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KOS INTERNATIONAL HOLDINGS LIMITED
高奧士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code : 8042

2018
ANNUAL REPORT

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Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors
Mr. Chan Ka Kin Kevin *(Chairman)*
Mr. Chan Ka On Eddie
Mr. Chan Ka Shing Jackson

Independent Non-executive Directors
Mr. Tong Kam Piu
Mr. Poon Kai Kin
Mr. Wang Ho Pang

AUDIT COMMITTEE

Mr. Poon Kai Kin *(Chairman)*
Mr. Tong Kam Piu
Mr. Wang Ho Pang

REMUNERATION COMMITTEE

Mr. Tong Kam Piu *(Chairman)*
Mr. Poon Kai Kin
Mr. Wang Ho Pang

NOMINATION COMMITTEE

Mr. Wang Ho Pang *(Chairman)*
Mr. Tong Kam Piu
Mr. Poon Kai Kin

AUTHORISED REPRESENTATIVES

Mr. Chan Ka On Eddie
Mr. Chan Ka Shing Jackson

COMPANY SECRETARY

Ms. Chang Kam Lai

COMPLIANCE OFFICER

Mr. Chan Ka Shing Jackson

COMPLIANCE ADVISER

HeungKong Capital Limited
Suite 622, 6th Floor
Ocean Centre, Harbour City
Tsim Sha Tsui
Kowloon, Hong Kong

LEGAL ADVISER

As to Hong Kong Law
Stephenson Harwood

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22 Hopewell Centre
183 Queen's Road East
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 610, 6th Floor
Ocean Centre
No. 5 Canton Road
Tsim Sha Tsui
Kowloon, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
O-Bank Co., Ltd., Hong Kong Branch

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

STOCK CODE

8042

COMPANY'S WEBSITE

www.kos-intl.com

Chairman's Statement

Dear Shareholders,

On behalf of the board of directors (the "Board") of the Company, I am pleased to present to you the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2018.

2018 is truly a landmark year for us. With our successful listing on GEM of the Stock Exchange of Hong Kong Limited on 12 October 2018 (the "Listing") by way of public offer and placing (the "Share Offer") and with an over 15 times over-subscription of for the Company's shares offered to the public, it laid down another milestone in the Company's history. We believe that being a listed-company would, not only, give a boost to our brand awareness and a recognition in our achievements, but also provide us with a solid platform for our future expansion.

REVIEW

The Group's revenue increased by 1.3% from approximately HK$65.4 million in the previous year to HK$66.3 million for the year ended 31 December 2018. Such gentle increase was mainly attributable to our recruitment business being overshadowed by the global economic turmoil which affected our clients' willingness and timetable of their recruitment process during the fourth quarter of 2018. Despite the Group recorded a loss for the year of approximately HK$4.9 million for the year ended 31 December 2018 compared to a profit for the year of approximately HK$16.1 million for the year ended 31 December 2017, however, if the non-recurring listing expenses incurred during the year ended 31 December 2018 of approximately HK$13.0 million (2017: approximately HK$3.8 million) were excluded, the Group would have recorded a profit for the year ended 31 December 2018 of approximately HK$8.1 million (2017: profit of approximately HK$19.9 million). The decrease of approximately HK$11.8 million or 59.4% was mainly due to the combined effect of the aforementioned and also the increase in administrative expenses with our listing status achieved and together with our expansion in Hong Kong.

OUTLOOK

Following the Listing and getting into our 10th anniversary in this year, we are confident of our future prospects as, in the first two months of operations in 2019, we have already achieved growth in revenue when comparing to the same period of last year. We will continue to seize opportunities to further penetrate into the human resources services market in Hong Kong and to establish our presence in the PRC recruitment services market to increase the Group's value for our shareholders. We are of the view that with our reputation in the market, well-established business relationships with our clients from diversified industries, possession of a sizeable pool of candidates registered within our candidates database as well as our experienced management team with proven track record supported by our experienced execution team, the Group is well-positioned to compete against its competitors.

Chairman's Statement

APPRECIATION

Last but not least, I sincerely express my gratitude to all our shareholders, customers and any stakeholders for their constant support to the Group; and also to all the professional parties involved in the Listing. I would also like to give special thanks to our management team and colleagues for their professionalism, dedication and commitment, their services over the year were undoubtedly invaluable. Here I am sure our determination as a team will continue to strive for further achievements and create more value in future for the Group and our shareholders.

Chan Ka Kin Kevin
Chairman and Executive Director
Hong Kong, 22 March 2019

Management Discussion and Analysis

BUSINESS REVIEW AND PROSPECTS

Business review

We are a reputable Hong Kong-based human resources services provider principally engaged in high quality recruitment services and secondment and payroll services since 2009.

Under our recruitment services, we identify, screen, assess and procure qualified candidates to be employed by our clients generally for positions at all levels, including administrative, executive, managerial and professional. For our secondment and payroll services, we employ suitable candidates that are either sourced by our Group or our clients themselves and second them to our clients. We also assist in providing payroll and other administration services at our clients' requests.

The Group's competitive strengths include (i) we are a reputable human resources services provider in Hong Kong delivering high quality services; (ii) we have well-established business relationships with our clients from diversified industries; (iii) possession of a sizeable pool of candidates registered within our candidate database; and (iv) stable and experienced management team.

The Group's revenue increased by approximately HK$865,000 from approximately HK$65,426,000 for the year ended 31 December 2017 to approximately HK$66,291,000 for the year ended 31 December 2018. The increase was mainly attributable to the increase in revenue from recruitment and secondment and payroll services.

During the year ended 31 December 2018, the Group incurred significant listing expenses, staff costs and other expenses and losses for building our Group's reputation and expanding our office to recruit more recruiter for our recruitment service. As a result, the Group recorded a loss and total comprehensive expense of approximately HK$4,904,000 for the year ended 31 December 2018 as compared to a profit and total comprehensive income of approximately HK$16,145,000 for the year ended 31 December 2017.

Though we expect that the coming year should continue to be challenging because of the Sino-US trade war, the Group remains distinctive and alert about the changes of the human resources services industry in Hong Kong, and with the Group's experienced management team and reputation in the market, the Group will continue to sustain our market position and strengthen our competitive edges.

In order to mitigate the potential business risks, the management team will mainly focus on (i) diversifying our lines of services; (ii) expanding our clients base to widen our revenue stream; and (iii) upgrading our software, computer and network systems to ensure top quality performance.

The Group expects to retain a substantial amount of market share and continues to capture market opportunities so as to achieve sustainable business growth.

Management Discussion and Analysis

Prospect

Looking forward, we will ride on the strong clients base and brand awareness in Hong Kong and expand our services to the region. Following are the key development areas:

a. hire experienced recruiters from the industry and expand our services to outside Greater China region;

b. set up our China operation by 31 December 2019 and put a strong focus on clients in the Greater Bay area; and

c. for recruitment services in Hong Kong, we will further expand into following areas:

   — corporate services functions, mainly, Human Resources, IT, Legal and Finance and Accounting;

   — build a team to focus on recruitment of front, mid and back office roles for Financial Services sector targeting local and Asian based financial services clients; and

   — streamlining our secondment and payroll services under a newly created KOS Staffing brand and marketing efforts will be put in to raise brand awareness in both Hong Kong and Macau markets.

The Group believes our following distinctive competitive strengths will facilitate the expansion of its market share in the region:

(i) solid track record of providing recruitment and staffing services to clients in Hong Kong;

(ii) vast pool of candidates registered within our database which has been built up since 2009;

(iii) long-term and stable relationship with our major clients, key account approach and strong emphasis on repeat businesses;

(iv) strong focus on investment and maintenance of the IT system in supporting business operation; and

(v) stable and experienced management team.

Moving ahead, the Group will adhere to our competitive strengths to further grow our business. We shall also strive to keep up the delivery of our quality services with a commitment to enhance our business performance and to bring better return to our shareholders.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

Our revenue was derived from the provision of recruitment services and secondment and payroll services.

The Group's revenue amounted to approximately HK$66,291,000 for the year ended 31 December 2018, increased slightly of approximately HK$865,000 or 1.3% as compared with approximately HK$65,426,000 for the year ended 31 December 2017.

Set forth below is a breakdown of the total revenue during the years ended 31 December 2018 and 2017:

	For the year ended 31 December			
	2018		2017	
	HK$'000	***% of revenue***	*HK$'000*	*% of revenue*
Recruitment services				
— Hong Kong	**36,001**	**54.3**	35,411	54.1
Secondment and payroll services				
— Hong Kong	**26,951**	**40.7**	25,858	39.5
— Macau	**3,339**	**5.0**	4,157	6.4
	30,290	**45.7**	30,015	45.9
Total revenue	**66,291**	**100.0**	65,426	100.0

(i) Revenue from recruitment services

We provide recruitment services primarily in Hong Kong. Revenue from recruitment services amounted to approximately HK$36,001,000 for the year ended 31 December 2018 and approximately HK$35,411,000 for the year ended 31 December 2017, representing approximately 54.3% and 54.1% of the total revenue, respectively.

Although the Group as a whole recorded an increased revenue from recruitment services, it had experienced a significant decrease in recruitment revenue during the fourth quarter of 2018 when the Group's recruitment business was overshadowed by the global economic turmoil which affected our clients' willingness and timetable of their recruitment process, thus, the recruitment market was slower than expected and hence the revenue from the Group's recruitment business decreased in the relevant period.

(ii) Revenue from secondment and payroll services

We provide secondment and payroll services in Hong Kong and Macau. Revenue from secondment and payroll services amounted to approximately HK$30,290,000 for the year ended 31 December 2018 and approximately HK$30,015,000 for the year ended 31 December 2017, representing approximately 45.7% and 45.9% of the total revenue, respectively.

(iii) Revenue by geographical location

During the year ended 31 December 2018 and 2017, Hong Kong remained as our major market, which contributed approximately 95.0% and 93.6% of the total revenue, respectively. The revenue generated from Hong Kong increased from approximately HK$61,269,000 for the year ended 31 December 2017 to approximately HK$62,952,000 for the year ended 31 December 2018, was primarily due to an increase in revenue derived from both the recruitment services and secondment and payroll services. The scale of our secondment and payroll services business in Macau was still relatively small.

Staff costs

Staff costs comprise (i) the labour cost associated with deployment of seconded staff for the secondment and payroll services and (ii) the salaries and other staff benefits the Group paid to its internal staff for carrying on and in support of its business operation. Seconded staff costs represent the major component of the staff costs. The majority of the internal staff costs are the salaries and other staff benefits relating to the consultants for carrying on the recruitment services.

For the year ended 31 December 2018, the staff costs were approximately HK$47,714,000 (2017: approximately HK$37,871,000), which accounted for approximately 72.0% (2017: approximately 57.9%) of the revenue. Seconded staff costs for the year ended 31 December 2018 was approximately HK$27,724,000 (2017: approximately HK$27,680,000), representing approximately 58.1% of the total staff costs (2017: approximately 73.1%). The internal staff costs amounted to approximately HK$19,990,000 for the year ended 31 December 2018 (2017: approximately HK$10,191,000), representing approximately 41.9% of the total staff costs (2017: approximately 26.9%).

The staff costs increased by approximately HK$9,843,000 or 26.0%. Such increase was mainly due to the increase in the internal staff costs by approximately HK$9,799,000 as a result of the increased number of the internal staff.

Other expenses and losses

Other expenses and losses increased by approximately HK$4,018,000 or 92.3% from approximately HK$4,351,000 for the year ended 31 December 2017 to approximately HK$8,369,000 for the year ended 31 December 2018, which was primarily due to the increase in administrative expenses with the listing status attributed by the increased audit fees and professional fees and increased insurance expenses; and additional rent and rates incurred in relation to the expansion of the office of the Company in Hong Kong.

Finance costs

Finance costs represented the interest on a bank loan obtained in December 2017, which amounted to approximately HK$663,000 and approximately HK$16,000 for the year ended 31 December 2018 and 2017 respectively.

Listing expenses

During the years ended 31 December 2018 and 2017, the Group recognised non-recurring listing expenses of approximately HK$12,987,000 and HK$3,766,000, respectively in profit or loss in connection with the Listing.

Income tax expense

Income tax expense decreased by approximately HK$2,288,000 or 59.2%, from approximately HK$3,864,000 for the year ended 31 December 2017 to approximately HK$1,576,000 for the year ended 31 December 2018. The decrease was primarily attributable to the decrease in profit before taxation (excluding the effect of non-recurring listing expenses) and the adoption of the Two-tiered Profits Tax Rates Regime during the year ended 31 December 2018.

(Loss)profit and total comprehensive (expense) income for the year

Loss for the year ended 31 December 2018 and profit for the year ended 31 December 2017 amounted to approximately HK$4,904,000 and HK$16,145,000 respectively. Such reversal was mainly attributable to the incurrence of non-recurring listing expenses of approximately HK$12,987,000 during the year ended 31 December 2018 and the increase in staff costs and administrative expenses as aforementioned. If the non-recurring listing expenses are excluded, the Group would have recorded a profit for the year ended 31 December 2018 of approximately HK$8,083,000 as compared to approximately HK$19,911,000 for the year ended 31 December 2017, representing a decrease of approximately HK$11,828,000 or 59.4%.

Dividends

The Board does not recommend the payment of a final dividend for the year ended 31 December 2018.

On 12 September 2018 and 21 September 2018, the Company declared dividend for the amounts of HK$18,000,000 and HK$4,000,000 respectively to its then shareholders, which has been paid during the year ended 31 December 2018.

On 13 April 2018, KOS International Limited, a wholly-owned subsidiary of the Company declared dividends in the amount of HK$5,081,000, which has been paid to its shareholders on the same date.

