



廣駿  
集團

Grand Talents Group Holdings Limited  
廣駿集團控股有限公司

(Incorporated In The Cayman Islands With Limited Liability)  
Stock Code: 8516

# ANNUAL REPORT 2020



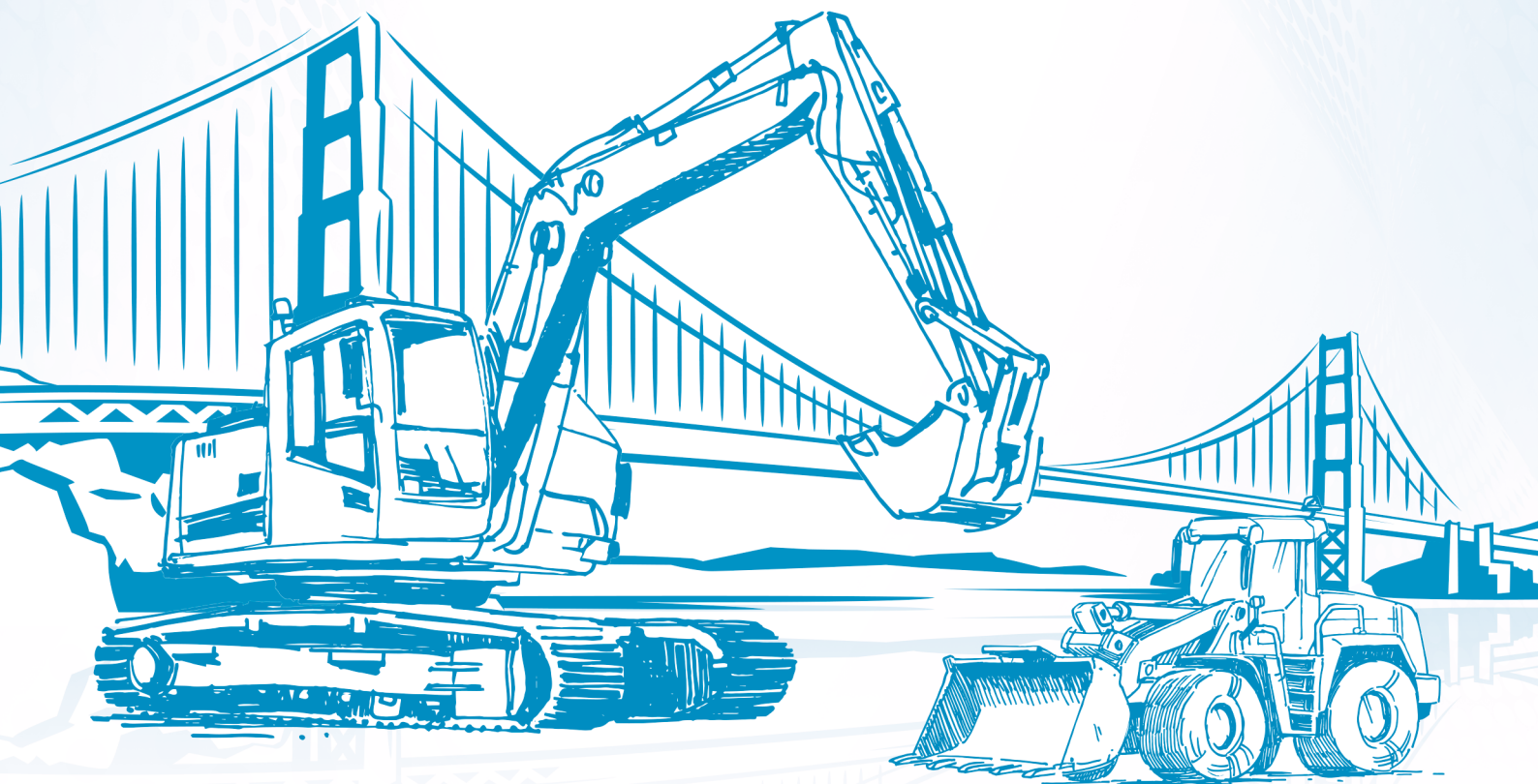
## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “**Directors**”) of Grand Talents Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*



# CONTENTS

Corporate Information	3
Highlights	5
Chairman's Statement	6
Biographies of Directors and Senior Management	7
Management Discussion and Analysis	13
Corporate Governance Report	19
Directors' Report	31
Independent Auditor's Report	42
Consolidated Statement of Profit or Loss and Other Comprehensive Income	47
Consolidated Statement of Financial Position	48
Consolidated Statement of Changes in Equity	49
Consolidated Statement of Cash Flows	50
Notes to the Consolidated Financial Statements	51
Financial Summary	112





## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Ha Chak Hung (*Chairman*)  
Mr. Ip Chu Shing (*Chief Executive Officer*)  
Mr. Han Shengjun

#### Independent Non-executive Directors

Ms. Tang Shui Man  
Dr. Fok Wai Sun  
Mr. Yuk Kai Yao

### AUDIT COMMITTEE

Ms. Tang Shui Man (*Chairman*)  
Dr. Fok Wai Sun  
Mr. Yuk Kai Yao

### REMUNERATION COMMITTEE

Dr. Fok Wai Sun (*Chairman*)  
Ms. Tang Shui Man  
Mr. Yuk Kai Yao  
Mr. Ha Chak Hung

### NOMINATION COMMITTEE

Mr. Yuk Kai Yao (*Chairman*)  
Ms. Tang Shui Man  
Dr. Fok Wai Sun  
Mr. Ha Chak Hung

### COMPANY SECRETARY

Ms. Chow Yuk Yin, Ivy (*FCS, FCIS*)

### AUTHORISED REPRESENTATIVES

Mr. Ha Chak Hung  
Ms. Chow Yuk Yin, Ivy

### COMPLIANCE OFFICER

Mr. Ha Chak Hung

### REGISTERED OFFICE IN THE CAYMAN ISLANDS

P.O. Box 1350, Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office 15, 9/F., Mega Cube  
No. 8 Wang Kwong Road  
Kowloon  
Hong Kong

### LEGAL ADVISOR

CFN Lawyers in association with Broad & Bright  
Units 4101–4104, 41st Floor  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited  
Clifton House, 75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### PRINCIPAL BANKER

Fubon Bank (Hong Kong) Limited



# CORPORATE INFORMATION

## COMPLIANCE ADVISER

Pulsar Capital Limited  
Room 1204, Jubilee Centre  
18 Fenwick Street, Wanchai  
Hong Kong

## AUDITOR

BDO Limited  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

## COMPANY'S WEBSITE

[www.grandtalentsgroup.com.hk](http://www.grandtalentsgroup.com.hk)

## STOCK CODE

8516



### HIGHLIGHTS

- The revenue of the Group was approximately HK\$84.6 million for the year ended 31 March 2020 representing a decrease from approximately HK\$108.3 million for the year ended 31 March 2019. Such decrease was mainly due to the completion of four repair and maintenance projects.
- The gross profit was approximately HK\$3.7 million for the year ended 31 March 2020, representing a decrease from approximately HK\$28.9 million for the year ended 31 March 2019. Such decrease was mainly due to the decrease in revenue.
- The loss attributable to owners of the Company is approximately HK\$16.5 million for the year ended 31 March 2020, as compared to profit of approximately HK\$1.9 million recorded for the year ended 31 March 2019. Such decrease was mainly due to decrease in revenue, increase in construction costs and salaries, other allowances increase in impairment loss on trade receivables.
- The board of directors of the Company (the “**Board**”) does not recommend the payment of a final dividend for the year ended 31 March 2020.



# CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors (the **"Board"**) of the Company, I am pleased to present the annual report of the Company for the year ended 31 March 2020 (the **"Reporting Period"**).

## BUSINESS REVIEW

The Group is an established subcontractor engaged in civil engineering works with over nine years of experience. The Group principally repairs and maintains structures of roads and highways in Hong Kong, with focus in Kowloon and Hong Kong Island. Since 2013, the Group has extended its services to civil engineering construction works including construction of barrier-free access facilities and drainage systems in Hong Kong.

The Group has undertaken (i) repair and maintenance projects for roads and highways and other infrastructures such as construction of pavilion and seawall; and (ii) civil engineering construction projects. During the past year, the Company operated under a challenging atmosphere as public demonstrations and the outbreak of novel coronavirus (**"COVID-19"**) in Hong Kong adversely impacted the Group's construction activities. In addition, the Group witnessed a decrease in the number of available tenders in the industry. Despite this, the Group has continued to focus on developing its business of undertaking repair and maintenance works and civil engineering construction works in Hong Kong.

## FINANCIAL REVIEW

For the year ended 31 March 2020, the revenue of the Group decreased by approximately 21.9% to approximately HK\$84.6 million from approximately HK\$108.3 million for the year ended 31 March 2019. The Group recorded a decrease of approximately HK\$23.7 million from a profit before taxation of approximately HK\$4.6 million for the year ended 31 March 2019 to a loss of approximately HK\$19.1 million for the year ended 31 March 2020, which was mainly due to the decrease in revenue, an increase in construction costs, salaries and other allowances and impairment loss on trade receivables.

## OUTLOOK

Looking forward, there are certain risks that the Group will face in future development such as the overall political stability and the development of COVID-19 outbreak in Hong Kong, and the ability to control and manage the performance of the subcontractors as directly and efficiently as with our own staff. However, the Group remains cautiously optimistic of the 2021 prospects, and believes that we have to retain existing labour and/or ensure sufficient labour. To achieve these goals, the Group has submitted four new tenders of civil engineering construction projects pending acceptance. Our Directors expect to receive the tender results in around September 2020.

## APPRECIATION

I would like to express my gratitude on behalf of the Group to all customers, suppliers, subcontractors, business partners and professional parties for their support to our business development. I also take this opportunity to thank the management and employees of the Group for their contribution and commitment throughout the year.

**Mr. Ha Chak Hung**  
*Chairman*

Hong Kong, 29 June 2020



# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## BOARD OF DIRECTORS

Our Board is responsible and has general powers for the management and conduct of our business. Our Board currently consists of six Directors, including three executive Directors and three independent non-executive Directors. The following table sets forth certain information of our Directors:

Name	Age	Present position	Date of joining the Group	Relationship with other Director(s) and senior management
<b>Executive Directors</b>				
Mr. Ha Chak Hung (夏澤虹)	45	Chairman and executive Director	8 June 2010	Brother-in-law of Ms. Chung Miu Chi, the accounting supervisor of the Company
Mr. Ip Chu Shing (葉柱成)	49	Chief Executive Officer and executive Director	8 June 2010	None
Mr. Han Shengjun (韓升軍)	50	Executive Director	29 April 2019	None
<b>Independent Non-executive Directors</b>				
Ms. Tang Shui Man (鄧瑞文)	40	Independent non-executive Director	21 September 2018	None
Mr. Yuk Kai Yao (郁繼耀)	39	Independent non-executive Director	21 September 2018	None
Dr. Fok Wai Sun (霍惠新)	47	Independent non-executive Director	21 September 2018	None

## EXECUTIVE DIRECTORS

**Mr. Ha Chak Hung (夏澤虹) (“Mr. Ha”)**, aged 45, is the Chairman and executive Director of our Group. Mr. Ha was appointed as a Director on 23 October 2017 and was redesignated as our executive Director on 21 September 2018. Mr. Ha is responsible for the overall strategic management and development of our business and operations. Mr. Ha is currently a director of Talent Mart Construction Co., Limited (“TMC”) and Talent Mark Development Limited (“TMD”). He is also a member of the Remuneration Committee and Nomination Committee.

Mr. Ha graduated with a Bachelor of Business Administration from Chu Hai College in January 2000. He also completed a Postgraduate Certificate in Business and Management in University of Bradford in July 2014 through distance learning.

Mr. Ha has over 17 years of experience in the roads and highways management and maintenance industry. Mr. Ha began his career as a sales executive in Wah Lam Construction Co., Limited from 1999 to 2001. He then worked as a sales manager in Hongkong United Dockyards Limited from 2001 to 2004. Later, he worked in Good Intelligent Development Engineering Limited from May 2005 to April 2010 and Mr. Ha’s major roles and responsibilities included projects co-ordination, marketing and business development. Throughout the period, he acquired extensive knowledge and expertise in the roads and highway management and maintenance industry by participating in different construction projects.





## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. Ip Chu Shing (葉柱成) (“Mr. Ip”)**, aged 49, is the Chief Executive Officer and executive Director of our Group. Mr. Ip was appointed as a Director on 23 October 2017 and was redesignated as an executive Director on 21 September 2018. Mr. Ip is responsible for overseeing our operations, business development, human resources, finance and administration. Mr. Ip is currently a director of TMC and TMD.

Mr. Ip obtained a Bachelor of Science in Civil Engineering and a Master of Science in Civil Engineering from San Jose State University in December 1994 and December 1998 respectively.

Mr. Ip has over 24 years of experience in the civil engineering industry, during which he gathered extensive knowledge of the industry and established close relationships with customers, suppliers and subcontractors alike. Mr. Ip began his career as a site engineer in Kin Wing Engineering Company Limited in September 1994 with his last position held as a project engineer in 1997. He then worked as an assistant engineer in Atkins China Limited from May 1997 to August 1997. From 1997 to 1998, Mr. Ip worked as a project manager in Man Wah General Contractor Company Inc. in the United States. He also worked as a design engineer in T. Y. Lin International Consultant Limited in the United States from 1999 to 2000. From 2000 to 2001, Mr. Ip worked as a transportation engineer in California Department of Transportation in the United States. After working as a project engineer in HUD General Engineering Services Limited from 2001 to 2003, he worked as a project manager in Ki Wan Development Limited from April 2005 to December 2010.

**Mr. Han Shengjun (韓升軍) (“Mr. Han”)**, aged 50, was appointed as our executive Director on 29 April 2019. Mr. Han is responsible for advising on our management and strategic development.

Mr. Han graduated from Shandong Broadcast and Television University\* (山東廣播電視大學) with a Bachelor Degree in Chinese Language and Literature in 1991. Mr. Han has over 20 years' experience in corporate management and marketing. Mr. Han worked as the general manager of Jinan Century Shentong Technology Company Limited (濟南世紀神通科技有限責任公司) from 1999 to 2003. Mr. Han was appointed as the vice president of Guangzhou Bohuang Energy Saving Technology Limited (廣州市博煌節能科技有限公司) from 2008 to 2016. Mr. Han has been the general manager of Shandong Yangming Tianxia Cultural Communications Company Limited\* (山東陽明天下文化傳播有限公司) since 2016.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Tang Shui Man (鄧瑞文) (Ms. Tang)**, aged 40, was appointed as our independent non-executive Director on 21 September 2018. She is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Ms. Tang is responsible for providing independent judgement on issues relating to our strategy, performance, resources and standard of conduct.

Ms. Tang obtained a Bachelor of Arts in Accountancy from The Hong Kong Polytechnic University in June 2003.

Ms. Tang worked in Shinewing (HK) CPA Limited from February 2004 to September 2005 with her last position held as an audit semi senior. She then worked in Deloitte Touche Tohmatsu from September 2005 to September 2007 with her last position held as an audit senior. Ms. Tang subsequently worked in Benetton Asia Pacific Limited from October 2007 to January 2009 with her last position held as a financial analyst. She also worked in i.t apparels Limited, a subsidiary of I.T Limited (a company listed on the Main Board of the Stock Exchange (stock code: 0999)) from January 2009 to August 2009 with her last position held as an assistant internal audit manager. She further worked in BWC Capital Markets Limited from September 2009 to July 2010 with her last position held as an internal audit and compliance director. Ms. Tang was an independent non-executive director of China Finance Investment Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 875) from December 2014 to June 2017. Ms. Tang has been working in Tang Clansmen Association as an accounting consultant since 2013.

\* For identification purpose only



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Tang has been a member and fellow member of the Hong Kong Institute of Certified Public Accountants since July 2011 and March 2019, respectively. She has also been a member and fellow member of the Association of Chartered Certified Accountants since October 2007 and October 2012 respectively.

**Mr. Yuk Kai Yao (郁繼耀) (“Mr. Yuk”)**, aged 39, was appointed as our independent non-executive Director on 21 September 2018. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. Mr. Yuk is responsible for providing independent judgement on issues relating to our strategy, performance, resources and standard of conduct.

Mr. Yuk obtained a Bachelor of Economics and Finance from The University of Hong Kong in December 2004.

Mr. Yuk worked in Shanghai Commercial Bank Limited as a graduate trainee in July 2004 with his last position held as an assistant operations officer in March 2007. He then worked in Standard Chartered Bank (Hong Kong) Limited from March 2007 to September 2007 with his last position held as a manager. Mr. Yuk subsequently worked in The Hong Kong and Shanghai Banking Corporation Limited from September 2007 to March 2012 with his last position held as an associate director. He also worked as a vice president in Hao Tian Management (Hong Kong) Limited, a subsidiary of Hao Tian Development Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0474) from January 2013 to December 2015. He joined as the vice president of sales & marketing department of KP Financial Holdings Limited, a subsidiary of China Financial Services Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0605) since January 2016 and is currently the sales Director.

**Dr. Fok Wai Sun (霍惠新) (“Dr. Fok”)**, aged 47, was appointed as our independent non-executive Director on 21 September 2018. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee. Dr. Fok is responsible for providing independent judgment on issues relating to our strategy, performance, resources and standard of conduct.

Dr. Fok obtained a Bachelor of Science in Civil Engineering from San Jose State University in May 1994 and Master of Business Administration in Management from Golden Gate University in April 1995. He later obtained a Bachelor of Science in Quantity Surveying from The University of Reading through distance learning in December 2005. He further obtained a Master of Science in Finance from City University of Hong Kong in November 2006. He continued to pursue his education and graduated with a Doctor of Philosophy in Engineering Management from Neuva Ecija University of Science and Technology in Republic of Philippines through distance learning in June 2010. He also earned Master of Art in Comparative and Public History at The Chinese University of Hong Kong in November 2018 and Graduate Diploma in International Relations at University of London in August 2018.

Dr. Fok worked as an assistant engineer in United Reliance Corporation Limited from July 1995 to March 1996. He then worked as an analyst in Hopewell Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0054), from January 1997 to June 1998. Dr. Fok later worked as a quantity surveyor in Pui Hing Construction Company Limited from January 1999 to August 1999. He then worked as a project manager in KPA Engineering Limited from March 2000 to August 2000. He subsequently worked as a quantity surveyor/estimator in Lam Geotechnics Limited from September 2000 to February 2002. Dr. Fok also worked as a technical manager in Stanger Asia Limited from May 2002 to November 2012. He has been a senior manager in Castco Testing Centre Limited since December 2012.



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Dr. Fok was admitted to memberships of the following institutions and bodies:

Name of institution	Membership grade	Active period of membership
Hong Kong Institution of Engineers	Member	August 2016–Present
Hong Kong Concrete Institute	Fellow member	May 2016–December 2018
The Royal Institute of Chartered Surveyors	Professional member	April 2007–April 2008
The Institution of Civil Engineers	Member	March 2006–Present
The Chartered Institute of Building	Member	June 2003–June 2004
The Chartered Institute of Arbitrators	Associate	December 2002–December 2003
The American Society of Civil Engineers	Member	June 2001–December 2018

Dr. Fok has been a certified cost engineer of the Association for Advancement of Cost Engineering and a chartered engineer accredited by Engineering Council in the United Kingdom since February 2002 and April 2006 respectively. Dr. Fok has been certified by the Hong Kong Engineers Registration Board as a Registered Professional Engineer (RPE).

## SENIOR MANAGEMENT

The following table sets forth certain information of our senior management:

Name	Age	Present Position	Date of joining us	Relationship with other Director(s) and senior management
Ms. Chung Miu Chi (鍾妙姿)	36	Accounting Supervisor	2 January 2017	Sister-in-law of Mr. Ha
Mr. Fung Ki Wai (馮基偉)	43	Project Manager	16 August 2010	None
Mr. Chan Siu Hung (陳兆雄)	68	Project Manager	1 October 2018	None
Mr. Chan Hon Wai (陳漢偉)	50	Site Agent	1 October 2012	None

**Ms. Chung Miu Chi (鍾妙姿) (“Ms. Chung”)**, aged 36, was appointed as our accounting supervisor on 2 January 2017. She is responsible for our overall management and operations of finance and accounting.

