



Bortex Global Limited

濠亮環球有限公司*

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8118

2020 Annual Report



* For identification purpose only

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*This report, for which the directors (the “**Directors**”) of Bortex Global Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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.*

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Shiu Kwok Leung (*Chairman*)
Mr. Shao Xu Hua (*Chief Executive Officer*)
Mr. Yuen Lai Him

Independent Non-executive Directors

Mr. Wong Ting Kon
Ms. Lo Ching Yee
Mr. Cheng Hok Ming Albert

AUDIT COMMITTEE

Mr. Wong Ting Kon (*Chairman*)
Ms. Lo Ching Yee
Mr. Cheng Hok Ming Albert

REMUNERATION COMMITTEE

Mr. Cheng Hok Ming Albert (*Chairman*)
Mr. Yuen Lai Him
Mr. Wong Ting Kon

NOMINATION COMMITTEE

Mr. Shiu Kwok Leung (*Chairman*)
Mr. Wong Ting Kon
Mr. Cheng Hok Ming Albert

COMPANY SECRETARY

Ms. Wong Mun Yan

COMPLIANCE OFFICER

Mr. Shiu Kwok Leung

AUTHORISED REPRESENTATIVES

Mr. Shiu Kwok Leung
Mr. Shao Xu Hua

INDEPENDENT AUDITOR

HLB Hodgson Impey Cheng Limited

COMPLIANCE ADVISER

Ample Capital Limited

REGISTERED OFFICE

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Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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LEGAL ADVISERS

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As to Cayman Islands law
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Cricket Square
Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

WEBSITE

www.bortex.com.cn

STOCK CODE

8118

CHAIRMAN'S STATEMENT

On behalf of the board of Directors (the "Board"), I present the annual report and the audited consolidated financial statement of the Company and its subsidiaries (together with the Company, the "Group") for the year ended 30 April 2020.

During the year ended 30 April 2020, the global economic activities were heavily affected due to the outbreak of the novel coronavirus ("COVID-19") epidemic (the "Epidemic"). Though there were signs that the Epidemic is slowly under control, we believe, even after the economy recovers, people's needs, values and behavior will significantly change after the Epidemic.

However, we have great confidence in our Company that our management will be able to expand the product range and strengthen our marketing strategies to adapt to the ever changing market. We are preparing for the opening of our Cambodia factory, which is expected to commence operation in the second half of year 2020. We believe that it will enable our overseas customers to build confidence in us and establish a good company reputation.

PERFORMANCE

Since our listing in 2017, our Company has maintained a good reputation and quality of production in the LED lighting business market. Our business in China is booming and we have built a good relationship with our Hong Kong customers. Our Group's revenue increased by approximately HK\$12.8 million or 7.9% for the year ended 30 April 2020 to approximately HK\$174.8 million (2019: HK\$162.0 million). The Group's net profit decreased to approximately HK\$18.3 million (2019: HK\$23.4 million).

OUTLOOK

Looking ahead, the global economic outlook have been affected by the outbreak of the Epidemic and the SINO-US trade conflict between the US and China. Our Group will continue to strengthen our market position in both the local and overseas markets by broadening the product portfolio. Our Group will continue to adopt prudent and risk balancing management approach.

Appreciation

On behalf of the Board, I would like to express my sincere gratitude to the management team and staff of the Group for their hard work and dedication, and also to our shareholders and business partners for their continuous support.

Shiu Kwok Leung
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the year ended 30 April 2020, the Sino-US trade conflict has brought uncertainties to the demand for the Group's LED lighting products in North America. To mitigate the effect of the Sino-US trade conflict, the Company has strategically focused on the sales of the PRC customers and Hong Kong customers during the year. For the year ended 30 April 2020, the revenue from the PRC and Hong Kong customers has increased by approximately HK\$19.8 million, or approximately 19.2% as compared to the year ended 30 April 2019.

After the Chinese New Year in 2020, the global economy has have been affected by the outbreak of the Epidemic. The first outbreak happened in China and the PRC government had taken emergency public health measures and various actions to prevent the spread of the Epidemic, including an extension of the Chinese New Year holiday where the factories in the PRC which provinces have COVID-19 cases were not allowed to resume operation until mid of February 2020. In view of the suspension of factory operation, the Group contacted its suppliers and customers and discussed with them on contingency plans to mitigate the impact of the Epidemic. The outbreak of the COVID-19 was serious in the North America and Asia during the last quarter of the 2020 financial year and some of the Group's customers cancelled or delayed their orders in view of the uncertain economic environment. As a result, the revenue generated from the overseas customers (excluding the PRC and Hong Kong customers) had decreased by HK\$7.1 million or 12.0% for the year ended 30 April 2020 as compared to the year ended 30 April 2019. Nevertheless, there were new PRC customers placing orders with the Group as the original suppliers of these new PRC customers had not yet resumed operation notwithstanding the relaxed public health measures in the PRC. The Group's revenue from the LED lighting products has increased by approximately 7.9% to approximately HK\$174.8 million during the year ended 30 April 2020.

As affected by the Epidemic, the Group's new production line in Phnom Penh, Cambodia has delayed in commencing its operation until the second half of year 2020. The Group was advised that a new company set up through Qualify Investment Project (the "QIP") application is entitled to tax benefits for the import of raw materials, semi-products and machinery from China to Cambodia as well as for the export of the lighting products to the US. With the tax benefits for the export to the US, the Group has put its marketing effort to procure potential customers in the US and broaden its customer base.

PROSPECT

Under the haze of the outbreak of the Epidemic, the global economic growth softened. The customers will place their purchase orders to the factory which have good financial status, such as sufficient cash for operation. Moreover, most of countries announced a immigration control policy to avoid the outbreak of COVID-19, foreigners request to quarantine in a specific time when travel to there. It can be a extremely challenging time for the Company to develop the business relationship in the worldwide. The Group will continue to adopt prudent and risk balancing management approach in the coming years.

The Group built a new production line at Phnom Penh in Cambodia during the year ended 30 April 2020. Leveraging on the tax benefits the Group entitles to in Cambodia, the management believes that the Group's competitiveness will be enhanced and the export sales to North America will become more stable in the financial year of 2020. The Group arranged a sales team to visit the customers in the US to promote its new production line in Cambodia. The Group also plans to participate in exhibitions worldwide in the coming years and to place advertisements on some business-to-business website.

Description of the principal risks and uncertainties facing the Company can be found throughout this annual report particularly in note 37 to the consolidated financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue from LED Decorative Lighting

The Group's LED decorative lighting revenue decreased by approximately HK\$19.5 million or 14.7% from approximately HK\$133.0 million for the year ended 30 April 2019 to approximately HK\$113.5 million for the year ended 30 April 2020. The decrease in LED decorative lighting revenue was mainly attributable to the decrease in sales to the PRC customers.

Revenue from LED Luminaire Lighting

The Group's LED luminaire lighting revenue increased significantly by approximately HK\$32.2 million or 110.7% from approximately HK\$29.1 million for the year ended 30 April 2019 to approximately HK\$61.3 million for the year ended 30 April 2020. The increase in LED luminaire lighting revenue mainly resulted from the increase in sales to construction customers in the PRC.

Cost of Sales

The Group's cost of sales increased by approximately HK\$11.6 million or 10.3% from approximately HK\$113.0 million for the year ended 30 April 2019 to approximately HK\$124.6 million for the year ended 30 April 2020. The increase in cost of sales was generally in line with the increase in the Group's total revenue.

Gross Profit and Gross Profit Margin

The Group's gross profit increased by approximately HK\$1.1 million or 2.2% from approximately HK\$49.1 million for the year ended 30 April 2019 to approximately HK\$50.2 million for the year ended 30 April 2020. The increase in gross profit was generally in line with the increase in the Group's total revenue. The gross profit margin decrease from approximately 30.3% for the year ended 30 April 2019 to approximately 28.7% for the year ended 30 April 2020. The decrease in gross profit margin was mainly due to the increase in sales of LED luminaire lighting products to Hong Kong and the PRC customers which were generally sold with lower profit margin.

Other Income and Gain

The Group's other income and gain increased by approximately HK\$1.0 million or 142.9% from approximately HK\$0.7 million for the year ended 30 April 2019 to approximately HK\$1.7 million for the year ended 30 April 2020. The increase was primarily attributable to the fair value gain on financial assets at fair value through profit or loss.

Selling and Distribution Expenses

The Group's selling and distribution expenses decreased by approximately HK\$0.3 million or 8.6% from approximately HK\$3.5 million for the year ended 30 April 2019 to approximately HK\$3.2 million for the year ended 30 April 2020. The decrease in selling and distribution expenses was mainly attributable to the decrease of salaries paid to the sales staffs during the year ended 30 April 2020.

The salaries paid to the sales staffs decreased due to number of sales staff decrease as the sales staff can handle and process the sales orders from customers through email.

Administrative Expenses

The Group's administrative expenses increased significantly by approximately HK\$5.9 million or 35.5% from approximately HK\$16.6 million for the year ended 30 April 2019 to approximately HK\$22.5 million for the year ended 30 April 2020. The increase was mainly attributable to the one-off expenses related to the transfer listing to Main Board of approximately HK\$4.0 million during the year ended 30 April 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

Finance Costs

The Group's finance costs increased by approximately HK\$1.2 million or 400.0% from approximately HK\$0.3 million for the year ended 30 April 2019 to approximately HK\$1.5 million for the year ended 30 April 2020. The increase in finance costs was in line with the increase in bank borrowings during the year ended 30 April 2020 and interest expenses incurred by the lease liabilities.

Profit for the Year

The Group's profit for the year ended 30 April 2020 was approximately HK\$18.5 million, representing an decrease of approximately HK\$4.9 million or 20.9% as compared to the year ended 30 April 2019. The net decrease in profit for the year of the Group was mainly attributable to the increase in administrative expense as a result of the one-off expenses related to the transfer listing to Main Board of approximately HK\$4.0 million incurred which substantially off-set the increase in revenue and gross profit of the Group during the year ended 30 April 2020.

GEARING RATIO

The Group recorded a gearing ratio (total debts divided by the total equity) of approximately 0.21 times as at 30 April 2020 (2019: 0.06 times). The gearing ratio remained low as at 30 April 2020.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 April 2020, cash and bank balances (including fixed deposits) of the Group amounted to approximately HK\$29.8 million (2019: HK\$25.8 million). The current ratio (total current assets divided by total current liabilities) of the Group was 3.7 times as at 30 April 2020 (2019: 4.0 times). In view of the Group's current level of cash and bank balances and funds generated internally from its operations, the Board is confident that the Group will have sufficient resources to meet its finance needs for its operations.

TREASURY POLICIES

The Group adopts prudent treasury policies. The Group's management has monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, management reviews regularly the recoverable amount of each individual trade receivable by taking into account the market conditions, customers' profiles and contractual terms to ensure that adequate impairment is made for irrecoverable amounts. On top of these ongoing credit evaluations, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

CAPITAL STRUCTURE

The Shares were successfully listed on the Main Board of the Stock Exchange on 16 November 2017. There has been no change in the capital structure of the Group since then. The share capital of the Company only comprises ordinary Shares. As at 30 April 2020, the Company had 500,000,000 Shares in issue.

MANAGEMENT DISCUSSION AND ANALYSIS

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND CAPITAL ASSETS

The Group did not have any significant investments, material acquisitions and disposals of subsidiaries and capital assets for the year ended 30 April 2020. Furthermore, the Group did not have any plans for material investments and capital assets.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 April 2020, the Group did not have any significant capital commitments (30 April 2019: nil) and significant contingent liabilities (30 April 2019: nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 April 2020, the Group had a total of 199 employees. The total remuneration costs incurred by the Group for the year ended 30 April 2020 were approximately HK\$21.0 million. The Group reviews the performance of its employees annually and use the results of such review in the annual salary review and promotion appraisal, in order to attract and retain valuable employees. The Company adopted a share option scheme to enable it to grant share options to, among others, selected eligible employees as incentive or reward for their contributions.

CHARGE OF ASSETS

At the respective end of the reporting periods, the following asset was pledged to secure general banking facilities granted to the Group or borrowings of the Group:

	2020 HK\$'000	2019 HK\$'000
Financial asset at fair value through profit or loss/Available-for-sale financial asset	4,124	2,738
Fixed deposits	9,187	9,524
	13,311	12,262

FOREIGN CURRENCY EXPOSURE

A significant portion of the Group's turnover is derived from the Group's sales to customers located in North America and Euro which is primarily denominated and settled in US Dollars, while the Group generally settled the Group's cost of sales and operating expenses in Renminbi and Hong Kong dollars. The Group therefore exposed to exchange rate risk. During the year ended 30 April 2020, the Group had experienced exchange loss of approximately HK\$0.5 million (2019: loss of approximately HK\$0.2 million).

DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 30 April 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set out in the Company's prospectus dated 31 October 2017 (the "Prospectus") with the Group's actual business progress for the period from 16 November 2017 (i.e. the date of listing of the Company's shares on GEM, the "Listing Date") to 30 April 2020 is set out below:

Objectives	Implementation plan	Actual business progress up to 30 April 2020
Upgrading our production facilities	— improving automation and efficiency of LED decorative lighting series:	The Group purchased 3 new automatic welding machines for the production of mobile phone applications linked LED decorative lighting and upgraded 12 machines for more flexible and user-friendly LED decorative lighting product production line. With the focus to enhance automation, the Group acquired 3 new machines to allow a higher level of automation in the assembling of the LED decorative lighting products process. A total of 41 existing machines were upgraded to increase the production capacity of LED capsules.
	(i) purchasing new automatic welding machines for the production of mobile phone applications linked LED decorative lighting products	
	(ii) purchasing machinery for the production of more flexible user-friendly LED decorative lighting products	
	(iii) purchasing machinery with a higher level of automation for the assembling of the LED decorative lighting products	
	(iv) modifying and alternating our existing machines for the production of LED capsules	The Group purchased 1 new machine to facilitate the LED tube light aging test and 2 new surface mount technology production lines. With the focus to enhance automation, the Group acquired 10 machines to allow a higher level of automation in the assembling process of LED luminaire lighting series.
	— improving product quality and stability of LED luminaire lighting series:	
	(i) purchase additional facility for LED tube light aging test	
	(ii) invest in new surface mount technology (SMT) production line which is to be operated in a clean room	
Expanding our product portfolio and strengthening our product development capability	— recruiting design and experienced technical personnel	The Group hired 6 senior engineers to focus on product design and production.
	— applying patents	The Group had submitted 11 patent applications and 1 new patent application for the year ended 30 April 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

Objectives	Implementation plan	Actual business progress up to 30 April 2020
Expanding our sales force and sales channel	<ul style="list-style-type: none"> recruiting sales staff and providing training participation in exhibitions and trade fairs 	<p>7 new sales personnel were recruited for strengthening the Group's sales and marketing function.</p> <p>The Group participated in Hong Kong based exhibitions in October 2018, April 2019 and October 2019. The Group's sales and marketing team has also conducted site visits and explored the market in the United States, Philippines, Europe, West Africa during the year 2019 and 2020.</p>

USE OF PROCEEDS

The Company's shares were listed on GEM of the Stock Exchange on 16 November 2017 (i.e. the Listing Date). Net proceeds from the initial public offering and placing of new shares of the Company were approximately HK\$30.1 million.

The table below sets out the intended use of net proceeds in accordance with the "Business Objectives, Future Plans and Use of Proceeds" as set out in the Prospectus:

	Approximate percentage of total amount	Net proceeds HK\$ million	Up to 30 April 2020		Expected timeline for full utilisation (Notes 1 and 2)
			Utilised amount HK\$ million	Un-utilised amount HK\$ million	
Upgrading the production facilities	55%	16.6	8.0	8.6	By the end of 2021
— Improving automation and efficiency of LED decorative lighting series					
— Improving product quality and stability of LED luminaire lighting series					
Repayment of short-term bank borrowings and finance lease	25%	7.5	7.5	—	N/A
Expanding the product portfolio and strengthening the product development capability	5%	1.5	1.0	0.5	By the end of 2021
Expanding the sales force and sales channel	5%	1.5	1.5	—	N/A
General working capital	10%	3.0	3.0	—	N/A
	100%	30.1	21.0	9.1	

All un-utilised proceeds are deposited into interest-bearing bank accounts with licensed banks and/or financial institutions in Hong Kong.

MANAGEMENT DISCUSSION AND ANALYSIS

Notes:

1. The expected timeline for utilising the remaining net proceeds is made based on the best estimation of the Company taking into account, among others, prevailing and future market conditions and business developments and need, and therefore is subject to change.
2. The unutilised net proceeds from the Listing are expected to be used in accordance with the Company's plan as disclosed in the Prospectus except the original timeline for utilising the remaining net proceeds as disclosed in the Prospectus has been delayed due to, among others, the business environment being affected by the Sino-US trade conflict since 2018, social unrest in Hong Kong since June 2019 and the outbreak of novel coronavirus since January 2020.

PROFILES OF DIRECTORS, SENIOR MANAGEMENT AND SECRETARY

DIRECTORS

Executive Directors

Mr. Shiu Kwok Leung, aged 59, is one of our founders, the Chairman of the Board and a controlling shareholder of the Company. He is also the chairman of the Nomination Committee and the compliance officer of the Company. He was appointed as a Director on 30 January 2014 and was subsequently redesignated as an executive Director on 18 September 2015. Mr. Shiu is responsible for the overall strategic planning, business development and overseeing the sales and marketing of the Group. Mr. Shiu initially worked as a moulds technician at Yau Yung Metal Manufacturing Factory from 1980 to 1983 and was subsequently promoted as its production and administration manager from 1983 to 2003. To continue the business of Yau Yung Metal Manufacturing Factory, Yau Yung Metal Manufacturing Factory Limited was incorporated in Hong Kong in 2003 and Mr. Shiu remained as the company's production and administration manager from August 2003 to June 2005. He was mainly responsible for the overall production (including liaison with overseas customers to deal with all production related matters and inquiries) and general administration functions of the company. Mr. Shiu established Bortex International Limited in Hong Kong on 30 December 2008. Mr. Shiu is a director of each of Harvest Mount Global Enterprises Limited, Bortex Holdings Limited, Bortex International Limited and Bortex Industry Co., Ltd (all are wholly-owned subsidiaries of the Company).

Mr. Shao Xu Hua, aged 40, is one of our founders. Mr. Shao was appointed as an executive Director and the Chief Executive Officer on 18 September 2015 and 30 September 2018 respectively. He has been responsible for the overall management of product design, procurement, production and finance departments. Mr. Shao obtained a Diploma (Night School) in computer science at South China University of Technology in July 2004 and a certificate of completion on MBA Advanced Seminar for Practising Manager (在職經理MBA課程高級研修班) from Higher School of Continuing Education of Sun Yat-Sen University in September 2009. Mr. Shao has about 12 years' experience in the production and sale of decorative lighting products through his involvement in business of Bortex Industry Co., Ltd and he has a comprehensive understanding to its overall business and different aspects of the business operation. Mr. Shao was a founding shareholder of Bortex Industry Co., Ltd, which is a wholly-owned and principal operating subsidiary of the Company, and has been a director of Bortex Industry Co., Ltd since 2004. Mr. Shao is also a director of Bortex International Limited (a wholly-owned subsidiary of the Company).