During the year ended 31 December 2017, KOS International Limited, paid dividends for the amount of HK$1,206,000 to its shareholders.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

The Group financed its operations primarily with the cash generated from its operations and bank borrowing. During the year ended 31 December 2018, we received net proceeds from the Share Offer of approximately HK$54,900,000. As at 31 December 2018, the Group had bank balances and cash of approximately HK$27,800,000 (2017: approximately HK$20,679,000). Most of the bank balances and cash were placed with banks in Hong Kong. 98.7% (2017: 98.2%) of the Group's bank balances and cash was denominated in Hong Kong dollars, whereas 1.3% (2017: 1.8%) was denominated in MOP.

As at 31 December 2018, the Group had bank borrowing of HK$7,500,000 (2017: HK$10,000,000) which was denominated in Hong Kong dollars and will be repayable in full in December 2019. The bank borrowing was secured by a pledged bank deposit of HK$5,000,000 and the effective annual interest rate on the borrowing is 4.91% (2017: 3.79%). The gearing ratio as at 31 December 2018 was 19.0% (2017: 41.8%). The gearing ratio was calculated by dividing the bank borrowing by total equity multiplied by 100%. With available bank balances and cash, the Directors are of the view that the Group has sufficient liquidity to satisfy the funding requirements.

FOREIGN EXCHANGE EXPOSURE

Most of the revenue-generating operations of the Group were denominated in Hong Kong dollars. There was no significant exposure to foreign exchange rate fluctuations. As such, no hedging or other arrangements was made by the Group during the years ended 31 December 2018 and 2017.

Management Discussion and Analysis

SHARE STRUCTURE

The issued shares of the Company were initially listed on GEM of the Stock Exchange on 12 October 2018. There has been no change in the Company's capital structure since the date of the Listing and up to the date of this report. The capital of the Company comprises only ordinary shares.

As at 31 December 2018, the total number of issued ordinary shares of the Company was 800,000,000 of HK$0.01 each.

TREASURY POLICY

The Directors will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

SIGNIFICANT INVESTMENTS, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

As at 31 December 2018, the Group did not have any significant investments. Save as those disclosed in the prospectus of the Company dated 28 September 2018 (the "Prospectus"), there was no plan for any material investments or other additions of capital assets at the date of this report.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 December 2018.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2018 save for the reorganisation in connection with the Listing, details of which are set out in note 2 to the consolidated financial statements in this report.

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2018, bank deposit of HK$5,000,000 was pledged to secure the bank borrowing of the Group. Saved as disclosed, the Group did not have any charges on its assets.

CONTINGENT LIABILITIES

As at 31 December 2018, the Group did not have any significant contingent liabilities.

Management Discussion and Analysis

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2018, the Group had a total of 45 internal staff (2017: 34). The staff costs, including Directors' emoluments, of the Group amounted to approximately HK$47,714,000 for the year ended 31 December 2018 (2017: approximately HK$37,871,000).

The Group's employees are remunerated in accordance with their performance, qualification, work experience and prevailing industry practices. In addition to a basic salary, commission-based bonuses are offered to employees whose sales figures exceed a certain level to attract and retain eligible employees to contribute to the Group. Share options and discretionary bonus are also available to the Group's employees at the discretion of the Directors and depending upon the financial performance of the Group. Employees are provided with relevant in-house and/or external training from time to time.

COMPARISON BETWEEN BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

Business strategies as stated in the Prospectus	Implementation plans as stated in the Prospectus	Actual business progress up to 31 December 2018
Expansion of our recruitment services and secondment and payroll services in Hong Kong	Expand our business team in Hong Kong by recruiting additional experienced consultants specialised in diversified functional specialisation	We have completed the expansion of our business team in Hong Kong accordingly
	Expand our office space by leasing and renovating new office premises in Hong Kong	We have completed the expansion and renovation of our office premises in Hong Kong accordingly

Management Discussion and Analysis

Business strategies as stated in the Prospectus	Implementation plans as stated in the Prospectus	Actual business progress up to 31 December 2018
Establishment of our presence in the PRC recruitment services market	Establish our business team specialised in recruitment services in the PRC by recruiting additional consultants	We have completed the expansion of our business team in the PRC accordingly
	Lease a new office space in the PRC	We have completed the leasing of a new office space in the PRC accordingly
	Promote our brand awareness in the PRC through networks of our consultants	We have carried out the promotion accordingly
Development of marketing capability and conducting more marketing activities to promote our brand	Recruit experienced marketing personnel	We have carried out the recruitment accordingly
	Engage in advertising activities to promote our brand	We have carried out the advertising activities accordingly
	Participate in events and roadshows to connect with potential candidates and clients	We have participated accordingly

Management Discussion and Analysis

Business strategies as stated in the Prospectus	Implementation plans as stated in the Prospectus	Actual business progress up to 31 December 2018
Enhancement of our IT system	Develop additional workflows for our different services segments	We have started such development and it is yet to complete as at 31 December 2018
	Upgrade the website of our Group	We have initiated the project and it is yet to complete as at 31 December 2018
	Procure a new business intelligence system to facilitate decision-making process of our management	We have started such procurement process and it is yet to complete as at 31 December 2018
	Automate our work process to support our business operation	We have started such automation process and it is yet to complete as at 31 December 2018

Management Discussion and Analysis

USE OF PROCEEDS FROM SHARE OFFER

The net proceeds from the Share Offer were approximately HK$31.0 million, which was based on the placing price of HK$0.3 per share and after deducting the underwriting commission and other related expenses. After the Listing, these proceeds were and will be used for the purposes in accordance with the future plans as set out in the Prospectus. The Group had utilised approximately HK$5,348,000 of the net proceeds as at 31 December 2018. The unutilised portion of approximately HK$25,637,000 is deposited in a licensed bank in Hong Kong.

During the period from the date of Listing till 31 December 2018, the net proceeds had been utilised as follows:

	Net proceeds *HK$'000*	**Utilised amount** *HK$'000*	**Unutilised amount** *HK$'000*
Expansion of our recruitment services and secondment and payroll services in Hong Kong	14,222	3,991	10,231
Establishment of our presence in the PRC recruitment services market	7,994	599	7,395
Development of marketing capability and conducting more marketing activities to promote our brand	3,408	282	3,126
Enhancement of our IT system	3,068	176	2,892
General working capital	2,293	300	1,993
	30,985	5,348	25,637

Biographical Details of Directors and Senior Management

DIRECTORS

Executive Directors

Mr. Chan Ka Kin Kevin ("Mr. Kevin Chan"), aged 41, joined the Group in April 2009 and is the executive Director and chairman of the Company. He was appointed as the Director on 19 December 2017 and was re-designated as an executive Director on 31 January 2018. Mr. Kevin Chan is responsible for the overall strategic planning and business development of the Group. Mr. Kevin Chan is also a director of all subsidiaries of the Group.

Mr. Kevin Chan has approximately nine years of experience in the human resources services industry. Mr. Kevin Chan has been an independent director of KLW Holdings Limited (stock code: 504.SI), a company listed on the Catalist Board of The Singapore Exchange Securities Trading Limited since September 2016.

Mr. Kevin Chan is the elder brother of Mr. Eddie Chan and Mr. Jackson Chan.

Mr. Chan Ka On Eddie ("Mr. Eddie Chan"), aged 36, is the executive Director. He was appointed as the Director on 19 December 2017 and was re-designated as the executive Director on 31 January 2018. Mr. Eddie Chan is responsible for overseeing the day-to-day management and operation of the Group. Mr. Eddie Chan is also a director of all subsidiaries of the Group.

Mr. Eddie Chan has over 15 years of experience in the human resources services industry. Prior to founding the Group, Mr. Eddie Chan worked at Wing Hang Credit Limited from January 2003 to August 2004 as customer service representative. In August 2004, Mr. Eddie Chan worked as business development executive in Jobs DB Hong Kong Limited, and was promoted in March 2006 to senior business development executive. From December 2006 to June 2008, he was business development manager in Monster.com Asia Pacific Limited. From June 2008 to December 2008, he worked at Robert Walters (Hong Kong) Limited and his last position was consultant of its commerce accounting division.

Mr. Eddie Chan is the younger brother of Mr. Kevin Chan and the elder brother of Mr. Jackson Chan.

Mr. Chan Ka Shing Jackson ("Mr. Jackson Chan"), aged 36, is the executive Director. He was appointed as the Director on 19 December 2017 and was re-designated as the executive Director on 31 January 2018. Mr. Jackson Chan is responsible for overseeing marketing and execution of strategic and operational planning of the Group. Mr. Jackson Chan is also a director of all subsidiaries of the Group.

Mr. Jackson Chan has over 16 years of experience in the human resources services industry. Prior to joining the Group, Mr. Jackson Chan worked at Wing Hang Credit Limited from June 2002 to July 2004 and his last position was senior clerk in the special products department. In July 2004, Mr. Jackson Chan worked as business development executive in Jobs DB Hong Kong Limited, and was promoted in

February 2006 to senior business development executive. In April 2006, he was business development manager in Monster.com Asia Pacific Limited and in March 2008 he was senior business development manager at Cliftons. From August 2008 to March 2009, he worked at Michael Page International (Hong Kong) Limited as recruitment consultant. Mr. Jackson Chan obtained a professional diploma in marketing jointly awarded by The Chinese University of Hong Kong and Hong Kong Institute of Marketing in October 2005.

Mr. Jackson Chan is the younger brother of Mr. Kevin Chan and Mr. Eddie Chan.

Independent non-executive Directors

Mr. Tong Kam Piu ("Mr. Tong"), aged 66, was appointed as an independent non-executive Director on 13 September 2018. He is the chairman of remuneration committee of the Company and a member of audit committee and nomination committee of the Company.

Mr. Tong has over 26 years of experience in the human resources services industry. Prior to joining the Group, from April 2000 to June 2017, Mr. Tong had been working at Hutchison Ports Management Limited and his last position was group human resources director. From January 1979 to October 1982, Mr. Tong had been working at Sun Hung Kai Securities Limited (currently known as Everbright Sun Hung Kai Securities Company Limited), and he was first employed as personnel officer and was then promoted to the position of assistant personnel manager in January 1982, and after the reorganisation of the personnel department as a result of the set-up of Sun Hung Kai Bank Limited, Mr. Tong had been acting as personnel manager for Sun Hung Kai Securities Limited. From October 1982 to September 1985, he was an executive selection consultant at the management consultancy firm of Peat Marwick Mitchell & Co. (currently known as KPMG).

Mr. Tong graduated from University of Manchester with a degree of bachelor of science in July 1975. He was later awarded a council's diploma in management studies from the Council for National Academic Awards in November 1978, and a certificate in personnel management from University of Hong Kong in June 1980.

Mr. Poon Kai Kin ("Mr. Poon"), aged 56, was appointed as an independent non-executive Director on 13 September 2018. He is the chairman of audit committee of the Company and a member of remuneration committee and nomination committee of the Company.

Mr. Poon has approximately 20 years of experience in the human resources services and finance industries. Prior to joining the Group, he worked at Ernst & Whinney (currently known as Ernst & Young) from October 1987 to August 1992 and his last position was deputy manager. Mr. Poon was co-founder and director of Jobs DB Hong Kong Limited from June 1998 to June 2006. Mr. Poon is a member of Hong Kong Institute of Certified Public Accountants and has been a member of Australia Society of Accountants (currently known as CPA Australia) since February 1987.

Mr. Poon graduated from University of New England with a degree of bachelor of financial administration in April 1986 and later obtained a degree of master of commerce awarded by University of New South Wales in October 1987.

Mr. Wang Ho Pang ("Mr. Wang"), aged 46, was appointed as an independent non-executive Director on 13 September 2018. He is the chairman of nomination committee of the Company and a member of audit committee and remuneration committee of the Company.

Mr. Wang has over 17 years of experience in the legal services industry. Prior to joining the Group, Mr. Wang was an associate in Deacons from July 2001 to December 2004. From January 2005 to September 2007, Mr. Wang worked at Federal Insurance Company and his last position was regional director and officer and casualty claims specialist. From September 2007 to January 2012, Mr. Wang was third party claims manager in Liberty International Underwriters. From April 2014 to January 2017, Mr. Wang worked at Aon Hong Kong Limited and his last position was claims director. Since February 2018, Mr. Wang has been a chief executive officer of Maxima Strategy Company Limited, a private company which provides art consultancy and entertainment services.

Mr. Wang graduated from University of Hong Kong with a degree of bachelor of laws in November 1995 and obtained a postgraduate certificate in laws from University of Hong Kong in June 1996. Mr. Wang obtained a degree of master of laws awarded by The London School of Economics and Political Science of the University of London in November 1997. Mr. Wang was admitted as a solicitor in Hong Kong in December 1999 and a solicitor in England and Wales in March 2000.

SENIOR MANAGEMENT

Ms. Yeung Shek Shek Louisa ("Ms. Yeung"), aged 53, joined the Group in April 2017 as chief executive officer of the Group. Ms. Yeung is responsible for overseeing the daily operation, training and development of our employees and formulating the overall strategies and planning of the Group with the Board.

Ms. Yeung has approximately 22 years of experience in the human resources services industry. Prior to joining the Group, from July 1988 to April 1997, she worked at Price Waterhouse (currently known as PricewaterhouseCoopers) and her last position was tax manager. From April 1997 to March 2017, she worked at Michael Page International (Hong Kong) Limited and she had been director of finance in Hong Kong and South China region between December 2006 and June 2011 and managing director of Hong Kong and South China region between July 2011 and August 2013, and her last position was managing director in Page Executive Greater China division since 2013, where she was responsible for building the Page Executive brand and establishing the recruitment business operations in Shenzhen and Guangzhou in China, and the company had 10 offices in China when she left that company.

