

# Golden Faith Group Holdings Limited 高豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2863



***Annual  
Report  
2019***



# CONTENTS

	<i>Page(s)</i>
<b>Corporate Information</b>	2–3
<b>Chairman’s Statement</b>	4
<b>Management Discussion and Analysis</b>	5–8
<b>Corporate Governance Report</b>	9–16
<b>Biographical Details of Directors</b>	17–18
<b>Directors’ Report</b>	19–27
<b>Environmental, Social and Governance Report</b>	28–43
<b>Independent Auditor’s Report</b>	44–48
<b>Consolidated Statement of Profit or Loss and Other Comprehensive Income</b>	49
<b>Consolidated Statement of Financial Position</b>	50–51
<b>Consolidated Statement of Changes in Equity</b>	52
<b>Consolidated Statement of Cash Flows</b>	53–54
<b>Notes to the Consolidated Financial Statements</b>	55–113
<b>Financial Summary</b>	114

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Ko Chun Hay, Kelvin

Mr. Li Kar Fai, Peter

### Non-executive Directors

Mr. Yung On Wah (*Chairman*)

Ms. Wong Cheuk Wai, Helena

### Independent Non-executive Directors

Mr. Chan Cho Chak

Mr. Chan Wing Fai

Mr. Yeung Wai Lung

## AUDIT COMMITTEE

Mr. Yeung Wai Lung (*Chairman*)

Mr. Chan Cho Chak

Mr. Chan Wing Fai

## REMUNERATION COMMITTEE

Mr. Chan Cho Chak (*Chairman*)

Mr. Ko Chun Hay, Kelvin

Mr. Li Kar Fai, Peter

Mr. Chan Wing Fai

Mr. Yeung Wai Lung

## NOMINATION COMMITTEE

Mr. Chan Wing Fai (*Chairman*)

Mr. Ko Chun Hay, Kelvin

Mr. Li Kar Fai, Peter

Mr. Chan Cho Chak

Mr. Yeung Wai Lung

## RISK MANAGEMENT COMMITTEE

Mr. Li Kar Fai, Peter (*Chairman*)

Mr. Ko Chun Hay, Kelvin

Mr. Chan Cho Chak

Mr. Chan Wing Fai

Mr. Yeung Wai Lung

## COMPANY SECRETARY

Mr. Li Kar Fai, Peter (CPA)

## AUTHORISED REPRESENTATIVES

Mr. Ko Chun Hay, Kelvin

Mr. Li Kar Fai, Peter

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

15/F, Honest Building

9–11 Leighton Road

Causeway Bay

Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

**BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE IN HONG KONG**

Union Registrars Limited  
Suites 3301–04, 33/F.  
Two Chinachem Exchange Square  
338 King's Road  
North Point  
Hong Kong

**AUDITOR**

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

**LEGAL ADVISER**

As to Hong Kong Law  
Vincent T.K. Cheung, Yap & Co.

**PRINCIPAL BANKER**

Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd.

**WEBSITE ADDRESS**

[www.goldenfaith.hk](http://www.goldenfaith.hk)

**STOCK CODE**

2863



# CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors of Golden Faith Group Holdings Limited (the "Company"), I am delighted to present the annual report of the Company and its subsidiaries (collectively, the "Group") for the year ended 30 September 2019.

The Group are principally engaged in providing large scale E&M engineering services in major construction projects both in the private and public sector in Hong Kong. We act as a subcontractor of the main contractor or principal E&M contractor majority in construction site. By leveraging on our extensive experience in the field and well management in field work, the Group has strategically concentrated on the hospital-related and government projects which require specialised technical expertise.

Due to the recent civil unrest in Hong Kong, the ongoing demonstrations since June 2019, the Group has been strictly selective in choosing appropriate projects associated with reasonable profit margins with long term business partners. There is still no end in sight for the civil unrest in Hong Kong. In order to diversification of business so as to minimize business risk, we started trading of electrical equipments with state-owned enterprises and its related companies in People's Republic of China ("PRC") and hope to extend our expertise in E&M engineering related business in PRC market in future.

Looking forward the Group will continue to actively participate in construction and infrastructure projects in Hong Kong through collaboration with long term business partners attached with the following mutually established strategy (i) honesty and mutual trust (ii) industry excellence (iii) complementarity and (iv) mutual benefit as basis. The Group will explore opportunities in related business sector, not limited to Hong Kong market only, with the view of increasing return to shareholders.

On behalf of the Group, I would like to take this opportunity to express my sincere gratitude to our shareholders, customers and business partners for their trust and support, and to our management and staff members for their diligence, effort and contribution to the growth of the Group.

**Yung On Wah**

*Chairman*

Hong Kong, 18 December 2019

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

During the year ended 30 September 2019 ("FY2019"), the Group worked on two business segments including electric and maintenance (E&M) engineering service business and trading business. The Group continued to engage in providing large scale E&M engineering services in major construction projects both in the private and public sector in Hong Kong. Our project portfolio has encompassed hospitals, government office complex and departmental headquarter and museum in Kowloon West. We have focused on three major projects during the year which has contributed approximately HK\$364.4 million, accounted for 96.7% of total revenue of E&M engineering service business for FY2019. The Group started a new trading business which was engaged in the sale of electrical products in the PRC. During FY2019, revenue from the trading business amounted to approximately HK\$1.8 million.

## FINANCIAL REVIEW

### Results Analysis

The Group's revenue in FY2019 was approximately HK\$378.5 million, representing an increase of approximately HK\$3.4 million or 0.9% as compared to that in the year ended 30 September 2018 ("FY2018").

The Group's gross profit for FY2019 increased by approximately HK\$8.0 million which was mainly due to the increase of average gross profit ratio on E&M engineering service business from approximately 14.1% to approximately 16.1%, due to effective cost control on project. Gross profit contributed from trading business of approximately HK\$0.03 million.

### Other income

The Group recorded other income of approximately HK\$2.7 million, representing an increase of approximately HK\$2.2 million as compared to that in FY2018. The increase was due to an equipment installation service income of approximately HK\$1.4 million and an increase in interest income of approximately HK\$0.8 million.

### Other gains and losses

The Group recorded other gains of approximately HK\$0.3 million, representing an increase of approximately HK\$0.8 million as compared to that in FY2018, which was mainly due to a recovery of written off on other receivables in previous year. In FY2018, the Group recorded impairment losses on receivables of approximately HK\$0.5 million.

### Impairment losses on trade receivables and contract assets

The Group provided an amount of approximately HK\$4.5 million on impairment losses on trade receivables and contract assets (2018: Nil).

### Administrative expenses

In FY2019, administrative expenses increased by approximately HK\$11.8 million as compared to that in FY2018, which was mainly the net effect of an increase in share based payment of approximately HK\$2.4 million, an increase in director remuneration of approximately HK\$6.7 million, an increase in staff discretionary bonus of approximately HK\$3.2 million and a decrease in legal and professional fee of approximately HK\$1.1 million.

### Profit and total comprehensive income

The decrease in profit and total comprehensive income of approximately HK\$5.2 million was mainly arose from the net effect of an increase in administrative expenses of HK\$11.8 million, an increase in impairment losses on trade receivable and contract assets of approximately HK\$4.5 million, an increase in gross profit of approximately HK\$8.0 million, an increase in other income of HK\$2.2 million, and an increase in other gains and losses of approximately HK\$0.8 million.

### FINANCIAL RESOURCES REVIEW

#### Liquidity, Financial Position and Capital Structure

As at 30 September 2019, the Group has bank and cash balances, pledged bank deposits and short term bank deposits of approximately HK\$152.8 million (2018: HK\$116.3 million).

As at 30 September 2019, there was a bank borrowing of approximately HK\$4.6 million (2018: Nil).

The gearing ratio, defined as the ratio of total borrowings less bank and cash balances to equity attributable to owners of the Company was a net cash position (2018: net cash position).

#### Foreign Exchange Risk Management

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars. The Group is not significantly exposed to foreign currency risk arising from monetary assets and liabilities that are denominated in currencies other than the functional currencies of the respective group entities.

The Group currently does not have a foreign currency hedging policy as the foreign currency risk is considered to be insignificant. However, the management will continue to closely monitor the Group's foreign exchange risk exposure and will consider hedging significant foreign exchange exposure when necessary.

#### Charges on Assets

As at 30 September 2019, leasehold land and buildings with carrying amount of approximately HK\$2.0 million (2018: HK\$2.1 million) has been pledged to secure a banking facility granted to the Group and pledged bank deposits with HK\$5.0 million has been pledged to secure a bank borrowing granted to the Group.

### EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2019, the Group had a total of 297 employees (2018: 481 employees). The Group believes its success and long-term growth depend primarily on the quality, performance and commitment of its employees. To ensure that the Group attracts and retains competent staff, remuneration packages are reviewed on a regular basis. Discretionary bonuses and share options are offered to qualified employees based on individual and the Group's performance.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment.

## COMMITMENTS

The contractual commitments of the Group were primarily related to the leases of its office premises. As at 30 September 2019 the Group's operating lease commitments amounted to approximately HK\$2.2 million (2018: HK\$2.4 million). As at 30 September 2019, the Group did not have any capital commitment (2018: Nil).

## CONTINGENT LIABILITIES

As at 30 September 2019, the Group did not have any significant contingent liabilities (2018: Nil).

## SIGNIFICANT INVESTMENTS HELD

Except for investments in its subsidiaries, the Group did not hold any significant investments during the year ended 30 September 2019.

## MATERIAL ACQUISITIONS OR DISPOSALS

As at 30 September 2019, the Group did not have any significant investment plans, material acquisitions or disposals (2018: Nil).

## USE OF NET PROCEEDS FROM LISTING

The net proceeds from the Listing, after deducting listing related expenses and underwriting fees, were approximately HK\$56.7 million. After the Listing, the proceeds has been applied for the purposes in accordance with the "Future Plans and Use of Proceeds" as set out in the Prospectus.

An analysis of the intended application of net proceeds as stated in the Prospectus and the actual use of net proceeds up to 30 September 2019 are set out below:

	<b>Application of net proceeds</b> HK\$'000	<b>Actual use of net proceeds</b> HK\$'000	<b>Unused net proceeds</b> HK\$'000
Provision of performance guarantee	42,751	19,060	23,691
Recruitment	10,450	7,895	2,555
Induction, tool box training and specific safety training	215	215	–
Computer training	108	108	–
Upgrading the computer system and software	1,588	645	943
Upgrading the quality management system obtained under ISO9001	1,588	768	820

As at 30 September 2019, the Group held unutilised net proceeds in licensed banks in Hong Kong.



### PROSPECTS AND OUTLOOK

On 21 October 2018, a joint announcement has been released in relation to the disposal of shares of the Company and a General Offer (the “Offer”) to the public. Following the close of the Offer, the Offeror, Greatly Success Investment Limited, intends to continue the existing principal business of the Group and will conduct a detailed review of the business operations and financial position of the Group for the purposes of developing a sustainable business development strategy for the Group. Subject to the results of this review, and should any appropriate investment or business opportunities arise in the future which may be beneficial to the Group’s development of its principal business, the Offeror may seek to expand the geographical coverage of the principal business of the Group in addition to the market of Hong Kong, and refine the business of the Group with a view to increasing its sources of income (such as integrating the Group’s business in the fields of electrical and mechanical engineering and construction), as well as enhancing returns for the Shareholders as a whole. For the avoidance of doubt, however, the Offeror had not entered into any agreement, arrangements, understandings, intention or negotiation regarding any potential investment or business opportunities, nor with respect to any change in the business of the Group up to the date of this annual report.

There is still no end in sight for the civil unrest in Hong Kong. The Group will look for diversification of business so as to minimise business risk. The Group has set up a wholly owned foreign enterprise (“WFOE”) in Guangxi Nanning PRC in July 2019 to carry out trading business. The WFOE can trade a wide range of products which include electronic and electrical equipment, computer software, hardware and accessories and communication equipments. Sales are in the form of indent. The suppliers and customers are mainly large state-owned enterprises or its related companies. To cope with the trend of changing computer hardware and software in PRC and being traded with the large stated-owned enterprises or its related companies, the Group hopes that such new business may gradually contribute stable revenue and profits to the Group in future and to enhance shareholders value.

### EVENT AFTER THE REPORTING PERIOD

The Board is not aware of any significant event requiring disclosure that has been taken place subsequent to 30 September 2019 and up to the date of this annual report.



# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Board has always recognised the importance of shareholders' accountability and transparency and is committed to maintaining high standards of corporate governance. The Company has, throughout the year ended 30 September 2019, applied the principles and complied with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") save and except for certain deviations as more specifically described below. The current practices will be reviewed and updated regularly so that the latest development in corporate governance can be followed and observed.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transaction by Directors. The Company, having made specific enquiry, obtained written confirmations from all Directors that they have fully complied with the Model Code throughout the FY2019.

## BOARD OF DIRECTORS

The Board currently comprises seven Directors and their respective roles are set out as follows:

### Executive Directors

Mr. Ko Chun Hay, Kelvin  
Mr. Li Kar Fai, Peter

### Non-executive Directors

Mr. Yung On Wah (*Chairman*)  
Ms. Wong Cheuk Wai, Helena

### Independent Non-executive Directors

Mr. Chan Cho Chak  
Mr. Chan Wing Fai  
Mr. Yeung Wai Lung

During the year, the Board held 22 Board meetings. The company secretary of the Company (the "Company Secretary") assisted the Chairman and the Executive Directors in establishing the meeting agenda, and each Director was able to request inclusion of items in the agenda. All such meetings were convened in accordance with the articles of association of the Company (the "Articles"). Code provision A.1.3 of the CG Code requires that notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. During the year, certain regular Board meetings were convened with less than 14 days' notice in order to enable the Board members to react timely and carry out expeditious decision making in respect of certain business matters which were significant to the Group's business. As a result, the aforesaid regular Board meetings were held with a shorter notice period than required with the consent of the Directors. The Board will do its best endeavor to meet the requirement of code provision A.1.3 of the CG Code in the future. Adequate and appropriate information are circulated to the Directors normally three days in advance of the Board meetings or such period as accepted by them. In addition to regular Board meetings, the Chairman of the Board held a meeting with the Independent Non-executive Directors without the presence of other Executive Directors during the year.

During the year, the Board at all times met the requirements under Rule 3.10 of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the Independent Non-executive Directors the respective annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the Independent Non-executive Directors are independent.

The Board members have no financial, business, family or other material or relevant relationship with each other. Given the nature and business objective of the Company, the Board has a balance of skill and experience appropriate for the requirements of the business of the Company. The list of current Directors and their respective biographical details are set out on pages 17 to 18 of this annual report.

Pursuant to the clause 84 of the Articles, at each annual general meeting of the Company, one third of the Directors shall retire from office by rotation. All retiring Directors shall be eligible for re-election at the annual general meeting. All Independent Non-executive Directors have been appointed for specific terms.

Pursuant to clause 83 of the Articles, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election at such meeting.

While daily operation and administration are delegated to the management, the Board is responsible for the types of decisions relating to the following aspects:

- formulation of operational and strategic direction of the Group;
- monitoring the financial performance of the Group;
- overseeing the performance of the management;
- ensuring a prudent and effective framework of internal control is in place to enable risks to be assessed and managed; and
- setting the Company's values and standards.

The Board held meetings from time to time whenever necessary. Minutes of meetings of the Board, Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee are circulated to all Directors or relevant committee members for their perusal and comments and the approved minutes are kept by the Company and open for inspection by the Directors. The Board also ensures that the Directors are supplied, in a timely manner, with the agenda and all necessary information in a form and of a quality sufficient to enable them to discharge their duties.

