hong Kong Profits Tax triggered by increase in income before income tax.

Net income

As a result of the foregoing, our net income increased by HK\$7.2 million, or 245.3%, from HK\$2.9 million for the six months ended March 31, 2022 to HK\$10.1 million for the six months ended March 31, 2023. Our net income margin increased from 4.2% for the six months ended March 31, 2022 to 10.4% for the six months ended March 31, 2023.

The following table sets forth a summary of our consolidated results of operations for the fiscal years ended September 30, 2021 and 2022. This information should be read together with our consolidated financial statements and related notes included elsewhere in this prospectus. The results of operations in any period are not necessarily indicative of the results that may be expected for any future period.

	For the years ended September 30,					Variances	
	2021		2022		US\$	Amount	%
	HK\$	%	HK\$	%		HK\$	
Revenues	117,565,797	100.0	136,447,442	100.0	17,382,725	18,881,645	16.1
Cost of revenues	(81,595,840)	(69.4)	(97,220,327)	(71.3)	(12,385,386)	15,624,487	19.1
Gross profit	35,969,957	30.6	39,227,115	28.7	4,997,339	3,257,158	9.1
Operating expenses							
Selling, general and administrative expenses	(31,759,057)	(27.0)	(30,539,155)	(22.4)	(3,890,536)	(1,219,902)	(3.8)
Gains (losses) on disposal of property and equipment	3,932,639	3.3	(1,862,704)	(1.4)	(237,300)	(5,795,343)	(147.4)
Income from operations	8,143,539	6.9	6,825,256	5.0	869,503	(1,318,283)	(16.2)
Other income (expenses)							

Other income	1,207,336	1.0	3,576,366	2.7	455,611	2,369,030	196.2
Finance expenses	(244,202)	(0.2)	(82,843)	(0.1)	(10,554)	(161,359)	(66.1)
Other expenses	—	—	(96,028)	(0.1)	(12,233)	96,028	N/A
Total other income, net	963,134	0.8	3,397,495	2.5	432,824	2,434,361	252.8
Income before income							
tax expenses	9,106,673	7.7	10,222,751	7.5	1,302,327	1,116,078	12.3
Income tax expenses	(3,084,527)	(2.6)	(1,972,577)	(1.5)	(251,296)	(1,111,950)	(36.0)
Net income	6,022,146	5.1	8,250,174	6.0	1,051,031	2,228,028	37.0

Comparison of Years Ended September 30, 2021 and 2022

Revenues

Our revenues increased by HK\$18.8 million, or 16.1%, from HK\$117.6 million for the fiscal year ended September 30, 2021 to HK\$136.4 million for the fiscal year ended September 30, 2022 mainly due to (i) an increase in revenues from provision of security guarding and screening services of HK\$23.2 million; and (ii) a decrease in revenues from equipment leasing income of HK\$3.9 million.

Our revenues from the provision of security guarding and screening services increased by HK\$23.2 million, or 64.4%, from HK\$36.0 million for the fiscal year ended September 30, 2021 to HK\$59.2 million for the fiscal year ended September 30, 2022. The increase was mainly attributable to the business growth of the security guarding and screening services segment. The number of customers requesting our security guarding and screening services increased from 101 during the fiscal year ended September 30, 2021 to 152 during the fiscal year ended September 30, 2022.

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Our revenues from equipment leasing decreased by HK\$3.9 million, or 30.9%, from HK\$12.6 million for the fiscal year ended September 30, 2021 to HK\$8.7 million for the fiscal year ended September 30, 2022. The decrease was mainly attributable to a reduced number of equipment leasing agreements in effect during the fiscal year ended September 30, 2022. 27 existing lessees under equipment leasing agreements chose to purchase the equipment being leased during the fiscal year ended September 30, 2021, which resulted in early termination of said agreements. Such termination imposed a full-year impact on the revenues from equipment leasing during the fiscal year ended September 30, 2022. This change was triggered by the launch of the Pilot Subsidy Scheme for Third-party Logistics Service Providers on October 12, 2020, which subsidizes the procurement of screening equipment including X-ray machines and explosive trace detection equipment adopted under the RACSF purchased between October 30, 2018 and June 30, 2021 to encourage the adoption of technology by the logistics sector for

enhancing efficiency and productivity, together with the fact that the policies introduced by the ICAO in September 2016 and the RACSF introduced by the CAD in October 2018, which require all outgoing air cargo in Hong Kong to be subject to security screening by June 2021, has become effective during the fiscal year ended September 30, 2021. Accordingly, we believe that this change is a one-time event.

Cost of revenues

Our cost of revenues increased by HK\$15.6 million, or 19.1%, from HK\$81.6 million for the fiscal year ended September 30, 2021 to HK\$97.2 million for the fiscal year ended September 30, 2022. The increase was mainly due to an increase in employee benefit expenses for direct labor from HK\$35.6 million for the fiscal year ended September 30, 2021 to HK\$52.9 million for the fiscal year ended September 30, 2022, mainly attributable to the increase in security guarding and screening services contracts obtained during the fiscal year ended September 30, 2022. The increase was in line with the business growth of security guarding and screening services.

Gross profit and gross profit margin

	For the years ended September 30,			Variances	
	2021	2022		Amount	%
	HK\$	HK\$	US\$	HK\$	
Security-related engineering services					
Project and maintenance					
Gross profit	18,478,842	20,452,834	2,605,589	1,973,991	10.7%
Gross profit margin	26.8%	29.8%	29.8%	3.0%	
Equipment leasing					
Gross profit	9,623,308	6,396,366	814,865	(3,226,942)	(33.5)%
Gross profit margin	76.3%	73.4%	73.4%	(2.9)%	
Security guarding and screening services					
Gross profit	7,867,807	12,377,915	1,576,885	4,510,108	57.3%
Gross profit margin	21.8%	20.9%	20.9%	(0.9)%	
Total					
Gross profit	35,969,957	39,227,115	4,997,339	3,257,158	9.1%
Gross profit margin	30.6%	28.7%	28.7%	(1.8)%	

Our gross profit increased by HK\$3.2 million, or 9.1%, from HK\$36.0 million for the fiscal year ended September 30, 2021 to HK\$39.2 million for the fiscal year ended September 30, 2022, mainly resulting from the increase in revenues. The gross profit margin decreased from 30.6% in the fiscal year ended

September 30, 2021 to 28.7% for the fiscal year ended September 30, 2022. The decrease was due to a reduction in revenues generated from equipment leasing, for which gross profit margin is higher than that of other revenue streams. It was also triggered by a lower gross profit margin of security guarding services contracts resulting from an increasing labor cost. According to the Frost & Sullivan Report, the monthly salary of security guarding personnel increased from HK\$14,405 in 2021 to HK\$14,987 in 2022.

Gross profit margin of project income under security-related engineering services slightly increased from 26.8% for the fiscal year ended September 30, 2021 to 29.8% for the fiscal year ended September 30, 2022.

Gross profit margin of equipment leasing income under security-related engineering services slightly decreased from 76.3% for the fiscal year ended September 30, 2021 to 73.4% for the fiscal year ended September 30, 2022.

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Gross profit margin of security guarding and screening services slightly decreased from 21.8% for the fiscal year ended September 30, 2021 to 20.9% for the fiscal year ended September 30, 2022.

Selling, general and administrative expenses

Our selling, general and administrative expenses decreased by HK\$1.2 million, or 3.8%, from HK\$31.7 million for the fiscal year ended September 30, 2021 to HK\$30.5 million for the fiscal year ended September 30, 2022. The decrease was mainly due to the net impact of the decrease in legal and professional fees from HK\$11.4 million for the fiscal year ended September 30, 2021 to HK\$5.2 million for the fiscal year ended September 30, 2022 due to the decrease of professional service fees relating to our planned Hong Kong public listing efforts which were terminated in July 2022, and an increase in employee benefit expenses for administrative staff from HK\$15.1 million for the fiscal year ended September 30, 2021 to HK\$17.5 million for the fiscal year ended September 30, 2022 triggered by an increase in headcount.

Gains (losses) on disposal of property and equipment

Our gains on disposal of property and equipment amounted to HK\$3.9 million for the fiscal year ended September 30, 2021. Our losses on disposal of property and equipment amounted to HK\$1.9 million for the fiscal year ended September 30, 2022.

Other income

Our other income increased by HK\$2.4 million, or 196.2%, from HK\$1.2 million for the fiscal year ended September 30, 2021 to HK\$3.6 million for the fiscal year ended September 30, 2022. The increase was mainly due to the increase in government grants received in relation to COVID-19 from

HK\$0.7 million for the fiscal year ended September 30, 2021 to HK\$3.3 million for the fiscal year ended September 30, 2022.

Finance expenses

Our finance expenses decreased by HK\$0.1 million, or 66.1%, from HK\$0.2 million for the fiscal year ended September 30, 2021 to HK\$0.1 million for the fiscal year ended September 30, 2022. The decrease was mainly due to full repayment of bank borrowings during the fiscal year ended September 30, 2021.

Other expenses

Our other expenses were nil and HK\$0.1 million for the years ended September 30, 2021 and 2022, respectively.

Income tax expenses

Our income tax expenses decreased by HK\$1.1 million, or 36.0%, from HK\$3.1 million for the fiscal year ended September 30, 2021 to HK\$2.0 million for the fiscal year ended September 30, 2022. The decrease was mainly due to a balancing charge imposed upon the disposal of equipment for leasing during the fiscal year ended September 30, 2021. According to the Inland Revenues Ordinance in Hong Kong, a balancing charge arises when machinery or plant is sold and the disposal proceeds exceed the reducing value for the purpose of Hong Kong Profits Tax.

Net income

As a result of the foregoing, our net income increased by HK\$2.2 million, or 37.0%, from HK\$6.0 million for the fiscal year ended September 30, 2021 to HK\$8.2 million for the fiscal year ended September 30, 2022. Our net income margin increased from 5.1% for the fiscal year ended September 30, 2021 to 6.0% for the fiscal year ended September 30, 2022.

LIQUIDITY AND CAPITAL RESOURCES

Our use of cash primarily related to operating activities and capital expenditure. We have historically financed our operations primarily through a combination of cash flows generated from our operations and proceeds from bank borrowings.

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We had cash and cash equivalents of HK\$22.8 million as of March 31, 2023. Our working capital was approximately HK\$39.7 million as of March 31, 2023. The cash and cash equivalents disaggregated by currency denomination are as follows:

	As of March 31, 2023	
	Amount	HK\$ equivalent
Cash and cash equivalents:		
HK\$	20,830,698	20,830,698
EUR	164,963	1,411,954
US\$	11,989	94,110
GBP	46,158	448,767
Total		22,785,529

We had cash and cash equivalents of HK\$31.1 million and HK\$25.2 million as of September 30, 2021 and 2022, respectively. Our working capital was approximately HK\$29.5 million as of September 30, 2022. The cash and cash equivalents disaggregated by currency denomination are as follow:

	As of September 30, 2021		As of September 30, 2022	
	Amount	HK\$ equivalent	Amount	HK\$ equivalent
Cash and cash equivalents:				
HK\$	28,696,780	28,696,780	23,094,209	23,094,209
EUR	163,811	1,520,950	99,766	769,721
US\$	4,137	32,142	16,127	126,587
GBP	12,145	129,288	54,110	474,305
RMB	587,815	701,192	654,211	720,221
Others	73	621	73	587
Total		31,080,973		25,185,630

In managing our liquidity risk, we monitor and maintain a level of cash and cash equivalents deemed adequate by our management to finance our operations and mitigate the effects of unexpected fluctuations in cash flows. We regularly monitor the repayment dates of financial liabilities, including trade and notes payables, other payables and accrued charges, etc. to match with financial resources available to us from time to time. We manage liquidity risk by maintaining adequate financial resources, including existing cash and bank balances and operating cash flows.

We currently expect that there will not be any material change in the sources and uses of cash, except that we would have additional cash outflow for payment of listing expenses.

Cash flows

The following table sets forth a summary of our unaudited condensed consolidated cash flows for the fiscal periods indicated:

	For the six months ended March 31,			Change	
	2022	2023	2023	Amount	%
	HK\$	HK\$	US\$	HK\$	
Net cash provided by (used in) operating activities	467,680	(727,994)	(92,742)	(1,195,674)	(255.7)
Net cash used in investing activities	(248,000)	(1,664,000)	(211,985)	1,416,000	571.0
Net cash provided by (used in) financing activities	223,740	(173,148)	(22,058)	(396,888)	(177.4)
Effects of exchange rate changes on cash and cash equivalents	10,812	165,041	21,024	154,229	1,426.5
Net increase (decrease) in cash and cash equivalents	454,232	(2,400,101)	(305,761)	(2,854,333)	(628.4)
Cash and cash equivalents at beginning of the periods presented	31,080,973	25,185,630	3,208,524	(5,895,343)	(19.0)
Cash and cash equivalents at end of the periods presented	31,535,205	22,785,529	2,902,763	(8,749,676)	(27.7)

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Operating activities

For the six months ended March 31, 2022, our net cash provided by operating activities of HK\$0.5 million was primarily attributable to (i) net income of HK\$2.9 million, adjusted for depreciation of property and equipment and ROU assets of HK\$1.1 million and HK\$0.8 million, respectively, losses on disposal of property and equipment of HK\$0.6 million, and deferred taxes of HK\$0.2 million; (ii) a decrease of inventories of HK\$1.0 million, due to utilization of inventories triggered by an increase in sales activities; (iii) a decrease of contract liabilities of HK\$8.5 million, due to utilization of contract liabilities upon completion of projects; and (iv) a decrease of income tax payable of HK\$2.0 million, due to settlement of Hong Kong Profits Tax during the six months ended March 31, 2022, net off with (v) an increase of trade receivables of HK\$9.0 million due to recognition of revenues; and (vi) an increase of trade and notes payables of HK\$2.5 million due to recognition of costs of sales triggered by revenues.

For the six months ended March 31, 2023, our net cash used in operating activities of HK\$0.7 million was primarily attributable to (i) net income of HK\$10.1 million, adjusted for depreciation of property

and equipment and ROU assets of HK\$1.0 million and HK\$0.5 million respectively, losses on disposal of property and equipment of HK\$0.8 million, and deferred taxes of HK\$0.2 million; (ii) a decrease of trade receivables of HK\$19.1 million; (iii) a decrease of contract assets of HK\$1.1 million, due to certain projects completed near year end being unbilled as of March 31, 2023; (iv) a decrease of contract liabilities of HK\$8.6 million, due to utilization of contract liabilities upon completion of projects; and (iv) a decrease of income tax payable of HK\$2.1 million, due to settlement of Hong Kong Profits Tax during the six months ended March 31, 2023, net off with (v) an increase of inventories of HK\$5.2 million; and (vi) an increase of trade and notes payables of HK\$14.5 million.

We identified several material changes of assets and liabilities as below:

Trade receivables, net increased by HK\$19.3 million, or 81.4%, from HK\$23.7 million as of September 30, 2022 to HK\$43.0 million as of March 31, 2023. The increase of trade receivables was mainly attributable to the increased revenues for the six months ended March 31, 2023. Credit terms of our trade receivables were generally between 0 to 90 days for the six months ended March 31, 2023.

Inventories decreased by HK\$5.2 million, or 22.8%, from HK\$22.7 million as of September 30, 2022 to HK\$17.5 million as of March 31, 2023. The decrease in inventories was mainly due to a decrease in work-in-progress since several projects ongoing as of September 30, 2022 were completed during the six months ended March 31, 2023. The relevant project costs being included in work-in-progress as of September 30, 2022 were transferred to cost of revenues during the six months ended March 31, 2023.

Trade payables increased by HK\$14.6 million, or 459.9%, from HK\$3.2 million as of September 30, 2022 to HK\$17.8 million as of March 31, 2023. The increase was due to recognition of costs of revenues triggered by increased revenues.

Contract liabilities decreased by HK\$8.5 million, or 31.4%, from HK\$27.2 million as of September 30, 2022 to HK\$18.7 million as of March 31, 2023. The decrease was mainly due to the recognition of revenues by utilizing the prepayment received from customers.

Investing activities

During the six months ended March 31, 2022, our net cash used in investing activities was HK\$0.2 million, which was attributable to the purchase of equipment and intangible assets.

During the six months ended March 31, 2023, our net cash used in investing activities was HK\$1.7 million, which was primarily attributable to the purchase of equipment of HK\$0.7 million and placement of 6-month fixed deposits of HK\$1.0 million.

Financing activities

For the six months ended March 31, 2022, our net cash provided by financing activities was HK\$0.2 million, which was primarily attributable to repayment by related parties for settling the balance due.

For the six months ended March 31, 2023, our net cash used in financing activities was HK\$0.2 million, which was primarily attributable to repayment to related parties for settling the balance due.

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Our subsidiary, Shine Union, has banking facilities of HK\$20.0 million with a commercial bank in Hong Kong. As of September 30, 2022 and March 31, 2023, Shine Union had utilized HK\$2.9 million and HK\$2.8 million, respectively. The unutilized banking facilities were HK\$17.1 million and HK\$17.2 million as of September 30, 2022 and March 31, 2023, respectively.

The following table sets forth a summary of our consolidated cash flows for the fiscal years indicated:

	For the years ended September 30,			Change	
	2021	2022	2022	Amount	%
	HK\$	HK\$	US\$	HK\$	
Net cash provided by operating activities	18,583,165	4,453,913	567,408	(14,129,252)	(76.0)
Net cash provided by (used in) investing activities	14,869,866	(2,250,000)	(286,638)	(17,119,866)	(115.1)
Net cash used in financing activities	(16,552,193)	(8,071,760)	(1,028,302)	(8,480,433)	(51.2)
Effects of exchange rate changes on cash and cash equivalents	(20,302)	(27,496)	(3,505)	7,194	35.4
Net increase (decrease) in cash and cash equivalents	16,880,536	(5,895,343)	(751,037)	(22,775,879)	(134.9)
Cash and cash equivalents at the beginning of the years presented	14,200,437	31,080,973	3,959,561	16,880,536	118.9
Cash and cash equivalents at the end of the years presented	31,080,973	25,185,630	3,208,524	(5,895,343)	(19.0)

Operating activities

For the year ended September 30, 2021, our net cash provided by operating activities of HK\$18.5 million was primarily attributable to (i) net income of HK\$6.0 million, adjusted for depreciation of property and equipment and ROU assets of HK\$2.8 million and HK\$1.3 million, respectively, gain on disposal of property and equipment of HK\$3.9 million, and deferred tax of HK\$1.1 million; (ii) a decrease of inventories of HK\$3.5 million, due to utilization of inventories triggered by an increase in sales activities; (iii) an increase of contract liabilities of HK\$14.8 million, triggered by an increase in revenues; and (iv) an increase of income tax payable of HK\$3.6 million, due to an increase in assessable profits, net off

with (v) a decrease of contract assets of HK\$2.2 million due to issuance of invoices upon completion of jobs; and (vi) a decrease of trade and notes payables of HK\$1.7 million due to settlement made.

For the fiscal year ended September 30, 2022, our net cash provided by operating activities of HK\$4.5 million was primarily attributable to (i) net income of HK\$8.2 million, adjusted for depreciation of property and equipment and ROU assets of HK\$2.3 million and HK\$1.3 million respectively, losses on disposal of property and equipment of HK\$1.9 million, and deferred tax of HK\$0.4 million; (ii) an increase of trade receivables of HK\$6.6 million, offset by (iii) a decrease of contract liabilities of HK\$2.8 million triggered by increase in revenues; and (iv) an decrease of income tax payable of HK\$1.7 million, due to settlement of income tax.

We identified several material changes of assets and liabilities as below:

Trade receivables, net decreased by HK\$6.7 million, or 22.0%, from HK\$30.4 million as of September 30, 2021 to HK\$23.7 million as of September 30, 2022. The decrease of trade receivables was mainly attributable to the improvement in credit control and collection. Credit terms of our trade receivables were generally between 0 to 90 days for the years ended September 30, 2021 and 2022.

Inventories increased by HK\$4.8 million, or 26.4%, from HK\$17.9 million as of September 30, 2021 to HK\$22.7 million as of September 30, 2022. The increase of inventories was mainly due to an increase in work-in-progress since there are more ongoing projects and thus more project costs being incurred and transferred to work-in-progress.

Trade payables decreased by HK\$2.4 million, or 42.8%, from HK\$5.6 million as of September 30, 2021 to HK\$3.2 million as of September 30, 2022. The decrease was due to payment procedures improvement contributing an acceleration in the payment cycle.

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Contract liabilities decreased by HK\$2.9 million, or 9.5%, from HK\$30.1 million as of September 30, 2021 to HK\$27.2 million as of September 30, 2022. It was mainly due to the recognition of revenues by utilizing the prepayment received from customers.

Investing activities

During the year ended September 30, 2021, our net cash provided by investing activities was HK\$14.9 million which was attributable to proceeds from disposal of property and equipment of HK\$17.8 million, net off with the purchase of equipment of HK\$2.9 million.

During the year ended September 30, 2022, our net cash used in investing activities was HK\$2.3 million, which was primarily attributable to the purchase of equipment and intangible assets.

Financing activities

For the year ended September 30, 2021, our net cash used in financing activities was HK\$16.6 million, which was primarily attributable to (i) payment for dividends of HK\$17.0 million; (ii) repayment for long-term bank loans of HK\$4.9 million; (iii) repayment to related parties of HK\$2.9 million for settling the balance due, offset by (iv) proceeds from capital contribution of HK\$8.0 million.

For the year ended September 30, 2022, our net cash used in financing activities was HK\$8.1 million, which was primarily attributable to the payment for dividends of HK\$8.0 million.

Our subsidiary, Shine Union, has banking facilities of HK\$20.0 million with a commercial bank in Hong Kong. As of September 30, 2021 and 2022, Shine Union had utilized HK\$2.0 million and HK\$2.9 million, respectively. The unutilized banking facilities were HK\$18.0 million and HK\$17.1 million as of September 30, 2021 and 2022, respectively.

On April 29, 2021, we entered into a subscription agreement with our existing shareholder and two investors (together the “Subscribers”), pursuant to which, we have allotted and issued 50 shares in aggregate to the Subscribers at a cash consideration of HK\$160,000 per ordinary share. We received a total of HK\$8.0 million.

CONTINGENCIES

Severance Payment and Long Service Payment

The Employment Ordinance of Hong Kong requires employers to assure the liability of severance payment if an employee who has been working for the employer for not less than 24 months under a continuous contract is, due to redundancy, dismissed, laid off, or upon expiry of a fixed-term employment contract. The Employment Ordinance also requires employers to assure the liability of long service payment if an employee who has been working for the employer for not less than 5 years under a continuous contract is dismissed, dies, resigns on ground of ill health or on or after 65 years old, or upon expiry of a fixed-term employment contract.

As of September 30, 2021 and 2022, and March 31, 2023, we estimated our long service payment to be HK\$0.9 million, HK\$1.0 million, and HK\$0.1 million, respectively. The provisions for long service payment as at September 30, 2021 and 2022, and March 31, 2023 have been reflected in our balance sheets as “other liabilities” under non-current liabilities.

No severance payment is provided since we have no plan to dismiss any staff due to redundancy, and therefore consider the possibility of meeting the criteria of making severance payment to be remote.

Legal Contingencies

In the ordinary course of business, we may be subject to legal proceedings regarding contractual and employment relationships and a variety of other matters. We record contingent liabilities resulting from

such claims, when a loss is assessed to be probable, and the amount of the loss is reasonably estimable. In the opinion of management, there were no pending or threatened claims and litigation as of September 30, 2021 and 2022, and March 31, 2023, and through the issuance date of the financial statements.

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OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

We have not entered into any off-balance sheet financial guarantees or other off-balance sheet commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder’s equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with us.

MATERIAL CASH REQUIREMENTS

Our material cash requirements as of September 30, 2022, and March 31, 2023 and any subsequent period primarily include our capital expenditures and contractual obligations.

Capital Expenditures

For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our capital expenditures were HK\$2.9 million, HK\$2.3 million, and HK\$0.7 million, respectively, which primarily related to acquisition of equipment, and computer software. We plan to fund our future capital expenditures with our existing cash balance and proceeds from this offering. We will continue to make capital expenditures to meet the expected growth of our business.

Contractual Obligations

The following table sets forth our contractual obligations as of March 31, 2023:

	Payments due by period		
	Total	Within one year	Within 1 – 2 years
	HK\$	HK\$	HK\$
Operating lease payment – short-term leases	1,222,065	1,222,065	—

Operating lease payment – leases with lease term of more than 12 months	1,385,000	917,600	467,400
Non-cancellable purchase contracts	5,506,530	5,506,530	—
Total	8,113,595	7,646,195	467,400

The following table sets forth our contractual obligations as of September 30, 2022:

	Payments due by period			
	Total	Within one year	Within 1 – 2 years	Over 2 years
	HK\$	HK\$	HK\$	HK\$
Operating lease payment – short-term leases	494,600	494,600	—	—
Operating lease payment – leases with lease term of more than 12 months	589,000	551,000	38,000	—
Non-cancellable purchase contracts	8,988,703	8,988,703	—	—

Other than as shown above, we did not have any significant capital and other commitments, long-term obligations, or guarantees as of September 30, 2022 and March 31, 2023.

TREND INFORMATION

Other than as disclosed elsewhere herein, we are not aware of any trends, uncertainties, demands, commitments or events for the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023 that are reasonably likely to have a material and adverse effect on our revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future results of operations or financial condition.

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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting period and revenues and expenses during the reporting periods. Significant accounting estimates include, but are not limited to allowance for doubtful accounts, useful lives and impairment of long-lived assets, accounting for deferred income tax and valuation allowance for deferred tax assets. Changes in facts and circumstances may result in revised estimates. Actual results could differ from those estimates, and as such, differences may be material to the financial statements.

We believe the following critical accounting policies involve a higher degree of judgment and complexity than our other accounting policies. Therefore, these are the policies we believe are the most critical to understanding and evaluating our financial condition and results of operations.

Trade receivables, net

Trade receivables, net are stated at the original amount less an allowance for doubtful accounts. Trade receivables are recognized in the period when we have delivered goods or rendered services to our customers and when the right to consideration is unconditional. The amounts due are stated at their net estimated realizable value. The credit terms are generally between 0 to 90 days. In establishing the required allowance for doubtful accounts, management considers historical collection experience, aging of the receivables, the economic environment, industry trend analysis, and the credit history and financial condition of the customers. Management reviews its receivables on a regular basis to determine if the allowance is adequate, and adjusts the allowance when necessary. Delinquent account balances are written-off against allowance for doubtful accounts after management has determined that the likelihood of collection is not probable. Our allowance for doubtful accounts amounted to HK\$14,000, HK\$44,000, and HK\$44,000 as of September 30, 2021 and 2022, and March 31, 2023, respectively.

Revenue recognition

We recognized our revenues under ASC Topic 606, Revenues from Contracts with Customers (“ASC 606”). The core principle underlying the revenue recognition of this Accounting Standards Update (“ASU”) allows us to recognize revenues that represents the transfer of goods and services to customers in an amount that reflects the consideration to which we expect to be entitled in such exchange. This will require us to identify contractual performance obligations and determine whether revenues should be recognized at a point in time or over time, based on when control of goods and services transfers to a customer.

To achieve that core principle, we apply five-step model to recognize revenues from customer contracts. The five-step model requires us to (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur; (iv) allocate the transaction price to the respective performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation.

We account for a contract with a customer when the contract is committed in writing, the rights of the parties, including payment terms, are identified, the contract has commercial substance, and consideration is probable of substantially collection.

We derive our revenues principally from providing security-related engineering services, and security guarding and screening services.

Revenue recognition policies for each type of revenues stream are as follows:

Security-related engineering services

We offer security-related engineering services to customers, and sign project contracts with them. The contracts typically comprise one or multiple arrangements, such as: (i) supplies of security systems and products, provision of installation, and related maintenance services; (ii) supplies of security systems and products only; or (iii) maintenance services only.

We determine whether arrangements are distinct based on whether the customer can benefit from the product or service on its own or together with other resources that are readily available and whether our commitment to transfer the product or service to the customer is separately identifiable from other obligations in the contract.

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We have identified that the supply of security systems and products with the installation services are a combined performance obligation, as they are interdependent and interrelated services as one promise to the customer. We also determine that the related maintenance services are distinct and represent a separate performance obligation.

The transaction price of a contract containing multiple performance obligations is allocated to the separate performance obligations on a relative standalone selling price basis, which is determined using observable inputs, such as standalone sales of the maintenance services and historical contract pricing. If the standalone selling price is not observable through past transactions, we estimate the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.

We recognize revenues when (or as) it satisfies the performance obligation by transferring a promised product and/or service to a customer. Revenues from supplying security systems and products and installation services are recognized at a point in time when the legal title and control of the products and services has been transferred, being when the products and services are delivered, and accepted by the customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and services, and it is highly probable that a significant reversal will not occur. We recognize revenues from the maintenance services ratably over the term of the arrangement, because the customer simultaneously receives and consumes the benefits provided by us.

In addition, we provide equipment rental services to our customers with use of dedicated security-related systems and equipment for contractual periods. We assess the service for equipment rental arrangements under ASC Topic 842, Leases ("ASC 842"). Revenues are recognized on a straight-line basis over the lease period, usually two to three years.

Customers related to security-related engineering services generally make the payment monthly or quarterly, in accordance with the contract terms, except for the payment related to the supply of security systems and products which is payable upon client's acceptance.

Security guarding and screening services

We enter into contracts with customers to provide security guarding services, by dispatching security guards with corresponding abilities and qualifications on demand, to fulfill the customers' needs such as securing and guarding physical properties by, among other things, conducting patrols, entrance guarding, access control and alarm monitoring and response such as fire and gas detection, burglary detection and emergency management such as first aid service and communication and evacuation. We also offer security guarding services targeted at crowd coordination and management.

We also enter into contracts with customers to provide security screening services, by dispatching certified screeners to the premises of the customers. Our screening services include the detection of explosives, incendiary devices in air cargo consignment and detection of dangerous goods for safety purpose through the operation of threat detection systems by the screeners.

We identify one performance obligation in security guarding and screening services as the contract comprises of a series of distinct services that are substantially the same and have the same pattern of transfer to the customers, which is to provide security guards and screeners in accordance with the demand orders.

Since the customer simultaneously receives and consumes the benefits as the dispatched security guards and screeners perform the services, revenues from security guarding and screening services are recognized over the contractual term, starting from the date that our services are made available to the customers. The contracts have a transaction price that includes a fixed consideration and a variable consideration that is charged based on ad-hoc overtime work demanded, less any deduction due to absence. The considerations are reconciled with customers monthly before billing. For variable considerations, we use the practical expedient that allows us to recognize revenues in the amount to which we have a right to invoice.

In addition to the abovementioned services, we also offer various types of related vocational training courses. The fees are usually billed and paid in advance before commencement of the training. Revenues are recognized at the course fees over time during the training course period, usually within several days.

Contract balances

Timing of revenue recognition may differ from the timing of invoicing to our customers. Trade receivables represent amounts invoiced when we have satisfied our performance obligations and have the unconditional right to payment.

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Contract assets are primarily unbilled trade receivables that are conditional on something other than the passage of time, and we review the contract assets for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

If a customer pays consideration or we have a right to an amount of consideration that is unconditional, before we transfer the promised goods or services to the customer, we present the amount as a contract liability when the payment is received or a receivable is recorded (whichever is earlier). A contract liability is our obligation to transfer the promised goods to a customer for which we have received consideration (or an amount of consideration is due) from the customer.

Leases

We adopted ASC 842 effective October 1, 2020.

Lease classification for leases under which we are a lessor is evaluated at lease commencement and leases not classified as sales-type leases or direct financing leases are classified as operating leases. Leases qualify as sales-type leases if the contract includes either transfer of ownership clauses, certain purchase options, a lease term representing a major part of the economic life of the asset, or the present value of the lease payments and residual guarantees provided by the lessee exceeds substantially all of the fair value of the asset. Additionally, leasing an asset so specialized that it is not deemed to have any value to us at the end of the lease term may also result in classification as a sales-type lease. Leases qualify as direct financing leases when the present value of the lease payments and residual value guarantees provided by the lessee and unrelated third parties exceeds substantially all of the fair value of the asset and collection of the payments is probable.

Lease classification for leases under which we are a lessee is evaluated at lease commencement as finance or operating leases. Leases qualify as finance leases if the lease transfers ownership of the asset at the end of the lease term, the lease grants an option to purchase the asset that we are reasonably certain to exercise, the lease term is for a major part of the remaining economic life of the asset, or the present value of the lease payments exceeds substantially all of the fair value of the asset. Leases that do not qualify as finance leases are deemed to be operating leases. At lease commencement we record a lease liability which is measured as the present value of the lease payments and a ROU asset which is measured as the amount of the lease liability and any initial direct costs incurred. We apply the rate implicit in the lease, if available, as a discount rate to determine the present value of the lease payments. If the rate implicit in the lease is not known, we use a discount rate reflective of the incremental borrowing rate. In the consolidated statements of income, operating leases are expensed through rent expense while financing leases are expensed through amortization and interest expense.

Leases — we as lessor

Our lease arrangements are all operating leases which typically have a maturity of 2 to 3 years. Initial direct costs incurred by us in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognized as an expense in the consolidated statements of income over the lease term on the same basis as equipment leasing income. See Note 2(s) of our audited consolidated financial statements included elsewhere in this prospectus for the accounting policy for revenues from equipment rental services.

Leases — we as lessee

We own leasehold land in Hong Kong and lease training center, offices, workshops, warehouse, and carparking spaces, which are classified as operating leases in accordance with ASC 842. Under ASC 842, we as a lessee are required to recognize the following for all leases (with the exception of short-term leases, usually with initial term of 12 months or less) on the commencement date: (i) lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) ROU asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

At the commencement date, we recognize the lease liability at the present value of the lease payments not yet paid, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, our incremental borrowing rate for the same term as the underlying lease. The ROU asset is recognized initially at cost, which primarily comprises the initial amount of the lease liability, plus any initial direct costs incurred, consisting mainly of brokerage commissions, less any lease incentives received. All ROU assets are reviewed for impairment annually. There was no impairment for ROU asset as of September 30, 2021 and 2022, and March 31, 2023.

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We elected the practical expedient to account for leases with lease terms which end within twelve months of the initial date of application as a short-term lease. The lease payments for short-term leases are recognized on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in other comprehensive income or directly in equity.

Current tax is provided on the basis of net income for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for income tax purposes, in accordance with the regulations of the relevant tax jurisdictions. It is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is accounted for using the asset and liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the profit or loss, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

An uncertain tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Penalties and interests incurred related to underpayment of Income tax are classified as income tax expense in the period incurred. For both the years ended September 30, 2021 and 2022 and for the six months ended both March 31, 2023, the amount of penalties and interests incurred related to underpayment of income tax was nil. Hong Kong Profits Tax returns filed in 2018 to 2022 are subject to examination by any applicable tax authorities.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET AND FINANCIAL RISKS

Our activities expose to a variety of financial risks: market risks (including interest rate risk and foreign currency risk), credit risk and liquidity risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance.

Financial risk management is carried out by the accounting and finance department under the supervision of the board of directors. The board of directors provides principles for overall risk management.

(a) Concentration risk

For the years ended September 30, 2021 and 2022, and the six months ended March 31, 2022 and 2023, we are exposed to a concentration risk related to suppliers. During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our five largest suppliers accounted for 49.3%, 43.2%, and 59.7% of our total purchases, respectively, and our single largest supplier accounted for 36.6%, 20.2%, and 22.4% of our total purchases during the same periods, respectively. Four suppliers accounted for 20.6%, 18.4%, 13.2%, and 13.2% of our trade and notes payables as of March 31, 2023. One supplier accounted for 54.1% of our trade and notes payables as of September 30, 2022 and two

suppliers accounted for 31.5% and 13.5% of our trade and notes payables as of September 30, 2021. Failure to maintain existing relationships with the suppliers or to establish new relationships in the future could negatively affect our ability to obtain goods sold to customers in a price advantage and timely manner. If we are unable to obtain ample supply of goods from existing suppliers or alternative sources of supply, we may be unable to satisfy the orders from its customers, which could materially and adversely affect our revenues. See “*Risk Factor — Risks Related to Our Business and Industry — Our business depends heavily on major suppliers. Any shortage of, or delay in, the supply may significantly impact on our business and results of operations.*”

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(b) Interest rate risk

Our income and operating cash flows are substantially independent of changes in market interest rates. The interest rate risk mainly arises from cash and bank balances and borrowings. After completion of this offering, we may invest the net proceeds that we receive from this offering in interest-earning instruments. Investments in both fixed-rate and floating rate interest-earning instruments carry a degree of interest rate risk. Fixed-rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating-rate securities may produce less income than expected if interest rates fall.

As of September 30, 2022 and March 31, 2023, we have not been exposed to material risks due to changes in market interest rates, and we have not used any derivative financial instruments to manage our interest risk exposure.

(c) Foreign currency risk

We are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US\$, EUR, GBP, and RMB. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities, which are dominated in these currencies. Since HK\$ is pegged to US\$, we believe the exposure of transactions denominated in US\$ which are entered into by us to be insignificant. We have not entered into any derivative instruments to hedge its foreign exchange exposures.

As of March 31, 2023, we had EUR-denominated cash and cash equivalents, and trade and notes payables of HK\$1.4 million and HK\$1.2 million, respectively. A 10% depreciation of EUR against HK\$ based on the foreign exchange rate on March 31, 2023 would result in a decrease of HK\$0.14 million and HK\$0.12 million in cash and cash equivalents and trade and notes payables, respectively. A 10% appreciation of EUR against HK\$ based on the foreign exchange rate on March 31, 2023 would result in an increase of HK\$0.14 million and HK\$0.12 million in cash and cash equivalents and trade and notes payables, respectively.

As of March 31, 2023, we had GBP-denominated cash and cash equivalents of HK\$0.4 million. A 10% depreciation of GBP against HK\$ based on the foreign exchange rate on March 31, 2023 would result in a decrease of HK\$0.04 million in cash and cash equivalents. A 10% appreciation of GBP against HK\$ based on the foreign exchange rate on March 31, 2023 would result in an increase of HK\$0.04 million in cash and cash equivalents.

As of September 30, 2022, we had EUR-denominated cash and cash equivalents and trade and notes payables of HK\$0.8 million and HK\$0.4 million, respectively. A 10% depreciation of EUR against HK\$ based on the foreign exchange rate on September 30, 2022 would result in a decrease of HK\$0.08 million and HK\$0.04 million in cash and cash equivalents and trade and notes payables, respectively. A 10% appreciation of EUR against HK\$ based on the foreign exchange rate on September 30, 2022 would result in an increase of HK\$0.08 million and HK\$0.04 million in cash and cash equivalents and trade and notes payables, respectively.

As of September 30, 2022, we had RMB-denominated cash and cash equivalents of HK\$0.7 million. A 10% depreciation of RMB against HK\$ based on the foreign exchange rate on September 30, 2022 would result in a decrease of HK\$0.07 million in cash and cash equivalents. A 10% appreciation of RMB against HK\$ based on the foreign exchange rate on September 30, 2022 would result in an increase of HK\$0.07 million in cash and cash equivalents.

(d) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to us. Our credit risk mainly arises from trade receivables, contract assets, deposits and other receivables, amount due from related parties and cash and cash equivalents.

We have policies in place to ensure that credit terms are made to customers with an appropriate credit history and we perform periodic credit evaluations of our customers. Our historical experience in collection of trade and other receivables falls within the recorded allowances and the shareholder are of the opinion that adequate provision for uncollectible receivables has been made. Cash and cash equivalents are mainly placed with reputable international financial institutions. There has been no recent history of default in relation to these financial institutions. Our accounting and finance department has policies in place to monitor the exposures to these credit risks on an on-going basis.

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(e) Liquidity risk

Liquidity risk is the risk that we are unable to meet our current obligations. We maintain liquidity by a number of sources including orderly realization of short-term financial assets, receivables and certain

assets that we consider appropriate and short-term and long-term financing including short-term and long-term borrowings. We aim to maintain flexibility in funding by utilizing committed credit lines available and interest-bearing borrowings which enable us to continue our business for the foreseeable future.

RECENT ISSUED ACCOUNTING PRONOUNCEMENTS

In May 2019, the Financial Accounting Standards Board (“FASB”) issued ASU 2019-05, which is an update to ASU 2016-13, Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which introduced the expected credit losses methodology for the measurement of credit losses on financial assets measured at amortized cost basis, replacing the previous incurred loss methodology. The amendments in ASU 2016-13 added ASC 326, Financial Instruments — Credit Losses, and made several consequential amendments to the ASC. ASU 2016-13 also modified the accounting for available-for-sale debt securities, which must be individually assessed for credit losses when fair value is less than the amortized cost basis, in accordance with Subtopic 326-30, Financial Instruments — Credit Losses — Available-for-Sale Debt Securities. The amendments in this ASU address those stakeholders’ concerns by providing an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For those entities, the targeted transition relief will increase comparability of financial statement information by providing an option to align measurement methodologies for similar financial assets. Furthermore, the targeted transition relief also may reduce the costs for some entities to comply with the amendments in ASU 2016-13 while still providing financial statement users with decision-useful information. ASU 2019-05 is effective for annual and interim reporting periods beginning October 1, 2023 after FASB delayed the effective date for non-public companies with ASU 2019-10. We are currently evaluating the impact of this new standard on our consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740) Simplifying the Accounting for Income Taxes. The FASB is issuing this ASU as part of its initiative to reduce complexity in accounting standards (the Simplification Initiative). The objective of the Simplification Initiative is to identify, evaluate, and improve areas of U.S. GAAP for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The specific areas of potential simplification in this ASU were submitted by stakeholders as part of the Simplification Initiative. The amendments are effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. We are currently evaluating the impact ASU 2019-12 will have on our consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity’s Own Equity (Subtopic 815-40). ASU 2020-06 simplifies the accounting for certain financial instruments with characteristics of liabilities

and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. We are currently evaluating the impact ASU 2020-06 will have on our consolidated financial statements.

We do not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the consolidated balance sheets, consolidated statements of income and consolidated statements of cash flows.

As a company with less than US\$1.235 billion in revenues for fiscal year 2022, we qualify as an "emerging growth company" pursuant to the JOBS Act. An emerging growth company may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. These provisions include exemption from the auditor attestation requirement under Section 404 of the Sarbanes-Oxley Act of 2002 in the assessment of the emerging growth company's internal control over financial reporting.

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INDUSTRY

Unless otherwise noted, all the information and data presented in this section have been derived from Frost & Sullivan Limited's industry report commissioned by us entitled "Independent Market Research Report." Frost & Sullivan has advised us that the statistical and graphical information contained herein is drawn from its database and other sources. The following discussion contains projections for future growth, which may not occur at the rates that are projected or at all.

OVERVIEW OF HONG KONG SECURITY-RELATED ENGINEERING SERVICES MARKET

Introduction and Segmentation of Security-related Engineering Services

Security-related engineering services refer to the supply of security systems and products and related maintenance services, including threat detection systems, traffic and pedestrian control systems and ELV systems.

Security-related engineering services encompass advisory services on the technical application, sourcing and procurement of systems and equipment, logistics management, deployment and integration of systems and technical support.

The Security-related engineering services providers keep track of the work progress for projects, including cumulative costs and manpower, to determine whether the projects are carried out on schedule

in accordance with respective project execution plans and within budgeted costs, and to better manage any foreseeable cost overruns in projects. They also conduct relevant functional and performance tests according to the testing and commissioning plan and customer specifications during the testing and commissioning stage before completion and handover to customers.

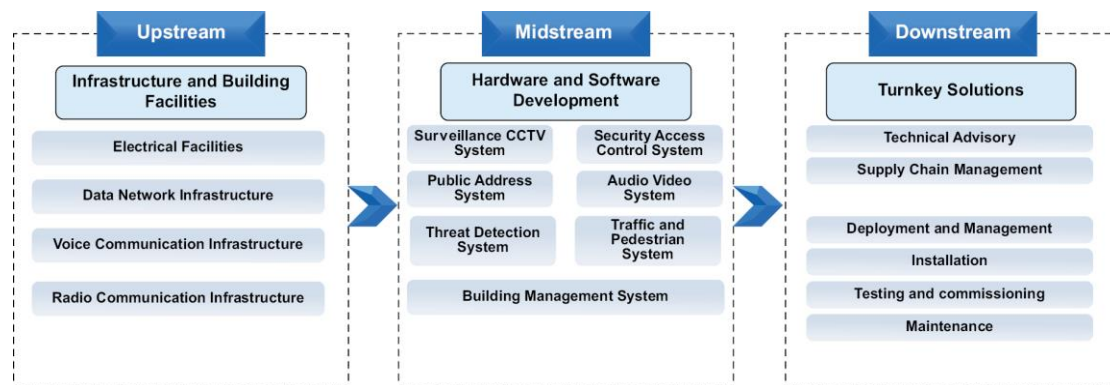
Security-related engineering services is segmented into the following functions:

- **Technical advisory:** advising on the use of feasible and suitable technologies that are in line with the industry and operational standard, as well as the design and layout of the security system
- **Product sourcing:** assisting clients in sourcing the proper system and equipment at competitive prices by engaging and evaluating the suppliers
- **Procurement and installation:** procuring security systems, such as threat detection systems and traffic and pedestrian control systems, and the full range of IT hardware and software that are required for the entire project on the client's behalf. Installation refers to the implementation and testing of security systems
- **Logistics management:** offering logistics management solution and demand planning, from transportation, warehousing and order fulfillment to inventory management
- **Deployment and integration:** engaging in strategic alliances with vendors, with customized architecture and workflow integrated with new or existing hardware and software
- **Technical support and maintenance:** providing assistance to the use of technologies and addressing specific problems with the systems. Maintenance services include monitoring, evaluating, and modifying existing security systems to keep them running properly

Security-related engineering services is segmented into the following system applications:

- **Traffic and pedestrian control systems,** including traffic barrier gates, carpark revenue control systems, security traffic control systems, automatic fare control systems, attendance and access control systems and people-counting systems
- **Threat detection systems,** including X-ray machines and metal detectors
- **ELV systems,** including closed-circuit television systems ("CCTV"), access control systems and building management systems

The security-related engineering services industry in Hong Kong is further divided into different streams of the value chain, comprising (i) upstream, representing infrastructure and building facilities; (ii) midstream, representing hardware and software procurement and/or development in relation to infrastructure and building facilities; and (iii) downstream, representing turnkey services in security system design, installation and maintenance. Our Group provides services in the midstream and downstream of the security-related engineering services industry.



Source: *The Frost & Sullivan Report*

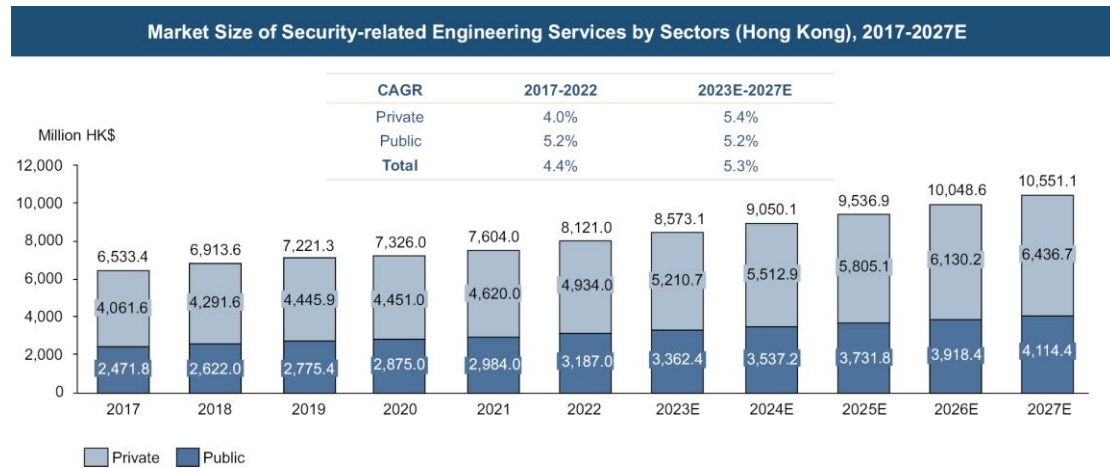
Market Size of Security-related Engineering Services in Hong Kong

The security-related engineering services provided for the private sector in Hong Kong encompass security-related engineering services carried out for commercial or residential buildings, educational institutions and other properties held by private companies. The security-related engineering services provided for private sector market recorded growth from HK\$4,061.6 million in 2017 to HK\$4,934.0 million in 2022, representing a CAGR of 4.0%. The growth was supported by increased property development, which led to a rise in demand for security-related engineering services. It is expected that the security-related engineering services provided for private sector would maintain its growth from HK\$5,210.7 million in 2023 to HK\$6,436.7 million in 2027, representing a CAGR of 5.4%. The growth in the overall security-related engineering services market is largely attributed to an increase in building developments, growing public awareness of facility safety and the rising trend that Hong Kong has been leveraging other advanced technologies such as internet of things (“IoT”), cloud computing, and big data to enhance building safety and security.

In Hong Kong, security-related engineering services are mainly carried out for the private sector. The security-related engineering services provided for public sector recorded growth from HK\$2,471.8 million in 2017 to HK\$3,187.0 million in 2022, representing a CAGR of 5.2%. Supported by the rising supply of public housing and investment in, bridges, ports and railways, the security-related engineering services provided for public sector market is forecasted to grow at a CAGR of 5.2% from HK\$3,362.4 million in 2023 to HK\$4,114.4 million in 2027. The demand for the security-related engineering services in relation to threat detection systems going forward is expected to be

supported by the growing e-commerce industry, which generates an increasing demand for cross-border logistics.

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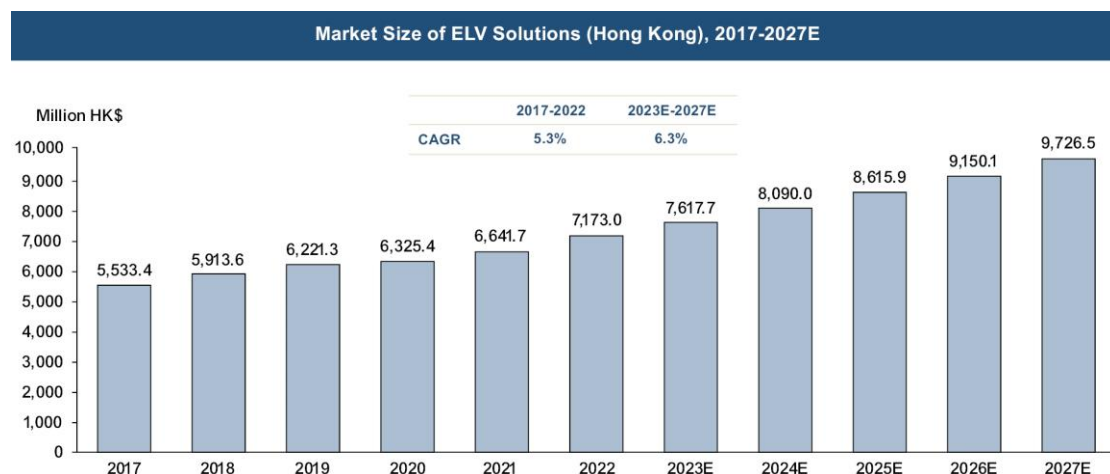


Source: Government Logistics Department of the Hong Kong Government, Census and Statistics Department of the Hong Kong Government, The Frost & Sullivan Report

Market Size of ELV Solutions in Hong Kong

Video surveillance and security systems took up the largest share (44.8%) in the overall supply of ELV solutions in 2022. The market size of ELV solutions increased from HK\$5,533.4 million in 2017 to HK\$7,173.0 million in 2022, representing a CAGR of 5.3%, driven by the use of AI-enabled video surveillance such as face-detection camera, as well as rising requirements for building safety.

Incorporation of cloud-based security solutions would continue to drive the growth of ELV solutions and the market size of ELV solutions is expected to reach HK\$9,726.5 million in 2027 at a CAGR of approximately 6.3% from 2023 to 2027.



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Market Drivers and Opportunities

Rising Air Cargo Throughput Driven by Growing e-Commerce: The growth of e-commerce has reshaped the landscape of the whole supply chain and created a surging demand for cross-border logistics and delivery services, in particular air delivery and transshipment services. Accordingly, the cargo throughput by aviation in Hong Kong has recorded an increase from 4,937.0 thousand tons in 2017 to 5,026.0 thousand tons in 2021, representing a CAGR of approximately 0.4%. Increasing e-commerce serves as a market driver supporting the growth of the security-related engineering services industry in relation to threat detection systems. According to the 2021-22 Hong Kong Budget, the Airport Authority Hong Kong has plans for developing cargo handling facilities to enhance transportation of exports to the rest of the world through the Hong Kong International Airport. With the expansion of the existing express air cargo terminal, and the commissioning of a new premium logistics center as well as the Three Runway System, the annual cargo handling capacity of the Hong Kong International Airport is expected to increase from 7.4 million tons in 2021 tons to 9.0 million tons in 2024. Accordingly, the demand for the security-related engineering services in relation to threat detection systems is expected to continue to be driven by the growing e-commerce industry.

Supportive Government Policies in Promotion of Smart City: Hong Kong has been developing its smart city policy in recent years, with the goals of enhancing the quality of life for its citizens, improving the efficiency of public services, and promoting sustainable development. The government has identified a number of key areas for smart city development, including transportation, healthcare, education, and environmental sustainability. One of the main initiatives in Hong Kong's smart city policy is the development of a city-wide network of sensors and data analytics tools to monitor and manage traffic and transportation. This includes the installation of smart traffic lights, real-time traffic monitoring systems, and the development of a new integrated transport information system. The smart city development activities include, among others, the development of buildings, government areas, industrial areas, highways, and airports. As advanced technologies, such as IoT, cloud computing and big data are increasingly used for better administration, the concept of the smart city has emerged. It refers to the coordinated use of physical devices, software systems and analytics by city authorities to provide better services and infrastructure to citizens. Physical devices, software systems and analytics in a smart city use enormous amounts of data collected from the public domain. They also generate huge amounts of information useful to government agencies and city authorities. Accordingly, the supportive government policies have contributed to demand for security services relating to smart city development, namely the protection of data and specific components of the smart city infrastructure. The increasing investment in

and development of smart cities are mainly escalating the demand for security and safety, thereby driving the growth of security-related engineering services in Hong Kong.

Growing Public Awareness of Facility Safety: Another market driver for the growth of the security-related engineering services in Hong Kong include increasing public awareness and security concerns and willingness to invest in security systems arising from the social movements in Hong Kong in 2019. Corporates in Hong Kong are investing in security technology with the intention of increasing security, protecting people and assets, and solving security issues. An increasing number of facility management companies in Hong Kong placing emphasis on surveillance technology and video analytics, ensuring high system availability and reliability, and facilitating manpower deployment for higher quality of ELV services and better operational efficiency. Security-related engineering services providers assist in monitoring, recording and storing potential evidence by setting up high-definition, strategically-deployed, 24-hour operating surveillance systems.

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Cost Structure Analysis

The median monthly salary of security-related engineering industry refers to the wages of employers who engage in the supply of security systems and products and related maintenance services, including security-related engineering services. From 2017 to 2022, the median monthly salary of the security-related engineering industry has recorded a gradual increase at a CAGR of 3.4%. The median monthly salary of security-related engineering industry is expected to increase at a CAGR of 3.9% from 2023 to 2027, due to the sustained growth of the industry.

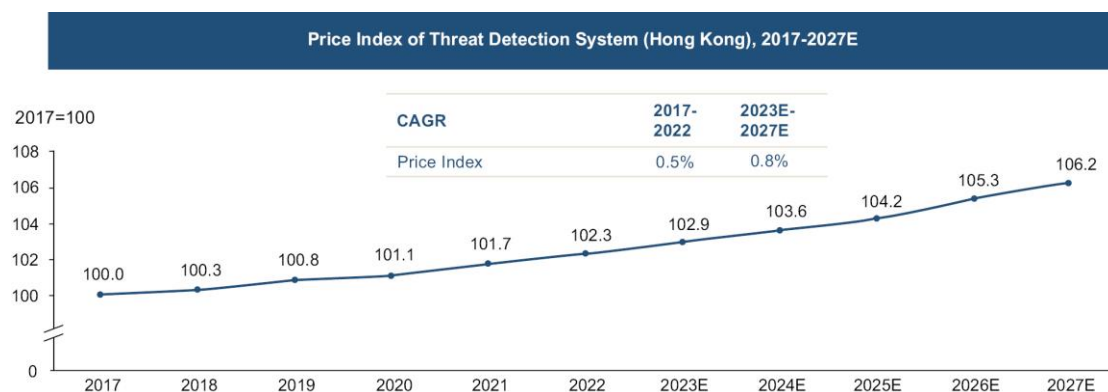
Source: *The Frost & Sullivan Report*



Source: *Census and Statistics Department of the Hong Kong Government, The Frost & Sullivan Report*

The price index illustrates the effect of material cost in the security-related engineering services market. From 2017 to 2022, the price index of threat detection systems in Hong Kong recorded an increase from

100.0 in 2017 to 102.3 in 2022. The price index of threat detection systems in Hong Kong is expected to increase at a CAGR of 0.8% from 2023 to 2027.



Source: Census and Statistics Department of the Hong Kong Government, The Frost & Sullivan Report

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OVERVIEW OF HONG KONG SECURITY GUARDING AND SCREENING SERVICES AND RELATED VOCATIONAL TRAINING SERVICES MARKET

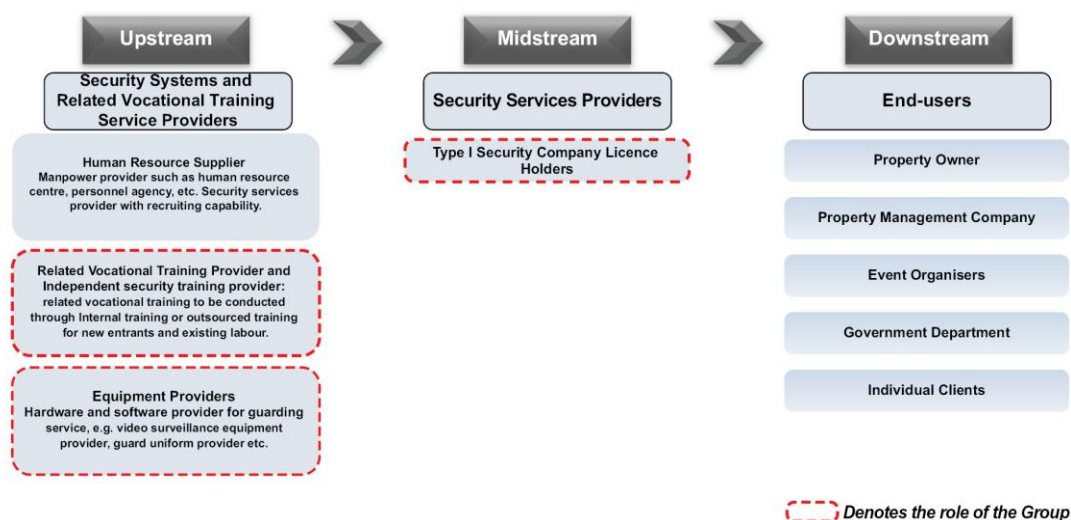
Overview and segmentation

The security guarding and screening services and related vocational training services market can be classified into three industry segments, namely (i) security guarding services, (ii) screening services and (iii) related vocational training services.

- **Security guarding services** cover the guarding of any property, person or place for the purpose of preventing or detecting the occurrence of any offense.
- **Screening services** refer to the provision of manned screening services by certified screeners to the premises of customers. Screening services include the detection of explosives, and incendiary devices in air cargo consignment and detection of dangerous goods through the operation of X-ray machines/threat detection systems by screeners.
- **Related vocational training services** refer to provision of training courses with a view to assist individuals to fulfill the qualifications framework (the “QF”) and standards of certain accreditation bodies such as the Security and Guarding Services Industry Authority and the Labour Department of the Hong Kong Government (Occupational Safety and Health Branch Registration and Staff Training Division). Related vocational training is provided to individuals who aspire to fulfill the licensing regime of various industries, such as the security service industry, property management industry, construction industry and electrical and mechanical engineering industry.

Value Chain

The typical market providers of the security guarding and screening and related vocational training services industry include human resources suppliers, related vocational training services and security systems providers from the upstream, security services providers from the midstream and end-users from the downstream. Our Group provides services in the upstream and midstream segments of the industry.



Source: The Frost & Sullivan Report

Market Size of Security Guarding and Screening Services and Related Vocational Training Services Market in Hong Kong

The market size of security guarding services has increased from HK\$21,200 million in 2017 to HK\$26,300 million in 2022, representing a CAGR of 4.4%. In light of the occurrence of social movements in Hong Kong in 2019, an increasing demand in job recruitment was recorded for security personnel for event and crisis management. In

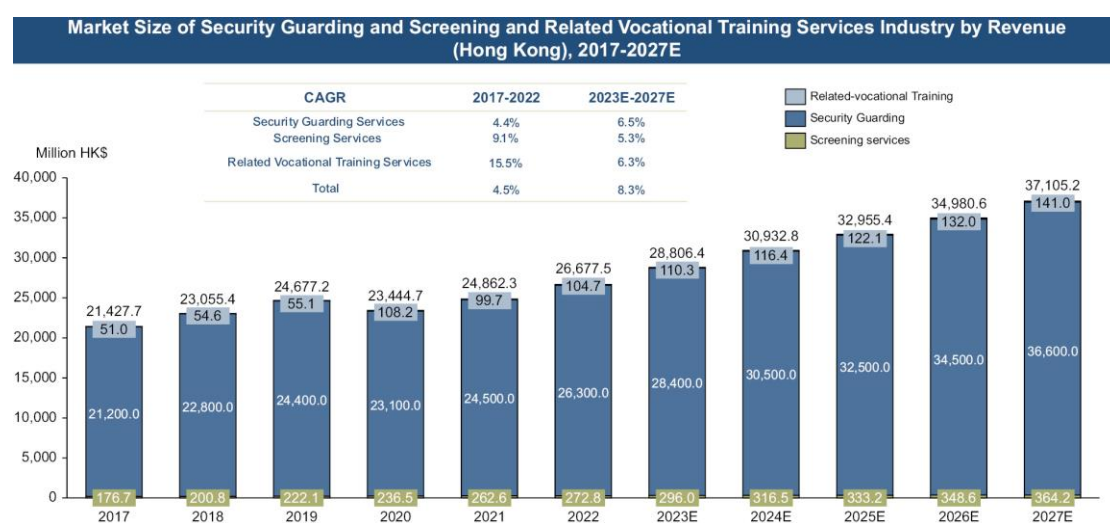
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early 2022, Hong Kong was heavily stricken by the fifth wave of the outbreak of the non-transmittable Omicron variant of COVID-19, with daily cases recorded at over 20 thousand in March 2022. The Hong Kong government has implemented stringent counter pandemic measures including temporary suspension of public services and mandatory closure of various entertainment and catering facilities. In the long run, the market size of security guarding services is expected to reach HK\$36,600 million in 2027, representing a CAGR of 6.5% from 2023 to 2027 primarily due to the sustained growth in the real estate market and the increasing demand for security guarding services.

The market size in terms of revenues of screening services, driven by the introduction of new policies by the ICAO in September 2016 and the RACSF launched by the CAD in October 2018, which required all

outgoing air cargo in Hong Kong to be subject to security screening by June 2021, coupled with the rising air cargo throughput as a result of pandemic, also recorded a growth of 9.1% from HK\$176.7 million in 2017 to HK\$272.8 million in 2022. Going forward, with the anticipated steady growth of air cargo throughput due to the recovery of global economy and the continual enforcement of the RACSF, the market size in terms of revenues of screening services is expected to attain HK\$364.2 million in 2027, representing a CAGR of 5.3% from 2023 to 2027.

The market size in terms of revenues of related vocational training services is underpinned by the influx of labor entrants and increasing demand for retraining for existing labor and has increased substantially from HK\$51.0 million in 2017 to HK\$104.7 million in 2022, representing a CAGR of 15.5%. The outbreak of COVID-19 has not only curbed tourism spending but also local consumption, resulting in business closures, layoffs and/or unpaid leave for workers. Some of the laid-off workers have joined the workforce in security guarding services. It led to the surge in demand for related vocational training services and the increase in number of students enrolling into the QASRS Basic Security Services Certificate in 2020. Thus, the market size in terms of revenues of related vocational training services has recorded a decrease from HK\$108.2 million in 2020 to HK\$99.7 million in 2021, considering the decline of new labor entrants in the security guarding sector and the slight growth of related vocational training services in the construction works industry. Against the backdrop of the fifth wave of the outbreak of the COVID-19, service providers in the vocational training services sector, including the training providers of RACSF courses, have as well been either temporarily suspended or has been limiting the number of admission quotas for each course hosted, while the enrollment process have been further lengthened due to the limited operating hours of businesses. In turn, the market size of related vocational training services in 2022 has declined slightly to approximately HK\$104.7 million and is expected to regain the growth momentum along with the normalization of economic activities, attaining HK\$141.0 million in 2027, representing a CAGR of approximately 6.3% during 2023 to 2027.



Source: *The Frost & Sullivan Report*

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Market Drivers and Opportunities

Favorable Government Policies and Continuous Growth in Property Market: The demand for security guarding services in Hong Kong is highly associated with the development of the property market. The Hong Kong Chief Executive expects that in Hong Kong, more than 300,000 units of public residential flats would be supplied to the market during 2020 to 2030, with one-third (i.e., more than 100,000 units) to be delivered within the first five years during 2021 to 2025. For the private sector, the 2021-22 Hong Kong Budget envisaged an estimated average annual production of about 18,000 units in the upcoming five years from 2021 to 2025, representing an increase of about five percent over the annual average of the past five years during 2016-2020. Further, in 2021, the Hong Kong Chief Executive rolled out the Northern Metropolis Development Strategy with a total land area of about 300 square kilometers to be developed into an area with highly concentrated residential units, working population and enterprises. The completion of residential, commercial, office, industrial and institutional buildings and the surrounding auxiliary infrastructure such as mass transport systems, is expected to spur the demand for facility management, cleaning, and security services in the area. In view of the expedited urban development with flourishing housing supply, the construction of surrounding and social facilities and amenities including hospitals, public transportation, educational facilities and government buildings would as well be propelled. The security guarding services are poised to grow along with the rising housing supply and continued urban renewal.

Rising Complexity and Requirements in the Industry: The increasing establishment of building complexes with interconnected or related structures and the mix of office, commercial and non-polluting industrial uses, has contributed to the complexity, requirement, and demand for facility management, cleaning and security services. The service scope is further expanded from operation, management and cleaning to interdisciplinary monitoring, control system management, and maintenance of the facility. The rising needs for customized and integrated multi-service solutions are heightened in the redeveloped buildings, which would translate to business opportunities for the industry.

Surging Demand from Development of Air Cargo Terminals and Logistics Centers: The demand for screening services and related products are expanding rapidly due to the rising awareness of threat detection and prevention in both public and private sectors. Continual system upgrade and the incorporation of the latest technology are required to improve security services. Moreover, expansion of applications for screening services has been observed due to incidents such as enhancement of building security and changes in airport regulations. The screening services market in Hong Kong is driven by the development of its air cargo terminal and logistics center. The Airport Authority Hong Kong is collaborating with its business partners in expanding the express air cargo terminal, so as to enhance Hong Kong's capability in handling outgoing express and small parcel shipments. The screening services

would be widely used in cargo logistics and warehouses and the demand for threat detection systems and screeners would rise accordingly.

Higher Requirements of Qualification: According to the Education Bureau of the Hong Kong Government, the QF level 2 courses provide basic factual or operational knowledge in a selected number of areas of a field of work or study. Generally, QF level 2 offers courses in certificate level with practical skills related to various industries. QF level 2 courses are available in part-time and full-time study which are usually short courses with learning hours between 6 and 302 hours. According to the QF, in the security service industry, there are 35 units of competency under the QF level 2 scheme for experienced workers in the industry to fulfill. These courses provide practical vocational training to low-skill and low educational level employees to enhance their skills level and acquire essential working skills. For example, QF level 2 courses offer foundation certificates in telecommunication and security alarm systems and foundation certificates in professional security services training. It is increasingly common for security guards with accumulated experience to undertake advanced responsibilities and supervisory roles, while supplementary retraining, such as security-related QF level 2 courses, is often required. As such, the market size of security-related QF level 2 courses has increased from HK\$8.9 million to HK\$12.4 million during 2017 to 2022, representing a CAGR of approximately 6.9%, and is expected to attain HK\$17.0 million in 2027, representing a CAGR of approximately 6.6% during 2023 to 2027.

Cost Structure Analysis

The regulation of statutory minimum wage came into effect in 2011 as regulated by the Minimum Wage Ordinance. In January 2023, the Hong Kong government formally announced that with effect from May 1, 2023, the minimum wage rate in Hong Kong will be increased to HK\$40 per hour. The security services industry is considered labor-intensive. With

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the effects of monetary inflation, the monthly salary of security guarding personnel increased from HK\$12,570 in 2017 to HK\$14,987 in 2022, representing a CAGR of approximately 3.6% from 2017 to 2022. The average monthly salary of trainers also recorded growth from HK\$27,500 in 2017 to HK\$32,000 in 2022, representing a CAGR of 3.1%.

The number of valid security personnel permit holders increased during the same period and the effects of statutory minimum wage diminished in recent years. It led to a decreasing yearly growth rate of average monthly salary of security guards. Moving forward, the average monthly salary of security guards is expected to reach HK\$18,128 in 2027, representing a CAGR of approximately 3.7% from 2023 to 2027. With the rising demand for security guarding services and the related security training courses, the average monthly salary of trainers is expected to reach HK\$37,300 in 2027, at a CAGR of 3.0% from 2023 to 2027.

Average Monthly Salary of Security Guarding and Screening Personnel and Trainers (Hong Kong), 2017-2027E



Source: Census and Statistics Department of the Hong Kong Government, The Frost & Sullivan Report

COMPETITION OVERVIEW

In 2022, approximately 100 companies in Hong Kong are licensed to provide Type I and Type III security work, among which 20 are active providers.

Competitive Landscape Overview of Hong Kong Security-related Engineering Services

The Group offers one of the most comprehensive ranges of security systems, which allows it to undertake a wide range of projects and serve different sectors and in turn diversify its business risks. The types of security systems for which it provides security-related engineering services include (i) threat detection systems such as X-ray machines and metal detectors; (ii) traffic and pedestrian control systems such as carpark revenue control systems, traffic barrier gates, automatic fare control systems, and people counting systems; and (iii) ELV systems such as CCTV systems, access control systems, and building management systems. Apart from the fact that some customers may choose to procure security-related engineering services from the Group because of the specific brand or type of security systems that we carry in our portfolio, it is believed that our success also owes to the quality of our services and our ability to market the security systems to different end customers effectively. The Group has a comprehensive range of capabilities, including security-related engineering services, security guarding services, screening services, and related vocational training services, which enable it to easily accommodate different needs and requirements of customers.

The Group is one of the few providers, including Chubb Hong Kong Limited, G4S Security Systems (Hong Kong) Limited, ADT Hong Kong Limited, Jardine Engineering Corporation Limited, and Sunevision Super e-Technology Services Limited, in the security-related engineering services market in Hong Kong authorized to distribute over 10 brands of security systems.

Entry barriers and set up costs are considered to be moderate in the security-related engineering services industry.

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Competitive Landscape Overview of Hong Kong Security Guarding and Screening Services and Related Vocational Training Services

The security guarding services market in Hong Kong is competitive, with approximately 749 providers as of February 28, 2023, which also represent the number of licensed security companies engaged in Type I security work-provision of security guarding services. On the other hand, there are less than 100 providers in the screening services market in Hong Kong in 2022. The leading providers in the security guarding and screening markets in Hong Kong are mainly international firms while the Hong Kong-based providers also contribute to a substantial amount of revenues for the market.

In 2022, our Group recorded revenues of HK\$55.4 million for the provision of security guarding and screening services, accounting for 0.2% of the market share. The security guarding services market in Hong Kong is relatively fragmented, with the top five market participants accounting for an aggregate market share of approximately 11.6% in 2022.

In 2022, our Group recorded revenues of HK\$3.8 million for the provision of related vocational training services, accounting for 3.6% of the market share. The competition of related vocational training services is fierce, while some market participants could increase the market share by providing more training courses.

Entry barriers and setup costs are considered to be moderate in the security guarding and screening services industry and related vocational training services industry. Among the aforementioned industries, the level of entry barriers and set up costs of related vocational training services industry is the lowest.

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BUSINESS

Overview

Through our subsidiaries, Shine Union and Fortune Jet, we are an integrated security-related services company that primarily provides security-related engineering services, and to a lesser extent, security guarding and screening services and related vocational training services, in Hong Kong.

Established in 1998, Shine Union has been providing turnkey services to the existing infrastructure or planned development of its customers through the design, supply, installation, and maintenance of security systems for over two decades. The security systems that Shine Union provides services to include threat detection systems, traffic and pedestrian control systems, and ELV systems in the private and public sectors including commercial properties, public facilities, and residential properties in Hong Kong. Shine Union is one of the few providers in the security-related engineering services market

in Hong Kong authorized to distribute over 10 brands of security systems, according to the Frost & Sullivan Report. Shine Union is also the exclusive distributor to market and sell two brands of threat detection systems, which includes X-ray machines, trace detection products, metal detectors and mail screening machines.

Some notable projects undertaken by Shine Union include the design, supply, installation and/or maintenance of X-ray machines at a rail link terminus and the air cargo terminal based at the Hong Kong International Airport, the traffic control system and ELV system at the bridge-tunnel system connecting Hong Kong, Macau and Zhuhai, the pedestrian control system at the headquarters office building of a Hong Kong-based banking and financial services company and the Hong Kong office building of a French cosmetics company, and the parking system at a mixed-use complex located on the Kwun Tong Promenade. Shine Union obtains its contracts either through direct invitation for quotation from customers, or through a competitive tendering process of the project employers or their main contractors.

Since our acquisition of Fortune Jet in 2019, we have been providing security guarding and screening services and related vocational training services in Hong Kong through Fortune Jet. Security guarding and screening services provided by Fortune Jet include dispatching security guards to fulfill customers' needs such as securing and guarding physical properties and screeners to operate security machines at sites designated by its customers. Shine Union also leases machines to customers, providing a temporary and flexible option for customers in need of additional security equipment and procedures.

We have experienced stable growth in the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2022 and 2023. Our total revenues increased by 16.1% from HK\$117.6 million (US\$15.0 million) in the fiscal year ended September 30, 2021 to HK\$136.4 million (US\$17.4 million) in the fiscal year ended September 30, 2022. Our total revenues increased by 38.8% from HK\$69.9 million (US\$8.9 million) in the six months ended March 31, 2022 to HK\$97.0 million (US\$12.4 million) in the six months ended March 31, 2023. Our net income increased by 37.0% from HK\$6.0 million (US\$0.8 million) in the fiscal year ended September 30, 2021 to HK\$8.3 million (US\$1.1 million) in the fiscal year ended September 30, 2022. Our net income increased by 245.3% from HK\$2.9 million (US\$0.4 million) in the six months ended March 31, 2022 to HK\$10.1 million (US\$1.3 million) in the six months ended March 31, 2023.

Our Competitive Strengths

We believe that we have the following competitive strengths, which enable us to grow further and differentiate ourselves from our competitors:

Integrated Security-related Services Company with a Proven Track Record

With over 20 years of operating history, through our subsidiaries Shine Union and Fortune Jet, we are an established security-related engineering services provider and possess technical expertise and industry know-how in providing customized security-related engineering services on a turnkey basis to meet the

ever-changing requirements of our customers. Through our organic growth, we have developed expertise in offering security-related engineering services in respect of threat detection systems, traffic and pedestrian control systems, and ELV systems. Our integrated suite of security-related service offerings has also created synergy, where Shine Union can access the customer base of Fortune Jet and promote cross-selling opportunities to continue to drive our business growth. We believe our suite of security-related service offerings differentiates us from our competitors and enables our customers to save operational and administrative costs in locating different service providers and thereby allows efficient problem-solving.

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Our proven track record is demonstrated by our extensive project portfolio. In relation to Shine Union's security-related engineering services, it completed over 2,400 projects covering the design, supply, installation and/or maintenance of security systems during the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023. Shine Union also completed over 200 standalone maintenance services engagements and over 25 standalone equipment leasing engagements during the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023. We are also recognized as an approved supplier and contractor by numerous bureaus and departments of the Hong Kong government for the supply of security engineering services and security equipment. Additionally, Fortune Jet completed over 120 contracts relating to its security guarding and screening services during the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023. According to the Frost & Sullivan Report, Fortune Jet is also one of the 50 companies in Hong Kong providing training programs recognized by Security and Guarding Services Industry Authority (the "SGSIA") qualified under the QF.

With our established presence in Hong Kong and horizontally integrated business model spanning across engineering services in relation to security systems to security guarding and screening services and related vocational training services, we believe the various streams of our business are synergized to cater to the different needs of our customers across an array of market sectors. The cross-selling opportunities, business synergies and administrative cost savings brought by our integrated services have strengthened our market position and enhanced our competitiveness in the security-related services sector.

Comprehensive Security-related Engineering Services with An Extensive Network of Customers

Leveraging on its experience in providing comprehensive security-related engineering services, including procurement, design, supply, installation, maintenance and testing and commissioning of various security systems, Shine Union has the capability to provide one-stop services to its customers. Shine Union provides design services and undertakes project coordination to meet its customers'

requirements under an integrated security-related project. In respect of design services, for example, apart from selling or leasing X-ray machines to our customers, Shine Union also procures X-ray machines that satisfy the CAD's requirements, prepares a floor plan of the site showing the location(s) where the X-ray machines should be installed, provides installation services in respect of ancillary security systems such as CCTV systems, and offers maintenance services in respect of the X-ray machines to its customers. In respect of project coordination, Shine Union coordinates with service providers and suppliers, advises its customers on the progress of the project, and ensures that orders are carried out properly and the project is completed on schedule. Shine Union's comprehensive security-related engineering services enable its customers to save management and supervision time and costs and allow for better communication, collaborative management and more efficient problem-solving.

With its comprehensive capabilities, Shine Union serves customers across a broad range of market sectors. Shine Union maintains strong business relationships with an extensive network of industry-leading companies and organizations, including various units of the Hong Kong government, engineering firms, system integrators, logistics companies and other main contractors. With its sales and marketing efforts, in respect of its security-related engineering services, Shine Union has had business relationships with over 300 customers and maintained business relationships for more than 10 years with some major customers. We believe this is a testament to Shine Union's competitive qualities, such as good quality control, solid technical know-how and effective problem solving with flexible services.