Ms. Yeung was awarded professional diploma (with distinction) in company secretaryship and administration by Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1988. She became an associate of The Institute of Chartered Secretaries and Administrators in August 1991. Ms. Yeung became a fellow of The Association of Chartered Certified Accountants in March 1997, a fellow of Hong Kong Institute of Certified Public Accountants in February 2001 and a fellow of CPA Australia in October 2008.

Mr. Choi Ho Yan ("Mr. Choi"), aged 42, joined the Group in January 2018 as chief financial officer of the Group. Mr. Choi is responsible for overseeing and managing overall corporate and financial matters of the Group.

Mr. Choi has over 20 years of experience in auditing, accounting, corporate finance and investor relations. Prior to joining the Group, Mr. Choi worked at Ernst and Young from September 1998 to August 2004, and his last position was senior accountant. From September 2004 to January 2010, Mr. Choi was chief financial officer and joint company secretary of a company previously listed on the Main Board of The Singapore Exchange Securities Trading Limited. From July 2010 to August 2015, Mr. Choi was the executive director of Mobile Telecom Network (Holdings) Limited (stock code: 8266) ("Mobile Telecom") (previously known as Gold Tat Group International Limited and currently known as Zhuoxin International Holdings Limited), a company listed on GEM. Mr. Choi has been an adviser of Mobile Telecom since September 2015. Since May 2013, Mr. Choi has been an independent non-executive director of Time Watch Investments Limited (stock code: 2033), a company listed on Main Board of the Stock Exchange.

Mrs. Williams Au, Chui Man Connie ("Mrs. Williams Au"), aged 47, joined the Group in April 2014 as associate director of KOS International Limited and has become managing director of KOS International Limited since January 2015. Mrs. Williams Au is responsible for overseeing the business operation of the Group in Hong Kong.

Mrs. Williams Au has approximately 13 years of experience in the human resources services industry. Prior to joining the Group, from April 2000 to May 2001, Mrs. Williams Au was marketing manager of GoHome Company Limited, where she was responsible for marketing, business development and project management. From September 2001 to March 2002, she was product manager of Lamsoon Food Supply Co., Ltd., where she was responsible for the formulation and implementation of brand strategy. From July 2003 to February 2006, she was group marketing manager of RBT International Limited, where she was responsible for supervising three regional marketing teams in Hong Kong, Guangzhou and Shanghai. From November 2006 to March 2014, Mrs. Williams Au worked at Ambition Group Hong Kong Limited, and her last position was associate director in sales and marketing.

Mrs. Williams Au graduated from Lingnan College Hong Kong (currently known as Lingnan University) with a degree of bachelor of social sciences in November 1994. She obtained a diploma in marketing from Hong Kong Institute of Marketing in May 2000 and a postgraduate diploma in marketing by The Chartered Institute of Marketing in June 2000.

Report of the Directors

The Directors hereby submit their report together with the audited consolidated financial statements for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in providing recruitment services and secondment and payroll services in Hong Kong and Macau.

Particulars of the subsidiaries of the Company as at 31 December 2018 are set out in note 24 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group and a discussion and analysis of the Group's performance during the year under review and a discussion on the Group's future business development and outlook of the Company's business are provided in the section headed "Chairman's Statement" on pages 4 to 5 and "Management Discussion and Analysis" on pages 6 to 16 of this report.

Risks and uncertainties

The Group believes that there are risks and uncertainties involved in its operations. Some of the relatively material risks include (i) the Group's success depends on key management personnel and experienced consultants; (ii) the nature of business of the Group is labour intensive, if we experience any shortage of labour or material increase in staff costs, the Group's business operation and financial results would be adversely affected; (iii) a significant portion of Group's revenue was generated from the largest client during the year ended 31 December 2018 and any significant decrease in the demand from such client for the Group's services may materially and adversely affect the Group's financial conditions and operating results; (iv) the software, computer and network systems of the Group may not perform as anticipated and are vulnerable to damage and interruption, which may lead to leakage of personal data of individual candidates; (v) the Group may not be able to implement all or any of the business plans successfully; and (vi) there may be risks in exploring the PRC market.

In addition, various financial risks have been disclosed in note 19 to the consolidated financial statements.

An analysis using financial key performance indicators

An analysis of the Group's performance during the year ended 31 December 2018 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 6 to 16 of this report.

Report of the Directors

Environmental protection

The Group recognises its responsibility to protect the environment from its business activities. The Group has endeavored to comply with laws and regulations regarding environmental protection and encourages environmental protection and promotes awareness towards environmental protections to the employees.

Compliance with laws and regulations

The Group recognises the importance of compliance with regulatory requirements and risks of non-compliance with such requirements. The Group has on-going review the new enacted laws and regulations affecting the operations of the Group. During the period from the date of the Listing to 31 December 2018, the Group is not aware of any material non-compliance with the laws and regulations that have significant impact on the business of Group.

Relationships with employees and customers

The Group understands that employees are valuable assets. The Group ensures all employees is reasonably remunerated and regularly reviews the remuneration package of employees and other benefits. The Group also understands that it is important to maintain good relationship with its customers to fulfil its short and long-term goals.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on page 46 of this report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2018 (2017: Nil).

RESERVES

Details of movements in the reserves of the Group and of the Company during the year ended 31 December 2018 are set out in the consolidated statement of changes in equity and note 26 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2018, the reserves of the Company available for distribution to shareholders under the Companies Law of Cayman Islands amounted to approximately HK$1,327,000 (2017: Nil).

Report of the Directors

EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "Share Options Scheme" of this Directors' Report, no equity-linked agreement was entered into by the Company during the year or subsisted at the end of the year.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 12 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year ended 31 December 2018 are set out in note 17 to the consolidated financial statements.

BANK BORROWING

Particulars of the bank borrowing of the Group as at 31 December 2018 are set out in note 16 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association and there is no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last three financial years is set out on page 102 of this report. This summary does not form part of the audited consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Since the date of the Listing to 31 December 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SHARE OPTION SCHEME

The Company has adopted a share option scheme on 13 September 2018 (the "Share Option Scheme").

Report of the Directors

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since the adoption of the Share Option Scheme and there was no share option outstanding as at 31 December 2018.

The following is a summary of the principal terms of the Share Option Scheme:

(a) Purpose

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

(b) Participants

The participants of the Share Option Scheme include full time or part time employees of the Group (including any Directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary) and any suppliers, clients, consultants, agents, advisers, franchisees, joint venture partners and related entities to the Group. The basis of eligibility of any of the above classes of participants to the grant of any options shall be determined by the Directors from time to time on the basis of the participants contribution to the development and growth of the Group. In order for a person to satisfy the Directors that he is qualified to be (or where applicable, continues to qualify to be) a participant, such person shall provide all such information as the Directors may request for the purpose of assessing his eligibility (or continuing eligibility).

(c) Maximum number of Shares available for issue

As at the date of this report, the maximum number of Shares available for issue was 80,000,000 representing 10% of the Shares in issue.

(d) Maximum entitlement of each participant and connected persons

The total number of Shares issued and to be issued upon exercise of all options granted to each participant (including both exercised and outstanding options) in any twelve (12)-month period up to the date of grant shall not exceed 1% of the Shares in issue.

(e) Acceptance of options

An offer shall be accepted by the participant concerned within 28 days from the date of the offer of grant of the option. A consideration of HK$1.00 is payable on acceptance of the offer of the grant of an option.

(f) Time of exercise of option

The period under which an option may be exercised shall be such period as the Board may in its absolute discretion determine at the time of making an offer for the grant of an option, but in any event no later than 10 years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted) but subject to the early termination of the Share Option Scheme.

(g) Subscription price of Shares

The subscription price of a Share in respect of any option granted under the Share Option Scheme, subject to any adjustments made in accordance with the Share Option Scheme, shall be such price as the Board in its absolute discretion shall determine, provided that such price shall not be less than the highest of (i) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five Business Days immediately preceding the date of grant of the option (which must be a Business Day); (ii) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a Business Day); and (iii) the nominal value of the Shares.

(h) Duration of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

DIRECTORS

The Directors during the year and up to the date of this report were:

Executive Directors

Mr. Chan Ka Kin Kevin *(Chairman)*
Mr. Chan Ka On Eddie
Mr. Chan Ka Shing Jackson

Independent Non-executive Directors

Mr. Tong Kam Piu
Mr. Poon Kai Kin
Mr. Wang Ho Pang

According to Article 84(1) of the articles of association of the Company (the "Articles of Association"), at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Report of the Directors

According to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, all Directors will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company, being the first annual general meeting of the Company after the Listing.

Emoluments of the Directors and the five highest paid individuals

Details of the Directors' emoluments and of the five highest paid individuals in the Group are set out in note 9 to the consolidated financial statements.

The emoluments of the Directors are subject to review by the remuneration committee of the Company. Their emoluments are determined with reference to their roles and responsibilities in the Group and the prevailing market conditions.

The Company has adopted share option scheme as an incentive to Directors and eligible employees, details of the share option scheme are set out in the Share Options Scheme section above and in note 23 to the consolidated financial statements.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the date of the Listing and continuing thereafter until terminated by either party by giving not less than three months' notice in writing to the other.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial term of three years commencing from the date of the Listing.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

Report of the Directors

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Company at the date of this report are set out in the Biographical Details of Directors and Senior Management section on pages 17 to 20 of this report.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as disclosed in this report, no transactions, arrangements or contracts of significance in relation to the Group's business to which the company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2018.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme, at no time during the year ended 31 December 2018 was the Company, its subsidiaries or its other associated corporations a party to any arrangement to enable the Directors (including their spouse and children under 18 years of age) to acquire benefits by means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2018, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange, were as follows:

Report of the Directors

Long positions in the shares of the Company

Name of Director	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of the issued share capital
Mr. Chan Ka Kin Kevin ("**Mr. Kevin Chan**")	Interest in a controlled corporation and interest held jointly with another person *(Note 1)*	600,000,000	75%
Mr. Chan Ka On Eddie ("**Mr. Eddie Chan**")	Interest in a controlled corporation and interest held jointly with another person *(Note 1)*	600,000,000	75%
Mr. Chan Ka Shing Jackson ("**Mr. Jackson Chan**")	Interest in a controlled corporation and interest held jointly with another person *(Note 1)*	600,000,000	75%

Note:

1. Among such 600,000,000 Shares, 450,000,000 Shares are registered in the name of KJE Limited and 150,000,000 Shares are registered in the name of Caiden Holdings Limited. KJE Limited was owned as to approximately 33.33% by Mr. Kevin Chan, 33.33% by Mr. Eddie Chan and 33.33% by Mr. Jackson Chan and accordingly each of them is deemed to be interested in all the Shares held by KJE Limited under the SFO. Caiden Holdings Limited is wholly owned by Mr. Chow Ka Wai Raymond ("Mr. Raymond Chow") and Mr. Raymond Chow is therefore deemed to be interested in all the Shares held by Caiden Holdings Limited under the SFO. On 18 January 2018, Mr. Kevin Chan, Mr. Eddie Chan, Mr. Jackson Chan and Mr. Raymond Chow executed a deed of concert parties arrangement and they have been and will be acting in concert pursuant to the deed. Therefore, each of Mr. Kevin Chan, Mr. Eddie Chan and Mr. Jackson Chan is deemed to be interested in all the Shares held by KJE Limited and Caiden Holdings Limited under the SFO.

Save as disclosed above, as at 31 December 2018, none of the Directors and chief executive of the Company has or was deemed to have any interests or short positions in any shares, debentures or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange.

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

So far as the Directors are aware, as at 31 December 2018, the following person (other than the Directors or chief executive of the Company the interests of which were disclosed above) or corporation had interest or short position in the shares of the Company which were required to be entered in the register of the Company pursuant to section 336 of the SFO:

Long positions in the shares of the Company

Name of substantial shareholder	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of the issued share capital
KJE Limited	Beneficial owner and interest held jointly with another person *(Note 1)*	600,000,000	75%
Caiden Holdings Limited	Beneficial owner and interest held jointly with another person *(Note 1)*	600,000,000	75%
Mr. Raymond Chow	Interest in a controlled corporation and interest held jointly with another person *(Note 1)*	600,000,000	75%

Note:

1. Among such 600,000,000 Shares, 450,000,000 Shares are registered in the name of KJE Limited and 150,000,000 Shares are registered in the name of Caiden Holdings Limited. KJE Limited was owned as to approximately 33.33% by Mr. Kevin Chan, 33.33% by Mr. Eddie Chan and 33.33% by Mr. Jackson Chan and accordingly each of them is deemed to be interested in all the Shares held by KJE Limited under the SFO. Caiden Holdings Limited is wholly owned by Mr. Raymond Chow and Mr. Raymond Chow is therefore deemed to be interested in all the Shares held by Caiden Holdings Limited under the SFO. On 18 January 2018, Mr. Kevin Chan, Mr. Eddie Chan, Mr. Jackson Chan and Mr. Raymond Chow executed a deed of concert parties arrangement and they have been and will be acting in concert pursuant to the deed. Therefore, Mr. Raymond Chow is deemed to be interested in all the Shares held by KJE Limited and Caiden Holdings Limited under the SFO.

Save as disclosed above, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company the interests of which were disclosed above) who has an interest or short position in the securities of the Company that were required to be entered in the register of the Company pursuant to section 336 of the SFO as at 31 December 2018.

Report of the Directors

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR SUPPLIERS AND CUSTOMERS

For the year ended 31 December 2018, the largest customer of the Group accounted for approximately 40.1% (2017: 39.4%) of the total revenue of the Group while the five largest customers of the Group in aggregate accounted for approximately 54.5% (2017: 56.2%) of the total revenue of the Group.