Mr. Yuen Lai Him, aged 49, joined the Group in March 2015 and was appointed as an executive Director on 18 September 2015. He is also a member of the Remuneration Committee of the Company. Mr. Yuen is responsible for managing sales and marketing activities. He received his Bachelor of Engineering in Electrical Engineering at the University of Sydney, Australia in November 1997. Mr. Yuen was the regional manager of VMT Instruments Limited, a company specialising in manufacturing of equipment for hard-disk testing, from 1997 to 2003 and he was responsible for international sales marketing for Philippines, Japan, China and United States as well as establishing and execution of sales and marketing strategies. He founded Galaxy Optics Limited (now known as Galaxy Technology Limited), a company specialising in sales and manufacturing of electronic products, in July 2004. He has over 10 years of experience in international marketing and had successfully built relationship with customers in Korea, Hong Kong, Philippines and United States for the export of electronic products. He is currently a director of Galaxy Technology Limited. Mr. Yuen also worked for Galaxy Tech (Asia) Limited as a director from July 2013 to March 2015. Mr. Yuen is a director of Multi Tech Creation Limited (a substantial shareholder of the Company). He is also a director of each of Harvest Mount Global Enterprises Limited, Bortex Holdings Limited and Bortex International Limited (all are wholly-owned subsidiaries of the Company). Mr. Yuen was appointed as a non-executive director of a company listed on GEM, Dowway Holdings Limited (stock code: 8403), on 22 March 2019.

PROFILES OF DIRECTORS, SENIOR MANAGEMENT AND SECRETARY

Independent Non-executive Directors

Mr. Wong Ting Kon, aged 49, was appointed as an independent non-executive Director on 24 October 2017. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Mr. Wong has over 20 years of experience in the accounting and finance industry in Hong Kong. He currently serves as an independent non-executive director of a company listed on the Stock Exchange, Speedy Global Holdings Limited (stock code: 540). He was appointed as an independent non-executive director of a company listed on GEM, Inno-Tech Holdings Limited (stock code: 8202), from 15 February 2018 to 3 August 2018. Mr. Wong joined Chan Wong & Company C.P.A in 2000 and is currently a partner of the firm.

Mr. Wong served as an independent non-executive director of two listed companies on the Stock Exchange, namely Hao Wen Holdings Limited (stock code: 8019) from April 2011 to August 2014 and Zhong Hua International Holdings Limited (stock code: 1064) from May 2005 to August 2006. He worked for David Yim & Co C.P.A. from August 1996 to July 1998 and last served as an audit manager. He also worked as an audit semi-senior in H.C. Watt & Co C.P.A. from August 1995 to August 1996 and an audit trainee in Robert C.L. Tse & Co C.P.A. from July 1994 to August 1995. Mr. Wong was admitted as a fellow of The Taxation Institute of Hong Kong in July 2010, the fellow of The Association of Chartered Certified Accountants in August 2004 and an associate member of the Hong Kong Society of Accountants in October 1998. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants. He obtained a bachelor degree of commerce from the University of Windsor in June 1994.

Ms. Lo Ching Yee, aged 39, was appointed as an independent non-executive Director on 24 October 2017. She is also a member of the Audit Committee of the Company. From 2003 to 2013, she worked as the project manager in Sun Fook Kong Construction Ltd and was mainly responsible for project management, contract procurement, condition survey and quality control. She worked in Fruit Design & Build Ltd as an associate and also as the team head of the building survey team from November 2012 to November 2013. From December 2013 to March 2015, she worked in the Hong Kong Housing Society as a manager and was mainly responsible for the planning and implementation of major improvement and repair works for the estates and properties. She is currently working as an assistant project manager in NW Project Management Limited.

Ms. Lo obtained an associate degree of Science in Surveying (Building Surveying) from the City University of Hong Kong in November 2003. She obtained a bachelor degree (long distance) of Science in Facilities Management in the University of Central Lancashire (Hong Kong College of Technology) in December 2005. She also obtained the Postgraduate Diploma (long distance) in Surveying and the degree (long distance) of Master of Science from the University of Reading in July 2009 and July 2013 respectively. She was admitted as a professional member of the Royal Institution of Chartered Surveyors in November 2011.

Mr. Cheng Hok Ming Albert, aged 58, was appointed as an independent non-executive Director on 24 October 2017. He is also the chairman of the Remuneration Committee, and a member of each of the Audit Committee and Nomination Committee of the Company. Mr. Cheng was an independent non-executive director of PacMos Technologies Holdings Limited (now known as PacRay International Holdings Limited, stock code: 1010), a company listed on the Stock Exchange, from 30 September 2004 to 27 November 2014.

Mr. Cheng attended secondary education in Hong Kong and he entered for the Hong Kong Certificate of Education Examination and received the respective result in August 1979. He is a fellow member of the Hong Kong Institute of Directors and has extensive experience in the accounting, financing and consulting industries. Mr. Cheng has been an executive director and chairman of the board of directors of Gold Profit Services Limited, a consulting company principally engaged in providing corporate advisory services including taxation and accountancy services for over 30 years since 1987.

PROFILES OF DIRECTORS, SENIOR MANAGEMENT AND SECRETARY

SENIOR MANAGEMENT

Mr. Pan Liang Bo, aged 53, joined Bortex Industry in October 2004 initially as a sales manager and was subsequently promoted to factory director in January 2010. He is mainly responsible for managing the development and production planning of the Group.

Mr. Pan obtained a certificate of completion on MBA Advanced Seminar for Practising Manager (在職經理MBA課程高級研修班) from Higher School of Continuing Education of Sun Yat-Sen University in September 2009. Mr. Pan has over 18 years of experience in the lighting products industry. Prior to joining the Group, he served as a sales manager of Dongguan Chihua Industry Company Limited (東莞市熾華實業有限公司), a company which was principally engaged in manufacturing electric wires and lighting products, and was responsible for business development from August 1998 to December 2004.

COMPANY SECRETARY

Ms. Wong Mun Yan, aged 45, joined the Group as the company secretary of the Group on 1 October 2017 and is primarily responsible for overseeing the overall financial management of the Group and company secretarial matters.

Ms. Wong was admitted as a member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in May 2000. Ms. Wong obtained a degree of bachelor of arts in accountancy from The Hong Kong Polytechnic University in November 1996.

Before joining the Group, Ms. Wong was employed by IDS Group Management Ltd from December 1996, which was acquired by Li & Fung (Trading) Ltd. in April 2011. Ms. Wong was employed by Li & Fung (Trading) Ltd as the financial controller from April 2011 to March 2012 and was promoted to the senior manager — finance & accounting from April 2012 to April 2013. Ms. Wong worked as the financial consultant of a company with its subsidiary principally engaged in property management in China from September 2013 to September 2017.

COMPLIANCE OFFICER

Mr. Shiu Kwok Leung is the compliance officer of the Company. The biography of Mr. Shiu is set out in the paragraph under “Executive Directors” of this section.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance in maintaining its corporate transparency and accountability. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied the principles as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules.

The Board considers that during the year ended 30 April 2020, the Company has complied with all the code provisions set out in the CG Code. Key corporate governance principles and practices of the Company are summarised below.

A THE BOARD

A1. Responsibilities and Delegation

The Board is the highest decision-making and managing body of the Company which is responsible for the leadership, control and management of the Company, establishing and delivering the Company's strategies and objectives, including formulating long-term corporate strategy and setting business development plans, supervising and monitoring performance of the management, and overseeing the Group's business, strategic decisions and performances in the attainment of the objectives of ensuring effective functioning and growth of the Group and enhancing value to investors. All the Directors carry out their duties in good faith, take decisions objectively and act in the interests of the Company and its shareholders at all times.

The Board has power to make its decision on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have timely access to all relevant information as well as the advice and services of the Company Secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request for independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

The senior management is delegated the authority and responsibilities by the Board for the day-to-day management and operation of the Group. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above-mentioned officers. The Board has the full support of the senior management to discharge its responsibilities.

CORPORATE GOVERNANCE REPORT

A2. Board Composition

The composition of the Board during the year ended 30 April 2020 is as follows:

Executive Directors

Mr. Shiu Kwok Leung (*Chairman*)

Mr. Shao Xu Hua (*Chief Executive Officer*)

Mr. Yuen Lai Him

Independent Non-executive Directors

Mr. Wong Ting Kon

Ms. Lo Ching Yee

Mr. Cheng Hok Ming Albert

During the year ended 30 April 2020, the Board has met the requirements of the GEM Listing Rules 5.05 and 5.05A of having a minimum of three independent non-executive Directors (representing at least one-third of the Board) with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

The members of the Board have skills and experience appropriate for the business requirements and objectives of the Group. Executive Directors are responsible for the business and functional division of the Group in accordance with their expertise. The independent non-executive Directors bring different business and financial expertise, experiences and independent judgement to the Board and they are invited to serve on the Board committees of the Company. Through participation in Board meetings, and taking the lead in managing issues involving potential conflicts of interests, the independent non-executive Directors have made contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the shareholders.

The Company has received written annual confirmation from each independent non-executive Director of his/her independence pursuant to the requirements of the GEM Listing Rules. The Company considers all independent non-executive Directors to be independent in light of the independence guidelines set out in Rule 5.09 of the GEM Listing Rules.

The biographical details of the Directors and the relationships between Board members, if any, are set out under the section headed "Profiles of Directors, Senior Management and Secretary" in this annual report.

A3. Chairman and Chief Executive Officer

The Company supports the division of responsibility between the Chairman of the Board and the Chief Executive Officer in order to ensure a balance of power and authority and preserve a balanced judgement of views. Currently, Mr. Shiu Kwok Leung takes up the role of the Chairman of the Board and is responsible for the management of the Board and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. Mr. Shao Xu Hua is the Chief Executive Officer of the Company, who takes care of the day-to-day management of the Group's business and implementing the Group's strategic plans and business objectives.

CORPORATE GOVERNANCE REPORT

A4. Appointment and Re-election of Directors

All Directors are appointed for a specific term. Each Director is engaged for a term of 2 years. The appointment of each executive Director and independent non-executive Director may be terminated by either party by not less than 6 months' and 3 months' written notice respectively.

The procedures and process of appointment and removal of Directors are laid down in Company's Articles of Association (the "Articles"). According to the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election at the relevant annual general meeting. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after his/her appointment, and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting. The Director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

Pursuant to the Articles, Mr. Shiu Kwok Leung and Mr. Wong Ting Kon shall retire by rotation at the forthcoming 2020 annual general meeting of the Company (the "2020 AGM"). It is noted that the above retiring directors will offer themselves for re-election at the 2020 AGM. The Company's circular, sent together with this annual report, contains detailed information of such retiring directors as required by the GEM Listing Rules.

A5. Training and Continuing Development for Directors

Each newly appointed Director shall receive formal induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Continuing briefings and professional development for Directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Group are provided to Directors from time to time for their studying and reference.

During the year ended 30 April 2020, the Directors have complied with the code provision A.6.5 of the CG Code on participation in continuous professional training as follows:

	Type of training	
	Attending seminars/ conferences/ forums and/or training courses	Reading materials provided by the Company or external parties
Directors		
<i>Executive Directors:</i>		
Mr. Shiu Kwok Leung (Chairman)		✓
Mr. Shao Xu Hua		✓
Mr. Yuen Lai Him	✓	✓
<i>Independent Non-executive Directors:</i>		
Mr. Wong Ting Kon	✓	✓
Ms. Lo Ching Yee		✓
Mr. Cheng Hok Ming Albert	✓	✓

Note: These seminars/conferences/materials are related to regulatory development/updates, directors' duties, corporate governance or other relevant topics

CORPORATE GOVERNANCE REPORT

A6. Board Meetings

Schedules for regular Board meetings are normally agreed with Directors in advance to facilitate their attendance. At least 14 days' notice for all regular Board meetings will be given to all Directors and all Directors are given the opportunity to include items or businesses for discussion in the agenda. For all other Board meetings, reasonable notice will be given. Relevant agenda and accompanying meeting papers will be sent to all Directors in a timely manner and at least three days in advance of every regular Board meeting.

During the year ended 30 April 2020, the attendance records of each Director at the said Board meetings held and the annual general meeting are set out below:

Directors	Board Meetings	Annual General Meeting
<i>Executive Directors</i>		
Mr. Shiu Kwok Leung	4/4	1/1
Mr. Shao Xu Hua	4/4	1/1
Mr. Yuen Lai Him	4/4	1/1
<i>Independent Non-executive Directors</i>		
Mr. Wong Ting Kon	4/4	1/1
Ms. Lo Ching Yee	4/4	1/1
Mr. Cheng Hok Ming Albert	4/4	0/1

Apart from regular Board meeting, the Chairman of the Board also held a meeting with the independent non-executive Directors without the presence of executive Directors during the year.

A7. Directors' Securities Transactions

The Company has adopted the required standard of dealings as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding the Directors' dealings in the Company's securities. Specific enquiries have been made to all the Directors and all Directors have confirmed that they have complied with the required standard of dealings during the year ended 30 April 2020.

The Company has also established written guidelines on no less exacting terms than the required standard of dealings (the "Employees Written Guidelines"), governing securities transactions by employees who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by relevant employees was noted by the Company.

In case when the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its Directors and relevant employees in advance.

A8. Corporate Governance Functions

The Board as a whole is responsible for performing the corporate governance functions set out in the code provision D.3.1 of the CG Code. The Board has reviewed and monitored the Company's corporate governance policies and practices, the training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the required standard of dealings and the Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

CORPORATE GOVERNANCE REPORT

B. BOARD COMMITTEES

The Board has established 3 Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website and the Company's website. All the Board committees should report to the Board on their decisions or recommendations made.

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

B1. Audit Committee

The Company has met the GEM Listing Rules requirements regarding the composition of the Audit Committee during the year ended 30 April 2020. The Audit Committee comprises a total of 3 members, being the 3 independent non-executive Directors, namely Mr. Wong Ting Kon (chairman of the Committee), Ms. Lo Ching Yee and Mr. Cheng Hok Ming Albert. Mr. Wong Ting Kon possesses the appropriate professional qualification, and accounting and financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee are reviewing and monitoring integrity of the financial information and reports of the Group, and considering any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors before submission to the Board; reviewing the relationship with and the terms of appointment of the external auditor and making relevant recommendation to the Board; and reviewing the Company's financial reporting system, risk management and internal control systems.

During the year ended 30 April 2020, the Audit Committee has held four meetings, in which the Committee members have (i) reviewed the Group's consolidated financial statements, results announcements and reports for the year ended 30 April 2019, for the three months ended 31 July 2019, for the six months ended 31 October 2019 and for the nine months ended 31 January 2020; (ii) reviewed and discussed the related accounting principles and practices adopted by the Group, the relevant audit findings, the report on the Company's risk management and internal control review; (iii) reviewed the compliance of the Deed of Non-Competition by the Company's controlling shareholders; (iv) made recommendation of the re-appointment of the external auditor; and (v) reviewed the arrangements for employees of the Company to raise concerns about possible improprieties.

The attendance records of each Audit Committee member at the said Audit Committee meetings held during the year ended 30 April 2020 are set out below:

Audit Committee members	Audit Committee Meetings
Mr. Wong Ting Kon	4/4
Ms. Lo Ching Yee	4/4
Mr. Cheng Hok Ming Albert	4/4

CORPORATE GOVERNANCE REPORT

The external auditor has attended the above meetings and discussed with the Audit Committee members on the interim and third quarterly results.

Besides, there is no disagreement between the Board and the Audit Committee regarding the appointment of external auditor.

B2. Nomination Committee

The Nomination Committee comprises a total of 3 members, being the Chairman of the Board, namely Mr. Shiu Kwok Leung (chairman of the Committee), and two independent non-executive Directors, namely Mr. Wong Ting Kon and Mr. Cheng Hok Ming Albert. Throughout the year ended 30 April 2020, the Company has met the code provision A.5.1 of the CG Code of having a majority of the Committee members being independent non-executive Directors, and having the Committee chaired by the Chairman of the Board.

The principal responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience required) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify qualified and suitable individuals to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and chief executive of the Company.

In making recommendations for appointment and re-appointment of Directors, the Nomination Committee may consider certain factors such as the diversity on the Board, the competency, business, technical, or specialised skills and experience of Board member/potential Board member, and the ability, time, commitment and willingness of a new Board member to serve and an existing Board member to continue service.

The Company also recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. To comply with the code provision A.5.6 of the CG Code, a Board diversity policy was adopted by the Company on 24 October 2017, pursuant to which the Nomination Committee is responsible for monitoring the implementation of the Board diversity policy and assessing the Board composition under diversified perspectives (including but not limited to gender, age, cultural and educational background, or professional experience). The Nomination Committee shall report its findings and make recommendations to the Board, if any. Such policy and objectives will be reviewed from time to time to ensure their effectiveness in determining the optimum composition of the Board. The Nomination Committee considered that an appropriate balance of diversity perspectives of the Board is maintained during the year ended 30 April 2020.

CORPORATE GOVERNANCE REPORT

The Company has also adopted the Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level. The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following: character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service; requirements of independent non-executive directors on the Board and independence of the proposed independent non-executive Directors in accordance with the GEM Listing Rules; and commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

During the year ended 30 April 2020, the Nomination Committee has held one meeting, in which the committee members have (i) reviewed the structure, size and composition of the Board to ensure that it has a balance of skills, knowledge and experience appropriate to the Group's corporate strategy; (ii) assessed the independence of all the independent non-executive Directors; and (iii) recommended the re-election of the Directors at the 2019 annual general meeting.

The attendance records of each Nomination Committee member at the said Nomination Committee meeting held during the year ended 30 April 2020 are set out below:

Nomination Committee members	Nomination Committee Meeting
Mr. Shiu Kwok Leung	1/1
Mr. Wong Ting Kon	1/1
Mr. Cheng Hok Ming Albert	1/1

B3. Remuneration Committee

The Remuneration Committee comprises a total of 3 members, being one executive Director, namely Mr. Yuen Lai Him, and two independent non-executive Directors, namely Mr. Wong Ting Kon and Mr. Cheng Hok Ming Albert (chairman of the Committee). During the year ended 30 April 2020, the Company has met the GEM Listing Rules requirements of having the majority of the Remuneration Committee members being independent non-executive Directors, as well as having the Committee chaired by an independent non-executive Director.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure, and the remuneration packages of Directors and members of senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code is adopted). The Remuneration Committee is also responsible for establishing a formal and transparent procedure for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by the Board with reference to the performance of the individual, salaries paid by comparable companies, time commitment and responsibilities and employment conditions of the Group.

