Affluent Foundation Holdings Limited
俊裕地基集團有限公司
(incorporated in the Cayman Islands with limited liability)
Stock Code : 1757

2018-19 Annual Report

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Siu Cheong *(Chairman and Chief Executive Officer)*
Mr. Sin Ka Pong

Independent Non-executive Directors

Mr. Ho Chi Wai
Mr. Cheung Kwok Yan Wilfred
Mr. Lau Leong Ho

AUDIT COMMITTEE

Mr. Ho Chi Wai *(Chairman)*
Mr. Lau Leong Ho
Mr. Cheung Kwok Yan Wilfred

NOMINATION COMMITTEE

Mr. Chan Siu Cheong *(Chairman)*
Mr. Lau Leong Ho
Mr. Ho Chi Wai

REMUNERATION COMMITTEE

Mr. Cheung Kwok Yan Wilfred *(Chairman)*
Mr. Sin Ka Pong
Mr. Lau Leong Ho

COMPANY SECRETARY

Mr. Kyaw Sai Hong (resigned with effect from 30 April 2019)
Mr. Woo Yuen Ping (appointed with effect from 30 April 2019)

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 903–905, 9/F
The Octagon
No. 6 Sha Tsui Road, Tsuen Wan
New Territories, Hong Kong

REGISTERED OFFICE

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPLIANCE ADVISER

Dakin Capital Limited
Suites 4505–06
Tower 1, Lippo Centre
89 Queensway
Admiralty, Hong Kong

PRINCIPAL BANK

The Hongkong and Shanghai Banking Corporation Limited

AUDITOR

Grant Thornton Hong Kong Limited
Level 12
28 Hennessy Road
Wanchai, Hong Kong

LEGAL ADVISER AS TO HONG KONG LAW

Guantao & Chow Solicitors and Notaries
Suites 1801–3, 18/F
One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

WEBSITE

www.hcho.com.hk

STOCK CODE

1757

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Affluent Foundation Holdings Limited (the "Company"), I present the annual report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2019 (the "Year").

The shares of the Company (the "Shares") were successfully listed (the "Listing") on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 7 June 2018 (the "Listing Date"). It marked an important milestone for the Group and laid a solid foundation for future development. On behalf of the Group, I would like to extend our appreciation to all parties who have helped us build our business over the years as well as to those who helped to bring the Company to the Listing of the Stock Exchange.

The Group is a Hong Kong-based subcontractor engaged in the provision of services related to foundation works in Hong Kong.

The revenue from the provision of services related to foundation works of the Group for the Year amounted to approximately HK$400.0 million, representing an increase of approximately HK$32.8 million, or 8.9% compared to approximately HK$367.2 million for the year ended 31 March 2018. The increase was primarily due to projects located in Lung Cheung Road and Tai Po were in the harvesting stage and contributed revenue of approximately HK$164.5 million during the Year. However, the Group's direct costs increased dramatically due to unexpected bad geological conditions of the work sites. As a result, the Group reported a loss during the Year comparing to the year ended 31 March 2018. The gross loss of approximately HK$42.4 million reported for the Year comparing to the gross profit of approximately HK$40.7 million for the year ended 31 March 2018.

At the end of the reporting period, the Group has the unbilled contract sum of approximately HK$359.1 million. Accordingly, it is expected that the operating scale of the Group would be stable. Considering the poor financial performance, the Board will take appropriate measures to control costs incurred in order to improve the financial situation.

It is noted that the government of Hong Kong (the "Government") is still actively looking for new land for both residential and commercial developments. The Group remains positive with the prospects of the construction industry in Hong Kong. Looking forward, the Group will strive to promote growth within the industry and seek to extend the Group's business and business development opportunities in Hong Kong and deliver great value to our shareholders.

On behalf of the Board, I would like to take this opportunity to express my deep gratitude to our committed staff and Directors for their dedications and contributions, and to sincerely thank our customers, business partners and investors for their continuous support and trust.

Chan Siu Cheong
Chairman and Chief Executive Officer

Hong Kong, 28 June 2019

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a subcontractor engaged in the provision of services related to foundation works in Hong Kong including excavation and lateral support ("ELS") works, pile caps construction, and other services, such as demolition works, underground drainage works, earthworks and structural steelworks. To a lesser extent, the Group also engages in the leasing of machinery to third-party construction companies.

The Group reported a net loss during the Year comparing to a net profit during year ended 31 March 2018. The loss was mainly attributable to:

1. substantial increase in costs from foundation and site formation work due to unexpected bad geological conditions of the work sites, particularly the site located in Tsuen Wan, resulting in involving more labours to work; and

2. decrease in gross profit margin due to (a) substantial loss being incurred in some of the project works and variation orders of the completed projects; and (b) additional resources being required to deal with unforeseen ground conditions and site constraints in several construction projects; and (c) certain work done from construction projects are still under negotiation with customers which led to an increase in service costs of the Group.

The Board shall take appropriate actions to improve the financial performance of the Group in the future. The Group will focus on the costs control in order to improve the financial performance. Considering the Government remained focus on the Hong Kong's land supply for private and residential housing and commercial buildings, the Group is positive that the loss could be turnaround in the future.

FINANCIAL REVIEW

During the Year, the Group had been awarded 7 new contracts, with an aggregate original contract sum of approximately HK$390.0 million and had completed 9 projects with an aggregate original contract sum of approximately HK$185.0 million. As at 31 March 2019, the Group had 32 projects on hand (including projects in progress as well as projects that have been awarded to the Group but not yet commenced) with a total original contract sum of approximately HK$1,254.9 million.

Revenue

The revenue from foundation works of the Group for the Year amounted to approximately HK$400.0 million, representing an increase of approximately HK$32.8 million or 8.9% compared to approximately HK$367.2 million for the year ended 31 March 2018. The increase was primarily due to projects located in Lung Cheung Road and Tai Po contributed significant revenue of approximately HK$164.5 million during the Year.

Gross (Loss)/Profit and Gross (Loss)/Profit Margin

The gross loss of the Group for the Year amounted to approximately HK$42.4 million, compared to the gross profit of approximately HK$40.7 million for the year ended 31 March 2018. The decrease in gross profit was primarily due to (a) substantial loss being incurred in some of the project works and variation orders of the completed projects; and (b) additional resources being required to deal with unforeseen ground conditions and site constraints in several construction projects; and (c) certain work done from construction projects are still under negotiation with customers which led to an increase in service costs of the Group.

The Group prices its services based on various factors, including but not limited to the scope of works and the complexity of the projects. In this regard, the Group's profitability depends on the nature of projects engaged by the Group.

FINANCIAL REVIEW (Continued)

Other Income

The other income of the Group for the Year amounted to approximately HK$6.2 million, representing a decrease of approximately HK$1.0 million or 13.4% compared to approximately HK$7.1 million for the year ended 31 March 2018. The decrease was primarily due to the decrease in machinery rental income and sales of construction wastes for the Year.

Administrative Expenses

The administrative expenses of the Group for the Year amounted to approximately HK$30.5 million, representing an increase of approximately HK$5.0 million or 19.5% compared to approximately HK$25.5 million for the year ended 31 March 2018. The increase was primarily due to the increase of directors remuneration and staff salaries after the Listing. Also, provision of expected credit loss ("ECL") and donation during the years have not involved in last year.

Finance Costs

The finance costs of the Group for the Year amounted to approximately HK$1.1 million, representing an increase of approximately HK$0.4 million or 48.3% compared to approximately HK$0.7 million for the year ended 31 March 2018. The increase was primarily due to the increase in bank borrowings for operation during the Year.

(Loss)/Profit Attributable to Equity Holders of the Company

The Group reported loss attributable to equity holders of the Company of approximately HK$68.3 million for the Year as compared to the profit of approximately HK$16.0 million for the year ended 31 March 2018, as the reasons why turning from profit to loss were mainly attributable to

1. substantial increase in costs from foundation and site formation work due to unexpected bad geological conditions of the work sites, particularly the site located in Tsuen Wan, resulting in involving more labours to work; and

2. decrease in gross profit margin due to (a) substantial loss being incurred in some of the project works and variation orders of the completed projects; and (b) additional resources being required to deal with unforeseen ground conditions and site constraints in several construction projects; and (c) certain work done from construction projects are still under negotiation with customers which led to an increase in service costs of the Group.

LIQUIDITY, FINANCIAL POSITION AND CAPITAL STRUCTURE

The Group has funded its liquidity and capital requirements primarily through capital contributions from shareholders, bank borrowings, cash inflows from operating activities and proceeds received from the Listing.

The Shares were successfully listed on the Main Board of the Stock Exchange on the Listing Date and there has been no change in the capital structure of the Group since then.

As at 31 March 2019, the Group had the total value of cash and cash equivalents of approximately HK$23.8 million (31 March 2018: approximately HK$11.0 million). The increase was primarily due to the proceeds received from the Listing.

As at 31 March 2019, the gearing ratio of the Group, calculated by the total debts (defined as the sum of the amount due to a director, bank borrowings and obligations under finance leases) divided by the total equity is approximately 32.7% (31 March 2018: approximately 35.2%). The decrease was primarily due to an increase in total equity and repayment of the amount due to a Director.

TREASURY POLICY

The Group continues to manage its financial position carefully and maintains conservative policies in cash and financial management. The Board closely monitors the Group's liquidity position to ensure that the Group can meet its funding requirements for business development.

PLEDGE OF ASSETS

As at 31 March 2019, the Group's property, plant and equipment with an aggregate net book value of approximately HK$10.2 million (31 March 2018: approximately HK$6.6 million) were pledged under finance leases.

EXPOSURE TO FOREIGN EXCHANGE RATE RISKS

As the Group only operates in Hong Kong and almost all of the revenue and transactions arising from its operations were settled in Hong Kong dollar, the Board is of the view that the Group's foreign exchange rate risks are insignificant. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange rate risk during the Year.

CAPITAL EXPENDITURE

During the Year, the Group invested approximately HK$14.6 million on the acquisition of property, plant and equipment. Capital expenditure was principally funded by finance leases and internal resources.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2019, the Group had no material capital commitments or contingent liabilities.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

During the Year, the Group did not have any material acquisitions or disposals of subsidiaries or associated companies apart from the Reorganisation in relation to the Listing as disclosed in the Company's prospectus dated 23 May 2018 (the "Prospectus").

SIGNIFICANT INVESTMENT HELD

During the Year, the Group had no significant investment held.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in the section headed "Future plans and use of proceeds" in the Prospectus, the Group does not have other plans for material investments and capital assets.

USE OF PROCEEDS

The receipts of the proceeds and net of listing expenses (including underwriting fee), including both recognised in the consolidated statement of profit or loss and other comprehensive income and deducted from the share premium ("Net Proceeds") from the Listing was approximately HK$70.6 million. The Group intends to apply the Net Proceeds in accordance with the proposed applications set out in the section headed "Future plans and use of proceeds" in the Prospectus.

USE OF PROCEEDS (Continued)

An analysis of the utilisation of the Net Proceeds up to the date of this annual report is set out below:

		Planned HK$'000	Actual use of Net Proceeds up to the date of this annual report HK$'000	Unutilised balance up to the date of this annual report HK$'000
1	Acquire additional machinery and equipment	39,996	18,007	21,989
2	Strengthen the Group's manpower	14,000	4,026	9,974
3	Secure more contracts the Group intends to tender	10,000	–	10,000
4	General working capital	6,554	6,554	–
		70,550	28,587	41,963

As at the date of this annual report, the unutilised proceeds are placed in interest-bearing deposits with authorised financial institutions or licensed banks in Hong Kong.

The Directors regularly evaluates the Group's business objective and may change or modify plans against the changing market condition to ascertain the business growth of the Group. During the Year, the Directors considered that no modification of the use of proceeds described in the Prospectus was required.

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2019, the Group employed a total of 127 employees (including executive Directors and independent non-executive Directors), as compared to a total of 200 employees as at 31 March 2018. Total staff costs which include Directors' emoluments for the Year was approximately HK$101.9 million (year ended 31 March 2018: approximately HK$68.0 million). The salary and benefit level of the employees of the Group are competitive and individual performance is rewarded through the Group's salary and bonus system. The Group conducts annual review on the salary increase, discretionary bonuses and promotions based on the performance of each employee.

The emoluments of the Directors are decided by the Board after recommendation from the remuneration committee of the Company, having considered factors such as the Group's financial performance and the individual performance of the Directors, etc.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees.

During the Year, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

FINAL DIVIDEND

The Board has resolved not to recommend the declaration of final dividend to shareholders of the Company for the Year.

COMPLIANCE ADVISER'S INTERESTS

As notified by the Company's compliance adviser, Dakin Capital Limited ("Dakin"), as at 31 March 2019, except for the compliance adviser agreement entered into between the Company and Dakin dated 14 May 2018, neither Dakin nor its directors, employees or close associates had any interests in relation to the Company, which is required to be notified to the Company pursuant to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

REPORT OF THE DIRECTORS

The Board is pleased to present to the shareholders this annual report together with the audited consolidated financial statements for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company while the principal subsidiaries are principally engaged in the provision of services related to foundation works and provision of construction machinery rental. Details of the principal activities of its subsidiaries are set out in note 32 to the consolidated financial statements. There was no significant change in the Group's principal activities during the Year.

BUSINESS REVIEW

Discussion and analysis of principal activities as required by Schedule 5 to the Hong Kong Companies Ordinance (Cap. 622), including a discussion of the principal risks facing the Group and an indication of likely future developments in the Group's business can be found in the section headed "Management Discussion and Analysis" set out on pages 4 to 7 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 35 of this annual report. The Board has resolved not to recommend the declaration of final dividend to shareholders of the Company for the Year.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 13 to the consolidated financial statements of this annual report.

RELATIONSHIP WITH KEY STAKEHOLDERS

The Directors are of the view that employees, customers, sub-contractors and suppliers are the keys to the sustainable development of the Group.

Employees

Employees are regarded as valuable assets of the Group. The objective of the Group's human resource management is to reward and recognise well-performed staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives. In particular, the Group promotes career development and advancement by providing appropriate training and opportunities in order to enhance the employees' work performance.

Customers

The Group's major customers include construction work companies engaged in public and/or private construction projects in Hong Kong. The Group has established long-term business relationship with these customers for many years and committed to offer quality service to meet their requirement. The Group endeavours to maintain contacts with these customers regularly in order to understand their needs and provide required service to support their businesses.