Due to the nature of the business of the Group, there is no major suppliers during the year (2017: Nil).

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares at any time from the date of the Listing to the date of this report.

PERMITTED INDEMNITY

In accordance with the articles of association of the Company, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of them.

The Company has also taken out and maintained Directors' and officers' liability insurance for the purpose of indemnifying for losses in respect of potential legal actions against the Directors and other officers of the Company.

RETIREMENT BENEFIT COSTS

Other than the payments to the Mandatory Provident Fund Scheme in Hong Kong and the Social Security Fund Contribution in Macau, the Group has not operated any other retirement benefit schemes for its employees. Particulars of the retirement benefit schemes are set out in note 22 to the consolidated financial statements.

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 32 to 40 of this report.

Report of the Directors

COMPETING INTERESTS

During the year, none of the Directors or the controlling shareholders or their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which competed with or might compete with the business of the Group.

A deed of non-competition ("Deed of Non-competition") dated 19 September 2018 was executed in favour of the Company by Mr. Chan Ka Kin Kevin, Mr. Chan Ka On Eddie, Mr. Chan Ka Shing Jackson and Mr. Chow Ka Wai Raymond (collectively the "Controlling Shareholders") regarding certain non-competition undertakings. The details of the Deed of Non-competition have been disclosed in the Prospectus under the section headed "Relationship with Controlling Shareholders".

Each of the Controlling Shareholders has given an annual declaration to the Company confirming that he has complied with the non-compete undertakings to the Company under the Deed of Non-competition. The independent non-executive Directors have reviewed the compliance with the Deed of Non-competition and are satisfied that the Controlling Shareholders have complied with the provisions of the Deed of Non-Competition during the year ended 31 December 2018.

INTERSTS OF THE COMPLIANCE ADVISER

As at 31 December 2018, as notified by the Company's compliance adviser, HeungKong Capital Limited (the "Compliance Adviser"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor any of its directors, employees or close associated had any interests in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rules 6A.32 of the GEM Listing Rules.

CONNECTED TRANSACTIONS

The "related party transactions" as disclosed in note 21 to the consolidated financial statements for the year ended 31 December 2018 do not constitute a connected transaction or a continuing connected transaction as defined in Chapter 20 of the GEM Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 31 December 2018 and up to the date of this report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2018 have been audited by Deloitte Touche Tohmatsu who will retire and, being eligible, offers themselves for re-appointment. A resolution for re-appointment of Deloitte Touche Tohmatsu as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

Chan Ka Kin Kevin
Chairman and Executive Director
Hong Kong, 22 March 2019

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices enhancing greater transparency and quality of disclosure as well as more effective internal control.

During the period from the date of the Listing to 31 December 2018, the Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions of the Company. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the period from the date of the Listing to 31 December 2018.

The Company's code of conduct also applies to all employees who are likely to be in the possession of inside information of the Company. No incident of non-compliance of the Company's code of conduct by the employees was noted by the Company.

BOARD OF DIRECTORS

The board of Directors (the "Board") of the Company currently comprises a total of six Directors, with three executive Directors namely Mr. Chan Ka Kin Kevin (as Chairman), Mr. Chan Ka On Eddie, and Mr. Chan Ka Shing Jackson and three independent non-executive Directors namely Mr. Tong Kam Piu, Mr. Poon Kai Kin and Mr. Wang Ho Pang. A list containing the names of the Directors and their roles and functions is published on the Company's website and the GEM website at www.hkgem.com. To the best knowledge of the Company, other than Mr. Chan Ka Kin Kevin, Mr. Chan Ka On Eddie and Mr. Chan Ka Shing Jackson are brothers, there is no financial, business, family or other material or relevant relationship between the members of the Board. Biographical details of the Directors are set out in "Biographical Details of Directors and Senior Management" on pages 17 to 20 of this report.

Since the date of the Listing and up to date of this report, the Company complies with the requirements under the Rules 5.05(1), 5.05(2) and 5.05A of the GEM Listing Rules respectively relating to the appointment of at least three independent non-executive Directors and one of which should have appropriate professional qualifications or accounting or related financial management expertise and the independent non-executive Directors represent at least one-third of the Board.

The Board is collectively responsible for formulating the strategic business development, reviewing and monitoring the business performance of the Group. Key and important decisions shall be fully discussed at the board meetings. All Directors have been fully consulted about any matters proposed for inclusion in the notice of board meeting. Matters requiring the Board's approval include review of overall policies, corporate plan of the Company, investment plans which would involve significant risks for the Company, major organisation changes, significant sales, transfers, or other dispositions of property or assets, approval of the annual report, interim report, quarterly report and approval of interim dividend and recommendation of the final dividend, other matters relating to the Company's business which in the judgment of the executive Directors are of such significance as to merit the Board's consideration.

The Company has received from each of its independent non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules, and the nomination committee of the Company has assessed the independence of each of the independent non-executive Directors and the Company considers that all independent non-executive Directors meet the guidelines for assessing independence set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with terms of the guidelines.

During the period from the date of the Listing to 31 December 2018, one Board meeting was held for approving 2018 third quarterly results and the attendance of each Director at the Board meeting is set out below. On 22 March 2019, the Board meeting has approved, among other matters, the audited consolidated results of the Company and its subsidiaries for the year ended 31 December 2018.

The attendance record of the Directors at the board and committee meetings held during the period from the date of the Listing to 31 December 2018 is set out below:

	Number of meetings attended/held	
Name of Director	**Board**	**Audit Committee**
Executive Directors		
Mr. Chan Ka Kin Kevin	1/1	—
Mr. Chan Ka On Eddie	1/1	—
Mr. Chan Ka Shing Jackson	1/1	—
Independent non-executive Directors		
Mr. Tong Kam Piu	1/1	1/1
Mr. Poon Kai Kin	1/1	1/1
Mr. Wang Ho Pang	1/1	1/1

DIRECTORS' LIABILITIES INSURANCE

The Company has arranged appropriate insurance cover for the Directors' and Officers' liabilities in respect of potential legal actions against the Directors and officers of the Company.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Development and training of Directors is an ongoing process so that they can perform their duties appropriately. Before the Listing, all the Directors participated in a training session arranged by a professional firm, and each Director was provided with relevant guidance materials with respect to the laws applicable to Directors, the roles and responsibilities of Directors and the Directors' duty to disclose their interests. Update on changes to the GEM Listing Rules are also provided by the company secretary of the Company where Directors are informed of the impact of such developments or changes to the Company.

The Company will from to time provide briefings to all Directors to develop and refresh their duties and responsibilities. All Directors are also encouraged to attend relevant training courses at the Company's expense, and they have been requested to provide the Company with their training records.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of chairman and chief executive officer of the Company are held separately by Mr. Chan Ka Kin Kevin and Ms. Yeung Shek Shek Louisa respectively.

The chairman is responsible for management of the Board and strategic planning of the Group, ensures that the Board works effectively and discharges its responsibilities, encourages all Directors to make a full and active contribution to the Board's affairs and taking the lead to ensure that the Board acts in the best interests of the Group. The role of chief executive officer is responsible to undertake the day-to-day management of the Group's business.

The separation of duties of the chairman and chief executive officer of the Company ensures a clear distinction between the chairman's responsibility for running the Board and the chief executive officer's responsibility for running the Group's business.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy which sets out the approach of which the Board could achieve a higher level of diversity. The Company recognises the benefits of having a diversified Board to enhance the quality of its performance. In summary, the board diversity policy sets out that when considering the nomination and appointment of a director, with the assistance of the Nomination Committee, the Board would consider a number of factors, including but not limited to gender, age, cultural and educational background, professional experience and qualification, skills and length of service of the prospective candidate. The ultimate decision of the appointment will be based on merit and the contribution which the prospective candidate would bring to the Board. All Board appointments will be considered against objective criteria, having due regard to the benefits of diversity on the Board in order to best serve the shareholders and other stakeholders of the Company going forward.

Corporate Governance Report

As at the date of this report, the Board comprises six members, amongst them, three are independent non-executive Directors. All the executive Directors possess extensive experience in human resources services industry. The independent non-executive Directors possess extensive knowledge and experience in human resources services, legal services, finance as well as accounting and auditing. Furthermore, the Board has a wide range of age, ranging from 36 years old to 66 years old. Taking into account the existing needs of the Company, the combination of the Board would bring about the necessary balance of skills and experience appropriate for the requirements of the business development of the Company, despite the lack of gender diversity.

The nomination committee of the Company will monitor the implementation of the board diversity policy from time to time to ensure its continual effectiveness.

BOARD COMMITTEES

The Board has established three committees, namely the nomination committee (the "Nomination Committee"), the remuneration committee (the "Remuneration Committee") and the audit committee (the "Audit Committee") with defined terms of reference.

Audit Committee

The Audit Committee was established on 13 September 2018 in compliance with Rule 5.28 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code and the Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. It currently comprises three independent non-executive Directors, namely Mr. Tong Kam Piu, Mr. Poon Kai Kin and Mr. Wang Ho Pang. Mr. Poon Kai Kin is the chairman of the Audit Committee.

The primary duties of the Audit Committee include making recommendations to the Board on the appointment and approval of external auditors, reviewing and supervising the financial statements and material advice in respect of financial reporting, overseeing internal control procedures and corporate governance of the Company, supervising internal control and risk management systems of the Company and monitoring continuing connected transactions (if any).

During the period from the date of the Listing to 31 December 2018, one meeting of the Audit Committee was held to review the third quarterly results of the Group for the nine months ended 30 September 2018, with a recommendation to the Board for approval. All members of the Audit Committee attended the meeting.

Subsequent to the year ended 31 December 2018 and up to the date of this report, the Audit Committee has held two meetings to:

(i) meet with the external auditor, discussed the audit planning work (including the nature and scope of the audit and reporting obligations) in respect of the audit of the 2018 annual results of the Group;

(ii) to review and approve the audit fees for the year ended 31 December 2018;

(iii) to review with the external auditor the audited financial statements for the year ended 31 December 2018, with a recommendation to the Board for approval;

(iv) to review the external auditor's independence, its report and the management letter for the year ended 31 December 2018, and recommended to the Board on the re-appointment of Deloitte Touche Tohmatsu as the external auditor of the Company at the forthcoming annual general meeting of the Company; and

(v) to review the effectiveness of the risk management and internal control systems of the Group.

Remuneration Committee

The Remuneration Committee was established on 13 September 2018 in compliance with Rule 5.34 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code and the Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. It currently comprises three independent non-executive Directors, namely Mr. Tong Kam Piu, Mr. Poon Kai Kin and Mr. Wang Ho Pang. Mr. Tong Kam Piu is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include reviewing and making recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, reviewing other remuneration-related matters, including benefits-in-kind and other compensation payable to the Directors and senior management, and reviewing performance based remunerations and establishing a formal and transparent procedure for developing policy in relation to remuneration.

During the period from the date of the Listing to 31 December 2018, no Remuneration Committee was held. On 22 March 2019, the Remuneration Committee held a meeting to review the remuneration packages of the Directors and senior management of the Company.

The remuneration of the members of the senior management of the Group excluding the Directors by band for the year ended 31 December 2018 is set out below:

Remuneration band *(HK$)*	**Number of individuals**
Nil to HK$1,000,000	1
HK$1,000,001 to HK$1,500,000	2

Details of the emoluments of the Directors for the year ended 31 December 2018 are set out in note 9 to the consolidated financial statements.

Nomination Committee

The Nomination Committee was established on 13 September 2018 with written terms of reference in compliance with the CG Code and the Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. It currently comprises three independent non-executive Directors, namely Mr. Tong Kam Piu, Mr. Poon Kai Kin and Mr. Wang Ho Pang. Mr. Wang Ho Pang is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include reviewing the structure, size, composition and diversity of the Board on a regular basis, identifying individuals suitably qualified to become Board members, assessing the independence of independent non-executive Directors, making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and making recommendations to the Board regarding the candidates to fill vacancies on the Board.

During the period from the date of the Listing to 31 December 2018, no Nomination Committee was held. On 22 March 2019, the Nomination Committee held a meeting to review the structure, size and composition of the existing Board and assess the independence of the independent non-executive Directors. The Nomination Committee had recommended to the Board for consideration the re-appointment of all the retiring Directors at the forthcoming annual general meeting.

Nomination policy

The Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to the shareholders of the Company for election as Directors at general meetings or appoint as Directors to fill casual vacancies. When the Nomination Committee considers it appropriate, it invites nominations of candidates from Board members or any person and makes recommendations for the Board's consideration and approval.

In assessing the suitability of a proposed candidate, the Nomination Committee would consider factors including:

(a) reputation for integrity;

(b) experience in human resources services industry, management, legal and financial aspects;

(c) whether the proposed candidate is able to assist the Board in effective performance of its responsibilities;

(d) the perspectives and skills that the proposed candidate is expected to bring to the Board;

(e) diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;

(f) commitment in respect of available time and relevant interest; and

(g) in the case of selection for independent non-executive Directors, the independence of the proposed candidate.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the financial statements of the Group. In preparing the financial statements for the year ended 31 December 2018, the Directors have selected appropriate accounting policies, applied them consistently, made judgements and estimates that are prudent and reasonable, and ensured the preparation of the financial statements on the going concern basis.

The statement by the auditors of the Company, Deloitte Touche Tohmatsu, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report.

AUDITOR'S REMUNERATION

The analysis of the auditor's remuneration for the year ended 31 December 2018 is presented as follows:

Services rendered	**Fees paid/payable** *HK$'000*
Audit services	900
Non-audit services — as reporting accountant for the Company's Listing	3,210

RISK MANAGEMENT AND INTERNAL CONTROL

The management identified and evaluated the significant risks relevant to the Group based on their experience in the business environment. They regularly met with frontline employees and continuously monitored business performance comparing to operational plan and financial forecasts. The risk management and internal control systems are in place to cope with potential risk in different areas including liquidity, fraud and financial reporting, operational and compliance risks.