CORPORATE GOVERNANCE REPORT

During the year ended 30 April 2020, the Remuneration Committee has held one meeting, in which the existing remuneration policy and structure of the Company and the remuneration packages of Directors and senior management of the Company were reviewed and relevant recommendations were made to the Board.

The attendance records of each Remuneration Committee member at the said Remuneration Committee meeting held during the year ended 30 April 2020 are set out below:

Remuneration Committee members	Remuneration Committee Meeting
Mr. Cheng Hok Ming Albert	1/1
Mr. Wong Ting Kon	1/1
Mr. Yuen Lai Him	1/1

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management (including the executive Directors) by band for the year ended 30 April 2020 is set out below:

Remuneration band (HK\$)	Number of individual(s)
Nil to 1,000,000	3
1,000,001 to 1,100,000	1

Details of the remuneration of each Director for the year ended 30 April 2020 are set out in Note 11 to the consolidated financial statements contained in this annual report.

C. DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 30 April 2020.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price sensitive announcements and other disclosures required under the GEM Listing Rules and other regulatory requirements. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

CORPORATE GOVERNANCE REPORT

D. RISK MANAGEMENT AND INTERNAL CONTROLS

The Group's risk management and internal control systems have been designed to protect assets from misappropriation and unauthorised transactions and to manage operational risks.

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 to safeguard the interests of the Company's shareholders and the Group's assets. 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 Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems, and makes relevant recommendations.

The management, in coordination with department heads and operation teams, regularly assessed the likelihood of risk occurrence, ranked these risks according to the likelihood and the severity of the impact on the Group, provided treatment plans, and monitored the risk management progress, and reported to the Audit Committee and the Board on any findings and measures to address the variances and identified risks. Such internal audit function aims to examine key issues in relation to the accounting practices and all material controls, identify deficiencies and ineffectiveness in the design and implementation of internal controls, and propose recommendations for improvement.

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 30 April 2020. Significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure that prompt remediation and subsequent actions are taken to improve the situations.

Based on the reports submitted by the management and the various management controls put in place, the Board, with the support of the Audit Committee, reviewed the risk management and internal control systems (including the financial, operational and compliance controls) for the year ended 30 April 2020, and considered that such systems are effective and adequate. Such review of the risk management and internal control systems is conducted annually. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

The Company has procedures and internal controls measures for the Directors, the Company's officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

E. COMPANY SECRETARY

The Company Secretary of the Company is Ms. Wong Mun Yan, who fulfils the qualification requirements laid down in the GEM Listing Rules. The biography of Ms. Wong is set out in the section headed "Profiles of Directors, Senior Management and Secretary" of this annual report. During the year ended 30 April 2020, Ms. Wong has taken not less than 15 hours of relevant professional training.

CORPORATE GOVERNANCE REPORT

F. EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company about their reporting responsibilities on the Company's financial statements for the year ended 30 April 2020 is set out in the section headed "Independent Auditor's Report" in this annual report.

The fees paid/payable to HLB Hodgson Impey Cheng Limited, the Company's auditor, in respect of audit service and non-audit services for the year ended 30 April 2020 are analyzed below:

Type of services provided by the external auditor	Fees paid/ payable HK\$'000
Audit service: audit fee for the year ended 30 April 2020	1,000
Non-audit service: interim review for the six-months ended 31 October 2019	400
TOTAL:	1,400

G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparent and timely disclosure of corporate information, which enables shareholders and investors to make the best investment decision.

The Company also strives to provide quality information to shareholders regarding its latest developments whilst ensuring that relevant information is equally and simultaneously provided and accessible to all interested parties. The Company maintains a website at <http://www.bortex.com.cn> as a communication platform with shareholders and investors, where information and updates on the Company's business developments and operations and other information are available for public access. Shareholders and investors may also send written enquiries or requests to the Company as follows:

Address: Flat A, 11/F, King Palace Plaza, 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong

Email: bortex@sprg.com.hk

Tel: (852) 2554 9888

Fax: (852) 2554 9668

Enquiries and requests will be dealt with by the Company in an informative and timely manner.

Besides, shareholders' meetings provide an opportunity for communication between the Board and the shareholders. Board members and senior staff will be available to answer questions raised by the shareholders at general meetings of the Company. In addition, the Company will invite representatives of the auditor to attend its annual general meeting to answer shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

CORPORATE GOVERNANCE REPORT

H. SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual Directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each shareholders' meeting.

Pursuant to the Articles, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

For the avoidance of doubt, shareholder(s) must provide their full names, contact details and identification, in the originally signed written requisition, notice or statement (as the case may be), in order to give effect thereto. Information of shareholder(s) may be disclosed as required by law.

With respect to the shareholders' right in proposing persons for election as Directors, please refer to the procedures available on the website of the Company.

I. DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

J. CONSTITUTIONAL DOCUMENTS

During the year ended 30 April 2020, there was no change in the memorandum and articles of association of the Company. The memorandum and articles of association of the Company is available on the websites of the Stock Exchange and the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

SCOPE AND REPORTING YEAR

This is the third Environmental, Social and Governance (“ESG”) Report issued by Bortex Global Limited (the “Company”, together with its subsidiaries referred to as the “Group”) highlighting its ESG performance, with disclosure reference made to the ESG Reporting Guide set out in Appendix 20 of the GEM Listing Rules and Guidance on The Stock Exchange of Hong Kong Limited.

The Group is principally engaged in manufacturing and trading of light-emitting diode (“LED”) lighting products to customers in North America, Europe and Asia Pacific. This ESG report covers the Group’s overall performance in two subject areas, namely, environmental and social aspects of the key business operation in the manufacturing plant in Dongguan (the “Plant”) of the People’s Republic of China (the “PRC”) from 1 May 2019 to 30 April 2020 (the “Reporting Period”), unless otherwise stated.

The Group’s head office in Hong Kong causes minimal environmental and social impacts, thus it is not included in the reporting scope. It should also be noted that any environmental key performance indicators presented in this report do not include impacts associated with the worker dormitories and canteen since these operations are centrally managed by the Industrial Park.

During the Reporting Period, the Group built an overseas production base in Phnom Penh, Cambodia to promote the export sales to North America. The new production base is expected to commence operation in the next reporting period.

PERFORMANCE HIGHLIGHTS

Environment	Phasing out the fossil-fuelled company vehicle
Health and Safety	Zero fatalities or work-related accidents in the workplace
Training	All employees received on-the-job training with an accumulated total of 1,039 training hours

STAKEHOLDER ENGAGEMENT AND MATERIALITY

Stakeholder Engagement

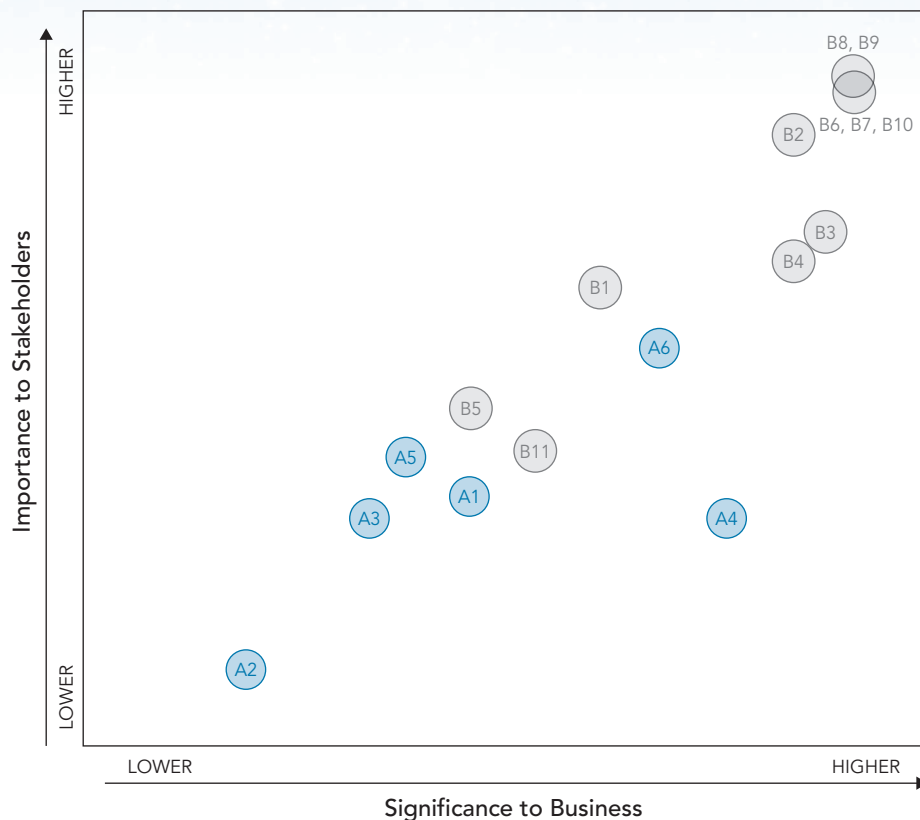
The Group engages key stakeholders through regular engagement sessions to discuss and review areas of attention which will help the business meets its potential growth and be prepared for future challenges. In particular, the Group arranges weekly meetings with shareholders and employees, and keeps close communications with customers and suppliers via telephone or e-mail.

Materiality Assessment

During the Reporting Period, the Group has specifically engaged a wide range of stakeholders, namely board members, shareholders, senior management, frontline staff, suppliers and customers to gain further insights into ESG material topics. In the materiality assessment, stakeholders were asked to rate a list of 17 ESG topics in terms of their relevance and importance to the Group’s business development and sustainability, as well as to the wider community. Results of the materiality assessment and the consolidated list of ESG material aspects are presented in the following matrix and table respectively.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Materiality Matrix



Environmental

- A1 Energy
- A2 Water
- A3 Air Emission
- A4 Waste and Effluent
- A5 Other Raw Materials Consumption
- A6 Environmental Protection Policies

Social

- B1 Employment
- B2 Occupational Health and Safety

- B3 Development and Training
- B4 Labour Standards
- B5 Supplier Management
- B6 Intellectual Property Rights
- B7 Data Protection
- B8 Customer Service
- B9 Product/Service Quality
- B10 Anti-corruption
- B11 Community Investment

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Among the environmental and social aspects, the following topics are identified as the most material issues to the stakeholders:

1. Product/service quality;
2. Customer service;
3. Intellectual property ("IP") rights;
4. Data protection; and
5. Anti-corruption.

STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on the ESG approach and performance by giving suggestions or sharing views via email at feedback@bortex.com.cn, or by post to Flat A, 11st Floor, King Palace Plaza, Kwun Tong, Hong Kong.

THE GROUP'S SUSTAINABILITY MISSION AND VISION

Mission

The Group is committed to driving business growth in ways that fosters sustainable development and promotes social stability. As a responsible enterprise, the Group extends its efforts to environmental protection and social welfare responding to the global call for environmental conservation.

The Group will work closely with the government authority to fully complement the implementation of national development strategies. It strives to maintain an optimal balance of product quality, profit, environmental protection and labour management in a bid to maximise the profit, achieve stakeholder satisfaction and be responsible for the stakeholders and the wider community.

Vision on Environment, Social, and Governance

Major challenges encountered by the Group including the fierce market competitions from competitors with strong marketing and product design capabilities and effective production cost control. Correspondingly, the Group steps up efforts to improve its production efficiency, strengthen its product development capability and expand its sales network. In addition to maximising these competitive strengths, the Group also explores new business opportunities in order to strengthen its market position and increase its market share in the long run.

The Group's strategic goals closely align with its overall vision on ESG. The Group aims to improve its production efficiency by upgrading existing production facilities with more energy efficient equipment and machinery. It will continue increasing the level of automation for the production of LED decorative lighting products through investment in machinery. Better quality control will be achieved through acquiring advanced testing equipment to enhance the stability and reliability of its LED luminaire lighting products.

The Group considers its employees as one of its most valuable assets. Social accountability standards such as SA8000:2014 Social Accountability 8000:2014 Standard have been strategically embedded within the Group's daily operation and management approaches. The Group plans to further strengthen its product development capability by recruiting and training experienced design and technical talents. These strategies not only enhance the quality of products (e.g. tailored designs) for meeting the diversified needs of customers, but also enable the Group to stay abreast of the latest production and management practices in the industry. Last but not least, the Group strengthens the protection of IP rights through formal registration of patents for its product designs.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL

A1. Emissions

The Group strictly abides by laws, rules and regulations enforced by the PRC in relation to environmental protection and pollution control, including but not limited to:

- Environmental Protection Law of the PRC;
- Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Wastes;
- Law of the PRC on the Prevention and Control of Atmospheric Pollution;
- Water Pollution Prevention and Control Law of the PRC; and
- Energy Conservation Law of the PRC.

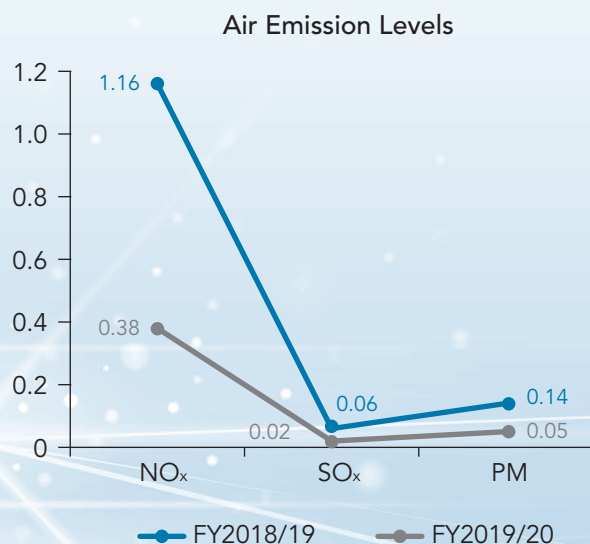
No non-compliance with relevant laws and regulations that have a significant impact on the Group in relation to air and greenhouse gas ("GHG") emissions, discharges into water and land, and generation of hazardous and non-hazardous waste had been identified during the Reporting Period.

A1.1 Air Emissions

During the Reporting Period, petrol-fuelled passenger car was used for business commuting, which contributed to the emission of nitrogen oxides ("NO_x"), sulphur oxides ("SO_x") and particulate matter ("PM").

Mobile fuel source	Air emissions (non-GHG) from the vehicle operations		
	NO _x (kg)	PM (kg)	SO _x (kg)
Petrol	0.38	0.05	0.02

As shown in the following graph, the air emission levels in respect of different air pollutants generated by the company vehicle were sharply reduced compared with the last Reporting Period.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A1.2 Greenhouse Gas Emissions

Throughout the Reporting Period, the Group's business operation contributed to GHG emissions of 605.78 tonnes of carbon dioxide equivalent ("tCO₂eq."), mainly carbon dioxide, methane and nitrous oxide. The overall carbon intensity for the Group was 0.05 tCO₂eq/m² with reference to the total floor area of the Plant, or 201.93 tCO₂eq./million units of products sold with reference to sales volume (in million units) in the Reporting Period.

The reported GHG emissions were attributed to the following activities:

- Direct (scope 1) GHG emissions from the consumption of petrol;
- Energy indirect (scope 2) GHG emissions from purchased electricity; and
- Other indirect (scope 3) GHG emissions from paper waste disposal at landfills, freshwater processing and business air travel.

Scope of GHG emissions	GHG emissions (in tCO ₂ eq.)	Total GHG emissions (in %)
Scope 1 Direct Emission¹		
Combustion of fuel for mobile sources — petrol	3.02	0.5%
Scope 2 Indirect Emission		
Purchased electricity ²	582.73	96.4%
Scope 3 Other Indirect Emission		
Paper waste disposed of in landfills	4.22	3.1%
Electricity used for freshwater treatment	4.85	
Business air travel by employees ³	9.96	
Total	605.78	100%

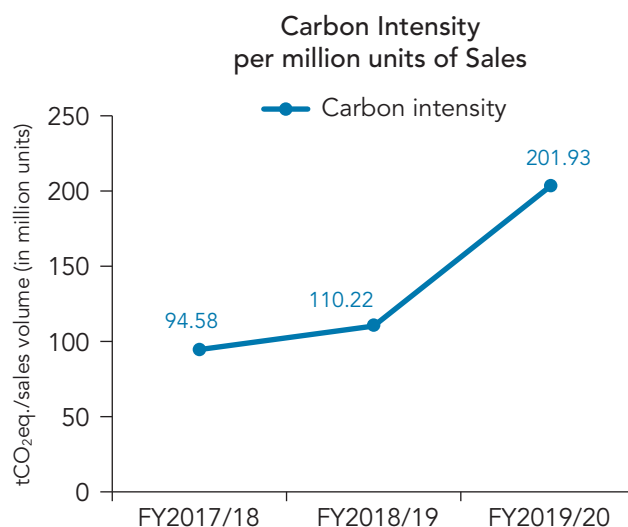
Note 1: Emission factors were made reference to Appendix 20 of the GEM Listing Rules and their referred documentation as set out by The Stock Exchange of Hong Kong Limited, unless stated otherwise.

Note 2: Combined margin emission factor of 0.5422 tCO₂/MWh was used for purchased electricity in Guangdong Province of the PRC.

Note 3: CO₂ emissions from the Group's business air travels were reported in accordance with the International Civil Aviation Organization (ICAO) Carbon Emission Calculator.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The graph below shows the carbon intensity per million units of sales throughout the years. As the Group's business continues to evolve, with more advanced and automated machinery purchased to meet the production requirements, the carbon emissions are expected to grow at a steady rate in the coming years.



A1.3 Hazardous Waste

During the Reporting Period, a total of 0.001 tonnes of unwanted cleaning products was generated, with an intensity of 0.0008 kg/m².

A1.4 Non-hazardous Waste

During the Reporting Period, the Group's office operation generated approximately 0.88 tonnes of non-hazardous waste, mainly office paper waste, contributing to an intensity of 0.07 kg/m². Documents printed by office paper are kept for archival or back-up purposes, which are estimated to be disposed of at landfills under the assumption that all paper, whether is stored or purchased within the organization boundary, will eventually be disposed at landfills unless collected and recycled¹.

¹ EMSD/EPD Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong, 2008 and 2010 Editions

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A1.5 Measures to Mitigate Emissions

Road Transport Source

The Group constantly monitors the fuel consumption in a bid to curb emissions associated with vehicle use. Employees are encouraged to commute to work via public transportation and plan the trips ahead to avoid unnecessary travels. Electric vehicle charging stations are available at the Plant to meet the rapid growth of electric vehicles. During the Reporting Period, the Group phased out its petrol-fuelled vehicle to further reduce consumption on fossil fuels. With the Group's continuous efforts, the GHG emission due to petrol consumption drastically reduced by 71.4% compared with last Reporting Period.

Business Air Travel

The Group kept track of employees' business travels and their relative carbon emissions throughout the Reporting Period. Factory visits are often needed due to the business nature of the Group. Nevertheless, the Group promotes the use of teleconferencing or video conferencing for meetings with colleagues and customers to reduce the frequency of business travel.