Ms. Chung obtained a Diploma in Pitman Secretarial Studies from Man Sheung College in July 2001. She completed a full-time English Language Intensive Course for Overseas Students held by Central TAFE in Perth, Western Australia in November 2002.



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Prior to joining us, Ms. Chung worked as a temporary clerk in Crosston International Investment Limited from January 2003 to April 2003. She then worked as a contract clerk in Bureau Veritas Consumer Products Services Hong Kong Ltd. from February 2004 to February 2005. Ms. Chung later worked in Sheen Busy Limited from October 2005 to March 2006 with her last position held as a site clerk. She further worked as a site clerk in China State Construction Limited and New Fordly Engineering Limited from January 2007 to May 2008 and May 2010 to April 2011 respectively. Ms. Chung subsequently worked as an administration clerk in Kaiser Global (Hong Kong) Company Limited and Kaiser Global from May 2011 to February 2015 and from March 2015 to December 2016 respectively.

Ms. Chung is the sister-in-law of Mr. Ha.

**Mr. Fung Ki Wai (馮基偉) (“Mr. Fung”)**, aged 43, is our project manager. Mr. Fung first joined us as a site agent in August 2010 and was appointed as our project manager on 1 July 2013. Mr. Fung is responsible for overseeing and monitoring our projects, operations and business development.

Mr. Fung obtained a Degree of Bachelor of Engineering from The University of Liverpool in July 2005.

Prior to joining us, Mr. Fung worked as an assistant foreman in VAST-AUST Limited from 1996 to 2001. Mr. Fung worked as a works supervisor assistant in Highways Department from July 2001 to September 2003. From 2005 to 2010, he worked as a site agent Good Intelligent Development Engineering Limited.

**Mr. Chan Sui Hung (陳兆雄) (“M. SH Chan”)**, aged 68, is our project manager. Mr. SH Chan first joined us as a project manager in October 2018. Mr. SH Chan is responsible for overseeing and monitoring our projects, operations and business development.

Mr. SH Chan obtained a High Certificate in Civil Engineering from Hong Kong Polytechnic in November 1977.

Prior to joining us, Mr. SH Chan worked as a foreman in Public Works Department Drainage Division and Railway Division from 1970 to 1978. Mr. SH Chan worked as a contract manager in Chiu Hing Transportation Co., Ltd. From 1978 to 1980. Mr. SH Chan worked as a site Agent in Henryricy Contraction Co., Limited from 1980 to 1981. Mr. SH Chan worked as a site Agent in Shun Yuen Construction Co., Limited in 1981 with his last position held as a contract manager in 1999 and re-joined from 2002 to 2009. Mr. SH Chan worked as a contract manager in Chun Wo Construction Engineering Co., Limited and Welcome Construction Co., Limited from 1999 to 2002 and from 2010 to 2017, respectively. Mr. SH Chan worked as site agent in China Harbour Engineering Co., Limited from 2017 to 2018.

**Mr. Chan Hon Wai (陳漢偉) (“Mr. Chan”)**, aged 50, is our site agent. Mr. Chan has been our site agent since 1 October 2012. Mr. Chan is responsible for overseeing our projects' on-site activities on a day-to-day basis.

Mr. Chan completed secondary education in Hong Kong in 1986.

Prior to joining us, Mr. Chan worked as an assistant foreman from 1987 to 1991. He then worked as a foreman in Wing Fai Construction Company Limited in 1991 with his last position held as a site agent in 1998. He later worked as a site agent in Hung Mau Realty & Construction Company Limited (currently known as CPC Construction Hong Kong Limited, a subsidiary of Chevalier International Holdings Ltd, a company listed on the Main Board of the Stock Exchange (stock code: 0025)) and Chiu Hing Construction & Transportation Company Limited from 1998 to 1999 and 1999 to 2000 respectively. Mr. Chan re-joined Hung Mau Realty & Construction Company Limited as a site agent from 2000 to 2004. He further worked as a site agent in Good Intelligent Development Engineering Limited from 2005 to 2009.





# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## COMPANY SECRETARY

**Ms. Chow Yuk Yin, Ivy (周玉燕) (“Ms. Chow”)** was appointed as the company secretary on 2 May 2019.

Ms. Chow is currently a Director — Corporate Services of Tricor Services Limited. She is a Fellow Member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators as well as an Ordinary Member of the Hong Kong Securities and Investment Institute. Ms. Chow has over 20 years of work experience in the field of corporate secretarial and regulatory compliance services.

## COMPLIANCE OFFICER

Mr. Ha is the compliance officer of our Group. For details of his biographical details, please refer to the paragraph headed “Executive Directors” in this section.



# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is an established subcontractor engaged in civil engineering works with over nine years of experience. The Group principally repairs and maintains structures of roads and highways in Hong Kong, with focus in Kowloon and Hong Kong Island. Since 2013, the Group has extended its services to civil engineering construction works including construction of barrier-free access facilities and drainage systems in Hong Kong.

The Group has undertaken (i) repair and maintenance projects for roads and highways and other infrastructures such as construction of pavilion and seawall; and (ii) civil engineering construction projects. During the past year, the Company operated under a challenging atmosphere as public demonstrations and the outbreak of novel coronavirus (“**COVID-19**”) in Hong Kong adversely impacted the Group’s construction activities. In addition, the Group witnessed a decrease in the number of available tenders in the industry. Despite this, the Group has continued to focus on developing its business of undertaking repair and maintenance works and civil engineering construction works in Hong Kong.

The Group has submitted four tenders for civil engineering construction projects pending acceptance. Our Directors expect to receive the tender results in around September 2020.

## FINANCIAL REVIEW

### Revenue

The Group’s revenue principally represented income derived from civil engineering works such as management and maintenance of roads and highways in Hong Kong and construction projects.

The revenue of the Group decreased by approximately 21.9% from approximately HK\$108.3 million for the year ended 31 March 2019, to approximately HK\$84.6 million for the year ended 31 March 2020. Such decrease is mainly attributable to the completion of four repair and maintenance projects and the negative effect arising from social unrest which affect the progress of several on-going construction projects and the overall economic recession in Hong Kong.

### Cost of sales

The cost of sales primarily consists of staff costs, sub-contracting fees, and construction materials and supplies. The cost of sales increased by approximately 1.9% from approximately HK\$79.4 million for the year ended 31 March 2019 to approximately HK\$80.9 million for the year ended 31 March 2020, which was mainly attributable to increase in staff costs and contra cost.

### Gross profit and gross profit margin

The gross profit was approximately HK\$28.9 million and HK\$3.7 million for the years ended 31 March 2019 and 2020 respectively. The gross profit margin was 26.7% and 4.4% respectively. The decrease in our gross profit and decrease in gross profit margin was primarily due to (i) the decrease in revenue and (ii) the Group recorded an increase in contra charges and payroll costs.

### Other income

The Group recorded other income of approximately HK\$397,000 during the year ended 31 March 2020 (year ended 31 March 2019: HK\$191,000). The increase was mainly due to increase in interest income.



# MANAGEMENT DISCUSSION AND ANALYSIS

## Administrative expenses

Administrative expenses consist primarily of auditor's remunerations, depreciation, directors' remuneration, entertainments, legal and professional fee, motor vehicles expenses, and staff costs. The administrative expenses increased by approximately 37.4% from approximately HK\$12.1 million for the year ended 31 March 2019 to approximately HK\$16.6 million for the year ended 31 March 2020. The increase was mainly due to the increase in staff costs of approximately HK\$2.2 million and increase in depreciation of approximately \$1.8 million.

## Finance costs

The finance costs increased by approximately 45.4% from approximately HK\$564,000 for the year ended 31 March 2019 to approximately HK\$820,000 for the year ended 31 March 2020. The increase was mainly due to the increase in bank borrowings.

## Income tax

Income tax represents income tax paid or payable by us, at the applicable tax rates in accordance with the relevant laws and regulations in each tax jurisdiction our Group operates or domiciles. We had no tax payable in other jurisdiction other than Hong Kong during the years ended 31 March 2019 and 2020. Our operations in Hong Kong are subject to the two-tiered profits tax rate regime, which the first HK\$2 million of profits of qualifying entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. It recorded income tax credit of approximately HK\$2.6 million during the year ended 31 March 2020, as compared to income tax expense of approximately HK\$2.7 million in the year ended 31 March 2019.

## Profit/loss for the year

As a result of the foregoing, the profit decreased from approximately HK\$1.9 million for the year ended 31 March 2019 to a loss of approximately HK\$16.5 million for the year ended 31 March 2020. Such decrease was mainly due to decrease in revenue, increase in construction cost, salaries and other allowances and impairment loss on trade receivables.

## CORPORATE FINANCE AND RISK MANAGEMENT

### Liquidity and financial resources and capital structure

The Group has been maintaining its corporate finance and risk management during the year ended 31 March 2020.

As at 31 March 2020, the Group had net current assets of approximately HK\$53.4 million (31 March 2019: approximately HK\$74.4 million), of which the cash and cash equivalents were approximately HK\$11.5 million (31 March 2019 HK\$18.5 million). The Group's current ratio as at 31 March 2020 is 2.2 times (31 March 2019: 3.0 times). The gearing ratio as at 31 March 2020 was approximately 37.4% (as at 31 March 2019: 29.1%) which is calculated on the basis of the Group's all interest-bearing borrowings, lease liabilities, obligations under finance leases and bank overdraft over the total equity.

Total bank overdraft, bank borrowings, lease liabilities and obligations under finance leases for the Group amounted to approximately HK\$23.2 million as at 31 March 2020 (31 March 2019: approximately HK\$22.9 million). As at 31 March 2020, all bank borrowings are due within one year.

The Group adopts centralised financing and treasury policies in order to ensure its funding is utilized efficiently. The Group also regularly monitors its liquidity requirements, its compliance with lending covenants and its relationship with bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.



# MANAGEMENT DISCUSSION AND ANALYSIS

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group is susceptible to material risks associated with the Group's business, including but not limited to the following:

- I. the Group relies on public sector projects which by their nature are only awarded by a limited number of customers who are normally main contractors of the Government projects
- II. the Group operations may be affected by adverse weather conditions and are subject to other construction risks
- III. the Group may not be able to bill and receive the full amounts due from customers for contract work
- IV. the amount of revenue that the Group is able to derive from a project may be higher or lower than the original contract sum due to factors such as variation orders
- V. the Group is exposed to its customers' credit risks and its liquidity position may be adversely affected if its customers fail to make payment on time or in full
- VI. Error or inaccurate estimation of project duration and costs when determining the tender price may result in substantial loss incurred by the Group

For further details, please refer to the section headed "Risk Factors" of the prospectus of the Company dated 29 September 2018 (the "**Prospectus**").

## CAPITAL STRUCTURE

The Group's shares were successfully listed on GEM on 15 October 2018 ("**Listing Date**"). There has been no change in the capital structure of the Group since the Listing Date and up to the date of this report.

## CAPITAL EXPENDITURE

Capital expenditure primarily comprised of purchase of construction equipment, furniture fixtures and equipment, computers and motor vehicles. The capital expenditure was funded by net proceeds from the Listing, internal resources, finance leases and bank borrowings during the year ended 31 March 2020.

The following sets forth the Group's capital expenditure as at the dates indicated:

	<b>As at 31 March 2020 HK\$'000</b>	As at 31 March 2019 HK\$'000
Property, plant and equipment	3,977	5,117

## CONTINGENT LIABILITIES

On 19 February 2019, a writ of summons and statement of claim was made by the plaintiff against the Group in respect of the construction services rendered to the Group. The claim is for a sum of approximately HK\$1,644,000 together with interest and cost. In the opinion of the directors of the Company, the amount claimed is not reasonable and the Group does not agree to this claim. After obtaining legal advice, the Group considers that the possibility of cash outflow is remote.

Subsequent to the year end date, the plaintiff filed a mediation notice to the District Court and attempted to resolve the disputes through mediation and the Group also agreed to the said proposal. Up to the date of authorisation for issue of these consolidated financial statements, there is no significant progress.





# MANAGEMENT DISCUSSION AND ANALYSIS

## PLEDGE OF ASSETS

As at 31 March 2020, other than those disclosed in the Note 24(c) to the consolidated financial statements, the Group did not have any pledged assets.

As at 31 March 2019, motor vehicles with carrying amount of HK\$188,000 are under finance leases arrangement.

## COMMITMENTS

The total future minimum lease payments under non-cancellable operating leases payable within one year amounted to approximately HK\$65,000 as at 31 March 2019, and it is reconciled to the lease liabilities at the date of initial application recognised in the consolidated statement of financial position as at 1 April 2019.

## EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2020, the Group had 88 employees in total (31 March 2019: 127).

The Directors and senior management receive compensation in the form of director fees, salaries, benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and the performance of the Group. The Group also reimburses the Directors and senior management for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

## MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES AND SIGNIFICANT INVESTMENTS

There was no material acquisition or disposal of subsidiaries and affiliated companies and significant investments by the Group during the year ended 31 March 2020.

## EVENTS AFTER THE REPORTING PERIOD

The Group does not have material events after the end of the reporting period.

## USE OF PROCEEDS

Based on the Offer Price of HK\$0.40 per Offer Share and 120,000,000 Shares offered by the Company, the net proceeds from the Share Offer received by the Company, after deducting the underwriting fees and commissions and estimated expenses paid and payable by the Company in relation to the Share Offer, are approximately HK\$23.5 million. Such net proceeds are intended to be or have been applied for the purposes of (i) acquisition of additional machinery and equipment; (ii) strengthening our manpower; (iii) strengthening our financial capabilities; and (iv) working capital.



## MANAGEMENT DISCUSSION AND ANALYSIS

Details of the Group's intended use of the net proceeds from the Share Offer are set out in the section headed "Future Plans and Use of Proceeds" of the Prospectus.

	<b>Planned use of the net proceeds up to 31 March 2020 (HK\$ million)</b>	Actual use of the net proceeds up to 31 March 2020 (HK\$ million)	Unutilised net proceeds up to 31 March 2020 (HK\$ million)
Acquisition of additional machinery and equipment	8.8	8.5	0.3
Strengthening our manpower	9.3	5.2	4.1
Strengthening our financial capabilities:			
(i) Surety bond for the tender of new projects	3.0	—	3.0
(ii) Surety bond for a project	2.0	—	2.0
Working capital	0.4	0.4	—
<b>Total:</b>	<b>23.5</b>	<b>14.1</b>	<b>9.4</b>

The business objectives, implementation plans and planned use of proceeds were based on the estimation and assumption of future market conditions made by the Group for the purpose of Listing. The actual use of proceeds was based on the Group's business operations and development.

The unutilised net proceeds will be expected to be used according to the intentions previously disclosed in the Prospectus, with further details as elaborated below:

1. As for the acquisition of an additional machinery and equipment, the unutilised portion amounted to approximately HK\$0.3 million as at 31 March 2020. Whilst the Company is actively exploring suitable machinery and equipment for acquisition, the Board took a cautious approach by scouting for machinery and equipment that is worth its value;
2. As for the strengthening of the manpower, the unutilised portion amounted to approximately HK\$4.1 million as at 31 March 2020. The Company hires additional employees by taking into account of, amongst others, the estimated demand for direct labours in future projects and the utilisation rate of the current staff in the Company. Since the construction activities was affected by the public demonstration and the outbreak of the coronavirus in Hong Kong, the Company decided to delay the hiring process until the market is back to normal;
3. As for the strengthening of financial capabilities, the unutilised portion amounted to approximately HK\$5.0 million as at 31 March 2020. While the Company planned to use the fund to undertake more projects by satisfying the surety/performance bond requirement for these projects that may potentially be awarded to it, the number of available tenders in the industry dropped during the year ended 31 March 2020. Therefore, the Company did not need to utilize this additional fund during this period of time.



# MANAGEMENT DISCUSSION AND ANALYSIS

## DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 March 2020 (2019: nil).

## FOREIGN CURRENCY EXPOSURE

Since the Group's business activities are mainly operated in Hong Kong and mainly denominated in Hong Kong dollars, the Directors consider that the Group's risk in foreign exchange is insignificant.

## SIGNIFICANT INVESTMENT

At 31 March 2020, the Group did not hold any significant investment.



# CORPORATE GOVERNANCE REPORT

## INTRODUCTION

The Board is pleased to present its corporate governance report of the Company for the year ended 31 March 2020, pursuant to Rule 18.44(2) of the GEM Listing Rules.

The Company has made continued efforts to incorporate the key elements of sound corporate governance in its management structures and internal control procedures. The Company is committed to maintaining a high standard of corporate governance, the principles of which serve to uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, and to ensure that affairs are conducted in accordance with applicable laws and regulations.

The Board believes that good and effective corporate governance practices are keys to obtaining and maintaining the trust of the shareholders of the Company (the **"Shareholders"**) and other stakeholders, and are essential for encouraging accountability and transparency so as to sustain the success of the Group and to create long-term value for the Shareholders.

## CORPORATE GOVERNANCE PRACTICES

The Board is responsible for performing the corporate governance duties as set out in the Corporate Governance Code and Corporate Governance Report (the **"CG Code"**) contained in Appendix 15 of the GEM Listing Rules, which includes developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with the code provision in the CG Code and disclosures in this annual report.

The Board is of the view that the Company has complied with all the principles and applicable code provisions of the CG Code throughout the year ended 31 March 2020.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Rules in respect of directors' securities transactions (**"Required Standard Dealing"**).

Specific enquiry has been made with all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2020.

The Company has adopted a Compliance Manual for securities transactions by senior management as written guidelines no less exacting than the Required Standard of Dealing for relevant employees (**"Written Guidelines"**) in respect of dealing in the Company's shares.

During the year ended 31 March 2020, the Company is not aware of any incident of non-compliance of the Model Code and Written Guidelines by the relevant employees.





# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board regularly reviews the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time in performing them.

### Board Composition

The Board currently comprises the following Directors:

#### *Executive Directors*

Mr. Ha Chak Hung (*Chairman*)

Mr. Ip Chu Shing (*Chief Executive Officer*)

Mr. Han Shengjun (*appointed on 29 April 2019*)

#### *Independent non-executive Directors*

Ms. Tang Shui Man

Mr. Yuk Kai Yao

Dr. Fok Wai Sun

The biographical information of the Directors are set out in the section headed "Biographies of Directors and Senior Management" on pages 7 to 12 of this annual report.

The relationships between the Directors are also disclosed in the respective Director's biography under the section "Biographies of Directors and Senior Management" on pages 7 to 12 of this annual report.

The Company has taken out director liability insurance to cover liabilities arising from legal action against the Directors.



# CORPORATE GOVERNANCE REPORT

## Attendance Records of Directors and Committee Members

The attendance records of each Director at the Board and Board Committee meetings and annual general meeting held during the year ended 31 March 2020 are set out in the table below:

Name of Director	Board	Attendance/Number of Meetings			
		Audit Committee	Nomination Committee	Remuneration Committee	Annual General Meeting
Mr. Ha Chak Hung	6/6	N/A	2/2	2/2	1/1
Mr. Ip Chu Shing	6/6	N/A	N/A	N/A	1/1
Mr. Han Shengjun (appointed on 29 April 2019)	3/5	N/A	N/A	N/A	0/1
Mr. Lau Yik Lok (resigned on 15 November 2019)	5/5	N/A	N/A	N/A	1/1
Ms. Tang Shui Man	6/6	4/4	2/2	2/2	1/1
Mr. Yuk Kai Yao	6/6	4/4	2/2	2/2	1/1
Dr. Fok Wai Sun	6/6	4/4	2/2	2/2	1/1

During the year ended 31 March 2020, the Board met on 27 June 2019 to approve the annual results and annual report for the year ended 31 March 2019, on 13 August 2019 to approve the quarterly results for the period ended 30 June 2019, on 13 November 2019 to approve the interim results and interim report for the period ended 30 September 2019 and on 13 February 2020 to approve the quarterly results and quarterly report for the period ended 31 December 2019. The Board also met on 26 April 2019 to appoint a new executive director, and on 30 April 2019 to appoint a new company secretary. Subsequent to the year ended 31 March 2020 and up to the date of this report, the Board met on 29 June 2020 to approve the annual results and annual report for the year ended 31 March 2020.