With the goodwill and extensive customer network that Shine Union has established through its operating history, some of its customers are repeat customers. Shine Union is also invited to participate in tenders for public sector projects from time to time. Shine Union's extensive customer network with industry-leading companies and organizations provides it with a stable flow of security-related engineering engagements and ensures a source of recurring revenue. Further, we believe that Shine Union's collaborative relationships with industry-leading companies and organizations have enhanced its corporate profile and enable it to obtain valuable market information and intelligence about changing customer requirements and technological trends, which in turn help Shine Union to better serve its customers.

In Hong Kong, security-related engineering services are mainly carried out for the private sector. According to the Frost & Sullivan Report, revenues in the security-related engineering services market for the private sector in Hong Kong is expected to grow at a CAGR of 5.4% between 2023 and 2027. With its extensive customer network, we believe Shine Union is well-positioned to capture opportunities in the market and achieve further revenue growth.

Exclusive Distribution Rights and Comprehensive Portfolio of Security Systems Based on Established and Complementary Relationship with Our Suppliers

We have maintained and established relationships with our top five suppliers, or our major suppliers, who accounted for approximately 49.3%, 43.2%, and 59.7% of our total purchases for the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, respectively. During the same periods, the products we sourced from our major suppliers encompassed a range of products including threat detection systems and traffic and pedestrian control systems. Some of our major suppliers are well-established suppliers with headquarters based in the United States and Belgium with whom we have over 16 years of business relationship.

As a result of our established relationships with our major suppliers who are also brand proprietors, we have been granted rights to distribute some of their products in Hong Kong, which in turn helps to maintain a stable supply of our products. We believe our capability in providing security-related engineering services, which includes the design, supply, installation, and maintenance of our suppliers' security systems, allows us to penetrate our suppliers' products into the market as we are able to offer one-stop security-related engineering services. At the same time, we believe our major suppliers rely on our extensive customer network to sell and distribute their products into the market. Our extensive customer network and sales channel in turn allow us to make bulk purchases from our suppliers, which increase our bargaining power and reduce purchase costs.

Aside from sourcing suitable security systems for our customers by leveraging the established relationships with our suppliers, we also have our own proprietary "SUNGATE" brand carpark system which allows payment to be made by using the Octopus card. We believe some customers may choose to procure security-related engineering services in respect of our "SUNGATE" carpark system, as some carpark systems sourced from outside of Hong Kong may not allow for payment using the Octopus card, a reusable contactless stored value smart card for making electronic payments in online or offline systems in Hong Kong.

According to the Frost & Sullivan Report, we offer one of the most comprehensive range of security systems in Hong Kong, which allows us to undertake a wide range of projects and serve different sectors and in turn diversify our business risks. The types of security systems for which we provide security-related engineering services include (i) threat detection systems such as X-ray machines and metal detectors; (ii) traffic and pedestrian control systems such as traffic control system, traffic barrier gates, automatic fare control system and people counting systems; and (iii) ELV systems such as CCTV systems, access control systems and building management systems. Apart from the fact that some customers may choose to procure security-related engineering services from us because of the specific brand or type of security systems that we carry in our portfolio, we believe our success also owes to the quality of our services and our ability to market and penetrate the security systems to different end customers effectively.

We believe our established relationship with our suppliers and the distribution rights granted by some of them allow us to source different security systems for our customers and maintain a stable supply and a comprehensive portfolio of security systems. This enables us to serve various customer sectors, which in turn attracts suppliers to maintain stable and complementary relationship with us.

Commitment to Deliver Services with Quality, Safety and Environmental Assurance through Our Qualified Workforce

We are committed to delivering high quality services. In respect of our security-related engineering services, we have adopted a set of quality assurance measures which comprises monitoring, verifying and validating the works and security systems to ensure that high quality engineering works and services are delivered to our customers. In recognition of the quality assurance procedures in place, the quality management system of each of Shine Union and Fortune Jet was accredited with the ISO 9001:2015 certificate in 2019. In the same year of 2019, the environmental management system and occupational health and safety management system of Fortune Jet were also accredited with ISO 14001:2015 and ISO 45001:2018, respectively. Further, to ensure the service quality of our security guards and screeners, our operations managers will supervise and monitor them when they first report to duty on-site to make sure that they fully understand the operational flow and their duties. Our operations managers also conduct surprise inspections on our security guards and screeners on-site to ensure the quality of services provided. See “— *Quality Control and Assurance.*”

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Our services are provided through our qualified workforce. As of the date of this prospectus, (i) all of our employees carrying out the project and maintenance functions possess the relevant licenses and qualifications including the Security Personnel Permit to perform Category D Security Work and the Construction Industry Safety Training Certificate; (ii) all of our full-time screeners and part-time screeners were certified by a certification body acceptable to the CAD to perform screening duties of air cargo in the RACSF; and (iii) all of our full-time security guards and part-time security guards possess the QASRS Basic Security Services Certificate and Security Personnel Permit to carry out Category A Security Work and/or Category B Security Work. With our workforce comprising holders of various qualifications and a comprehensive range of capabilities, we are able to easily accommodate the different needs and requirements of our customers. To ensure consistent delivery of quality services, the performance of our qualified workforce is mainly monitored and supervised by our operations managers and our management. Further, regular training is provided to our employees in relation to new products and technologies in the market to ensure that they are up to date with the latest industry trends regarding security systems.

We believe that our quality assurance system and qualified workforce will allow us to ensure consistent delivery of quality services to our customers and enhance our reputation as a quality and reliable security-related services provider.

Experience and Visionary Management Team

We are led by a strong management team with a deep understanding, and extensive experience in, the security-related engineering services industry. Mr. Chan Ming Dave, the Chairman of our board of directors and our Chief Executive Officer, has over 38 years of experience in the security-related engineering services industry and has served as the steward of our company since 1999. Mr. Chan formulates the strategic visions of our company and is mainly responsible for overseeing the operation, business development and strategic planning of our company. Mr. Kong Wing Fai, our Chief Financial Officer and a director of our company, has over 18 years of experience in the security-related engineering services industry and is a certified public accountant with extensive experience in financial management and corporate governance. Mr. Kong is mainly responsible for the operational management, financial management and corporate governance of Shine Union and the day-to-day operation of Fortune Jet. Mr. Koo Lon Tien, Chief Operating Officer of our company, is principally responsible for providing strategic plans and sales/relationship management. Mr. Koo joined our company in September 2004, and has over 29 years of experience in relevant industries.

Mr. Chan Ming Dave and Mr. Kong Wing Fai are supported by Mr. Koo Lon Tien and our senior management team. Our senior management possess extensive technical know-how and industry knowledge to respond to changing trends in the industry. See “*Management*” for further details. Across the organization, our management has spearheaded our development into an integrated security services provider. We place a strong emphasis on encouraging, training, and retaining our employees as we believe that the industry knowledge and experience of our employees have been a crucial element to our success.

We believe that the vision, experience and in-depth knowledge of the security services industry of our management team is integral to building our brand and has been pivotal to the success of our business. With the extensive experience and market foresight of our directors as supported by a team of high caliber senior management, we believe that we will be able to capitalize on our industry expertise, adapt to the changes of market conditions and formulate and execute our business strategies effectively.

Our Growth Strategies

Our objective is to further strengthen our position as an integrated security-related services company and expand our market share by pursuing the following strategies:

Deepen Our Penetration of the Security-related Engineering Services Industry

Bolstered by the sustained investment in infrastructure, expedited property development and growing public awareness of facility safety, the market size of security-related engineering services in Hong Kong increased from HK\$6.5 billion in 2017 to HK\$8.1 billion in 2022, representing a CAGR of 4.4%. Together with the Hong Kong government's policies in promoting Smart City and the rising trend of advanced technologies such as the internet of things, or IoT, cloud computing and big data, there will be a surging demand for security-related engineering services involving threat detection systems, traffic and pedestrian control systems and ELV systems, with the market size of security-related engineering services in Hong Kong estimated to grow at a CAGR of 5.3% from HK\$8.6 billion in 2023 to HK\$10.6 billion in 2027, according to the Frost & Sullivan Report.

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The Airport Authority Hong Kong has plans for developing cargo handling facilities to enhance seamless transportation of exports to the rest of the world through the Hong Kong International Airport. With the expansion of the existing express air cargo terminal, and the commissioning of a new premium logistics center at the Hong Kong International Airport as well as the expansion of Hong Kong International Airport into a three-runway system, the annual cargo handling capacity of the Hong Kong International Airport is expected to increase from 7.4 million tons in 2021 to 9.0 million tons in 2024. Further, according to the Frost & Sullivan Report, a joint venture led by the logistics arm of a Chinese multinational technology company specializing in e-commerce is developing a premium logistics center at Kwo Lo Wan in the South Cargo Precinct of Hong Kong International Airport. Occupying a site of about 5.3 hectares and with an estimated gross floor area of 380,000 square meters, the premium logistics center is scheduled to commence operation in 2023 and will be the third largest warehouse in Hong Kong serving the fast-growing global e-commerce business. Accordingly, the demand for the provision of security-related engineering services in relation to threat detection systems is expected to continue to be supported by the growing e-commerce industry, which generates an increasing demand for cross-border logistics according to the Frost & Sullivan Report.

Leveraging the market drivers regarding security-related engineering services, we plan to further penetrate our existing market in security-related engineering services involving threat detection systems, traffic and pedestrian control systems and ELV systems. As of the date of this prospectus, we have submitted 243 tenders and quotations with a total estimated contract value of US\$38.4 million in relation to the provision of security-related engineering services involving the supply of security systems and related maintenance services which we were awaiting results. However, these tenders and quotations do not represent firm commitments and ultimately may not result in revenues to the Company.

In connection with the expansion of our security-related engineering services, we plan to use (i) approximately 13.5% of the proceeds from this offering to expand our workforce by recruiting

additional engineering and maintenance staff; and (ii) approximately 3.2% for acquiring six vehicles and renting carparking spaces in Kwun Tong.

We also plan to use approximately 4.8% of the proceeds from this offering on renting and setting up a workshop with showroom near our existing office location in Kwun Tong. In light of the additional project, maintenance and research and development staff which we plan to recruit and our research and development initiatives detailed under “—*Strengthen Our Development Capability and Enhance the Product Offerings under Our “SUNGATE” Brand,*” it is imperative for us to expand our space by renting and setting up a workshop. On the other hand, we intend that the showroom will exhibit the various types of security system prototypes offered by us. We believe that the showroom will save us administrative costs in arranging and assembling specific types of security system prototypes to our customers in the quotation preparation stage. Further, by exhibiting the various types of security systems at our showroom, we may be able to market additional types of security systems to our customers.

Strengthen Our Development Capability and Enhance the Product Offerings under Our “SUNGATE” Brand

Capitalizing on the “Smart City” initiatives of the Hong Kong government, we plan to strengthen our development capability and enhance the product offerings under our “SUNGATE” brand by incorporating “smart” features into our existing “SUNGATE” carpark systems. According to the Frost & Sullivan Report, with the growing demand for improved and advanced operational efficiencies, as well as cost-effectiveness, the incorporation of cloud-based security systems is predicted to surge, and smart parking systems are used for parking space reservation, payment, car search and other functions, allowing carparks to increase utilization and improve efficiency.

Leveraging our expertise in developing carpark systems under our proprietary “SUNGATE” brand, we plan to strengthen our development capability and embark on the development of smart parking systems. We intend to develop the smart parking system under the “SUNGATE” brand and incorporate “smart” features into our existing “SUNGATE” carpark systems. The smart parking system is envisaged to contain the following functions:

- *Checking real-time vacant parking spaces:* IoT devices will be installed to monitor and detect parking space occupancy in real-time and such data will be collected through the implementation of a cloud-based server. Users will be allowed to check for vacant parking spaces in real-time through mobile apps and a website, thus allowing carparks to increase utilization;
- *Parking space reservation function:* through the implementation of a cloud-based carpark management system, users will be allowed to pre-book carpark spaces through a mobile application or website;

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- *Parking space navigating function:* by employing IoT technology which provides real-time data on the parking lot information, users will be guided to the location of vacant carpark spaces;
- *Car searching function:* Artificial intelligence of things, or AIoT, and optical character recognition, or OCR, technologies will be used to recognize vehicle models and their number plates to identify the vehicles and help users to locate their vehicles in the carpark; and
- *New payment methods:* new payment means such as QR code payment and contactless payment will be adopted by using the technology of near field communication, or NFC. Users will also be allowed to make payment via websites, mobile apps and self-service kiosks.

To strengthen our development capability and to achieve our initiative in enhancing the product offerings under our “SUNGATE” brand, we intend to apply approximately 6.0% of the proceeds from this offering to recruit research and development staff and acquire systems and software to enhance our technological competitiveness. During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, the design and development of our “SUNGATE” carpark systems and our other research and development functions were mainly carried out by three of our engineering staff on an as-needed basis, and we do not possess a team of research and development staff. See “— *Research and Development.*” To capture growth opportunities created by evolving technologies such as IoT, cloud computing and big data, and to incorporate “smart” features into our existing “SUNGATE” carpark systems, we plan to proactively engage in research and development, as well as explore and promote innovative services to customers. We believe that leveraging our experience in incorporating local features, such as payment using Octopus card, in our “SUNGATE” carpark systems in the past, the new product offerings under our “SUNGATE” brand will continue to be tailored to suit the preferences and needs of local carparks and users, thereby allowing us to keep abreast of the latest market trends and enhancing our competitiveness. We also believe that the incorporation of “smart” features into our “SUNGATE” carpark systems will improve the gross profit margin in relation to our provision of security-related engineering services involving products under our “SUNGATE” brand.

We believe that with further enhanced development capability, we can better understand our customers’ needs and preferences and keep abreast of the latest market trends, thereby enhancing our competitiveness.

Expand Our Security Guarding Services and Improve Our Operational Efficiency and Scalability

Expand our security guarding services

According to the Frost & Sullivan Report, the demand for security guarding services in Hong Kong is highly associated with the development of the property market. According to the Rating and Valuation Department in Hong Kong, the amount of new building completion in office, commercial and industrial increased from 263,000 square meters in 2015 to 441,000 square meters in 2019. Imputed to the outbreak of the COVID-19, the amount of new building completion in office, commercial and industrial sector recorded a slump to 174,000 square meters in 2020. According to the Rating and Valuation Department, the figure has restored in 2022, attaining 574,000 square meters in 2022 and subsequently 516,000 square meters in 2023. In turn, security guarding services are poised to grow along with the rising housing supply and continued urban renewal. Further, the social movement in Hong Kong in 2019 has raised public awareness in relation to the importance of public safety. As such, an increasing demand for security personnel who are holders of the Security Personnel Permit qualified to carry out Category A and/or Category B Security Work was recorded according to the Frost & Sullivan Report.

Our gross profit margin for security guarding and screening services was 21.8%, 20.9%, and 16.3% for the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, respectively, which were relatively lower than our other business segments. However, as we may be able to generate cross-selling opportunities by providing security guarding services, such as attracting students of our related vocational training courses to apply for employment under our security guarding services upon their completion of the related courses, and in order to strengthen our position as an integrated security-related services company by enhancing our service offerings, it is our strategic plan to expand our security guarding services.

The availability of sufficient working capital is crucial in determining the number and scale of security guarding service contracts that we are able to undertake. In relation to our security guarding services, our customers generally settle our service fee two to three months after the invoices are issued. On the other hand, labor costs, being the most

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significant component of our operating expenses, are paid monthly. Accordingly, there is a cash flows mismatch as there are often time lags between making payments for employee expenses and receiving payments from our customers.

As of the date of this prospectus, in relation to security guarding services, we submitted 12 tenders in respect of security guarding service contracts with estimated total contract value of approximately US\$6.1 million. However, these tenders and quotations do not represent firm commitments and ultimately may not result in revenues to the Company. To capture the market opportunities and expand our market share, we intend to expand our security guarding services by utilizing (i) approximately 11.2% of the proceeds from this offering for hiring additional security guards; and (ii) approximately 1.6% for acquiring vehicles for patrolling purpose and renting carparking spaces.

Improve the operational efficiency and scalability for our security guarding and screening services

Due to the labor-intensive nature of our security guarding and screening services, it is critical for us to take advantage of the recent technological trends and developments to optimize our operational efficiency and scalability and promote effective deployment of our workforce while maintaining the quality of our services. In particular, in view of the expected growth in our scale of operation, operational optimization will become even more important to ensure our continual profitability and financial performance. Accordingly, we plan to set up a central monitoring room for call dispatching and duty reporting purposes.

According to the Frost & Sullivan Report, a central monitoring room leverages electronic devices such as patrol batons, electronic readers and smartphones that allow security guards and screeners to conduct scanning at various checkpoints, generate log reports and subsequently transmit data record to the central monitoring room where data is maintained and administered using cloud technology. We believe that the setting up of a central monitoring room can improve our operational efficiency by allowing us to keep track of the performance of our security guards and screeners.

Further, according to the Frost & Sullivan Report, a central monitoring room is increasingly used in the security guarding and screening services industry in Hong Kong and the use of a central monitoring room is required for some tenders including those initiated by the Hong Kong government and multinational corporations which have high safety standards. We believe that the adoption of a central monitoring room will lower our operational costs in monitoring the attendance of our security guards and screeners. Accordingly, we plan to apply 0.7% of the proceeds of this offering to purchase a security call system for call dispatching and duty reporting purposes. We intend to rent a premises in Yau Ma Tei which will serve as both our central monitoring room and training center. For details of our expansion plan in relation to vocational training service, please see “— *Expand Our Vocational Training Services.*”

Expand Our Related Vocational Training Services

According to the Security Bureau of the Hong Kong Government, the total number of holders of a Security Personnel Permit has increased from 312,195 to 338,274 from 2019 to 2020, representing a year-on-year increase of 8.4%. The Hong Kong General Union of Security and Property Management Industry Employees elucidated that the social movement in Hong Kong in 2019 as well as the outbreak of COVID-19 led to the influx of permit holders, which is due to the increasing job recruitment for security personnel. According to the Frost & Sullivan Report, the demand for related vocational training services is highly driven by the number of new labor entrants coupled with the demand for retraining, especially for individuals pursuing advancement in the career path of security service industry. According to the Manpower Survey of Security Services published by the Hong Kong Security Services Training Board (the “SSTB”) of the Hong Kong Vocational Training Council (the “VTC”) in 2019, the professional skills of security services practitioners have seen a general elevation due to the increasing competition amongst labor. Further, according to the Frost & Sullivan Report, the market drivers,

opportunities and trends of the security guarding services market include favorable government policies and continuous growth in the property market, influx of labor resulting from the social movement in Hong Kong in 2019 and the outbreak of COVID-19 and rising number of construction sites. See *“Industry — Overview of Hong Kong Security Guarding and Screening and Related Vocational Training Services Market — Market Drivers and Opportunities”* in this document for details. In light of the above, we believe that the demand for related vocational training services would increase as well to contribute to the influx of permit holders owing to the job opportunities in security guarding services.

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There were over 9,000, over 11,000 and over 6,200 students enrolled in our related vocational training courses with income contributed in the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, respectively. According to the Frost & Sullivan Report, the competition in the related vocational training services market is fierce, and operators could increase market shares by establishing more training centers. To capture the potential growth mentioned above, we plan to expand our related vocational training services by establishing an additional training center and recruiting a course director, two trainers and two clerks. The new training center is expected to be close to our existing training center in Yau Ma Tei with a net floor area of approximately 1,800 square feet. With reference to the size of our existing training center, we expect that the premises can accommodate three classrooms, with each classroom having a capacity of approximately 35 students. The new premises are also intended to accommodate the central monitoring room which we plan to set up pursuant to our strategy to improve our operational efficiency and scalability. While we used to engage external trainers in the past, we believe that by having in-house trainers possessing the relevant qualification, our stability of providing training courses throughout the year can be ensured and we can better monitor the quality of the trainers.

Riding on the above market drivers, we also plan to apply to the Hong Kong Council for Accreditation of Academic and Vocational Qualifications, or the HKCAAVQ, for the accreditation to operate accredited program(s) at QF Level 2 and the course Certificate in Progressive Guarding Services (QF Level 2). According to the Frost & Sullivan Report, employers may require employees to pursue QF Level 2 qualification when such employees are expected to handle more sophisticated and advanced tasks. For details of the differences between QASRS Basic Security Services Certificate under QF Level 1 and the course Certificate in Progressive Guarding Services (QF Level 2); see *“Our Business Model — Security guarding and screening services and related vocational training services.”*

The quality and standards of accredited program(s) at QF Level 2 and the course Certificate in Progressive Guarding Services (QF Level 2) are safeguarded by the HKCAAVQ. As we have been accredited by the HKCAAVQ as an operator to operate accredited program(s) at QF Level 1 and the course Certificate in Basic Security Services under QASRS (QF Level 1), we do not foresee material difficulties in applying for accreditation service to operate accredited program(s) at QF Level 2 and the

course Certificate in Progressive Guarding Services (QF Level 2) as the application procedures are substantially similar. Based on our past experience and under normal circumstances, it generally takes approximately one year from the submission of application for accreditation service for a prospective operator to be accredited by the HKCAAVQ. As of the date of this prospectus, we have not submitted the application.

We plan to apply 8.5% of the proceeds from this offering to expand our related vocational training services, which includes (i) the costs paid to a course director, two trainers and two clerks; and (ii) the estimated capital expenditure and annual operating expense for the set-up and renting of a premises in Yau Ma Tei, which is also proposed to be used as our central monitoring room; “— *Expand Our Security Guarding Services and Improve Our Operational Efficiency and Scalability — Improve the operational efficiency and scalability for our security guarding and screening services.*”

Selectively Pursuing Strategic Acquisitions and Investment Opportunities

We have a track record of expansion through both acquisition and organic growth. As part of our business strategies, we intend to scale up our operations by way of acquisitions and investment opportunities to enhance our competitiveness in the security-related engineering services industry. According to the Frost & Sullivan Report, the security-related engineering services market in Hong Kong is relatively concentrated with the top five market participants, whom in aggregate contributed 31.5% of the market share in 2022. Further consolidation among our competitors or development of alliances among our competitors will affect our market position.

We believe that with synergies as a result of acquisitions and investment opportunities, we can achieve higher profit and expand our business scope. We also believe that strategic acquisition and investment may enable us to expand our scope of services and/or product offerings, client base, and achieve expansion in an efficient and effective manner. In evaluating potential acquisition or investment targets, we take into account factors including such company’s business focus, market coverage, size and scale of operations, and financial condition and valuation. As of the date of this prospectus, we do not have any specific acquisition plans or targets, and have not entered into any definitive agreement or engaged in any active discussions with any potential target.

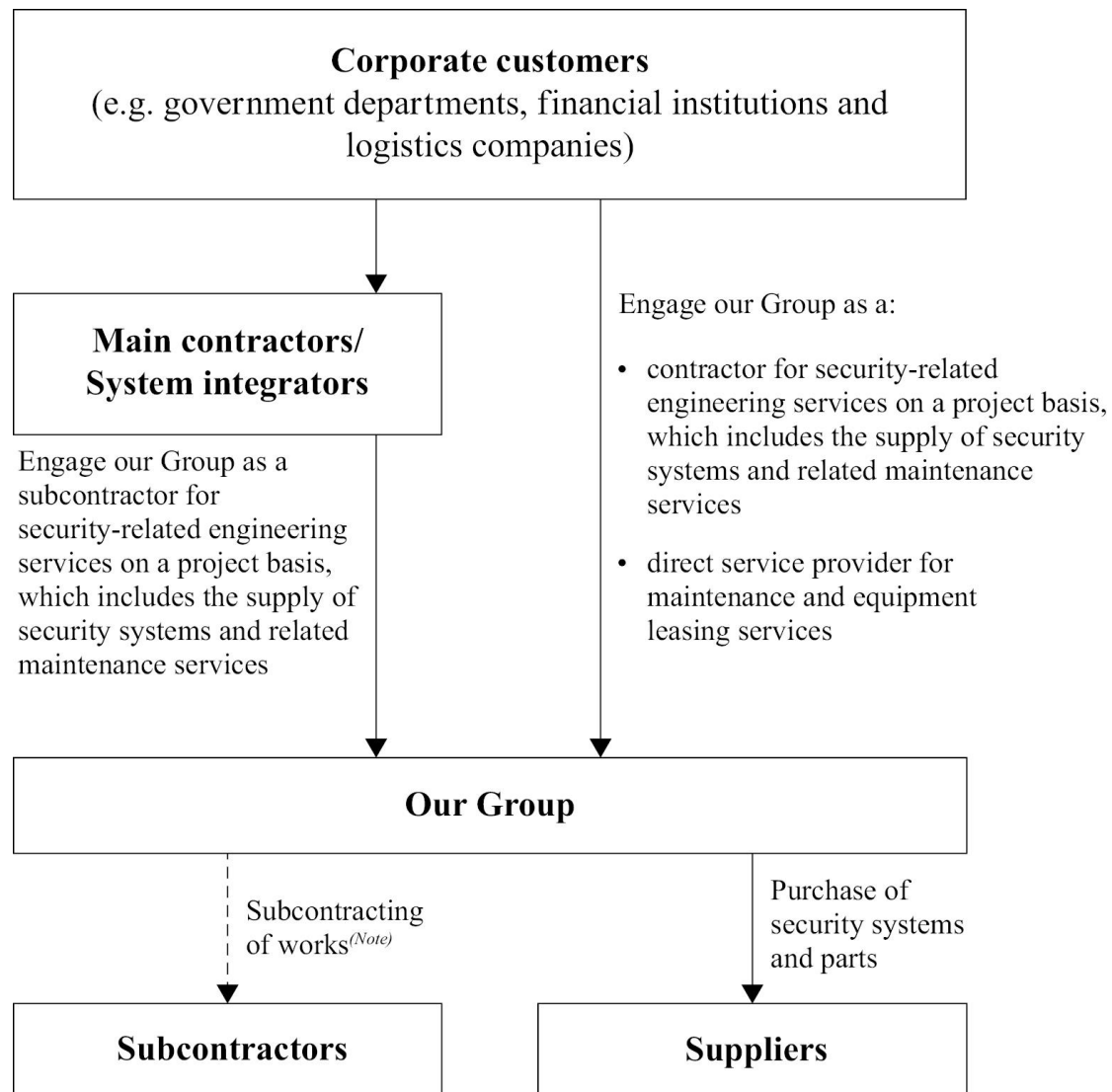
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Our Business Model

Through Shine Union and Fortune Jet, our principal businesses include providing (i) security-related engineering services which involves the design, supply, installation, and/or maintenance of security systems in Hong Kong; and (ii) security guarding and screening services and related vocational training services in Hong Kong.

The diagrams below illustrate the business models of our principal business operations:

Security-related engineering services



Note: Depending on the availability of resources, intensiveness of labor and cost effectiveness, we may subcontract some security-related engineering works to selected subcontractors. Please see “*Our Subcontractors*” in this section for further details.

Security-related engineering services are one of our principal businesses. During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, revenues generated from the provision of security-related engineering services amounted to HK\$81.5 million, HK\$77.2 million, and HK\$65.1 million, representing 69.4%, 56.6%, and 67.1% of our total revenues, respectively.

Depending on its customers’ needs and requirements, Shine Union offers a comprehensive spectrum of security-related engineering services covering design, supply, installation and/or maintenance services. Shine Union’s design services primarily involve the preparation of layout drawings and advising its customers as to the number and types of security systems to be installed in order to achieve customers’

desired security purpose, and Shine Union does not participate in the product design or development of security systems save for its “SUNGATE” carpark systems. Shine Union may provide these engineering services either as a contractor or a subcontractor, and on an integrated and multi-service

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basis where it is engaged to provide more than one type of services under a contract, or on a single service basis under which it is responsible for providing one specified type of service in a project, while other types of engineering services may be handled by other service providers or subcontractors.

In relation to Shine Union’s security-related engineering services, we generate revenues from: (i) contracting service on a project basis which includes the supply of security systems and related maintenance services; (ii) providing maintenance services, which are performed in accordance with the customer work orders pursuant to standalone maintenance contracts; and (iii) leasing security systems, such as threat detection systems, traffic and pedestrian control systems, and ELV systems pursuant to standalone equipment leasing contracts. Shine Union may act as a contractor or a subcontractor in providing project-based services, whereas Shine Union generally acts as a direct service provider in the provision of maintenance services and leasing of security systems.

Security systems and equipment leasing

Shine Union maintains a diversified portfolio of suppliers and sources its security systems mainly from Malaysia, Belgium and Hong Kong. Currently, Shine Union is the authorized distributor in respect of over 10 brands of security systems.

The types of security systems for which Shine Union provides security-related engineering services are mainly categorized into the following:

- *threat detection systems*, such as X-ray machines and metal detectors. We are the exclusive distributor to market and sell two brands of threat detection systems, which include X-ray machines, trace detection products, metal detectors and mail screening machines;
- *traffic and pedestrian control systems*, such as traffic control systems, automatic fare control systems, turnstiles, automatic door systems and people counting systems such as thermal counter and camera counter; and
- *ELV systems*, such as CCTV systems, access control systems and building management systems.

Shine Union offers different types of carpark systems, including carpark systems under the proprietary brand “SUNGATE,” which Shine Union started to design and develop in 2006. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our project income from the

supply of carpark systems under the proprietary brand “SUNGATE” amounted to HK\$1.7 million, HK\$4.3 million, and HK\$1.0 million, respectively, representing 1.8%, 5.3%, and 1.5% of our revenues generated from security-related engineering services. The “SUNGATE” carpark systems are designed and developed pursuant to customers’ requests. For example, the payment method (such as electronic payment by using Octopus card and credit card) and reporting output may be customized pursuant to customers’ specifications. The production of the “SUNGATE” carpark systems is outsourced to manufacturers pursuant to Shine Union’s request and specifications, whereas Shine Union will perform some final manual assembly, testing and commissioning of the systems.

Shine Union offers various security systems including threat detection systems and traffic and pedestrian control systems for leasing if its customers choose not to purchase such systems outright. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, Shine Union leased 48, 31, and 20 security systems to its customers, respectively, generating rental income of HK\$12.6 million, HK\$8.7 million, and HK\$4.0 million, respectively. The rental income under the standalone equipment leasing arrangements with Shine Union’s lessees is determined by taking into account various factors, including the price and condition of the security systems and the period of lease.

- *Security-related engineering services on a project basis*

The provision of security-related engineering services on a project basis includes the supply of security systems and products and related maintenance services. Generally, in security-related engineering projects, Shine Union is directly engaged either by (a) corporate end customers such as government departments, financial institutions, and logistics companies as a contractor; or (b) the main contractors and system integrators, in which case Shine Union acts as a subcontractor.

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Regardless of whether Shine Union acts as a contractor or a subcontractor, it is responsible for the design aspect (where such services are requested) and for procuring the necessary security systems and parts, and Shine Union may engage subcontractors to carry out labor-intensive and certain specialist work. Shine Union supervises, and is responsible for, the work of its subcontractors. For some of its engineering services engagements, Shine Union also provides maintenance services for the defects liability period as part of the integrated services as specified under contracts.

For projects in which Shine Union is engaged as a contractor by the corporate end customers, Shine Union is usually responsible for overseeing the entire project, managing the work site and managing suppliers, service providers and subcontractors (if so engaged) throughout the course of the project. For projects in which Shine Union acts as an engineering subcontractor, the customers usually engage a main contractor to take overall responsibility for the construction work. Shine Union is engaged by the main

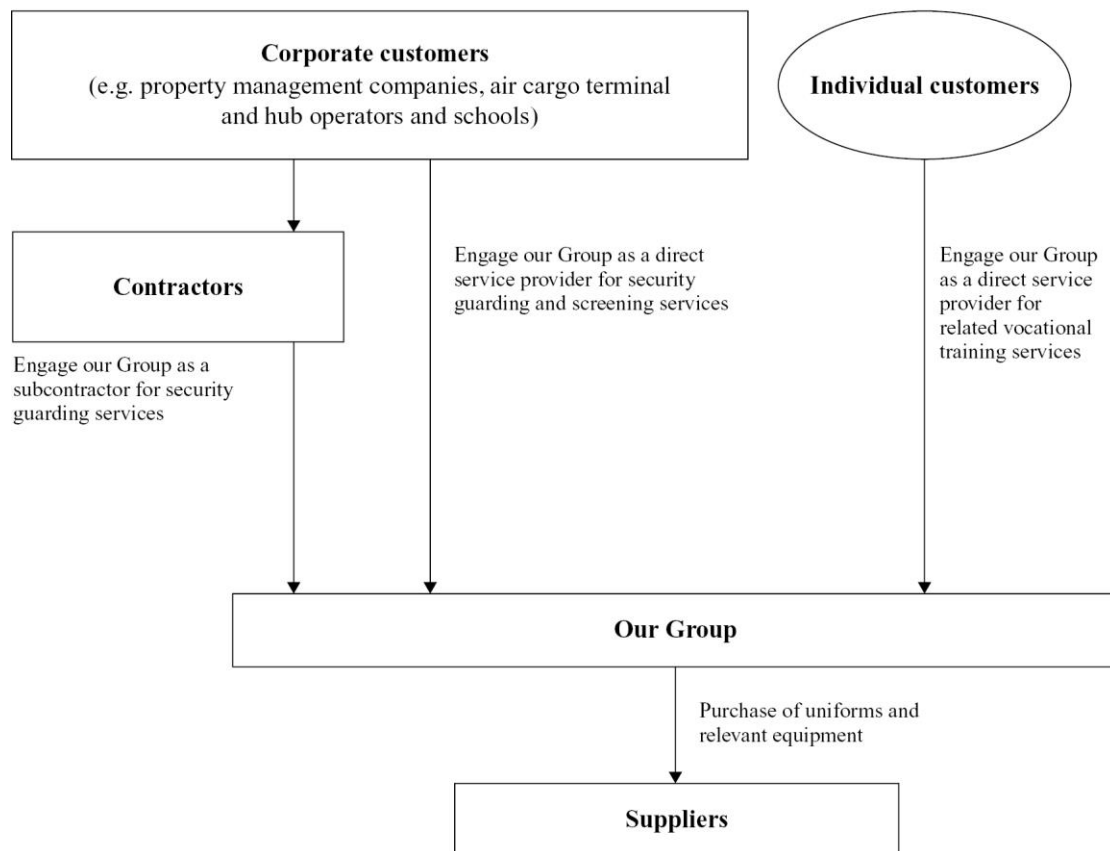
contractor to undertake a part of the entire project as contractually specified, which involves the design, supply, installation and/or maintenance of security systems.

- *Maintenance services*

Income derived from maintenance services mainly includes maintenance fees received from customers pursuant to standalone maintenance contracts and in respect of (i) security systems and products supplied and installed by Shine Union but falling outside of or without a defects liability period; and (ii) security systems and products for which the supply and installation work were not handled by Shine Union. Shine Union’s service and maintenance support spans from upgrades or replacement of spare parts, to service and maintenance support and repairing works, and minor alterations of security systems.

Shine Union provides maintenance services originated from standalone maintenance contracts generally consisting of two service types, namely routine checks and corrective maintenance. Routine checks are performed as preventive maintenance on a regular basis which, depending on the relevant contract, may be monthly, quarterly or bi-yearly, whereas corrective maintenance services are provided in response to maintenance requests received from customers on an ad-hoc basis.

Security guarding and screening services and related vocational training services



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In relation to Fortune Jet's security guarding and screening services and related vocational training services, we generate revenues from: (i) security guarding services; (ii) screening services; and (iii) related vocational training services. Fortune Jet may act as a contractor or a subcontractor in the provision of security guarding services, whereas Fortune Jet generally acts as a direct service provider in the provision of screening services and related vocational training services.

- *Security guarding services*

Fortune Jet secures and guards both individuals and physical properties by, among other things, conducting patrols, entrance guarding, access control and alarm monitoring and response such as fire and gas detection, burglary detection and emergency management such as first aid service and communication and evacuation through dispatched employees. Fortune Jet generally provides security guarding services at residential properties, construction sites and school campuses, usually engaged directly by the end customers such as property management companies, construction companies and schools. In some cases, Fortune Jet is engaged by the contractors and provides security guarding services as a subcontractor.

Other than general security guarding services, Fortune Jet also offers security guarding services targeted at crowd coordination and management. Such services mainly focus on events and exhibitions organized by Fortune Jet's customers.

Fortune Jet maintains a pool of both full-time and part-time security guards for its security guarding business where Fortune Jet's part-time employees are engaged to satisfy ad-hoc or urgent work requests from its customers. For details, please see "*— Employees.*" As work orders in the security guarding services industry are sometimes broken down into jobs with shorter time segments, maintaining a pool of part-time security guards is a common practice in the industry for flexible deployment of human resources. With a list of full-time and part-time security guards, Fortune Jet can mobilize the necessary manpower to participate in both fixed-term contracts and one-off events, and to fulfil ad-hoc or urgent demands from customers.

- *Screening services*

Fortune Jet provides screening services by dispatching employees who are certified screeners to the premises of customers. In line with the RACSF and pursuant to the instructions of its customers, Fortune Jet's screening services include the detection of explosives and incendiary devices in air cargo consignment and detection of dangerous goods for safety purpose through the operation of threat detection systems by its screeners. Fortune Jet's customers are generally RACSF operators who are logistics companies.

- *Related vocational training services*

Fortune Jet offers various types of related vocational training courses, including (i) Certificate in Basic Security Services under QASRS, upon completion of which students are expected to receive Certificate of Quality Assurance System Compliance, (ii) Mandatory Basic Safety Training Course, upon completion of which students are expected to receive Construction Industry Safety Training Certificate, and (iii) Mandatory Basic Safety Training Revalidation Course, upon completion of which students are expected to successfully renew their certifications.

For students who have completed the Certificate in Basic Security Services Certificate under QASRS and obtained the Security Personnel Permit authorized to carry out Category A Security Work and/or Category B Security Work, Fortune Jet may offer security guarding employment contracts to them. Fortune Jet dispatches such employees to customers' sites as security guards pursuant to engagements.

During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, we experienced reduction of revenues in the provision of related vocational training services. Our revenues in such segment decreased from HK\$4.9 million in the fiscal year ended September 30, 2021 to HK\$3.8 million in the fiscal year ended September 30, 2022. The revenues rebounded during the six months ended March 31, 2023. Our revenues in such segment increased from HK\$1.4 million in the six months ended March 31, 2022 to HK\$2.1 million in the six months ended March 31, 2023. We plan to continue expanding our related vocational training services in the upcoming years. See “— *Our Growth Strategies — Expand Our Related Vocational Training Services.*”

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Our Operational Flow

Security-related Engineering Services

- *Projects*
 - Project identification

In relation to Shine Union's security-related engineering projects, Shine Union identifies potential projects after undergoing direct negotiation and quotation process with its potential customers, or through tendering, which may be open tenders or sent to a selected group of prequalified contractors on the customer's list of approved contractors, which is more common for public sector projects. For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, 92.6%, 81.9%, and 68.1% of our revenues generated from security-related engineering services, respectively, was generated from quotations, whereas 7.4%, 18.1%, and 31.9% of our revenues generated from security-related engineering services, respectively, was generated from tendering.

- Preparation of quotation and tender submissions

Shine Union’s sales and marketing department is responsible for the preparation of quotations, tender submissions, and the bidding process. Shine Union’s tender submission and quotation documents may include, among others, a schedule with tender price or quotation, design plans and proposed project organization chart, depending on the types of services required by customers. Shine Union’s design plan will show the location(s) where the security systems should be installed. If customers indicate not to purchase the security systems outright, we may discuss the terms of the leasing arrangement with them during this stage. See also “— *Our Business Model — Security-related engineering services — Security systems and equipment leasing.*”

At the request of customers who indicate interest in Shine Union’s security-related engineering services, Shine Union may arrange to assemble the relevant security system prototypes to assist customers to understand the functionality of the security system. During this stage, customers may provide feedback and further specifications to Shine Union, which will assist Shine Union in preparing its quotations.

Our sales and marketing department will obtain preliminary quotations for security systems and parts from potential subcontractors and suppliers in respect of the engineering design at this stage to ascertain the costs expected to be incurred in purchasing such security systems and parts when Shine Union prepares the tender documents. In pricing a tender, Shine Union also refers to major material and equipment costs, manpower costs, subcontractor labor rates and costs, historical quotations, and availability of internal resources. The tender preparation process includes a thorough analysis of the project to be undertaken, including contract requirements and possible risks that will arise. In addition, related market information, such as material price trends, is also retrieved for reference.

Shine Union also considers the manageability and profitability of such projects with reference to its resources, capacity, and capability. Although Shine Union may engage subcontractors to carry out certain site works and complete certain tasks as required in the contracts with its customers, Shine Union’s project management teams are substantially involved in the project implementation phase. For instance, Shine Union’s project and engineering department prepares work plans, conducts site inspections, makes arrangements with and supervises its subcontractors and suppliers, sources security systems and parts, and takes up relevant tasks as required in the contracts. Any material deviation in the actual time and resources spent from initial estimation may result in significant cost overruns which may in turn adversely affect our financial results. Shine Union’s quotations or tender submissions will then be submitted for approval in accordance with its limits of authority. After receiving quotations and tender submission, customers may reach out to Shine Union to discuss details of or raise queries in relation to the quotations and tender submissions. They would then decide whether to engage Shine Union based on the quotations and tenders submitted.

Once a contract has been awarded to Shine Union, a project management team will be formed, usually comprising a team of three to five personnel, including engineers/technicians led by a project manager depending on the complexity of the project, to review the contract terms and conditions, to identify and assess material project risks and cost control risks and to prepare a budget and work execution plan setting out the detailed forecast expenditures, delivery schedules and work schedules. The general responsibilities of Shine Union's project management team mainly include:

- (i) formulating detailed work programs;
- (ii) fine-tuning and finalizing overall system designs based on the preliminary design documents and/or proposals and project specifications received from customers;
- (iii) preparing and/or submitting documents, such as works programs, safety, quality and/or environment plans, and design and material specifications;
- (iv) procurement of security systems and parts;
- (v) engaging and delegation of works to subcontractors (as the case may be);
- (vi) coordinating with customers to complete the projects according to the work schedules;
- (vii) managing Shine Union's respective engineering internal resources, suppliers and subcontractors in order to complete projects on time; and
- (viii) ensuring work quality.

Shine Union places particular emphasis on design in the project planning stage to meet customers' requirements. Shine Union advises its customers on other ancillary security systems or items, such as fences and gates, that should be installed in order to achieve the desired purpose of enhancing the security level of its customers' sites and protect the site against unauthorized access. Shine Union considers its participation in design to be crucial, as it can offer services, advice and recommendations to enhance the functionality, performance, reliability and cost-effectiveness of the security systems that it offers to its customers. Through the interflow of ideas with its customers, Shine Union is able to keep abreast of industry developments as well as understand customers' changing needs.

As part of the security-related engineering services package, based on each customers' needs, Shine Union generally gives advice to its customers as to the type of security systems that would best suit their purposes. Shine Union selects and sources suitable security systems and parts according to its customers' specifications. In some cases, customers may specify a particular type or brand of security systems to be procured.

When we are awarded a contract, purchase orders for the major security systems and parts required are planned and placed after the completion of the necessary internal procurement approval process. Shine Union's project management team will first check the availability of the required supplies in the inventory, then submit a requisition for a purchase order if such supplies are not in the inventory. Every

purchase order requisition will need to be approved on a case-by-case basis by Shine Union's department head.

We generally subcontract labor works to selected subcontractors based on the labor-intensiveness of the works involved and the need for cost effectiveness. This enables Shine Union to obviate the need for keeping many workers under permanent employment, thereby giving Shine Union the feasibility to deploy its resources more cost effectively without compromising its service quality. Please see "*Our Subcontractors*" for further details.

- Project implementation and supervision

Shine Union's project management team is responsible for implementation of the installation works and supervision of the works of its subcontractors (in cases where subcontractors are engaged). While the contract period of a security-related engineering project, from the date of award of contract to the completion of installation works, excluding the defects liability period, generally lasts for 2 to 12 months, the actual implementation of installation works generally spans over a relatively shorter duration of one day to three months, as the installation of security systems is subject to the site condition and the progress of other site works delivered by other contractors in a project (as the case may be).

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Generally, Shine Union provides installation works irrespective of whether customers purchase the security systems outright from Shine Union or rent the equipment under the equipment leasing arrangement. Regular meetings among the project management team members and subcontractors (as the case may be) are held to review the work-in-progress and to ensure effective control of a project and efficient information flow. Frequent meetings with related project parties, such as the main contractor and the customer representative are also held to keep them informed of the progress of the project, to identify any actual or potential problems and to take corrective action promptly to ensure that the customer's requirements are satisfied.

Shine Union's project management team is responsible for overseeing and ensuring the engineering installation works performed by its subcontractors (as the case may be) meet technical requirements and are tested properly.

Shine Union conducts monthly meetings internally (whether formal or informal) to facilitate (i) resources scheduling, (ii) planning of security systems and parts procurement, (iii) implementing of cost controls for each category of security systems and parts, subcontracting and other expenses, (iv) conducting of cash flow analysis, and (v) overall project logistics and monitoring.

- Testing and commissioning

Before completion of a project, the project management team will ensure that all specified inspections, testing and commissioning have been carried out and that the relevant systems or products meet the specified requirements under the contract. Shine Union will also conduct relevant functional and performance tests according to the testing and commissioning plan and the specifications as approved by the customer during the testing and commissioning stage and before completion and handover to Shine Union's customer. In the event that the test results do not meet the requirements specified in the contract or regulatory standards, rectification works and/or recommissioning works will be carried out until the requirements are eventually met.

- Completion and handover

At the completion of the project, which is marked by the issuance of a practical completion certificate or completion of an agreed milestone, handover will be arranged with the customer's representatives. The architect or engineer engaged by the customer will issue a practical completion certificate to Shine Union. Practical completion means that the project, based on the work scope under the awarded contract, has been substantially completed; but works under variation orders may continue after practical completion. For projects with variation orders, upon completion of the works under variation orders, the customer will sign an acceptance form indicating their acceptance of the works under the variation orders.

- Defects liability period and maintenance (if engaged)

The defects liability period begins after completion of works. During this period, Shine Union's service and maintenance department is responsible to make good any defects in the systems or products it has provided and installed and other defective works at its own costs. Shine Union's suppliers generally grant it a warranty period for the products it purchases. For details, please refer to "*Our Suppliers — Major Contract Terms with Our Suppliers.*" During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, costs of such rectification were immaterial. The defects liability period is generally 12 to 18 months.

Some of the contracts for Shine Union's projects may contain a term for the customers to require retention money be held back by them from the progress payments. The remainder of the retention money will be released after the expiration of the defects liability period, depending on the terms of Shine Union's customer contracts. In general, Shine Union will impose a back-to-back defects liability period to its subcontractors to ensure its liability is sufficiently covered under the defects liability period.

- *Maintenance*

The following sets out the operational workflow of Shine Union's maintenance business originated from standalone maintenance contracts:

- Service and maintenance department receives confirmed orders

In respect of maintenance works performed for security systems supplied and installed by Shine Union but falling outside of or without a defects liability period, Shine Union's maintenance work orders originate from existing customers for which Shine Union has provided other security-related engineering services, such as design, supply, installation

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and/or maintenance services during the defects liability period. In some occasions, customers may approach Shine Union for maintenance service in respect of security systems not installed by Shine Union. Once Shine Union's service and maintenance department receives confirmed orders from the sales and marketing department, they will assess and assign the orders to the appropriate team members based on their availability. Depending on the capacity of its employees and the labor intensiveness of the engagements, Shine Union may subcontract the maintenance works to subcontractors. For details, please refer to "*Our Subcontractors*." Once the relevant order in relation to maintenance services is assigned, Shine Union's sales and marketing team will confirm the service schedule with the customers.

- Maintenance staff are dispatched to customers' premises

Shine Union's engineers and technicians are dispatched to its customers' premises for maintenance services. An acknowledgement for completion of work will be signed off by both the customer and the relevant maintenance staff when the maintenance service is completed. The technician will then submit the acknowledgement for completion of work to the accounting and finance department, who will issue the invoice to the customers.

The approximate duration involved from receipt of confirmed orders to completion of maintenance works is similar to the period of Shine Union's maintenance service agreements and is approximately one to three years.

- *Equipment leasing*

Shine Union generally enters into contracts directly with the end customers after undergoing the negotiation and quotation process for equipment leasing. Shine Union provides one-time delivery and installation services in respect of the security system (e.g., threat detection system and traffic and pedestrian control system) at the designated site of the lessee. Shine Union will carry out testing and commissioning of the security system at the site of the lessee. Upon satisfaction of the test results, Shine Union's lessee will sign an acceptance note which signifies commencement of the lease term.

As part of the complementary services to its equipment leasing service, Shine Union usually provides a one-time training in respect of the operation and general upkeeping of the security systems, consultancy service and routine maintenance of the security systems under lease, all of which form part of the equipment leasing income we receive under the equipment leasing arrangements with its lessees.

Security Guarding and Screening Services

- *Project identification*

In relation to its security guarding business, Fortune Jet identifies potential projects through tendering, which may be open tenders or sent to a selected group of prequalified contractors on the customer's list of approved contractors, or after undergoing direct negotiation and quotation process with our potential customers. The factors we generally consider when evaluating the potential of a security guarding project include project location, the potential labor supply required at the location and the requirements for equipment and uniform. The availability of our financial resources may also affect Fortune Jet's evaluation of the project and its strategy in tendering or providing quotation for such project.

In relation to its screening business, Fortune Jet identified its contracts primarily through a direct negotiation and quotation process, and to the lesser extent, through a tendering process.

- *Preparation of quotations and tender submissions*

After understanding customers' instructions and requirements, Fortune Jet's sales and marketing department will prepare the quotations or tender submissions with reference to its available resources and the expected manpower required for the job and take into account various factors, including expected profit margin, the location, the background of our customers, potential competitors for the contract, urgency of the intended timetable, prevailing market rates, complexity of the work or services, requirement on equipment and uniform, and any factors affecting the supply of human resources. Fortune Jet's quotations or tender submissions will then be submitted for approval in accordance with its limits of authority.

A typical quotation takes approximately 1 to 14 days from quotation to entering into a contract, while a typical tender process takes approximately four weeks from the receipt of tender invitation to the announcement of the tender result.

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- *Dispatch of security guards and screeners to our customers' sites*

Once we have secured a contract, we will allocate our resources based on the availability of our qualified staff. We usually formulate detailed work plans and instruction briefs specific to the engagement for our security guards and screeners. Such work plans and instruction briefs would set out the work scope of such engagement, specific issues that require attention and the division of responsibility of the security guards and screeners at sites. For our screening services, we will also enquire with the customer whether there are certain goods or items that our screeners should pay additional attention to and we will provide such information to our screeners accordingly. The detailed work plans are distributed to each of the relevant security guards and screeners prior to the commencement of work. We will then dispatch our

security guards and screeners to our customers' premises according to the specified schedule as stipulated in the contracts.

Related Vocational Training Services

We obtain related vocational training business mainly through word-of-mouth and through search engine marketing. The operational flow of the provision of our related vocational training services is relatively straightforward which comprises the enrollment of students into our courses and provision of the relevant vocational training courses by qualified trainers who are our suppliers. In relation to the provision of the QASRS Basic Security Services Certificate, candidates who complete the course and successfully pass the relevant examination may be offered a security guarding employment contract by our company.

Our Contracts

In the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, 93.5%, 80.9%, and 73.7% of our revenues from the provision of security-related engineering services was contributed by recurring customers, respectively. During the same periods, contracts in relation to our security-related engineering projects generally ranged from 2 to 12 months in duration, excluding the defects liability period, depending on the scope and complexity of the works involved and size of the contract, whereas our maintenance contracts are generally for a term of 1 to 3 years, and our equipment leasing contracts are generally for a term of 2 to 3 years, subject to renewal.

In the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, 98.6%, 74.2%, and 88.4% of our revenues from the provision of security guarding and screening services was contributed by recurring customers, respectively. In relation to our security guarding and screening services, the contracts entered into with our customers during the same periods can be categorized into (i) fixed-term contracts with a fixed contract term, typically ranging from 6 months to 3 years; (ii) ad-hoc contracts including contracts and invoices provided on an ad-hoc or urgent basis with a term ranging from 1 day to 15 days; and (iii) event contracts for a single-purpose event. We had over 9,000, over 11,000 and over 6,200 students enrolled in related vocational training courses with revenue contributed in the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, respectively.

Our Suppliers

Our principal purchases are security systems, including threat detection systems, traffic and pedestrian control systems, and ELV systems. We mainly source our security systems from Malaysia, Belgium and Hong Kong.

During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our five largest suppliers accounted for 49.3%, 43.2%, and 59.7% of our total purchases, respectively, and our single largest supplier accounted for 36.6%, 20.2%, and 22.4% of our total purchases during the

same periods, respectively. Four suppliers accounted for 20.6%, 18.4%, 13.2%, and 13.2% of the Group's trade and notes payables as of March 31, 2023. One supplier accounted for 54.1% of the Group's trade and notes payables as of September 30, 2022 and two suppliers accounted for 31.5% and 13.5% of the Group's trade and notes payables as of September 30, 2021. Other than the largest supplier, there is no other supplier who accounted for more than 10% of our total purchases in the fiscal years ended September 30, 2021 and 2022. Two suppliers accounted for more than 10% of our total purchases in the six months ended March 31, 2023. See "*Risk Factor — Risks Related to Our Business and Industry — Our business depends heavily on major suppliers. Any shortage of, or delay in, the supply may significantly impact on our business and results of operations.*" All of our five largest suppliers for the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023 are independent third parties.

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We generally place orders with our suppliers on a project basis and based on the requirements of each project. To ensure consistency in quality, we generally place purchase orders with suppliers which are on our internal list of approved suppliers or that of our customers. We have entered into distribution agreements with our suppliers for certain security systems and are restricted under the relevant non-compete clauses from representing, marketing or selling security systems which are in competition with such suppliers' products. Other than these, we have multiple sources for most of the equipment, parts or components required to reduce possible interruptions to our business operations and reliance on individual suppliers. This helps us to maintain stability of security systems and parts procurement. During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, we did not experience any material shortage or delay of our major equipment, parts or components causing material disruption to our business operation.

We select suppliers for inclusion into our internal approved lists of suppliers based on the quality and price of their supplies. We review our approved supplier list annually to maintain a strong base of reliable material suppliers at competitive prices for the required security systems and parts. As of March 31, 2023, there were over 200 suppliers and subcontractors on our list of approved suppliers and subcontractors in relation to our security-related engineering business.

Major Contract Terms with Our Suppliers

Generally, we place orders with our suppliers through purchase orders, whether or not they have entered into distribution agreements with us. Our suppliers would then issue invoices to us which constitute our contracts with our suppliers.

The major contract terms with our suppliers are summarized as follows:

- *Description of products.* This would typically include a description and/or specifications of the relevant security systems and parts to be supplied by our suppliers, together with the quantity and unit price.
- *Delivery.* As some of our major suppliers are overseas suppliers, we usually appoint a freight agent for the delivery of the ordered goods. In some occasions, the supplier is responsible for the delivery of goods, such as X-ray machines and traffic barriers, to a location designated by us. The costs of transportation, including freight charges, international handling fees and insurance costs (where applicable), are generally borne by us. If the equipment is damaged during delivery, liability will generally rest with us and is covered by insurance. The ordered goods are usually delivered to our warehouse but in some cases, we may arrange for direct delivery to our customers' designated site for installation.
- *Payment terms.* We usually need to settle the balance of the purchase amount in accordance with the relevant contracts, with the credit period granted generally ranging between zero and 60 days.
- *Product return.* Upon arrival of the products at our warehouse, we will examine them and report to the relevant supplier if defects are found. If the products are delivered to our customers' site and are found to be defective, our customers may report the same to us. In either case, we will arrange to deliver the defective products back to the relevant supplier and our supplier will arrange for replacement of the products to us. Generally, we bear the cost of delivery incurred in the product return, whereas our suppliers bear the cost of shipping the product to us for replacement.
- *Warranty.* Our suppliers generally grant us a warranty period of one to two year(s) for the products purchased.

Inventory and Costs Control

We usually place orders from our suppliers on a back-to-back basis upon receipt of purchase orders or confirmation of engagements from our customers. The supplies are usually delivered and stored at the relevant project sites and our warehouse. We monitor the market prices of some of our supplies which are commonly required in our project and maintenance contracts, such as barrier arms and electronic components, on a regular basis, and may occasionally make pre-purchases of the same if their market prices are relatively low.

Our purchases were mainly denominated in USD, HKD, EUR, GBP and RMB. We do not undertake hedging activities against the price of goods that we procure. During the fiscal years ended September 30, 2021 and 2022, we have not experienced any material adverse effect to our business or financial performance as a result of price fluctuations of

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supplies sourced by us. We take into consideration the increase in costs of materials such as security systems and parts and transfer a portion of the actual or anticipated price increases to our customers when we prepare for quotations. As we source some of our supplies from overseas countries, we are subject to foreign currency risk. For details, see *“Risk Factors — Risks Related to Our Business and Industry — Fluctuations in foreign exchange rates may become material and adversely affect our business, financial condition and results of operations.”*

Our Subcontractors

We generally subcontract labor works to selected subcontractors based on the labor-intensiveness of the works involved and the need for cost effectiveness. This enables us to obviate the need for keeping a large number of workers under our permanent employment, thereby giving us the feasibility to deploy our resources more cost effectively without compromising our quality. During the fiscal years ended September 30, 2021 and 2022, we mainly subcontracted our installation works in relation to security-related engineering services. In addition to the related vocational training services, which are provided by trainers who are also our subcontractors, we also outsourced a part of our operation in security guarding services during the fiscal years ended September 30, 2021 and 2022.

We have maintained business relationships with over 20 subcontractors who have undertaken engineering works with us. We maintain an internal list of approved suppliers and subcontractors. For the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, our subcontracting cost, which represented the cost of services from third-party service providers, amounted to HK\$14.1 million, HK\$15.6 million, and HK\$14.6 million, respectively, representing approximately 17.3%, 16.0%, and 17.0% of our total cost of revenues for the respective years.

When we select a subcontractor, we generally consider several criteria, including: (i) its financial condition; (ii) its experience, performance, safety, and track record; and (iii) quality of workmanship. In accordance with our internal policies, we conduct an annual comprehensive evaluation of our subcontractors and update our internal list of approved subcontractors with the results of such performance evaluation.

We engage subcontractors on a project basis and have not entered into any long-term agreement with our subcontractors during the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023. During the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, there had been no material nonperformance issues or disputes with our subcontractors and we had not experienced any material difficulty in securing services from subcontractors.

Major Subcontracting Terms with Our Subcontractors

The major subcontracting terms with our subcontractors are summarized as follows:

- *Project information.* This would typically include a description of the project, work scope, duration of the project and contract value. The duration of the subcontractor contract is usually determined in accordance with the project schedule set by our customer.
- *Schedule of rates.* The schedule of rates contains a breakdown of the contract value itemizing the works and quantities, and their respective price rates. The price rates are generally determined by comparison of fees obtained from various subcontractors, with reference to the estimate of market rate for comparable projects, taking into account their scope, size, complexity and contract value.
- *Payment terms.* Progress payments will be paid to our subcontractors according to the contract terms. Payment shall be made by us within 45 days from the end of the month in which we receive the invoice, and any retention money shall be released to the subcontractor within 45 days of our payment date.
- *Defects liability period.* Our subcontracting agreements may provide a back-to-back defects liability period in line with that under our contracts with customers, during which any defects in the work delivered to our customers that are caused by our subcontractors would be rectified by them at their cost.

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Our Customers

Our major customers included system integrators, logistics companies and air cargo terminal operators in Hong Kong. In the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, our five largest customers accounted for 20.7%, 15.2%, and 26.4% of our total revenues, respectively. Our single largest customer accounted for 6.7%, 3.8%, and 7.2% of our total revenues during the same periods, respectively. All of our five largest customers for the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023 are independent third parties.

Major Contract Terms with Our Customers

Security-related engineering services

For engagement which is relatively straight-forward, our customer generally signs on our quotation which lists out the scope of the security-related engineering services to be provided by us and our terms and conditions such as date of delivery of security systems, payment terms and/or warranty period. For more complex or sizeable engagements, we generally enter into agreements with our customers. Major terms that are typically contained in the agreements in relation to the provision of our security-related engineering services are summarized below.

Project

Pricing. Most of our project contracts are fixed price contracts. The lump sum price is usually determined based on factors including project requirements and estimated costs of security systems, labor and time required for the completion of the project. Contracts for private projects generally do not contain cost fluctuation clauses. In the case of tender on a fixed price basis with no provisions for cost adjustment, we usually consider contingencies for cost fluctuation when preparing the tender price.

Payments. Our contracts usually provide for progress payments to be made by the customers. We make progress billing periodically to our customers in respect of the value of the works we have performed and materials delivered to project site in the preceding period, and we will proceed to issue the invoices or submit payment application for the customer's assessment and settlement. Generally, we offer a credit period ranging from zero to 90 days after the issuance of the invoice.

Retention money. Depending on the scale of the projects, the contracts may contain a term for the customers to require retention money be held back by them from the progress payments. The retention money is typically approximately 5% of the total awarded contract sum. Either (i) half of the retention money is released to us upon completion of the project, with the remaining half released upon expiry of the defects liability period; or (ii) the whole sum of retention money is released after the end of the defects liability period.

Defects liability period. Our contracts typically include a defects liability period, during which we are responsible for rectifying the works defects. The defects liability period is typically a period of one year from the date of completion of our installation works for security systems. If the security systems are defective, we will replace the defective parts during the defects liability period or request our suppliers or subcontractors to do so. Costs incurred by us to rectify defective works or products during the fiscal years ended September 30, 2021 and 2022 were immaterial.

Variation orders. In some occasions, we may be given variation orders where our customers amend the specifications and scope of works from that originally contracted. A variation order varies the original scope of work and alters the original contract sum. We will prepare a quotation for our customer's confirmation. Our project management teams may occasionally be instructed by our customers to carry out some variation works on-site. In such situations, we will provide our quotations for the variation work to our customers whilst simultaneously carrying out the variation work, to keep up with the project work schedule or progress. Our project management teams will also negotiate with customers in the meantime with respect to details of our quotations and we will usually reach a consensus either verbally or via email. The formal variation orders will usually be issued at a later stage once the quotations are finalized. Our accounting and finance department will receive information regarding the value of the variation order upon receipt of the formal variation order, which is issued after price negotiations have concluded, sometimes being after the relevant variation works are completed.

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Insurance. Generally, pursuant to the contract between our customers and us, the main contractors or employers are generally responsible for purchasing third-party liability insurance and contractors' all risks insurance for the relevant projects, which cover liabilities arising from accidents or acts of the main contractors and its subcontractors (including us and our subcontractors). In the case where we are subcontractors of the main contractors or a direct contractor of the customer, the employees' compensation insurance will usually be purchased by us.

Damages relating to or costs arising from delay or non-completion of works. Our contracts usually contain a clause which provides that in case of delay in the completion of works, a sum of liquidated damages calculated on the basis of a fixed sum of money per day (as stated in the contracts) will have to be paid by us to the customer for the period during which the works so remain incomplete due to our default. Alternatively, the contract may provide that the customer may recover from us any costs reasonably incurred for the procurement of work or services in replacement of incomplete works due to any delay or non-completion on our part. In the fiscal years ended September 30, 2021 and 2022, we have not incurred substantial liquidated damages or costs arising from the delay or non-completion of works which had or would materially and adversely affect our business operations and financial results.

Termination. Our contracts can typically be terminated, inter alia, if our performance is found to be unsatisfactory, if we become bankrupt or insolvent, or if for any reason the main contract for the project between the main contractor and its customer has been terminated. During the fiscal years ended September 30, 2021 and 2022, there was no material contract terminated for such reasons.

Maintenance

Service Scope. Our maintenance services include all costs of labor, tools and consumables (such as service grease and oil) and transportation. Costs for parts replacement may be charged separately.

Frequency of service. During the maintenance period, we will carry out monthly, quarterly or bi-yearly checks, and the security system will be inspected, cleaned, lubricated and adjusted as required. At the request of customer, we will attend for repair service within 24 hours after a breakdown is reported. A report will be compiled on the maintenance services conducted during each visit.

Period of service. The period of our maintenance service agreements ranges from one to three years.

Payment terms. The customer shall make payment within 30 days from the date of invoice.

Equipment leasing

Term. 2 to 3 years.

Delivery of equipment and other complementary services. We shall, at our own expense and risk, provide one-time delivery service for delivering the equipment to the lessee at the designated site address.

We provide installation and testing and commissioning services upon delivery. Further, as part of the complementary services, we also provide one-time training in respect of the operation and general upkeeping of the equipment, consultancy service and routine maintenance of the equipment during the lease term.

Rent and deposit. The rent shall be paid in installments each month in advance. The lessees are generally required to pay a 3 to 6-month deposit upon signing the agreement. We shall refund, within 60 days, the deposit without interest to the lessee at the end of the term provided that the lessee has performed all of the lessee's obligations under the agreement. We reserve the right to deduct any outstanding payment from the deposit.

Use of equipment. Unless the lessee obtains prior written consent from us, the lessee shall not alter, modify or attach anything to the equipment unless the alteration, modification or attachment is easily removable without damaging the functional capabilities or economic value of the equipment.

Loss and damage. The lessee shall be responsible for risk of loss, theft, damage or destruction to the equipment from any and every cause, except if it is due to our inherent defect or design of the equipment.

Ownership. The equipment is our property and shall remain our property. The lessee shall not allow the equipment to be encumbered or pledge the equipment as security in any manner.

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Insurance. Insurance shall be taken out and maintained by the lessee against loss of and damage to the equipment for the full replacement value of the equipment and shall name us as the loss payee.

Renewal. The lessee may indicate its interest to renew the agreement for an additional term by serving a 60 day's prior written notice to us if the lessee is not in default of any of the terms under the agreement. Renewal of the agreement is subject to our sole and absolute discretion.

Termination. Should the lessee decide to terminate the agreement before the expiration of the term for reasons not attributable to us or quality or performance of the equipment, liquidated damage equal to the sum of all outstanding rent up to the end of the term shall become due immediately and payable by the lessee to our Group for such early termination. At the end of the term or upon earlier termination of the agreement, the lessee shall return and delivery the equipment at the lessee's cost, expense, and risk to us. If the lessee fails to return the equipment to us at the end of the term or any earlier termination of the agreement, the lessee shall pay to us any unpaid rent for the term plus the casualty value of the equipment, at which point ownership of the equipment passes to the lessee.

Security guarding and screening services

Similar to the contractual arrangements with our security-related engineering services customers, in relation to straight-forward and smaller scale engagements, our customer generally signs on our quotation which lists out the particulars of our provision of security guarding and screening services. In relation to engagements that are larger in scale, we generally enter into agreements with our customers. Major terms that are typically contained in our quotations and agreements in relation to our provision of security guarding and screening services are summarized below:

Period of service. A fixed period typically ranging from one day to three years for our security guarding services and a fixed period of generally one year for our screening services. The number of shifts and timing regarding each shift in a day is also specified. In respect of our screening services, a person engaged in aviation security work which involves screening of cargo shall be restricted to working not more than a total of eight hours a day (excluding meal breaks) unless for emergency or under exceptional circumstances. Therefore, additional manpower shall be deployed and overtime service charges shall be applied if service hours exceed eight hours. In such circumstance, a minimum charge of four hours per screener applies. The customer shall notify us at least two working days in advance for such arrangement.

Service scope. In relation to security guarding services, we guard individuals and physical properties by conducting patrols and entrance guarding. Security guards may be required to assist in the registration of visitor movements on site. In relation to screening services, we detect dangerous goods in cargoes using threat detection systems.

Service fees and payment terms. Service fees are generally charged on a lump-sum basis based on the length of service period and unit price per security guard per shift/per screener per hour. In relation to our security guarding services, payment is in arrears, which shall generally be settled within 30 days after the invoice is issued. In relation to our screening services, monthly payment in advance is required and payment shall generally be settled within 30 days after the invoice is issued.

Insurance. Generally, we take out insurance at our cost and maintain and renew upon expiry of (i) the public liability insurance; and (ii) the employee compensation insurance.

Other terms. Depending on the engagements, uniforms and equipment such as reflective vests, helmets and walkie-talkies may be provided by us or the customer.

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Material Contract

Letter of Acceptance with a Customer

On September 30, 2021, Shine Union and a customer signed a letter of acceptance under which Shine Union agreed to provide supply and installation services, including design development, testing,

commissioning, and maintenance of ELV systems, for a fixed price of HK\$34.9 million as a subcontractor for the main contract dated May 25, 2021, related to the development of a hostel and a building complex in Hong Kong.

Quality Control and Assurance

To achieve a consistent standard in our performance, we have adopted a quality control and assurance system for the key operational process for our business segments.

Security-related engineering services

- *Security systems and parts*

We monitor the quality of security systems and parts we purchase for our awarded contracts. All incoming security systems and parts are subject to inspection upon receipt. We conduct sample inspections on the supplies delivered to the relevant project sites or our warehouse, to ensure that they are in accordance with our required standards. Such inspections include checking the type and quantity of the supplies delivered and whether there is any observable defect. Security systems and parts that fail to meet our required standards are returned to our suppliers for corrective measures or replacement. During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, there had been no material incident where security systems and parts were returned to our suppliers due to quality deficiencies.

- *Project execution*

We keep track of the work progress for our projects to ensure that our projects are carried out on schedule in accordance with our respective project execution plans and within our budgeted costs, and to better manage any foreseeable cost overruns in our projects. To ensure that our works are completed to the required standards and satisfaction of our customers, we normally assign a team of experienced engineering staff to each project as the first line of monitoring of the quality of our products and works. Our project-in-charge assists our project managers and management to monitor overall work quality and project progress, perform on-site inspections, supervise site workers on a daily basis, and report the project status and any quality issues arising from project execution to our management on a timely basis.

In respect of any non-conforming installations or other quality issues identified in our projects, our project-in-charge shall determine an appropriate course of remedial actions such as rectification, rework or further installation work to obtain conformity after taking into account factors including the nature of non-conformity and estimated costs for the remedial actions. We will conduct re-inspection after remedial actions have been taken to ensure the identified quality issues have been resolved. Upon completion of each project, our project-in-charge also conducts a final handover inspection and testing and commissioning to confirm that our work has been completed in accordance with our customer's requirements and quality standards, as well as the relevant statutory and regulatory requirements.

- *Customer feedback*

We receive feedback from our customers by reaching out to them on a regular basis, or by providing them with a questionnaire upon completion of a project. We relay feedback from customers on product quality issues to our project management team, who implement corrective measures in our quality control procedures when necessary. During the fiscal years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and up to the date of this prospectus, we have not received any material complaints about the quality of our products and services.

- *External audit*

The Crime Prevention Bureau of the Hong Kong Police Force conducts inspection on us annually. For details, please see “— *Quality Control and Assurance — Security guarding and screening services — External audit.*”

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Security guarding and screening services

- *Guidelines and policies for security guards and screeners*

The general conduct of our security guards and screeners is governed by our employee handbook which is distributed at orientation. Our code of conduct provides for clock-in and clock-out, punctuality and work handover requirements and our security guards and screeners are required to familiarize themselves in relation to the location deployed, to comply with their job responsibilities and to carry out their job responsibilities with fairness and courtesy. Our security guards and screeners are not allowed to drink liquor during their working hours. Sometimes, our customers will also impose additional codes of conducts on our security guards and screeners.

- *Work plans and instruction briefs*

For each contract, the relevant security guards and screeners are given and are expected to comply with the work plans and instruction briefs. Our work plans are generally formulated at the tender or quotation preparation stage for our customer. After we are awarded with the contract, these plans are distributed to the security guards and screeners designated for the contract. They cover requirements on our security guards and screeners, supervision plan on staff performance such as the duties of different employees and reporting requirement, health and safety control such as guidelines in case of raining and lifting heavy object and contingency plan on handling different situations such as procedures in case of theft, fire or gas leakage in relation to security guarding services and possession of dangerous goods and prohibited items in relation to screening services.

Our instruction briefs are generally prepared and distributed to the relevant security guards and screeners after a contract is awarded to us. They aim to provide our security guards and screeners with background information and certain procedures and guidelines specific to the site such as the opening hours and closing hours of the site and the visitor registration procedures. They also set out our customer's specific instructions and requirements in detail such as uniform, equipment and the duties of each security guard and screener.

- *Internal monitoring*

Our operations team monitors the attendance of our security service personnel. Generally, our security guards and screeners are required to report their attendance by messaging application to our operations team. If the relevant security guard or screener does not report their attendance by the designated time, we will make calls to understand the situation and inquire if sufficient manpower is deployed to the venue. For our security guards and screeners who report to duty on their first day, our operations managers will supervise and monitor such personnel on-site to ensure that they understand the operational flow and their duties fully. Our operations managers also conduct surprise inspections on our security guards and screeners on-site to ensure the quality of services provided. In addition, we maintain a logbook on our license holders to keep track of the expiration date of their respective licenses.

- *External audit*

The Crime Prevention Bureau of the Hong Kong Police Force conducts inspection on our security-related engineering and security guarding businesses annually under the Security Company License regime. We will be requested to prepare a list of documents, including letter of authorization, valid business registration certificate, valid employees' compensation insurance policy, valid public liability insurance policy, updated employee list which should consist of the names of the engineers, technicians and security guards and the expiry dates of their corresponding Security Personnel Permits.

- *Customer evaluation and complaint handling system*

We consider customer feedback a valuable tool for improving our services. We take customer feedback seriously and have in place procedures to ensure that feedback and complaints from customers get handled in a timely and appropriate manner. We solicit and receive customer feedback by providing them with questionnaires.

We have implemented a complaint handling policy, and all of the complaints lodged by our customers in respect of the services provided will be handled by the relevant department heads. When handling complaints, the relevant department head will send a written acknowledgement and initial response to the complainant following the receipt of the complaint. Our department head will conduct investigation upon receipt of the complaint and take necessary action to remedy the problem. If the complaint cannot be satisfactorily settled within three months of receiving the

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complaint, the case will be reported to our management for handling, who will then consider the actions to be taken to address the situation. Details of the complaint, together with the investigation results and actions taken are properly documented in our complaint log.

During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, we did not receive any material complaints and were not subject to any disciplinary actions imposed by any government authorities in respect of the quality of the security guarding and screening services that we provided which could have resulted in any material adverse impact on our operations or financial condition and no material compensation or penalty was paid to resolve any complaints.

Related vocational training services

The quality of the related vocational training courses offered by us are monitored in various ways. Our course administrator may sit in and observe the courses run by the trainers, and will conduct post-observation evaluation and discussion to enhance teaching effectiveness. We dispatch assessment forms to our students in relation to the course content, learning environment and teaching methods. In relation to our QASRS Basic Security Services Certificate course, Mr. Kong Wing Fai and Mr. Chu Hon Wai, together with other personnel in the QASRS course administration committee, conduct internal meetings once every three months with the trainers to facilitate the management and operation of the course.

Sales and Marketing

We conduct our business through direct sales and obtain our business through invitation for quotations and invitation for tender and open tender. In general, when our key potential customers (such as government departments, property management companies, contractors, system integrators, engineering firms, logistics companies and security companies) have new projects and require security-related engineering services, security guarding services or screening services, they will refer to their relevant approved list or register of contractors or suppliers. We are on the approved lists of suppliers and contractors of various organizations. Accordingly, we strategically focus on managing business relationships with our existing customers. Our sales and marketing department also looks for new products in the market through market research and suppliers' introduction and market such products to existing and potential customer. Further, we collect feedback from customers on market trends and demands and report the same to the management from time to time.

In relation to our related vocational training services, we build and increase our brand awareness through online channels such as search engines and our own website.

Research and Development

Some of our employees in the project and engineering department have also been performing the following research and development functions in addition to their daily project management responsibilities:

- improving existing development processes to increase operational and development efficiency, with an aim to reduce operational and development costs;
- providing solutions to technical difficulties arising from operations and development processes; and
- gathering market intelligence and closely monitoring the technological trends in our industry globally.

As of the date of this prospectus, we do not possess a formal research and development department. We have three employees in the project and engineering department who also serve the research and development functions on an as-needed basis. During the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, our expenditure on research and development, which comprised expenses incurred through the conducting of research and development activities (such as equipment compatibility testing services), amounted to HK\$17,200, HK\$200,028, and nil, respectively.

The relevant research and development work is conducted in response to various customers' requirements and specifications, but is not capitalized as all relevant products were ultimately delivered to customers. We are of the view that having the ability to develop new technological solutions relating to security systems will benefit our future development for the purposes of implementation of our projects undertaken.

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Licenses and Qualifications

We are required to obtain relevant licenses and qualifications for the operation of our business. For further information on the material licenses and permits necessary for the operation of our business, see “*Regulations.*”

The following table summarizes all requisite licenses, permissions or approvals needed for our current operations in Hong Kong:

Company	License/ Qualifications/ Registrations		Validity
		Issuing Authority	
Shine Union	Security Company License	Security and Guarding Services	December 30, 2020 to
	(Type III)	Industry Authority	December 29, 2025

	Radioactive Substances License	Radiation Board	February 9, 2023 to February 25, 2024
	Radio Dealers License (Unrestricted)	Communications Authority	February 1, 2023 to January 31, 2024
	Irradiating Apparatus License	Radiation Board	October 13, 2023 to November 1, 2024
	Certificate of Registration of Electrical Contractor	Electrical and Mechanical Services Department	July 11, 2023 to July 14, 2026
	Registered Subcontractor	Construction Industry Council	March 31, 2019 to March 30, 2024
	Endorsement of Removal Service Plan	Environmental Protection Department	August 13, 2018 (no expiry date)
	Certificate of Registration as a Registered Supplier	Environmental Protection Department	August 14, 2018 (no expiry date)
	Type Approval Certificate (Smart Park)	Octopus Cards Limited	May 4, 2022 to May 4, 2025
	Type Approval Certificate (Self-Service Kiosk)	Octopus Cards Limited	May 4, 2022 to May 4, 2025
	Type Approval Certificate (Access Control System)	Octopus Holdings Limited	August 3, 2023 to August 3, 2026
	Property Management Company License	Property Management Services Authority	November 7, 2022 to November 6, 2025
Fortune Jet	Security Company License (Type I)	Security and Guarding Services Industry Authority	September 18, 2020 to September 17, 2025
	Statement of Accreditation Approval for Certificate in Basic Security Services under QASRS (QF Level 1)	The Hong Kong Council for Accreditation of Academic and Vocational Qualifications	November 23, 2022 to November 22, 2024
	Property Management Company License	Property Management Services Authority	November 18, 2022 to November 17, 2025

As of the date of this prospectus, we are on the lists of approved suppliers and/or contractors of more than 13 Hong Kong government departments. During the fiscal years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and to the date of this prospectus, (i) we have obtained all material licenses, qualifications and registrations necessary for the operation of our business in the jurisdictions in which we operate and such licenses are still valid and in force; and (ii) we have not experienced any refusal of the renewal application of any material licenses necessary for the operation of our business.