During the Reporting Period, the Group frequently travelled to the new production base in Cambodia, leading to a 9.2% increase in GHG emission due to business air travel compared with the last Reporting Period.

A1.6 Wastes Handling and Reduction Initiatives

The Group's business operation does not generate significant amount of hazardous and non-hazardous waste. Waste electrical equipment, computer hardware and empty ink cartridges are collected by suppliers for proper recycling or treatment before disposal.

The Group continues to practise paper saving initiatives within its operation. Employees are encouraged to print paper on both sides and reuse paper for draft works. The Group keeps tracks of the paper usage to minimise generation of paper waste. A total of 0.005 tonnes of waste paper was recycled during the Reporting Period. Posters are displayed at office to raise employees' awareness of environmental issues.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A2. Use of Resources

Although the Group has not established standard policies on the efficient use of resources, employees are encouraged to exercising resource conservation practices in the workplace.

A2.1 Energy Consumption

The Group mainly consumed electricity and petrol as energy sources for its business operations. During the Reporting Period, the total energy consumption of the Group was 1,086,622 kWh. The overall energy intensity for the Group was 90.55 kWh/m² or 362,207.30 kWh/million units of products sold, rose by 14% compared with the last Reporting Period.

Energy Consumption Sources	Consumption (in individual unit)	Consumption (in kWh)	Consumption Intensity (in kWh/m ²)	Consumption Intensity (in kWh/million units of products sold)
Purchased Electricity	1,076,688 kWh	1,076,688	89.72	358,896.00
Petrol	1,121 Litres	9,934	0.83	3,311.30

A2.2 Water Consumption

During the Reporting Period, the total water consumption of the Group was 4,576 m³, with a water consumption intensity of 0.38 m³/m². Fresh water was sourced from municipal water supply system for industrial use.

A2.3 Energy Use Efficiency Initiatives

The Group has established and been promoting energy-saving initiatives in the office and production lines. Air conditioning is controlled at an optimal temperature during summer and winter for energy saving purposes.

Frontline workers are encouraged to complete tasks within the standard working hours, by such to save energy consumption in lighting. Unless for specific circumstance, they are not allowed to work over-time. The Group promotes green procurement at office where priorities are given to electrical appliances with the highest energy efficiency. Office staffs are required to switch off all the unnecessary power after office hours in order to conserve as much energy as possible. A warning will be issued to the concerned employee for repeated non-compliance of the above measures.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A2.4 Water Use Efficiency Initiatives

The Group's business operations did not involve significant use of water, hence no information related to water use efficiency initiatives is presented in this report. During the Reporting Period, the Group did not encounter any issues in sourcing water fit for purpose for its daily operations.

A2.5 Packaging Materials

A wide variety of packaging materials were used for different presentations of finished products according to the designs provided and agreed by the customers. Approximately 18 tonnes of packaging boxes, plastic bags and cable ties were consumed for packaging purpose, contributing to an intensity of 6.04 tonnes/million units of products sold in the Reporting Period. Other packaging materials included wrapping paper, nylon cable ties, stickers and tapes.

A3. The Environment and Natural Resources

A3.1 Significant Impacts of Activities on the Environment

The Group's business operation does not generate significant environmental impacts. Nevertheless, the Group is committed to making continuous efforts to minimise the use of resources and related impact on the natural environment, as well as complying with relevant laws and regulations in the PRC.

In the future, the Group plans to implement an environmental management system for identifying significant environmental impacts and enhancing its overall environmental performance through implementation of control procedures.

B. SOCIAL

1. Employment and Labour Practices

B1. Employment

The Group strictly abides by laws and regulations enforced by the PRC in relation to employment and labour rights, including but not limited to the followings:

- The Labour Law of the PRC;
- The Labour Contract Law of the PRC; and
- The Social Insurance Law of the PRC.

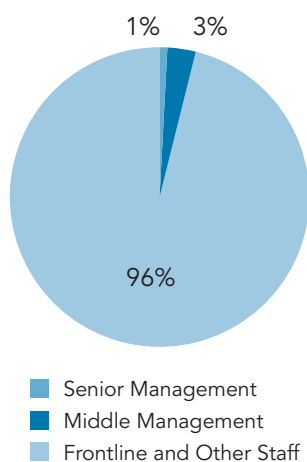
No cases of material non-compliance in relation to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare had been identified during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

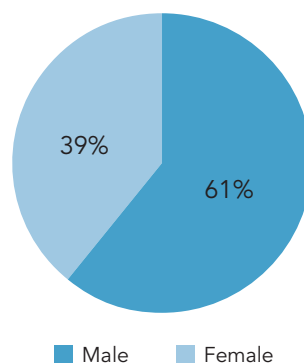
The Employee Handbook serves as a guideline and working procedure to manage employment and labour-related practices. The Human Resources ("HR") Department is composed of professionals with extensive experience, whose ability and personal character have received high reputation among the industry for many years.

As of 30 April 2020, the Group had a total number of 522 employees. All of them were from the PRC. While 73% were full-time employees, seasonal workers were employed on a part-time basis during peak seasons that accounted for 27% of total workforce. The total workforce sorted by gender, age group and employee category and employment type are shown below.

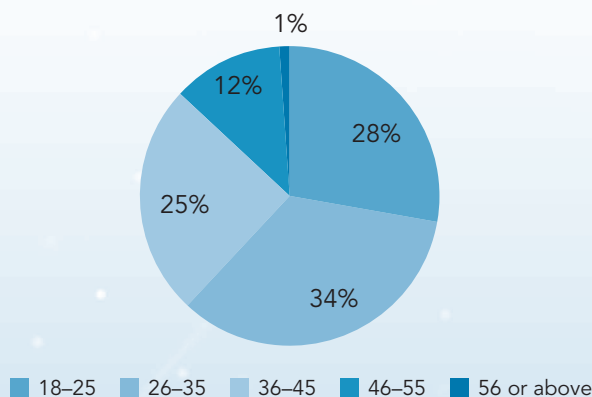
Distribution of Employees
by Employee Category



Distribution of Employees
by Gender



Distribution of Employees
by Age Group



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Recruitment, Compensation, and Benefits

The Group selects and recruits employees in an impartial, just and open manner in accordance with the management policy on recruitment. Recruitment plan is developed annually by the HR Department based on the personnel request forms submitted by various departments. The base salary is determined by various factors including market pay rates and the position of employee with reference to the Group's Remuneration Level Standard Table. The Group offers discretionary bonus based on the Group's and employees' performances. Salary is reviewed and adjusted yearly based on performance appraisals and market trend.

Employees are entitled to different types of leave including annual, sick and maternity leave according to the Labour Law of the PRC and the Group's attendance and leave management system. According to the Labour Contract Law of the PRC, the Group also provides employees with statutory social insurance, including endowment insurance, unemployment insurance, work-related injury insurance, medical insurance, maternity insurance and the housing provident fund.

Employees' working hours are clearly stated in the Employee Handbook. Unless exceptional circumstances approved by managers, employees shall not work exceeding four hours per day outside standard working hours, according to the Group's Salary and Welfare Management System.

Employee Relations

The Group treasures employees as its valuable assets. During the Reporting Period, the Group organised a wide range of activities, including birthday parties, year-end banquets and cultural activities to enrich employees' cultural life and foster their sense of belongingness to the Group. Gifts were sent to employees during Lunar New Year, Dragon Boat Festival and Mid-Autumn Festival to share the joys in these special occasions. The Group also showed care and support for the female employees on the International Women's Day.

Appraisal System

The Group has implemented a systematic evaluation system to assess employees' work performance. Employees are evaluated against performance criteria such as job performance, job knowledge, responsibility and management skills. The results are used for evaluation of salary increment and job advancement.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

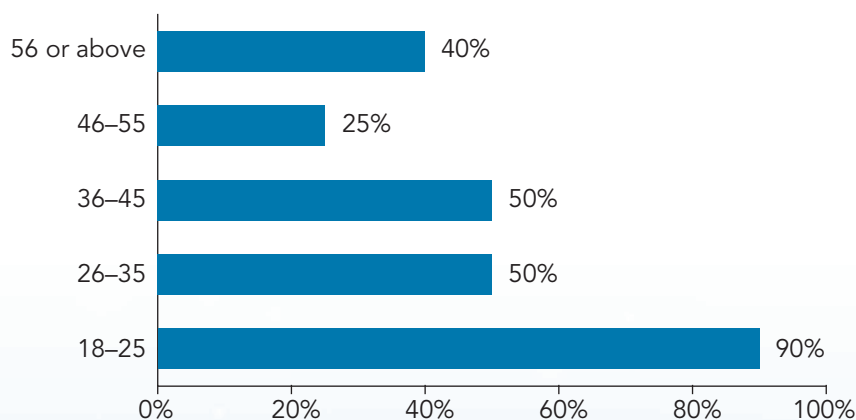
Equal Opportunity

The Group provides equal opportunities for employees in respect of recruitment, job advancement, appraisal, training and other aspects. Employees are not discriminated against or deprived of such opportunities on the basis of gender, ethnic background, religion, colour, sexual orientation, age, marital status, family status or any other discrimination prohibited by law. A comprehensive anti-harassment and abuse system is in place for reporting suspected malpractices via various reporting channels such as mailbox, telephone, message, or in-person to the HR Department or trade union. All concerns will be handled impartially and effectively with complete confidentiality.

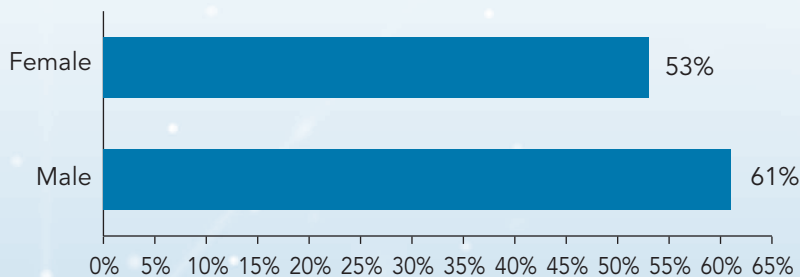
Turnover

A total of 303 employees left the Group during the Reporting Period, with a turnover rate of 58.0%. The respective turnover rate in terms of geographical region was 57.1% in China. The Group offers competitive salary package to retain talented employees. It also aims to reduce employee turnover through retention strategies such as rewarding employees with bonus.

Turnover Rate by Age Group
(In percentage)



Turnover Rate by Gender
(In percentage)



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B2. Employee Health and Safety

The Group strictly complies with all applicable laws and regulations in relation to occupational health and safety ("OHS"), including but not limited to:

- Work Safety Law of the PRC;
- Law of the PRC on the Prevention and Control of Occupational Diseases; and
- Regulation on Work-Related Injury Insurance.

The Group has formulated a series of policies and measures to manage OHS matters at workplace. The overall OHS policy is structured by the HR Department and managed by full-time personnel, where inspections and reviews are conducted regularly to ensure the effectiveness of the policies. The Group's Operation Manual for Machinery standardises the operational procedures and provides employees with detailed guidance on the use of machinery. Moreover, the increasing levels of automation in the assembling of products further prevents workers from repetitive motion injuries, which ultimately improves workplace safety.

The work areas and emergency exits are kept clear of obstacles. Fire drill exercise is conducted regularly to facilitate swift response of employees in the event of fire emergencies. It is noteworthy that the production processes do not generate harmful chemicals or contaminants causing adverse health effects to the workers.

Responses during the Coronavirus Pandemic

The health and safety of employees in times of the pandemic remains the Group's primary concern. To tackle the novel coronavirus pandemic, the Group has taken a series of measures to protect the health of its employees.

Special arrangements and preventive measures adopted by the Group included:

- flexible work arrangements;
- routine monitoring of body temperature;
- providing face masks to employees for protection;
- strengthening workplace hygiene; and
- restricting business travel.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Through the effective implementation of safe working practices, there was no work-related fatalities and work-related incidents recorded during the Reporting Period. No material non-compliance with relevant laws and regulations which may have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards had been identified during the Reporting Period.

Occupational Health and Safety Data in 2019/2020

Work related fatality (case)	0
Work injury cases >3 days (case)	0
Work injury cases ≤3 days (case)	0
Lost days due to work injury (day)	0

B3. Development and Training

The Group believes that training is essential for the growth of its employees. It provides various forms of trainings to improve employees' skills and competencies. Newcomers are provided with induction training that covers a variety of topics including factory regulations, OHS issues and labour protection. The department leaders also explain the operating procedures to newcomers and remind them of the areas of attention.

On-the-job training is provided to existing employees to refresh their safety knowledge and equip them with necessary skills. During the Reporting Period, all employees received trainings, the total training hours and the average training hours per employee were 1,039 hours and 1.99 hours per employee respectively.

Number of employees trained	522
Percentage of employees trained	100%

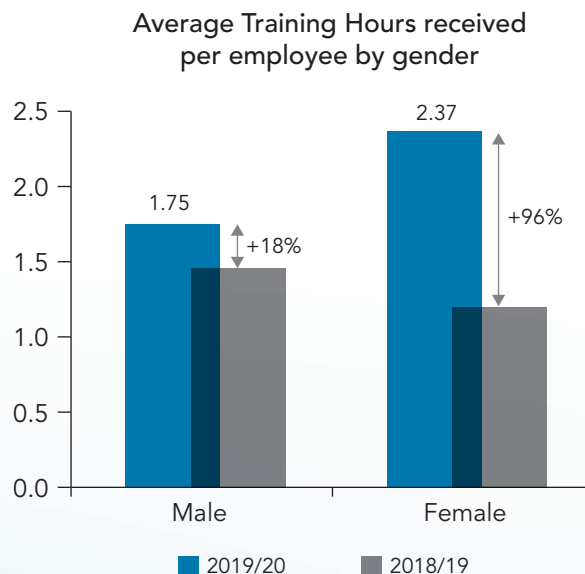
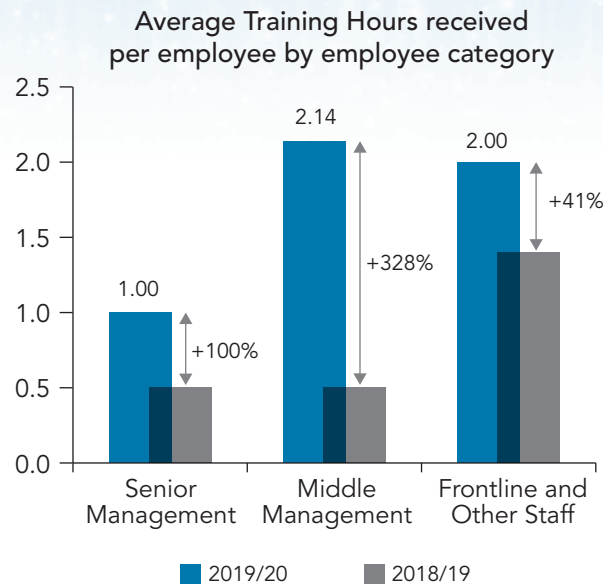
By employee category

Percentage of senior management employees trained	100%
Percentage of middle management employees trained	100%
Percentage of frontline employees trained	100%

By gender

Percentage of male employees trained	100%
Percentage of female employees trained	100%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



B4. Labour Standards

There was no child labour nor forced labour in the Group's operation as pursuant to the Labour Law of the PRC. The HR Department has established practices to ensure prevention of child and forced labour. Job candidates' identification documents are verified to ensure that they are legally entitled to work for the Group or otherwise they will not be entered into employment contracts. At the point of employment, new employees are required to complete the registration form and provide proof of their past employment.

In case of violation, the employee is subject to fines, termination of contract or civil sanctions, if necessary, in accordance with relevant regulations. No non-compliance in relation to laws and regulations regarding prevention of child and forced labour that have a significant impact on the Group was recorded during Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

2. OPERATING PRACTICES

B5. Supply Chain Management

The Group selects suppliers based on the quality of product, price and delivery time. During the Reporting Period, the Group engaged 220 suppliers, with more than 99% of them based in Mainland China and the rest were from Hong Kong. They mainly provide raw materials and electronic components (e.g. LEDs, printed circuit board, plastics and wires), packaging materials and office supplies.

According to the supplier evaluation system, new suppliers are assessed against the criteria including management expertise, reputation in the market, machinery and equipment, financial condition and their quality control systems. Site inspections and interviews, whenever required, are conducted to ensure the reliability of the suppliers.

The approved suppliers are required to follow the Group's quality policies along with strict standards. The Group constantly monitors the quality and performance of its suppliers and reviews the list of approved suppliers to ensure their compliance and continuous improvements.

B6. Product Responsibility

Quality Assurance and Safety Requirements

The Group strives for excellence in providing quality LED lighting products with great reliability and high energy efficiency. All its products are manufactured in accordance with the ISO 9001:2008 Quality Management System Standard and required to undergo stringent testing to meet certain safety standards set forth by the Underwriters Laboratories ("UL") and Canadian Standards Association ("CSA"), or the relevant regional safety standards according to customers' requirements.

The graph below provides a summary of the Group's quality control system:



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group has in place a systematic quality control system and standard operating procedures for quality control and assurance of raw materials and finished products. The Quality Control Department undertakes quality inspections at different stages of the production process from the procurement of raw materials to the delivery of products to customers. In the event of detecting defective raw materials, the Group will return the defective raw materials to the suppliers for replacement. During different stages of production, the quality control personnel monitor the quality of intermediate products by conducting quality assurance tests at different checkpoints upon completion of various production stages. Only those intermediate products which pass quality tests are allowed to proceed to the next stage of production. The Group also monitors the production progress to ensure the production goals can be achieved. The finished products are subject to a series of quality assessment tests before delivery. If the product is found defective, the technicians will perform further testing to identify the defective parts for replacement.

The Plant in Dongguan has automated production lines and machinery for the production of LED decorative lighting products. The automation of production processes not only increases the production capacity and productivity but also reduces human errors for better quality management.

No noncompliance with relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided had been identified during the Reporting Period.

Customer Service and Product Recall

Considered as one of the material topics by stakeholders, the Group is committed to providing quality customer services. The Group maintains long-term relationships and closely communicates with its customers to better understand their needs and specific requirements.

A complaints handling procedure is implemented in order to manage and resolve customer complaints in an effective and timely manner. Root cause analysis shall be conducted for each complaint, and corrective actions shall be formulated and implemented when necessary to avoid reoccurrences. The Quality Control Department shall also conduct investigation on the returned products and re-examine the manufacturing process wherever required. The Group did not receive any material complaints from its customers regarding safety or being requested for product recall due to safety and health issues during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Intellectual Property ("IP") Rights

The Group pays great attention to the protection of IP rights owned by the Group and external parties. The Group has registered trademarks and patents for its product designs and strictly abides by the Patent Law of the PRC and Trademark Law of the PRC in its management of IP rights.

The Group signs a Confidentiality Agreement with clients to enforce respect for their IP rights. If any infringement is found, relevant department shall report to the legal department. No major non-compliance with laws and regulations in relation to intellectual property rights that have a significant impact on the Group was recorded during the Reporting Period.