Besides the above-mentioned Board meetings, the Chairman also held a meeting with the independent non-executive Directors ("INEDs") without the presence of executive Directors during the year ended 31 March 2020.

## Chairman and Chief Executive Officer

The positions of Chairman and Chief Executive Officer are held by Mr. Ha Chak Hung and Mr. Ip Chu Shing respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board as well as the overall management of the Group's corporate strategies planning. The Chief Executive Officer focuses on the overall management of the Group's business development and marketing matters.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with Rules 5.05A, 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three INEDs representing at least one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. As such, there is a strong element in the Board to provide independent judgment.

In accordance with code provision A.4.1 of the Code, the Company has entered into a letter of appointment with each of the INEDs for initially a fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by either party giving not less than three months' written notice to the other party.

The Company has received an annual confirmation of independence from each INED pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers the INEDs to remain independent as at the date of this annual report.



# CORPORATE GOVERNANCE REPORT

## TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each executive and non-executive Director has entered into a service agreement with the Company for initially a fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by either party giving not less than three months' written notice to the other party, except Mr. Han Shengjun has entered into a renewed service agreement with the Company for initially a fixed term of one year from 29 April 2020 and will continue thereafter until terminated by either party giving not less than one month's written notice to the other party.

The service agreements and/or letters of appointment of the Directors are subject to termination in accordance with their respective terms. They can be renewed in accordance with the articles of association of the Company ("**Articles**") and the applicable GEM Listing Rules.

As required under the Articles, the Directors are subject to election by the Shareholders at the first general meeting after their appointment by the board of directors. At each annual general meeting of the Company one-third of the Directors for the time being shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Also, the Directors to retire by rotation shall include any Director who wishes to retire and not to hold office himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment, and between persons who became or were last re-elected Directors on the same day, those to retire shall be determined by lot.

In accordance with code provision A.4.2. of the CG Code, every director including those appointed for a specific term shall be subject to retirement by rotation at least once every three years.

## RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board supervises the management of the business and affairs of the Company and ensures that it is managed in the best interests of the Shareholders as a whole while taking into account the interest of other stakeholders. The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions. The Board is regularly provided with management report to give a balanced and understandable assessment of the performance, position, recent development and prospect of the Group in sufficient details.

The Board is also responsible for the corporate governance functions under code provision D.3.1 of the CG Code. The Board has reviewed and discussed the corporate governance policy of the Group and is satisfied with the effectiveness of the corporate governance policy.



# CORPORATE GOVERNANCE REPORT

## DIRECTORS TRAINING AND PROFESSIONAL DEVELOPMENT

To assist the Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. The Directors also participate in continuous professional development programmes such as external seminars and forums organised by qualified professionals, to develop and refresh their knowledge as to the industry and skills in relation to their contribution to the Board.

All the Directors understand the importance of continuous professional development and are committed to participate in any suitable training to develop and refresh their knowledge and skills.

During the year ended 31 March 2020, all the Directors participated in a training seminar regarding director's responsibilities and duties by the Company's legal advisers to ensure that he/she has appropriate understanding of his/her responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements. Such training seminar was related to corporate governance, connected transactions and directors' continuing obligations.

The Company has maintained the training record in respect of each Director. There are also arrangements in place for providing continuing briefing and professional development to Directors by the Company whenever necessary.

## BOARD COMMITTEES

The Board has established three Board committees, namely, the audit committee, the remuneration committee and the nomination committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with respective written terms of reference. All the Board committees should report to the Board on their decisions and works. The practices, procedures and arrangements of conduct of committee meetings follow in line with, so far as practicable, those of the Board meetings and the respective terms of reference of the committees.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

### Audit Committee

The audit committee was established on 21 September 2018 with its written terms of reference in compliance with the CG Code. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance.

The audit committee consists of three independent non-executive Directors, being Ms. Tang Shui Man (Chairman), Mr. Yuk Kai Yao and Dr. Fok Wai Sun. None of the members of the audit committee is a former partner of the existing external auditor of the Company, BDO Limited.





# CORPORATE GOVERNANCE REPORT

During the year ended 31 March 2020, four audit committee meetings were held on 27 June 2019, 13 August 2019, 13 November 2019 and 13 February 2020 to review the annual results for the year ended 31 March 2019, the quarterly results for the three months ended 30 June 2019, the interim results for the six months ended 30 September 2019 and the quarterly results for the nine months ended 31 December 2019 of the Company and its subsidiaries respectively and other related matters.

Subsequent to the year ended 31 March 2020 and up to the date of this report, the audit committee met on 29 June 2020 and reviewed (i) the Group's audited consolidated financial statements for the year ended 31 March 2020, with a recommendation to the Board for approval; (ii) the Group's financing and accounting policies; (iii) the Group's internal control system and risk management functions and (iv) recommended to the Board for consideration the reappointment of BDO Limited as the Company's external auditor at the annual general meeting.

## Remuneration Committee

The remuneration committee was established on 21 September 2018 with its written terms of reference in compliance with the CG Code. The primary duties of the remuneration committee are to make recommendations to the Board on the remuneration of all Directors and senior management and determine, with delegated responsibilities, the remuneration package of individual Director and senior management.

The remuneration committee consists of one executive Director, namely Mr. Ha Chak Hung and three independent non-executive Directors, being Dr. Fok Wai Sun (Chairman), Ms. Tang Shui Man and Mr. Yuk Kai Yao.

During the year ended 31 March 2020, two remuneration committee meetings were held. On 26 April 2019, the remuneration committee held a meeting to consider the remuneration package of Mr. Han Shengjun as the newly appointed executive Director of the Company. On 27 June 2019, the remuneration committee held a meeting to review and consider the remuneration packages of individual executive directors and senior management for the year ended 31 March 2020 and other related matters.

Subsequent to the year ended 31 March 2020 and up to the date of this report, the remuneration committee met on 29 June 2020 to discuss the remuneration package of individual directors and senior management of the Company for the year ending 31 March 2021.

The Directors and senior management receive compensation in the form of director fees, salaries, benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and the performance of the Group. The Group also reimburses the Directors and senior management for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.



# CORPORATE GOVERNANCE REPORT

## Nomination Committee

The nomination committee was established on 21 September 2018 with its written terms of reference in compliance with the code provisions of the CG Code. The primary duties of the nomination committee are to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management, review the structure, size and composition of the Board, assess the independence of the independent non-executive Directors and make recommendations to the Board on re-appointment of Directors.

The nomination committee consists of one executive Director, namely Mr. Ha Chak Hung and three independent non-executive Directors, being Mr. Yuk Kai Yao (Chairman), Mr. Ha Chak Hung, Ms. Tang Shui Man and Dr. Fok Wai Sun.

During the year ended 31 March 2020, two nomination committee meetings were held. On 26 April 2019, the nomination committee held a meeting to consider the recommendation of Mr. Han Shengjun as executive Director of the Company to the Board. On 29 June 2019, the nomination committee held a meeting to review the independence of independent non-executive Directors and composition of the Board. Subsequent to the year ended 31 March 2020, the nomination committee met on 29 June 2020 to discuss and recommend to the Board regarding candidates to fill vacancies on the Board and/or in the senior management.

## BOARD NOMINATION POLICY

The Company has adopted a Board Nomination Policy for the Nomination Committee to consider and make recommendations to Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies.

### Selection Criteria

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) diversity in all its aspects, including but not limited to race, gender, age (18 years or above), educational background, professional experience, skills and length of service;
- (5) qualifications which include professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (6) the number of existing directorships and other commitments that may demand the attention of the candidate;
- (7) requirement for the Board to have Independent Non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in Rules 3.13 of the Listing Rules;
- (8) Board Diversity Policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- (9) such other perspectives appropriate to the Company's business.



# CORPORATE GOVERNANCE REPORT

## Director Nomination Procedure

Subject to the provisions in the Articles of Association of the Company and the Listing Rules, if the Board recognises the need for an additional Director or a member of the senior management, the following procedure will be followed:

- (1) The Nomination Committee and/or Board will identify potential candidates based on the criteria as set out in the selection criteria, possibly with assistance from external agencies and/or advisors;
- (2) The Nomination Committee and/or the Company Secretary of the Company will then provide the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (3) The Nomination Committee would then make recommendation to the Board on the proposed candidate(s) and the terms and conditions of the appointment;
- (4) The Nomination Committee should ensure that the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (5) In the case of the appointment of an Independent Non-executive Director, the Nomination Committee and/or the Board should obtain all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board will then deliberate and decide on the appointment based upon the recommendation of the Nomination Committee.

## Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board and is available on the website of the Company. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.



## DIVIDEND POLICY

The Company has adopted a Dividend Policy that aims to provide guidelines for the Board to determine whether dividends are to be declared and paid to the shareholders and the level of dividend to be paid. Under the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others,

- (1) the Group's actual and expected financial performance;
- (2) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;
- (3) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (4) the Group's liquidity position;
- (5) interest of shareholder;
- (6) taxation consideration;
- (7) potential effect on creditworthiness;
- (8) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (9) any other factors that the Board deems appropriate.

The declaration and payment of dividends by the Company shall remain to be determined at the sole discretion of the Board and is also subject to any restrictions under the Companies Law of the Cayman Islands, the Listing Rules, the laws of Hong Kong and the Company's Memorandum and Articles of Association and any other applicable laws and regulations. The Company does not have any pre-determined dividend distribution ratio. The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

## INTERNAL CONTROLS AND RISK MANAGEMENT

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.





## CORPORATE GOVERNANCE REPORT

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including production, procurement, marketing, finance, human resources, information technology. Review of the Company's risk management and internal control systems has been conducted annually to confirm that control policies are properly complied with by each department.

All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. The management, in coordination with department heads, assess the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress. The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 March 2020.

There is no internal audit unit as the Board does not perceive the cost efficiency to set up one at the present scale of operations of the Company, the Board has invested resources to enhance the internal control system and to take active steps in addressing the recommendation of the internal control system review in the management letter from the external auditors during the audit process.

During the year ended 31 March 2020, the Board reviewed the effectiveness of the Group's risk management and internal control systems, including the financial, operational and compliance controls, and considered that such systems are effective and adequate.

The Company has developed its disclosure policy which provides a general guide to the Company's directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

### **DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

All Directors acknowledge their responsibilities to prepare the Group's consolidated financial statements for the year ended 31 March 2020 to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that year. The auditor has indicated some material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. The Group incurred a net loss of HK\$16,525,000 and reported an operating cash outflow of HK\$13,391,000. As of that date, the Group had current bank and other borrowings of HK\$12,000,000, trade and other payables of HK\$10,510,000, amounts due to directors of HK\$12,102,000 and bank overdraft of HK\$10,198,000 while the Group only maintained its bank balances and cash of HK\$11,525,000. These conditions, along with other matters as set forth in Note 3(b)(ii), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The auditor's opinion is not modified in respect of this matter.

The Directors, having made appropriate enquiries to the circumstances and taken into account certain plans and measures, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and hence decide that it is appropriate to prepare the financial statements on a going concern basis. For details of plans and measures taken by the Directors, please refer to note 3(b)(ii) to the consolidated financial statements in this annual report.

The responsibilities of the external auditors about their financial reporting are set out in the independent auditor's report attached to the Company's consolidated financial statements for the year ended 31 March 2020 in this report.



## AUDITOR'S REMUNERATION

During the year ended 31 March 2020, the Company engaged BDO Limited ("**BDO**") as the external auditor. The fees in respect of audit services provided by BDO for the year ended 31 March 2020 amounted to HK\$750,000. BDO did not provide any non-audit services to the Group during the year ended 31 March 2020 and therefore no non-audit service fees were paid.

## COMPANY SECRETARY

Ms. Chow Yuk Yin, Ivy, was appointed by the Board as the company secretary of the Company on 2 May 2019 to replace Ms. Ho Siu Pik. The biographical details of Ms. Chow are set out in the section headed "Biographies of Directors and Senior Management" of this report. Ms. Ho's and Ms. Chow's primary contact at the Company was Mr. Ha Chak Hung, the Chairman and Executive Director during the Reporting Period.

Ms. Ho and Ms. Chow had both confirmed that she had taken no less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules during the year ended 31 March 2020.

## SHAREHOLDERS' RIGHT

### Convening of Extraordinary General Meeting on Requisition by Shareholders

Pursuant to Article 64 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting ("**EGM**"). EGMs shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an EGM to be called by the Board for the transaction if any business specified in such requisition.

### Right to put enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

### Procedure for shareholders to put forward proposals at shareholders' meetings

The Companies Ordinance provides that, a company must give notice of a resolution if it has received requests that it do so from: (a) the members of the company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or (b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate.

The Companies Ordinance also provides that, the request (a) may be sent to the company in hard copy form or in electronic form; (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the person or persons making it; and (d) must be received by the company not later than (i) 6 weeks before the annual general meeting to which the requests relate; or (ii) if later, the time at which notice is given of that meeting.

All request shall be sent to the principal place of business of the Company in Hong Kong or by e-mail to [tm.angiechung@gmail.com](mailto:tm.angiechung@gmail.com) for the attention of the Company Secretary.



# CORPORATE GOVERNANCE REPORT

## INVESTOR RELATIONS

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performance and activities in accordance with GEM Listing Rules.

The Company's annual and interim reports and circulars are printed and sent to all Shareholders.

Moreover, announcements, circulars, publications and press releases of the Company are published on the Company's website (**[www.grandtalentsgroup.com.hk](http://www.grandtalentsgroup.com.hk)**). The Company's website disseminates corporate information and other relevant financial and non-financial information electronically on a timely basis.

The Company acknowledges that general meetings are good communication channel with Shareholders and the Directors and the members of the Board committees are encouraged to attend and answer questions raised by Shareholders at the general meetings.

The Company is committed to promoting and maintaining effective communication with Shareholders and other stakeholders. The Board is committed to ensuring that the Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company so as to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders to engage actively with the Company.

## CONSTITUTIONAL DOCUMENTS

During the year ended 31 March 2020, there had been no change in the Company's constitutional documents.



## DIRECTORS' REPORT

The Board hereby present the Directors' report and the consolidated financial statements for the year ended 31 March 2020.

### LISTING ON GEM

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 23 October 2017.

The Company became the holding company of the Group upon the completion of the corporate reorganisation (the **"Reorganisation"**), details of which are set out in the section headed "History, Development and Reorganisation" in the Prospectus.

The shares of the Company (the **"Shares"**) were listed on the GEM on 15 October 2018.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The Group is principally engaged in provision of civil engineering construction works of road and highway related infrastructures and repair and maintenance works for structures of roads and highways.

For the development, performance or position of the Group's business, details are set out in the section headed "Chairman's Statement" and the section headed "Management Discussion and Analysis" of this annual report.

For the principal risks and uncertainties facing the Company, details are set out in the paragraph headed "Principal Risks and Uncertainties" in the section headed "Management Discussion and Analysis" in this annual report.

### COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

To the best knowledge and belief of the Directors, the Group's operation in Hong Kong has complied with the applicable laws and regulations in all material respects during the year ended 31 March 2020, and up to the date of this annual report.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2020 are presented in the consolidated statement of profit or loss and other comprehensive income of this annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 March 2020.

### SUMMARY FINANCIAL INFORMATION

A summary of the results and the assets and liabilities of the Group, as extracted from the Prospectus and the consolidated financial statements of the Company for the years ended 31 March 2017, 2018, 2019 and 2020 are set out in this annual report.

### RELATED PARTY TRANSACTIONS

Details of significant related party transactions of the Group are set out in note 33 to the consolidated financial statements. Save as disclosed in the section headed "Connected Transactions And Continuing Connected Transactions", none of the related party transactions constitutes a connected transaction or continuing connected transaction under Chapter 20 of the GEM Listing Rules.





# DIRECTORS' REPORT

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Kaiser Global (China) Company Limited (the “**Kaiser Global**”), a private company limited by shares, is wholly owned by Ms. Ha Tsit Hung, who is Mr. Ha's sister. Therefore, Kaiser Global is a connected person of our Company under the GEM Listing Rules. The principal business of Kaiser Global is trading of painting materials, antiskid road surfacing materials, and provision of related installation services.

As disclosed in Note 33(i) to the consolidated financial statements in this annual report, for the years ended 31 March 2019 and 2020, the aggregate amount of purchase and service the Company paid to Kaiser Global in relation to the purchase of raw materials and provision of anti-skid services amounted to approximately HK\$243,000 and HK\$331,000, respectively.

During the year ended 31 March 2020, each of the Executive Directors of the Company, namely Mr. Ha, Mr. Ip and Mr. Han, has provided financings to the Company in the sum of HKD6.8 million, HKD3.0 million and HKD2.4 million respectively. All of these financings were non-interest bearing, unsecured and on normal commercial terms or better to the Company.

All these transactions fall under the definition of continuing connected transactions/connected transactions that are fully exempt from the reporting announcement, independent shareholders' approval, annual review and all other relevant disclosure requirements under Chapter 20 of the GEM Listing Rules.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 March 2020 are set out in note 27 to the consolidated financial statements in this annual report.

## SHARE OPTION SCHEME

The terms of the share option scheme adopted by the Company on 21 September 2018 (the “**Share Option Scheme**”) are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. No options have been granted under the Share Option Scheme as at 31 March 2020, or as at the date of this annual report.

### *Purpose of the Share Option Scheme*

The purpose of the Share Option Scheme is to attract and retain the best available personnel to provide additional incentive to employees (full-time and part-time), directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.

### *Who may join and basis of eligibility*

The Board may, at its absolute discretion, grant any full-time or part-time employee, consultant or adviser, director, substantial shareholder, distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group, or any person whom the Board considers has contribution or potential contribution to the development and growth of the Group, options to subscribe for ordinary shares in the capital of the Company (“**Shares**”).

### *Maximum number of Shares*

The aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme or any other share option schemes adopted by the Company must not exceed 30% of the Shares in issue from time to time.



The maximum number of Shares issuable upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of all the Shares in issue upon the date on which the Shares are listed and permitted to be dealt in the Stock Exchange equivalent to 480,000,000 shares of the Company, which is 10% of the issued share capital of the Company as at the date of this annual report.

### ***Maximum entitlement of each participant***

Unless approved by shareholders, the total number of Shares issued and to be issued upon exercise of options granted to each participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of the Company in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue.

### ***Time of exercise of option***

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as our Board may determine which shall not exceed ten years from the date of grant.

### ***Performance targets***

Save as determined by our Board and provided in the offer of the grant of the relevant options, there is no performance target which must be achieved before any of the options can be exercised.

### ***Grant of options and acceptance of offers***

The amount payable by a grantee to the Company on acceptance of the offer for the grant of an option is HK\$1.00. An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made.

### ***Price of Shares***

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by our Board and notified to a participant and shall be at least the higher of: (i) 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; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.

### ***Period of the Share Option Scheme***

The Share Option Scheme will remain in force for a period of ten years and shall expire on 21 September 2028.

### ***Rights on winding-up***

In the event a notice is given by our Company to our members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall on the same date as or soon after it despatches such notice to each member of our Group give notice thereof to all grantees and thereupon, each grantee (or, as the case may be, his legal personal representative(s)) shall be entitled to exercise all or any of his options at any time not later than two Business Days prior to the proposed general meeting of our Company by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for our Shares in respect of which the notice is given whereupon our Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid.