The attendance record of individual Director at Board and committee meetings during the year is set out in the table below.

Every Board member has full access to the advice and services of the Company Secretary with a view to ensuring that Board procedures and all applicable rules and regulations are followed and he is also entitled to have full access to Board papers and related materials so that he is able to make an informed decision and to discharge his duties and responsibilities.

**Code Provision A.1.8**

Code provision A.1.8 requires that there should be appropriate insurance cover in respect of legal action against its directors. The Company has not made appropriate insurance cover as it is in the Director's opinion that the possibility of legal action against the Directors is remote.

**DIRECTORS' ATTENDANCE**

During the year, details of individual Director's attendance at the Board meetings, committee meetings are set out as follows:

Name of Directors	Number of attendance/Eligible to attend				
	Board Meetings	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meeting	Risk Management Committee Meeting
<b>Executive Directors</b>					
Mr. Ko Chun Hay Kelvin (18.1.2019–present)	15/15	N/A	1/1	2/2	1/1
Mr. Yung On Wah ( <i>Chairman</i> ) (1.10.2018–18.1.2019)	7/7	N/A	1/1	1/1	1/1
Mr. Li Kar Fai Peter (1.10.2018–18.1.2019)	22/22	N/A	1/1	2/2	1/1
Mr. Pu Li Wei (1.10.2018–18.1.2019)	7/7	N/A	N/A	N/A	N/A
<b>Non-executive Directors</b>					
Mr. Yung On Wah ( <i>Chairman</i> ) (18.1.2019–present)	15/15	N/A	N/A	N/A	N/A
Ms. Wong Cheuk Wai Helena (18.1.2019–present)	15/15	N/A	N/A	N/A	N/A
<b>Independent Non-executive Directors</b>					
Mr. Chan Cho Chak	22/22	2/2	1/1	2/2	1/1
Mr. Chan Wing Fai	22/22	2/2	1/1	2/2	1/1
Ir. Yan Wai Yan (1.10.2018–18.1.2019)	7/7	1/1	1/1	1/1	1/1
Mr. Yeung Wai Lung	22/22	2/2	1/1	2/2	1/1

### **DIRECTORS' TRAINING AND CONTINUOUS PROFESSIONAL DEVELOPMENT**

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has provided relevant materials published by professional bodies or regulators to the Directors to keep them abreast of the latest development of legal, regulatory and corporate governance. The Company has maintained a training record in order to assist the Directors to record the training that they have undertaken and they are requested to submit a training record to the Company on an annual basis.

During the year, all Directors have complied with code provision A.6.5 of the CG Code through attending training courses, workshops or reading materials relevant to their professional qualifications and/or duties of Directors.

### **CHAIRMAN AND CHIEF EXECUTIVE**

Although the Company does not officially have a position of chief executive, the executive Directors have effectively performed the role of chief executive leading the Board to work effectively. All important issues are discussed in the regular monthly Board meeting. The day-to-day management of the Group's business is handled by the executive Directors. The Board believes that the present arrangement is adequate to ensure an effective management and control of the Group's business operations. The Board will continue to review the effectiveness of the Group's structure as business continues to grow in order to assess whether any changes, including the appointment of a chief executive, are necessary.

### **CORPORATE GOVERNANCE FUNCTIONS**

The Board is also responsible for performing the corporate governance duties as set out below:

- (1) to develop and review the Company's policies and practices on corporate governance;
- (2) to review and monitor the training and continuous professional development of Directors and senior management;
- (3) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- (5) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### **NOMINATION COMMITTEE**

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board on a regular basis and making recommendations regarding any proposed changes, identifying and recommending individuals suitably qualified to become Board members, and assessing the independence of Independent Non-executive Directors. The Board adopted a board diversity policy which sets out the approach to achieve diversity on the Board with a view to achieving a sustainable and balanced development of the Company. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and length of service of the Directors.

As at 30 September 2019, the Nomination Committee comprised two Executive Directors, namely Mr. Ko Chun Hay, Kelvin and Mr. Li Kar Fai, Peter, three Independent Non-executive Directors, namely Mr. Chan Cho Chak, Mr. Chan Wing Fai and Mr. Yeung Wai Lung.

During the year, there were two meetings held by the Nomination Committee to (i) review the structure, size and composition of the Board; (ii) assess the independence of Independent Non-executive Directors; and (iii) make recommendations to the Board on nominating a new Director. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report. The terms of reference of the Nomination Committee are available at the Company's website and on the website of the Stock Exchange.

## REMUNERATION COMMITTEE

The Remuneration Committee is responsible for making recommendations to the Board on, among other things, the Company's policy and structure for the remuneration of all Directors and senior management of the Company. No individual Director or any of his associates is involved in decisions relating to his own remuneration. The Remuneration Committee has adopted the model under code provision B.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management.

As at 30 September 2019, the Remuneration Committee comprised two Executive Directors, namely Mr. Ko Chun Hay, Kelvin and Mr. Li Kar Fai, Peter and three Independent Non-executive Directors, namely Mr. Chan Cho Chak (Chairman), Mr. Chan Wing Fai and Mr. Yeung Wai Lung.

During the year, there was one meeting held by the Remuneration Committee to (i) review the Company's policy and structure for the remuneration of all Directors and Senior Management of the Company; and (ii) to recommend the said policy and structure to the Board for approval. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report.

## RISK MANAGEMENT COMMITTEE

The Risk Management Committee is responsible for advising the Board on risk-related issues, overseeing the risk management framework for purposes of identifying and dealing with the risks encountered by the Company, including both business and financial risks, reviewing risk reports and breaches of risk management policies, and reviewing the effectiveness of the Company's intended risk control or mitigation measures.

As at 30 September 2019, the Risk Management Committee comprised two Executive Directors, Mr. Ko Chun Hay, Kelvin, Mr. Li Kar Fai, Peter (Chairman), three Independent Non-executive Directors, namely Mr. Chan Cho Chak, Mr. Chan Wing Fai and Mr. Yeung Wai Lung.

During the year, there was one meeting held by the Risk Management Committee to (i) oversee the risk management framework for purposes of identifying and dealing with the risk encountered by the Company, including both business and financial risks; (ii) to review risk reports and breaches of risk management policies; and (iii) to review the effectiveness of the Company's intended risk control or mitigation measures. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report.

### AUDIT COMMITTEE

The Audit Committee is responsible for reviewing the accounting principles and practices adopted by the Group, as well as discussing and reviewing the risk management and internal control systems and financial reporting matters of the Company. The audit committee of the Company has reviewed the Group's consolidated financial statements for the FY2019, including the accounting principles and practices adopted by the Group.

As at 30 September 2019, the Audit Committee comprised three Independent Non-executive Directors, namely Mr. Yeung Wai Lung (Chairman), Mr. Chan Cho Chak and Mr. Chan Wing Fai. No member of the Audit Committee is a member of the former or existing auditor of the Company.

During the year, there was one meeting held by the Audit Committee to (i) review and discuss with the auditor on the audited financial statements for the year ended 30 September 2019, with recommendations to the Board for approval; (ii) review the risk management and internal control systems; (iii) review with the management of the Company the accounting principles and practices adopted by the Group; and (iv) review and make recommendations to the Board on the auditor's re-appointment and remuneration. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report.

### ACCOUNTABILITY AND AUDIT

The Directors are responsible for the preparation of the financial statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give a true and fair view of the Group's financial position on a going concern basis and other inside information announcements and financial disclosures management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor with respect to these financial statements are set out in the "Independent Auditor's Report" on pages 44 to 48 of this annual report.

### AUDITOR'S REMUNERATION

During the year ended 30 September 2019, the fees paid/payable to the external auditor, Messrs. Deloitte Touche Tohmatsu, in respect of its audit and non-audit services provided to the Group were as follows:

Nature of services rendered	Fee paid/payable HK\$'000
Audit services	1,200
Non-audit services	
Other services	136
	<hr/> 1,336 <hr/>

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining sound and effective risk management and internal control systems to safeguard the Group's assets and the shareholders' interests. The risk management and internal control systems are designed to provide reasonable, but not absolute, assurance of no material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievements of the Group's objectives.

The Company has established an internal audit function. The internal audit function conducts internal audit on different department and functions within the Group on an ongoing basis to assess the effectiveness and identify weaknesses in the existing internal control, legal and regulatory compliance and risk management systems of the Group.

- (a) During the year, the internal audit function conducted review of the effectiveness of the risk management and internal control systems of the Group. The internal audit report covered the financial, operational and procedural compliance functions during the year. The internal audit report with examination results and relevant improvement recommendations were duly reported to the Audit Committee and the Board for them to assess control of the Company and the effectiveness of the risk management system and any material weaknesses in the internal control system, and to take appropriate actions to remedy any weaknesses on a timely manner. All remedial actions will be regularly followed up where necessary to ensure that the weaknesses have been duly addressed.
- (b) The Board considers that the risk management and internal control systems are effective and adequate and that the Company has complied with the code provisions relating to risk management and internal control of the CG Code.

The Company is aware of its obligation under the Securities and Futures Ordinance, the Listing Rules and the overriding principle that inside information should be announced on a timely manner and conducts its affairs in strict compliance with the applicable laws and regulations prevailing in Hong Kong. The Company has established disclosure mechanism regarding the procedures of identifying inside information and preserving its confidentiality until proper dissemination with the Board's approval through the electronic publication systems operated by the Stock Exchange and the Company.

## FINANCIAL REPORTING

The Directors acknowledged their responsibility for the preparation of the financial statements of the Group which give a true and fair view of the financial position of the Group and the Group's financial performance and cash flows for the relevant accounting periods, and in compliance with all the relevant statutory requirements, the Listing Rules requirements and applicable accounting standards. In preparing the financial statements of the Group, the appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards and appropriate and reasonable judgment and estimates are made. The Directors have prepared the financial statements for the reporting year on a going concern basis.

The Board is committed to present a clear, balanced and understandable assessment of the Group's performance and financial positions in all its financial reporting and to ensure relevant publications in a timely manner.

## AUDITOR'S STATEMENT

The statement by the Company's external auditor about their reporting responsibilities on the financial statements for the year ended 30 September 2019 is set out in the "Independent Auditor's Report" on pages 44 to 48 of this annual report.



### COMPANY SECRETARY

Mr. Li Kar Fai Peter (CPA) is the Company Secretary of the Company. According to Rule 3.29 of the Listing Rules, he has taken no less than 15 hours of relevant professional training during the year ended 30 September 2019.

### CORPORATE COMMUNICATION WITH SHAREHOLDERS/INVESTORS

The CG Code requires the Company to have a dialogue with shareholders and the Board recognises the importance of maintaining effective communications with shareholders. Annual reports and interim reports provide shareholders with comprehensive information on the Group's operational and financial performances while general meetings offer a platform for shareholders to state and exchange views with the Board directly.

The management communicates continually with analysts and institutional investors and provides them with up-to-date and comprehensive information regarding the Group's development. The Company practices timely dissemination of information including annual reports, interim reports, announcements and press releases, which are updated in a timely manner to ensure transparency.

### SHAREHOLDERS' RIGHTS

#### Procedures for convening an extraordinary general meeting

Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

#### Procedures for sending enquiries to the Board

Shareholders may at any time send in their enquiries and concerns to the Board in writing via the following channels:

The Board of Directors/Company Secretary  
Golden Faith Group Holdings Limited  
15/F, Honest Building  
9–11 Leighton Road  
Causeway Bay  
Hong Kong  
Email: [peterli@goldenfaith.hk](mailto:peterli@goldenfaith.hk)  
Telephone: (852) 3905 4567  
Facsimile: (852) 3914 7316

Shareholders may also make enquiries to the Board at general meetings of the Company.

### CONSTITUTIONAL DOCUMENTS

There was no significant change in the Company's constitutional documents during the year ended 30 September 2019.



# BIOGRAPHICAL DETAILS OF DIRECTORS

## EXECUTIVE DIRECTORS

**Mr. Ko Chun Hay Kelvin (高浚晞)**, aged 56, is our executive Director, holds a Master of Science in Finance from the City University of Hong Kong. Mr. Ko is a fellow member of the Hong Kong Institute of Certified Public Accountants, and an associate member of the Chartered Institute of Management Accountants. Mr. Ko was appointed as our executive Director on 18 January 2019 and he is responsible for overall strategy management and development of business of the Group. Mr. Ko has been appointed as chief executive officer of Super Strong Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8262) on 9 August 2019, which operates as a main contractor in Hong Kong's construction industry.

**Mr. Li Kar Fai Peter (李嘉輝)**, aged 55, is our executive Director, the Group Chief Financial Officer and company secretary of our Group. Mr. Li has been our executive Director since 23 November 2016. Mr. Li is responsible for the Group's financial control and financial management, and taking charge in internal control of the Group.

Mr. Li has been an independent non-executive director of Glory Flame Holdings Limited (a company listed on GEM, stock code: 8059) since 19 July 2019. Mr. Li obtained a Bachelor of Arts degree in Accountancy from the City Polytechnic of Hong Kong in November 1992, and has become an associate member of the Hong Kong Institute of Certified Public Accountants since September 1997.

## NON-EXECUTIVE DIRECTORS

**Mr. Yung On Wah (翁安華)**, aged 65, was the executive Director, the Chairman and Managing Director of the Group since 12 October 2016 and he was redesignated as the Chairman and non-executive Director on 18 January 2019. Mr. Yung is responsible for our Group's business operations, marketing, and business development. Mr. Yung has more than 25 years of working experience in the E&M engineering services industry.

**Ms. Wong Cheuk Wai Helena (黃卓慧)**, aged 36, was appointed as our non-executive Director on 18 January 2019. She holds a Higher Diploma in English for Business Communication from The Hong Kong Polytechnic University. Ms. Wong is responsible for the public relation of the Group.

Ms. Wong is an artist with the stage name Lena Wong (黃欣). She worked in Television Broadcasts Limited ("TVB") (a company whose shares are listed on the Main Board, stock code: 0511) from September 2006 to August 2009 and in Hong Kong Television Network Limited (a company whose shares are listed on the Main Board, stock code: 1137) from 2012 to 2014, and has then rejoined TVB since 2014.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Yeung Wai Lung (楊懷隆)**, aged 58, is our independent non-executive Director. Mr. Yeung was appointed as our independent non-executive Director on 21 July 2017, and is responsible for attending to the supervision of, and provision of independent judgment to, our Board.

Mr. Yeung obtained a Bachelor of Arts degree in Accountancy from the City Polytechnic of Hong Kong in December 1994, and a Diploma in Legal Studies from School of Professional and Continuing Education, the University of Hong Kong in July 2006. He became a member of the Institute of Internal Auditors in January 1997, and was designated as a Certified Fraud Examiner by the Association of Certified Fraud Examiners in November 1997.

Mr. Yeung has more than 25 years of experience in audit work. He worked in the audit field with the following companies: KPMG Peat Marwick (then known as Peat Marwick Mitchell & Co.), 3M Hong Kong Limited, New Macau Landmark Management Limited and SML Group Limited in the past 27 years.

**Mr. Chan Cho Chak (陳祖澤)**, aged 57, is our independent non-executive Director. Mr. Chan was appointed as our independent non-executive Director on 21 July 2017, and is responsible for attending to the supervision of, and provision of independent judgment to, our Board.

Mr. Chan obtained a Professional Diploma in Accountancy from Hong Kong Polytechnic in November 1986. He became an associate of the Hong Kong Institute of Certified Public Accountants ("HKICPA") in April 1992, an associate of the Association of Chartered Certified Accountants in October 1989, and a fellow thereof in October 1994. He is, currently, a practising member of the HKICPA.