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Market and Competition

According to the Frost & Sullivan Report, the market size of the security-related engineering services industry experienced a growth from around HK\$6,533.4 million to HK\$8,121.0 million from 2017 to 2022 in Hong Kong, representing a CAGR of 4.4%. Such growth is largely attributed by the expedited building developments, growing public awareness of facility safety, rising trend of advanced technologies and big data, surging demand for integrated solutions and supportive government policies in promotion of Smart City. The security-related engineering services market in Hong Kong is projected to sustain a rapid growth in the next few years and the value of this market is expected to reach HK\$10,551.1 million in 2027, representing a CAGR of 5.3%.

According to the Frost & Sullivan Report, the security-related engineering services market in Hong Kong is relatively concentrated with the top five market participants, in aggregate contributing 31.5% of the market share in 2022. We recorded revenues of HK\$68.9 million and HK\$68.5 million (comprising project income and maintenance income) for the provision of security-related engineering services in the fiscal years ended September 30, 2021 and 2022, accounting for 0.9% and 0.8% of the market share, respectively.

We believe that our long-proven track record, variety of services and product offerings and our well-established business relationship with existing project owners and suppliers enhance our competitive position.

According to the Frost & Sullivan Report, the value of the security guarding and screening services and related vocational training services industry experienced growth from HK\$21,427.7 million to HK\$26,677.5 million from 2017 to 2022, representing a CAGR of 4.5%. Such growth was driven by sustained property development, increasing demand for screening services due to stringent cargoes regulations, the effect of social movements in 2019 and the outbreak of COVID-19. The security guarding and screening services and related vocational training services market in Hong Kong is projected to sustain a rapid growth in the next few years and the value of this market is expected to reach HK\$37,105.2 million in 2027, representing a CAGR of 8.3%.

The security guarding and screening services market in Hong Kong is a relatively fragmented market with over 700 providers, which are licensed security companies engaging in Type I security work. The leading providers in security guarding and screening services market in Hong Kong are dominated by international providers, while local providers also contribute to a substantial amount of revenue for such market. There are fewer than 100 providers in the Hong Kong screening services market in 2020.

The top five market participants in aggregate contributed 11.6% of the market share.

There are two types of institutions offering related vocational training services, namely educational institutions, which offer more free-of-charge, comprehensive and detailed courses with a lengthier course duration of 100 to 200 hours, and private security companies which offer paid intensive courses with a shorter course duration of 16 hours.

According to the Frost & Sullivan Report, there are approximately 50 companies in Hong Kong providing SGSIA recognized training programs (Quality Assurance System Compliance) qualified under the QF as of February 28, 2023.

There are entry barriers which hinder new providers from entering into the security guarding and screening services and related vocational training services market, such as lack of proven track record and holistic business relationship, high initial capital and operating costs on recruitment and training and relevant licensing requirements and qualifications. We believe that our scale of establishment, professional qualifications possessed by our security guards and screeners and our established relationship with customers and suppliers differentiate us in the industry and allow us to capitalize market opportunities. For further information, see “*Industry.*”

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Intellectual Property

We develop and protect our intellectual property portfolio by registering our trademarks and domain names. We have also adopted a comprehensive set of internal rules for intellectual property management.

As of the date of this prospectus, we have registered a total of 3 trademarks and 3 domain names in Hong Kong, including the domain names of our operating websites, www.sugroup.com.hk, www.shineunion.com.hk and www.fortune-jet-mgt.com.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. See “*Risk Factors — Risks Related to Our Business and Industry — Any failure to maintain effective quality assurance system could have a material adverse effect on our reputation, business and operations.*”

During the fiscal years ended September 30, 2021 and 2022, the six months ended March 31, 2023, and up to the date of this prospectus, we are not aware of any infringement by us of any intellectual property rights owned by third parties, or by any third parties of any intellectual property rights owned by us, and we have not been subject to any disputes or proceedings concerning any material claims of infringement, either threatened or pending, of any intellectual property rights initiated by or against us that had a material and adverse effect on our business.

Environmental Matters

Due to the nature of our business, our operational activities do not significantly generate industrial pollutants, and we did not incur material costs of compliance with applicable environmental protection rules and regulations during the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023. Nevertheless, we recognize the importance of environmental protection and we strive to meet the expectation of the community for healthy standards of living and working environment.

We have implemented environmental protection measures in the course of providing our security related engineering services, security guarding and screening services and related vocational training services, and we have the following environmental protection measures in place:

- ensuring that we are in compliance with applicable regulations, customer requirements and industry best practices in the environmental aspect of our business operation;
- educating, training and motivating employees to carry out work tasks in an environmentally responsible manner; and
- effectively conserving the use of resources and minimizing waste generation and pollution.

During the fiscal years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and up to the date of this prospectus, we have not recorded any material non-compliance in respect of any applicable laws and regulations on environmental protection in Hong Kong.

Properties and Facilities

We lease the properties for our principal executive office, which is located at Kwun Tong, Hong Kong with an aggregate area of approximately 2,500 square feet. We also own a land use right of a property for use as a workshop in Hong Kong with an aggregate area of approximately 1,400 square feet and lease seven properties for use as training center, office, workshops, warehouse, and carparking spaces, with an aggregate floor area of approximate 7,000 square feet. Four of the properties are leased from our related parties, including one office and workshop, one workshop and, one warehouse, and one carparking space. The lease agreements with related parties were negotiated and entered into on an arm's length basis.

Land Use Right We Own

As of the date of this prospectus, through our subsidiary Shine Union, we own a property located at Unit 10, 11/F, Century Centre, 44-46 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

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Properties We Lease

Property/Land User	Properties	Primary Usage	Area (square feet)	Term of Lease
Shine Union	Unit 05, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Workshop	800	Apr 1, 2023 to Mar 31, 2024
	Unit 11, 11/F, Century Centre, 44-46 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Warehouse	1,541	Apr 1, 2023 to Mar 31, 2024
	Unit 01-03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Office and workshop	2,501	Apr 1, 2023 to Mar 31, 2024
	Unit H, 7/F, Houston Industrial Building, 32-40 Wang Lung Street, Tsuen Wan, New Territories, Hong Kong	Workshop	931	Mar 15, 2023 to Mar 14, 2025
Fortune Jet	17/F, Wing Wong Commercial Building, 557-559 Nathan Road, Yau Ma Tei, Kowloon, Hong Kong	Training center	1,750	Nov 16, 2023 to Nov 15, 2025
	18/F, Wing Wong Commercial Building, 557-559 Nathan Road, Yau Ma Tei, Kowloon, Hong Kong	Office	1,750	Dec 16, 2022 to Dec 15, 2023
	Car Park No.730, Charming Garden, 16 Hoi Ting Road, Tai Kok Tsui, Kowloon, Hong Kong	Carparking space	130	Dec 22, 2022 to Dec 21, 2024

Employees

As of November 15, 2023, we had 401 employees. Out of the 401 employees, 256 are full-time and 145 are part-time employees, who are all based in Hong Kong. We maintain a certain number of part-time employees in relation to our security guarding and screening services to satisfy ad-hoc or urgent

work requests from our customers without relying on subcontractors or external manpower supply companies. Having performed screening procedures in advance at the time of recruitment, we are also able to ensure the consistent delivery of quality services.

As of November 15, 2023		
Functions	Number	Percentage
Management	5	1.2%
Sales and Marketing	8	2.0%
Project and Maintenance	55	13.7%
Security Guarding	271	67.7%
Screening	35	8.7%
Administration and Human Resources	19	4.7%
Accounting and Finance	8	2.0%
Total	401	100.0%

Our employee turnover rate in respect of the full-time employees for providing security guarding and screening services was 61.8%, 57.0% and 74.0% for the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, respectively. A relatively high employee turnover in respect of security guards and screeners is the nature of the security guarding and screening industry in Hong Kong.

Recruitment is competitive in the security-related engineering services industry, especially for operational staff. On the other hand, the security guarding and screening businesses are labor intensive industries. Accordingly, we believe our continued success depends in part upon our ability to maintain a stable team of operational workforce to deliver consistent and quality services to our customers.

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Our recruitment policy is based on a number of factors including the level of knowledge and experience we require from our staff. We believe we are able to hire suitable candidates in the market by offering attractive remuneration packages, including competitive salary and promotion prospects, to our employees. Our human resources department is responsible for recruiting our employees from the open market, through publication of job advertisements and referrals from our existing employees. We enter into employment contracts with all of our employees (full-time and part-time employees) which set out terms such as remuneration and confidentiality requirements. In relation to employees in the security guarding and screening services, the employment contracts would generally include scope of work and work hours as well.

We offer attractive remuneration packages and career development opportunities to maintain employee loyalty and retention. Salary levels of our employees are reviewed annually based on their performance and market conditions. We have also implemented a discretionary bonus system for awarding bonus to employees with good performance.

Our remuneration package for our employees generally includes salary and/or discretionary bonus. Our employees also receive welfare benefits, including medical care and training sponsorship. We participate in and provide contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong).

Work safety training is provided to our operational staff. From time to time, we also invite suppliers to give training on their new products to our staff engaging in the security-related engineering services. In addition, we provide sponsorship to employees for attending relevant courses and acquiring relevant industry qualifications.

We believe that we have maintained a good relationship with our employees. During the fiscal years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and up to the date of this prospectus, we have complied with the applicable employment and labor laws and regulations in all material respects, and we have not experienced any material labor disputes with our employees.

Insurance

We consider our insurance coverage to be customary for businesses of our size and type and in line with the standard commercial practice in the jurisdiction(s) where we operate.

We maintain different types of insurance policies to cover our risks in respect of our business operations and our employees, including (i) employees' compensation insurance policy; (ii) contractors' all risk insurance policy covering public liability of bodily injury or property damage claim including X-ray machines and all equipment arising from or related to the provision of services and caused by our (or our subcontractors') negligent acts or omissions, or those of our employees; (iii) general public liability insurance; (iv) property all risks insurance covering physical loss or damage of X-ray machines; (v) motor vehicle and commercial vehicle insurance policy covering the third-party legal liabilities; and (vi) miscellaneous insurance such as business combined insurance, life insurance and fire insurance. We currently do not maintain professional indemnity insurance and hence any claims against us may expose us to potential indemnity liabilities to the extent not covered by other insurance policies. See "*Risk Factors — Risks Related to our Business and Industry — We may not have adequate insurance coverage and we are affected by the increasing insurance costs.*"

We believe that our current insurance policies provide sufficient coverage of the risks to which we may be exposed to and are in line with the industry norm. For the fiscal years ended September 30, 2021 and 2022 and the six months ended March 31, 2023, the total amounts of premium paid were HK\$0.7 million, HK\$0.9 million, and HK\$0.6 million, respectively. During the fiscal years ended September 30, 2021

and 2022 and the six months ended March 31, 2023, we did not make and were not subject to any material insurance claims. We review our insurance policies and coverage from time to time to ensure our insurance remains adequate in the future.

Seasonality

We do not experience any significant trends or seasonality in our business.

Legal Proceedings

As of the date of this prospectus, there is no litigation, arbitration or claim outstanding pending or threatened by third parties against us that would, individually or collectively, have a material adverse effect on our results of operations or financial condition.

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REGULATIONS

Our business operations are primarily in Hong Kong and we are primarily subject to Hong Kong laws and regulations. This section sets forth a summary of the most significant regulations or requirements that affect our business activities in Hong Kong or our shareholders' rights to receive dividends and other distributions from us.

Regulations in Hong Kong

The following section summarizes the principal laws and regulations of Hong Kong which may be relevant to our business. As this is a summary, it does not contain detailed analysis of the Hong Kong laws which are relevant to our business.

LAWS AND REGULATIONS RELATING TO OUR BUSINESS OPERATIONS

Security and Guarding Services Ordinance (Chapter 460 of the Laws of Hong Kong)

The Security and Guarding Services Ordinance, or the SGSO, provides for the establishment of SGSLA, the issuing of permits to individuals doing security work and the licensing of security companies in Hong Kong. In particular, companies offering security services and individuals doing security work are regulated under a license regime (i.e., Security Company License) (“Security Company License Regime”) and a permit regime (i.e., Security Personnel Permit) (“Security Personnel Permit Regime”), respectively, under the SGSO.

Security Company License Regime

Our Group engages in design, supply, installation and maintenance of security systems (which can be broadly categorized into threat detection systems, traffic and pedestrian control systems and ELV systems) and provides security guarding services through our Hong Kong subsidiaries. Our Hong Kong subsidiaries are required to obtain relevant licenses or permits under the SGSO to conduct the related business activities in Hong Kong.

Pursuant to section 11 of the SGSO, no person other than a company acting under and in accordance with a Security Company License issued by SGSIA in accordance with the SGSO shall supply, agree to supply, or hold himself out as supplying any individual to do security work for another person for reward. Pursuant to section 12 of the SGSO, no person shall authorize or require another person to do any type of security work for him unless the other person is (a) a holder of a Security Personnel Permit that is valid for that type of work, a holder of a Security Company License, or an individual supplied by a holder of a Security Company License; or (b) authorized or required to do the work otherwise than for reward. Application for a Security Company License shall be made to SGSIA. Under the SGSO, only corporations incorporated under the Companies Ordinance or the former Companies Ordinance, or by any other ordinance of the laws of Hong Kong may apply for a Security Company License.

According to Schedule 2 to the Security and Guarding Services (Licensing) Regulation (Chapter 460B of the Laws of Hong Kong), there are three types of security work in which a company holding a Security Company License may perform under Security Company License Regime:

- Type I — Provision of security guarding services;
- Type II — Provision of armored transportation services; and
- Type III — Installation, maintenance and/or repairing of a security device and/or designing (for any particular premises or place) a security system incorporating a security device.

Our Group is involved in the provision of Type I security work and Type III security work. Shine Union obtained its first Security Company License (Type III) on December 30, 2000 and Fortune Jet obtained its first Security Company License (Type I) on September 18, 2015. Based on the confirmations of our Directors and our company, our Hong Kong counsel, Watson Farley & Williams LLP, is of the view that each of our current Security Company License (Type I) and Security Company License (Type III) remain valid as of the date of this prospectus.

Security Personnel Permit Regime

Some of our employees are involved in the design, installation and/or maintenance of security systems, and/or provision of security guarding services and are required to obtain relevant permits under the Security Personnel Permit Regime.

Pursuant to section 10 of the SGSO, no individual shall do, agree to do, or hold himself out as doing or as available to do, security work for another person unless he does so (i) under and in accordance with a Security Personnel Permit issued by the Commissioner in accordance with the SGSO; or (ii) otherwise than for reward. As set out above, pursuant to section 12 of the SGSO, no person shall authorize or require another person to do any type of security work for him unless the other person, among others, is a holder of a Security Personnel Permit that is valid for that type of work, a holder of a Security Company License, or an individual supplied by a holder of a Security Company License. Application for a Security Personnel Permit shall be made to the Commissioner. According to section 14 of the SGSO, a Security Personnel Permit shall not be issued to any body of persons, whether incorporated or unincorporated. Under the current Security Personnel Permit Regime, there are four categories of security work that a person holding a Security Personnel Permit may perform:

- Category A — Guarding work restricted to a “single private residential building,” the performance of which does not require the carrying of arms and ammunition;
 - Note: A “single private residential building” means an independent structure (i) covered by a roof and enclosed by walls extending from the foundation to the roof; (ii) used substantially for private residential purpose; and (iii) with only one main access point.
- Category B — Guarding work in respect of any persons, premises or properties, the performance of which does not require the carrying of arms and ammunition and which does not fall within Category A;
- Category C — Guarding work, the performance of which requires the carrying of arms and ammunition; and
- Category D — Installation, maintenance and/or repairing of a security device and/or designing (for any particular premises or place) a system incorporating a security device.

Our employees engaging in the design, installation and/or maintenance of security systems and/or provision of security guarding services have obtained the relevant Security Personnel Permits for performing Category A Security Work, Category B Security Work and Category D Security Work for the years ended September 30, 2021 and 2022 and as of the date of this prospectus. Based on the confirmation of our directors, our Hong Kong counsel, Watson Farley & Williams LLP, is of the view that the relevant Security Personnel Permits remained valid as of the date of this prospectus.

Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong)

Under section 8 of the Telecommunications Ordinance, a Radio Dealers License (Unrestricted) is required for, among other things, (a) possessing or using any apparatus for radiocommunications or any apparatus of any kind that generates and emits radio waves notwithstanding that the apparatus is not intended for radiocommunications or (b) dealing in the course of trade or business in apparatus or

material for radiocommunications or in any component part of any such apparatus or in apparatus of any kind that generates and emits radio waves whether or not the apparatus is intended, or capable of being used, for radiocommunications. A Radio Dealers License (Unrestricted) is not expressly worded to apply to security device and service providers. However, certain security device related apparatus, such as walkie talkies, which may be included as part of our provision of ELV systems, may involve generation and emission of radio waves for radiocommunications. Accordingly, the possession and dealing in the course of trade or business of such security device related apparatus requires a Radio Dealers License.

Pursuant to section 20 of the Telecommunications Ordinance, any person who contravenes section 8(1) shall be guilty of an offence and shall be liable on summary conviction, to a fine at level 5 (currently at HK\$50,000) and to imprisonment for two years; and on conviction on indictment, to a fine at level 6 (currently at HK\$100,000) and to imprisonment for five years.

A Radio Dealers License (Unrestricted) is generally valid for a period of 12 months, and is renewable on payment of the prescribed fee, at the discretion of the Office of the Communications Authority.

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For the years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and as of the date of this prospectus, Shine Union held the Radio Dealers License (Unrestricted) and is licensed to possess and deal in the course of its trade or business in apparatus or material for radiocommunications or in any component parts thereof.

Radiation Ordinance (Chapter 303 of the Laws of Hong Kong)

The Radiation Ordinance controls the import, export, possession and use of radioactive substances and irradiating apparatus and the prospecting and mining for radioactive minerals and for purposes connected therewith. As our Hong Kong subsidiary provides threat detection systems in the course of its business of provision of security systems, which mainly includes X-ray machines and explosive trace detection systems, we are required to obtain the irradiating apparatus license and the radioactive substances license for conducting the related business activities in Hong Kong.

Section 7 of the Radiation Ordinance provides that no person shall, except under and in accordance with a license duly issued under the Radiation Ordinance, manufacture or otherwise produce, sell or otherwise deal in or with, or have in his possession or use, any radioactive substance or irradiating apparatus. Any person who contravenes said provisions shall be guilty of an offence and shall be liable to a fine of HK\$50,000 and to imprisonment for two years, and in the case of continuing offence, be liable to an additional fine of HK\$2,500 for every day during the whole or any part of which such offence is knowingly and willfully continued.

According to the Radiation (Control of Radioactive Substances) Regulations (Chapter 303A of the Laws of Hong Kong) and the Radiation (Control of Irradiating Apparatus) Regulations (Chapter 303B of the Laws of Hong Kong), every licensee shall cause the license to be exhibited at a conspicuous place in the approved premises where the radioactive substance is stored or dealt with and the irradiating apparatus is situated. Any licensee who fails to comply with said provisions shall be guilty of an offence and be liable on conviction to a fine of HK\$6,000.

For the years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and as of the date of this prospectus, Shine Union held the Irradiating Apparatus License (to sell and stow, to possess (for installation) or to possess and use certain irradiating apparatus) and the Radioactive Substance License (to convey and sell certain radioactive substances).

Electricity Ordinance (Chapter 406 of the Laws of Hong Kong)

We engage in the installation and maintenance of security systems and are required to carry out electrical work on fixed electrical installations. Under the Electricity Ordinance, all electrical contractors carrying out electrical work on fixed electrical installations must be registered with the Electrical and Mechanical Services Department of the Hong Kong Government, or the EMSD. The Electricity Ordinance provides for the registration and regulation of the electrical contractor in order to protect the general public in the use of electricity. Any person, not being a registered electrical contractor, who does business as an electrical contractor or contract to carry out electrical work within Hong Kong commits an offence and is liable to a fine and imprisonment.

A person who wishes to register as an electrical contractor must satisfy the requirements set out in the Electricity (Registration) Regulations (Chapter 406D of the Laws of Hong Kong). To be qualified as a registered electrical contractor, an applicant must either employ at least one registered electrical worker or (a) if the applicant is an individual, he must be a registered electrical worker; or (b) if the applicant is a partnership, at least one of the partners must be a registered electrical worker. Failure to comply with the registration requirement constitutes an offence and the person in violation is liable to a fine at level 5 (currently at HK\$50,000) on a first conviction and a fine at level 6 (currently at HK\$100,000) on a subsequent conviction for the same offence and in either case is liable to imprisonment for six months.

For the years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and as of the date of this prospectus, Shine Union was recognized as a registered electrical contractor.

Aviation Security Ordinance (Chapter 494 of the Laws of Hong Kong)

The Aviation Security Ordinance makes provisions for the prevention and suppression of acts of violence against civil air transport and for connected purposes. It constitutes the comprehensive legislation for implementation of the conventions and agreements on aviation security promulgated by the ICAO. To safeguard aircraft against acts of unlawful interference, the ICAO has laid down standards and recommended practice in Annex 17 to the Convention on

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International Civil Aviation (the “CICA”) on the security measures required to be implemented by contracting states. For the security of air cargo to be in line with Annex 17 to the CICA, the Hong Kong Aviation Security Program, which is enforceable under the Aviation Security Ordinance, has adopted the regulated agent regime since March 2000.

In September 2016, the ICAO introduced a new policy direction that consignors not subject to approval by the authority for aviation security should be phased out by June 30, 2021. Consignors shall either have to: (i) be approved by the CAD as a “validated” known consignor (i.e., an entity which produces or manufactures or assembles goods in a secure facility within Hong Kong in which the finished goods will be eventually transported as air cargo); or (ii) for the consignors which have not been approved by the CAD by March 1, 2021, be an “unknown consignor” with all their cargo subject to 100% security screening prior to being loaded on to a commercial aircraft. In order to fully implement such new policy direction, the CAD has put in place a transitional arrangement for the registered agents to gradually increase the screening percentage of known cargoes consigned by the consignors which have not been validated by the CAD, namely, (i) from January 2020 to April 2020, prior to the air cargo being loaded onboard, all registered agents will be required to screen 25% (by weight) of their cargo tendered by consignors not approved by the CAD; (ii) from May 2020 to August 2020, the required screening percentage will be increased to 40%; (iii) from September 2020 to February 2021, the screening percentage will be increased to 70%; and (iv) from March 2021 to June 2021, the screening percentage will be further increased to 100%.

In anticipation of an upsurge in screening demand, RACSF which enables and regulates air cargo screening at off-airport locations has been formulated. Any entity which intends to conduct air cargo security screening operations in their premises may apply for acceptance by the CAD to become a RACSF. Each RACSF must have at least two nominated persons for cargo security who have successfully completed the RACSF security training program acceptable to the CAD. The relevant training certificates are valid for a period of three years.

Screening equipment

The RACSF shall be responsible for ensuring that the screening equipment conforms to the specified requirements and that any licensing requirements are satisfied before bringing it into operations. The RACSF shall also ensure that (i) the screening equipment is used properly, maintained in a safe and serviceable condition by competent engineers and that those security personnel operating it are fully trained in its use; (ii) regular operational calibration checks of the equipment are carried out to satisfy itself that the equipment is operating properly when in operational use; (iii) detailed records of the calibration check results and maintenance work carried out on the equipment are maintained for at least

two years; and (iv) if any item of screening equipment fails a calibration check or there is any evidence to suggest that it is not operating properly, such equipment is immediately removed from operational use and is not reintroduced until it has satisfied certain criteria showing that it has been repaired and is fully serviceable.

The RACSF shall ensure that the performance and routine testing requirements for X-ray equipment meets the prescribed minimum standard. Each piece of X-ray equipment shall be licensed and approved for use by the Radiation Board of Hong Kong.

Security screeners

The RACSF must ensure that all its security screeners, whether or not employed by the RACSF or from a screener service contractor, shall be trained and certified by a certification body acceptable to CAD before such screeners are allowed to perform the screening duties of air cargo in the RACSF, and attend refresher training conducted by a certification body and be recertified by such certification body once every 12 months.

Further, the RACSF must ensure that all its security screeners shall be restricted to persons who have met all of the following criteria:

- (a) Medical criteria. The security screener shall have passed a medical examination conducted by a registered medical practitioner to establish that he has good general health appropriate for performing security screening of air cargo.
- (b) Educational criteria. The security screener shall have attained at least a minimum educational level of Secondary 5 (or its equivalent) to ensure that he has a standard of literacy and intelligence sufficient to achieve the minimum training objectives and the required proficiency levels of a security screener.

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- (c) Other criteria. The security screener shall (i) have an aptitude for operating security equipment; (ii) be able to communicate in Cantonese; (iii) possess a high standard of appearance and deportment; and (iv) be able to produce documentary proofs of previous employment history pursuant to the specified requirements.

Contractor/subcontractor registration regimes in Development Bureau of the Hong Kong Government

The Development Bureau (“DEVB”) has established two approved lists of public works contractors, namely the “List of Approved Contractors for Public Works” and the “List of Approved Suppliers of

Materials and Specialist Contractors for Public Works” to achieve procurement efficacy and facilitate quality assurance. Public works tenders are usually invited from contractors on the two approved lists.

For admission and retention on the “List of Approved Suppliers of Materials and Specialist Contractors for Public Works” and for the award of public works contracts, a contractor is required to meet the financial, technical, management and personal criteria applicable to the appropriate category and group.

For categories with probationary status, a contractor’s status in a particular group will be either probationary or confirmed. Probationary contractors are limited in the number and/or value of contracts for which they are eligible to tender and to be awarded. Upon satisfactorily completing or executing works appropriate to the probationary status and reaching the required financial, technical and management criteria, a probationary contractor may apply to the DEVB for a confirmed status and subsequently for promotion to a higher group in a particular category in order to tender for contracts of higher or unlimited values.

Construction Industry Council

Pursuant to the Project Administration Handbook for Civil Engineering Works issued by the Civil Engineering and Development Department of the Hong Kong Government, all capital works and maintenance works contracts of the Hong Kong government with tenders to be invited on or after August 15, 2004 shall require the contractor to employ subcontractors (whether nominated, specialist or domestic and irrespective of tier) that are registered under the respective trades available under the Subcontractor Registration Scheme administered by the Construction Industry Council (“CIC”). On April 1, 2019, the Subcontractor Registration Scheme was subsequently renamed as the Registered Specialist Trade Contractors Scheme, or RSTCS, comprising two registers, namely, the Register of Specialist Trade Contractors and the Register of Subcontractors. All references to the Subcontractor Registration Scheme shall be substituted by the or RSTCS, with effect from April 1, 2019.

All subcontractors who are registered under the seven trades (demolition, concreting formwork, reinforcement bar fixing, concreting, scaffolding, curtain wall and erection of concrete precast component) of the Subcontractor Registration Scheme have automatically become Registered Specialist Trade Contractors and no application is required. All subcontractors who are registered under the remaining trades of the Subcontractor Registration Scheme have been retained as registered subcontractors and no application is required.

Under the RSTCS, an applicant for registration as a registered subcontractor is subject to entry requirements including: (a) proof of completion of at least one job within the last five years as a main contractor/subcontractor in the trades and specialties for which registration is applied; or, comparable experience acquired by the applicant or its proprietors, partners or directors within the last five years; (b) listings on one or more government registration schemes relevant to the trades and specialties for which registration is sought; or (c) the company’s proprietor, partner or director having been employed by a registered subcontractor for at least five years with experience in the trade/specialty applying for

and having completed all the modules of the Project Management Training Series for Sub-contractors (or equivalent) conducted by the CIC; or the company's proprietor, partner or director having registered as Registered Skilled Worker under the Construction Workers Registration Ordinance (Chapter 583 of the Laws of Hong Kong) for the relevant trade/specialty with experience of at least five years in the trade/specialty applying for and having completed the Senior Construction Workers Trade Management Course (or equivalent) conducted by the CIC.

An approved registration shall be valid for three years or five years from the approval date. A registered subcontractor shall apply for renewal within three months before the expiry date of its registration by submitting an application to the committee of the CIC in a specified format providing information with supporting documents. An application for renewal shall be subject to approval by the committee of the CIC. An approved renewal shall be valid for three years or five years from the expiry of the current registration.

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A registered subcontractor shall observe the Codes of Conduct issued by the CIC. Failing to comply with the Codes of Conduct may result in regulatory actions taken by the committee of the CIC.

Registration of our company

As of the date of this prospectus, Shine Union was registered as a specialist contractor or a subcontractor under the following trades:

- as a specialist contractor under the “List of Approved Suppliers of Materials and Specialist Contractors for Public Works”:
 - burglar alarm and security installation; and
 - video electronics installation.
- as a subcontractor under the Register of Subcontractors:
 - shutters/doors fabrication and installation (automatic sliding door);
 - electrical (electrical wiring, general electrical installation, and electrical control and power panel assembly);
 - other electrical and mechanical trades (security and communication system, building automation system, general mechanical fitting and signage); and
 - audio and video electronic equipment.

As of the date of this prospectus, we have maintained compliance with the respective requirements under the relevant registrations in respect of the public works we undertake.

Factories and Industrial Undertakings Ordinance (Chapter 59 of the Laws of Hong Kong)

Safety and health at work

The Factories and Industrial Undertakings Ordinance provides for the safety and health protection to workers in an industrial undertaking. Under the Factories and Industrial Undertakings Ordinance, every proprietor of an industrial undertaking shall take care of the safety and health at work of all persons employed by it at an industrial undertaking by:

- providing and maintaining plant and work systems that are safe and without risks to health;
- making arrangement for ensuring safety and absence of risks to health in connection with the use, handling, storage and transport of articles and substances;
- providing all necessary information, instruction, training, and supervision for ensuring safety and health;
- providing and maintaining means of access to and egress from the workplace that are safe and without risks to health; and
- providing and maintaining a work environment that is safe and without risks to health.

A proprietor of an industrial undertaking who contravenes these duties commits an offence and is liable to a fine of HK\$500,000. A proprietor who contravenes these duties willfully and without reasonable excuse commits an offence and is liable to a fine of HK\$500,000 and to imprisonment for six months.

Section 6BA(5) of the Factories and Industrial Undertakings Ordinance also provides that on and after the appointed day (as defined in the Factories and Industrial Undertakings Ordinance), every proprietor shall not employ at the undertaking a relevant person who has not been issued a relevant safety training certificate or whose relevant certificate has expired. The relevant safety training certificate is valid for a period from 1 year to 3 years. Upon expiry of the safety training certificate, the holder should attend and successfully complete a revalidation course to revalidate his certificate. A proprietor who contravenes such section commits an offence and is liable to a fine at level 5 (currently at HK\$50,000).

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Other matters regulated under the subsidiary regulations of the Factories and Industrial Undertakings Ordinance include (i) the prohibition of employment of persons under 18 years of age (save for certain exceptions); (ii) the duty to ensure safety of places of work; (iii) the duty to comply with miscellaneous safety requirements; and (iv) provision of first aid facilities, etc.

Recognition of safety training courses

Section 6BA(2) of the Factories and Industrial Undertakings Ordinance and its subsidiary regulations empower the Commissioner for Labor to recognize safety training courses and in respect of which certificates are issued to persons who attend the courses. The Commissioner for Labor will issue an approval letter to recognize a mandatory safety training course if (i) the applicant has proved that it has met all the relevant approval conditions stipulated in the “Approval Conditions for Operating Recognized Mandatory Safety Training Courses”; (ii) the applicant has demonstrated its commitment and ability to effectively administer and assure the quality of its training course; and (iii) the past performance of the applicant in running mandatory safety training course(s) is satisfactory if the applicant is already a training course provider of mandatory safety training course(s). An applicant should apply to run a revalidation course only if the applicant has been granted the recognition of the corresponding full course or is applying for the recognition of the corresponding full course.

Fortune Jet was recognized (subject to compliance of certain specified conditions) by the Commissioner for Labor (i) on April 26, 2019, to conduct the Mandatory Basic Safety Training Course (Construction Work) and to issue the relevant certificates; and (ii) on March 5, 2021 to conduct the Mandatory Basic Safety Training Revalidation Course (Construction Work) and to issue the relevant certificates. Based on the confirmation of our directors, our Hong Kong counsel, Watson Farley & Williams LLP, is of the view that the recognition of said safety training courses remains valid as of the date of this prospectus.

Accreditation of Academic and Vocational Qualifications Ordinance (Chapter 592 of the Laws of Hong Kong)

The HKCAAVQ was established pursuant to the Accreditation of Academic and Vocational Qualifications Ordinance as the Accreditation Authority and the Qualifications Register Authority to safeguard the quality and standards of learning programs recognized under the QF. The QF is a seven-level hierarchy. Each qualification is assigned a level in accordance with a set of generic level descriptors which specifies the outcome standards expected of the qualifications at each level in four domains, including (i) knowledge and intellectual skills; (ii) processes; (iii) autonomy and accountability; and (iv) communication, information and communications technology and numeracy. The accreditation service of the HKCAAVQ is recognized since January 2019 for ensuring the quality of basic security training programs. Prior to January 2019, such training programs were recognized by the SSTB of the VTC. The accreditation criteria of the HKCAAVQ include organizational governance and management, financial viability and resources management, organizational staffing, organizational quality assurance, program objectives and learning outcomes, learner admission and selection, program structure and content, learning, teaching and assessment, program leadership and staffing, and enabling resources/services and program approval, review and quality assurance. During the accreditation process, the HKCAAVQ considers, among other things, whether the operators have adequate financial and physical resources for the delivery of the learning programs, and teaching venue (being a physical

resource that underpins the quality of learning program) is one of the accreditation criteria that the HKCAAVQ reviews. With effect from July 1, 2021, QASRS program providers should engage qualified trainers and demonstrate evidence that trainers employed are either (i) qualified QASRS trainers recognized by the SSTB of the VTC; (ii) graduates from programs accredited by the HKCAAVQ as meeting the standards of “Specification of Competency Standards Unit of Competency 107749L4” under the QF; or (iii) Recognition of Prior Learning (RPL) qualification holders with the statement of attainment containing the “Specification of Competency Standards Unit of Competency 107749L4” under the QF. Under the policy of the SGSIA, all the trainers of the course Certificate in Basic Security Services under QASRS (QF Level 1) engaged by Fortune Jet who are qualified QASRS trainers recognized by the SSTB of the VTC will be grandfathered and are allowed to teach the QASRS training program.

Fortune Jet has been accredited by HKCAAVQ as an operator to operate accredited program(s) at QF Level 1 and the course Certificate in Basic Security Services under QASRS (QF Level 1) for the period from November 23, 2022 to November 22, 2024.

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LAWS AND REGULATIONS RELATING TO ENVIRONMENTAL PROTECTIONS

Product Eco-responsibility Ordinance (Chapter 603 of the Laws of Hong Kong)

The Product Eco-responsibility Ordinance introduces measures to minimize the environmental impact of certain types of products, such as electrical and electronic equipment, and to introduce producer responsibility schemes. In supplying security systems and providing maintenance services to our customers, we may be involved in import and distribution of certain regulated electrical equipment (such as computers and monitors which form part of the security systems) in Hong Kong.

According to section 32 of the Product Eco-responsibility Ordinance, a supplier of regulated electrical equipment is required to register as a registered supplier with the Environmental Protection Department of the Hong Kong Government and fulfil the respective statutory obligations. A supplier who is not a registered supplier but distributes regulated electrical equipment commits an offence and is liable to a fine at level 6 (currently at HK\$100,000). A registered supplier must, among others, (i) provide recycling labels and receipts when distributing regulated electrical equipment; (ii) pay recycling levies for regulated electrical equipment; (iii) submit returns; and (iv) submit annual audit reports, in accordance with the Product Eco-responsibility Ordinance and the Product Eco-responsibility (Regulated Electrical Equipment) Regulation (Chapter 603B of the Laws of Hong Kong).

According to section 41 of the Product Eco-responsibility Ordinance, a seller of regulated electrical equipment must not distribute regulated electrical equipment to a consumer in the absence of a removal

service plan that has been endorsed by the Director of Environmental Protection. Failure to comply with the provision constitutes an offence and is liable to a fine at level 6 (currently at HK\$100,000). The Director of Environmental Protection must only endorse a removal service plan if he is satisfied that (i) a collector undertakes to the seller in writing to provide an electrical equipment or electronic equipment removal service for distributing regulated electrical equipment by the seller to a consumer; (ii) a recycler undertakes to the seller in writing to provide a treatment, reprocessing or recycling service for the electrical equipment and electronic equipment removed by the collector; and (iii) the applicable requirements in the Product Eco-responsibility (Regulated Electrical Equipment) Regulation have been complied with.

For the years ended September 30, 2021 and 2022, the six months ended March 31, 2023 and as of the date of this prospectus, Shine Union held the Notice of Endorsement of Removal Service Plan and the Certificate of Registration as Registered Supplier.

LAWS AND REGULATIONS RELATING TO EMPLOYMENT

Employment Ordinance (Chapter 57 of the Laws of Hong Kong)

The Employment Ordinance provides for various employment-related benefits and entitlements to employees. Pursuant to the Employment Ordinance, all employees covered, irrespective of their hours of work, are entitled to basic protection including payment of wages, restrictions on wages deductions and the granting of statutory holidays, etc. Employees who are employed under a continuous contract are further entitled to benefits such as, among others, rest days, paid annual leave, sickness allowance, severance payment and long service payment.

Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong)

The Employees' Compensation Ordinance establishes a no-fault and non-contributory employee compensation system for work injuries and lays down the rights and obligations of employers and employees respectively in respect of injuries or death caused by accidents arising out of and in the course of employment, or by prescribed occupational diseases. Under the Employees' Compensation Ordinance, if an employee sustains an injury or dies as a result of an accident arising out of and in the course of his employment, his employer is in general liable to pay compensation even if the employee might have committed acts of faults or negligence when the accident occurred. Similarly, an employee who suffers incapacity arising from an occupational disease or dies from an occupational disease is entitled to receive the same compensation as that payable to employees injured in occupational accidents.

According to section 15 of the Employees' Compensation Ordinance, an employer must notify the Commissioner for Labor of any work accident by submitting Form 2 (within 14 days for general work accidents and within 7 days for fatal accidents), irrespective of whether the accident gives rise to any liability to pay compensation. If the occurrence of such accident was not brought to the notice of the employer or did not otherwise come to his knowledge within

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such periods of 7 or 14 days (as the case may be), then such notice shall be given not later than 7 days or, as may be appropriate, 14 days after the happening of the accident was first brought to the notice of the employer or otherwise came to his knowledge.

Pursuant to section 40 of the Employees' Compensation Ordinance, all employers are required to take out insurance policies to cover their liabilities under both the Employees' Compensation Ordinance and at common law for injuries at work in respect of all of their employees (including full-time and part-time employees). An employer who fails to comply with the Employees' Compensation Ordinance to secure insurance coverage is liable on conviction upon indictment to a fine at level 6 (currently at HK\$100,000) and to imprisonment for two years, or on summary conviction, to a fine at level 6 (currently at HK\$100,000) and to imprisonment for one year.

Occupiers Liability Ordinance (Chapter 314 of the Laws of Hong Kong)

Our company owns a landed property and has leased several landed properties and is considered to be the occupier of such properties under the Occupiers Liability Ordinance. As such, we are required to comply with the Occupiers Liability Ordinance, which regulates the obligations of a person occupying or having control of premises upon injury resulting to persons or damage caused to goods or other property lawfully on the land. The Occupiers Liability Ordinance imposes a common duty of care on an occupier of premises to take such care as in all the circumstances of the case is reasonable to see that the visitor will be reasonably safe in using the premises for the purposes for which he is invited or permitted by the occupier to be there.

Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong)

Our employees may be exposed to injuries whilst providing installation, maintenance and other services to our customers. The Occupational Safety and Health Ordinance provides for the protection of safety and health to employees in the workplace, both industrial and non-industrial.

Employers must, as far as reasonably practicable, ensure the safety and health at work of all their employees by (including but without limitation) providing and maintaining plant and systems of work that are safe and without risks to health; making arrangements for ensuring safety and absence of risks to health in connection with the use, handling, storage or transport of plant or substances; providing all necessary information, instructions, training and supervision for ensuring safety and health; as regards any workplace under the employer's control, maintaining the workplace in a condition that is safe and without risks to health; or providing and maintaining means of access to and egress from the workplace that are safe and without any such risks; and providing and maintaining a working environment for the employer's employees that is safe and without risks to health. Failure to comply with any of the above

provisions constitutes an offence and the employer is liable on conviction to a fine of HK\$200,000. An employer who fails to do so intentionally, knowingly or recklessly commits an offence and is liable on conviction to a fine of HK\$200,000 and to imprisonment for 6 months.

The Commissioner for Labor may also serve (i) an improvement notice against any noncompliance of the Occupational Safety and Health Ordinance or the Factories and Industrial Undertakings Ordinance; and/or (ii) a suspension notice against any activity undertaken at workplace, or condition or use of workplace or of any plant or substance located at workplace which may create imminent risk of death or serious bodily injury. Failure to comply with such improvement notice or suspension notice without reasonable excuse constitutes an offence punishable by a fine of HK\$200,000 and HK\$500,000 respectively and imprisonment for 12 months. In case of contravention of suspension notice, a daily fine of HK\$50,000 may also be imposed during which the offender knowingly and intentionally continues the contravention.

Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong)

The Minimum Wage Ordinance provides for a prescribed minimum hourly wage rate (set at HK\$40 per hour with effect from 1 May 2023) during the wage period for every employee engaged under a contract of employment under the Employment Ordinance (except those specified under section 7 of the Minimum Wage Ordinance). Any provision of a contract of employment that purports to extinguish or reduce any right, benefit or protection conferred on the employee by the Minimum Wage Ordinance is void.

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Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong)

The Mandatory Provident Fund Schemes Ordinance provides for the establishment of non-governmental mandatory provident fund (“MPF”) schemes. Employers are required to enroll their regular employees (except for certain exempt persons) who are at least 18 but under 65 years of age and employed for 60 days or more in a MPF scheme within the first 60 days of employment.

For both employees and employers, it is mandatory to make regular contributions into an MPF scheme. For an employee, subject to the maximum and minimum levels of income (currently HK\$30,000 and HK\$7,100 per month, respectively), an employer will deduct 5% of the relevant income on behalf of an employee as mandatory contributions to a registered MPF scheme with a ceiling of HK\$1,500 per month currently. An employer will also be required to contribute an amount equivalent to 5% of an employee’s relevant income to the MPF scheme, subject only to the maximum level of income (currently HK\$30,000 per month).

OTHERS

Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong)

The Inland Revenue Ordinance (the “IRO”) is an ordinance for the purposes of imposing taxes on property, earnings and profits in Hong Kong. The IRO provides, among others, that persons, which include corporations, partnerships, trustees and bodies of persons, carrying on any trade, profession or business in Hong Kong are chargeable to tax on all profits (excluding profits arising from the sale of capital assets) arising in or derived from Hong Kong from such trade, profession or business.

On March 21, 2018, the Legislative Council of Hong Kong passed The Inland Revenue (Amendment) (No.7) Bill 2017 (the “IRO Amendment Bill”), which introduces the two-tiered profits tax rates regime. The IRO Amendment Bill was signed into law on March 28, 2018. Under the two-tiered profits tax rates regime, the first HK\$2.0 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2.0 million will be taxed at 16.5%. The profits of group entity not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, starting from the year of assessment 2018/19, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2.0 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2.0 million for the qualifying group entity.

Competition Ordinance (Chapter 619 of the Laws of Hong Kong)

Effective since December 14, 2015, the Competition Ordinance prohibits conduct that prevents, restricts or distorts competition in Hong Kong and provides for the establishment of the Competition Commission with investigation powers and the Competition Tribunal with adjudicative powers. The Competition Ordinance includes, among others, the First Conduct Rule to prohibit anti-competitive conduct involving more than one party.

The First Conduct Rule provides that an undertaking must not (a) make or give effect to an agreement; (b) engage in a concerted practice; or (c) as a member of an association of undertakings, make or give effect to a decision of the association, if the object or effect of the agreement, concerted practice or decision is to prevent, restrict or distort competition in Hong Kong. Examples of serious anticompetitive conduct include (i) fixing, maintaining, increasing or controlling the price of the supply of goods or services; (ii) allocating sales, territories, customers or markets for the production or supply of goods or services; (iii) fixing, maintaining, controlling, preventing, limiting or eliminating the production or supply of goods or services; and (iv) bid-rigging.

Penalties that the Competition Tribunal may impose for contraventions of the competition rule include pecuniary penalties, award of damages, and interim injunctions during investigations or proceedings. The maximum penalty in relation to a “single contravention” can be up to 10% of the turnover obtained by the undertaking concerned in Hong Kong for each year the infringement lasted, with a maximum of three years. The Competition Tribunal may also order the disqualification of responsible directors for up to five years, award injunctions, declare agreements to be void, award damages, confiscate illegal profits, and order the payment of costs of the Competition Commission’s investigation.

[Table of Contents](#)**Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong)**

The Prevention of Bribery Ordinance prohibits all forms of bribery and corruption. Any director or employee is prohibited from soliciting, accepting or offering any bribe in conducting a company's business or affairs, whether in Hong Kong or elsewhere. In particular, in conducting all business or affairs of a company, the director or employee must comply with the Prevention of Bribery Ordinance and must not:

- (a) solicit or accept any advantage from others as a reward for or inducement to doing any act, abstaining from doing any act or showing favor in relation to the company's business or affairs, or offer any advantage to an agent of another as a reward for or inducement to doing any act, abstaining from doing any act of showing favor in relation to his principal's business or affairs;
- (b) offer any advantage to any public servant, which, for the purpose of the Prevention of Bribery Ordinance, includes any employee of a public body, such as departments of the Hong Kong government, as a reward for or inducement to his performing any act in his official capacity or his showing any favor or providing any assistance with the Hong Kong government or public body;
- (c) offer any advantage to any staff of any department under the Hong Kong government or public body while he is having business dealing with the latter; or
- (d) offer any advantage to any other person as an inducement to or a reward for the withdrawal of a tender or the refraining from making of a tender for any contract with a public body or bidding at any auction conducted by any public body.

Depending on the offence committed, the maximum penalties for the above offences under the Prevention of Bribery Ordinance range from fines of HK\$100,000 to HK\$500,000 and imprisonment for 1 year to 10 years.

[Table of Contents](#)**MANAGEMENT****Directors and Officers**

The following table sets forth information regarding our directors and officers as of the date of this prospectus. Unless otherwise stated, the business address for our directors and officers is that of our

principal executive office at Unit 01 – 03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Directors and Officers	Age	Position/Title
Mr. Chan Ming Dave	57	Chairman of the board of directors and Chief Executive Officer
Mr. Kong Wing Fai	42	Director, Company Secretary, and Chief Financial Officer
Mr. Koo Lon Tien	57	Chief Operating Officer
Mr. To Hoi Pan	49	Independent Director Nominee
Mr. Mark Allen Brisson	57	Independent Director Nominee
Ms. Tse Sui Man	33	Independent Director Nominee

Mr. Chan Ming Dave has served as our Chief Executive Officer since April 2021 and as our Chairman of the board of directors since July 2021. Mr. Chan is currently managing director of Shine Union and Fortune Jet. He was appointed as a director of Shine Union and Fortune Jet in March 2006 and August 2019, respectively. Mr. Chan also serves as a director of our investment holding company, SU Investment, since November 2019. As the founder of our company, Mr. Chan has over 38 years of experience in security-related engineering services industry. Mr. Chan is mainly responsible for overseeing the operation, business development and strategic planning of our company. From January 2018 to September 2020, Mr. Chan served as a director of Hong Kong Cargo Screening Services Co., Limited, which principally engaged in cargo screening for air freight. From January 2002 to July 2015, Mr. Chan was a director of General System Engineering Limited, which principally engaged in installation and maintenance of sliding gate. From 1997 to 1999, Mr. Chan engaged in security-related engineering business principally under the business name of “General System (H.K.) Co.” From September 1984 to August 1997, Mr. Chan worked in various companies engaging in design, supply, installation and/or maintenance of security systems, such as traffic and pedestrian systems, and sale of security-related components and building materials, principally responsible for sales, marketing, and management. Mr. Chan obtained a Technical Diploma in Electrical Engineering from Aberdeen Technical School in Hong Kong in October 1983.

Mr. Kong Wing Fai has served as our director, company secretary and Chief Financial Officer since April 2021. Mr. Kong has served as a director of our investment holding company, SU Investment, since April 2022. Mr. Kong has served as the general manager of Fortune Jet since August 2019, principally responsible for managing the day-to-day operations of Fortune Jet. Mr. Kong joined Shine Union in October 2018 and is currently general manager of Shine Union, mainly responsible for the operational management, financial management and corporate governance of Shine Union. Mr. Kong has over 18 years of experience in security-related engineering services industry and has extensive experience in financial management and corporate governance. From September 2005 to September 2018, Mr. Kong worked at Chubb Hong Kong Limited, a company engaged in design, integration and installation of security and fire safety systems. With his last position as a senior manager in the electronic security division, Mr. Kong was mainly responsible for general management, financial planning and analysis and

corporate governance. Mr. Kong was admitted as a member and a fellow member of the Association of Chartered Certified Accountants in February 2012 and February 2017, respectively. He was also admitted as a member of the Hong Kong Institute of Facility Management in December 2022, as a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants in May 2019 and as an associate member of the BEAM Society Limited in April 2018. In addition, he is currently a member of the Chartered Professional Accountants of British Columbia, Canada. Mr. Kong obtained a degree of Bachelor of Arts with Honors in Finance with Mathematics with first class honors from the University of Stirling in the United Kingdom in June 2005.

Mr. Koo Lon Tien has served as our Chief Operating Officer since February 2023. Mr. Koo has served as marketing director for Shine Union since April 2021 and served as marketing manager for Shine Union from September 2004 to March 2021, providing strategic plans and sales and marketing/relationship management. Mr. Koo has over 29 years of experience in engineering and manufacturing and corporate management and he has worked in different companies engaging in sales and manufacturing of engineering systems and electronic components. From March 1993 to October 2022, Mr. Koo served as director of Asean Limited, a Hong Kong trading company specialized in security engineering products. From May 2004 to November 2020, Mr. Koo worked at Precision International Holdings Ltd.,

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a private Hong Kong company specializing in customized electronic transformers and inductors, where he served as operations manager from May 2004 to December 2007, director from January 2008 to December 2012, legal representative of China facility from January 2018 to November 2020, and general manager from January 2008 to November 2020. From January 2008 to March 2017, Mr. Koo served as director of Schott Holdings Ltd., the former holding company of Precision International Holdings Ltd. Mr. Koo obtained a degree of Bachelor of Engineering in Mechanical Engineering from The Polytechnic of Central London in the United Kingdom in June 1989.

Mr. To Hoi Pan will serve as our director upon the effectiveness of our registration statement on Form F-1, of which this prospectus is a part. Since July 2015, Mr. To has served as company secretary and Chief Financial Officer of, and, since March 2017, as Executive Director of Amuse Group Holding Limited (HKG: 8545), a company specializing in the design, marketing, and distribution of toys. From May 2013 to June 2015, Mr. To served as Chief Financial Officer of China Internet Investment Finance Holdings Ltd. (HKG: 0810) (formerly known as Opes Asia Development Limited), a Hong Kong public company engaged in investing in equity and debt instruments of public and private companies in Hong Kong. From July 2011 to February 2013, Mr. To served as a consultant at Timex Corporate Consulting Limited, a provider of financial, accounting and secretarial services in Hong Kong. From April 2004 to June 2011, Mr. To served as an accounting manager at China Everbright Water Limited (formerly known as Bio-Treat Technology Limited), a company specializing in wastewater treatment in mainland China. Mr. To

obtained a degree of Bachelor of Commerce in Accountancy from University of Wollongong in Australia in December 1999. Mr. To is currently a certified practising accountant of the CPA Australia and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

Mr. Mark Allen Brisson will serve as our director upon the effectiveness of our registration statement on Form F-1, of which this prospectus is a part. Since December 2020, Mr. Brisson has been a consultant in the Electronic Security and Life Safety segment and serves as a Director of Kaizntree Limited, a business inventory management software company. From December 2016 to November 2020, Mr. Brisson served as President of Chubb Fire and Security (Australia and New Zealand), an international provider of security and fire safety products and solutions. From December 2013 to December 2016, Mr. Brisson served as President of Building & Industrial Services divisions of United Technologies Corporation (Australia and New Zealand), including Chubb Field business, Otis Elevators, Carrier HVAC and Fire and Security Products. From May 2010 to December 2013, Mr. Brisson served as President of the divisions of Chubb Cash in Transit, Fire Systems Installation, Fire Service, Electronic Security, Monitoring and Security products of the United Technologies Corporation (Australia and New Zealand), an international provider of security and fire safety products and solutions. From June 2006 to April 2010, Mr. Brisson served as Managing Director of the UTC Fire and Security in Hong Kong, Macau, Taiwan and Guangdong. From December 2004 to June 2006, Mr. Brisson served as a general manager of Chubb Hong Kong Electronic Security, an international supplier of fire safety and security solutions. Mr. Brisson obtained a degree of Bachelor of Arts in Political Science from Simon Fraser University in Canada in 1989. Mr. Brisson is a Fellow of the Hong Kong Institute of Directors.

Ms. Tse Sui Man will serve as our director upon the effectiveness of our registration statement on Form F-1, of which this prospectus is a part. From September 2017 to February 2023, Ms. Tse served as the financial controller and company secretary of Altus Holdings Limited (HKG: 8149), an investment holding company in Hong Kong specializing in proprietary investments and advisory and consulting. From August 2016 to September 2017, Ms. Tse served as group financial analyst for Jardine Schindler Group, an elevator and moving walks manufacturing company in Hong Kong. From December 2013 to August 2016, Ms. Tse worked at PricewaterhouseCoopers (Hong Kong) and her last position was audit senior associate. From September 2012 to December 2013, Ms. Tse worked as audit associate at Deloitte Touche Tohmatsu (Hong Kong). Ms. Tse obtained a degree of Bachelor of Arts in Accountancy and Management Information System from the City University of Hong Kong in Hong Kong in June 2012. Ms. Tse is currently a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

Family Relationships

There are no family relationships, or other arrangements or understandings between or among any of the directors, director nominees, officers or other person pursuant to which such person was selected to serve as a director or officer.

[Table of Contents](#)**Board of Directors***Duties of Directors*

Under Cayman Islands law, our board of directors has the powers necessary for managing, and for directing and supervising, our business affairs. The functions and powers of our board of directors include, among others:

- convening shareholders' annual and extraordinary general meetings and reporting its work to shareholders at such meetings;
- declaring dividends and distributions;
- appointing officers and determining the term of office of the officers;
- exercising the borrowing powers of our company and mortgaging the property of our company; and
- approving the transfer of shares in our company, including the registration of such shares in our share register.

Under Cayman Islands law, directors owe the following fiduciary duties: (i) duty to act in good faith in what the director believes to be in the best interests of the company as a whole; (ii) duty to exercise powers for the purposes for which those powers were conferred and not for a collateral purpose; (iii) directors should not improperly fetter the exercise of future discretion; (iv) duty not to put themselves in a position in which there is a conflict between their duty to the company and their personal interests; and (v) duty to exercise independent judgment. In addition to the above, directors also owe a duty to act with skill, care and diligence. This duty has been defined as a requirement to act as a reasonably diligent person having both the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as are carried out by that director in relation to the company and the general knowledge skill and experience which that director has. As set out above, directors have a duty not to put themselves in a position of conflict and this includes a duty not to engage in self-dealing, or to otherwise benefit as a result of their position. However, in some instances what would otherwise be a breach of this duty can be forgiven and/or authorized in advance by the shareholders, provided that there is full disclosure by the directors. Our amended and restated memorandum and articles of association provides that following such disclosure and subject to any special requirement for Audit Committee approval under applicable law or the listing rules of Nasdaq, and unless disqualified by the chairperson of the relevant meeting, such director may vote in respect of any transaction or arrangement in which he or she is interested and may be counted in the quorum of the meeting. You

should refer to “*Description of Securities — Differences in Corporate Law*” for additional information on our standard of corporate governance under Cayman Islands law.

Controlled Company

We expect to continue to be a controlled company within the meaning of the Nasdaq Stock Market Rules, and as a result, we qualify for exemptions from certain corporate governance requirements. Public companies that qualify as a “controlled company” with securities listed on Nasdaq, must comply with the exchange’s continued listing standards to maintain their listings. Nasdaq has adopted qualitative listing standards. Companies that do not comply with these corporate governance requirements may lose their listing status. Under the Nasdaq rules, a “controlled company” is a company with more than 50% of its voting power held by a single person, entity or group. Under Nasdaq rules, a controlled company is exempt from certain corporate governance requirements, including:

- the requirement that a majority of the board of directors consist of independent directors;
- the requirement that a listed company must have a nominating and governance committee composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities;
- the requirement that a listed company must have a compensation committee composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities; and
- the requirement for an annual performance evaluation of the nominating and governance committee and compensation committee.

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Controlled companies must still comply with the exchange’s other corporate governance standards. These include having an audit committee and the special meetings of independent or non-management directors.

Upon the completion of this offering, our controlling shareholder will beneficially own 68.1% of our total issued and outstanding ordinary shares, representing 68.1% of the total voting power, assuming that the underwriters do not exercise their option to purchase additional shares, or 67.1% of our total issued and outstanding ordinary shares, representing 67.1% of the total voting power, assuming that the option to purchase additional shares is exercised in full. As a result, we will be a “controlled company” as defined under Nasdaq Listing Rule 5615(c), because our controlling shareholder will hold more than 50% of the voting power for the election of directors. As a “controlled company,” we are permitted to elect not to comply with certain corporate governance requirements. We do not plan to rely on these exemptions, but we may elect to do so after we complete this offering.

Composition of our Board of Directors and Committees of the Board of Directors

Upon the SEC's declaration of effectiveness of our registration statement on Form F-1, of which this prospectus is a part, our board of directors will consist of five directors, including two executive directors and three independent directors. We will also establish an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee of the board of directors upon the effectiveness of our registration statement on Form F-1, of which this prospectus is a part. We will adopt a charter for each of the three committees. Each of the committees of our board of directors shall have the composition and responsibilities described below.

Audit Committee. Our audit committee will consist of Mr. To Hoi Pan, Mr. Mark Allen Brisson and Ms. Tse Sui Man and will be chaired by Ms. Tse Sui Man. We have determined that each of these directors satisfies the "independence" requirements of the Nasdaq Listing Rules and meets the independence standards under Rule 10A-3 under the Exchange Act. We have determined that Ms. Tse Sui Man qualifies as an "audit committee financial expert." The audit committee oversees our accounting and financial reporting processes and the audits of our financial statements. The audit committee is responsible for, among other things:

- selecting the independent registered public accounting firm and pre-approving all auditing and non-auditing services permitted to be performed by the independent registered public accounting firm;
- reviewing with the independent registered public accounting firm any audit problems or difficulties and management's response;
- reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- discussing the annual audited financial statements with management and the independent registered public accounting firm;
- reviewing the adequacy and effectiveness of our accounting and internal control policies and procedures and any special steps taken to monitor and control major financial risk exposures;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- meeting separately and periodically with management and the independent registered public accounting firm;
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance; and
- reporting regularly to the board.

Compensation Committee. Our compensation committee will consist of Mr. To Hoi Pan, Mr. Mark Allen Brisson and Ms. Tse Sui Man and will be chaired by Mr. Mark Allen Brisson. We have

determined that each of these directors satisfies the “independence” requirements of the Nasdaq Listing Rules. The compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and officers. Our Chief Executive Officer may not be present at any committee meeting during which his compensation is deliberated upon. The compensation committee is responsible for, among other things:

- reviewing and approving, or recommending to the board for its approval, the compensation for our Chief Executive Officer and other officers;

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- reviewing and recommending to the board for determination with respect to the compensation of our non-employee directors;
- reviewing periodically and approving any incentive compensation or equity plans, programs or other similar arrangements; and
- selecting a compensation consultant, legal counsel or other adviser only after taking into consideration all factors relevant to that person’s independence from management.

Nominating and Corporate Governance Committee. Our nominating and corporate governance committee will consist of Mr. To Hoi Pan, Mr. Mark Allen Brisson and Ms. Tse Sui Man and will be chaired by Mr. To Hoi Pan. We have determined that each of these directors satisfies the “independence” requirements of the Nasdaq Listing Rules. The nominating and corporate governance committee assists the board in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The nominating and corporate governance committee is responsible for, among other things:

- recommending nominees to the board for election or re-election to the board, or for appointment to fill any vacancy on the board;
- reviewing annually with the board the current composition of the board with regards to characteristics such as independence, knowledge, skills, experience, expertise, diversity and availability of service to us;
- selecting and recommending to the board the names of directors to serve as members of the audit committee and the compensation committee, as well as of the nominating and corporate governance committee itself;
- developing and reviewing the corporate governance principles adopted by the board and advising the board with respect to significant developments in the law and practice of corporate governance and our compliance with such laws and practices; and
- evaluating the performance and effectiveness of the board as a whole.

Board Oversight of Cybersecurity Risks

The management of the operation and the business affairs of a Cayman Islands company lies within the power of its board of directors. Directors of companies incorporated under the Companies Act are subject to both statutory obligations under the Companies Act as well as fiduciary duties under the common law to the extent applicable to Cayman Islands companies. In addition to the statutory duties which include duties such as reporting obligations, the maintenance of internal company registers, accounting requirements, etc., directors of Cayman Islands companies owe fiduciary duties including the duty to act in good faith and in the best interests of the company as well as a duty to act with care, skill and diligence under English common law principles. Maintaining sufficient protection against the increasing risks associated with cybercrime is clearly one of the key challenges to the commercial world and hence, oversight of cybersecurity risks is inevitably the duty of the Company's board of directors, including its independent directors. The independent directors will oversee cybersecurity when they are designated upon the effectiveness of our registration statement on Form F-1, of which this prospectus is a part.

Our board of directors plays an active role in monitoring cybersecurity risks and is committed to the prevention, timely detection, and mitigation of the effects of any such incidents on our operations. In addition to regular reports from each of the board's committees, the board receives regular reports from our management on material cybersecurity risks and the degree of our exposure to those risks, including in connection with our supply chain, suppliers and other service providers. While the board oversees our cybersecurity risk management, management is responsible for day-to-day risk management processes. Management also works with third party service providers, i.e., software companies who provide software and antivirus support to the Company to ensure appropriate controls are in place and to regularly monitor network activities. We believe this division of responsibilities is the most effective approach for addressing our cybersecurity risks and that our board leadership structure supports this approach.

Code of Ethics

Effective upon consummation of this offering, we will adopt a code of ethics that applies to all of our directors, officers and employees in accordance with the rules of Nasdaq and the SEC. The code of ethics codifies the business and ethical principles that govern all aspects of our business. We will file a copy of our Code of Ethics as an exhibit to the registration statement of which this prospectus is a part. You will be able to review these documents by accessing our public filings at the SEC's website at www.sec.gov.

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Terms of Directors and Officers

Our officers are appointed by and serve at the discretion of our board of directors and the shareholders voting by ordinary resolution. Our directors are not subject to a set term of office and hold office until the next general meeting called for the appointment of directors and until their successor is duly

appointed or such time as they die, resign or are removed from office by a shareholders' ordinary resolution. The office of a director will be vacated automatically if, among other things, the director resigns in writing, becomes bankrupt or makes any arrangement or composition with his/her creditors generally or is found to be or becomes of unsound mind.

Employment Agreements

On March 1, 1999, Mr. Chan Ming Dave and Shine Union entered into a letter of appointment. Pursuant to the letter, Mr. Chan serves as the general manager for a fixed base salary in the amount of HK\$20,000 per month plus bonus. Mr. Chan is also entitled to annual leave and contribution to the mandatory provident fund. Either party may terminate the employment by giving the other party one month's advance notice, or a payment of one month's salary in lieu of notice. As of April 2023, Mr. Chan's monthly salary has been adjusted to HK\$93,000.

On October 2, 2018, Mr. Kong Wing Fai and Shine Union entered into an employment letter. Pursuant to the letter, Mr. Kong serves as the assistant general manager for a fixed base salary in the amount of HK\$54,000 per month. Mr. Kong is also entitled to bonuses in fixed amount and a fixed percentage of the net profit of the company, in sole discretion of the company. Mr. Kong is also entitled to annual leave and contribution to the mandatory provident fund. Either party may terminate the employment by giving the other party two month's advance notice, or a payment of two month's salary in lieu of notice.

On April 1, 2021, Mr. Koo Lon Tien and Shine Union entered into a letter of employment. Pursuant to the letter, Mr. Koo serves as the marketing director for a fixed base salary in the amount of HK\$48,000 per month plus bonus. Mr. Koo is also entitled to annual leave and contribution to the mandatory provident fund. Either party may terminate the employment by giving the other party two month's advance notice in writing, or payment in lieu of notice, in the amount mutually agreed upon by both parties.

Upon the effectiveness of our registration statement on Form F-1, of which this prospectus is a part, the abovementioned employment agreements will be terminated. Each of Mr. Chan Ming Dave, Mr. Kong Wing Fai and Mr. Koo Lon Tien will enter into an executive officer service agreement with our Company upon the effectiveness of this registration statement, the form of which is attached as an exhibit to the registration statement of which this prospectus is a part of and incorporated herein by reference. The terms and conditions of such executive officer service agreements are similar in all material respects. Each executive officer service agreement is for an initial term of one year and shall continue thereafter until terminated by our Company or our director/executive officer, each giving to the other at least two months' prior written notice or otherwise in accordance with the terms thereof. Under the executive officer agreements, the initial annual salary of each executive officer is as follows:

Mr. Chan Ming Dave	HK\$ 1,329,720
Mr. Kong Wing Fai	HK\$ 1,079,160
Mr. Koo Lon Tien	HK\$ 707,760

Compensation of Directors and Officers

For the fiscal years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, we paid an aggregate of HK\$2.6 million, HK\$3.5 million, and HK\$2.0 million, respectively, in cash (including salaries and mandatory provident fund contributions) to our directors and officers. Our Hong Kong subsidiaries are required by law to make contributions equal to certain percentages of each employee's salary for his or her mandatory provident fund. We have not made any agreements with our directors or officers to provide benefits upon termination of employment. As of the date of this prospectus, we are in compliance with all relevant laws and regulations regarding such benefits.

Equity Compensation Plan Information

We have not adopted any equity compensation plans.

Outstanding Equity Awards at Fiscal Year-End

We do not have any outstanding equity awards.

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PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding the beneficial ownership of our ordinary shares as of the date of this prospectus by our officers, directors, and 5% or greater beneficial owners of ordinary shares. There is no other person or group of affiliated persons known by us to beneficially own more than 5% of our ordinary shares. The following table assumes that none of our officers, directors or 5% or greater beneficial owners of our ordinary shares will purchase shares in this offering. In addition, the following table assumes that the option to purchase additional shares has not been exercised. Holders of our ordinary shares are entitled to one vote per share and vote on all matters submitted to a vote of our shareholders, except as may otherwise be required by law.

We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Unless otherwise indicated, the person identified in this table has sole voting and investment power with respect to all shares shown as beneficially owned by such person, subject to applicable community property laws.

Name of Beneficial Owners ^(a)	Ordinary Shares Beneficially Owned Prior to The Offering ^(b)		Ordinary Shares Beneficially Owned After The Offering ^(b)	
	Number	%	Number	%

5% or Greater Shareholders:				
Exceptional Engineering Limited ⁽⁴⁾	8,422,800	70.2%	8,422,800	63.6%
Directors, Director Nominees, and Officers				
Mr. Chan Ming Dave ⁽⁵⁾	9,016,800	75.1%	9,016,800	68.1%
Mr. Kong Wing Fai	120,000	1.0%	120,000	0.9%
Mr. Koo Lon Tien	523,200	4.4%	523,200	3.9%
Mr. To Hoi Pan	—	—	—	—
Mr. Mark Allen Brisson	—	—	—	—
Ms. Tse Sui Man	—	—	—	—
All directors and officers as a group (6 persons)	9,660,000	80.5%	9,660,000	72.9%

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- (1) Except as otherwise indicated below, the business address of our directors and officers is Unit 01 – 03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong.
- (2) Applicable percentage of ownership is based on 12,000,000 ordinary shares outstanding as of the date of this prospectus.
- (3) Applicable percentage of ownership is based on 13,250,000 ordinary shares outstanding immediately after the offering.
- (4) The registered address of Exceptional Engineering Limited, a British Virgin Islands company, is Craigmuir Chamber, Road Town, Tortola, VG 1110, British Virgin Islands. 8,422,800 ordinary shares are directly held by Exceptional Engineering Limited, of which Mr. Chan Ming Dave is the sole shareholder and holds the voting and dispositive power over the ordinary shares held by such entity.
- (5) Mr. Chan Ming Dave, our Chairman of the board of directors and Chief Executive Officer, is the sole shareholder of Exceptional Engineering Limited and DC & Partners Incorporation Limited and holds the voting and dispositive power over the ordinary shares held by such entities.

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RELATED PARTY TRANSACTIONS

In addition to the director and officer compensation arrangements discussed in “*Compensation of Directors and Officers*,” we describe below the related party transactions of our company and our subsidiaries that occurred during the past two full fiscal years, the six months ended March 31, 2023, and up to the date of this prospectus.

Set forth below are our related party transactions that occurred since the beginning of our preceding two fiscal years up to the date of September 30, 2022, the six months ended March 31, 2023, and from March 31, 2023 to the date of this prospectus.

Amounts due from related parties

Amounts due from related parties represented current accounts with related parties, which are used for daily operations, as follows:

	As of September 30,		As of March 31,
	2021	2022	2023
	HK\$	HK\$	HK\$
Exceptional Engineering Limited	10	15,210	—
Ms. Yam Fung Yee Carrie*	—	7,600	—
	10	22,810	—

* Ms. Yam Fung Yee Carrie is Mr. Chan Ming Dave's family member.

Amount due to a related party

Amount due to a related party represented a current account with a related party, which is used for daily operations, as follows:

	As of September 30,		As of March 31,
	2021	2022	2023
	HK\$	HK\$	HK\$
Mr. Chan Ming Dave	204,518	195,958	—

Leases from related parties

The Group has various agreements for the leases of office, workshops and warehouse owned by Mr. Chan Ming Dave and/or Ms. Yam Fung Yee Carrie. The terms of the agreements in effect as of the date of this prospectus state that the Group will continue to lease the properties at a monthly rent of HK\$70,500 in total with annual rental expenses at HK\$846,000 in total.

The details of leases from related parties in effect as of the date of this prospectus are as below:

Lessee	Lessor	Rent Period		Monthly
		From	To	Rental
				HK\$

Shine Union	Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie	April 1, 2023	March 31, 2024	37,500
Shine Union	Mr. Chan Ming Dave	April 1, 2023	March 31, 2024	13,000
Shine Union	Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie	April 1, 2023	March 31, 2024	20,000

The lease expenses charged by the above related parties during the years ended September 30, 2021 and 2022, and the six months ended March 31, 2023, was HK\$822,000, HK\$829,600, and HK\$438,970 respectively.

As of September 30, 2021, the operating lease ROU assets and corresponding operating lease liabilities of leases from related parties were HK\$407,635 and HK\$407,635, respectively.

As of September 30, 2022 and March 31, 2023, no operating lease ROU assets and operating lease liabilities of leases from related parties were recognized on the balance sheets since all of these leases were short-term leases.

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Share Issuances

See “*Description of Securities — History of Securities Issuances.*”

Employment Agreements

See “*Management — Employment Agreements.*”

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DESCRIPTION OF SECURITIES

We are an exempted company with limited liability incorporated under the laws of the Cayman Islands and our affairs are governed by our memorandum and articles of association, as amended from time to time and the Companies Act, and the common law of the Cayman Islands.

The share capital of the Company consists of ordinary shares. As of the date of this prospectus, our authorized share capital is HK\$7,500,000 divided into 750,000,000 shares of par value HK\$0.01 each. As of the date of this prospectus, 12,000,000 ordinary shares were issued and outstanding. The following are summaries of material provisions of our post-offering amended and restated memorandum and articles of association (which will become effective immediately prior to completion of this offering) and the Companies Act insofar as they relate to the material terms of our ordinary shares.

Ordinary Shares

General. As of the date of this prospectus, our authorized share capital is HK\$7,500,000 divided into 750,000,000 shares of par value HK\$0.01 each. All of our outstanding ordinary shares are fully paid and non-assessable. Certificates representing the ordinary shares are issued in registered form. Our shareholders, whether or not they are non-residents of the Cayman Islands, may freely hold and transfer their ordinary shares in accordance with our post-offering amended and restated memorandum and articles of association.

Dividends. The holders of our ordinary shares are entitled to such dividends as may be declared by our board of directors. Our post-offering amended and restated articles of association provide that dividends may be declared and paid out of the funds of our company lawfully available therefor. Under the laws of the Cayman Islands, our company may pay a dividend out of either profit and/or share premium account, provided that in no circumstances may a dividend be paid out of the above premium if this would result in our company being unable to pay its debts as they fall due in the ordinary course of business.

Voting Rights. Holders of our ordinary shares vote on all matters submitted to a vote of our shareholders, except as may otherwise be required by law. In respect of matters requiring shareholders' votes, each fully paid ordinary share is entitled to one vote. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded. A poll may be demanded by:

- the chairperson of such meeting;
- by at least three shareholders present in person or by proxy for the time being entitled to vote at the meeting;
- by shareholder(s) present in person or by proxy representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; and
- by shareholder(s) present in person or by proxy and holding shares in us conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Any ordinary resolution to be passed at a meeting by the shareholders requires the affirmative vote of a simple majority of the votes attaching to the ordinary shares cast in a meeting, while a special resolution requires the affirmative vote of no less than two-thirds of the votes attaching to the ordinary shares cast in a meeting.

A special resolution will be required for important matters such as amending our memorandum and articles of association, changing the name of the Company, a reduction of our share capital, or the winding up of our company.

There are no limitations on non-residents or foreign shareholders in the memorandum and articles of association to hold or exercise voting rights on the ordinary shares imposed by foreign law or by the charter or other constituent document of our company. However, no person will be entitled to vote at any

general meeting or at any separate meeting of the holders of the ordinary shares unless the person is registered as of the record date for such meeting and unless all calls or other sums presently payable by the person in respect of ordinary shares in the Company have been paid.

General Meetings of Shareholders. As a Cayman Islands exempted company, we are not obliged by the Companies Act to call shareholders' annual general meetings. Our post-offering amended and restated memorandum and articles of association provide that we shall, if required by the Companies Act, in each year hold a general meeting as our annual

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general meeting, and shall specify the meeting as such in the notices calling it, and the annual general meeting shall be held at such time and place as may be determined by our directors. General meetings, including annual general meetings, may be held at such times and in any location in the world as may be determined by our board of directors. A general meeting or any class meeting may also be held by means of such telephone, electronic, or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting constitutes presence at such meeting.

Shareholders' general meetings may be convened by the chairperson of our board of directors or by a majority of our board of directors. Unless certain requirements are met to allow shorter notice for the convening of a general meeting, advance notice of at least fourteen clear days is required for the convening of our annual general meeting (if any) and any extraordinary general meeting of our shareholders. A quorum required for any general meeting of shareholders consists of two shareholders holding shares which carry in aggregate (or representing by proxy) not less than one-third in nominal value of the total issued voting shares in our company throughout the meeting.

The Companies Act does not provide shareholders with any right to requisition a general meeting or to put any proposal before a general meeting.

Transfer of Ordinary Shares. Subject to the restrictions set out below, any of our shareholders may transfer all or any of his or her ordinary shares by an instrument of transfer in the usual or common form or in a form prescribed by Nasdaq or any other form approved by our board of directors. Notwithstanding the foregoing, ordinary shares may also be transferred in accordance with the applicable rules and regulations of Nasdaq.

Our board of directors may, in its absolute discretion, decline to register any transfer of any ordinary share which is not fully paid up or on which we have a lien. Our board of directors may also decline to register any transfer of any ordinary share unless:

- the instrument of transfer is lodged with us, accompanied by the certificate for the ordinary shares to which it relates and such other evidence as our board of directors may reasonably require to show the right of the transferor to make the transfer;
- the instrument of transfer is in respect of only one class of ordinary shares
- the instrument of transfer is properly stamped, if required;
- in the case of a transfer to joint holders, the number of joint holders to whom the ordinary share is to be transferred does not exceed four; and
- a fee of such maximum sum as Nasdaq may determine to be payable or such lesser sum as our directors may from time to time require is paid to us in respect thereof.

If our directors refuse to register a transfer they shall, within two months after the date on which the instrument of transfer was lodged, send to each of the transferor and the transferee notice of such refusal.

The registration of transfers may, after compliance with any notice required in accordance with the rules of Nasdaq, be suspended and the register closed at such times and for such periods as our board of directors may from time to time determine; provided, however, that the registration of transfers shall not be suspended nor the register closed for more than 30 days in any year as our board may determine. The period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the shareholders by ordinary resolution.

Winding Up; Liquidation. Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation applicable to any class or classes of shares (1) if we are wound up and the assets available for distribution among our shareholders are more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* among our shareholders in proportion to the amount paid up at the commencement of the winding up on the shares held by them, respectively, and (2) if we are wound up and the assets available for distribution among our shareholders as such are insufficient to repay the whole of the paid-up capital, those assets shall be distributed so that, as nearly as may be, the losses shall be borne by our shareholders in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them, respectively.

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Calls on Ordinary Shares and Forfeiture of Ordinary Shares. Our directors may from time to time make calls on our shareholders in respect of any moneys unpaid on their shares including any premium in a notice served to such shareholders at least 14 clear days prior to the specified time of payment. Any ordinary shares that have been called upon and remain unpaid are subject to forfeiture.

Redemption of Ordinary Shares. The Companies Act and our post-offering amended and restated memorandum and articles of association permit us to purchase our own shares. In accordance with our post-offering amended and restated articles of association, provided the necessary shareholders or board approval have been obtained and requirements under the Companies Act have been satisfied, we may issue shares on terms that are subject to redemption at our option on such terms and in such manner as may be determined by our board of directors.

Inspection of Books and Records. Holders of our ordinary shares have no general right under Cayman Islands law to inspect or obtain copies of our list of shareholders or our corporate records. However, our post-offering amended and restated memorandum and articles of association has provisions that provide our shareholders the right to inspect our register of members without charge, and to receive our annual audited financial statements. See “*Where You Can Find Additional Information.*”

Issuance of Additional Shares. Our post-offering amended and restated memorandum and articles of association authorize our board of directors to issue additional ordinary shares from time to time as our board of directors shall determine, to the extent of available authorized but unissued shares. Issuance of these shares may dilute the voting power of holders of ordinary shares.