# DIRECTORS' REPORT

## Ranking of Shares

The Shares to be allotted upon the exercise of an option will be subject to all the provisions of the Articles for the time being in force and will rank *pari passu* in all respects with our fully paid Shares in issue on the date of allotment and accordingly will entitle the holders to participate in all dividends or other distributions paid or made after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be on or before the date of allotment, save that the Shares allotted upon the exercise of any option shall not carry any voting rights until the name of the grantee has been duly entered on the register of members of our Company as the holder thereof.

## EQUITY LINKED AGREEMENT

Save and except for the Share Option Scheme as disclosed in the paragraph headed "SHARE OPTION SCHEME" above, no equity-linked agreement that (i) will or may result in the Company issuing shares or (ii) requires the Company enter into any agreement that will or may result in the Company issuing shares, was entered into by the Company during the year ended 31 March 2020 or subsisted at the end of the year.

## PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares during the year ended 31 March 2020.

## DEBENTURE

No debenture was issued by the Company during the year ended 31 March 2020.

## DISCLOSURE OF INTERESTS

### (a) Interests and/or short positions of Directors and chief executive in the Shares, underlying shares and debentures of the Company and its associated corporations

As at the date of this report, the Directors and chief executives of the Company had the following interests and/or short positions in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV the SFO) which will have 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 in which they are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or pursuant to Rule 5.46 of the GEM Listing Rules relating to securities transactions by the Directors, will be required to be notified to the Company and the Stock Exchange:

#### (i) Interests in the Company

Name of Director	Capacity	Number of shares held (Note 1)	Percentage of interest in the Company
Mr. Ha (Note 2)	Interest of a controlled corporation	201,300,000 (L)	41.94%
Mr. Ip (Note 2)	Interest of a controlled corporation	201,300,000 (L)	41.94%



## DIRECTORS' REPORT

Notes:

1. The letter "L" denotes the person's long positions in the Shares.
2. Each of Mr. Ha and Mr. Ip beneficially owns 50% of the issued share capital of Talent Prime Group Limited. Therefore, Mr. Ha and Mr. Ip are deemed to be interested in all the Shares held by Talent Prime Group Limited for the purpose of the SFO. Mr. Ha, Mr. Ip and Talent Prime Group Limited are regarded as a group of Controlling Shareholders acting in concert to exercise their voting rights in the Company and they together will be interested in a total of 69.75% of the issued share capital of the Company upon completion of Share Offer. Mr. Ha and Mr. Ip are directors of Talent Prime Group Limited.

### (ii) Interests in associated corporation of the Company

Name of Director	Name of associated corporation	Capacity	Number of shares held	Percentage of shareholding interest
Mr. Ha	Talent Prime Group Limited	Beneficial owner	50	50%
Mr. Ip	Talent Prime Group Limited	Beneficial owner	50	50%

Save as disclosed above, as at the date of this report, none of the Directors or chief executives of the Company had any interests and/or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which will have 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 are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein or pursuant to Rule 5.46 of the GEM Listing Rules relating to securities transactions by the Directors.





## DIRECTORS' REPORT

### (b) Interests and/or short position of substantial shareholders in the Shares which are discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to the Directors, as at the date of this report, the following persons (not being a Director or chief executive of the Company) had an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 336 of the SFO, or who was, directly or indirectly interested in 5% or more of the issued share capital of the Company.

Name of substantial shareholder	Capacity	Number of Shares (Note 1)	Percentage of interest in our Company
Talent Prime Group Limited	Beneficial owner	201,300,000 (L)	41.94%
Ms. Chung Ching Yan (Note 2)	Interest of spouse	201,300,000 (L)	41.94%
Ms. Lee Ming Ho (Note 3)	Interest of spouse	201,300,000 (L)	41.94%
Mr. Li Bin	Beneficial owner	90,000,000 (L)	18.75%
Ms. Yi Huan (Note 4)	Interest of spouse	90,000,000 (L)	18.75%

Notes:

1. The letter "L" denotes the person's long positions in the Shares.
2. Ms. Chung Ching Yan is the spouse of Mr. Ha. Under the SFO, Ms. Chung is deemed, or taken to be, interested in the same number of Shares in which Mr. Ha is interested.
3. Ms. Lee Ming Ho is the spouse of Mr. Ip. Under the SFO, Ms. Lee is deemed to be interested in the same number of Shares in which Mr. Ip is interested.
4. Ms. Yi Huan is the spouse of Mr. Li Bin. Under the SFO, Ms. Yi Huan is deemed, or taken to be, interested in the same number of Shares in which Mr. Li Bin is interested.

Save as disclosed above, so far as is known to the Directors, as at the date of this report, there are no other person (not being a Director or chief executive of the Company) who had an interest or a short position in the Shares or underlying shares or debentures of the Company or any of its associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 336 of the SFO, or who was, directly or indirectly interested in 5% or more of the issued share capital of the Company.



## BOARD OF DIRECTORS

### Executive Directors

Mr. Ha Chak Hung (*Chairman and executive Director*)  
Mr. Ip Chu Shing (*Chief Executive Officer and executive Director*)  
Mr. Han Shengjun (*appointed on 29 April 2019*)

### Non-executive Director

Mr. Lau Yik Lok (*resigned on 15 November 2019*)

### Independent non-executive Directors

Ms. Tang Shui Man  
Mr. Yuk Kai Yao  
Dr. Fok Wai Sun

Biography details of the Directors are set out in the section headed "Biographies of Directors and Senior Management" of this annual report.

The Company has received an annual confirmation of independence from each INED pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers the INEDs to remain independent as at the date of this annual report.

## CHANGE IN INFORMATION OF DIRECTORS AND CHIEF EXECUTIVES

Mr. Lau Yik Lok resigned as non-executive director of the Company with effect from 15 November 2019.

## DIRECTORS AND THEIR SERVICE AGREEMENTS

Each Director and non-executive Director has entered into a service agreement or letter of appointment with the Company for initially a fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by either party giving not less than three months' written notice to the other party except Mr. Han Shengjun has entered into a service agreement for initially a fixed term of one year commencing from 29 April 2020 and will continue thereafter until terminated by either party giving not less than one month's written notice to the other party. None of the Directors has entered into any service agreement with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

## DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed herein, at no time during the year ended 31 March 2020 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares or debentures of the Group or any other body corporate.



# DIRECTORS' REPORT

## EMOLUMENT OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emolument of the Directors and the five highest paid individuals of the Group are set out in notes 13 and 14 to the consolidated financial statements in this report.

## EMOLUMENTS OF SENIOR MANAGEMENT

The emoluments of the senior management of the Group for the year ended 31 March 2020 falls within the following band:

Emolument Band	Number of Senior Management
Nil to HK\$1,000,000	4

## EMOLUMENT POLICY

The remuneration committee of the Board will make recommendations on the remuneration of the Directors and senior management and to recommend members of the Board and determine, with delegated responsibilities, the remuneration package of individual Director and senior management. The remuneration committee regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

## PERMITTED INDEMNITY PROVISION

Every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour, or in which he/she is acquitted.

## DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as the transactions set out in notes 13 and 33 to the consolidated financial statements in this annual report, the Group has not entered into any transaction, arrangement or contract that is significant in relation to the Group's business to which any of member of the Group was a party and in which a Director or a connected entity of that Director had, directly or indirectly, a material interest.

## COMPETING BUSINESS

Other than members of the Group, none of the Directors nor the controlling shareholder of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) has interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group.



### NON-COMPETITION UNDERTAKING

Talent Prime Group Limited, Mr. Ha and Mr. Ip, (each a **"Covenantor"** and collectively, the **"Covenantors"**), have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 21 September 2018 (the **"Deed of Non-Competition"**). Details of the Deed of Non-Competition was set out in the section headed "Relationship with Our Controlling Shareholders" of the Prospectus.

The Independent Non-executive Directors of the Company have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by the Covenantors and duly enforced since the Listing Date and up to the date of this annual report.

### INTEREST OF CONTROLLING SHAREHOLDERS

Saved as disclosed in notes 13 and 33 to the consolidated financial statements in this annual report, there was no contract of significance between the Company or one of its subsidiaries on the one hand, and a controlling shareholder or any of its subsidiaries on the other, subsisting during or at the end of the year ended 31 March 2020.

Saved as disclosed, there was also no other contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries during or at the end of the same period.

### MANAGEMENT CONTRACT

During the year ended 31 March 2020, neither the Company nor its subsidiaries has entered into a contract by which (a) a person undertakes the management and administration of the whole or any substantial part of the business of the Company; and (b) the contract is not a contract of service with any Director or any person engaged in the full-time employment of the Company.

### MAJOR CUSTOMERS

For the year ended 31 March 2020, the Group's five largest customers accounted for approximately 97.0% of the total revenue of the Group and the largest customer of the Group accounted for approximately 51.3% of the total revenue.

To the best of the knowledge of the Directors, none of the Directors or any of their respective close associates, or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers.

### MAJOR SUPPLIERS

For the year ended 31 March 2020, the Group's five largest suppliers, accounted for approximately 10.4% of the cost of sales of the Group and the largest supplier of the Group accounted for approximately 3.0% of the cost of sales.

To the best of the knowledge of the Directors, none of the Directors or any of their respective close associates, or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the Group's five largest suppliers.





# DIRECTORS' REPORT

## CORPORATE GOVERNANCE

The corporate governance report of the Company for the year ended 31 March 2020 is set out of this annual report.

## PRE-EMPTIVE RIGHTS

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

## TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the shareholders of the Company by reason of their holding of the Company's securities.

## INTERESTS OF COMPLIANCE ADVISER

As notified by the compliance adviser of the Company, Pulsar Capital Limited ("**Pulsar Capital**"), as at 31 March 2020, save as the compliance adviser agreement entered into between the Company and Pulsar Capital neither Pulsar Capital nor its directors, employees or close associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the public float of the Company's issued securities is sufficient with at least 25% held by the public.

## DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 34 to the consolidated financial statements and the consolidated statement of changes in equity on page 48 of this annual report, respectively.

At 31 March 2020, the Company's reserves available for distribution to its Shareholders, calculated in accordance with the laws of Hong Kong, amounted to approximately HK\$14.1 million.

## AUDITOR

The consolidated financial statements of the Company for the years ended 31 March 2019 and 2018 were audited by Deloitte Touche Tohmatsu ("**Deloitte**"). Deloitte resigned as auditor of the Company on 6 February 2020 as the Company could not reach a consensus with them on the audit fee for the year ending 31 March 2020. BDO Limited was then appointed as the Company's auditor to fill the casual vacancy until the conclusion of the forthcoming annual general meeting (the "**AGM**") of the Company. A resolution for their re-appointment as the auditor of the Company will be proposed at the AGM.

The financial statements of each of TMD and TMC for the year ended 31 March 2017 were audited by H.C. Wong & Co., Limited.



### RELATIONSHIPS WITH STAKEHOLDERS

Employees are the assets of the Group. The Group provides competitive remuneration package and a pleasant workplace environment to attract and motivate the employees. An annual performance evaluation will be conducted annually based on individual's contributions and achievements throughout the year and the Group will make necessary adjustments based on the result of the performance evaluation.

The Group understands the importance of maintaining a good relationship with its business partners, including the customers, suppliers, bankers and other financial institutions. The Group believes that a healthy relationship can be built up by providing enhanced services to the customers, maintaining an effective communication channel to the employees and our business partners.

### CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 27 July 2020 to Thursday, 30 July 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. Shareholders of the Company are reminded to ensure all properly executed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 pm on Friday, 24 July 2020.

**Mr. Ha Chak Hung**  
*Chairman*

Hong Kong, 29 June 2020



# INDEPENDENT AUDITOR'S REPORT



Tel : +852 2218 8288  
Fax: +852 2815 2239  
[www.bdo.com.hk](http://www.bdo.com.hk)

25<sup>th</sup> Floor Wing On Centre  
111 Connaught Road Central  
Hong Kong

電話 : +852 2218 8288  
傳真 : +852 2815 2239  
[www.bdo.com.hk](http://www.bdo.com.hk)

香港干諾道中111號  
永安中心25樓

## TO THE MEMBERS OF GRAND TALENTS GROUP HOLDINGS LIMITED

*(incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Grand Talents Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as “**the Group**”) set out on pages 47 to 111, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the 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 March 2020, 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 (“**HKSA**s”) 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.

### MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw attention to Note 3(b)(ii) to the consolidated financial statements, which indicates that the Group incurred a net loss of HK\$16,525,000 and reported an operating cash outflow of HK\$13,391,000. As of that date, the Group had current bank and other borrowings of HK\$12,000,000, trade and other payables of HK\$10,510,000, amounts due to directors of HK\$12,102,000 and bank overdraft of HK\$10,198,000 while the Group only maintained its bank balances and cash of HK\$11,525,000. These conditions, along with other matters as set forth in Note 3(b)(ii), indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.



# INDEPENDENT AUDITOR'S REPORT

## 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. In addition to the matter described in the “Material Uncertainty Related to Going Concern” section, we have determined the matters described below to be the key audit matters to be communicated in our report.

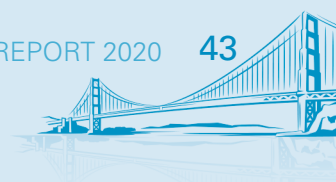
### ***Revenue from civil engineering construction contracts and repair and maintenance works contracts***

We identified the revenue from civil engineering construction contracts and repair and maintenance works contracts as a key audit matter due to significant judgments involved in the management's assessment process. The Group recognised revenue from civil engineering construction contracts and repair and maintenance works contracts amounted to HK\$17,403,000 and HK\$67,192,000 respectively for the year ended 31 March 2020. As disclosed in Note 4, revenue from civil engineering construction works and repair and maintenance works is recognised over time under output method which requires estimation made by the management of the Group on progress and outcome of the projects with reference to the payment certificates issued by the customers, payment applications, invoices and other information.

#### **Our response:**

Our procedures in relation to the revenue from civil engineering construction contracts and repair and maintenance works contracts included:

- Obtaining an understanding of the design and implementation and testing the operating effectiveness of key internal controls over the contract revenue recognition processes;
- Discussing with the project managers to understand the status of completion of the civil engineering construction and repair and maintenance projects during the year, on a sample basis;
- Verifying the reasonableness of the contract revenue by checking to the latest payment certificates issued by the customers, certificates of work completion, invoices and other information before and after year end date for the work performed as at year end, on a sample basis; and
- Assessing the reasonableness of the actual gross margin during the year by comparing with the budgeted gross margin of the civil engineering construction and repair and maintenance projects, on a sample basis.



# INDEPENDENT AUDITOR'S REPORT

## ***Impairment assessment of contract assets and trade receivables***

We identified impairment assessment of contract assets and trade receivables as a key audit matter due to the significance of contract assets and trade 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's contract assets and trade receivables at the end of the reporting period.

As at 31 March 2020, as set out in Notes 19 and 20 to the consolidated financial statements, the Group's contract assets and trade receivables amounting to HK\$20,429,000 and HK\$56,504,000, respectively and out of these trade receivables HK\$3,248,000 were past due.

As disclosed in Note 5 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of contract assets and trade receivables individually based on internal credit rating. Internal credit rating has been given to each debtor after considering aging, historical observed default rates, repayment history and past due status of respective trade receivables. Estimated loss rates are based on probability of default and loss given default with reference to an external credit report and are adjusted for forward-looking information. The impairment loss amount of the contract assets and trade receivables is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses.

As disclosed in Note 30(b) to the consolidated financial statements, the Group reversed an amount of HK\$336,000 and recognised an additional amount of HK\$6,230,000 of impairment loss of contract assets and trade receivables, respectively, for the year and the Group's lifetime ECL on contract assets and trade receivables as at 31 March 2020 amounted to HK\$624,000 and HK\$3,377,000, respectively.

### **Our response:**

Our procedures in relation to the impairment assessment of contract assets and trade receivables included:

- Understanding key controls on how the management estimates the credit loss allowance for contract assets and trade receivables;
- Challenging management's basis and judgement in determining credit loss allowance on trade receivables and contract assets as at 31 March 2020, including their identification of credit-impaired contract assets and trade receivables, the reasonableness of management's assignment of the internal credit rating to each debtor, and the basis of estimated loss rates applied;
- Testing the reasonableness of internal credit rating given to each debtor by checking trade receivables aging analysis as at 31 March 2020, historical observed default rates, repayment history and past due status of respective trade receivables by reviewing the relevant invoices, bank receipts and other supporting information, on a sample basis;
- Assessing the reasonableness of the estimated loss rates by comparing the probability of default and loss given default with reference to external credit report and reviewing the adjustment for forward-looking information, on a sample basis; and
- Evaluating the disclosures regarding the impairment assessment of contract assets and trade receivables in Notes 4, 5 and 30(b) to the consolidated financial statements.





# INDEPENDENT AUDITOR'S REPORT

## OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

## DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards 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.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

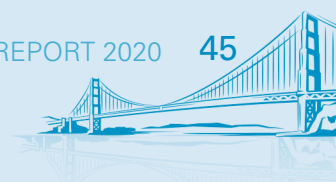
## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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. This report is made solely to you, as a body, in accordance with the terms of our 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 HKSA's 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.

As part of an audit in accordance with HKSA's, 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.



## INDEPENDENT AUDITOR'S REPORT

- 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 the Audit Committee 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.

We also provide the Audit Committee 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 the directors, 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.