Mr. Chan has more than 20 years of professional experience in public accounting and company secretarial work. He worked with Price Waterhouse Company from August 1986 to July 1989. He founded Chan Fan & Co., Certified Public Accountants, in January 1995, and is currently a partner thereof.

**Mr. Chan Wing Fai (陳永輝)**, aged 42, is our independent non-executive Director. Mr. Chan was appointed as our independent non-executive Director on 21 July 2017, and is responsible for attending to the supervision of, and provision of independent judgment to, our Board.

Mr. Chan obtained a Bachelor of Business Administration degree (with honors) from Lingnan University in December 2001. He became a member of the Association of Chartered Certified Accountants in December 2004, a fellow thereof in December 2009, an associate of the HKICPA in April 2006, and an associate of the Taxation Institute of Hong Kong in July 2010. He is, currently, a practising member of the HKICPA, and a Member of the Taxation Institute of Hong Kong.

Mr. Chan has more than 15 years' professional experience in public accounting and secretarial work. Mr. Chan started practicing under his own name Chan Wing Fai certified public accountant (practising), as a Certified Public Accountant from May 2014 onwards. Mr. Chan is currently an independent non-executive director of China Financial Services Holdings Limited (a company listed on the Main Board, stock code: 605).

The Directors present their annual report and the audited consolidated financial statements of the Company for the year ended 30 September 2019.

## PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the electrical engineering business and trading business.

## BUSINESS REVIEW

The business review of the Group for the year ended 30 September 2019 is set out in the section headed "Management Discussion and Analysis" on pages 5 to 8 of this annual report.

## RESULTS AND DIVIDENDS

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 49 of this annual report.

The Board does not recommend the payment of a final dividend for FY2019 (FY2018: Nil).

## FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 114 of this annual report.

## 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.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 24 to the consolidated financial statements.

## 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 52 of this annual report.

## DISTRIBUTABLE RESERVES OF THE COMPANY

As at 30 September 2019, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$67.0 million. The amount represents the Company's share premium, net of accumulated losses, which may be distributable provided that immediately following the date on which the dividend is proposed to be distributed.

### **EQUITY-LINKED AGREEMENTS**

Save for the share option schemes of the Company as set out in note 26 to the consolidated financial statements, no equity-linked agreements were entered into by the Group during the year or subsisted at the end of the year.

### **MAJOR CUSTOMERS**

During FY2019, the Group's five largest customers accounted for approximately 99.5% (2018: 100%) of the total revenue of the Group and the Group's largest customer amounted for approximately 54.6% (2018: 53.5%) of the total revenue.

### **MAJOR SUPPLIERS AND SUBCONTRACTORS**

During FY2019, the Group's five largest suppliers accounted for approximately 37.3% (2018: 59.2%) of the total material cost and the Group's largest supplier accounted for approximately 9.8% (2018: 25.8%) of the total material cost.

During FY2019, the Group's five largest subcontractors accounted for approximately 96.7% (2018: 83.6%) of the total subcontracting fee and the Group's largest subcontractor accounted for approximately 58.6% (2018: 64.4%) of the total subcontracting fee.

None of the Directors, their close associates or any shareholders of the Company (which to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any interest in the Group's five largest suppliers, subcontractor or customers.

### **RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS, SUBCONTRACTORS AND CUSTOMERS**

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with its suppliers, subcontractors and customers to fulfil its immediate and long-term goals. To maintain its competitiveness, the Group aims at delivering quality services to its customers. During the year, there was no material and significant dispute between the Group and its suppliers, subcontractors and/or customers.

## DIRECTORS

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

### Executive Directors

Mr. Ko Chun Hay, Kelvin (appointed on 18 January 2019)  
 Mr. Li Kar Fai, Peter  
 Mr. Pu Li Wei (resigned on 18 January 2019)

### Non-executive Directors

Mr. Yung On Wah (*Chairman*) (appointed on 18 January 2019)  
 Ms. Wong Cheuk Wai, Helena (appointed on 18 January 2019)

### Independent Non-executive Directors

Mr. Chan Cho Chak  
 Mr. Chan Wing Fai  
 Mr. Yan Wai Yan (resigned on 18 January 2019)  
 Mr. Yeung Wai Lung

In accordance with clause 84 of the Articles, Mr. Yung On Wah, Ms. Wong Cheuk Wai, Helena and Mr. Chan Wing Fai will retire as Directors by rotation at the forthcoming annual general meeting and, being eligible, have offered themselves for re-election at the forthcoming annual general meeting.

## DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2019, the interests of the Directors and chief executives and their associates of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

### Long positions in ordinary shares of the Company

Name of Directors	Capacity	Notes	Number of ordinary shares held (long position)	Number of underlying shares held (long position)	% of the Company's issued share capital
Mr. Ko Chun Hay, Kelvin	Beneficial owner	1	4,509,000	5,370,000	1.82%
	Interests of controlled corporation	2	302,747,000	–	55.69%
Mr. Yung On Wah	Beneficial owner		1,110,000	–	0.20%
	Interests of controlled corporation	3	32,500,000	–	5.98%
Mr. Li Kar Fai, Peter	Beneficial owner	1	3,621,000	1,749,000	0.99%

Notes:

- Details of the underlying shares of the Company held by the Directors are set out in the section headed "Share Option Scheme".
- These shares are held by Greatly Success Investment Trading Limited which is wholly-owned by Mr. Ko Chun Hay, Kelvin.
- These shares are held by Superior Ace Investments Limited which is wholly-owned by Mr. Yung On Wah.

Save as disclosed above, none of the Directors nor chief executives and their associates of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 September 2019, as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## SHARE OPTION SCHEME

The following is a summary of the principal terms of the Share Option Scheme conditionally approved and adopted by written resolutions of our then Shareholders on 22 July 2017.

### (i) Purpose

The purpose of the Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in our Company, and to encourage Participants to work towards enhancing the value of our Company and its Shares for the benefit of our Company and its Shareholders as a whole. The Share Option Scheme shall provide our Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to Participants.

### (ii) Who may join

On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant Options to any Participant.

### (iii) Maximum number of Shares subject to Options

The Shares which may be issued upon exercise of all Options to be granted under this Scheme and other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 54,000,000 Shares (representing 10% of the aggregate of the Shares in issue on the date the Shares commence trading on the Stock Exchange) (the "Scheme Mandate Limit").

The overall limit on the number of Shares which shall be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Share Option Scheme, and other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable), shall not exceed 30% of the Shares in issue from time to time ("Scheme Limit").

### (iv) Limit for each participant

The total number of Shares issued, and to be issued, upon exercise of the Options granted to each Participant (including both exercised, cancelled and outstanding Options) in any twelve (12)-month period shall not exceed 1% of the Shares in issue (the "Individual Limit").

### (v) Option period

The period within which the Shares shall be taken up under an Option shall be a period to be notified by the Board to each Grantee at the time of making an offer, which shall be determined by the Board in its absolute discretion at the date of grant of the relevant Option, but such period shall not expire later than 10 years from the date of grant of the relevant Option.



## (vi) Payment on acceptance of Option offer

An Option shall remain open for acceptance by the Participant concerned for a period of 14 days exclusive of the date on which the letter containing the offer is delivered to the Participant. HK\$1 is payable by the Grantee to our Company on acceptance of the offer of the Option.

## (vii) Subscription price

The subscription price shall be such price determined by the Board at its absolute discretion and notified to the Participant in the offer at the time of the offer, and shall be no less than the highest of:

- the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant Option, which shall be a business day;
- the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of the relevant Option (provided that, in the event that any Option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the new issue price of the Shares for the Share Offer shall be used as the closing price for any business day falling within the period before listing of the Shares on the Stock Exchange); and
- the nominal value of a Share on the date of grant of the relevant Option.

## (viii) Present status of the Share Option Scheme

As at the Latest Practicable Date, details of the movements of share options granted, exercised or cancelled/lapsed during the year ended and outstanding as at 30 September 2019 are as follows:

Grantee	Date of grant of share options	Exercise price of share options HK\$	Closing price immediately before date of grant HK\$	Exercise period (both dates inclusive)	At 1 October 2018	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year	Outstanding at 30 September 2019
Mr. Ko Chun Hay, Kelvin	5 August 2019	0.50	0.50	5 August 2019 to 4 August 2025	–	5,370,000	–	–	5,370,000
Mr. Li Kar Fai, Peter	19 March 2019	0.50	0.49	19 March 2019 to 18 March 2024	–	5,370,000	(3,621,000)	–	1,749,000

## RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group are set out in note 33 to the consolidated financial statements. The Directors consider that those related party transactions did not fall under the definition of “connected transaction” or “continuing connected transaction” in Appendix 16 of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders’ approval requirements. The Group has complied with the disclosure requirements in accordance with Appendix 16 of the Listing Rules.

## DISCLOSABLE INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS UNDER THE SFO

Save as disclosed in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, as at 30 September 2019, the following corporation/person, other than a Director or chief executive of the Company, had the following interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholder	Capacity	Number of shares held (long position)	Number of underlying shares held (long position)	% of the total number of issued shares of the Company
Greatly Success Investment Trading Limited (Note 1)	Beneficial owner	302,747,000	–	55.69%
Superior Ace Investments Limited (Note 2)	Beneficial owner	32,500,000	–	5.98%
Fast Upward Investment Development Limited	Beneficial owner	32,500,000	–	5.98%

Notes:

1. Greatly Success Investment Trading Limited is wholly owned by Mr. Ko Chun Hay, Kelvin who is an Executive Director of the Company.
2. Superior Ace Investments Limited is wholly owned by Mr. Yung On Wah who is the Chairman and a Non-executive Director of the Company.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 30 September 2019.

## DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year and up to the date of this annual report, no Directors are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules, other than those businesses of which the Directors were appointed as directors to represent the interests of the Company.

## NON-COMPETITION UNDERTAKINGS

Mr. Yung On Wah and Superior Ace Investments Limited (each the "Covenantor", and collectively, the "Covenantors" or "Controlling Shareholders") entered into a deed of non-competition dated 22 July 2017 (the "Deed of Non-competition"), in favour of our Group, with an aim to avoid any possible future competition between our Group and each of the Covenantors. Details of the Deed of Non-competition have been disclosed in the section headed "Relationship with Controlling Shareholders" of the Company's Prospectus.

The Company received from each of the Controlling Shareholders an annual confirmation on their respective compliance of the non-competition undertaking for the year ended 30 September 2019. The independent non-executive directors of the Company have reviewed the compliance of the non-competition undertaking and evaluated its effective implementation and were satisfied with the Controlling Shareholders' compliance with the non-competition undertaking for the year ended 30 September 2019.

### **DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE**

There was no transaction, arrangement or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, existed at the end of the year or at any time during the year.

### **PERMITTED INDEMNITY PROVISION**

Pursuant to the Company's Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Cap. 622)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

### **INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION OF INDEPENDENCE**

The Company has received from each of the Independent Non-executive Directors an annual confirmation of their respective independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

### **EMOLUMENT POLICY**

The Directors' fees are subject to shareholders' approval general meetings. Other emoluments are determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Group.

The emolument policy of the Group is on the basis of the qualifications and contributions of individuals to the Group. The Company has adopted a share option scheme as an incentive to eligible participants, details of which are set out above in the section headed "Share Option Scheme".

Details of the emoluments of the Directors and five highest paid individuals are set out in note 10 to the consolidated financial statements.

Details of the retirement benefits scheme are set out in note 25 to the consolidated financial statements.

### **MANAGEMENT CONTRACTS**

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

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

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the FY2019.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained the amount of public float as required under the Listing Rules as at the date of this annual report.

## TAX RELIEF AND EXEMPTION

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

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Memorandum and Articles of Association or the Company Law of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## SUBSIDIARIES

The details of the Company's subsidiaries as at 30 September 2019 are set out in note 35 to the consolidated financial statements.

## CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to approximately HK\$0.9 million (2018: HK\$0.4 million).

## AUDITOR

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Yung On Wah**

*Chairman*

Hong Kong, 18 December 2019



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## INTRODUCTION AND APPROACH TO ESG AND REPORTING

This Environmental, Social and Governance Report (the “ESG Report”) summarises the initiatives, programmes and performance of Golden Faith Group Holdings Limited (the “Company”, together with its subsidiaries, “the Group”, “We” or “Our”) as well as demonstrates its commitment to sustainability.

The core businesses of the Group are principally engaged in the provision of electrical and mechanical (“E&M”) engineering services in Hong Kong. The Group provides engineering services including electrical and extra-low voltage (“ELV”) system work and ventilation and air-conditioning system work.

The Group believes that environmental protection, low carbon footprint, resource conservation and sustainable development are the key trends in society. The Board of Directors has the overall responsibility for the Group’s environmental, social and governance (“ESG”) strategy and reporting in achieving green operations for sustainable development. The Management of the Group (the “Management”) is responsible for evaluating and determining ESG-related risks and ensuring there is an appropriate and effective ESG risk management and internal controls systems. The Management has provided a confirmation as to the effectiveness of these systems during the Reporting Period to the Board of Directors.

## REPORTING SCOPE

This report covers the Group’s business activities in Hong Kong, which represent the Group’s major sources of revenue. In specific, the General Disclosure and the compliance matters of the Aspect A and Aspect B cover all of the Group’s operational activities in Hong Kong. The ESG Key Performance Indicators (“KPIs”) data of Aspect A – Environmental is only gathered and included under the Group’s two offices in Hong Kong and the construction site offices are excluded as their emissions are very minimal. The Group will continue to optimize and improve the disclosure of KPIs.

## REPORTING FRAMEWORK

The ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in the Appendix 27 of the Rules Governing the Listing of Securities on Main Board of the Stock Exchange of Hong Kong Limited (the “ESG Reporting Guide”).

Information relating to the corporate governance practices of the Group has been set out in the Corporate Governance Report on pages 9 to 16 of this annual report.

## REPORTING PERIOD

The ESG Report specifies the ESG activities, challenges and measures being taken by the Group during the financial year ended 30 September 2019 (the “Reporting Period”).

## STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

In formulating operational strategies and ESG measures, the Group takes into account the stakeholders' expectations. In order to understand and address stakeholders' concerns, the Group communicates with its stakeholders, including but not limited to employees, investors, customers, suppliers, government bodies and communities through different channels such as conferences, electronic platforms and interviews.

The management and employees who are responsible for the key functions of the Group have participated in preparing the ESG Report, assisted the Group in reviewing its operation, identifying key ESG issues and assessing the importance of these issues to our businesses and stakeholders. We have compiled a questionnaire in reference to the identified material ESG issues to collect information from relevant departments and business units of the Group.