Anti-Takeover Provisions. Some provisions of our post-offering amended and restated memorandum and articles of association may discourage, delay or prevent a change of control of our company or management that shareholders may consider favorable. Our authorized, but unissued ordinary shares are available for future issuance without shareholders’ approval and could be utilized for a variety of corporate purposes, including future offerings to raise addition capital, acquisitions and employee benefit plans. Our post offering amended and restated memorandum and articles of association also authorize our board of directors to establish from time to time one or more classes of preferred shares and to determine, with respect to any series of preferred shares, the terms and rights of that series, including, among other things,

- the designation of the series
- the number of shares of the series
- the dividend rights, dividend rates, conversion rights, voting rights, and
- the rights and terms of redemption and liquidation preferences.

Our board of directors may issue preferred shares without action by our shareholders to the extent authorized but unissued. The existence of authorized but unissued and unreserved shares could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Further, shareholders will have no right under the post-offering amended and restated memorandum and articles of association to requisition and convene general meetings of shareholders.

However, under Cayman Islands law, our directors may only exercise the rights and powers granted to them under our post-offering amended and restated memorandum and articles of association for a proper purpose and for what they believe in good faith to be in the best interests of our company.

Exempted Company. We are an exempted company with limited liability under the Companies Act. The Companies Act distinguishes between ordinary resident companies and exempted companies. Any company that is registered in the Cayman Islands but conducts business mainly outside of the Cayman Islands may apply to be registered as an exempted company. The requirements for an exempted company are essentially the same as for an ordinary company except that an exempted company:

- does not have to file an annual return of its shareholders with the Registrar of Companies;
- is not required to open its register of members for inspection;
- does not have to hold an annual general meeting;

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- may not issue negotiable or bearer shares, but may issue shares with no par value;
- may obtain an undertaking against the imposition of any future taxation (such undertakings are usually given for 20 years in the first instance);
- may register by way of continuation in another jurisdiction and be deregistered in the Cayman Islands;
- may register as a limited duration company; and
- may register as a segregated portfolio company.

“Limited liability” means that the liability of each shareholder is limited to the amount unpaid by the shareholder on the shares of our company (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship, or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

Anti-Money Laundering — Cayman Islands

In order to comply with legislation or regulations aimed at the prevention of money laundering, we are required to adopt and maintain anti-money laundering procedures, and may require subscribers to provide evidence to verify their identity and source of funds. Where permitted, and subject to certain conditions, we may also delegate the maintenance of our anti-money laundering procedures (including the acquisition of due diligence information) to a suitable person.

We reserve the right to request such information as is necessary to verify the identity of a subscriber. In some cases the directors may be satisfied that no further information is required since an exemption

applies under the Anti-Money Laundering Regulations (As Revised) of the Cayman Islands, as amended and revised from time to time (the “Regulations”) or any other applicable law. Depending on the circumstances of each application, a detailed verification of identity might not be required where:

- (a) the subscriber makes the payment for their investment from an account held in the subscriber’s name at a recognized financial institution;
- (b) the subscriber is regulated by a recognized regulatory authority and is based or incorporated in, or formed under the law of, a recognized jurisdiction; or
- (c) the application is made through an intermediary which is regulated by a recognized regulatory authority and is based in or incorporated in, or formed under the law of a recognized jurisdiction and an assurance is provided in relation to the procedures undertaken on the underlying investors.

For the purposes of these exceptions, recognition of a financial institution, regulatory authority or jurisdiction will be determined in accordance with the Regulations by reference to those jurisdictions recognized by the Cayman Islands Monetary Authority as having equivalent anti-money laundering regulations.

In the event of delay or failure on the part of the subscriber in producing any information required for verification purposes, we may refuse to accept the application, in which case any funds received will be returned without interest to the account from which they were originally debited.

We also reserve the right to refuse to make any payment to a shareholder if our directors or officers suspect or are advised that the payment to such shareholder might result in a breach of applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or if such refusal is considered necessary or appropriate to ensure our compliance with any such laws or regulations in any applicable jurisdiction.

If any person in the Cayman Islands knows or suspects or has reasonable grounds for knowing or suspecting that another person is engaged in criminal conduct or money laundering or is involved with terrorism or terrorist financing and property and the information for that knowledge or suspicion came to their attention in the course of business in the regulated sector, or other trade, profession, business or employment, the person will be required to report such knowledge or suspicion to (i) the Financial Reporting Authority (“FRA”) of the Cayman Islands, pursuant to the Proceeds of Crime Act (As Revised) of the Cayman Islands if the disclosure relates to criminal conduct or money laundering, or (ii) a police officer of the rank of constable or higher, or the FRA, pursuant to the Terrorism Act (Revised) of the Cayman Islands, if the disclosure relates to involvement with terrorism or terrorist financing and property. Such a report shall not be treated as a breach of confidence or of any restriction upon the disclosure of information imposed by any enactment or otherwise.

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Data Protection in the Cayman Islands — Privacy Notice

This privacy notice explains the manner in which our company collects, processes and maintains personal data about investors of our company pursuant to the Data Protection Act, 2017 of the Cayman Islands, as amended from time to time and any regulations, codes of practice or orders promulgated pursuant thereto (“DPA”).

The company is committed to processing personal data in accordance with the DPA. In its use of personal data, our company will be characterized under the DPA as a “data controller,” whilst certain of our company’s service providers, affiliates and delegates may act as “data processors” under the DPA. These service providers may process personal information for their own lawful purposes in connection with services provided to us.

This privacy notice puts our shareholders on notice that, by virtue of making an investment in the company, the company and certain of the company’s service providers may collect, record, store, transfer and otherwise process personal data by which individuals may be directly or indirectly identified.

Your personal data will be processed fairly and for lawful purposes, including (a) where the processing is necessary for us to perform a contract to which you are a party or for taking pre-contractual steps at your request; (b) where the processing is necessary for compliance with any legal, tax or regulatory obligation to which we are subject; or (c) where the processing is for the purposes of legitimate interests pursued by the company or by a service provider to whom the data are disclosed. As a data controller, we will only use your personal data for the purposes for which we collected it. If we need to use your personal data for an unrelated purpose, we will contact you.

We anticipate that we will share your personal data with our service providers for the purposes set out in this privacy notice. We may also share relevant personal data where it is lawful to do so and necessary to comply with our contractual obligations or your instructions or where it is necessary or desirable to do so in connection with any regulatory reporting obligations. In exceptional circumstances, we will share your personal data with regulatory, prosecuting and other governmental agencies or departments, and parties to litigation (whether pending or threatened), in any country or territory including to any other person where we have a public or legal duty to do so (e.g., to assist with detecting and preventing fraud, tax evasion and financial crime or compliance with a court order).

Your personal data shall not be held by us for longer than necessary with regard to the purposes of the data processing.

We will not sell your personal data. Any transfer of personal data outside of the Cayman Islands shall be in accordance with the requirements of the DPA. Where necessary, we will ensure that separate and appropriate legal agreements are put in place with the recipient of that data.

We will only transfer personal data in accordance with the requirements of the DPA, and will apply appropriate technical and organizational information security measures designed to protect against unauthorized or unlawful processing of the personal data and against the accidental loss, destruction or damage to the personal data.

If you are a natural person, this will affect you directly. If you are a corporate investor (including, for these purposes, legal arrangements such as trusts or exempted limited partnerships) that provides us with personal data on individuals connected to you for any reason in relation to your investment into our company, this will be relevant for those individuals and you should inform such individuals of the content.

You have certain rights under the DPA, including: (a) the right to be informed as to how we collect and use your personal data (and this privacy notice fulfills the Company's obligation in this respect); (b) the right to obtain a copy of your personal data; (c) the right to require us to stop direct marketing; (d) the right to have inaccurate or incomplete personal data corrected; (e) the right to withdraw your consent and require us to stop processing or restrict the processing, or not begin the processing of your personal data; (f) the right to be notified of a data breach (unless the breach is unlikely to be prejudicial); (g) the right to obtain information as to any countries or territories outside the Cayman Islands to which we, whether directly or indirectly, transfer, intend to transfer or wish to transfer your personal data, general measures we take to ensure the security of personal data and any information available to us as to the source of your personal data; (h) the right to complain to the Office of the Ombudsman of the Cayman Islands; and (i) the right to require us to delete your personal data in some limited circumstances.

If you consider that your personal data has not been handled correctly, or you are not satisfied with our responses to any requests you have made regarding the use of your personal data, you have the right to complain to the Cayman Islands' Ombudsman. The Ombudsman can be contacted by calling +1 (345) 946-6283 or by email at info@ombudsman.ky.

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Differences in Corporate Law

The Companies Act is modeled after that of English law but does not follow many recent English law statutory enactments. In addition, the Companies Act differs from laws applicable to U.S. corporations and their shareholders. Set forth below is a summary of some of the significant differences between the provisions of the Companies Act applicable to us and the laws applicable to companies incorporated in the State of Delaware.

Mergers and Similar Arrangements. The Companies Act permits merger and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Islands companies. For these purposes, a “merger” means the merging of two or more constituent companies and the vesting

of their undertaking, property and liabilities in one of such companies as the surviving company, and a “consolidation” means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company.

In order to effect a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorized by a special resolution of the shareholders of each constituent company, and such other authorization, if any, as may be specified in such constituent company’s articles of association. A merger between a Cayman Islands parent company and its Cayman Islands subsidiary or subsidiaries does not require authorization by a resolution of shareholders of that Cayman Islands subsidiary if a copy of the plan of merger is given to every member of that Cayman Islands subsidiary to be merged unless that member agrees otherwise. For this purpose, a subsidiary is a company of which at least ninety percent (90%) of the issued shares entitled to vote are owned by the parent company.

The plan of merger or consolidation must be filed with the Registrar of Companies of the Cayman Islands together with a declaration as to the solvency of the consolidated or surviving company, a list of the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and that notification of the merger and consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares if they follow the required procedures under the Companies Act subject to certain exceptions. The fair value of the shares will be determined by the Cayman Islands court if it cannot be agreed among the parties. Court approval is not required for a merger or consolidation effected in compliance with these statutory procedures.

In addition, there are statutory provisions that facilitate the reconstruction and amalgamation of companies, provided that the arrangement is approved by shareholders representing three-fourths in value of each class of shares or a majority in number of each class of creditors who must in addition represent three-fourths in value of each class (as the case may be) with whom the arrangement is to be made that are present and voting either in person or by proxy at a meeting, or meetings, convened for that purpose. The convening of the meetings and subsequently the arrangement must be sanctioned by the Grand Court of the Cayman Islands. While a dissenting shareholder has the right to express to the court the view that the transaction ought not to be approved, the court can be expected to approve the arrangement if it determines that:

- the statutory provisions as to the required majority vote have been met;
- the shareholders have been fairly represented at the meeting in question;
- the arrangement is such that an intelligent and honest man of that class acting in respect of his interest would reasonably approve; and

- the arrangement is not one that would more properly be sanctioned under some other provision of the Companies Act.

The Companies Act also contains a statutory power of compulsory acquisition which may facilitate the “squeeze out” of a dissentient minority shareholder upon a tender offer. When a takeover offer is made and accepted by holders of not less than 90.0% of the shares within four months, the offeror may, within a two-month period commencing on the expiration of such four month period, give notice to require the holders of the remaining shares to transfer such shares on the terms of the offer. An objection can be made to the Grand Court of the Cayman Islands but this is unlikely to succeed unless there is evidence of fraud, bad faith or collusion.

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If an arrangement and reconstruction is thus approved, and sanctioned, or if a tender offer is made and accepted, in accordance with the foregoing statutory procedures, a dissenting shareholder would have no rights comparable to appraisal rights, save that objectors to a takeover offer may apply to the Grand Court of the Cayman Islands for various orders that the Grand Court of the Cayman Islands has a broad discretion to make, which would otherwise ordinarily be available to dissenting shareholders of Delaware corporations, providing rights to receive payment in cash for the judicially determined value of the shares.

The Companies Act also contains statutory provisions which provide that a company may present a petition to the Grand Court of the Cayman Islands for the appointment of a restructuring officer on the grounds that the company (a) is or is likely to become unable to pay its debts within the meaning of section 93 of the Companies Act; and (b) intends to present a compromise or arrangement to its creditors (or classes thereof) either, pursuant to the Companies Act, the law of a foreign country or by way of a consensual restructuring. The petition may be presented by a company acting by its directors, without a resolution of its members or an express power in its articles of association. On hearing such a petition, the Cayman Islands court may, among other things, make an order appointing a restructuring officer or make any other order as the court thinks fit.

Shareholders’ Suits. In principle, we will normally be the proper plaintiff and as a general rule a derivative action may not be brought by a minority shareholder. However, based on English authorities, which would in all likelihood be of persuasive authority in the Cayman Islands, there are exceptions to the foregoing principle, including when:

- a company acts or proposes to act illegally or ultra vires and is therefore incapable of ratification by the shareholders;
- the act complained of, although not ultra vires, could only be effected duly if authorized by more than a simple majority vote that has not been obtained; and

- those who control the company are perpetrating a “fraud on the minority.”

Indemnification of Directors and Officers and Limitation of Liability. Cayman Islands law does not limit the extent to which a company’s memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. Our post-offering amended and restated memorandum and articles of association permit, in the absence of fraud or willful default, indemnification of officers and directors for costs, losses, damages and expenses, which such director or officers may incur or become liable in respect of by reason of any contract entered into or act or thing done by him as such director and officer in any way in or about the execution of his duties incurred in connection with legal, administrative or investigative proceedings incurred in their capacities as such. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation. Insofar as indemnification for holder to a refund, provided that certain required information is timely furnished to the Internal Revenue Service (“IRS”). Holders are urged to consult their own tax advisors regarding the application of backup withholding and the availability of a procedure for obtaining an exemption from backup withholding in their particular circumstances.

Directors’ Fiduciary Duties. Under Delaware General Corporation Law, a director of a Delaware corporation has a fiduciary duty to the corporation and its shareholders. This duty has two components: the duty of care and the duty of loyalty. The duty of care requires that a director act in good faith, with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself of, and disclose to shareholders, all material information reasonably available regarding a significant transaction. The duty of loyalty requires that a director acts in a manner he reasonably believes to be in the best interests of the corporation. He must not use his corporate position for personal gain or advantage. This duty prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder and not shared by the shareholders generally. In general, actions of a director are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties. Should such evidence be presented concerning a transaction by a director, the director must prove the procedural fairness of the transaction, and that the transaction was of fair value to the corporation.

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As a matter of Cayman Islands law, a director of a Cayman Islands company is in the position of a fiduciary with respect to the company and therefore it is considered that he or she owes the following duties to the company — a duty to act *bona fide* in the best interests of the company, a duty not to make

a profit based on his or her position as director (unless the company permits him or her to do so) and a duty not to put himself or herself in a position where the interests of the company conflict with his or her personal interest or his or her duty to a third party. A director of a Cayman Islands company owes to the company a duty to act with skill and care. It was previously considered that a director need not exhibit in the performance of his or her duties a greater degree of skill than may reasonably be expected from a person of his or her knowledge and experience. However, English and Commonwealth courts have moved toward an objective standard with regard to the required skill and care and these authorities are likely to be followed in the Cayman Islands.

Shareholder Action by Written Consent. Under the Delaware General Corporation Law, a corporation may eliminate the right of shareholders to act by written consent by amendment to its certificate of incorporation. Cayman Islands law provides that shareholders may approve corporate matters by way of a unanimous written resolution signed by or on behalf of each shareholder who would have been entitled to vote on such matter at a general meeting without a meeting being held. Our post-offering amended and restated articles of association provide that any action required or permitted to be taken at any annual or extraordinary general meetings may be taken only upon the vote of the shareholders at an annual or extraordinary general meeting duly noticed and convened in accordance with our post-offering amended and restated articles of association and the Companies Act and may not be taken by written resolution of shareholders without a meeting.

Shareholder Proposals. Under the Delaware General Corporation Law, a shareholder has the right to put any proposal before the annual meeting of shareholders, provided it complies with the notice provisions in the governing documents. A special meeting may be called by the board of directors or any other person authorized to do so in the governing documents, but shareholders may be precluded from calling special meetings.

Cayman Islands law does not provide shareholders any right to put proposals before a meeting or requisition a general meeting. As an exempted Cayman Islands company, we are not obliged by law to call shareholders' annual general meetings.

Cumulative Voting. Under the Delaware General Corporation Law, cumulative voting for elections of directors is not permitted unless the corporation's certificate of incorporation specifically provides for it. Cumulative voting potentially facilitates the representation of minority shareholders on a board of directors since it permits the minority shareholder to cast all the votes to which the shareholder is entitled on a single director, which increases the shareholder's voting power with respect to electing such director. There are no prohibitions in relation to cumulative voting under the Companies Act but our post offering amended and restated articles of association do not provide for cumulative voting.

Removal of Directors. Under the Delaware General Corporation Law, a director of a corporation with a classified board may be removed only for cause with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise. Under our post-

offering amended and restated articles of association, directors may be removed with or without cause, by an ordinary resolution of our shareholders.

Transactions with Interested Shareholders. The Delaware General Corporation Law contains a business combination statute applicable to Delaware corporations whereby, unless the corporation has specifically elected not to be governed by such statute by amendment to its certificate of incorporation, it is prohibited from engaging in certain business combinations with an “interested shareholder” for three years following the date that such person becomes an interested shareholder. An interested shareholder generally is a person or a group who or which owns or owned 15% or more of the target’s outstanding voting share within the past three years. This has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the target in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which such shareholder becomes an interested shareholder, the board of directors approves either the business combination or the transaction which resulted in the person becoming an interested shareholder. This encourages any potential acquirer of a Delaware corporation to negotiate the terms of any acquisition transaction with the target’s board of directors.

The Cayman Islands has no comparable statute. As a result, we cannot avail ourselves of the types of protections afforded by the Delaware business combination statute. However, although Cayman Islands law does not regulate transactions between a company and its significant shareholders, it does provide that such transactions must be entered into *bona fide* in the best interests of the company and for a proper corporate purpose and not with the effect of constituting a fraud on the minority shareholders.

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Dissolution; Winding up. Under the Delaware General Corporation Law, unless the board of directors approves the proposal to dissolve, dissolution must be approved by shareholders holding 100% of the total voting power of the corporation. Only if the dissolution is initiated by the board of directors may it be approved by a simple majority of the corporation’s outstanding shares. Delaware law allows a Delaware corporation to include in its certificate of incorporation a supermajority voting requirement in connection with dissolutions initiated by the board. Under the Companies Act, a company may be wound up by either an order of the courts of the Cayman Islands or by a special resolution of its members or, if the company is unable to pay its debts, by an ordinary resolution of its members. The court has authority to order winding up in a number of specified circumstances including where it is, in the opinion of the court, just and equitable to do so. Under the Companies Act and our post-offering amended and restated articles of association, our company may be dissolved, liquidated or wound up by a special resolution of our shareholders.

Variation of Rights of Shares. Under the Delaware General Corporation Law, a corporation may vary the rights of a class of shares with the approval of a majority of the outstanding shares of such class,

unless the certificate of incorporation provides otherwise. Under the Companies Act and our post-offering amended and restated articles of association, if our share capital is divided into more than one class of shares, we may vary the rights attached to any class with the sanction of a resolution passed by not less than two-thirds of the votes cast at a separate meeting of the holders of the shares of that class.

Amendment of Governing Documents. Under the Delaware General Corporation Law, a corporation's governing documents may be amended with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise. As permitted by the Companies Act, our post-offering amended and restated memorandum and articles of association may only be amended with a special resolution of our shareholders.

Rights of Non-resident or Foreign Shareholders. There are no limitations imposed by our post-offering amended and restated memorandum and articles of association on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our shares. In addition, there are no provisions in our post-offering amended and restated memorandum and articles of association governing the ownership threshold above which shareholder ownership must be disclosed.

History of Securities Issuances

On March 11, 2021, we issued one ordinary share to Charlotte Cloete, a representative of the registered office provider in the Cayman Islands, who transferred same to Exceptional Engineering Limited on the same day, of which, Mr. Chan Ming Dave, our Chairman of the board of directors and Chief Executive Officer, is the sole shareholder and director. On April 16, 2021, we issued 949 ordinary shares to Exceptional Engineering Limited. On April 29, 2021, we issued 25 ordinary shares to Mr. Koo Lon Tien and 25 ordinary shares to Ms. Chan Wai Ling.

On February 27, 2023, we issued 8,550 ordinary shares to Exceptional Engineering Limited and 450 ordinary shares to Mr. Koo Lin Tien. On the same day, Ms. Chan Wai Ling transferred her entire interest in the Company to Mr. Koo Lon Tien. In February and March 2023, Exceptional Engineering Limited and Mr. Koo Lon Tien also effectuated a series of share transfers. On June 20, 2023, we issued an aggregate of 11,990,000 ordinary shares to the existing shareholders of the Company. Upon completion of the abovementioned share issuance and share transfers, Mr. Chan Ming Dave owns 75.14% equity interests of our company, through Exceptional Engineering Limited and DC & Partners Incorporation Limited. Minority shareholders own 24.86% of the Company in total. Other than Mr. Chan Ming Dave, the members of management body own an aggregate of 8.06% of the Company, among which, Mr. Koo Lon Tien owns 4.36%, Mr. Kong Wing Fai owns 1.00%, Mr. Au Yeung Wai Kit, Mr. Kong Wai Lun, Ms. Kwong Hoi Lam, and Mr. Leung Yuet Wai each owns 0.40%, respectively, Mr. Chu Hon Wai, Mr. Liu Chun Ming and Mr. Ng Chi Keung each owns 0.30%, respectively, and Ms. Chan Shuk Jing Connie, Mr. Chot Kin Tak Alfred each owns 0.10%, respectively.

Listing

We have applied to have our ordinary shares listed on the Nasdaq Capital Market under the symbol “SUGP.” We cannot guarantee that we will be successful in listing our ordinary shares on the Nasdaq Capital Market; however, we will not complete this offering unless we are so listed.

Transfer Agent and Registrar

The transfer agent and registrar for our ordinary shares is Transshare Corporation. The transfer agent and registrar’s address is Bayside Center 1, 17755 US Highway 19 N, Suite 140, Clearwater, Florida 33764.

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SHARES ELIGIBLE FOR FUTURE SALE

Prior to this offering, there was no established public trading market for our ordinary shares. We cannot assure you that a liquid trading market for our ordinary shares will develop on Nasdaq or be sustained after this offering. Future sales of substantial amounts of ordinary shares in the public market, or the perception that such sales may occur, could adversely affect the market price of our ordinary shares. Further, since a large number of our ordinary shares will not be available for sale shortly after this offering because of the contractual and legal restrictions on resale described below, sales of substantial amounts of our ordinary shares in the public market after these restrictions lapse, or the perception that such sales may occur, could adversely affect the prevailing market price and our ability to raise equity capital in the future.

Upon completion of this offering and assuming the issuance of 1,250,000 ordinary shares offered hereby, we will have an aggregate of 13,250,000 ordinary shares outstanding. Upon completion of this offering and assuming the exercise of the underwriters’ option to purchase additional shares and the issuance of 1,437,500 ordinary shares offered hereby, we will have an aggregate of 13,437,500 ordinary shares outstanding. All of the ordinary shares sold in this offering will be freely transferable by persons other than our “affiliates” without restriction or further registration under the Securities Act. Sales of substantial amounts of our ordinary shares in the public market could adversely affect prevailing market prices of our ordinary shares.

Lock-Up Agreements

We, our directors and officers, and shareholders beneficially owning 5% or more of our ordinary shares have agreed, subject to some exceptions, not to transfer or dispose of, directly or indirectly, any of our ordinary shares, or any securities convertible into or exchangeable or exercisable for our ordinary shares, for a period of six (6) months from the closing of this offering. After the expiration of the six (6) months period, the ordinary shares held by our directors, officers and our existing shareholders may be sold subject to the restrictions under Rule 144 under the Securities Act or by means of registered public offerings.

Regulation S

Regulation S under the Securities Act provides an exemption from registration requirements in the United States for offers and sales of securities that occur outside the United States. Rule 903 of Regulation S provides the conditions to the exemption for a sale by an issuer, a distributor, their respective affiliates or anyone acting on their behalf, while Rule 904 of Regulation S provides the conditions to the exemption for a resale by persons other than those covered by Rule 903. In each case, any sale must be completed in an offshore transaction, as that term is defined in Regulation S, and no directed selling efforts, as that term is defined in Regulation S, may be made in the United States.

We are a foreign issuer as defined in Regulation S. As a foreign issuer, securities that we sell outside the United States pursuant to Regulation S are not considered to be restricted securities under the Securities Act, and are freely tradable without registration or restrictions under the Securities Act, unless the securities are held by our affiliates. Generally, subject to certain limitations, holders of our restricted shares who are not our affiliates or who are our affiliates solely by virtue of their status as an officer or director of us may, under Regulation S, resell their restricted shares in an “offshore transaction” if none of the seller, its affiliate nor any person acting on their behalf engages in directed selling efforts in the United States and, in the case of a sale of our restricted shares by an officer or director who is an affiliate of us solely by virtue of holding such position, no selling commission, fee or other remuneration is paid in connection with the offer or sale other than the usual and customary broker’s commission that would be received by a person executing such transaction as agent. Additional restrictions are applicable to a holder of our restricted shares who will be an affiliate of us other than by virtue of his or her status as an officer or director of us.

We are not claiming the potential exemption offered by Regulation S in connection with the offering of newly issued shares outside the United States and will register all of the newly issued shares under the Securities Act.

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Rule 144

All of our ordinary shares outstanding prior to this offering are “restricted shares” as that term is defined in Rule 144 under the Securities Act and may be sold publicly in the United States only if they are subject to an effective registration statement under the Securities Act or pursuant to an exemption from the registration requirements. Under Rule 144 as currently in effect, a person who has beneficially owned our restricted shares for at least six months is generally entitled to sell the restricted securities without registration under the Securities Act beginning 90 days after the date of this prospectus, subject to certain additional restrictions.

Our affiliates may sell within any three-month period a number of restricted shares that does not exceed the greater of the following:

- 1% of the then outstanding ordinary shares of the same class, which will equal approximately 1,325,000 ordinary shares immediately after this offering assuming the option to purchase additional shares is not exercised and 134,375 ordinary shares assuming the option to purchase additional shares is exercised in full; or
- the average weekly trading volume of our ordinary shares on Nasdaq during the four calendar weeks preceding the date on which notice of the sale is filed with the SEC.

Affiliates who sell restricted securities under Rule 144 may not solicit orders or arrange for the solicitation of orders, and they are also subject to notice requirements and the availability of current public information about us.

Persons who are not our affiliates are only subject to one of these additional restrictions, the requirement of the availability of current public information about us, and this additional restriction does not apply if they have beneficially owned our restricted shares for more than one year.

Rule 701

In general, under Rule 701 of the Securities Act as currently in effect, each of our employees, consultants or advisors who purchases our ordinary shares from us in connection with a compensatory stock or option plan or other written agreement relating to compensation is eligible to resell such ordinary shares 90 days after we became a reporting company under the Exchange Act in reliance on Rule 144, but without compliance with some of the restrictions, including the holding period, contained in Rule 144. However, these shares would remain subject to lock-up arrangements and would only become eligible for sale when the lock-up period expires.

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TAXATION

The following discussion of material Cayman Islands, Hong Kong and U.S. federal income tax consequences of an investment in our ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this prospectus, all of which are subject to change. This discussion does not deal with all possible tax consequences relating to an investment in our ordinary shares, such as the tax consequences under state, local and other tax laws. Unless otherwise noted in the following discussion, to the extent that the discussion relates to matters of Hong Kong tax law, it represents the opinion of Watson Farley & Williams LLP; to the extent that the discussion relates to matters of Cayman

Islands tax law, it represents the opinion of Conyers Dill & Pearman, to the extent the discussion relates to the matters of U.S. tax law, it represents the opinion of Ellenoff Grossman & Schole LLP.

Cayman Islands Taxation

The following is a discussion on certain Cayman Islands income tax consequences of an investment in our securities. The discussion is a general summary of present law, which is subject to prospective and retroactive change. It is not intended as tax advice, does not consider any investor's particular circumstances, and does not consider tax consequences other than those arising under Cayman Islands law.

Payments of dividends and capital in respect of our securities will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of a dividend or capital to any holder of the securities nor will gains derived from the disposal of the securities be subject to Cayman Islands income or corporation tax.

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within, the jurisdiction of the Cayman Islands. The Cayman Islands is a party to a double tax treaty entered with the United Kingdom in 2010 but is otherwise not party to any double tax treaties applicable to any payments made to or by our company. There are no exchange control regulations or currency restrictions in the Cayman Islands. No stamp duty is payable in respect of the issue of our securities or on an instrument of transfer in respect of our securities.

Hong Kong Taxation

The taxation of income and capital gains of holders of ordinary shares is subject to the laws and practices of Hong Kong and of jurisdictions in which holders of ordinary shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions under Hong Kong laws is based on current law and practice, is subject to changes therein and does not constitute legal or tax advice. The discussion does not deal with all possible tax consequences relating to an investment in the ordinary shares. Accordingly, each prospective investor (particularly those subject to special tax rules, such as banks, dealers, insurance companies, tax-exempt entities and holders of 10% or more of our voting capital stock) should consult its own tax advisor regarding the tax consequences of an investment in the ordinary shares. The discussion is based upon laws and relevant interpretations thereof in effect as of the date of this prospectus, all of which are subject to change. There is no reciprocal tax treaty in effect between Hong Kong and the United States.

Tax on Dividends

Under the current practices of the Inland Revenue Department of the Hong Kong Government, no tax is payable in Hong Kong in respect of dividends paid by us as a company incorporated in Cayman Islands.

Profits Tax

Entities incorporated in Hong Kong are subject to Hong Kong profits tax at a rate of 16.5% for assessable profits earned in Hong Kong before April 1, 2018. Starting from the financial year commencing on April 1, 2018, the two-tiered profits tax regime took effect, under which the tax rate is 8.25% for assessable profits of the first HK\$2.0 million and 16.5% for any assessable profits in excess of HK\$2.0 million.

Our Group's Hong Kong subsidiaries are subject to Hong Kong profits tax on their assessable profits as reported in their statutory financial statements adjusted in accordance with relevant Hong Kong tax laws. For one of these subsidiaries, the first HK\$2.0 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%, while for other subsidiaries, the entire assessable profits are taxed at 16.5%.

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Certain U.S. Federal Income Tax Considerations

The following discussion is a summary of U.S. federal income tax considerations generally applicable to U.S. Holders (as defined below) of the ownership and disposition of our ordinary shares. This summary applies only to U.S. Holders that hold our ordinary shares as capital assets (generally, property held for investment) and that have the U.S. dollar as their functional currency. This summary is based on U.S. federal tax laws in effect as of the date of this prospectus, on U.S. Treasury regulations in effect or, in some cases, proposed as of the date of this prospectus, and judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which could apply retroactively and could affect the tax consequences described below. No ruling has been sought from the IRS with respect to any U.S. federal income tax considerations described below, and there can be no assurance that the IRS or a court will not take a contrary position. Moreover, this summary does not address the U.S. federal estate, gift, backup withholding, and alternative minimum tax considerations, or any state, local, and non-U.S. tax considerations, relating to the ownership and disposition of our ordinary shares. The following summary does not address all aspects of U.S. federal income taxation that may be important to particular investors in light of their individual circumstances or to persons in special tax situations such as:

- financial institutions or financial services entities;
- insurance companies;

- pension plans;
- cooperatives;
- regulated investment companies;
- real estate investment trusts;
- broker-dealers;
- traders that elect to use a mark-to-market method of accounting;
- governments or agencies or instrumentalities thereof;
- certain former U.S. citizens or long-term residents;
- tax-exempt entities (including private foundations);
- persons liable for alternative minimum tax;
- persons holding stock as part of a straddle, hedging, conversion or other integrated transaction;
- persons whose functional currency is not the U.S. dollar;
- passive foreign investment companies;
- controlled foreign corporations;
- taxpayers subject to the applicable financial statement accounting rules under Section 451(b) of the U.S. Internal Revenue Code;
- persons that actually or constructively own 5% or more of the total combined voting power of all classes of our voting stock; or
- partnerships or other entities taxable as partnerships for U.S. federal income tax purposes, or persons holding ordinary shares through such entities.

PROSPECTIVE INVESTORS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF U.S. FEDERAL TAXATION TO THEIR PARTICULAR CIRCUMSTANCES, AND THE STATE, LOCAL, NON-U.S., OR OTHER TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES.

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For purposes of this discussion, a “U.S. Holder” is a beneficial owner of our ordinary shares that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions, or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of our ordinary shares, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. Partnerships holding our ordinary shares and their partners are urged to consult their tax advisors regarding an investment in our ordinary shares.

Taxation of Dividends and Other Distributions on Our Ordinary Shares

Subject to the discussion below under “Passive Foreign Investment Company Rules,” any cash distributions (including the amount of any PRC tax withheld) paid on our ordinary shares out of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles, will generally be includible in the gross income of a U.S. Holder as dividend income on the day actually or constructively received by the U.S. Holder. Because we do not intend to determine our earnings and profits on the basis of U.S. federal income tax principles, any distribution we pay will generally be treated as a “dividend” for U.S. federal income tax purposes. A non-corporate U.S. Holder will be subject to tax on dividend income from a “qualified foreign corporation” at a lower applicable capital gains rate rather than the marginal tax rates generally applicable to ordinary income provided that certain holding period requirements are met. A non-U.S. corporation (other than a corporation that is classified as a PFIC for the taxable year in which the dividend is paid or the preceding taxable year) will generally be considered to be a qualified foreign corporation (i) if it is eligible for the benefits of a comprehensive tax treaty with the United States that the U.S. Secretary of Treasury determines is satisfactory for purposes of this provision and includes an exchange of information program, or (ii) with respect to any dividend it pays on stock that is readily tradable on an established securities market in the United States, including Nasdaq. It is unclear whether dividends that we pay on our ordinary shares will meet the conditions required for the reduced tax rate. However, in the event that we are deemed to be a PRC resident enterprise under the PRC Enterprise Income Tax Law, we may be eligible for the benefits of the United States-PRC income tax treaty. If we are eligible for such benefits, dividends we pay on our ordinary shares, would be eligible for the reduced rates of taxation described in this paragraph. You are urged to consult your tax advisor regarding the availability of the lower rate for dividends paid with respect to our ordinary shares.

Dividends received on our ordinary shares will not be eligible for the dividends-received deduction allowed to corporations.

Dividends will generally be treated as income from foreign sources for U.S. foreign tax credit purposes and will generally constitute passive category income. Depending on the U.S. Holder's individual facts and circumstances, a U.S. Holder may be eligible, subject to a number of complex limitations, to claim a foreign tax credit not in excess of any applicable treaty rate in respect of any foreign withholding taxes imposed on dividends received on our ordinary shares. A U.S. Holder who does not elect to claim a foreign tax credit for foreign tax withheld may instead claim a deduction, for U.S. federal income tax purposes, in respect of such withholding, but only for a year in which such U.S. Holder elects to do so for all creditable foreign income taxes. The rules governing the foreign tax credit are complex and their outcome depends in large part on the U.S. Holder's individual facts and circumstances. Accordingly, U.S. Holders are urged to consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

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Taxation of Sale or Other Disposition of Ordinary Shares

Subject to the discussion below under “Passive Foreign Investment Company Rules,” a U.S. Holder will generally recognize capital gain or loss upon the sale or other disposition of ordinary shares in an amount equal to the difference between the amount realized upon the disposition and the U.S. Holder's adjusted tax basis in such ordinary shares. Any capital gain or loss will be long term if the ordinary shares have been held for more than one year and will generally be U.S.-source gain or loss for U.S. foreign tax credit purposes. Long-term capital gains of non-corporate taxpayers are currently eligible for reduced rates of taxation. In the event that gain from the disposition of the ordinary shares is subject to tax in the PRC, such gain may be treated as PRC-source gain under the United States-PRC income tax treaty. The deductibility of a capital loss may be subject to limitations. U.S. Holders are urged to consult their tax advisors regarding the tax consequences if a foreign tax is imposed on a disposition of our ordinary shares, including the availability of the foreign tax credit under their particular circumstances.

Passive Foreign Investment Company Rules

A non-U.S. corporation, such as our company, will be classified as a PFIC, for U.S. federal income tax purposes for any taxable year, if either (i) 75% or more of its gross income for such year consists of certain types of “passive” income or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For this purpose, cash and cash equivalents are categorized as passive assets and the company's goodwill and other unbooked intangibles are taken into account as non-passive assets. Passive income generally includes, among other things, dividends, interest, rents, royalties, and gains from the

disposition of passive assets. We will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

Based on our current composition of assets, subsidiaries and market capitalization (which will fluctuate from time to time), we do not expect to be or become a PFIC for U.S. federal income tax purposes. However, no assurance can be given in this regard because the determination of whether we will be or become a PFIC is a factual determination made annually that will depend, in part, upon the composition of our income and assets. Furthermore, the composition of our income and assets may also be affected by how, and how quickly, we use our liquid assets and the cash raised in this offering. Under circumstances where our revenue from activities that produce passive income significantly increase relative to our revenue from activities that produce non-passive income, or where we determine not to deploy significant amounts of cash for active purposes, our risk of becoming classified as a PFIC may substantially increase. In addition, because there are uncertainties in the application of the relevant rules, it is possible that the IRS may challenge our classification of certain income and assets as non-passive or our valuation of our tangible and intangible assets, each of which may result in our becoming a PFIC for the current or subsequent taxable years. If we were classified as a PFIC for any year during which a U.S. Holder held our ordinary shares, we generally would continue to be treated as a PFIC for all succeeding years during which such U.S. Holder held our ordinary shares even if we cease to be a PFIC in subsequent years, unless certain elections are made.

If we are classified as a PFIC for any taxable year during which a U.S. Holder holds our ordinary shares, and unless the U.S. Holder makes a mark-to-market election (as described below), the U.S. Holder will generally be subject to special tax rules that have a penalizing effect, regardless of whether we remain a PFIC, on (i) any excess distribution that we make to the U.S. Holder (which generally means any distribution paid during a taxable year to a U.S. Holder that is greater than 125 percent of the average annual distributions paid in the three preceding taxable years or, if shorter, the U.S. Holder's holding period for the ordinary shares), and (ii) any gain realized on the sale or other disposition of ordinary shares. Under these rules,

- the U.S. Holder's gain or excess distribution will be allocated ratably over the U.S. Holder's holding period for the ordinary shares;
- the amount allocated to the current taxable year and any taxable years in the U.S. Holder's holding period prior to the first taxable year in which we are classified as a PFIC (each, a "pre-PFIC year"), will be taxable as ordinary income;
- the amount allocated to each prior taxable year, other than a pre-PFIC year, will be subject to tax at the highest tax rate in effect for individuals or corporations, as appropriate, for that year; and

- an additional tax equal to the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each prior taxable year, other than a pre-PFIC year, of the U.S. Holder.

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If we are treated as a PFIC for any taxable year during which a U.S. Holder holds our ordinary shares, or if any of our subsidiaries is also a PFIC, such U.S. Holder would be treated as owning a proportionate amount (by value) of the shares of any lower-tier PFICs for purposes of the application of these rules. U.S. Holders are urged to consult their tax advisors regarding the application of the PFIC rules to any of our subsidiaries.

As an alternative to the foregoing rules, a U.S. Holder of “marketable stock” in a PFIC may make a mark-to-market election with respect to such stock, provided that such stock is “regularly traded” within the meaning of applicable U.S. Treasury regulations. If our ordinary shares qualify as being regularly traded, and an election is made, the U.S. Holder will generally (i) include as ordinary income for each taxable year that we are a PFIC the excess, if any, of the fair market value of ordinary shares held at the end of the taxable year over the adjusted tax basis of such ordinary shares and (ii) deduct as an ordinary loss the excess, if any, of the adjusted tax basis of the ordinary shares over the fair market value of such ordinary shares held at the end of the taxable year, but such deduction will only be allowed to the extent of the amount previously included in income as a result of the mark-to-market election. The U.S. Holder’s adjusted tax basis in the ordinary shares would be adjusted to reflect any income or loss resulting from the mark-to-market election. If a U.S. Holder makes a mark-to-market election in respect of a corporation classified as a PFIC and such corporation ceases to be classified as a PFIC, the U.S. Holder will not be required to take into account the gain or loss described above during any period that such corporation is not classified as a PFIC. If a U.S. Holder makes a mark-to-market election, any gain such U.S. Holder recognizes upon the sale or other disposition of our ordinary shares in a year when we are a PFIC will be treated as ordinary income and any loss will be treated as ordinary loss, but such loss will only be treated as ordinary loss to the extent of the net amount previously included in income as a result of the mark-to-market election.

Because a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a U.S. Holder may continue to be subject to the PFIC rules with respect to such U.S. Holder’s indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes.

Furthermore, as an alternative to the foregoing rules, a U.S. Holder that owns stock of a PFIC generally may make a “qualified electing fund” election regarding such corporation to elect out of the PFIC rules described above regarding excess distributions and recognized gains. However, we do not intend to provide information necessary for U.S. Holders to make qualified electing fund elections which, if

available, would result in tax treatment different from the general tax treatment for PFICs described above.

If a U.S. Holder owns our ordinary shares during any taxable year that we are a PFIC, the U.S. Holder must generally file an annual IRS Form 8621 and provide such other information as may be required by the U.S. Treasury Department, whether or not a mark-to-market election is or has been made. If we are or become a PFIC, you should consult your tax advisor regarding any reporting requirements that may apply to you.

You should consult your tax advisors regarding how the PFIC rules apply to your investment in our ordinary shares.

Non-U.S. Holders

Cash dividends paid or deemed paid to a Non-U.S. Holder with respect to the ordinary shares generally will not be subject to U.S. federal income tax unless such dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base that such holder maintains or maintained in the United States).

In addition, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain attributable to a sale or other taxable disposition of the ordinary shares unless such gain is effectively connected with its conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment or fixed base that such holder maintains or maintained in the United States) or the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of such sale or other disposition and certain other conditions are met (in which case, such gain from U.S. sources generally is subject to U.S. federal income tax at a 30% rate or a lower applicable tax treaty rate).

Cash dividends and gains that are effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base that such holder maintains or maintained in the United States) generally will be subject to regular

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U.S. federal income tax at the same regular U.S. federal income tax rates as applicable to a comparable U.S. Holder and, in the case of a Non-U.S. Holder that is a corporation for U.S. federal income tax purposes, may also be subject to an additional branch profits tax at a 30% rate or a lower applicable tax treaty rate.

Information Reporting and Backup Withholding

Certain U.S. Holders are required to report information to the IRS relating to an interest in “specified foreign financial assets,” including shares issued by a non-U.S. corporation, for any year in which the aggregate value of all specified foreign financial assets exceeds \$50,000 (or a higher dollar amount prescribed by the IRS), subject to certain exceptions (including an exception for shares held in custodial accounts maintained with a U.S. financial institution). These rules also impose penalties if a U.S. Holder is required to submit such information to the IRS and fails to do so.

In addition, dividend payments with respect to our ordinary shares and proceeds from the sale, exchange or redemption of our ordinary shares may be subject to additional information reporting to the IRS and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification on IRS Form W-9 or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status generally must provide such certification on IRS Form W-9. U.S. Holders are urged to consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS and furnishing any required information. We do not intend to withhold taxes for individual shareholders. However, transactions effected through certain brokers or other intermediaries may be subject to withholding taxes (including backup withholding), and such brokers or intermediaries may be required by law to withhold such taxes.

THE PRECEDING DISCUSSION OF U.S. FEDERAL TAX CONSIDERATIONS IS FOR GENERAL INFORMATION PURPOSES ONLY. IT IS NOT TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR REGARDING THE PARTICULAR U.S. FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF PURCHASING, HOLDING AND DISPOSING OF OUR ORDINARY SHARES, INCLUDING THE CONSEQUENCES OF ANY PROPOSED CHANGE IN APPLICABLE LAWS.

UNDERWRITING

The Benchmark Company, LLC (“Benchmark”) is serving as representative of the underwriters named below, with respect to our ordinary shares subject to this offering. Subject to the terms and conditions in

the underwriting agreement, we have agreed to sell to the underwriters, and each underwriter has, severally and not jointly, agreed to purchase from us on a firm commitment basis, the respective number of our ordinary shares set forth opposite its name in the table below:

Underwriters	Number of Shares
The Benchmark Company, LLC	1,250,000
Total	1,250,000

The underwriting agreement provides that the obligation of the underwriters to purchase all of our ordinary shares being offered to the public is subject to approval of legal matters by counsel and the satisfaction of other conditions. For example, conditions include, among others, the continued accuracy of representations and warranties made by us in the underwriting agreement, delivery of legal opinions and the absence of any material changes in our assets, business or prospects after the date of this prospectus. The underwriters are obligated to purchase all of the shares in this offering, if they purchase any of our shares.

Benchmark has advised us that the underwriters propose to offer the ordinary shares directly to the public at the initial public offering price listed on the cover page of this prospectus and to selected dealers, who may include the underwriters, at the initial public offering price less a selling concession not in excess of \$ per ordinary share. The underwriters may offer the shares through one or more of their affiliates or selling agents. Upon execution of the underwriting agreement, the underwriters will be obligated to purchase the shares at the prices and upon the terms stated therein. If all of the shares are not sold at the initial public offering price, the underwriters may change the offering price and the other selling terms.

Pursuant to the underwriting agreement, we have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments which the underwriters or other indemnified parties may be required to make in respect of any such liabilities.

Pricing of the Offering

Prior to this offering, there has been no public market for our ordinary shares. The initial public offering price was determined by negotiations between us and Benchmark. In determining the initial public offering price, we and Benchmark considered a number of factors including:

- the information set forth in this prospectus and otherwise available to Benchmark;
- our history and prospects and the history and prospects for the industry in which we compete;
- an assessment of our management;
- our past and present financial performance;

- our prospects for future earnings and the present state of our development;
- the general condition of the securities markets at the time of this offering;
- the recent market prices of, and demand for, publicly traded common stock or ordinary shares of generally comparable companies; and
- other factors deemed relevant by the underwriters and us.

Neither we nor the underwriters can assure investors that an active trading market will develop for our ordinary shares, or that the shares will trade in the public market at or above the initial public offering price.

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Underwriting Discount and Expenses

The underwriting discount is equal to the initial public offering price per share, less the amount paid by the underwriters to us per share. The underwriting discount was determined through an arms' length negotiation between us and the underwriters.

The following table provides information regarding the amount of the underwriting discounts to be paid to the underwriters by us. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase additional shares.

	Per Share	Total	
		Without Option to Purchase Additional Shares	With Option to Purchase Additional Shares
Public offering price	US\$	US\$	US\$
Underwriting discounts ⁽¹⁾⁽²⁾	US\$	US\$	US\$
Proceeds to us, before expenses ⁽²⁾	US\$	US\$	US\$

(1) Represents underwriting discount and commissions equal to (i) seven percent (7.0%) per share, which is the underwriting discount we have agreed to pay on investors in this offering introduced by the underwriters; and (ii) four percent (4.0%) per share, which is the underwriting discount we have agreed to pay on investors in this offering introduced by us. For the purpose of this calculation only, we assume 100% investors in this offering are introduced by the underwriters with no exercise of the over-allotment.

- (2) We have also agreed to pay the underwriters a non-accountable expense allowance of 0.5% of the gross proceeds of the offering. We estimate that the total expenses, but excluding underwriting discounts and commissions and the 0.5% non-accountable expense allowance, will be approximately US\$1.7 million, all of which are payable by us. This figure includes expense reimbursements we have agreed to pay the representative for reimbursement of its expenses related to the offering up to a maximum aggregate expense allowance of US\$132,500 (including background checks of our senior management in an amount not to exceed US\$7,500), for which we have paid a US\$25,000 advance, which will be returned to us to the extent not offset by actual expenses in accordance with FINRA Rule 5110(g)(4)(A). We have also agreed that the maximum amount of legal fees, costs and expenses incurred by the underwriters' counsel that we shall be responsible for shall not exceed US\$100,000.

Option to Purchase Additional Shares

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus to purchase, from time to time, in whole or in part, up to an aggregate of 187,500 shares from us at the public offering price set forth on the cover page of this prospectus, less underwriting discounts and commissions. If the underwriters exercise this option, each underwriter will be obligated, subject to specified conditions, to purchase a number of additional shares proportionate to that underwriter's initial purchase commitment as indicated in the table above. This option may be exercised only if the underwriters sell more shares than the total number set forth on the cover page of this prospectus.

Representative's Warrants

We have agreed to issue to Benchmark or its designees, at the closing of this offering, warrants to purchase up to a total of 71,875 ordinary shares (5% of the number of ordinary shares sold in this offering). The Representative's Warrants will be exercisable at any time, and from time to time, in whole or in part, during the four and a half-year period commencing six months from the effective date of the offering, which period shall not extend further than five years from the effective date of the offering in compliance with FINRA Rule 5110(g)(8)(A). The Representative's Warrants are exercisable at a per share price equal to 100% of the public offering price per share in the offering. The Representative's Warrants have been deemed compensation by FINRA and are therefore subject to a 180-day lock-up pursuant to Rule 5110(e)(1) of FINRA. Benchmark (or permitted assignees under Rule 5110(e)(1)) will not sell, transfer, assign, pledge, or hypothecate these warrants or the securities underlying these warrants, nor will they engage in any hedging, short sale, derivative, put, or call transaction that would result in the effective economic disposition of the warrants or the underlying securities for a period of 180 days from the date of this prospectus. The Representative's Warrants will provide for cashless exercise and customary anti-dilution provisions (for share

dividends, splits and recapitalizations and the like) consistent with FINRA Rule 5110, and the number of shares underlying the Representative's Warrants shall be reduced, or the exercise price increased, if necessary, to comply with FINRA rules or regulations.

Right of First Refusal

We have also granted Benchmark a right of first refusal for a period of nine months after the date this offering is completed, to act as lead or joint-lead investment banker, lead or joint book-runner and/or lead or joint placement agent, for every future public and private equity and debt offering, including all equity linked financings, during such twelve month period, of the Company, or any successor to or any subsidiary of the Company, on terms customary terms to Benchmark.

Tail Period

For a period of three months from the termination of our engagement agreement with Benchmark, in the event that we receive any proceeds from the private sale of securities to certain investors with whom we had a conference call or meeting arranged by Benchmark during the term of the engagement agreement, we have agreed to pay to Benchmark a cash fee equal to 7.0% of such gross proceeds.

Lock-Up Agreements

Pursuant to certain "lock-up" agreements, we, our executive officers and directors, and shareholders beneficially owning more than 5% of our outstanding ordinary shares on a fully diluted basis (including shares underlying options, warrants and convertible securities) have agreed, subject to certain exceptions, not to offer, sell, assign, transfer, pledge, contract to sell, or otherwise dispose of or announce the intention to otherwise dispose of, or enter into any swap, hedge or similar agreement or arrangement that transfers, in whole or in part, the economic risk of ownership of, directly or indirectly, engage in any short selling of any ordinary shares or securities convertible into or exchangeable or exercisable for any ordinary shares, whether currently owned or subsequently acquired, without the prior written consent of the representative, for a period of six (6) months from the date of this prospectus.

Stock Exchange

We have applied to listed our ordinary shares on the Nasdaq Capital Market under the symbol "SUGP."

Stabilization

In connection with this offering, the underwriters may engage in activities that stabilize, maintain or otherwise affect the price of our ordinary shares during and after this offering, including:

- stabilizing transactions;
- short sales;
- purchases to cover positions created by short sales;

- imposition of penalty bids; and
- syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of our ordinary shares while this offering is in progress. Stabilization transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. These transactions may also include making short sales of our ordinary shares, which involve the sale by the underwriters of a greater number of ordinary shares than they are required to purchase in this offering and purchasing our ordinary shares on the open market to cover short positions created by short sales.

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The underwriters may close out any covered short position by purchasing shares in the open market. In making this determination, the underwriters will consider, among other things, the price of shares available for purchase in the open market. A short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our ordinary shares in the open market that could adversely affect investors who purchased in this offering.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because Benchmark has repurchased shares sold by or for the account of that underwriter in stabilizing or short covering transactions.

These stabilizing transactions, short sales, purchases to cover positions created by short sales, the imposition of penalty bids and syndicate covering transactions may have the effect of raising or maintaining the market price of our ordinary shares or preventing or retarding a decline in the market price of our ordinary shares. As a result of these activities, the price of our ordinary shares may be higher than the price that otherwise might exist in the open market. The underwriters may carry out these transactions on the Nasdaq Capital Market, in the over-the-counter market or otherwise. Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of the shares. Neither we, nor any of the underwriters make any representation that the underwriters will engage in these stabilization transactions or that any transaction, once commenced, will not be discontinued without notice.

Affiliations

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriters and their affiliates may from time to time in the future engage with us and

perform services for us or in the ordinary course of their business for which they will receive customary fees and expenses. In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of us. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of these securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in these securities and instruments.

Electronic Offer, Sale and Distribution of Securities

A prospectus in electronic format may be made available on the websites maintained by one or more of the underwriters or selling group members. Benchmark may agree to allocate a number of shares to underwriters and selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the underwriters and selling group members that will make internet distributions on the same basis as other allocations. Other than the prospectus in electronic format, the information on these websites is not part of, nor incorporated by reference into, this prospectus or the registration statement of which this prospectus forms a part, has not been approved or endorsed by us, and should not be relied upon by investors.

Notice to Prospective Investors in Canada

Our ordinary shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are “accredited investors,” as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the ordinary shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities

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legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian jurisdiction, section 3A.4) of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Notice to Prospective Investors in the European Economic Area and the United Kingdom

In relation to the Member States of the European Economic Area and the United Kingdom (each, a Relevant State), no offer of our ordinary shares which are the subject of the offering contemplated by this prospectus to the public may be made in that Relevant State other than:

- to any legal entity that is a “qualified investor” as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than “qualified investors” as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant representative or representatives nominated by us for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of our ordinary shares described in this prospectus shall result in a requirement for the publication of a prospectus, by us or any of the underwriters, pursuant to Article 3 of the Prospectus Regulation.

Each purchaser of our ordinary shares described in this prospectus located within a Relevant State will be deemed to have represented, acknowledged and agreed that (1) it is a “qualified investor” within the meaning of the Prospectus Regulation; and (2) in the case of any of our ordinary shares acquired by it as a financial intermediary as that term is used in Article 5(1) of the Prospectus Regulation, each such financial intermediary will be deemed to have represented, acknowledged and agreed that the ordinary shares acquired by it in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer to the public other than their offer or resale in a Relevant State to qualified investors, as that term is defined in the Prospectus Regulation, or in circumstances in which the prior consent of the underwriters has been given to the offer or resale; or where our ordinary shares have been acquired by it on behalf of persons in any Relevant State other than qualified investors, the offer of those ordinary shares to it is not treated under the Prospectus Regulation as having been made to such persons.

For purposes of this provision, the expression an “offer to the public” in relation to our ordinary shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and the ordinary shares to be offered so as to enable an investor to decide to purchase or subscribe to the shares and the expression “Prospectus Regulation” means Regulation (EU) 2017/1129.

We and the underwriters have not authorized and do not authorize the making of any offer of our ordinary shares through any financial intermediary on their behalf, other than offers made by the underwriters with a view to the final placement of the shares as contemplated in this prospectus. Accordingly, no purchaser of our ordinary shares, other than the underwriters, is authorized to make any further offer of the shares on behalf of us or the underwriters.

References to the Prospectus Regulation includes, in relation to the UK, the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018.

The above selling restriction is in addition to any other selling restrictions set out below.

Additional Notice to Prospective Investors in the United Kingdom

The communication of this prospectus and any other document or materials relating to the issue of our ordinary shares offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended (the FSMA). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial

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promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, or the Financial Promotion Order), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order, or who are any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, our ordinary shares offered hereby are only available to, and any investment or investment activity to which this prospectus relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this prospectus or any of its contents.

Any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of our ordinary shares may only be communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to us.

All applicable provisions of the FSMA must be complied with in respect to anything done by any person in relation to our ordinary shares in, from or otherwise involving the United Kingdom.

Notice to Prospective Investors in Hong Kong

Our ordinary shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), (ii) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder or (iii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to our ordinary shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to our ordinary shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder.

Notice to Prospective Investors in Japan

No registration pursuant to Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended) (the FIEL) has been made or will be made with respect to the solicitation of the application for the acquisition of our ordinary shares.

Accordingly, our ordinary shares have not been, directly or indirectly, offered or sold and will not be, directly or indirectly, offered or sold in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements, and otherwise in compliance with, the FIEL and the other applicable laws and regulations of Japan.

For Qualified Institutional Investors (QII)

Please note that the solicitation for newly-issued or secondary securities (each as described in Paragraph 2, Article 4 of the FIEL) in relation to our ordinary shares constitutes either a “QII only private placement” or a “QII only secondary distribution” (each as described in Paragraph 1, Article 23-13 of the FIEL). Disclosure regarding any such solicitation, as is otherwise prescribed in Paragraph 1, Article 4 of the FIEL, has not been made in relation to our ordinary shares. Our ordinary shares may only be transferred to QIIs.

Please note that the solicitation for newly-issued or secondary securities (each as described in Paragraph 2, Article 4 of the FIEL) in relation to our ordinary shares constitutes either a “small number private placement” or a “small number private secondary distribution” (each as is described in Paragraph 4, Article 23-13 of the FIEL). Disclosure regarding any such solicitation, as is otherwise prescribed in Paragraph 1, Article 4 of the FIEL, has not been made in relation to our ordinary shares. Our ordinary shares may only be transferred en bloc without subdivision to a single investor.

Notice to Prospective Investors in Singapore

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of our ordinary shares may not be circulated or distributed, nor may our ordinary shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where our ordinary shares are subscribed or purchased under Section 275 by a relevant person which is: (i) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (ii) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired our ordinary shares under Section 275 except: (a) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (b) where no consideration is given for the transfer; or (c) by operation of law.

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EXPENSES RELATING TO THIS OFFERING

Set forth below is an itemization of the total expenses, excluding underwriting discounts and commissions, that we expect to incur in connection with this offering. With the exception of the SEC registration fee, the Nasdaq listing fee and the filing fee payable to FINRA, all amounts are estimates.

SEC Registration Fee	US\$	1,114
Nasdaq Listing Fee	US\$	50,000

FINRA Filing Fee	US\$	2,225
Legal Fees and Expenses	US\$	652,817
Accounting Fees and Expenses	US\$	500,500
Printing and Engraving Expenses	US\$	38,500
Miscellaneous Expenses	US\$	437,260
Total	US\$	<u>1,682,416</u>

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LEGAL MATTERS

We are being represented by Ellenoff Grossman & Schole LLP, New York, with respect to certain legal matters as to U.S. federal securities and New York State law. The validity of the ordinary shares offered by this prospectus and legal matters as to Cayman Islands law will be passed upon for us by Conyers Dill & Pearman. Legal matters as to Hong Kong law will be passed upon for us by Watson Farley & Williams LLP, and certain legal matters as to PRC law will be passed upon for us by Han Kun Law Offices. Ellenoff Grossman & Schole LLP may rely upon Conyers Dill & Pearman with respect to matters governed by Cayman Islands law, Watson Farley & Williams LLP with respect to matters governed by Hong Kong law, and Han Kun Law Offices with respect to matters governed by PRC law. Nelson Mullins Riley & Scarborough LLP, Washington, D.C. is acting as U.S. counsel for the underwriters.

EXPERTS

The consolidated financial statements as of September 30, 2021 and 2022, for each of the two years then ended included in this prospectus have been so included in reliance on the report of Marcum Asia, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The registered business address of Marcum Asia is 7 Penn Plaza, Suite 830, New York, NY 10001.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the SEC a registration statement on Form F-1 under the Securities Act with respect to the ordinary shares described herein. This prospectus, which constitutes part of the registration statement, does not include all of the information contained in the registration statement. You should refer to the registration statement and its exhibits for additional information. Whenever we make reference in this prospectus to any of our contracts, agreements or other documents, the references are not necessarily complete and you should refer to the exhibits attached to the registration statement for copies of the actual contract, agreement or other document. We anticipate making these documents

publicly available, free of charge, on our website at www.sugroup.com.hk as soon as reasonably practicable after filing such documents with the SEC. The information on our website is not incorporated by reference into this prospectus and should not be considered to be a part of this prospectus. We have included our website address as an inactive textual reference only.

You can read the registration statement and our future filings with the SEC, over the Internet at the SEC's website at <http://www.sec.gov>.

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SU GROUP HOLDINGS LIMITED
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	As of September 30, 2022	As of March 31, 2023	As of March 31, 2023
	HK\$	HK\$	US\$
Assets			
Current assets			
Cash and cash equivalents	25,185,630	22,785,529	2,902,763
Short-term investments	—	1,000,000	127,395
Trade receivables, net	23,696,180	42,977,883	5,475,169
Inventories	22,692,161	17,519,158	2,231,854
Prepaid expenses and other current assets	973,791	1,488,723	189,657
Contract assets	4,653,025	5,518,543	703,035
Amounts due from related parties	22,810	—	—
Prepaid income tax	—	572,145	72,888
Total current assets	77,223,597	91,861,981	11,702,761
Non-current assets			
Property and equipment, net	10,723,617	9,566,024	1,218,664
Intangible assets, net	229,880	187,380	23,871
Goodwill	1,271,160	1,271,160	161,939
Deferred offering expenses	1,571,254	1,770,619	225,568
Operating lease right-of-use assets, net	1,449,859	2,206,551	281,104
Investment in key management insurance policy	1,065,480	1,157,520	147,462
Deferred tax assets	1,242	6,411	817
Total non-current assets	16,312,492	16,165,665	2,059,425
TOTAL ASSETS	93,536,089	108,027,646	13,762,186
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			

Trade payables	3,174,806	17,776,138	2,264,592
Notes payables	2,931,934	2,825,856	360,000
Other payables	2,365,624	2,515,607	320,476
Amount due to a related party	195,958	—	—
Accrued payroll and welfare	8,797,841	9,094,474	1,158,591
Operating lease liabilities – current	541,118	885,442	112,801
Income tax payable	2,446,138	360,915	45,979
Contract liabilities	27,225,278	18,670,883	2,378,578
Total current liabilities	47,678,697	52,129,315	6,641,017
Non-current liabilities			
Operating lease liabilities – non-current	38,000	461,468	58,789
Other payables – non-current	1,433,190	1,118,529	142,495
Deferred tax liabilities	1,768,737	1,571,600	200,214
Other liabilities	956,388	982,922	125,219
Total non-current liabilities	4,196,315	4,134,519	526,717
Total liabilities	51,875,012	56,263,834	7,167,734
Commitments and contingencies			
Shareholders' equity			
Ordinary shares (par value of HK\$0.01 per share; 750,000,000 ordinary shares authorized and 12,000,000 and 12,000,000 ordinary shares issued and outstanding as of September 30, 2022 and March 31, 2023, respectively.)*	120,000	120,000	15,287
Shares subscription receivables*	(119,990)	(119,990)	(15,286)
Additional paid-in capital	8,000,000	9,680,709	1,233,274
Retained earnings	32,085,133	42,083,093	5,361,177
Total SU Group Holdings Limited shareholders' equity	40,085,143	51,763,812	6,594,452
Non-controlling interests	1,575,934	—	—
Total shareholders' equity	41,661,077	51,763,812	6,594,452
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	93,536,089	108,027,646	13,762,186

* Retrospectively restated for effect of the nominal issuance of shares effected on February 27, 2023 and June 20, 2023 (Note 13).

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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SU GROUP HOLDINGS LIMITED
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	For the Six Months Ended March 31,		
	2022	2023	2023
	HK\$	HK\$	US\$
Revenues	69,902,840	97,043,825	12,362,901
Cost of revenues	(48,608,333)	(71,545,676)	(9,114,563)
Gross profit	21,294,507	25,498,149	3,248,338
Operating expenses			
Selling, general and administrative expenses	(16,565,629)	(13,835,332)	(1,762,553)
Losses on disposal of property and equipment	(624,907)	(802,010)	(102,172)
Income from operations	4,103,971	10,860,807	1,383,613
Other income (expenses)			
Other income	223,295	1,053,080	134,157
Finance expenses	(45,339)	(36,798)	(4,688)
Total other income, net	177,956	1,016,282	129,469
Income before income tax expenses	4,281,927	11,877,089	1,513,082
Income tax expenses	(1,355,796)	(1,773,354)	(225,916)
Net income	2,926,131	10,103,735	1,287,166
Less: Net income attributable to non-controlling interests	(142,587)	(105,775)	(13,475)
Net income attributable to SU Group Holdings			
Limited's ordinary shareholders	2,783,544	9,997,960	1,273,691

Net income per share

Basic and diluted*	0.23	0.83	0.11
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Weighted average number of shares

Basic and diluted*	12,000,000	12,000,000	12,000,000
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* Retrospectively restated for effect of the nominal issuance of shares effected on February 27, 2023 and June 20, 2023 (Note 13).

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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SU GROUP HOLDINGS LIMITED

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Ordinary shares*		Shares subscription receivables*	Additional paid-in capital	Retained earnings	Total SU Group		
						Holdings Limited shareholders' equity	Non- controlling interest	Total shareholders' equity
	Share	Amount						
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Balance as of								
September 30, 2021	12,000,000	120,000	(119,990)	8,000,000	32,322,456	40,322,466	1,128,837	41,451,303
Net income	—	—	—	—	2,783,544	2,783,544	142,587	2,926,131
Balance as of March 31,								
2022	12,000,000	120,000	(119,990)	8,000,000	35,106,000	43,106,010	1,271,424	44,377,434
Balance as of								
September 30, 2022	12,000,000	120,000	(119,990)	8,000,000	32,085,133	40,085,143	1,575,934	41,661,077
Net income	—	—	—	—	9,997,960	9,997,960	105,775	10,103,735

Repurchase of non-controlling interest	—	—	—	1,680,709	—	1,680,709	(1,681,709)	(1,000)
Balance as of								
March 31, 2023	12,000,000	120,000	(119,990)	9,680,709	42,083,093	51,763,812	—	51,763,812
Balance as of								
March 31, 2023								
(US\$)		15,287	(15,286)	1,233,274	5,361,177	6,594,452	—	6,594,452

* Retrospectively restated for effect of the nominal issuance of shares effected on February 27, 2023 and June 20, 2023 (Note 13).

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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SU GROUP HOLDINGS LIMITED
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Six Months Ended March 31,		
	2022	2023	2023
	HK\$	HK\$	US\$
Cash flows from operating activities:			
Net income	2,926,131	10,103,735	1,287,166
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Change in fair value of investment in key management insurance policy	(37,868)	(44,108)	(5,619)
Depreciation of property and equipment	1,120,835	1,018,583	129,762
Amortization of intangible assets	40,083	42,500	5,414
Amortization of operating lease right-of-use assets	815,925	498,383	63,492
Provision for allowance for doubtful accounts	30,000	—	—
Deferred taxes	(248,108)	(202,306)	(25,773)
Losses on disposal of property and equipment	624,907	802,010	102,172
Foreign exchange gains – unrealized	(6,309)	(143,164)	(18,238)

Changes in operating assets and liabilities

Inventories	(1,010,448)	5,173,003	659,015
Trade receivables	9,009,093	(19,060,518)	(2,428,215)
Prepaid expenses and other current assets	(934,716)	(762,229)	(97,104)
Contract assets	681,629	(1,086,703)	(138,441)
Trade and notes payables	2,493,417	14,473,377	1,843,836
Other payables, accrued payroll and welfare	(3,737,271)	131,955	16,810
Contract liabilities	(8,508,846)	(8,554,395)	(1,089,787)
Operating lease liabilities	(804,824)	(487,283)	(62,077)
Other liabilities	6,030	26,534	3,380
Prepaid income tax	—	(572,145)	(72,888)
Income tax payable	(1,991,980)	(2,085,223)	(265,647)
Net cash provided by (used in) operating activities	467,680	(727,994)	(92,742)
Cash flows from investing activities:			
Purchases of property and equipment	(103,000)	(663,000)	(84,463)
Repurchase of non-controlling interest	—	(1,000)	(127)
Placement of short-term investments	—	(1,000,000)	(127,395)
Purchases of intangible assets	(145,000)	—	—
Net cash used in investing activities	(248,000)	(1,664,000)	(211,985)
Cash flows from financing activities:			
Payments to related parties	(1,290)	(431,634)	(54,988)
Payments by related parties	225,030	258,486	32,930
Net cash provided by (used in) financing activities	223,740	(173,148)	(22,058)
Effect of exchange rate changes	10,812	165,041	21,024
Net increase (decrease) in cash and cash equivalents	454,232	(2,400,101)	(305,761)
Cash and cash equivalents at beginning of the period	31,080,973	25,185,630	3,208,524
Cash and cash equivalents at end of the period	31,535,205	22,785,529	2,902,763

Supplemental disclosure of cash flow information:

Interest expense paid	21,165	16,881	2,150
Income tax paid	3,595,884	4,633,028	590,225

Supplemental non-cash investing and financing information:

Operating lease right-of-use assets obtained in exchange for operating lease obligations	878,321	1,255,075	159,890
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The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION AND PRINCIPAL ACTIVITIES

SU Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the provision of security-related engineering services, and security guarding and screening services in Hong Kong Special Administrative Region (“Hong Kong”) of the People’s Republic of China.

The Company was incorporated under the law of Cayman Islands as an exempted company with limited liability on March 11, 2021. The registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

SU Group Investment Limited (“SU Investment”), which is 100% owned by the Company, was incorporated in British Virgin Islands (the “BVI”) on November 21, 2019. SU Investment is an investment holding company with no operations.

Shine Union Limited (“Shine Union”), which was incorporated on January 2, 1998 in Hong Kong, has been 100% owned by SU Investment since December 11, 2019. It is engaged in providing security-related engineering services.

Fortune Jet Management & Training Co. Limited (“Fortune Jet”), which was incorporated on February 13, 2015 in Hong Kong, has been 90% owned by SU Investment since December 9, 2019. It is engaged in providing security guarding and screening services.

On March 1, 2023, the non-controlling shareholder of Fortune Jet transferred its 10.0% equity interest in Fortune Jet to SU Investment at a consideration of HK\$1,000. After the transfer, Fortune Jet is 100% owned by SU Investment.

Reorganization

In anticipation of an initial public offering (“IPO”) of its equity securities, the Company undertook a reorganization (the “Reorganization”). Since December 2019, SU Investment became the holding company of Shine Union and Fortune Jet. Effective on April 16, 2021, upon the transfer of all equity ownership of SU Investment to the Company, it became the ultimate holding company of SU Investment, Shine Union and Fortune Jet, which were all controlled by the same shareholder before and after the Reorganization.

The consolidation of the Company and its subsidiaries has been accounted for at historical cost and prepared on the basis as if the Reorganization had become effective as of the beginning of the first period presented in the accompanying unaudited condensed consolidated financial statements. Results of operations for the periods presented comprise those of the previously separate entities combined from the beginning of the period to the end of the period, eliminating the effects of intra-entity transactions.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) pursuant to the rules and regulations of the Securities Exchange Commission. The interim information included in this Form F-1 should be read in conjunction with the annual information included in this Form F-1 for the years ended September 30, 2021 and 2022.

In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present a fair presentation of the financial position of the Group, its results of operations and its cash flows, as applicable, have been made. Interim results are not necessarily indicative of results to be expected for the full year.

(b) Principal of consolidation

The unaudited condensed consolidated financial statements include the financial statements of the Company and all the subsidiaries of the Company. All transactions and balances among the Company and its subsidiaries have been eliminated upon consolidation. A subsidiary is an entity in which the Company, directly or indirectly, controls more

SU GROUP HOLDINGS LIMITED
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

than one half of the voting powers; or has the power to appoint or remove the majority of the members of the board of directors; or to cast a majority of votes at the meeting of directors; or has the power to govern the financial and operating policies of the investee under a statute or agreement among the shareholders or equity holders.

Non-controlling interests represent the portion of the net assets of a subsidiary attributable to interests that are not entitled by the Company. The non-controlling interest is presented in the unaudited condensed consolidated balance sheets, separately from equity attributable to the shareholders of the Group. Non-controlling interest's operating result is presented in the unaudited condensed consolidated statements of income as an allocation of the total profit or loss for the year between non-controlling shareholders and the shareholders of the Group.

(c) Foreign currency translation and transactions

The Company uses Hong Kong dollars ("HK\$") as its reporting currency. The functional currency of the Company and its subsidiaries is HK\$, based on the criteria of Accounting Standards codification ("ASC") Topic 830, Foreign Currency Matters.

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at end of the reporting period. The resulting exchange differences are recorded in the unaudited condensed consolidated statements of income.

In the unaudited condensed consolidated financial statements, the financial information of the Company and its subsidiaries with functional currency other than HK\$ has been translated into HK\$ using the exchange rate at the end of the reporting period for assets and liabilities and average exchange rate for the years for income and expense items. The equity denominated in the functional currency other than HK\$ is translated at the historical rate of exchange at the time of capital contribution.

No foreign currency translation adjustments were made for the six months ended March 31, 2022 and 2023.

(d) Convenience translation

The unaudited condensed consolidated financial statements as of and for the six months ended March 31, 2023 have been translated into U.S. dollars ("US\$") solely for the convenience of the readers. The translation has been made at the rate of US\$1.00 = HK\$7.8496, representing the close rate on March 31,

2023 as set forth in the statistical release of Yahoo.com. No representation is made that the HK\$ amounts represent or could have been, or could be, converted, realized or settled into US\$ at that rate, or at any other rates.

(e) Use of estimates and assumptions

The preparation of the unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods.

Estimates are adjusted to reflect actual experience when necessary. Significant accounting estimates reflected in the Group's unaudited condensed consolidated financial statements include allowance for doubtful accounts related to trade receivables, allowance for inventories, the useful lives of property and equipment, impairment assessment for goodwill and long-lived assets, the discount rates for leases and the impairment assessment, revenue recognition, deferred tax, and uncertain tax positions. The use of estimates is an integral component of the financial reporting process. Actual results could differ from those estimates.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(f) Fair values of financial instruments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. When available, the Group uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Group will measure fair value using valuation techniques that use, when possible, current market-based or independently sourced market parameters, such as interest rates and exchange rates. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

Fair value measurements are based on a fair value hierarchy, based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group has the ability to access at the measurement date.

Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted market prices for similar assets and liabilities; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 — Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Financial assets and liabilities of the Group primarily consist of cash and cash equivalents, trade receivables, deposits and other receivables included in prepaid expenses and other current assets, amounts due from related parties, investment in key management insurance policy, trade payables, notes payables, other payables, amount due to a related party, and other liabilities. The carrying amounts of cash and cash equivalents, trade receivables, deposits and other receivables included in prepaid expenses and other current assets, amounts due from related parties, trade payables, notes payables, other payables, amount due to a related party, and other liabilities approximate their fair values due to the short-term maturities. Investment in key management insurance policy is measured at fair value using unobservable inputs which is positively correlated to the surrender cash value and categorized in Level 3 of the fair value hierarchy.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, and other short-term and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Short-term investments

Short-term investments consist primarily of investments in fixed deposits with original maturities between three months and one year.

(i) Trade receivables, net

Trade receivables, net are stated at the original amount less an allowance for doubtful accounts. Trade receivables are recognized in the period when the Group has delivered goods or rendered services to its customers and when the right to consideration is unconditional. The amounts due are stated at their net estimated realizable value. The credit terms are generally between 0 to 90 days. In establishing the required allowance for doubtful accounts, management considers historical collection experience, aging

of the receivables, the economic environment, industry trend analysis, and the credit history and financial conditions of the customers. Management reviews its receivables on a regular basis to determine if the allowance is adequate, and adjusts the allowance when necessary. Delinquent account balances are written off against allowance for doubtful accounts after management has determined that the likelihood of collection is not probable.

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(j) Inventories

Inventories consist of spare parts and other materials and work-in-progress. Spare parts and other materials primarily comprise of components and parts for the security systems. Work-in-progress primarily comprises of certain costs incurred for installation of security systems that will be sold to customers, which are partially installed and have yet to meet the criteria for revenue recognition.

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the moving weighted average method and in the case of work-in-progress, comprises raw materials and other direct costs. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

Where there is evidence that the utility of inventories, in their disposal in the ordinary course of business, will be less than cost, whether due to physical deterioration, obsolescence, changes in price levels, or other causes, the inventories are written down to net realizable value. No write-down of inventories was made for the six months ended March 31, 2022 and 2023.

(k) Prepaid expenses and other current assets

Prepaid expenses and other current assets are mainly prepaid insurance, deposits for utilities and items in daily operations, and employee advances. These amounts are refundable and bear no interest. Management reviews its prepaid expenses and other current assets on a regular basis to determine if the allowance is adequate, and adjusts the allowance when necessary. Management continues to evaluate the reasonableness of the allowance policy and update it if necessary.

(l) Related party

A related party may be any of the following: a) an affiliate, which is a party that directly or indirectly controls, is controlled by, or is under common control with an entity; b) a principal owner, owner of record or known beneficial owner of more than 10% of the voting interest of an entity; c) management, which are persons having responsibility for achieving objectives of the entity and requisite authority to make decision; d) immediate family of management or principal owners; e) a parent company and its subsidiaries; and f) other parties that have ability to significantly influence the management or operating policies of the entity. The Group discloses all significant related party transactions.

(m) Property and equipment, net

Property and equipment, net is stated at historical cost less accumulated depreciation and impairment, if any. Cost represents the purchase price of the asset and other costs incurred to bring the asset into its intended use. Depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Items	Useful life
Building	25 years
Leasehold improvements	Shorter of the lease terms or the estimated useful lives
Motor vehicles	4 years
Furniture, fixtures and equipment	5 years
Equipment for leasing	8 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the unaudited condensed consolidated statements of income. Expenditures for maintenance and repairs are charged to unaudited condensed consolidated statements of income as incurred, while additions, renewals and betterments, which are expected to extend the useful lives of assets, are capitalized. The Group also re-evaluates the periods of depreciation to determine whether subsequent events and circumstances warrant revised estimates of useful lives.

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(n) Intangible assets, net

Indefinite-lived intangible assets are tested for impairment at least annually and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset

may not be recoverable. Indefinite-lived intangible assets are impaired if their estimated fair values are less than their carrying values.

Finite-lived intangible assets are carried at cost less accumulated amortization and impairment if any. The finite-lived intangible assets are amortized over their estimated useful lives, which are the period over which the assets are expected to contribute directly or indirectly to the future cash flows of the Group. These intangible assets are tested for impairment at the time of a triggering event, if one were to occur. Finite-lived intangible assets may be impaired when the estimated undiscounted future cash flows generated from the assets are less than their carrying amounts.