### **BDO Limited**

*Certified Public Accountants*

### **Lee Ka Leung, Daniel**

Practising Certificate No. P01220

Hong Kong

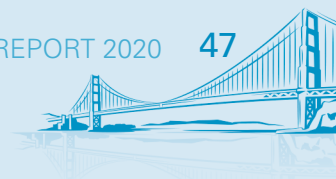
29 June 2020



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2020

	NOTES	2020 HK\$'000	2019 HK\$'000
Revenue	6	84,595	108,323
Cost of sales		(80,869)	(79,397)
Gross profit		3,726	28,926
Other income	7	397	191
Other gains and losses	8	93	1,355
Administrative expenses		(16,633)	(12,108)
Impairment loss under expected credit loss model		(5,894)	(4,892)
Listing expenses		—	(8,315)
Finance costs	9	(820)	(564)
(Loss)/profit before taxation		(19,131)	4,593
Income tax credit/(expense)	10	2,606	(2,670)
(Loss)/profit for the year attributable to owners of the Company	11	(16,525)	1,923
Other comprehensive income, after tax:			
Item that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		(110)	—
(Loss)/profit and total comprehensive (expense)/income for the year attributable to owners of the Company		(16,635)	1,923
(Loss)/earnings per share			
— Basic and diluted (HK cents)	15	(3.44)	0.46



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2020

	NOTES	2020 HK\$'000	2019 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	16	5,974	4,963
Right-of-use assets	17	1,070	—
Interest in a joint venture	18	—	—
Deferred tax assets	26	2,285	—
		<b>9,329</b>	4,963
<b>Current assets</b>			
Contract assets	19	20,429	31,255
Trade and other receivables	20	65,080	60,686
Amount due from a related company	21	2	—
Tax recoverable		1,742	489
Bank balances and cash	22	11,525	18,492
		<b>98,778</b>	110,922
<b>Current liabilities</b>			
Trade and other payables	23	10,510	13,013
Amount due to a related company	21	—	243
Amounts due to directors	21	12,102	—
Bank and other borrowings	24	12,000	12,739
Tax payable		—	453
Lease liabilities	25	533	—
Obligations under finance leases	25	—	89
Bank overdraft	22	10,198	9,975
		<b>45,343</b>	36,512
<b>Net current assets</b>		<b>53,435</b>	74,410
<b>Total assets less current liabilities</b>		<b>62,764</b>	79,373
<b>Non-current liabilities</b>			
Lease liabilities	25	462	—
Obligations under finance leases	25	—	115
Deferred tax liabilities	26	207	528
		<b>669</b>	643
<b>Net assets</b>		<b>62,095</b>	78,730
<b>Capital and reserves</b>			
Share capital	27	4,800	4,800
Reserves		57,295	73,930
<b>Total equity</b>		<b>62,095</b>	78,730

The consolidated financial statements on pages 47 to 111 were approved and authorised for issue by the board of directors on 29 June 2020 and are signed on its behalf by:

**Ha Chak Hung**  
DIRECTOR

**Ip Chu Shing**  
DIRECTOR



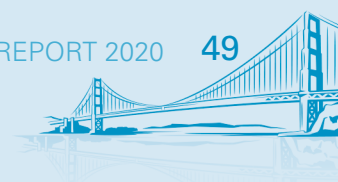
# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2020

	Attributable to owners of the Company					Total HK\$'000
	Share capital HK\$'000 (Note 34(i))	Share premium HK\$'000 (Note 34(i))	Other reserve HK\$'000 (Note (i))	Exchange reserve HK\$'000 (Note (ii))	Retained profits HK\$'000 (Note (iii))	
<b>At 1 April 2018</b>	78	13,994	1,385	—	21,363	36,820
Profit and total comprehensive income for the year	—	—	—	—	1,923	1,923
Arising from the Reorganisation (Note iv)	(78)	(13,994)	14,072	—	—	—
Issuance of shares upon initial public offering (Note 27(c))	1,200	46,800	—	—	—	48,000
Capitalisation issue of new shares (Note 27(d))	3,600	(3,600)	—	—	—	—
Expenses incurred in connection with issuance of new shares	—	(8,013)	—	—	—	(8,013)
<b>At 31 March 2019</b>	<b>4,800</b>	<b>35,187</b>	<b>15,457</b>	<b>—</b>	<b>23,286</b>	<b>78,730</b>
Loss for the year	—	—	—	—	(16,525)	(16,525)
Other comprehensive income for the year	—	—	—	(110)	—	(110)
Total comprehensive income for the year	—	—	—	(110)	(16,525)	(16,635)
<b>At 31 March 2020</b>	<b>4,800</b>	<b>35,187</b>	<b>15,457</b>	<b>(110)</b>	<b>6,761</b>	<b>62,095</b>

## Notes:

- (i) Other reserve represents (a) the deemed distribution to Ms. Wang Shen ("**Ms. Wang**"), mother of Mr. Ha Chak Hung ("**Mr. Ha**"), one of the Controlling Shareholders (as defined in note 1), and Mr. Ha and Mr. Ip Chu Shing ("**Mr. Ip**"), the directors of Talent Mark Development Limited ("**TMD**"), which arises from the differences between the fair values of the lower-than-market advances to each of them and the nominal amounts of the advances at initial recognition, and (b) share of deemed contribution of HK\$1,011,000 by the non-controlling interest of Talent Tren Construction Limited ("**Talent Tren**") in respect of waiver of the amount due to TMD of the amount of HK\$3,062,000 pursuant to a debt waiver agreement entered into between TMD and Talent Tren on 10 October 2016, and (c) the consideration in acquiring the entire equity interests of Talent Mart Construction Co., Limited ("**TMC**") and TMD by allotment and issuance of 4,000 and 4,200 ordinary shares with par value of US\$1 each of China Talents Group Limited ("**China Talents**") to Talent Prime Group Limited ("**Talent Prime**") and the reclassification of share capital of TMD and TMC to other reserve, and (d) the reclassification of share capital of China Talents of HK\$78,000 (equivalent to US\$10,000) and share premium of China Talents of HK\$13,994,000 to other reserve upon completion of the Reorganisation (as defined in note 1).
- (ii) The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong which were dealt with in accordance with the accounting policy as set out in Note 4(d) to the consolidated financial statements.
- (iii) It represents cumulative net profits recognised in the consolidated statement of profit or loss and other comprehensive income.
- (iv) The amount represents the share capital and share premium of China Talents which is transferred to other reserve upon completion of the Reorganisation.





# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2020

	2020 HK\$'000	2019 HK\$'000
<b>OPERATING ACTIVITIES</b>		
(Loss)/profit before taxation	(19,131)	4,593
Adjustments for:		
Depreciation on property, plant and equipment	2,513	1,340
Depreciation on right-of-use assets	637	—
Impairment loss under expected credit loss model	5,894	4,892
Loss/(gain) on disposal of property, plant and equipment	38	(101)
Reversal of share of post-acquisition losses of a joint venture	—	(1,254)
Interest expense	820	564
Bank interest income	(218)	(63)
Operating cash flows before movements in working capital	(9,447)	9,971
Decrease/(increase) in contract assets	11,162	(22,391)
Increase in trade and other receivables	(10,624)	(22,198)
Decrease in trade and other payables	(2,533)	(3,530)
(Decrease)/increase in amount due to a related company	(243)	179
Cash used in operations	(11,685)	(37,969)
Income tax paid	(1,706)	(6,737)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(13,391)</b>	<b>(44,706)</b>
<b>INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(3,977)	(4,967)
Proceeds from disposal of property, plant and equipment	—	120
Repayment from directors	—	1,886
Advances to a related company	(2)	—
Interest received	218	63
Repayment from a joint venture	—	3,628
<b>NET CASH (USED IN)/FROM INVESTING ACTIVITIES</b>	<b>(3,761)</b>	<b>730</b>
<b>FINANCING ACTIVITIES</b>		
New bank borrowings raised	8,000	19,279
Repayment of bank borrowings	(8,739)	(9,283)
Proceeds from issuance of share upon initial public offering	—	48,000
Issue costs paid	—	(5,404)
Advances from directors	12,102	—
Repayment of obligations under finance leases	—	(377)
Interest paid	(753)	(564)
Capital element of lease liabilities paid	(553)	—
Interest element of lease liabilities paid	(67)	—
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>9,990</b>	<b>51,651</b>
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(7,162)</b>	<b>7,675</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>8,517</b>	<b>842</b>
Effect of foreign exchange rate changes	(28)	—
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by</b>	<b>1,327</b>	<b>8,517</b>
Bank balances and cash	11,525	18,492
Bank overdraft	(10,198)	(9,975)
	<b>1,327</b>	<b>8,517</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 1. GENERAL

The Company was incorporated in the Cayman Islands under the Companies Law Chapter 22 of the Cayman Islands (the “**Companies Law**”) as an exempted company with limited liability on 23 October 2017. Its parent and ultimate holding company is Talent Prime, a limited liability company incorporated in the British Virgin Islands (“**the BVI**”). Its ultimate controlling parties are Mr. Ha and Mr. Ip who are also the directors of the Company.

The addresses of the registered office of the Company is located at P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and the principal place of business of the Company is located at Office 15, 9/F., Mega Cube, No. 8 Wang Kwong Road, Kowloon, Hong Kong.

In preparation of the listing of the Company, the Group underwent a group reorganisation (the “**Reorganisation**”). Prior to the Reorganisation, the entire equity interests of TMD and TMC were beneficially owned by two individuals, namely Mr. Ha and Mr. Ip collectively as the controlling shareholders (the “**Controlling shareholders**”). The Controlling Shareholders have been controlling TMD and TMC on a collective basis on decision making process over, including but not limited to, financial, management and operational matter of TMD and TMC and they have always been acting in concert.

The Reorganisation comprises the following steps:

- (i) Talent Prime was incorporated in the BVI with limited liability on 5 July 2017.
- (ii) China Talents was incorporated in the BVI with limited liability on 17 February 2017. Upon incorporation, 500 and 500 fully paid ordinary shares with a par value of US\$1 each of China Talents were allotted and issued at par to Mr. Ha and Mr. Ip, respectively. On 31 July 2017, China Talents further allotted and issued 100 fully-paid ordinary shares to Talent Prime at a cash consideration of HK\$7,000,000. On 31 August 2017, upon the settlement of the consideration of HK\$7,000,000 as criterion set out in the subscription agreement, Infinite Honor Limited (“**Infinite Honor**”), an independent third party, obtained the equity interest in relation to 700 ordinary shares of China Talents representing 7% of the issued share capital of China Talents, while the allotment and issuance of the respective shares was made on 24 October 2017. A supplemental agreement was entered into by China Talents and Infinite Honor on 31 December 2017, to clarify the transfer of equity interest to Infinite Honor on 31 August 2017, despite the shares of China Talents were subsequently allotted and issued on a later date.
- (iii) The Company was incorporated in the Cayman Islands on 23 October 2017. On the date of incorporation, one fully-paid share was allotted and issued at par of HK\$0.01 each to the initial subscriber to the Company, which was subsequently transferred to Talent Prime on 23 October 2017. On the same date, the Company allotted and issued 99 fully-paid shares to Talent Prime.
- (iv) On 24 October 2017, China Talents acquired the entire equity interest of TMC from Mr. Ha and Mr. Ip in consideration of the allotment and issuance of 4,000 ordinary shares of China Talents to Talent Prime. Upon completion, TMC became a wholly-owned subsidiary of China Talents.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 1. GENERAL (continued)

- (v) Prior to 16 August 2011, Mr. Ha holds one share in TMD. On 16 August 2011, Mr. Ha transferred his one share in TMD to Ms. Wang. On 20 June 2013, TMD allotted 2,099,999 ordinary shares to each of Mr. Ip and Ms. Wang (who held the shares as nominee for Mr. Ha), respectively. Pursuant to a confirmatory deed signed between Mr. Ha and Ms. Wang on 24 October 2017, Mr. Ha has beneficially owned 50% of the issued capital of TMD during the period from 16 August 2011 to 24 October 2017. On 24 October 2017, Ms. Wang transferred 2,100,000 ordinary shares representing 50% of the issued capital of TMD to Mr. Ha at a consideration of HK\$1. On the same date, China Talents acquired the entire equity interest of TMD from Mr. Ha and Mr. Ip in consideration of (i) transfer of 500 and 500 ordinary shares of China Talents held by Mr. Ha and Mr. Ip, respectively to Talent Prime and, (ii) allotment and issuance of 4,200 ordinary shares of China Talents to Talent Prime. Upon completion, TMD became a wholly-owned subsidiary of China Talents.
- (vi) On 21 September 2018, the Company was interspersed between Talent Prime and China Talents by acquiring 10,000 ordinary shares, representing entire equity interest of China Talents, in consideration of allotting and issuing 9,200 and 700 ordinary shares of the Company to Talent Prime and Infinite Honor, respectively.

Upon the completion of the above steps, Talent Prime became the ultimate holding company of the Company which is not forming part of the Company and its subsidiaries (the “**Group**”) upon completion of the Reorganisation on 21 September 2018. The Company became a holding company of the Group on the same date. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity.

Since TMC and TMD were under common control by the Controlling Shareholders, the equity transfer of these companies as stated above, except for the subscription of interest of China Talents by Infinite Honor as stated in note (ii), have been accounted for as a business combination involving entries under common control using the principles of merger accounting in accordance with Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as if the transfers had been completed on 1 April 2018. Accordingly, the consolidated financial statements of the entities comprising the Group for the year ended 31 March 2019 have been prepared as if the Company had always been the holding company of the Group.

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 ended 31 March 2019 have been prepared to present the results, changes in equity and cash flows of the companies now comprising the Group, as if the group structure upon the completion of the Reorganisation had been in existence throughout the year ended 31 March 2019.

The Company is an investment holding company. The Group is principally engaged in provision of civil engineering construction works of road and highway related infrastructures and repair and maintenance works for structures of roads and highways. The principal activities of its subsidiaries are set out in Note 35.

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



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

### (a) New and amendments to HKFRSs that are mandatorily effective for the current year

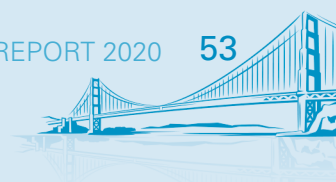
The Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time in the current year:

HKFRS 16	Leases
HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23	Annual Improvements to HKFRSs 2015-2017 Cycle

The impact of the adoption of HKFRS 16 Leases have been summarised in below. The other new or amended HKFRSs that are effective from 1 April 2019 did not have any significant impact on the Group’s accounting policies.

#### (i) Impact of the adoption of HKFRS 16

HKFRS 16 brings significant changes in accounting treatment for lease accounting, primarily for accounting for lessees. It replaces HKAS 17 Leases (“**HKAS 17**”), HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Int 15 Operating Leases-Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. From a lessee’s perspective, almost all leases are recognised in the consolidated statement of financial position as a right-of-use assets and a lease liabilities, with the narrow exception to this principle for leases which the underlying assets are of low-value or are determined as short-term leases. From a lessor’s perspective, the accounting treatment is substantially unchanged from HKAS 17. For details of HKFRS 16 regarding its new definition of a lease, its impact on the Group’s accounting policies and the transition method adopted by the Group as allowed under HKFRS 16, please refer to section (ii) to (iv) of this note.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### (a) New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

#### (i) Impact of the adoption of HKFRS 16 (continued)

The Group has applied HKFRS 16 using the modified retrospective approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balances at the date of initial application. The comparative information presented in 2019 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The following table summarised the impact of the transition of HKFRS 16 on the consolidated statement of financial position as at 1 April 2019 as follows:

	Increase/ (decrease) HK\$'000
<b>Assets</b>	
Right-of-use assets	415
Property, plant and equipment	(415)
<b>Total assets</b>	—
<b>Liabilities</b>	
Lease liabilities (current)	89
Lease liabilities (non-current)	115
Obligations under finance leases (current)	(89)
Obligations under finance leases (non-current)	(115)
<b>Total liabilities</b>	—

The following reconciliation explains how the operating lease commitments disclosed applying HKAS 17 at the end of 31 March 2019 could be reconciled to the lease liabilities at the date of initial application recognised in the consolidated statement of financial position as at 1 April 2019:

	HK\$'000
<b>Reconciliation of operating lease commitment to lease liabilities</b>	
Operating lease commitment as of 31 March 2019	65
Less: short-term leases for which lease terms ending in the year ended 31 March 2020	(65)
Add: Obligations under finance leases as at 31 March 2019	204
<b>Total lease liabilities as of 1 April 2019</b>	<b>204</b>





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(continued)*

### (a) New and amendments to HKFRSs that are mandatorily effective for the current year *(continued)*

#### (ii) *The new definition of lease*

Under HKFRS 16, a lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A contract conveys the right to control the use of an identified asset for a period of time when the customer, throughout the period of use, has both: (a) the right to obtain substantially all of the economic benefits from use of the identified asset and (b) the right to direct the use of the identified asset.

For a contract that contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless the lessee apply the practical expedient which allows the lessee to elect, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

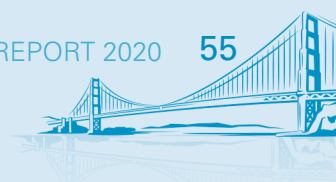
The Group has elected not to separate non-lease components and account for all each lease component and any associated non-lease components as a single lease component for all leases.

#### (iii) *Accounting as a lessee*

Under HKAS 17, a lessee has to classify a lease as an operating lease or a finance lease based on the extent to which risks and rewards incidental to ownership of a lease asset lie with the lessor or the lessee. If a lease is determined as an operating lease, the lessee would recognise the lease payments under the operating lease as an expense over the lease term. The asset under the lease would not be recognised in the consolidated statement of financial position of the lessee.

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but HKFRS 16 provides accounting policy choices for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

The Group recognised a right-of-use asset and a lease liability at the commencement date of a lease.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(continued)*

### (a) New and amendments to HKFRSs that are mandatorily effective for the current year *(continued)*

#### (iii) Accounting as a lessee *(continued)*

##### *Right-of-use asset*

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

##### *Lease liability*

The lease liability should be recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group shall use the Group’s incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

#### (iv) Transition

As mentioned above, the Group has applied HKFRS 16 using the modified retrospective approach HKFRS 16.

The Group has also leased certain of its motor vehicles which previously were classified as finance leases under HKAS 17. As the Group has elected to adopt the modified retrospective method over the adoption of HKFRS 16, for those finance leases under HKAS 17, the right-of-use assets and the corresponding lease liabilities at 1 April 2019 were the carrying amount of the lease assets and lease liabilities under HKAS 17 immediately before that date. For those leases, the Group has accounted for the right-of-use assets and the lease liabilities applying HKFRS 16 from 1 April 2019.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(continued)*

### (b) New and amendments to HKFRSs in issue but not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 3	Definition of a Business <sup>1</sup>
Amendments to HKAS 1 and HKAS 8	Definition of material <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> No mandatory effective date yet determined but available for adoption

The directors of the Company anticipate that the application of all the above new pronouncements will have no material impact on the Group’s accounting policies and consolidated financial statements.

## 3. BASIS OF PREPARATION

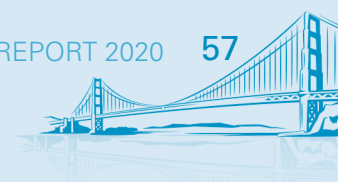
### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRSs**”) and the provisions of the Hong Kong Companies Ordinance which concern the preparation of the consolidated financial statements. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**Listing Rules**”).

### (b) Basis of measurement and going concern assumption

#### (i) Basic of measurement

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. BASIS OF PREPARATION *(continued)*

### (b) Basis of measurement and going concern assumption *(continued)*

#### (ii) *Going concern basis*

During the year ended 31 March 2020, the Group incurred a net loss of HK\$16,525,000 and reported an operating cash outflow of HK\$13,391,000. As of that date, the Group had current bank and other borrowings of HK\$12,000,000 (Note 24(a)), trade and other payables of HK\$10,510,000 (Note 23), amounts due to directors of HK\$12,102,000 (Note 21) and bank overdraft of HK\$10,198,000 (Note 22) while the Group only maintained its bank balances and cash of HK\$11,525,000 (Note 22).

The above conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and, therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the directors of the Company have prepared a cash flow forecast of the Group covering a period of fifteen-month (the "**Forecasted Period**"). In preparing the cash flow forecast, the directors of the Company have given careful consideration to its operating needs, the future liquidity of the Group and its available sources of financing in assessing whether the Group will be able to repay the outstanding debts and be able to finance its future working capital and other financial requirements.

Certain plans and measures have been and are being taken to mitigate the liquidity pressure and to improve the financial position of the Group in the cash flow forecast, which mainly include, but are not limited to, the following:

- (a) The directors have agreed in writing that they would not demand repayment from the Group for the amounts due to them (Note 21) until the Group is in a position to repay. Two directors have also confirmed that they will provide financial support to the Group when the Group faces difficulties in repaying the principal and interests in relation to the above-mentioned borrowings and to finance its operations for at least twelve months from the end of the reporting period;
- (b) In early June 2020, the Group has entered into a new bank loan agreement with its major bank for a principal of HK\$4,000,000 which is repayable after one year from the date of withdrawal. Up to the date of authorisation for issue of these consolidated financial statements, the principal is not drawn yet;
- (c) The Group has been actively negotiating with its major bank to further renew the bank borrowing of HK\$4,000,000 included in bank and other borrowings (Note 24(a)) and the bank overdraft (Note 22) that are subject to a renewal review in early 2021 for at least twelve months. In analysing whether the further renewal would be successful, the directors of the Company have considered the headroom available before the relevant covenants would be considered and are of the opinion that the Group would be able to complete the renewal;



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 3. BASIS OF PREPARATION *(continued)*

### (b) Basis of measurement and going concern assumption *(continued)*

#### (ii) *Going concern basis (continued)*

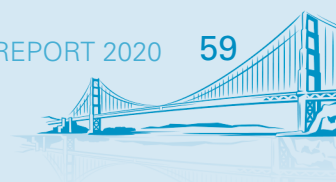
- (d) The Group has currently negotiating with a financial institution for the further renewal of a borrowing amounting to HK\$8,000,000 that has been currently outstanding as at 31 March 2020 (Note 24(b)) and subject to a renewal review in September 2020. The directors of the Company have performed an assessment on the renewal conditions of the borrowing and considered that the Group would be able to meet those conditions;
- (e) The Group has taken a more vigilant approach in managing the progress of projects and related costs with the aim to enable the Group to attain more profitable operations by controlling costs and to improve its operating cash outflows.