The following table summarises the Group's significant ESG issues as set out in the ESG Report:

### A. Environmental

The ESG Reporting Guide — General Disclosure	Key Performance Indicators ("KPIs") — "Comply or Explain"	Material ESG aspects of the Group	
A1. Emissions	KPI A1.1	Exhaust Gas Emission	P. 31
	KPI A1.2, KPI A1.5	Greenhouse Gas ("GHG") Emissions	P. 32
	KPI A1.1	Discharges into Water	P. 33
	KPI A1.3, KPI A1.4, KPI A1.6	Waste Management	P. 33
A2. Use of Resources	KPI A2.1, KPI A2.3	Energy Consumption	P. 34
	KPI A2.2, KPI A2.4	Water Consumption	P. 35
	KPI A2.5	Use of Packaging Materials	P. 35
A3. The Environment and Natural Resources	KPI A3.1	Noise Management	P. 36

## B. Social

### The ESG Reporting Guide

#### — General Disclosure

#### Material ESG aspects of the Group

#### Employment and Labour Practices

B1. Employment	Recruitment, Promotion and Remuneration	P. 36
	Diversity, Equal Opportunities and Anti-discrimination	P. 36
	Work-life Balance	P. 37
B2. Health and Safety	Safety Management System	P. 37
	Safety Measures	P. 38
	Safety Cooperation with the Main Contractor and Subcontractors	P. 38
B3. Development and Training	Development and Training	P. 38
B4. Labour Standards	Prohibition of Child Labour or Forced Labour	P. 39

#### Operating Practices

B5. Supply Chain Management	Supply Chain Management Structure	P. 40
B6. Product Responsibility	Quality Control of Projects	P. 41
	Subcontractor Management	P. 41
	Customer Service	P. 41
	Privacy Protection	P. 41
	Protection of Intellectual Property Rights	P. 42
B7. Anti-corruption	Anti-corruption	P. 42

#### Community

B8. Community Investment	Community Commitment	P. 43
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During the Reporting Period, the Group confirmed that appropriate and effective management policies and internal control systems for ESG issues are in place and confirmed the information disclosed in the ESG Report meets the ESG Reporting Guide.

## CONTACT US

Comments and suggestions are welcome from our stakeholders. You may provide comments on the ESG Report or towards our performance in respect of sustainable development via [info@goldenfaith.hk](mailto:info@goldenfaith.hk).

## A. ENVIRONMENTAL

### A1. Emissions

#### *General Disclosure and KPIs*

The Group principally engages in the provision of electrical and ELV system works, and undertakes subcontracting works of the main contractor or principal E&M contractor. During the project, the Group pays close attention to the possible environmental impacts and has always strictly complied with the applicable laws and regulations in Hong Kong relating to environmental protection and actively cooperated with the main contractor and the principal E&M contractor in the environmental protection requirements.

The Group has set up a sound environmental management system and obtained the ISO14001:2015 Environmental Management System (“EMS”) Certification. By formulating relevant guidelines and targets, it systematically implements measures to protect the environment and continuously improves its business model.

The Group is not aware of any material non-compliance of environmental laws and regulations during the Reporting Period, including but not limited to “Noise Control Ordinance” and “Waste Disposal Ordinance”, etc.

#### *Exhaust Gas Emission*

Due to our business nature, the Group considers the relevant air emission generated is not significant. However, we still strive to reduce the exhaust gas generated from our operational process as much as possible.



## GHG Emissions

The consumption of electricity at the office, petrol and diesel consumption for the vehicles and consumption of paper are the largest sources of GHG emissions of the Group. During the Reporting Period, the Group's total GHG emissions amounted to approximately 61.29 tonnes (2018: 65.62 tonnes) and the total GHG emission per employee was 0.21 tonnes (2018: 0.14 tonnes). The detailed summary of the GHG emission during the Reporting Period and the corresponding period in 2018 are shown as below:

Type <sup>1</sup>	GHG Emission	
	2019 Equivalent CO <sub>2</sub> emission (Tonnes)	2018 Equivalent CO <sub>2</sub> emission (Tonnes)
Scope 1 Direct emissions	24.19	27.77
Scope 2 Indirect emissions	17.97	17.48
Scope 3 Other Indirect emissions	19.13	20.37
<b>Total</b>	<b>61.29</b>	<b>65.62</b>
<b>Intensity<sup>2</sup></b>	<b>0.21 Tonnes/ employee</b>	<b>0.14 Tonnes/ employee</b>

Notes:

- The calculation of the greenhouse gas is based on the "Corporate Accounting and Reporting Standard" from greenhouse gas protocol.  
  
Scope 1: Direct emissions from vehicles that are used by the Group  
  
Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group  
  
Scope 3: Other indirect emissions from paper consumption of the Group
- As at 30 September 2019, the number of employees of the Group was 297 (2018: 481) which includes 78 of long-term employees (2018: 85) and 219 of short-term employees (2018: 396). This number is also used to calculate other intensity figures in the ESG Report.

We have adopted the following measures to reduce the direct GHG emission from petrol consumption in our operations:

- Select the shortest route to/from the site of the Group and targeted venue;
- Use unleaded fuel and low sulphur content fuel according to legal requirements;
- Carry out regular maintenance service on the vehicles to ensure engine performance and the efficient use of fuel; and
- Optimise time schedule for vehicle usage.

Electricity and paper consumption are the only sources of indirect GHG emission. The Group has implemented measures as stated in “Waste Management” of Aspect A1 and “Energy Consumption” of Aspect A2 below in order to reduce energy consumption, and thereby minimizing carbon footprint.

#### *Discharges into Water*

We do not consume significant volume of water through our business activities, and therefore our business activities did not generate material portion of discharges into water. The majority of water supply and discharge facilities are provided and managed by property management company.

#### *Waste Management*

The Group’s wastes mainly come from office operation, including non-hazardous wastes such as paper, toner cartridge and ink cartridge. For the wastes generated in the construction processes such as electric wires and construction wastes, the main contractor or the principal E&M contractor is responsible for the disposal of such wastes. We require our subcontractors to comply with the “Waste Disposal Ordinance”, and ensure all waste materials are properly handled, stored and disposed to prevent contamination. The project supervisor requests the subcontractor or workers-in-charge to clean up the wastes generated during construction and deliver them to the waste collection location designated by the main contractor or principal E&M contractor to keep the workplace clean. Therefore, we do not generate electric wires and construction wastes directly in our operational processes.

Despite the Group did not generate hazardous wastes during the Reporting Period, the Group has established guidelines in governing the management and disposal of hazardous wastes. In case there are any hazardous wastes produced, the Group must engage a qualified chemical waste collector to handle such wastes, which is complied with the relevant environmental regulations and rules.

The consumption of non-hazardous waste generated by the Group during the Reporting Period and the corresponding period in 2018 are shown as below:

Type	Unit	Non-hazardous waste consumption			
		2019 Consumption	2019 Intensity (Unit/employee)	2018 Consumption	2018 Intensity (Unit/employee)
Paper	KG	3,986.00	13.42	4,244.50	8.82
Toner Cartridge	piece	16.00	0.05	25.00	0.05
Ink Cartridge	piece	4.00	0.01	133.00	0.28

Also, our subcontractors are encouraged to minimise their waste generation, use recyclable materials for packaging and reuse them wherever possible.

We have implemented procedures to encourage employees to participate in paper consumption reduction management in the office, including:

- Use of double sided printing/photocopying wherever possible;
- Use electronic media for circulation/communication to minimise using paper; and
- Recycle one side printed paper.

Moreover, we have adopted the following office waste management procedures:

- Collect computers and computer accessories such as toner cartridge, ink cartridge, keyboard, mouse, and filter by HRA for re-used or recycling if possible;
- Collect and dispose solid wastes properly; and
- Carry out usage assessment before the procurement of supplies to avoid excessive inventory.

## A2. Use of Resources

### *General Disclosure and KPIs*

The Group continues with initiatives to introduce resource efficiency and eco-friendly measures to the Group's operations, and is committed to optimising the use of resources in all of our business operations.

During our operation, fuel, electricity and water are consumed, and the Group has established relevant policies and procedures in governing the efficient use of resources, in reference to the objectives of achieving higher energy efficiency and reducing the unnecessary use of materials. We also require our subcontractors to uphold the same principle.

*Energy Consumption*

Energy conservation policy has been developed to set energy conservation as one of the Group's fundamental policies. All employees must implement the adopted measures, including the purchase of energy-efficient products and services, and be responsible for the Group's overall energy efficiency. Monthly monitoring of the usage of electricity, water and other materials is implemented. Unexpected high electricity consumption will be investigated to find out the root cause and preventive measures will be taken.

The consumption of petrol, diesel and electricity by the Group during the Reporting Period and the corresponding period in 2018 are shown as below:

Type	Unit	Energy Consumption			
		2019 Consumption	2019 Intensity (Unit/employee)	2018 Consumption	2018 Intensity (Unit/employee)
Diesel	Litres	6,066.00	20.42	7,273.10	15.12
Petrol	Litres	2,724.00	9.17	2,809.94	5.84
Electricity	kWh	35,227.00	118.61	34,265.00	71.24

During the Reporting Period, the Group has performed the following measures relating to enhancing energy efficiency:

- Set the minimum temperature of the air-conditioning system to 25 degrees Celsius;
- Set all printers, photocopiers and computers to energy saving mode; and
- Encourage employees to turn off office equipment, computers and lightings, when not in use or after working hours.

*Water Consumption*

The water consumption of the Group mainly contains of office water consumption for basic cleaning and sanitation. During the Reporting Period, only 146m<sup>3</sup> of water (2018: 173m<sup>3</sup>) were consumed by the Group and the water consumption per employee was 0.49m<sup>3</sup> (2018: 0.36m<sup>3</sup>). The Group conducted trainings for staff about the use of water resources.

Due to the Group's business nature and our operation mainly based in Hong Kong, the issue in sourcing water that is fit for purpose is not relevant to the Group.

*Use of Packaging Materials*

The Group has no industrial production or any factory facilities. Therefore, we do not consume significant amounts of product packaging materials.

### A3. Environment and Natural Resources

#### *General Disclosure and KPIs*

The Group pursues the best practices in environmental protection and focuses on the impacts of the Group's businesses to the environment and natural resources. In addition to complying with relevant environmental laws and regulations as well as properly preserve the natural environment, the Group has integrated the concept of environmental protection into our internal management and daily operations, with the aim of achieving environmental sustainability.

#### *Noise Management*

We are aware of the noise generated during our site operation. We have laid down procedures to ensure compliance with relevant laws and regulations, such as "Noise Control Ordinance". On project sites, project personnel are responsible to monitor noise levels to ensure that they are within the acceptable limit. In addition, equipment of lower noise level is chosen for our projects to reduce noise at source. Moreover, we avoid carrying out noisy operations during restricted hours, and enclose noisy operation area.

## B. SOCIAL

### B1. Employment

#### *General Disclosure*

Human resources are fundamental in carrying out the business of the Group. Our human resources management policies recognise and reward employees with good performance and assist them to develop a career. These policies cover recruitment, compensation, promotion, working hours and rest periods, diversity and equal opportunity.

During the Reporting Period, the Group was not aware of any material non-compliance with employment related laws and regulations that would have a significant impact on the Group. The relevant laws and regulations include, but are not limited to, "Employment Ordinance" and "Minimum Wage Ordinance".

#### *Recruitment, Promotion and Remuneration*

We apply robust and transparent recruitment processes based on merit selection against the job criteria, and recruit individuals based on their suitability for the position and experience to fulfill the Group's current and future needs.

The Group recognises that the recruitment and retention of experienced staff is crucial to sustain our business development and growth. Therefore, we offer attractive salary package to our staff. Our basis for compensation and promotion are job-related skills, qualifications and performances, ensuring that we treat and evaluate employees in a fair manner and compensate employees relative to the industry and local labour markets in which we operate, which consists of competitive level of fixed and variable compensation. Remuneration packages include medical allowance, transport subsidies, group insurance, mandatory provident fund and long service awards.

The promotion of the Group's employees is subject to annual appraisal. The Group has established objective performance indicators for annual performance appraisal on which salary adjustments are based.

#### *Diversity, Equal Opportunities and Anti-discrimination*

We are committed to creating and maintaining an inclusive and collaborative workplace culture in which all can thrive. We are dedicated to providing equal opportunity in all aspects of employment and maintaining workplace that are free from discrimination against any individual on the basis of race, religion, colour, gender, physical or mental disability, age, place of origin, marital status, sexual orientation. We have zero tolerance on harassment or abuse in the workplace.

#### *Work-life Balance*

We understand the importance of maintaining our employees to have a healthy lifestyle and work life balance. We support a work-life balance workplace through regular review of employee's working environment, working hours and rest periods. We also actively engage employees through social activities, employee bonding, outing, volunteer works and charity activities. Salary staff enjoys annual leave, maternity leave, paternity leave and public holidays.

## **B2. Health and Safety**

### ***General Disclosure***

The Group pledges to provide healthy and safe working conditions for all employees, subcontractors and others associated with our business activities, and strives for zero occurrence of hazards, incidents, non-compliance and accidents.

To maintain a safe working environment, the Group has established safety policies and relevant procedures on the prevention and remediation of safety accidents in the projects. The Group has also established a safety and health management system and obtained OHSAS 18001:2007 Occupational Safety and Health Management System ("OSHMS") certification to effectively implement health and safety-related measures.

The Group will continue to invest sufficient resources and devote efforts to maintain and enhance safety management so as to reduce the risks involved in health and safety.

During the Reporting Period, the Group was not aware of any material non-compliance with health and safety-related laws and regulations (i.e. "Occupational Safety and Health Ordinance") in Hong Kong that would have a significant impact on the Group.

### ***Safety Management System***

The Group sets up a safety management system to promote safety practices to the staff so as to avoid accidents on the project site. In order to control and mitigate the safety risks of the projects in our operations, we have formulated a series of procedures to assess the occupational health and safety risks of the projects in accordance with the standard of OHSAS 18001:2007 OSHMS. Regular internal audit on the effectiveness and level of compliance of occupational health and safety management system are carried out on an annual basis.

At the same time, our safety supervisors and main contractors are responsible for monitoring the occupational safety and reporting to the main contractor when any safety issue is discovered. The project director also conducts regular inspections to ensure the compliance with occupational health and safety laws and regulations. In the event of an accident or personal injury, the safety officer will conduct a thorough investigation of the cause and advise on long-term preventive measures against the cause of the accident to avoid the recurrence of such accident.

### *Safety Measures*

We employ a registered safety officer and a qualified safety supervisor to prepare the safety plan according to the special conditions of the project department, working environment, construction organization design, construction plan, risk assessment, contract requirements, etc. and to ensure our employees and staff of the subcontractors adhere to the safety plan. Our safety officer will confirm that the site staff have received basic safety training and hold a valid certificate before they enter the site and work.

In accordance with the safety requirements of the Labour Department and the main contractor, we provide the site staff with qualified safety equipment, including safety helmets, goggles and other necessary safety precautions to ensure the occupational safety.

We regularly conduct safety-related meetings, seminars and activities to promote the message of site safety. At the beginning of each project and weekly safety conference, our safety officer reminds the site staff to comply with the construction site rules and conduct annual training for each site staff and subcontractors on Hong Kong safety and construction rules and regulations.

All site staff are required to attend full-day induction safety training on the first working day to understand the Group's occupational health and safety policy, work safety code, site-related laws and regulations and emergency procedures to protect the safety of the site staff.

### *Safety Cooperation with the Main Contractor and Subcontractors*

To enhance the safety standards of projects undertaken by the Group, our safety supervisors and main contractors maintain close communication to provide the staff and subcontractors with the latest safety information. The main contractor regularly holds safety meetings with us to identify and address major safety issues. Generally, the main contractor develops a site safety plan for the construction project and requires compliance by all subcontractors. We strictly follow the safety plan provided by the main contractor.

Subcontractors must also strictly comply with the safety standards of the Labour Department and meet the safety requirements of the construction site to provide the staff with all safety equipment. To ensure the safety of our subcontractors' staff, we require subcontractors to submit sign records related to the safety and security of their employees for inspection.

### B3. Development and Training

#### **General Disclosure**

##### *Development and Training*

The Group recognises the valuable contribution of our talents for the continued success of us. We are committed to inspiring our human capital towards delivering excellence. This is achieved through development of training strategy that focuses on creating value and serving the needs of our customers, our talents and society.