Corporate Governance Report

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. Nevertheless, the Company engaged an external professional firm as its risk management and internal control review adviser (the "Adviser") to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2018. Such review is conducted annually and cycles reviewed are under rotation basis. The Adviser has reported findings and areas for improvement to the management and Audit Committee, which then reviewed and reported the same to the Board. The Board and Audit Committee are of the view that there are no material internal control defeats noted. The Board considered that the risk management and internal audit control system are effective and adequate.

With respect to the monitoring and disclosure of inside information, the Group has adopted a policy on disclosure of inside information with the aim to ensure that the insiders are abiding by the confidentiality requirement and are fulfilling the disclosure obligation of the inside information.

COMPANY SECRETARY

The company secretary of the Company is Ms. Chang Kam Lai. Ms. Chang Kam Lai is a fellow of the Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants.

During the year ended 31 December 2018, Ms. Chang Kam Lai undertook no less than 15 hours of relevant professional training.

COMPLIANCE OFFICER

Mr. Chan Ka Shing Jackson is the compliance officer of the Company. His biographical details are set out in Biographical Details of Directors and Senior Management on page 17 of this report.

SHAREHOLDERS' RIGHTS

Procedures to convene an extraordinary general meeting

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company may request the Board to convene an extraordinary general meeting pursuant to the article 58 of the articles of association of the Company. The requisition must state the purposes of the meeting, and must be signed by the requisitionist(s) and deposited at the principal place of business of the Company in Hong Kong (presently at Suite 610, 6th Floor, Ocean Centre, No. 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong) for the attention of the company secretary of the Company.

If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a meeting, but such meeting shall be held within two months after the deposit of requisition.

Procedures by which enquiries may be put to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Other shareholders' enquiries can be directed in writing with contact details (including name, address, telephone number and email address) to the principal place of business of the Company in Hong Kong, presently at Suite 610, 6th Floor, Ocean Centre, No. 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong or by email to info@kos-intl.com.

Procedures for putting forward proposals at a general meeting

Proposals shall be directed in writing with contact details (including name, address, telephone number and email address) to the Company's principal place of business in Hong Kong.

The Board will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.

DIVIDEND POLICY

The Company seeks to maintain a balance between meeting the shareholders' expectations and prudent capital management with a sustainable dividend policy. The Company's dividend policy aims to allow shareholders to participate in the Company's profit and for the Company to retain adequate reserves for future growth. In proposing any dividend payout, the Company would consider various factors including the Company and the Group's actual and expected financial performance, the Group's current and future operations, the level of the Group's debts to equity ratio, liquidity position and capital requirement of the Group, general market conditions and any other factors that the Board deems appropriate.

INVESTORS RELATIONS

The Company's website offers communication channel between the Company and its shareholders and investors. Apart from disclosure of all necessary information to the shareholders in compliance with the GEM Listing Rules, news update of Company's business development and operation are available on the Company's website.

CONSTITUTIONAL DOCUMENTS

Since the date of the Listing, there were no changes to the memorandum and articles of association of the Company. The memorandum and articles of association of the Company is available on the website of the Company and the Stock Exchange.

Independent Auditor's Report

Deloitte. 德勤

TO THE SHAREHOLDERS OF KOS INTERNATIONAL HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of KOS International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 46 to 101, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTER – *continued*

Key audit matters	How our audit addressed the key audit matter
Impairment assessment of accounts receivables	
We identified the impairment assessment of accounts receivables as a key audit matter due to the significance of accounts receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of the Group account receivables at the end of the reporting period. As disclosed in note 13 to the consolidated financial statements, as at 31 December 2018, the Group's net accounts receivables amounting to HK$10,826,000, which represented approximately 20% of total assets of the Group and out of these account receivables of HK$7,365,000 and HK$4,441,000 were past due and past due over 90 days, respectively. As disclosed in note 5 and note 13 to the consolidated financial statements, accounts receivables are assessed for ECL individually. The Group assessed credit risk of its individual customers with reference to external credit rating, the Group's observed default rates and supportable forward-looking information that is available to the directors of the Company without undue costs or effort, and are updated if considered to be required.	Our procedures in relation to the impairment assessment of accounts receivables included: • Obtaining an understanding on the key controls over credit risk assessment and how management estimates the loss allowance for accounts receivables; • Assessing the appropriateness of the loss allowance calculation methodology used by the management; • Testing the integrity of information used by management in assessing the credit risk of individual customers, on a sample basis, by checking the external credit rating of the customers to independence source and comparing historical default rates to the actual losses recorded during the current financial year; and • Challenging management's basis and judgement in concluding accounts receivables which were past due over 90 days or more, and were not considered as in default, on a sample basis, with reference to the external credit rating, historical default rates and forward-looking information.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – *continued*

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS — *continued*

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Faith Corazon Del Rosario.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
22 March 2019

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2018

	Notes	2018 HK$'000	2017 HK$'000
Revenue	6	**66,291**	65,426
Other income		**114**	587
Staff costs		**(47,714)**	(37,871)
Other expenses and losses		**(8,369)**	(4,351)
Finance costs		**(663)**	(16)
Listing expenses		**(12,987)**	(3,766)
(Loss) profit before taxation	7	**(3,328)**	20,009
Income tax expense	8	**(1,576)**	(3,864)
(Loss) profit and total comprehensive (expense) income for the year		**(4,904)**	16,145
(Loss) earnings per share — basic (Hong Kong cents)	11	**(0.76)**	2.69

Consolidated Statement of Financial Position

At 31 December 2018

	Notes	2018 HK$'000	2017 HK$'000
Non-current assets			
Property, plant and equipment	12	**4,311**	359
Rental deposits	13	**766**	—
Pledged bank deposit	14	**—**	5,000
		5,077	5,359
Current assets			
Accounts and other receivables	13	**12,484**	13,344
Tax recoverable		**2,955**	—
Pledged bank deposit	14	**5,000**	—
Bank balances and cash	14	**27,800**	20,679
		48,239	34,023
Current liabilities			
Other payables and accruals	15	**6,017**	3,185
Bank borrowing	16	**7,500**	10,000
Taxation payable		**400**	2,259
		13,917	15,444
Net current assets		**34,322**	18,579
Total assets less current liabilities		**39,399**	23,938
Capital and reserves			
Share capital	17	**8,000**	49
Reserves		**31,399**	23,889
Total equity		**39,399**	23,938

The consolidated financial statements on pages 46 to 101 were approved and authorised for issue by the Board of Directors on 22 March 2019 and are signed on its behalf by:

Chan Ka On Eddie
Director

Chan Ka Shing Jackson
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2018

	Share capital *HK$'000*	Share premium *HK$'000*	Special reserve *HK$'000*	Retained profits (accumulated losses) *HK$'000*	Total *HK$'000*
At 1 January 2017	39	—	—	8,950	8,989
Issue of shares	10	—	—	—	10
Profit and total comprehensive income for the year	—	—	—	16,145	16,145
Dividends paid *(note 10)*	—	—	—	(1,206)	(1,206)
At 31 December 2017 (as originally stated)	49	—	—	23,889	23,938
Adjustments *(see note 3)*	—	—	—	(292)	(292)
At 1 January 2018 (restated)	49	—	—	23,597	23,646
Effect of reorganisation	(49)	—	49	—	—
Capitalisation issue *(note 17)*	6,000	(6,000)	—	—	—
Issue of shares upon Share Offer *(as defined in note 17)*	2,000	58,000	—	—	60,000
Transaction cost directly attributable to issue of shares	—	(12,262)	—	—	(12,262)
Loss and total comprehensive expense for the year	—	—	—	(4,904)	(4,904)
Dividends paid *(note 10)*	—	—	—	(27,081)	(27,081)
At 31 December 2018	8,000	39,738	49	(8,388)	39,399

Consolidated Statement of Cash Flows

For the year ended 31 December 2018

	2018 *HK$'000*	2017 *HK$'000*
Operating activities		
(Loss) profit before taxation	**(3,328)**	20,009
Adjustments for:		
Depreciation of property, plant and equipment	**398**	205
Loss on written off of property, plant and equipment	**95**	—
Interest income	**(79)**	(2)
Finance costs	**663**	16
Impairment loss reversed in respect of accounts receivables	**(65)**	—
Operating cash flows before movements in working capital	**(2,316)**	20,228
Increase in accounts and other receivables	**(1,342)**	(5,201)
Increase in other payables and accruals	**3,103**	370
Cash (used in) generated from operation	**(555)**	15,397
Hong Kong Profits Tax paid	**(6,390)**	(2,361)
Net cash (used in) from operating activities	**(6,945)**	13,036
Investing activities		
Purchase of property, plant and equipment	**(4,445)**	(36)
Placement of pledged bank deposit	**—**	(5,000)
Interest received	**79**	2
Advance to shareholders	**—**	(3,230)
Repayments from shareholders	**—**	3,230
Net cash used in investing activities	**(4,366)**	(5,034)
Financing activities		
Proceeds from Share Offer	**60,000**	—
Dividends paid	**(27,081)**	(1,206)
Transaction cost directly attributable to issue of shares	**(11,308)**	(954)
Repayment of bank borrowing	**(2,500)**	—
Interest paid	**(679)**	—
Repayment to shareholders	**—**	(30)
Issue of shares	**—**	10
New bank borrowing raised	**—**	10,000
Net cash from financing activities	**18,432**	7,820
Net increase in cash and cash equivalents	**7,121**	15,822
Cash and cash equivalents at beginning of the year	**20,679**	4,857
Cash and cash equivalents at end of the year, represented by bank balances and cash	**27,800**	20,679

1. GENERAL

KOS International Holdings Limited ("the Company") was incorporated in the Cayman Islands with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands. Its shares are listed on GEM of the Stock Exchange since 12 October 2018. The addresses of the registered office and the principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company's immediate and ultimate holding companies are KJE Limited ("KJE") and Caiden Holdings Limited ("Caiden"), companies incorporated in the British Virgin Islands ("BVI") which Mr. Chan Ka Kin Kevin ("Mr. Kevin Chan"), Mr. Chan Ka On Eddie ("Mr. Eddie Chan"), Mr. Chan Ka Shing Jackson ("Mr. Jackson Chan") and Mr. Chow Ka Wai Raymond ("Mr. Raymond Chow") are the ultimate controlling parties.

The Company is an investment holding company and its subsidiaries are principally engaged in providing recruitment services and secondment and payroll services in Hong Kong and Macau. The Company and its subsidiaries are hereinafter collectively referred to as the "Group".

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is also the functional currency of the Company.

2. REORGANISATION AND BASIS OF PREPARATION AND PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared based on the accounting policies set out in note 4 which conform with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the principles of merger accounting under Accounting Guideline 5 "Merger Accounting for Common Control Combinations" also issued by the HKICPA.

Prior to a group reorganisation (the "Reorganisation"), KOS International Limited, incorporated in Hong Kong ("KOS International"), and KOS International Limited, incorporated in Macau ("KOS Macau") and KOS Staffing Limited ("KOS Staffing") were jointly controlled by Mr. Kevin Chan, Mr. Eddie Chan, Mr. Jackson Chan and Mr. Raymond Chow (collectively referred to as the "Controlling Shareholders"). The Controlling Shareholders have been controlling KOS International, KOS Macau and KOS Staffing on a collective basis on decision making process over, including but not limited to, financial, management and operational matters of KOS International, KOS Macau and KOS Staffing and they have always been acting in concert. To rationalise the structure of the Group in the preparation for the listing of the Company's shares on GEM of the Stock Exchange ("Listing"), the companies now comprising the Group underwent a series of reorganisation which involved the following steps:

2. REORGANISATION AND BASIS OF PREPARATION AND PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS *– continued*

(a) On 19 December 2017, the Company was incorporated in the Cayman Islands with limited liability. Upon its incorporation, the Company had an authorised share capital of HK$380,000 divided into 38,000,000 ordinary shares, of which one subscriber share was allotted and issued to an independent third party and such one share was subsequently transferred to KJE on the date of incorporation of the Company. On the same date, the Company allotted 74 shares and 25 shares to KJE and Caiden respectively.

(b) On 27 December 2017, KOS International (BVI) Limited ("KOS International (BVI)") was incorporated in the BVI. At the same date of its incorporation, 1 share was allotted to the Company at US$1. Accordingly, KOS International (BVI) became a wholly-owned subsidiary of the Company.

(c) On 27 December 2017, KOS Macau (BVI) Limited ("KOS Macau (BVI)") was incorporated in the BVI. At the same date of its incorporation, 1 share was allotted to the Company at US$1. Accordingly, KOS Macau (BVI) became a wholly-owned subsidiary of the Company.

(d) On 13 June 2018, the Controlling Shareholders transferred all of their respective shareholding in KOS International to KOS International (BVI). The consideration of the acquisition was satisfied by the allotment and issue of and credited as fully paid a total of (i) 7,500 shares of the Company to KJE for the acquisition from Mr. Kevin Chan; (ii) 7,500 shares of the Company to KJE for the acquisition from Mr. Eddie Chan; (iii) 7,500 shares of the Company to KJE for the acquisition from Mr. Jackson Chan; and (iv) 7,500 shares of the Company to Caiden for the acquisition from Mr. Raymond Chow. Accordingly, KOS International became a wholly-owned subsidiary of KOS International (BVI).