The Directors are of the opinion that, taking into account the above-mentioned plans and measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the Forecasted Period. Accordingly, it is appropriate to prepare the consolidated financial statements for the year ended 31 March 2020 on a going concern basis notwithstanding there is a material uncertainty related to the outcomes of the plans and measures as described above.

The consolidated financial statements do not include any adjustments that may be necessary should the going concern basis of preparation be determined to be inappropriate. These would include any adjustments to write down the Group's assets to their net realisable amounts, to provide for any liabilities which may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively.

### (c) Functional and presentation currency

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





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of consolidation

The consolidated financial statement incorporates the financial statements of the Company and entities controlled by the Company and its subsidiaries. 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.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

### *Changes in the Group's ownership interests in existing subsidiaries*

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interest (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9/HKAS 39 or, when applicable, the cost on initial recognition of an investment in a joint venture.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (a) Basis of consolidation *(continued)*

#### ***Merger accounting for business combination involving businesses under common control***

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

The net assets of the combining businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

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

The comparative amounts in the consolidated financial statements are presented as if the businesses had been combined at the beginning of the previous reporting period or when they first came under common control, whichever is shorter.

### (b) Interest in a joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of the joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an interest in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interests held by the Group. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An interest in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the interest in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (b) Interest in a joint venture *(continued)*

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

### (c) Revenue from contracts with customers

HKFRS 15 introduces a 5-step approach when recognising revenue:

- 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; and
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under HKFRS 15, 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 the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (c) Revenue from contracts with customers *(continued)*

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Revenue from civil engineering construction works and repair and maintenance work are recognised over time since the Group's performance creates or enhances an asset that the customer controls as the Group performs.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, 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.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

#### ***Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation***

##### *Output method*

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

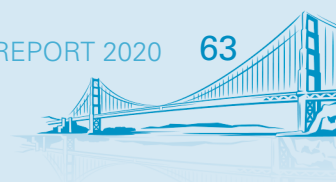
##### *Interest income*

Interest income, which mainly includes interest income from banks, is accrued on a time-apportioned basis by reference to the principal outstanding using the effective interest method.

### (d) Foreign currencies

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the "**functional currency**") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. 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 translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which case, the exchange differences are also recognised directly in other comprehensive income.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (d) Foreign currencies *(continued)*

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve. Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

### (e) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### (f) Leases (accounting policies applied from 1 April 2019)

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

#### ***Right-of-use asset***

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are applying a cost model. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (f) Leases (accounting policies applied from 1 April 2019) *(continued)*

#### *Lease liability*

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

### (g) Leases (accounting policies applied until 31 March 2019)

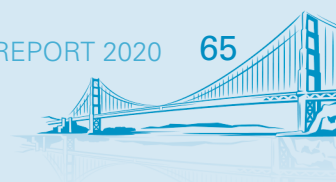
Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as obligations under finance leases.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

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



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (h) Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme (the “**MPF Scheme**”) in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

#### *Short-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 benefits in the cost of an asset.

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

### (i) 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 of items of income or expense that are taxable or deductible in other years and 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 each reporting period.

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

Deferred tax liabilities are recognised for taxable temporary differences associated with interest in a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (i) **Taxation** *(continued)*

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 rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax assets and liabilities 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

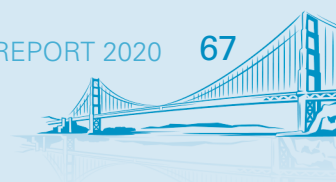
### (j) **Property, plant and equipment**

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (k) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- right-of-use assets;
- investments in subsidiaries; and
- interest in a joint venture.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent 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 in prior years. A reversal of an impairment loss is recognised as income immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit, 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 or cash generating unit.

### (l) Financial instruments

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

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 April 2018. 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.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability 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 asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (I) Financial instruments *(continued)*

#### **Financial assets**

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

All of the Group's financial assets are subsequently measured at amortised cost.

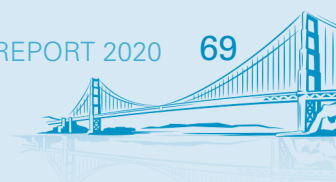
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period.

The Group recognises an impairment loss for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, other receivables, amounts due from directors, amount due from a joint venture, loan to a joint venture and bank balances) and contract assets. 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, 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 and contract assets. The ECL on these assets are assessed individually.

For all other instruments, the Group measures the impairment loss equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, 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.





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (I) Financial instruments *(continued)*

#### **Financial assets** *(continued)*

##### *Significant increase in credit risk*

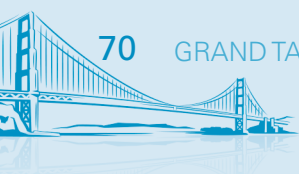
In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In 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;
- 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.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (I) Financial instruments *(continued)*

#### *Financial assets (continued)*

##### *Definition of default*

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset 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.

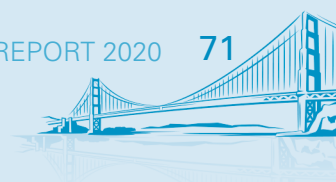
##### *Credit-impaired financial assets*

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

##### *Write-off policy*

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (I) Financial instruments *(continued)*

#### *Financial assets (continued)*

##### *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. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and 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 trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

##### *Derecognition of financial assets*

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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (l) Financial instruments *(continued)*

#### ***Financial liabilities and equity instruments***

##### *Classification as debt or equity*

Debt and equity instruments issued by the Company are classified as either financial liabilities or as 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 the group entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

##### *Financial liabilities at amortised cost*

Financial liabilities, including trade and other payables, amount due to a related party, bank and other borrowings, lease liabilities, obligations under finance leases and bank overdraft, are subsequently measured at amortised cost, using the effective interest method.

##### *Derecognition of financial liabilities*

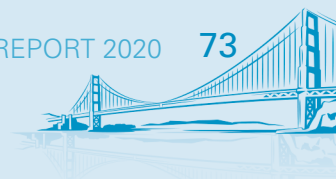
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### (m) Provisions and contingent liabilities

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. 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 flow (when the effect of the time value of money is material).

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (n) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 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 Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### **Estimated revenue of civil engineering construction works and repair and maintenance works**

Revenue from civil engineering construction works and repair and maintenance works is recognised over time under output method which requires estimation made by the management of the Group on progress and outcome of the projects with reference to the payment certificates issued by the customers, payment applications, invoices and other information. The management's estimate of revenue and the completion status of contract works requires significant judgement and has a significant impact on the amount and timing of revenue recognised. The civil engineering construction works and repair and maintenance works performed by the Group would also be certified by the customers periodically according to the construction contracts. The Group regularly reviews and revises the estimation of contract revenue prepared for each contract as the contract progresses based on the internal progress reports.

### **Impairment assessment of contract assets and trade receivables**

The management of the Group estimates the amount of lifetime ECL of contract assets and trade receivables individually based on internal credit rating. Internal credit rating has been given to each debtor after considering aging, historical observed default rates, repayment history and past due status of respective trade receivables. Estimated loss rates are based on probability of default and loss given default with reference to an external credit report and are adjusted for forward-looking information. The impairment loss amount of the contract assets and trade receivables is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 6. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable from provision of civil engineering construction works and repair and maintenance works.

### Disaggregation of revenue from contracts with customers

	2020 HK\$'000	2019 HK\$'000
<b>Type of services</b>		
Civil engineering construction works	17,403	22,763
Repair and maintenance works	67,192	85,560
	<b>84,595</b>	108,323

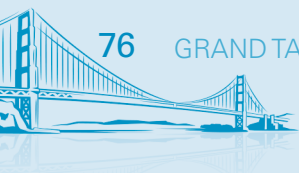
### Performance obligations for contracts with customers

The Group provides civil engineering construction works and repair and maintenance works to customers. Such works are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the Group performs. Revenue is recognised for these contract works based on the stage of completion of the contract using output method. Contracts with the Group's customers are agreed in fixed-price.

The Group's contracts include payment schedules which require stage payments over the contract period once certain specified milestones are reached.

A contract asset is recognised over the period in which the contract services are performed representing the Group's right to consideration for the services performed because the rights are conditional on the Group's future performance in achieving specified milestones. The contract assets are transferred to trade receivables when the rights become unconditional.

Retention receivables, prior to expiration of defect liability period, are classified as contract assets, which ranges from one to two years from the date of the practical completion of the contract works. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the contract services performed comply with agreed upon specifications and such assurance cannot be purchased separately.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 6. REVENUE AND SEGMENT INFORMATION *(continued)*

### Transaction price allocated to the remaining performance obligation for contracts with customers

Transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) for contracts with customers that remain outstanding as at reporting date and the expected timing at recognising revenue is set out below:

	2020 HK\$'000	2019 HK\$'000
Civil engineering construction works		
— Within one year	2,579	11,810
— More than one year but not more than two years	—	5,158
	2,579	16,968

All provision of repair and maintenance works are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed for both years.

The Group determines its operating segments based on the reports reviewed by the chief operating decision maker ("CODM"), Mr. Ha and Mr. Ip, the executive directors, for the purposes of resource allocation and assessment of segment performance focuses on types of services delivered or provided. Information reported to CODM is based on business line operated by the Group. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group. Specifically, the Group's reportable and operating segments under HKFRS 8 *Operating Segments* are as follows:

- (i) Civil engineering construction works — Provision of civil engineering construction works of road and highway related infrastructures
- (ii) Repair and maintenance works — Provision of repair and maintenance works for structures of roads and highways

The Group's CODM makes decisions according to the operating results of each segment. No analysis of segment assets and segment liabilities is presented as the Group's CODM does not regularly review such information for the purpose of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 6. REVENUE AND SEGMENT INFORMATION *(continued)*

### Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

#### For the year ended 31 March 2020

	Civil engineering construction works HK\$'000	Repair and maintenance works HK\$'000	Total HK\$'000
<i>Segment revenue</i>			
External sales	17,403	67,192	84,595
<i>Segment results</i>	1,110	2,616	3,726
Impairment loss under expected credit loss model	(140)	(5,754)	(5,894)
Other income			397
Other gains and losses			93
Administrative expenses			(16,633)
Finance costs			(820)
Loss before taxation			(19,131)

#### For the year ended 31 March 2019

	Civil engineering construction works HK\$'000	Repair and maintenance works HK\$'000	Total HK\$'000
<i>Segment revenue</i>			
External sales	22,763	85,560	108,323
<i>Segment results</i>	2,668	26,258	28,926
Impairment loss under expected credit loss model	(1,579)	(3,313)	(4,892)
Other income			191
Other gains and losses			1,355
Administrative expenses			(12,108)
Listing expenses			(8,315)
Finance costs			(564)
Profit before taxation			4,593

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 4. Segment results mainly represented gross profit earned by each segment without allocation of other income, other gains and losses, administrative expenses, impairment loss under expected credit loss model, listing expenses and finance costs. This is the measure reported to CODM for the purposes of resource allocation and performance assessment. During the year ended 31 March 2020, the impairment loss under expected credit loss model is not included in the segment results. The presentation for the year ended 31 March 2019 is also reclassified.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 6. REVENUE AND SEGMENT INFORMATION *(continued)*

### Geographical information

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

### Information about major customers

Revenue from customers for the year individually contributing over 10% of the Group's revenue is as follows:

	2020 HK\$'000	2019 HK\$'000
Customer A <sup>1</sup>	19,800	23,666
Customer B <sup>2</sup>	14,825	19,341
Customer C <sup>1</sup>	43,384	39,700

1 Revenue from repair and maintenance works.

2 Revenue from civil engineering construction works.

## 7. OTHER INCOME

	2020 HK\$'000	2019 HK\$'000
Bank interest income	218	63
Sale of raw materials	136	—
Income from IPO shares issued	—	65
Other income	43	63
	397	191

## 8. OTHER GAINS AND LOSSES

	2020 HK\$'000	2019 HK\$'000
(Loss)/gain on disposal of property, plant and equipment	(38)	101
Reversal of share of post-acquisition losses of a joint venture	—	1,254
Others	131	—
	93	1,355

## 9. FINANCE COSTS

	2020 HK\$'000	2019 HK\$'000
Interests on bank borrowings and bank overdraft	753	534
Interests on lease liabilities	67	—
Interests on obligations under finance leases	—	30
	820	564





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 10. INCOME TAX (CREDIT)/EXPENSE

	2020 HK\$'000	2019 HK\$'000
Hong Kong Profits Tax		
Current year	—	2,199
Deferred tax (Note 26)	(2,606)	471
	(2,606)	2,670

Pursuant to the rules and regulations of Cayman Islands and the British Virgin Islands (the “BVI”), the Group is not subject to any income tax under such jurisdictions for the years ended 31 March 2020 and 2019.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits. In addition, two subsidiaries of the Company operating in Hong Kong enjoyed tax concessions for year of assessment 2019/20, under which the Hong Kong Profits Tax was reduced by 75%, subject to a ceiling of HK\$20,000 (2019: HK\$20,000) per case.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces 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 tax 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 not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Profits of a subsidiary established in the People’s Republic of China (the “PRC”) during the year ended 31 March 2020 are subject to the Enterprise Income Tax (“EIT”). Under the Law of the People’s Republic of China and Implementation Regulation on EIT, the tax rate of the PRC subsidiary is 25%.

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

	2020 HK\$'000	2019 HK\$'000
(Loss)/profit before taxation	(19,131)	4,593
Tax (credit)/charge at Hong Kong Profits Tax rate of 16.5% (2019: 16.5%)	(3,156)	758
Tax effect of different tax rate of subsidiary operating in other jurisdiction	(152)	—
Tax effect of expenses not deductible for tax purpose	724	2,351
Tax effect of income not taxable for tax purpose	(22)	(234)
Tax effect of profit under tax concessions	—	(40)
Tax concession under two-tiered tax rate regime	—	(165)
Income tax (credit)/expense for the year	(2,606)	2,670

In respect of deferred tax assets and liabilities, details are set out in Note 26 to the consolidated financial statements.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

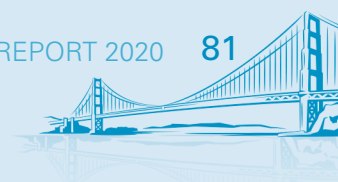
For the year ended 31 March 2020

## 11. (LOSS)/PROFIT FOR THE YEAR

	2020 HK\$'000	2019 HK\$'000
(Loss)/profit and total comprehensive income for the year has been arrived at after charging:		
Directors' remuneration		
Fees	798	252
Salaries and other allowances	1,440	1,326
Retirement benefits scheme contributions	75	48
	2,313	1,626
Other staff costs:		
Salaries and other allowances	33,074	25,880
Retirement benefits scheme contributions	1,345	1,080
Total staff costs	36,732	28,586
Auditor's remuneration	750	1,040
Short-term leases		
— Office premises	65	—
— Machinery and equipment	1,666	—
Expenses relating to lease of low-value assets	10	—
Minimum lease payments in respect of operating leases	—	2,818
	1,741	2,818
Depreciation on property, plant and equipment	2,513	1,340
Depreciation on right-of-use assets	637	—

## 12. DIVIDEND

No dividend was paid or proposed during the year, nor has any dividend been proposed since the end of reporting period (2019: HK\$ Nil).



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 13. DIRECTORS' EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

	Directors' fees HK\$'000	Salaries and other allowances HK\$'000	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
Year ended 31 March 2020				
<b>Executive directors:</b>				
Mr. Ha	—	720	18	738
Mr. Ip	—	720	18	738
Mr. Han Shengjun ("Mr. Han") (appointed on 29 April 2019)	363	—	17	380
<b>Non-executive director:</b>				
Mr. Lau Yik Lok ("Mr. Lau") (resigned on 15 November 2019)	75	—	4	79
<b>Independent non-executive directors:</b>				
Ms. Tang Shui Man ("Ms. Tang")	120	—	6	126
Mr. Yuk Kai Yao ("Mr. Yuk")	120	—	6	126
Dr. Fok Wai Sun ("Dr. Fok")	120	—	6	126
<b>Total</b>	<b>798</b>	<b>1,440</b>	<b>75</b>	<b>2,313</b>

	Directors' fees HK\$'000	Salaries and other allowances HK\$'000	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
Year ended 31 March 2019				
<b>Executive directors:</b>				
Mr. Ha	—	663	18	681
Mr. Ip	—	663	18	681
<b>Non-executive director:</b>				
Mr. Lau	63	—	3	66
<b>Independent non-executive directors:</b>				
Ms. Tang	63	—	3	66
Mr. Yuk	63	—	3	66
Dr. Fok	63	—	3	66
<b>Total</b>	<b>252</b>	<b>1,326</b>	<b>48</b>	<b>1,626</b>

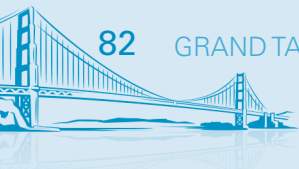
Mr. Ip was appointed as the chief executive officer of the Company on 21 September 2018. Ms. Tang, Mr. Yuk and Dr. Fok were appointed as independent non-executive directors of the Company on 21 September 2018.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company (since its incorporation) and the Group.

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

During both years, no emoluments were paid by the Group to any of the directors 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 in both years.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 14. EMPLOYEES' EMOLUMENTS

The five highest paid individuals of the Group during the year included two directors (2019: two directors). Details of whose emoluments are set out in Note 13 above. Details of the emoluments of the remaining three (2019: three) highest paid non-director individuals for the year, are as follows:

	<b>2020</b> <b>HK\$'000</b>	2019 HK\$'000
Salaries and other benefits	<b>1,777</b>	1,551
Discretionary bonus	<b>50</b>	50
Retirement benefits scheme contributions	<b>53</b>	51
	<b>1,880</b>	1,652

Discretionary bonus was determined with reference of the Group's operating result and individual performance for such financial year.

The emoluments were within the following band:

	<b>2020</b> <b>No of</b> <b>individuals</b>	2019 No of individuals
Nil to HK\$1,000,000	<b>3</b>	3

During both years, no emoluments were paid by the Group to the remaining three (2019: three) highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 15. (LOSS)/EARNINGS PER SHARE

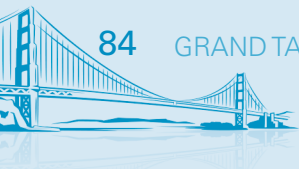
### (a) Basic (loss)/earnings per share

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

	2020 HK\$'000	2019 HK\$'000
<b>(Loss)/Earnings</b>		
(Loss)/Earnings for the purposes of basic and diluted (loss)/earnings per share (loss/profit for the year attributable to owners of the Company)	<b>(16,525)</b>	1,923
	2020 '000	2019 '000
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	<b>480,000</b>	415,233

### (b) Diluted (loss)/earnings per share

Diluted (loss)/earnings per share for the years ended 31 March 2020 and 2019 is the same as the basic (loss)/earnings per share of the Company as there are no dilutive potential ordinary shares for the years ended 31 March 2020 and 2019.