The Group encourages and supports employees to participate in personal and professional trainings to fulfill the needs of emerging technologies and new equipment. The Group also encourages the culture of knowledge and experience sharing.

To ensure the effectiveness of the training programs, the Group has relevant policies in controlling the training related procedures. A training plan is developed by the management based on the requirements from various departments and employees. Training contents are regularly updated to ensure they are relevant to stakeholder's changing needs such as laws and regulations, technology change, market trend, product trend and customer behaviour change.

In order to enhance staff's knowledge about their roles and responsibilities, we encourage our employees to attend training courses and obtain professional qualifications. We also provide different trainings for our staff members, including induction training, vocational training and computer trainings so that they can understand the Group's business model and enhance their basic skills and expertise. To meet the needs of individual employees, we also provide education subsidies for them to improve their job skills and encourage continuous learning. Through the redeployment of posts, employees can draw on a wide range of experience in different fields of work while increasing their awareness of various positions in the Group.

### B4. Labour Standards

#### **General Disclosure**

##### *Prohibition of Child Labour or Forced Labour*

Child and forced labour are strictly prohibited during the applicant shortlisting stage. We require applicants to provide valid identification documents to ensure that they attained the legal minimum working age. Personal data are collected and checked to assist in the selection of suitable candidates. Job titles and working hours are clearly set out in the contract to avoid forced labour.

Furthermore, the Group has included terms in the agreements with subcontractors that their human resource policies and procedures have to comply with the local labour laws and regulations.

During the Reporting Period, the Group has not identified material non-compliance of child and forced labour-related laws and regulations (including but not limited to: "Employment of Children Regulations" and "Employment Ordinance").



### **B5. Supply Chain Management**

#### ***General Disclosure***

##### *Supply Chain Management Structure*

Our selection criteria for suppliers are price, material quality and delivery time from the list of pre-qualified suppliers unless our customer request for purchasing materials from designated supplier of the project. In order to ensure that our suppliers and subcontractors have met customers' and our requirements regarding quality, environmental and safety standards, we have formulated standards and stringent procedures in selecting suppliers and sub-contractors.

We maintain an approved list of suppliers and subcontractors. Assessments are carried out on our suppliers and subcontractors by project directors and the managing director. The materials purchased from suppliers and works performed by subcontractors will be checked and monitored on a regular basis. Suppliers or subcontractors may be suspended or removed from the approved list if they fail to fulfill our standards. The supplier and subcontractor relationship may also be terminated in the event of any substantial violation of environmental and labour laws and regulations.

In the procurement of materials, we use the concept of resource utilization to purchase the right amount of materials for different projects to avoid wasting resources. We also emphasise on quality management of the procured materials. We generally procure the materials from pre-qualified suppliers, except the client requests us to order from designated suppliers. We obtain the customer's approval before purchasing the materials from supplier to ensure that the quality of the materials meets the customer's requirements. Materials delivered to the site shall be tested before use.

In project management, apart from confirming construction quality, we also value the environmental performances of subcontractors. We regularly check their work to ensure that our environmental protection requirements are met. During the implementation of the EMS, the Group regularly monitors and measures its work to properly control the environmental factors during operations and achieves the internal environmental goals. For instance, the Group monitors subcontractors' use of resources and wastewater, exhaust and waste management and checks their implementation of emission reduction work. In the event of any non-compliance with environmental principles, the Group will investigate the cause and take appropriate corrective and preventive actions to prevent the recurrence of such issues.

## B6. Product Responsibility

### *General Disclosure*

The Group always strives to satisfy its customers and has been committed to provide its customers with quality services. In order to ensure that we deliver high quality services and sustainable projects to our customers, the progress of the projects is controlled and monitored regularly.

The quality management system of the Group is applicable to the design, supply, installation and maintenance of ELV system and has achieved ISO9001:2015 Quality Management System certification. Regular internal audits on the effectiveness and level of compliance of quality management system are carried out annually.

As the Group's operational process does not involve advertising and labelling practices, the information relating to advertising and labelling is considered not material to the Group.

During the Reporting Period, we were not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group, concerning health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. The relevant laws and regulations include, but are not limited to "Supply of Services (Implied Terms) Ordinance" and "Personal Data (Privacy) Ordinance".

### *Quality Control of Projects*

The Group's project management team is responsible for quality control of various projects. The project manager is responsible for monitoring the progress and quality of projects to ensure that such projects can be completed on schedule. The project director is responsible for closely monitoring the progress of various projects, ensuring that the projects meet the requirements of our customers, completing the project within the predetermined deadline, and complying with the project-related laws and regulations.

### *Subcontractor Management*

For subcontractor management, the Group chooses only subcontractors holding valid business registration documents and carrying out such projects by qualified engineering staff to ensure the service quality. We require the subcontractors to strictly comply with the specifications of the main contractor in order to complete such projects and submit them to the prospective owners, architect and the Group for acceptance and delivery. Before delivery, the subcontractors shall conduct a test to confirm that the projects have been completed in accordance with the specifications, and refer relevant records to us.

### *Customer Service*

In addition, the Group values the opinions of its customers and has established procedures to handle customers' feedback or complaints in a professional manner. As the project progresses, customers can monitor our installation at all stages. Customer feedback helps us develop and continuously review quality objectives. If, during the project, any potential non-conforming process is identified or any customer complaint is received, we will take corrective action according to the circumstances so as to prevent the recurrence of the non-compliance. In response to customer complaints, we conduct improvement work and review the working procedures.

### *Privacy Protection*

As a responsible service provider, the Group respects the values and rights of the customers' information assets, and in the process of providing our customers with products and services, we strictly comply with the customers' information security management systems and standards. The Group has classified the business-related information as highly confidential and requires employees not to disclose confidential information to third parties to ensure that the data will not be leaked.

### *Protection of Intellectual Property Rights*

To safeguard intellectual property rights, employees should also not use computer software, online services, information and data that are not consented by the company or illegally downloaded/installed and should sign a letter of confirmation every year to undertake not to use pirated software.

## **B7. Anti-corruption**

### ***General Disclosure***

#### *Anti-corruption*

The Group regards fair competition, honesty and integrity as fundamental principal in doing business. Our anti-corruption policy sets out the basic standards of expected conduct of all staff members. Periodic seminars are arranged for our staff to reinforce the knowledge of recognizing and dealing with bribery and corruption. The Group has complied with relevant standards, rules and regulations on bribery, extortion, fraud and money laundering throughout the year.

The Group has formulated an anti-money laundering policy and provided our staff members with relevant training to raise their anti-corruption awareness. We also support employees in reporting suspicious transactions to prevent money laundering.

In addition, the Group has formulated the "Good Professional Conduct and Related Procedures" policy on conflict of interests, which are included in the employee handbook for employees to perform their duties with the highest level of integrity and professional attitude. All employees are not allowed to engage in any activities that conflict with the interests of the Group. Employees must report any activities and situations that may lead to conflict of interest to the Group. Relevant activities can only be carried out with the consent of the Group. Employees failing to report potential conflicts of interests may be subjected to disciplinary actions.

To further prevent business frauds, an Audit Committee is also established for continuous evaluation of the Group's internal control effectiveness, detecting potential deficiency, and identifying areas of improvement. Audit report is distributed to the responsible department for the timely remediation. The Board of Directors and Audit Committee supervise and review the implementation and effectiveness of the internal control policies and procedures on a regular basis.

During the Reporting Period, the Group was not aware of any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering. The relevant laws and regulations include, but are not limited to "Prevention of Bribery Ordinance", etc.

## **B8. Community Investment**

### ***General Disclosure***

#### *Community Commitment*

While devoting ourselves to business development, the Group also emphasises the importance of reciprocate to society. Therefore, the Group is committed to support public by means of social participation and contribution as part of its strategic development. We embrace human capital into the social management strategies to sustain our corporate social responsibility as a part of the strategic development of the Group.

We participate in community activities, such as, making charitable donations, participate in voluntary social services and making voluntary sponsorships to NGOs. We also actively support the development of charities. We regularly communicate with local charities to understand community's needs. We believe it helps to connect us with the local community and maintain a mutually beneficial relationship to society as a whole. During the Reporting Period, we donated a total of approximately HK\$913,000 to charities (2018: HK\$367,000) to help the underprivileged. Moreover, we have been awarded the "Caring Company" logo from the Hong Kong Council of Social Service.

# INDEPENDENT AUDITOR'S REPORT

**Deloitte.**

德勤

## TO THE SHAREHOLDERS OF GOLDEN FAITH GROUP HOLDINGS LIMITED

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

### OPINION

We have audited the consolidated financial statements of Golden Faith Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 49 to 113, which comprise the consolidated statement of financial position as at 30 September 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 September 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)***Key audit matter*****Revenue and costs from engineering service contracts and contract assets/contract liabilities***

We identified the recognition of revenue and costs from engineering service contracts and contract assets/contract liabilities as a key audit matter due to the use of estimates by management in determining the contract revenue, contract costs and variation orders prepared for each engineering service contract in progress.

During the year ended 30 September 2019, the Group generated revenue of HK\$376,642,000 from engineering service contracts. As disclosed in note 17 to the consolidated financial statements, the carrying amounts of contract assets and contract liabilities of HK\$87,630,000 and HK\$4,478,000, respectively, were recorded in the consolidated statement of financial position as at 30 September 2019.

The Group recognised contract revenue and direct costs of engineering service contracts by reference to the progress towards complete satisfaction of a performance obligation at the end of the reporting period, as set out in note 4 to the consolidated financial statements. The recognition of revenue, direct costs and contract assets/contract liabilities therefore relies on the management's estimation of the progress and outcome of the project, which involves the exercise of significant management estimation, particularly in estimating the budgeted engineering service costs, which are prepared by the management of the Group on the basis of agreements, quotations or other correspondences from time to time provided by the subcontractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. This includes the assessment of the profitability of on-going engineering service contracts.

**How our audit addressed the key audit matter**

Our procedures in relation to recognition of revenue and costs from engineering service contracts and contract assets/contract liabilities included:

- Understanding management's process in estimation of the contract revenue, budget cost and determination of completion status of the engineering service contracts;
- Agreeing the total contract value to the contracts and variation orders, on a sample basis;
- Discussing with the management of the Group to evaluate the reasonableness of their estimated total contract costs, taking into account of factors including the duration of the projects and profit margin of similar completed projects, on a sample basis;
- Evaluating the reasonableness of estimated total contract costs to be incurred by checking against the agreements, quotations or other correspondences from time to time provided by subcontractors, suppliers or vendors involved and the experience of the management, on a sample basis;
- Evaluating the reasonableness of costs from engineering service recognised to date by:
  - Checking to the supporting documents including the certificates and invoices issued by the subcontractors, suppliers or vendors and their correspondences to evaluate progress of respective projects, on a sample basis;
  - Discussing with the management of the Group to understand the status of respective engineering service contracts, and to evaluate the reasonableness of contract costs recognised based on the size and duration of the projects, on a sample basis; and
- Evaluating the reasonableness of the progress towards complete satisfaction of a performance obligation of engineering service contracts by comparing the percentage calculated based on costs incurred at the end of the reporting period against that calculated based on external certifications from main constructors, and investigating any significant differences identified.

### OTHER INFORMATION

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

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

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



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

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Chau Chi Ka.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

18 December 2019

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 September 2019

	NOTES	2019 HK\$'000	2018 HK\$'000
Revenue	5	<b>378,464</b>	375,023
Costs of sales		<b>(317,431)</b>	(321,993)
Gross profit		<b>61,033</b>	53,030
Other income	6	<b>2,669</b>	514
Other gains and losses	6	<b>268</b>	(509)
Impairment losses on trade receivables and contract assets		<b>(4,491)</b>	–
Administrative expenses		<b>(31,994)</b>	(20,161)
Finance cost	7	<b>(3)</b>	(2)
Profit before taxation	8	<b>27,482</b>	32,872
Income tax expense	9	<b>(5,576)</b>	(5,747)
Profit and total comprehensive income for the year		<b>21,906</b>	27,125
Profit (loss) and total comprehensive income (expense) for the year attributable to:			
Owners of the Company		<b>21,908</b>	27,125
Non-controlling interests		<b>(2)</b>	–
		<b>21,906</b>	27,125
Earnings per share	12		
Basic (HK\$)		<b>0.04</b>	0.05
Diluted (HK\$)		<b>0.04</b>	N/A

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2019

	NOTES	2019 HK\$'000	2018 HK\$'000
Non-current assets			
Property, plant and equipment	13	3,029	2,804
Deferred tax assets	14	307	108
Deposits	16	328	207
		<u>3,664</u>	<u>3,119</u>
Current assets			
Trade receivables	15	33,400	46,804
Other receivables, deposits and prepayments	16	8,064	2,483
Contract assets	17	87,630	–
Amounts due from customers for contract work	18	–	66,002
Pledged bank deposits	19	5,000	20,049
Short term bank deposits	19	7,080	50,058
Bank balances and cash	19	140,768	46,227
		<u>281,942</u>	<u>231,623</u>
Current liabilities			
Trade payables	20	38,000	10,015
Other payables and accrued charges	21	22,239	23,068
Contract liabilities	17	4,478	–
Amounts due to customers for contract work	18	–	6,888
Bank borrowing	22	4,562	–
Tax liabilities		3,770	7,441
		<u>73,049</u>	<u>47,412</u>
Net current assets		<u>208,893</u>	<u>184,211</u>
Total assets less current liabilities		<u>212,557</u>	<u>187,330</u>
Non-current liability			
Provisions	23	616	848
Net assets		<u>211,941</u>	<u>186,482</u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2019

	NOTES	2019 HK\$'000	2018 HK\$'000
Capital and reserves			
Share capital	24	5,436	5,400
Reserves		<u>206,487</u>	<u>181,082</u>
Equity attributable to owners of the Company		<b>211,923</b>	186,482
Non-controlling interests		<u>18</u>	<u>—</u>
Total equity		<b><u>211,941</u></b>	<b><u>186,482</u></b>

The consolidated financial statements on pages 49 to 113 were approved and authorised for issue by the Board of Directors on 18 December 2019 and are signed on its behalf by:

**Ko Chun Hay Kelvin**  
DIRECTOR

**Li Kar Fai Peter**  
DIRECTOR

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 September 2019

	Attributable to owners of the Company						Non-controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000 (Note 24)	Share premium HK\$'000	Share options reserve HK\$'000	Other reserves HK\$'000 (Note)	Retained profits HK\$'000	Sub-total HK\$'000		
At 1 October 2017	5,400	91,228	–	5,955	56,774	159,357	–	159,357
Profit and total comprehensive income for the year	–	–	–	–	27,125	27,125	–	27,125
At 30 September 2018	5,400	91,228	–	5,955	83,899	186,482	–	186,482
Adjustment (Note 2)	–	–	–	–	(703)	(703)	–	(703)
At 1 October 2018	<b>5,400</b>	<b>91,228</b>	–	<b>5,955</b>	<b>83,196</b>	<b>185,779</b>	–	<b>185,779</b>
Profit (loss) and total comprehensive income (expense) for the year	–	–	–	–	<b>21,908</b>	<b>21,908</b>	<b>(2)</b>	<b>21,906</b>
Recognition of equity-settled share-based payments	–	–	<b>2,426</b>	–	–	<b>2,426</b>	–	<b>2,426</b>
Issue of shares upon exercise of share options	<b>36</b>	<b>2,539</b>	<b>(765)</b>	–	–	<b>1,810</b>	–	<b>1,810</b>
Capital injection from a non-controlling shareholder of a subsidiary	–	–	–	–	–	–	<b>20</b>	<b>20</b>
At 30 September 2019	<b>5,436</b>	<b>93,767</b>	<b>1,661</b>	<b>5,955</b>	<b>105,104</b>	<b>211,923</b>	<b>18</b>	<b>211,941</b>