Sub-contractors and Suppliers

The Group has developed a long-standing relationship with a number of sub-contractors and suppliers and the Group has always been communicating closely with them to ensure that there will be good quality and sustainable goods and services provided to the Group. When selecting sub-contractors and suppliers, the Group often requires them to satisfy certain criteria such as experience and capability, financial strength, track record, and reputation.

SHARE CAPITAL AND SHARES ISSUED DURING THE YEAR

Details of movements during the Year in the share capital of the Company are set out in note 23 to the consolidated financial statements of this annual report.

RESERVES

Details of movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 37 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 March 2019, the Company had distributable reserves amounted to approximately HK$53,677,000 (2018: Nil).

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Company during the Year or subsisted at the end of the Year.

SHARE OPTION SCHEME

The share option scheme was adopted by the Company on 14 May 2018 ("the Share Option Scheme"). The Share Option Scheme was approved by written resolutions of the Shareholders and as approved by the listing committee of the Stock Exchange which is valid and effective for a period of 10 years commencing on 7 June 2018. It is a share incentive scheme established to recognise and acknowledge the contributions that the eligible participants have or may have made to the Group. Pursuant to the Share Option Scheme, the Board may, as its discretion, offer to grant an option to any director, employee (full-time and part-time), advisor, consultant, supplier, customer, distributor, contractor, agent, business partner or service providers of the Group and to promote the success of the business of the Group.

Pursuant to the terms of the Share Option Scheme and in compliance with the provisions in Chapter 17 of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and all share option schemes of the Company shall not exceed 120,000,000 Shares, being 10% of the Shares in issue as at the Listing Date.

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme to eligible participants in any 12 months period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant, any further grant of options in excess of this 1% limit shall be subject to the approval of Shareholders in a general meeting.

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall not be less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a trading date; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading dates immediately preceding the date of grant; or (iii) the nominal value of a Share.

A share option may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be determined and notified by the Board to the participant at the time of making an offer for the grant of share option.

SHARE OPTION SCHEME (Continued)

The total number of securities available for issue under the Share Option Scheme, and all other share option schemes of the Company must not exceed 120,000,000 Shares, representing 10% of the total number of Shares as at the date of this annual report.

No share options have been granted under the Share Option Scheme since 14 May 2018. An offer of the grant of a share option shall be accepted by the eligible participants within a period of 21 days from the date of offer of grant of share option. The consideration paid by each grantee for the acceptance and grant of each share option is HK$1.00, which has to be paid within 21 days.

There were no options outstanding as at 31 March 2019 and no share options were granted, exercised, cancelled or lapsed during the year ended 31 March 2019.

DIRECTORS

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

Executive Directors

Mr. Chan Siu Cheong
Mr. Sin Ka Pong

Independent non-executive Directors

Mr. Ho Chi Wai (Appointed on 13 May 2018)
Mr. Cheung Kwok Yan Wilfred (Appointed on 13 May 2018)
Mr. Lau Leong Ho (Appointed on 13 May 2018)

In accordance with article 108 of the Company's articles of association (the "Articles"), Mr. Ho Chi Wai and Mr. Cheung Kwok Yan Wilfred will retire from office as Directors at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

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

Information regarding Directors' emoluments is set out in note 12(a) to the consolidated financial statements of this annual report. Annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules has been received from each of the independent non-executive Directors. The Group considers all independent non-executive Directors to be independent under the Listing Rules.

DIRECTORS' SERVICE CONTRACT

All the independent non-executive Directors have respectively entered into a letter of appointment with the Company for a term of one year unless terminated by not less than one month's 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.

MANAGEMENT CONTRACTS

During the Year, no contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business was entered into or existed.

DIRECTORS'/CONTROLLING SHAREHOLDERS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent companies was a party and in which a director or controlling shareholders of the Company and the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined in the Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group since the Listing Date and up to date of this annual report.

NON-COMPETITION UNDERTAKING

Each of the controlling shareholders of the Company has made an annual declaration to the Company that since the Listing Date and up to date of this annual report, he/it has complied with the terms of non-competition undertakings ("Non-Competition Undertakings") given in favour of the Company. The independent non-executive Directors have also reviewed the status of compliance by each of the controlling shareholders with the undertakings stipulated in the Non-Competition Undertakings and have confirmed that, as far as the independent non-executive Directors can ascertain, there is no breach of any of such undertakings.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance coverage for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising from corporate activities.

Pursuant to the Articles, every Director shall be entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2019, interests and long positions in the Shares, underlying shares 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 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	Shares held	Approximate number of shareholding percentage
Mr. Chan Siu Cheong (Mr. Chan) (Note)	Interest in a controlled corporation	900,000,000	75%

Note: Oriental Castle Group Limited ("Oriental Castle") is beneficially owned as to 90% by Mr. Chan and 10% by Ms. Chu Wai Ling ("Ms. Chu"). By virtue of the SFO, Mr. Chan is deemed to be interested in the Shares held by Oriental Castle. Ms. Chu is the spouse of Mr. Chan. Accordingly, Ms. Chu is deemed or taken to be interested in the Shares Mr. Chan is interested in under the SFO.

(ii) Long position in the ordinary shares of associated corporation

Name of Director	Name of associated corporation	Capacity/Nature	Number of share(s) held	Percentage of interest
Mr. Chan (Note)	Oriental Castle	Beneficial owner	90	90%

Note: Oriental Castle is the direct shareholder of our Company and is an associated corporation within the meaning of Part XV of the SFO.

(iii) Short positions

Other than as disclosed above, as at the date of this annual report, none of the Directors nor chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES

As at 31 March 2019, so far as it is known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or individuals (other than a Director or chief executive of the Company) who had or were deemed or taken to have an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long position in the Company:

Name	Capacity/Nature of interest	Number of Shares held/ interest in	Percentage of shareholding
Oriental Castle	Beneficial Owner (Note 1)	900,000,000	75%
Ms. Chu	Interest of a spouse (Note 2)	900,000,000	75%

Notes:

1. Oriental Castle is the direct shareholder of the Company. Oriental Castle is beneficially owned as to 90% by Mr. Chan and 10% by Ms. Chu. By virtue of the SFO, Mr. Chan is deemed to be interested in all the Shares held by Oriental Castle.

2. Ms. Chu is the spouse of Mr. Chan. Accordingly, Ms. Chu is deemed or taken to be interested in the Shares Mr. Chan is interested in under the SFO.

Save as disclosed above, as at the date of this annual report, the Directors are not aware of any other corporation or individual (other than a Director or the chief executive of the Company) who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transaction, arrangement or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director or any entity connected with a Director had a material interest, either directly or indirectly, subsisted at the end of the Year or at any time during the Year.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year and up to the date of this annual report was the Company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any body corporate.

MAJOR CUSTOMERS, SUBCONTRACTORS AND SUPPLIERS

The approximate percentages of the Group's revenue and cost of services attributable to major customers, subcontractors and suppliers during the Year and year ended 31 March 2018 are as follows:

	Year ended 31 March 2019	Year ended 31 March 2018
Approximate % of total revenue:		
from the largest customer	**44.6**	27.2
from the five largest customers in aggregate	**98.7**	88.5
Approximate % of total subcontracting charges incurred:		
from the largest subcontractor	**27.4**	18.6
from the five largest subcontractors in aggregate	**78.1**	71.7
Approximate % of total purchases (excluding subcontracting charges incurred):		
from the largest supplier	**71.8**	37.9
from the five largest suppliers in aggregate	**95.8**	75.7

None of the Directors, their close associates or any shareholders (which to the knowledge of the Directors who owned more than 5% of the Company's share capital) had any interest in the five largest customers nor suppliers during the Year.

PRE-EMPTIVE RIGHTS

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

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group for the Year are set out in note 27 to the consolidated financial statements of this annual report. Save as mentioned in the section headed "Continuing Connected Transactions" below, other related party transactions are fully exempted from the independent shareholders' approval, annual review and all disclosure requirements pursuant to Chapter 14A of the Listing Rules. Further details of these continuing connected transactions are set out in the section headed "Connected Transactions" in the Prospectus. The Company has complied with the applicable disclosure requirements under Chapter 14A of the Listing Rules in relation to any connected transactions and continuing connected transactions.

CONTINUING CONNECTED TRANSACTIONS

Framework Transportation Agreement

On 14 May 2018, the Company (for itself and for the benefits of the subsidiaries of the Company) and Kam Lung Transport Co. ("Kam Lung") entered into a framework transportation agreement (the "Framework Transportation Agreement") in respect of the provision of construction waste disposal services by Kam Lung to the Group. The Framework Transportation Agreement is for a term commencing on the Listing Date and expiring on 31 March 2021. Under the Framework Transportation Agreement, the parties agree that the supply of such services shall be based on normal commercial terms agreed after a good faith and arm's length negotiations between the parties. Furthermore, the parties shall review and negotiate the service fees from time to time as a result of the prevailing market price for construction waste disposal services of comparable nature and scale, which should be in any event no less favourable to the Group that is available to independent third parties. Specific supply arrangement relating to particular services shall be governed by separate sub-agreements or orders agreed between Kam Lung and a member of Group and the general principles of supply under the Framework Transportation Agreement.

CONTINUING CONNECTED TRANSACTIONS (Continued)

Framework Transportation Agreement (Continued)

As disclosed in the Prospectus, the Board estimated that the annual cap under the Framework Transportation Agreement shall not exceed HK$15.0 million, HK$15.0 million, and HK$15.0 million for the years ending 31 March 2019, 2020 and 2021, respectively.

For the years ended 31 March 2015, 2016, 2017, 2018 and 2019, the service fees payable by the Company to Kam Lung in respect of construction waste disposal services were approximately HK$19.3 million, HK$26.3 million, HK$9.2 million, HK$10.9 million and HK$14.5 million, respectively.

Kam Lung is a sole proprietorship owned by Mr. Tsang Leung Lung, the brother-in-law of Mr. Chan Siu Cheong, an executive Director and controlling shareholder of the Company. As such, Mr. Tsang Leung Lung is a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the Framework Transportation Agreement constitutes continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Since at least one of the applicable percentage ratios (other than the profits ratio) under Chapter 14A of the Listing Rules, where applicable, in respect of the Framework Transportation Agreement, on an annual basis, is expected to be more than 5%, which constitutes continuing connected transaction, and will be subject to reporting, annual review, announcement, circular and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Group has applied to the Stock Exchange for, and the Stock Exchange has granted it, a waiver from strict compliance with the announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules subject to the condition that the aggregate value of the transactions under the Framework Transportation Agreement for each financial year does not exceed the relevant annual cap amount as stated above.

Annual Review of Continuing Connected Transactions

The continuing connected transactions mentioned above have been reviewed by the independent non-executive Directors who have confirmed that the transactions have been entered into (a) in the ordinary and usual course of business of the Company; (b) on normal commercial terms or better; and (c) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions. The auditor has issued a letter to the Board containing its findings and conclusions in respect of the non-exempt continuing connected transactions under the Framework Transportation Agreement mentioned above in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for the Shares as required under the Listing Rules since the Listing Date and up to the date of this annual report.

EVENTS AFTER THE REPORTING PERIOD

As disclosed in the Company's announcement dated 30 April 2019, with effect from 30 April 2019, Mr. Kyaw Sai Hong has resigned as a company secretary of the Company (the "Company Secretary") and an authorised representative of the Company (the "Authorised Representative") under the Listing Rules and Part 16 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), and Mr. Woo Yuen Ping has been appointed as the Company Secretary and the Authorised Representative. Save as disclosed in this announcement, there are no material events after the reporting period and up to the date of this annual report.

RISKS AND UNCERTAINTIES

The Group's results of operation may vary significantly from time to time depending on, among other factors, the political and economic environment, level of competitiveness, the quality of service and timeliness of subcontractors, and the adequacy and efficiency of internal processes implemented by staff and systems. The Group believes that there are certain risks and uncertainties involved both in the markets and in the operations which can be summarised as below.

Operational Risks

Due to unexpected circumstances such as bad weather and geological issues, the actual time and costs incurred in construction projects may exceed the Group's estimation at the time of tendering submission and the work in progress may be interrupted. As a result, such variation could adversely affect the Group's operations and financial results. In such situations, the Group will implement measures such as re-allocating human resources and recruiting additional manpower including subcontracting the works in order to expedite the work progress.

On the other hand, it is inevitable that there could be chance of industrial accidents happened. In order to minimise the rate of accidents, the Group has already recruited two qualified safety officers to regularly monitor the work environment, implementation of safety rules and regulations and establishing safety policies. In addition, the Group also appointed a registered safety auditor to conduct corporate safety audit semi-annually to maximise the effectiveness of safety management.

It is quite common in the construction industry that collection of receivables takes longer time and it may lead to late settlement by customers especially at the times of unexpected crises due to political and economic factors. To mitigate the pressure of financial liquidity, the Group produces aging analysis on regular basis and contacts the management level of the customers so as to get a better understanding of their solvency status.

Market Risks

Due to the construction industry in Hong Kong is dominantly subject to Government's large-scale infrastructure projects and such projects would require prolonged process of legislative approval, it is more passive toward the future's prospect of the industry. Nevertheless, the Group will not just rely on participating in projects from public sector but the Group will also be more involved in projects from the private sectors.

In the meantime, demand of residential and commercial buildings has been growing continuously. The Group perceived that such demand will sustain the booming in the construction industry and attract more competitive entrants to the industry. In order to grip holding of the market shares, the Group planned to acquire new fleets of machinery to cope with the demand. With its in-depth experience and knowledge in the field, the Group is capable to continue providing one-stop construction machinery service to meet the needs of various customers.

INDEPENDENT AUDITOR

The consolidated financial statements for the Year have been audited by Grant Thornton Hong Kong Limited, who will retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting of the Company.

CORPORATE GOVERNANCE CODE

The Company has complied with all the applicable code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules since the Listing Date and up to the date of this annual report except for the deviation from code provision A2.1 of the CG Code as explained in the Corporate Governance Report.

The details of the Group's compliance with the CG Code are set out in the Corporate Governance Report from pages 21 to 28 of this annual report.

ENVIRONMENTAL POLICY

Sustainability is one of the key factors to the Group's development, as well as for the viability of its business and the welfare of the community. The Group is committed to offering premium products and services to obtain customer satisfaction all round. In recent years, the Group has been looking for ways to minimise the adverse impact of its businesses on the environment (i.e. air and noise pollution) by improving operational efficiencies and implementing eco-friendly measures. The Group will continue to strive for energy-saving and environmental-friendly equipment and materials for its construction projects. The Group will regularly review related policy to promote awareness and practices on resource usage reduction, waste reduction and energy conservation, and be more active in involving various community programmes and contributing to the society.

