2017 Annual Report

Kin Shing Holdings Limited

建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code: 1630

CONTENTS

CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Leung Chi Kit (Chairman)
Ms. Tso Yuk Ching
Mr. Chow Dik Cheung (Chief Executive Officer)
Mr. Chan Sik Mau

Independent Non-Executive Directors

Mr. Chang Chun Pong
Mr. Tsui Leung Cho
Mr. Lam Kai Yeung

AUDIT COMMITTEE

Mr. Lam Kai Yeung (Chairman)
Mr. Chang Chun Pong
Mr. Tsui Leung Cho

REMUNERATION COMMITTEE

Mr. Chang Chun Pong (Chairman)
Mr. Leung Chi Kit
Ms. Tso Yuk Ching
Mr. Tsui Leung Cho
Mr. Lam Kai Yeung

NOMINATION COMMITTEE

Mr. Leung Chi Kit (Chairman)
Ms. Tso Yuk Ching
Mr. Chang Chun Pong
Mr. Tsui Leung Cho
Mr. Lam Kai Yeung

COMPANY SECRETARY

Mr. Chow Kit Ting

AUTHORISED REPRESENTATIVES

Mr. Leung Chi Kit
Mr. Chow Kit Ting

Registered office in the Cayman Islands

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit D, 9/F
Billion Plaza 2
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

Cayman Islands principal share registrar and transfer office

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

Hong Kong branch share registrar and transfer office

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

LEGAL ADVISER

TC & Co., Solicitors, Hong Kong

COMPLIANCE ADVISOR

Dakin Capital Limited

AUDITOR

HLB Hodgson Impey Cheng Limited

PRINCIPAL BANKER

The Bank of East Asia, Limited
DBS Bank (HK) Limited
Bank of China (Hong Kong) Limited

STOCK CODE

1630

WEBSITE

http://www.kinshingholdings.com.hk

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Kin Shing Holdings Limited (the "**Company**") and its subsidiaries (collectively the "**Group**"), I am glad to present the first annual report of the Group for the year ended 31 March 2017 since the listing (the "**Listing**") of the shares of the Company on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 16 June 2017 (the "**Date of Listing**").

INITIAL PUBLIC OFFER

The shares of the Company (the "**Shares**") was successfully listed on the Main Board of the Stock Exchange on 16 June 2017. 375,000,000 shares at $0.38 per share were issued under the public offer and placing of shares. The Listing was a key milestone of our Group, it will enhance our Group's corporate profile, credibility and brand awareness, enhance market status amongst customers, suppliers, subcontractors and employees, ease of raising funds in the capital market for future business development and diversification of shareholder base and have more liquidity in trading of Shares. On behalf of the Group, I would like to express our deepest gratitude to all parties who have assisted us in building our business over the years and bring our Company of the Listing.

REVIEW

The total revenue of our Group increased by approximately HK$170.8 million or 28.5% from approximately HK$599.4 million for the year ended 31 March 2016 to approximately HK$770.2 million for the year ended 31 March 2017. Our Group's profit attributable to owners of the Company increased by HK$21.4 million or 46.3% to approximately HK$67.6 million compared to approximately HK$46.2 million for the corresponding period of 2016. Despite of the keen competition of the construction industry in Hong Kong, our Group managed to sustain significant growth in past years. It proved that the Group have endeavoured to improve the efficiency and effectiveness of our construction works and implemented the suitable strategy to maximise our shareholders' value.

PROSPECT

With the Government's supporting policy on increasing private housing supply as well as the increasing supply of land for private housing use, the fluctuation in the Hong Kong's property market may not have bad impact on the building construction works and formwork works industry in Hong Kong and we will continue to focus our core business of formwork works in Hong Kong. In the future, the Group intends to continue with and to accelerate the implementation of its strategies, focusing on the three main sources of its success, i.e. (1) acquiring additional machineries, equipment and materials for effective production; (2) expansion of our workforce at both worksite level and office level in order to cope with our expansion plan; and (3) leasing of a warehouse for storage to enhance our business capacity and to take part in the growing businesses of the Group.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our management and staff members for their commitment and contribution, and to all our shareholders, customers, subcontractors, suppliers and business partners for their endless support, and to the growth of the Group.

Leung Chi Kit
Chairman
Hong Kong, 29 June 2017

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL HIGHLIGHTS

– Revenue of the Group for the year ended 31 March 2017 amounted to approximately HK$770,159,000 (2016: approximately HK$599,354,000).

– Profit attributable to the equity shareholders of the Company for the year ended 31 March 2017 amounted to approximately HK$67,571,000 (2016: approximately HK$46,155,000).

– Basic earnings per share for the year ended 31 March 2017 amounted to approximately 5.43 HK cents (2016: approximately 3.71 HK cents).

BUSINESS REVIEW

The Group is principally engaged in provision of formwork works with an insignificant portion from building construction works (including concrete works and finishes works). Based on the materials used in the formwork works, we categorise our formwork works into (i) traditional timber formwork by using timber and plywood; and (ii) metal formwork system by using aluminium. Since the listing of the Company on 16 June 2017 (the "**Listing**"), there has been no significant change in the business operations of the Group.

During the year ended 31 March 2017, the Group recognised income from formwork works and building construction works was approximately HK$770,059,000 (2016: approximately HK$598,480,000) and HK$100,000 (2016: approximately HK$874,000) that contributed for approximately 99.99% (2016: approximately 99.85%) and approximately 0.01% (2016: approximately 0.15%) of total revenue respectively.

The Group predominately engaged in erecting formworks for construction works in private residential and commercial buildings. In recent years, in order to diversify the business scope in different kinds of construction projects, the Group had also engaged in formwork works for construction works in public housing. As such, the construction projects undertaken by us include both public-sector projects (including projects where the ultimate employer(s) are Government departments and statutory bodies) and private sector projects (including projects where the ultimate employer(s) are property developer(s) and land owner(s)). During the year ended 31 March 2017, the revenue generated from private sector projects accounted for approximately HK$683,065,000 (2016: approximately HK$591,047,000), representing approximately 88.7% (2016: approximately 98.6%), of total revenue of the Group, and approximately HK$87,094,000 (2016: approximately HK$8,307,000), representing approximately 11.3% (2016: approximately 1.4%), of total revenue of the Group were generated from public sector projects undertaken by us.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The business of the Group primarily focused in the Hong Kong market during the year ended 31 March 2017.

During the year ended 31 March 2017, there were 44 projects contributing revenue of approximately HK$770,159,000, whereas revenue for the corresponding period of 2016 of approximately HK$599,354,000 was contributed by 35 projects. The increase of revenue in 2017 was mainly due to the recognition of revenue from 19 new projects which contributed approximately HK$407,128,000 during the year ended 31 March 2017. In addition, certain projects with high contract sum were awarded and revenue recognised during the year ended 31 March 2017. Set out below is the breakdown of the Group's projects based on their respective revenue recognised during the year ended 31 March 2017 and 2016.

	2017 No. of projects	2016 No. of projects
Revenue recognised		
HK$100,000,001 or above	**1**	–
HK$50,000,001 to HK$100,000,000	**2**	3
HK$10,000,001 to HK$50,000,000	**22**	8
HK$1,000,000 to HK$10,000,000	**11**	14
Below HK$1,000,000	**8**	10
	44	35

Gross Profit and Gross Profit Margin

During the year ended 31 March 2017, the Group's gross profit increased by approximately HK$37,609,000 or approximately 53.7% from approximately HK$70,089,000 for the year ended 31 March 2016 to approximately HK$107,698,000 for the year ended 31 March 2017. The increase in gross profit was mainly resulted from the increase in number of projects. Details are set out in the section headed "Revenue" above.

The Group's gross profit margin increased from approximately 11.7% for the year ended 31 March 2016 to approximately 14.0% for the year ended 31 March 2017. The increase in gross profit margin was mainly attributable to a project in Tsim Sha Tsui which generated a gross profit of approximately HK$24,159,000 which represents approximately 22.4% of total gross profit of the Group. In addition, there were more profitable variation orders performed during the said period, resulting in the increase of gross profit margin for this project.

Other income

Other income increased by approximately HK$365,000 from approximately HK$882,000 for the year ended 31 March 2016 to approximately HK$1,247,000 for the year ended 31 March 2017, representing an increase of approximately 41.4%. Such increase was mainly attributable to increase in extraordinary income.

Other losses

Other losses increased by approximately HK$4,000 from approximately HK$11,000 for the year ended 31 March 2016 to approximately HK$15,000 for the year ended 31 March 2017, representing an increase of approximately 36.4%. Such increase was mainly attributable to the net foreign exchange loss incurred during the year ended 31 March 2017.

FINANCIAL REVIEW *(Continued)*

Administrative expenses

Administrative expenses increased from approximately HK$15,635,000 for the year ended 31 March 2016 to approximately HK$24,550,000 for the year ended 31 March 2017, representing an increase of approximately 57.0%. Such increase was mainly attributable to the listing expenses and increase in salaries. Listing expenses and staff costs of approximately HK$6,933,000 and approximately HK$13,146,000 were recorded for the year ended 31 March 2017 compared to approximately HK$3,726,000 and approximately HK$8,958,000 for the year ended 31 March 2016 respectively.

Finance costs

Finance costs increased from approximately HK$221,000 for the year ended 31 March 2016 to approximately HK$291,000 for the year ended 31 March 2017, representing an increase of approximately 31.7%. Such increase was mainly attributable to the increase in interest expense on new bank loans drawdowns during the year ended 31 March 2017.

Income tax

Income tax expenses increased to approximately HK$16,518,000 for the year ended 31 March 2017 compared to approximately HK$8,949,000 for the year ended 31 March 2016. Such increase was mainly due to the increase in assessable profits of the Group and the non-deductible expenses (i.e. listing expenses) incurred during the year ended 31 March 2016 and 2017. The Group's effective tax rate was approximately 16.2% for the year ended 31 March 2016 and 19.6% for the year ended 31 March 2017.

Profit attributable to the equity shareholders of the Company

As a result of the foregoing, the profit attributable to the equity shareholders of the Company amounted to approximately HK$67,571,000 for the year ended 31 March 2017 as compared to approximately HK$46,155,000 for the year ended 31 March 2016.

CORPORATE FINANCE AND RISK MANAGEMENT

Liquidity and financial resources

As at 31 March 2017, the Group had unpledged bank balances and cash of approximately HK$38,940,000 as compared with approximately HK$40,209,000 as at 31 March 2016. The slight decrease was mainly due to the net operating cash outflow for the year ended 31 March 2017 arising from the longer credit period from certain customers and the significant increase of retention money receivables.

The bank borrowings of the Group as at 31 March 2017 was approximately HK$27,527,000 (2016: approximately HK$7,235,000). The gearing ratio is calculated based on the amount of total debts, including bank borrowings, amounts due to directors, amount due to ultimate holding company and obligation under finance lease, divided by total equity. The gearing ratio of the Group as at 31 March 2017 was approximately 32.1% (2016: approximately 51.0%), as a result of the increase of profit for the year ended 31 March 2017.

Funding and treasury policy

The Group maintains a prudent funding and treasury policy. Surplus funds are maintained in the form of cash deposits with licensed banks. To manage liquidity risk, the Board of Directors closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Pledge of assets

As at 31 March 2017, the variable-rate bank borrowings are secured by (i) an unlimited personal guarantee from Mr. Leung Chi Kit ("**Mr. Leung**"); (ii) a personal guarantee of HK$15,000,000 from Mr. Leung; and (iii) charge over the Group's trade receivables and retention money receivables with an aggregate amount of approximately HK$122,327,000. Upon Listing and as at the date of this report, all personal guarantee from Mr. Leung had been released and the said bank borrowings are secured by the Company in the way of corporate guarantee instead.

MANAGEMENT DISCUSSION AND ANALYSIS

CORPORATE FINANCE AND RISK MANAGEMENT *(Continued)*

Material acquisitions and disposals of subsidiaries, associates and joint ventures

Saved as the Reorganisation disclosed in this annual report, the Group had no material acquisitions or disposals of subsidiaries, associates and joint ventures during the year ended 31 March 2017.

Capital commitments

As at 31 March 2017, the Group had no material off-balance sheet capital commitments.

Contingent liabilities

As at 31 March 2017, the Group had no material contingent liabilities.

Foreign Exchange Risk

The Group mainly operates in Hong Kong and majority of the operating transactions such as revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements as and if they arise. Therefore, the Group did not engaged in any derivative contracts to hedge its exposure to foreign exchange risk during the year ended 31 March 2017.

Principal risk and uncertainty

The Group's operation is subject to general economic and market risks which may affect the competition and profitability of construction projects. The Group's key risk exposures are summarised as follows:

1. The Group's revenue is substantially derived from projects which are non-recurrent in nature, and there is no guarantee that the customers will provide us with new business or that we can secure new contracts.

2. The Group determines the contract price based on the estimated time and costs involved in the project. Inaccurate estimation or ineffective cost management may adversely affect the Group's financial results.

3. Any significant increase in construction material costs and/or the occurrence of any substandard construction materials may have adverse impacts on the financial results of the Group.

4. Construction litigation and disputes may adversely affect the Group's performance.

5. The Group's liquidity position may be adversely affected if the progress payment or the retention money is not paid or released to the Group on time or in full or the construction project cash flows are fluctuated.

For other risks and uncertainties facing the Group, please refer to the section headed "Risks Factors" in the Prospectus.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Directors recognise that employees, customers and business partners are the keys to the sustainable development of the Group. The Group recognises the importance of maintaining good relationships with employees, business partners, customers, suppliers and sub-contractors to achieve its long-term business growth and development. Accordingly, the Group has kept good communications and shared business updates with them when appropriate.

The Group have been providing formwork works to the major customers whose business relationship with us ranged from one year to 13 years. Main contractors tend to select their subcontractors based on reputation, proven high-quality work and on-time project completion track records and maintaining good customer relationships provides more opportunities and higher chances to (i) be invited for and (ii) win tenders. The Group considers that the long-term relationship with some of the major customers reinforces the Group as one of the preferred subcontractors to their projects. In particular, some of the customers with long-term relationship are wholly-owned subsidiaries of public companies listed on the Main Board and are long-established property developers or contractors in Hong Kong. The Directors believe that satisfactory completion of previous works on a timely basis enables us to maintain a continuous business relationship with these customers.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS *(Continued)*

On the other hand, the Group keeps a pre-approved list of suppliers and a list of pre-approved subcontractors. These subcontractors possess the relevant qualifications and/or relevant experience, and certain subcontractors and suppliers have been our subcontractors and suppliers for a period ranging from one year to 10 years. The Directors believe that our stable relationship with the subcontractors and/or suppliers facilitates (i) a smooth delivery of good quality materials and/or services to the Group; (ii) a favourable bargaining position for purchase of materials with relatively stable price and terms; and (iii) the availability of supplies throughout the entire project period, which is crucial to the Group's day-to-day operations and future business development.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2017, the Group employed 1,310 employees in Hong Kong (2016: 964 employees). Remuneration packages are reviewed based on their performance, experience and the prevailing industry practice. The Group may pay a discretionary bonus to its employees based on individual performance in recognition of their contribution and hard work. In addition to salary payments and discretionary bonuses, the Group also provides the eligible staff other employment benefits, provident fund and educational subsidies. The total remuneration cost incurred by the Group for the year ended 31 March 2017 was approximately HK$395,372,000 compared to approximately HK$342,454,000 for the year ended 31 March 2016.

USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

The net proceeds from the Listing have not been utilised up to the date of report in accordance with the proposed application set out in the section "Net Proceeds from the Share Offer" of the announcement of "Offer Price and Allotment Results". The table below lists out the proposed applications of the net proceeds and usage up to the date of report:

	Estimated net proceeds HK$ million	Amount utilised up to the date of report HK$ million	Unutilised balance up to the date of report HK$ million
Acquire additional machineries and equipment	33.0	–	33.0
Purchase aluminium formwork systems	21.5	–	21.5
Invest in human resources	9.7	–	9.7
Additional rental expense for leasing of a warehouse	4.3	–	4.3
General working capital	7.1	–	7.1
Total	75.6	–	75.6

The unutilised net proceeds has been deposited into licensed banks in Hong Kong.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group considers that a stringent quality assurance system and strong commitment to work's quality, safety, occupational health and environmental management are crucial in delivering quality works to the customers on a timely basis. Therefore, the Group have implemented a stringent management system to regulate the work's quality, safety and environmental management standards, which comply with international standards. As at 31 March 2017, the Group have satisfied the requirements of ISO 9001:2008, ISO 14001:2004 and OHSAS 18001:2007 accreditation for the quality management system, environmental management system and occupational safety and health management system respectively.

ENVIRONMENTAL POLICIES AND PERFORMANCE *(Continued)*

During the year ended 31 March 2017, there were no material breach of or non-compliance with applicable laws and regulations by the Group in respect of environmental issues that have significant impact on the business and operations of the Group.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 March 2017, the Group was fined for a total sum of HK$15,000 in respect of 3 summonses for violation of certain regulations under the Construction Sites (Safety) Regulations and Factories and Industrial Undertakings (Safety Management) Regulations as disclosed in Prospectus.

The Directors consider that these violations are independent and isolated incidents. During the year ended 31 March 2017, save as disclosed above or otherwise in this annual report, the Group has complied with all applicable laws and regulations in Hong Kong in all material aspects for the business operation of the Group. During the year ended 31 March 2017, the Group has also obtained all the licenses, permits or certificates which are necessary to conduct its business operation in Hong Kong.

EVENTS AFTER THE REPORTING PERIOD

The following significant events took place subsequent to 31 March 2017:

(a) The Company has conditionally adopted a share option scheme on 23 May 2017, summary of terms and conditions of which are set out in the section headed “Share Option Scheme” in Appendix V “Statutory and General Information” to the Prospectus. No share option has been granted since the adoption of the Share Option Scheme.

(b) On 23 May 2017, the authorised share capital of the Company was increased from HK$390,000 to HK$31,200,000 by the creation of an additional 3,081,000,000 new shares of HK$0.01 each.

(c) On 16 June 2017, the Company was successfully listed on the Main Board of the Stock Exchange following the completion of its share offer of a total of 375,000,000 shares (comprising 255,000,000 new shares and 120,000,000 sales shares) issued at a price of HK$0.38 per share.

(d) Pursuant to the written resolutions passed by the shareholder of the Company on 23 May 2017, conditional upon the share premium account of the Company being credited as a result of the listing of the Company on the Main Board of the Stock Exchange, the Directors of the Company were authorised to capitalise the amount of HK$12,449,900 from the amount standing to the credit of the share premium account of the Company to pay up in full at par 1,244,990,000 shares for allotment and issue to Five continental. The capitalisation issue has been completed on 16 June 2017.

FUTURE PROSPECTS

According to the 2017 Policy Address delivered by the Hong Kong Chief Executive in January 2017 on private housing, the projected supply of first-hand residential properties for the coming 3 to 4 years was 94,000 units, which is a record high since the regular release of supply statistics 12 years ago. In the public sector, the Housing Authority and the Hong Kong Housing Society will build about 94,500 public housing units, of which about 71,800 will be public rental housing units and about 22,660 will be subsidised sale in the next 5 years. In response to the increasing demand for residential properties, more renovation and construction project of residential buildings are expected. The increasing demand for residential properties and hence for building construction works are expected, providing growth opportunities to the formwork works industry in Hong Kong.

Despite of the fluctuation in the Hong Kong’s property market and the problem of labour shortage and aging workers threaten the development of the construction industry as well as the formwork works industry in Hong Kong, the Board is confident with the Group’s future development and will continue to build on existing competitive strengths to achieve the long-term business objectives.

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Leung Chi Kit (梁志杰), aged 57, is the spouse of Ms. Tso Yuk Ching and is one of the founders of our Group. He is an Executive Director and the Chairman of the Board. Mr. Leung attained his secondary school education in 1973 in the PRC. Mr. Leung has over 30 years of experience in formwork works and related construction works in Hong Kong. Mr. Leung is primarily responsible for formulation of overall business development strategy, overall management and administration and major business decisions of our Group. Prior to establishing our Group in March 1994, Mr. Leung worked in several construction companies in Hong Kong and was responsible for formwork works and related construction works. Leveraging on his experience gained in the industry, he started to venture his own business as a construction contractor in 1981. As the business expanded under Mr. Leung's leadership, Mr. Leung together with Mr. Chow set up Mastery Engineering Limited ("**Mastery**") in 1994.

Ms. Tso Yuk Ching (曹玉清), aged 57, is the spouse of Mr. Leung Chi Kit. She is an Executive Director of our Company, the sole director of Kin Wo Form Mould Engineering Limited ("**Kin Wo**") and has been the general manager (administration) of Leung Pui Form Mould & Engineering Co. Limited ("**Leung Pui**") since March 2016. Prior to joining the Company, Mrs. Leung has over seven years of experience in business management while she acted as the director in Kin Wo. She has been involved in assisting Mr. Leung in the management of Leung Pui since its incorporation. Starting from June 2009, she contributed further in the management of Leung Pui by advising on its administrative matters, her duties include overseeing human resources matters, as well as co-ordinating among different departments to ensure sufficiency of office support for the operation of Leung Pui. She has also been involved in the discussion about major management issues of Leung Pui and Ho Yip Construction Company Limited since their incorporation.

Mr. Chow Dik Cheung (周迪將), aged 41, is the nephew of Mr. Chow Siu Yu, one of the controlling of shareholders of the Company and is an Executive Director and Chief Executive Officer of our Company. He has over 15 years of experience in the engineering and construction industry. Mr. Chow Dik Cheung is responsible for making major operation decisions for the Department of Commerce, Department of Safety and Department of Project Management. Mr. Chow Dik Cheung obtained his Bachelor's degree of Engineering in Mechatronic Engineering from the City University of Hong Kong in November 1999. He obtained a certificate in Construction Safety Supervisor Course from the Construction Industry Training Authority in October 2001. Mr. Chow Dik Cheung obtained his Bachelor's degree of Engineering in Building Engineering (Construction Engineering and Management) from the City University of Hong Kong in November 2008. He further obtained a professional diploma in Occupational Safety & Health from the School of Continuing Education Hong Kong Baptist University in September 2011. Mr. Chow Dik Cheung joined our Group in May 2000 as a quantity surveyor.

Mr. Chan Sik Mau (陳錫茂), aged 62, is an Executive Director of our Company. He has over 30 years of experience in formwork works and construction work in Hong Kong. He has been working with Mr. Leung since 1996 and assisted Mr. Leung since the incorporation of our Group. Starting from January 2004, he was employed by Leung Pui as site agents. Based on his experience and understanding in our Group, he was assigned to manage several major construction sites and provide advice and execute the business strategy of our Group.

Independent Non-executive Directors

Mr. Chang Chun Pong (張振邦), aged 48, was appointed as an Independent Non-executive Director of our Company on 23 May 2017. Mr. Chang obtained his Bachelor's degree in Laws from The University of Hong Kong in 1990. He obtained a Postgraduate Certificate in Laws from The University of Hong Kong in 1991. He was admitted as a solicitor of Hong Kong in February 1994. Mr. Chang has over 22 years of experience in legal practice. He was an assistant solicitor of Y.L. Yeung & Co., Solicitors from March 1994 to August 1995. Mr. Chang was a partner of Kong & Chang, Solicitors, from March 2003 to March 2017. He then joined Au Yeung, Lo & Chung as a consultant since March 2017.

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. Tsui Leung Cho (徐良佐), aged 89, was appointed as an Independent Non-executive Director of our Company on 23 May 2017. He obtained his Bachelor's degree of Science in Civil Engineering from the Ling Nam University, the PRC in July 1951. Mr. Tsui obtained a Master's degree in Advanced Structural Engineering from University of Southampton, England in March 1973. He obtained a Master's degree of Engineering in Geological Engineering from the University of Toronto, Canada in March 1983. Mr. Tsui was a member of the Institution of Structural Engineers of England in December 1964, a fellow member of the same Institution in June 1975; a member of the Institution of Engineers Australia in February 1976 and a member of the Association of Professional Engineers of the Province of Ontario, Canada in November 1978, a Registered Structural Engineer in Hong Kong since 1978 and a Professional Engineer in California, United States of America since 1984.

Mr. Tsui has over 50 years of experience in structural engineering. He was a lecturer of the Civil Engineering Department in various universities in the PRC from August 1951 to December 1961; an engineer of Eric Cumine & Partners in Hong Kong from January 1962 to February 1963; a structural engineer of The Building Ordinance Office in Hong Kong from March 1963 to April 1967; a senior structural engineer of The Architectural Office, Public Works Department in Hong Kong from April 1967 to March 1978; a chief engineer of Omen Lee & Associates, Ontario, Canada from August 1978 to August 1980; a senior engineer of Reed Inc., Toronto, Canada from August 1980 to September 1983; a construction manager of Technic Construction Co. in Hong Kong from September 1983 to September 1988. He has been the president and the registered structural engineer of George Tsui & Associates, an associate of T.Y. Lin (H.K.) and an external professor of Wu Han University, the PRC, since September 1993.

Mr. Lam Kai Yeung (林繼陽), aged 47, was appointed as an Independent Non-executive Director of our Company on 23 May 2017. Mr. Lam obtained a Bachelor's degree of Accounting from the Xiamen University in July 1990 and a Master's degree in Business Administration from the Oxford Brookes University in the United Kingdom in July 2010. Mr. Lam has been a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants since March 2006 and April 2008 respectively.

Mr. Lam was an non-executive director of Ping Shan Tea Group Limited (stock code: 364) from December 2014 to May 2015. Mr. Lam was an independent non-executive director of Northeast Tiger Pharmaceutical Company Limited (stock code: 8197) from August 2008 to 18 June 2015. Mr. Lam was an independent non-executive director of a company listed on the Stock Exchange, namely Highlight China IDT International Limited (formerly known as Ford Glory Group Holdings Limited) (stock code: 1682) from August 2014 to May 2017. Mr. Lam has also been an independent non-executive director of other several companies listed on the Stock Exchange, namely, Silverman Holdings Limited (stock code: 1616) since June 2012; Sunway International Holdings Limited (stock code: 58) since 20 May 2015; Finsoft Financial Investment Holdings Limited (stock code: 8018) since June 2015; Holly Futures (stock code: 3678) since June 2015; and Kong Shum Union Property Management (Holding) Limited (stock code: 8181) since October 2015.

Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

Senior Management

Ms. Cheng Wai Man (鄭惠文), aged 44, is the head of administration of our Group. She has over 20 years of experience in accounting and secretarial work. Ms. Cheng obtained a certificate in Book-keeping – First Level from the London Chamber of Commerce and Industry Examinations Board in the United Kingdom in 1999. She obtained a general course certificate (commercial stream) from the Hong Kong Institute of Vocational Education in September 1999. She obtained a certificate in Book-keeping and Accounts – Second Level from the London Chamber of Commerce and Industry Examinations Board in the United Kingdom in 2000. Ms. Cheng obtained a certificate in accountancy from the Hong Kong Institute of Vocational Education in July 2001.

Prior to joining our Group in June 1999, Ms. Cheng was a shipping clerk of Halldonn Company Limited from December 1991 to January 1993. She then worked for Gulog Design Company as an account clerk and computer sided drafting (CAD) draftsman till November 1995. She was a secretary of Accurate Contractors & Renovators Co., Ltd. from March 1996 to July 1998.

Mr. Chow Kit Ting (周傑霆), aged 32, is the Financial Controller and Company Secretary of our Group. He has over nine years of experience in accounting, corporate finance, compliance and company secretarial works. Mr. Chow obtained his Bachelor's degree of Commerce with a major in Accountancy from the Macquarie University in November 2007. He was a member of Certified Public Accountants (CPA) Australia in September 2011 and a member of Hong Kong Institute of Certified Public Accountants in May 2015. Prior to joining our Group in February 2016, Mr. Chow worked for Deloitte Touche Tohmatsu from September 2007 to March 2015 and last held the position of manager. Mr. Chow was the financial controller and company secretary of Link Holdings Limited (stock code: 8237) from March 2015 to January 2016.

Ms. Wong Wing Sze (黃詠詩), aged 38, is the head of purchasing of our Group. She has over 15 years of experience in the office administration work. Ms. Wong obtained a certificate in London Chamber of Commerce & Industry Elementary English Book-keeping from the Spare-Time Study Centre of The Hong Kong Federation of Trade Unions Workers' Club in February 2001. She studied the programme in English Communication Skills for the Office in the School of Continuing & Professional Studies of the Chinese University of Hong Kong in July 2008. Prior to joining our Group in March 2001, she was a marketing assistant of AV Engineering Company from November 1995 to August 1998. She was a clerk of Team Endurance (HK) Ltd. from March 1999 to June 1999. Ms. Wong was an administration clerk of E&P Holdings Limited from March 2000 to December 2000.

Mr. Chow Si Ka (周仕家), aged 65, is the commercial manager of our Group. He has over 39 years of experience in construction engineering. Mr. Chow obtained a Higher Certificate in Construction Engineering from The Morrison Hill Technical Institute in July 1975.

Prior to joining our Group in April 2003, Mr. Chow was a contract manager of Tang Tak Son Construction Co., Ltd. from May 1977 to August 1982. He was a chief site quantity surveyor in various projects of Technic Construction Co Ltd from July 1982 to March 1987. He worked for Fong Wing Shing Construction Co., Ltd. from July 1988 to November 2001 as contracts manager and project manager and his last position was chief estimator.

CORPORATE GOVERNANCE REPORT

The Board hereby presents this corporate governance report in the Group's annual report for the year ended 31 March 2017.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain high standard of corporate governance to protect the interest of its shareholders and to place importance on its corporate governance system so as to formulate the business strategies and policies, and manage the associated risk through effective internal control and risk management procedures. It will also ensure greater transparency, accountability and protection of shareholders' interests.