Data Protection

The Group at any time protects privacy of its employees, customers and suppliers. The Information Technology Department oversees the protection and security of data of the Group. To safeguard the data and confidential information of the Group, customers and suppliers are required to sign the Confidentiality and Non-competition Agreement. No non-compliance with laws and regulations in relation to confidentiality and customer data protection that have a significant impact on the Group was recorded during Reporting Period

B7. Anti-corruption

The Group strictly complies with the Law of the PRC on Anti-money Laundering, and refuses any acts of corruption, money laundering, extortion, blackmail, bribe-taking and bribery. Its policy on anti-corruption and the Code of Conduct set out in the Employee Handbook standardises the conduct and discipline of the employees. Employees are prohibited from accepting any remuneration, gifts or other special treatment.

A whistle-blowing mechanism is in place for reporting of suspected misconduct and malpractice. When a suspicious case is received, the Group undergoes investigation procedures and protects confidentiality of the complainant. If complainant's identity is exposed, whoever retaliates against the complainant will be subject to disciplinary actions, including termination of employment. All reports will be handled impartially and effectively, and will be reported to relevant enforcement authorities when necessary.

There was no concluded legal case regarding corrupt practices brought against the Group or its employees and the Group did not note any cases of non-compliance with laws and regulations regarding bribery, extortion, fraud and money laundering during the Reporting Period.

B8. Community Investment

Although the Group has not established policy on community investment, it actively encourages employees to participate in community service activities. The Group will consider potential focus areas for community contribution in future.

REPORT OF THE DIRECTORS

The Directors present their report together with the audited consolidated financial statements of the Group for the year ended 30 April 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and its principal subsidiaries are engaged in trading and manufacturing of LED lighting products.

RESULTS AND APPROPRIATIONS

The Group's financial performance for the year ended 30 April 2020 is set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 54 of this report and the financial position of the Group as at 30 April 2020 is set out in the Consolidated Statement of Financial Position on page 55 of this report. The Directors do not recommend the payment of a final dividend for the year ended 30 April 2020.

BUSINESS REVIEW

A business review of the Group, including a description of the principal risks and uncertainties facing by the Group, an analysis of the Group's performance during the year using financial key performance indicators and an indication of likely future development in the Group's business, is set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" of this report; and a description of the environmental policies and performance is set out in the section headed "Environmental, Social and Governance Report" of this annual report. These discussions form part of this "Report of the Directors".

Description of the principal risks and uncertainties facing the Company can be found throughout this annual report particularly in note 37 to the consolidated financial statements.

COMPLIANCE WITH LAWS AND REGULATIONS

The Directors realize the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements could lead to the termination or suspension of operation. The Group has been allocating resources to ensure compliance with laws and regulations. For the year, the Group has, to the best of the Directors' knowledge, complied with all relevant laws and regulations that have a significant impact on the Group.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five financial years ended 30 April 2020 is set out on page 116 of this report.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

For the year ended 30 April 2020, the aggregate sales to the Group's five largest customers accounted for approximately 50.1% (2019: 56.6%) of the total revenue and the largest customer included therein amounted to approximately 13.0% (2019: 13.6%) of the total revenue. The Group's five largest suppliers accounted for approximately 22.6% (2019: 33.1%) of the total purchases for the year ended 30 April 2020 and the largest supplier included therein amounted to approximately 8.4% (2019: 16.0%) of the total purchases.

None of the Directors, any of their close associates (as defined in the GEM Listing Rules) or any of the shareholders of the Company which, to the best of the Directors' knowledge, own more than 5% of the Company's issued share capital, has any beneficial interest in the Group's major customers or major suppliers during the year ended 30 April 2020.

The Group also values the knowledge and skills of its employees, and continues to provide favorable career development opportunities for its employees.

REPORT OF THE DIRECTORS

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year ended 30 April 2020 are set out in Note 15 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

IMPORTANT EVENTS SUBSEQUENT TO FINANCIAL YEAR

Save as disclosed in the annual report, the Directors are not aware of any significant events affecting the Group subsequent to the financial year and up to the date of this report. However, under the outbreak of COVID-19, the Group's operating environment would be increasingly challenged when the epidemic continues. The Group will continued to adopt prudent and risk balancing management approach in the coming years.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves and distributable reserves of the Group and the Company during the year ended 30 April 2020 are set out in the Consolidated Statement of Changes in Equity and Summarised Financial Information of the Company on page 114 of the annual report and in Note 38(b) to the consolidated financial statements respectively.

As at 30 April 2020, the Company had no distribution reserve available for distribution to the shareholders.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 30 April 2020 are set out in Note 30 to the consolidated financial statements.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Share Option Scheme" or the "Scheme") for the purpose of recognizing and acknowledging the contributions that eligible participants have made or may make to the Group. The Share Option Scheme became effective on 16 November 2017 and, unless otherwise cancelled or amended, would remain in force for 10 years from that date. No option has been granted by the Company under the Scheme since its adoption.

As at the date of this report, the total number of shares available for issue under the Share Option Scheme was 50,000,000 shares, representing 10% of the issued share capital of the Company.

For further details of the Share Option Scheme, please refer to Note 32 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

REPORT OF THE DIRECTORS

DIRECTORS

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

Executive Directors

Mr. Shiu Kwok Leung

Mr. Shao Xu Hua

Mr. Yuen Lai Him

Independent Non-executive Directors

Mr. Wong Ting Kon

Ms. Lo Ching Yee

Mr. Cheng Hok Ming Albert

Pursuant to the Articles, Mr. Shiu Kwok Leung and Mr. Wong Ting Kon shall hold office until the 2020 AGM. All of the above Directors are eligible for re-election at the 2020 AGM.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the Share Option Scheme as disclosed in the section headed "Share Option Scheme" above, neither at the end of nor at any time during the year there subsisted any arrangement to which the Company or any of its subsidiaries was a party and the objects of or one of the objects of such arrangement are/is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the 2020 AGM has a service contract with the Company that is not determinable within one year without payment of compensation (other than statutory compensation).

CONTRACT OF SIGNIFICANCE

No contract of significance (including those for provision of services to the Company or any of its subsidiaries by the controlling shareholders) has been entered into between the Company or any of its subsidiaries and the controlling shareholders or any of its subsidiaries during the year.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) for the benefit of the Directors and the directors of the Company's associated companies is currently in force and was in force throughout the year.

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Company are set out in Note 11 to the consolidated financial statements in this annual report.

EMOLUMENT POLICY

The Remuneration Committee will review and determine and the Board will approve the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, time devoted to the Group and the performance of the Group. The Directors and other employees who have made valuable contribution to the Group may also receive options to be granted under the Share Option Scheme.

REPORT OF THE DIRECTORS

MANAGEMENT CONTRACTS

No contract for the management and administration of the whole or any substantial part of the business of the Company was entered into or in existence during the year.

RELATED PARTY TRANSACTIONS

Details of the material related party transactions entered into by the Group are set out in Note 35 to the consolidated financial statements. These related party transactions constitute de minimis continuing connected transactions of the Company that are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 20.74 of the GEM Listing Rules.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

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

As at 30 April 2020, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the required standard of dealings by directors of listed issuer as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in ordinary shares of the Company

Name of Director	Capacity/nature of interest	Number of shares	Approximate percentage ⁺ of shareholding in the Company
Mr. Shiu Kwok Leung	Interest of controlled corporation	234,000,000 (Note 1)	46.8%
Mr. Yuen Lai Him	Interest of spouse	30,000,000 (Note 2)	6.0%

Notes:

1. These shares are held by Real Charm Corp, which is wholly and beneficially owned by Mr. Shiu Kwok Leung. Accordingly, Mr. Shiu Kwok Leung is deemed to be interested in these shares of the Company pursuant to Part XV of the SFO.
 2. Mr. Yuen Lai Him is deemed to be interested in these shares of the Company through the interest of his spouse, Ms. Giang Maryanne Phung-van.
- ⁺ The percentage represents the number of ordinary shares involved divided by the number of issued shares of the Company as at 30 April 2020.

Save as disclosed above, as at 30 April 2020, none of the Directors nor the chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the required standard of dealings by directors of listed issuer as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

REPORT OF THE DIRECTORS

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

As at 30 April 2020, the following parties (other than the Directors or the chief executives of the Company) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long position in ordinary shares of the Company

Name of shareholder	Capacity/nature of interest	Number of shares	Approximate percentage ⁺ of shareholding in the Company
Real Charm Corp	Beneficial owner	234,000,000 (Note 1)	46.8%
Ms. Chung Yu Chun	Interest of spouse	234,000,000 (Note 2)	46.8%
Multi Tech Creation Limited	Beneficial owner	30,000,000 (Note 3)	6.0%
Ms. Giang Maryanne Phung-van	Interest of controlled corporation	30,000,000 (Note 3)	6.0%

Notes:

1. The above interest of Real Charm Corp was also disclosed as the interest of Mr. Shiu Kwok Leung in the above section headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, the Underlying Shares or Debentures of the Company".
2. Ms. Chung Yu Chun is deemed to be interested in these shares of the Company through the interest of her spouse, Mr. Shiu Kwok Leung.
3. These shares are held by Multi Tech Creation Limited, which is wholly and beneficially owned by Ms. Giang Maryanne Phung-van, spouse of Mr. Yuen Lai Him. The above interest of Ms. Giang Maryanne Phung-van was also disclosed as the interest of Mr. Yuen Lai Him in the above section headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, the Underlying Shares or Debentures of the Company".

+ The percentage represents the number of ordinary shares involved divided by the number of issued shares of the Company as at 30 April 2020.

Save as disclosed above, as at 30 April 2020, the Company was not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 30 April 2020.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the GEM Listing Rules.

COMPETING AND CONFLICT OF INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Company and any other conflicts of interest which any such person has or may have with the Group during the year ended 30 April 2020.

REPORT OF THE DIRECTORS

None of the Directors, the controlling shareholders or substantial shareholders of the Company or any of their respective close associates has engaged in or has interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during the year ended 30 April 2020.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6.19 of the GEM Listing Rules, the Company has appointed Ample Capital Limited to be the compliance adviser. As notified by Ample Capital Limited, as at 30 April 2020, neither Ample Capital Limited, its directors, employees and close associates had any interest in relation to the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The audit committee of the Company was established on 24 October 2017. The Audit Committee consists of three members, namely Mr. Wong Ting Kon (Chairman), Ms. Lo Ching Yee and Mr. Cheng Hok Ming Albert, all being independent non-executive Directors. The primary duties of the Audit Committee are to review the Company's financial information and reporting process, risk management and internal control systems, relationship with external auditors and arrangements for employees of the Group to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee has reviewed the audited condensed consolidated financial statements of the Group for the year ended 30 April 2020.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in the Company. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings and there was no event of non-compliance during the year ended 30 April 2020.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and maintaining high standards of corporate governance, as the Board believes that good and effective corporate governance practices are key to obtaining and maintaining the trust of the shareholders of the Company 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 of the Company.

The Company has applied the principles as set out in the CG Code set out in Appendix 15 to the GEM Listing Rules. The Board considers that the Company has complied with the CG Code during the year ended 30 April 2020.

AUDITOR

HLB Hodgson Impey Cheng Limited, the auditor of the Company, will retire and, being eligible, offer themselves for re-appointment at the 2020 AGM. A resolution will be submitted to the 2020 AGM to seek shareholders' approval on the re-appointment of HLB Hodgson Impey Cheng Limited as the Company's auditor until the conclusion of the next annual general meeting.

There were no other changes in auditors of the Company in any of the preceding three years.

By Order of the Board
Bortex Global Limited
Shiu Kwok Leung
Chairman

Hong Kong, 13 July 2020

INDEPENDENT AUDITORS' REPORT



31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

TO THE SHAREHOLDERS OF BORTEX GLOBAL LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Bortex Global Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 54 to 115, which comprise the consolidated statement of financial position as at 30 April 2020, 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 30 April 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 (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

INDEPENDENT AUDITORS' REPORT

KEY AUDIT MATTERS *(Continued)*

Key audit matter	How our audit addressed the Key Audit Matter
Allowance for expected credit losses assessment of trade receivables <p>Refer to Note 21 to the consolidated financial statements and the accounting policies in Note 3 to the consolidated financial statements.</p> <p>The Group had trade receivables with gross carrying amount of approximately HK\$50,890,000 and provision for allowance for expected credit losses of approximately HK\$1,212,000.</p> <p>Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for allowance for expected credit losses based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the allowance for expected credit losses assessment.</p> <p>We focused on this area due to the allowance for expected credit losses assessment of trade receivables under the expected credit losses model involved the use of significant management judgements and estimates.</p>	<p>Our procedures in relation to management's allowance for expected credit losses assessment of the trade receivables as at 30 April 2020 included:</p> <ul style="list-style-type: none">• understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk;• Checking, on a sample basis, the ageing profile of the trade receivables as at 30 April 2020 to the underlying financial records and post year-end settlements to bank receipts;• Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as performing public search of credit profile of selected customers, understanding ongoing business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers; and• Assessing the appropriateness the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses. <p>We found that the management judgment and estimates used to assess the recoverability of the trade receivables and determine the provision to be supportable by available evidence.</p>

INDEPENDENT AUDITORS' REPORT

KEY AUDIT MATTERS *(Continued)*

Key audit matter	How our audit addressed the Key Audit Matter
Impairment assessment on goodwill Refer to Note 18 to the consolidated financial statements and the accounting policies in Note 3 to the consolidated financial statements. The Group has goodwill of approximately HK\$8,131,000 relating to LED Manufacturing business as at 30 April 2020. The management performed impairment assessment on goodwill allocated to the cash generating unit and concluded that no impairment was recognised. This conclusion was based on value-in-use model that required significant management judgement with respect to the discount rate and underlying cash flows in particular to the growth rates used. Independent external valuation was obtained in order to support management's estimates.	<p>Our procedures in relation to management's impairment assessment on goodwill included:</p> <ul style="list-style-type: none">• Evaluating the independent valuer's competence, capabilities and objectivity;• Assessing the methodologies used and the appropriateness of the key assumption based on our knowledge of the relevant industry and using our valuation experts;• Challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and• Checking, on a sampling basis, the accuracy and relevance of the input data used. <p>We found that the assumptions were supported by the available evidence.</p>
Net realisable value of inventories Refer to Note 20 to the consolidated financial statements and the accounting policies in Note 3 to the consolidated financial statements. As at 30 April 2020, the Group had inventories of approximately HK\$51,044,000. The management estimated the net realisable values of inventories by reference to the sale proceeds received after the end of the reporting period less selling expenses, which involve management estimation.	<p>Our procedures in relation to management's assessment on net realisable value of inventories included:</p> <ul style="list-style-type: none">• Obtaining an understanding of how the management estimated the net realisable value of inventories and evaluating the historical accuracy of the allowance estimation by management;• Evaluating management's assessment of provision of inventories with reference to their aging, the condition of inventories during our observation of physical inventory count; and• Selecting sample of inventories and reviewing their net realisable values with reference to their selling prices subsequent to the end of the reporting period. <p>We found the net realisable values of the inventories was supported by the available evidence.</p>

INDEPENDENT AUDITORS' REPORT

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, 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 HKSAAs 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 HKSAAs, 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 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 AUDITORS' REPORT

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- 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 auditors' 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 auditors' 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 Audit Committee, 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditors' report is Wong Sze Wai, Basilia.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Wong Sze Wai, Basilia
Practising Certificate Number: P05806

Hong Kong, 13 July 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 April 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Revenue	6	174,790	162,035
Cost of sales		(124,585)	(112,962)
Gross profit		50,205	49,073
Other income and gain	7	1,653	682
(Provision)/net reversal of allowance for expected credit losses		(95)	37
Selling and distribution expenses		(3,235)	(3,521)
Administrative expenses		(22,477)	(16,570)
Finance costs	8	(1,460)	(322)
Profit before taxation	9	24,591	29,379
Taxation	12	(6,087)	(5,961)
Profit for the year		18,504	23,418
Other comprehensive loss for the year, net of tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		(4,979)	(4,523)
Other comprehensive loss for the year, net of tax		(4,979)	(4,523)
Total comprehensive income for the year		13,525	18,895
Profit for the year attributable to equity owners of the Company		18,504	23,418
Total comprehensive income for the year attributable to equity owners of the Company		13,525	18,895
Earnings per share attributable to equity owners of the Company			
Basic and diluted (HK cents)	14	3.70	4.68

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 April 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Assets			
Non-current assets			
Property, plant and equipment	15	14,639	18,018
Goodwill	18	8,131	8,634
Right-of-use assets	16	15,610	–
Financial assets at fair value through profit or loss	19	4,124	2,738
Deferred tax assets	29	259	243
		42,763	29,633
Current assets			
Inventories	20	51,044	25,918
Trade receivables	21	49,678	61,801
Deposits, prepayments and other receivables	22	16,821	11,670
Fixed deposits	23	9,187	9,524
Cash and cash equivalents	23	20,554	16,266
		147,284	125,179
Liabilities			
Current liabilities			
Trade payables	24	6,543	13,736
Accruals and other payables	25	7,419	2,858
Contract liabilities	26	768	472
Bank borrowings	27	13,241	7,002
Lease liabilities/obligation under finance leases	28	2,921	660
Tax payables		9,121	6,730
		40,013	31,458
Net current assets		107,271	93,721
Total assets less current liabilities		150,034	123,354
Non-current liabilities			
Lease liabilities	28	13,155	–
Net assets		136,879	123,354
Equity			
Share capital	30	5,000	5,000
Reserves		131,879	118,354
Total equity		136,879	123,354

The consolidated financial statements on page 54 to 115 were approved and authorized for issue by the Board of Directors on 13 July 2020 and are signed on its behalf by:

Shiu Kwok Leung
Director

Yuen Lai Him
Director

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 April 2020

	Share capital HK\$'000	Share premium HK\$'000	Statutory reserve HK\$'000 (note ii)	Translation reserve HK\$'000	Other reserve HK\$'000 (note i)	Retained earnings HK\$'000	Total HK\$'000
At 1 May 2018	5,000	41,901	–	4,676	1	52,881	104,459
Profit for the year	–	–	–	–	–	23,418	23,418
Exchange differences on translation of foreign operations	–	–	–	(4,523)	–	–	(4,523)
Total comprehensive (loss)/income for the year	–	–	–	(4,523)	–	23,418	18,895
Transfer to statutory reserve	–	–	1,223	–	–	(1,223)	–
At 30 April 2019 and 1 May 2019	5,000	41,901	1,223	153	1	75,076	123,354
Profit for the year	–	–	–	–	–	18,504	18,504
Exchange differences on translation of foreign operations	–	–	–	(4,979)	–	–	(4,979)
Total comprehensive (loss)/income for the year	–	–	–	(4,979)	–	18,504	13,525
Transfer to statutory reserve	–	–	1,106	–	–	(1,106)	–
At 30 April 2020	5,000	41,901	2,329	(4,826)	1	92,474	136,879

Notes:

- (i) Other reserve represents the difference between the Company's share of nominal value of the paid-up capital of the subsidiary acquired over the Company's cost of acquisition of the subsidiary under the common control upon the reorganisation.
- (ii) In accordance with the Articles of Association of a subsidiary established in the PRC, they required to transfer 10% of the profit after taxation to the statutory reserve until the reserve 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 April 2020

	2020 HK\$'000	2019 HK\$'000
Operating activities		
Profit before income tax	24,591	29,379
Adjustments for:		
Depreciation of property, plant and equipment	2,440	2,916
Depreciation of right-of-use-assets	3,337	–
Rent concession	(15)	–
(Gain)/loss on disposals of property, plant and equipment	(7)	45
Interest income	(241)	(234)
Finance cost	1,460	322
Provision/(net reversal) of allowance for expected credit losses	95	(37)
Fair value gain on financial assets at fair value through profit or loss	(1,386)	(373)
Operating cash flows before working capital changes	30,274	32,018
(Increase)/decrease in inventories	(23,618)	705
(Increase)/decrease in trade receivables	14,552	(19,745)
Increase in deposits, prepayments and other receivables	(4,599)	(4,527)
(Decrease)/increase in trade payables	(6,405)	4,090
Increase/(decrease) in accruals, other payables and receipts in advance	4,647	(6,139)
Increase in contract liabilities	296	472
Net cash generated from operations	15,147	6,874
Interest paid	(116)	(322)
Income tax paid	(3,402)	(6,028)
Net cash generated from operating activities	11,629	524
Investing activities		
Interest received	241	234
Proceeds from disposals of property, plant and equipment	76	–
Purchases of property, plant and equipment	(400)	(5,627)
Net cash used in investing activities	(83)	(5,393)
Financing activities		
Repayment of lease liabilities	(3,183)	–
Interest element on lease liabilities	(1,128)	–
Proceeds from bank borrowings	7,396	8,974
Repayment on bank borrowings	(1,373)	(3,745)
Repayment of obligation under finance lease	–	(953)
Net cash generated from financing activities	1,712	4,276
Net increase/(decrease) in cash and cash equivalents	13,258	(593)
Cash and cash equivalents at the beginning of the year	16,266	23,836
Effect of exchange rate changes on cash and cash equivalents	(8,970)	(6,977)
Cash and cash equivalents at the end of the year	20,554	16,266
Analysis of the balances of cash and cash equivalents		
Cash and cash equivalents	20,554	16,266

The accompanying notes form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 30 January 2014 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its parent is Real Charm Corp (incorporated in British Virgin Islands) and its ultimate controlling party is Mr. Shiu Kwok Leung. The Company's registered office is located at the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business in Hong Kong is at Flat A, 11th Floor, King Palace Plaza, 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company's issued shares have been listed on the **GEM** of the Stock Exchange of the Hong Kong Limited ("**Stock Exchange**") on 16 November 2017 (the "**Listing Date**").