COMPLIANCE WITH LAWS AND REGULATIONS

Save as disclosed in the Prospectus, as far as the Directors and senior management of the Company are aware, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operations of the Group during the Year.

On behalf of the Board
Chan Siu Cheong
Chairman and Chief Executive Officer

Hong Kong, 28 June 2019

EXECUTIVE DIRECTORS

Mr. CHAN Siu Cheong (陳紹昌) ("Mr. Chan"), aged 63, is the chairman of the Board, the chief executive officer of the Company and an executive Director. He was appointed as a Director on 2 June 2017 and was re-designated as an executive Director, the chairman of the Board and the chief executive officer of the Company on 14 May 2018. Mr. Chan is also the chairman of the nomination committee of the Company. Mr. Chan is the founder of our Group and has been a director of HCC Foundations and HCC Transportation since their year of incorporation in 2009 and 1996 respectively. Prior to founding our Group, Mr. Chan worked in the foundation industry as a sub-contractor engaged in foundation works including excavation, concreting and underground drainage works in the early 1980s until he founded HCC Transportation. Mr. Chan has over 30 years of experience in the construction industry. Mr. Chan is responsible for overall management and overseeing and monitoring of projects and machinery of the Group.

Mr. SIN Ka Pong (單家邦) ("Mr. Sin"), aged 61, is an executive Director. He was appointed as a Director on 2 June 2017 and was re-designated as an executive Director on 14 May 2018. Mr. Sin is also a member of the remuneration committee of the Company. Mr. Sin joined the Group in December 2016 with the title of Executive Director of HCC Foundations. Mr. Sin was officially appointed and has been a director of HCC Transportation since March 2017. Mr. Sin is responsible for overall management and business development of the Group.

Mr. Sin has over 30 years of experience in the construction industry. From July 1986 to May 1989, Mr. Sin was employed by Chun Yip Construction Company Limited and his position was a contracts officer at the time of his departure. From June 1989 to November 1994, he was employed as a subletting manager by Sun Fook Kong Construction Limited. From January 1995 to June 1996, he was employed as a senior associate by Wexler Consultants (Hong Kong) Limited. From May 1997 to September 2001, he was employed as a subletting and procurement manager by Win House Industries Limited (a subsidiary of Kerry Properties Ltd. (stock code: 683)). From February 2003 to May 2004, Mr. Sin was employed as a managing quantity surveyor by China Railway Construction Corporation. From June 2004 to March 2006, he was employed as a senior project manager by Ming Wah Engineering (Development) Co., Ltd.

From August 2012 to March 2014, he was employed as a manager (budget control) for New World Construction Company Limited (a subsidiary of New World Development Company Limited (stock code: 17). From March 2014 to November 2016, he was seconded to Paul Y. – Yau Lee Joint Venture, a joint venture established for among others, construction of a Macau studio city project, as a senior commercial manager. Mr. Sin obtained a Bachelor of Quantity Surveying degree from the Polytechnic of Central London, now known as the University of Westminster in July 1983. He was elected as an associate of the Hong Kong Institute of Surveyors in September 1987. He was also a registered professional surveyor in quantity surveying division under the Surveyors Registration Board of Hong Kong in July 1996.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. HO Chi Wai (何志威) ("Mr. Ho"), aged 44, was appointed as an independent non-executive Director on 13 May 2018. He is also the chairman of the audit committee and a member of the nomination committee of the Company. He is primarily responsible for providing independent judgment to bear on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of our Group.

Mr. Ho is currently a partner of SRF Partners & Co., CPAs. He obtained a Bachelor of Business Administration degree from Lingnan University (formerly known as Lingnan College) in November 1997 and a Master of Finance degree from Jinan University in December 2012. He is currently a practising certified public accountant of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants, a certified tax adviser at the Taxation Institute of Hong Kong, an associate of the Taxation Institute of Hong Kong, and a fellow member of the Association of International Accountants. Mr. Ho has over 20 years of experience in audit assurance and business consulting. Prior to his own practice in 2012, Mr. Ho worked as an audit staff in a local accounting firm from 1997 to 2000, where he was promoted to an audit senior assistant in 1999. Mr. Ho joined a sizeable accounting firm as an audit senior in 2000 and from 2010 to 2011 he became a principal of the practice development department of the firm.

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Ho is currently an independent non-executive director of Wai Chi Holdings Company Limited (stock code: 1305), the issued shares of which are listed on the Main Board and is an independent non-executive director of Hyfusin Group Holdings Limited (Stock Code: 8512), the issued shares of which are listed on GEM of the Stock Exchange. Mr. Ho was an independent non-executive director of Ming Kei Holdings Limited (now known as Capital Finance Holdings Limited) (stock code: 8239, a company listed on GEM of the Stock Exchange) from June 2012 to October 2013.

Mr. CHEUNG Kwok Yan Wilfred (張國仁) ("Mr. Cheung"), aged 39, was appointed as an independent non-executive Director on 13 May 2018. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. He is primarily responsible for providing independent judgment to bear on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of the Group.

Mr. Cheung graduated from the University of Buckingham in the United Kingdom with a Bachelor of Science (Economics) in February 2005. Mr. Cheung is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Directors and the Institute of Chartered Accountants in England and Wales. Mr. Cheung joined Moores Rowland Mazars in September 2005 as an associate and was later transferred to Mazars CPA Limited after its reorganisation in June 2007. Mr. Cheung left Mazars CPA Limited in October 2007 as an associate and joined Grant Thornton as senior accountant in its China practice division until December 2008. Mr. Cheung then worked for the Royal Bank of Canada Europe Limited as accounts preparer in its CEES UK Department from March 2009 to January 2010. Mr. Cheung was employed by Rainbow Brothers Limited from February 2010 to August 2010 as a senior associate in corporate finance. Mr. Cheung later joined Mega International Food Limited as a financial controller in September 2010 and was appointed as a general manager of its fellow subsidiary, Poly Shining Limited, and Mr. Cheung left the group in March 2013. In August 2013, Mr. Cheung joined The Gate Worldwide Limited, an international advertising and marketing agency, as a senior finance manager and was promoted to a finance director in July 2015. He ceased his employment with The Gate Worldwide Limited in May 2018. Mr. Cheung was employed by Denuo Limited – Starcom Worldwide (星傳媒體), a wholly-owned subsidiary of Publicis Groupe (陽獅集團), the world's third largest communications group, as Finance Director from July 2018.

Mr. Cheung has been an independent non-executive director of HKE Holdings Limited (stock code: 1726), the issued shares of which are listed on the Main Board, since March 2018. He was an independent non-executive director of Chun Sing Engineering Holdings Limited (stock code: 2277) (currently known as Huarong Investment Stock Corporation Limited), the issued shares of which are listed on the Main Board, from December 2014 to June 2016 and was an independent non-executive director of LEAP Holdings Group Limited (stock code: 1499), the issued shares of which are listed on the Main Board, from August 2015 to November 2017.

Mr. LAU Leong Ho (劉亮豪) ("Mr. Lau"), aged 35, was appointed as an independent non-executive Director on 13 May 2018. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. He is primarily responsible for providing independent judgment to bear on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of the Group.

Mr. Lau has over 10 years of experience in the legal industry. He was admitted as a solicitor in Hong Kong in August 2008. He joined Tsang, Chan & Woo Solicitors & Notaries as a trainee solicitor in March 2007, became an assistant solicitor from August 2008 to November 2013 and has been a partner since December 2013. Mr. Lau graduated from City University of Hong Kong with a Bachelor of Laws degree on 8 November 2005 and obtained Postgraduate Certificate in Laws also from City University of Hong Kong on 14 July 2006.

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. LAM Tak Keung (林德強) ("Mr. Lam"), aged 54, is project manager of the Company and he is responsible for overall management of site works including quality control and safety supervision. Mr. Lam joined the Group in August 2012. He has over five years of experience in the construction industry in Hong Kong.

COMPANY SECRETARY

Mr. WOO Yuen Ping (胡遠平) ("Mr. Woo"), aged 33, joined the Group on 30 April 2019. He serves as the Company Secretary. Mr. Woo is primarily responsible for company secretarial and overall financial management matters of the Group.

Mr. Woo is a member of The Hong Kong Institute of Certified Public Accountants and is a member of CPA Australia. Mr. Woo has over 10 years of experience in auditing, accounting and company secretarial matters. Mr. Woo obtained his bachelor degree of business administration in accountancy from the City University of Hong Kong in November 2008. He has been the managing director of Global Vision CPA Limited from December 2015 to February 2019 and worked with RSM Nelson Wheeler from August 2008 to September 2014 when his last position was an assistant manager.

The Company strives to attain and maintain a high standard of corporate governance as it believes that effective corporate governance practices are fundamental to enhancing shareholders' value and safeguarding interests of shareholders and other stakeholders. Accordingly, the Board attributes a high priority to identifying and implementing appropriate corporate governance practices to ensure transparency, accountability and effective internal controls.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has adopted the CG Code as set out in Appendix 14 of the Listing Rules. Since the Listing Date and up to the date of this annual report, the Company has complied with the code provisions under the CG Code, except for the deviation from code provision A.2.1 of the CG Code as explained below. The Company will continue to enhance its corporate governance practices appropriate to the operation and growth of the business of the Group.

According to code provision A.2.1 of the CG Code, the role of the chairman and the chief executive officer of the Company should be separate and should not be performed by the same individual. Since the Listing Date and up to the date of this annual report, the role of the chairman and the chief executive officer of the Company are both performed by Mr. Chan Siu Cheong. In view of Mr. Chan's role in the day-to-day management and operations of the Group, being the founder of the Group and as one of the Directors if not the sole Director of other members of the Group, as at the date of this annual report, the Board believes that it is more effective and efficient overall business planning and implementation of business decisions and strategies of the Group that it shall be in the best interests of the Group for Mr. Chan to take up the dual roles of chairman and chief executive officer of the Company. Therefore, the Board considers that the deviation from code provision A.2.1 of the CG Code is appropriate in such circumstance and that there are sufficient checks and balances in place by the operations of the Board, which comprises experienced and high calibre individuals and adequate independent element in the composition of the Board.

The Board will continue to review and consider splitting the roles of chairman and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole. The Directors are aware that the Company is expected to comply with the CG Code. Any deviation from the CG Code should be carefully considered and disclosed in the interim and annual report. Save as disclosed above, the Company will continue to comply with the CG Code to protect the best interests of the shareholders.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the transactions of securities of the Company by the Directors and the relevant employees (who likely possess inside information of the Company) (the "Securities Dealing Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

BOARD OF DIRECTORS

The Board is responsible for formulating business strategies and monitoring the performance of the business of the Group. Other than the daily operational decisions which are delegated to the management of the Group, most of the decisions are made by the Board. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Company has complied with Rules 3.10(1) and 3.10A of the Listing Rules during the Year. The Board is constituted of five members, including two executive Directors and three independent non-executive Directors.

BOARD OF DIRECTORS (Continued)

The composition of the Board is as follows:

Executive Directors

Mr. Chan Siu Cheong *(Chairman and Chief Executive Officer)*
Mr. Sin Ka Pong

Independent non-executive Directors

Mr. Ho Chi Wai
Mr. Cheung Kwok Yan Wilfred
Mr. Lau Leong Ho

Biographical details of each Director and relationship between board members are set out on pages 18 to 20 of this annual report.

The Company has signed a letter of appointment with each of the independent non-executive Directors on 13 May 2018. The principal particulars of these appointment letters are (a) each of them agreed to act for an initial term of one year commencing from the Listing Date with a director's fee, which may be terminated by not less than one month' written notice served by either party on the other, and (b) is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

Pursuant to article 108(a) of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement by rotation at least once every 3 years. However, a retiring Director shall be eligible for re-election.

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The Company has also complied with Rule 3.10(2) of the Listing Rules. One of the independent non-executive Directors possesses the appropriate professional accounting qualifications and financial management expertise.

During the Year, three Board meetings and one general meeting were held and the attendance record of each Director is set out in the table below:

Directors	Attendance/ Number of Board Meetings
Executive Directors	
Mr. Chan Siu Cheong	3/3
Mr. Sin Ka Pong	3/3
Independent non-executive Directors	
Mr. Ho Chi Wai	3/3
Mr. Cheung Kwok Yan Wilfred	3/3
Mr. Lau Leong Ho	3/3

Every Director is entitled to have access to Board papers and related materials, and the advice and services of the Company Secretary, and has the liberty to seek independent professional advice at the Company's expense if so reasonably required. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

CONTINUOUS PROFESSIONAL DEVELOPMENT

The Company encourages the Directors to attend any relevant programme to further enhance their knowledge so as to enable them to discharge their duties and responsibilities more effectively. During the Year, all Directors have been given relevant guideline materials and attended a training regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors and duty of disclosure of interest. Such induction materials and briefing will also be provided to newly appointed Directors shortly upon their appointment as Directors. Continuing briefings and professional development to Directors will be arranged whenever necessary.

All Directors have provided record of their training attendance and the Company will continue to arrange and fund the training in accordance with the CG Code provisions.

BOARD COMMITTEES

The Board has established three committees, namely the audit committee (the “Audit Committee”), the nomination committee (the “Nomination Committee”) and the remuneration committee (the “Remuneration Committee”). The table below provides the membership information of these committees on which certain Board members served:

Directors	Audit Committee	Nomination Committee	Remuneration Committee
Mr. Chan Siu Cheong	–	C	–
Mr. Sin Ka Pong	–	M	M
Mr. Ho Chi Wai	C	–	–
Mr. Cheung Kwok Yan Wilfred	M	–	C
Mr. Lau Leong Ho	M	M	M

Notes:

C – Chairman of the relevant Committee
M – Member of the relevant Committee

AUDIT COMMITTEE

The Company established the Audit Committee on 14 May 2018 with written terms of reference in compliance with Rule 3.22 of the Listing Rules and paragraph C.3.3 of the CG Code. The primary duties of the Audit Committee include, among others, (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor; (b) reviewing the Company’s financial statements, the annual report and accounts and the half-year report and significant financial reporting judgments contained therein; and (c) reviewing the Company’s financial controls, internal control and risk management systems. The Audit Committee comprises three independent non-executive Directors, namely Mr. Ho Chi Wai, Mr. Cheung Kwok Yan Wilfred and Mr. Lau Leong Ho. Mr. Ho Chi Wai is the chairman of the Audit Committee.