The Group may rely on a qualitative assessment when performing impairment test for its intangible asset. Otherwise, the impairment evaluation is performed at the lowest level of identifiable cash flows independent of other assets.

The Group's intangible assets mainly represented computer software. Computer software is classified as finite-lived intangible assets and amortized over its useful life of 5 years.

(o) Goodwill

Goodwill represents the excess of the consideration paid of an acquisition over the fair value of the net identifiable assets of the acquired subsidiaries at the date of acquisition. Goodwill is not amortized and is tested for impairment at least annually, or more often when circumstances indicate that impairment may have occurred. Goodwill is carried at cost less accumulated impairment. If impairment exists, goodwill is immediately written off to its fair value and the loss is recognized in the unaudited condensed consolidated statements of income. Impairment losses on goodwill are not reversed.

The Group reviews the carrying value of intangible assets not subject to amortization, including goodwill, to determine whether impairment may exist annually or more frequently if events and circumstances indicate that it is more likely than not that an impairment has occurred. The Group has the opinion to assess qualitative factors to determine whether it is necessary to perform the two-step in accordance with ASC Topic 350, Intangibles — Goodwill and Other. If the Group believes, as a result of the qualitative assessment, that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the two-step quantitative impairment test described below is required. The first step compares the fair value of a reporting unit to its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying amount of the reporting unit exceeds its fair value, the second step compares the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for a business acquisition with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. Estimating fair value is performed by utilizing various valuation techniques, with the primary technique being discounted cash flows.

No impairment of goodwill was made for the six months ended March 31, 2022 and 2023.

(p) Deferred offering expenses

The Group capitalizes certain underwriting, legal, professional, and other third-party fees that are directly related to the IPO, as deferred offering expenses until such IPO is consummated. Upon consummation of the IPO, these fees will be recorded in the stockholders' equity as a reduction of additional paid-in capital generated from the offering. In the event the offering is aborted, deferred offering costs will be expensed. The Group recorded HK\$1,571,254 and HK\$1,770,619 as deferred offering expenses under non-current assets in the unaudited condensed consolidated balance sheets as of September 30, 2022 and March 31, 2023, respectively.

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SU GROUP HOLDINGS LIMITED
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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(q) Investment in key management insurance policy

The Group invests in a key management insurance policy which is a life insurance policy. The key management insurance policy is initially recognized at the amount of premium paid, and subsequently measured at the end of each reporting period at the cash surrender value that could be realized under the insurance policy, which is primarily based on the guaranteed cash value stated on the annual statement from the insurance company. Changes to the cash surrender value at the end of each reporting period will be recognized in other income or other expenses in the unaudited condensed consolidated statements of income. Any gain or loss on the derecognition of the investment in the event of death of the insured person, the surrender of the policy, or upon the maturity of the policy, will be recognized in other income or other expenses in the unaudited condensed consolidated statements of income.

(r) Impairment for long-lived assets

Long-lived assets such as property and equipment are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be fully recoverable or that the useful life is shorter than that the Group had originally estimated. When these events occur, the Group evaluates the impairment for the long-lived asset by comparing the carrying value of the asset to an estimate of future undiscounted cash flows expected to be generated from the use of the asset and its eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying

value of the asset, the Group recognizes an impairment loss based on the excess of the carrying value of the asset over the fair value of the asset.

No impairment of long-lived assets was recognized for the six months ended March 31, 2022 and 2023.

(s) Notes payables

Notes payables represent outstanding bills with bank, mainly consist of outstanding letter of credit, import bills acceptance, and trust receipt. Notes payables are non-interest bearing and generally mature within six months.

(t) Commitments and contingencies

In the normal course of business, the Group is subject to commitments and contingencies, including operating lease commitments, legal proceedings and claims arising out of its business that relate to a wide range of matters, such as government investigations and tax matters. The Group recognizes a liability for such contingency if it determines that it is probable that a loss will occur and a reasonable estimate of the loss can be made. The Group may consider many factors in making these assessments on liability for contingencies, including historical and the specific facts and circumstances of each matter.

(u) Revenue recognition

The Group recognized its revenue under ASC Topic 606, Revenue from Contracts with Customers (“ASC 606”). The core principle underlying the revenue recognition of this Accounting Standards Update (“ASU”) allows the Group to recognize revenue that represents the transfer of goods and services to customers in an amount that reflects the consideration to which the Group expects to be entitled in such exchange. This will require the Group to identify contractual performance obligations and determine whether revenue should be recognized at a point in time or over time, based on when control of goods and services transfers to a customer.

To achieve that core principle, the Group applies five-step model to recognize revenue from customer contracts. The five-step model requires the Group to (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur; (iv) allocate the transaction price to the respective performance obligations in the contract; and (v) recognize revenue when (or as) the Group satisfies the performance obligation.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Group accounts for a contract with a customer when the contract is committed in writing, the rights of the parties, including payment terms, are identified, the contract has commercial substance, and consideration is probable of substantially collection.

The Group derives its revenues principally from providing security-related engineering services, and security guarding and screening services.

Revenue recognition policies for each type of revenue stream are as follows:

Security-related engineering services

The Group offers security-related engineering services to customers, and signs project contracts with them. The contracts typically comprise one or multiple arrangements, such as: i) supplies of security systems and products, provision of installation, and related maintenance services; ii) supplies of security systems and products only; or iii) maintenance services only.

The Group determines whether arrangements are distinct based on whether the customer can benefit from the product or service on its own or together with other resources that are readily available and whether the Group's commitment to transfer the product or service to the customer is separately identifiable from other obligations in the contract.

The Group has identified that the supply of security systems and products with the installation services are a combined performance obligation, as they are interdependent and interrelated services as one promise to the customer. The Group also determines that the related maintenance services are distinct and represent a separate performance obligation.

The transaction price of a contract containing multiple performance obligations is allocated to the separate performance obligations on a relative standalone selling price basis, which is determined using observable inputs, such as standalone sales of the maintenance services and historical contract pricing. If the standalone selling price is not observable through past transactions, we estimate the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.

The Group recognizes revenues when (or as) it satisfies the performance obligation by transferring a promised product and/or service to a customer. Revenues from supplying security systems and products and installation services are recognized at a point in time when the legal title and control of the products and services has been transferred, being when the products and services are delivered, and accepted by the customer, there is no unfulfilled obligation that could affect the customers' acceptance of the products and services, and it is highly probable that a significant reversal will not occur. The Group recognizes revenue from the maintenance services ratably over the term of the arrangement, because the customer simultaneously receives and consumes the benefits provided by the Group.

In addition, the Group provides equipment rental services to the customers with use of dedicated security-related systems and equipment for contractual periods. The Group assesses the service for equipment rental arrangements under ASC Topic 842, Leases (“ASC 842”). Revenues are recognized on a straight-line basis over the lease period, usually two to three years.

Customers related to security-related engineering services generally make the payment monthly or quarterly, in accordance with the contract terms, except for the payment related to the supply of security systems and products which is payable upon client’s acceptance.

Security guarding and screening services

The Group enters into contracts with customers to provide security guarding services, by dispatching security guards with corresponding abilities and qualifications on demand, to fulfill the customers’ needs such as securing and guarding physical properties by, among other things, conducting patrols, entrance guarding, access control and alarm monitoring and response such as fire and gas detection, burglary detection and emergency management such as first aid service and communication and evacuation. The Group also offers security guarding services targeted at crowd coordination and management.

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Group also enters into contracts with customers to provide security screening services, by dispatching certified screeners to the premises of the customers. The Group’s screening services include the detection of explosives, incendiary devices in air cargo consignment and detection of dangerous goods for safety purpose through the operation of threat detection system by the screeners.

The Group identifies one performance obligation in security guarding and screening services as the contract comprises of a series of distinct services that are substantially the same and have the same pattern of transfer to the customers, which is to provide security guards and screeners in accordance with the demand orders.

Since the customer simultaneously receives and consumes the benefits as the dispatched security guards and screeners perform the services, revenue from security guarding and screening services is recognized over the contractual term, starting from the date that the Group’s services are made available to the customers. The contracts have a transaction price that includes a fixed consideration and a variable consideration that is charged based on ad-hoc overtime work demanded, less any deduction due to

absence. The considerations are reconciled with customers monthly before billing. For variable considerations, the Group uses the practical expedient that allows it to recognize revenue in the amount to which the Group has a right to invoice.

In addition to the abovementioned security guarding and screening services, the Group also offers various types of related vocational training courses. The fees are usually billed and paid in advance before commencement of the training. Revenues are recognized at the course fees over time during the training course period, usually within several days.

The following table disaggregates the Group's revenue for the six months ended March 31, 2022 and 2023:

	For the Six Months Ended	
	March 31,	
	2022	2023
	HK\$	HK\$
<i>By revenue type</i>		
Security-related engineering services		
Security systems and products and installations	32,315,859	54,606,010
Security systems maintenance services	5,411,710	6,533,944
Equipment leasing	4,112,171	3,986,920
	41,839,740	65,126,874
Security guarding and screening services		
Security guarding services	17,496,634	24,073,856
Screening services	9,126,275	5,744,266
Related vocational training services	1,440,191	2,098,829
	28,063,100	31,916,951
Total	69,902,840	97,043,825
<i>By timing of revenue recognition</i>		
Security-related engineering services		
Goods and services transferred at a point in time	26,806,867	49,356,259
Services rendered over time	15,032,873	15,770,615
	41,839,740	65,126,874
Security guarding and screening services		
Goods and services transferred at a point in time	—	—
Services rendered over time	28,063,100	31,916,951

	28,063,100	31,916,951
Total	69,902,840	97,043,825

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

Contract balances

Timing of revenue recognition may differ from the timing of invoicing to the customers. Trade receivables represent amounts invoiced when the Group has satisfied its performance obligations and has the unconditional right to payment. Contract assets are primarily unbilled trade receivables that are conditional on something other than the passage of time, and the Group reviews the contract assets for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

As of September 30, 2022 and March 31, 2023, contracts assets amounted to HK\$4,653,025 and HK\$5,518,543, respectively. HK\$2.3 million, or 42.0%, of the contract assets as of March 31, 2023 have been subsequently realized as of the date of this report, and the remaining balance is expected to be utilized within 1 year from March 31, 2023. No provision was made for doubtful accounts of contract assets for the six months ended March 31, 2022 and 2023.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers the promised goods or services to the customer, the Group presents the amount as a contract liability when the payment is received or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer the promised goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Contract liabilities were HK\$27,225,278 and HK\$18,670,883 as of September 30, 2022 and March 31, 2023, respectively. Due to the generally short-term duration of the contracts, the majority of the performance obligations are satisfied in the following reporting period. Revenue recognized during the six months ended March 31, 2022 and 2023, respectively, relating to contract liabilities as of October 1, 2021 and 2022 was HK\$15,328,017 and HK\$17,878,100, respectively.

(v) Cost of revenues

Cost of revenues mainly consists of cost of goods sold, employee benefit expense of direct labor, depreciation, subcontracting fee, transportation fee, travelling expenses, freight charge, course expenses, sample, uniform, insurance for direct labor, and provision for obsolete inventories.

(w) Selling, general and administrative expenses

Selling, general and administrative expenses mainly represented employee benefit expense of sales and administrative staff, rental, depreciation, professional service fees, research and development expenses, and other corporate expenses. Research and development expenses relating to improving development efficiency and quality of the Group's products and services are expensed as incurred. The Group recognized research and development expenses of HK\$181,128 and nil for the six months ended March 31, 2022 and 2023, respectively.

(x) Employee benefits

Employee benefits include employees' leave entitlements, bonus entitlements, and pension obligations, other than those expenses arising from basic salaries as a result of services rendered by the Group's employees.

Employees' entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by the employees up to the end of the reporting period. Employee entitlements to sick leave and maternity or paternity leave are not recognized until the time of leave.

Bonus entitlements are recognized as a liability at its expected cost when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

Regarding pension obligations, the Group participates in defined contribution retirement benefit plans which are available to all relevant employees in Hong Kong. These plans are generally funded through payments to schemes established by publicly or privately administered funds. A defined contribution plan is a pension plan under which the

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

Group pays contributions on mandatory, contractual or voluntary basis into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current period. The Group's contributions to the defined contribution plans are expensed.

(y) Leases

The Group adopted ASC 842 effective October 1, 2020.

Lease classification for leases under which the Group is a lessor is evaluated at lease commencement and leases not classified as sales-type leases or direct financing leases are classified as operating leases. Leases qualify as sales-type leases if the contract includes either transfer of ownership clauses, certain purchase options, a lease term representing a major part of the economic life of the asset, or the present value of the lease payments and residual guarantees provided by the lessee exceeds substantially all of the fair value of the asset. Additionally, leasing an asset so specialized that it is not deemed to have any value to the Group at the end of the lease term may also result in classification as a sales-type lease. Leases qualify as direct financing leases when the present value of the lease payments and residual value guarantees provided by the lessee and unrelated third parties exceeds substantially all of the fair value of the asset and collection of the payments is probable.

Lease classification for leases under which the Group is a lessee is evaluated at lease commencement as finance or operating leases. Leases qualify as finance leases if the lease transfers ownership of the asset at the end of the lease term, the lease grants an option to purchase the asset that the Group is reasonably certain to exercise, the lease term is for a major part of the remaining economic life of the asset, or the present value of the lease payments exceeds substantially all of the fair value of the asset. Leases that do not qualify as finance leases are deemed to be operating leases. At lease commencement the Group records a lease liability which is measured as the present value of the lease payments and a right-of-use ("ROU") asset which is measured as the amount of the lease liability and any initial direct costs incurred. The Group applies the rate implicit in the lease, if available, as a discount rate to determine the present value of the lease payments. If the rate implicit in the lease is not known, the Group uses a discount rate reflective of the incremental borrowing rate. In the unaudited condensed consolidated statements of income, operating leases are expensed through rent expense while financing leases are expensed through amortization and interest expense.

Leases — the Group as lessor

The Group's lease arrangements are all operating leases which typically have a maturity of 2 to 3 years. Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognized as an expense in the unaudited condensed consolidated statements of income over the lease term on the same basis as equipment leasing income. See Note 2(s) for the accounting policy for revenue from equipment rental services.

Leases — the Group as lessee

The Group owns leasehold land in Hong Kong and lease training center, offices, workshops, warehouse, and carparking spaces, which are classified as operating leases in accordance with ASC 842. Under ASC 842, the Group as a lessee is required to recognize the following for all leases (with the exception of short-term leases, usually with initial term of 12 months or less) on the commencement date: (i) lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) ROU asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

At the commencement date, the Group recognizes the lease liability at the present value of the lease payments not yet paid, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate for the same term as the underlying lease. The ROU asset is recognized initially at cost, which primarily comprises the initial amount of the lease liability, plus any initial direct costs incurred, consisting mainly of brokerage commissions, less any lease incentives received. All ROU assets are reviewed for impairment annually. There was no impairment for ROU asset as of September 30, 2022 and March 31, 2023.

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Group elected the practical expedient to account for leases with lease terms which end within twelve months of the initial date of application as a short-term lease. The lease payments for short-term leases are recognized on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred.

(z) Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in other comprehensive income or directly in equity.

Current tax is provided on the basis of net income for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for income tax purposes, in accordance with the regulations of the relevant tax jurisdictions. It is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is accounted for using the asset and liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the unaudited condensed consolidated financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the profit or loss, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

An uncertain tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Penalties and interests incurred related to underpayment of income tax are classified as income tax expense in the period incurred. For the six months ended March 31, 2022 and 2023, the amount of penalties and interests incurred related to underpayment of income tax was nil. Hong Kong Profits Tax returns filed in 2018 to 2022 are subject to examination by any applicable tax authorities.

(aa) Government grants

Government grants are recognized at their fair values when there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Grants that compensate the Group for expenses incurred are recognized in other income on the unaudited condensed consolidated statements of income on a systematic basis in the same periods in which the expenses are recognized. When the grant relates to an asset, the fair value is deducted against the carrying amount of the assets. The Group recognized government grants of HK\$102,000 and HK\$592,091 for the six months ended March 31, 2022 and 2023, respectively.

(ab) Earnings per share

Earnings per share (“EPS”) is computed by dividing net income by the weighted average number of ordinary shares outstanding. Diluted EPS presents the dilutive effect on a per share basis of the potential ordinary shares (e.g., convertible securities, options and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential ordinary shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS. For the six months ended March 31, 2022 and 2023, there were no dilutive shares.

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(ac) Segment reporting

The Group has organized its continuing operations into two operating segments. The segments reflect the way the Group evaluates its business performance and manages its operations by the Group's chief operating decision maker ("CODM") for making decisions, allocating resources and assessing performance. The Group's CODM has been identified as the chief executive officer, who reviews consolidated results when making decisions about allocating resources and assessing performance of the Group.

The Group has two reportable segments from continuing operations, including security-related engineering services business and security guarding and screening services business. The Group considers a "management approach" concept as the basis for identifying reportable segments. The management approach is based on the way that

management organizes the segments within the Group for making operating decisions, allocating resources, and assessing performance. The Group's reportable segments are strategic business units that offer different services and are managed separately because each business requires different technology and marketing strategies. As the Group's long-lived assets are substantially located in the Hong Kong, no geographical segments are presented.

(ad) Recently issued accounting pronouncements

In May 2019, the Financial Accounting Standards Board ("FASB") issued ASU 2019-05, which is an update to ASU 2016-13, Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which introduced the expected credit losses methodology for the measurement of credit losses on financial assets measured at amortized cost basis, replacing the previous incurred loss methodology. The amendments in ASU 2016-13 added ASC 326, Financial Instruments — Credit Losses, and made several consequential amendments to the ASC. ASU 2016-13 also modified the accounting for available-for-sale debt securities, which must be individually assessed for credit losses when fair value is less than the amortized cost basis, in accordance with Subtopic 326-30, Financial Instruments — Credit Losses — Available-for-Sale Debt Securities. The amendments in this ASU address those stakeholders' concerns by providing an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For those entities, the targeted transition relief will increase comparability of financial statement information

by providing an option to align measurement methodologies for similar financial assets. Furthermore, the targeted transition relief also may reduce the costs for some entities to comply with the amendments in ASU 2016-13 while still providing financial statement users with decision-useful information. ASU 2019-05 is effective for the Group for annual and interim reporting periods beginning October 1, 2023 after FASB delayed the effective date for non-public companies with ASU 2019-10. The Group is currently evaluating the impact of this new standard on its unaudited condensed consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740) Simplifying the Accounting for Income Taxes. The FASB is issuing this ASU as part of its initiative to reduce complexity in accounting standards (the Simplification Initiative). The objective of the Simplification Initiative is to identify, evaluate, and improve areas of U.S. GAAP for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The specific areas of potential simplification in this ASU were submitted by stakeholders as part of the Simplification Initiative. The amendments are effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. The Group is currently evaluating the impact ASU 2019-12 will have on the Group's unaudited condensed consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40). ASU 2020-06 simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The Group is currently evaluating the impact ASU 2020-06 will have on the Group's unaudited condensed consolidated financial statements.

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Group does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the unaudited condensed consolidated balance sheets, unaudited condensed consolidated statements of income and unaudited condensed consolidated statements of cash flows.

NOTE 3. TRADE RECEIVABLES, NET

Trade receivables, net consisted of the following:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Trade receivables	23,740,180	43,021,883
Allowance for doubtful accounts	(44,000)	(44,000)
	<u>23,696,180</u>	<u>42,977,883</u>

The Group recorded provision for allowance for doubtful accounts of HK\$30,000 and nil for the six months ended March 31, 2022 and 2023, respectively.

Movement of allowance for doubtful accounts is as follows:

	For the Six Months Ended March 31,	
	2022	2023
	HK\$	HK\$
Balance at beginning of the period	14,000	44,000
Provision for allowance for doubtful accounts	30,000	—
Balance at end of the period	<u>44,000</u>	<u>44,000</u>

NOTE 4. INVENTORIES

Inventories consisted of the following:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Spare parts and other materials	3,803,085	3,581,709
Work-in-progress	18,889,076	13,937,449
	<u>22,692,161</u>	<u>17,519,158</u>

NOTE 5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consisted of the following:

		As of September 30, 2022	As of March 31, 2023
		HK\$	HK\$
Prepaid expenses		238,659	730,551
Advances to staff	(A)	106,523	84,366
Deposits	(B)	628,609	673,806
		973,791	1,488,723

(A) Advances are made to staff for their purchases of miscellaneous consumables in order to perform daily work.

(B) Deposits consist of deposits paid to utility service providers such as power and water supplies, landlords of the leased properties and carparking spaces, and management offices of the leased or owned properties. The deposits are refundable upon termination or expiry of corresponding services and rental.

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NOTE 5. PREPAID EXPENSES AND OTHER CURRENT ASSETS (cont.)

No provision was made for doubtful accounts of prepaid expenses and other current assets for the six months ended March 31, 2022 and 2023.

NOTE 6. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consisted of the following:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Building	565,000	565,000
Leasehold improvements	320,000	320,000
Motor vehicles	1,463,000	1,463,000
Furniture, fixtures and equipment	100,747	100,747
Equipment for leasing	14,491,150	13,823,900

Less: accumulated depreciation	(6,216,280)	(6,706,623)
Property and equipment, net	10,723,617	9,566,024

Depreciation expenses were HK\$1,120,835 and HK\$1,018,583 for the six months ended March 31, 2022 and 2023, respectively.

No impairment loss was made for property and equipment for the six months ended March 31, 2022 and 2023.

During the six months ended March 31, 2022, certain customers who leased the equipment for leasing under operating lease arrangements decided to terminate the leasing arrangements with the Group. This was mainly triggered by the launch of the Pilot Subsidy Scheme for Third-party Logistics Service Providers on October 12, 2020 with a granting budget of HK\$300 million, which subsidizes the procurement of screening equipment including X-ray machines and explosive trace detection equipment adopted under the regulated air cargo screening facilities scheme to encourage the adoption of technology by the logistics sector for enhancing efficiency and productivity. Accordingly, the Group believes that this is a one-time event. The related loss on disposal of equipment for leasing, which was classified as in the security-related engineering services, amounted to HK\$624,907. No such activity occurred during the six months ended March, 31, 2023.

NOTE 7. INTANGIBLE ASSETS, NET

Intangible assets, net consisted of the following:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Computer software	425,000	425,000
Less: accumulated amortization	(195,120)	(237,620)
Intangible assets, net	229,880	187,380

Amortization expenses were HK\$40,083 and HK\$42,500 for the six months ended March 31, 2022 and 2023, respectively.

NOTE 7. INTANGIBLE ASSETS, NET (cont.)

Future estimated amortization expenses are disclosed as follows:

Twelve months ending March 31,	HK\$
2024	85,000
2025	56,463
2026	29,000
2027	16,917
	187,380

No impairment loss was made for intangible assets for the six months ended March 31, 2022 and 2023.

NOTE 8. INVESTMENT IN KEY MANAGEMENT INSURANCE POLICY

The Group entered into a key management insurance policy for the founder to secure that the operation of the Group will not be affected by the death and loss of position of the founder. The fair value of the investment in key management insurance policy is determined at end of each reporting period at the cash surrender value that could be realized under the insurance policy, which is primarily based on the guaranteed cash value stated on the annual statement from the insurance company. The fair value measurement of the investment in key management insurance policy has been categorized as Level 3 based on the inputs to the valuation technique used and is positively correlated to the surrender cash value.

	For the Six Months Ended	
	March 31,	
	2022	2023
	HK\$	HK\$
Balance at beginning of the period	979,680	1,065,480
Premium paid	47,932	47,932
Change in fair value recognized in the unaudited condensed consolidated statements of income	37,868	44,108
Balance at end of the period	1,065,480	1,157,520

NOTE 9. LEASES***The Group as lessor***

The Group acts as a lessor of dedicated security-related systems and equipment, and recorded the income from the leases as revenues in the unaudited condensed consolidated statements of income. Equipment leasing income was HK\$4,112,171 and HK\$3,986,920 for the six months ended March 31, 2022 and 2023, respectively.

The leases are classified as operating leases, which have remaining terms of 1 to 27 months. The equipment leasing income is recognized on a straight-line basis over the lease term.

Assets leased under operating leases are included in property and equipment, net in the unaudited condensed consolidated balance sheets and depreciated over its estimated useful life. It had a cost of HK\$14,491,150 and HK\$13,823,900 as of September 30, 2022 and March 31, 2023, respectively, and accumulated amortization associated with these assets was HK\$4,405,042 and HK\$4,794,264 as of September 30, 2022 and March 31, 2023, respectively. Amortization expense for the six months ended March 31, 2022 and 2023 amounted to HK\$941,778 and HK\$917,462, respectively.

There were no variable lease conditions or purchase options.

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SU GROUP HOLDINGS LIMITED
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NOTE 9. LEASES (cont.)

The Group as lessee

The Group leases land use rights in Hong Kong, and leases office spaces and warehouse under operating leases with terms ranging from 1 to 2 years. For the lease of land, the Group signed an agreement on November 8, 2007 for leasing the land use rights associated with a parcel of land, on which the Group's workshop is located. Payments were made upfront to obtain the leased land from the owner with a lease period of 55 years.

The Group considers those termination options that are reasonably certain not to be exercised in the determination of the lease term and initial measurement of ROU assets and lease liabilities. Leases with initial term of 12 months or less are short-term leases not recorded on the unaudited condensed consolidated balance sheets. Lease expenses for short-term leases are recognized on a straight-line basis over the lease term.

The Group's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The table below presents the operating leases related assets and liabilities recorded on the unaudited condensed consolidated balance sheets:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Operating lease ROU lease assets, net	1,449,859	2,206,551
Operating lease liabilities – current	541,118	885,442
Operating lease liabilities – non-current	38,000	461,468
	<u>579,118</u>	<u>1,346,910</u>

The weighted average remaining lease terms and discount rates for the operating leases were as follows:

	As of September 30, 2022	As of March 31, 2023
Weighted average remaining lease term (years)	23.65	16.07
Weighted average discount rate	<u>3.96%</u>	<u>3.96%</u>

A summary of lease expenses recognized in the Group's unaudited condensed consolidated statements of income and supplemental cash flow information related to operating leases is as follows:

	For the Six Months Ended March 31,	
	2022	2023
	HK\$	HK\$
Depreciation of operating lease ROU assets	815,925	498,383
Interest of operating lease liabilities	24,175	19,917
Principal elements of lease payments	829,000	507,200
Short-term operating lease expenses	145,888	545,514

Non-cash information:

Operating lease ROU assets obtained in exchange for operating lease liabilities	878,321	1,255,075
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NOTE 9. LEASES (cont.)

The following is a schedule, by year, of maturities of operating lease liabilities as of March 31, 2023:

Twelve months ended March 31,	HK\$
2024	917,600
2025	467,400
Total lease payments	1,385,000
Less: imputed interest	(38,090)
Present value of operating lease liabilities	1,346,910
Less: operating lease liabilities – non-current	(461,468)
Operating lease liabilities – current	885,442

NOTE 10. OTHER PAYABLES

Other payables consisted of the following:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Rental deposit received – current	1,470,450	1,740,000
Rental deposit received – non-current	1,433,190	1,118,529
Accrued expenses	339,300	235,607
Listing expenses	540,000	540,000
Others	15,874	—
	<u>3,798,814</u>	<u>3,634,136</u>
Other payables – current	2,365,624	2,515,607
Other payables – non-current	1,433,190	1,118,529
	<u>3,798,814</u>	<u>3,634,136</u>

NOTE 11. ACCRUED PAYROLL AND WELFARE

Accrued payroll and welfare consisted of the following:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Accrued paid time leave	662,837	702,061
Employees	7,754,233	8,021,621
Mandatory provident fund	380,771	370,792
	<u>8,797,841</u>	<u>9,094,474</u>

NOTE 12. LONG-TERM BANK LOANS AND BANKING FACILITIES

On June 24, 2019, the Group entered into a loan agreement with Standard Chartered Bank (Hong Kong) Limited to borrow HK\$2.0 million as working capital for 3 years. The entire amount was drawn down on June 24, 2019 with maturity on June 24, 2022. The loan bears a fixed interest rate of 0.33% per month flat and is guaranteed by the founder of the Company. The loan was early repaid in full on April 22, 2021.

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NOTE 12. LONG-TERM BANK LOANS AND BANKING FACILITIES (cont.)

On May 11, 2020, the Group applied for Special 100% Loan Guarantee Business Instalment Loan under SME Financing Guarantee Scheme launched by HKMC Insurance Limited via Standard Chartered Bank (Hong Kong) Limited to borrow HK\$4.0 million as working capital for 3 years. The entire amount was drawn down on June 3, 2020 with maturity on June 3, 2023. The loan bears an interest rate at prime rate minus 2.5% per annum and is guaranteed by the Hong Kong government and the founder of the Company. The loan was early repaid in full on June 30, 2021.

Interest expense for the long-term bank loans was nil and nil for the six months ended March 31, 2022 and 2023, respectively.

Shine Union entered into a banking facility agreement with CMB Wing Lung Bank Limited, pursuant to which Shine Union is entitled to trade facilities of HK\$20.0 million. The facilities are secured by a property owned by Shine Union and a property jointly owned by the founder of the Company and his family member, and jointly guaranteed by the founder of the Company and his family member (see Note 18). The trade facilities include letter of credit, trust receipt, invoice financing and letter of guarantee. As of September 30, 2022 and March 31, 2023, Shine Union had utilized HK\$2,931,934 and

HK\$2,825,856, respectively. The unutilized banking facilities were HK\$17,068,066 and HK\$17,174,144 as of September 30, 2022 and March 31, 2023, respectively. The interest expenses incurred during the six months ended March 31, 2022 and 2023 were HK\$21,165 and HK\$16,881, respectively.

NOTE 13. ORDINARY SHARES

The Company's authorized share capital is HK\$7,500,000 divided into 750,000,000 ordinary shares of par value HK\$0.01 each. On March 11, 2021 and April 16, 2021, the Company issued 1 and 949 ordinary shares to its then shareholder, respectively. With the effect of resolutions passed by board of directors on February 27, 2023 and June 20, 2023, 9,000 and 11,990,000 ordinary shares were issued with a par value of HK\$0.01, respectively. The issuances were considered as being part of the Reorganization of the Group and was retrospectively applied as if the transaction occurred at beginning of the period presented.

On April 29, 2021, the Company entered into a subscription agreement (the "Subscription Agreement") with its existing shareholder and two investors (together the "Subscribers"). Pursuant to the Subscription Agreement, the Company has allotted and issued 50 shares in aggregate to the Subscribers at a cash consideration of HK\$160,000 per ordinary share. A total of HK\$8.0 million was received by the Company.

Shares subscription receivables represents the receivable for the issuance of ordinary shares of the Company and is reported as a deduction of equity and presented on a retroactive basis. It has no payment terms nor any interest receivable accrual.

NOTE 14. INCOME TAX

Cayman Islands

Under the current laws of the Cayman Islands, the Group is not subject to tax on income or capital gains. Additionally, upon payments of dividends to the shareholders, no withholding tax will be imposed.

British Virgin Islands

Under the current laws of the BVI, an entity incorporated in the BVI are not subject to tax on income or capital gains.

Hong Kong

In accordance with the relevant tax laws and regulations in Hong Kong, a company with trading activities in Hong Kong is subject to Profits Tax within Hong Kong at the applicable tax rate on its assessable profits. In March 2018, the Hong Kong government introduced a two-tiered Profits Tax rate regime by enacting the Inland Revenue (Amendment) (No.3) Ordinance 2018 (the "Ordinance"). Under the two-tiered Profits Tax rate regime, the first HK\$2.0 million of assessable profits of qualifying entity is taxed at 8.25% and the remaining assessable profits at 16.5%. The Ordinance

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NOTE 14. INCOME TAX (cont.)

is effective from the year of assessment 2018/19. According to the relevant policy, if no election of the qualifying entity has been made, the whole of the taxpaying entity's assessable profits will be chargeable to the Profits Tax at the rate of 16.5%. The Group had elected Shine Union to have its qualifying profits of HK\$2.0 million charged at half rate. Under the current laws of Hong Kong, payments of dividends are not subject to withholding tax.

Uncertain tax positions

The Group evaluates the level of authority for each uncertain tax position (including the potential application of penalties and interests) based on the technical merits, and measures the unrecognized benefits associated with the tax positions. As of September 30, 2022 and March 31, 2023, the Group did not have any significant unrecognized uncertain tax positions.

The Group did not incur any penalty or interest related to potential underpaid income tax expenses for the six months ended March 31, 2022 and 2023, and also does not anticipate any significant increases or decreases in unrecognized tax benefits in the next 12 months from March 31, 2023.

Income before income tax expenses for the six months ended March 31, 2022 and 2023 is attributable to the following geographic locations:

	For the Six Months Ended	
	March 31,	
	2022	2023
	HK\$	HK\$
Hong Kong	9,398,052	12,206,559
Foreign	(5,116,125)	(329,470)
Income before income tax expenses	<u>4,281,927</u>	<u>11,877,089</u>

The Group's income tax expenses consisted of the following:

	For the Six Months Ended	
	March 31,	
	2022	2023

	HK\$	HK\$
Current income tax expenses	1,603,904	1,975,660
Deferred income tax credit	(248,108)	(202,306)
	<u>1,355,796</u>	<u>1,773,354</u>

The tax on the Group's income before income tax expenses differs from the theoretical amount that would arise using the enacted tax rate of the companies comprising the Group can be reconciled as follows:

	For the Six Months Ended	
	March 31,	
	2022	2023
	HK\$	HK\$
Income tax expenses calculated at Hong Kong Profits Tax rate	706,519	1,959,720
Income not taxable for tax purposes	(14,833)	(1,884,222)
Expenses not deductible for tax purposes	849,110	1,862,856
Tax concession	(20,000)	—
Effect on tax expenses due to preferential tax rate	(165,000)	(165,000)
	<u>1,355,796</u>	<u>1,773,354</u>

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NOTE 14. INCOME TAX (cont.)

Deferred tax assets and liabilities, net consisted of the following:

	As of	As of
	September 30,	March 31,
	2022	2023
	HK\$	HK\$
Deferred tax assets:		
Decelerated tax depreciation of property and equipment	1,242	6,411
	<u>1,242</u>	<u>6,411</u>

Deferred tax liabilities:		
Accelerated tax depreciation of property and equipment	(1,768,737)	(1,571,600)
	<u>(1,768,737)</u>	<u>(1,571,600)</u>
Deferred tax liabilities, net	<u>(1,767,495)</u>	<u>(1,565,189)</u>

NOTE 15. NON-CONTROLLING INTERESTS

Non-controlling interests consisted of the following:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Paid-in capital	743,572	—
Unappropriated retained earnings	832,362	—
	<u>1,575,934</u>	<u>—</u>

On March 1, 2023, the non-controlling shareholder of Fortune Jet transferred its 10.0% equity interest in Fortune Jet to SU Investment at a consideration of HK\$1,000. After the transfer, Fortune Jet is wholly-owned by SU Investment.

NOTE 16. CONCENTRATIONS

Credit risk

As of September 30, 2022 and March 31, 2023, HK\$25,175,007 and HK\$23,756,356 of the Group's cash was on deposit at financial institutions in Hong Kong, respectively. In accordance with the relevant regulations in Hong Kong, the maximum insured bank deposit amount is HK\$500,000 for each financial institution. Accordingly, the Group's total unprotected cash held in banks amounted to HK\$22,884,962 and HK\$22,117,582 as of September 30, 2022 and March 31, 2023, respectively.

Customer concentration risk

No customers represented more than 10% of the Group's revenues for the six months ended March 31, 2022 and 2023.

One customer accounted for 14.9% of the Group's trade receivables, net as of March 31, 2023. No customers represented more than 10% of the Group's trade receivables, net as of September 30, 2022.

Supplier concentration risk

For the six months ended March 31, 2022, one supplier represented 15.4% of the Group's purchases. For the six months ended March 31, 2023, two suppliers represented 22.4% and 11.6% of the Group's purchases respectively.

Four suppliers accounted for 20.6%, 18.4%, 13.2%, and 13.2% of the Group's trade and notes payables as of March 31, 2023 respectively. One supplier accounted for 54.1% of the Group's trade and notes payables as of September 30, 2022.

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NOTE 17. COMMITMENTS AND CONTINGENCIES

Commitments

The Group has not entered into any off-balance sheet financial guarantees or other off-balance sheet commitments to guarantee the payment obligations of any third parties. The Group has not entered into any derivative contracts that are indexed to its shares and classified as shareholder's equity or that are not reflected in the unaudited condensed consolidated financial statements. Furthermore, the Group does not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. The Group does not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with the Group.

The following table sets forth the Group's future minimum contractual obligations as of March 31, 2023:

	Payments due by period		
	Total	Within one year	Within 1 – 2 years
	HK\$	HK\$	HK\$
Operating lease payment – short-term leases	1,222,065	1,222,065	—
Operating lease payment – leases with lease term of more than 12 months	1,385,000	917,600	467,400
Non-cancellable purchase contracts	5,506,530	5,506,530	—
Total	8,113,595	7,646,195	467,400

Contingencies

Severance Payment and Long Service Payment

Employment Ordinance of the Laws of Hong Kong requires employers to assure the liability of severance payment if an employee who has been working for the employer for not less than 24 months under a continuous contract is, due to redundancy, dismissed, laid off, or upon expiry of a fixed-term employment contract. The ordinance also requires employers to assure the liability of long service payment if an employee who has been working for the employer for not less than 5 years under a continuous contract is dismissed, dies, resigns on ground of ill health or on or after 65 years old, or upon expiry of a fixed-term employment contract.

As of September 30, 2022 and March 31, 2023, the Group estimated its long service payment to be HK\$956,388 and HK\$982,922, respectively. The provision for long service payment as at September 30, 2022 and March 31, 2023 have been reflected in the unaudited condensed consolidated balance sheets as “other liabilities” under non-current liabilities.

No severance payment is provided since the Group has no plan to dismiss any staff due to redundancy, and therefore considers the possibility of meeting the criteria of making severance payment is remote.

Legal Contingencies

In the ordinary course of business, the Group may be subject to legal proceedings regarding contractual and employment relationships and a variety of other matters. The Group records contingent liabilities resulting from such claims, when a loss is assessed to be probable, and the amount of the loss is reasonably estimable. In the opinion of management, there were no pending or threatened claims and litigation as of September 30, 2022 and March 31, 2022, and through the issuance date of the unaudited condensed consolidated financial statements.

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SU GROUP HOLDINGS LIMITED

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 18. RELATED PARTY TRANSACTIONS AND BALANCES

The table below sets forth the major related parties and their relationships with the Group as of September 30, 2022 and March 31, 2023:

Name	Relationship
Mr. Chan Ming Dave	Founder, ultimate shareholder

Ms. Yam Fung Yee Carrie
Exceptional Engineering Limited

Founder's family member
Shareholder who owned 95% and 70.19% of the equity interest of the Company as of September 30, 2022 and March 31, 2023 respectively

Amounts due from related parties

Amounts due from related parties represented current accounts with related parties, which are used for daily operations, as follows:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Exceptional Engineering Limited	15,210	—
Ms. Yam Fung Yee Carrie	7,600	—
	<u>22,810</u>	<u>—</u>

Amount due to a related party

Amount due to a related party represented a current account with a related party, which is used for daily operations, as follows:

	As of September 30, 2022	As of March 31, 2023
	HK\$	HK\$
Mr. Chan Ming Dave	195,958	—

Leases from related parties

The Group has various agreements for the leases of office, workshop, warehouse, and carparking space owned by the founder and his family member. The terms of the agreements in effect as of March 31, 2023 state that the Group will continue to lease the property at a monthly rent of HK\$78,100 with annual rental expense at HK\$937,200.

The details of leases from related parties in effect as of March 31, 2023 are as below:

Lessee	Lessor	Rent Period		Monthly Rental
		From	To	
				HK\$

Shine Union	Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie	April 1, 2023	March 31, 2024	37,500
Shine Union	Mr. Chan Ming Dave	April 1, 2023	March 31, 2024	13,000
Shine Union	Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie	April 1, 2023	March 31, 2024	20,000
Shine Union	Ms. Yam Fung Yee Carrie	September 1, 2022	August 31, 2023	7,600

The lease expenses charged by the above related parties during the six months ended March 31, 2022 and 2023 was HK\$411,000 and HK\$438,970, respectively.

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NOTE 18. RELATED PARTY TRANSACTIONS AND BALANCES (cont.)

As of September 30, 2022 and March 31, 2023, no operating lease ROU assets and operating lease liabilities of leases from related parties were recognized on the unaudited condensed consolidated balance sheets since all of these leases were short-term leases.

Guarantee/collateral provided by related parties

Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie provided guarantee for the Group's long-term bank loans and banking facilities of a subsidiary (see Note 12).

NOTE 19. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted EPS for the six months ended March 31, 2022 and 2023:

	For the Six Months Ended	
	March 31,	
	2022	2023
	HK\$	HK\$
<i>Numerator:</i>		
Numerator for basic and diluted earnings per share – net income attributable to the SU Group Holdings Limited's shareholders	2,783,544	9,997,960

Denominator:

Denominator for basic and diluted net income per share – weighted average		
number of shares	12,000,000	12,000,000

Earnings per share – basic and diluted	0.23	0.83
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NOTE 20. SEGMENT REPORTING

The CODM reviews financial information of operating segments based on internal management report when making decisions about allocating resources and assessing the performance of the Group. As a result of the assessment made by CODM, the Group has two reportable segments for continuing operations, including security-related engineering services business and security guarding and screening services business. The Group's CODM evaluates performance based on the operating segment's revenues and their operating results.

The following tables present summary information by segment for the six months ended March 31, 2022 and 2023:

	For the Six Months Ended March 31, 2023		
	Security-related engineering services	Security guarding and screening services	Total
	HK\$	HK\$	HK\$
Revenues	65,126,874	31,916,951	97,043,825
Cost of revenues	(44,817,879)	(26,727,797)	(71,545,676)
Gross profit	20,308,995	5,189,154	25,498,149
Depreciation and amortization	1,033,840	525,626	1,559,466
Total capital expenditures	663,000	—	663,000

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SU GROUP HOLDINGS LIMITED
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS

NOTE 20. SEGMENT REPORTING (cont.)

	For the Six Months Ended March 31, 2022		
	Security-related engineering services	Security guarding and screening services	Total
	HK\$	HK\$	HK\$
Revenues	41,839,740	28,063,100	69,902,840
Cost of revenues	(27,053,268)	(21,555,065)	(48,608,333)
Gross profit	14,786,472	6,508,035	21,294,507
Depreciation and amortization	1,490,558	486,285	1,976,843
Total capital expenditures	45,000	58,000	103,000
		As of September 30, 2022	As of March 31, 2023
		HK\$	HK\$
Total assets:			
Security-related engineering services		70,889,268	84,099,375
Security guarding and screening services		18,895,828	20,559,817
Unallocated assets		3,750,993	3,368,454
		93,536,089	108,027,646

NOTE 21. SUBSEQUENT EVENTS

The Group has evaluated subsequent events through September 29, 2023, the date of issuance of the unaudited condensed consolidated financial statements. Except for the events mentioned above, the Group did not identify any subsequent events with material financial impact on the Group's unaudited condensed consolidated financial statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
SU Group Holdings Limited

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of SU Group Holdings Limited (the “Company”) as of September 30, 2021 and 2022, the related consolidated statements of income, changes in equity and cash flows for each of the years in the two-year period ended September 30, 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2021 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended September 30, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Marcum Asia CPAs LLP

Marcum Asia CPAs LLP

We have served as the Company's auditor since 2022.

New York, NY

May 16, 2023, except for Notes 13 and 20, as to which the date is June 30, 2023

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SU GROUP HOLDINGS LIMITED
CONSOLIDATED BALANCE SHEETS

	As of September 30,		
	2021	2022	2022
	HK\$	HK\$	US\$
Assets			
Current assets			
Cash and cash equivalents	31,080,973	25,185,630	3,208,524
Trade receivables, net	30,376,096	23,696,180	3,018,775
Inventories	17,949,372	22,692,161	2,890,868
Prepaid expenses and other current assets	727,799	973,791	124,055
Contract assets	2,226,252	4,653,025	592,772
Amounts due from related parties	10	22,810	2,906
Total current assets	82,360,502	77,223,597	9,837,900
Non-current assets			
Property and equipment, net	12,734,914	10,723,617	1,366,136
Intangible assets, net	167,463	229,880	29,286
Goodwill	1,271,160	1,271,160	161,939
Deferred offering expenses	—	1,571,254	200,170
Operating lease right-of-use assets, net	1,839,494	1,449,859	184,705
Investment in key management insurance policy	979,680	1,065,480	135,737
Deferred tax assets	10,513	1,242	158
Total non-current assets	17,003,224	16,312,492	2,078,131
TOTAL ASSETS	99,363,726	93,536,089	11,916,031

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities			
Trade payables	5,550,378	3,174,806	404,454
Notes payables	1,980,993	2,931,934	373,514
Other payables	3,320,665	2,365,624	301,369
Amount due to a related party	204,518	195,958	24,964
Accrued payroll and welfare	7,281,476	8,797,841	1,120,801
Operating lease liabilities – current	851,803	541,118	68,936
Income tax payable	4,097,767	2,446,138	311,626
Contract liabilities	30,068,653	27,225,278	3,468,365
Total current liabilities	53,356,253	47,678,697	6,074,029
Non-current liabilities			
Operating lease liabilities – non-current	94,750	38,000	4,841
Other payables – non-current	1,376,640	1,433,190	182,581
Deferred tax liabilities	2,198,066	1,768,737	225,328
Other liabilities	886,714	956,388	121,839
Total non-current liabilities	4,556,170	4,196,315	534,589
Total liabilities	57,912,423	51,875,012	6,608,618
Commitments and contingencies			
Shareholders' Equity			
Ordinary shares (par value of HK\$0.01 per share; 750,000,000 ordinary shares authorized and 12,000,000 and 12,000,000 ordinary shares issued and outstanding as of September 30, 2021 and 2022, respectively.)*	120,000	120,000	15,287
Shares subscription receivables*	(119,990)	(119,990)	(15,286)
Additional paid-in capital	8,000,000	8,000,000	1,019,160
Retained earnings	32,322,456	32,085,133	4,087,486
Total SU Group Holdings Limited shareholders' equity	40,322,466	40,085,143	5,106,647
Non-controlling interests	1,128,837	1,575,934	200,766
Total shareholders' equity	41,451,303	41,661,077	5,307,413
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	99,363,726	93,536,089	11,916,031

* Retrospectively restated for effect of the nominal issuance of shares effected on February 27, 2023 and June 20, 2023 (Note 13).

The accompanying notes are an integral part of these consolidated financial statements.

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SU GROUP HOLDINGS LIMITED
CONSOLIDATED STATEMENTS OF INCOME

	For the Years Ended September 30,		
	2021	2022	2022
	HK\$	HK\$	US\$
Revenues	117,565,797	136,447,442	17,382,725
Cost of revenues	(81,595,840)	(97,220,327)	(12,385,386)
Gross profit	35,969,957	39,227,115	4,997,339
Operating expenses			
Selling, general and administrative expenses	(31,759,057)	(30,539,155)	(3,890,536)
Gains (losses) on disposal of property and equipment	3,932,639	(1,862,704)	(237,300)
Income from operations	8,143,539	6,825,256	869,503
Other income (expenses)			
Other income	1,207,336	3,576,366	455,611
Finance expenses	(244,202)	(82,843)	(10,554)
Other expenses	—	(96,028)	(12,233)
Total other income, net	963,134	3,397,495	432,824
Income before income tax expenses	9,106,673	10,222,751	1,302,327
Income tax expenses	(3,084,527)	(1,972,577)	(251,296)
Net income	6,022,146	8,250,174	1,051,031
Less: Net income attributable to non-controlling interests	(222,970)	(487,497)	(62,105)

Net income attributable to SU Group Holdings			
Limited's ordinary shareholders	<u>5,799,176</u>	<u>7,762,677</u>	<u>988,926</u>
Net income per share			
Basic and diluted*	0.48	0.65	0.08
Weighted average number of shares			
Basic and diluted*	12,000,000	12,000,000	12,000,000

* Retrospectively restated for effect of the nominal issuance of shares effected on February 27, 2023 and June 20, 2023 (Note 13).

The accompanying notes are an integral part of these consolidated financial statements.

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SU GROUP HOLDINGS LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Ordinary shares*		Shares	Additional	Retained	Total SU Group		Total	
			subscription	paid-in		Holdings Limited	Non-		shareholders'
	Share	Amount	receivables*	capital		earnings	controlling		shareholders'
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	
Balance as of									
September 30,									
2020	11,999,950	119,999	(119,990)	—	43,473,280	43,473,289	955,867	44,429,156	
Net income	—	—	—	—	5,799,176	5,799,176	222,970	6,022,146	
Ordinary shares									
issued	50	1	—	8,000,000	—	8,000,001	—	8,000,001	
Dividend									
distribution	—	—	—	—	(16,950,000)	(16,950,000)	(50,000)	(17,000,000)	
Balance as of									
September 30,									
2021	12,000,000	120,000	(119,990)	8,000,000	32,322,456	40,322,466	1,128,837	41,451,303	
Net income	—	—	—	—	7,762,677	7,762,677	487,497	8,250,174	

Dividend distribution	—	—	—	—	(8,000,000)	(8,000,000)	(40,400)	(8,040,400)
Balance as of								
September 30,								
2022	12,000,000	120,000	(119,990)	8,000,000	32,085,133	40,085,143	1,575,934	41,661,077
Balance as of								
September 30,								
2022 (US\$)		15,287	(15,286)	1,019,160	4,087,486	5,106,647	200,766	5,307,413

* Retrospectively restated for effect of the nominal issuance of shares effected on February 27, 2023 and June 20, 2023 (Note 13).

The accompanying notes are an integral part of these consolidated financial statements.

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SU GROUP HOLDINGS LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended September 30,		
	2021	2022	2022
	HK\$	HK\$	US\$
Cash flows from operating activities:			
Net income	6,022,146	8,250,174	1,051,031
Adjustments to reconcile net income to net cash provided by operating activities:			
Change in fair value of investment in key management insurance policy	(36,315)	(37,868)	(4,824)
Depreciation of property and equipment	2,775,397	2,253,593	287,097
Amortization of intangible assets	56,000	82,583	10,521
Amortization of operating lease right-of-use assets	1,287,745	1,267,957	161,531
Provision for allowance for doubtful accounts	3,000	30,000	3,822
Deferred tax	(1,119,374)	(420,058)	(53,513)
(Gains) Losses on disposal of property and equipment	(3,932,639)	1,862,704	237,300
Foreign exchange losses (gains) - unrealized	45,827	(28,928)	(3,685)

Changes in operating assets and liabilities

Inventories	(3,473,527)	(4,742,789)	(604,208)
Trade receivables	(952,674)	6,649,916	847,166
Prepaid expenses and other current assets	(22,138)	(1,865,178)	(237,614)
Contract assets	(2,184,252)	(2,426,773)	(309,159)
Trade and notes payables	(1,681,673)	(1,368,207)	(174,303)
Other payables, accrued payroll and welfare	4,469,013	617,874	78,714
Contract liabilities	14,840,609	(2,843,375)	(362,232)
Operating lease liabilities	(1,265,545)	(1,245,757)	(158,703)
Other liabilities	140,235	69,674	8,876
Income tax payable	3,611,330	(1,651,629)	(210,409)
Net cash provided by operating activities	18,583,165	4,453,913	567,408

Cash flows from investing activities:

Purchases of property and equipment	(2,890,250)	(2,153,000)	(274,281)
Proceeds from disposal of property and equipment	17,760,116	48,000	6,115
Purchases of intangible assets	—	(145,000)	(18,472)
Net cash provided by (used in) investing activities	14,869,866	(2,250,000)	(286,638)

Cash flows from financing activities:

Repayments of long-term bank loans	(4,901,968)	—	—
Dividend payment	(17,000,000)	(8,040,400)	(1,024,307)
Proceeds from capital contribution	8,000,000	—	—
Proceeds from issuance of shares upon incorporation	10	—	—
Payments to related parties	(2,907,975)	(256,389)	(32,663)
Payments by related parties	257,740	225,029	28,668
Net cash used in financing activities	(16,552,193)	(8,071,760)	(1,028,302)

Effect of exchange rate changes	(20,302)	(27,496)	(3,505)
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Net increase (decrease) in cash and cash equivalents	16,880,536	(5,895,343)	(751,037)
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Cash and cash equivalents at beginning of the year	14,200,437	31,080,973	3,959,561
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Cash and cash equivalents at end of the year	31,080,973	25,185,630	3,208,524
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Supplemental disclosure of cash flow information:			
Interest expense paid	195,748	43,600	5,554
Income tax paid	592,571	4,044,264	515,219

Supplemental non-cash investing and financing information:			
Operating lease right-of-use assets obtained in exchange for operating lease obligations	820,002	878,321	111,894
Modification of lease on operating lease right-of-use assets and operating lease liabilities	239,305	—	—
Extinguishment of operating lease right-of-use assets and operating lease liabilities due to termination of lease	83,620	—	—

The accompanying notes are an integral part of these consolidated financial statements.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION AND PRINCIPAL ACTIVITIES

SU Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the provision of security-related engineering services, and security guarding and screening services in Hong Kong Special Administrative Region (“Hong Kong”) of the People’s Republic of China.

The Company was incorporated under the law of Cayman Islands as an exempted company with limited liability on March 11, 2021. The registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

SU Group Investment Limited (“SU Investment”), which is 100% owned by the Company, was incorporated in British Virgin Islands (the “BVI”) on November 21, 2019. SU Investment is an investment holding company with no operations.

Shine Union Limited (“Shine Union”), which was incorporated on January 2, 1998 in Hong Kong, has been 100% owned by SU Investment since December 11, 2019. It is engaged in providing security-related engineering services.

Fortune Jet Management & Training Co. Limited (“Fortune Jet”), which was incorporated on February 13, 2015 in Hong Kong, has been 90% owned by SU Investment since December 9, 2019. It is engaged in providing security guarding and screening services.

Since December 2019, Shine Union and Fortune Jet were consolidated by SU Investment.

Reorganization

In anticipation of an initial public offering (“IPO”) of its equity securities, the Company undertook a reorganization (the “Reorganization”). Since December 2019, SU Investment became the holding company of Shine Union and Fortune Jet. Effective on April 16, 2021, upon the transfer of all equity ownership of SU Investment to the Company, it became the ultimate holding company of SU Investment, Shine Union and Fortune Jet, which were all controlled by the same shareholder before and after the Reorganization.

The consolidation of the Company and its subsidiaries has been accounted for at historical cost and prepared on the basis as if the Reorganization had become effective as of the beginning of the first period presented in the accompanying consolidated financial statements. Results of operations for the periods presented comprise those of the previously separate entities combined from the beginning of the period to the end of the period, eliminating the effects of intra-entity transactions.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

(b) Principal of consolidation

The consolidated financial statements include the financial statements of the Company and all the subsidiaries of the Company. All transactions and balances among the Company and its subsidiaries have been eliminated upon consolidation. A subsidiary is an entity in which the Company, directly or indirectly, controls more than one half of the voting powers; or has the power to appoint or remove the majority of the members of the board of directors; or to cast a majority of votes at the meeting of directors; or has the power to govern the financial and operating policies of the investee under a statute or agreement among the shareholders or equity holders.

Non-controlling interests represent the portion of the net assets of a subsidiary attributable to interests that are not entitled by the Company. The non-controlling interest is presented in the consolidated balance sheets, separately from equity attributable to the shareholders of the Group. Non-controlling interest’s operating result is presented in the consolidated statements of income as an allocation of the total profit or loss for the year between non-controlling shareholders and the shareholders of the Group.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(c) Foreign currency translation and transactions

The Company uses Hong Kong dollars (“HK\$”) as its reporting currency. The functional currency of the Company and its subsidiaries is HK\$, based on the criteria of Accounting Standards codification (“ASC”) Topic 830, Foreign Currency Matters.

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at end of the reporting period. The resulting exchange differences are recorded in the consolidated statements of income.

In the consolidated financial statements, the financial information of the Company and its subsidiaries with functional currency other than HK\$ has been translated into HK\$ using the exchange rate at the end of the reporting period for assets and liabilities and average exchange rate for the years for income and expense items. The equity denominated in the functional currency other than HK\$ is translated at the historical rate of exchange at the time of capital contribution.

No foreign currency translation adjustments were made for the years ended September 30, 2021 and 2022.

(d) Convenience translation

The consolidated financial statements as of and for the year ended September 30, 2022 have been translated into U.S. dollars (“US\$”) solely for the convenience of the readers. The translation has been made at the rate of US\$1.00 = HK\$7.8496, representing the close rate on September 30, 2022 as set forth in the statistical release of Yahoo.com. No representation is made that the HK\$ amounts represent or could have been, or could be, converted, realized or settled into US\$ at that rate, or at any other rates.

(e) Use of estimates and assumptions

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods.

Estimates are adjusted to reflect actual experience when necessary. Significant accounting estimates reflected in the Group's consolidated financial statements include allowance for doubtful accounts related to trade receivables, allowance for inventories, the useful lives of property and equipment, impairment assessment for goodwill and long-lived assets, the discount rates for leases and the impairment assessment, revenue recognition, deferred tax, and uncertain tax positions. The use of estimates is an integral component of the financial reporting process. Actual results could differ from those estimates.

(f) Fair values of financial instruments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. When available, the Group uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Group will measure fair value using valuation techniques that use, when possible, current market-based or independently sourced market parameters, such as interest rates and exchange rates. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

Fair value measurements are based on a fair value hierarchy, based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group has the ability to access at the measurement date.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted market prices for similar assets and liabilities; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 — Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Financial assets and liabilities of the Group primarily consist of cash and cash equivalents, trade receivables, deposits and other receivables included in prepaid expenses and other current assets, amounts due from related parties, investment in key management insurance policy, trade payables, notes payables, other payables, amount due to a related party, and other liabilities. The carrying amounts of cash and cash equivalents, trade receivables, deposits and other receivables included in prepaid expenses and other current assets, amounts due from related parties, trade payables, notes payables, other payables, amount due to a related party, and other liabilities approximate their fair values due to the short-term maturities. Investment in key management insurance policy is measured at fair value using unobservable inputs which is positively correlated to the surrender cash value and categorized in Level 3 of the fair value hierarchy.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, and other short-term and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Trade receivables, net

Trade receivables, net are stated at the original amount less an allowance for doubtful accounts. Trade receivables are recognized in the period when the Group has delivered goods or rendered services to its customers and when the right to consideration is unconditional. The amounts due are stated at their net estimated realizable value. The credit terms are generally between 0 to 90 days. In establishing the required allowance for doubtful accounts, management considers historical collection experience, aging of the receivables, the economic environment, industry trend analysis, and the credit history and financial conditions of the customers. Management reviews its receivables on a regular basis to determine if the allowance is adequate, and adjusts the allowance when necessary. Delinquent account balances are written off against allowance for doubtful accounts after management has determined that the likelihood of collection is not probable.

(i) Inventories

Inventories consist of spare parts and other materials and work-in-progress. Spare parts and other materials primarily comprise of components and parts for the security systems. Work-in-progress primarily comprises of certain costs incurred for installation of security systems that will be sold to customers, which are partially installed and have yet to meet the criteria for revenue recognition.

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the moving weighted average method and in the case of work-in-progress, comprises raw materials and other direct costs. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

Where there is evidence that the utility of inventories, in their disposal in the ordinary course of business, will be less than cost, whether due to physical deterioration, obsolescence, changes in price levels, or other causes, the inventories are written down to net realizable value. No write-down of inventories was made for the years ended September 30, 2021 and 2022.

(j) Prepaid expenses and other current assets

Prepaid expenses and other current assets are mainly prepaid insurance, deposits for utilities and items in daily operations, and employee advances. These amounts are refundable and bear no interest. Management reviews its prepaid expenses and other current assets on a regular basis to determine if the allowance is adequate, and adjusts the allowance when necessary. Management continues to evaluate the reasonableness of the allowance policy and update it if necessary.

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**SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(k) Related party

A related party may be any of the following: a) an affiliate, which is a party that directly or indirectly controls, is controlled by, or is under common control with an entity; b) a principal owner, owner of record or known beneficial owner of more than 10% of the voting interest of an entity; c) management, which are persons having responsibility for achieving objectives of the entity and requisite authority to make decision; d) immediate family of management or principal owners; e) a parent company and its subsidiaries; and f) other parties that have ability to significantly influence the management or operating policies of the entity. The Group discloses all significant related party transactions.

(l) Property and equipment, net

Property and equipment, net is stated at historical cost less accumulated depreciation and impairment, if any. Cost represents the purchase price of the asset and other costs incurred to bring the asset into its intended use. Depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Items	Useful life
Building	25 years
Leasehold improvements	Shorter of the lease terms or the estimated useful lives
Motor vehicles	4 years

Furniture, fixtures and equipment	5 years
Equipment for leasing	8 years

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the consolidated statements of income. Expenditures for maintenance and repairs are charged to consolidated statements of income as incurred, while additions, renewals and betterments, which are expected to extend the useful lives of assets, are capitalized. The Group also re-evaluates the periods of depreciation to determine whether subsequent events and circumstances warrant revised estimates of useful lives.

(m) Intangible assets, net

Indefinite-lived intangible assets are tested for impairment at least annually and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Indefinite-lived intangible assets are impaired if their estimated fair values are less than their carrying values.

Finite-lived intangible assets are carried at cost less accumulated amortization and impairment if any. The finite-lived intangible assets are amortized over their estimated useful lives, which are the period over which the assets are expected to contribute directly or indirectly to the future cash flows of the Group. These intangible assets are tested for impairment at the time of a triggering event, if one were to occur. Finite-lived intangible assets may be impaired when the estimated undiscounted future cash flows generated from the assets are less than their carrying amounts.

The Group may rely on a qualitative assessment when performing impairment test for its intangible asset. Otherwise, the impairment evaluation is performed at the lowest level of identifiable cash flows independent of other assets.

The Group's intangible assets mainly represented computer software. Computer software is classified as finite-lived intangible assets and amortized over its useful life of 5 years.

(n) Goodwill

Goodwill represents the excess of the consideration paid of an acquisition over the fair value of the net identifiable assets of the acquired subsidiaries at the date of acquisition. Goodwill is not amortized and is tested for impairment at least annually, or more often when circumstances indicate that impairment may have occurred. Goodwill is carried at cost less accumulated impairment. If impairment exists, goodwill is immediately written off to its fair value and the loss is recognized in the consolidated statements of income. Impairment losses on goodwill are not reversed.

SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Group reviews the carrying value of intangible assets not subject to amortization, including goodwill, to determine whether impairment may exist annually or more frequently if events and circumstances indicate that it is more likely than not that an impairment has occurred. The Group has the opinion to assess qualitative factors to determine whether it is necessary to perform the two-step in accordance with ASC Topic 350, Intangibles — Goodwill and Other. If the Group believes, as a result of the qualitative assessment, that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the two-step quantitative impairment test described below is required. The first step compares the fair value of a reporting unit to its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying amount of the reporting unit exceeds its fair value, the second step compares the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for a business acquisition with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. Estimating fair value is performed by utilizing various valuation techniques, with the primary technique being discounted cash flows.

No impairment of goodwill was made for the years ended September 30, 2021 and 2022.

(o) Deferred offering expenses

The Group capitalizes certain underwriting, legal, professional, and other third-party fees that are directly related to the IPO, as deferred offering expenses until such IPO is consummated. Upon consummation of the IPO, these fees will be recorded in the stockholders' equity as a reduction of additional paid-in capital generated from the offering. In the event the offering is aborted, deferred offering costs will be expensed. The Group recorded nil and HK\$1,571,254 as deferred offering expenses under non-current assets in the consolidated balance sheets as of September 30, 2021 and 2022, respectively.

(p) Investment in key management insurance policy

The Group invests in a key management insurance policy which is a life insurance policy. The key management insurance policy is initially recognized at the amount of premium paid, and subsequently measured at the end of each reporting period at the cash surrender value that could be realized under the insurance policy, which is primarily based on the guaranteed cash value stated on the annual statement from the insurance company. Changes to the cash surrender value at the end of each reporting period will be recognized in other income or other expenses in the consolidated statements of income. Any gain or loss on the derecognition of the investment in the event of death of the insured person, the surrender of

the policy, or upon the maturity of the policy, will be recognized in other income or other expenses in the consolidated statements of income.

(q) Impairment for long-lived assets

Long-lived assets such as property and equipment are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be fully recoverable or that the useful life is shorter than that the Group had originally estimated. When these events occur, the Group evaluates the impairment for the long-lived asset by comparing the carrying value of the asset to an estimate of future undiscounted cash flows expected to be generated from the use of the asset and its eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying value of the asset, the Group recognizes an impairment loss based on the excess of the carrying value of the asset over the fair value of the asset.

No impairment of long-lived assets was recognized for the years ended September 30, 2021 and 2022.

(r) Notes payables

Notes payables represent outstanding bills with bank, mainly consist of outstanding letter of credit, import bills acceptance, and trust receipt. Notes payables are non-interest bearing and generally mature within six months.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(s) Commitments and contingencies

In the normal course of business, the Group is subject to commitments and contingencies, including operating lease commitments, legal proceedings and claims arising out of its business that relate to a wide range of matters, such as government investigations and tax matters. The Group recognizes a liability for such contingency if it determines that it is probable that a loss will occur and a reasonable estimate of the loss can be made. The Group may consider many factors in making these assessments on liability for contingencies, including historical and the specific facts and circumstances of each matter.

(t) Revenue recognition

The Group recognized its revenue under ASC Topic 606, Revenue from Contracts with Customers (“ASC 606”). The core principle underlying the revenue recognition of this Accounting Standards Update (“ASU”) allows the Group to recognize revenue that represents the transfer of goods and services

to customers in an amount that reflects the consideration to which the Group expects to be entitled in such exchange. This will require the Group to identify contractual performance obligations and determine whether revenue should be recognized at a point in time or over time, based on when control of goods and services transfers to a customer.

To achieve that core principle, the Group applies five-step model to recognize revenue from customer contracts. The five-step model requires the Group to (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur; (iv) allocate the transaction price to the respective performance obligations in the contract; and (v) recognize revenue when (or as) the Group satisfies the performance obligation.

The Group accounts for a contract with a customer when the contract is committed in writing, the rights of the parties, including payment terms, are identified, the contract has commercial substance, and consideration is probable of substantially collection.

The Group derives its revenues principally from providing security-related engineering services, and security guarding and screening services.

Revenue recognition policies for each type of revenue stream are as follows:

Security-related engineering services

The Group offers security-related engineering services to customers, and signs project contracts with them. The contracts typically comprise one or multiple arrangements, such as: i) supplies of security systems and products, provision of installation, and related maintenance services; ii) supplies of security systems and products only; or iii) maintenance services only.

The Group determines whether arrangements are distinct based on whether the customer can benefit from the product or service on its own or together with other resources that are readily available and whether the Group's commitment to transfer the product or service to the customer is separately identifiable from other obligations in the contract.

The Group has identified that the supply of security systems and products with the installation services are a combined performance obligation, as they are interdependent and interrelated services as one promise to the customer. The Group also determines that the related maintenance services are distinct and represent a separate performance obligation.

The transaction price of a contract containing multiple performance obligations is allocated to the separate performance obligations on a relative standalone selling price basis, which is determined using observable inputs, such as standalone sales of the maintenance services and historical contract pricing. If the standalone selling price is not observable through past transactions, we estimate the standalone

selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Group recognizes revenues when (or as) it satisfies the performance obligation by transferring a promised product and/or service to a customer. Revenues from supplying security systems and products and installation services are recognized at a point in time when the legal title and control of the products and services has been transferred, being when the products and services are delivered, and accepted by the customer, there is no unfulfilled obligation that could affect the customers' acceptance of the products and services, and it is highly probable that a significant reversal will not occur. The Group recognizes revenue from the maintenance services ratably over the term of the arrangement, because the customer simultaneously receives and consumes the benefits provided by the Group.

In addition, the Group provides equipment rental services to the customers with use of dedicated security-related systems and equipment for contractual periods. The Group assesses the service for equipment rental arrangements under ASC Topic 842, Leases ("ASC 842"). Revenues are recognized on a straight-line basis over the lease period, usually two to three years.

Customers related to security-related engineering services generally make the payment monthly or quarterly, in accordance with the contract terms, except for the payment related to the supply of security systems and products which is payable upon client's acceptance.

Security guarding and screening services

The Group enters into contracts with customers to provide security guarding services, by dispatching security guards with corresponding abilities and qualifications on demand, to fulfill the customers' needs such as securing and guarding physical properties by, among other things, conducting patrols, entrance guarding, access control and alarm monitoring and response such as fire and gas detection, burglary detection and emergency management such as first aid service and communication and evacuation. The Group also offers security guarding services targeted at crowd coordination and management.

The Group also enters into contracts with customers to provide security screening services, by dispatching certified screeners to the premises of the customers. The Group's screening services include the detection of explosives, incendiary devices in air cargo consignment and detection of dangerous goods for safety purpose through the operation of threat detection system by the screeners.

The Group identifies one performance obligation in security guarding and screening services as the contract comprises of a series of distinct services that are substantially the same and have the same pattern of transfer to the customers, which is to provide security guards and screeners in accordance with the demand orders.

Since the customer simultaneously receives and consumes the benefits as the dispatched security guards and screeners perform the services, revenue from security guarding and screening services is recognized over the contractual term, starting from the date that the Group's services are made available to the customers. The contracts have a transaction price that includes a fixed consideration and a variable consideration that is charged based on ad-hoc overtime work demanded, less any deduction due to absence. The considerations are reconciled with customers monthly before billing. For variable considerations, the Group uses the practical expedient that allows it to recognize revenue in the amount to which the Group has a right to invoice.

In addition to the abovementioned security guarding and screening services, the Group also offers various types of related vocational training courses. The fees are usually billed and paid in advance before commencement of the training. Revenues are recognized at the course fees over time during the training course period, usually within several days.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

The following table disaggregates the Group's revenue for the years ended September 30, 2021 and 2022:

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
<i>By revenue type</i>		
Security-related engineering services		
Security systems and products and installation	59,089,502	57,829,366
Security systems maintenance services	9,840,023	10,698,776
Equipment leasing	12,617,616	8,716,360
	81,547,141	77,244,502
Security guarding and screening services		

Security guarding services	15,822,222	38,615,289
Screening services	15,267,528	16,755,336
Related vocational training services	4,928,906	3,832,315
	<u>36,018,656</u>	<u>59,202,940</u>
Total	<u>117,565,797</u>	<u>136,447,442</u>

By timing of revenue recognition

Security-related engineering services		
Goods and services transferred at a point in time	48,088,609	44,353,052
Services rendered over time	33,458,532	32,891,450
	<u>81,547,141</u>	<u>77,244,502</u>
Security guarding and screening services		
Goods and services transferred at a point in time	—	—
Services rendered over time	36,018,656	59,202,940
	<u>36,018,656</u>	<u>59,202,940</u>
Total	<u>117,565,797</u>	<u>136,447,442</u>

Contract balances

Timing of revenue recognition may differ from the timing of invoicing to the customers. Trade receivables represent amounts invoiced when the Group has satisfied its performance obligations and has the unconditional right to payment. Contract assets are primarily unbilled trade receivables that are conditional on something other than the passage of time, and the Group reviews the contract assets for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

As of September 30, 2021 and 2022, contracts assets amounted to HK\$2,226,252 and HK\$4,653,025, respectively. HK\$3.1 million, or 66.5%, of the contract assets as of September 30, 2022 have been subsequently realized as of the date of this report, and the remaining balance is expected to be utilized within 1 year from September 30, 2022. No provision was made for doubtful accounts of contract assets for the years ended September 30, 2021 and 2022.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers the promised goods or services to the customer, the Group presents the amount as a contract liability when the payment is received or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer the promised goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Contract liabilities were HK\$30,068,653 and HK\$27,225,278 as of September 30, 2021 and 2022, respectively. Due to the generally short-term duration of the contracts, the majority of the performance obligations are satisfied in the following reporting period. Revenue recognized during the years ended September 30, 2021 and 2022, respectively, relating to contract liabilities as of October 1, 2020 and 2021 was HK\$13,690,507 and HK\$19,344,394, respectively.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(u) Cost of revenues

Cost of revenues mainly consists of cost of goods sold, employee benefit expense of direct labor, depreciation, subcontracting fee, transportation fee, travelling expenses, freight charge, course expenses, sample, uniform, insurance for direct labor, and provision for obsolete inventories.

(v) Selling, general and administrative expenses

Selling, general and administrative expenses mainly represented employee benefit expense of sales and administrative staff, rental, depreciation, professional service fees, research and development expenses, and other corporate expenses. Research and development expenses relating to improving development efficiency and quality of the Group's products and services are expensed as incurred. The Group recognized research and development expenses of HK\$17,200 and HK\$200,028 for the years ended September 30, 2021 and 2022, respectively.

(w) Employee benefits

Employee benefits include employees' leave entitlements, bonus entitlements, and pension obligations, other than those expenses arising from basic salaries as a result of services rendered by the Group's employees.

Employees' entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by the employees up to the end of the reporting period. Employee entitlements to sick leave and maternity or paternity leave are not recognized until the time of leave.

Bonus entitlements are recognized as a liability at its expected cost when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the

obligation can be made. Liabilities for bonus are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

Regarding pension obligations, the Group participates in defined contribution retirement benefit plans which are available to all relevant employees in Hong Kong. These plans are generally funded through payments to schemes established by publicly or privately administered funds. A defined contribution plan is a pension plan under which the Group pays contributions on mandatory, contractual or voluntary basis into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current period. The Group's contributions to the defined contribution plans are expensed.

(x) Leases

The Group adopted ASC 842 effective October 1, 2020.

Lease classification for leases under which the Group is a lessor is evaluated at lease commencement and leases not classified as sales-type leases or direct financing leases are classified as operating leases. Leases qualify as sales-type leases if the contract includes either transfer of ownership clauses, certain purchase options, a lease term representing a major part of the economic life of the asset, or the present value of the lease payments and residual guarantees provided by the lessee exceeds substantially all of the fair value of the asset. Additionally, leasing an asset so specialized that it is not deemed to have any value to the Group at the end of the lease term may also result in classification as a sales-type lease. Leases qualify as direct financing leases when the present value of the lease payments and residual value guarantees provided by the lessee and unrelated third parties exceeds substantially all of the fair value of the asset and collection of the payments is probable.

Lease classification for leases under which the Group is a lessee is evaluated at lease commencement as finance or operating leases. Leases qualify as finance leases if the lease transfers ownership of the asset at the end of the lease term, the lease grants an option to purchase the asset that the Group is reasonably certain to exercise, the lease term is for a major part of the remaining economic life of the asset, or the present value of the lease payments exceeds substantially all of the fair value of the asset. Leases that do not qualify as finance leases are deemed to be operating

leases. At lease commencement the Group records a lease liability which is measured as the present value of the lease payments and a right-of-use (“ROU”) asset which is measured as the amount of the lease liability and any initial direct costs incurred. The Group applies the rate implicit in the lease, if available, as a discount rate to determine the present value of the lease payments. If the rate implicit in the lease is not known, the Group uses a discount rate reflective of the incremental borrowing rate. In the consolidated statements of income, operating leases are expensed through rent expense while financing leases are expensed through amortization and interest expense.

Leases — the Group as lessor

The Group’s lease arrangements are all operating leases which typically have a maturity of 2 to 3 years. Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognized as an expense in the consolidated statements of income over the lease term on the same basis as equipment leasing income. See Note 2(s) for the accounting policy for revenue from equipment rental services.

Leases — the Group as lessee

The Group owns leasehold land in Hong Kong and lease training center, offices, workshops, warehouse, and carparking spaces, which are classified as operating leases in accordance with ASC 842. Under ASC 842, the Group as a lessee is required to recognize the following for all leases (with the exception of short-term leases, usually with initial term of 12 months or less) on the commencement date: (i) lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) ROU asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term.

At the commencement date, the Group recognizes the lease liability at the present value of the lease payments not yet paid, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group’s incremental borrowing rate for the same term as the underlying lease. The ROU asset is recognized initially at cost, which primarily comprises the initial amount of the lease liability, plus any initial direct costs incurred, consisting mainly of brokerage commissions, less any lease incentives received. All ROU assets are reviewed for impairment annually. There was no impairment for ROU asset as of September 30, 2021 and 2022.

The Group elected the practical expedient to account for leases with lease terms which end within twelve months of the initial date of application as a short-term lease. The lease payments for short-term leases are recognized on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred.

(y) Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in other comprehensive income or directly in equity.

Current tax is provided on the basis of net income for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for income tax purposes, in accordance with the regulations of the relevant tax jurisdictions. It is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is accounted for using the asset and liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the profit or loss, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

An uncertain tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Penalties and interests incurred related to underpayment of income tax are classified as income tax expense in the period incurred. For the years ended September 30, 2021 and 2022, the amount of penalties and interests incurred related to underpayment of income tax was nil. Hong Kong Profits Tax returns filed in 2018 to 2022 are subject to examination by any applicable tax authorities.

(z) Government grants

Government grants are recognized at their fair values when there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Grants that compensate the Group for expenses incurred are recognized in other income on the consolidated statements of income on a systematic basis in the same periods in which the expenses are recognized. When the grant relates to an asset, the fair value is deducted against the carrying amount of the assets. The Group recognized

government grants of HK\$1,023,300 and HK\$3,471,615 for the years ended September 30, 2021 and 2022, respectively.

(aa) Earnings per share

Earnings per share (“EPS”) is computed by dividing net income by the weighted average number of ordinary shares outstanding. Diluted EPS presents the dilutive effect on a per share basis of the potential ordinary shares (e.g., convertible securities, options and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential ordinary shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS. For the years ended September 30, 2021 and 2022, there were no dilutive shares.

(ab) Segment reporting

The Group has organized its continuing operations into two operating segments. The segments reflect the way the Group evaluates its business performance and manages its operations by the Group’s chief operating decision maker (“CODM”) for making decisions, allocating resources and assessing performance. The Group’s CODM has been identified as the chief executive officer, who reviews consolidated results when making decisions about allocating resources and assessing performance of the Group.

The Group has two reportable segments from continuing operations, including security-related engineering services business and security guarding and screening services business. The Group considers a “management approach” concept as the basis for identifying reportable segments. The management approach is based on the way that management organizes the segments within the Group for making operating decisions, allocating resources, and assessing performance. The Group’s reportable segments are strategic business units that offer different services and are managed separately because each business requires different technology and marketing strategies. As the Group’s long-lived assets are substantially located in the Hong Kong, no geographical segments are presented.