2. REORGANISATION AND BASIS OF PREPARATION AND PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS – *continued*

(e) On 13 June 2018, the Controlling Shareholders transferred all of their respective shareholding in KOS Staffing to KOS International (BVI). The consideration of the acquisition was satisfied by the allotment and issue of and credited as fully paid a total of (i) 2,475 shares of the Company to KJE for the acquisition from Mr. Kevin Chan; (ii) 2,475 shares of the Company to KJE for the acquisition from Mr. Eddie Chan; (iii) 2,475 shares of the Company to KJE for the acquisition from Mr. Jackson Chan; and (iv) 2,475 shares of the Company to Caiden for the acquisition from Mr. Raymond Chow. Accordingly, KOS Staffing became a wholly-owned subsidiary of KOS International (BVI).

(f) On 15 June 2018, the Controlling Shareholders transferred all of their respective shareholding in KOS Macau to KOS Macau (BVI). The consideration of the acquisition was satisfied by the allotment and issue of and credited as fully paid a total of (i) 2,500 shares of the Company to KJE for the acquisition from Mr. Kevin Chan; (ii) 2,500 shares of the Company to KJE for the acquisition from Mr. Eddie Chan; (iii) 2,500 shares of the Company to KJE for the acquisition from Mr. Jackson Chan; and (iv) 2,500 shares of the Company to Caiden for the acquisition from Mr. Raymond Chow. Accordingly, KOS Macau became a wholly-owned subsidiary of KOS Macau (BVI).

Pursuant to the Reorganisation detailed above, the Company became the holding company of Group on 15 June 2018. Its immediate holding companies are KJE and Caiden. The Group, comprising the Company, KOS International, KOS Macau and KOS Staffing resulting from the Reorganisation has always been under the common control of the Controlling Shareholders throughout the year or since their respective dates of incorporation, where there is a shorter period, regardless of the actual dates when they formally and legally became subsidiaries of the Company. As a result, the Group resulting from the Reorganisation is regarded as a continuing entity. Therefore, the Reorganisation is considered as a business combination under common control and accounted for under merger accounting as mentioned below.

The consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Group for the years ended 31 December 2018 and 2017 include the performance, changes in equity and cash flows of the companies now comprising the Group as if the current group structure had been in existence throughout the years ended 31 December 2018 and 2017, or since their dates of incorporation, where there is a shorter period. The consolidated statement of financial position of the Group as at 31 December 2017 has been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure had been in existence at those dates taking into account the respective dates of incorporation, where applicable.

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The Group has consistently applied all HKFRSs issued by the HKICPA which are effective for the Group's financial year beginning on or after 1 January 2018 for the years presented except that the Group has applied HKFRS 9 "Financial Instruments" for the first time in the current year.

HKFRS 9 "Financial Instruments" and the related amendments

During the year ended 31 December 2018, the Group has applied HKFRS 9 and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities, (2) expected credit losses ("ECL") for financial assets and (3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Classification and measurement of financial assets

All financial assets and financial liabilities continue to be measured on the same bases as were previously measured under HKAS 39.

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") — *continued*

HKFRS 9 "Financial Instruments" and the related amendments — *continued*

Impairment of financial assets

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The results of the assessment and the impact thereof are detailed below.

Summary of effects arising from initial application of HKFRS 9

The table below illustrates the impairment of financial assets under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

	Amortised cost (previously classified as loans and receivables) *HK$'000*	**Retained profits** *HK$'000*
Closing balance at 31 December 2017 — HKAS 39	36,958	23,889
Effect arising from initial application of HKFRS 9:		
Remeasurement		
— impairment under ECL model	(292)	(292)
Opening balance at 1 January 2018	36,666	23,597

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all accounts receivables. To measure the ECL, accounts receivables have been assessed individually.

Loss allowances for other financial assets at amortised cost mainly comprise of pledged bank deposits and bank balances, are measured on 12-month ECL ("12m ECL") basis as there had been no significant increase in credit risk since initial recognition. For pledged bank deposits and bank balances, the Group only transacts with reputable banks with high credit ratings assigned by international credit-rating agencies. There has been no recent history of default in relation to these banks. The ECL is not material. Accordingly, no loss allowance has been recognised for other financial assets as at 1 January 2018.

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") — *continued*

HKFRS 9 "Financial Instruments" and the related amendments — *continued*

Impairment of financial assets — *continued*

Summary of effects arising from initial application of HKFRS 9 — continued

As at 1 January 2018, the additional credit loss allowance of HK$292,000 has been recognised against retained profits. The additional loss allowance is charged against the respective asset.

All loss allowances for financial assets including accounts receivables as at 31 December 2017 reconcile to the opening loss allowance as at 1 January 2018 is as follows:

	Accounts receivables *HK$'000*
At 31 December 2017— HKAS 39	—
Amounts remeasured through opening retained profits	292
At 1 January 2018	292

The Group has not early applied the following new and amendments to HKFRSs and interpretations that have been issued but are not yet effective.

HKFRS 16	Leases[1]
HKFRS 17	Insurance Contracts[3]
HK(IFRIC) — Int 23	Uncertainty over Income Tax Treatments[1]
Amendments to HKFRS 3	Definition of a Business[4]
Amendments to HKFRS 9	Prepayment Features with Negative Compensation[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[2]
Amendments to HKAS 1 and HKAS 8	Definition of Material[5]
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement[1]
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures[1]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015— 2017 Cycle[1]

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") — *continued*

[1] Effective for annual periods beginning on or after 1 January 2019

[2] Effective for annual periods beginning on or after a date to be determined

[3] Effective for annual periods beginning on or after 1 January 2021

[4] Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

[5] Effective for annual periods beginning on or after 1 January 2020

Except for the new HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs and interpretations will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 16 "Leases"

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 "Leases" and the related interpretations when it becomes effective.

HKFRS 16 distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group, and upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance to the nature, as appropriate.

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") — *continued*

HKFRS 16 "Leases" — *continued*

Other than certain requirements which are also applicable to the lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of HK$6,918,000 as disclosed in note 20. Assessment performed indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of HK$766,000 as rights under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be considered as additional lease payment and included in the carrying amount of right-of-use assets.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)— Int 4 "Determining whether an Arrangement contains a Lease" and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC)— Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening accumulated losses without restating the comparative information.

4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis in accordance with the HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("GEM Listing Rules") and by the Hong Kong Companies Ordinance.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are within the scope of HKAS 17 "Leases", and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the entities now comprising the Group. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are combined using the existing carrying values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer 's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Merger accounting for business combination involving entities under common control — *continued*

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where there is a shorter period.

Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to customers.

Control of the asset may be transferred over time or at a point in time. Control of the asset is transferred over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Revenue recognition — *continued*

If the control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

For recruitment services for which the control of services is transferred at a point in time, revenue is recognised when the customer obtains the control of the completed services and the Group has present right to payment and the collection of the consideration is probable.

For secondment and payroll services for which the control of the service is transferred when the Group had assigned the seconded staff to the customer over the secondment period, revenue is recognised when the customer simultaneously received secondment and payroll services and consumed the benefits provided by the Group's performance. The management of the Group considered the Group as a principal given (i) the Group is primarily responsible for fulfilling the required human resources services for its customers, that is, it has the discretion in selecting and assigning a particular staff to be seconded to its customer's workplace pursuant to the customer's requirements, directing the staff to satisfy the specific performance obligation under the secondment arrangement, and also the discretion in selecting replacement if necessary; (ii) the Group has inventory risk as the seconded staff remains employee of the Group before and after the relevant secondment; and (iii) it has the discretion in establishing the price for the relevant services; and as such the management of the Group recognises revenue in gross amount of consideration to which it expects to be entitled in exchange for the secondment and payroll services transferred.

A receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Retirement benefit costs and termination benefits

Payments to the Mandatory Provident Fund Scheme (the "MPF Scheme") in Hong Kong and the Social Security Fund Contribution in Macau are recognised as an expense when employees have rendered service entitling them to the contributions. A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Borrowing costs

All other borrowing costs which are not eligible for capitalisation to qualifying assets are recognised in profit or loss in the period in which they are incurred.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Taxation — *continued*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Impairment on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Impairment on tangible assets — *continued*

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Property, plant and equipment

Property, plant and equipment held for use in the production of services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation of property, plant and equipment is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Property, plant and equipment — *continued*

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets (accounting policy applicable on or after 1 January 2018)

Classification and measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of financial assets or financial liabilities and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial assets or financial liabilities, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets (accounting policy applicable on or after 1 January 2018) — *continued*

Classification and measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3) — continued

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at amortised cost or fair value.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including accounts receivables, pledged bank deposit, bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for all debtors.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets (accounting policy applicable on or after 1 January 2018) — *continued*

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets (accounting policy applicable on or after 1 January 2018) — *continued*

Significant increase in credit risk — continued

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivables where the corresponding adjustment is recognised through a loss allowance account.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower; or

(b) a breach of contract, such as a default or past due event; or

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets (accounting policy applicable before 1 January 2018)

The Group's financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including accounts receivables, pledged bank deposit and bank balances and cash) are carried at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment of financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial assets (accounting policy applicable before 1 January 2018) — *continued*

Impairment of financial assets — continued

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio passed the respective credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the loans and receivables is reduced by the impairment loss directly with the exception of accounts receivables, where the carrying amount is reduced through the use of an allowance account. When an accounts receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets carried at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. SIGNIFICANT ACCOUNTING POLICIES — *continued*

Financial instruments — *continued*

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at amortised cost

Financial liabilities, including other payables and bank borrowing, are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operation are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates is revised if the revision affects only that period, or in the period of the revision and the future periods if the revision affects both current and future periods.

The following is the key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial years.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY – *continued*

Impairment assessment of accounts receivables

The Group assessed credit risk of its individual customers by reference to external credit rating, the Group's observed default rates and supportable forward-looking information that is available to the directors of the Company without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's accounts receivables are disclosed in note 13.

6. REVENUE AND SEGMENT INFORMATION

Recruitment services

The Group's recruitment services are to assist its customers in placing appropriate candidates for requested positions. Generally, the Group charges one-off service fees calculated based on an agreed percentage of the successfully placed candidate's monthly basic salary or annual remuneration package in the first year of his/her employment (the "Agreed Percentage"). For certain customers, the Group charges the service fees based on the fee calculated by the Agreed Percentage or an agreed minimum fee, whichever is higher. For certain placement of frontline staff, the Group generally charges a one-off fixed fee per successful placement. The performance obligations of recruitment services are to find appropriate candidates for the requested position. Pursuant to the terms of the recruitment services contracts, the Group is obliged to find the appropriate candidates for the requested position. In case the candidate resigns or the customer terminates employment in one to three months from the date of reporting duty by the candidate, the Group is obliged to find a one-off replacement within one to three months from the date when the Group is notified of such termination (the "Replacement Period"). In rare circumstances where the Group is unable to find replacement within the Replacement Period, the recruitment service fee will be refunded or credited to customer for future recruitment services. Payments are generally settled by customers within the credit periods of not more than 60 days offered by the Group after the successfully placed candidate's date of reporting duty.

6. REVENUE AND SEGMENT INFORMATION — *continued*

Secondment and payroll services

The Group's secondment and payroll services are to second the suitable staff of the Group to its customers (the "Seconded Staff"). The Group generally charges the service fee either on a fixed amount per staff on a monthly bases or on a cost plus basis. The performance obligations of secondment and payroll services are to second suitable Seconded Staff to its customers.

The Group satisfies the performance obligation by finding suitable Seconded Staff to work at the customer's workplace. Revenue is recognised over the point of time where the customer received and consumed the benefits of the secondment and payroll services simultaneously, i.e. find a Seconded Staff, as the management of the Group considered the Group has fulfilled its performance obligations throughout a period of time and revenue is therefore recorded evenly throughout the service period.

Disaggregation of revenue

	2018 ***HK$'000***	2017 *HK$'000*
Recruitment services		
— Hong Kong	**36,001**	35,411
Secondment and payroll services		
— Hong Kong	**26,951**	25,858
— Macau	**3,339**	4,157
	30,290	30,015
Total	**66,291**	65,426

The Group's operating segment is determined based on information reported to the chief operating decision maker of the Group (the directors of the Company) for the purpose of resource allocation and performance assessment. For management purpose, the Group operates in one business unit based on their services, and only has one operating segment, human resource services operation. The chief operating decision maker reviews the revenue and results of the Group as a whole without further discrete financial information.

6. REVENUE AND SEGMENT INFORMATION — *continued*

Accordingly, no analysis of this single operating and reportable segment is presented.

The majority of Group's revenue is generated from Hong Kong, and majority of non-current assets are located in Hong Kong.

Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group during the year is as follows:

	2018 **HK$'000**	2017 HK$'000
Customer A	**26,610**	25,786
Customer B	**9,492**	8,717

7. (LOSS) PROFIT BEFORE TAXATION

	2018 **HK$'000**	2017 HK$'000
(Loss) profit before taxation has been arrived at after charging (crediting):		
Directors' remuneration *(note 9)*	**438**	—
Salaries and allowance for staff excluding directors	**45,920**	36,671
Retirement benefit schemes contributions for staffs excluding directors	**1,356**	1,200
Total staff costs	**47,714**	37,871
Minimum lease payment in respect of rental premises	**1,638**	1,166
Depreciation of property, plant and equipment	**398**	205
Auditor's remuneration	**900**	200
Interest income from bank deposits	**(79)**	(2)

8. INCOME TAX EXPENSE

	2018	2017
	HK$'000	*HK$'000*
Hong Kong Profits tax		
— current tax	**1,609**	3,865
— overprovision in prior years	**(33)**	(1)
	1,576	3,864

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for the year.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%. Accordingly, starting from the current year, the Hong Kong Profits Tax is calculated at 8.25% on the first HK$2 million of the estimated assessable profits for the qualifying group entity and at 16.5% on the estimated assessable profits above HK$2 million.