AUDIT COMMITTEE (Continued)

During the Year, the Audit Committee has held two meetings. The individual attendance record of each member at the meeting of Audit Committee is set out below:

Name of member of the Audit Committee	Attendance/ Number of Meetings
Mr. Ho Chi Wai	2/2
Mr. Cheung Kwok Yan Wilfred	2/2
Mr. Lau Leong Ho	2/2

NOMINATION COMMITTEE

The Company established the Nomination Committee on 14 May 2018 with written terms of reference in compliance with paragraph A.5.2 of the CG Code. The primary duties of the Nomination Committee include, among others, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the corporate strategy; (b) identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (c) assessing the independence of the independent non-executive Directors; (d) making recommendations to the Board on the appointment and succession planning for the Directors; and (e) reviewing the board diversity policy of the Company ("Board Diversity Policy") concerning the diversity of the Board and the measurable objectives that the Board has adopted for implementing the Policy and to make the relevant disclosure on the progress of achieving those objectives in the corporate governance report of the Company. Nomination Committee comprises two independent non-executive Directors, namely Mr. Ho Chi Wai and Mr. Lau Leong Ho, and one executive Director, namely Mr. Chan. Mr. Chan is the chairman of the Nomination Committee.

During the period from the Listing Date to 31 March 2019, the Nomination Committee did not hold any meeting. Subsequent to the year end, the Nomination Committee held a meeting to (i) review the structure, size and diversity of the Board; (ii) assess the independence of the independent non-executive Directors; and (iii) recommend to the Board for consideration the re-election of all the retiring Directors at the forthcoming annual general meeting.

During the Year, one Nomination Committee meeting was held on 29 June 2018 and determined and adopted the Board Diversity Policy, reviewed the structure, size and composition of the Board, assessed the independence of independent non-executive Directors made recommendation to the Board on the appointment or re-appointment of Directors. The individual attendance record of each member at the meeting of Nomination Committee is set out below:

Name of member of the Nomination Committee	Attendance/ Number of Meetings
Mr. Chan Siu Cheong	1/1
Mr. Lau Leong Ho	1/1
Mr. Ho Chi Wai	1/1

BOARD DIVERSITY

The Board has adopted the Board Diversity Policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company. In designing the Board's composition, the Board has been considering from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

NOMINATION POLICY

The Company has adopted nomination policy (the "Nomination Policy") for the purpose to identify and evaluate a candidate for nomination to the Board for appointment or to the shareholders for election as a Director. The Nomination Committee shall consider, among others, the following criteria in evaluating and selecting candidates for directorships:

- Reputation for integrity;
- Accomplishment, experience and reputation in the relevant industry and other relevant sectors;
- Commitment in respect of sufficient time, interest and attention to the Company's business;
- Diversity in all aspects, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge;
- The ability to assist and support management and make significant contributions to the Company's success;
- Compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive Director; and
- Any other relevant factors as may be determined by the Committee or the Board from time to time.

Each proposed new appointment, election or re-election of a director shall be assessed and/or considered against the criteria and qualifications set out in the Nomination Policy by the Nomination Committee which shall recommend its views to the Board and/or the shareholders for consideration and determination.

DIVIDEND POLICY

The Company has adopted dividend policy (the "Dividend Policy") in compliance with code provision E.1.5 of the CG Code. It is the policy of the Company, in considering the payments of dividends and to allow shareholders of the Company to participate in the Company's profits whilst retaining adequate reserves for future growth of the Group.

Under the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia:

- the general financial condition of the Group;
- capital and debt level of the Group;
- future cash requirements and availability for business operations, business strategies and future development needs;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the general market conditions; and
- any other factors that the Board deems appropriate.

The payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and any other applicable laws, rule and regulations and the Articles. The Policy will be reviewed by the Board from time to time and there can be no assurance that a dividend will be proposed or declared in any specific periods.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 14 May 2018 with written terms of reference in compliance with Rule 3.26 of the Listing Rules and paragraph B.1.2 of the CG Code. The primary duties of the Remuneration Committee, under the principle that no Director or any of his associates should be involved in deciding his own remuneration include, among others, making recommendations to the Board on (a) the remuneration policy and structure for all of the Directors and senior management; (b) the establishment of a formal and transparent procedure for developing remuneration policies; (c) the remuneration packages of the executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their offices or appointments; and (d) the remuneration of the non-executive Directors. The Remuneration Committee comprises two independent non-executive Directors, namely Mr. Cheung Kwok Yan Wilfred and Mr. Lau Leong Ho, and one executive Director, namely Mr. Sin Ka Pong. Mr. Cheung Kwok Yan Wilfred is the chairman of the Remuneration Committee.

During the Year, one Remuneration Committee meeting was held on 29 June 2018 for considering and recommending to the Board the remuneration and other benefits paid by the Company to the Directors and senior management. The individual attendance record of each member at the meeting of remuneration committee is set out below:

Name of member of the Remuneration Committee	Attendance/ Number of Meetings
Mr. Cheung Kwok Yan Wilfred	1/1
Mr. Sin Ka Pong	1/1
Mr. Lau Leong Ho	1/1

No Director takes part in any discussion about his own remuneration. Full details of remuneration of the Directors and the five highest paid employees are provided in note 12 to the consolidated financial statements of this annual report.

COMPANY SECRETARY

Mr. Kyaw Sai Hong resigned as the Company Secretary on 30 April 2019 for his personal reasons. Mr. Kyaw Sai Hong confirmed that there has no disagreement with the Board in relation to his resignation. Following the resignation of Mr. Kyaw Sai Hong, Mr. Woo Yuen Ping, was appointed as the Company Secretary on 30 April 2019. Please refer to the section "Profile of Directors and Senior Management" for his biographical information. During the Year, Mr. Woo has undertaken no less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules.

DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the Year. The Directors aim to present a clear and understandable assessment of the Group's financial position and prospects. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern, the Board therefore continues to adopt the going concern approach in preparing the consolidated financial statements of the Group. The Board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, inside information announcements and other financial disclosures required by the Listing Rules, and reports to the regulators.

The responsibilities of the external auditor with respect to the financial reporting are set out in the Independent Auditor's Report of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROLS

One of the major functions of the Board is to maintain an adequate risk management and internal control systems to safeguard shareholders' investments and the Group's assets, and reviewing their effectiveness annually through the Audit Committee. The Audit Committee reports to the Board on any material issues and makes recommendations to the Board.

Policies and procedures have been designed to safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with applicable law, rules and regulations. The policies and procedures provide a reasonable assurance that material misstatements or losses are prevented, potential interruption of the Group's management system is detected, and risks existing in the course of arriving at the Group's objectives are properly managed.

During the Year, the Company engaged an external independent consulting firm to review the effectiveness of certain of the Group's risk management and internal controls systems. Relevant recommendations made by the consultant have already been implemented in stages by the Group to further enhance its internal control policies, procedures and practices. The Board considered that the Group's risk management and internal control systems were effective during the Year.

The Group has conducted an annual review on whether there is a need for an internal audit department. Given the Group's relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

AUDITOR'S REMUNERATION

During the Year, the remuneration paid or payable to the Company's auditor, Grant Thornton Hong Kong Limited, and its affiliated firms, in respect of their audit and non-audit services was as follows:

	Service Fee HK$'000
Audit services	680
Non-audit services	
– Interim review	200
	880

DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on directors' liabilities have been in force to protect the Directors and officers of the Group from their risk exposure from the business of the Group since the Listing Date.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with all shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations.

The Company has established several communication channels, including (a) the annual and extraordinary general meetings which provide a forum for shareholders to communicate directly with the Board; (b) printed corporate documents mailing to shareholders; (c) announcement disseminating the latest activities of the Group on the web-sites of the Company and the Stock Exchange; and (d) the Company's web-site providing an electronic means of communication.

SHAREHOLDERS' RIGHTS

How Shareholder can Convene an Extraordinary General Meeting

The following procedures for shareholders to convene an extraordinary general meeting ("EGM") are subject to the Articles (as amended from time to time), and the applicable legislation and regulation, in particular the Listing Rules (as amended from time to time):

(a) Pursuant to article 64 of the Articles, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (the "Eligible Shareholder(s)") carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition;

(b) The written requisition must state the purposes of the meeting, signed by the Eligible Shareholder(s) and deposit it to the Board or the Company Secretary at the Company's principal place of business at Unit 903–905, 9/F, The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists;

(c) The requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding, the reason(s) to convene an EGM and the details of the business(es) proposed to be transacted in the EGM, and must be signed by the Eligible Shareholder(s) concerned together with a deposit of a sum of money reasonable sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered shareholders;

(d) The requisition will be verified with Hong Kong branch share registrar and transfer office of the Company and upon their confirmation that the requisition is proper and in order, the Board will convene an EGM by serving sufficient notice in accordance with the requirements under the Articles to all the registered shareholders. On the contrary, if the requisition has been verified as not in order or the shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not call for an EGM; and

(e) If within 21 days of such deposit the Board fails to proceed to convene such meeting the Eligible Shareholder(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) by the Company.

Procedures by which Enquiries may be put to the Board

Shareholders may, at any time, direct enquiries to the Board. Such enquiries can be addressed to the Company Secretary in writing by mail to the Company's principal place of business in Hong Kong at Unit 903–905, 9/F, The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong.

Procedures for Putting Forward Proposals at Shareholders' Meeting

There are no provisions in the Articles or the Companies Law of the Cayman Islands for Shareholders to put forward new resolutions at general meetings. Shareholders who wish to put forward a new resolution may request the Company to convene a general meeting in accordance with the procedures set out in the above paragraph heading "How Shareholder can Convene an Extraordinary General Meeting".

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

As of the Listing Date to the date of this annual report, there were no changes made to the constitutional documents of the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is committed to contributing to the sustainability of the environment and has implemented policies to minimise the impact on the environment from its business activities. The Group endeavors to refine the approach to addressing its environmental, social and ethical responsibilities along with improving its corporate governance in order to generate greater value for all stakeholders.

The "Environmental, Social and Governance Report" of the Company to be prepared in accordance with Appendix 27 of the Listing Rules will be published within three months after the publication of this annual report.

Grant Thornton
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To the members of Affluent Foundation Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Affluent Foundation Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 35 to 89, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

KEY AUDIT MATTERS (Continued)

Accounting for construction contracts

Refer to Notes 2.8, 2.13, 4(a) and 5 to the consolidated financial statements.

Key Audit Matter	How our audit addressed the Key Audit Matter
The Group recognised revenue and costs from construction contracts amounted to approximately HK$400,056,000 and HK$442,444,000 respectively for the year ended 31 March 2019, and recorded contract assets and contract liabilities of HK$107,453,000 and HK$3,865,000 respectively as at 31 March 2019. The Group's revenue and costs of construction contracts are recognised based on output method by reference to the direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract. The value of the services transferred to customer to date is measured according to the progress certificates (by reference to the construction works certified by the customers or their agents). When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. These transactions require the management's estimation and judgement of the contract revenue, the contract costs and variation works which may have an impact on the construction contracts and the corresponding profit taken.	Our audit procedures in relation to construction contracts included the following: – Understood the basis of estimation of the budgets through discussion with the management who is responsible for the budgeting of the construction contracts, and evaluated the reasonableness of the estimated profit margins by taking into account of the profit margins of historical similar projects; – Inspected the key terms and conditions of construction contracts and verified the total contract revenue; – Assessed and checked, on a sample basis, the accuracy of the budgeted construction revenue by agreeing to contract sum or variation orders as set out in the construction contracts or the agreements entered with customers; – Selected, on a sample basis, the construction contracts to examine project managers' budget of the cost components to actual cost incurred, such as cost of materials, subcontracting charges and labour costs, etc. We compared the budgeted construction costs to supporting documents including but not limited to invoices, quotations and rate of labour costs, etc.; and – Evaluated the management's assessment on the revenue recognised of the construction contracts, on a sample basis, based on the latest progress certificates issued by the customers or their agents, including the certified contract work and variation orders, if any, and discussed with management and the respective project managers about the progress of the projects and cost incurred for work performed but not certified.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2019 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagements and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

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

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

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

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

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

We communicate with 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

Grant Thornton Hong Kong Limited
Certified Public Accountants
Level 12
28 Hennessy Road
Wanchai
Hong Kong

28 June 2019

Chan Tze Kit
Practising Certificate No.: P05707

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2019

	Notes	2019 HK$'000	2018 HK$'000
Revenue	5	400,056	367,220
Direct costs		(442,444)	(326,487)
Gross (loss)/profit		(42,388)	40,733
Other income	6	6,174	7,132
Administrative expenses		(30,478)	(25,496)
Finance costs	7	(1,106)	(746)
(Loss)/Profit before income tax	8	(67,798)	21,623
Income tax expense	9	(485)	(5,574)
(Loss)/Profit and total comprehensive (expenses)/income for the year attributable to equity holders of the Company		(68,283)	16,049
(Loss)/Earnings per share attributable to equity holders of the Company		HK cents	HK cents
Basic and diluted	11	(5.97)	1.78

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transitions method chosen, comparative information is not restated. See Note 3.

The notes on pages 39 to 89 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2019

	Notes	2019 HK$'000	2018 HK$'000
ASSETS AND LIABILITIES			
Non-current asset			
Property, plant and equipment	13	**23,332**	19,128
Current assets			
Trade and other receivables	14	**39,320**	77,688
Contract assets	16	**107,453**	–
Amounts due from customers for contract work	15	**–**	77,329
Tax recoverable		**1,544**	–
Cash and bank balances	17	**23,789**	10,995
		172,106	166,012
Current liabilities			
Trade and other payables	18	**52,497**	67,348
Bank borrowings	19	**26,483**	23,223
Obligations under finance leases	20	**3,668**	2,996
Contract liabilities	16	**3,865**	–
Amounts due to customers for contract work	15	**–**	2,362
Amount due to a director	21	**–**	1,687
Tax payable		**–**	2,401
		86,513	100,017
Net current assets		**85,593**	65,995
Total assets less current liabilities		**108,925**	85,123
Non-current liabilities			
Obligations under finance leases	20	**3,476**	817
Deferred tax liabilities	22	**2,523**	2,722
		5,999	3,539
Net assets		**102,926**	81,584
EQUITY			
Share capital	23	**12,000**	–
Reserves	24	**90,926**	81,584
Equity attributable to equity holders of the Company		**102,926**	81,584

Chan Siu Cheong
Director

Sin Ka Pong
Director

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transitions method chosen, comparative information is not restated. See Note 3.