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

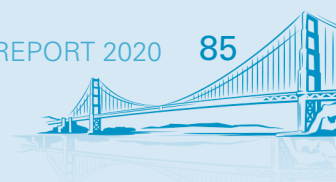
## 16. PROPERTY, PLANT AND EQUIPMENT

	Construction equipment HK\$'000	Furniture, fixtures and equipment HK\$'000	Computer HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>COST</b>					
At 1 April 2018	1,683	559	145	1,590	3,977
Additions	1,392	187	29	3,509	5,117
Disposal	—	—	—	(155)	(155)
<b>At 31 March 2019</b>	<b>3,075</b>	<b>746</b>	<b>174</b>	<b>4,944</b>	<b>8,939</b>
Upon initial application of HKFRS 16	—	—	—	(723)	(723)
<b>Restated balance at 1 April 2019</b>	<b>3,075</b>	<b>746</b>	<b>174</b>	<b>4,221</b>	<b>8,216</b>
Additions	3,790	157	4	26	3,977
Disposal	(790)	(291)	(11)	(78)	(1,170)
<b>At 31 March 2020</b>	<b>6,075</b>	<b>612</b>	<b>167</b>	<b>4,169</b>	<b>11,023</b>
<b>ACCUMULATED DEPRECIATION</b>					
<b>At 1 April 2018</b>	1,309	357	87	1,019	2,772
Provided for the year	500	118	28	694	1,340
Eliminated on disposal	—	—	—	(136)	(136)
<b>At 31 March 2019</b>	<b>1,809</b>	<b>475</b>	<b>115</b>	<b>1,577</b>	<b>3,976</b>
Upon initial application of HKFRS 16	—	—	—	(308)	(308)
<b>Restated balance at 1 April 2019</b>	<b>1,809</b>	<b>475</b>	<b>115</b>	<b>1,269</b>	<b>3,668</b>
Provided for the year	1,326	120	29	1,038	2,513
Eliminated on disposal	(788)	(255)	(11)	(78)	(1,132)
<b>At 31 March 2020</b>	<b>2,347</b>	<b>340</b>	<b>133</b>	<b>2,229</b>	<b>5,049</b>
<b>CARRYING VALUES</b>					
<b>At 31 March 2020</b>	<b>3,728</b>	<b>272</b>	<b>34</b>	<b>1,940</b>	<b>5,974</b>
At 31 March 2019	1,266	271	59	3,367	4,963

The above items of property, plant and equipment are depreciated over their estimated useful lives, after taking into account of their estimated residual value, using straight-line method, at the following rates per annum:

Construction equipment	30%
Furniture, fixtures and equipment	20%
Computer	20%
Motor vehicles	30%

At 31 March 2019, motor vehicles with carrying amount of HK\$188,000 were under finance leases arrangement (Note 25).



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 17. RIGHT-OF-USE ASSETS

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Office premises HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>COST</b>			
Upon initial application of HKFRS 16 (Note)	—	723	723
Additions	324	968	1,292
<b>At 31 March 2020</b>	<b>324</b>	<b>1,691</b>	<b>2,015</b>
<b>ACCUMULATED DEPRECIATION</b>			
Upon initial application of HKFRS 16 (Note)	—	308	308
Provided for the year	135	502	637
<b>At 31 March 2020</b>	<b>135</b>	<b>810</b>	<b>945</b>
<b>CARRYING VALUES</b>			
<b>At 31 March 2020</b>	<b>189</b>	<b>881</b>	<b>1,070</b>

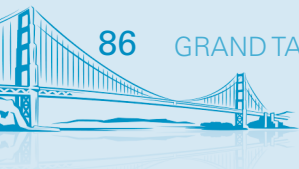
The amounts recognised in profit or loss in relation to leases are as follows:

	2020 HK\$'000	2019 HK\$'000
Interest on lease liabilities (Note 9)	67	—
Depreciation on right-of-use assets (Note 11)	637	—
Short-term leases (Note 11)	1,731	—
Expenses relating to leases of low-value assets	10	—
Minimum lease payments under operating leases	—	2,818
<b>Total amount recognised in profit or loss</b>	<b>2,445</b>	<b>2,818</b>

*Note: The Group has initially applied HKFRS 16 using modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise right-of-use assets. These assets relate to leases which were previously classified as obligations under finance leases and represent the depreciable cost and accumulated depreciation of certain motor vehicles which were previously included in property, plant and equipment. Under this approach, the comparative information is not restated.*

During the year ended 31 March 2020, additions to right-of-use assets related to the capitalised lease payments payable under a new tenancy agreement and acquisition of certain motor vehicles.

Details of the carrying amount and contractual maturity analysis of lease liabilities and total cash outflow for leases are set out in Note 25.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

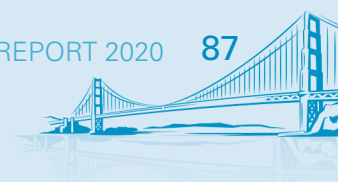
## 18. INTEREST IN A JOINT VENTURE

Details of the Group's interest in a joint venture is as follows:

	2020 HK\$'000	2019 HK\$'000
Cost of investment in a joint venture	5	5
Share of post-acquisition losses and other comprehensive expense	(5)	(5)
	—	—

Details of the Group's joint venture at the end of each reporting period are as follows:

Name of entity	Country of incorporation	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activities
			2020	2019	2020	2019	
Talent Global Development Limited ("Talent Global")	Hong Kong	Hong Kong	50%	50%	50%	50%	Provision of repair and maintenance works for structures of roads and highways



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 19. CONTRACT ASSETS

	2020 HK\$'000	2019 HK\$'000
Unclaimed revenue	14,112	24,433
Retention receivables	6,941	7,782
	21,053	32,215
Less: impairment loss	(624)	(960)
	20,429	31,255

Notes:

- (a) Unclaimed revenue of HK\$11,438,000 (2019: HK\$14,588,000) (net of impairment loss of HK\$335,000 (2019: HK\$290,000)) and HK\$2,305,000 (2019: HK\$9,191,000) (net of impairment loss of HK\$34,000 (2019: HK\$364,000)) in respect of civil engineering construction projects and repair and maintenance projects included in contract assets represents the Group's right to receive consideration for work completed but not yet claimed because the right is conditional upon the satisfaction by the customers on the contract work completed by the Group and the work is pending for the certification by the customers. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed contract work from the customers or external surveyors.
- (b) Retention receivables of HK\$3,693,000 (2019: HK\$2,022,000) (net of impairment loss of HK\$103,000 (2019: HK\$79,000)) and HK\$2,993,000 (2019: HK\$5,454,000) (net of impairment loss of HK\$152,000 (2019: HK\$227,000)) in respect of civil engineering construction projects and repair and maintenance projects included in contract assets represents the Group's right to receive the receivables because the right is conditional until the expiry of defect liability period. The retention receivables are transferred to the trade receivables when the rights become unconditional. Retention receivables are unsecured, interest-free and recoverable at the end of the defect liability period of individual contracts, ranging from 1 to 2 years from the date of the completion of the respective project. The Group does not hold any collateral over these balances.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

Details of the impairment assessment of contract assets for the years ended 31 March 2020 and 2019 are set out in Note 30(b).

Significant changes in the contract assets during the year are as follows:

	2020 HK\$'000	2019 HK\$'000
Transfers from the contract assets recognised at the beginning of year to trade receivables	24,433	9,824



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 20. TRADE AND OTHER RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Trade receivables	59,881	52,986
Less: impairment loss	(3,377)	(2,678)
	56,504	50,308
Other receivables, deposits and prepayments (Note)	8,576	10,378
Total trade and other receivables	65,080	60,686

*Note: Other receivables, deposits and prepayments mainly represented the prepayment for construction materials, advance payments to sub-contractors, utility deposits for work sites and prepayment for a consulting fee for strategic business development and investor relations.*

### Trade receivables

The Group recognises trade receivables upon obtaining the completion of work certificates/issuance of invoices. The payment certificates will generally be issued by project employer one month to ten months after obtaining the completion of work certificates/issuance of invoices for billing purpose and the credit term granted to customers is generally 30 to 45 days from the date of invoice.

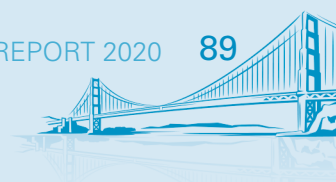
The following is an aged analysis of trade receivables, net of impairment loss, presented based on date of completion of work certificate/invoice at the end of each reporting period:

	2020 HK\$'000	2019 HK\$'000
0–30 days	10,090	12,858
31–60 days	1,757	10,361
61–90 days	2,575	7,251
91–180 days	6,306	9,096
181–365 days	9,735	8,857
> 365 days	26,041	1,885
	56,504	50,308

The Group rebutted the presumption of default under ECL model for trade receivables over 90 days past due based on the historical and periodic repayments records and continuous business relationship with those customers.

At 31 March 2020, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$3,248,000 (2019: HK\$6,572,000) which are past due as at the reporting date. Out of the past due balances, HK\$3,248,000 (2019: HK\$4,729,000) has been past due 180 days or more and is not considered as default due to long-term on-going relationship with and past payment history of these debtors.

Details of impairment assessment of trade and other receivables for the years ended 31 March 2020 and 2019 are set out in Note 30(b).





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 21. AMOUNTS DUE FROM/(TO) A RELATED COMPANY/DUE TO DIRECTORS

### The Group

	As at 31 March	
	2020	2019
	HK\$'000	HK\$'000
<b>Amount due from/(to) a related company</b>		
Kaiser Global (China) Company Limited ("Kaiser Global") (Note a)	—	(243)
Talent Prime Group Limited ("Talent Prime") (Note b)	2	—
<b>Amounts due to directors (Note c)</b>		
Mr. Ha	6,750	—
Mr. Ip	3,000	—
Mr. Han	2,352	—
	<b>12,102</b>	<b>—</b>

Notes:

- a. Kaiser Global is controlled by a sister of Mr. Ha, a director of the Company. The amount due to Kaiser Global is trade in nature, interest-free, repayable on demand and has a credit term of 30 days.

The following is an ageing analysis of the amount due to Kaiser Global with trade nature presented based on the invoice dates at the end of each reporting period.

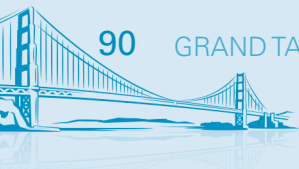
	2020	2019
	HK\$'000	HK\$'000
0–30 days	—	243
	—	243

- b. Talent Prime is the ultimate holding company of the Company. The amount is non-trade in nature, unsecured, interest free and repayable on demand.
- c. The amounts are non-trade in nature, unsecured, interest-free and repayable on demand. All directors have agreed in writing that they would not demand repayment from the Group until the Group is in a position to repay.

## 22. BANK BALANCES AND CASH/BANK OVERDRAFT

Bank balances and cash comprise bank balances and cash on hand. Included in the bank balances as at 31 March 2020, was a time deposit of HK\$10,274,000 (2019: HK\$10,060,000) with original maturity of less than three months carrying a fixed-rate interest of 2.25% (2019: 2.15%) and used to secure a revolving loan (Note 24(a)). The remaining bank balances carry interest at prevailing market interest rate at 0.01% (2019: 0.13%) per annum.

Bank overdraft carries interest at market rate of 3.75% (2019: 3.15%) per annum.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 23. TRADE AND OTHER PAYABLES

	2020 HK\$'000	2019 HK\$'000
Trade payables	5,145	7,526
Retention payables	816	751
Accrued expenses	1,771	1,376
Accrued payroll expenses	2,778	3,360
Total trade and other payables	10,510	13,013

### Trade payables

The average credit period on trade payables is 30 days. The following is an aged analysis of trade payables presented based on the date of invoices/payment certificates at the end of each reporting period:

	2020 HK\$'000	2019 HK\$'000
0–30 days	1,275	2,683
31–60 days	1,218	794
61–90 days	565	946
> 90 days	2,087	3,103
	5,145	7,526

### Retention payables

The retention payables are to be settled within 1 year, based on the expiry of defects liability period, at the end of each reporting period.

The following is an aged analysis of retention payables presented based on the dates of invoices/payment certificates at the end of each reporting period:

	2020 HK\$'000	2019 HK\$'000
Within one year	816	751



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 24. BANK AND OTHER BORROWINGS

	2020 HK\$'000	2019 HK\$'000
Secured variable-rate bank loans (a)	4,000	12,739
Unsecured fixed-rate other borrowings (b)	8,000	—
	12,000	12,739
Carrying amounts repayable		
Within one year	12,000	12,739
Amounts shown under current liabilities	12,000	12,739

- (a) At 31 March 2020, the Group had a revolving loan with principal amount of HK\$4,000,000 (2019: HK\$6,000,000) advanced from a local bank in Hong Kong. The bank loan was obtained to finance the Group's operations. The loan is secured by a time deposit (Note 22), carrying interest at 4.9% (2019: 5.0%) per annum and repayable in one year.

At 31 March 2019, the Group had four bank term loans with aggregate principal amount of HK\$6,739,000 advanced from a local bank in Hong Kong. These bank loans were obtained to finance the Group's operations. These loans carried variable interest rates ranging from 4.6% to 7.1% per annum and fully settled during the year ended 31 March 2020.

- (b) It represents an unsecured loan from a financial institution (other than a bank), interest bearing at 14.0% per annum and repayable in September 2020.
- (c) The Group's banking facilities are secured by way of:
- (i) unlimited personal guarantees executed by certain directors of the Company;
  - (ii) pledge of a time deposit (Note 22).

## 25. LEASE LIABILITIES/OBLIGATIONS UNDER FINANCE LEASES

HKFRS 16 was applied on 1 April 2019 without restatement of comparative figures. Explanation of the transitional requirements that were applied as at 1 April 2019 are set out in Note 2(a). The accounting policies applied subsequent to the date of initial application of 1 April 2019 are disclosed in Note 4(f).

The Group leases office premises and certain motor vehicles in Hong Kong, which comprise only fixed payments over the lease terms.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 25. LEASE LIABILITIES/OBLIGATIONS UNDER FINANCE LEASES *(continued)*

- (a) The carrying amounts of the Group's lease liabilities and the movements during the year are as follows:

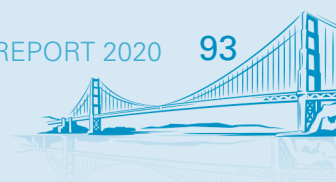
	HK\$'000
Arising from initial application of HKFRS 16 ( <i>Note 2(a)</i> )	204
Additions during the year	1,344
Accretion of interest recognised during the year ( <i>Note 9</i> )	67
Lease payments	(620)
At 31 March 2020	995
	HK\$'000
Analysed into:	
Current portion	533
Non-current portion	462

- (b) The following table shows the remaining contractual maturities of the Company's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

	31 March 2020 HK\$'000	1 April 2019 HK\$'000 (Note)	31 March 2019 HK\$'000 (Note)
Total minimum lease payments:			
Due within one year	569	96	96
Due within the second to fifth year inclusive	488	119	119
	1,057	215	215
Less: future finance charges	(62)	(11)	(11)
Present value of lease liabilities	995	204	204
Present value of lease liabilities is as follows:			
Due within one year	533	89	89
Due within the second to fifth year inclusive	462	115	115
	995	204	204
Less: portion classified as current liabilities	(533)	(89)	(89)
Non-current liabilities	462	115	115

*Note: The Company has initially applied HKFRS 16 using the modified retrospective approach and adjusted opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified obligations under finance leases. Comparative information as at 31 March 2019 has not been restated and relates solely to leases previously classified as obligations under finance leases.*

During the year ended 31 March 2019, the Group entered into finance leases for certain motor vehicles under obligations under finance leases with terms of five years. The effective interest rate was 5.03% per annum. Interest rates were fixed at respective contract dates.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

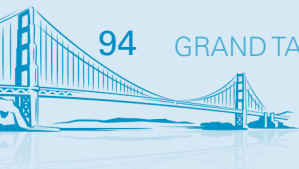
## 26. DEFERRED TAX ASSETS/(LIABILITIES)

The following is the deferred tax assets and liabilities recognised by the Group and movement thereon during the year:

	Accelerated tax depreciation HK\$'000	Tax losses HK\$'000	Total HK\$'000
<b>At 1 April 2018</b>	(57)	—	(57)
Charge to the profit or loss for the year ( <i>Note 10</i> )	(471)	—	(471)
At 31 March 2019	(528)	—	(528)
Credit to the profit or loss for the year ( <i>Note 10</i> )	43	2,563	2,606
<b>At 31 March 2020</b>	(485)	2,563	2,078

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to tax levied by the same taxation authority on the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

	2020 HK\$'000	2019 HK\$'000
Deferred tax asset	2,285	—
Deferred tax liability	(207)	(528)
	2,078	(528)





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

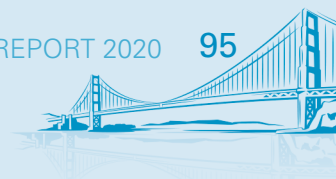
## 27. SHARE CAPITAL

The issued share capital of the Company with the details as follows:

	NOTES	Number of shares	Amount HK\$
<b>Authorised:</b>			
Ordinary shares of HK\$0.01 each			
At 1 April 2018		38,000,000	380,000
Increase in authorised share capital during the year	(a)	962,000,000	9,620,000
<b>At 31 March 2019, 1 April 2019 and 31 March 2020</b>		<b>1,000,000,000</b>	<b>10,000,000</b>
<b>Issued and fully paid:</b>			
Ordinary shares of HK\$0.01 each			
At 1 April 2018		100	1
Issue of shares upon the Reorganisation on 21 September 2018	(b)	9,900	99
Issuance of shares upon initial public offering	(c)	120,000,000	1,200,000
Capitalisation issue of new shares	(d)	359,990,000	3,599,900
<b>At 31 March 2019, 1 April 2019 and 31 March 2020</b>		<b>480,000,000</b>	<b>4,800,000</b>

The following changes in the share capital of the Company took place during the period from 21 September 2018 to 31 March 2019:

- (a) On 21 September 2018, the Company resolved to increase its authorised share capital from HK\$380,000 to HK\$10,000,000 by the creation of additional 962,000,000 shares.
- (b) On 21 September 2018, the Company allotted and issued 9,200 and 700 shares, credited as fully paid, to Talent Prime and Infinite Honor, respectively, in consideration for the acquisition of the entire issued share capital in China Talents. The new shares rank pari passu with the then existing shares of the Company in all respects.
- (c) On 15 October 2018, 120,000,000 ordinary shares of HK\$0.01 each of the Company were allotted and issued at the price of HK\$0.40 per share by way of public offering.
- (d) The directors were authorised to allot and issue a total of 359,990,000 shares credited as fully paid at par to the holders of shares on the register of members of the Company at the close of business on 21 September 2018 in proportion to their shareholdings by way of capitalisation of the sum of HK\$3,599,900 standing to the credit of the share premium account of the Company (the "Capitalisation Issue"), and the shares to be allotted and issued pursuant to this resolution rank pari passu with the then existing shares of the Company in all respects.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 28. SHARE OPTIONS SCHEME

The share option scheme was conditionally adopted pursuant to the written resolutions of the shareholders passed on 21 September 2018 (the “**Adoption Date**”). 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 it. This will be in accordance with Chapter 23 of the GEM Listing Rules and other relevant rules and regulations.

The share option scheme will remain in force for a period of ten years commencing on the Adoption Date.

The directors may grant any employee, director, consultant or adviser of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, options to subscribe shares in accordance with the terms of the share option scheme.

The maximum number of shares issuable upon exercise of all options to be granted under the share option scheme must not in aggregate exceed 10% of all the shares in issue as at the listing date. Therefore, it is expected that the Company may grant options in respect of up to 48,000,000 shares to the participants under the share option scheme.

The aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme must not exceed 30% of the shares in issue from time to time.

Unless approved by shareholders of the Company, the total number of shares issued and to be issued upon exercise of options granted under the share option scheme in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue.

An option may be exercised in accordance with the terms of the share option scheme at any time during a period as the directors may determine which shall not exceed ten years from the date of grant.

The subscription price of a share shall be solely determined by the directors and shall be at least the higher of: (i) the closing price of shares of the Company as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of shares of the Company as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a share of the Company on the date of grant of the option.

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.

No share options have been granted, exercised or cancelled by the Company under the scheme since its adoption.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 29. 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 stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

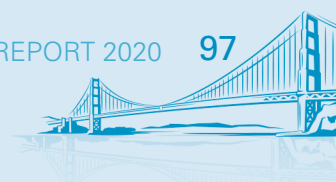
The capital structure of the Group consists of trade and other payables, amounts due to directors and a related party, bank and other borrowings, lease liabilities, obligations under finance leases, bank overdraft and equity attributable to owners of the Group, comprising issued share capital, share premium, other reserve, exchange reserve and retained profits.