This report describes the Company's corporate governance practices and structures that were in place during the financial year, with specific reference to the principles and guidelines of the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") issued by the Stock Exchange. In developing and reviewing its corporate governance policies and practices, the Company has sought to adopt a balanced approach.

As the Shares of the Company were only listed on the Stock Exchange on 16 June 2017, the CG Code was not applicable to the Company during the financial year ended 31 March 2017. Since the Date of Listing and up to the date of this report, in the opinion of the Directors, on the Company has complied with the applicable code provisions of the CG Code as set out in Appendix 14 to the Listing Rules, except C.2.5, which is discussed in this report.

According to code provision C.2.5 of the CG Code, the Company should have an internal audit function. The Company does not establish a standalone internal audit department, however, the Board has put in place adequate measures to perform the internal audit function in relation to different aspects of the Group which are discussed below. Firstly, the Audit Committee of the Board has established formal arrangements to apply financial reporting and internal control principles in accounting and financial matters to ensure compliance with the Listing Rules and all relevant laws and regulations. Our internal control and risk management measures, policies and procedures which were codified, adopted and implemented by the Group, have also been updated and revised from time to time.

Furthermore, the Company has appointed an external internal control consultant to perform periodic review of our internal control system to (i) evaluate various components of the internal control system under COSO 2013 framework; (ii) evaluate internal control system by business cycle and key operation; (iii) walkthrough the internal control system and perform test of controls; (iv) evaluate the implementation of risk management policies and (v) document the observation on the weakness of internal control system and risk management systems, if any, for the year ended 31 March 2017 and year ending 31 March 2018. It is intended to review the effectiveness of the Group's material internal controls so as to provide assurance that key internal control and risk management measures are carried out appropriately and are functioning as intended.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions (the "**Securities Dealing Code**") by the Directors and employees who, because of his office or employment in the Group, is likely to possess inside information of the Company.

All the Directors confirmed, upon specific enquiry made, that they complied with the Model Code and the Securities Dealing Code since the Listing and up to the date of this report. In addition, the Company is not aware of any incident of non-compliance of the Securities Dealing Code by the relevant employees since the Listing and up to the date of this report.

BOARD OF DIRECRTORS

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and the Shareholders. The Board has established three Board committees (the "**Board Committees**"), being the audit committee (the "**Audit Committee**"), the nomination committee (the "**Nomination Committee**") and the remuneration committee (the "**Remuneration Committee**"), to oversee different areas of the Company's affairs. The terms of reference of the Board committees are posted on the Company's website and the website of the Stock Exchange and are available to Shareholders upon request.

Composition

The Board currently comprises four Executive Directors and three Independent Non-executive Directors.

Executive Directors

Mr. Leung Chi Kit (Chairman)
Ms. Tso Yuk Ching
Mr. Chow Dik Cheung (Chief Executive Officer)
Mr. Chan Sik Mau

Independent Non-executive Directors

Mr. Chang Chun Pong
Mr. Tsui Leung Cho
Mr. Lam Kai Yeung

The Company has complied with rules 3.10(1) and 3.10A of the Listing Rules, from the Date of Listing and up to the date of this report, there were three Independent Non-executive Directors in the Board and the number of Independent Non-executive Directors represents more than one-third of the Board. As such, there exists a strong independent element in the Board, which can effectively exercise independent judgement. The Company has also complied with rule 3.10(2) of the Listing Rules which stipulates that one of the Independent Non-executive Directors must possess appropriate professional qualification or accounting or related financial management expertise. In compliance with the Code, the Independent Non-executive Directors are expressly identifies as such in all corporate communications that disclose the name of the Directors.

All the Independent Non-executive Directors namely, Mr. Chang Chun Pong, Mr. Tsui Leung Cho and Mr. Lam Kai Yeung have respectively entered into a service contract with the Company for a term of one year commencing on 23 May 2017 unless terminated by not less than one month' notice in writing served by either party on the other. The Independent Non-executive Directors are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

At each following annual general meeting, one-third of the Directors are required to retire from office. Each Director shall retire from office once every three years. The Directors to retire in every year shall be those appointed by the Board during the year and those who have been longest in office since their last election or re-election. New Directors appointed by the Board during the year shall retire and submit themselves for re-election at the annual general meeting immediately following their appointment pursuant to Article 112 of the Articles.

Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Chang Chun Pong, Mr. Tsui Leung Cho and Mr. Lam Kai Yeung will retire from office as Directors at the forthcoming annual general meeting of the Company, being eligible, offer themselves for re-election pursuant to Articles 108 and 112 of the Articles. No Director proposed for re-election at the annual general meeting has a service contract with the Company which is not determinable by the Company within one year other than statutory compensation.

CORPORATE GOVERNANCE REPORT

The Company has received from each of its Independent Non-executive Directors an annual confirmation of its independence pursuant to rule 3.13 of the Listing Rules. The Group considers all Independent Non-executive Directors to be independent under the Listing Rules.

Save that Ms. Tso Yuk Ching is the spouse of Mr. Leung Chi Kit, there are no financial, business, family or other material/relevant relationship among the members of the Board. The biographical details of each of the Directors are out in the section headed "Biographical Details of Directors and Senior Management" of this annual report.

Draft minutes of board meetings shall be circulated to Directors for comments and the signed minutes are kept by the Company Secretary.

In order to safeguard the interest of individual Directors, the Company has also arranged directors' and officers' liability insurance for the Directors of the Company.

BOARD AND GENERAL MEETINGS

The Board meets regularly and, in addition to regular meetings, it meets as and when warranted by particular circumstances. From the Date of Listing to the date of this report, the Directors' attendance of the Board meetings is set out as follows:

	Attendance/Number of meetings from the Date of Listing to the date of this annual report
Executive Directors	
Mr. Leung Chi Kit (Chairman)	1/1
Ms. Tso Yuk Ching	1/1
Mr. Chow Dik Cheung (Chief Executive Officer)	1/1
Mr. Chan Sik Mau	1/1
Independent Non-executive Directors	
Mr. Chang Chun Pong	1/1
Mr. Tsui Leung Cho	1/1
Mr. Lam Kai Yeung	1/1

BOARD RESPONSIBILITIES AND DELEGATION

The Board is responsible to the shareholders for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, approving the annual development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system and supervising and managing management's performance.

Regarding the Group's corporate governance, since the Listing and up to the date of this report, the Board has in accordance with the terms of reference performed the following duties:

– determined and reviewed the policies and practices on corporate governance of the Group and make recommendations;

– reviewed and monitored the training and continuous professional development of Directors and senior management;

– reviewed and monitored the Group's policies and practices on compliance with legal and regulatory requirements;

– developed, reviewed and monitored the code of conduct applicable to Directors and employees; and

– reviewed the Company's compliance with the Code and disclosure in this Corporate Governance report.

The Board delegates the day-to-day management, administration and operation of the Group to the management. The delegated functions are reviewed by the Board periodically to ensure they remain appropriate to the needs of the Group. The Board gives clear directions to the management as to the matters that must be approved by the Board before decisions are made on behalf of the Group by the management. In addition, the Board has also delegated various responsibilities to the Board Committees. All the Board Committees perform their distinct roles in accordance with their respective term of reference.

CHAIRMAN AND CHIEF EXECUTIVE

Under code provision A.2.1, the roles of the chairman and the chief executive should be separated and should not be performed by the same individual. In compliance with the Code, the Group has appointed a separate chairman and chief executive of the Company since the Listing. In order to ensure that there is clear division of responsibilities between the chairman of the Board and the chief executive of the Company, the two positions are assumed by different individuals, Mr. Leung Chi Kit, the Chairman of the Board, is responsible for the operation of the Board and the formulation of the Group's strategies and policies. Mr. Chow Dik Cheung, the Chief Executive Officer of the Company, with the assistance of other members of the Board and senior management, is responsible for the management of the Group's business, the implementation of significant policies, the daily operational decisions as well as the coordination of the overall operation. The Chairman of the Board ensures that all Directors are properly briefed on issues arising at the Board meetings and receive adequate, complete and reliable information in a timely manner.

CORPORATE GOVERNANCE REPORT

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

All Directors confirmed that they had complied with code provision A.6.5 of the Code during the year ended 31 March 2017 and up to the date of this report, that all Directors had participated in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged an in-house training on the Listing Rules in the form of a seminar during the year ended 31 March 2017 conducted by the Legal Advisor as to Hong Kong Laws in the Prospectus and relevant training material has been distributed to all the Directors. All Directors had attended the in-house training. The training covered topics including the Code, listed company regulations and disclosure obligations in Hong Kong, disclosable transactions and connected transactions etc.

AUDIT COMMITTEE

The Audit Committee was established on 23 May 2017 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rule and it currently comprises three Independent Non-executive Directors namely Mr. Lam Kai Yeung (as Chairman), Mr. Chang Chun Pong and Mr. Tsui Leung Cho.

The terms of reference of the Audit Committee are available on the Stock Exchange's website and the Company's website.

The primary duties of the Audit Committee include, but not limited to:

– to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;

– to review the accounting principles and policies adopted by the Company and discuss with management and the external auditor the financial reporting matters;

– to review the financial statements of the Group before their submission to the Board for approval; and

– to review the effectiveness of the internal control and risk management systems of the Group.

The Audit Committee held a meeting on 29 June 2017 to review, in respect of the year ended 31 March 2017, the annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of the external auditors and relevant scope of works and, continuing connected transactions. There had been no disagreement between the Board and the Audit Committee from the Date of Listing to the date of report. The attendance record of each member of the Audit Committee is set out below:

	Attendance/Number of meetings from the Date of Listing to the date of this annual report
Independent Non-executive Directors	
Mr. Chang Chun Pong	1/1
Mr. Tsui Leung Cho	1/1
Mr. Lam Kai Yeung (Chairman)	1/1

REMUNERATION COMMITTEE

The Remuneration Committee was established on 23 May 2017 and it currently comprises three Independent Non-executive Directors namely Mr. Chang Chun Pong (as Chairman) and Mr. Tsui Leung Cho and Mr. Lam Kai Yeung, and two executive Directors namely Mr. Leung Chi Kit and Ms. Tso Yuk Ching.

The terms of reference of the Remuneration Committee are available on the Stock Exchange's website and the Company's website. The principal functions include, but not limited to:

– reviewing and approving the management's remuneration proposals with reference to the Board's goals and objectives; and

– as the Board shall direct, making recommendations to the Board on the remuneration packages of individual Executive Directors and senior management.

The Remuneration Committee consults the chairman of the Board and an Executive Director about their remuneration proposals for other Executive Directors and senior management.

Details of remuneration packages of the Executive Directors during the year are set out under heading "Directors', Chief Executive's and Employees' Emoluments" in note 12 to the consolidated financial statements.

The written terms of reference of the Remuneration Committee adopted by the Board are in line with the Code and are available on the websites of the Company and the Stock Exchange.

The Remuneration Committee held a meeting on 29 June 2017 to review the remuneration of all Executive Directors and senior management individually. The attendance record of each member of the Remuneration Committee is set out below:

	Attendance/Number of meetings from the Date of Listing to the date of this annual report
Executive Directors	
Mr. Leung Chi Kit	1/1
Ms. Tso Yuk Ching	1/1
Independent Non-executive Directors	
Mr. Chang Chun Pong (Chairman)	1/1
Mr. Tsui Leung Cho	1/1
Mr. Lam Kai Yeung	1/1

DIRECTORS' REMUNERATION

Directors' emoluments are determined with reference to Directors' duties, responsibilities and performance and the results of the Group. In addition, the Directors' remuneration is reviewed by the Remuneration Committee of the Company regularly. Details of the Directors' remuneration are set out in note 12 to the consolidated financial statements.

REMUNERATION OF THE SENIOR MANAGEMENT

During the year ended 31 March 2017, the remuneration of senior management is listed as below by band:

Band of remuneration (HK$)	No. of person
Below HK$1,000,000	4

Further details of the remuneration of the Directors and the 5 highest paid employees required to be disclosed under Appendix 16 of the Listing Rules have been set out in note 12 to the consolidated financial statements.

During the year, members of the Remuneration Committee had performed the following duties under the terms of reference:

- assessed the performance of Executive Directors and consulted the Chairman of the Board and the Chief Executive Officer about their remuneration proposals for other executive Directors;
- made recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration;
- reviewed and approved the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- made recommendations to the Board on the remuneration packages of individual Executive Directors and senior management;
- made recommendations to the Board on the remuneration of Independent Non-executive Directors;
- considered salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries; and
- ensured that no Director or any of his/her associates is involved in deciding his/her own remuneration.

NOMINATION COMMITTEE

The Company has established the Nomination Committee on 23 May 2017 with written terms of reference in compliance with paragraph A.5 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. As at the date of this annual report, the Nomination Committee comprises two Executive Directors, namely Mr. Leung Chi Kit, and Ms. Tso Yuk Ching and three Independent Non-executive Directors, namely Mr. Lam Kai Yeung, Mr. Chang Chun Pong and Mr. Tsui Leung Cho. Mr. Leung Chi Kit is the chairman of the Nomination Committee. The written terms of reference of the Nomination Committee adopted by the Board are in line with the Code and are available on the websites of the Company and the Stock Exchange.

The primary duties of the Nomination Committee include reviewing the Board composition, making recommendations to the Board on the selection of individuals nominated for directorship, making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, and assessing the independence of Independent Non-executive Directors.

The Nomination Committee held a meeting on 29 June 2017 to review the independence of the Independent Non-executive Directors, to consider the qualifications of the retiring directors standing for election at the 2017 annual general meeting, to review the structure, size and composition of the Board and to review the Policy. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board. Having reviewed the composition of the Board, details of which are set out under the section headed "Biographies of the Directors and Senior Management" on pages 10 to 12 of this annual report, the Nomination Committee considered that there is an appropriate balance of Board diversity.

The attendance record of each member of the Nomination Committee is set out below:

	Attendance/Number of meetings from the Date of Listing to the date of this annual report
Executive Directors	
Mr. Leung Chi Kit (Chairman)	1/1
Ms. Tso Yuk Ching	1/1
Independent Non-executive Directors	
Mr. Chang Chun Pong	1/1
Mr. Tsui Leung Cho	1/1
Mr. Lam Kai Yeung	1/1

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties set out in code provision D.3.1 of the Corporate Governance Code, namely:

(i) to develop and review the Company's policies and practices on corporate governance;

(ii) to review and monitor the training and continuous professional development of Directors and senior management;

(iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(iv) to develop, review and monitor the code of conduct and compliance manual (including in relation to securities trading) applicable to employees and Directors; and

(v) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report in the Company's annual report.