The notes on pages 39 to 89 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2019

	Share capital HK$'000 (Note 23)	Share premium HK$'000 (Note 24)	Capital reserve HK$'000 (Note 24)	Retained earnings HK$'000	Total HK$'000
Balance at 1 April 2017	–	–	301	65,234	65,535
Profit and total comprehensive income for the year	–	–	–	16,049	16,049
Balance at 31 March 2018 and 1 April 2018	–	–	301	81,283	81,584
Share capitalisation issue (Note 23)	**9,000**	**(9,000)**	**–**	**–**	**–**
Issue of share capital (Note 23)	**3,000**	**86,625**	**–**	**–**	**89,625**
Loss and total comprehensive expenses for the year	**–**	**–**	**–**	**(68,283)**	**(68,283)**
Balance at 31 March 2019	**12,000**	**77,625**	**301**	**13,000**	**102,926**

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transitions method chosen, comparative information is not restated. See Note 3.

The notes on pages 39 to 89 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2019

	2019 HK$'000	2018 HK$'000
Cash flows from operating activities		
(Loss)/Profit before income tax	**(67,798)**	21,623
Adjustments for:		
Depreciation	**8,083**	8,993
Gain on disposal of property, plant and equipment	**(5,058)**	(2,143)
Finance costs	**1,106**	746
Provision for ECL allowance on contract assets	**1,727**	–
Operating (loss)/profit before working capital changes	**(61,940)**	29,219
Decrease in trade and other receivables	**38,368**	9,248
Increase in contract assets/amounts due from customers for contract work	**(31,851)**	(39,226)
Decrease in trade and other payables	**(14,851)**	(4,547)
Increase in contract liabilities/amounts due to customers for contract work	**1,503**	879
Decrease in amount due to a director	**(1,687)**	(6,866)
Cash used in operations	**(70,458)**	(11,293)
Income tax paid	**(4,629)**	(6,573)
Net cash used in operating activities	**(75,087)**	(17,866)
Cash flows from investing activities		
Purchase of property, plant and equipment	**(8,260)**	(3,933)
Proceeds from disposal of property, plant and equipment	**7,335**	3,977
Net cash (used in)/from investing activities	**(925)**	44
Cash flows from financing activities		
Proceeds from issuance of share capital (Note 23 (c))	**102,000**	–
Share issuance expense of Listing (Note 23 (c))	**(12,375)**	–
Proceeds from borrowings	**56,300**	25,372
Repayment of borrowings	**(53,040)**	(15,457)
Repayment of finance lease liabilities	**(2,973)**	(5,620)
Interest paid	**(1,106)**	(746)
Net cash from financing activities	**88,806**	3,549
Net increase/(decrease) in cash and cash equivalents	**12,794**	(14,273)
Cash and cash equivalents at the beginning of year	**10,995**	25,268
Cash and cash equivalents at end of year (Note 17)	**23,789**	10,995

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transitions method chosen, comparative information is not restated. See Note 3.

The notes on pages 39 to 89 are an integral part of these consolidated financial statements.

1. GENERAL INFORMATION AND BASIS OF PRESENTATION

1.1 General information

Affluent Foundation Holdings Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 2 June 2017. The address of the Company's registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's principal place of business is Unit 903–905, 9/F, The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, the New Territories, Hong Kong.

The Company is an investment holding company, and its subsidiaries (collectively referred to as the "Group") are principally engaged as subcontractor in the provision of services related to foundation works in Hong Kong.

The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 7 June 2018.

These consolidated financial statements for the year ended 31 March 2019 were approved for issue by the board of directors (the "Board") on 28 June 2019.

1.2 Reorganisation and basis of presentation

As at 31 March 2019, the Company's immediate and ultimate holding company is Oriental Castle Group Limited ("Oriental Castle"), a company incorporated in the British Virgin Islands (the "BVI") and owned by Mr. Chan Siu Cheong ("Mr. Chan") and Ms. Chu Wai Ling ("Ms. Chu"). Mr. Chan, Ms. Chu and Oriental Castle are collectively referred to as the controlling shareholders (the "Controlling Shareholders") of the Company.

Pursuant to a group reorganisation (the "Reorganisation") of the Company in connection with the listing of its shares on the Stock Exchange (the "Listing"), which was completed on 23 April 2018, the Company became the holding company of the companies now comprising the Group. Details of the Reorganisation are set out in the section headed "History, reorganisation and corporate structure – Reorganisation" in the Company's prospectus dated 23 May 2018 (the "Prospectus").

The consolidated financial statements have been prepared using the principles of merger accounting under Hong Kong Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as if the Company had always been the holding company of the Group and the current group structure had been in existence throughout both years presented, or since their respective dates of incorporation where this is a shorter period. The consolidated statement of financial position as at 31 March 2018 have 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 as at that date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in Note 3.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standard ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the HKICPA and the accounting principles generally accepted in Hong Kong, and the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

The consolidated financial statements have been prepared under the historical cost basis. The consolidated financial statements are presented in Hong Kong dollars ("HK$" or "HKD"), and all values are rounded to the nearest thousand (HK$'000), except where otherwise indicated.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies of the Group. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4 below.

2.2 Basis of consolidation

The consolidated financial statements incorporates the financial statements of the Company and all its subsidiaries made up to 31 March each year.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-company transactions, balances and unrealised gains and losses on transactions between group companies are eliminated. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Foreign currency translation

The financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

2.4 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Depreciation commences when the assets are ready for their intended use.

Depreciation is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Furniture, fixtures and equipment	15%
Plant and machinery	20%
Motor vehicles	25%
Leasehold improvements	Over the term of lease or 20%, whichever is shorter

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other costs, such as repairs and maintenance, are charged to profit or loss during the financial period in which they are incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Financial instruments

Recognition and derecognition

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

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets

Policy applicable from 1 April 2018

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with HKFRS 15, all financial assets are initially measured at fair value, in case of a financial asset not at fair value through profit or loss ("FVTPL"), plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the consolidated statement of profit or loss and other comprehensive income.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

– amortised cost;

– FVTPL; or

– fair value through other comprehensive income ("FVOCI").

The classification is determined by both:

– the entity's business model for managing the financial asset; and

– the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs or other income, except for expected credit losses ("ECL") of contract assets which is presented within administrative expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable from 1 April 2018 (Continued)

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

– they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and

– the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in other income in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and bank balances and trade and other receivables fall into this category of financial instruments.

Policy applicable before 1 April 2018

Financial assets are classified into loans and receivables. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Financial instruments (Continued)

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include obligations under finance leases, bank borrowings, trade and other payables and amount due to a director.

Financial liabilities (excluding obligations under finance leases) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL. Subsequently, financial liabilities (excluding obligations under finance leases) are measured at amortised cost using the effective interest method.

All interest-related charges are included within finance costs.

Obligations under finance leases

Obligations under finance leases are measured at initial value less the capital element of lease repayments (see Note 2.10).

Bank borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Trade and other payables and amount due to a director

Trade and other payables and amount due to a director are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Impairment of financial assets and contract assets

Policy applicable from 1 April 2018

HKFRS 9's impairment requirements use more forward-looking information to recognise ECL – the "ECL model". Instruments within the scope included loans and other debt-type financial assets measured at amortised cost, trade receivables and contract assets recognised and measured under HKFRS 15.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

– financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1") and

– financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

"Stage 3" would cover financial assets that have objective evidence of impairment at the reporting date.

"12-month ECL" are recognised for the Stage 1 category while "lifetime ECL" are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade receivables and contract assets

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at each reporting date. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. In calculating the ECL, the Group has established a provision matrix that is based on its historical credit loss experience and external indicators, adjusted for forward-looking factors specific to the debtors and the economic environment.

To measure the ECL, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and retention receivables, and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the ECL rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Impairment of financial assets and contract assets (Continued)

Policy applicable from 1 April 2018 (Continued)

Other financial assets measured at amortised cost

The Group measures the loss allowance for other receivables equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of default occurring since initial recognition.

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

- an actual or expected significant deterioration in the operating results of the debtor;

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

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

Detailed analysis of the ECL assessment of trade receivables, contract assets and other financial assets measured at amortised cost are set out in Note 30.3.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Impairment of financial assets and contract assets (Continued)

Policy applicable before 1 April 2018

At each reporting date, financial assets are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

– Significant financial difficulty of the debtor;

– A breach of contract, such as a default or delinquency in interest or principal payments;

– It becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

– Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and

– The disappearance of an active market for that financial asset because of financial difficulties.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the 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). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the 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 to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

Impairment losses on financial assets other than trade and retention receivables that are stated at amortised cost are written off against the corresponding assets directly. Where the recovery of trade and retention receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade and retention receivables is remote, the amount considered irrecoverable is written off against trade and retention receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of non-financial assets (other than contract assets)

Property, plant and equipment and the Company's investment in a subsidiary are subject to impairment testing. They are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Impairment losses recognised for cash-generating units are charged pro rata to the assets in the cash-generating unit, except the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

An impairment loss is reversed if there has been a favorable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

2.8 Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 2.13) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in Note 2.6 and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2.5).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 2.13). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2.5).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2.9 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments of such assets, are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges.

Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the time pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

2.12 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares (net of any related income tax benefit) are deducted from share premium to the extent they are incremental cost directly attributable to the equity transaction.

2.13 Revenue recognition

Revenue arises mainly from the provision of services related to foundation works in Hong Kong.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer

2. Identifying the performance obligations

3. Determining the transaction price

4. Allocating the transaction price to the performance obligations

5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Revenue recognition (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

Construction contracts

Revenue from construction contracts are recognised over time as the Group's performance creates and enhances an asset that the customer controls. The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services. The value of the services transferred to customer to date is measured according to the progress certificates (by reference to the construction works certified by the customers or their agents).

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

Interest income

Interest income is recognised on a time proportion basis using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

Rental income

Accounting policies for rental income are set out in Note 2.10.

2.14 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.16 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

(a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

(i) the same taxable entity; or

(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.17 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision maker for their decisions about resources allocation to the Group's business components for their review of the performance of those components.

2.18 Related parties

For the purposes of the consolidated financial statements, 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 if that person:

(i) has control or joint control of 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Related parties (Continued)

(b) the party is an entity and if 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 an associate or joint venture of a member of a group of which the other entity is a member);

(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); or

(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.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

3. ADOPTION OF NEW AND AMENDED HKFRSs

3.1 New and amended HKFRSs that are effective for annual periods beginning or after 1 April 2018

In the current year, the Group has applied for the first time the following new and amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 April 2018:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKFRS 1	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property
HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration

Other than as noted below, the adoption of the new and amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

HKFRS 9 "Financial Instruments"

HKFRS 9 replaces HKAS 39 "Financial Instruments: Recognition and Measurement". It makes major changes to the previous guidance on the classification and measurement of financial assets and introduces an "ECL model" for the impairment of financial assets.

When adopting HKFRS 9, the Group has applied the standard retrospectively to items that existed at 1 April 2018 in accordance with the transition requirement and also applied transitional relief and opted not to restate prior periods. Differences arising from the adoption of HKFRS 9 in relation to classification, measurement, and impairment are recognised in retained earnings.

The adoption of HKFRS 9 has impacted the following areas:

– the classification and measurement of the Group's financial assets. Trade and other receivables, cash and bank balances which were previously classified as "loans and receivables" under HKAS 39, are now classified at "financial assets measured at amortised cost" under HKFRS 9. There have been no changes to the classification or measurement of financial liabilities as a result of the application of HKFRS 9.

– HKFRS 9 replaces the "incurred loss" model in HKAS 39 with the ECL model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECL earlier than under the "incurred loss" accounting model in HKAS 39.

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

3.1 New and amended HKFRSs that are effective for annual periods beginning or after 1 April 2018 (Continued)

HKFRS 9 "Financial Instruments" (Continued)

The Group applies the new ECL model to the following items:

– financial assets measured at amortised cost (including cash and bank balances and trade and other receivables); and

– contract assets as defined in HKFRS 15.

For trade receivables and contract assets arising from HKFRS 15, the Group applies a simplified approach of recognising lifetime ECL as these items do not have a significant financing component. For other financial assets measured at amortised cost, the Group applies a general approach of recognising ECL.

As at 1 April 2018, no credit loss allowance has been recognised against retained earnings.

ECL

For further details on the Group's accounting policy for accounting for ECL, see Note 2.6.

HKFRS 15 "Revenue from Contracts with Customers"

HKFRS 15 "Revenue from Contracts with Customers" and the related "Clarifications to HKFRS 15 Revenue from Contracts with Customers" (hereinafter referred to as "HKFRS 15") replace HKAS 18 "Revenue", HKAS 11 "Construction Contracts", and several revenue-related Interpretations.

The Group has elected to use the cumulative effect transition method, with the cumulative effect of initial application recognised as an adjustment to the opening balance of retained earnings at 1 April 2018. Therefore, comparative information has not been restated and continues to be reported under HKASs 11 and 18.

In accordance with the transition guidance under HKFRS 15, the Group has only been applied to contracts that are incomplete as at 1 April 2018.

Summary of nature and effect of the changes on previous accounting policies are set out below:

Presentation of contract assets and liabilities

Previously, contract balances relating to construction contracts in progress were presented in the consolidated statement of financial position under "amounts due from customers for contract work" or "amounts due to customers for contract work".

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue (see Note 2.13) before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue.

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

3.1 New and amended HKFRSs that are effective for annual periods beginning or after 1 April 2018 (Continued)

HKFRS 15 "Revenue from Contracts with Customers" (Continued)

Presentation of contract assets and liabilities (Continued)

At the date of initial application of HKFRS 15, unbilled revenue of HK$77,329,000 arising from some of construction contracts are conditional and hence such balance was reclassified from "amounts due from customers for contract work" to "contract assets".

At the date of initial application, retention receivables of HK$30,983,000 arising from the construction contracts are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts, and such balance was reclassified from "trade and other receivables" to "contract assets".

Besides, receipt in advance from customers of HK$3,577,000 previously included in "trade and other payables" were reclassified to "contract liabilities".