Note: Other reserves represented (a) contribution from immediate holding company of the Company in previous years; (b) the difference of the combined share capital of the operating subsidiaries and the share capital of a group entity incorporated in the British Virgin Islands ("BVI") for shares issued pursuant to the group reorganisation in preparation for the listing of shares of the Company; and (c) the difference of issuance of shares of the Company to immediate holding company of the Company in previous year.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 September 2019

	2019 HK\$'000	2018 HK\$'000
OPERATING ACTIVITIES		
Profit before taxation	27,482	32,872
Adjustments for:		
Bank interest income	(1,229)	(400)
Finance cost	3	2
Loss on disposal of property, plant and equipment	8	6
Depreciation	628	551
Impairment losses on trade receivables and contract assets	4,491	–
Recovery of written off on other receivables	(300)	–
Impairment loss recognised on other receivables	–	450
Impairment loss recognised on trade receivables	–	20
Share-based payment expenses	2,426	–
Operating cash flows before movements in working capital	33,509	33,501
Decrease (increase) in trade receivables	13,345	(38,110)
(Increase) decrease in other receivables, deposits and prepayments	(5,402)	4,522
Increase in amounts due from/to customers for contract work, net	–	(24,747)
Increase in contract assets	(26,901)	–
Decrease in contract liabilities	(2,410)	–
Increase (decrease) in trade payables	27,985	(973)
(Decrease) increase in other payables and accrued charges	(829)	3,854
Decrease in provisions	(232)	(95)
Cash generated from (used in) operations	39,065	(22,048)
Income tax paid	(9,308)	(8,465)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	29,757	(30,513)
INVESTING ACTIVITIES		
Bank interest received	1,229	400
Purchase of property, plant and equipment	(861)	(225)
Proceeds from disposal of property, plant and equipment	–	10
Withdrawal of pledged bank deposits	20,049	–
Placement of pledged bank deposits	(5,000)	(20,049)
Withdrawal of short term bank deposits	40,000	–
Placement of short term bank deposits	(7,080)	(40,000)
NET CASH FROM (USED IN) INVESTING ACTIVITIES	48,337	(59,864)

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 September 2019

	2019 HK\$'000	2018 HK\$'000
FINANCING ACTIVITIES		
Interest paid	(3)	(2)
Repayment of obligation under a finance lease	–	(112)
Capital injection from a non-controlling shareholder of a subsidiary	20	–
Repayment to a shareholder	–	(5,554)
New bank borrowing raised	4,562	–
Issue of shares upon exercise of share options	1,810	–
	<hr/>	<hr/>
NET CASH FROM (USED IN) FINANCING ACTIVITIES	6,389	(5,668)
	<hr/>	<hr/>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	84,483	(96,045)
	<hr/>	<hr/>
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	56,285	152,330
	<hr/>	<hr/>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	<u>140,768</u>	<u>56,285</u>
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS		
Bank balances and cash	109,768	46,227
Short term bank deposits with maturity less than three months	31,000	10,058
	<hr/>	<hr/>
	<u>140,768</u>	<u>56,285</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2019

## 1. GENERAL

Golden Faith Group Holdings Limited (the “Company”) is incorporated and registered as an exempted company in the Cayman Islands on 12 October 2016 and its shares were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 August 2017. The address of the registered office and principal place of business are stated in the “Corporate Information” section of the annual report. Pursuant to the transfer of shares between Superior Ace Investment Limited (“Superior Ace”) and Greatly Success Investment Trading Limited (“Greatly Success”) on 21 October 2018, the immediate and ultimate holding company of the Company has changed from Superior Ace, which is incorporated in the BVI, to Greatly Success, which is incorporated in the Republic of Seychelles.

The Company is an investment holding company. The principal activities of the Company’s subsidiaries are disclosed in note 35 to the consolidated financial statements.

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

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

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

The Group has applied the following new and amendments and an interpretation to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
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 HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

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



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

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

#### **2.1 HKFRS 15 “Revenue from Contracts with Customers”**

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 October 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 October 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 “Revenue” and HKAS 11 “Construction Contracts” and the related interpretations.

The Group recognises revenue from the following major sources which arise from contracts with customers:

- Electric and maintenance engineering services
- Sales of electrical products

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in notes 5 and 3 respectively.

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

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

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

Summary of effects arising from initial application of HKFRS 15

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

		Carrying amounts previously reported at 30 September 2018	Reclassification	Carrying amounts under HKFRS 15 at 1 October 2018*
	Note	HK\$'000	HK\$'000	HK\$'000
<b>Current assets</b>				
Contract assets	(a)	–	66,002	66,002
Amounts due from customers for contract work	(a)	66,002*	(66,002)	–
<b>Current liabilities</b>				
Contract liabilities	(a)	–	6,888	6,888
Amounts due to customers for contract work	(a)	6,888	(6,888)	–

\* The amounts in this column are before the adjustments from the application of HKFRS 9.

(a) Upon the application of HKFRS 15 on 1 October 2018, amounts due from customers for contract work of HK\$66,002,000 were reclassified to contract assets, whilst amounts due to customers for contract work of HK\$6,888,000 were reclassified to contract liabilities.

The directors of the Company assessed that the application of HKFRS 15 have no material impact on the retained profits at 1 October 2018 and on the timing and amounts of revenue recognised.

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

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

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

##### Summary of effects arising from initial application of HKFRS 15 (Continued)

The following tables summarise the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 30 September 2019 and consolidated statement of cash flows for the current year for each of the line items affected. Line items that were not affected by the changes have not been included.

##### Impact on the consolidated statement of financial position

		As reported	Reclassification	Amounts without application of HKFRS 15
	Note	HK\$'000	HK\$'000	HK\$'000
<b>Current assets</b>				
Contract assets	(a)	87,630	(87,630)	–
Amounts due from customers for contract work	(a)	–	87,630	87,630
<b>Current liabilities</b>				
Contract liabilities	(a)	4,478	(4,478)	–
Amounts due to customers for contract work	(a)	–	4,478	4,478

##### Impact on the consolidated statement of cash flows

		As reported	Reclassification*	Amounts without application of HKFRS 15
	Note	HK\$'000	HK\$'000	HK\$'000
<b>Operating activities</b>				
Increase in contract assets	(a)	(26,901)	26,901	–
Changes in amounts due from/to customers for contract work, net	(a)	–	(29,311)	(29,311)
Decrease in contract liabilities	(a)	(2,410)	2,410	–

\* The amounts in this column exclude the corresponding effect from the application of HKFRS 9 as at 30 September 2019.

(a) Without application of HKFRS 15, the contract assets under HKFRS 15 will be reclassified as amounts due from customers for contract work under HKAS 18 and the contract liabilities under HKFRS 15 will be reclassified as amounts due to customers for contract work under HKAS 18, respectively.

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

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

#### 2.2 HKFRS 9 "Financial Instruments"

In the current year, the Group has applied HKFRS 9 "Financial Instruments" and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities; (2) expected credit losses ("ECL") for financial assets and contract assets; and (3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 October 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 October 2018. The difference between carrying amounts as at 30 September 2018 and the carrying amounts as at 1 October 2018 are recognised in the opening retained profits without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 "Financial Instruments: Recognition and Measurement".

Accounting policies resulting from application of HKFRS 9 are disclosed in note 3.

#### Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement (including impairment) of financial assets and contract assets subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 October 2018.

Note	Amounts due from customers for contract work HK\$'000	Contract assets HK\$'000	Trade receivables HK\$'000	Deferred tax assets HK\$'000	Retained profits HK\$'000
Closing balance at 30 September 2018 – HKAS 39	66,002	–	46,804	108	83,899
Effect arising from initial application of HKFRS 15	(66,002)	66,002	–	–	–
Effect arising from initial application of HKFRS 9 – impairment under ECL model (a)	–	(618)	(223)	138	(703)
Opening balance at 1 October 2018	–	65,384	46,581	246	83,196

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

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

### 2.2 HKFRS 9 "Financial Instruments" (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

#### (a) Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables and contract assets. Contract assets and trade receivables have been assessed individually.

Loss allowances for other financial assets at amortised cost including other receivables and deposits, pledged bank deposits, short term bank deposits and bank balances are measured on 12-month ECL basis as there had been no significant increase in credit risk since initial recognition.

As at 1 October 2018, the additional allowance for credit losses of contract assets and trade receivables amounting to HK\$841,000, in aggregated, has been recognised against retained profits. The additional allowance for credit losses is charged against the respective asset. Deferred tax assets also increased by HK\$138,000 as a result of the additional allowance for credit losses charged.

Allowance for credit losses of trade receivables and contract assets as at 30 September 2018 reconcile to the opening allowance for credit losses as at 1 October 2018 is as follows:

	Contract assets HK\$'000	Trade receivables HK\$'000
At 30 September 2018 – HKAS 39	–	–
Amounts remeasured through opening retained profits	618	223
At 1 October 2018	618	223

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

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

### 2.3 Impacts on opening consolidated statement of financial position arising from the application of all new standards, amendments and interpretation

As a result of the changes in the Group's accounting policies above, the opening consolidated statement of financial position had to be restated. The following table show the adjustments recognised for each of the line items affected. Line items that were not affected by the changes have not been included.

	30 September 2018 HK\$'000 (audited)	HKFRS 15 HK\$'000	HKFRS 9 HK\$'000	1 October 2018 HK\$'000 (restated)
<b>Non-current assets</b>				
Deferred tax assets	108	–	138	246
<b>Current assets</b>				
Trade receivables	46,804	–	(223)	46,581
Amounts due from customers for contract work	66,002	(66,002)	–	–
Contract assets	–	66,002	(618)	65,384
<b>Current liabilities</b>				
Amounts due to customers for contract work	6,888	(6,888)	–	–
Contract liabilities	–	6,888	–	6,888
<b>Capital and reserves</b>				
Reserves	181,082	–	(703)	180,379

Note: For the purposes of reporting cash flows from operating activities under indirect method for the year ended 30 September 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 October 2018 as disclosed above.

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

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

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

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>2</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>4</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>5</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>5</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019.

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

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>4</sup> 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.

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2020.

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

### HKFRS 16 “Leases”

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

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

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

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

### HKFRS 16 "Leases" (Continued)

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

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 30 September 2019, the Group has non-cancellable operating lease commitments of HK\$2,227,000 as disclosed in note 30. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of HK\$515,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets.

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



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

### **Amendments to HKAS 1 and HKAS 8 “Definition of Material”**

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 October 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

### **Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards**

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

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

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

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

The principal accounting policies are set out below.

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Basis of consolidation** *(Continued)*

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

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

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

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

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

#### **Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2)**

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2) *(Continued)***

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

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

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

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

#### **Variable consideration**

For contracts that contain variable consideration (to specify), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Revenue recognition (prior to 1 October 2018)

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

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from engineering service contracts is based on the stage of completion at the end of the reporting period. The Group's accounting policy for recognition of revenue from engineering services is described in the accounting policy for engineering service contracts below.

Service income is recognised when services are provided.

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

#### Engineering service contracts

Where the outcome of an engineering service contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion that contract cost incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

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

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Impairment loss on assets other than financial assets**

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of assets are estimated individually. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

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

#### **Property, plant and equipment**

Property, plant and equipment held for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Leasing**

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

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

#### ***Leasehold land and building***

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under a finance lease.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in finance costs in the period in which they are incurred.

#### **Retirement benefit costs**

Payments to the Mandatory Provident Fund Schemes ("MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

#### ***Short-term and other long-term employee benefits***

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

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

Liabilities recognised in respect of other long-term employee benefits (such as long service payments) are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the end of the reporting period.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Share-based payments

##### ***Equity-settled share-based payment transactions***

##### *Share options granted to directors*

Equity-settled share-based payments to directors and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date is expensed on a straight-line basis over the vesting period with a corresponding increase in equity.

At the end of the reporting period, the Group revises its estimate of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in term of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

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



### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Taxation**

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

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

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

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

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average tax rates that are expected to apply to the taxable income of the periods in which the temporary differences are expected to reverse.

The determination of the average tax rates requires an estimation of (i) when the existing temporary differences will reverse and (ii) the amount of future taxable income in those years. The estimate of future taxable income includes income or loss excluding reversals of temporary differences; and reversals of existing temporary differences.

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

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Taxation** *(Continued)*

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

Current and deferred tax is recognised in profit or loss.

#### **Provisions**

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

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

#### **Financial instruments**

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

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

##### **Financial assets**

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)*

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

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

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

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

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

A financial asset is held for trading if:

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)*

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

(i) Amortised cost and interest income

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

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (upon application of HKFRS 9 with transitions in accordance with note 2)*

The Group performs impairment assessment under ECL model on financial assets (including trade receivables, other receivables and deposits, pledged bank deposits, short term bank deposits and bank balances and cash which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

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

For all other instruments, the Group measures the impairment loss allowance 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 increases in the likelihood or risk of a default occurring since initial recognition.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

##### **Financial assets** *(Continued)*

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)*

(i) Significant increase in credit risk

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

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

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

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

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

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)*

#### (ii) Definition of default

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

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### (iii) Credit impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

#### (iv) Write-off policy

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

##### **Financial assets** *(Continued)*

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (upon application of HKFRS 9 with transitions in accordance with note 2) (Continued)*

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

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

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

*Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 October 2018)*

The Group's financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Interest income is recognised on an effective interest rate basis.

##### *Loans and receivables*

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

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

##### **Financial assets** *(Continued)*

##### *Impairment of financial assets (before application of HKFRS 9 on 1 October 2018)*

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

Objective evidence of impairment could include:

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

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

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

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

If, in a 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 through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire.

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



### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

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

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

##### *Equity instruments*

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

##### *Financial liabilities*

Financial liabilities (including trade payables, other payables and accrued charges and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

##### *Derecognition of financial liabilities*

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

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the management of the Group is required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

##### **Engineering service contracts**

The Group reviews and revises the estimates of contract revenue, contract costs and variation orders prepared for each engineering service contract as the contract progresses. Budgeted engineering service costs are prepared by the management of the Group on the basis of agreements, quotations or other correspondences from time to time provided by the subcontractors, suppliers or vendors involved and the experience of the management of the Group. In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimate may have impact on the profit or loss recognised in each period.

Recognised amounts of engineering service contract revenue and related receivables reflect management's best estimate of each contract's outcome and the progress towards complete satisfaction of a performance obligation, which are determined on the basis of a number of estimates. This includes the assessment of the profitability of on-going engineering service contracts. The actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit or loss to be recognised in future years as an adjustment to the amounts recorded to date.

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

Prior to the application of HKFRS 9, when there is objective evidence that trade receivables may be impaired, the Group estimates the future cash flows of those balances. The amount of the impairment loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial assets' original effective interest rate (i.e. the effective interest rate computed on initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise.

Upon the application of HKFRS 9 on 1 October 2018, ECL on the trade receivables and contract assets are assessed individually. The assessment is based on the internal credit ratings, ageing, repayment history and/or past due status of the respective customers, taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL on trade receivables and contract assets are disclosed in notes 15, 17 and 28, respectively.

The carrying amounts of trade receivables and contract assets are HK\$33,400,000 and HK\$87,630,000, respectively, as at 30 September 2019.