BOARD DIVERSITY POLICY

Pursuant to the CG Code, the Board has adopted a board diversity policy. The Company recognises and embraces the benefits of diversity of the Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives including, but not limited to, gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of financial statements which give a true and fair view of the financial position of the Group. The responsibilities of the Company's auditor on the consolidated financial statements of the Group are set out in the independent auditors' report on pages 42 to 43 of this annual report. The Directors are not aware of any material uncertainties relating to events of conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

EXTERNAL AUDITOR'S REMUNERATION

During the year ended 31 March 2017, the Group has engaged HLB Hodgson Impey Cheng Limited, as its external auditor. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor. Details of the fees payable to HLB Hodgson Impey Cheng Limited during the year are as follows:

	HK$
Audit services	700,000

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibilities for maintaining the Group's systems of internal control and reviewing their effectiveness. The internal control systems of the Group are designed to provide reasonable assurance to minimize risk of failure in operational systems, and to assist in the achievement of the Group's goals. The systems are also structured to safeguard the Group's assets, to ensure the maintenance of proper accounting records and compliance with applicable laws, rules and regulations.

The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational systems and in the achievement of the Group's business objectives. The Group has engaged an Internal Control Review Consultant who reviews the effectiveness of the risk management and internal control systems annually in order to ensure that they meet with the dynamic and ever changing business environment.

During the year, the Audit Committee has reviewed the Group's internal control and risk management systems and considered the internal control review report with the Group's Executive Directors and financial controller. The review covers all material controls, including financial, operational and compliance controls and risk management of the Group and such systems have been considered reasonably effective and adequate. The Internal Control Review Consultant conducted a review on a set of business cycles and made recommendations for the improvement and strengthening of the internal control and risk management systems. No significant control findings or weakness have been identified by the Internal Control Review Consultant.

CORPORATE GOVERNANCE REPORT

The Group regularly reminds the Directors and relevant employees for the compliance of policies regarding the inside information, and provide them with update on the appropriate guidelines or policies to ensure the compliance with regulatory requirements.

Risk management and internal control

The Board is responsible for evaluating and determining the nature and extent of the risks to take in achieving the Group's strategic objectives. The Group has not established a separate internal audit department; however, procedures are in place to provide adequate resources and qualified personnel to carry out the duties of the internal audit function, including annual review of the effectiveness of risk management and internal control. The Group has engaged an external independent consultant to conduct a review on the internal control and risk management systems of the Group during the year ended 31 March 2017 and to report their findings to the Audit Committee and the Board. The scope of review for the year 2017 covered overall management control, risk assessment and management, control procedures for revenue and tendering and human resource management.

Based on review and procedures conducted, the Board considers that the Group's risk management and internal control systems are effective and adequate. However, the risk management and internal control systems of the Group are designed to manage rather than to eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

COMPANY SECRETARY

The company secretary of the Company (the "**Company Secretary**") is Mr. Chow Kit Ting whose biographical details are set out in the section headed "Biographical Details of Directors and Senior Management" in this annual report.

Mr. Chow Kit Ting has been informed of the requirement of the Rule 3.29 of the Listing Rules, and he confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 March 2017.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolutions should be proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of Hong Kong Exchanges and Clearing Limited after each general meeting.

CONVENING AN EXTRAORDINARY GENERAL MEETING

Pursuant to article 64 of the Articles of Association, an extraordinary general meeting shall also be convened on the requisition of 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 having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two calendar 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.

Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or the Cayman Islands Companies Law for Shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph. As regards proposing a person for election as a Director of the Company, please refer to the "Procedures for Shareholders to Propose a Person for Election as a Director" of the Company which is posted on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Unit D, 9/F, Billion Plaza 2, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong
(For the attention of the Board of Directors)
Fax: 852 - 8148 7458
Email: info@leungpui.com.hk

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings.

At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries. The Company maintains a website at www.kinshingholdings.com.hk as a communication platform with the Shareholders and investors, where the financial information and other relevant information of the Company are available for public access.

CONSTITUTIONAL DOCUMENTS

In preparation for the Listing, the Company has adopted an amended and restated Memorandum and Articles of Association ("**Articles**") pursuant to a special resolution passed by the sole Shareholder on 23 May 2017 and the Articles became effective on 16 June 2017. Since then, the Company has not made any changes to its Articles. An up to date version of the Company's Articles is also available on the websites of the Company and of Hong Kong Exchanges and Clearing Limited.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

INTRODUCTION

The Group is an established subcontractor in Hong Kong for more than 22 years. We principally provide formwork works, which can be categorised into two types in terms of the materials mainly used – traditional timber formwork by using timber, and plywood and metal formwork system by using aluminium. As at 31 March 2017, we have adopted both quality and environmental management systems models for our formwork works service, which has been assessed and certified as meeting the requirement of International Organisation for Standardisation ("**ISO**") 9001:2008 and ISO 14001:2004. The Groups' requirements for occupational health safety management system developed for controlling health and safety risk related to a business are met and certified with Occupational Health and Safety Assessment Specification ("**OHSAS**") 18001:2007. Our corporate objective is to ensure and deliver its services, accompanied with the goal of improving environmental and social aspects of public life at its best.

We are fully pledged to deliver premium products and services to fulfil our customers' requirement and add value to our stakeholders. Over the past years, we have looked for ways to minimise the impact to the environment created by our business activities by improving operational efficiencies and implementing eco-friendly construction approaches.

In the following sections, we report to you our efforts in fulfilling our corporate social responsibility under the "Environmental" and "Social" aspects for the year ended 31 March 2017.

I. ENVIRONMENTAL

I.1 Use of Resources

We have introduced a series of green policy to enhance the awareness of environmental protection among staff with the objective of lowering energy consumption, utilising resources and recycling wastes in daily office operations. For example, we have reduced paper usage by recycling and reusing printed papers and encouraging usage of digital copies instead of ordinary printed copies for most internal office communications and operation; and setting the air-conditioning temperatures of our offices and other indoor areas at an environmentally friendly level during the summer months (around 24 to 26 degree Celsius) as suggested by the Environmental Protection Department ("**EPD**"). The office lights will be turned off partially during the lunch hours to save electricity in every aspect we could.

I.2 Eco-friendly management system and building materials

We have achieved the requirements of ISO 9001:2008, ISO 14001:2004 accreditation for our quality management system and environmental management system respectively during the year.

We also place great emphasis on using building materials that is eco-friendly. For project adopting timber formwork, the Group often uses timber or plywood that is produced from sustainable sources. Before ordering timber or plywood, we will request the suppliers to provide us with certificates to certify the place of origin of the wood, in particular when this is also under the contractual requirements of our customers that wood products from sustainable sources should be used in construction projects. The material suppliers are required to provide us with certificates from certain international institutions, such as Forest Stewardship Council and the American Forest and Paper Association.

To enhance our efforts in protecting the environment, we had introduced formworks made up of aluminium alloy to apply to our construction works. Aluminium formwork is more environmentally friendly compare to traditional timber formwork due to the fact that they can be reused. It saves up tree resources for our natural environment. At the same time, any wasted aluminium can be scrapped for recycling, thus producing less waste and reduce usage of landfill space.

II. SOCIAL

II.1 Our people

Employment and Labour Practices

Employees' remuneration would correspond to employees' job position, job nature, qualifications and experiences. They are always welcomed to discuss their career development progress with their supervisors and the management. Internal promotions would be offered to staff with outstanding performance. Our Administration & Human Resources Department and the management would always keep a close eye on the competitiveness of our remuneration level as compared to our competitors in the market.

More importantly, equal opportunities would always be available to staff. The Group's management pays due regards to laws and regulations prohibiting unfair discrimination, such as the Sex Discrimination Ordinance, the Race Discrimination Ordinance, the Disability Discrimination Ordinance, and the Family Status Discrimination Ordinance. To establish a workplace with equity, our employment selection process would be solely based on one's performance, experiences and skills.

The Group has also zero tolerance to forced or child labour, or the hiring of illegal immigrants in either our office or construction project sites.

We maintain high standard of business ethics and sustains good personal conduct of our employees. The Group's staff handbook had been distributed to all head office staffs and staffs of Site Agent grade or above for construction site staff. The internal control manual and compliance manual had been distributed to managerial grade or above. To ensure that our staff can have a clear understanding on these documents, the management of the Company are responsible to ensure that all the recipient staff understand the contents of the handbook and manuals, such as the Group's required code of conduct, handling of share price sensitive inside information, and the use of the Group's "whistle blower channel" to report any suspected fraud.

Employee Health and Safety

In view of the labour intensive nature of our construction projects, the Group fully appreciates the importance of maintaining a healthy and safe working environment for our staff. The Group has implemented a number of occupational health and safety measures in place and had assigned teams comprised of qualified safety officers and safety supervisors to regularly perform inspection on our construction sites and staff facilities. On top of that, we have obtained OHSAS 18001 as a recognition of our compliance with occupational health and safety requirements.

All staff who are required to enter a project site will be provided with an induction safety training within the first two days when they enter the site. The safety officers would be in charge of keeping up-to-date safety and health information, including changes of regulations, new codes of practice, newly identified hazards and new work practices. The safety officers are also responsible to disseminate safety information to all concerned parties, including the external suppliers and subcontractors.

Furthermore, we have set up a Safety Committee at the corporate level, which is responsible for identifying, recommending and keeping under review measures to improve the safety and health of the workers. With the assistance of the safety officers, the Group's management would devise safety plans for each project site, which clearly outlines the safety requirement for all staff to follow, including wearing personal protective equipment at all times and instructions for manual lifting. Emergency drill from time to time will also be executed among staff to promote their safety awareness.

Externally, to comply with the Factories and Industrial Undertaking regulation, we have appointed a registered Safety Auditor to perform safety audit for the Group. An external safety consultant has also been engaged to conduct random site inspections, and to provide periodic safety consultancy service, including training to our Directors and senior management, and risk assessment for specific high risk activities or operation.

Training and Development

Sufficient staff training will be given to ensure all staff would be equipped with the necessary knowledge for their role and job duties. For example, all new hires would be briefed by its immediate supervisor to understand his/her job duties. The Administration Manager will properly maintain a staff training record and ensure it is updated in a timely manner. Copies of all training certificates will also be kept in the personal files of the employees. Training sponsorship would be available to staff who apply for courses relevant to their job duties and professional development.

II.2 Operating Practices

Supply Chain Management

We believe establishing and maintaining mutually beneficial and continual relationship with our suppliers and contractors is the cornerstone to our success. As such, the Group's procurement policy ensures that the selection of contractors or suppliers undergoes proper review and approval. We follow closely our internal control procedures and policies to acquire goods and services through a fair and unbiased tender process. Contractors and suppliers would only be selected based on factors including works or product quality, delivery timeliness and price.

To prevent conflict of interest arising between a staff and the Group on sourcing contractors or suppliers, the Group requires all staff participating in the tender process to fully disclose their potential conflict of interest. If any staff suspects any fraudulent activities is going on within the procurement process, the staff can report to the Audit Committee via the "Whistle blower" channel.

Service Responsibility

To establish and strengthen sustainability and success of our businesses, we understand that good customer service is the key influential factor. Accordingly, we maintain customer communication channels dedicated to handling customers' queries and feedbacks efficiently via our Project Manager and Foremen. Customer complaints would be comprehensively investigated and root causes identified and acted upon accordingly.

To ensure we can deliver quality works, building materials used would be thoroughly inspected by the Project Manager before being applied to the construction works. If materials from new suppliers are proposed to be used, the materials would need to undergo the necessary testing, and the testing report submitted to the customer to ensure that satisfactory materials are used in the construction works.

Anti-Corruption

Throughout the years, we pride ourselves with zero tolerance towards any offences involving bribery, extortion, fraud and money laundering activity. We stand for stringent anti-corruption policies and procurement practices as stated in our staff handbook and internal control manual that outlines guidance on conflicts of interest, intellectual property rights, privacy and confidentiality of information, bribery and corruption and equal opportunities. In addition, we have clearly stated the required process and procedure for handling and accepting gifts and advantages in the manual.

II.3 Community Involvement

We desire to contribute to the society and to participate in community services and charitable sponsorships. With the change of recent reconstruction within the Group, we are targeting to involve more in corporate social responsibility afterward.

FUTURE APPROACH TOWARDS SUSTAINABLE DEVELOPMENT

In the future, we will:

- Explore energy-saving and environmentally friendly energy, equipment and materials for our construction projects and office use;

- Identify and formulate policy to raise awareness over environmental protection within the Group and practices on resource usage reduction, waste reduction and energy conservation; and

- Increase involvement in community programs and contribution to the society.

REPORT OF THE DIRECTORS

The directors of the Company submit their report together with the audited consolidated financial statements of the Group for the year ended 31 March 2017.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holdings. The principal activities of the Group are the provision of formwork works and building construction works. The principal activities of the subsidiaries of the Company are set out in note 33 to the consolidated financial statements.

BUSINESS REVIEW

A review on the Group's business for the year ended 31 March 2017 is set out under the section headed "Management Discussion and Analysis" of this annual report.

RELATIONSHIP WITH STAKEHOLDERS

The relationship with stakeholders of the Group during the reporting period is set out in the subsection headed "Relationships with Employees, Customers and Suppliers" on pages 7 to 8 of this annual report. The content is part of the report of the Directors.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties of the Group during the reporting period is set out in the subsection headed "Principal risk and uncertainty" on page 7 of this annual report. The content is part of this report of the Directors.

CORPORATE REORGANISATION

The Company was incorporated in the Cayman Islands on 6 April 2016.

In preparation for the Listing, the Group underwent the reorganisation, details of the reorganisation are set out in note 2 to the consolidated financial statements.

The Company's shares were listed on the Main Board of the Stock Exchange with effect from 16 June 2017.

SEGMENT INFORMATION

An analysis of the Group's performance for the year ended 31 March 2017 by operating segment is set out in note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on page 44.

The Board did not recommend the payment of a final dividend for the year ended 31 March 2017.

CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company is scheduled to be held on Friday, 18 August 2017. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 15 August 2017 to Friday, 18 August 2017 (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer forms accompanied by relevant share certificates must be lodged with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Monday, 14 August 2017.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last four years is set out on page 96 of this annual report. Such summary does not form part of the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year ended 31 March 2017 are set out in note 15 to the consolidated financial statements.

BANK BORROWINGS

Details of movements in the bank borrowings of the Group during the year ended 31 March 2017 are set out in note 24 to the consolidated financial statements.

SHARE CAPITAL

Details of movement in the Company's share capital during the year ended 31 March 2017 are set out in note 26 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

Details of movement in the Group's and the Company's reserves during the year ended 31 March 2017 are set out on page 47 and in note 34 to the consolidated financial statements, respectively.