(ac) Recently issued accounting pronouncements

In May 2019, the Financial Accounting Standards Board (“FASB”) issued ASU 2019-05, which is an update to ASU 2016-13, Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which introduced the expected credit losses methodology for the measurement of credit losses on financial assets measured at amortized cost basis, replacing the previous incurred loss methodology. The amendments in ASU 2016-13 added ASC 326, Financial Instruments — Credit Losses, and made several consequential amendments to the ASC. ASU 2016-13 also modified the accounting for available-for-sale debt securities, which must be individually assessed for credit losses when fair value is less than the amortized cost basis, in accordance with Subtopic 326-30, Financial Instruments — Credit Losses — Available-for-Sale Debt Securities. The

amendments in this ASU address those stakeholders' concerns by providing an option to irrevocably elect the fair value option for certain financial assets

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (cont.)

previously measured at amortized cost basis. For those entities, the targeted transition relief will increase comparability of financial statement information by providing an option to align measurement methodologies for similar financial assets. Furthermore, the targeted transition relief also may reduce the costs for some entities to comply with the amendments in ASU 2016-13 while still providing financial statement users with decision-useful information. ASU 2019-05 is effective for the Group for annual and interim reporting periods beginning January 1, 2023 after FASB delayed the effective date for non-public companies with ASU 2019-10. The Group is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740) Simplifying the Accounting for Income Taxes. The FASB is issuing this ASU as part of its initiative to reduce complexity in accounting standards (the Simplification Initiative). The objective of the Simplification Initiative is to identify, evaluate, and improve areas of U.S. GAAP for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to users of financial statements. The specific areas of potential simplification in this ASU were submitted by stakeholders as part of the Simplification Initiative. The amendments are effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. The Group is currently evaluating the impact ASU 2019-12 will have on the Group's consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40). ASU 2020-06 simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The Group is currently evaluating the impact ASU 2020-06 will have on the Group's consolidated financial statements.

The Group does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the consolidated balance sheets, consolidated statements of income and consolidated statements of cash flows.

NOTE 3. TRADE RECEIVABLES, NET

Trade receivables, net consisted of the following:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Trade receivables	30,390,096	23,740,180
Allowance for doubtful accounts	(14,000)	(44,000)
	<u>30,376,096</u>	<u>23,696,180</u>

The Group recorded provision for allowance for doubtful accounts of HK\$3,000 and HK\$30,000 for the years ended September 30, 2021 and 2022, respectively.

Movement of allowance for doubtful accounts is as follows:

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
Balance at beginning of the year	11,000	14,000
Provision for allowance for doubtful accounts	3,000	30,000
Balance at end of the year	<u>14,000</u>	<u>44,000</u>

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SU GROUP HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4. INVENTORIES

Inventories consisted of the following:

	As of September 30,	
	2021	2022

	HK\$	HK\$
Spare parts and other materials	3,692,382	3,803,085
Work-in-progress	14,256,990	18,889,076
	<u>17,949,372</u>	<u>22,692,161</u>

NOTE 5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consisted of the following:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Prepaid expenses	174,859	238,659
Advances to staff (A)	237,356	106,523
Deposits (B)	314,774	628,609
Others	810	—
	<u>727,799</u>	<u>973,791</u>

(A) Advances are made to staff for their purchases of miscellaneous consumables in order to perform daily work.

(B) Deposits consist of deposits paid to utility service providers such as power and water supplies, landlords of the leased properties and carparking spaces, and management offices of the leased or owned properties. The deposits are refundable upon termination or expiry of corresponding services and rental.

No provision was made for doubtful accounts of prepaid expenses and other current assets for the years ended September 30, 2021 and 2022.

NOTE 6. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consisted of the following:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Building	565,000	565,000
Leasehold improvements	320,000	320,000
Motor vehicles	1,461,000	1,463,000
Furniture, fixtures and equipment	1,170,056	100,747

Equipment for leasing	15,390,300	14,491,150
Less: accumulated depreciation	(6,171,442)	(6,216,280)
Property and equipment, net	<u>12,734,914</u>	<u>10,723,617</u>

Depreciation expenses were HK\$2,775,397 and HK\$2,253,593 for the years ended September 30, 2021 and 2022, respectively.

No impairment loss was made for property and equipment for the years ended September 30, 2021 and 2022.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. PROPERTY AND EQUIPMENT, NET (cont.)

During the years ended September 30, 2021 and 2022, certain customers who leased the equipment under operating lease arrangements decided to terminate the leasing arrangements with the Group. This was mainly triggered by the launch of the Pilot Subsidy Scheme for Third-party Logistics Service Providers on October 12, 2020 with a granting budget of HK\$300 million, which subsidizes the procurement of screening equipment including X-ray machines and explosive trace detection equipment adopted under the regulated air cargo screening facilities scheme to encourage the adoption of technology by the logistics sector for enhancing efficiency and productivity. Accordingly, the Group believes that this is a one-time event. Such activities resulted in the disposal of equipment for leasing, which was classified as in the security-related engineering services, as follows:

	For the Years Ended September 30,	
	2021	2022
	HK\$	HK\$
Cost	16,417,750	2,888,150
Accumulated depreciation	(2,590,273)	(1,024,258)
Carrying amount of the equipment for leasing disposed	<u>13,827,477</u>	<u>1,863,892</u>
Proceeds from disposal	<u>17,760,116</u>	<u>—</u>
Gain (loss) on disposal	<u>3,932,639</u>	<u>(1,863,892)</u>

NOTE 7. INTANGIBLE ASSETS, NET

Intangible assets, net consisted of the following:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Computer software	280,000	425,000
Less: accumulated amortization	(112,537)	(195,120)
Intangible assets, net	167,463	229,880

Amortization expenses were HK\$56,000 and HK\$82,583 for the years ended September 30, 2021 and 2022, respectively.

Future estimated amortization expenses are disclosed as follows:

Twelve months ending September 30,	HK\$
2023	85,000
2024	84,463
2025	29,000
2026	29,000
2027	2,417
	229,880

No impairment loss was made for intangible assets for the years ended September 30, 2021 and 2022.

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SU GROUP HOLDINGS LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8. INVESTMENT IN KEY MANAGEMENT INSURANCE POLICY

The Group entered into a key management insurance policy for the founder to secure that the operation of the Group will not be affected by the death and loss of position of the founder. The fair value of the investment in key management insurance policy is determined at end of each reporting period at the cash surrender value that could be realized under the insurance policy, which is primarily based on the guaranteed cash value stated on the annual statement from the insurance company. The fair value measurement of the investment in key management insurance policy has been categorized as Level 3

based on the inputs to the valuation technique used and is positively correlated to the surrender cash value.

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
Balance at beginning of the year	895,440	979,680
Premium paid	47,925	47,932
Change in fair value recognized in the consolidated statements of income	36,315	37,868
Balance at end of the year	979,680	1,065,480

NOTE 9. LEASES

The Group as lessor

The Group acts as a lessor of dedicated security-related systems and equipment, and recorded the income from the leases as revenues in the consolidated statements of income. Equipment leasing income was HK\$12,617,616 and HK\$8,716,360 for the years ended September 30, 2021 and 2022, respectively.

The leases are classified as operating leases, which have remaining terms of 1 to 27 months. The equipment leasing income is recognized on a straight-line basis over the lease term.

Assets leased under operating leases are included in property and equipment, net in the consolidated balance sheets and depreciated over its estimated useful life. It had a cost of HK\$15,390,300 and HK\$14,491,150 as of September 30, 2021 and 2022, respectively, and accumulated amortization associated with these assets was HK\$3,511,406 and HK\$4,405,042 as of September 30, 2021 and 2022, respectively. Amortization expense for the years ended September 30, 2021 and 2022 amounted to HK\$2,476,944 and HK\$1,917,894, respectively.

There were no variable lease conditions or purchase options.

The Group as lessee

The Group leases land use rights in Hong Kong, and leases office spaces and warehouse under operating leases with terms ranging from 1 to 2 years. For the lease of land, the Group signed an agreement on November 8, 2007 for leasing the land use rights associated with a parcel of land, on which the Group's workshop is located. Payments were made upfront to obtain the leased land from the owner with a lease period of 55 years.

The Group considers those termination options that are reasonably certain not to be exercised in the determination of the lease term and initial measurement of ROU assets and lease liabilities. Leases with

initial term of 12 months or less are short-term leases not recorded on the consolidated balance sheets. Lease expenses for short-term leases are recognized on a straight-line basis over the lease term.

The Group's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9. LEASES (cont.)

The table below presents the operating leases related assets and liabilities recorded on the consolidated balance sheets:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Operating lease ROU lease assets, net	1,839,494	1,449,859
Operating lease liabilities – current	851,803	541,118
Operating lease liabilities – non-current	94,750	38,000
	<u>946,553</u>	<u>579,118</u>

The weighted average remaining lease terms and discount rates for the operating leases were as follows:

	As of September 30,	
	2021	2022
Weighted average remaining lease term (years)	19.77	23.65
Weighted average discount rate	<u>3.96%</u>	<u>3.96%</u>

A summary of lease expenses recognized in the Group's consolidated statements of income and supplemental cash flow information related to operating leases is as follows:

	For the Years Ended	
	September 30,	
	2021	2022

	HK\$	HK\$
Depreciation of operating lease ROU assets	1,287,745	1,267,957
Interest of operating lease liabilities	48,455	39,243
Principal elements of lease payments	1,314,000	1,285,000
Short-term operating lease expenses	666,585	681,952
Non-cash information:		
Operating lease ROU assets obtained in exchange for operating lease liabilities	820,002	878,321
Modification of lease on operating lease ROU assets and operating lease liabilities	239,305	—
Extinguishment of ROU assets and operating lease liabilities due to termination of lease	83,620	—

The following is a schedule, by year, of maturities of operating lease liabilities as of September 30, 2022:

Twelve months ended September 30,	HK\$
2023	551,000
2024	38,000
Total lease payments	589,000
Less: imputed interest	(9,882)
Present value of operating lease liabilities	579,118
Less: operating lease liabilities – non-current	(38,000)
Operating lease liabilities – current	541,118

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10. OTHER PAYABLES

Other payables consisted of the following:

	As of September 30,	
	2021	2022
	HK\$	HK\$

Rental deposit received – current	1,137,000	1,470,450
Rental deposit received – non-current	1,376,640	1,433,190
Accrued expenses	823,665	339,300
Listing expenses	1,350,000	540,000
Others	10,000	15,874
	<u>4,697,305</u>	<u>3,798,814</u>
Other payables – current	3,320,665	2,365,624
Other payables – non-current	1,376,640	1,433,190
	<u>4,697,305</u>	<u>3,798,814</u>

NOTE 11. ACCRUED PAYROLL AND WELFARE

Accrued payroll and welfare consisted of the following:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Accrued paid time leave	396,981	662,837
Employees	6,513,159	7,754,233
Mandatory provident fund	371,336	380,771
	<u>7,281,476</u>	<u>8,797,841</u>

NOTE 12. LONG-TERM BANK LOANS AND BANKING FACILITIES

On June 24, 2019, the Group entered into a loan agreement with Standard Chartered Bank (Hong Kong) Limited to borrow HK\$2.0 million as working capital for 3 years. The entire amount was drawn down on June 24, 2019 with maturity on June 24, 2022. The loan bears a fixed interest rate of 0.33% per month flat and is guaranteed by the founder of the Company. The loan was early repaid in full on April 22, 2021.

On May 11, 2020, the Group applied for Special 100% Loan Guarantee Business Instalment Loan under SME Financing Guarantee Scheme launched by HKMC Insurance Limited via Standard Chartered Bank (Hong Kong) Limited to borrow HK\$4.0 million as working capital for 3 years. The entire amount was drawn down on June 3, 2020 with maturity on June 3, 2023. The loan bears an interest rate at prime rate minus 2.5% per annum and is guaranteed by the Hong Kong government and the founder of the Company. The loan was early repaid in full on June 30, 2021.

Interest expense for the long-term bank loans was HK\$143,836 and nil for the years ended September 30, 2021 and 2022, respectively.

Shine Union entered into a banking facility agreement with CMB Wing Lung Bank Limited, pursuant to which Shine Union is entitled to trade facilities of HK\$20.0 million. The facilities are secured by a property owned by Shine Union and a property jointly owned by the founder of the Company and his family member, and jointly guaranteed by the founder of the Company and his family member (see Note 19). The trade facilities include letter of credit, trust receipt, invoice financing and letter of guarantee. As of September 30, 2021 and 2022, Shine Union had utilized HK\$1,980,993 and HK\$2,931,934, respectively. The unutilized banking facilities were HK\$18,019,007 and HK\$17,068,066 as of September 30, 2021 and 2022, respectively.

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13. ORDINARY SHARES

The Company's authorized share capital is HK\$7,500,000 divided into 750,000,000 ordinary shares of par value HK\$0.01 each. On March 11, 2021 and April 16, 2021, the Company issued 1 and 949 ordinary shares to its then shareholder, respectively. With the effect of resolutions passed by board of directors on February 27, 2023 and June 20, 2023, 9,000 and 11,990,000 ordinary shares were issued with a par value of HK\$0.01, respectively. The issuances were considered as being part of the Reorganization of the Group and was retrospectively applied as if the transaction occurred at beginning of the period presented.

On April 29, 2021, the Company entered into a subscription agreement (the "Subscription Agreement") with its existing shareholder and two investors (together the "Subscribers"). Pursuant to the Subscription Agreement, the Company has allotted and issued 50 shares in aggregate to the Subscribers at a cash consideration of HK\$160,000 per ordinary share. A total of HK\$8.0 million was received by the Company.

Shares subscription receivables represents the receivable for the issuance of ordinary shares of the Company and is reported as a deduction of equity and presented on a retroactive basis. It has no payment terms nor any interest receivable accrual.

NOTE 14. DIVIDEND DECLARATION

During the years ended September 30, 2021 and 2022, the Group declared dividends to its shareholder of HK\$17.0 million and HK\$8.0 million, respectively. The dividends were settled on July 30, 2021 and August 1, 2022 respectively.

NOTE 15. INCOME TAX

Cayman Islands

Under the current laws of the Cayman Islands, the Group is not subject to tax on income or capital gains. Additionally, upon payments of dividends to the shareholders, no withholding tax will be imposed.

British Virgin Islands

Under the current laws of the BVI, an entity incorporated in the BVI are not subject to tax on income or capital gains.

Hong Kong

In accordance with the relevant tax laws and regulations in Hong Kong, a company with trading activities in Hong Kong is subject to Profits Tax within Hong Kong at the applicable tax rate on its assessable profits. In March 2018, the Hong Kong government introduced a two-tiered Profits Tax rate regime by enacting the Inland Revenue (Amendment) (No.3) Ordinance 2018 (the “Ordinance”). Under the two-tiered Profits Tax rate regime, the first HK\$2.0 million of assessable profits of qualifying entity is taxed at 8.25% and the remaining assessable profits at 16.5%. The Ordinance is effective from the year of assessment 2018/19. According to the relevant policy, if no election of the qualifying entity has been made, the whole of the taxpaying entity’s assessable profits will be chargeable to the Profits Tax at the rate of 16.5%. The Group had elected Shine Union to have its qualifying profits of HK\$2.0 million charged at half rate. Under the current laws of Hong Kong, payments of dividends are not subject to withholding tax.

Uncertain tax positions

The Group evaluates the level of authority for each uncertain tax position (including the potential application of penalties and interests) based on the technical merits, and measures the unrecognized benefits associated with the tax positions. As of September 30, 2021 and 2022, the Group did not have any significant unrecognized uncertain tax positions.

The Group did not incur any penalty or interest related to potential underpaid income tax expenses for the years ended September 30, 2021 and 2022, and also does not anticipate any significant increases or decreases in unrecognized tax benefits in the next 12 months from September 30, 2022.

Income before income tax expenses for the years ended September 30, 2021 and 2022 is attributable to the following geographic locations:

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
Hong Kong	20,605,424	16,342,125
Foreign	(11,498,751)	(6,119,374)
Income before income tax expenses	<u>9,106,673</u>	<u>10,222,751</u>

The Group's income tax expenses consisted of the following:

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
Current income tax expenses	4,203,901	2,392,635
Deferred income tax credit	(1,119,374)	(420,058)
	<u>3,084,527</u>	<u>1,972,577</u>

The tax on the Group's income before income tax expenses differs from the theoretical amount that would arise using the enacted tax rate of the companies comprising the Group can be reconciled as follows:

	For the Years Ended	
	September 30,	
	2021	2022
	HK\$	HK\$
Income tax expenses calculated at Hong Kong Profits Tax rate	1,502,601	1,686,755
Income not taxable for tax purposes	(131,208)	(563,875)
Expenses not deductible for tax purposes	1,898,134	1,014,697
Tax concession	(20,000)	—
Effect on tax expenses due to preferential tax rate	(165,000)	(165,000)
	<u>3,084,527</u>	<u>1,972,577</u>

Deferred tax assets and liabilities, net consisted of the following:

	As of September 30,	

	2021	2022
	HK\$	HK\$
Deferred tax assets:		
Decelerated tax depreciation of property and equipment	10,513	1,242
	<u>10,513</u>	<u>1,242</u>
Deferred tax liabilities:		
Accelerated tax depreciation of property and equipment	(2,198,066)	(1,768,737)
	<u>(2,198,066)</u>	<u>(1,768,737)</u>
Deferred tax liabilities, net	<u>(2,187,553)</u>	<u>(1,767,495)</u>

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 16. NON-CONTROLLING INTERESTS

Non-controlling interests consisted of the following:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Paid-in capital	743,572	743,572
Unappropriated retained earnings	385,265	832,362
	<u>1,128,837</u>	<u>1,575,934</u>

During the years ended September 30, 2021 and 2022, Fortune Jet declared dividends of HK\$0.5 million and HK\$404,000, respectively, to its shareholders. Dividends of HK\$50,000 and HK\$40,400 for the years ended September 30, 2021 and 2022, respectively, represented the amount attributable to the 10% non-controlling interests of Fortune Jet.

NOTE 17. CONCENTRATIONS

Credit risk

As of September 30, 2021 and 2022, HK\$31,065,019 and HK\$25,175,007 of the Group's cash was on deposit at financial institutions in Hong Kong, respectively. In accordance with the relevant regulations in Hong Kong, the maximum insured bank deposit amount is HK\$500,000 for each financial institution. Accordingly, the Group's total unprotected cash held in banks amounted to HK\$28,521,298 and HK\$22,884,962 as of September 30, 2021 and 2022, respectively.

Customer concentration risk

No customers represented more than 10% of the Group's revenues for the years ended September 30, 2021 and 2022.

No customers represented more than 10% of the Group's trade receivables, net as of September 30, 2021 and 2022.

Supplier concentration risk

For the year ended September 30, 2022, one supplier represented 20.2% of the Group's purchases. One supplier accounted for 54.1% of the Group's trade and notes payables as of September 30, 2022.

For the year ended September 30, 2021, one supplier represented 36.6% of the Group's purchases. Two suppliers accounted for 31.5% and 13.5% of the Group's trade and notes payables as of September 30, 2021.

NOTE 18. COMMITMENTS AND CONTINGENCIES

Commitments

The Group has not entered into any off-balance sheet financial guarantees or other off-balance sheet commitments to guarantee the payment obligations of any third parties. The Group has not entered into any derivative contracts that are indexed to its shares and classified as shareholder's equity or that are not reflected in the consolidated financial statements. Furthermore, the Group does not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. The Group does not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with the Group.

The following table sets forth the Group's future minimum contractual obligations as of September 30, 2022:

	Payments due by period		
	Total	Within one year	Within 1-2 years
	HK\$	HK\$	HK\$
Operating lease payment – short-term leases	494,600	494,600	—
Operating lease payment – leases with lease term of more than 12 months	589,000	551,000	38,000
Non-cancellable purchase contracts	8,988,703	8,988,703	—
Total	10,072,303	10,034,303	38,000

Contingencies

Severance Payment and Long Service Payment

Employment Ordinance of the Laws of Hong Kong requires employers to assure the liability of severance payment if an employee who has been working for the employer for not less than 24 months under a continuous contract is, due to redundancy, dismissed, laid off, or upon expiry of a fixed-term employment contract. The ordinance also requires employers to assure the liability of long service payment if an employee who has been working for the employer for not less than 5 years under a continuous contract is dismissed, dies, resigns on ground of ill health or on or after 65 years old, or upon expiry of a fixed-term employment contract.

As of September 30, 2021 and 2022, the Group estimated its long service payment to be HK\$886,714 and HK\$956,388, respectively. The provision for long service payment as at September 30, 2021 and 2022 have been reflected in the consolidated balance sheets as “other liabilities” under non-current liabilities.

No severance payment is provided since the Group has no plan to dismiss any staff due to redundancy, and therefore considers the possibility of meeting the criteria of making severance payment is remote.

Legal Contingencies

In the ordinary course of business, the Group may be subject to legal proceedings regarding contractual and employment relationships and a variety of other matters. The Group records contingent liabilities resulting from such claims, when a loss is assessed to be probable, and the amount of the loss is reasonably estimable. In the opinion of management, there were no pending or threatened claims and

litigation as of September 30, 2021 and 2022, and through the issuance date of the consolidated financial statements.

NOTE 19. RELATED PARTY TRANSACTIONS AND BALANCES

The table below sets forth the major related parties and their relationships with the Group as of September 30, 2021 and 2022:

Name	Relationship
Mr. Chan Ming Dave	Founder, ultimate shareholder
Ms. Yam Fung Yee Carrie	Founder's family member
Exceptional Engineering Limited	Shareholder who owned 95% of the equity interest of the Company

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SU GROUP HOLDINGS LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 19. RELATED PARTY TRANSACTIONS AND BALANCES (cont.)

Amounts due from related parties

Amounts due from related parties represented current accounts with related parties, which are used for daily operations, as follows:

	As of September 30,	
	2021	2022
	HK\$	HK\$
Exceptional Engineering Limited	10	15,210
Ms. Yam Fung Yee Carrie	—	7,600
	<u>10</u>	<u>22,810</u>

Amount due to a related party

Amount due to a related party represented a current account with a related party, which is used for daily operations, as follows:

As of September 30,

	2021	2022
	HK\$	HK\$
Mr. Chan Ming Dave	204,518	195,958

Leases from related parties

The Group has various agreements for the leases of office, workshop, warehouse, and carparking space owned by the founder and his family member. The terms of the agreements in effect as of September 30, 2022 state that the Group will continue to lease the property at a monthly rent of HK\$76,100 with annual rental expense at HK\$913,200.

The details of leases from related parties in effect as of September 30, 2022 are as below:

Lessee	Lessor	Rent Period		Monthly
		From	To	Rental
				HK\$
Shine Union	Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie	April 1, 2022	March 31, 2023	37,500
Shine Union	Mr. Chan Ming Dave	April 1, 2022	March 31, 2023	13,000
Shine Union	Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie	April 1, 2022	March 31, 2023	18,000
Shine Union	Ms. Yam Fung Yee Carrie	September 1, 2022	August 31, 2023	7,600

The lease expenses charged by the above related parties during the years ended September 30, 2021 and 2022 was HK\$822,000 and HK\$829,600, respectively.

As of September 30, 2021, the operating lease ROU assets and corresponding operating lease liabilities of leases from related parties were HK\$407,635 and HK\$407,635, respectively.

As of September 30, 2022, no operating lease ROU assets and operating lease liabilities of leases from related parties were recognized on the consolidated balance sheets since all of these leases were short-term leases.

Guarantee/collateral provided by related parties

Mr. Chan Ming Dave and Ms. Yam Fung Yee Carrie provided guarantee for the Group's long-term bank loans and banking facilities of a subsidiary (see Note 12).

SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 20. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted EPS for the years ended September 30, 2021 and 2022:

	As of September 30,	
	2021	2022
	HK\$	HK\$
<i>Numerator:</i>		
Numerator for basic and diluted earnings per share – net income attributable to the SU Group Holdings Limited’s shareholders	5,799,176	7,762,677
<i>Denominator:</i>		
Denominator for basic and diluted net income per share – weighted average number of shares	12,000,000	12,000,000
Earnings per share – basic and diluted	0.48	0.65

NOTE 21. SEGMENT REPORTING

The CODM reviews financial information of operating segments based on internal management report when making decisions about allocating resources and assessing the performance of the Group. As a result of the assessment made by CODM, the Group has two reportable segments for continuing operations, including security-related engineering services business and security guarding and screening services business. The Group’s CODM evaluates performance based on the operating segment’s revenues and their operating results.

The following tables present summary information by segment for the years ended September 30, 2021 and 2022:

For the Year Ended September 30, 2022		
Security-related engineering services	Security guarding and screening services	Total
HK\$	HK\$	HK\$

Revenues	77,244,502	59,202,940	136,447,442
Cost of revenues	(50,395,302)	(46,825,025)	(97,220,327)
Gross profit	26,849,200	12,377,915	39,227,115
Depreciation and amortization	2,584,624	1,019,509	3,604,133
Total capital expenditures	2,034,000	264,000	2,298,000

For the Year Ended September 30, 2021

	Security-related engineering services	Security guarding and screening services	Total
	HK\$	HK\$	HK\$
Revenues	81,547,141	36,018,656	117,565,797
Cost of revenues	(53,444,991)	(28,150,849)	(81,595,840)
Gross profit	28,102,150	7,867,807	35,969,957
Depreciation and amortization	3,527,373	591,769	4,119,142
Total capital expenditures	2,660,250	230,000	2,890,250

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SU GROUP HOLDINGS LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 21. SEGMENT REPORTING (cont.)

	As of September 30,	
	2021	2022
	HK\$	HK\$
Total assets:		
Security-related engineering services	84,989,453	70,889,268
Security guarding and screening services	8,898,506	18,895,828
Unallocated assets	5,475,767	3,750,993
	99,363,726	93,536,089

NOTE 22. SUBSEQUENT EVENTS

On March 1, 2023, the non-controlling shareholder of Fortune Jet transferred its 10.0% equity interest in Fortune Jet to SU Investment at a consideration of HK\$1,000. After the transfer, Fortune Jet is a wholly-owned by SU Investment.

The Group has evaluated subsequent events through May 16, 2023, the date of issuance of the consolidated financial statements. Except for the events mentioned above, the Group did not identify any subsequent events with material financial impact on the Group's consolidated financial statements.

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1,250,000 Ordinary Shares



SU Group Holdings Limited

PROSPECTUS

The Benchmark Company

, 2023

Until _____, 2023 (25 days after the date of this prospectus), all dealers that buy, sell or trade our ordinary shares, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to its unsold allotments or subscriptions.

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PART II INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. Our amended and restated articles of association, which will become effective upon or before completion of this offering, provide that, to the extent permitted by law, we shall indemnify each existing or former secretary, director (including alternate director), and any of our other officers (including an investment adviser or an administrator or liquidator) and their personal representatives against:

- (a) all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by the existing or former director (including alternate director), secretary or officer in or about the conduct of our business or affairs or in the execution or discharge of the existing or former director (including alternate director), secretary's or officer's duties, powers, authorities or discretions; and
- (b) without limitation to paragraph (a) above, all costs, expenses, losses or liabilities incurred by the existing or former director (including alternate director), secretary or officer in defending

(whether successfully or otherwise) any civil, criminal, administrative or investigative proceedings (whether threatened, pending or completed) concerning us or our affairs in any court or tribunal, whether in the Cayman Islands or elsewhere.

No such existing or former director (including alternate director), secretary or officer, however, shall be indemnified in respect of any matter arising out of his own dishonesty.

To the extent permitted by law, we may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by an existing or former director (including alternate director), secretary or any of our officers in respect of any matter identified in above on condition that the director (including alternate director), secretary or officer must repay the amount paid by us to the extent that it is ultimately found not liable to indemnify the director (including alternate director), the secretary or that officer for those legal costs.

Pursuant to our offer letters to directors and employment agreements with executive officers, we will agree to indemnify our directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or executive officer.

The form of underwriting agreement to be filed as Exhibit 1.1 to this registration statement will also provide for indemnification of us and our officers and directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us under the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

ITEM 7. RECENT SALES OF UNREGISTERED SECURITIES.

During the past three years, we have issued the following ordinary shares. We believe that each of the following issuances was exempt from registration under the Securities Act pursuant to Section 4(a)(2) of the Securities Act regarding transactions not involving a public offering, or in reliance on Regulation S under the Securities Act regarding sales by an issuer in offshore transactions. No underwriters were involved in these issuances of ordinary shares.

In March 2021, we issued one ordinary share to Charlotte Cloete, a representative of the registered office provider in the Cayman Islands who transferred same to Exceptional Engineering Limited on the same day, of which, Mr. Chan Ming Dave, our Chairman of the board of directors and Chief Executive Officer, is the sole shareholder and director. On April 16, 2021, we issued 949 ordinary shares to Exceptional Engineering Limited. On April 29, 2021, we issued 25 ordinary shares to Mr. Koo Lon Tien and 25 ordinary shares to Ms. Chan Wai Ling for an aggregate consideration of HK\$8,000,000.

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On February 27, 2023, we issued 8,550 ordinary shares to Exceptional Engineering Limited and 450 ordinary shares to Mr. Koo Lon Tien. On the same day, Ms. Chan Wai Ling transferred her entire interest in the Company to Mr. Koo Lon Tien. In February and March 2023, Exceptional Engineering Limited and Mr. Koo Lon Tien also effectuated a series of share transfers. On June 20, 2023, the Company issued an aggregate of 11,990,000 ordinary shares to its existing shareholders. Upon completion of the above mentioned share issuance and share transfers, Mr. Chan Ming Dave owns 75.14% of the equity interests of our company, through Exceptional Engineering Limited and DC & Partners Incorporation Limited. Minority shareholders own the remaining 24.86% of the Company. Other than Mr. Chan Ming Dave, the members of management own an aggregate of 8.06% of the Company, among which, Mr. Koo Lon Tien owns 4.36%, Mr. Kong Wing Fai owns 1.00%, Mr. Au Yeung Wai Kit, Mr. Kong Wai Lun, Ms. Kwong Hoi Lam, and Mr. Leung Yuet Wai each owns 0.40%, respectively, Mr. Chu Hon Wai, Mr. Liu Chun Ming and Mr. Ng Chi Keung each owns 0.30%, respectively, and Ms. Chan Shuk Jing Connie, Mr. Chot Kin Tak Alfred each owns 0.10%, respectively.

ITEM 8. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

a) Exhibits

See the Exhibit Index of this registration statement.

The agreements included as exhibits to this registration statement contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosure that was made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of “materiality” that are different from “materiality” under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

We acknowledge that, notwithstanding the inclusion of the foregoing cautionary statements, we are responsible for considering whether additional specific disclosure of material information regarding material contractual provisions is required to make the statements in this registration statement not misleading.

b) Financial Statement Schedules

Schedules have been omitted because the information required to be set forth therein is not applicable or is shown in our consolidated financial statements or the notes thereto.

ITEM 9. UNDERTAKINGS.

The undersigned registrant hereby undertakes to provide to the underwriter at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

- (1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

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- (2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) For the purpose of determining liability under the Securities Act to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness; provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any

statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

- (4) For the purpose of determining any liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

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EXHIBIT INDEX

Exhibit No.	Description of document
1.1*	Form of Underwriting Agreement
3.1	Memorandum and Articles of Association, as currently in effect
3.2	Form of Amended and Restated Memorandum and Articles of Association of the Registrant, as effective immediately prior to the completion of this offering
4.1	Registrant's Specimen Certificate for Ordinary Shares
4.2*	Form of Underwriters' Warrants
5.1	Opinion of Conyers Dill & Pearman regarding the legality of the shares
5.2	Opinion of Ellenoff Grossman & Schole LLP regarding the validity of warrants being registered
8.1	Opinion of Conyers Dill & Pearman regarding certain Cayman Islands tax matters (included in Exhibit 5.1)

8.2	Opinion of Ellenoff Grossman & Schole LLP regarding certain United States tax matters
10.1†^	Letter of Acceptance between Shine Union Limited and Customer A, dated September 30, 2021
10.2#	Form of Employment Agreement by and between the Registrant and its executive officers
10.3#***	Labor Contract dated March 1, 1999, as amended on October 11, 2022, between Chan Ming Dave and Shine Union Limited
10.4#***	Labor Contract dated on October 2, 2018 between Kong Wing Fai and Shine Union Limited
10.5#***	Labor Contract dated on April 1, 2021 between Koo Lon Tien and Shine Union Limited
10.6#	Form of Director Offer Letter
10.7***	Tenancy Agreement dated March 23, 2023 by and between Shine Union Limited and Chan Ming Dave
10.8***	Tenancy Agreement dated March 23, 2023 by and between Shine Union Limited, as tenant, and Yan Fung Yee Carrie and Chan Ming Dave
10.9***	Tenancy Agreement dated March 23, 2023 by and between Shine Union Limited, as tenant, and Yan Fung Yee Carrie and Chan Ming Dave
10.10^***	Tenancy Agreement dated March 9, 2023 by and between Shine Union Limited and Individual A
10.11^***	English Translation of the Leasing Agreement dated November 14, 2023 by and between Fortune Jet Management & Training Co. Limited and a real estate management company
10.12^***	Tenancy Agreement dated December 8, 2022 by and between Fortune Jet Management & Training Co. Limited and a real estate management company
10.13^***	Car Park Tenancy Agreement dated December 22, 2022 by and between Fortune Jet Management & Training Co. Limited, as tenant, and Individual B and Individual C
21.1	List of Subsidiaries of the Registrant
23.1	Consent of Marcum Asia CPAs LLP
23.2	Consent of Conyers Dill & Pearman (included in Exhibit 5.1).
23.3*	Consent of Watson Farley & Williams LLP (included in Exhibit 99.2).
23.4	Form of Consent of Han Kun Law Offices
23.5	Consent of Frost & Sullivan Limited
24.1	Power of Attorney (included in signature page to the initial filing of this registration statement)
99.1	Code of Business Conduct and Ethics of Registrant
99.2*	Opinion of Watson Farley & Williams LLP, as to certain Hong Kong legal matters
99.3	Consent of To Hoi Pan
99.4	Consent of Mark Allen Brisson
99.5	Consent of Tse Sui Man
99.6	Form of Audit Committee Charter
99.7	Form of Compensation Committee Charter

99.8	Form of Nominating and Corporate Governance Committee Charter
99.9	Request for Waiver and Representation under Item 8.A.4 of Form 20-F
107	Filing Fee Table

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- * To be filed by amendment.
- ** Previously filed.
- † Certain schedules, annexes and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K, but will be furnished supplementally to the SEC upon request.
- *** Portions of the exhibit have been omitted pursuant to Item 601(a)(6) of Regulation S-K. The Company hereby agrees to furnish a copy of any omitted portion to the SEC upon request.
- ^ Portions of this exhibit have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K. The Company hereby agrees to furnish a copy of any omitted portion to the SEC upon request.
- # Indicates a management contract or any compensatory plan, contract or arrangement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hong Kong on November 22, 2023.

SU Group Holdings Limited

By: /s/ Chan Ming Dave

Name: Chan Ming Dave

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Chan Ming Dave and Kong Wing Fai as attorneys-in-fact with full power of substitution, for him or her in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorney and agent may deem necessary or desirable to enable the registrant to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission thereunder, in connection with the registration under the Securities Act of Ordinary Shares of the registrant (the "Shares"), including, without limitation, the power and authority to sign the name

of each of the undersigned in the capacities indicated below to the Registration Statement on Form F-1 (the “Registration Statement”) to be filed with the Securities and Exchange Commission with respect to such Shares, to any and all amendments or supplements to such Registration Statement, whether such amendments or supplements are filed before or after the effective date of such Registration Statement, to any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act, and to any and all instruments or documents filed as part of or in connection with such Registration Statement or any and all amendments thereto, whether such amendments are filed before or after the effective date of such Registration Statement; and each of the undersigned hereby ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Chan Ming Dave</u>	Chairman and Chief Executive Officer	November 22, 2023
Chan Ming Dave	(Principal Executive Officer)	
<u>/s/ Kong Wing Fai</u>	Director and Chief Financial Officer	November 22, 2023
Kong Wing Fai	(Principal Financial and Accounting Officer)	

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SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of SU Group Holdings Limited has signed this registration statement or amendment thereto in City of Newark, State of Delaware on November 22, 2023.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

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Exhibit 3.1

CONYERS

Memorandum of Association of

SU Group Holdings Limited

榮誌集團控股有限公司

Conyers Dill & Pearman

Cayman Islands

conyers.com

THE COMPANIES ACT (2021 REVISION)

EXEMPTED COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SU Group Holdings Limited

榮誌集團控股有限公司

1. The name of the Company is **SU Group Holdings Limited** and its dual foreign name is 榮誌集團控股有限公司
2. The Registered Office of the Company shall be at the offices of Conyers Trust Company (Cayman) Limited,

3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are:
 - (a) to act and to perform all the functions of a holding company in all its branches and to coordinate the management and the carrying on of business or of any group of companies of which the Company or any subsidiary company is a member;
 - (b) to act as an investment company and for that purpose to subscribe, acquire, hold, dispose, sell, deal in, mortgage, charge, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, and to do all such things as may be lawfully done by a company incorporated, or by any government, sovereign, ruler, commissioners, public body or authority, such as the underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to do all such other things as may be lawfully done by a company;
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the powers and authorities that may be lawfully exercised for the benefit, as provided by Section 27(2) of the Companies Act.
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under any law.
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of its business and nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands in the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is HK\$380,000 divided into 38,000,000 shares of a nominal or par value of HK\$10 each and the Company shall have power to issue or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Act, whether original, redeemed or increased, with or without any preference, priority or special privilege and unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be fully paid up or not, shall be deemed to be fully paid up.
9. The Company may exercise the power contained in the Companies Act to deregister in the Cayman Islands and to be re-registered in any other jurisdiction.

We, the undersigned, are desirous of being formed into a company pursuant to this Memorandum of Association and the Companies Act, and we hereby agree to take the numbers of shares set opposite our respective names below.

Dated this 11th day of March, 2021

SIGNATURE, NAME, OCCUPATION AND

NUMBER OF S

ADDRESS OF SUBSCRIBER

TAKEN BY SU

Charlotte Cloete, Manager

One (1)

Cricket Square, Hutchins Drive,

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Charlotte Cloete

Trisha Peters

Witness to the above signature

Address: Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Occupation: Corporate Administrator

CONYERS

Articles of Association of

SU Group Holdings Limited

榮誌集團控股有限公司

Conyers Dill & Pearman

Cayman Islands

conyers.com

SU Group Holdings Limited

榮誌集團控股有限公司

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SU Group Holdings Limited

榮誌集團控股有限公司

ARTICLES OF ASSOCIATION

OF

SU Group Holdings Limited

榮誌集團控股有限公司

Table A

The regulations in Table A in the First Schedule to the Act (as defined below) do not apply to the Company.

INTERPRETATION

1. DEFINITIONS

1.1. In these Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings:

Act	the Companies Act of the Cayman Islands;
Alternate Director	an alternate director appointed in accordance with these Articles;
Articles	these Articles of Association as altered from time to time;
Auditor	the person or firm for the time being appointed as Auditor of the Company and shall include any firm or persons acting as auditors;
Board	the board of directors (including, for the avoidance of doubt, a sole director) appointed or elected in accordance with these Articles or by written resolution in accordance with these Articles;
Company	the company for which these Articles are approved and confirmed;

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SU Group Holdings Limited

榮誌集團控股有限公司

Director	a director, including a sole director, for the time being of the Company and shall include an Alternate Director;
Member	the person registered in the Register of Members as the holder of shares in the Company and, where the name of such person is not in the Register of Members, the name stands first in the Register of Members as one of such joint holders or all of such persons, or the name of such person is in the Register of Members as one of such joint holders or all of such persons;
month	calendar month;
notice	written notice as further provided in these Articles unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;

ordinary resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a certain proportion of the voting rights) and passed by the unanimous consent of all Members entitled to vote;
paid-up	paid-up or credited as paid-up;
Register of Directors and Officers	the register of directors and officers referred to in these Articles;
Register of Members	the register of members maintained by the Company in accordance with the Act;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and including the duties of the Secretary;

SU Group Holdings Limited

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share	includes a fraction of a share;
Special Resolution	(i) a resolution passed by a majority of at least two-thirds of such members as, being entitled to vote, have given their assent in writing or in person with the intention to propose a resolution as a special resolution has been duly given (and for the avoidance of doubt, the assent of the members in writing shall be deemed to have been given if the resolution is passed by a majority of at least two-thirds of such members as, being entitled to vote, have given their assent in writing or in person); (ii) a written resolution passed by unanimous consent of all Members entitled to vote;
written resolution	a resolution passed in accordance with Article 36 or 62; and
year	calendar year.

1.2. In these Articles, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;

(d) the words:-

(i) “may” shall be construed as permissive; and

(ii) “shall” shall be construed as imperative;

(e) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;

SU Group Holdings Limited

榮誌集團控股有限公司

(f) the word “corporation” means corporation whether or not a company within the meaning of the Act; and

(g) unless otherwise provided herein, words or expressions defined in the Act shall bear the same meaning in the

1.3. In these Articles expressions referring to writing or its cognates shall, unless the contrary intention appears, include forms and words in visible form.

1.4. Headings used in these Articles are for convenience only and are not to be used or relied upon in the construction hereof.

SHARES

2. POWER TO ISSUE SHARES

Subject to these Articles and to any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, provided that no share shall be issued at a discount except in accordance with the Act.

3. REDEMPTION, PURCHASE, SURRENDER AND TREASURY SHARES

- 3.1. Subject to the Act, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company in accordance with the Act.
- 3.2. The Company is authorised to purchase any share in the Company (including a redeemable share) by agreement with the holder of the share.
- 3.3. The Company authorises the Board to determine the manner or any of the terms of any redemption or purchase.

SU Group Holdings Limited

榮誌集團控股有限公司

- 3.4. A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than 30 days, the Board, after due enquiry, estimates to be representative of the rates being offered by Class A banks in the City of London.
- 3.5. The Company authorises the Board pursuant to section 37(5) of the Act to make a payment in respect of the redemption of shares out of the proceeds of a fresh issue of shares.
- 3.6. No share may be redeemed or purchased unless it is fully paid-up.
- 3.7. The Company may accept the surrender for no consideration of any fully paid share (including a redeemable share) other than shares held as treasury shares.
- 3.8. The Company is authorised to hold treasury shares in accordance with the Act.
- 3.9. The Board may designate as treasury shares any of its shares that it purchases or redeems, or any shares surrendered to the Company.
- 3.10. Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such shares are cancelled.

4. RIGHTS ATTACHING TO SHARES

- 4.1. Subject to Article 2, the Memorandum of Association and any resolution of the Members to the contrary and without prejudice to the rights attaching to any class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of the Act, be entitled to:
 - (a) be entitled to one vote per share;
 - (b) be entitled to such dividends as the Board may from time to time declare;

- (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of the surplus assets of the Company; and
- (d) generally be entitled to enjoy all of the rights attaching to shares.

SU Group Holdings Limited

榮誌集團控股有限公司

5. CALLS ON SHARES

- 5.1. The Board may make such calls as it thinks fit upon the Members in respect of any monies (whether in respect of nominal value or otherwise) which is not paid on or before the day appointed for payment thereof, the Member may at the discretion of the Board be liable to pay the same, and to determine, from the date when such call was payable up to the actual date of payment. The Board may differentiate between calls in respect of different shares and determine the order in which calls are to be paid.
- 5.2. The Company may accept from any Member the whole or a part of the amount remaining unpaid on any shares held by him.
- 5.3. The terms of any issue of shares may include different provisions with respect to different Members in the amounts and times of payment of calls.

6. JOINT AND SEVERAL LIABILITY TO PAY CALLS

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

7. FORFEITURE OF SHARES

- 7.1. If any Member fails to pay, on the day appointed for payment thereof, any call in respect of any share allotted to or held by him, the Board may, if so resolved, direct the Secretary to forward such Member a notice in writing in the form, or as near thereto as circumstances may admit, of the following tenor:

Notice of Liability to Forfeiture for Non-Payment of Call

[Name of Company] (the “Company”)

You have failed to pay the call of [amount of call] made on [date], in respect of the [number] share(s) [number in figures] standing in your name in the Register of Members of the Company, on [date], the day appointed for payment of such call. You are hereby notified that unless you pay such call together with interest thereon at the rate

of [] per annum computed from the said [date] at the registered office of the Company the share(s) will be liable to be forfeited.

Dated this [date]

[Signature of Secretary] By Order of the Board

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SU Group Holdings Limited

榮誌集團控股有限公司

- 7.2. If the requirements of such notice are not complied with, any such share may at any time thereafter before the payment to that effect, and such share shall thereupon become the property of the Company and may be disposed of as the Board may think fit by sale, repurchase, redemption or any other method of disposal permitted by and consistent with these Articles.
- 7.3. A Member whose share or shares have been so forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company the interest due thereon and any costs and expenses incurred by the Company in connection therewith.
- 7.4. The Board may accept the surrender of any shares which it is in a position to forfeit on such terms and conditions as may be determined by the Board, and it had been forfeited.

8. SHARE CERTIFICATES

- 8.1. Every Member shall be entitled to a certificate under the common seal (if any) or a facsimile thereof of the Company, and the Board may expressly authorised to sign specifying the number and, where appropriate, the class of shares held by such Member and the amount paid up thereon. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be written or printed.

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SU Group Holdings Limited

榮誌集團控股有限公司

- 8.2. If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed, the Board may issue a new certificate if it sees fit.
- 8.3. Share certificates may not be issued in bearer form.

9. FRACTIONAL SHARES

The Company may issue its shares in fractional denominations and deal with such fractions to the same extent as its whole shares and shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up.

REGISTRATION OF SHARES

10. REGISTER OF MEMBERS

10.1. The Board shall cause to be kept in one or more books a Register of Members which may be kept in or outside the C particulars:-

- (a) the name and address of each Member, the number, and (where appropriate) the class of shares held by such Member and the amount paid or agreed to be considered as paid on such shares;
- (b) whether the shares held by a Member carry voting rights under the Articles and, if so, whether such voting rights are conditional;
- (c) the date on which each person was entered in the Register of Members; and
- (d) the date on which any person ceased to be a Member.

10.2. The Board may cause to be kept in any country or territory one or more branch registers of such category or categories deemed to be part of the Company's Register of Members.

10.3. Any register maintained by the Company in respect of listed shares may be kept by recording the particulars set out in laws applicable to and the rules and regulations of the relevant approved stock exchange.

11. REGISTERED HOLDER ABSOLUTE OWNER

DATED this [date]

Signed by:

In the presence

Transferor

Witness

Transferee

Witness

- 12.2. Such instrument of transfer shall be signed by (or in the case of a party that is a corporation, on behalf of) the transferor. The instrument shall be deemed to remain the holder of such share until the instrument signed by or on behalf of the transferor alone. The transferor shall be deemed to remain the holder of such share until the instrument signed by or on behalf of the transferor alone.
- 12.3. The Board may refuse to recognise any instrument of transfer unless it is accompanied by the certificate in respect of such share showing the right of the transferor to make the transfer.
- 12.4. The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder of any such share to the executors or administrators of such deceased Member.

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- 12.5. The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of any share within six months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of such refusal.

13. TRANSMISSION OF REGISTERED SHARES

- 13.1. In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in any share. The representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, appoint. The representative shall be deemed to be the representative of the deceased Member.
- 13.2. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as the holder of such share, and in such case the person becoming entitled shall execute such instrument as may be required for the purpose of registering as circumstances admit, of the following:

Transfer by a Person Becoming Entitled on Death/Bankruptcy of a Member

[Name of Company] (the "Company")

I/We, having become entitled in consequence of the [death/bankruptcy] of [name and address of deceased Member] to [number] share(s) standing in the Register of Members of the Company in the name of the said [name of deceased/bankrupt Member] instead of being registered myself/ourselves, elect to have [name of transferee] (the "Transferee") registered as a transferee of such share(s) and I/we do hereby accordingly transfer the said share(s) to the Transferee to hold the same unto the Transferee, his or her executors, administrators and assigns, subject to the conditions on which the same were held at the time of the execution hereof; and the Transferee does hereby agree to take the said share(s) subject to the same conditions.

DATED this [date]

Signed by:

In the presence

Transferor

Witness

Transferee

Witness

- 13.3. On the presentation of the foregoing materials to the Board, accompanied by such evidence as the Board may require to the foregoing, the Board shall, in any case, have the same right to decline or suspend registration as it would have in the case of a bankruptcy, as the case may be.
- 13.4. Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder of said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of a bankruptcy, as the case may be.

14. LISTED SHARES

- 14.1. Notwithstanding anything to the contrary in these Articles, shares that are listed or admitted to trading on an approved of such exchange.

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ALTERATION OF SHARE CAPITAL

15. POWER TO ALTER CAPITAL

- 15.1. Subject to the Act, the Company may from time to time by ordinary resolution alter the conditions of its Memorandum

- (a) increase its capital by such sum divided into shares of such amounts as the resolution shall prescribe or, if the Company has shares without par value, increase its share capital by such number of shares without nominal or par value, or increase the aggregate consideration for which its shares may be issued, as it thinks expedient;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) convert all or any of its paid-up shares into stock, and reconvert that stock into paid-up shares of any denomination;
- (d) subdivide its shares or any of them into shares of an amount smaller than that fixed by the Memorandum of Association; or
- (e) cancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled or, in the case of shares without par value, diminish the number of shares into which its capital is divided.

- 15.2. For the avoidance of doubt it is declared that paragraph 15.1(b), (c) and (d) do not apply if at any time the shares of th

- 15.3. Subject to the Act, the Company may from time to time by Special Resolution reduce its share capital.

16. VARIATION OF RIGHTS ATTACHING TO SHARES

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a resolution passed by a majority of the votes cast at a separate general meeting of the holders of the shares of the class at which meeting the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class. The rights conferred upon the holders of the shares of any class or series issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class or series, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

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DIVIDENDS AND CAPITALISATION

17. DIVIDENDS

- 17.1. The Board may, subject to these Articles and in accordance with the Act, declare a dividend to be paid to the Member or wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other company).
- 17.2. Where the Board determines that a dividend shall be paid wholly or partly by the distribution of specific assets, the Board, in doing so, may, in addition to the foregoing, the Board may fix the value of such specific assets and vest any such specific assets in trustees on such terms as may be determined by the Board.
- 17.3. Dividends may be declared and paid out of profits of the Company, realised or unrealised, or from any reserve set aside for the purpose. Dividends may also be declared and paid out of share premium account or any other fund or account which can be applied for that purpose.
- 17.4. No unpaid dividend shall bear interest as against the Company.
- 17.5. The Company may pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.
- 17.6. The Board may declare and make such other distributions (in cash or in specie) to the Members as may be lawfully made by the Company.

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17.7. The Board may fix any date as the record date for determining the Members entitled to receive any dividend or other declaring same.

18. POWER TO SET ASIDE PROFITS

18.1. The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such amount as it any other purpose. Pending application, such sums may be employed in the business of the Company or invested, and placing the same to reserve, carry forward any profit which it decides not to distribute.

18.2. Subject to any direction from the Company in general meeting, the Board may on behalf of the Company exercise a share premium account.

19. METHOD OF PAYMENT

19.1. Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by cheque or draft sent to or to such person and to such address as the holder may in writing direct.

19.2. In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be in the Register of Members, or to such person and to such address as the joint holders may in writing direct. If two or more for any dividend paid in respect of such shares.

19.3. The Board may deduct from the dividends or distributions payable to any Member all monies due from such Member

20. CAPITALISATION

20.1. The Board may capitalise any amount for the time being standing to the credit of any of the Company's share premium for distribution by applying such amount in paying up unissued shares to be allotted as fully paid bonus shares pro rata

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20.2. The Board may capitalise any amount for the time being standing to the credit of a reserve account or amounts otherwise or nil paid shares of those Members who would have been entitled to such amounts if they were distributed by way of

MEETINGS OF MEMBERS

24.4. A general meeting shall, notwithstanding that it is called on shorter notice than that specified in these Articles, be deemed to have been duly called and held if a majority in number of the Members entitled to vote thereat in the case of an annual general meeting; and (ii) in the case of an extraordinary general meeting, by seven members of the Company.

24.5. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any member of the Company shall not invalidate the proceedings at such meeting.

25. GIVING NOTICE AND ACCESS

25.1. A notice may be given by the Company to a Member:

(a) by delivering it to such Member in person, in which case the notice shall be deemed to have been served upon such delivery; or

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(b) by sending it by post to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served seven days after the date on which it is deposited, with postage prepaid, in the mail; or

(c) by sending it by courier to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served two days after the date on which it is deposited, with courier fees paid, with the courier service; or

(d) by transmitting it by electronic means (including facsimile and electronic mail, but not telephone) in accordance with such directions as may be given by such Member to the Company for such purpose, in which case the notice shall be deemed to have been served at the time that it would in the ordinary course be transmitted; or

(e) by publication of an electronic record of it on a website and notification of such publication (which shall include the address of the website, the place on the website where the document may be found, and how the document may be accessed on the website), such notification being given by any of the methods set out in paragraphs (a) through (d) hereof, in which case the notice shall be deemed to have been served at the time when the instructions for access and the posting on the website are complete.

25.2. Any notice required to be given to a Member shall, with respect to any shares held jointly by two or more persons, be given shall be sufficient notice to all the holders of such shares.

25.3. In proving service under paragraphs 25.1(b), (c) and (d), it shall be sufficient to prove that the notice was properly given with the courier, or transmitted by electronic means.

26. POSTPONEMENT OF GENERAL MEETING

The Board may postpone any general meeting called in accordance with these Articles provided that notice of postponement is given to the Members before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with these Articles.

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27. ELECTRONIC PARTICIPATION IN MEETINGS

Members may participate in any general meeting by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

28. QUORUM AT GENERAL MEETINGS

28.1. At any general meeting two or more persons present in person and representing in person or by proxy in excess of 50% of the total number of shares in the Company shall constitute a quorum for the transaction of business, provided that if the Company shall at any time have only one Member, one Member present shall constitute a quorum for any meeting held during such time.

28.2. If within half an hour from the time appointed for the meeting a quorum is not present, then, in the case of a meeting called for the transaction of business, the meeting shall stand adjourned to the same day one week later, at the same time and place or to such other day, time and place as may be determined by the Board, and place announced at the meeting being adjourned, fresh notice of the resumption of the meeting shall be given to each Member.

29. CHAIRMAN TO PRESIDE

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairman, if there be one, shall act as chairman at all meetings of the Members at which such

person is present. In his absence, a chairman of the meeting shall be appointed or elected by those present at the meeting and entitled to vote.

30. VOTING ON RESOLUTIONS

30.1. Subject to the Act and these Articles, any question proposed for the consideration of the Members at any general meeting of the Company shall be decided by a majority of votes cast, and in the case of an equality of votes the resolution shall fail.

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30.2. No Member shall be entitled to vote at a general meeting unless such Member has paid all the calls on all shares held by him.

30.3. At any general meeting a resolution put to the vote of the meeting shall, in the first instance, be voted upon by a show of hands, and if a poll is demanded, every Member present in person and every person holding a valid proxy shall have one vote.

30.4. At any general meeting if an amendment is proposed to any resolution under consideration and the chairman of the meeting rules that the amendment is not in order, the substantive resolution shall not be invalidated by any error in such ruling.

30.5. At any general meeting a declaration by the chairman of the meeting that a question proposed for consideration has, or has not, been decided by a majority of votes cast, and an entry to that effect in a book containing the minutes of the proceedings of the Company shall, subject to these Articles, be conclusive evidence of the fact.

31. POWER TO DEMAND A VOTE ON A POLL

31.1. Notwithstanding the foregoing, a poll may be demanded by the chairman of the meeting or at least one Member.

31.2. Where a poll is demanded, subject to any rights or restrictions for the time being lawfully attached to any class of shares, the vote of every person entitled to vote shall be counted by ballot, and the person is the holder or for which such person holds a proxy and such vote shall be counted by ballot as described hereunder, and the chairman of the meeting may use electronic or other communication facilities or means, in such manner as the chairman of the meeting may direct and shall be validly used in place of a ballot paper, and shall replace any previous resolution upon the same matter which has been the subject of a show of hands, and shall be validly used in the same way.

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- 31.3. A poll demanded for the purpose of electing a chairman of the meeting or on a question of adjournment shall be taken in the following manner during such meeting as the chairman of the meeting may direct. Any business other than that upon which a poll is demanded shall be transacted in the usual manner during such meeting.
- 31.4. Where a vote is taken by poll, each person physically present and entitled to vote shall be furnished with a ballot paper at the meeting having regard to the nature of the question on which the vote is taken, and each ballot paper shall be signed or initialed by or on behalf of a proxy. Each person present by telephone, electronic or other communication facilities or means shall cast his vote by means of ballot papers and votes cast in accordance with such directions shall be examined and counted by a committee of not less than three members of the meeting for that purpose and the result of the poll shall be declared by the chairman of the meeting.

32. VOTING BY JOINT HOLDERS OF SHARES

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

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33. INSTRUMENT OF PROXY

- 33.1. An instrument appointing a proxy shall be in writing or transmitted by electronic mail in substantially the following form:

Proxy

[Name of Company] (the "Company")

I/We, [insert names here] , being a Member of the Company with [number] shares, HEREBY APPOINT [name] of [address] or failing him, [name] of [address] to be my/our proxy to vote for me/us at the meeting of the Members to be held on [date] and at any adjournment thereof. [Any restrictions on voting to be inserted here].

Signed this [date]

Member(s)

- 33.2. The instrument of proxy shall be signed or, in the case of a transmission by electronic mail, electronically signed in writing, or if the appointor is a corporation, either under its seal or signed or, in the case of a transmission by electronic mail, electronically signed in writing, by an attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or signed or, in the case of a transmission by electronic mail, electronically signed in writing, by a duly authorised officer or attorney.
- 33.3. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf.
- 33.4. The decision of the chairman of any general meeting as to the validity of any appointment of a proxy shall be final.

34. REPRESENTATION OF CORPORATE MEMBER

- 34.1. A corporation which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act on its behalf and exercise the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were a natural person attending the meeting attended by its authorised representative or representatives.
- 34.2. Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of a Member to attend and vote at a meeting.

35. ADJOURNMENT OF GENERAL MEETING

The chairman of a general meeting may, with the consent of the Members at any general meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, fresh notice of the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat, in accordance with these Articles.

36. WRITTEN RESOLUTIONS

- 36.1. Subject to these Articles, anything which may be done by resolution of the Company in general meeting or by resolution in accordance with this Article.
- 36.2. A written resolution is passed when it is signed by (or in the case of a Member that is a corporation, on behalf of) all the Members entitled to attend and vote at a general meeting of the Company. It may be signed in as many counterparts as may be necessary.

- 36.3. A resolution in writing made in accordance with this Article is as valid as if it had been passed by the Company in general meeting. Any reference in any Article to a meeting at which a resolution is passed or to Members voting in favour of a resolution shall be construed as a reference to a resolution passed or voted in favour of in writing.
- 36.4. A resolution in writing made in accordance with this Article shall constitute minutes for the purposes of the Act.
- 36.5. For the purposes of this Article, the date of the resolution is the date when the resolution is signed by (or in the case of a resolution in writing, the date when the resolution is signed by) the majority of the Members entitled to vote on the resolution. Any reference in any Article to the date of passing of a resolution is, in relation to a resolution made in accordance with this Article, a reference to the date of the resolution.

37. DIRECTORS ATTENDANCE AT GENERAL MEETINGS

The Directors shall be entitled to receive notice of, attend and be heard at any general meeting.

DIRECTORS AND OFFICERS

38. ELECTION OF DIRECTORS

- 38.1. The Directors shall be elected or appointed in writing in the first place by the subscribers to the Memorandum of Association, and thereafter by the Members in general meeting, unless prescribed by Special Resolution.

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- 38.2. The Board may from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board, provided that the person appointed is qualified to be appointed as a Director pursuant to these Articles.
- 38.3. The Company may from time to time by ordinary resolution appoint any person to be a Director.

39. NUMBER OF DIRECTORS

The Board shall consist of not less than one Director or such number in excess thereof as the Board may determine.

40. TERM OF OFFICE OF DIRECTORS

An appointment of a Director may be on terms that the Director shall automatically retire from office (unless he has sooner vacated office) at the next or a subsequent annual general meeting.

or upon any specified event or after any specified period; but no such term shall be implied in the absence of express provision.

41. ALTERNATE DIRECTORS

- 41.1. At any general meeting, the Members may elect a person or persons to act as a Director in the alternative to any one of the Directors.
- 41.2. Unless the Members otherwise resolve, any Director may appoint a person or persons to act as a Director in the alternative to himself.
- 41.3. Any person elected or appointed pursuant to this Article shall have all the rights and powers of the Director or Directors for whom he is elected or appointed, but shall not be counted more than once in determining whether or not a quorum is present.
- 41.4. An Alternate Director shall be entitled to receive notice of all Board meetings and to attend and vote at any such meeting in the absence of the Director for whom he is appointed, and generally to perform at such meeting all the functions of such Director for whom such Alternate Director is appointed.

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- 41.5. An Alternate Director's office shall terminate -
- (a) in the case of an alternate elected by the Members:
 - (i) on the occurrence in relation to the Alternate Director of any event which, if it occurred in relation to the Director for whom he was elected to act, would result in the termination of that Director; or
 - (ii) if the Director for whom he was elected in the alternative ceases for any reason to be a Director, provided that the alternate removed in these circumstances may be re-appointed by the Board as an alternate to the person appointed to fill the vacancy; and
 - (b) in the case of an alternate appointed by a Director:
 - (i) on the occurrence in relation to the Alternate Director of any event which, if it occurred in relation to his appointor, would result in the termination of the appointor's directorship; or

- (ii) when the Alternate Director's appointor revokes the appointment by notice to the Company in writing specifying when the appointment is to terminate; or
- (iii) if the Alternate Director's appointor ceases for any reason to be a Director.

- 41.6. If an Alternate Director is himself a Director or attends a Board meeting as the Alternate Director of more than one Director, he shall be deemed to be a Director for all purposes of these Articles.
- 41.7. Unless the Board determines otherwise, an Alternate Director may also represent his appointor at meetings of any committee of the Board and his powers shall apply equally to such committee meetings as to Board meetings.
- 41.8. Save as provided in these Articles an Alternate Director shall not, as such, have any power to act as a Director or to exercise any powers conferred on Directors by these Articles.

42. REMOVAL OF DIRECTORS

The Company may from time to time by ordinary resolution remove any Director from office, whether or not appointing another in his stead.

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43. VACANCY IN THE OFFICE OF DIRECTOR

The office of Director shall be vacated if the Director:

- (a) is removed from office pursuant to these Articles;
- (b) dies or becomes bankrupt, or makes any arrangement or composition with his creditors generally;
- (c) is or becomes of unsound mind or an order for his detention is made under the Mental Health Act of the Cayman Islands or any analogous law of a jurisdiction outside the Cayman Islands, or dies; or
- (d) resigns his office by notice to the Company.

44. REMUNERATION OF DIRECTORS

The remuneration (if any) of the Directors shall, subject to any direction that may be given by the Company in general meeting, be determined by the Board as it may from time to time determine and shall be deemed to accrue from day to day. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from Board meetings, any committee appointed by the Board, general meetings, or in connection with the business of the Company or their duties as Directors generally.

45. DEFECT IN APPOINTMENT

All acts done in good faith by the Board, any Director, a member of a committee appointed by the Board, any person to whom the Board may have delegated any of its powers, or any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that he was, or any of them were, disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or act in the relevant capacity.

46. DIRECTORS TO MANAGE BUSINESS

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to these Articles and the provisions of the Act.

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47. POWERS OF THE BOARD OF DIRECTORS

The Board may:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their remuneration and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities

whether outright or as security for any debt, liability or obligation of the Company or any third party;

- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;

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- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Board for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board, including provisions for written resolutions;
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board may see fit;

- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any deed, agreement, document or instrument on behalf of the Company.

48. REGISTER OF DIRECTORS AND OFFICERS

The Board shall keep and maintain a Register of Directors and Officers in accordance with the Act.

49. OFFICERS

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of these Articles.

50. APPOINTMENT OF OFFICERS

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

51. DUTIES OF OFFICERS

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

52. REMUNERATION OF OFFICERS

The Officers shall receive such remuneration as the Board may determine.

- 54.2. The Company may purchase and maintain insurance for the benefit of any Director or Officer against any liability incurred in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default or breach of duty to the Company or any subsidiary thereof.

MEETINGS OF THE BOARD OF DIRECTORS

55. BOARD MEETINGS

The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A resolution put to the vote at a Board meeting shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

56. NOTICE OF BOARD MEETINGS

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board meeting. Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to such Director verbally (including in person or by telephone) or otherwise communicated or sent to such Director by post, electronic means or other mode of representing words in a visible form at such Director's last known address or in accordance with any other instructions given by such Director to the Company for this purpose.

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57. ELECTRONIC PARTICIPATION IN MEETINGS

Directors may participate in any meeting by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

58. REPRESENTATION OF DIRECTOR

- 58.1. A Director which is a corporation may, by written instrument, authorise such person or persons as it thinks fit to act in the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were a natural person at any meeting attended by its authorised representative or representatives.

58.2. Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of the Director.

58.3. A Director who is not present at a Board meeting, and whose Alternate Director (if any) is not present at the meeting, and vote of the proxy shall be deemed to be that of the Director. All the provisions of these Articles regulating the appointment of a proxy shall apply to the proxy.

59. QUORUM AT BOARD MEETINGS

The quorum necessary for the transaction of business at a Board meeting shall be two Directors, provided that if there is only one Director for the time being in office the quorum shall be one.

60. BOARD TO CONTINUE IN THE EVENT OF VACANCY

The Board may act notwithstanding any vacancy in its number.

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61. CHAIRMAN TO PRESIDE

Unless otherwise agreed by a majority of the Directors attending, the Chairman, if there be one, shall act as chairman at all Board meetings at which such person is present. In his absence a chairman of the meeting shall be appointed or elected by the Directors present at the meeting.

62. WRITTEN RESOLUTIONS

62.1. Anything which may be done by resolution of the Directors may, without a meeting and without any previous notice, be done by a written resolution.

62.2. A written resolution may be signed by (or in the case of a Director that is a corporation, on behalf of) all the Directors.

62.3. A written resolution made in accordance with this Article is as valid as if it had been passed by the Directors in a meeting, and the signatures of the Directors or to Directors voting in favour of a resolution shall be construed accordingly.

62.4. A resolution in writing made in accordance with this Article shall constitute minutes for the purposes of the Act.

62.5. For the purposes of this Article, the date of the resolution is the date when the resolution is signed by (or in the case of any Article to the date of passing of a resolution is, in relation to a resolution made in accordance with this Article, a

63. VALIDITY OF PRIOR ACTS OF THE BOARD

No regulation or alteration to these Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

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CORPORATE RECORDS

64. MINUTES

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each Board meeting and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, Board meetings, meetings of managers and meetings of committees appointed by the Board.

65. REGISTER OF MORTGAGES AND CHARGES

65.1. The Board shall cause to be kept the Register of Mortgages and Charges required by the Act.

65.2. The Register of Mortgages and Charges shall be open to inspection in accordance with the Act, at the registered office, subject to such restrictions as the Board may impose, so that not less than two hours in each such business day be allowed for inspection.

66. FORM AND USE OF SEAL

- 66.1. The Company may adopt a seal, which shall bear the name of the Company in legible characters, and which may, at the name (if any), in such form as the Board may determine. The Board may adopt one or more duplicate seals for use in of the country, territory, district or place where it is to be issued.
- 66.2. The Seal (if any) shall only be used by the authority of the Board or of a committee of the Board authorised by the B the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose b
- 66.3. Notwithstanding the foregoing, the Seal (if any) may without further authority be affixed by way of authentication to and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institut

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ACCOUNTS

67. BOOKS OF ACCOUNT

- 67.1. The Board shall cause to be kept proper books of account including, where applicable, material underlying documents
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) all assets and liabilities of the Company.
- 67.2. Such books of account shall be kept and proper books of account shall not be deemed to be kept with respect to the n necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 67.3. Such books of account shall be retained for a minimum period of five years from the date on which they are prepared
- 67.4. No Member (not being a Director) shall have any right of inspecting any account or book or document of the Compar

68. FINANCIAL YEAR END

The financial year end of the Company shall be 31st March in each year but, subject to any direction of the Company in general meeting, the Board may from time to time prescribe some

other period to be the financial year, provided that the Board may not without the sanction of an ordinary resolution prescribe or allow any financial year longer than eighteen months.

AUDITS

69. AUDIT

Nothing in these Articles shall be construed as making it obligatory to appoint Auditors.

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70. APPOINTMENT OF AUDITORS

70.1. The Company may in general meeting appoint Auditors to hold office for such period as the Members may determine.

70.2. Whenever there are no Auditors appointed as aforesaid the Board may appoint Auditors to hold office for such period as the Members may determine.

70.3. The Auditor may be a Member but no Director, Officer or employee of the Company shall, during his continuance in office, be eligible for election or appointment as Auditor.

71. REMUNERATION OF AUDITORS

71.1. The remuneration of an Auditor appointed by the Members shall be fixed by the Company in general meeting.

71.2. The remuneration of an Auditor appointed by the Board in accordance with these Articles shall be fixed by the Board.

72. DUTIES OF AUDITOR

The Auditor shall make a report to the Members on the accounts examined by him and on every set of financial statements laid before the Company in general meeting, or circulated to Members, pursuant to this Article during the Auditor's tenure of office.

73. ACCESS TO RECORDS

73.1. The Auditor shall at all reasonable times have access to the Company's books, accounts and vouchers and shall be entitled to examine and take copies of any documents as the Auditor thinks necessary for the performance of the Auditor's duties and, if the Auditor fails to obtain all the information necessary for the purposes of their audit, he shall state that fact in his report to the Members.

- 73.2. The Auditor shall be entitled to attend any general meeting at which any financial statements which have been examined and the Auditor's explanation he may desire with respect to the financial statements.

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VOLUNTARY WINDING-UP AND DISSOLUTION

74. WINDING-UP

- 74.1. The Company may be voluntarily wound-up by a Special Resolution.
- 74.2. If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members (whether or not they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property of the Company as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of the assets of the Company in any person whom the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets which are so vested.

CHANGES TO CONSTITUTION

75. CHANGES TO ARTICLES

Subject to the Act and to the conditions contained in its memorandum, the Company may, by Special Resolution, alter or add to its Articles.

76. CHANGES TO THE MEMORANDUM OF ASSOCIATION

Subject to the Act and these Articles, the Company may from time to time by Special Resolution alter its Memorandum of Association with respect to any objects, powers or other matters specified therein.

77. DISCONTINUANCE

The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Act.

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SU Group Holdings Limited

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Dated this 11th day of Mach, 2021

Charlotte Cloete, Manager

Cricket Square, Hutchins Drive,
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Charlotte Cloete

Trisha Peters

Witness to the above signature

Address: Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Occupation: Corporate Administrator

MEMORANDUM OF ASSOCIATION

OF

SU GROUP HOLDINGS LIMITED

榮誌集團控股有限公司

(Conditionally adopted by way of a special resolution passed on 21 November 2023 and to become effective immediately prior to the completion of the initial public offering of the Company's ordinary shares with effect from [●] 2023)

1. The name of the Company is SU Group Holdings Limited and its dual foreign name is 榮誌集團控股有限公司.
2. The registered office of the Company shall be at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted and shall include, without limitation:
 - (a) to act and perform all the functions of a holding company in all its branches and to coordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company; and
 - (b) to act as an investment company and for that purpose to subscribe, acquire, hold, dispose, sell, deal in or trade upon any terms, whether conditionally or absolutely, shares, stock, debentures, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting,

participation in syndicates or in any other manner and whether or not fully paid up, and to meet calls thereon.

4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act.
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is HK\$7,500,000 divided into 750,000,000 shares of a nominal or par value of HK\$0.01 each with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Act (As Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9. The Company may exercise the power contained in the Companies Act to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

The Companies Act (As Revised)
Exempted Company Limited by Shares

AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

SU GROUP HOLDINGS LIMITED

榮誌集團控股有限公司

(Conditionally adopted by way of a special resolution passed on 21 November 2023 and to become effective immediately prior to the completion of the initial public offering of the Company's ordinary shares with effect from [●] 2023)

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TABLE A

1. The regulations in Table A in the Schedule to the Companies Act (As Revised) do not apply to the Company.

INTERPRETATION

2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD

MEANING

“Act”

The Companies Act (As Revised), Cap. 22 of the Cayman Islands.

“Articles”

these Articles in their present form or as supplemented or amended or

“Audit Committee”	the audit committee of the Company formed by the Board pursuant to
“Auditor”	the independent auditor of the Company which shall be an international
“Board” or “Directors”	the board of directors of the Company or the directors present at a meeting
“capital”	the share capital from time to time of the Company.
“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given and the day when it is to take effect.
“clearing house”	a clearing house recognised by the laws of the jurisdiction in which the exchange or interdealer quotation system in such jurisdiction.

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“Company”	SU Group Holdings Limited 榮誌集團控股有限公司
“competent regulatory authority”	a competent regulatory authority in the territory where the shares of the Company (or any class of shares) are listed for trading on a stock exchange or other regulated market system in such territory.
“debenture” and “debenture holder”	include debenture stock and debenture stockholder respectively.
“Designated Stock Exchange”	the stock exchange in the United States of America on which any shares are listed for trading
“dollars” and “\$”	dollars, the legal currency of the United States of America.
“Exchange Act”	the Securities Exchange Act of 1934, as amended.
“head office”	such office of the Company as the Directors may from time to time determine to be the principal office of the Company
“HK\$”	Hong Kong dollars, the legal currency of the Hong Kong Special Administrative Region
“Independent Director”	a director who is an independent director as defined in the applicable rules and regulations
“Member”	a duly registered holder from time to time of the shares in the capital of the Company

“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time.
“month”	a calendar month.
“Notice”	written notice unless otherwise specifically stated and as further defined in these Articles.
“Office”	the registered office of the Company for the time being.
“ordinary resolution”	a resolution shall be an ordinary resolution when it has been passed by a simple majority of any Member being a corporation, by its duly authorised representative or, where permitted, in accordance with Article 60;
“paid up”	paid up or credited as paid up.
“Register”	the principal register and where applicable, any branch register of Members of the Company to be determined from time to time.
“Registration Office”	in respect of any class of share capital such place as the Board may from time to time determine where (except in cases where the Board otherwise directs) the transfers or other documents relating to shares are to be registered.
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“SEC”	the United States Securities and Exchange Commission.
“Securities Act”	mean the U.S. Securities Act 1933 as amended, or any similar federal statute and the rules and regulations of the SEC thereunder as the same shall be defined from time to time.
“Seal”	common seal or any one or more duplicate seals of the Company (including a securities stamp).
“Secretary”	any person, firm or corporation appointed by the Board to perform any of the duties of secretary.
“shares”	shares of par value HK\$0.01 each.
“special resolution”	a resolution shall be a special resolution when it has been passed by a majority of not less than 75% of the Members in the case of such Members as are corporations, by their respective duly authorised representatives, provided that a written resolution has been duly given in accordance with Article 60;

a special resolution shall be effective for any purpose for which an ordinary resolution is

“Statutes”

the Act and every other law of the Legislature of the Cayman Islands for the time being in force.

“year”

a calendar year.

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- (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:
- (a) words importing the singular include the plural and vice versa;
 - (b) words importing a gender include both gender and the neuter;
 - (c) words importing persons include companies, associations and bodies of persons whether corporate or not;
 - (d) the words:
 - (i) “may” shall be construed as permissive;
 - (ii) “shall” or “will” shall be construed as imperative;
 - (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, email, facsimile, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, or represented by any other substitute or format for storage or transmission for writing or partly one and partly another provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;
 - (f) any requirement as to delivery under the Articles include delivery in the form of an electronic record (as defined in the Electronic Transactions Act of the Cayman Islands) or an electronic communication;

- (g) references to any law, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;
- (h) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Articles if not inconsistent with the subject in the context;
- (i) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic communication or by electronic signature or by any other method and references to a notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (j) Sections 8 and 19 of the Electronic Transaction Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
- (k) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;
- (l) reference to a meeting shall include a meeting that has been postponed by the Board pursuant to Article 65; and
- (m) references to “in the ordinary course of business” and comparable expressions mean the ordinary and usual course of business of the relevant party, consistent in all material respects (including nature and scope) with the prior practice of such party.

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SHARE CAPITAL

3. (1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of HK\$0.01 each.

(2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the rules and regulations of the Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fits and any determination by the Board of the manner of purchase shall be deemed authorized by these Articles for purposes of the Act. Subject to the Act, the Company is hereby authorized to make payments in respect of a redemption or purchase of its own shares in any manner authorized by the Act, including out of its capital. The purchase of any share shall not oblige the Company to purchase any other share other than as may be required pursuant to applicable law and any other contractual obligations of the Company.

(3) The Company is authorised to hold treasury shares in accordance with the Act and may designate as treasury shares any of its shares that it purchases or redeems, or any share surrendered to it subject to the rules and regulations of the Designated Stock Exchange and/or any competent regulatory authority. Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such shares are either cancelled or transferred as the Board may determine on such terms and subject to such conditions as it in its absolute discretion thinks fits in accordance with the Act subject to the rules and regulations of the Designated Stock Exchange and/or any competent regulatory authority.

(4) The Company may accept the surrender for no consideration of any fully paid share unless, as a result of such surrender, there would no longer be any issued shares of the Company other than shares held as treasury shares.

(5) No share shall be issued to bearer.

ALTERATION OF CAPITAL

4. The Company may from time to time by ordinary resolution in accordance with the Act alter the conditions of its Memorandum of Association to:

- (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;
- (b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;

- (c) without prejudice to the powers of the Board under Article 13, divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that, for the avoidance of doubt, where a class of shares has been authorized by the Company no resolution of the Company in general meeting is required for the issuance of shares of that class and the Directors may issue shares of that class and determine such rights, privileges, conditions or restrictions attaching thereto as aforesaid, and further provided that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;
- (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the Act), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled or, in the case of shares, without par value, diminish the number of shares into which its capital is divided.

5. The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the Article 4 and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise any person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company’s benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Act, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.

7. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company, and such shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.

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SHARE RIGHTS

8. Subject to the provisions of the Act, the rules and regulations of the Designated Stock Exchange and the Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, and without prejudice to Article 13 hereof, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine, including without limitation on terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

9. Subject to the Act, the rules and regulations of the Designated Stock Exchange and the Memorandum and Articles of Association, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that may be or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

10. Subject to Article 13(1), the Memorandum of Association and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to these Articles:

- (a) be entitled to one vote per share;

- (b) be entitled to such dividends as the Board may from time to time declare;
- (c) in the event of a winding up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
- (d) generally, be entitled to enjoy all of the rights attaching to shares.