The Company is an investment company. The Group principally engages in trading and manufacturing of LED lighting products.

The consolidated financial statements are presented in Hong Kong dollars ("**HK\$**") is also the functional currency of the Company and all values are rounded to the nearest thousand except otherwise indicated.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("**HKFRSs**")

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 Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time in the current year:

HKFRS 16	Leases
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatment
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle

Early adoption of amendments to HKFRSs

The following amendments to HKFRSs, which is applicable to the Group but are not yet effective for the current year, have been early adopted in current year:

Amendments to HKFRS 16 COVID-19-Related Rent Concession

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases ("HKAS 17"), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 May 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessor

Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have an impact on leases where the Group is the lessor. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 May 2019.

As at 1 May 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- (ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- (iii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of leased properties in PRC, Hong Kong and Cambodia was determined on a portfolio basis;
- (iv) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options; and
- (v) relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by relevant group entities ranged from 5.2% to 7.12%. The lease liabilities as of 1 May 2019 reconciled to the operating lease commitments as of 30 April 2019 is as follows:

	At 1 May 2019 HK\$'000
Operating lease commitments disclosed as at 30 April 2019	21,915
Less: practical expedient – leases with lease term ending within 12 months from date of initial application	(764)
Less: Effect from discounting at the incremental borrowing rate as at 1 May 2019	(3,982)
	17,169
Add: obligation under finance lease recognised as at 30 April 2019	660
Lease liabilities as at 1 May 2019	17,829
Analysis as:	
Current	3,119
Non-current	14,710
	17,829

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets for own use as at 1 May 2019 comprises the following:

	Right-of-use assets HK\$'000
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	17,169
Add: Amounts included in property, plant and equipment under HKAS 17	
— Assets previously under finance leases	3,001
	20,170
By class:	
Machinery	3,001
Leased properties	17,169
	20,170

Note:

In relation to assets previously under finance leases, the Group recategorised the carrying amounts of the relevant assets which were still under lease as at 1 May 2019 amounting to HK\$3,001,000 as right-of-use assets. In addition, the Group reclassified the obligations under finance leases of HK\$660,000 to lease liabilities as current liabilities at 1 May 2019.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 May 2019. Line items that were not affected by the changes have not been included.

	Carrying amounts previously reported at 30 April 2019 HK\$'000	Adjustments HK\$'000	Carrying amounts under HKFRS 16 at 1 May 2019 HK\$'000
Non-current assets			
Property, plant and equipment	18,018	(3,001)	15,017
Right-of-use assets	—	20,170	20,170
Current liabilities			
Obligation under finance lease	660	(660)	—
Lease liabilities	—	3,119	3,119
Non-current liabilities			
Lease liabilities	—	14,710	14,710

For the purpose of reporting cash flows from operating activities under indirect method for the year ended 30 April 2020, movements in working capital have been computed based on opening statement of financial position as at 1 May 2019 as disclosed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 Leases (Continued)

Amendments to HKFRS 16 COVID-19-Related Rent Concession

The Group has elected the practical expedient to apply amendments to HKFRS 16 to account for any change in lease payments resulting from the rent concession occurring as a direct consequence of the COVID-19 pandemic.

The Group has applied the practical expedient to rent concession that meet all of the following conditions:

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- (c) there is no substantive change to other terms and conditions of the lease.

The rent concession recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 30 April 2020 amounted to HK\$15,000.

New and amended HKFRSs that have been issued but not yet effective

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

HKAS 1 and HKAS 8 (Amendments)	Definition of Material ¹
HKFRS 9, HKAS 39 and HKFRS 7 (Amendments)	Interest Rate Benchmark Reform ¹
HKFRS 3 (Amendments)	Definition of a Business ²
HKFRS 10 and HKAS 28 (Amendments)	Sale or contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 17	Insurance Contracts ³

¹ Effective for annual periods beginning on or after 1 January 2020.

² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

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

⁴ Effective for annual periods beginning on or after a date to be determined.

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020. The directors of the Company anticipate that the application of all the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the HKICPA, and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements includes applicable disclosures required by the GEM Listing Rules and by disclosure requirements of the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-Based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 May 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

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

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

The principal accounting policies are set out below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basic of consolidation

The consolidated financial statements incorporate 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 return.

The Group reassesses whether or not it controls an investee if facts and circumstance 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 period are included in the consolidated statement of profit and 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 intra-group assets and liabilities, equity, income, expenses and cash flows relating to transaction between members of the Group are eliminated in full on consolidation.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit, the amount of goodwill disposed of is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Revenue Recognition and Other Income Recognition

Revenue from contracts with customers

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 complete to date.

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

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 Financial Investment ("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.

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue Recognition and Other Income Recognition *(Continued)*

Sale of goods

Revenue from the sales of LED decorative lighting and LED luminaire lighting are recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. The normal credit term is 0 to 120 days upon delivery. Payment in advance is required for some contracts.

Interest income

Interest come is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Research and development costs

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Company's or the Group's research and development activities, no development costs satisfy the criteria for the recognition of such costs as an asset. Both research and development costs are therefore recognised as expenses in the period in which they are incurred.

Leasing

Definition of a lease (upon application of HKFRS 16 in accordance with transitions on Note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions on Note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and non-lease components, the Group allocates 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.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions on Note 2)
(Continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of leased properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing *(Continued)*

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions on Note 2)
(Continued)

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/ expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions on Note 2)
(Continued)

Lease modifications (Continued)

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

COVID-19-Related Rent Concession (upon early adoption as disclosure in Note 2)

The Group has elected the practical expedient to apply amendments to HKFRS 16 to account for any change in lease payments resulting from the rent concession occurring as a direct consequence of the COVID-19 pandemic.

The Group has applied the practical expedient to rent concession that meet all of the following conditions:

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- (c) there is no substantive change to other terms and conditions of the lease.

The Group has elected to apply the practical expedient and applied it consistently to all lease contracts with similar characteristics and in similar circumstances.

The Group as a lessee (prior adoption of HKFRS 16 as at 1 May 2019)

Leases are classified as finance lease 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.

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

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest in the remaining balance of the liability. Finance expenses are recognize immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the reporting period in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as a lessee (prior adoption of HKFRS 16 as at 1 May 2019) (Continued)

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Foreign currencies

In preparing the consolidated financial statements of each individual group entities, transactions in currencies other than that entity's foreign currency (foreign currencies) are recognised at the rate of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at 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 monetary items are recognised in profit or loss in the reporting period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currencies *(Continued)*

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposal of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange difference arising are recognised in the foreign currency translation reserve.

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.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense when employees have rendered service entitling them to the contributions.

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to certain ceiling. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from the subsidiary in an independent fund managed by the PRC government.

Short-term and other long-term employee benefits

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Short-term and other long-term employee benefits *(Continued)*

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

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 reporting period. Taxable profit differs from profit as reported in the consolidated statements of 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 the 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 base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary 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 goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, 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 investments and 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 the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

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 to the same taxable entity by the same taxation authority.

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

Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of assets, other than construction in progress, 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.

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.

The estimated useful lives for the current and comparative periods are as follows:

Leasehold improvement	10 years
Furniture, fixture and office equipment	5 to 10 years
Plant and machinery	5 to 10 years
Motor vehicles	5 years

Depreciation methods, useful lives and residual values are reassessed at the end of each reporting period.

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment on property, plant and equipment and right-of-use assets *(Continued)*

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Provision

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provision (Continued)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Dividend

Dividend to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

Financial instruments

Financial assets and financial liabilities are recognised when the 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 receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised in profit or loss.

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.

Financial assets

Classification and subsequent measurement of 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.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9 initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and interest income

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 following the determination that the asset is no longer credit impaired.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income" line item.

Impairment of financial assets

The Group performs impairments assessment under expected credit losses ("ECL") model on financial assets (including trade receivables, deposits and other receivables and cash and bank balances). The amount of ECL is updated at each reporting period to reflect changes in credit risk since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

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 period. 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 period as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances/or collectively using a provision matrix with appropriate grouping.

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

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

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

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

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 120 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Significant increase in credit risk *(Continued)*

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.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- 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 analysis, the Group considers that default has occurred when a financial asset is more than one year 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 of default 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;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

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 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(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.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables and other receivables are each assessed as a separate group;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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 other receivables where the corresponding adjustment is recognised through a loss allowance account.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments 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 an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including trade payables, accruals and other payables, lease liabilities/obligation under finance lease and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

Derecognition

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

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 derecognized and the consideration paid and payable is recognised in the profit or loss.

Related parties transactions

A party is considered to be related to the Group if:

- (i) A person or a close member of that person's family is related to the Group if that person:
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or of a parent of the Group.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (a) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiaries is related to the others);
 - (b) one entity is an associate or joint venture of the other entity for an associate or joint venture of a member of a group which the other entity is a member);
 - (c) both entities are joint ventures of the same third party;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties transactions *(Continued)*

(ii) *(Continued)*

- (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employees are also related to the Group;
- (f) the entity is controlled or jointly controlled by a person identified in (i);
- (g) a person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (h) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or 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 equity.

A transaction is considered to be a related party transaction when there is a transfer of resources, or obligations between the Group and a related party, regardless of whether a price is charged.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgments, 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 judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Critical judgments in applying accounting policies

The following is the critical judgment, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) *Determination of functional currency*

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the group entities, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the group entities are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(b) *Impairment of property, plant and equipment and right-of-use assets*

Property, plant and equipment, right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

As at 30 April 2020, the carrying amounts of right-of-use assets, property, plant and equipment are approximately HK\$14,639,000 and 15,610,000 (2019: HK\$18,018,000 and HK\$Nil) respectively. No impairment losses were recognised during the year ended 30 April 2020. Details of the property, plant and equipment and right-of-use assets are disclosed in note 15 and 16 respectively.

(c) *Estimated useful lives of property, plant and equipment*

The Group's management determines the estimated useful lives, and related depreciation charges for its property, plant and equipment. The estimates are based on the historical experience of the actual useful lives of those assets of similar nature and functions. Management will increase the depreciation where useful lives are less than previously estimated lives. It will write off or write down technically obsolete assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore affect the depreciation charges in future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Critical judgments in applying accounting policies *(Continued)*

(d) *Estimated allowance for expected credit losses of trade receivables*

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 37.

(e) *Provision of inventories*

The Group makes provision for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of slow-moving stock and obsolete inventories requires the use of judgement and estimates on the conditions and usefulness of the inventories.

(f) *Income tax and deferred taxation*

Determining income tax provisions involve judgment on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

(g) *Impairment of goodwill*

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of non-financial assets. Where an impairment trigger exists, the recoverable amounts incorporate a number of key estimates and assumptions about future events, which are subject to uncertainty and might materially differ from the actual results. In making these key estimates and judgement, management of the Group takes into consideration assumptions that are mainly based on market conditions existing at the reporting dates and appropriate market and discount rates. These estimates are regularly compared to actual market data and actual transactions entered into by the Group.

(h) *Determining the lease term*

As explained in note 2, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying assets to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

5. SEGMENT REPORTING

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker in order to allocate resources and assess performance of the segment. During the reporting period, the information reported to the executive directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, do not contain profit or loss information of each product line or geographical area and the executive directors reviewed the financial result of the Group as a whole report under HKFRSs. Therefore, the executive directors have determined that the Group has only one single business component/reportable segment as the Group is only engaged in designing, manufacturing and trading of LED lighting products. The executive directors allocate resources and assess performance on an aggregate basis. Accordingly, no operating segment is presented.

Geographical information

The Group's revenue from external customers is divided into the following geographical areas:

	2020 HK\$'000	2019 HK\$'000
Canada	22,801	21,968
Taiwan	–	10,690
The US	15,634	15,796
The PRC, excluding Hong Kong	73,126	86,939
Hong Kong	49,589	15,958
Others (note)	13,640	10,684
	174,790	162,035

Note: Others include the Brazil, France, Japan, Philippines, Thailand, South Africa and Italy.

The following is an analysis of the Group's non-current assets, excluding goodwill, deferred tax assets and financial assets at fair value through profit or loss, by their geographical location:

	2020 HK\$'000	2019 HK\$'000
Hong Kong	1,381	561
The Asia, excluding Hong Kong	28,868	17,457
	30,249	18,018

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

5. SEGMENT REPORTING (Continued)

Information about major customers

Revenue from major customers, each of them accounted for 10% or more of the Group's revenue, are set out below:

	2020 HK\$'000	2019 HK\$'000
Customer A	22,801	21,968
Customer B	—*	18,759
Customer C	—*	18,027
Customer D	18,845	—*
Customer E	—*	17,478

As at 30 April 2020, 4.2% (2019: 38.3%) of the Group's trade receivables were due from these customers which accounted for 10% or more of the Group's revenue during the year.

* The customers contributed less than 10% of the total revenue of the Group in corresponding years.

6. REVENUE

Revenue, which is also the Group's turnover, represent the revenue generated by trading and manufacturing of LED decorative lighting products and LED luminaire lighting products, net of return, discounts and sales related taxes, during the reporting period.

All revenue contract as for period of less than one year, as permitted by practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied contract is not disclosed. All revenue were recognised at point in time.

Please refer to note 3 for details of revenue recognition.

	2020 HK\$'000	2019 HK\$'000
LED decorative lighting	113,459	132,954
LED luminaire lighting	61,331	29,081
	174,790	162,035

7. OTHER INCOME AND GAIN

	2020 HK\$'000	2019 HK\$'000
Fair value gain on financial assets at fair value through profit or loss	1,386	373
Sales of scrap material	10	55
Interest income	241	234
Government grant	—	20
Rent concession	15	—
Others	1	—
	1,653	682

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

8. FINANCE COSTS

	2020 HK\$'000	2019 HK\$'000
Interest expenses on:		
— bank borrowings wholly repayable within five years	216	229
— lease liabilities/obligation under finance lease	1,128	54
	1,344	283
Bank charges	116	39
	1,460	322

9. PROFIT BEFORE TAXATION

	2020 HK\$'000	2019 HK\$'000
Profit before taxation has been arrived after charging/(crediting):		
Auditors' remuneration		
— Audit service	1,000	1,190
— Non-audit service	400	—
Cost of inventories recognized as an expense	124,585	112,962
Depreciation of property, plant and equipment	2,440	2,916
Depreciation of right-of-use-assets	3,337	—
Employee benefit expenses (including directors' emoluments) (note 10)	21,019	21,503
Minimum lease payments under operating leases	—	3,773
Expenses relating to short-term leases	509	—
Provision/(net reversal) of allowance for expected credit losses	95	(37)
Foreign exchange losses, net	462	161
Listing expense related to the transfer listing to Main Board	3,994	—
(Gain)/loss on disposal of property, plant and equipment	(7)	45
Research and development expenses	62	61

10. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTOR' EMOLUMENTS)

	2020 HK\$'000	2019 HK\$'000
Directors' fees	360	360
Salaries, allowances and benefits in kind	18,849	19,303
Retirement scheme contributions	1,810	1,840
	21,019	21,503

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

Pursuant to the GEM Listing Rules and section 383 of the Hong Kong Companies Ordinance and the Companies (Disclosure of Information about benefits of Directors) Regulation (Cap. 622G), the aggregate amounts of emoluments paid by the companies now comprising the Group to the directors of the Company during the reporting period are as follows:

	2020 HK\$'000	2019 HK\$'000
Directors' fees	360	360
Salaries, allowances and benefits in kind	2,346	2,310
Retirement scheme contributions	36	36
	2,742	2,706

The emoluments of each of the directors during the year ended are set out below:

	For the year ended 30 April 2020				
	Directors' fees HK\$'000	Salaries allowance and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Retirement benefits scheme contribution HK\$'000	Total HK\$'000
Executive directors:					
Mr. Shiu Kwok Leung	–	996	–	18	1,014
Mr. Shao Xu Hua	–	675	–	–	675
Mr. Yuen Lai Him	–	675	–	18	693
Independent non-executive directors:					
Mr. Wong Ting Kon	120	–	–	–	120
Ms. Lo Ching Yee	120	–	–	–	120
Mr. Cheng Hok Ming Albert	120	–	–	–	120
Total emoluments	360	2,346	–	36	2,742

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS *(Continued)*

(a) Directors' emoluments *(Continued)*

	For the year ended 30 April 2019				
	Directors' fees HK\$'000	Salaries allowance and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Retirement benefits scheme contribution HK\$'000	Total HK\$'000
Executive directors:					
Mr. Shiu Kwok Leung	–	978	–	18	996
Mr. Shao Xu Hua	–	675	–	–	675
Mr. Yuen Lai Him	–	657	–	18	675
Independent non-executive directors:					
Mr. Wong Ting Kon	120	–	–	–	120
Ms. Lo Ching Yee	120	–	–	–	120
Mr. Cheng Hok Ming Albert	120	–	–	–	120
Total emoluments	360	2,310	–	36	2,706

(b) Five highest paid individuals

The five highest paid employees of the Group included 3 and 3 directors for the years ended 30 April 2019 and 2020 respectively. The emoluments of the remaining individual are analysed as follows:

	2020 HK\$'000	2019 HK\$'000
Non-director	1,273	1,092

Details of the remuneration of the above non-director, highest paid employee during the year ended are as follow:

	2020 HK\$'000	2019 HK\$'000
Salaries, allowance and benefits in kind	1,260	1,076
Discretionary bonus	–	–
Retirement scheme contributions	13	16
	1,273	1,092

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

	No. of individuals	
	2020	2019
Nil to HK\$1,000,000	2	2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(c) Senior management of the Group

The emoluments of senior management (including the Directors as disclosed in Note 11(a)) are within the following bands:

	No. of senior management	
	2020	2019
Nil to HK\$1,000,000	5	5

During the year ended 30 April 2020 and 2019, no emoluments were paid by the Group to the directors and non-director, highest paid employees or senior management as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors, non-director, highest paid employees and senior management waived or agreed to waive any emoluments during the reporting period.