DIRECTORS

The Directors during the year ended 31 March 2017 and up to the date of this report were:

Executive Directors

Mr. Leung Chi Kit (Chairman) (appointed on 6 April 2016)
Ms. Tso Yuk Ching (appointed on 30 May 2016)
Mr. Chow Dik Cheung (Chief executive Officer) (appointed on 30 May 2016)
Mr. Chan Sik Mau (appointed on 30 May 2016)

Independent Non-executive Directors

Mr. Chang Chun Pong (appointed on 23 May 2017)
Mr. Tsui Leung Cho (appointed on 23 May 2017)
Mr. Lam Kai Yeung (appointed on 23 May 2017)

In accordance with the provisions of the Company's articles of association, Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Chang Chun Pong, Mr. Tsui Leung Cho and Mr. Lam Kai Yeung will retire and, being eligible, will offer themselves for re-election at the Company's forthcoming annual general meeting.

Biographical details of the Directors and senior management are set out in the section headed "Biographies of Directors and Senior Management". Information regarding Directors' emoluments is set out in note 12 to the consolidated financial statements. An annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules have been received from each of the Independent Non-executive Directors.

SHARE OPTION SCHEME

Pursuant to the written resolutions of the sole shareholder of the Company passed on 23 May 2017, the Company adopted a share option scheme (the "**Scheme**") to motivate Eligible Participants (as defined in the scheme) to optimise their performance and efficiency for the benefit of the Group and attract and retain or otherwise maintain ongoing business relationship with those people whose contributions are, will or expected to be beneficial to the Group. These people include the employees (fulltime or part-time), Directors, consultants or advisors, distributors, contractors, suppliers, agents, customers, shareholders, business partners or service providers of the Group and to recognize their contribution or potential contribution to the development and growth of the Group.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the Shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the Shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or Independent Non-executive Directors or any of their respective associates (including a discretionary trust whose discretionary objects include a substantial shareholders, Independent Non-executive Directors, or any of their respective associates) in any 12-month period in excess of 0.1% of the Company's share capital or with a value in excess of HK$5 million must be approved in advance by the Company's shareholders.

Options granted must be taken up within 21 days inclusive of the day on which such offer was made, upon payment of HK$1 per option. Options may be exercised at any time during a period as the Directors of the Company may determine which shall not exceed ten years from the date of grant. The exercise price is determined by the Directors of the Company, and will be at least the higher of (i) the closing price of the Company's Shares on the date of grant; (ii) the average closing price of the Shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's Shares.

The Scheme will remain in force for a period of ten years commencing on the date on the adoption date (i.e. 23 May 2017) and shall expire at the close of business day immediately preceding the tenth anniversary thereof unless terminated earlier by the Shareholders in general meeting. No share options were granted since the adoption of the Scheme and there are no outstanding share options at the end of the reporting period. A summary of the principal terms and conditions of the Scheme is set out in Appendix V to the Prospectus.

DIRECTORS' SERVICE CONTRACT

All the Independent Non-executive Directors has respectively entered into a service contract with the Company for a term of one year commencing on 23 May 2017 unless terminated by not less than one months' notice in writing served by either party on the other.

Apart from the foregoing, no Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no contracts of significance to which the Company or any of its subsidiaries was a party in which a Director had a material interest subsisted at the end of the year ended 31 March 2017 or any time during the year ended 31 March 2017.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2017.

EMPLOYEES AND REMUNERATION POLICIES

The employees and remuneration policies of the Group during the reporting period is set out in the subsection headed "Employees and Remuneration Policies" on page 8 of this annual report. The content is part of the report of the Directors.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

Immediately following completion of the Share Offer and the Capitalisation Issue, interests and short positions in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**")) held by the Directors and chief executive of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") in Appendix 10 to the Listing Rules are as follows:

(i) Long position in the Shares

Name of director	Capacity/Nature of interest	Number of Shares held	Approximate percentage of Company's issued share capital
Mr. Leung Chi Kit	Interest in controlled corporation *(Note 1)*	1,125,000,000	75%
Ms. Tso Yuk Ching	Family interest *(Notes 1 and 2)*	1,125,000,000	75%

Note:

1. Five Continental Enterprise Limited is legally interested in 1,125,000,000 Shares upon Listing. As 85% of shareholding interest of Five Continental is owned by Mr. Leung, Mr. Leung is deemed to be interested in the Shares held by Five Continental under the SFO.

2. Ms. Tso Yuk Ching is the spouse of Mr. Leung. Accordingly, Ms. Tso Yuk Ching is deemed to be interested in the Shares in which Mr. Leung has interest under the SFO.

(ii) Long position in Five Continental, an associated corporation of the Company

Name of Director	Capacity/Nature	Percentage of shareholding
Mr. Leung Chi Kit	Beneficial owner *(Note)*	85%
Ms. Tso Yuk Ching	Family interest *(Note)*	85%

Note: Mr. Leung is the spouse of Ms. Tso Yuk Ching. Accordingly, Ms. Tso Yuk Ching is deemed to be interested in the Shares in which Mr. Leung has interest under the SFO.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

So far as is known to the Directors and taking no account any Shares which may be issued upon exercise of any options which may be granted under the Scheme, the following persons (not being a Director or chief executive of the Company) have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

Name	Capacity/Nature of Interest	Number of Shares/underlying Shares held	Percentage of Company's issued share capital
Mr. Chow Siu Yu *(Note 1)*	Interest in controlled corporation; interests held jointly with other people	1,125,000,000	75%
Five Continental Enterprise Limited *(Note 2)*	Beneficial owner; interests held jointly with other people	1,125,000,000	75%

Notes:

1. On 5 August 2016, Mr. Leung Chi Kit, Ms. Tso Yuk Ching and Mr. Chow Siu Yu entered into a Concert Parties Confirmatory Deed (as defined in the Prospectus dated 31 May 2017) to acknowledge and confirm, among other things, that they are parties acting in concert in respect of (i) Leung Pui Form Mould & Engineering Co., Limited ("**Leung Pui**") and Ho Yip Construction Company Limited ("**Ho Yip**") since the incorporation of Leung Pui and Ho Yip and (ii) each of the members of our Group upon the Listing Date and will continue so as of and after the date of the Concert Parties Confirmatory Deed. As such, pursuant to the parties acting in concert arrangement, each of Mr. Leung, Ms. Tso and Mr. Chow is deemed to be interested in 75% of the issued share capital of our Company.

2. Five Continental is owned as to 85% by Mr. Leung Chi Kit and 15% by Mr. Chow Siu Yu, who is the uncle of the Executive Director Mr. Chow Dik Cheung. As Ms. Tso Yuk Ching is the spouse of Mr. Leung, Ms. Tso Yuk Ching is deemed to be interested in the shares of Five Continental held by Mr. Leung. Accordingly, Mrs. Leung is deemed to be interested in the Shares held by Five Continental under the SFO.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than shareholdings disclosed above, at no time during the year ended 31 March 2017 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2017, the Group's five largest customers in aggregate and the single largest customer accounted for approximately 87.0% (2016: 97.8%) and 38.1% (2016: 61.2%) of the Group's total turnover respectively.

During the year ended 31 March 2017, the Group's five largest suppliers in aggregate and the single largest supplier accounted for approximately 62.5% (2016: 82.8%) and 19.5% (2016: 20.1%) of the Group's total purchases respectively.

To the best of the knowledge of the Directors, saved as disclosed in this annual report, none of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had an interest in these major customers or suppliers.

DEED OF NON-COMPETITION

The controlling shareholders have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company under the deed of non-competition dated 23 May 2017.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities since the Date of Listing.

PERMITTED INDEMNITY

Since the Date of Listing, the Company has arranged Directors' and officers' liability insurance for all Directors and senior management of the Company. The insurance covers the corresponding costs, charges, expenses and liabilities for legal action of corporate activities against them.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into during the year ended 31 March 2017 or subsisted at the end of the reporting period.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles or the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

CONNECTED TRANSACTIONS

The Group entered into certain related party transactions, which constituted connected transactions of the Group, with related parties during the year ended 31 March 2017 as set out in note 28 to the consolidated financial statements.

During the year ended 31 March 2017, the Group entered into various transactions which constituted continuing connected transactions under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under the Listing Rules in relation to the continuing connected transactions during the year ended 31 March 2017. Details of the continuing connected transactions of the Group for the year ended 31 March 2017 are set out below:

Name of related party	Nature of transaction	2017 HK$'000	2016 HK$'000
King Fu Plastic Products Limited (“**King Fu**”)	Purchases of raw materials	**9,524**	9,344
Hoover Construction & Engineering Limited (“**Hoover**”)	Contract revenue from formwork works and building construction works	**5,120**	3,154
Five Dragons Properties Limited (“**Five Dragons Properties**”)	Rent	**606**	253

Purchase of merchandises from King Fu Plastic Products Limited (“King Fu”)

On 23 May 2017, Leung Pui Form Mould & Engineering Co., Limited (a subsidiary of the Company) and King Fu entered into a master agreement (the “**King Fu Agreement**”), pursuant to which Leung Pui has agreed to purchase and King Fu has agreed to supply tools and materials for formwork works to the Group at a price to be determined from time to time. The selling price of the merchandises are to be separately negotiated for each purchase by the parties based on the principles that the purchase price payable shall be determined on normal commercial terms after arm's length negotiation, and shall be no less favourable than the prevailing market price and the price offered by Independent Third Parties (as defined in the Prospectus dated 31 May 2017). The King Fu Agreement shall commence from the Listing Date until 31 March 2020, provided that either party may terminate the agreement by giving not less than one month's prior written notice to the other party. It is expected that the total purchase from King Fu from the Listing Date for each of the three years ending 31 March 2020 will not exceed HK$11,000,000, HK$12,000,000 and HK$13,000,000 respectively.

To ensure that the purchase price offered by King Fu is fair and reasonable and comparable to those offered by Independent Third Parties and to obtain the prevailing market price, the Group will obtain quotation in relation to the same product type and volume from at least two other independent parties prior to entering into a purchase order with King Fu. The Directors of the Company consider that the above procedures can ensure that the transactions under the King Fu Agreement will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders after Listing.

King Fu is a company with limited liability incorporated in Hong Kong on 10 March 2000 and is a supplier of a wide variety of merchandises including construction-related tools and materials. Since King Fu is owned as to 50% by Mr. Tso Kwong Wa and 50% by Ms. Wong Siu Fong, who are the brother and sister-in-law of Mrs. Leung respectively, King Fu is a connected person of the Company and the transactions contemplated under the King Fu Agreement constitute continuing connected transactions under Chapter 14A of the Listing Rules.

Based on the annual caps under the King Fu Agreement as mentioned above, the relevant percentage ratio is more than 25% and the annual consideration is more than HK$10,000,000. Therefore, the transactions under the King Fu Agreement constitute non-exempt continuing connected transactions and are subject to reporting, annual review, announcement, circular and independent shareholders' approval requirements as set out in Rules 14A.31, 14A.35, 14A.36, 14A.49, 14A.55, 14A.64, 14A.69 and 14A.71 of the Listing Rules. The Board considers that strict compliance with the announcement requirement would be unduly burdensome and would add unnecessary administrative costs to the Company. The Company has applied to the Stock Exchange, and the Stock Exchange has granted, a waiver pursuant to Rule 14A.105 of the Listing Rules to exempt the transactions under the King Fu Agreement from strict compliance with the announcement and independent shareholders' approval requirements, under Listing Rules 14A.35 and 14A.36.

Provision of formwork works services to Hoover Construction & Engineering Limited ("Hoover")

Hoover is a limited liability company incorporated in Hong Kong and is a main contractor principally engaged in carrying out general building construction works and renovation. Hoover is wholly owned by An Hsin Construction Company Limited which in turn is owned as to approximately 33.27% by Mr. Chow Siu Yu and approximately 66.73% by Independent Third Parties, hence Hoover is an associate of Mr. Chow Siu Yu. As Mr. Chow is one of the Controlling Shareholders (as defined in the Prospectus dated 31 May 2017) of the Company and he is also the uncle of one of the Executive Directors Mr. Chow Dik Cheung, Hoover is a connected person pursuant to the Listing Rules.

As at the date of this annual report, only the contract sum of one project previously engaged by Hoover has yet been completely settled. The remaining contract sum to be recognised under the said project is approximately HK$707,000. We estimate that the remaining contract sum will be settled afterward upon the further assessment by Hoover. Upon completion of the said project, our Group has no present intention to enter into any contracts with Hoover in the future.

As the relevant applicable percentage ratios with respect to the subcontract fees payable by Hoover from the year ending 31 March 2018 on an annual basis is less than 5% and the total consideration is less than HK$3,000,000, the subcontract arrangement constitutes an exempt continuing connected transaction of the Company under Rule 14A.76(1) of the Listing Rules, and is exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Office Lease Agreement

On 1 November 2015, a lease agreement (the "**Office Lease Agreement**") was entered into between Five Dragons Properties Limited (as landlord) (the "**Landlord**") and Leung Pui (as tenant) in respect of the premises situated at Unit D, 9/F, Billion Plaza 2, No. 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong (the "**Office Premises**") with a gross floor area of approximately 125.07 square meters for office use. The Office Lease Agreement was for a term of two years commencing from 1 November 2015 until 30 October 2017 (both days inclusive) at a monthly rental of HK$50,525 (exclusive of rates, government rent and management fee which are payable by the tenant).

Five Dragons Properties Limited is a limited company incorporated in Hong Kong on 17 March 2015 which owned as to 49% by Mr. Leung Chi Kit and 51% by Ms. Tso Yuk Ching, whereas both Mr. Leung and Ms. Cho are the Executive Directors and Controlling Shareholders of the Company. As such, the Landlord is a connected person pursuant to the Listing Rules. Accordingly, the Office Lease Agreement constitutes a continuing connected transaction for the Company under the Listing Rules. The monthly rental was determined after arm's length negotiations between the parties by making reference to the prevailing market rates of similar properties in the vicinity.

As the relevant applicable percentage ratios with respect to the transaction contemplated under the Office Lease Agreement on an annual basis are less than 5% and the total consideration is less than HK$3,000,000, the Office Lease Agreement constitutes an exempt continuing connected transaction of the Company under Rule 14A.76(1) of the Listing Rules, and is exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Non-executive Directors have reviewed and confirmed that the above continuing connected transaction has been entered into:

(i) in the ordinary and usual course of business of the Group;

(ii) on normal commercial terms or better; and

(iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

In respect of the waiver pursuant to Rule 14A.105 of the Listing Rules to exempt the transactions under the King Fu Agreement from strict compliance under Listing Rules 14A.35 and 14A.36 granted by the Stock Exchange, the Directors confirmed that the Group does not exceed the annual caps of such transactions from the Date of Listing and up to the date of this annual report.

COMPETING BUSINESS

For the period from the Date of Listing and up to the date of this report, none of the Directors or the Controlling Shareholders and their respective close associates had any interests in any business, apart from the business of the Group, which competes or likely to compete (either directly or indirectly) with the business of the Group.