VARIATION OF RIGHTS

11. Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

- (a) notwithstanding Article 59 which shall not apply to this Article 11, separate general meetings of the holders of a class or series of shares may be called only by (i) the Chairman of the Board, or (ii) a majority of the entire Board (unless otherwise specifically provided by the terms of issue of the shares of such class or series). Nothing in this Article 11 shall be deemed to give any Member or Members the right to call a class or series meeting;

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- (b) the necessary quorum (whether at a separate general meeting or at its adjourned meeting) shall be a person or persons or (in the case of a Member being a corporation) its duly authorized representative together holding or representing by proxy not less than one-third in nominal value or par value of the issued shares of that class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall form a quorum (whatever the number of shares held by them));
- (c) every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; and

- (d) any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.

12. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied, modified or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

SHARES

13. (1) Subject to the Act, these Articles and, where applicable, the rules and regulations of the Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to the par value. In particular and without prejudice to the generality of the foregoing, the Board is hereby empowered to authorize by resolution or resolutions from time to time the issuance of one or more classes or series of preferred shares and to fix the designations, powers, preferences and relative, participating, optional and other rights, if any, and the qualifications, limitations and restrictions thereof, if any, including, without limitation, the number of shares constituting each such class or series, dividend rights, conversion rights, redemption privileges, voting powers, full or limited or no voting powers, and liquidation preferences, and to increase or decrease the size of any such class or series (but not below the number of shares of any class or series of preferred shares then outstanding) to the extent permitted by the Act. Without limiting the generality of the foregoing, the resolution or resolutions providing for the establishment of any class or series of preferred shares may, to the extent permitted by law, provide that such class or series shall be superior to, rank equally with or be junior to the preferred shares of any other class or series.

(2) Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever. Except as otherwise expressly provided in the resolution or resolutions providing for the establishment of any class or series of preferred shares, no vote of the holders of preferred shares or ordinary shares shall be a prerequisite to the issuance of any shares of any class or series of the preferred shares authorized by and complying with the conditions of the Memorandum and Articles of Association.

(3) The Board may issue options, warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for, purchase or receive any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.

14. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Act. Subject to the Act, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.

15. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any fractional part of a share or (except only as otherwise provided by these Articles or by law) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

16. Subject to the Act and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.

SHARE CERTIFICATES

17. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.

18. (1) In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

(2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.

19. The Company is not obliged to issue a share certificate to a Member unless the Member requests it in writing from the Company. Every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines.

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20. Share certificates shall be issued within the relevant time limit as prescribed by the Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company. Every share certificate of the Company shall bear legends required under the applicable laws, including the Securities Act.

21. (1) Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article 21. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him at the aforesaid fee payable by the transferor to the Company in respect thereof.

(2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount as the Designated Stock Exchange may from time to time determine provided that the Board may at any time determine a lower amount for such fee.

22. If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that

where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Board has determined that the original has been destroyed.

LIEN

23. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually become due or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Article 23.

24. Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

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25. The net proceeds of the sale shall be received by the Company and applied in or towards payment or discharge of the debt or liability in respect of which the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the share prior to the sale) be paid to the person entitled to the share at the time of the sale. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares so transferred and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

CALLS ON SHARES

26. Subject to these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no Member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.

27. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be made payable either in one lump sum or by instalments.

28. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments due in respect thereof or other moneys due in respect thereof.

29. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the amount unpaid from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding twenty percent (20%) per annum) as the Board may determine, but the Board may in its absolute discretion waive payment of such interest in whole or in part.

30. No Member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another Member) at any general meeting either personally or by proxy, or be reckoned in a quorum, or exercise any other privilege as a Member until all calls or instalments due by him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

31. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register as the holder, or one of the holders, of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

32. Any amount payable in respect of a share upon allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call duly made and payable on the date fixed for payment and if it is not paid the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call duly made and notified.

33. On the issue of shares the Board may differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.

34. The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) month's Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.

FORFEITURE OF SHARES

35. (1) If a call remains unpaid after it has become due and payable the Board may give to the person from whom it is due not less than fourteen (14) clear days' Notice:

- (a) requiring payment of the amount unpaid together with any interest which may have accrued and which may still accrue up to the date of actual payment; and
- (b) stating that if the Notice is not complied with the shares on which the call was made will be liable to be forfeited.

(2) If the requirements of any such Notice are not complied with, any share in respect of which such Notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Board to that effect, and such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share but not actually paid before the forfeiture.

36. When any share has been forfeited, notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share. No forfeiture shall be invalidated by any omission or neglect to give such Notice.

37. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references in these Articles to forfeiture will include surrender.

38. Any share so forfeited shall be deemed the property of the Company and may be sold, re-allotted or otherwise disposed of to such person, upon such terms and in such manner as the Board determines, and at any time before a sale, re-allotment or disposition the forfeiture may be annulled by the Board on such terms as the Board determines.

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39. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but nevertheless shall remain liable to pay the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with (if the Board shall in its discretion so requires) interest thereon from the date of forfeiture until payment at such rate (not exceeding twenty percent (20%) per annum) as the Board shall determine. The Board may enforce payment thereof if it thinks fit, and without any deduction or allowance for the value of the forfeited shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Article 39 any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.

40. A declaration by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration shall (subject to the execution of an instrument of transfer by the Company if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture, sale or disposal of the share. When any share shall have been forfeited, notice of the declaration shall be given to the Member in whose name it stood immediately prior to the

forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry.

41. Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, permit the shares forfeited to be bought back upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as it thinks fit.

42. The forfeiture of a share shall not prejudice the right of the Company to any call already made or instalment payable thereon.

43. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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REGISTER OF MEMBERS

44. (1) The Company shall keep in one or more books a Register of its Members and shall enter therein the following particulars, that is to say:

- (a) the name and address of each Member, the number and class of shares held by him and the amount paid or agreed to be considered as paid on such shares;
- (b) the date on which each person was entered in the Register; and
- (c) the date on which any person ceased to be a Member.

(2) The Company may keep an overseas or local or other branch register of Members resident in any place, and the Board may make and vary such regulations as it determines in respect of the keeping of any such register and maintaining a Registration Office in connection therewith.

45. The Register and branch register of Members, as the case may be, shall be open to inspection for such times and on such days as the Board shall determine by Members without charge or by any other

person, upon a maximum payment of \$2.50 or such other sum specified by the Board, at the Office or Registration Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after compliance with any notice requirements of the Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed for inspection at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

RECORD DATES

46. For the purpose of determining the Members entitled to notice of or to vote at any general meeting, or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of shares or for the purpose of any other lawful action, the Board may fix, in advance, a date as the record date for any such determination of Members.

If the Board does not fix a record date for any general meeting, the record date for determining the Members entitled to a notice of or to vote at such meeting shall be at the close of business on the day next preceding the day on which notice is given, or, if in accordance with these Articles notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining the Members for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

A determination of the Members of record entitled to notice of or to vote at a meeting of the Members shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

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TRANSFER OF SHARES

47. (1) Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or a central depository house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.

48. The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to Article 47, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

49. (1) The Board may, in its absolute discretion, and without giving any reason therefor, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share to more than four joint holders or a transfer of any share (not being a fully paid up share) on which the Company has a lien.

(2) The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.

(3) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch

register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Act.

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50. Without limiting the generality of the Article 49, the Board may decline to recognise any instrument of transfer unless:-

- (a) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;
- (b) the instrument of transfer is in respect of only one class of share;
- (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
- (d) if applicable, the instrument of transfer is duly and properly stamped.

51. If the Board refuses to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and transferee notice of the refusal.

52. The registration of transfers of shares or of any class of shares may, after compliance with any notice requirement of the Designated Stock Exchange, be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

TRANSMISSION OF SHARES

53. If a Member dies, the survivor or survivors where the deceased was a joint holder, and his legal personal representatives where he was a sole or only surviving holder, will be the only persons recognised

by the Company as having any title to his interest in the shares; but nothing in this Article will release the estate of a deceased Member (whether sole or joint) from any liability in respect of any share which had been solely or jointly held by him.

54. Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or the Office, as the case may be, to that effect. If he elects to have another person registered he shall execute a transfer of the share in favour of that person. The provisions of these Articles relating to the transfer and registration of transfers of shares shall apply to such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by such Member.

55. A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article 76(2) being met, such a person may vote at meetings.

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UNTRACEABLE MEMBERS

56. (1) Without prejudice to the rights of the Company under paragraph (2) of this Article 56, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

(2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:

- (a) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in

respect of them sent during the relevant period in the manner authorised by the Articles have remained uncashed;

- (b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
- (c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers to be made in accordance with the requirements of, the Designated Stock Exchange of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

For the purpose of the foregoing, the “relevant period” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.

(3) To give effect to any such sale the Board may authorise some person to transfer the said shares and an instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former Member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

57. The Company shall, if required by the Statute, in each year hold a general meeting as its annual general meeting, and shall specify the meeting as such in the notices calling it. An annual general meeting of the Company shall be held at such time and place as may be determined by the Board.

58. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held at such times and in any location in the world as may be determined by the Board. Any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall, *mutatis mutandis*, apply to a general meeting held wholly by or in-combination with electronic means.

59. A majority of the Board or the Chairman of the Board may call extraordinary general meetings, which extraordinary general meetings shall be held at such times and locations (as permitted hereby) as such person or persons shall determine.

NOTICE OF GENERAL MEETINGS

60. (1) An annual general meeting and any extraordinary general meeting may be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the issued shares giving that right.

(2) The notice shall specify the time and place of the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors.

61. The accidental omission to give Notice of a meeting or (in cases where instruments of proxy are sent out with the Notice) to send such instrument of proxy to, or the non-receipt of such Notice or such instrument of proxy by, any person entitled to receive such Notice shall not invalidate any resolution passed or the proceedings at that meeting.

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PROCEEDINGS AT GENERAL MEETINGS

62. (1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:

- (a) the declaration and sanctioning of dividends; and
- (b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet.

(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. At any general meeting of the Company, two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing not less than one-third in nominal value of the total issued voting shares in the Company throughout the meeting shall form a quorum for all purposes.

63. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

64. The Chairman of the Board shall preside as chairman at every general meeting. If at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair,

the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.

65. Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the chairman may (without consent of the meeting) or shall at the direction of the meeting adjourn the meeting, from time to time and from place to place, but no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or postponement not taken place. Notice of a postponement must be given to all Members by any means as the Board may determine. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

66. If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

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VOTING

67. Holders of ordinary shares have the right to receive notice of, attend, speak and vote at general meetings of the Company. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house or a central depository house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules and regulations of the Designated

Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

68. Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.

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69. If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules and regulations of the Designated Stock Exchange.

70. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.

71. The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.

72. On a poll votes may be given either personally or by proxy.

73. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

74. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles, by the Act or the rules and regulations of the Designated Stock Exchange. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

75. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

76. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, *curator bonis* or other person in the nature of a receiver, committee or *curator bonis* appointed by such court, and such receiver, committee, *curator bonis* or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or

Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or poll, as the case may be.

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(2) Any person entitled under Article 54 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

77. No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.

78. If:

- (a) any objection shall be raised to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

PROXIES

79. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general

meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.

80. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

81. Unless otherwise determined by the Board, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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82. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

83. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

84. Anything which under these Articles a Member may do by proxy he may likewise do by his duly appointed attorney and the provisions of these Articles relating to proxies and instruments appointing proxies shall apply *mutatis mutandis* in relation to any such attorney and the instrument under which such attorney is appointed.

CORPORATIONS ACTING BY REPRESENTATIVES

85. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

(2) If a clearing house (or its nominee(s)) or a central depository entity (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house or a central depository entity (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house or a central depository entity (or its nominee(s)) including the right to vote individually on a show of hands.

(3) Any reference in these Articles to a duly authorised representative of a Member being a corporation shall mean a representative authorised under the provisions of this Article.

NO ACTION BY WRITTEN RESOLUTIONS OF MEMBERS

86. Any action required or permitted to be taken at any annual or extraordinary general meetings of the Company may be taken only upon the vote of the Members at an annual or extraordinary general meeting duly noticed and convened in accordance with these Articles and the Act and may not be taken by written resolution of Members without a meeting.

BOARD OF DIRECTORS

87. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Board. For so long as the shares are listed on the Designated Stock Exchange, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Designated Stock Exchange require, unless the Board resolves to follow any available exceptions or exemptions. The Directors shall be elected or appointed in accordance with Article 87 and 88 and shall hold office until the expiration of his term or until their successors are elected or appointed.

(2) Subject to the Articles and the Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board.

(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director to fill a casual vacancy on the Board or as an addition to the existing Board subject to the Company's compliance with director nomination procedures required under the rules and regulations of the Designated Stock Exchange as long as shares are listed on the Designated Stock Exchange, unless the Board resolves to follow any available exceptions or exemptions.

(4) No Director shall be required to hold any shares of the Company by way of qualification and a Director who is not a Member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.

(5) Subject to any provision to the contrary in these Articles, a Director may be removed by way of an ordinary resolution of the Members at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed or by the affirmative vote of a simple majority of the remaining Directors present and voting at a Board meeting.

(7) The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).

DISQUALIFICATION OF DIRECTORS

88. The office of a Director shall be vacated if the Director:

(1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;

(2) becomes of unsound mind or dies;

(3) without special leave of absence from the Board, is absent from meetings of the Board for three consecutive meetings and the Board resolves that his office be vacated;

(4) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;

(5) is prohibited by law from being a Director; or

(6) ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.

EXECUTIVE DIRECTORS

89. The Board may from time to time appoint any one or more of its body to be a managing director, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period (subject to their continuance as Directors) and upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Article 91 shall be subject to the same provisions as to removal as the

other Directors of the Company, and he shall (subject to the provisions of any contract between him and the Company) ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.

90. Notwithstanding Articles 95, 96, 97 and 98, an executive director appointed to an office under Article 89 hereof shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, and either in addition to or in lieu of his remuneration as a Director.

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ALTERNATE DIRECTORS

91. Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person (including another Director) to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.

92. An alternate Director shall only be a Director for the purposes of the Act and shall only be subject to the provisions of the Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from

contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.

93. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). If his appointor is for the time being absent from the People's Republic of China or otherwise not available or unable to act, the signature of an alternate Director to any resolution in writing of the Board or a committee of the Board of which his appointor is a member shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.

94. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, however, such alternate Director or any other person may be re-appointed by the Directors to serve as an alternate Director.

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DIRECTORS' FEES AND EXPENSES

95. The Directors shall receive such remuneration as the Board may from time to time determine. Each Director shall be entitled to be repaid or prepaid all traveling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the board or general meetings or separate meetings of any class of shares or of debenture of the Company or otherwise in connection with the discharge of his duties as a Director.

96. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.

97. Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.

98. The Board shall determine any payment to any Director or past Director of the Company by way of compensation for loss of office, or as consideration for or in connection with his retirement from office (not being payment to which the Director is contractually entitled).

DIRECTORS' INTERESTS

99. A Director may:

- (a) hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine. Any remuneration (whether by way of salary, commission, participation in profits or otherwise) paid to any Director in respect of any such other office or place of profit shall be in addition to any remuneration provided for by or pursuant to any other Article;
- (b) act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm may be remunerated for professional services as if he were not a Director;
- (c) continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and (unless otherwise agreed) no such Director shall be accountable for any remuneration, profits or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of or from his interests in any such other company. Subject as otherwise provided by these Articles the Directors may exercise or cause to be exercised the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as Directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) or voting or providing for the payment of remuneration to the director, managing director, joint managing director, deputy managing director, executive director, manager or other officers of such other company and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director,

managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.

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Notwithstanding the foregoing, no Independent Director shall without the consent of the Audit Committee take any of the foregoing actions or any other action that would reasonably be likely to affect such Director's status as an Independent Director.

100. Subject to the Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 101 herein. Any such transaction that would reasonably be likely to affect a Director's status as an Independent Director, or that would constitute a "related party transaction" as defined by the rules and regulation of the Designated Stock Exchange or under applicable laws, shall require the approval of the Audit Committee.

101. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Article, a general Notice to the Board by a Director to the effect that:

- (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with that company or firm; or
- (b) he is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement, provided that no such Notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

102. Following a declaration being made pursuant to the last preceding two Articles, subject to any separate requirement for Audit Committee approval under applicable law or the listing rules and regulations of the Designated Stock Exchange, and unless disqualified by the chairman of the relevant Board meeting, a Director may vote in respect of any contract or proposed contract or arrangement in which such Director is interested and may be counted in the quorum at such meeting.

GENERAL POWERS OF THE DIRECTORS

103. (1) The business of the Company shall be managed and conducted by the Board, which may pay all expenses incurred in forming and registering the Company and may exercise all powers of the Company (whether relating to the management of the business of the Company or otherwise) which are not by the Statutes or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such regulations being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

(2) Any person contracting or dealing with the Company in the ordinary course of business shall be entitled to rely on any written or oral contract or agreement or deed, document or instrument entered into or executed as the case may be by any one Director on behalf of the Company and the same shall be deemed to be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company.

(3) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the following powers:

- (a) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed;

- (b) to give to any Directors, officers or employees of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration; and
- (c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Act.

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104. The Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

105. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.

106. The Board may entrust to and confer upon a managing director, joint managing director, deputy managing director, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the

exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.

107. All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.

108. (1) The Board may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the following paragraph shall include any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any of its subsidiary companies) and ex-employees of the Company and their dependants or any class or classes of such person.

(2) The Board may pay, enter into agreements to pay or make grants of revocable or irrevocable pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding paragraph. Any such pension or benefit may, as the Board considers desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement, and may be subject or not subject to any terms or conditions as the Board may determine.

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BORROWING POWERS

109. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Act, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

110. Debentures, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

111. Any debentures, bonds or other securities may be issued at a discount (other than shares), premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

112. (1) Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the Members or otherwise, to obtain priority over such prior charge.

(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the Act, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Act in regard to the registration of charges and debentures therein specified and otherwise.

PROCEEDINGS OF THE DIRECTORS

113. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

114. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.

115. (1) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be a majority of the Directors then in office. An alternate Director shall be counted in a quorum in the case of the absence of a Director for whom he is the alternate provided that he shall not be counted more than once for the purpose of determining whether or not a quorum is present.

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(2) Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

(3) Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancy in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles as the quorum, the continuing Directors or Director, notwithstanding that the number of Directors is below the number fixed by or in accordance with these Articles as the quorum or that there is only one continuing Director, may act for the purpose of filling vacancies in the Board or of summoning general meetings of the Company but not for any other purpose.

117. The Chairman of the Board shall be the chairman of all meetings of the Board. If the Chairman of the Board is not present at any meeting within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

118. A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.

119. (1) The Board may delegate any of its powers, authorities and discretions to committees (including, without limitation, the Audit Committee), consisting of such Director or Directors and other persons as it thinks fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board.

(2) All acts done by any such committee in conformity with such regulations, and in fulfilment of the purposes for which it was appointed, but not otherwise, shall have like force and effect as if done by the Board, and the Board (or if the Board delegates such power, the committee) shall have power to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.

120. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article, indicating, without limitation, any committee charter adopted by the Board for purposes or in respect of any such committee.

121. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors and for this purpose a facsimile signature of a Director shall be treated as valid.

122. All acts bona fide done by the Board or by any committee or by any person acting as a Director or members of a committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee.

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AUDIT COMMITTEE

123. Without prejudice to the freedom of the Directors to establish any other committees, for so long as the shares of the Company (or depositary receipts therefor) are listed or quoted on the Designated Stock Exchange, the Board shall establish and maintain an Audit Committee as a committee of the Board, the composition and responsibilities of which shall comply with the rules and regulations of the Designated Stock Exchange and the rules and regulations of the SEC.

124. The Board shall adopt a formal written audit committee charter and review and assess the adequacy of the formal written charter on an annual basis.

125. For so long as the shares of the Company (or depositary receipts therefor) are listed or quoted on the Designated Stock Exchange, the Company shall conduct an appropriate review of all related party transactions on an ongoing basis and shall utilize the Audit Committee for the review and approval of potential conflicts of interest in accordance with the audit committee charter.

OFFICERS

126. (1) The officers of the Company shall consist of the Chairman of the Board, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and these Articles. In addition to the officers of the Company, the Board may also from time to time determine and appoint managers and delegate to the same such powers and duties as are prescribed by the Board.

(2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one Director is proposed for this office, the election to such office shall take place in such manner as the Directors may determine.

(3) The officers shall receive such remuneration as the Directors may from time to time determine.

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127. (1) The Secretary and additional officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries.

(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Act or these Articles or as may be prescribed by the Board.

128. The officers of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Directors from time to time.

129. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

REGISTER OF DIRECTORS AND OFFICERS

130. The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Act or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time

notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the Act.

MINUTES

131. (1) The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of officers;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings of each general meeting of the Members, meetings of the Board and meetings of committees of the Board and where there are managers, of all proceedings of meetings of the managers.
- (2) Minutes shall be kept by the Secretary at the Office.

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SEAL

132. (1) The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word "Securities" on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article 132 shall be deemed to be sealed and executed with the authority of the Board previously given.

(2) Where the Company has a Seal for use abroad, the Board may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing

and using such Seal and the Board may impose restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such other Seal as aforesaid.

AUTHENTICATION OF DOCUMENTS

133. Any Director or the Secretary or any person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and if any books, records, documents or accounts are elsewhere than at the Office or the head office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DESTRUCTION OF DOCUMENTS

134. (1) The Company shall be entitled to destroy the following documents at the following times:

- (a) any share certificate which has been cancelled at any time after the expiry of one (1) year from the date of such cancellation;
- (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two (2) years from the date such mandate variation cancellation or notification was recorded by the Company;
- (c) any instrument of transfer of shares which has been registered at any time after the expiry of seven (7) years from the date of registration;

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- (d) any allotment letters after the expiry of seven (7) years from the date of issue thereof;
and

- (e) copies of powers of attorney, grants of probate and letters of administration at any time after the expiry of seven (7) years after the account to which the relevant power of attorney, grant of probate or letters of administration related has been closed;

and it shall conclusively be presumed in favour of the Company that every entry in the Register purporting to be made on the basis of any such documents so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that: (1) the foregoing provisions of this Article 134 shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim; (2) nothing contained in this Article 134 shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (1) above are not fulfilled; and (3) references in this Article 134 to the destruction of any document include references to its disposal in any manner.

(2) Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Article 134 and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.

DIVIDENDS AND OTHER PAYMENTS

135. Subject to the Act, the Board may from time to time declare dividends in any currency to be paid to the Members.

136. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. The Board may also declare and pay dividends out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act.

137. Except in so far as the rights attaching to, or the terms of issue of, any share otherwise provide:

- (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share; and

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- (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

138. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.

139. The Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

140. No dividend or other moneys payable by the Company on or in respect of any share shall bear interest against the Company.

141. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good

discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

142. All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

143. Whenever the Board has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.

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144. (1) Whenever the Board has resolved that a dividend be paid or declared on any class of the share capital of the Company, the Board may further resolve either:

- (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the Members entitled thereto will be entitled to

elect to receive such dividend (or part thereof if the Board so determines) in cash in lieu of such allotment. In such case, the following provisions shall apply:

- (i) the basis of any such allotment shall be determined by the Board;
- (ii) the Board, after determining the basis of allotment, shall give not less than ten (10) days' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
- (iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in satisfaction thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or

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(b) that the Members entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:

- (i) the basis of any such allotment shall be determined by the Board;

- (ii) the Board, after determining the basis of allotment, shall give not less than ten (10) days' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
 - (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares of the relevant class shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account, share premium account, capital redemption reserve other than the Subscription Rights Reserve) as the Board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and amongst the holders of the elected shares on such basis.
- (2) (a) The shares allotted pursuant to the provisions of paragraph (1) of this Article 144 shall rank *pari passu* in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of subparagraph (a) or (b) of paragraph (2) of this Article 144 in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this Article shall rank for participation in such distribution, bonus or rights.

- (b) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Article 144, with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned). The Board may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.

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(3) The Board may determine and resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article 146 a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.

(4) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article 144 shall not be made available or made to any shareholders with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.

(5) Any resolution declaring a dividend on shares of any class by the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall *mutatis mutandis* apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.

RESERVES

145. (1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Act. The Company shall at all times comply with the provisions of the Act in relation to the share premium account.

(2) Before recommending any dividend, the Board may set aside out of the profits of the Company such sums as it determines as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.

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CAPITALISATION

146. The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the basis that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article 146, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.

147. The Board may settle, as it considers appropriate, any difficulty arising in regard to any distribution and in particular may issue certificates in respect of fractions of shares or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment shall be effective and binding upon the Members.

SUBSCRIPTION RIGHTS RESERVE

148. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Act:

(1) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions of the conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:

(a) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article 148) maintain in accordance with the provisions of this Article 148 a reserve (the "Subscription Rights Reserve") the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (c) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Rights Reserve in paying up such additional shares in full as and when the same are allotted;

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(b) the Subscription Rights Reserve shall not be used for any purpose other than that specified above unless all other reserves of the Company (other than share premium account) have been extinguished and will then only be used to make good losses of the Company if and so far as is required by law;

- (c) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:
- (i) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and
 - (ii) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par and immediately upon such exercise so much of the sum standing to the credit of the Subscription Rights Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrant holders; and
- (d) if, upon the exercise of the subscription rights represented by any warrant, the amount standing to the credit of the Subscription Rights Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, share premium account) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other

matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.

(2) Shares allotted pursuant to the provisions of this Article shall rank *pari passu* in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (1) of this Article, no fraction of any share shall be allotted on exercise of the subscription rights.

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(3) The provision of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a special resolution of such warrant holders or class of warrant holders.

(4) A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders.

ACCOUNTING RECORDS

149. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

150. The accounting records shall be kept at the Office or, at such other place or places as the Board decides and shall always be open to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or the Company in general meeting.

151. Subject to Article 152, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least fourteen (14) days before the date of the general meeting and laid before the Company at the annual general meeting held in accordance with Article 57 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

152. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules and regulations of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

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153. The requirement to send to a person referred to in Article 151 the documents referred to in that article or a summary financial report in accordance with Article 152 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules and regulations of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 151 and, if applicable, a summary financial report complying with Article 152, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.

AUDIT

154. Subject to applicable law and rules and regulations of the Designated Stock Exchange, the Board shall appoint an Auditor to audit the accounts of the Company and such auditor shall hold office until

removed from office by a resolution of the Directors. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an Auditor.

155. Subject to the Act the accounts of the Company shall be audited at least once in every year.

156. The remuneration of the Auditor shall be determined by the Audit Committee or, in the absence of such Audit Committee, by the Board.

157. The Board may remove the Auditor at any time before the expiration of his term of office and may by resolution appoint another Auditor in his stead.

158. The Auditor shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and he may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.

159. The statement of income and expenditure and the balance sheet provided for by these Articles shall be examined by the Auditor and compared by him with the books, accounts and vouchers relating thereto; and he shall make a written report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The financial statements of the Company shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the Auditor shall be submitted to the Audit Committee. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than the Cayman Islands. If so, the financial statements and the report of the Auditor should disclose this fact and name such country or jurisdiction.

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NOTICES

160. Any Notice or document, whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the

post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or electronic address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

161. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission or publication shall be conclusive evidence thereof; and

- (d) may be given to a Member in the English language or such other language as may be approved by the Directors, subject to due compliance with all applicable Statutes, rules and regulations.

162. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

(3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.

(4) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.

SIGNATURES

163. For the purposes of these Articles, a cable or telex or facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made electronically.

WINDING UP

164. (1) Subject to Article 164(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

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(2) Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

165. (1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, a nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part

of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

INDEMNITY

166. (1) Every Director (including for the purposes of this Article any alternate Director appointed pursuant to the provisions of these Articles), Secretary, or other officer for the time being and from time to time of the Company (but not including the Auditor) and the personal representatives of the same (each an "Indemnified Person") shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, proceeding, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

(2) Each Member agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud, willful default or dishonesty which may attach to such Director.

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FINANCIAL YEAR

167. Unless otherwise determined by the Directors, the financial year of the Company shall end on the 30th day of September in each year.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND NAME OF COMPANY

168. No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the Memorandum of Association or to change the name of the Company.

INFORMATION

169. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.

Exhibit 4.1



Exhibit 5.1

CONYERS

22 November 2023

Matter No.: 833157/109523854

(852) 2842 9588

Lilian.Woo@conyers.com

SU Group Holdings Limited

Unit 01-03, 3/F, Billion Trade Centre

31 Hung To Road, Kwun Tong

Kowloon, Hong Kong

Dear Sir/Madam,

Re: SU Group Holdings Limited (the “Company”)

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on form F-1 to be filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the “**Securities Act**”) of up to 1,437,500 ordinary shares of par value HK\$0.01 each (the “**Ordinary Shares**”) (including the Ordinary Shares issuable upon the exercise by the underwriters of their over-allotment option) of the Company and certain underwriter’s warrants (“**Warrants**”) to purchase up to 71,875 Ordinary Shares (the “**Warrant Shares**”).

1. DOCUMENTS REVIEWED

For the purposes of giving this opinion, we have examined (i) a copy of the Registration Statement, and (ii) a draft of the preliminary prospectus (the “**Prospectus**”) contained in the Registration Statement which is in substantially final form.

We have also reviewed copies of:

- 1.1. the memorandum of association and articles of association of the Company with an assistant secretary's certificate dated 27 June 2023, each certified by the assistant secretary of the Company on 21 November 2023;
- 1.2. the written resolutions of the directors of the Company dated 21 November 2023 and the minutes of an extraordinary general meeting of the members of the Company held on 21 November 2023 (collectively, the "**Resolutions**");
- 1.3. the amended and restated memorandum and articles of association of the Company adopted on 21 November 2023 to become effective immediately prior to the closing of the Company's initial public offering of the Ordinary Shares (the "**Listing M&As**");
- 1.4. a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 22 November 2023 (the "**Certificate Date**"); and

such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

2. ASSUMPTIONS

We have assumed:

- 2.1. the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken;
- 2.2. that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention;
- 2.3. the accuracy and completeness of all factual representations made in the Registration Statement, the Prospectus and other documents reviewed by us;

- 2.4. that the Resolutions were passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, will remain in full force and effect and will not be rescinded or amended;
- 2.5. that the Listing M&As will be effective immediately prior to the closing of the Company's initial public offering of Ordinary Shares;
- 2.6. that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein;
- 2.7. that upon the issue of any Ordinary Shares to be sold by the Company or the Warrant Shares on exercise of the Warrants, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof;
- 2.8. the validity and binding effect under the laws of the State of New York of the Warrants which are expressed to be governed by such laws in accordance with their terms;
- 2.9. the validity and binding effect under the laws of the United States of America of the Registration Statement and the Prospectus and that the Registration Statement will be duly filed with the Commission; and

- 2.10. that the Prospectus, when published, will be in substantially the same form as that examined by us for purposes of this opinion.

3. QUALIFICATIONS

- 3.1 "Non-assessability" is not a legal concept under Cayman Islands law, but when we describe the Ordinary Shares herein as being "non-assessable" we mean, subject to any contrary provision in any agreement between the Company and any one of its members holding any of the Ordinary Shares (but only with respect to such member), that no further sums are payable with respect to the issue of such Ordinary Shares and no member shall be bound by an alteration in the constitutional documents of the Company after the date upon which it became a member if and so far as the alteration requires such member to take or subscribe for additional Ordinary Shares

or in any way increases its liability to contribute to the share capital of, or otherwise pay money to, the Company.

- 3.2 We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands.

4. OPINION

On the basis of and subject to the foregoing, we are of the opinion that:

- 4.1. The Company is duly incorporated and existing under the laws of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Act (the “Act”), a company is deemed to be in good standing if all fees and penalties under the Act have been paid and the Registrar of Companies has no knowledge that the company is in default under the Act.
- 4.2. The authorised share capital of the Company is HK\$7,500,000 divided into 750,000,000 shares of a par value of HK\$0.01 each.
- 4.3. The issue of the Ordinary Shares has been duly authorised and, when issued and paid for as contemplated by the Resolutions and the Registration Statement and registered in the register of members of the Company, the Ordinary Shares will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue of such Ordinary Shares).
- 4.4. When issued and paid for as contemplated by the Registration Statement and on the terms of the Warrants and registered in the register of members of the Company, the Warrant Shares will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue of such Ordinary Shares).
- 4.5. The statements under the caption “**Risk Factors**”, “**Enforceability of Civil Liabilities**”, and “**Taxation — Cayman Islands Taxation**” in the Prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the captions “Enforceability of Civil Liabilities”, “Taxation – Cayman Islands Taxation” and “Legal Matters” in the Prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman

Conyers Dill & Pearman

Exhibit 5.2

November
22, 2023

SU Group Holdings Limited
Unit 01 – 03, 3/F, Billion Trade Centre
31 Hung To Road, Kwun Tong
Kowloon, Hong Kong

Re: Registration Statement on Form F-1 of SU Group Holdings Limited

Ladies and Gentlemen:

We have acted as United States counsel to SU Group Holdings Limited, a Cayman Islands exempted company (the “Company”), in connection with the Registration Statement on Form F-1 (as amended, the “Registration Statement”), initially filed by the Company with the Securities and Exchange Commission (the “Commission”) in connection with the registration by the Company under the Securities Act of 1933, as amended (the “Securities Act”), of (1) up to 1,437,500 ordinary shares, par value HK\$0.01 per share of the Company (the “Ordinary Shares”), including up to 187,500 Ordinary Shares underlying the

underwriters' over-allotment option, (2) warrants to purchase up to 71,875 Ordinary Shares (the "Warrants"), and (3) up to 71,875 Ordinary Shares issuable on exercise of the Warrants, each to be issued to the representative of the underwriters by the Company pursuant to the underwriting agreement to be entered into by and between the Company and the representative of the underwriters (the "Underwriting Agreement"). This opinion is being given in accordance with the Legal Matters section of the Registration Statement, as it pertains to the portions of New York law set forth below.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

Based upon the foregoing, we are of the opinion that when the Registration Statement becomes effective under the Securities Act of 1933, as amended, and when the Warrants have been duly executed and authenticated in accordance with the Underwriting Agreement and issued, delivered, as contemplated by the Registration Statement and the Underwriting Agreement, such Warrants will be legally binding obligations of the Company enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Warrant; and (e) we have assumed the Exercise Price (as defined in the Warrant) will not be adjusted to an amount below the par value per share of the Ordinary Shares.

Notwithstanding anything in this letter which might be construed to the contrary, our opinion herein is expressed solely with respect to the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the Registration Statement should the law be changed by legislative action, judicial decision or otherwise. Where our opinions expressed herein refer to events to occur at a future date, we have assumed that there will have been no changes in the relevant law or facts between the date hereof and such future date. We are not rendering

any opinion as to the compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Exhibit 8.2

ELLENOFF GROSSMAN & SCHOLE LLP

1345 AVENUE OF THE AMERICAS

NEW YORK, NEW YORK 10105

TELEPHONE: (212) 370-1300

FACSIMILE: (212) 370-7889

www.egsllp.com

November 22, 2023

SU Group Holdings Limited
Unit 01 – 03, 3/F, Billion Trade Centre
31 Hung To Road, Kwun Tong
Kowloon, Hong Kong

Ladies and Gentleman:

We have acted as counsel to SU Group Holdings Limited, a Cayman Islands exempted company, in connection with the transactions described in the Registration Statement on Form F-1, originally filed with the Securities and Exchange Commission on November 22, 2023 and as amended through the date hereof (the “*Registration Statement*”) of which this exhibit is a part. All section references, unless

otherwise indicated, are to the United States Internal Revenue Code of 1986, as amended (the “*Code*”). Capitalized terms not defined herein have the meanings set forth in the Registration Statement.

In preparing this opinion, we have examined and relied upon the Registration Statement and such other documents as we have deemed necessary or appropriate in order to enable us to render this opinion. In our examination of documents, we have assumed the authenticity of original documents, the accuracy of copies, the genuineness of signatures, and the legal capacity of signatories. We have also assumed that the transactions described in the Registration Statement will be consummated in accordance with the description in the Registration Statement.

In rendering this opinion, we have assumed without investigation or verification that the facts and statements set forth in the Registration Statement are true, correct and complete in all material respects; that any representation in any of the documents referred to herein that is made “to the best of the knowledge and belief” (or similar qualification) of any person or party is true, correct and complete without such qualification; and that, as to all matters for which a person or entity has represented that such person or entity is not a party to, does not have, or is not aware of, any plan, intention, understanding or agreement, there is no such plan, intention, understanding or agreement. Any inaccuracy in, or breach of, any of the aforementioned statements, representations or assumptions could adversely affect our opinion.

Our opinion is based on existing provisions of the Code, Treasury Regulations, judicial decisions, and rulings and other pronouncements of the Internal Revenue Service as in effect on the date of this opinion, all of which are subject to change (possibly with retroactive effect) or reinterpretation. No assurances can be given that a change in the law on which our opinion is based or the interpretation thereof will not occur or that such change will not affect the opinion expressed herein. We undertake no responsibility to advise of any such developments in the law.

Based on our examination of the foregoing items and subject to the limitations, qualifications, assumptions and caveats set forth herein, we confirm that the statements in the Registration Statement under the heading “Taxation – Certain U.S. Federal Income Tax Considerations,” and subject to the limitations and qualifications described therein, insofar as they relate to matters of U.S. federal income tax law, constitute our opinion of the material U.S. federal income tax consequences set forth therein.

No opinion is expressed as to any matter not discussed herein.

We hereby consent to the use of our name under the heading “Legal Matters” in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Exhibit 10.1

Portions of this exhibit have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K on the basis that the registrant customarily and actually treats that information as private or confidential and the omitted information is not material. Information that has been omitted has been noted in this document with a placeholder identified by the mark “[*]”.**

[***] [***]

[***]

Our Ref : [***]

Tel: [***]

Fax: [***]

Date: 30 September 2021

Shine Union Limited

Flat/Rm 01-03, 3/F., Billion Trade Centre

31 Hung To Road

Kwun Tong, Kowloon, Hong Kong

Attn: Mr. KONG Wing Fai

Dear Sir,

The Development of [***] at [***] for [***]

Air Conditioning & Mechanical Ventilation, Electrical, Fire Service, Extra Low Voltage System and
Dumbwaiter Installation Works.

**Letter of Acceptance - Supply and Installation including Design Development, T&C and
Maintenance of ELV Systems**

Please be informed that the commencement date of the Main Contract for the above project is 25 March 2021 and [***] (“[***]”) has been appointed to execute the above referenced Works.

We refer to the tender documents issued on 2 August 2021 and followed by your returned tender as per completed pricing schedule and lastly the SUBCONTRACTOR FINAL OFFER FORM you signed and confirmed for the captioned systems on 20 August 2021.

We hereby engage your company to carry out Supply and Installation including Design Development, T&C and Maintenance of ELY Systems (“**the Sub-Contract Works**”), on a fixed price basis (without any price fluctuation) and at a total lump sum of HK\$34,900,000.00 (“**the Sub-Contract Sum**”).

In connection with the agreement of this Letter of Acceptance, the following provisions shall be incorporated:

- i. The Sub-Contract Works shall be on a back-to-back basis, fully in accordance with all terms and conditions contained in the Main Contract, subject to your knowledge of the provisions of the Main Contract, other than the details of the prices thereunder as stated in the pricing schedule and the arrangement.
- ii. You shall undertake the whole package of the Sub-Contract Works and ensure the standards of materials and workmanship, supervise and coordinate all the Sub-Contract Works from commencement to completion of works, during the maintenance period of “Payment of Wages of Site Workers” according to the Main Contract.
- iii. You shall take full responsibility for the care of the Sub-Contract Works until the date of completion of the Main Contract.
- iv. You are required to immediately proceed with all necessary works for the timely execution of the Sub-Contract Works (including but not limited to the works required by the Sub-Contract), calculations, installation details and samples for our onward submission to the Employer and other parties.
- v. In case of any discrepancy found between your offer and this Letter of Acceptance, this Letter of Acceptance shall prevail.
- vi. The Contracts (Right of Third Parties) Ordinance (Cap.623) shall not apply to this Letter of Acceptance. Nothing in this Letter of Acceptance shall give any right pursuant to the Contracts (Right of Third Parties) Ordinance (Cap.623) to enforce any terms and/or conditions of the Main Contract or any agreements(s) to this Letter of Acceptance.

This Letter of Acceptance shall be binding unless and until the execution of a formal Sub-Contract Agreement, including but not limited to all terms and conditions, between us.

Please sign with company chop and return the duplicate of this Letter of Acceptance within Seven (7) days to confirm your acceptance.

Yours faithfully,
For and on behalf of
[***]

[***]
General Manager

[***]
Encl. – as stated
c.c. [***] – Site (w/e)

[***]

Project Name: The Development of [***] at [***] for [***]

Subcontract: Supply and Installation including Design Development, T&C and Maintenance of ELV Systems

Data of Tender Meeting 20 August 2021

SUBCONTRACTOR FINAL OFFER

Subcontractor Name: Shine Union Limited

Quotation Ref:

Quotation Date: 20- Aug 2021

Agreed

and on

Shine U

Authori

Date:

1. Any terms and conditions of sales contained in Sub-contractor's quotation(s) shall not jeopardize with the all conditions and requirements stipulated in the Tender Document as per “分判工程招標” specifically accepted by Customer 1 in writing, all tender qualifications (if any) shall be unconditional.
2. This is a Lump Sum Fixed Price Subcontract based on Drawings & Specifications for the Execution of ELV Systems. In-house General Conditions of Subcontract shall be used for this Subcontract.
3. Subcontractor's Build-up of the Final Price and Set of Unit Rates for Future VO shall be provided.
4. Personal Guarantee and/ or Bond shall be provided upon award of this Subcontract.
5. It Is confirmed that all Works, equipment and materials offered shall be in compliance with the Main Contract Documents, insofar as they related to the Subcontract works.
6. It is confirmed to comply all technical requirements such as HK-BEAM/ LEED, Statutory Requirements mentioned in relevant Design and Construction References.
7. It is confirmed to comply with all aspects of rules regarding Statutory Requirements, Environmental Protection adopted in the Main Contract.
8. No self-employed persons shall be engaged to work on site and all workers are required to adhere to the Main Contract.
9. 3% Handling fee to be charged by Customer 1 for material purchased on behalf of this Subcontract.

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Internal Transportation:	Included.
Site Erection	Included.
Site T&C	Included.
Defect Liability Period	12 Months after Practical/ Substantial Completion or Issuance of the Maintenance Certificate
Other items:	Tender Validity Period: 1 year from the date of this Form.
Payment Terms:	45 days Progress Payment; 10% Retention (Max. 5% of the aggregate total of Subcontract Value)

Total Price (HK\$) 38,783,440

Less Discount 3,883,440

Final Price (HK\$) 34,900,000

Confirmed & (Name of Subcontractor)
Accepted By: Shine Union Limited
(Name of Authorized Person)
Dave Chan (Signature)
(Signature)

(Date:) August 20, 2021

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Exhibit 10.2

DATED THE [*] DAY OF [*] 2023

[]

AND

SU GROUP HOLDING LIMITED

SERVICE AGREEMENT

THIS AGREEMENT is made on the [*] day of [*] 2023.

BETWEEN: -

(A) [] of *[address]* (the “**Employee**”); and

(B) **SU Group Holdings Limited**, a company incorporated in the Cayman Islands having its registered office at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and principal place of business in Hong Kong at Unit 01-03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong (the “**Company**”).

WHEREAS:-

- (1) The Company is an investment holding company and the Group is principally engaged in (i) the provision of security-related engineering services which includes income from the supply and installation of security systems and related maintenance services; and (ii) the provision of security guarding and screening services in Hong Kong. In this Agreement, the “**Group**” shall mean the Company and its subsidiaries from time to time.
- (2) The Employee has been appointed as a [], [] and [] of the Company.
- (3) The parties hereto have agreed to enter into this Agreement on the terms and conditions hereinafter appearing.

NOW IT IS HEREBY AGREED AND DECLARED as follows:

1. TERM OF EMPLOYMENT

- (a) The Company shall appoint and retain the Employee and the Employee shall serve the Company as a [], [] and [] of the Company subject to the provisions of this Agreement hereinafter contained. Such employment shall, subject to Clause 9(a), be for an initial term of one (1) year commencing from the date on which the shares of the Company first listed on the Nasdaq Capital Market (the “**Nasdaq**”) and shall continue thereafter unless terminated by not less than two months’ notice in writing served by either party on the other.
- (b) The Employee represents and warrants that he is fully capable of and not bound by or subject to any court order, agreement, arrangement or undertaking which in any way restricts or prohibits him from entering into this Agreement and to perform all obligations and duties hereunder and he is not aware of any reason which may render he unsuitable to act as a [], [] and [] of the Company as at the date of this Agreement.
- (c) The Employee acknowledges that if before the expiration of his term of appointment, this Agreement is terminated by reason of the liquidation of the Company or the transfer of its business to another company for the purpose of reconstruction or amalgamation and he is offered employment with any concern or undertaking resulting from such reconstruction or amalgamation on terms and conditions which are both in form and substance no less favourable taken as a whole than the provisions of this

Agreement, he will have no claim against the Company in respect of such termination, provided that there is no change of business or control resulting from such reconstruction or amalgamation, otherwise the Employee shall be entitled to terminate this Agreement, but neither the Company nor the Employee shall have any claim in respect of such termination.

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2. DUTIES

- (a) For the duration of this Agreement, the Employee shall:
- (i) be responsible for [] and shall faithfully and diligently carry out such executive and management responsibilities and duties with regard to the operations of the Group and the development and expansion of its business as the board of directors of the Company (the “**Board**”) may from time to time require;
 - (ii) perform to the best of his skill and ability such duties in connection with the Group (including serving on the board of subsidiaries or any other board or any committee of such a company) as the Board may from time to time require;
 - (iii) in the discharge of his duties and in the exercise of his powers observe and comply with all resolutions, regulations and lawful directions and instructions from time to time made or given by the Board and shareholders of the Company and faithfully and diligently serve the Group and use his best endeavours to promote and protect the business and interests thereof;
 - (iv) devote substantially the whole of his efforts, attention, abilities and time to the business of the Group and use his best endeavours to develop and extend the business of the Group;
 - (v) not be engaged or interested in or concerned with any business which is in any respect in competition with the business of the Group;
 - (vi) comply with, and exercise his best endeavours to procure the Company’s compliance with, the Nasdaq rules, the memorandum and articles of

association of the Company, and all other applicable laws, rules, regulations, guidelines and practice notes which are binding on or applicable to the Group including, without prejudice to the generality of the foregoing, the director's undertaking to the Stock Exchange;

- (vii) co-operate in any investigation conducted by the Stock Exchange or other regulatory authorities in connection with the Group's business and affairs, including but not limited to answering promptly and openly all questions addressed to him, providing promptly to the Stock Exchange and other regulatory authorities (in writing if so requested) all such information as the Stock Exchange and other regulatory authorities may require in relation thereto and attending before any meeting or hearing at which he is requested to appear; and

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- (viii) forthwith notify the Board upon the occurrence of any circumstances which may render him unsuitable to act as a director of the Company;

and it is agreed that the Employee shall perform his duties in any place in the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**"), the People's Republic of China (the "**PRC**") or any part of the world which the Board may reasonably require for the proper performance and exercise of his duties and powers under this Agreement.

- (b) For the purposes hereof, the Employee shall, if and so long as he is so required by the Company:
 - (i) carry out the duties of his office (as the same is described in sub-clause (a) above) on behalf of any subsidiary for the time being of the Company;
 - (ii) act as director or officer employee of any such subsidiary; and
 - (iii) carry out such duties, attend on any such appointment as if they were duties to be performed by him on behalf of the Company hereunder.
- (c) The Employee shall at all times keep the Board promptly and fully informed (in writing if so requested) of his conduct of the business or affairs of the Company or the Group

and provide such information and explanations as the Board may require in connection therewith.

3. RESTRICTIONS ON OTHER ACTIVITIES BY THE EMPLOYEE

- (a) For so long as the Employee is employed under the terms of this Agreement but without prejudice to Clauses 3(b), 8 and 10 hereof, the Employee shall not (except with the prior sanction of a resolution of the Board):
 - (i) be directly or indirectly engaged in or concerned with or interested in any other business which is in any respect in competition with or in opposition to any business for the time being carried on by any company in the Group provided that this shall not prohibit the holding (directly or through nominees) of investments listed on any stock exchange without the prior sanction of a resolution of the Board (save that this restriction shall not apply to any holding of shares of the Company or its holding company); and
 - (ii) be interested in any project or proposal for the acquisition or development of or investment in any business or asset in which any member of the Group has been during the continuance of this Agreement considering to acquire, develop or invest unless the Group shall have decided against such acquisition, development or investment or invited the Employee in writing to participate in, or consented in writing to the Employee's acquisition or development of or investment in, such business or assets.
- (b) The Employee covenants with and undertakes to the Company that he shall not during his appointment hereunder or at any time after the termination of his appointment use the name of any member of the Group in Hong Kong, the PRC or any other part of the world, or use in Hong Kong, the PRC or any other territory any registered or unregistered trade or service marks of the Group or any brand name or proposed brand name of any of the Group's products or services or proposed products or services, or represent himself or themselves as carrying on or continuing or being connected with any member of the Group or its business for any purpose whatsoever.
- (c) The Employee shall either during or after the termination of the appointment hereunder without limit in point of time, not to:

- (i) divulge or communicate any secret, confidential or private information to any person or persons except to those of the officers or the employees of any member of the Group whose province is to know the same; or
- (ii) use any secret, confidential or private information for his own purposes or for any purposes other than those of the Group; or
- (iii) through any failure to exercise all due care and diligence cause any unauthorised disclosure of any secret, confidential or private information:
 - (aa) relating to the business and affairs of the Group not in the public domain; or
 - (bb) relating to the working of any process or invention which is carried on or used by any member of in the Group or which he may discover or make during his appointment hereunder; or
 - (cc) in respect of which any member of the Group is bound by an obligation of confidence to any third party,

but so that these restrictions shall cease to apply to any information or knowledge which may (otherwise than through the default of the Employee) become available to the public generally without requiring a significant expenditure of labour skill or money.

For the purpose of this Agreement, “**secret, confidential or private information**” shall include all and any information (whether or not recorded in documentary form or on computer disk or tapes) relating to the transactions, dealings, affairs and finances of the Company or any of its subsidiaries including, without limitation, its trade secrets, business methods, corporate plans, management systems, new business opportunities, know-hows, formulae, minutes, inventions, and the identity of any customer and supplier of the Company or any of its subsidiaries and all aspects of the business relationship of such customer and supplier with the Company and its subsidiaries at any time. Such term shall also include any information in respect of which the Company or any of its subsidiaries is bound by an obligation of confidence to any third

party and written notice of which has been given to the Employee or of which he is aware.

- (d) All documents (including but not limited to books, records, documents, papers, accounts, correspondences, lists of customers, notes, memoranda, plans, drawings and other documents of whatsoever nature), credit cards, models or samples and other property concerning the business, finances or affairs of any member of the Group or his duties hereunder shall be and remain the property of the Group and shall be handed over by him to the Company (or to such other company in the Group as the case may be) from time to time on demand and in any event upon the termination of his appointment under this Agreement.
- (e) The Employee shall comply where relevant with every rule of law, every regulation of the Nasdaq or other market on which the shares of the Company are listed and the articles of association of the Company in force for the time being in relation to dealings in shares, debentures or other securities of the companies in the Group and in relation to unpublished inside information affecting the shares, debentures or other securities of any company in the Group, provided always that in relation to overseas dealings, the Employee shall also comply with all laws of the state and all regulations of the stock exchange, market or dealing system in which such dealings take place.

4. REMUNERATION AND BENEFITS

- (a) In consideration of the performance by the Employee of his duties hereunder, the Company and/or any member of the Group shall pay to the Employee during the continuance of this Agreement:
 - (i) remuneration at the rate of HK\$[] per annum, payable monthly in arrears of one-twelfth of the annual sum at the end of each month of service;
 - (ii) for each completed year of service, a discretionary bonus as may be decided by the Board and payment of such bonus shall be made on such date as the Board may resolve;
 - (iii) such employee benefit scheme(s) adopted by the Group from time to time; and

- (iv) all reasonable medical expenses as provided under the Group's medical benefits scheme, if any.

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- (b) Payment of the remuneration and bonus payable to the Employee pursuant to Clause 4(a) shall be made either by the Company or by another company in the Group and if more than one company, in such proportions as the Board may from time to time think fit. For the avoidance of doubt, the remuneration and bonus payable to the Employee pursuant to Clause 4(a) shall exclude the mandatory provident fund contributions made by the Company under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong).

5. EXPENSES

The Company shall, subject to the production of receipts or other evidence satisfactory to the Board, reimburse the Employee all travelling, hotel, entertainment and other out-of-pocket expenses properly and reasonably incurred by him in connection with the performance of his duties hereunder.

6. DEDUCTIONS

The Company and/or any member of the Group shall be entitled at any time to deduct from the Employee's remuneration hereunder any monies due from him to the Company or any member of the Group including, but not limited to, any outstanding loans, advances, the cost of repairing any damage to or loss of the Group's property caused by him (and of recovering the same) and any other monies owed by him to the Company and/or any member of the Group provided that any such deduction made shall be in compliance with the provisions of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) or any other similar legislation as it may be applicable and in force from time to time.

7. HOLIDAYS

- (a) The Employee shall be entitled to [] working days paid leave (exclusive of statutory holidays in Hong Kong, or other holidays on which banks are closed in Hong Kong and sick leave) in each completed year of service (or if this Agreement terminates before the end of the relevant year of service, on a pro-rata basis) to be taken

by the Employee at such times as may be approved by the Board which is convenient to the Group having regard to the requirements of the Group's business.

- (b) For the avoidance of doubt, the unused annual leave as referred to in Clause 7(a) may not be carried forward to the next year of service unless the Board determines; otherwise, any untaken annual leave at the end of next year ended 30 June shall be forfeited.

8. INVENTIONS AND OTHER INDUSTRIAL OR INTELLECTUAL PROPERTY

- (a) The parties foresee that the Employee may make inventions or create other industrial or intellectual property in the course of his duties hereunder and agree that in this respect the Employee has a special responsibility to further the interests of the Group.

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- (b) Any invention or improvement or design made or process or information discovered or copyright work or trade and service marks or trade name or get-up created by the Employee during the term of his appointment hereunder (whether or not capable of being patented or registered and whether or not made or discovered in the course of his employment hereunder) in conjunction with or in any way affecting or relating to the business of any company in the Group or capable of being used or adopted for use therein or in connection therewith shall forthwith be disclosed to the Company and shall belong to and be the absolute property of such company in the Group as the Company may direct.
- (c) The Employee if and whenever required so to do by the Company shall at the expense of the relevant company in the Group apply or join with such company in applying for patent or other protection or registration in such countries as the Board may direct for any such invention, improvement, design, process, information, work, trade mark, trade name, or get-up as aforesaid which belongs to such company and shall at the expense of such company execute and do all instruments and things necessary for vesting the sole and absolute beneficial right in the said patent or other protection or registration when obtained and all right title and interest to and in the same in such company or in such other person as the Company may specify.
- (d) The Employee hereby irrevocably and by way of security appoints the Company to be his attorney in his name and on his behalf to execute and do any such instrument or

thing as may be necessary for the purpose of implementing the provisions of this Clause and generally to use his name for the purpose of giving to the Company or any company in the Group the full benefit of this Clause and in favour of any third party a certificate in writing signed by a director or by the secretary of the Company that any instrument or act falls within the authority hereby conferred shall be conclusive evidence that such is the case. The Employee hereby agrees to confirm and ratify all such acts and instruments.

9. TERMINATION

(a) This Agreement may be terminated forthwith by the Company without prior notice and compensation if the Employee shall at any time:

(i) commit, in the sole and absolute opinion of the Board, any irredeemable or serious or persistent breach whether wilful or not of any of the provisions herein contained;

(ii) be guilty of any dishonesty, grave misconduct or wilful neglect in the discharge of his duties hereunder;

(iii) become bankrupt or make any arrangement or composition with his creditors generally or has a receiving order made against him;

(iv) become a lunatic or of unsound mind or be or become a patient for any purpose of any statute relating to mental health;

(v) be convicted of any criminal offence (other than an offence which in the opinion of the Board does not affect his position as a director of the Company or his performance of the duties hereunder);

(vi) become prohibited by law, the Nasdaq rules or any rules prescribed by the Nasdaq or other regulatory authorities from acting as a director or from fulfilling his duties hereunder or be removed from office by the shareholders of the Company in general meeting according to the articles of association of the Company;

- (vii) be guilty of conduct (in the sole and absolute opinion of the Board) likely to bring himself or any member of the Group into disrepute;
- (viii) have committed any breach of the Nasdaq rules or any rules prescribed by the Nasdaq or other regulatory authorities and other applicable laws and regulations, which in the opinion of the Board renders him unsuitable to act as a director of the Company;
- (ix) improperly divulge to any unauthorised person any secret, confidential or private information or any other business secret or details of the organisation or business of the Group (provided that this obligation shall not extend to any such information which is in the public domain generally at the time of disclosure otherwise than through the default of the Employee);
- (x) be convicted of any offence, market misconducts or be identified as an insider dealer under any statutory enactment or regulations relating to insider dealing in force from time to time;
- (xi) be disqualified to act as a director of any member of the Group under any applicable law or rule (including without limitation rules of any stock exchange including the Nasdaq);
- (xii) be materially in breach of any of the terms of this Agreement or his duties as a director of a listed company;
- (xiii) during the continuance of this Agreement be absent (other than during period of holidays) for an aggregate of 90 working days;
- (xiv) any company (other than a member of the Group) in which the Employee is a director or a direct or indirect shareholder goes into liquidation or becomes insolvent or suffers the presentation of a winding up petition or analogous proceedings brought against it (save and except it is a voluntary winding up of the company); or
- (xv) the Employee persistently refuses to carry out any reasonable lawful order given to him in the course of his employment or persistently fails diligently to attend to his duties hereunder.

(b) If the Company is for any reason not entitled to terminate this Agreement forthwith in accordance with sub-clause (a), it may, at any time after the occurrence of any of the events specified in sub-clause (a), by giving to the Employee seven (7) days' notice in writing (or payment of salary in lieu of such notice or the unexpired part of such notice period, as the case may be), terminate this Agreement. It is also agreed that should any of the events specified in sub-clause (a) occur and the Company elects to terminate this Agreement, the “**agreed period**” for the purpose of section 6(2)(c) of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) is seven (7) days.

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(c) If the Company becomes entitled to terminate the employment of the Employee hereunder pursuant to sub-clause (a), it shall be entitled (but without prejudice to its right subsequently to terminate such appointment on the same or any other ground) to suspend the Employee either in full or in part with or without payment of remuneration for so long as it may think fit.

(e) On the termination of his employment hereunder howsoever arising the Employee shall forthwith deliver to the Company (or to such other company in the Group as the case may require) all books, records, client lists, accounts, statistics documents, papers, materials, credit cards, motor cars and other documents and property of or relating to the business of the Group which may then be in his possession or under his power or control and all copies thereof or extracts therefrom made by or on behalf of the Employee.

(f) If the Employee is at any time appointed as a director of any member of the Group, he shall on or after the expiry of his appointment hereunder or its sooner determination resign in writing from any office held by him as such director and from all other offices held by him with any member of the Group and to execute an acknowledgement under seal to the effect that he has no claims against the Company or any of its subsidiaries (as the case may be) for compensation for loss of office or otherwise.

(g) The Employee shall upon the expiry of his employment hereunder or its sooner determination transfer without payment and in such manner as the Company may require, all such shares in any of the Company's subsidiaries or associated companies which are held by him as nominee for the Company or any members of the Group.

- (h) In the event of the Employee failing to take any of the actions required to be taken by him under sub-clauses (f) or (g) forthwith upon the request of the Company, the Company is hereby irrevocably and by way of security appointed as the attorney of the Employee to appoint such person in the name of and on behalf of the Employee to sign, seal and deliver resignations to the relevant member of the Group and instruments of transfers of the relevant shares and to file such returns or take such other action as may be necessary or desirable under the applicable laws. The Employee agrees to confirm and ratify such documents and acts.
- (i) Termination of the Employee's appointment hereunder shall be without prejudice to any rights which have accrued at the time of termination or to Clauses 3, 8 and 10 (all of which shall remain in full force and effect).

10. NON-SOLICITATION AND RESTRICTIVE COVENANTS

- (a) The Employee agrees that during the term of his employment by the Company and for a period of one (1) month thereafter, unless agreed by the Company otherwise:
 - (i) he will not engage or be engaged in Hong Kong, the PRC and other territories in which the Group operates (the "**Territories**") whether directly or indirectly in its business and other business carried on or under development by any company in the Group at any time during his employment hereunder or (in the case of engagements undertaken after such termination) at the time of the termination of his employment hereunder (the "**Restricted Business**");
 - (ii) he will not take up employment with any person, firm, company or organisation engaged in the Territories whether directly or indirectly in any business involving or related to any of the Restricted Business (but this restriction shall not operate so as to prohibit an employment none of the duties of which relate to the Restricted Business) nor assist any such person, firm, company or organisation with technical or commercial advice in relation to the Restricted Business;
 - (iii) he will not engage in or be concerned with or interested in as principal shareholder, employee, agent or otherwise, whether directly or indirectly, any

company, firm or business which as regards any goods or services is a supplier to or a customer of the Company or any other company in the Group;

- (iv) he will not either on his own account or for any person, firm, company or organisation solicit, engage, employ or entice or endeavour to solicit, engage, employ or entice away from the Company or any company in the Group any director, manager, employee, agent or any former director, former agent or former employee (save and except former employee whose employment with the Group has been terminated for a period of not less than one year prior to their engagement, employment or solicitation for employment by the Employee) whether or not such person would commit any breach of his contract of employment by reason of leaving the service of the relevant company in the Group;
- (v) he will not directly or indirectly employ any person who has during the term of his employment hereunder been a director, manager, employee of or consultant to any company in the Group and who by reason of such employment is or may be likely to be in possession of any secret, confidential or private information (as defined in Clause 3(c) above) relating to the Group's business or the business of the customers of the Group; and
- (vi) he will not either on his own account or for any person, firm, company or organisation solicit business from any person, firm, company or organisation which has dealt with the Company or any other company in the Group or which on the termination of his employment is in the process of negotiating with the Company or any such company in relation to any of the Restricted Business.

- (b) Since the Employee may also obtain in the course of his employment by reason of services rendered for or offices held in any other company in the Group knowledge of the trade secrets or other confidential information of such company, the Employee hereby agrees that he will at the request of the Company enter into a direct agreement or undertaking with such company whereby he will accept restrictions corresponding to the restrictions herein contained (or such of them as may be appropriate in the circumstances) in relation to such products and services and such area and for such

period as such company may reasonably require for the protection of its legitimate interests.

11. CLAWBACK POLICY

- (a) The Employee acknowledges receipt of the Executive Compensation Clawback Policy of the Company (the “**Clawback Policy**”), a copy of which is attached hereto as Exhibit A and is incorporated into this Agreement by reference. The Employee has read and understands the initial Clawback Policy and has had the opportunity to ask questions to the Company regarding the Clawback Policy.
- (b) The Employee hereby acknowledges and agrees that the Clawback Policy shall apply to any Incentive-Based Agreement, and all such Incentive-Based Compensation shall be subject to repayment or forfeiture under the
- (c) Any applicable award agreement or other document setting forth the terms and conditions of any Incentive-Based Compensation shall be deemed to include the restrictions imposed by the Clawback Policy and incorporate it by reference. In the event of any inconsistency between the provisions of the Clawback Policy and the applicable award agreement or other document setting forth the terms and conditions of any Incentive-Based Compensation, the terms of the Clawback Policy shall govern.
- (d) The repayment or forfeiture of Incentive-Based Compensation pursuant to the Clawback Policy and this Agreement or dismissal, take legal action or pursue any other available remedies available to the Company. This Agreement shall not prevent the Company to recover Incentive-Based Compensation, or any other compensation, from its executive officers

12. SEVERABILITY

- (a) While the restrictions contained in Clauses 3, 8 and 10 are considered by the parties to be reasonable in all the circumstances, it is recognised that restrictions of the nature in question may fail for technical reasons unforeseen and accordingly it is hereby agreed and declared that if any such restrictions shall be adjudged to be void as going beyond what is reasonable in all the circumstances for the protection of the interests of the Group but would be valid if part of the wordings thereof were deleted or the periods (if any) thereof were reduced or the range of products or area dealt with thereby were reduced in scope the said restriction shall apply with such modifications as may be necessary to make it valid and effective.

- (b) If any of the provisions in this Agreement are found to be invalid, illegal or unenforceable by any applicable laws, regulations or competent courts, such invalidity, illegality and unenforceability shall not affect the remaining provisions of this Agreement.

13. FORMER SERVICE AGREEMENT

- (a) This Agreement shall be in substitution for any previous or existing service agreement (if any) or arrangements made orally or in writing between any company in the Group and the Employee and for any terms of employment previously or currently in force between any such company and the Employee and the Employee shall have no claim in connection with any such superseded service agreement.
- (b) The Employee hereby acknowledges that he has no outstanding claims of any kind against any company in the Group.

14. INTERPRETATION

The headings to the Clauses are for convenience only and have no legal effect.

15. NOTICES

Notices given under this Agreement shall be deemed effectively given to the Company if they are sent by post to or left at the principal place of business of the Company in Hong Kong and to the Employee if they are sent by post to or left at the last known address of the Employee. In the case of notice being sent by post, the notice shall be deemed (in the case of local mail) to have been received three (3) days after the time of despatch or (in the case of air mail) to have been received seven (7) days after the time of despatch.

16. AMENDMENT

This Agreement may not be amended, supplemented, modified or varied except by a written agreement or instrument signed by both parties hereto.

16. CHOICE OF LAW

This Agreement shall be governed by and construed in accordance with the laws of Hong Kong and the parties hereto irrevocably submit to the non-exclusive jurisdiction of the Hong Kong courts in the determination of any dispute arising hereunder.

17. MISCELLANEOUS

- (a) The expiration or termination of this Agreement howsoever arising shall not operate to affect such provisions hereof as in accordance with their terms are expressed to operate or have effect thereafter.
- (b) In the event of any variation of the remuneration payable to the Employee hereunder being made by consent of the parties hereto such variation shall not constitute a new agreement but (subject to any express agreement to the contrary) the employment of the Employee hereunder shall continue subject in all respects to the terms and conditions of this Agreement with such variation as aforesaid.
- (c) Time is of the essence to this Agreement but no failure or delay on the part of either party to exercise any power, right, remedy hereunder shall operate as a waiver hereof.
- (d) A person who is not a party to this Agreement (“**Party**” or “**Parties**”) shall not have any rights under the Contracts (Rights of Third Parties) Ordinance (Chapter 623 of the Laws of Hong Kong) to enforce any term of this Agreement. The rights of the Parties to terminate, rescind or agree any variation, waiver or settlement under this Agreement are not subject to the consent of any person who is not a Party.

IN WITNESS whereof the parties hereto have set their respective hands the day and year first above written.

SIGNED by [])
in the presence of :-)

SIGNED by)
a director, for and on behalf of)
SU Group Holdings Limited)
in the presence of:-)

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Exhibit A
Executive Compensation Clawback Policy

SU GROUP HOLDINGS LIMITED

EXECUTIVE COMPENSATION CLAWBACK POLICY

Adopted as of [], 2023

The Board of Directors (the “**Board**”) of SU Group Holdings Limited (the “**Company**”) has adopted the following executive compensation clawback policy (this “**Policy**”). This Policy shall supplement any other clawback or compensation recovery policy or policies adopted by the Company or included in any agreement between the Company, or any subsidiary of the Company, and a person covered by this Policy. If any such other policy or agreement provides that a greater amount of compensation shall be subject to clawback, such other policy or agreement shall apply to the amount in excess of the amount subject to clawback under this Policy.

This Policy shall be interpreted to comply with Securities and Exchange Commission (“**SEC**”) Rule 10D-1 and Listing Rule 5608 (the “**Listing Rule**”) of The Nasdaq Stock Market, LLC (“**Nasdaq**”), as may be amended or supplemented and interpreted from time to time by Nasdaq. To the extent this Policy is any manner deemed inconsistent with the Listing Rule, this Policy shall be treated as having been amended to be compliant with the Listing Rule.

1. Definitions. Unless the context otherwise the following definitions apply for purposes of this Policy:

(a) **Executive Officer**. An executive officer is the Company's chief executive officer and/or president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), chief operating officer, any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company's parent(s) or subsidiaries are deemed executive officers of the Company if they perform such policy making functions for the Company. Policy-making function is not intended to include policy-making functions that are not significant. Identification of an executive officer for purposes of the Listing Rule would include at a minimum executive officers identified in the Listing Rule.

(b) **Financial Reporting Measures**. Financial reporting measures are measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also financial reporting measures. A financial reporting measure need not be presented within the financial statements or included in a filing with the SEC and may be such financial measures as may be determined by the Board or the Compensation Committee thereof (the "**Compensation Committee**").

(c) **Incentive-Based Compensation**. Incentive-based compensation is any compensation that is granted, earned or vested based wholly or in part upon the attainment of a financial reporting measure.

(d) **Received**. Incentive-based compensation is deemed "received" in the Company's fiscal period during which the financial reporting measure specified in the incentive-based compensation award is attained, even if the payment or grant of the incentive-based compensation occurs after the end of that period.

ExA-1

2. Application of this Policy. This recovery of Incentive-Based Compensation from an Executive Officer as provided for in this Policy shall apply only in the event that the Company is required to prepare an accounting restatement due to the material noncompliance of Company with any financial reporting requirement under the United States securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

3. Recovery Period.

(a) The Incentive-Based Compensation subject to recovery is the Incentive-Based Compensation Received during the three (3) completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement as described in Section 2 above, provided that the person served as an Executive Officer at any time during the performance period applicable to the Incentive-Based Compensation in question. The date that the Company is required to prepare an accounting restatement shall be determined pursuant to the Listing Rule.

(b) Notwithstanding the foregoing, this Policy shall only apply if the Incentive-Based Compensation is Received (i) while the Company has a class of securities listed on Nasdaq and (ii) on or after October 2, 2023.

(c) The provisions of the Listing Rule shall apply with respect to Incentive-Based Compensation received during a transition period arising due to a change in the Company's fiscal year.

4. Erroneously Awarded Compensation. The amount of Incentive-Based Compensation subject to recovery from the applicable Executive Officers under this Policy ("**Erroneously Awarded Compensation**") shall be equal to the amount of Incentive-Based Compensation Received that exceeds the amount of Incentive Based-Compensation that otherwise would have been Received had it been determined based on the restated amounts and shall be computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an accounting restatement: (a) the amount shall be based on a reasonable estimate by the Company's Chief Financial Officer (or principal accounting officer, if the office of Chief Financial Officer is not then filled) of the effect of the accounting restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received, which estimate shall be subject to the review and approval of the Compensation Committee; and (b) the Company must maintain reasonable documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq if requested. Notwithstanding the foregoing, if the proposed Incentive-Based Compensation recovery would affect compensation paid to the Company's Chief Financial Officer, the determination shall be made by the Compensation Committee.

5. Timing of Recovery. The Company shall recover any Erroneously Awarded Compensation reasonably promptly except to the extent that the conditions of paragraphs (a), (b), or (c) below apply. The Compensation Committee shall determine the repayment schedule for each amount of Erroneously Awarded Compensation in a manner that complies with this "reasonably promptly" requirement. Such

determination shall be consistent with any applicable legal guidance by the SEC, Nasdaq, judicial opinion, or otherwise. The determination of “reasonably promptly” may vary from case to case and the Compensation Committee is authorized to adopt additional rules or policies to further describe what repayment schedules satisfy this requirement.

(a) Erroneously Awarded Compensation need not be recovered if the direct expense paid to a third party to assist in enforcing (or making determinations in connection with the enforcement of) this Policy would exceed the amount to be recovered and the Compensation Committee has made a determination that recovery would be impracticable. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company shall (i) make a reasonable attempt to recover such Erroneously Awarded Compensation, (ii) document such reasonable attempt or attempts to recover, and (iii) provide appropriate documentation to the Compensation Committee or Nasdaq, if requested.

ExA-2

(b) Erroneously Awarded Compensation need not be recovered if recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on a violation of home country law, the Company shall obtain an opinion of home country counsel, in form an substance that would be reasonably acceptable to Nasdaq, that recovery would result in such a violation and shall provide such opinion to Nasdaq, if requested.

(c) Erroneously Awarded Compensation need not be recovered if recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder (as such provision may be amended, modified or supplemented).

6. Compensation Committee Decisions. Decisions of the Compensation Committee with respect to this Policy shall be final, conclusive and binding on all Executive Officers subject to this Policy.

7. No Indemnification. Notwithstanding anything to the contrary in any other policy of the Company or any agreement between the Company and an Executive Officer, no Executive Officer shall be indemnified by the Company against the loss arising from the recovery of any Erroneously Awarded Compensation.

8. Agreement to Policy by Executive Officers. The Company shall take reasonable steps to inform Executive Officers of this Policy and obtain their express agreement to this Policy, which steps may constitute the inclusion of this Policy as an attachment to any award that is accepted by an Executive Officer. This Policy shall be deemed to apply to each employment or grant agreement between the Company or any of its subsidiaries and any Executive Officer subject to this Policy.

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ExA-3

ACKNOWLEDGMENT

I hereby acknowledge that I have received a copy of SU Group Holdings Limited's Executive Compensation Clawback Policy (the "**Executive Compensation Clawback Policy**"). Further, I certify that I have reviewed the Executive Compensation Clawback Policy, understand the policies and procedures contained therein and agree to be bound by and adhere to these policies and procedures.

Dated: _____

ExA-4

Exhibit 10.3

CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

榮 誌 有 限 公 司
SHINE UNION LIMITED



PRIVATE & CONFIDENTIAL

Present

Dear Mr. CHAN Ming Dave

LETTER OF APPOINTMENT

With reference to your application for employment with our company, we are pleased to offer you the following position on the terms and conditions set out below:

1. Position : General Manager
2. Compensation : Basic Salary – HKD20,000 per month
3. Commencement Date : 01 March 1999
4. Working Hours : Monday to Friday
Saturday
5. Probation : 3 Months
6. Termination of Employment : During the first month of probation, no prior notice is required to terminate the employment.

During the second and third month of probation, either party can terminate the employment by giving the other party one month's written notice.

After probation, either party can terminate the employment by giving the other party one month's written notice.

Unit B, 18/F., Infotech Centre, 21 Hung To Road, Kwun Tong, Kowloon Tel : (852) 2341-

8183 Fax : (852) 2191-7060

九龍觀塘鴻圖道 21 號訊科中心 18 樓 B 室 電話 : (852) 2341-8183 圖文傳真 : (852) 2191-7060

榮誌有限公司 SHINE UNION LIMITED



7. Annual Leave : 7 working days per year for every completed year of service.
8. Bonus : Employee shall be entitled at the employer's absolute discretion to a Chinese
9. Other Clauses : (i) You are required to keep in confidential Company matters in the course unless a written consent is given by the Company.
- (ii) You are required to attend punctually at your place of duty during usual exigencies of the Company's business.

If you agree to the aforesaid terms and conditions and accept this offer of appointment, please sign this letter in duplicate and return the duplicate copy to us.

Sincerely Yours
Shine Union Limited

/s/ Carrie Yam

Carrie Yam
Administration Department

Unit B, 18/F., Infotech Centre, 21 Hung To Road, Kwun Tong, Kowloon Tel : (852) 2341-8183 Fax : (852) 2191-7060
九龍觀塘鴻圖道 21 號訊科中心 18 樓 B 室 電話 : (852) 2341-8183 圖文傳真 : (852) 2191-7060



11 October 2022

PRIVATE AND CONFIDENTIAL

Name: Chan Ming Dave
Staff No.: SU-001
Title: Managing Director (MD)

Dear Mr. Chan,

Salary Adjustment

We are pleased to inform that your new monthly salary shall be adjusted to HK\$86,125.00 with effect from 1 October 2022.

Taking this opportunity, we would like to thank you for your ongoing contribution.

Yours sincerely,

For and on behalf of

Shine Union Limited

/s/ Carrie Yam

Carrie Yam

Director

Unit 01-03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong
☎ (852) 2341-8183 📠 (852) 2191-7060 ✉ info@shineunion.com.hk



CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**



PRIVATE & CONFIDENTIAL

Present

Dear Mr. KONG Wing Fai,

EMPLOYMENT LETTER

With reference to your application for employment with Shine Union Limited (“Company”), we are pleased to offer you the following position on the terms and conditions set out below :

1. Position : Assistant General Manager
2. Compensation : Basic Salary – HK\$50,000 per month
Basic Salary – HK\$54,000 per month (From 1st April, 2019)
3. Commencement Date : 2 October, 2018
4. Working Hours : Monday to Friday 9:00 AM – 6:00 PM
Saturday 9:00 AM – 1:00 PM
Work one Saturday each month during first 3 months
From 1st January, 2019 – 5 days work
5. Probation : 6 Months or such additional period should the Company deem it
6. Place of Work - The job is located in Hong Kong. The Company has the right to re-assign you to other locations as business requirements.
- As part of your work, the Company may request that you make business trips to other locations as required.

- Any transfer or secondment to another Company location in or outside under a separate set of conditions, if applicable.

7. Termination of Employment

- During the first month of probation, no prior notice is required to term

1



Ref: EMLT-KWF021018

- During the second and third month of probation, either party can terminate th
- During the fourth to sixth month of probation, either party can terminate th notice.
- After probation, either party can terminate the employment by giving the oth

8. Annual Leave

- 12 working days per year for every completed year of service.
- 1 extra working day per completed year of service at second year onwards, t
- Accrued discretionary annual leave have to be taken on or before 31 March by the Company.
- Any unused annual leave may not be carried forward to the subsequent emp

9. Sick Leave

Upon returning to work after the sick leave, you are required to submit sick le practitioner or by a registered dentist (according to the meaning of Hong Kong Em

10. Bonus

The employee may be entitled to a bonus equivalent to ONE month in the sole dis

11. Additional Bonus

- The employee may be entitled to a bonus equivalent to 2% of the net profit t

- 50% of the entitled bonus shall be released in Q1 of next financial year, and
- The bonus shall be released subject to one complete year of service and the

2



Ref: EMLT-KWF021018

12. Dismissal
- (i) A pattern of late attendance, frequent absence and non-compliance with company rules
 - (ii) It is understood by you that acceptance of employment by SHINE UNION LIMITED
SHINE UNION LIMITED. Furthermore, you agree not to engage in any other comm
SHINE UNION LIMITED, whether or not such activity is outside of normal worki
dishonesty.
 - (iii) No advance notice or salary in lieu of notice will be paid of your dismissal due to misc
13. Other Clauses
- : (i) You are required to keep in confidential Company matters in the course of employmen
consent is given by the Company.
 - (ii) You are required to attend punctually at your place of duty during usual working hou
Company's business.