## 5. REVENUE AND SEGMENT INFORMATION

### Revenue

#### A. For the year ended 30 September 2019

##### (i) Disaggregation of revenue

	HK\$'000
Types of goods or services	
– Electric and maintenance engineering services in Hong Kong	376,642
– Sales of electrical products in the People's Republic of China ("PRC")	1,822
	<u>378,464</u>
Timing of revenue recognition	
– A point in time	1,822
– Over time	376,642
	<u>378,464</u>

##### (ii) Performance obligations for contracts with customers

#### Electric and maintenance engineering services

Under the terms of contracts, the Group's performance creates or enhances the properties which the customers control during the course of work by the Group. Revenue from provision of electric and maintenance engineering services is therefore recognised based on the progress towards complete satisfaction of a performance obligation of contract using input method. The progress towards complete satisfaction of a performance obligation is determined as the proportion of the costs incurred for the works (i.e. direct labor costs, subcontracting costs and costs of materials incurred) performed to date relative to the estimated total costs to complete the satisfaction of these services and the margin of each project, to the extent that the revenue can be measured reliably and its recovery is considered probable.

The Group's engineering service contracts include payment schedules which require stage payments over the construction period once certain specified milestones based on surveyors' assessment are reached.

Retention receivables, prior to expiration of maintenance period, which ranges from one to two years from the date of the practical completion of the construction, are classified as contract assets. The maintenance period serves as an assurance that the construction services performed comply with agreed-upon specifications and such assurance cannot be purchased separately.

## 5. REVENUE AND SEGMENT INFORMATION (Continued)

### Revenue (Continued)

#### A. For the year ended 30 September 2019 (Continued)

##### (ii) Performance obligations for contracts with customers (Continued)

##### Electric and maintenance engineering services (Continued)

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the engineering services are performed representing the Group's right to consideration for the services performed and not billed because the rights are conditioned on the Group's future performance accepted by the customers. The contract assets are transferred to trade receivables when the rights become unconditional. If the progress payment exceeds the revenue recognised to date under the input method, the Group recognises a contract liability for the difference.

##### Sales of electrical products

Revenue from sales of electrical products is recognised when control of the electrical products has been transferred to the customer, being at the point the goods are delivered to the customer's specific location. Transportation and other related activities that occur before customer obtains control of the related good are considered as fulfilment activities. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional and only the passage of time is required before payment is due. The normal credit term is 90 days upon delivery, which is approximate the time of issuing the invoices to the customers.

- (iii) The transaction price allocated to the remaining performance obligations of electric and maintenance engineering services contracts (unsatisfied or partially unsatisfied) as at 30 September 2019 and the expected timing of recognised revenue are as follows:

	HK\$'000
Within one year	<u>206,919</u>

All the Group's contracts with customer on sales of electrical products with unsatisfied performance obligations have original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to the remaining performance obligations (unsatisfied or satisfied) as at 30 September 2019 is not disclosed.

## 5. REVENUE AND SEGMENT INFORMATION (Continued)

### Revenue (Continued)

#### B. For the year ended 30 September 2018

	HK\$'000
Electric and maintenance engineering services	<u>375,023</u>

### Segment information

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

During the year ended 30 September 2019, the chief operating decision maker considered that sales of electrical products, being started in current year, may become a substantial operating activity to the Group in future. Therefore, the sales of electrical products is reported as a new reportable and operating segment for the current year.

The Group's reportable and operating segments during the year ended 30 September 2019 are therefore as follows:

- (i) Electric and maintenance engineering services; and
- (ii) Sales of electrical products.

The following is an analysis of the Group's revenue and results by operating and reportable segments during the year ended 30 September 2019:

	<b>Electric and maintenance engineering services</b> HK\$'000	<b>Sales of electrical products</b> HK\$'000	<b>Consolidated</b> HK\$'000
Revenue			
Segment revenue	<u>376,642</u>	<u>1,822</u>	<u>378,464</u>
Segment results	<u>36,717</u>	<u>30</u>	36,747
Bank interest income			1,229
Administrative expenses			<u>(10,494)</u>
Profit before taxation			<u>27,482</u>

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### **Segment information** *(Continued)*

All of the segment revenue reported above is from external customers.

During the year ended 30 September 2018, the Group's operations is solely derived from electric and maintenance engineering services in Hong Kong. Therefore, the Group presents only one single operating segment and no further analysis is presented.

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies during the year ended 30 September 2019 and 2018 described in note 3. Segment profit represents the profit earned by each segment excluding bank interest income, certain administrative expenses and income tax expense. This is the measure reported to the Group's management for the purpose of resource allocation and performance assessment.

No analysis of segment asset and segment liability as at 30 September 2019 and 2018 is presented as the chief operating decision maker does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented during the year ended 30 September 2019.

### **Geographical information**

Geographical information on the Group's revenue are disclosed under the sub-heading of "Revenue" in this note. The Group's property, plant and equipment amounting to HK\$3,029,000 (2018: HK\$2,804,000) and deposits of HK\$328,000 (2018: HK\$207,000) as at 30 September 2019 are all located in Hong Kong by geographical location of assets.

### **Information about major customers**

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the year is as follows:

	2019 HK\$'000	2018 HK\$'000
Customer A	106,840	200,476
Customer B	51,934	151,683
Customer C	206,735	—

## 6. OTHER INCOME AND OTHER GAINS AND LOSSES

	2019 HK\$'000	2018 HK\$'000
Other income:		
Bank interest income	1,229	400
Sales of scrap materials	–	44
Others	1,440	70
	<u>2,669</u>	<u>514</u>
Other gains and losses:		
Impairment loss recognised on trade receivables	–	(20)
Impairment loss recognised on other receivables	–	(450)
Recovery of written off on other receivables	300	–
Loss on disposal of property, plant and equipment	(8)	(6)
Net exchange losses	(24)	(33)
	<u>268</u>	<u>(509)</u>

## 7. FINANCE COST

	2019 HK\$'000	2018 HK\$'000
Interest on a finance lease	–	2
Interest on bank borrowings	3	–
	<u>3</u>	<u>2</u>

## 8. PROFIT BEFORE TAXATION

	2019 HK\$'000	2018 HK\$'000
Profit before taxation has been arrived at after charging:		
Staff costs:		
Directors' remuneration (note 10)	9,162	2,483
Other staff costs	40,067	35,872
Contributions to retirement benefits schemes for other staff	1,218	1,078
	<b>50,447</b>	<b>39,433</b>
Auditor's remuneration	1,200	1,100
Depreciation of property, plant and equipment	628	551
Minimum lease payments in respect of office premises	2,665	2,033

## 9. INCOME TAX EXPENSE

	2019 HK\$'000	2018 HK\$'000
Hong Kong Profits Tax:		
– Current year	5,292	5,679
– Underprovision in prior years	343	97
	<b>5,635</b>	<b>5,776</b>
PRC Enterprise Income Tax:		
– Current year	2	–
Deferred taxation credit for the year (note 14)	(61)	(29)
	<b>5,576</b>	<b>5,747</b>

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2018 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.



## 9. INCOME TAX EXPENSE (Continued)

Accordingly, starting from the year ended 30 September 2018, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. The profit of group entities not qualified for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5%.

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

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

	2019 HK\$'000	2018 HK\$'000
Profit before taxation	<u>27,482</u>	<u>32,872</u>
Taxation at income rate of 16.5%	4,535	5,424
Tax effect of expenses not deductible for tax purposes	1,150	376
Tax effect of income not taxable for tax purposes	(203)	(66)
Tax effect of tax losses not recognised	–	81
Utilisation of tax losses previously not recognised	(81)	–
Effect of different tax rates of subsidiary operating in the PRC	(3)	–
Income tax at concessionary rate	(165)	(165)
Underprovision in prior years	<u>343</u>	<u>97</u>
Income tax expense	<u>5,576</u>	<u>5,747</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2019

## 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

### (a) Directors' and chief executive's emoluments

The emoluments paid or payable to the directors of the Company for both years as follows:

	Executive directors			Non-executive directors		Independent non-executive directors				
	Mr. Li Kar Fai Peter HK\$'000	Mr. Pu Li Wei (Note v) HK\$'000	Mr. Ko Chun Hay Kelvin (Note i) HK\$'000	Mr. Yung On Wah (Note ii) HK\$'000	Ms. Wong Cheuk Wai Helena (Note iii) HK\$'000	Mr. Chan Cho Chak HK\$'000	Mr. Chan Wing Fai HK\$'000	Mr. Yan Wai Yan HK\$'000 (Note iv)	Mr. Yeung Wai Lung HK\$'000	Total HK\$'000
<b>As at 30 September 2019</b>										
Fees	-	-	-	-	-	120	120	36	120	396
Other emoluments										
Salaries and other benefits	498	60	1,410	1,306	127	-	-	-	-	3,401
Performance and discretionary bonus (Note vi)	-	-	-	2,895	-	-	-	-	-	2,895
Share-based payments	1,212	-	1,214	-	-	-	-	-	-	2,426
Retirement benefits schemes contributions	18	-	13	13	-	-	-	-	-	44
<b>Total emoluments</b>	<b>1,728</b>	<b>60</b>	<b>2,637</b>	<b>4,214</b>	<b>127</b>	<b>120</b>	<b>120</b>	<b>36</b>	<b>120</b>	<b>9,162</b>

	Executive directors			Independent non-executive directors				
	Mr. Yung On Wah HK\$'000	Mr. Li Kar Fai Peter HK\$'000 (Note v)	Mr. Pu Li Wei (Note v) HK\$'000	Mr. Chan Cho Chak HK\$'000	Mr. Chan Wing Fai HK\$'000	Mr. Yan Wai Yan HK\$'000	Mr. Yeung Wai Lung HK\$'000	Total HK\$'000
<b>As at 30 September 2018</b>								
Fees	-	-	-	120	120	120	120	480
Other emoluments								
Salaries and other benefits	1,122	480	175	-	-	-	-	1,777
Performance and discretionary bonus (Note vi)	190	-	-	-	-	-	-	190
Retirement benefits scheme contributions	18	18	-	-	-	-	-	36
<b>Total emoluments</b>	<b>1,330</b>	<b>498</b>	<b>175</b>	<b>120</b>	<b>120</b>	<b>120</b>	<b>120</b>	<b>2,483</b>

## 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

### (a) Directors' and chief executive's emoluments (Continued)

Notes:

- (i) Mr. Ko Chun Hay Kelvin was appointed as an executive director on 18 January 2019.
- (ii) Mr. Yung On Wah was re-designated as a non-executive director on 18 January 2019.
- (iii) Ms. Wong Cheuk Wai Helena was appointed as a non-executive director on 18 January 2019.
- (iv) Mr. Yan Wai Yan has resigned as an independent non-executive director on 18 January 2019.
- (v) Mr. Pu Li Wei was appointed as executive director of the Company on 15 November 2017. He resigned as an executive director on 18 January 2019.
- (vi) The performance and discretionary bonus is determined by reference to the duties and responsibilities of Mr. Yung On Wah within the Group and the Group's performance.
- (vii) The Company does not officially have a position of chief executive, the executive directors have effectively performed the role of chief executive leading the Board to work effectively. The emoluments of the executive directors shown above were for their services in connection with the management of the affairs of the Group. The emoluments of the non-executive directors and independent non-executive directors shown above were for their services as directors of the Company.

No remuneration was paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office for both years. There is no arrangement under which a director has waived or agreed to waive any remuneration.

### (b) Employees' emoluments

The five highest paid individuals included three (2018: one) of the directors of the Company whose emoluments is included in the disclosures above. The emoluments of the remaining two (2018: four) individuals for both years were as follows:

	2019 HK\$'000	2018 HK\$'000
Salaries and other benefits	2,762	4,280
Performance and discretionary bonus	805	919
Retirement benefits schemes contributions	36	68
	<u>3,603</u>	<u>5,267</u>

## 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

### (b) Employees' emoluments (Continued)

Their emoluments are within the following bands:

	2019 Number of employees	2018 Number of employees
HK\$1,000,001 to HK\$1,500,000	–	4
HK\$1,500,001 to HK\$2,000,000	<u>2</u>	<u>–</u>

The performance and discretionary bonus is determined by reference to the duties and responsibilities of the relevant individual within the Group and the Group's performance.

No emoluments was paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

## 11. DIVIDEND

The directors of the Company do not recommend the payment of a final dividend for the year ended 30 September 2019 (2018: nil).

## 12. EARNINGS PER SHARE

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

### Earnings

	2019 HK\$'000	2018 HK\$'000
Earnings for the purpose of calculating basic and diluted earnings per share (profit for the year attributable to owners of the Company)	<u>21,908</u>	<u>27,125</u>
	<b>Number of shares</b>	
	2019 '000	2018 '000
Number of ordinary shares for the purpose of calculating basic earnings for share	541,448	540,000
Effect of dilutive potential ordinary shares – share options	<u>54</u>	<u>N/A</u>
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	<u>541,502</u>	<u>N/A</u>

No diluted earnings per share of 2018 was presented as there were no potential ordinary shares in issue for 2018.

### 13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>COST</b>					
At 1 October 2017	3,106	703	2,725	1,243	7,777
Additions	–	–	225	–	225
Disposals	–	–	–	(84)	(84)
At 30 September 2018	3,106	703	2,950	1,159	7,918
Additions	–	114	434	313	861
Disposals	–	(13)	(22)	–	(35)
At 30 September 2019	3,106	804	3,362	1,472	8,744
<b>DEPRECIATION</b>					
At 1 October 2017	956	699	2,318	658	4,631
Provided for the year	89	2	200	260	551
Eliminated on disposals	–	–	–	(68)	(68)
At 30 September 2018	1,045	701	2,518	850	5,114
Provided for the year	89	10	236	293	628
Eliminated on disposals	–	(12)	(15)	–	(27)
At 30 September 2019	1,134	699	2,739	1,143	5,715
<b>CARRYING AMOUNTS</b>					
At 30 September 2019	<b>1,972</b>	<b>105</b>	<b>623</b>	<b>329</b>	<b>3,029</b>
At 30 September 2018	<b>2,061</b>	<b>2</b>	<b>432</b>	<b>309</b>	<b>2,804</b>

The above property, plant and equipment are depreciated on the straight-line basis over their estimated useful lives, at the following rates per annum:

Leasehold land and buildings	Over the shorter of the terms or 50 years
Leasehold improvements	20%
Furniture, fixtures and equipment	20%
Motor vehicles	25%

As at 30 September 2019, the Group has pledged a premise with aggregate carrying amounts of HK\$1,972,000 (2018: HK\$2,061,000) to secure a banking facility granted to the Group.

## 14. DEFERRED TAX ASSETS

The following are the deferred tax assets recognised by the Group and movements thereon during the current and prior years.

	Accelerated accounting depreciation HK\$'000	Allowance for credit losses on trade receivables and contract assets HK\$'000	Total HK\$'000
At 1 October 2017	79	–	79
Credit to profit or loss (note 9)	29	–	29
At 30 September 2018	108	–	108
Adjustments (note 2)	–	138	138
At 1 October 2018 (restated)	108	138	246
Credit to profit or loss (note 9)	38	23	61
At 30 September 2019	146	161	307

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiary amounting to approximately HK\$29,000 (2018: nil) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 15. TRADE RECEIVABLES

	2019 HK\$'000	2018 HK\$'000
Gross trade receivables	33,459	46,804
Less: allowance for credit losses	(59)	–
Total	<u>33,400</u>	<u>46,804</u>

As at 30 September 2019 and 1 October 2018, trade receivables from contracts with customers amounted to HK\$33,400,000 and HK\$46,581,000 respectively.