Non-Competition Undertaking by Controlling Shareholders

The Controlling Shareholders had entered into a deed of non-competition in favour of the Company (for itself and as trustee for each of its subsidiaries from time to time) on 23 May 2017 (the "**Deed of Non-Competition**"), details of which are set out in section headed "Relationship with the Controlling Shareholders – Deed of Non-Competition" in the Prospectus. The Controlling Shareholders confirmed their compliance with all the undertakings provided under the Deed of Non-Competition. The independent non-executive Directors had reviewed and confirmed that there are no matters required to be deliberated by them in relation to the compliance with and enforcement of the Deed of Non-Competition and considered that the terms of the Deed of Non-Competition have been complied with by the Controlling Shareholders.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The environmental policies and performance of the Group during the reporting period is set out in the subsection headed "Environmental Policies and Performance" on pages 8 to 9 of this annual report. The content is part of the report of the Directors.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The compliance with the relevant laws and regulations of the Group during the reporting period is set out in the subsection headed "Compliance with Laws and Regulations" on page 9 of this annual report. The content is part of the report of the Directors.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

AUDITOR

The consolidated financial statements for the year ended 31 March 2017 have been audited by HLB Hodgson Impey Cheng Limited, who will retire, and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

By order of the Board of
Kin Shing Holdings Limited

Leung Chi Kit
Chairman and Executive Director

Hong Kong, 29 June 2017

INDEPENDENT AUDITORS' REPORT

HLB 國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

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

TO THE MEMBERS OF
KIN SHING HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Kin Shing Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 44 to 95, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, 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.

Key audit matter	How our audit addressed the key audit matter
Recognition of contract revenue and costs	
Refer to note 5(a), note 6 and note 17 to the consolidated financial statements. The Group's contract revenue and costs for the year ended 31 March 2017 amounted to approximately HK$770,159,000 and HK$662,461,000 respectively. The contract revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on surveys of work performed. The recognition of contract revenue and costs involve significant judgement and estimates, whereby the Group reviews and revises the estimates of contract revenue and costs as the contract progresses. We identified the recognition of contract revenue and costs as a key audit matter due to the extent of significant degree of management's judgement on the estimation of contract revenue and costs.	Our procedures in relation to the percentage of completion of construction work and related contract revenue and costs included: • Comparing the historical actual gross profit margin to those budgeted to assess the quality of management budgetary process; • Inspecting material construction contracts of the Group for agreed contract sum and variations, if any; • Checking the stage of completion to the payment certificates or invoices to customers, where applicable; and tested, on a sample basis, the revenue recognition based on percentage of completion and the calculations of contract costs and gross profits; • Selecting, on a sample basis, contracts to examine management's budget of the cost components, such as costs of materials, subcontracting fees and labour costs, etc, and comparing the budgeted component cost to supporting documents including but not limited to invoices, price quotation and rate of labour costs; • Comparing by cost component of the actual cost incurred up to year end to the budgeted cost for each selected contract and obtaining the explanation from management for any material variation; and • Discussing with the Group's quantity surveyor about the status of the projects, to identify any variations of contracts and claims, and to obtain explanations for fluctuations in margins and changes in budget as well as the expected recovery of variations, and inspecting the correspondence with customers, on a sample basis, for corroboration of their explanations.

Key audit matter	How our audit addressed the key audit matter
Recoverability of trade receivables and retention money receivables	
Refer to note 16 to the consolidated financial statements The carrying amounts of the Group's trade receivables and retention money receivables amounted to approximately HK$87,136,000 and HK$35,191,000 respectively as at 31 March 2017. We identified the recoverability of trade receivables and retention money receivables as a key audit matter due to the use of judgment and estimates by management in assessing the recoverability of trade receivables and retention money receivables. In determining not to make allowance for trade receivables and retention money receivables, management considers the credit history including default or delay in payments, settlement records, subsequent settlements and aging analysis of each individual debtor.	Our procedures in relation to recoverability of trade receivables and retention money receivables included: • Evaluating the aging analysis of the trade receivables and retention money receivables at the end of the reporting period to challenge management's estimates on the credit quality of trade receivables and retention money receivables; and • Assessing the reasonableness of recoverability of trade receivables and retention money receivables with reference to the credit history including default or delay in payments, settlement records, subsequent settlements, and aging analysis of each individual debtor which has overdue balance, on a sample basis.

Other Information

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

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

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

Responsibilities of Directors and Audit Committee for the Consolidated Financial Statements

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

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

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 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 the independent auditors' report is Jonathan T. S. Lai.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Jonathan T. S. Lai
Practising Certificate Number: P04165

Hong Kong, 29 June 2017

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2017

	Notes	2017 HK$'000	2016 HK$'000
Revenue	6	**770,159**	599,354
Direct costs		**(662,461)**	(529,265)
Gross profit		**107,698**	70,089
Other income	7	**1,247**	882
Other losses	8	**(15)**	(11)
Administrative expenses		**(24,550)**	(15,635)
Finance costs	9	**(291)**	(221)
Profit before tax		**84,089**	55,104
Income tax expense	10	**(16,518)**	(8,949)
Profit and total comprehensive income for the year	11	**67,571**	46,155
Profit and total comprehensive income for the year attributable to owners of the Company		**67,571**	46,155
Earnings per share – Basic (HK cents)	13	**5.43**	3.71

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2017

	Notes	2017 HK$'000	2016 HK$'000
Non-current assets			
Property, plant and equipment	15	11,188	2,015
Deferred tax assets	25	4,883	3,490
		16,071	5,505
Current assets			
Trade and other receivables	16	124,950	43,416
Amounts due from customers for contract work	17	54,549	44,678
Amount due from a related company	18	–	7,235
Bank balances and cash	19	38,940	40,209
		218,439	135,538
Total assets		234,510	141,043
Current liabilities			
Trade and other payables	20	85,548	64,510
Amounts due to customers for contract work	17	22,625	30,542
Amount due to ultimate holding company	21	150	–
Amounts due to directors	22	105	2,954
Obligation under finance lease	23	–	240
Bank borrowings	24	27,527	7,235
Tax payable		10,869	12,686
		146,824	118,167
Net current assets		71,615	17,371
Total assets less current liabilities		87,686	22,876

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2017

	Notes	2017 HK$'000	2016 HK$'000
Non-current liabilities			
Obligation under finance lease	23	–	827
Deferred tax liabilities	25	1,066	–
		1,066	827
Net assets		86,620	22,049
Capital and reserves			
Share capital	26	–	140
Reserves		86,620	21,909
Total equity		86,620	22,049

The consolidated financial statements on pages 44 to 95 were approved and authorised for issue by the Board of Directors on 29 June 2017 and are signed on its behalf by:

Leung Chi Kit	**Chow Dik Cheung**
Director	*Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2017

	Share capital HK$'000 *(Note 26)*	Other reserve HK$'000 *(Note)*	Retained profits HK$'000	Total HK$'000
As at 1 April 2015	140	–	39,271	39,411
Profit and total comprehensive income for the year	–	–	46,155	46,155
Dividends recognised as distribution *(Note 14)*	–	–	(63,517)	(63,517)
As at 31 March 2016	140	–	21,909	22,049
Profit and total comprehensive income for the year	–	–	67,571	67,571
Dividend recognised as distribution *(Note 14)*	–	–	(3,000)	(3,000)
Effect of the Reorganisation	(140)	140	–	–
As at 31 March 2017	**–**	**140**	**86,480**	**86,620**

Note: Other reserve represents the difference between the nominal value of the aggregate share capital of the subsidiaries acquired upon the Reorganisation and the consideration paid for the acquisition.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2017

	2017 HK$'000	2016 HK$'000
Operating activities		
Profit before tax	84,089	55,104
Adjustments for:		
Finance costs	291	221
Interest income	(3)	(19)
Depreciation of property, plant and equipment	1,761	180
Operating cash flows before movements in working capital	86,138	55,486
(Increase)/Decrease in trade and other receivables	(81,534)	28,789
Increase in amounts due from customers for contract work	(9,871)	(20,934)
Increase/(Decrease) in trade and other payables	21,038	(2,886)
(Decrease)/Increase in amounts due to customers for contract work	(7,917)	14,684
Cash generated from operations	7,854	75,139
Income tax refunded	68	–
Income tax paid	(18,730)	(8,707)
Net cash (used in)/generated from operating activities	(10,808)	66,432
Investing activities		
Interest received	3	19
Repayments from related companies	–	1,932
Advances to directors	–	(14,619)
Purchases of property, plant and equipment	(10,934)	(928)
Net cash used in investing activities	(10,931)	(13,596)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2017

	2017 HK$'000	2016 HK$'000
Financing activities		
Dividends paid	**(2,850)**	(34,517)
(Repayments to)/Advances from directors	**(2,849)**	2,954
Interest paid	**(291)**	(221)
Repayments of obligation under finance lease	**(1,067)**	(193)
New bank loans raised	**30,000**	–
Repayments of bank loans	**(2,473)**	(1,154)
Net cash generated from/(used in) financing activities	**20,470**	(33,131)
Net (decrease)/increase in cash and cash equivalents	**(1,269)**	19,705
Cash and cash equivalents at the beginning of year	**40,209**	20,504
Cash and cash equivalents at the end of year	**38,940**	40,209
Represented by:		
Bank balances and cash	**38,940**	40,209

1. GENERAL INFORMATION

Kin Shing Holdings Limited (the "**Company**") was incorporated as an exempted company with limited liability in the Cayman Islands on 6 April 2016. Its parent and ultimate holding company is Five Continental Enterprise Limited ("**Five Continental**"), a company incorporated in the British Virgin Islands. The addresses of the registered office and the principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Group is principally engaged in the provision of formwork works and building construction works.

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

2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

To rationalise the corporate structure in preparation for the listing on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the entities comprising the Group underwent a reorganisation (the "**Reorganisation**") which mainly involved (i) incorporation of the Company as an exempted company with limited liability in the Cayman Islands on 6 April 2016 and (ii) interspersing investment holding companies, including the Company, between the operating subsidiaries and the ultimate equity shareholders, Mr. Leung Chi Kit, Mr. Chow Siu Yu and Ms. Tso Yuk Ching (the "**Controlling Shareholders**"). Upon completion of the Reorganisation, the Company became the holding company of the Group on 27 May 2016.

The Company and its subsidiaries have been under the common control of the Controlling Shareholders throughout the two years ended 31 March 2017 or since their respective dates of incorporation where this is a shorter period before and after the Reorganisation. Accordingly, the consolidated financial statements have been prepared under the principles of merger accounting in accordance with Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). The consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Group for the two years ended 31 March 2017 includes the results, changes in equity and cash flows of the companies now comprising the Group as if the current group structure had been in existence throughout the two years ended 31 March 2017 or since their respective dates of incorporation where this is a shorter period. The consolidated statement of financial position of the Group as at 31 March 2016 has been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure had been in existence at that date.

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

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

Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012–2014 Cycle

The application of the 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.

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

HKFRS 9	Financial Instruments[1]
HKFRS 15	Revenue from Contracts with Customers and the Related Amendments[1]
HKFRS 16	Leases[3]
Amendments to HKAS 7	Disclosure Initiative[4]
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses[4]
Amendments to HKAS 40	Transfers of Investment Property[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[2]
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transaction[1]
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts[1]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014–2016 Cycle[5]
HK(IFRIC)–Int 22	Foreign Currency Transactions and Advance Consideration[1]

1 Effective for annual periods beginning on or after 1 January 2018
2 Effective for annual periods beginning on or after a date to be determined
3 Effective for annual periods beginning on or after 1 January 2019
4 Effective for annual periods beginning on or after 1 January 2017
5 Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate

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

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange of those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

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

Under HKFRS 15, an entity 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. Far more prescriptive guidance has been added to HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors of the Company do not expect the adoption of HKFRS 15 would result in significant impact on the amounts reported on the Group's consolidated financial statements. However, there will be additional qualitative and quantitative disclosures upon the adoption of HKFRS 15.

HKFRS 16 Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 *Leases*, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under HKAS 17.

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

HKFRS 16 Leases *(Continued)*

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As set out in Note 29, the total operating lease commitment of the Group as at 31 March 2017 amounted to approximately HK$93,000. The directors of the Company do not expect the adoption of HKFRS 16 would result in significant impact on the Group's financial performance, but it is expected that certain portion of the lease commitments will be required to be recognised in the consolidated statement of financial position as right-of-use assets and lease liabilities.

The directors of the Company anticipate that the application of the other new and amendments to HKFRSs will have no material impact on the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis, as explained in the accounting policies set out 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 the consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 *Impairment of Assets*.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

In addition, for financial reporting purpose, 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.

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

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

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

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

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

Merger accounting for business combination involving entities under common control

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Merger accounting for business combination involving entities under common control *(Continued)*

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

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

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

The Group's policy for the recognition of revenue from construction services is described in the accounting policy for construction contracts below.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income 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.

Construction contracts

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on surveys of work performed. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade and other receivables.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing

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

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as 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 on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). 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 period in which they are incurred.

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 financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

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.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Borrowing costs *(Continued)*

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 period in which they are incurred.

Retirement benefit costs

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

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because 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 bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment

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

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

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

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

Impairment on tangible assets

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that 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. Where 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 (where the effect of the time value of money is material).

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees 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 debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Loans and receivables

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

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

Impairment of financial assets

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

Objective evidence of impairment could include:

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

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity 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 Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

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

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, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties

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

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

The following are the key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months.

(a) Construction contracts

Revenue recognition on a project is dependent on management's estimation of the total outcome of the construction contract, as well as the work done to date. The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract progresses. Budgeted construction income is determined in accordance with the terms set out in the relevant contracts. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the management budgets by comparing the budgeted amounts to the actual amounts incurred.

A considerable amount of judgement is required in estimating the total contract revenue, contract costs, variation orders and contract claims which may have an impact in terms of percentage of completion and job profit taken.

(b) Estimated impairment of trade and other receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise.

6. REVENUE AND SEGMENT INFORMATION

Revenue represents an appropriate proportion of contract revenue from formwork works and building construction works.

The following is an analysis of the Group's revenue from its major services:

	2017 HK$'000	2016 HK$'000
Provision of formwork works	770,059	598,480
Provision of building construction works	100	874
	770,159	599,354

Information reported to the Company's executive directors, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focus on the types of services provided. The Group's reportable and operating segments under "HKFRS 8 – Operating Segments" are as follows:

1. Formwork works – Provision of formwork works

2. Building construction works – Provision of building construction works

Segment revenue and results

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

For the year ended 31 March 2017

	Formwork works HK$'000	Building construction works HK$'000	Total HK$'000
Revenue			
External sales and segment revenue	770,059	100	770,159
Segment profit/(loss)	95,365	(15)	95,350
Interest income from bank deposits			3
Unallocated expenses			(10,973)
Finance costs			(291)
Profit before tax			84,089

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

Segment revenue and results *(Continued)*

For the year ended 31 March 2016

	Formwork works HK$'000	Building construction works HK$'000	Eliminations HK$'000	Total HK$'000
Revenue				
External sales	598,480	874	–	599,354
Inter-segment sales	104	–	(104)	–
Segment revenue	598,584	874	(104)	599,354
Segment profit	62,785	40	–	62,825
Interest income from bank deposits				19
Unallocated expenses				(7,519)
Finance costs				(221)
Profit before tax				55,104

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit/loss represents the profit earned by/loss from each segment without allocation of interest income, central administration costs and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment.