If you agree to the aforesaid terms and conditions and accept this offer of appointment, please sign this letter in duplicate and return the duplicate copy to us.

Sincerely Yours

Shine Union Limited

/s/ Carrie Yam, [Company seal affixed here]

Carrie Yam

Assistant General Manager

Exhibit 10.5

CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**



PRIVATE AND CONFIDENTIAL

1 April 2021

Name: Koo Lon Tien

Staff No.: SU-013

Title: Marketing Director (D1)

Present

Dear Mr Koo,

Letter of Employment

We are pleased to confirm the outcome of the recent salary review with effect from 1 Apr 2021. The key terms & conditions of your employment are summarized as follows:

1. Job Duties

You shall report to Managing Director or such other person as the Company may subsequently designate.

Should the need arise you may be assigned any other duties either within the same or in any other department from time to time.

2. Hours of Work

The normal official working hours are from 9:00 am to 6:00 pm, from Mondays to Fridays.

The normal official working hours are subject to change when business situation requires. Under such circumstances, you shall be notified in advance by your supervisor and/or the Company.

3. Place of Work

The job is located in Hong Kong. The Company has the right to relocate you to another location as necessary due to the business conditions and requirements.

As part of your work, the Company may request that you make business trips to other domestic locations or international locations from time to time.

Any transfer or secondment to another location in or outside the designated place of work is subject to mutual agreement between you and the Company under a separate set of conditions, if applicable.

Koo Lon Tien

- Page 1 -



4. Remuneration

a. Basic Salary

Your gross monthly basic salary is HK\$48,000.00. The Company shall pay you once a month through direct bank transfer on the designated pay date.

b. Bonus

You may be entitled to a bonus equivalent to ONE month of your basic salary at the sole discretion of the Company. It shall not be construed as an employment contract of any kind and if your employment is terminated for whatsoever reasons before the bonus pay day, you shall not be eligible for any bonus payment.

5. Public Holidays, Annual Leave & Sick Leave

a. Public Holidays

You are entitled to Hong Kong Public Holidays will full day.

b. Annual Leave

You are entitled to 16 working days of annual leave with full pay for every calendar year and shall be adjusted to maximum 20 working days subject to your length of service. Your annual leave entitlement shall be calculated on a pro-rata basis in case the year concerned is not completed in full.

Accrued discretionary annual leave have to be taken on or before 31 March of next year; otherwise, they shall be forfeited and no payment in lieu of leave shall be made by the Company.

Any unused annual leave may not be carried forward to the subsequent employment year unless agreed by management of the Company.

c. Sick Leave

Application for sick leave shall be made verbally to your supervisor on the same day you are unable to report on duty. You have to call back to the office within the first hour of work to make the application. Upon returning to work after the sick leave, you are required to submit sick leave application accompanied by a medical leave certificate issued by a registered medical practitioner or by a registered dentist.

6. Group Medical Scheme

You shall be eligible for the Group Medical Scheme (Plan 1) with medical consultation and treatment.



7. Mandatory Provident Fund

You are required to join the Mandatory Provident Fund (“MPF”) with employer’s and employee’s contribution each at 5% of your relevant income or maximum at HK\$1,500.00, whichever is lower. Implementation shall be in accordance with the requirements of Mandatory Provident Fund Ordinance.

8. Termination of Employment

Either party may terminate the employment by giving the other party two-months advance notice in writing, or payment in lieu of the notice which must be subject to the mutual agreement between the Company and you.

Annual leave cannot be used to offset the notice period in any way unless specially agreed by the Company so as to follow for a smooth and effective transition of responsibilities.

You are requested to follow through the separation processes and procedures on the last working day with the Company. All properties which have been provided to you by the Company must be returned to the Company on or before the last working day including but not limited to office keys, security card, cabinet keys, staff card, laptop/desktop and any other kind of properties.

9. Dismissal

Your employment shall be terminated by the Company immediately and without compensation if you commit, repeat or continue any serious breach of your obligations hereunder or are guilty of conduct tending to bring yourself or the Company into disrepute.

A pattern of late attendance, frequent absence and non-compliance with company rules and regulations shall result in your dismissal.

It is understood by you that acceptance of employment by the Company constitutes your agreement to devote your full and exclusive working time to the business of the Company. Furthermore, you agree not to engage in any other commercial activity which is in conflict with or in competition with the business and/or interests of the Company, whether or not such activity is outside of normal working hours. Violation of this understanding shall constitute cause for immediate dismissal or dishonesty.

No advance notice or salary in lieu of notice shall be paid of your dismissal due to misconduct or dishonesty.

10. Company Information & Confidentiality

You must treat all the Company's information that you gain in the course of your work as strictly confidential. You shall at no time either while you are in the employment of the Company or after such employment shall have ceased, disclose any such information to any person, firm or corporation, or employ or use the same in any wise other than for the benefit of the Company and with its full knowledge and consent.



“Confidential Information” means all information which is designated or treated as confidential by the Company or which by reason of its nature or value is of a confidential nature or which an employee knows or shall reasonably have known to be of a confidential nature and includes:-

- a) all information concerning the Company, its related and/or associated companies, and/or relating to or concerning the Company's business conditions;
- b) all information relating to or concerning the clients, customers, suppliers, distributors or business contacts of the Company.

11. Company Policies & Regulations

You must comply with all directions given by the Company and observe all existing rules, regulations, policies, procedures, practices and arrangements pertaining to the management of the Company's properties, works, business and the conduct of the Company's employees.

12. Company's Rights

The Company reserves the right to amend, add or delete any of the employment terms due to change in Company policy from time to time. Changes of Company policy of this nature shall be announced in writing and circulated as internal memoranda.

13. Other Terms & Conditions of Employment

a. Gifts

No gifts, commissions, cash, etc., may be offered to, or accepted from any person, in the employment of, or connected with anyone of the Company's personnel, Company's clients, Company's suppliers or Company's subcontractors. Any contravention of this clause may lead to dismiss without any compensation.

b. Other Terms

You are required to attend punctually at your place of duty during usual working hours, and such periods of overtime as may be necessary having regard to the exigencies of the Company's business.

You are required to execute the lawful and reasonable instructions and to act diligently, honestly and faithfully in accordance with the instructions given by the management and not be absent from the employment of the company without the consent of the management.

14. Governing Law

This Letter of Employment and the rights, duties and liabilities of the parties hereto shall be construed in accordance with and be governed by the laws of Hong Kong.

If you are agreeable to the above, please acknowledge your acceptance of this Letter of Employment and its terms and conditions, by signing the enclosed duplicate copy and returning it to the Company.

Taking this opportunity, we would like to thank you for your ongoing contribution and wish you in every success in 2021.

Yours sincerely,

For and on behalf of

Shine Union Limited

/s/ Dave Chan

Dave Chan

Managing Director

DC/CY/hk

I have read and understood the terms and conditions of employment stated herein and confirmed my acceptance of the employment and its conditions. I also confirm that I have not been convicted of any offence or crime punishable by law.

/s/ Koo Lon Tien

Koo Lon Tien

HKID No.: [*****]

Koo Lon Tien

- Page 5 -

Exhibit 10.6

SU Group Holdings Limited

[•], 2023

[Director's name]

Re: Independent Director Offer Letter

Dear Mr. [Director's name]:

SU Group Holdings Limited, a Cayman Islands exempted company (the "Company", "we", "us" or similar terminology), is pleased to offer you (the "Director") positions as a member of its Board of Directors (the "Board") and member of the Audit Committee, Nominating and Corporate Governance Committee and the Compensation Committee of the Board (collectively, the "Committees"). We believe your background and experience will be a significant asset to the Company and we look forward to your participation on the Board and the Committees. Should you choose to accept the positions as a member of the Board and the Committees, this letter agreement (the "Agreement") shall constitute an agreement between you and the Company and contains all the terms and conditions relating to the services you agree to provide to the Company.

1. Term. This Agreement will become effective as of the date of effectiveness of the Company's registration statement (the "Effective Date") for its initial public offering (the "IPO"). Your term as independent director of the Board and member of the Committees shall continue subject to the Company's memorandum and articles of association (as amended and/or restated from time to time) and the provisions in Section 10 below, until your successor is duly appointed and qualified. You shall stand for re-appointment to the Board each year at the Company's annual shareholder meeting and upon re-appointment, the terms and provisions of this Agreement shall remain in full force and effect.

2. Services. You shall render services as a member of the Board and as a member of the Committees (hereinafter, your "Duties"). The Duties shall include those customary for a board member and a member of an Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee of a Nasdaq-listed public company. During the term of this Agreement, you shall adhere to all applicable fiduciary duties and other laws, rules and regulations, and shall attend and participate in such number of meetings of the Board and of the Committees as regularly or specially called. You may attend and participate at each such meeting, via teleconference, video conference or in person. In performing your Duties, the management is responsible for providing you and other members of the board with adequate and timely information which is complete and reliable and which will allow you to make informed decisions on matters placed before you. You shall consult with the other members of the Board and the Committees (and the Company's officers, as needed) regularly and as necessary via telephone, electronic mail or other forms of correspondence. Upon the approval of the chairman of the

board of directors, you may seek independent professional advice, at the Company's expenses, in appropriate circumstances in the furtherance of your duties.

3. Services for Others. You shall be free to represent or perform services for other persons during the term of this Agreement. You agree, however, that you do not presently perform and do not intend to perform, during the term of this Agreement, similar Duties, consulting, or other services for companies whose businesses are or would be, in any way, competitive with the Company or its affiliates (except for companies previously disclosed by you to the Company in writing). Should you propose to perform similar Duties, consulting, or other services for any such company, you agree to notify the Company in writing in advance (specifying the name of the organization for whom you propose to perform such services) and to provide information to the Company sufficient to allow it to determine if the performance of such services would conflict with areas of interest to the Company.

[Director's name]

[●], 2023

Page 2

4. Compensation. Commencing on the Effective Date, you will receive the compensation described under 4. a. and 4. b. below, subject to the Non-Employee Director Compensation Policy (the "Director Compensation Policy") that the Company expects to adopt after the IPO. The Director Compensation Policy may be amended at any time in the sole discretion of the Board.

a. Annual Cash Retainer.

i. Following the Effective Date, you shall receive an annual retainer of HK\$[*****] (the "Annual Retainer"). The Annual Retainer is for general availability and participation in meetings and conference calls of the Board, inclusive of all Board or committee service. There is no additional compensation for attending individual Board or committee meetings or serving as chair of the Board or any committee.

ii. The Annual Retainer will be paid in four (4) equal quarterly payments at the end of each calendar quarter in arrears. The quarterly payment will be pro-rated if you are first appointed during the calendar quarter or cease to serve on the Board during the calendar quarter, with the payment pro-rated based on the number of actual days served during such calendar quarter.

b. Travel Expense Reimbursement.

The Company shall reimburse you for all reasonable travel business expenses you incur directly while performing your Duties, provided that you receive prior written approval from the Company for any such expenses, and the expenses are in compliance with the Company's travel and expense policies. Any reimbursement by the Company shall be against a receipt of a lawful invoice and all other appropriate and supporting documentation for expense reimbursement if applicable.

5. D&O Insurance Policy. During the term under this Agreement, the Company shall include you as an insured under its directors and officers insurance policy.

6. Indemnification. The Company shall indemnify and hold you harmless on demand from and against any and all losses, claims, damages, liabilities and expenses, including reasonable attorneys' fees, judgments, fines, settlements and other legally permissible amounts ("Losses"), incurred in connection with any proceeding arising out of, or related to, your performance of your Duties, other than any such Losses incurred as a result of your fraud, willful default, gross negligence or willful misconduct. The Company shall advance to you any expenses, including reasonable attorneys' fees and costs of settlement, incurred in defending any such proceeding to the maximum extent permitted by applicable law. Such costs and expenses incurred by you in defense of any such proceeding shall be paid by the Company in advance of the final disposition of such proceeding promptly upon receipt by the Company of (a) written request for payment; (b) appropriate documentation evidencing the incurrence, amount and nature of the costs and expenses for which payment is being sought; and (c) an undertaking adequate under applicable law made by or on your behalf to repay the amounts so advanced if it shall ultimately be determined pursuant to any non-appealable judgment or settlement that you are not entitled to be indemnified by the Company.

7. No Assignment. Because of the personal nature of the services to be rendered by you, this Agreement may not be assigned by you without the prior written consent of the Company.

8. Confidential Information; Non-Disclosure. In consideration of your access to certain Confidential Information (as defined below) of the Company and its affiliates (the "Company Group"), in connection with your business relationship with the Company, you hereby represent and agree as follows:

a. Definition. For purposes of this Agreement the term "Confidential Information" means: (i) any information which the Company Group possesses that has been created, discovered or developed by or for the Company Group, and which has or could have commercial value or utility in the businesses in which the Company Group is engaged; (ii) any information which is related to the

businesses of the Company Group and is generally not known by non-Company Group personnel; and (iii) trade secrets and any information concerning products, processes, formulas, designs, inventions (whether or not patentable or registrable under copyright or similar laws, and whether or not reduced to practice), discoveries, concepts, ideas, improvements, techniques, methods, research, development and test results, specifications, data, know-how, software, formats, marketing plans, and analyses, business plans and analyses, strategies, forecasts, customer and supplier identities, characteristics and agreements.

[Director's name]

[●], 2023

Page 3

b. Exclusions. Notwithstanding the foregoing, the term Confidential Information shall not include: (i) any information which becomes generally available or is readily available to the public other than as a result of a breach of the confidentiality provisions of this Agreement, or any other agreement requiring confidentiality between the Company and you; (ii) information received from a third party in rightful possession of such information who is not restricted from disclosing such information; (iii) information known by you prior to receipt of such information from the Company, which prior knowledge can be documented and (iv) information you are required to disclose pursuant to any applicable law, regulation, judicial or administrative order or decree, or request by any other regulatory organization having authority pursuant to the law; provided, however, that you shall first have given prior written notice to the Company and made a reasonable effort to obtain a protective order requiring that the Confidential Information not be disclosed.

c. Documents. You agree that, without the express written consent of the Company, you will not remove from the Company's premises, any notes, formulas, programs, data, records, machines or any other documents or items which in any manner contain or constitute Confidential Information, nor will you make reproductions or copies of same. You shall promptly return any such documents or items, along with any reproductions or copies to the Company upon the Company's demand, upon termination of this Agreement, or upon your termination or Resignation (as defined in Section 10 herein).

d. Confidentiality. You agree that you will hold in trust and confidence all Confidential Information and will not disclose to others, directly or indirectly, any Confidential Information or anything relating to such information without the prior written consent of the Company, except as may be necessary in the course of your business relationship with the Company. You further

agree that you will not use any Confidential Information without the prior written consent of the Company, except as may be necessary in the course of your business relationship with the Company, and that the provisions of this paragraph (d) shall survive termination of this Agreement. Notwithstanding the foregoing, you may disclose Confidential Information to your legal counsel and accounting advisors who have a need to know such information for accounting or tax purposes and who agree to be bound by the provisions of this paragraph (d).

e. Ownership. You agree that the Company shall own all right, title and interest (including patent rights, copyrights, trade secret rights, mask work rights, trademark rights, and all other intellectual and industrial property rights of any sort throughout the world) relating to any and all inventions (whether or not patentable), works of authorship, mask works, designations, designs, know-how, ideas and information made or conceived or reduced to practice, in whole or in part, by you during the term of this Agreement and that arise out of your Duties (collectively, “Inventions”) and you will promptly disclose and provide all Inventions to the Company. You agree to assist the Company, at its expense, to further evidence, record and perfect such assignments, and to perfect, obtain, maintain, enforce, and defend any rights assigned.

9. Non-Solicitation. During the term of and one year after your appointment, you agree to not solicit for employment any employee of the Company Group with whom you have had contact due to your appointment.

10. Termination and Resignation. Your membership on the Board and on the Committees may be terminated in accordance with the provisions of the Company’s memorandum and articles of association (as amended and/or restated from time to time). You or the Company may also terminate your membership on the Board or on the Committees for any or no reason by delivering written notice to the other (“Resignation/Termination”), and such Resignation/Termination shall be effective upon the time specified therein or, if no time is specified, upon receipt of the notice of resignation by the Company. Upon the effective date of the Resignation/Termination, your right to compensation hereunder will terminate subject to the Company’s obligations to pay you any compensation that you have already earned in connection with your performance of your Duties as of the effective date of such Resignation/Termination.

11. Governing Law; Submission to Jurisdiction. This Agreement shall be governed by and construed in accordance with the laws of Hong Kong and the parties hereto irrevocably submit to the exclusive jurisdiction of the Hong Kong courts in the determination of any dispute arising hereunder.

[Director's name]

[●], 2023

Page 4

12. Severability. The provisions of this Agreement are severable. The unenforceability or invalidity of any provision or portion of this Agreement in any jurisdiction shall not affect the validity, legality or enforceability of the remainder of this Agreement, it being intended that all rights and obligations of the parties hereunder shall be enforceable to the full extent permitted by applicable law.

13. Entire Agreement; Amendment; Waiver; Counterparts. This Agreement expresses the entire understanding with respect to the subject matter hereof and supersedes and terminates any prior oral or written agreements with respect to the subject matter hereof. Any term of this Agreement may be amended and observance of any term of this Agreement may be waived only with the written consent of the parties hereto. Waiver of any term or condition of this Agreement by any party shall not be construed as a waiver of any subsequent breach or failure of the same term or condition or waiver of any other term or condition of this Agreement. The failure of any party at any time to require performance by any other party of any provision of this Agreement shall not affect the right of any such party to require future performance of such provision or any other provision of this Agreement. This Agreement may be executed in separate counterparts each of which will be an original and all of which taken together will constitute one and the same agreement, and may be executed using facsimiles of signatures, and a facsimile of a signature shall be deemed to be the same, and equally enforceable, as an original of such signature.

14. Not an Employment Agreement. This Agreement is not an employment agreement and shall not be construed or interpreted to create any right for you to be employed by the Company Group.

15. Acknowledgement. You accept this Agreement subject to all the terms and provisions of this Agreement. You agree to accept as binding, conclusive, and final all decisions or interpretations of the Board of any questions arising under this Agreement.

[Signature Page Follows]

[Director's name]

[●], 2023

The Agreement has been executed and delivered by the undersigned and is made effective as of the date set first set forth above.

AGREED AND ACCEPTED:

[Name of the Director]

[Signature Page to Independent Director Offer Letter]

Exhibit 10.7

CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

Tenancy Agreement

An Agreement made the 23rd day of March, 2023 between the Landlord and the Tenant as more particularly described in Schedule I.

The Landlord shall let and the Tenant shall take the Premises for the Term and at the Rent as more particularly described in Schedule I and both parties agree to observe and perform the terms and conditions as follows:

Term From 1 April 2023 to 31 March 2024 (both days inclusive)

Rent HK\$13,000.00 per month

Security Deposit HK\$ /

Schedule II

1. Use

The Tenant shall not use or permit to be used the Premises or any part thereof for any purpose other than for industrial purpose only. [P.S. – Please select one item: e.g. residential / commercial / office / shop / industrial]

2. Miscellaneous Payments

The Tenant shall be responsible for the following payments payable in respect of the Premises during the Term:-

- * (a) Air Conditioning Charges : (at current rate) (per month) (subject to r
- * (b) Management Fee : (at current rate) (per month) (subject to r
- * (c) Government Rates : (subject to actual amount demanded by t
- * (d) Government Rate : (subject to actual amount demanded by t
- * Delete where inapplicable

3. Break Clause

Notwithstanding anything to the contrary hereinbefore contained, either party shall be entitled to terminate this Agreement earlier than as herein provided, by serving not less than 1 months' written notice or by paying 1 months' Rent in lieu to the Landlord / Tenant / other party.

Exhibit 10.8

CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

Tenancy Agreement

An Agreement made the 23rd day of March, 2023 between the Landlord and the Tenant as more particularly described in Schedule I.

The Landlord shall let and the Tenant shall take the Premises for the Term and at the Rent as more particularly described in Schedule I and both parties agree to observe and perform the terms and conditions as follows:

1. The Tenant shall pay to the Landlord the Rent in advance on the 1st day of each and every calendar month during the Term. If the Tenant shall fail to pay the Rent within 7 days from the due date, the Landlord shall have right to institute appropriate legal proceedings against the Tenant. The costs of such proceedings and the Landlord in relation to such action shall be a debt owed by the Tenant to the Landlord and shall be recoverable in full by the Landlord.
2. The Tenant shall not make any alternation and / or additions to the Premises without the prior written consent of the Landlord.
3. The Tenant shall not assign, transfer, sublet, or part with the possession of the Premises or any part thereof to any other person without the prior written consent of the Landlord.
4. The Tenant shall comply with all ordinances, regulations, and rules of Hong Kong and shall observe and perform the terms and conditions of any Covenants (if any) relating to the Premises. The Tenant shall not contravene any negative or restrictive covenants contained in the Lease.
5. The Tenant shall during the Term pay and discharge all charges in respect of water, electricity, gas and telephone and other services.
6. The Tenant shall during the Term keep the interior of the Premises in good and tenantable repair and condition (fair wear and tear excepted) and shall at the expiration or sooner determination of this Agreement restore the Premises in the same repair and condition on the expiration or sooner determination of this Agreement.
7. The Tenant shall pay to the Landlord the Security Deposit set out in Schedule I for the due observance and performance of the terms and conditions herein contained. Provided that there is no antecedent breach of any of the terms and conditions herein contained, the Landlord shall refund the Security Deposit to the Tenant on the date of vacant possession of the Premises to the Landlord or settlement of any outstanding payment owed by the Tenant to the Landlord.

or any part thereof shall be unpaid for seven (7) days after the same shall become payable (whether legally demanded or not) it shall be lawful for the Landlord at any time thereafter to re-enter the Premises whereupon this Agreement shall absolutely terminate as a result of the Tenant's breach from the Security Deposit without prejudice to any other right of action or any remedy of law.

8. Provided the Tenant shall have paid the Rent and other outgoings on the days and in the manner herein provided and the same shall be observed and performed, the Tenant shall peacefully hold and enjoy the Premises during the Term without any interruption.
9. The Landlord shall keep and maintain the structural parts of the Premises including the main drains, pipes and cables in good and sound condition until written notice of any defect or want of repair has been given by the Tenant to the Landlord and the Landlord shall have a reasonable time from the date of service of such notice.
10. The Landlord shall pay the Property tax payable in respect of the Premises.
11. The Landlord shall allow auditors of the Tenant sufficient access to his/her records for the purpose of reporting on this Agreement.
12. The Landlord and the Tenant agree to be bound by the additional terms and conditions contained in Schedule II (if any).
13. If there is any conflict between the English version and the Chinese version in this Agreement, the English version shall prevail.

Received the Security Deposit of HK\$ /___ by the Landlord

(Cash/Cheque #: ___/ _____ Bank)

Confirmed and Accepted all the terms and conditions contained herein by the Landlord:

/s/ Yam Fung Yee Carrie, Chan Ming Dave

Name : Yam Fung Yee Carrie & Chan Ming Dave

HKID No.: [*****]

Schedule I

The Premises	Unit 11, 11/F, Century Centre, 44-46 Hung To Road, Kwun Tong, Kowloon, Hong Kong
The Landlord	Yam Fung Yee Carrie & Chan Ming Dave Whose correspondence address [*****] Contact Person Ms. Yam Tel No. [*****]
The Tenant	Shine Union Limited Whose registered office is situate at Unit 01-03, 3/F, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon, Hong Kong Contact Person Mr. Chan Tel No. (852) 23
Term	From 1 April 2023 to 31 March 2024 (both days inclusive)
Rent	HK\$20,000.00 per month
Security Deposit	HK\$ /

Schedule II

1. Use

The Tenant shall not use or permit to be used the Premises or any part thereof for any purpose other than for industrial purpose only. [P.S. – Please select one item: e.g. residential / commercial / office / shop / industrial]

2. Miscellaneous Payments

The Tenant shall be responsible for the following payments payable in respect of the Premises during the Term:-

- * (a) Air Conditioning Charges : (at current rate) (per month) (subject to r
- * (b) Management Fee : (at current rate) (per month) (subject to r
- * (c) Government Rates : (subject to actual amount demanded by t
- * (d) Government Rate : (subject to actual amount demanded by t
- * Delete where inapplicable

3. Break Clause

Notwithstanding anything to the contrary hereinbefore contained, either party shall be entitled to terminate this Agreement earlier than as herein provided, by serving not less than 1 months' written notice or by paying 1 months' Rent in lieu to the Landlord / Tenant / other party.

Exhibit 10.9

CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

Tenancy Agreement

An Agreement made the 23rd day of March, 2023 between the Landlord and the Tenant as more particularly described in Schedule I.

The Landlord shall let and the Tenant shall take the Premises for the Term and at the Rent as more particularly described in Schedule I and both parties agree to observe and perform the terms and conditions as follows:

1. The Tenant shall pay to the Landlord the Rent in advance on the 1st day of each and every calendar month during the Term. If the Tenant shall fail to pay the Rent within 7 days from the due date, the Landlord shall have right to institute appropriate legal proceedings against the Tenant. Any costs incurred by the Landlord in relation to such action shall be a debt owed by the Tenant to the Landlord and shall be recoverable in full by the Landlord.
2. The Tenant shall not make any alternation and / or additions to the Premises without the prior written consent of the Landlord.
3. The Tenant shall not assign, transfer, sublet, or part with the possession of the Premises or any part thereof to any other person without the prior written consent of the Landlord.
4. The Tenant shall comply with all ordinances, regulations, and rules of Hong Kong and shall observe and perform the obligations of a tenant under the Landlord and Tenant (Covenants) Ordinance (Cap. 705) and any other applicable laws, rules, regulations, and covenants (if any) relating to the Premises. The Tenant shall not contravene any negative or restrictive covenants contained in the Lease.
5. The Tenant shall during the Term pay and discharge all charges in respect of water, electricity, gas and telephone and other utilities.
6. The Tenant shall during the Term keep the interior of the Premises in good and tenantable repair and condition (fair wear and tear excepted) and shall deliver possession of the Premises in the same repair and condition on the expiration or sooner determination of this Agreement.
7. The Tenant shall pay to the Landlord the Security Deposit set out in Schedule I for the due observance and performance of the obligations of a tenant under the Lease. Provided that there is no antecedent breach of any of the terms and conditions herein contained, the Landlord shall refund the Security Deposit to the Tenant on the expiration or sooner determination of the Lease. If the Tenant fails to pay the Rent or any part thereof shall be unpaid for seven (7) days after the same shall become payable (whether legally demanded or not), or if the Tenant breaches any of the terms and conditions of the Lease, it shall be lawful for the Landlord at any time thereafter to re-enter the Premises whereupon this Agreement shall absolutely terminate and the Landlord shall be entitled to retain a result of the Tenant's breach from the Security Deposit without prejudice to any other right of action or any remedy of law.
8. Provided the Tenant shall have paid the Rent and other outgoings on the days and in the manner herein provided and observed and performed, the Tenant shall peacefully hold and enjoy the Premises during the Term without any interruption.
9. The Landlord shall keep and maintain the structural parts of the Premises including the main drains, pipes and cables in good and tenantable repair and condition (fair wear and tear excepted) until written notice of any defect or want of repair has been given by the Tenant to the Landlord and the Landlord shall have a reasonable time from the date of service of such notice.
10. The Landlord shall pay the Property tax payable in respect of the Premises.
11. The Landlord shall allow auditors of the Tenant sufficient access to his/her records for the purpose of reporting on this Agreement.
12. The Landlord and the Tenant agree to be bound by the additional terms and conditions contained in Schedule II (if any).

Term From 1 April 2023 to 31 March 2024 (both days inclusive)

Rent HK\$37,500.00 per month

Security Deposit HK\$ /

Schedule II

1. Use

The Tenant shall not use or permit to be used the Premises or any part thereof for any purpose other than for industrial purpose only. [P.S. – Please select one item: e.g. residential / commercial / office / shop / industrial]

2. Miscellaneous Payments

The Tenant shall be responsible for the following payments payable in respect of the Premises during the Term:-

- * (a) Air Conditioning Charges : (at current rate) (per month) (subject to r
- * (b) Management Fee : (at current rate) (per month) (subject to r
- * (c) Government Rates : (subject to actual amount demanded by t
- * (d) Government Rate : (subject to actual amount demanded by t
- * Delete where inapplicable

3. Break Clause

Notwithstanding anything to the contrary hereinbefore contained, either party shall be entitled to terminate this Agreement earlier than as herein provided, by serving not less than 1 months' written notice or by paying 1 months' Rent in lieu to the Landlord / Tenant / other party.

Exhibit 10.10

CERTAIN INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(B)(10) OF REGULATION S-K, BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. IN ADDITION, CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

Tenancy Agreement

An Agreement made the 9th day of March, 2023 between the Landlord and the Tenant as more particularly described in Schedule I,

The Landlord shall let and the Tenant shall take the Premises for the Term and at the Rent as more particularly described in Schedule I and both parties agree to observe and perform the terms and conditions as follows:-

1. The Tenant shall pay to the Landlord the Rent in advance on the 1st day of each and every calendar month during the Term. The Landlord shall have the right to institute appropriate action to recover the rent and all costs, expenses, and other outgoings so incurred by the Tenant. The amount so recovered shall be recoverable in full by the Landlord.
2. The Tenant shall not make any alternation and/or additions to the Premises without the prior written consent of the Landlord.
3. The Tenant shall not assign, transfer, sublet, or part with the possession of the Premises or any part thereof to any other person.
4. The Tenant shall comply with all ordinances, regulations and rules of Hong Kong and shall observe and perform the covenants (if any) relating to the Premises. The Tenant shall not contravene any negative or restrictive covenants contained in the governing documents.
5. The Tenant shall during the Term pay and discharge all charges in respect of water, electricity, gas and telephone and other services.
6. The Tenant shall during the Term Keep the interior of the Premises in good and tenantable repair and condition (fair wear and tear excepted) and shall on the expiration or sooner determination this Agreement, deliver possession of the Premises in the same repair and condition on the expiration or sooner determination this Agreement.

7. The Tenant shall pay to the Landlord the Security Deposit set out in Schedule I for the due observance and performance. Provided that there is no antecedent breach of any of the terms and conditions herein contained, the Landlord shall refund the vacant possession of the Premises to the Landlord or settlement of any outstanding payment owed by the Tenant to the Landlord. Any part thereof shall be unpaid for seven (7) days after the same shall become payable (whether legally demanded or not). It shall be lawful for the Landlord at any time thereafter to re-enter the Premises whereupon this Agreement shall absolutely terminate as a result of the Tenant's breach from the Security Deposit without prejudice to any other right of action or any remedy of the law.
8. Provided the Tenant shall have paid the Rent and other outgoings on the days and in the manner herein provided and all obligations observed and performed, the Tenant shall peacefully hold and enjoy the Premises during the Term without any interruption.
9. The Landlord shall keep and maintain the structural parts of the Premises including the main drains, pipes and cables in proper repair. Written notice of any defect or want of repair has been given by the Tenant to the Landlord and the Landlord shall have failed to repair the same from the date of service of such notice.
10. The Landlord shall pay the Property tax payable in respect of the Premises.
11. The Stamp Duty payable on this Agreement in duplicate shall be borne by the Landlord and the Tenant in equal shares.
12. The Landlord and the Tenant agree to be bound by the additional terms and conditions contained in Schedule II (if any).
13. If there is any conflict between the English version and the Chinese version in this Agreement, the English version shall prevail.

Received the Security Deposit of

HK\$22,000.00 by the Landlord

(Cash/Cheque #: _____ / _____ Bank)

Confirmed and Accepted all the terms and conditions contained herein by the Landlord:

[Signature by landlord]

Received

the Tenant

Confirmed

conditions

[Confirmed]

Name: [*****]

HKID

HKID No.: [*****]

Schedule I

2

Schedule I

The Premises UNIT H, 7/F, HOUSTON IND BLDG, WANG LUNG ST., 32-40

TSUEN WAN

The Landlord [*****]

Telephone no: [*****] HKID/B.R.NO: [*****]

The Tenant Shine Union Limited

Telephone no: 2341 8183 HKID/B.R.NO: [*****]

Term From 15 March 2023 to 14 March 2025 (both days inclusive)

Rent HK\$11,000.00 per month

Security Deposit HK\$22,000.00

3

Schedule II

1. Use

The Tenant shall not use or permit to be used the Premises or any part thereof for any purpose other than for industrial purposes only. (P.S. – Please select one item: e.g. residential/commercial/office/shop/industrial)

2. Miscellaneous Payments

The Landlord shall be responsible for the following payments payable in respect of the Premises during the Term:-

(P.S. – Please fill in the following if the Rent shall include any of the following expenses.)

- * (a) Management fee : Landlord (at current rate) (per month) (subject to actual amount demanded)
- * (b) Air Conditioning Charges : Tenant (at current rate) (per month) (subject to actual amount demanded)
- * (c) Government Rates : Landlord (subject to actual amount demanded)
- * (d) Government Rent : Landlord (subject to actual amount demanded)
- * Delete where inapplicable

3. Rent Free Period

The Tenant shall be entitled to a rent free period from _____ to 14 March 2023 (both days inclusive) provided that the Tenant shall be responsible for the charges of Government Rent, Government Rates, management fee, water, electricity, gas, telephone and other outgoings payable in respect of Premises during such rent free period.

4. Break Clause

Notwithstanding anything to the contrary hereinbefore contained, the Landlord/Tenant/ either party shall be entitled to terminate this Agreement earlier than as herein provided by serving not less than 1 month's written notice or by paying 1 month's Rent in lieu to the Landlord/Tenant/other party provided that the said written notice shall not be served before the expiration of the ___month of the Term of Tenancy.

5. Other

Deposit cannot be used in lieu of rent; The Landlord rents the Premises to the Tenant on an as-is basis; The Tenant shall change the utilities accounts on their own

The parties acknowledge the tenancy agreement is only a proposed tenancy agreement provided by Hing Shing Property Agency Co. Ltd. For the parties' reference and it should only be adopted by both parties after they have studied this proforma tenancy thoroughly and have considered that it is applicable to their relevant tenancy transaction.

Exhibit 10.11

CERTAIN INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(B)(10) OF REGULATION S-K, BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. IN ADDITION, CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

Leasing Agreement

Lessor: [*****]

Tenant: Fortune Jet Management & Training Co. Limited

The parties have agreed to enter into a lease, each of them willing to abide by: a one-year life and one-year death contract.

Address for letting: 17/F, Wing Wong Building, 557-559 Nathan Road, Yau Ma Tei, Kowloon

Lease term: From 16 November 2023 to 15 November 2025

Lease Conditions: (This contract is executed in two copies, one for each party)

1) Rent: HK\$38,000.00 (Thirty-eight thousand per month)

2) The tenant must pay the rent on the first day of each month's tenancy period. If the tenant fails to pay the rent for three days after the expiry of the tenancy period, the landlord has the right to disconnect the

water and electricity supply, terminate the contract and rent it out separately, and reserves the right to take legal actions to recover all the damages.

3) The tenant shall not surrender the lease during the hard agreement period, otherwise the rent shall be compensated according to the time of the remaining lease period. If the tenant continues to lease or surrenders the lease upon expiry of the hard agreement period, he/she shall give a written notice at least two months in advance, otherwise the tenant has to compensate two months' rent to the landlord, and if the landlord is going to repossess the building, he/she shall also give a notice to the tenant at least two months in advance.

4) To take the deposit of HK\$139,000.00 for the last tenancy agreement (no receipt will be issued), [the deposit cannot be used in lieu of rent, it is hereby declared that] if the Tenant moves out at the expiry of the tenancy agreement, and if the Tenant has not defaulted on the payment of rent and utility charges, and if the Tenant has not damaged any of the equipment in the unit, the Lessor shall return the deposit to the Tenant without any interest.

5) The Tenant shall rent the Unit for commercial purposes only. Without the consent of the Lessor, the Tenant shall not add any other person to occupy the Unit without authorisation, and shall not gamble in the Unit or act in contravention of the laws of Hong Kong, otherwise it shall be deemed to be in breach of the Tenancy Agreement.

6) Costs to be borne by the lessor: Rates, Government rent, property tax, etc.

7) Tenant's share of expenses: application expenses, management fees, water charges, telephone charges, electricity charges, etc.

8) During the tenancy period, the lessee shall be responsible for the repair of any damage to the facilities inside the flat, such as loose windows, doors, electricity interruption, etc., while the lessor shall be responsible for the repair of the external walls or common facilities.

(9) When the Tenant moves in, the Tenant has inspected that all the facilities of the flat are in good condition, including water and electricity, doors and windows. Upon moving out, the Tenant shall return the Unit to the Lessor in good condition, and the Lessor shall not be responsible for any damages that may be caused to the Unit by deducting the cost of repairs from the Deposit.

10) The tenant shall be responsible for the safe use of electricity and air-conditioner in the leased premises.

11) During the tenancy period, 'If the Tenant cannot live in the flat due to land resumption, redevelopment or demolition by the Government, fire, dangerous building and all other natural and man-made disasters, this tenancy agreement shall automatically terminate and be cancelled and the Tenant shall unconditionally vacate the flat, and the Lessor shall not be required to compensate the Tenant except for the return of the Deposit to the Tenant without any interest.

12) If the Property is redeveloped, the Tenant shall surrender the Property to the Landlord unconditionally and on time upon the Landlord's written notice of cancellation within 30 days of the commencement of this Agreement. The Landlord shall have the right to dispose of any debris in the building as rubbish.

13) Animals such as dogs and cats are not allowed to be kept in the property.

14) In the event that the podium or rooftop additions of the building are demolished by the government department for reinstatement, the Lessor will give 30 days' prior written notice to the Lessee and refund all deposits, and the Lessee will be required to move out of the unit unconditionally and immediately.

15) No miscellaneous objects shall be stored in the Common Area, in violation of which this Agreement shall be automatically cancelled and the Lessor shall have the right to remove all miscellaneous objects stored in the Common Area as rubbish and shall retain the right to pursue with the Lessee the cost and responsibility of removing the miscellaneous objects.

Lessor: [*****]

Business Registration Certificate No.: [*****]

Lessor's Seal or Signature:

[Signature by landlord]

Date:

[*****]

Tel: [*****] Fax: [*****]

Email: [*****]

Lessee: Fortune

Business Registr

Lessee's Seal or

[Company seal a

Date:

Responsible Per

Tel:

Email:

CERTAIN INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(B)(10) OF REGULATION S-K, BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. IN ADDITION, CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

Ref. No. _____

Tenancy Agreement

An Agreement made in 8-Dec-2022 between the Landlord and the Tenant as more particularly described in the Schedule I.

The Landlord lets and the Tenant takes the Premises for the Term of Tenancy and at the Rent as more particularly described in the Schedule I and both parties agree to observe and perform the terms and conditions as follows:

- 1** The Tenant shall pay the Rent in advance on the first day of each and every calendar month during the said term. If the Tenant fails to pay the Rent, the Landlord shall have the right to institute appropriate action to recover the rent and all costs, expenses and other outgoings so incurred by the Landlord and the same shall be recoverable in full by the Landlord.
- 2** The Tenant shall not make any alterations in and / or additions to the said premises without the prior written consent of the Landlord.
- 3** The Tenant shall not assign, transfer, underlet or otherwise part with the possession of the said premises or any part thereof without the prior written consent of the Landlord.
- 4** The Tenant shall comply with all ordinances, regulations and rules of Hong Kong and shall observe and perform the covenants (if any) relating to the said premises. The Tenant shall not contravene any negative or restrictive covenants in the Government lease.
- 5** The Tenant shall pay and discharge punctually during the said term all charges for water, electricity, gas and telephone and other services.
- 6** The Tenant shall during the said term keep the whole of the interior of the said premises in good and tenantable repair and condition and shall deliver up vacant possession of the Premises in the same repair and condition on the expiration or sooner determination of the said term.

- 7 The Tenant shall pay to the Landlord the Security Deposit set out in Schedule I for the due observance and performance of the terms and conditions herein contained, the Landlord shall refund the Security Deposit to the Tenant upon the return of vacant possession of the Premises to the Landlord and after fully settlement of all outstanding payments owed by the Tenant to the Landlord. Provided that there is no antecedent breach of any of the terms and conditions herein contained, this Agreement shall absolutely determine and the Security Deposit paid under this clause shall be absolutely and exclusively for the use of the Tenant and the remedies given to the Landlord by this clause shall not prejudice any other right of action or any remedy of the Landlord.
- 8 Provided that the Tenant paying the rent hereby reserved and all charges payable hereunder and performing and observing the terms and conditions herein contained, the Landlord shall keep and maintain the structural parts of the said premises during the said term without any interruption by the Landlord or any person lawfully claiming through or under the Landlord.
- 9 The Landlord shall keep and maintain the structural parts of the said premises in proper state of repair provided that the Landlord shall have failed to take reasonable steps to repair and the repair has been given by the Tenant to the Landlord and the Landlord shall have failed to take reasonable steps to repair and

Ref. No. _____

- 10 The Landlord shall pay the Property tax payable in respect of the Premises.
- 11 The Stamp Duty payable on this Agreement shall be borne by the Landlord and the Tenant in equal shares.
- 12 The Landlord and the Tenant agree to be bound by the additional terms and conditions contained in the Schedule II (if any).
- 13 If there is any conflict between the English version and the Chinese version in the agreement, *the English / Chinese version shall prevail.

* Delete where inapplicable

Acknowledged the receipt of the Security Deposit of HK\$ 120,000 by the Landlord

Confirmed and Accepted all the terms and conditions contained herein by the Landlord

[Signature by landlord affixed here]

BR No.: [*****]

Ref. No. _____

Schedule I

The Premises:	18/F, Wing Wong Commercial Building, 557-559 Nathan R
The Landlord:	[*****] whose *address / registered office is situate at [*****] Tel: [*****]
The Tenant:	Fortune Jet Management & Training Co. Limited whose *address / registered office is situate at 17/F & 18/F, Wing Wong Commercial Building, 557-559 N Tel: [*****] Mr. Chu / [*****] Ms.Yuen
Term of Tenancy:	From 2022-12-16 to 2023-12-15 (both days inclusive)
Rent:	HK\$40,000 (include government rates, government rent, ma
Security Deposit:	HK\$120,000
Other Security Deposit:	HK\$ Nil

Schedule II

The Miscellaneous Payments

The following payments shall be paid in respect of the said premises during the Term of Tenancy:

- | | |
|----------------------|--|
| (a) Management Fee | To be borne by *the Tenant / the Landlord. |
| (b) Government Rates | To be borne by *the Tenant / the Landlord. |
| (c) Government Rent | To be borne by *the Tenant / the Landlord. |
| (d) Renewal Right: | The Tenant has the right to renew the lease for one year, and the increment of the rent sh |

* delete where inapplicable

Usage

The property is for commercial use, the tenant for other purposes, all costs / responsibilities (such as tolerance fees, government administration fees, land premium fees) all by the charterer.

Break Clause

Notwithstanding anything to the contrary hereinbefore contained, the Landlord/Tenant either party shall be entitled to terminate this Agreement earlier than as herein provided by serving not less than 1 months' written notice or by paying 1 months' Rent in lieu to the Landlord/Tenant/other party provided that the said written notice shall not be served before the expiration of the 11 month of the Term of Tenancy.

Ref. No. _____

Others

- 1.) The attorney's fee incurred as a result of the rent and other expenses owed by the tenant will be charged against the tenant.
- 2.) If the tenant delay to pay the monthly rent for more than 15 days from the date of the lease, interest will be charged. The m
- 3.) If the tenant failed to pay the monthly rent within 30 days from the due date, the owner has the right to cancel the lease im to comply without any right of appeal.
- 4.) The tenant is fully responsible for the routine maintenance of all fixtures, furniture, utensils, electrical appliances, etc., pro operational conditions, cost for repair of any damages or mal-function will be charged against the tenant.
- 5.) The tenant is required to buy the wind, fire, water, theft, home accident insurance, and the owner will not be responsible fo
- 6.) Upon termination expiration of the lease, the tenant has to return the unit in the same condition as at the time when the lea the tenant to dismantle all the renovations (Whether or not they are built or rebuilt by the tenant) and return the BARE SH
- 7.) The owner does not guarantee the use, area and any unauthorized structures of the rented building., The tenant may not r reasons.
- 8.) During the lease period, if there were any renovation/reconstruction of the building as required by the Government in com the deadline of the order, if the tenant failed to cooperate with the landlord to comply with such requirements, the owners the tenants. If the illegal structures are built by the tenants, all fees incurred, including engineering fees and surveyor fees,

CERTAIN INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(B)(10) OF REGULATION S-K, BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. IN ADDITION, CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN OMITTED FROM THIS EXHIBIT PURSUANT TO ITEM 601(A)(6) OF REGULATION S-K. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED**

Car Park Tenancy Agreement

This Agreement is made on dd/mm/yyyy 22/12/2022 Between the Landlord and the Tenant as more particularly described in Schedule I.

The Landlord shall let and the Tenant shall take the Premises for the Term and at the Rent as more particularly described in Schedule I and both parties agree to observe and perform the terms and conditions as follow:-

- 1 The Tenant shall pay to the Landlord the Rent in advance on or before _____(st/nd/rd/th) of each and every calendar month. If the Tenant fails to pay the Rent on the due date, the Landlord shall have the right to institute appropriate action to recover the Rent and all costs, expenses and other outgoings incurred by the Landlord and shall be recoverable in full by the Landlord.
- 2 The Tenant shall not assign, transfer sublet or part with the possession of the car park space to any other person. This tenancy shall be personal to the Tenant.
- 3 The Tenant shall comply with all regulations and rules of that parking lot.
- 4 The Tenant shall pay to the Landlord the Security Deposit set out in Schedule I, the Landlord shall refund the Security Deposit to the Tenant after termination of this agreement.
- 5 The Landlord shall provide access card and parking permit to the Tenant, and the Tenant shall be responsible for the lost of a parking permit to the Landlord after termination of this agreement.
- 6 The Landlord and the Tenant agree to be bound by the additional terms and conditions in Schedule II (if any).
- 7 If there is any conflict between the English version and the Chinese version in this Agreement, the English version shall prevail.

Schedule I

Address of Car Park space:	Car Park No. 730, 7/F, Site 2, Charming Garden, 8 Hoi Ting Road, Kowloon	
Landlord Name:	[*****]	HK ID / BR No.
Address:	[*****]	
Phone:	[*****]	
Tenant Name:	Fortune Jet Management & Training Co. Limited	HK ID / BR No.
Address:	18/F, Wing Wong Commercial Building, 557-559 Nathan Road, Yau Ma Tei, Kowloon	
Phone:	[*****]	
Term From dd/mm/yyyy	22/12/2022	To dd/mm/yyyy
Rent Per Month, HKD	\$3,300	Security Deposit

Schedule II

1 Landlord or Tenant shall be responsible for the following payments:

Landlord / For Management Fee	Landlord / For Government Rate	Landlord / For Government Rent

2 Notwithstanding anything to the contrary hereinbefore contained, either party shall be entitled to terminate this Agreement by giving written notice to the other party of 1 months' Rent in lieu to the other party provided that the said written notice shall not be served before the expiration of the term of this Agreement.

3 Landlord's bank account for receiving rent payment: [*****] _____

4 Others: _____

Landlord received HKD \$3,300 Security Deposit from Tenant

Check #(If Any)

Landlord received HKD \$3,300 Initial Rent from Tenant

Check #(If Any)

Confirmed and accepted all the terms and conditions herein by the Landlord:

[Signature by landlord affixed here]

HK ID / BR No.: [*****]

Exhibit 21.1

List of Subsidiaries of SU Group Holdings Limited

Name of Subsidiaries	Jurisdiction
SU Group Investment Limited	British Virgin
Shine Union Limited	Hong Kong
Fortune Jet Management & Training Co. Limited	Hong Kong

Exhibit 23.1

MARCUMASIA

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the inclusion in this Registration Statement of SU Group Holdings Limited on Form F-1 of our report dated May 16, 2023, except for Note 13 and Note 20, as to which the date is June 30, 2023, with respect to our audits of the consolidated financial statements of SU Group Holdings Limited as of September 30, 2022 and 2021 and for the years ended September 30, 2022 and 2021, which report appears in the Prospectus, which is part of this Registration Statement. We also consent to the reference to our Firm under the heading "Experts" in such Prospectus.

/s/ Marcum Asia CPAs LLP

Marcum Asia CPAs LLP

New York, New York

November 22, 2023

Exhibit 23.4

20/F, Kerry Plaza Tower 3, 1-1 Zhongxinsi Road, Futian District
Shenzhen 518048, Guangdong, PRC
Tel: +86 755 3680 6500 Fax: +86 755 3680 6599
Beijing · Shanghai · Shenzhen · Hong Kong · Haikou · Wuhan · Singapore
www.hankunlaw.com

[●], 2023

To: SU Group Holdings Limited (the “Company”)

Unit 01 – 03, 3/F, Billion Trade Centre
31 Hung To Road, Kwun Tong
Kowloon, Hong Kong

Dear Sirs or Madams:

We understand that the Company plans to file registration statement on Form F-1 (File No.: 333-[●]), including all amendments or supplements thereto (the “Registration Statement”), with the Securities and Exchange Commission under the U.S. Securities Act of 1933 (as amended) in relation to the Company’s proposed initial public offering of 1,250,000 ordinary shares (the “Ordinary Shares”) of the Company and the proposed listing of the Ordinary Shares on the NASDAQ Capital Market.

We hereby consent to the use of this letter in, and the filing hereof as an exhibit to, the Registration Statement, and to the reference to our firm in such Registration Statement.

Yours faithfully,

HAN KUN LAW OFFICES

CONFIDENTIALITY. This document contains confidential information which may be protected by privilege from disclosure. Unless you are the intended or authorised recipient, you shall not copy, print, use or distribute it or any part thereof or carry out any act pursuant thereto and shall advise Han Kun Law Offices immediately by telephone, e-mail or facsimile and return it promptly by mail. Thank you.

Exhibit 23.5



22 November 2023

SU Group Holdings Limited

Unit 01–03, 3/F, Billion Trade Centre
31 Hung To Road, Kwun Tong
Kowloon, Hong Kong

Re: Consent of Frost & Sullivan Limited.

Ladies and Gentlemen,

We understand that SU Group Holdings Limited (the “Company”) intends to file a registration statement (the “Registration Statement”) with the United States Securities and Exchange Commission (the “SEC”) in connection with its proposed initial public offering (the “Proposed IPO”).

We hereby consent to the references to our name and the inclusion of information, data, and statements from our research reports and amendments thereto, including but not limited to the industry research report titled “The Hong Kong Security-related Engineering Services and Security Guarding and Screening and Related Vocational Training Services Industry” (the “Report”), and any subsequent amendments to the Report, as well as the citation of our research report and amendments thereto, (i) in the Registration Statement and any amendments thereto, (ii) in any written correspondences with the SEC, (iii) in any other future filings with the SEC by the Company, including, without limitation, filings on Form 20-F, Form 6-K or other SEC filings (collectively, the “SEC Filings”), (iv) on the websites of the Company and its subsidiaries and affiliates, (v) in institutional and retail road shows and other activities in connection with the Proposed IPO, and in other publicity materials in connection with the Proposed IPO.

We further hereby consent to the filing of this letter as an exhibit to the Registration Statement and any amendments thereto and as an exhibit to any other SEC Filings. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the rules and regulations of the SEC thereunder.

Yours faithfully

For and on behalf of

Frost & Sullivan Limited

/s/ Jessica Lau

Name: Jessica Lau

Title: Executive Director

Exhibit 99.1

**CODE OF BUSINESS CONDUCT AND ETHICS
OF
SU GROUP HOLDINGS LIMITED**

The board of directors (the “Board” or “Board of Directors”) of SU Group Holdings Limited (together with its direct and indirect subsidiaries, affiliated entities and their respective businesses, the “Company”) has adopted this Code of Business Conduct and Ethics (this “Code”) to provide value for both our members and stockholders; and

- To encourage honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- To prompt full, fair, accurate, timely and understandable disclosure;
- To comply with applicable laws and governmental rules and regulations;
- To prompt internal reporting of violations of this Code;
- To protect the Company’s legitimate business interests, including corporate opportunities, assets and confidential information;
- To deter wrongdoing.

All directors, officers, and employees of the Company are expected to be familiar with the Code and to adhere to those principles and procedures set forth in the Code. For purposes of the code, all directors, officers, and employees will refer to collectively as “employees” or “you” throughout this code.

I. HONEST AND ETHICAL CONDUCT

All directors, officers, and employees owe duties to the Company to act with integrity. Integrity requires, among other things, being honest and ethical. This includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Deceit and subordination of principle are inconsistent with integrity.

All directors, officers, and employees have the following duties:

- To conduct business with professional courtesy and integrity, and act honestly and fairly without prejudice in all
- To work in a safe, healthy and efficient manner, using skills, time and experience to the maximum of abilities;
- To comply with applicable awards, Company policies and job requirements, and adhere to a high standard of bus
- To observe both the form and spirit of laws, governmental rules, regulations and accounting standards;
- Not to knowingly make any misleading statements to any person or to be a party to any improper practice in relat
- To ensure that Company resources and properties are used properly;
- To maintain the confidentiality of information where required or consistent with Company policies; and
- Not to disclose information or documents relating to the Company or its business, other than as required by law information about the Company or its associates, and not to accept improper or undisclosed material personal ben

II. CONFLICTS OF INTEREST

A “conflict of interest” arises when an individual’s personal interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when a director, officer or employee takes actions or has personal interests that may make it difficult to perform his or her Company work objectively and effectively.

There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts may be:

- To serve as a director, employee or contractor for a company that has a business relationship with, or is a competitor of the Company;
- To have a financial interest in a competitor, supplier or customer of the Company;
- To receive improper personal benefits from a competitor, supplier or customer, as a result of any transaction or relationship with the Company;
- To accept financial interest beyond entertainment or nominal gifts in the ordinary course of business, such as a meal, travel or entertainment expenses, or other benefits, in excess of the Company's standard; or
- To use for personal gain, rather than for the benefit of the Company, an opportunity that discovered through the course of business;

Fidelity or service to the Company should never be subordinated to or dependent on personal gain or advantage. Conflicts of interest should be avoided.

In most cases, anything that would constitute a conflict for a director, officer or employee also would present a conflict if it is related to a member of his or her family.

Interests in other companies, including potential competitors and suppliers, that are purely for management of the other entity, or where an otherwise questionable relationship is disclosed to the Board and any necessary action is taken to ensure there will be no effect on the Company, are not considered conflicts unless otherwise determined by the Board.

Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. Please refer to other policies, such as employee handbook, for further information. We also encourage you to seek guidance from your manager or a Senior Officer (as defined below) or their equivalents, when you have any questions or doubts.

III. DISCLOSURE

Each director, officer or employee, to the extent involved in the Company's disclosure process, including the Chief Executive Officer, Chief Technology Officer, Chief Operating Officer or Chief Financial Officer, or their equivalents (the "Senior Officers"), is required to be familiar with the Company's disclosure controls and procedures applicable to him or her so that the Company's public reports and documents comply in all material respects with the applicable securities laws and rules. In addition, each such person having direct or supervisory authority regarding these securities filings or the Company's other public communications concerning its general business, results, financial condition and

prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee, to the extent involved in the Company's disclosure process, including the Senior Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether with regulators and self-regulatory organizations.

IV. COMPLIANCE

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations in the performance of their duties for the Company, including those relating to accounting and auditing matters and insider trading.

The Board endeavors to ensure that the directors, officers and employees of the Company act with integrity and observe the highest standards of behavior and business ethics in relation to their corporate activities.

Specifically, that directors, officers and employees must:

- Comply with all applicable laws, rules and regulations;
- Act in the best interests of the Company;
- Be responsible and accountable for their actions; and
- Observe the ethical principles of fairness, honesty and truthfulness, including disclosure of potential conflicts.

Generally, it is against Company policies for any individual to profit from undisclosed information relating to the Company or any other company in violation of insider trading or other laws.

Anyone who is aware of material nonpublic information relating to the Company, our customers, or other companies may not use the information to purchase or sell securities in violation of securities laws.

If you are uncertain about the legal rules involving your purchase or sale of any Company securities or any securities in companies that you are familiar with by virtue of your work for the Company, you should consult with the Chief Executive Officer (or any responsible party under any insider trading policy of the Company) before making any such purchase or sale. Other policies issued by the Company also provide guidance as to certain of the laws, rules and regulations that apply to the Company's activities.

V. REPORTING AND ACCOUNTABILITY

The Board of Directors has the authority to interpret this Code in any particular situation. Any director, officer or employee who becomes aware of any violation of this Code is required to notify the a Senior Officer promptly.

Any questions relating to how these policies should be interpreted or applied should be addressed to your manager or a Senior Officer. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, as discussed in Section II of this Code, should be discussed with your manager or a Senior Officer. A director, officer or employee who is unsure of whether a situation violates this Code should discuss the situation with a Senior Officer to prevent possible misunderstandings and embarrassment at a later date.

Each director, officer or employee must:

- Notify the Chief Executive Officer promptly of any existing or potential violation of this Code.
- Not retaliate against any other director, officer or employee for reports of potential violations.

The Company will follow the following procedures in investigating and enforcing this Code and in reporting on the Code:

- The Senior Officers will take all appropriate action to investigate any violations reported. In addition, the Senior Officer or an executive officer to the Chairman of the Board of Directors. To the extent he or she deems appropriate, the Senior Officer. After the conclusion of an investigation of a director or executive officer, the conclusions shall be reported

- The Board of Directors will conduct such additional investigation as it deems necessary. The Board will determine if, in the event of a violation of the Code of Ethics, has occurred, the Chief Executive Officer, or their equivalents, as the case may be, will take such disciplinary action as may be warranted, including, but not limited to, criminal or other serious violations of law, notification of appropriate law enforcement authorities.

VI. CORPORATE OPPORTUNITIES

Employees, officers and directors are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, employees, officers and directors are prohibited from using corporate property, information or position for personal gain and from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Employees, officers and directors who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with your manager or a Senior Officer.

VII. CONFIDENTIALITY

In carrying out the Company's business, employees, officers and directors often learn confidential or proprietary information about the Company, its customers, suppliers, or joint venture parties. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of our Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

VIII. FAIR DEALING

Our core value of operating is based on responsiveness, openness, honesty and trust with our business partners, officers, employees, directors and stockholders. We do not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

IX. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, officers and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes. Theft, careless and waste have a direct impact on our profit and could lead to discipline or dismissal.

XI. WAIVERS AND AMENDMENTS

From time to time, the Company may waive provisions of this Code. Any employee or director who believes that a waiver may be called for should discuss the matter with your manager or a Senior Officer.

Any waiver of the Code for Senior Officers or directors of the Company may be made only by the Board of Directors and must be promptly disclosed to stockholders along with the reasons for such waiver in a manner as required by applicable law or the rules of the applicable stock exchange. Any amendment or waiver of any provision of this Code must be approved in writing by the Board or, if appropriate, its delegate(s) and promptly disclosed pursuant to applicable laws and regulations.

Any waiver or modification of the Code for a Senior Officer will be promptly disclosed to stockholders if and as required by applicable law or the rules of the applicable stock exchange.

The Company is committed to continuously reviewing and updating its policies, and therefore reserves the right to amend this Policy at any time, for any reason, subject to applicable law.

CONSENT OF TO HOI PAN

SU Group Holdings Limited intends to file a Registration Statement on Form F-1 (together with any amendments or supplements thereto the "Registration Statement"), registering securities for issuance in its initial public offering. As required by Rule 438 under the Securities Act of 1933, as amended, the undersigned hereby consents to being named in the Registration Statement as a Director Nominee.

November 22, 2023

Exhibit 99.4

CONSENT OF MARK ALLEN BRISSON

SU Group Holdings Limited intends to file a Registration Statement on Form F-1 (together with any amendments or supplements thereto the “Registration Statement”), registering securities for issuance in its initial public offering. As required by Rule 438 under the Securities Act of 1933, as amended, the undersigned hereby consents to being named in the Registration Statement as a Director Nominee.

November 22, 2023

Exhibit 99.5

CONSENT OF TSE SUI MAN

SU Group Holdings Limited intends to file a Registration Statement on Form F-1 (together with any amendments or supplements thereto the “Registration Statement”), registering securities for issuance in its initial public offering. As required by Rule 438 under the Securities Act of 1933, as amended, the undersigned hereby consents to being named in the Registration Statement as a Director Nominee.

November 22, 2023

Exhibit 99.6

FORM OF AUDIT COMMITTEE CHARTER

OF

SU GROUP HOLDINGS LIMITED

Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of SU Group Holdings Limited, a Cayman Islands exempted company (the “Company”) to assist the Board in monitoring (1) the integrity of the annual and other financial statements of the Company, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s independent auditor and (4) the compliance by the Company with legal and regulatory requirements. The Committee also shall review and approve all related-party transactions.

Committee Membership

The Committee shall consist of no fewer than three members, absent a temporary vacancy. The Committee shall meet the independent directors and audit committee requirements of the Nasdaq Capital Market and the independence and experience requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the Commission.

The members of the Committee shall be appointed by the Board. Committee members may be replaced by the Board. Unless a chairperson (the “Chairperson”) is elected by the Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee. The Chairperson of the Committee shall be a member of the Committee and, if present, shall preside at each meeting of the Committee. He or she shall advise and counsel with the executives of the Company, and shall perform such other duties as may from time to time be assigned to him by the Committee or the Board.

Each member of the Committee shall be financially literate and at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, as each such qualification is interpreted by the Board in its business judgment. At least one member of the Committee shall be an “audit committee financial expert” as such term is defined by the Commission.

Meetings

A majority of the members of the entire Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at the meeting at which a quorum is present.

The Committee shall meet as often as it determines, but not less frequently than bi-annually. The Committee shall meet periodically with management and the independent auditor in separate executive sessions. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Committee Authority and Responsibilities

The Committee shall have the sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditor, including the fees and terms thereof (subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit). The Committee may form and delegate authority to subcommittees of the Committee consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to (i) the independent auditor for the purpose of rendering or issuing an audit report and (ii) any advisors employed by the Committee.

The Committee shall discuss with the independent auditor its responsibilities under generally accepted auditing standards, review and approve the planned scope and timing of the independent auditor's annual audit plan(s) and discuss significant findings from the audit, including any problems or difficulties encountered.

The Committee shall make regular reports to the Board. These reports shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's

compliance with legal or regulatory requirements, the independence and performance of the Company's independent auditor, the performance of the internal audit function and any other matters that the Committee deems appropriate or is requested by the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee annually shall review the Audit Committee's own performance.

The Committee shall:

Financial Statement and Disclosure Matters

1. Meet with the independent auditor prior to the audit to review the scope, planning and staffing of the audit.
2. Review and discuss with management and the independent auditor the annual audited financial statements, and recommend Annual Reports on Form 20-F (or the annual report to shareholders if distributed prior to the filing of the Form 20-F).
3. Review and discuss with management and the independent auditor the Company's financial statements prior to the filing of financial statements.
4. Discuss with management and the independent auditor, as appropriate, significant financial reporting issues and judgment:
 - a. any significant changes in the Company's selection or application of accounting principles;
 - b. the Company's critical accounting policies and practices;
 - c. all alternative treatments of financial information within U.S. generally accepted accounting principles ("GAAP") that depart from accounting principles;
 - d. any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material weaknesses;
 - e. any material written communications between the independent auditor and management, such as any management letters.
5. Discuss with management the Company's earnings press releases generally, including the use of "pro forma" or "adjusted" earnings, and the impact on analysts and rating agencies. Such discussion may be general and include the types of information to be disclosed and the timing of such disclosure.
6. Discuss with management and the independent auditor the effect on the Company's financial statements of (i) regulatory and

4. To the extent that the Company's securities continue to be listed on an exchange and subject to Rule 10D-1 under the Exchange Act, the Committee shall monitor the Company's compliance with the Rule and report to the other Board Committee if the clawback provisions of the Rule are triggered based upon a financial statement restatement or other financial reporting irregularity.
5. The Committee has the responsibility of implementation and oversight of the Company's cybersecurity and information privacy incidents.
6. Establish procedures (which may be incorporated in the Company's Code of Business Conduct and Ethics, in effect at such time) regarding accounting, internal accounting controls or reports which raise material issues regarding the Company's financial reporting.
7. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any accounting policies.
8. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or other financial reporting.
9. Review and approve all payments made to the Company's officers and directors or its or their affiliates. Any payments made to an interested director or directors abstaining from such review and approval.

Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

FORM OF COMPENSATION COMMITTEE CHARTER

OF

SU GROUP HOLDINGS LIMITED

I. PURPOSES

The Compensation Committee (the “Committee”) is appointed by the board of directors (the “Board”) of SU Group Holdings Limited, a Cayman Islands exempted company (the “Company”) for the purposes of, among other things, (a) discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “CEO”) and other executive officers of the Company and (b) administering or delegating the power to administer the Company’s incentive compensation and equity-based compensation plans.

II. RESPONSIBILITIES

In addition to such other duties as the Board may from time to time assign, the Committee shall:

- Establish, review and approve the overall executive compensation philosophy and policies of the Company, including, but not limited to, the Company’s compensation structure and reinforce the Company’s long-term strategic goals, organizational objectives and stockholder interests.
- Review and approve the Company’s goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO’s performance, and determine the CEO’s compensation level, including, but not limited to, salary, bonus or bonus target levels, long term incentive plans as the Committee deems appropriate. In determining the long-term incentive component of the CEO’s compensation, the Committee shall consider, among other things, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEO’s at comparable companies, and the results of the Committee’s voting and deliberations relating to CEO compensation.
- Determine the compensation of all other executive officers, including, but not limited to, salary, bonus or bonus target levels, long term incentive plans, and deferred compensation plans, as the Committee deems appropriate. Members of senior management may report to the Board their recommendations to the Committee, which will review and, as appropriate, approve the compensation recommendations.
- Receive and evaluate performance target goals for the senior officers and employees (other than executive officers) and report to the Board on the performance of senior officers and employees.
- Administer or delegate the power to administer the Company’s incentive and equity-based compensation plans, including, but not limited to, the Company’s long term incentive plans.
- Review and make recommendations to the Board with respect to the adoption of, and amendments to, incentive and equity compensation plans that must be approved by stockholders pursuant to applicable law.
- Review and approve any annual or long-term cash bonus or incentive plans in which the executive officers of the Company are participants.
- Review and approve for the CEO and the other executive officers of the Company any employment agreements, including, but not limited to, the Company’s executive employment agreements.

- Conduct an annual performance evaluation of the Committee. In conducting such review, the Committee shall include at least the following: (a) the adequacy, appropriateness and quality of the information received from management or debated; (c) whether the number and length of meetings of the Committee were adequate for the Committee and appropriately addresses the matters that are or should be within its scope.

III. COMPOSITION

The Committee shall be comprised of two or more members (including a chairperson), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the Nasdaq Stock Market, except that the Committee may have as one of its members a “non-independent director” under exceptional and limited circumstances pursuant to the exemption under Rule 5605(d)(2)(B) of the Nasdaq Stock Market. At least two of the Committee members shall be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and “outside directors” as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee and the chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the chairperson) may be removed at any time, with or without cause, by the Board.

The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate. If at any time the Committee includes a member who is not a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, then a subcommittee comprised entirely of individuals who are “non-employee directors” may be formed by the Committee for the purpose of ratifying any grants of awards under any incentive or equity-based compensation plan for the purposes of complying with the exemption requirements of Rule 16b-3 of the Exchange Act or Section 162(m) of the Internal Revenue Code of 1986, as amended; provided that any such grants shall not be contingent on such ratification.

IV. MEETINGS AND OPERATIONS

The Committee shall meet as often as necessary, but at least two times each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its chairperson or a majority of its members. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s memorandum and articles of association. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s memorandum and

articles of association, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The secretary of the Company shall be the secretary of the Compensation Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings (or a portion thereof) and to provide such pertinent information as the Committee may request.

The chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda which shall be circulated to the members prior to the meeting date, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board. Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.

If at any time during the exercise of his or her duties on behalf of the Committee, a Committee member has a direct conflict of interest with respect to an issue subject to determination or recommendation by the Committee, such Committee member shall abstain from participation, discussion and resolution of the instant issue, and the remaining members of the Committee shall advise the Board of their recommendation on such issue. The Committee shall be able to make determinations and recommendations even if only one Committee member is free from conflicts of interest on a particular issue.

V. AUTHORITY

The Committee has the authority, to the extent it deems appropriate, to conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and to retain one or more compensation consultants to assist in the evaluation of CEO or executive compensation or other matters. The Committee shall have the sole authority to retain and terminate any such consulting firm, and to approve the firm's fees and other retention terms. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. To the extent that the Company's securities continue to be listed on an exchange and subject to Rule 10D-1 under the Exchange Act, the Committee shall, with the assistance of management, advise the Board and any other Board Committee if the clawback provisions

of the Rule are triggered based upon a financial statement restatement or other financial statement change. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain legal counsel or other advisors. In retaining compensation consultants, outside counsel and other advisors, the Committee must take into consideration factors specified in the Nasdaq listing rules. The Company will provide for appropriate funding, as determined by the Committee, for payment of any such investigations or studies and the compensation to any consulting firm, legal counsel or other advisors retained by the Committee.

Exhibit 99.8

FORM OF NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF SU GROUP HOLDINGS LIMITED

The responsibilities and powers of this Nominating and Corporate Governance Committee (the “Committee”) as delegated by the board of directors (the “Board”) of SU Group Holdings Limited, a Cayman Islands exempted company (the “Company”) are set forth in this charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

I. PURPOSE

As set forth herein, the Committee shall, among other things, discharge the responsibilities of the Board relating to the appropriate size, functioning and needs of the Board including, but not limited to, identification, recommendation, recruitment and retention of high quality Board members and committee composition and structure.

II. MEMBERSHIP

The Committee shall consist of at least two members of the Board as determined from time to time by the Board. Each member shall be “independent” in accordance with the listing standards of the Nasdaq Stock Market, as amended from time to time.

The Board shall elect the members of this Committee at the first Board meeting practicable following the annual meeting of shareholders and may make changes from time to time pursuant to the provisions below. Unless a chairperson (the “Chairperson”) is elected by the Board, the members of the Committee shall designate a chairperson by a majority vote of the full Committee membership.

A Committee member may resign by delivering his or her written resignation to the Chairperson of the Board, or may be removed by a majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. Meetings of the Committee shall be called by the Chairperson of the Committee upon such notice as is provided for in the memorandum and articles of association of the Company with respect to meetings of the Board. A majority of the members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee. The Committee shall report its minutes from each meeting to the Board.

The Chairperson of the Committee may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, the Chairperson shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

- Developing the criteria and qualifications for membership on the Board.
- Recruiting, reviewing, nominating and recommending candidates for election or re-election to the Board or to fil

- Reviewing candidates proposed by shareholders, and conducting appropriate inquiries into the background and q
- Establishing subcommittees for the purpose of evaluating special or unique matters.
- Monitoring and making recommendations regarding committee functions, contributions and composition.
- Evaluating, on an annual basis, the Board's and management's performance.
- Evaluating, on an annual basis, the Committee's performance and report to the Board on such performance.
- Developing and making recommendations to the Board regarding corporate governance guidelines for the Comp
- Monitoring compliance with the Company's code of business conduct and ethics, including reviewing the adequa
- Retaining and terminating any advisors, including search firms to identify director candidates, compensation con such advisors' or search firms' fees and other retention terms, as the case may be.

V. REPORTING

The Committee shall report to the Board periodically. The Committee shall prepare a statement each year concerning its compliance with this charter for inclusion in the Company's proxy statement as needed. The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

SU Group Holdings Limited Board of Director Candidate Guidelines

The Nominating and Corporate Governance Committee of SU Group Holdings Limited (the "Company") will identify, evaluate and recommend candidates to become members of the Board of Directors (the "Board") with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Nominating and Corporate Governance Committee by the Company's shareholders in accordance with the Company's policy. Candidates will be reviewed in the context of the then current composition of the Board, the operating requirements of the Company and the long-term interests of the Company's shareholders. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

- Whether the candidate is independent pursuant to the requirements of the Nasdaq Capital Market.
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the interests of the Company.
- Whether the candidate has the ability to read and understand basic financial statements. The Nominating and Corporate Governance Committee may also consider whether the candidate is an “audit committee financial expert,” as defined by the Securities and Exchange Commission.
- Whether the candidate has relevant education, experience and expertise and would be able to provide insights and perspectives to the Board of Directors.
- Whether the candidate has knowledge of the Company and issues affecting the Company.
- Whether the candidate is committed to enhancing shareholder value.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and prudent judgment.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of a director.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the effectiveness of the Board.
- Whether the candidate is able to suggest business opportunities to the Company.

Shareholder Recommendations for Directors

Shareholders who wish to recommend to the Nominating and Corporate Governance Committee a candidate for election to the Board of Directors should send their letters to SU Group Holdings Limited at its principal executive offices, Attn: Corporate Secretary. The Corporate Secretary will promptly forward all such letters to the members of the Nominating and Corporate Governance Committee. Shareholders must follow certain procedures to recommend to the Nominating and Corporate Governance Committee candidates for election as directors. In general, in order to provide sufficient time to enable the Nominating and Corporate Governance Committee to evaluate candidates recommended

by shareholders in connection with selecting candidates for nomination in connection with the Company's annual meeting of shareholders, the Corporate Secretary must receive the shareholder's recommendation not less than the close of business on the 120th calendar days before the scheduled date of the Company's annual general meeting.

The recommendation must contain the following information about the candidate:

- Name;
- Age;
- Business and current residence addresses;
- Principal occupation or employment and employment history (name and address of employer and job title) for the
- Educational background;
- Permission for the Company to conduct a background investigation, including the right to obtain education, emp
- The number of ordinary shares of the Company owned beneficially or of record by the candidate;
- The information that would be required to be disclosed by the Company about the candidate under the rules of the of such candidate as a director (which currently includes information required by Items 401, 404 and 405 of Reg
- A signed consent of the nominee to serve as a director of the Company, if elected.

VIA EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Real Estate & Construction
100 F Street, NE
Washington, D.C. 20549

**Re: SU Group Holdings Limited.
Registration Statement on Form F-1
Filed November 22, 2023
CIK No. 0001969863**

Dear Staff:

I am the Chief Executive Officer of SU Group Holdings Limited, a Cayman Islands company (the “**Company**,” “**we**,” or similar terminologies). In connection with the proposed initial public offering (the “**IPO**”) of the Company’s ordinary shares, we are filing a Registration Statement on Form F-1 initially on November 22, 2023, as amended (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”).

Item 4 of Form F-1 requires the registrant to furnish the information required by Part I of Form 20-F. Item 8.A.4 of Form 20-F provides that, in the case of the company’s IPO, the audited financial statements must be as of a date not older than 12 months at the time the document is filed. Instruction 2 to Item 8.A.4 provides as follows:

“The additional requirement that financial statements be no older than 12 months at the date of filing applies only in those limited cases where a nonpublic company is registering its initial public offering of securities. A company may comply with only the 15-month requirement in this item if the company is able to represent that it is not required to comply with the 12-month requirement in any other jurisdiction outside the United States and that complying with the 12-month requirement is impracticable or involves undue hardship. File this representation as an exhibit to the registration statement.”

See also Division of Corporation Finance, Financial Reporting Manual, Section 6220.3.

In addition, in the Staff’s November 1, 2004 release entitled International Reporting and Disclosure Issues in the Division of Corporation Finance (available on the Commission’s website at <http://www.sec.gov/divisions/corpfm/internatl/cfirdissues1104.htm>) at Section III.B.c, the Staff notes:

“the instruction indicates that the staff will waive the 12-month requirement where it is not applicable in the registrant’s other filing jurisdictions and is impracticable or involves undue hardship. As a result, we expect that the vast majority of IPOs will be subject only to the 15-month rule. The only times that we anticipate audited financial statements will be filed under the 12-month rule are when the registrant must comply with the rule in another jurisdiction, or when those audited financial statements are otherwise readily available.”

The Company has included in the Registration Statement its audited consolidated financial statements, prepared in accordance with accounting principles generally accepted in the United States of America, as of September 30, 2022 and 2021 and for each of the two fiscal years ended September 30, 2022 and 2021, and unaudited interim consolidated financial statements as of March 31, 2023 and for each of the six-month periods ended March 31, 2023 and 2022.

The Company respectfully requests, pursuant to Rule 3-13 of Regulation S-X, that the Staff of the Commission waive the requirement of Item 8.A.4 of Form 20-F that the Registration Statement contain audited financial statements as of a date not older than 12 months from the date of the offering.

In connection with this request, on behalf of the Company, I hereby represent that:

1. The Company is not currently a public reporting company in any other jurisdiction.
2. The Company is not required by any jurisdiction outside the United States to prepare, and has not prepared, financial statements audited under any generally accepted auditing standards for any interim period.
3. The Company has not completed the audit for its financial statements for the fiscal year ended September 30, 2023, and does not expect such audit to be available until late January 2024.
4. Compliance with Item 8.A.4 is impracticable and would involve undue hardship for the Company.
5. In no event will the Company seek effectiveness of the Registration Statement if its audited financial statements are older than 15 months at the time of the offering.

The Company is filing this letter as an exhibit to the Registration Statement pursuant to Instruction 2 to Item 8.A.4 of Form 20-F.

Please do not hesitate to contact me if you have any questions regarding the foregoing or if we can provide any additional information.

Exhibit 107

Calculation of Filing Fee Tables

F-1

(Form Type)

SU Group Holdings Limited

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

			Fee Calculation or Carry Forward Rule	Proposed Maximum Offering Price Per Unit	
Security Type	Security Class	Title	Amount Registered	Price Per Unit	Newly Registered Se
Fees to Be Paid	Equity	Ordinary shares, par value \$0.000001 per share	457(o)		U

Fees to Be Paid	Other	Underwriters' warrants ⁽⁴⁾	457(g)		
Fees to Be Paid	Equity	Ordinary shares issuable upon exercise of the underwriters' warrants ⁽⁵⁾	457(o)		
Fees Previously Paid	-		-	-	-
					Carry Forward Securities
Carry Forward Securities	-		-	-	-
		Total Offering Amounts⁽³⁾			
		Total Fees Previously Paid			
		Total Fee Offsets			
		Net Fee Due			

- (1) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(o) under the Securities Act, based on the offering price of the underlying underwriters' warrants and the offering price attributable to additional ordinary shares that the underwriters have sold in this offering.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act, based on an estimate of the proposed maximum aggregate offering amount of the securities being registered hereunder.
- (3) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of securities as a result of stock splits, dividends, share capitalization or similar transactions.
- (4) No fee is required pursuant to Rule 457(g) under the Securities Act.
- (5) Represents ordinary shares underlying warrants issuable to the underwriters to purchase a number of ordinary shares equal to 100% of the public offering price of the ordinary shares sold in this offering.