The reclassification of HK$2,362,000 from "amounts due to customers for contract work" to "contract liabilities" under HKFRS 15 represented the Group's obligations to transfer to the customers of the services to which the assets relate and the Group has received consideration from the customers.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2018. Line items that were not affected by the changes have not been included.

	Carrying amount at 31 March 2018 under HKAS 11 and HKAS 18 HK$'000	Reclassification HK$'000	Carrying amount at 1 April 2018 under HKFRS 15 HK$'000
Current assets			
Trade and other receivables	77,688	(30,983)	46,705
Amounts due from customers for contract work	77,329	(77,329)	–
Contract assets	–	108,312	108,312
Current liabilities			
Amounts due to customers for contract work	2,362	(2,362)	–
Trade and other payables	67,348	(3,577)	63,771
Contract liabilities	–	5,939	5,939

The adoption of HKFRS 15 has no material impact on the Group's consolidated statement of profit or loss and other comprehensive income and the consolidated statement of cash flows.

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

3.2 Issued but not yet effective HKFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

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

1 Effective for annual periods beginning on or after 1 January 2019
2 Effective for annual periods beginning on or after 1 January 2020
3 Effective for annual periods beginning on or after 1 January 2021
4 Effective date not yet determined
5 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

The directors anticipate that all the relevant new and amended HKFRSs will be adopted in the Group's accounting policy for the first period beginning after the effective date of such standards. The Group is in the process of making an assessment of the impact of these new and amended HKFRSs upon initial application. Currently it has been considered that adoption of them is unlikely to have an impact on the Group's results of operations and financial position, except for the following:

HKFRS 16 Leases

HKFRS 16 "Leases" replaced HKAS 17 and three related Interpretations.

As disclosed in Note 2.10, currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessee.

Once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease, the lessee will recognise and measure a "lease liability" at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee would recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

3.2 Issued but not yet effective HKFRSs (Continued)

HKFRS 16 Leases (Continued)

HKFRS 16 will primarily affect the Group's accounting as a lessee of premises which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidated statement of profit or loss and other comprehensive income over the period of the lease.

HKFRS 16 is effective for annual periods beginning on or after 1 April 2019. As allowed by HKFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application.

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 on 1 April 2019 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019. Comparative information will not be restated. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets and not to perform a full review of existing leases and apply HKFRS 16 only to new contracts. Furthermore, the Group plans to use the practical expedient to account for leases for which the lease term ends within 12 months from the date of initial application as short-term lease.

As disclosed in Note 26, as at 31 March 2019, the Group's future minimum lease payments under non-cancellable operating leases amount to HK$195,000 for premises, the majority of which is payable within one year after the reporting date.

The Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's financial statements from 2019 onwards.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

(a) Construction contracts

As explained in Notes 2.8 and 2.13, revenue recognition on a project is dependent on management's estimation of the total outcome of the construction contracts, with reference to the progress certificates issued by the customers and their agents. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders, prepared for each construction contract as the contract progresses. 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 budgeted construction costs by comparing the budgeted amounts to the actual costs incurred. When the outcome of a construction contract cannot be estimated reliably (uncertified work or unagreed income), contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Significant judgement is required in estimating the contract revenue, contract costs and variation works which may have an impact on progress of the construction contracts and the corresponding profit taken.

Management exercised their judgements and estimated based on contract costs and revenues with reference to the latest available information, which includes detailed contract sum and works performed. In many cases the results reflect the expected outcome of long-term contractual obligations which span more than one reporting period. Contract costs and revenues are affected by a variety of uncertainties that depend on the outcome of future events and often need to be revised as events unfold and uncertainties are resolved. The estimates of contract costs and revenues are updated regularly and significant changes are highlighted through established internal review procedures. In particular, the internal reviews focus on the timing and recognition of payments and the age and recoverability of any uncertified work and unagreed income from variations to the contract scope or claims. The impact of the changes in accounting estimates is then reflected in the ongoing results.

Details of contract assets and liabilities are disclosed in Note 16.

(b) Estimation of impairment of trade and other receivables and contract assets within the scope of ECL upon application of HKFRS 9

Since the initial adoption of HKFRS 9, the Group makes allowances on items subject to ECL (including trade and other receivables and contract assets) based on assumptions about risk of default and expected loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period as set out in Note 2.6. The carrying amounts of trade and other receivables and contract assets at the reporting date is set out in Notes 14 and 16 to the consolidated financial statements.

Before the adoption of HKFRS 9, the Group assesses at the end of each reporting period whether there is any objective evidence that trade and other receivables are impaired. In determining whether there is objective evidence of impairment, the Group takes into consideration the credit history of the customers and the current market condition. Management reassesses the adequacy of provision on a regular basis by reviewing the individual account based on past credit history and any prior knowledge of debtor insolvency or other credit risk which might not be easily accessible public information and market volatility might bear a significant impact which might not be easily ascertained.

When the actual future cash flows are different from expected, such difference will impact the carrying amount of trade receivables and other receivables and contract assets within the scope of ECL upon application of HKFRS 9/other financial instruments before application of HKFRS 9 and credit losses in the periods in which such estimate has been changed.

5. REVENUE AND SEGMENT INFORMATION

The Group's principal activities are disclosed in Note 1.1 to the consolidated financial statements.

	2019 HK$'000	2018 HK$'000
Contracting revenue	**400,056**	367,220

All revenue represents the contracting revenue arising from provision of services related to foundation works.

The chief operating decision-maker has been identified as the executive directors of the Company. The directors regard the Group's business of foundation works as a single operating segment and review the overall result of the Group as a whole to make decision about resources allocation. Accordingly, no segment analysis information is presented.

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are principally attributable to a single geographical region, which is Hong Kong.

Revenue from customers which individually contributed over 10% of the Group's revenue is as follows:

	2019 HK$'000	2018 HK$'000
Customer A	**178,236**	98,444
Customer B	**83,190**	N/A*
Customer C	**61,504**	N/A*
Customer D	**62,185**	61,449
Customer E	**N/A***	99,734

* The corresponding revenue does not contribute over 10% of total revenue of the Group.

The disaggregation of revenue from contracts with customers is as follows:

	2019 HK$'000	2018 HK$'000
By types of projects:		
Private sector projects	**274,355**	173,415
Public sector projects	**125,701**	193,805
	400,056	367,220

6. OTHER INCOME

	2019 HK$'000	2018 HK$'000
Gain on disposal of property, plant and equipment	**5,058**	2,143
Machinery rental income	**–**	2,580
Sundry income	**1,116**	2,409
	6,174	7,132

7. FINANCE COSTS

	2019 HK$'000	2018 HK$'000
Bank loans interest wholly repayable within five years	**999**	405
Finance charge on obligations under finance leases	**107**	341
	1,106	746

8. (LOSS)/PROFIT BEFORE INCOME TAX

		2019 HK$'000	2018 HK$'000
(Loss)/Profit before income tax is stated after charging:			
(a)	Staff costs (including directors' emoluments (Note 12(a))) (Note (i))		
	– Salaries, wages and other benefits	**98,971**	65,932
	– Contributions to defined contribution retirement plans	**2,937**	2,060
		101,908	67,992
(b)	Other items		
	Depreciation, included in:		
	Direct costs		
	– Owned assets	**5,286**	4,641
	– Leased assets	**1,477**	2,808
	Administrative expenses		
	– Owned assets	**1,320**	565
	– Leased assets	**–**	979
		8,083	8,993
	Subcontracting charges (included in direct costs)	**153,675**	65,242
	Auditor's remuneration	**940**	730
	Operating lease charges in respect of premises	**1,434**	1,667
	Listing expenses	**5,103**	11,259
	Donation	**1,000**	–
	Provision of ECL allowance on contract assets	**1,727**	–

Note:

(i) Staff costs (including directors' emoluments)

	2019 HK$'000	2018 HK$'000
Direct costs	**90,301**	60,903
Administrative expenses	**11,607**	7,089
	101,908	67,992

9. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit for the year ended 31 March 2019 (2018: 16.5%).

	2019 HK$'000	2018 HK$'000
Provision for Hong Kong Profits Tax		
– Current tax	**734**	6,007
– Over provision in the prior years	**(50)**	–
	684	6,007
Deferred tax (Note 22)	**(199)**	(433)
	485	5,574

Reconciliation between income tax expense and accounting (loss)/profit at applicable tax rate:

	2019 HK$'000	2018 HK$'000
(Loss)/Profit before income tax	**(67,798)**	21,623
Tax at Hong Kong Profits Tax rate of 16.5% (2018: 16.5%)	**(11,187)**	3,568
Tax effect of non-taxable income	**(3)**	–
Tax effect of non-deductible expenses	**1,648**	2,006
Tax effect of unrecognised temporary differences	**(68)**	–
Tax effect of unrecognised tax losses	**10,145**	–
Over provision in respect of prior years	**(50)**	–
Income tax expense	**485**	5,574

10. DIVIDENDS

The Board does not recommend the payment of a dividend for the year ended 31 March 2019 (2018: nil).

11. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share attributable to equity holders of the Company is based on the following:

	2019	2018
(Loss)/Earnings		
(Loss)/Profit for the year attributable to equity holders of the Company (in HK$'000)	**(68,283)**	16,049
Number of shares		
Weighted average number of ordinary shares	**1,144,109,589**	900,000,000
Basic (loss)/earnings per share (in HK cents)	**(5.97)**	1.78

The weighted average number of ordinary shares used to calculate the basic loss per share for the year ended 31 March 2019 includes (i) 900,000,000 ordinary shares immediately after the capitalisation issue, as if all these shares had been in issue since 1 April 2017 and throughout the years ended 31 March 2018 and 2019; and (ii) 244,109,589 ordinary shares, representing the weighted average of 300,000,000 new ordinary shares issued pursuant to the public offer and placing of shares of the Company (the "Share Offer") (Note 23(c)).

The weighted average number of ordinary shares used to calculate the basic earnings per share for the year ended 31 March 2018 includes (i) 1 ordinary share in issue as at 31 March 2018; (ii) 9,999 ordinary shares issued on 23 April 2018 as part of the Reorganisation; and (iii) 899,990,000 ordinary shares issued on 7 June 2018 pursuant to the capitalisation issue, as if all these shares had been in issue since 1 April 2017 and throughout the year ended 31 March 2018.

(b) Diluted (loss)/earnings per share

There were no dilutive potential ordinary shares outstanding during the years ended 31 March 2019 and 2018 and therefore, diluted (loss)/earnings per share equals to basic (loss)/earnings per share.

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' and chief executive's emoluments, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Fees HK$'000	Salaries, allowances, and benefits in kind HK$'000	Discretionary bonuses HK$'000	Retirement scheme contributions HK$'000	Total HK$'000
Year ended 31 March 2019					
Executive directors:					
Mr. Chan Siu Cheong (Note (i))	**1,100**	**454**	**–**	**–**	**1,554**
Mr. Sin Ka Pong (Note (ii))	**850**	**170**	**85**	**18**	**1,123**
Independent non-executive directors:					
Mr. Cheung Kwok Yan Wilfred (Note (iii))	**150**	**–**	**–**	**–**	**150**
Mr. Lau Leong Ho (Note (iii))	**150**	**–**	**–**	**–**	**150**
Mr. Ho Chi Wai (Note (iii))	**150**	**–**	**–**	**–**	**150**
	2,400	**624**	**85**	**18**	**3,127**
Year ended 31 March 2018					
Directors:					
Mr. Chan Siu Cheong (Note (i))	–	96	–	–	96
Mr. Sin Ka Pong (Note (ii))	–	1,127	–	18	1,145
	–	1,223	–	18	1,241

(i) Mr. Chan Siu Cheong was appointed as a director of the Company on 2 June 2017 and was re-designated as an executive director, the chairman of the board of directors and the chief executive officer of the Company on 14 May 2018.

(ii) Mr. Sin Ka Pong were appointed as a director of the Company on 2 June 2017 and was re-designated as an executive director of the Company on 14 May 2018.

(iii) The independent non-executive directors, Mr. Ho Chi Wai, Mr. Cheung Kwok Yan Wilfred and Mr. Lau Leong Ho were appointed as directors of the Company on 13 May 2018. During the year ended 31 March 2018, the independent non-executive directors have not yet been appointed and have not received any directors' remuneration in the capacity of independent non-executive directors.

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) (Continued)

(iv) The emoluments shown above represent emoluments received by the directors in their capacity as a/an director/employee of the companies comprising the Group during the years ended 31 March 2019 and 2018.

(v) For the years ended 31 March 2019 and 2018, no emoluments were paid by the Group to the above directors as an inducement to join or upon joining the Group or as compensation for loss of office as a director or management of any members of the Group.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2018: one) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2018: four) individuals during the year are as follows:

	2019 **HK$'000**	2018 HK$'000
Salaries, fee and allowances	**2,570**	3,006
Retirement scheme contributions	**54**	72
	2,624	3,078

The emoluments fell within the following bands:

	2019	2018
Emolument bands:		
HK$nil – HK$1,000,000	**2**	4
HK$1,000,001 – HK$2,000,000	**1**	–

For the years ended 31 March 2019 and 2018, no emoluments were paid by the Group to the above highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office as a director or management of any members of the Group.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2018: nil).

13. PROPERTY, PLANT AND EQUIPMENT

	Furniture, fixtures and equipment HK$'000	Plant and machinery HK$'000	Motor vehicles HK$'000	Leasehold improvements HK$'000	Total HK$'000
At 1 April 2017					
Cost	904	61,910	8,465	713	71,992
Accumulated depreciation	(653)	(40,819)	(5,103)	(275)	(46,850)
Net book amount	251	21,091	3,362	438	25,142
Year ended 31 March 2018					
Opening net book amount	251	21,091	3,362	438	25,142
Additions	200	4,303	310	–	4,813
Disposals	–	(1,455)	(379)	–	(1,834)
Depreciation	(107)	(7,539)	(1,204)	(143)	(8,993)
Net book amount	344	16,400	2,089	295	19,128
At 31 March 2018 and 1 April 2018					
Cost	1,104	59,889	7,649	713	69,355
Accumulated depreciation	(760)	(43,489)	(5,560)	(418)	(50,227)
Net book amount	344	16,400	2,089	295	19,128
Year ended 31 March 2019					
Opening net book amount	**344**	**16,400**	**2,089**	**295**	**19,128**
Additions	**13**	**13,711**	**840**	**–**	**14,564**
Disposals	**–**	**(2,277)**	**–**	**–**	**(2,277)**
Depreciation	**(105)**	**(6,853)**	**(1,045)**	**(80)**	**(8,083)**
Net book amount	**252**	**20,981**	**1,884**	**215**	**23,332**
At 31 March 2019					
Cost	**1,117**	**71,323**	**8,489**	**713**	**81,642**
Accumulated depreciation	**(865)**	**(50,342)**	**(6,605)**	**(498)**	**(58,310)**
Net book amount	**252**	**20,981**	**1,884**	**215**	**23,332**

As at 31 March 2019, the Group's plant and machinery of HK$10,203,000 (2018: HK$6,640,000) are held under finance leases (Note 20).