For the year ended 31 December 2017, Hong Kong Profits Tax was calculated at a single flat rate of 16.5% of the estimated assessable profits.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits exceeding Macao Pataca ("MOP") 600,000 for each of the years ended 31 December 2018 and 2017.

8. INCOME TAX EXPENSE — *continued*

The income tax expense for the year can be reconciled to the (loss) profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2018 *HK$'000*	2017 *HK$'000*
(Loss) profit before taxation	**(3,328)**	20,009
Tax at Hong Kong Profits Tax rate of 16.5%	**(549)**	3,301
Tax effect of income not taxable for tax purposes	**(17)**	—
Tax effect of expenses not deductible for tax purposes	**2,562**	626
Tax effect of deductible temporary difference not recognised	**(138)**	—
Tax effect of different tax rate of a subsidiary operating in other jurisdiction	**(18)**	(22)
Tax effect of tax exemption under Macau Complimentary Income Tax	**(46)**	(59)
Overprovision in respect of prior years	**(33)**	(1)
Tax concession	**(165)**	—
Others	**(20)**	19
Income tax expense for the year	**1,576**	3,864

9. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES

Mr. Kevin Chan, Mr. Eddie Chan and Mr. Jackson Chan have been appointed as the directors of the Company on 19 December 2017 (date of incorporation), and were re-designated as the executive directors of the Company on 31 January 2018. Ms. Yeung Shek Shek Louisa ("Ms. Yeung") joined the Group on 1 April 2017, and has been appointed as chief executive of the Company on 31 January 2018.

On 13 September 2018, the Company appointed Mr. Tong Kam Piu, Mr. Poon Kai Kin and Mr. Wang Ho Pang as independent non-executive directors of the Company.

9. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES — *continued*

Directors and Chief Executive

Directors' and chief executive's remuneration paid or payable (including emoluments for the services as an employee of the group entities prior to becoming the chief executive of the Company) by the entities comprising the Group during the year, disclosed pursuant to the applicable GEM Listing Rules and the Hong Kong Companies Ordinance is as follows:

For the year ended 31 December 2018

	Executive directors				Independent non-executive directors				Chief executive	
	Mr. Kevin Chan	Mr. Jackson Chan	Mr. Eddie Chan	Subtotal	Mr. Tong Kam Piu	Mr. Poon Kai Kin	Mr. Wang Ho Pang	Subtotal	Ms. Yeung	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$000*
Fee	–	–	–	–	26	26	26	78	–	78
Other emoluments										
– Salaries and other benefits	116	116	116	348	–	–	–	–	1,200	1,548
– Retirement benefit scheme contributions	4	4	4	12	–	–	–	–	18	30
	120	120	120	360	26	26	26	78	1,218	1,656

9. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES — *continued*

Directors and Chief Executive — *continued*

For the year ended 31 December 2017

	Ms. Yeung
	HK$'000
Salaries and other benefits	900
Retirement benefit scheme contributions	14
	914

No payments were made to other directors or employees who subsequently became the executive directors of the Company for the year ended 31 December 2017.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group as directors of the Company.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

The chief executive's emoluments shown above were for her services in connection with the management of the affairs of the Company and the Group as chief executive officer of the Company.

9. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES — *continued*

Employees

The five highest paid individuals of the Group do not include any directors of the Company for each of the reporting period. Details of the remuneration for the year of the five highest paid employees who are neither director nor chief executive of the Company are as follows:

	2018 ***HK$'000***	2017 *HK$'000*
Salaries, allowances and benefits in kind	**4,537**	3,303
Sign-on bonus	**342**	—
Retirement benefit schemes contributions	**72**	85
	4,951	3,388

The number of the highest paid individuals who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	2018	2017
Nil to HK$1,000,000	**3**	5
HK$1,000,001 to HK$1,500,000	**2**	—
	5	5

Save for HK$342,000 (2017: nil) which was paid to two of the five highest paid individuals of the Group as a sign-on bonus, during the year, no emoluments were paid by the Group to the directors or chief executive of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived or agreed to waive any emoluments during the year.

10. DIVIDENDS

During the year ended 31 December 2018, KOS International paid dividends for the amount of HK$5,081,000 (2017: HK$1,206,000) to its shareholders and the Company paid special dividends for the amounts of HK$18,000,000 and HK$4,000,000 (2017: nil) to its then shareholders on 12 September 2018 and 21 September 2018, respectively.

The rate of dividend and number of shares ranking for dividend are not presented as such information is not meaningful having regard to the purpose of the consolidated financial statements.

No dividend has been proposed by the directors of the Company up to date of issuance of this report.

11. (LOSS) EARNINGS PER SHARE

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

	2018 ***HK$'000***	2017 *HK$'000*
(Loss) profit for the year	**(4,904)**	16,145
Number of shares:		
Weighted average number of ordinary shares for the purpose of the basic (loss) earnings per share	**644,383,562**	600,000,000

The weighted average number of ordinary shares for the purpose of calculating basic (loss) earnings per share has been determined on the assumption that the Capitalisation Issue (as defined in note 17) had been effective on 1 January 2017.

Diluted (loss) earnings per share are the same as basic earnings per share as there were no potential dilutive ordinary shares outstanding for the years ended 31 December 2018 and 2017.

12. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Furniture and equipment HK$'000	Office equipment HK$'000	Total HK$'000
COST				
At 1 January 2017	548	241	540	1,329
Additions	–	–	36	36
At 31 December 2017	548	241	576	1,365
Additions	3,534	384	527	4,445
Written off	(548)	(176)	(396)	(1,120)
At 31 December 2018	3,534	449	707	4,690
DEPRECIATION				
At 1 January 2017	290	139	372	801
Provided for the year	108	32	65	205
At 31 December 2017	398	171	437	1,006
Provided for the year	268	42	88	398
Eliminated on written off	(478)	(165)	(382)	(1,025)
At 31 December 2018	188	48	143	379
CARRYING VALUES				
At 31 December 2018	3,346	401	564	4,311
At 31 December 2017	150	70	139	359

The above items of property, plant and equipment are depreciated on a straight-line method at the following rates per annum:

Leasehold improvements	20% or over the term of the lease, whichever is shorter
Furniture and equipment	20%
Office equipment	20%

13. ACCOUNTS AND OTHER RECEIVABLES

	2018	2017
	HK$'000	*HK$'000*
Accounts receivables	**11,053**	11,279
Less: Allowance for doubtful debts	**(227)**	—
	10,826	11,279
Other receivables		
— Prepayments	**1,180**	475
— Rental and utility deposits	**1,244**	342
— Deferred share issued costs	**—**	1,209
— Prepayments for listing expenses	**—**	39
Total accounts and other receivables	**13,250**	13,344
Less: Receivables within twelve months shown under current assets	**(12,484)**	(13,344)
Rental deposit shown under non-current assets	**766**	—

Generally, the Group allows a credit period of not more than 60 days to its customers.

The following is an ageing analysis of accounts receivables presented based on the revenue recognition date at the end of the reporting period.

	2018	2017
	HK$'000	*HK$'000*
Within 30 days	**4,258**	7,236
31 to 60 days	**1,026**	594
61 to 90 days	**666**	2,183
91 to 180 days	**3,499**	1,028
Over 180 days	**1,377**	238
	10,826	11,279

13. ACCOUNTS AND OTHER RECEIVABLES – *continued*

The management of the Group closely monitors the credit quality of accounts receivables and considers the debts that are neither past due nor impaired to be of a good credit quality. Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no history of default.

As at 31 December 2017, included in the Group's accounts receivables balance are debtors with aggregate carrying amount of HK$6,460,000 which was past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

Age of receivables that are past due but not impaired

	2017 *HK$'000*
Overdue by:	
1 to 30 days	4,450
31 to 60 days	553
61 to 90 days	810
91 to 180 days	409
Over 180 days	238
	6,460

In determining the recoverability of the accounts receivables, the Group monitors any changes in the credit quality of the accounts receivables since the credit was granted and up to the end of the reporting period. The Directors consider that the Group has no significant concentration of credit risk on its account and other receivables, with exposure spread over a number of counterparties and customers.

As at 31 December 2018, included in the Group's accounts receivables balances are debtors with aggregate carrying amount of HK$7,365,000 which are past due as at the reporting date. Included in the past due balances of HKD4,441,000 has been past due over 90 days or more and is not considered as in default. The directors of the Company are in the view that there have been no significant increase in credit risk nor default because of good repayment records for those customers and continuous business with the Group.

13. ACCOUNTS AND OTHER RECEIVABLES — *continued*

As part of the Group's credit risk management, the Group takes reference to external credit rating of its customers and the Group's historical observed default rates. The following table provides information about the exposure to credit risk and ECL for accounts receivables which are assessed individually as at 31 December 2018.

	Gross carrying amount *HK$'000*	Weighted average loss rate	Impairment loss allowance *HK$'000*
Low risk	5,145	0.33%	17
Medium risk	5,908	3.55%	210
	11,053		227

Quality classification definitions:

"Low risk": The counterparty has low probability of default.
"Medium risk": The counterparty has low default risk.

The estimated loss rates are estimated based on the external credit rating, the Group's observed default rates and supportable forward-looking information that is available to the directors of the Company without undue costs or effort. As at 1 January 2018 and 31 December 2018, there was no credit-impaired accounts receivables.

13. ACCOUNTS AND OTHER RECEIVABLES – *continued*

The movement in the allowance for impairment in respect of trade receivables for the year ended 31 December 2018 is as follows:

	HK$'000
Balance at 1 January 2018 *(note)*	292
Net remeasurement of loss allowance	(65)
Balance at 31 December 2018	227

Note: The Group has initially applied HKFRS 9 at 1 January 2018 and comparative information is not restated.

14. BANK BALANCES AND CASH/PLEDGED BANK DEPOSIT

Bank balances carried interest at prevailing market interest rates based on daily bank deposits rates for the year.

The pledged deposit carried fixed interest rate of 1.50% (2017: 0.75%) per annum. Pledged bank deposit represents a deposit pledged to a bank to secure a banking facility granted to the Group and will be released upon the settlement of relevant bank borrowing. Deposit amounting to HK$5,000,000 (2017: HK$5,000,000) has been pledged to secure the short-term bank borrowing.

15. OTHER PAYABLES AND ACCRUALS

	2018 ***HK$'000***	2017 *HK$'000*
Other payables	**276**	174
Accrued expenses	**1,808**	234
Accrued payroll expenses	**3,909**	1,314
Accrued listing expenses/share issue costs	**24**	1,463
	6,017	3,185

16. BANK BORROWING

	2018 **HK$'000**	2017 *HK$'000*
Secured bank borrowing	**7,500**	10,000
The carrying amount of bank borrowing that contains a repayment on demand clause but repayable:		
Within one year	**7,500**	2,500
Within a period of more than one year but not exceeding two years	**–**	7,500
	7,500	10,000
Less: Amount shown under current liabilities	**(7,500)**	(10,000)
Amount shown under non-current liabilities	**–**	–

The Group's borrowing carries variable interest rate at 2.5% above Hong Kong Interbank Offered Rate ("HIBOR"). The effective interest rate on the Group's borrowing is 4.91% (2017: 3.79%) for the year ended 31 December 2018.

The Group's borrowing was secured by the pledged bank deposit as disclosed in note 14. It was also guaranteed by the personal guarantee by Mr. Kevin Chan, Mr. Jackson Chan, Mr. Eddie Chan and Mr. Raymond Chow as at 31 December 2017. The personal guarantee was released upon the Listing of the Company on 12 October 2018.

17. SHARE CAPITAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands on 19 December 2017 with an authorised share capital of HK$380,000 divided into 38,000,000 ordinary shares of HK$0.01 each.

The share capital as at 1 January 2017 and 31 December 2017 represented the combined issued share capital of following companies:

	As at 1 January 2017 *HK$'000*	**As at 31 December 2017** *HK$'000*
KOS International	10	10
KOS Macau	29	29
KOS Staffing	N/A	10
The Company	N/A	—
	39	49

Details of movements of authorised and issued capital of the Company are as follow:

	Number of shares	**Share capital** *HK$*
Ordinary share of HK$0.01 each		
Authorised:		
At date of incorporation and 31 December 2017	38,000,000	380,000
Increase during the year *(note iii)*	3,962,000,000	39,620,000
	4,000,000,000	40,000,000
Issued and fully paid:		
At date of incorporation and 31 December 2017 *(note i)*	100	1
Allotment of shares *(note ii)*	49,900	499
Issue of new shares upon listing *(note iv)*	200,000,000	2,000,000
Capitalisation issue *(note v)*	599,950,000	5,999,500
	800,000,000	8,000,000

17. SHARE CAPITAL — *continued*

Notes:

(i) On 19 December 2017, one fully paid share was issued and allotted to the initial subscriber, which was transferred to KJE by the initial subscriber. On the same day, 74 fully paid shares were allotted to and issued to KJE and 25 fully paid shares were allotted and issued to Caiden.

(ii) On 13 June 2018, the Company allotted 29,925 and 9,975 new shares at par value of HK$0.01 each to KJE and Caiden, respectively, to acquire the entire equity interests in KOS International and KOS Staffing.

On 15 June 2018, the Company allotted 7,500 and 2,500 new shares at par value of HK$0.01 each to KJE and Caiden, respectively, to acquire the entire equity interests in KOS Macau.

(iii) Pursuant to the written resolutions of the then shareholders of the Company passed on 13 September 2018, the authorised share capital of the Company was increased from HK$380,000 to HK$40,000,000 by the creation of an additional 3,962,000,000 Shares in the authorised share capital of the Company.

(iv) In connection to the Listing on 12 October 2018, the Company allotted and issued a total of 200,000,000 new ordinary shares at HK$0.3 per share with gross proceeds at HK$60,000,000 (the "Share Offer").