	2017 HK$'000	2016 HK$'000
Segment assets		
Formwork works	184,919	85,733
Building construction works *(Note)*	3,432	3,510
Total segment assets	188,351	89,243
Unallocated	46,159	51,800
Consolidated assets	234,510	141,043
Segment liabilities		
Formwork works	107,711	93,508
Building construction works	8	25
Total segment liabilities	107,719	93,533
Unallocated	40,171	25,461
Consolidated liabilities	147,890	118,994

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than bank balances and cash, amount due from a related company, deferred tax assets and unallocated corporate assets.
- all liabilities are allocated to operating segments other than bank borrowings, obligation under finance lease, amount due to ultimate holding company, amounts due to directors, tax payable, deferred tax liabilities and unallocated corporate liabilities.

Note: The segment assets attributable to the "Building construction works" segment as at 31 March 2017 mainly represent the retention money receivables and the amounts due from customers for contract work of certain completed projects. No impairment is considered necessary for these segment assets as the directors are of the opinion that the amounts could be recovered in full based on historical experience and are expected to be received before December 2017.

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

Other segment information

For the year ended 31 March 2017

	Formwork works HK$'000	**Building construction works HK$'000**	**Total HK$'000**
Amounts included in the measure of segment profit or loss or segment assets:			
Additions to non-current assets	**10,934**	**–**	**10,934**
Depreciation of property, plant and equipment	**1,761**	**–**	**1,761**

For the year ended 31 March 2016

	Formwork works HK$'000	Building construction works HK$'000	Total HK$'000
Amounts included in the measure of segment profit or loss or segment assets:			
Additions to non-current assets	2,188	–	2,188
Depreciation of property, plant and equipment	180	–	180

Geographical information

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

6. REVENUE AND SEGMENT INFORMATION *(Continued)*

Information about major customers

Revenue from customers for the corresponding years contributing over 10% of the total revenue of the Group are as follows:

	2017 HK$'000	2016 HK$'000
Customer A[1]	293,526	366,753
Customer B[1]	121,815	188,017
Customer C[1]	126,554	N/A[2]

1 Revenue from provision of formwork works.
2 The corresponding revenue did not contribute over 10% of the total revenue of the Group.

7. OTHER INCOME

	2017 HK$'000	2016 HK$'000
Interest income from bank deposits	3	19
Sales of scrap materials	136	318
Sundry income	1,108	545
	1,247	882

8. OTHER LOSSES

	2017 HK$'000	2016 HK$'000
Net foreign exchange loss	15	11

9. FINANCE COSTS

	2017 HK$'000	2016 HK$'000
Interest expense on:		
Bank loans and overdrafts	247	182
Obligation under finance lease	44	39
	291	221

10. INCOME TAX EXPENSE

	2017 HK$'000	2016 HK$'000
Current tax:		
Hong Kong Profits Tax		
– Current year	16,542	10,183
– Under provision in prior year	303	–
	16,845	10,183
Deferred tax *(Note 25)*:		
Origination and reversal of temporary differences	(327)	(1,234)
	16,518	8,949

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

10. INCOME TAX EXPENSE *(Continued)*

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

	2017 HK$'000	2016 HK$'000
Profit before tax	84,089	55,104
Tax at Hong Kong Profits Tax rate of 16.5%	13,875	9,092
Tax effect of expenses not deductible for tax purpose	1,213	1
Tax effect of income not taxable for tax purpose	–	(3)
Tax effect of tax losses not recognised	1,160	57
Utilisation of tax losses previously not recognised	–	(82)
Under provision in prior year	303	–
Others	(33)	(116)
Tax charge for the year	16,518	8,949

11. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

	2017 HK$'000	2016 HK$'000
Directors' emoluments *(Note 12)*	7,658	6,055
Other staff costs	374,881	326,021
Contributions to retirement benefit scheme, excluding those of directors	12,833	10,378
Total staff costs	395,372	342,454
Less: Amounts charged to direct costs	(366,641)	(331,500)
Less: Amounts charged to administrative expenses	(13,146)	(8,958)
Amounts capitalised in contracts in progress	15,585	1,996
Depreciation of property, plant and equipment	1,761	180
Auditors' remuneration	700	102
Listing expenses	6,933	3,726

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors' and Chief Executive's emoluments

The emoluments paid or payable to the directors and Chief Executive of the Company (including emoluments for services as employee/directors of the group entities prior to becoming the directors of the Company) by entities comprising the Group during the year were as follows:

For the year ended 31 March 2017

		Other emoluments		
Name of directors	Fees	Salaries and allowances	Contributions to retirement benefit scheme	Total
	HK$'000	HK$'000	HK$'000	HK$'000
Mr. Leung Chi Kit	–	4,173	18	4,191
Ms. Tso Yuk Ching	–	2,160	18	2,178
Mr. Chow Dik Cheung	–	821	18	839
Mr. Chan Sik Mau	–	432	18	450
	–	7,586	72	7,658

For the year ended 31 March 2016

		Other emoluments		
Name of directors	Fees	Salaries and allowances	Contributions to retirement benefit scheme	Total
	HK$'000	HK$'000	HK$'000	HK$'000
Mr. Leung Chi Kit	–	3,383	18	3,401
Ms. Tso Yuk Ching	–	1,350	14	1,364
Mr. Chow Dik Cheung	–	834	18	852
Mr. Chan Sik Mau	–	420	18	438
	–	5,987	68	6,055

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)*

Directors' and Chief Executive's emoluments *(Continued)*

Mr. Leung Chi Kit was appointed as director of the Company on 6 April 2016 and was re-designated as executive director of the Company on 30 May 2016. Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau were appointed as executive directors of the Company on 30 May 2016. Mr. Chow Dik Cheung is also the Chief Executive Officer of the Company and his emoluments disclosed above include those services rendered by him as Chief Executive Officer.

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

None of the Company's directors waived or agreed to waive any emoluments during the year (2016: Nil).

Employees' emoluments

The five highest paid employees of the Group during the year included two (2016: three) directors, details of whose remuneration are set out above. Details of the remuneration for the year of the remaining three (2016: two) highest paid employees who are neither a director nor Chief Executive Officer of the Company are as follows:

	2017 **HK$'000**	2016 HK$'000
Salaries and other benefits	**3,033**	1,671
Contributions to retirement benefit scheme	**54**	36
Total emoluments	**3,087**	1,707

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)*

Employees' emoluments *(Continued)*

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

	2017 (Number of employees)	2016 (Number of employees)
Nil to HK$1,000,000	2	2
HK$1,000,001 to HK$1,500,000	1	–
	3	2

During the year, no emoluments were paid by the Group to any of the Company's directors or the five highest paid individuals of the Group (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office (2016: Nil).

13. EARNINGS PER SHARE

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

	2017 HK$'000	2016 HK$'000
Earnings		
Earnings for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company)	67,571	46,155

	2017 '000	2016 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	1,245,000	1,245,000

The weighted average number of ordinary shares for the purpose of basic earnings per share for the years ended 31 March 2017 and 2016 has been adjusted for the capitalisation issue on 16 June 2017 as disclosed in note 35(d) and taking into consideration the effect of the Reorganiation completed on 27 May 2016.

No diluted earnings per share for the years ended 31 March 2017 and 2016 were presented as there were no potential ordinary shares in issue for both years.

14. DIVIDENDS

During year ended 31 March 2017, the Company had declared a dividend of HK$3,000,000 to Five Continental.

Prior to the Reorganisation, the subsidiaries had declared dividends to their then shareholders as follows:

	2017 HK$'000	2016 HK$'000
Declared by:		
Leung Pui Form Mould & Engineering Co. Limited ("**Leung Pui**")	–	51,517
Five Dragons Form Mould Limited ("**Five Dragons**")	–	12,000
	–	63,517

The rate of dividends and the number of shares ranking for dividends are not presented as such information is not meaningful for the purpose of these consolidated financial statements.

No dividend has been proposed since the end of the reporting period.

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement HK$'000	Motor vehicle HK$'000	Office equipment HK$'000	Furniture and fixtures HK$'000	Tools HK$'000	Total HK$'000
Cost						
As at 1 April 2015	–	–	15	212	–	227
Additions	727	1,260	21	180	–	2,188
As at 31 March 2016	727	1,260	36	392	–	2,415
Additions	–	950	45	–	9,939	10,934
As at 31 March 2017	727	2,210	81	392	9,939	13,349
Accumulated depreciation						
As at 1 April 2015	–	–	15	205	–	220
Provided for the year	48	84	1	47	–	180
As at 31 March 2016	48	84	16	252	–	400
Provided for the year	146	426	11	38	1,140	1,761
As at 31 March 2017	194	510	27	290	1,140	2,161
Carrying amounts						
As at 31 March 2017	533	1,700	54	102	8,799	11,188
As at 31 March 2016	679	1,176	20	140	–	2,015

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

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

Leasehold improvement	20%
Motor vehicle	20%
Office equipment	20%
Furniture and fixtures	20%
Tools	20%

The carrying amount of motor vehicle held under finance lease at the end of the reporting period is as follows:

	2017 HK$'000	2016 HK$'000
Motor vehicle held under finance lease	–	1,176

16. TRADE AND OTHER RECEIVABLES

	2017 HK$'000	2016 HK$'000
Trade receivables	87,136	27,945
Retention money receivables	35,191	14,338
Prepayments		
– Prepaid listing expenses	2,336	866
– Others	4	33
Deposits and other receivables	283	234
	124,950	43,416

16. TRADE AND OTHER RECEIVABLES *(Continued)*

The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customer is considered on a case-by-case basis and stipulated in the project contract, as appropriate. The following is an aging analysis of the Group's trade receivables at the end of the reporting period, presented based on the progress payment certificate date:

	2017 HK$'000	2016 HK$'000
0–30 days	87,105	27,945
31–60 days	20	–
Over 60 days	11	–
	87,136	27,945

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately HK$31,000 (2016: Nil) which is past due as at the reporting date for which the Group has not provided for impairment loss as the Group considered such balances could be recovered based on historical experience. The Group does not hold any collateral over these balances.

Aging of trade receivables which are past due but not impaired

	2017 HK$'000	2016 HK$'000
Overdue by:		
1–30 days	20	–
Over 60 days	11	–
	31	–

Retention money receivables in respect of the contract work are settled in accordance with the terms of the respective contracts. The retention money receivables held by customers for contract work that are expected to be recovered or settled in more than twelve months from the end of the reporting period are as follows:

	2017 HK$'000	2016 HK$'000
Retention money receivables after 1 year	28,674	7,513

17. AMOUNTS DUE FROM/(TO) CUSTOMERS FOR CONTRACT WORK

	2017 HK$'000	2016 HK$'000
Contracts in progress at the end of the reporting period:		
Contract costs incurred plus recognised profits less recognised losses	1,806,621	1,109,240
Less: progress billings received and receivable	(1,774,697)	(1,095,104)
	31,924	14,136
Analysed for reporting purposes as:		
Amounts due from customers for contract work	54,549	44,678
Amounts due to customers for contract work	(22,625)	(30,542)
	31,924	14,136

18. AMOUNT DUE FROM A RELATED COMPANY

	Maximum amount outstanding during the year ended 31 March			
	2017 HK$'000	2016 HK$'000	2017 HK$'000	2016 HK$'000
Five Dragons Properties Limited ("**Five Dragons Properties**")	–	18,089	–	7,235

Five Dragons Properties is a company in which the directors of the Company, Mr. Leung Chi Kit and Ms. Tso Yuk Ching, have beneficial interests.

The amount due from the related company was non-trade nature, unsecured, interest-free and repayable on demand.

The amount of approximately HK$7,235,000 due by Five Dragons Properties to the Group was fully settled on 29 April 2016.

19. BANK BALANCES AND CASH

Bank balances comprise short-term bank deposits with an original maturity of three months or less at the end of the reporting period. The bank balances carry interest at market rates which range from 0.01% to 0.25% (2016: 0.01% to 0.25%).

20. TRADE AND OTHER PAYABLES

	2017 HK$'000	2016 HK$'000
Trade payables	11,136	12,205
Advances received from customers for contract work	–	12,400
Accruals and other payables		
– Accrued salaries	35,874	19,687
– Accrued sub-contracting fee	24,459	12,508
– Others	14,079	7,710
	85,548	64,510

The following is an aging analysis of the Group's trade payables at the end of the reporting period, presented based on the invoice date:

	2017 HK$'000	2016 HK$'000
0–30 days	4,846	3,338
31–60 days	3,736	6,849
61–90 days	1,524	1,730
Over 90 days	1,030	288
	11,136	12,205

20. TRADE AND OTHER PAYABLES *(Continued)*

At the end of the reporting period, the amount due to a related party included in the Group's trade payables is as follows:

	2017 HK$'000	2016 HK$'000
King Fu Plastic Products Limited ("**King Fu**")	2,433	2,998

King Fu is owned as to 50% by Mr. Tso Kwong Wa and 50% by Ms. Wong Siu Fong, who are the brother and sister-in-law of Ms. Tso Yuk Ching respectively.

21. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

The amount due to ultimate holding company is non-trade nature, unsecured, interest-free and repayment on demand.

22. AMOUNTS DUE TO DIRECTORS

	2017 HK$'000	2016 HK$'000
Mr. Leung Chi Kit	105	1,868
Ms. Tso Yuk Ching	–	1,086
	105	2,954

The amounts due to directors are non-trade nature, unsecured, interest-free and repayment on demand.

23. OBLIGATION UNDER FINANCE LEASE

The Group leased a motor vehicle under a finance lease with a lease term of 5 years. Interest rate underlying the obligation under finance lease was fixed at contract inception at 2% per annum. The Group's obligation under finance lease was secured by the lessor's title to the leased asset and the personal guarantee from Mr. Leung Chi Kit to the extent of approximately HK$1,260,000.

	Minimum lease payments		Present value of minimum lease payments	
	2017	2016	2017	2016
	HK$'000	HK$'000	HK$'000	HK$'000
Amounts payable under finance lease				
Within one year	–	277	–	240
In more than one year but not more than two years	–	277	–	250
In more than two years but not more than five years	–	601	–	577
	–	1,155	–	1,067
Less: future finance charges	–	(88)	–	–
Present value of lease obligation	–	1,067	–	1,067
Less: Amount due for settlement within one year (shown under current liabilities)			–	(240)
Amount due for settlement after one year			–	827

The amount payable under finance lease was fully settled on 13 May 2016.