The management of the Group reviews the capital structure on a continuous basis. As part of this review, the management of the Group considers the cost of capital and the risks associated 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 or new share issues as well as the issue of new debts and redemption of existing debts. The net debts-to-equity ratios at 31 March 2020 and 2019 were as follows:

	<b>31 March 2020 HK\$'000</b>	31 March 2019 HK\$'000 (Note)
Total debts:		
Trade and other payables	<b>10,510</b>	13,013
Amount due to a related company	—	243
Amounts due to directors	<b>12,102</b>	—
Bank and other borrowings	<b>12,000</b>	12,739
Lease liabilities (Note)	<b>995</b>	—
Obligations under finance leases	—	204
	<b>35,607</b>	26,199
Less: Cash and cash equivalents		
Bank balances and cash	<b>(11,525)</b>	(18,492)
Bank overdraft	<b>10,198</b>	9,975
Net debts	<b>34,280</b>	17,682
Equity	<b>62,095</b>	78,730
Net debts-to-equity ratio	<b>55.2%</b>	22.5%

*Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted opening balances at 1 April 2019 to recognise lease liabilities representing brought forward balances relating to leases which were previously classified as finance leases under HKAS 17. There was no impact to the Group's net debt and gearing ratio on 1 April 2019 when compared with the position as at 31 March 2019 as the lease liabilities at 1 April 2019 were the same as the remaining balance previously classified as obligations under finance leases.*

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

	2020 HK\$'000	2019 HK\$'000
<b>Financial assets</b>		
Financial assets at amortised cost	68,765	72,016
<b>Financial liabilities</b>		
Amortised cost	45,805	36,174

### (b) Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables, amount due from a related company, bank balances and cash, trade and other payables, amounts due to a related company and directors, bank and other borrowings, lease liabilities, obligations under finance leases and bank overdraft.

Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk), credit risk and liquidity risk. 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.

#### *Interest rate risk*

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances, variable-rate bank overdraft and variable-rate bank borrowings as set out in Notes 22, 22 and 24, respectively. The Group is also exposed to fair value interest rate risk in relation to fixed-rate bank deposit, other borrowings, lease liabilities and obligations under finance leases as set out in Notes 22, 24 and 25, respectively. The Group currently does not have an interest rate hedging policy. The directors monitor the Group's exposures on an ongoing basis and will consider hedging the interest rate should the need arises.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### **Interest rate risk** *(continued)*

##### *Sensitivity analysis*

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the variable-rate amounts of bank balances, bank overdraft and bank borrowings outstanding at the end of the reporting period was outstanding for the whole year. 25 basis points, 50 basis points and 50 basis points (2019: 25 basis points, 50 basis points and 50 basis points) increase or decrease are used on bank balances, bank overdraft and bank borrowings, respectively when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates on bank balances had been 25 basis points (2019: 25 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit would increase/decrease by HK\$3,000 (2019: HK\$21,000).

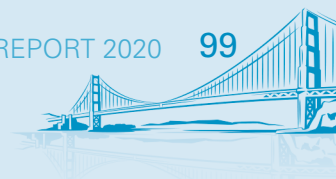
If interest rates on bank overdraft had been 50 basis points (2019: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit would decrease/increase by HK\$51,000 (2019: HK\$50,000).

If interest rates on bank borrowings had been 50 basis points (2019: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit would decrease/increase by HK\$20,000 (2019: HK\$58,000).

#### **Credit risk and impairment assessment**

As at 31 March 2020 and 2019, 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 is arising from the carrying amount of the respective recognised financial assets and contract assets as stated in the consolidated statement of financial position.

The Group is exposed to concentration of credit risk as at 31 March 2020 on contract assets and trade receivables from the Group's 3 major customers amounting to HK\$71,813,000 (2019: HK\$62,937,000) and accounted for 94% (2019: 77%), of the Group's total contract assets and trade receivables. In the opinion of the management of the Group, the major customers of the Group are certain reputable and sizable companies in the market with good settlement history. The management of the Group considers that the credit risk is limited in this regard.





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### **Credit risk and impairment assessment** *(continued)*

##### *Trade receivables and contract assets arising from contracts with customers*

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced.

In addition, the management of the Group performs impairment assessment under ECL model on trade balances and contract assets individually. Internal credit rating has been given to each debtor after considering aging, historical observed default rates, repayment history and past due status of respective trade receivables and contract assets. Estimated loss rates are based on probability of default and loss given default with reference to an external credit report and are adjusted for forward-looking information that is reasonable and supportable available without undue costs or effort and trade receivables and contract assets with credit impaired were assessed individually.

The management of the Group also actively monitors the outstanding amounts owed by each debtor and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. The management of the Group reviews the recoverable amount of these receivables and contract assets at the end of the reporting period.

##### *Bank balances*

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. The Group is exposed to concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings.

##### *Other receivables*

For the purposes of internal credit risk management on other receivables, the management of the Group considers the financial capacity of the debtors to assess whether credit risk has increased significantly since initial recognition. No impairment loss was recognised on other receivables as the Group concluded that credit risk inherent in the outstanding balances is insignificant.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### **Credit risk and impairment assessment** *(continued)*

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL — not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL — not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL — not credit-impaired	Lifetime ECL — not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit-impaired	Lifetime ECL — credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty or there is a disagreement with customers and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### *Credit risk and impairment assessment (continued)*

2020	Notes	External credit rating	Internal credit rating	12-month or Lifetime ECL	Average loss rate	Gross carrying amount HK\$'000
<b>Financial assets at amortised cost</b>						
Trade receivables	20	N/A	Low risk ( <i>Note 1</i> )	Lifetime ECL — not credit-impaired	4.31%	55,654
			Watch list ( <i>Note 1</i> )	Lifetime ECL — not credit-impaired	20.36%	4,001
			Doubtful ( <i>Note 1</i> )	Lifetime ECL — not credit-impaired	72.74%	226
						59,881
Amount due from a related company	21	N/A	Low risk ( <i>Note 2</i> )	12m ECL	N/A	2
Other receivables	20	N/A	Low risk ( <i>Note 2</i> )	12m ECL	N/A	734
Bank balances	22	Baa1 to Aa2	N/A	12m ECL	N/A	11,490
<b>Other item</b>						
Contract assets	19	N/A	Low risk ( <i>Note 1</i> )	Lifetime ECL — not credit-impaired	2.50%	20,348
			Watch list ( <i>Note 1</i> )	Lifetime ECL — not credit-impaired	8.44%	500
			Doubtful ( <i>Note 1</i> )	Lifetime ECL — not credit-impaired	35.36%	205
						21,053



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### *Credit risk and impairment assessment (continued)*

The tables below detail the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

2019	Notes	External credit rating	Internal credit rating	12-month or Lifetime ECL	Average loss rate	Gross carrying amount HK\$'000
<b>Financial assets at amortised cost</b>						
Trade receivables	20	N/A	Low risk (Note 1)	Lifetime ECL — not credit-impaired	2.77%	44,794
			Watch list (Note 1)	Lifetime ECL — not credit-impaired	5.12%	4,621
			Doubtful (Note 1)	Lifetime ECL — not credit-impaired	19.87%	2,958
			Loss (Note 1)	Lifetime ECL — credit-impaired	100.00%	613
						52,986
Other receivables	20	N/A	Low risk (Note 2)	12m ECL	N/A	76
Bank balances	22	Baa1 to Aa2	N/A	12m ECL	N/A	18,376
<b>Other item</b>						
Contract assets	19	N/A	Low risk (Note 1)	Lifetime ECL — not credit-impaired	2.30%	28,936
			Watch list (Note 1)	Lifetime ECL — not credit-impaired	5.12%	2,420
			Doubtful (Note 1)	Lifetime ECL — not credit-impaired	19.87%	859
						32,215

Notes:

1. For contract assets and trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the impairment loss using lifetime ECL. The Group assessed the expected credit losses for each debtor individually.
2. For the purposes of internal credit risk management, the Group considers the financial capacity of the debtors to assess whether credit risk has increased significantly since initial recognition. In determining the ECL for other receivables and amount due from a related company, the Group has given internal credit rating to each debtor after considering the historical default experience, repayment history and forward-looking information, as appropriate, and concluded that credit risk inherent in the outstanding balances are insignificant.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### *Credit risk and impairment assessment (continued)*

During the year ended 31 March 2020, the Group provided HK\$6,230,000 and reversed HK\$336,000 (2019: provided HK\$2,678,000 and HK\$960,000) impairment loss for trade receivables and contract assets, respectively. Trade receivables of HK\$4,918,000 (2019: HK\$613,000) is considered to be credit-impaired during the year ended 31 March 2020.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under simplified approach.

	<b>Lifetime ECL (not credit- impaired)</b> HK\$'000	<b>Lifetime ECL (credit- impaired)</b> HK\$'000	<b>Total</b> HK\$'000
<b>At 1 April 2018</b>	—	—	—
Impairment loss recognised	3,474	613	4,087
Impairment loss reversed	(1,409)	—	(1,409)
<b>At 31 March 2019 and 1 April 2019</b>	2,065	613	2,678
Impairment loss recognised	1,312	4,918	6,230
Impairment loss written-off	—	(5,531)	(5,531)
<b>At 31 March 2020</b>	3,377	—	3,377

During the year ended 31 March 2020, the management of the Group and a customer were not able to come to a mutual agreement on long aged receivables of HK\$4,918,000 and the management of the Group assessed that the possibility of full recoverable of the balance was remote. Therefore, a lifetime ECL of the HK\$4,918,000 was made during the year and written off at the end of the reporting period.

The Group writes off a trade receivables when there is information indicating that the debtor is in severe financial difficulty or there is disagreement to the balances and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation, has entered into bankruptcy proceedings or determined as uncollectible.





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### **Credit risk and impairment assessment** *(continued)*

The following table shows the movement in lifetime ECL that has been recognised for contract assets under simplified approach.

	<b>Lifetime ECL (not credit- impaired)</b> HK\$'000
<b>At 1 April 2018</b>	—
Impairment loss recognised	960
<b>At 31 March 2019 and 1 April 2019</b>	960
Impairment loss reversed	(336)
<b>At 31 March 2020</b>	624

The following table shows the movement in lifetime ECL that has been recognised for the loan to a joint venture.

	<b>Lifetime ECL (credit- impaired)</b> HK\$'000
<b>At 1 April 2018</b>	—
Impairment loss recognised	1,254
Written-off	(1,254)
<b>At 31 March 2019, 1 April 2019 and 31 March 2020</b>	—

During the year ended 31 March 2019, the impairment loss of HK\$1,254,000 recognised on the loan to a joint venture is related to the loan to a joint venture with gross carrying amount of HK\$1,254,000.

#### **Liquidity risk**

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings and ensure compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 30. FINANCIAL INSTRUMENTS *(continued)*

### (b) Financial risk management objectives and policies *(continued)*

#### *Liquidity risk (continued)*

The table includes both interest and principal cash flows.

	Weighted average interest rate %	On demand or within 1 year HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
<b>At 31 March 2020</b>						
<b>Non-derivative financial liabilities</b>						
Trade and other payables	N/A	10,510	—	—	10,510	10,510
Amounts due to directors	N/A	12,102	—	—	12,102	12,102
Bank and other borrowings	6.31	12,757	—	—	12,757	12,000
Bank overdraft	3.75	10,502	—	—	10,502	10,198
Lease liabilities	5.83	569	379	109	1,057	995
		46,440	379	109	46,928	45,805
<b>At 31 March 2019</b>						
<b>Non-derivative financial liabilities</b>						
Trade and other payables	N/A	13,013	—	—	13,013	13,013
Amount due to a related party	N/A	243	—	—	243	243
Variable-rate bank borrowings	5.00	12,739	—	—	12,739	12,739
Bank overdraft	3.15	9,975	—	—	9,975	9,975
Obligations under finance leases	5.03	97	75	43	215	204
		36,067	75	43	36,185	36,174

### (c) Fair values

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The management of the Group considers that the carrying amounts of all financial assets and liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 31. 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 as cash flows from financing activities.

	Lease liabilities/ obligations under finance leases HK\$'000	Bank and other borrowings HK\$'000	Amounts due to directors HK\$'000	Accrued issue costs HK\$'000
<b>At 1 April 2018</b>	431	2,743	—	81
Financing cash flows	(407)	9,519	—	(5,404)
Finance costs recognised/issue costs accrued	30	477	—	5,323
Acquisition of property, plant and equipment	150	—	—	—
<b>At 31 March 2019</b>	204	12,739	—	—
Financing cash flows	(620)	(1,492)	12,102	—
Finance costs recognised	67	753	—	—
Acquisition of right-of-use assets	1,344	—	—	—
<b>At 31 March 2020</b>	995	12,000	12,102	—



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 32. RETIREMENT BENEFITS PLANS

- (a) The Group participates in the MPF Scheme for all qualifying employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF scheme are held separately from those of the Group, in funds under the control of an independent trustees. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the MPF Scheme.

The retirement benefits scheme contributions arising from the MPF Scheme charged to profit or loss of HK\$1,422,000 (2019: HK\$1,128,000) represent contributions payable to the funds by the Group at rates specified in the rules of the scheme.

At the end of each reporting period, there were no forfeited contributions which arose upon employees leaving the scheme prior to their interests in the Group's contribution becoming fully vested and which are available to reduce the contributions payable by the Group in future years.

- (b) Pursuant to the relevant labour rules and regulations in the PRC, the Group participates in defined contribution retirement benefit schemes (the "Schemes") organised by the relevant local government authorities, whereby the Group is required to make contributions to the Schemes of the eligible employees' salaries. The local government authorities are responsible for the entire pension obligations payable to the retired employees. The obligations are calculated based on a certain percentage of the basic payroll.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 33. RELATED PARTY DISCLOSURES

### (i) Transactions

During the year, the Group entered into the following transactions with its related parties:

Name of related parties	Nature of transactions	2020 HK\$'000	2019 HK\$'000
Kaiser Global	Purchases of raw materials and provision of anti-skid services	331	243
Mr. Ha	Financing	(6,750)	—
Mr. Ip	Financing	(3,000)	—
Mr. Han	Financing	(2,352)	—

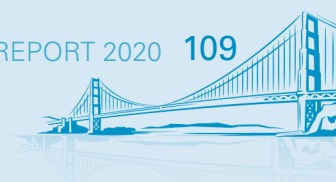
### (ii) Balances

Details of the balances with directors and a related company are set out in the Note 21 to consolidated statement of financial position.

### (iii) Compensation of key management personnel

	2020 HK\$'000	2019 HK\$'000
Salaries and other allowances	3,992	2,917
Retirement benefits scheme contributions	140	99
Discretionary bonus	175	70
	4,307	3,086

Key management personnel of the Company include directors and senior management. The remuneration of key management personnel is determined with regard to the performance of the individuals and market trends.





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2020 HK\$'000	2019 HK\$'000
<b>Non-current assets</b>		
Investments in subsidiaries	19,844	19,454
Amount due from a subsidiary	23,301	20,041
	43,145	39,495
<b>Current assets</b>		
Prepayments	2,660	2,771
Bank balances and cash	10,274	10,061
	12,934	12,832
<b>Current liabilities</b>		
Other payables	827	118
Amounts due to subsidiaries	496	106
Bank and other borrowings	12,000	6,000
Bank overdraft	9,989	9,975
	23,312	16,199
<b>Net current liabilities</b>	(10,378)	(3,367)
<b>Total assets less current liabilities</b>	32,767	36,128
<b>Capital and reserves</b>		
Share capital	4,800	4,800
Reserves	27,967	31,328
<b>Total equity</b>	32,767	36,128

### Movement in the Company's reserves

	Share premium (Note (i)) HK\$'000	Other reserve (Note (ii)) HK\$'000	Accumulated losses (Note (iii)) HK\$'000	Total HK\$'000
At 1 April 2018	—	—	(8,681)	(8,681)
Loss and total comprehensive expense for the year	—	—	(9,095)	(9,095)
Arising from the Reorganisation (Note (ii))	—	13,917	—	13,917
Issuance of share upon initial public offering	46,800	—	—	46,800
Capitalisation issue of new shares	(3,600)	—	—	(3,600)
Expenses incurred in connection with issuance of new shares	(8,013)	—	—	(8,013)
At 31 March 2019 and 1 April 2019	35,187	13,917	(17,776)	31,328
Loss and total comprehensive expense for the year	—	—	(3,361)	(3,361)
At 31 March 2020	35,187	13,917	(21,137)	27,967

\* Less than HK\$1,000

- (i) Share premium is the excess of the proceeds received over the nominal value of the shares of the Company issued at a premium, less the capitalisation of new shares (Note 27(d)) and expenses incurred in connection with the issue of the shares.
- (ii) On 21 September 2018, Talent Prime and Infinite Honor transferred the entire issued share capital of China Talents to the Company. As settlement of the consideration, the Company allotted and issued 9,200 and 700 ordinary shares of the Company to Talent Prime and Infinite Honor, respectively at HK\$0.01 each share. The amount represented the difference between the net assets value of China Talents upon transfer and the share capital issued by the Company.
- (iii) Cumulative net losses recognised in profit or loss.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 35. PARTICULARS OF SUBSIDIARIES

Details of the Company's subsidiaries at 31 March 2020 and 2019 are as follows:

Name of subsidiary	Place of incorporation	Date of incorporation	Issued and fully share paid-up capital	Equity attributable to the Company As at 31 March 2020	2019	Principal activities
China Talents <sup>1</sup>	The BVI	17 February 2017	US\$10,000	100%	100%	Investment holding
TMD	Hong Kong	29 April 2010	HK\$4,200,000	100%	100%	Civil engineering construction works of road and highway related infrastructure and repair and maintenance works for structures of roads and highways
TMC	Hong Kong	4 April 2014	HK\$2	100%	100%	Repair and maintenance works for structures of roads and highways
Holy Star Holdings Limited <sup>2</sup>	The BVI	30 April 2019	US\$50,000	100%	N/A	Investment holding
EST International (HK) Limited <sup>2</sup>	Hong Kong	30 May 2019	HK\$100,000	100%	N/A	Investment holding
易斯特科技管理(深圳)有限公司 <sup>3</sup>	The PRC	24 July 2019	Registered capital CNY10,000,000	100%	N/A	Inactive

1 Directly held by the Company

2 Incorporated during the year

3 Registered under the laws of the PRC as a wholly-owned foreign enterprise during the year.

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

## 36. CONTINGENT LIABILITIES

On 19 February 2019, a writ of summons and statement of claim was made by the plaintiff against the Group in respect of the construction services rendered to the Group. The claim is for a sum of approximately HK\$1,644,000 together with interest and cost. In the opinion of the directors of the Company, the amount claimed is not reasonable and the Group does not agree to this claim. After obtaining legal advice, the Group considers that the possibility of cash outflow is remote.

Subsequent to the year end date, the plaintiff filed a mediation notice to the District Court and attempted to resolve the disputes through mediation and the Group also agreed to the said proposal. Up to the date of authorisation for issue of these consolidated financial statements, there is no significant progress.



## FINANCIAL SUMMARY

	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000 Note (a)	2016 HK\$'000 Note (a)
<b>For the year</b>					
Revenue	<b>84,595</b>	108,323	91,764	73,569	52,847
(Loss)/profit before taxation	<b>(19,131)</b>	4,593	10,065	19,604	13,127
(Loss)/profit attributable to equity holders of the Company	<b>(16,525)</b>	1,923	6,854	16,455	10,999
<b>At year end</b>					
Total assets	<b>108,107</b>	115,885	61,241	41,735	28,431
Total liabilities	<b>46,012</b>	37,155	24,421	11,776	14,466
Total equity attributable to equity holders of the Company	<b>62,095</b>	78,730	36,820	29,966	14,980

Note:

(a) The financial figures were extracted from the Prospectus dated 29 September 2018.