14. TRADE AND OTHER RECEIVABLES

	2019 HK$'000	2018 HK$'000
Trade receivables	14,290	22,159
Retention receivables	–	30,983
Other receivables and prepayments	23,895	23,346
Utility and other deposits	1,135	1,200
	39,320	77,688

The directors of the Group consider that the fair values of trade and other receivables are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

Trade receivables

The Group usually provide customers with a credit term of 30 to 45 days. For the settlement of trade receivables from provision of construction services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgment and experience of the management.

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers because these customers consists of a large number of customers which share common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. Based on the judgement of the management of the Group, the exposure to credit risk and ECL for trade receivables assessed collectively based on the provision matrix is negligible at 31 March 2019 and 1 April 2018.

The loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. Details of impairment assessment of trade and other receivables for the year ended 31 March 2019 are set out in Note 30.3.

Based on the invoice dates, the ageing analysis of the trade receivables was as follows:

	2019 HK$'000	2018 HK$'000
0 – 30 days	2,952	15,411
31 – 60 days	1,658	4,127
61 – 90 days	500	–
Over 90 days	9,180	2,621
	14,290	22,159

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

	2019 HK$'000	2018 HK$'000
Contract costs incurred plus recognised profits less recognised losses	–	751,261
Less: progress billings	–	(676,294)
Contract work-in-progress	–	74,967
Analysed for reporting purposes as:		
Amounts due from customers for contract work	–	77,329
Amounts due to customers for contract work	–	(2,362)
	–	74,967

The gross amounts due from/(to) customers for contract work are expected to be recovered/settled within one year.

As at 1 April 2018, the "amounts due from customers for contract work" of HK$77,329,000 were reclassified to "contract assets" and the "amounts due to customers for contract work" of HK$2,362,000 were reclassified to "contract liabilities" (Note 3.1).

16. CONTRACT ASSETS/CONTRACT LIABILITIES

16.1 Contract assets

	2019 HK$'000	2018 HK$'000
Unbilled revenue (Note (a))	69,743	–
Retention receivables (Note (b))	39,437	–
Less: ECL allowance (Note (c))	(1,727)	–
	107,453	–

* Upon the adoption of HKFRS 15, as at 1 April 2018, amounts of the unbilled revenue of HK$77,329,000 and retention receivables of HK$30,983,000 previously included as "Amounts due from customers for contract work" and "Trade and other receivables" respectively, were reclassified to "Contract assets" (Note 3.1).

Notes:

(a) Unbilled revenue

Unbilled revenue represents the Group's right to receive consideration for work completed and not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.

(b) Retention receivables

Retention receivables included in contract assets represents the Group's right to consideration for work performed and not yet billed because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group.

(c) ECL allowance

As at 1 April 2018, no ECL allowance has been recognised against retained earnings. The Group applies simplified approach to provide for ECL prescribed in HKFRS 9. Provision for ECL allowance have been included in "administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

The movements in the ECL allowance (2018: loss allowance) of contract assets are as follows:

	2019 HK$'000	2018 HK$'000
At the beginning of the year	–	–
Provision for ECL allowance recognised during the year	1,727	–
At the end of the year	1,727	–

As at 31 March 2019, the gross amount of contract assets are expected to be recovered within one year is HK$4,293,000, whereas amounts expected to be recovered over one year is HK$104,887,000. The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

During the year ended 31 March 2019, transfers from contract assets recognised at the beginning of the year to receivables are HK$24,588,000.

The loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. Details of impairment assessment of contract assets for the year ended 31 March 2019 are set out in Note 30.3.

16. CONTRACT ASSETS/CONTRACT LIABILITIES (Continued)

16.2 Contract liabilities

	2019 HK$'000	2018 HK$'000
Contract liabilities arising from construction contracts from billings in advance of performance	3,865	–

Notes:

The Group has initially applied HKFRS 15 using the cumulative effect transition method and adjusted the opening balances as at 1 April 2018.

Upon the adoption of HKFRS 15, amounts of HK$2,362,000 and HK$3,577,000 previously included as "Amounts due to customers for contract work" and "Accruals and other payables" under "Trade and other payables" respectively were reclassified to contract liabilities.

All of the contract liabilities is expected to be recovered/settled within one year.

Movements in contract liabilities

	HK$'000
Balance at 1 April 2018	5,939
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(2,518)
Increase in contract liabilities as a result of billing in advance of construction activities	444
Balance at 31 March 2019	3,865

Unsatisfied long-term construction contracts

The transaction price allocated to the remaining unsatisfied or partially satisfied performance obligations as at 31 March 2019 are as follows:

	2019 HK$'000
Within one year	225,310
More than one year	133,773
	359,083

17. CASH AND BANK BALANCES

	2019 HK$'000	2018 HK$'000
Cash at banks	**23,789**	10,995

18. TRADE AND OTHER PAYABLES

	2019 HK$'000	2018 HK$'000
Trade payables (Note (a))	**20,545**	40,659
Retention payables	**13,743**	7,180
Accruals and other payables (Note (c))	**18,209**	19,509
	52,497	67,348

Notes:

(a) (i) The Group is usually granted by suppliers with a credit term of 30 days.

(ii) As at 31 March 2019, included in trade payables of HK$1,650,000 was related party balance: Kam Lung Transport Co., which is a sole proprietorship established by Mr. Tsang Leung Lung, who is also the brother-in-law of Mr. Chan.

The ageing analysis of trade payables based on the invoice date is as follows:

	2019 HK$'000	2018 HK$'000
0 – 30 days	**4,587**	17,173
31 – 60 days	**2,793**	7,546
61 – 90 days	**1,753**	1,742
Over 90 days	**11,412**	14,198
	20,545	40,659

(b) The carrying values of the Group's trade payables and accruals and other payables are considered to be a reasonable approximation of fair value. As at 31 March 2019, included in trade and other payables of HK$8,622,000 were expected to be repayable over one year. The Group classifies as current because the Group expects to realise them in its normal operating cycle.

(c) Upon initial adoption of HKFRS 15, as at 1 April 2018, receipt in advance from customers of HK$3,577,000 previously included in "Accruals and other payables" were reclassified to "Contract liabilities" (Note 3.1).

19. BANK BORROWINGS

At 31 March 2019 and 2018, the secured bank loans were repayable as follows:

	2019 HK$'000	2018 HK$'000
Carrying amount repayable (Note (e))		
Within one year	**26,483**	21,040
In the second year	**–**	2,183*
Bank borrowings – current liabilities	**26,483**	23,223

* Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause which is shown under current liabilities.

(a) As at 31 March 2019, the bank loans are interest-bearing at 2.5% to 5.13% (2018: 2.2% to 5.5%) per annum.

(b) As at 31 March 2019, the banking facilities of the Group, of which HK$26,483,000 (2018: HK$23,223,000) were utilised for bank borrowings, and HK$2,403,000 (2018: HK$5,744,000) were utilised for surety bonds given by a bank in favour of a customer of the Group, were secured by:

(1) Life insurance;

(2) Blanket counter indemnity granted by the Group; and

(3) Unlimited corporate guarantee from the Company.

As at 31 March 2018, the banking facilities of the Group, were secured by:

(1) Personal guarantee given by Mr. Chan**;

(2) Cross corporate guarantee given between HCC Foundations and HCC Transportation**; and

(3) All monies legal charge over the property with Mr. Chan as the mortgagor**.

** These securities were released during the year ended 31 March 2019.

(c) The surety bonds were given as security for the due performance and observance of the Group's obligation under the contracts entered into between the Group and the customer. If the Group fails to provide the satisfactory performance to the customer to whom surety bonds have been given, such customer may demand the bank to pay to it the sum or sums stipulated in such demand. The Group will then become liable to compensate such bank accordingly. The surety bonds will be released upon completion of the contract work.

(d) Bank loans contain a repayment on demand clause and are therefore classified as current liabilities. None of the portion of bank loans due from repayment after one year is expected to be settled within one year.

(e) The amounts are based on the scheduled repayment dates set out in the loan agreements.

20. OBLIGATIONS UNDER FINANCE LEASES

The analysis of the Group's obligations under finance leases is as follows:

	2019 HK$'000	2018 HK$'000
Total minimum lease payments:		
Due within one year	3,897	3,094
Due in the second to fifth year	3,555	841
	7,452	3,935
Future finance charges	(308)	(122)
Present value of lease obligations	7,144	3,813

	2019 HK$'000	2018 HK$'000
Present value of minimum lease payment:		
Due within one year	3,668	2,996
Due in the second to fifth year	3,476	817
	7,144	3,813
Less: Portion due within one year Included under current liabilities	(3,668)	(2,996)
Portion due after one year included under non-current liabilities	3,476	817

The Group has entered into finance leases for plant and machinery and motor vehicles. These lease periods are for one to two years (2018: one to three years). At the end of the lease term, the Group has the option to purchase the leased assets at a price that is expected to be sufficiently lower than the fair value of the leased asset at the end of the lease. None of the leases including contingent rentals. The effective interest rate on these finance leases was 4.26% to 6.60% for the year ended 31 March 2019 (2018: 2.30% to 10.20%).

Obligations under finance leases are effectively secured by the underlying assets at the rights to the leased assets would be converted to the lessor in the event of default by repayment by the Group.

21. AMOUNT DUE TO A DIRECTOR

Particulars of amount due to a director as follows:

	2019 HK$'000	2018 HK$'000
Mr. Chan	–	1,687

The amount due to a director is non-trade in nature. The amount due is unsecured, non-interest bearing and repayable on demand.

22. DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method using taxation rate of 16.5% in Hong Kong.

The movement in deferred tax (assets)/liabilities and recognised in the consolidated statement of the financial position during the year ended 31 March 2019 and 2018 are as follows:

	Accelerated tax depreciation HK$'000	Others HK$'000	Total HK$'000
As at 1 April 2017	3,155	–	3,155
Credited to profit or loss (Note 9)	(433)	–	(433)
As at 31 March 2018 and 1 April 2018	2,722	–	2,722
(Credited)/Charged to profit or loss (Note 9)	86	(285)	(199)
As at 31 March 2019	**2,808**	**(285)**	**2,523**

As at 31 March 2019, the unrecognised deferred tax assets amounting to HK$10,145,000 (2018: nil). As at 31 March 2019, the unrecognised deferred tax liabilities amounting to HK$68,000 (2018: nil). The unrecognised temporary differences on depreciation and unrecognised tax losses are HK$412,000 (2018: nil) and HK$61,485,000 (2018: nil) respectively.

23. SHARE CAPITAL

	Number of shares	HK$'000
Authorised:		
Ordinary shares of HK$0.01 each upon incorporation on 2 June 2017 (Note a)	10,000,000	100
As at 31 March 2018 and 1 April 2018	10,000,000	100
Increase of authorised share capital (Note (b)(ii))	3,990,000,000	39,900
As at 31 March 2019	**4,000,000,000**	**40,000**
Issued:		
Ordinary shares of HK$0.01 each upon incorporation on 2 June 2017 (Note a)	1	–
As at 31 March 2018 and 1 April 2018	1	–
Transfer to issued and fully paid upon Reorganisation (Note (b)(i))	(1)	–
As at 31 March 2019	**–**	**–**
Fully paid:		
Ordinary shares of HK$0.01 each upon incorporation on 2 June 2017 (Note a)	–	–
As at 31 March 2018 and 1 April 2018	–	–
Transfer from issued but not paid upon Reorganisation (Note (b)(i))	1	–
Issuance of shares (Note (b)(i))	9,999	–
Issuance of shares pursuant to the capitalisation issue (Note (b)(iii))	899,990,000	9,000
Issuance of shares pursuant to the share offer (Note (c))	300,000,000	3,000
As at 31 March 2019	**1,200,000,000**	**12,000**

23. SHARE CAPITAL (Continued)

(a) The Company was incorporated in the Cayman Islands as an exempted company under the Company Law of the Cayman Islands with limited liability on 2 June 2017 with an initial authorised share capital of HK$100,000 divided into 10,000,000 ordinary shares of HK$0.01 each. One nil-paid share was issued upon incorporation.

(b) As part of the Reorganisation for the Listing:

(i) On 23 April 2018, 9,999 new ordinary shares and the one issued ordinary share were credited as fully paid.

(ii) On 14 May 2018, the authorised share capital was increased from HK$100,000 divided into 10,000,000 ordinary shares of par value HK$0.01 each to HK$40,000,000 divided into 4,000,000,000 ordinary shares of par value HK$0.01 each, by the creation of an additional 3,990,000,000 shares.

(iii) On 7 June 2018, 899,990,000 new ordinary shares of par value of HK$8,999,900 were issued and credited as fully paid pursuant to the capitalisation issue.

(c) On 7 June 2018, 300,000,000 new ordinary shares of par value of HK$3,000,000 were issued at a price of HK$0.34 per share and credited as fully paid pursuant to the Share Offer as detailed in the Prospectus. The gross proceeds amounted to HK$102,000,000 and the listing costs directly attributable to the issue of shares amounted to HK$12,375,000. The remaining proceeds amounted to HK$86,625,000 were credited to the Company's share premium account.

24. RESERVES

(a) Share premium

The share premium represents the difference between the par value of the shares of the Company and net proceeds received from the issuance of the shares of the Company.

(b) Capital reserve

Capital reserve as at 31 March 2019 and 31 March 2018 represents the aggregate of the paid up share capital of the subsidiaries comprising the Group arising from the reorganisation for the purpose of listing of the Company's shares on the Stock Exchange.

25. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	At 31 March 2019 HK$'000	At 31 March 2018 HK$'000
ASSETS AND LIABILITIES			
Non-current asset			
Investment in a subsidiary		–	–
Current assets			
Prepayments		353	491
Amount due from subsidiaries		51,886	–
Cash and bank balances		14,413	–
		66,652	491
Current liabilities			
Accruals		975	–
Amount due to a related company		–	14,538
		975	14,538
Net current assets/(liabilities)		65,677	(14,047)
Net assets/(liabilities)		65,677	(14,047)
EQUITY			
Share capital	23	12,000	–
Reserves		53,677	(14,047)
Total equity/(Capital deficiency)		65,677	(14,047)

Chan Siu Cheong
Director

Sin Ka Pong
Director

25. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

The movement of the Company's reserves are as follows:

	Share premium HK$'000	Accumulated losses HK$'000	Total HK$'000
Balance at 2 June 2017 (date of incorporation)	–	–	–
Loss and total comprehensive expenses for the period	–	(14,047)	(14,047)
Balance at 31 March 2018 and 1 April 2018	–	(14,047)	(14,047)
Share capitalisation issue (Note 23(b)(iii))	(9,000)	–	(9,000)
Issue of share capital (Note 23(c))	86,625	–	86,625
Loss and total comprehensive expenses for the year	–	(9,901)	(9,901)
Balance at 31 March 2019	**77,625**	**(23,948)**	**53,677**

As at 31 March 2019, the distributable reserves of the Company amounting to HK$53,677,000 (2018: nil).

26. OPERATING LEASE COMMITMENTS

As lessee

At 31 March 2019, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

	2019 HK$'000	2018 HK$'000
Within one year	**195**	1,380
In the second to fifth years	**–**	195
	195	1,575

The Group is the lessee in respect of premises under operating leases. The leases typically run for an initial period of one to three years. The leases do not include contingent rentals.

27. RELATED PARTY TRANSACTIONS

In addition to the balances and transactions detailed elsewhere in the consolidated financial statements, the Group had the following related party transactions during the year ended 31 March 2019.

(a) Key management personnel remuneration

The emoluments of the directors and senior management of the Company, who represent the key management personnel during the year ended 31 March 2019 are as follows:

	2019 HK$'000	2018 HK$'000
Salaries, fee and allowances	**4,920**	2,344
Discretionary bonuses	**275**	–
Retirement benefit scheme contributions	**88**	55
	5,283	2,399

(b) Material related party transactions

Name of related party	Nature	2019 HK$'000	2018 HK$'000
Kam Lung Transport Co. (Note (a))	Transportation expense for construction waste disposal	**14,529**	10,900
Ms. Chan Sze Nga (Note (b))	Salary and allowances	**910**	910
Ms. Chan Mei Po (Note (c))	Salary and allowances	**585**	551
Mr. Tsang Ue Sum (Note (d))	Salary and allowances	**392**	364
Ms. Chan Mei Lei (Note (e))	Salary and allowances	**400**	–

Notes:

(a) Kam Lung Transport Co. is a sole proprietorship established by Mr. Tsang Leung Lung, who is also the brother-in-law of Mr. Chan. These related party transactions constitute continuing connected transactions under the Listing Rules.

(b) Ms. Chan Sze Nga is the daughter of Mr. Chan and the niece of Mr. Tsang Leung Lung.

(c) Ms. Chan Mei Po is the niece of Mr. Chan.

(d) Mr. Tsang Ue Sum is the nephew of Mr. Chan and the son of Mr. Tsang Leung Lung.

(e) Ms. Chan Mei Lei is the niece of Mr. Chan.

28. CONTINGENT LIABILITIES

As at 31 March 2019, the Group has been involved in a number of claims, litigations and potential claims against the Group, as a subcontractor, in relation to work-related injuries and non-compliances. The potential claims and litigations against the Group are insured by main contractor's insurance policy. The directors are of the opinion that the claims and litigations are not expected to have a material impact on the consolidated financial statements, and the outcome for potential claims is uncertain. Accordingly, no provision has been made as at 31 March 2019 and during the year ended 31 March 2019.

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliations of liabilities arising from financing activities

Reconciliations of liabilities arising from financing activities for the year ended 31 March 2019 are as follows:

	As at 1 April 2018 HK$'000	**Cash flows HK$'000**	**Non-cash changes New leases HK$'000**	**As at 31 March 2019 HK$'000**
Bank borrowings	**23,223**	**3,260**	**–**	**26,483**
Obligations under finance leases	**3,813**	**(2,973)**	**6,304**	**7,144**
	27,036	**287**	**6,304**	**33,627**

	As at 1 April 2017 HK$'000	Cash flows HK$'000	Non-cash changes New leases HK$'000	As at 31 March 2018 HK$'000
Bank borrowings	13,308	9,915	–	23,223
Obligations under finance leases	8,553	(5,620)	880	3,813
	21,861	4,295	880	27,036

(b) Non-cash transaction

For the year ended 31 March 2019, the Group entered into finance lease arrangements in respect of plant and machinery and motor vehicles with a total capital value at the inception of the leases of HK$6,304,000 (2018: HK$880,000) which were directly settled by financial institutions to the sellers of plant and machinery.

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include interest rate risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the board of directors.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

30.1 Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and liabilities:

	2019 HK$'000	2018 HK$'000
Financial assets		
Financial assets at amortised cost:		
– Trade and other receivables	**34,790**	–
– Cash and bank balances	**23,789**	–
Loans and receivables:		
– Trade and other receivables	**–**	70,034
– Cash and bank balances	**–**	10,995
	58,579	81,029

	2019 HK$'000	2018 HK$'000
Financial liabilities		
At amortised costs:		
– Trade and other payables	**52,497**	63,771
– Bank borrowings	**26,483**	23,223
– Obligations under finance leases	**7,144**	3,813
– Amount due to a director	**–**	1,687
	86,124	92,494

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

30.2 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. Borrowings and obligations under finance leases bearing variables rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively and the exposure to the Group is considered immaterial.

The change in interest rate will affect the net profit of the Group. As at 31 March 2019, it is estimated that if there was a decrease/increase of 1% (2018: 1%) in interest rate, with all other variable remaining constant, the Group's consolidated equity and (loss)/profit after tax would have decreased/increased (2018: increased/decreased) by approximately HK$281,000 (2018: HK$228,000). The 1% increase or decrease represents the reasonable possible change in interest rates over the period until the next annual balance sheet date. The sensitivity analysis was performed on the same basis for the year ended 31 March 2018.

The exposure to interest rate risk for the Group bank balances is considered immaterial.

30.3 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations and from its investing activities.

The Group's maximum exposure to credit risk is limited to the carrying amounts of the financial assets at each reporting date as detailed in Note 30.1.

At 31 March 2019, the Group has concentration of credit risk as 64% and 90% (2018: 28% and 88%) of the total trade receivables were due from the Group's largest customer and five largest customers respectively. At 31 March 2019, the aggregate amounts of trade receivables from the Group's largest customer and five largest customers amounted to HK$9,180,000 and HK$12,790,000 respectively (2018: HK$12,552,000 and HK$19,575,000 respectively) of the Group's total trade receivables. The Group does not hold any collateral from its debtors.

Effective on 1 April 2018

In respect of trade and other receivables and contract assets, individual credit evaluations are performed on all customers and counterparties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as well as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivable and contract asset balance at the end of each reporting period to ensure adequate impairment losses are made for irrecoverable amounts.

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

30.3 Credit risk (Continued)

Effective on 1 April 2018 (Continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Internal credit rating, actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations, actual or expected significant changes in the operating results of the borrower and significant changes in the expected performance and behaviour of the borrower including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower are indicators to be incorporated.

(i) Trade receivables and contract assets

The Group applies the simplified approach to providing for ECL prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for all trade receivables and contract assets.

The Group assesses ECL under HKFRS 9 on trade receivables based on the analysis of credit risk with customers which share common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. Based on the judgement of the management of the Group, the exposure to credit risk and ECL for trade receivables are assessed to be negligible at 31 March 2019 and 1 April 2018.

The loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

Contract assets are related to unbilled revenue and retention receivables which have substantially the same risk characteristics as the trade receivables for the same type of contract. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Contract assets are assessed for ECL which are based on customers which share common risk characteristics or individually, with loss allowance amounting to HK$1,727,000 at 31 March 2019. At 1 April 2018, the exposure to credit risk and ECL for contract assets are assessed to be negligible.

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

30.3 Credit risk (Continued)

Effective on 1 April 2018 (Continued)

(ii) *Other receivables*

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records, past experience and forward-looking information. The credit risk of other receivables is considered as low. There is no significant increase in credit risk since initial recognition. The Group assessed that the ECL for other receivables are not material under the 12-month ECL method. Thus no loss allowance provision was recognised during the reporting period.

(iii) *Cash and bank balances*

Cash and bank balances are placed at financial institutions that have sound credit rating and the Group considers the credit risk to be insignificant.

Effective before 1 April 2018

In respect of trade and other receivables, individual credit evaluations are performed on all customers and counterparties. These evaluations focus on the counterparties' past history of making payments when due and current ability to pay, and take into account information specific to the counterparties as well as pertaining to the economic and business environment in which the counterparties operates. Monitoring procedures have been implemented to ensure the following-up action is taken to recover overdue debts.

In addition, the Group reviews the recoverable amount of each individual trade and other receivables balance at the end of each reporting periods to ensure adequate impairment losses are made for irrecoverable amounts. Given the constant repayment history, the directors are of the view that the risk of default by these counterparties is low.

30.4 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables, its obligations under finance leases and bank borrowings, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

Management monitors the cash flow forecasts of the Group in meeting its liabilities.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities at end of each reporting period. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

30.4 Liquidity risk (Continued)

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

	On demand or within one year HK$'000	Over 1 year but within 5 years HK$'000	Total undiscounted cash flow HK$'000	Carrying amount HK$'000
At 31 March 2019				
Trade and other payables	**43,875**	**8,622**	**52,497**	**52,497**
Bank borrowings (Note (a))	**26,483**	**–**	**26,483**	**26,483**
Obligations under finance leases	**3,897**	**3,555**	**7,452**	**7,144**
	74,255	**12,177**	**86,432**	**86,124**
At 31 March 2018				
Trade and other payables	63,771	–	63,771	63,771
Bank borrowings (Note (a))	23,223	–	23,223	23,223
Obligations under finance leases	3,094	841	3,935	3,813
Amount due to a director	1,687	–	1,687	1,687
	91,775	841	92,616	92,494

Note:

(a) Bank borrowings with a repayment on demand clause are included in the "On demand or within one year" time band in the above maturity analysis. As at 31 March 2019, the aggregate undiscounted principal amounts of these bank loans amounted to HK$26,483,000 (2018: HK$23,223,000). The maturity analysis of the term loans based on agreed scheduled repayments set out in the loan agreements is summarised as follows. 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 directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

30.4 Liquidity risk (Continued)

Maturity Analysis – Term loans subject to a repayment on demand clause based on scheduled repayments

	On demand or within one year HK$'000	Over 1 year but within 5 years HK$'000	Total undiscounted cash flow HK$'000	Carrying amount HK$'000
At 31 March 2019	**26,906**	**–**	**26,906**	**26,483**
At 31 March 2018	21,405	2,208	23,613	23,223

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash.

30.5 Fair value measurement

The carrying amounts of the Group's financial assets and liabilities are not materially different from their fair values at 31 March 2019 due to their short maturities.

31. CAPITAL MANAGEMENT

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

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the gearing ratio. For this purpose gearing ratio is calculated based on total borrowings divided by the total equity as at the end of each reporting period and multiplied by 100%. Total borrowings include bank borrowings, amount due to a director and obligations under finance leases. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The gearing ratio at the 31 March 2019 and 2018 was as follows:

	2019 **HK$'000**	2018 HK$'000
Total borrowings		
Bank borrowings	**26,483**	23,223
Obligations under finance leases	**7,144**	3,813
Amount due to a director	**–**	1,687
	33,627	28,723
Total equity	**102,926**	81,584
Gearing ratio	**32,7%**	35.2%

32. INTERESTS IN SUBSIDIARIES

Particulars of the subsidiaries at 31 March 2019 and 2018 are as follows:

Name of Company	Place of incorporation	Date of incorporation	Particulars of issued and paid up capital	Proportion of ownership interest Group's effective interest 2019	2018	Principal activities
Directly held by the Company						
Affluent Century Investments Limited ("Affluent Century")	The BVI	16 March 2017	1 ordinary share	100%	100%	Investment holding
Indirectly held by the Company						
Art Ventures Worldwide Limited ("Art Ventures")	The BVI	20 March 2017	2 ordinary shares	100%	100%	Investment holding
Luxury Golden Worldwide Limited ("Luxury Golden")	The BVI	20 March 2017	2 ordinary shares	100%	100%	Investment holding
Hong Chang Construction Foundations (Holdings) Limited ("HCC Foundations")	Hong Kong	14 April 2009	1,000 ordinary shares	100%	100%	Undertaking foundation works in Hong Kong
Hong Chang Construction Transportation Engineering Company Limited ("HCC Transportation")	Hong Kong	15 October 1996	100,000 ordinary shares	100%	100%	Provision of equipment rental

FINANCIAL SUMMARY

	For the year ended 31 March				
	2019	2018	2017	2016	2015
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue and (loss)/profit					
Revenue	**400,056**	367,220	396,880	502,053	259,403
Direct costs	**(442,444)**	(326,487)	(356,375)	(472,922)	(232,619)
Gross (loss)/profit	**(42,388)**	40,733	40,505	29,131	26,784
Other income	**6,174**	7,132	4,224	5,692	1,083
Administrative expenses	**(30,478)**	(25,496)	(12,070)	(7,254)	(5,709)
Finance costs	**(1,106)**	(746)	(1,209)	(1,003)	(794)
(Loss)/Profit before income tax	**(67,798)**	21,623	31,450	26,566	21,364
Income tax expense	**(485)**	(5,574)	(5,625)	(4,366)	(3,527)
(Loss)/Profit and total comprehensive income/(expenses) for the year attributable to equity holders of the Company	**(68,283)**	16,049	25,825	22,200	17,837
(Loss)/Earnings per share attributable to equity holders of the Company					
Basic and diluted (HK cents)	**(5.97)**	1.78	2.87	2.47	1.98

	As at 31 March				
	2019	2018	2017	2016	2015
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Assets and Liabilities					
Current assets	**172,106**	166,012	150,307	100,590	83,541
Non-current assets	**23,332**	19,128	25,142	29,074	26,389
Current liabilities	**86,513**	100,017	102,817	81,180	88,078
Non-current liabilities	**5,999**	3,539	7,097	8,774	4,342
Total equity	**102,926**	81,584	65,535	39,710	17,510

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