12. TAXATION

	2020 HK\$'000	2019 HK\$'000
Current tax:		
— the PRC	3,741	4,075
— Hong Kong	2,362	1,892
	6,103	5,967
Deferred tax	(16)	(6)
Total taxation	6,087	5,961

Hong Kong Profits Tax

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 gazette on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

PRC enterprise income tax ("EIT")

PRC EIT is calculated at the applicable tax rates in accordance with the relevant laws and regulation in the PRC.

Under the PRC Enterprise Income Tax Law (the "EIT Law") and the Implementation Regulations of the EIT Law, the tax rate of a PRC subsidiary is 25% during the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

12. TAXATION (Continued)

The income tax expense for the reporting period can be reconciled to the accounting profit at applicable income tax rate as follows:

	2020 HK\$'000		2019 HK\$'000	
Profit before taxation	24,591		29,379	
Tax at applicable income tax rate (16.5%)	4,058	16.5%	4,848	16.5%
Effect of tax rate in other countries	1,272	5.2%	1,253	4.3%
Tax effect of expenses not taxable or not deductible for tax purpose	942	3.8%	45	0.1%
Statutory tax concession	(185)	(0.7)%	(185)	(0.6)%
Taxation	6,087	24.8%	5,961	20.3%

13. DIVIDENDS

The Board of Directors do not recommend the payment of any dividend for the year ended 30 April 2020 (2019: Nil).

14. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY OWNERS OF THE COMPANY

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

	2020 HK\$'000	2019 HK\$'000
Earnings:		
Earning for the purpose of calculation basic earnings per share		
— Profit for the year attributable to the owners of the Company	18,504	23,418
	2020 '000	2019 '000
Number of shares:		
Number of ordinary shares for the purpose of calculation		
basic earnings per share	500,000	500,000

Diluted earnings per share for the years ended 30 April 2020 and 2019 were the same as the basic earnings per share as there were no potential ordinary shares in issue for both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement HK\$'000	Plant and machinery HK\$'000	Furniture and fixtures HK\$'000	Motor vehicles HK\$'000	Office equipment HK\$'000	Total HK\$'000
Cost						
At 1 May 2018	3,644	24,172	693	273	887	29,669
Additions	2,295	3,233	–	–	99	5,627
Written-off/disposal	–	(76)	–	–	–	(76)
Exchange realignment	(217)	(1,141)	(41)	(11)	(31)	(1,441)
At 30 April 2019	5,722	26,188	652	262	955	33,779
Adjustment upon application of HKFRS 16 (note)	–	(5,374)	–	–	–	(5,374)
At 1 May 2019 (restated)	5,722	20,814	652	262	955	28,405
Additions	43	344	–	–	13	400
Transfer from right-of -use assets	–	5,061	–	–	–	5,061
Written-off/disposal	–	–	–	(252)	–	(252)
Exchange realignment	(296)	(1,228)	(38)	(10)	(34)	(1,606)
At 30 April 2020	5,469	24,991	614	–	934	32,008
Accumulated depreciation						
At 1 May 2018	941	11,621	184	118	690	13,554
Charge for the year	476	2,252	69	63	56	2,916
Written-off/disposal	–	(31)	–	–	–	(31)
Exchange realignment	(54)	(585)	(10)	(7)	(22)	(678)
At 30 April 2019	1,363	13,257	243	174	724	15,761
Adjustment upon application of HKFRS 16 (note)	–	(2,373)	–	–	–	(2,373)
At 1 May 2019 (restated)	1,363	10,884	243	174	724	13,388
Charge for the year	629	1,703	61	18	29	2,440
Transfer from right-of-use assets	–	2,555	–	–	–	2,555
Written-off/disposal	–	–	–	(184)	–	(184)
Exchange realignment	(112)	(694)	(15)	(8)	(1)	(830)
At 30 April 2020	1,880	14,448	289	–	752	17,369
Carrying values						
At 30 April 2020	3,589	10,543	325	–	182	14,639
At 30 April 2019	4,359	12,931	409	88	231	18,018

Note:

As at 30 April 2019, the carrying amounts of the Group's property, plant and machinery include amounts of approximately HK\$3,001,000, in respect of assets held under finance leases.

Upon initial application of HKFRS 16, the Group's machinery was classified as right-of-use assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

16. RIGHT-OF-USE ASSETS

	Leased Properties HK\$'000	Plant and Machinery HK\$'000	Total HK\$'000
Cost			
At 1 May 2019 (note)	17,169	5,374	22,543
Additions	2,356	–	2,356
Transferred to property, plant and equipment (note)	–	(5,061)	(5,061)
Exchange realignment	(944)	(313)	(1,257)
At 30 April 2020	18,581	–	18,581
Accumulated depreciation and impairment losses			
At 1 May 2019 (Note)	–	2,373	2,373
Charge provided for the year	3,011	326	3,337
Transferred to property, plant and equipment (note)	–	(2,555)	(2,555)
Exchange realignment	(40)	(144)	(184)
At 30 April 2020	2,971	–	2,971
Carrying amounts			
At 30 April 2020	15,610	–	15,610
At 1 May 2019 (restated)	17,169	3,001	20,170

Note:

Details of total cash outflow of leases is set out in the consolidated cash flow statements.

During the current year, the Group leases office, factories and plant and machinery. Lease contracts are entered into for fixed term of 3 to 10 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The carrying amount of the Group's plant and machinery held under finance lease amounted to HK\$2,506,000 during the year ended 30 April 2020 were transferred to property, plant and equipment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

17. SUBSIDIARIES

Upon the completion of the Reorganisation, the Company had direct or indirect interest in the following subsidiaries:

Name of Company	Place of incorporation/ registration and operation	Issued/ paid up capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Harvest Mount Global Enterprises Limited	Incorporated on 5 November 2010 in the British Virgin Islands (the "BVI")	US\$100	100%	–	Investment holding
Bortex International Limited	Incorporated on 30 December 2008 in Hong Kong	HK\$100	–	100%	Marketing and trading of LED lighting products in Hong Kong
Bortex Holdings Limited	Incorporated on 10 November 2011 in Hong Kong	HK\$100	–	100%	Investment holding
東莞市濠亮實業 有限公司	Incorporated on 29 December 2004 in the PRC	USD1,000,000	–	100%	Manufacturing and trading of LED lighting products in the PRC
BORTEX (CAMBODIA) CO., LTD.	Incorporated on 20 June 2019 in Cambodia	USD56,000	–	100%	Manufacturing and trading of LED lighting products in Cambodia

18. GOODWILL

	HK\$'000
Cost:	
At 1 May 2018	9,181
Exchange realignment	(547)
At 30 April 2019 and 1 May 2019	8,634
Exchange realignment	(503)
At 30 April 2020	8,131
Accumulated impairment losses:	
At 1 May 2018, 30 April 2019, 1 May 2019 and 30 April 2020	–
Carrying amount:	
At 30 April 2020	8,131
At 30 April 2019	8,634

The goodwill was recognised upon the completion of the acquisition of the entire issued share capital of 東莞市濠亮實業有限公司 on 14 May 2013.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

18. GOODWILL (continued)

Goodwill had been allocated to the business relating to manufacturing and trading of LED lighting products. Management considered this as a single CGU for the purpose of impairment testing of the goodwill.

Before recognition of impairment losses, the carrying amount of goodwill was allocated to the CGU as follows:

	2020 HK\$'000	2019 HK\$'000
LED manufacturing business	8,131	8,634

The recoverable amount of the CGU has been determined by value-in-use calculations based on cash flow projections from formally approved budgets covering a 5 year period. Cash flows beyond the 5 year period are extrapolated using an estimated terminal growth rate of 3%, which does not exceed the long-term growth rate for the relevant industry in the PRC. The rate used to discount the forecasted cash flow for CGU is 17.20% per annum (2019: 18.55%). In the opinion of the directors, no impairment loss is required for the year ended 30 April 2020 (2019: Nil). Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of CGU to exceed the aggregate recoverable amount of CGU.

The key assumptions used in the value in use calculations are as follows:

Budgeted market share	Average market share in the period immediately before the budget period. The value assigned to the assumption reflect past experience
Budgeted gross margin	Average gross margins achieved in the period immediately before the budget period which reflect the past experience
Discount rates	Using a weighted average cost of capital to calculate a pre-tax rate that reflect current market assessment of the time value of money and risk specific to the asset
Terminal growth rates	Calculated based on the expected rate of inflation projected by the IMF, represents the rate at which the cash flow will grow perpetually after the final year of projection

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 HK\$'000	2019 HK\$'000
Financial asset at fair value through profit or loss		
Investment in a life insurance contract	4,124	2,738

During the year ended 30 April 2014, the Group entered into a contract with an insurance company. The contract contains life insurance policies to insure against the death of one of the key members of management of the Group, with an aggregate insured sum of US\$1 million (equivalent to approximately HK\$7.75 million). Under the contract, the beneficiary and policyholder is Bortex International which made upfront payments of US\$280,000 (equivalent to approximately HK\$2,090,000) during the year ended 30 April 2014.

20. INVENTORIES

	2020 HK\$'000	2019 HK\$'000
Raw materials	14,650	3,023
Work-in-progress	8,310	14,649
Finished goods	28,084	8,246
	51,044	25,918

21. TRADE RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Trade receivables	50,890	62,890
Less: Allowance for expected credit losses	(1,212)	(1,089)
	49,678	61,801

The Group's trade receivables are attributable to a number of independent customers with credit. The Group normally allows a credit period of 0 days to 120 days to its customers.

Note:

Ageing analysis of trade receivables, based on invoice date, as at the end of each reporting periods are as follows:

	2020 HK\$'000	2019 HK\$'000
Within 60 days	31,691	55,822
61–90 days	2,881	699
91–180 days	16,296	6,369
181–365 days	22	–
	50,890	62,890

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

21. TRADE RECEIVABLES *(continued)*

Movements in the allowances for expected credit losses of trade receivables

Movement in lifetime ECL that has been recognised for trade receivables in accordance with the simplified approach set out in HKFRS 9 for the year ended 30 April 2020. Details of the ECL assessment are set out in Note 37.

	Total HK\$'000
At 1 May 2018	1,108
Allowance for expected credit losses	1,089
Reverse of allowance of ECL (note)	(1,108)
Balance as at 30 April 2019 and 1 May 2019	1,089
Allowance for expected credit losses	1,212
Reverse of allowance of ECL (note)	(1,089)
Balance as at 30 April 2020	1,212

Note: Reversal of allowance of ECL is due to the Group's recovery of trade receivables.

22. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Deposits	3,063	1,565
Prepayments	12,270	7,193
Other receivables	1,506	2,958
	16,839	11,716
Less: Allowance for expected credit losses	(18)	(46)
	16,821	11,670

Movements in the allowances for expected credit losses of other receivables

Movement in lifetime ECL that has been recognised for other receivables in accordance with the simplified approach set out in HKFRS 9 for the year ended 30 April 2020.

	Total HK\$'000
At 1 May 2018	64
Allowance for expected credit losses	46
Reverse of allowance of ECL (note)	(64)
Balance as at 30 April 2019 and 1 May 2019	46
Allowance for expected credit losses	18
Reverse of allowance of ECL (note)	(46)
Balance as at 30 April 2020	18

Note: Reversal of allowance of ECL is due to the Group's recovery of deposits and other receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

23. CASH AND CASH EQUIVALENTS

	2020 HK\$'000	2019 HK\$'000
Cash and bank balances	20,554	16,266
Fixed deposits	9,187	9,524
Balance at the end of the year	29,741	25,790

Cash and cash equivalents represent cash at banks and in hand. Short term fixed deposits is made for period of one month with an interest rate of 1.05% (2019: period of three months with an interest rate of 1.95%) per annum. The fixed deposits are pledged to bank borrowings for period in line with the bank borrowings. Cash at banks carried interest at average market rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

As at 30 April 2020, the Group has cash and cash equivalents of the Group denominated in Renminbi amounted to approximately HK\$16,059,000 (2019: HK\$18,032,000) placed with the banks in the PRC. RMB is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through the banks that are authorised to conduct foreign exchange business.

24. TRADE PAYABLES

	2020 HK\$'000	2019 HK\$'000
Trade payables	6,543	13,736

Credit periods of trade payables normally granted by its suppliers were ranging from 0 to 180 days throughout the reporting period.

Ageing analysis of trade payables, based on invoice date, at the end of the reporting period is as follows:

	2020 HK\$'000	2019 HK\$'000
Within 60 days	3,512	10,959
61–90 days	801	742
91–180 days	770	962
181–365 days	560	812
Over 365 days	900	261
	6,543	13,736

All amounts are short-term and hence the directors considered that carrying amounts of trade payables are considered to be a reasonable approximation of their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

25. ACCRUALS AND OTHER PAYABLES

	2020 HK\$'000	2019 HK\$'000
Accruals	6,711	2,338
Other payables	708	520
	7,419	2,858

The carrying amounts of accruals and other payables are short-term and hence the directors considered that their carrying values are considered to be a reasonable approximation of their fair values.

26. CONTRACT LIABILITIES

	HK\$'000
Balance at 1 May 2018	3,407
Decrease in contract liabilities as a result of recognising revenues during the year that was included in the contract liabilities at the beginning of the year	(3,407)
Increase in contract liabilities as a result of consideration received from customers during the year	472
Balance at 30 April 2019 and 1 May 2019	472
Decrease in contract liabilities as a result of recognising revenues during the year that was included in the contract liabilities at the beginning of the year	(472)
Increase in contract liabilities as a result of consideration received from customers during the year	768
Balance at 30 April 2020	768

The contract liabilities represent the Group's obligation to transfer goods for which the Group has received consideration, or for which an amount of consideration is due from customers. The contract liabilities would be recognised as revenue within one year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

27. BANK BORROWINGS

	2020 HK\$'000	2019 HK\$'000
Fixed-rate bank borrowings (note a and d)	11,489	5,000
Variable-rate bank borrowings (note b and c)	1,752	2,002
Secured bank borrowings (note e)	13,241	7,002
Carrying amount repayable		
Within one year	13,241	7,002
Over 1 year but within 2 years	–	–
Over 2 years but within 5 years	–	–
	13,241	7,002
Less: Amount classified as current liabilities secured term loan due within 1 year or contain a repayment on demand clause	13,241	7,002
Amount classified as non-current liabilities	–	–

Notes:

- (a) The secured fixed-rate bank borrowings of approximately HK\$6,000,000 (2019: 5,000,000) as at 30 April 2020 were pledged by the fixed deposit of approximately HK\$9,187,000 (2019: HK\$9,524,000) (equivalent to approximately RMB8,369,000 (2019: RMB8,171,000)).
- (b) The secured variable-rate bank borrowings of approximately HK\$1,752,000 as at 30 April 2020 (2019: HK\$2,002,000) was guaranteed by corporate guarantee of the Company and the subsidiary of the Group and secured by the Group's financial assets at fair value through profit or loss of approximately HK\$4,124,000 as at 30 April 2020 (2019: HK\$2,738,000).
- (c) The secured variable-rate bank borrowing of approximately HK\$1,752,000 as at 30 April 2020 (2019: HK\$2,002,000) in note (b) is repayable within one year and bear interest at 2.5% per annum over 1 month HIBOR (2019: 2.5% per annum over 1 month HIBOR).
- (d) The secured fixed-rate bank borrowing of approximately HK\$5,489,000 (equivalent to RMB5,000,000) as at 30 April 2020 is repayable within one year and bear interest at 4.55% per annum. It was guaranteed by personal guarantee of Mr. Shao Chi Liang, a director of a subsidiary of the Group.
- (e) All of the bank borrowings are repayable on demand. The amounts due are based on the scheduled repayment dates set out in the loan agreements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

28. LEASE LIABILITIES/OBLIGATION UNDER FINANCE LEASE

The Group leases plant and machinery under finance leases. At 30 April 2020 and 2019, the total future minimum lease payments under the lease liabilities/obligation under finance leases and their present values were as follows:

	Minimum lease payments 2020 HK\$'000	Minimum lease payments 2019 HK\$'000	Present value of minimum lease payments 2020 HK\$'000	Present value of minimum lease payments 2019 HK\$'000
Amounts payable:				
Within one year	3,932	670	2,921	660
On the second year	3,687	–	2,873	–
In the third to fifth years, inclusive	11,532	–	10,282	–
Total minimum finance lease payments	19,151	670	16,076	660
Future finance charges	(3,075)	(10)		
Total net lease liabilities	16,076	660		
Portion classified as current liabilities	(2,921)	(660)		
Non-current portion	13,155	–		

The Group entered into lease arrangements with independent third parties in relation to certain properties and machinery. The lease terms ranged from 3 to 10 years (2019: 5 years). Interest rates of underlying lease liabilities at the date of inception is 5.2% to 7.1% and 4.6% per annum as at 30 April 2020 and 2019, respectively.

The obligations under finance lease is secured by the lessor's charge over the leased assets and guaranteed by the directors of the Company, Mr. Shao Xu Hua and corporate guarantee of certain subsidiary of the Group and personal guarantee of its director, Mr. Shao Chi Liang. The obligation under finance lease was finished during the year ended 30 April 2020.

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 May 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. These liabilities have been aggregated with brought forward balances related to lease provisions classified as obligation under finance leases. Comparative information has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in note 2.