(v) A sum of HK$5,999,500 standing to the credit of the share premium account of the Company was capitalised and applied such amount to pay up in full at par of 599,950,000 ordinary shares of the Company (the "Capitalisation Issue").

18. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the year.

The capital structure of the Group consists of net debt, which includes bank borrowing, net of pledged bank deposit and cash and cash equivalents, and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group review the capital structure on a regular basis. As part of this review, the management of the Group considers the cost and the risks associates with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

19. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2018	2017
	HK$'000	*HK$'000*
Financial assets		
Loans and receivables/amortised cost (including cash and cash equivalents)	**43,626**	36,958
Financial liabilities		
Amortised cost	**7,776**	10,174

Financial risk management objectives and policies

The Group's financial instruments include accounts receivables, pledged bank deposit, bank balances and cash, other payables and bank borrowing. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

19. FINANCIAL INSTRUMENTS — *continued*

Financial risk management objectives and policies — *continued*

Market risk

Interest rate risk

The Group is exposed to cash flow interest rate risk relates primarily to variable-rate bank deposits and bank borrowing (see notes 14 and 16) due to the fluctuation of the prevailing market interest rate. The Group currently does not have a policy on hedging interest rate risk. However, management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's Hong Kong dollars denominated bank borrowing.

Sensitivity analysis

The sensitivity analyses below have been determined on the exposure to interest rate for non-derivative instrument at the end of reporting period. The analysis is prepared assuming the financial instrument outstanding at the end of the reporting period was outstanding for whole year. A 50 basis point increase or decrease in variable-rate bank borrowing is used represents management's assessment of the reasonably possible change in interest rate.

If interest rate had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2018 would decrease by approximately HK$31,000 (2017: HK$42,000). This is mainly attributable to the Group's exposure to interest rate on its variable-rate bank borrowing.

Credit risk

Overview of the Group's exposure to credit risk before adoption of HKFRS 9 as at 1 January 2018

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge by the counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position of the Group.

19. FINANCIAL INSTRUMENTS — *continued*

Financial risk management objectives and policies — *continued*

Credit risk — *continued*

Overview of the Group's exposure to credit risk before adoption of HKFRS 9 as at 1 January 2018 — continued

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures over the customers to ensure that follow-up action is taken to recover overdue debts. In addition, the directors of the Company review the recoverable amount of each material individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

As at 31 December 2017, the Group has concentration of credit risk as 30% of the total accounts receivables was due from the Group's largest debtor. The Group's concentration of credit risk on the top five largest debtors accounted for 71% of the total accounts receivables as at 31 December 2017. The management of the Group considered the credit risk of amounts due from these customers is insignificant after considering their historical settlement record, credit quality and financial position.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other than the concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk, with exposure spread over a number of counterparties.

Overview of the Group's exposure to credit risk after adoption of HKFRS 9 as at 1 January 2018

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. At the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to its accounts receivables. In order to minimise the credit risk, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items as disclosed in note 13.

19. FINANCIAL INSTRUMENTS — *continued*

Financial risk management objectives and policies — *continued*

Credit risk — *continued*

Overview of the Group's exposure to credit risk after adoption of HKFRS 9 as at 1 January 2018 — continued

As at 31 December 2018, the Group has concentration of credit risk as 40% of the total accounts receivables was due from the Group's largest debtor. The Group's concentration of credit risk on the top five largest debtors accounted for 68% of the total accounts receivables as at 31 December 2018. The management of the Group considered the credit risk of amounts due from these customers is insignificant after considering their historical settlement record, credit quality and financial position.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other than the concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk, with exposure spread over a number of counterparties.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the management, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the year.

19. FINANCIAL INSTRUMENTS — *continued*

Financial risk management objectives and policies — *continued*

Liquidity risk — *continued*

Liquidity tables

	Weighted average interest rate %	On demand or less than 3 months HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
At 31 December 2018				
Other payables	—	276	276	276
Bank borrowing	4.91	7,500	7,500	7,500
		7,776	7,776	7,776

	Weighted average interest rate %	On demand or less than 3 months HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
At 31 December 2017				
Other payables	—	174	174	174
Bank borrowing	3.79%	10,000	10,000	10,000
		10,174	10,174	10,174

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of each year.

The bank borrowing with a repayment on demand clause are also included in the "on demand or less than 3 months" time band in the above maturity analysis. As at 31 December 2018 and 2017, the carrying amount of bank borrowing amounted to HK$7,500,000 (2017: HK$10,000,000). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the bank will exercise its discretionary rights to demand immediate repayment. The directors believe that such bank borrowing will be repaid one year (2017: two years) after the end of the reporting period in accordance with the scheduled repayment dates set out in bank borrowing agreement. At that time, the aggregate principal and interest cash outflows will amount to HK$7,713,000 (2017: HK$10,568,000) at 31 December 2018.

19. FINANCIAL INSTRUMENTS — *continued*

Financial risk management objectives and policies — *continued*

Liquidity risk — *continued*

Liquidity tables — continued

	On demand or less than 6 months *HK$'000*	6 months to 1 year *HK$'000*	1 to 2 years *HK$'000*	Total undiscounted cash flows *HK$'000*	Carrying amount *HK$'000*
At 31 December 2018	**2,652**	**5,061**	**–**	**7,713**	**7,500**
At 31 December 2017	188	2,691	7,689	10,568	10,000

20. OPERATING LEASES

The Group as lessee

At the end of the year, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2018 ***HK$'000***	2017 *HK$'000*
Within one year	**2,852**	1,061
In the second to fifth years inclusive	**4,066**	—
	6,918	1,061

Operating lease payments represent rentals payable by the Group for its offices. These leases are negotiated for lease terms ranging from one to three years with fixed monthly rentals. None of the leases include any contingent rentals.

21. RELATED PARTY TRANSACTIONS

(i) In addition to the transactions, balances and commitments disclosed elsewhere in the Financial Information, the Group had entered into the following related party transactions:

Name of related party	Relationship	Nature of transaction	**2018** **HK$'000**	2017 HK$'000
The iBros Company Limited	Related company[1]	Income from provision of secondment and payroll services	**47**	840
Sinokor Investment Corporation Limited	Related company[2]	Income from provision of secondment and payroll services	**357**	1,565
		Marketing expenses	**57**	–

In January 2018, the Group entered into agreements with respective related parties to cease the above transactions.

1 Mr. Kevin Chan is a controlling shareholder and director of this company.

2 Mr. Kevin Chan is a shareholder/director/member of the key management personnel of this company.

(ii) Compensation of key management personnel

The remuneration of directors and other member of key management during the year was as follows:

	2018 **HK$'000**	2017 HK$'000
Short-term benefits	**3,312**	1,600
Post-employments benefits	**72**	32
	3,384	1,632

Further details of the directors' emoluments are included in note 9.

22. RETIREMENT BENEFITS PLANS

The Group participates in the Mandatory Provident Fund Scheme for all its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

Eligible employees of the Group are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau Government. Contributions are generally made by both employees and employers by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau Government. The Group funds the entire contribution and has no further commitments beyond its monthly contributions.

The total cost of HK$1,368,000 (2017: HK$1,200,000) charged to profit or loss represents contributions paid or payable to the above schemes by the Group for the year ended 31 December 2018.

23. SHARE OPTION SCHEME

Pursuant to the written resolutions of the then shareholders passed on 13 September 2018, a share option scheme was adopted for the primary purpose of providing incentives or rewards to selected participants. The share option scheme shall be valid and effective for a period of 10 years commencing on 13 September 2018.

Under the scheme, the Board of Directors of the Company may grant options to directors, employees, suppliers, clients, consultants, agents, advisers, franchisees, joint venture partners and related entities to the Company and its subsidiaries and entities in which the Group holds equity interest at the discretion of the Board pursuant to the terms of the scheme, to subscribe for shares of the Company at a price which shall not be less than the highest of (i) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five Business Days immediately preceding the date of grant of the option (which must be a Business Day); (ii) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a Business Day); and (iii) the nominal value of the shares.

23. SHARE OPTION SCHEME – *continued*

The maximum number of shares in respect of which options shall be granted under the scheme and any other share option schemes of the Company is 10% of the total number of shares in issue at the date of approval of adoption of the scheme. No director, employee or eligible participant may be granted options under the scheme which will enable him or her if exercise in full to subscribe for more than 1% of the issued share capital of the Company in any 12-month period. The option period for which the options granted can be exercisable, shall be such period as notified by the Board, save that it shall not be more than 10 years from the date of grant subject to the terms of the scheme. Nominal consideration of HK$1 is payable on acceptance of each grant and the share options granted shall be accepted within 28 days from the date of grant.

No share option was granted or remained outstanding under the scheme during the year.

24. PARTICULARS OF THE COMPANY'S SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

Name of subsidiary	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Shareholding/equity interest attributable to the Company 2018	2017	Principal activities
Directly held:					
KOS International (BVI)	BVI	US$1	**100%**	100%	Investment holding
KOS Macau (BVI)	BVI	US$1	**100%**	100%	Investment holding
Indirectly held:					
KOS International	Hong Kong	Ordinary shares HK$10,000	**100%**	100%	Provision of recruitment and secondment and payroll services
KOS Macau	Macau	Ordinary shares MOP30,000	**100%**	100%	Provision of secondment and payroll services
KOS Staffing	Hong Kong	Ordinary shares HK$10,000	**100%**	100%	Provision of recruitment and secondment and payroll services

None of the subsidiaries had issued any debt securities at the end of the year.

25. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

	Accrued issue costs *HK$'000*	Amount due to shareholders *HK$'000*	Bank borrowing *HK$'000*	Interest payables *HK$'000*	Dividend payables *HK$'000*	Total *HK$'000*
At 1 January 2017	–	42	–	–	–	42
Financing cash flows	(954)	(30)	10,000	–	(1,206)	7,810
Issue costs accrued	1,209	–	–	–	–	1,209
Dividends recognised as distribution	–	–	–	–	1,206	1,206
Interest expense	–	–	–	16	–	16
Settlement of amount due from a shareholder	–	(12)	–	–	–	(12)
At 31 December 2017	255	–	10,000	16	–	10,271
Financing cash flows	(11,308)	–	(2,500)	(679)	(27,081)	(41,568)
Issue costs accrued	11,053	–	–	–	–	11,053
Dividends recognised as distribution	–	–	–	–	27,081	27,081
Interest expense	–	–	–	663	–	663
At 31 December 2018	**–**	**–**	**7,500**	**–**	**–**	**7,500**

26. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2018 **HK$'000**	2017 HK$'000
Non-current assets		
Investments in a subsidiary	**–**	–
Current assets		
Other receivables and prepayments	**353**	1,248
Amounts due from subsidiaries	**35,792**	–
	36,145	1,248
Current liabilities		
Other payables and accruals	**156**	1,463
Bank borrowing	**–**	3,551
Taxation payable	**61**	–
	217	5,014
Net current assets	**35,928**	(3,766)
Total assets less current liabilities	**35,928**	(3,766)
Capital and reserves		
Share capital	**8,000**	–
Reserves	**27,928**	(3,766)
Total equity	**35,928**	(3,766)

26. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY — *continued*

Movement of the reserves

	Share premium HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At date of incorporation	—	—	—	—
Loss and total comprehensive expense for the period	—	—	(3,766)	(3,766)
At 31 December 2017	—	—	(3,766)	(3,766)
Capitalisation issue	(6,000)	—	—	(6,000)
Issue of new shares upon listing	58,000	—	—	58,000
Transaction costs directly attributable to issue of shares	(12,262)	—	—	(12,262)
Effect of group reorganisation	—	26,601	—	26,601
Loss and total comprehensive expense for the year	—	—	(12,645)	(12,645)
Dividends	—	—	(22,000)	(22,000)
At 31 December 2018	**39,738**	**26,601**	**(38,411)**	**27,928**

Other reserve of the Company represents the difference between the aggregate net assets of the subsidiaries acquired by the Company pursuant to a group reorganisation in June 2018 and the nominal value of the Company's shares issued for the acquisition.

Three-Year Financial Summary

RESULTS	For the year ended 31 December 2018 *HK$'000*	2017 *HK$'000*	2016 *HK$'000*
Revenue	**66,291**	65,426	46,670
(Loss) profit before taxation	**(3,328)**	20,009	6,857
Income tax expense	**(1,576)**	(3,864)	(1,033)
(Loss) profit for the year and total comprehensive (expense) income for the year attributable to owners of the Company	**(4,904)**	16,145	5,824

ASSETS AND LIABILITIES	As at 31 December 2018 *HK$'000*	2017 *HK$'000*	2016 *HK$'000*
Total assets	**53,316**	39,382	12,308
Total liabilities	**(13,917)**	(15,444)	(3,319)
Total equity attributable to owners of the Company	**39,399**	23,938	8,989

Notes to the three-year financial summary:

1. No financial statements of the Group for the years ended 31 December 2014 and 2015 have been published.

2. The financial information for the years ended 31 December 2016 and 2017 were extracted from the Prospectus of the Company dated 28 September 2018. Such summary was prepared as if the current structure of the Group had been in existence throughout these financial years and is presented on the basis as set out in note 2 to the consolidated financial statements.

3. As a result of adoption of HKFRS 9, Financial Instruments, with effect from 1 January 2018, the Group has changed its accounting policies in relation to financial instruments. As allowed by HKFRS 9, the Group has not restated information relating to prior years. Differences in the carrying amounts of the financial assets resulting from the adoption of HKFRS 9 were recognised in retained profits at 1 January 2018. There was no difference in the carrying amounts of the financial liabilities. Prior to 1 January 2018, figures were stated in accordance with the policies applicable in those years.