24. BANK BORROWINGS

	2017 HK$'000	2016 HK$'000
Secured bank loans	27,527	7,235
Scheduled payment terms of bank borrowings contain a repayment on demand clause (shown under current liabilities)		
Within one year	27,527	447
More than one year, but not more than two years	–	456
More than two years, but not more than five years	–	1,423
More than five years	–	4,909
	27,527	7,235

In May 2015, the Group raised a variable-rate bank loan which is repayable in instalments over 15 years from its commencement date and carries interest at 1-month Hong Kong Interbank Offered Rate ("**HIBOR**") plus 1.75% per annum. This bank loan is a mortgage loan and is solely for the usage by Five Dragons Properties to purchase a property. On 29 April 2016, the mortgage loan was repaid in full by Mr. Leung Chi Kit on behalf of the Group.

During the year ended 31 March 2017, the Group raised variable-rate bank loans totaling HK$30,000,000 which carry interest at HIBOR plus 2.25% per annum.

At 31 March 2017, the variable-rate bank borrowings are secured by (i) an unlimited personal guarantee from Mr. Leung Chi Kit; (ii) a personal guarantee of HK$15,000,000 from Mr. Leung Chi Kit; and (iii) charge over the Group's trade receivables and retention money receivables with an aggregate amount of approximately HK$122,327,000.

At 31 March 2016, the variable-rate bank borrowing is secured by (i) an unlimited personal guarantee from Mr. Leung Chi Kit; and (ii) first legal charge over a property at Unit D, 9/F, Billion Plaza 2, No.10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong executed by Five Dragons Properties.

25. DEFERRED TAX

The following is the analysis of the deferred tax balances for financial reporting purposes:

	2017 HK$'000	2016 HK$'000
Deferred tax assets	**4,883**	3,490
Deferred tax liabilities	**(1,066)**	–
	3,817	3,490

The following is the major deferred tax assets/(liabilities) recognised and movements thereon during the year:

	Unrealised profits of intercompany transactions HK$'000	Accelerated tax depreciation HK$'000	Total HK$'000
As at 1 April 2015	2,256	–	2,256
Credit to profit or loss	1,234	–	1,234
As at 31 March 2016	3,490	–	3,490
Credit/(Charge) to profit or loss	1,393	(1,066)	327
As at 31 March 2017	**4,883**	**(1,066)**	**3,817**

As at 31 March 2017, the Group has unused tax losses of approximately HK$7,034,000 (2016: HK$1,522,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams in the respective entities. The tax losses may carry forward indefinitely.

In addition, the Group did not recognise deferred tax asset in respect of deductible temporary differences associated with decelerated tax depreciation amounting to HK$4,000 (2016: HK$5,000) as at 31 March 2017 due to the unpredictability of future profit streams in the respective entities.

26. SHARE CAPITAL

The share capital shown on the consolidated statement of financial position as at 31 March 2016 represents the aggregate share capital of Leung Pui, Five Dragons, Ho Yip Construction Company Limited, Mastery Engineering Limited and Kin Wo Form Mould Engineering Limited. The share capital shown on the consolidated statement of financial position as at 31 March 2017 represents the share capital of the Company. Details of movements of share capital of the Company are as follows:

	Number of shares	Amount
		HK$
Ordinary shares of HK$0.01 each		
Authorised:		
At 6 April 2016 (date of incorporation) and 31 March 2017	**39,000,000**	**390,000**
Issued and fully paid:		
Issue of share upon incorporation	1	–
Issue of shares during the period	9,999	100
At 31 March 2017	**10,000**	**100**

	HK$'000
Shown in the consolidated financial statements	**–**

The Company was incorporated in the Cayman Islands on 6 April 2016 with an authorised share capital of HK$390,000 divided into 39,000,000 ordinary shares with a par value of HK$0.01 each. Upon incorporation, one share was allotted and issued to the subscriber, which was transferred to Five Continental at par value on the same date. On 6 April 2016, the Company further allotted and issued 9,999 ordinary shares at par value to Five Continental.

27. RETIREMENT BENEFIT SCHEME

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of trustees. The Group contributed 5% of relevant payroll costs to the scheme, which contribution is matched by employees and subject to a monthly cap of HK$1,500 for each employee.

The total expenses recognised in profit or loss amount to approximately HK$12,905,000 (2016: HK$10,446,000) for the year and represent contributions payable to this scheme by the Group at rate specified in the rules of the scheme.

28. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

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

Name of related party	Nature of transaction	2017 HK$'000	2016 HK$'000
King Fu	Purchases of raw materials *(note (i))*	**9,524**	9,344
Hoover Construction & Engineering Limited ("**Hoover**") *(note (ii))*	Contract revenue from formwork works and building construction works *(note (iii))*	**5,120**	3,154
Five Dragons Properties	Rent *(note (iv))*	**606**	253

Notes:

(i) The purchases of raw materials were made according to market prices.

(ii) Hoover is a company in which one of the controlling shareholders of the Company, Mr. Chow Siu Yu, has significant influence.

(iii) The construction contracts were made in accordance with market prices and conditions similar to those offered to major customers of the Group.

(iv) The rental expenses are based on tenancy agreements entered into between the parties involved.

28. RELATED PARTY TRANSACTIONS *(Continued)*

(b) Outstanding balances with related parties

Details of outstanding balances with related parties of the Group at the end of the reporting period are set out in notes 18, 20, 21 and 22.

(c) Guarantees provided by related parties

Details of personal guarantees provided by related parties in connection with the banking facilities granted to the Group and the obligation under finance lease at the end of the reporting period are set out in notes 23 and 24.

(d) Pledges over assets of related parties

Details of pledges over assets of related parties in connection with the banking facilities granted to the Group at the end of the reporting period are set out in note 24.

(e) Compensation of key management personnel

The emoluments of the Company's directors, who are also identified as members of key management of the Group, are set out in note 12.

29. OPERATING LEASES

The Group as lessee

	2017 HK$'000	2016 HK$'000
Minimum lease payments paid under operating leases		
– Premises	1,041	647
– Equipment	15,428	7,377
	16,469	8,024

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

	2017 HK$'000	2016 HK$'000
Within one year	92	367
In the second to fifth years inclusive	1	7
	93	374

Operating lease payments represent rentals payable by the Group for its premises and equipment. Leases are negotiated for an average term of 2 years and rentals are fixed throughout the lease period.

30. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 March 2017, the outstanding mortgage loan of HK$7,235,000 was repaid in full by Mr. Leung Chi Kit on behalf of the Group and such amount due to Mr. Leung Chi Kit was set-off against the amount due from Five Dragons Properties.

During the year ended 31 March 2016, the Group raised a mortgage loan of HK$7,600,000 solely for the usage by Five Dragons Properties to purchase a property.

During the year ended 31 March 2016, the Group entered into finance lease arrangement in respect of motor vehicle with a total capital value at the inception of the lease of approximately HK$1,260,000.

During the year ended 31 March 2016, dividends of HK$17,000,000 and HK$12,000,000 declared by Leung Pui and Five Dragons respectively to its then shareholder were settled through offsetting the amount due from Mr. Leung Chi Kit.

31. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debt (which includes bank borrowings, obligation under finance lease, amount due to ultimate holding company and amounts due to directors) and equity attributable to owners of the Company (comprising issued share capital and reserves).

The Group monitors its capital structure on the basis of gearing ratio. The Group considers the cost of capital and the risks associated with each class of the capital, and will balance the gearing ratio through the payment of dividends and new share issues as well as the issue of new debt or the redemption of existing debt.

The gearing ratio at the end of the reporting period was as follows:

	2017 **HK$'000**	2016 HK$'000
Debt	**27,782**	11,256
Equity	**86,620**	22,049
Gearing ratio	**32%**	51%

32. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2017 HK$'000	2016 HK$'000
Financial assets		
Loans and receivables		
Trade and other receivables	122,610	42,517
Amount due from a related company	–	7,235
Bank balances and cash	38,940	40,209
	161,550	89,961
Financial liabilities		
Financial liabilities at amortised cost		
Trade and other payables	85,548	52,110
Amount due to ultimate holding company	150	–
Amounts due to directors	105	2,954
Obligation under finance lease	–	1,067
Bank borrowings	27,527	7,235
	113,330	63,366

32. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amount due from a related company, bank balances, trade and other payables, amount due to ultimate holding company, amounts due to directors, obligation under finance lease and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below.

Foreign currency risk

The Group has certain financial assets denominated in foreign currencies, which exposure to the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign currency 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 at the end of the reporting period are as follows:

	2017	2016
	HK$'000	HK$'000
Monetary assets denominated in:		
– Renminbi ("**RMB**")	**138**	527
– United States dollar ("**US$**")	**–**	2

In virtue of the exposure on foreign currency risk being minimal, the respective quantitative disclosures have not been prepared.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate obligation under finance lease.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank borrowings. It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's bank loans denominated in HK$.

32. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Interest rate risk *(Continued)*

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank loans at the end of the reporting period. The analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. 50 (2016: 50) basis points increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 (2016: 50) basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year would decrease/increase by approximately HK$115,000 (2016: HK$30,000). This is mainly attributable to the Group's exposure to interest rate risk on its variable-rate bank loans.

In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

Credit risk

At the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the credit risk of the Group is significantly reduced.

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

The Group has concentration of credit risk as 29% (2016: 40%) and 82% (2016: 96%) of total trade receivables was due from the Group's largest customer and the five largest customers respectively.

32. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk

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

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other financial liabilities are based on the agreed repayment dates.

The table includes both contractual interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from the interest rate curve at the end of the reporting period.

Liquidity table

Non-derivative financial liabilities	Weighted average interest rate	On demand or less than 1 year	Between 1 year and 2 years	Between 2 years and 5 years	Total undiscounted cash flows	Total carrying amount
		HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
31 March 2017						
Trade and other payables	**–**	**85,548**	**–**	**–**	**85,548**	**85,548**
Amount due to ultimate holding company	**–**	**150**	**–**	**–**	**150**	**150**
Amounts due to directors	**–**	**105**	**–**	**–**	**105**	**105**
Bank borrowings	**2.70%**	**27,527**	**–**	**–**	**27,527**	**27,527**
		113,330	**–**	**–**	**113,330**	**113,330**
31 March 2016						
Trade and other payables	–	52,110	–	–	52,110	52,110
Amounts due to directors	–	2,954	–	–	2,954	2,954
Obligation under finance lease	2.00%	277	277	601	1,155	1,067
Bank borrowings	2.09%	7,235	–	–	7,235	7,235
		62,576	277	601	63,454	63,366

32. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk *(Continued)*

Bank loans with a repayment on demand clause are included in the "on demand or less than 1 year" time band in the above maturity analysis. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The expected cash flow information of such bank loans (based on the schedule of repayments set out in the loan agreements) are set out in the table below.

Maturity analysis – Bank loans with a repayment on demand clause based on scheduled repayments

	Less than 1 year	Between 1 year and 2 years	Between 2 years and 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 31 March 2017	**27,718**	**–**	**–**	**–**	**27,718**	**27,527**
At 31 March 2016	586	586	1,758	5,373	8,303	7,235

(c) Fair value measurements of financial instruments

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors of the Company estimate the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis. The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

33. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Name of subsidiary	Place of incorporation/ operations	Class of shares held	Paid up issued capital	Proportion ownership interest held by the Company		Principal activities
				2017	2016	
Hin Lone Holdings Limited	The British Virgin Islands	Ordinary	US$1	100% (direct)	N/A	Investment holding
Leung Pui Form Mould & Engineering Co. Limited	Hong Kong	Ordinary	HK$20,000	100% (indirect)	100% (indirect)	Timber formwork and metal formwork
Five Dragons Form Mould Limited	Hong Kong	Ordinary	HK$1	100% (indirect)	100% (indirect)	Timber formwork and metal formwork
Ho Yip Construction Company Limited	Hong Kong	Ordinary	HK$20,000	100% (indirect)	100% (indirect)	Building construction works
Mastery Engineering Limited	Hong Kong	Ordinary	HK$100,000	100% (indirect)	100% (indirect)	Timber formwork
Kin Wo Form Mould Engineering Limited	Hong Kong	Ordinary	HK$1	100% (indirect)	100% (indirect)	Timber formwork

34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

As at 31 March 2017

	2017 HK$'000
Non-current asset	
Investment in a subsidiary	–
Current assets	
Amount due from a subsidiary	510
Bank balances	104
	614
Current liabilities	
Accruals	376
Amount due to ultimate holding company	150
	526
Net current assets	88
Total assets less current liabilities	88
Capital and reserves	
Share capital	–
Reserve	88
Total equity	88

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 29 June 2017 and are signed on its behalf by:

Leung Chi Kit
Director

Chow Dik Cheung
Director

34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY *(Continued)*

Movement in the Company's reserves:

	Retained profit HK$000
At 6 April 2016 (date of incorporation)	–
Profit and total comprehensive income for the period	3,088
Dividend recognised as distribution *(Note 14)*	(3,000)
At 31 March 2017	**88**

35. EVENTS AFTER THE REPORTING PERIOD

The following significant events took place subsequent to 31 March 2017:

(a) The Company has conditionally adopted a share option scheme (the "**Share Option Scheme**") on 23 May 2017. No share option has been granted since the adoption of the Share Option Scheme.

(b) On 23 May 2017, the authorised share capital of the Company was increased from HK$390,000 to HK$31,200,000 by the creation of an additional 3,081,000,000 new shares of HK$0.01 each.

(c) On 16 June 2017, the Company was successfully listed on the Main Board of the Stock Exchange following the completion of its share offer of 375,000,000 shares (comprising 255,000,000 new shares and 120,000,000 sale shares) issued at a price of HK$0.38 per share.

(d) Pursuant to the written resolutions passed by the shareholder of the Company on 23 May 2017, conditional upon the share premium account of the Company being credited as a result of the listing of the Company on the Main Board of the Stock Exchange, the directors of the Company were authorised to capitalise the amount of HK$12,449,900 from the amount standing to the credit of the share premium account of the Company to pay up in full at par 1,244,990,000 shares for allotment and issue to Five Continental. The capitalisation issue has been completed on 16 June 2017.

4 YEARS FINANCIAL SUMMARY

	Year ended 31 March			
	2017	2016	2015	2014
	HK$'000	HK$'000	HK$'000	HK$'000
RESULTS				
Revenue	**770,159**	599,354	483,330	199,813
Profit before tax	**84,089**	55,104	35,668	10,840
Income tax expense	**16,518**	8,949	5,936	2,096
Profit and total comprehensive income for the year	**67,571**	46,155	29,732	8,744
Profit and total comprehensive income for the year attributable to: Owners of the Company	**67,571**	46,155	29,732	8,744

	At 31 March			
	2017	2016	2015	2014
	HK$'000	HK$'000	HK$'000	HK$'000
ASSETS AND LIABILITIES				
Total assets	**234,510**	141,043	134,861	64,766
Total liabilities	**147,890**	118,994	95,450	42,828
Net assets	**86,620**	22,049	39,411	21,938
Total equity	**86,620**	22,049	39,411	21,938

Note: The figures for the years ended 31 March 2014, 2015 and 2016 have been extracted from the Company's Prospectus dated 31 May 2017.

This report is published in both English and Chinese languages. Should there be any inconsistency between the Chinese and English versions, the English version shall prevail.