Lease assets may not be used as security for borrowing purpose.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

29. DEFERRED TAX ASSETS

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2020 HK\$'000	2019 HK\$'000
Deferred tax asset	259	243

Details of the deferred tax balances of the Group recognised and movements during the reporting period are as follows:

	Allowance for expected credit losses HK\$'000
At 1 May 2018	237
Charged to consolidated of profit of loss (note 12)	6
At 30 April 2019 and 1 May 2019	243
Charged to consolidated of profit or loss (note 12)	16
At 30 April 2020	259

30. SHARE CAPITAL

	Number of shares	HK\$'000
Authorised:		
At 30 April 2019, 1 May 2019 and 30 April 2020 par value	10,000,000,000	100,000
Issue and fully paid:		
At 30 April 2019, 1 May 2019 and 30 April 2020 par value	500,000,000	5,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

31. RETIREMENT BENEFIT PLANS

The employees in the PRC are members of state-managed retirement benefit scheme operated by the PRC government. The Company's subsidiaries operating in the PRC is required to contribute a certain percentage of payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the scheme is to make the required contribution under the scheme.

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The MPF Scheme is a registered scheme under the MPF Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employers and their employees are each required to make contributions to the MPF Scheme at a rate 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 Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees and capped at HK\$1,500 per month. No forfeited contribution is available to reduce the contribution payable in the future years.

The retirement benefit scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions payable to the funds by the Group at rates specified in the rules of the MPF Scheme.

32. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of recognizing and acknowledging the contributions that eligible participants have made or may make to the Group. The Share Option Scheme became effective on 16 November 2017 and, unless otherwise cancelled or amended, would remain in force for 10 years from that date.

Eligible participants of the Share Option Scheme include any director, employee (full time or part time), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company ("Affiliate"); (ii) the trustee of any trust the beneficiary of which or any discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate.

The maximum number of shares issuable under share options granted to each eligible participant in the Scheme (including both exercised and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any grant or further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

32. SHARE OPTION SCHEME (Continued)

A grant of share options under the Scheme to a director, chief executive or substantial shareholder of the Company, or to any of their associates, is subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, which would result in the shares issued and to be issued, upon exercise of all options already granted and to be granted, to such person in the 12-month period up to and including the date of the grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, are subject to shareholders' approval in advance in a general meeting.

Subject to the Board discretion, the period of acceptance of offer of a grant of share options under the Scheme shall be not less than three business days and not longer than the remaining life of the Share Option Scheme. The offer shall be deemed accepted by the grantee upon non-refundable payment of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the directors, save that such a period shall not be more than 10 years from the date of offer of the share options. Unless otherwise determined by the directors at their sole discretion, there is no requirement of a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised.

The exercise price of the share options shall be not less than the highest of (i) the closing price of the Company's shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of the share options; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

During the year ended 30 April 2020 and 2019, the Company did not grant any share option under the share option scheme.

33. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure general banking facilities granted to the Group or borrowings of the Group:

	2020 HK\$'000	2019 HK\$'000
Financial assets at fair value through profit or loss	4,124	2,738
Fixed deposits	9,187	9,524

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

34. 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/ obligation under finance lease HK\$'000	Bank borrowings HK\$'000	Total HK\$'000
At 1 May 2018	1,613	1,773	3,386
Financing cash flows:			
New bank loan raised	–	8,974	8,974
Repayment of bank loans	–	(3,745)	(3,745)
Repayment of obligation under finance lease	(953)	–	(953)
At 30 April 2019	660	7,002	7,662
Adjustment upon application of HKFRS 16	17,829	–	17,829
As at 1 May 2019 (restated)	18,489	7,002	25,491
Financing cash flows:			
New bank loan raised	–	7,396	7,396
Repayment of bank loans	–	(1,373)	(1,373)
Accrued interest	1,128	216	1,344
Interest paid	(1,128)	–	(1,128)
Rent concession	(15)	–	(15)
Additions to lease liabilities	1,696	–	1,696
Repayment of lease liabilities	(3,183)	–	(3,183)
Exchange realignment	(911)	–	(911)
At 30 April 2020	16,076	13,241	29,317

35. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

Save as disclosed in notes 11, 23, 27 and 28 of the consolidated financial statements, the Group entered into the following significant related party transactions during the reporting period.

Compensation of key management personnel

The Directors of the Company are identified as key management members of the Group and their compensation during the reporting period is set out in note 11.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

36. OPERATING LEASE ARRANGEMENTS

The group as lessee

The Group has future minimum lease payments in respect of head office and production properties. At the end of each reporting period, the Group had commitment for future minimum lease payment under non-cancellable operating leases which fall due as follow:

	2019 HK\$'000
Within one year	4,320
In the second to fifth years	13,173
Over five years	4,422
	21,915

As at 30 April 2019, leases are negotiated for a range from 1 to 10 years and rentals are fixed over the terms and do not include contingent rentals. The Group does not have an option to purchase the leased asset at the expiry of the lease period.

37. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors. Overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets.

(a) Categories of financial assets and liabilities

	2020 HK\$'000	2019 HK\$'000
Financial assets		
Financial asset at fair value through profit or loss	4,124	2,738
At amortised cost (including cash and cash equivalents):		
Trade receivables	49,678	61,801
Deposits and other receivables	4,569	4,524
Fixed deposits	9,187	9,524
Cash and cash equivalents	20,554	16,266
	88,112	94,853

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

37. FINANCIAL RISK MANAGEMENT (Continued)

(a) Categories of financial assets and liabilities (Continued)

	2020 HK\$'000	2019 HK\$'000
Financial liabilities		
At amortised cost:		
Trade payable	6,543	13,736
Accruals and other payables	7,419	2,858
Lease liabilities/obligation under finance lease	16,076	660
Bank borrowings	13,241	7,002
	43,279	24,256

(b) Currency risk

The Group operates in Hong Kong and the PRC with most of transactions denominated and settled in US\$, HK\$ and RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The management do not expect the net foreign currency risk from these activities to be significant and hence, the Group do not presently hedge the foreign exchange risks. The Group periodically review liquid assets and liabilities held in currencies other than the functional currencies of the respective subsidiaries to evaluate its foreign exchange risk exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting period are as follows:

	2020 HK\$'000	2019 HK\$'000
Assets		
US\$	19,766	10,776
RMB	56,918	70,263
	76,684	81,039
Liabilities		
US\$	543	679
RMB	16,604	15,026
	17,147	15,705

Sensitivity analysis

As US\$ is pegged to HK\$, the Group does not expect any significant movement in the HK\$/US\$ exchange rate. No sensitivity analysis in respect of the Group's financial assets and liabilities denominated in US\$ is disclosed as in the opinion of directors of the Company.

Such sensitivity analysis does not give additional value in view of insignificant movement in the US\$/HK\$ exchange rates as the reporting dates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

37. FINANCIAL RISK MANAGEMENT (Continued)

(b) Currency risk (Continued)

Sensitivity analysis (Continued)

The following table details the Group's sensitivity to a 5% change in RMB against HK\$, represents management's assessment of the reasonably change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive/ (negative) number below indicates an increase/(decrease) in profit for the year where the relevant foreign currencies strengthen 5% against RMB. For a 5% weakening of the relevant foreign currency against RMB, there would be an equal and opposite impact on the profit for the year.

	2020 HK\$'000	2019 HK\$'000
RMB	1,512	1,717

Sensitivity analysis of the Group's exposure to foreign currency risk at the end of each reporting period has been determined based on the assumed percentage changes in foreign currency exchange rates taking place at the beginning of the financial year and held constant throughout the years.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of next reporting period. The analysis is performed on the same basis for the reporting period.

(c) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank borrowings which bore interests at fixed and floating interest rates. Bank borrowings bearing variable and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not have a formulated policy to manage the interest rate risk but will closely monitor the interest rate risk exposure in the future.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of RMB Benchmark Loan Rate of the People's Bank of China on the Group's bank borrowings.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates on bank borrowings. The analysis is prepared assuming the bank borrowings outstanding at the ended of each reporting period were outstanding for the whole year. A 50 basis point increase or decrease throughout the reporting period is used internally for assessment of possible change in interest rate.

For the variable-rate bank borrowings, if interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit For the year ended 30 April 2020 would decrease/increase by approximately HK\$9,000 (2019: HK\$10,000). This is mainly attributable to the Group's exposure to interest rates on its bank borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

37. FINANCIAL RISK MANAGEMENT (Continued)

(d) Credit risk

It is the risk that a counterparty is unable to pay amount in full when due. It arises primarily from the Group's trade receivables. The Group limits its exposure to credit risk by rigorously selecting counterparties. The Group mitigates its exposure to risk relating to trade receivables by dealing with diversified customers with sound financial standing. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. In addition, all receivables balances are monitored on an ongoing basis and overdue balances are followed up by senior management. The amounts presented in the consolidated statement of financial position are net of allowances for doubtful receivables, if any, estimated by the management based on prior experience and the current economic environment. The Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors believe that the credit risk is significantly reduced.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit losses provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forwarding looking information.

	Within 60 days	61– 90 days	91– 180 days	Total
As at 30 April 2019				
Expected credit loss ("ECL") rate	1.85%	4.01%	0.44%	1.73%
Gross carrying amount (HK\$'000)	55,822	699	6,369	62,890
Lifetime ECL (HK\$'000)	(1,033)	(28)	(28)	(1,089)
	54,789	671	6,341	61,801

	Within 60 days	61– 90 days	91– 180 days	Total
As at 30 April 2020				
Expected credit loss ("ECL") rate	1.71%	7.19%	2.84%	2.38%
Gross carrying amount (HK\$'000)	31,691	2,881	16,318	50,890
Lifetime ECL (HK\$'000)	(542)	(207)	(463)	(1,212)
	31,149	2,674	15,855	49,678

The Group has a concentration of credit risk in certain individual customers. As at 30 April 2020, the five largest receivable balance accounted for approximately 67% (2019: 74%) of trade receivable and the largest trade receivable was approximately HK\$10,824,000 (2019: HK\$12,669,000) and was approximately 22% (2019: 20%) of the Group's total trade receivables. The Group seeks to minimize its risk by dealing with counterparties which have good credit history. Majority of the trade receivables that are neither past due nor impaired have no default payment history.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

37. FINANCIAL RISK MANAGEMENT (Continued)

(d) Credit risk (Continued)

Other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for expected credit losses by assessing the credit risk characteristics of debtor, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

In relation to the Group's deposits with bank, the Group limits its exposure to credit risk by placing deposits with financial institutions with high credit rating and no recent history of default. The directors consider that the Group's credit risk on the bank deposits is low. Management continues to monitor the position and will take appropriate action if their ratings should change. As at 30 April 2019 and 2020, the Group has no significant concentration of credit risk in relation to deposits with bank.

(e) Liquidity risk

The Group is exposed to minimal liquidity risk as a substantial portion of its financial assets and financial liabilities are due within one year and it can finance its operations from existing shareholders' funds and internally generated cash flows.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and bank balances deemed adequate by management to finance the Group's operations and mitigate the effect of fluctuations in cash flows. Management monitors the utilisation of borrowings on a regular basis.

The following tables detail the Group's contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay. The tables include both interest and principal cash flows.

	As at 30 April 2020					
	Weighted average interest rate %	On demand or within one year HK\$'000	More than one year but less than two years HK\$'000	More than two years but less than five years HK\$'000	Total undiscounted cash flow HK\$'000	Carrying amount HK\$'000
Non-derivative financial liabilities						
Trade payables	–	6,543	–	–	6,543	6,543
Accruals, other payables	–	7,419	–	–	7,419	7,419
Lease liabilities	5.20–7.12	3,932	3,687	11,532	19,151	16,076
Bank borrowings						
— fixed-rate	3.6	11,903	–	–	11,903	11,489
— variable-rate	3.5	1,813	–	–	1,813	1,752
		31,610	3,687	11,532	46,829	43,279

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

37. FINANCIAL RISK MANAGEMENT (Continued)

(e) Liquidity risk (Continued)

	As at 30 April 2019					
	Weighted average interest rate %	On demand or within one year HK\$'000	More than one year but less than two years HK\$'000	More than two years but less than five years HK\$'000	Total undiscounted cash flow HK\$'000	Carrying amount HK\$'000
Non-derivative financial liabilities						
Trade payables	–	13,736	–	–	13,736	13,736
Accruals, other payables	–	2,858	–	–	2,858	2,858
Obligation under finance lease	4.6	670	–	–	670	660
Bank borrowings						
— fixed-rate	2.9	5,146	–	–	5,146	5,000
— variable-rate	4.6	2,094	–	–	2,094	2,002
		24,504	–	–	24,504	24,256

Note: Bank borrowings with a repayment on demand clause are included in the 'on demand or within one year' time band in the above maturity analysis. As at 30 April 2020, the aggregate principal amounts of these bank borrowing amounted to HK\$13,241,000 (2019: HK\$7,002,000). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below:

	Weighted average interest rate %	On demand or within one year HK\$'000	More than one year but less than two years HK\$'000	More than two years but less than five years HK\$'000	Total undiscounted cash flow HK\$'000	Carrying amount HK\$'000
Bank Borrowings						
At 30 April 2020						
— fixed-rate	3.6	11,903	–	–	11,903	11,489
— variable-rate	3.5	1,813	–	–	1,813	1,752
		13,716	–	–	13,716	13,241
At 30 April 2019						
— fixed-rate	2.9	5,146	–	–	5,146	5,000
— variable-rate	4.6	2,094	–	–	2,094	2,002
		7,240	–	–	7,240	7,002

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

37. FINANCIAL RISK MANAGEMENT *(Continued)*

(f) Fair value measurements

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of these financial instruments.

For financial reporting purpose, fair value measurement are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the input to the fair value measurements in its entirety.

The table below gives the information about how the fair value of these financial assets and financial liabilities that are measured at fair value on a recurring basis are determined (in particular, the valuation technique(s) and inputs used). The different level are defined as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

37. FINANCIAL RISK MANAGEMENT (Continued)

(f) Fair value measurements (Continued)

Financial asset	Fair value at 30 April 2020 HK\$'000	Fair value at 30 April 2019 HK\$'000	Fair value hierarchy	Valuation technique and key input(s)	Significant unobservable inputs	Sensitivity
Investment in a life contract	4,124	2,738	Level 3	Probability- weighted discounted cash flow method Key inputs include the account value, policy charge, crediting rate of insurance policy and discount rate	30 April 2020 Crediting rate: 3.65% Discount rate: 1.15%–2.34% 30 April 2019 Crediting rate: 3.65% Discount rate: 2.31%–3.58%	A significant increase in discount rate used would result in a significant decrease in fair value, and vice versa. 30 April 2020 Discount rate +10%: Fair value = HK\$3,752,000 Discount rate – 10%: Fair value = HK\$4,543,000 30 April 2019 Discount rate + 10%: Fair value = HK\$2,401,000 Discount rate – 10%: Fair value = HK\$3,122,000

There were no transfer between Level 1 and Level 2 during the reporting period.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The above table gives information about how the fair value of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Group's consolidated statements of financial position approximate of their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

38. STATEMENTS OF FINANCIAL POSITION AND CHANGE THE EQUITY OF THE COMPANY

(a) Statement of Financial Position

	Notes	2020 HK\$'000	2019 HK\$'000
Current assets			
Amounts due from subsidiaries (Note)		18,596	24,041
Cash and cash equivalents		17	20
		18,613	24,061
Current liabilities			
Accruals		1,352	1,170
		1,352	1,170
Net current assets		17,261	22,891
Net assets		17,261	22,891
Equity			
Share capital	30	5,000	5,000
Reserves		12,261	17,891
Total equity		17,261	22,891

Note: The amounts due from subsidiaries are non-trade nature, unsecured, interest free and repayable on demand.

The financial statements were approved and authorized for issue by the Board of Directors on 13 July 2020 and are signed on its behalf by:

Shiu Kwok Leung
Director

Yuen Lai Him
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

38. STATEMENTS OF FINANCIAL POSITION AND CHANGE THE EQUITY OF THE COMPANY *(Continued)* (b) Reserves of the Company

	Share premium	Accumulated losses	Total
At 1 May 2018	41,901	(23,539)	18,362
Loss and total comprehensive loss for the year	–	(471)	(471)
At 30 April 2019 and 1 May 2019	41,901	(24,010)	17,891
Loss and total comprehensive loss for the year	–	(5,630)	(5,630)
At 30 April 2020	41,901	(29,640)	12,261

Note:

- (i) At 30 April 2020, the Company had distribution reserve HK\$12,261,000 (2019: HK\$17,891,000) available for distribution to the shareholders.

39. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods commensurately with the level of risk.

The Group activity and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the net debt to equity ratio. For this purpose, debt is defined as bank borrowings and lease liabilities/obligations under finance leases. In order to maintain or adjust the ratio, the Company may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

No changes were made to the objectives, policies or processes for managing capital during the years ended 30 April 2019 and 2020.

The Group's debt to equity ratio at the reporting period was as follows:

	2020 HK\$'000	2019 HK\$'000
Debt (note 1)	29,317	7,662
Less: Cash and cash equivalents	(20,554)	(16,266)
Net debts	8,763	N/A
Total equity	136,879	123,354
Debt to equity ratio	0.21	N/A

Note:

- (1) Debt comprises bank borrowings and lease liabilities/obligations under finance leases as detailed in note 27 and 28 respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 April 2020

40. EVENT AFTER REPORTING PERIOD

The Directors are not aware of any significant events affecting the Group subsequent to the financial year and up to the date of this report. However, under the outbreak of COVID-19, the Group's operating environment would be increasingly challenged when the epidemic continues. The Group will continued to adopt prudent and risk balancing management approach in the coming years.

41. COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 at 1 May 2019. Under the transition methods, comparative information is not restated.

42. APPROVAL FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issued by the board of directors on 13 July 2020.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is as follows.

RESULTS	Year ended 30 April				
	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000
Revenue	120,988	141,667	151,228	162,035	174,790
Profit before taxation	15,034	21,222	11,824	29,379	24,591
Taxation	(3,065)	(5,161)	(4,375)	(5,961)	(6,087)
Profit for the year	11,969	16,061	7,449	23,418	18,504

ASSETS AND LIABILITIES	As at 30 April				
	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000
Current assets	53,770	80,027	107,864	125,179	147,284
Non-current assets	26,549	23,248	27,661	29,633	42,763
Total assets	80,319	103,275	135,525	154,812	190,047
Current liabilities	47,452	56,093	29,470	31,458	40,013
Non-current liabilities	2,564	1,622	660	–	13,155
Total liabilities	50,016	57,715	30,130	31,458	53,168
Net assets	30,303	45,560	105,395	123,354	136,879

Notes:

The summary of the consolidated results of the Group for each of the three years ended 30 April 2016 and 2017 and of the assets and liabilities as at 30 April 2016 and 2017 have been extracted from the Prospectus.

The summary above does not form part of the audited consolidated financial statements.