The Group grants credit terms of 0 to 30 days to its customers from the date of invoices on progress payments of engineering service works and 90 days to its customer from the date of invoices on sales of electrical products. An ageing analysis of the trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the reporting period, is as follows:

	2019 HK\$'000	2018 HK\$'000
0 – 30 days	31,809	15,741
31 – 60 days	306	17,351
61 – 90 days	1,285	–
91 – 180 days	–	13,712
	<u>33,400</u>	<u>46,804</u>

As at 30 September 2019, entire trade receivables are not past due at the reporting date. The Group did not hold any collateral over these balances.

Details of impairment assessment of trade receivables as at 30 September 2019 are set out in note 28.

As at 30 September 2018, 34% of the trade receivables that are neither past due nor impaired have good credit quality. These customers have no default of payment for both years.

As at 30 September 2018, included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$31,063,000 which are past due as at the reporting date for which the Group has not provided for impairment loss. The Group did not hold any collateral over these balances.

## 15. TRADE RECEIVABLES (Continued)

### Movements in the allowance for bad and doubtful debts

	2018 HK\$'000
At 1 October	–
Impairment losses recognised on trade receivables	20
Amounts written off as uncollectible	(20)
	<hr/>
At 30 September	<hr/> <hr/> –

Ageing of trade receivables which are past due but not impaired

	2018 HK\$'000
31 – 60 days	17,351
91 – 180 days	13,712
Over 180 days	–
	<hr/>
Total	<hr/> <hr/> 31,063

## 16. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2019 HK\$'000	2018 HK\$'000
Rental and other deposits	588	402
Deposits for trading products/materials purchase	6,563	1,520
Prepayments and others	1,241	768
	<hr/>	<hr/>
Total	<hr/> <hr/> 8,392	<hr/> <hr/> 2,690
Presented as non-current assets	328	207
Presented as current assets	8,064	2,483
	<hr/>	<hr/>
Total	<hr/> <hr/> 8,392	<hr/> <hr/> 2,690



## 17. CONTRACT ASSETS AND CONTRACT LIABILITIES

	As at	
	30 September	1 October
	2019	2018*
	HK\$'000	HK\$'000
Contract assets		
– Engineering service contracts	92,903	66,002
Less: allowance for credit losses	<u>(5,273)</u>	<u>(618)</u>
	<u>87,630</u>	<u>65,384</u>
Contract liabilities		
– Engineering service contracts	<u>4,478</u>	<u>6,888</u>

\* The amounts in this column are after the adjustments from the application of HKFRS 9 and 15.

Upon the application of HKFRS 9 since 1 October 2018, the Group applies the simplified approach to provide the ECL prescribed by HKFRS 9. Allowance of credit losses on contract assets amounting to HK\$4,655,000 was recognised during the year ended 30 September 2019. Details of impairment assessment of contract assets as at 30 September 2019 are set out in note 28.

Included in the contract assets are unbilled retention receivables which are expected to settle, based on the expiry of the defect liability period, at the end of the reporting period as follows:

	2019
	HK\$'000
Within one year	20,588
After one year	<u>24,478</u>
Total	<u>45,066</u>

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

	HK\$'000
Revenue recognised that was included in the contract liability balance at the beginning of the year	<u>6,888</u>

## 18. AMOUNTS DUE FROM/TO CUSTOMERS FOR CONTRACT WORK

**2018**  
HK\$'000

Contracts in progress at the end of the reporting period:

Contract costs incurred plus recognised profits less recognised losses	1,368,406
Less: Progress billings	<u>(1,309,292)</u>

Total	<u>59,114</u>
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Analysed as:

Amounts due from customers for contract work	66,002
Amounts due to customers for contract work	<u>(6,888)</u>

59,114

Unbilled retention receivables of HK\$42,501,000 are included in the above contracts in progress as at 30 September 2018. Retention monies withheld by customers of contract works are unsecured, interest-free and recoverable after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 1 to 2 years from the date of completion of respective engineering service projects.

The unbilled retention receivables are expected to settle, based on the expiring of the defect liability period, at the end of the reporting period as follows:

**2018**  
HK\$'000

Within one year	13,710
After one year	<u>28,791</u>

Total	<u>42,501</u>
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Upon application of HKFRS 15 on 1 October 2018, the amounts due from/to customers for contract works were reclassified to contract assets/liabilities.

## 19. PLEDGED BANK DEPOSITS/SHORT TERM BANK DEPOSITS/BANK BALANCES AND CASH

As at 30 September 2019 and 2018, pledged bank deposits represented balances pledged to banks to secure the banking facility granted to the Group, and carried interest at prevailing market rate with an average of 1.5% (2018: 1.0%) per annum.

As at 30 September 2019, short term bank deposits comprise bank deposits which carry fixed interest rate of 2.14% (2018: 2.20% to 2.33%) per annum with an original maturity of six months.

Bank balances and cash comprise cash on hand and short term bank deposits with an original maturity of three months or less, and carry interest at prevailing market rate ranging from 0.01% to 2.19% (2018: 0.01% to 0.05%) per annum.

## 20. TRADE PAYABLES

The credit period on purchases and subcontracting of contract work services is 30 to 60 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2019 HK\$'000	2018 HK\$'000
0 – 30 days	30,705	7,205
31 – 60 days	7,273	2,810
61 – 90 days	2	–
Over 90 days	20	–
	<u>38,000</u>	<u>10,015</u>

## 21. OTHER PAYABLES AND ACCRUED CHARGES

	2019 HK\$'000	2018 HK\$'000
Accrued charges for engineering service contracts	959	989
Retention payables (note i)	1,446	1,725
Accrued payroll and bonus (note ii)	18,378	18,605
Other accrued charges	1,456	1,749
	<u>22,239</u>	<u>23,068</u>

Notes:

- (i) Retention payables to subcontractors of contract works are unsecured, interest-free and recoverable after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 1 to 2 years from the date of completion of respective engineering service projects.
- (ii) Balance included the accrued payroll for contracting works.

## 22. BANK BORROWING

At 30 September 2019, RMB4,150,000 (equivalent to HK\$4,562,000) of bank borrowing is secured, repayable within one year and carries interest at benchmark interest rate as stipulated by the People's Bank of China plus 0.585% per annum.

## 23. PROVISIONS

	Long service payments and annual leave HK\$'000 (note)
At 1 October 2017	943
Utilised during the year	(95)
At 30 September 2018	848
Utilised during the year	(232)
At 30 September 2019	616

Note: The Group provides for the probable future long service payments and annual leave payments expected to be made to employees under the Hong Kong Employment Ordinance. The provision represents management's best estimate of probable future payments which have been earned by the employees from their services to the group entities up to the end of the reporting period.

## 24. SHARE CAPITAL

Details of the share capital of the Company are disclosed as follows:

	Number of shares	Amount HK\$'000
<b>Ordinary shares of HK\$0.01 each</b>		
Authorised:		
At 1 October 2017, 30 September 2018 and 2019	10,000,000,000	100,000
Issued and fully paid:		
At 1 October 2017 and 30 September 2018	540,000,000	5,400
Issue of shares upon exercise of share options (note)	3,621,000	36
At 30 September 2019	543,621,000	5,436

Note: During the year ended 30 September 2019, a total of 3,621,000 new ordinary shares of HK\$0.01 each were issued upon exercises of the share options of the Company. The new shares rank pari passu with the existing shares in all respects.

## 25. RETIREMENT BENEFITS SCHEME

The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions. Except for voluntary contribution, no forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years. The cap of contribution amount is HK\$1,500 per employee per month.

The retirement benefits schemes contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

At 30 September 2019 and 2018, there were no significant forfeited contributions which arose upon employees leaving the schemes before they are fully vested in the contributions and which are available to reduce the contributions payable by the Group in the future.

During the year ended 30 September 2019, total contribution to retirement benefits scheme charged to profit or loss amounted to HK\$1,262,000 (2018: HK\$1,114,000).

## 26. SHARE-BASED PAYMENTS

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution passed on 22 July 2017 for the primary purpose of providing incentives to any directors (including executive directors and independent non-executive directors) and full-time employees of any member of the Group, and any advisor, consultant, contractor, sub-contractor, supplier, agent, customer, business partner, joint venture business partner or service provider of any member of the Group who the directors of the Company considers, in its sole discretion, has contributed or shall contribute to the Group ("Participant").

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

- (i) On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the directors of the Company shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant options to any Participant.
- (ii) The maximum number of options in respect of which might be granted under this Share Option Scheme must not exceed 10% of the aggregate of the shares in issue on the date the shares commence trading on the Stock Exchange. The maximum number of shares in respect of which options may be granted was 54,000,000 shares, being 10% of issued share capital of the Company on the date the shares commence trading on the Stock Exchange.

The overall limit on the number of shares which shall be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Share Option Scheme shall not exceed 30% of the shares in issue from time to time.

## 26. SHARE-BASED PAYMENTS (Continued)

- (iii) The total number of shares issued, and to be issued, upon exercise of the options granted to each Participant (including both exercised, cancelled and outstanding options) in any twelve months period shall not exceed 1% of the shares in issue.
- (iv) The period within which the shares shall be taken up under an option shall be a period to be notified by the directors of the Company to each grantee at the time of making an offer, which shall be determined by the directors of the Company in its absolute discretion at the date of grant of the relevant option, but such period shall not expire later than 10 years from the date of grant of the relevant option.
- (v) An option shall remain open for acceptance by the Participant concerned for a period of 14 days exclusive of the date on which the letter containing the offer is delivered to the Participant. HK\$1 is payable by the grantee to the Company on acceptance of the offer of the option.
- (vi) The subscription price shall be such price determined by the directors of the Company at its absolute discretion and notified to the Participant in the offer at the time of the offer, and shall be no less than the highest of:
  - (a) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant option, which shall be a business day;
  - (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of the relevant option (provided that, in the event that any option is proposed to be granted within a period of less than five business days after the trading of the shares first commences on the Stock Exchange, the new issue price of the shares for the share offer shall be used as the closing price for any business day falling within the period before listing of the shares on the Stock Exchange); and
  - (c) the nominal value of a share on the date of grant of the relevant option.

On 19 March 2019, the Company granted 5,370,000 share options to Mr. Li Kar Fai Peter under the Share Option Scheme.

On 5 August 2019, the Company granted 5,370,000 share options to Mr. Ko Chun Hay Kelvin under the Share Option Scheme.

The table below discloses movement of the Company's share options granted under the Share Option Scheme during each of the years ended 30 September 2019 and 2018:

	At 1 October 2017 and 30 September 2018	Granted during the year	Exercised during the year	At 30 September 2019
Number of share options outstanding:				
– Directors of the Company	–	10,740,000	(3,621,000)	7,119,000
Number of share options exercisable	–			7,119,000

## 26. SHARE-BASED PAYMENTS (Continued)

5,370,000 share options and 5,370,000 share options were granted on 19 March 2019 and 5 August 2019, respectively, all of which with exercise price of HK\$0.50 per share. The closing prices per share immediately before the dates of grants of the share options were both HK\$0.50 per share.

The share options granted under the Share Option Scheme are exercisable on the date of grant of such options. The exercise period of these share of options is five to six years from the date of grants of the share options.

The fair value of the options determined at the date of grant using the Binomial option pricing model was HK\$1,212,000 and HK\$1,214,000 on the dates of grant of share options on 19 March 2019 and 5 August 2019, respectively. As the share options were vested immediately upon the grants of share options, the Group had recognised share-based payment expenses of HK\$2,426,000 in profit or loss during the year ended 30 September 2019.

During the year ended 30 September 2019, the weighted average closing price of the Company's shares at the date on which the share options were exercised by a director of the Company was HK\$0.50 per share.

The following assumptions were used to calculate the fair values of share options at the date of grant on 19 March 2019 and 5 August 2019:

	19 March 2019	5 August 2019
Grant date stock price	HK\$0.50	HK\$0.50
Exercise price	HK\$0.50	HK\$0.50
Life to expiration (Note a)	5 years	6 years
Expected volatility (Note b)	52.93%	49.86%
Dividend yield	0%	0%
Risk-free interest rate (Note c)	1.57%	1.35%

Notes:

- (a) Life to expiration: Being the period of 5 or 6 years commencing on the date of grant based on the contractual terms of the share options.
- (b) Expected volatility: Estimated based on the daily stock prices of comparable companies with similar business nature of the Group.
- (c) Risk-free interest rate: Being the yield of Hong Kong Exchange Fund Notes with a maturity life equal to the life to expiration on the valuation dates.

The Binomial option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

## 27. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group represents equity attributable to owners of the Company, comprising share capital, share premium, other reserves and retained profits.

Management of the Group reviews the capital structure on a regular basis and considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through new share issues and raise of new borrowings.

## 28. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

	2019 HK\$'000	2018 HK\$'000
Financial assets		
Financial assets at amortised cost	186,819	N/A
Loans and receivables (including cash and cash equivalents)	<u>N/A</u>	<u>163,539</u>
Financial liabilities		
Amortised cost	<u>64,801</u>	<u>33,083</u>

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

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



## 28. FINANCIAL INSTRUMENTS *(Continued)*

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

#### **Market risk**

##### *Currency risk*

The Group has limited currency exposure as both revenue and cost of sales were denominated in the functional currency of the respective group entities. Accordingly, the management considers that the Group's exposure to foreign currency risk is minimal.

As at 30 September 2019, the bank balances of HK\$527,000 (2018: HK\$67,000) are denominated at British Pound ("GBP"). GBP is a currency other than the functional currency of the respective group entities. Sensitivity analysis of strengthening 10% in functional currency of the Company (i.e. HK\$) against GBP resulted a decrease in post-tax profit of HK\$44,000 (2018: HK\$6,000). For a 10% weakening of HK\$ against GBP, there would be an equal and opposite impact on the results.

##### *Interest rate risk*

The Group's cash flow interest rate risk primarily relates to pledged bank deposits (note 19) and bank balances (note 19) as at 30 September 2019 and 2018 and variable-rate bank borrowing (note 22) as at 30 September 2019. The Group's fair value interest rate risk primarily relates to short term bank deposits (note 19) as at 30 September 2019 and 2018.

The Group has not used any interest rate hedging policy to mitigate its exposure associated with interest rate risk. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The management of the Group considers that the Group's exposure to future cash flow risk on variable-rate pledged bank deposits and bank balances as a result of the change of market interest rate is insignificant and thus variable-rate pledged bank deposits and bank balances are not included in the sensitivity analysis.

The impact on the Group's cash flow is due in part to its sensitivity to interest rate which has been determined based on the exposure to the variable-rate bank borrowing. The analysis is prepared assuming the amount outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used which represents management's assessment of the reasonable possible change in interest rates. If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 30 September 2019 would decrease/increase by approximately HK\$17,000. This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowing.

## 28. FINANCIAL INSTRUMENTS *(Continued)*

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

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

As at 30 September 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge the obligations by counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position at the end of the reporting period.

The management adopts a policy on providing credit facilities to new customers. A credit investigation, including assessment based on financial information of the new customers, advice from business partners in relation to potential customers and credit search, is required. The level of credit granted must not exceed a predetermined level set by the management. Credit evaluation is performed on a regular basis.

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

In order to minimise the credit risk on trade receivables and contract assets, management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, management of the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment loss allowance are made for irrecoverable amounts on trade receivable and contract assets. Under HKAS 39, provisions for impairment losses are made for irrecoverable amounts. Upon the application of HKFRS 9 on 1 October 2018, the Group applies simplified approach on trade receivables and contract assets to provide for ECL prescribed by HKFRS 9. ECL on trade receivables and contract assets are assessed individually. The assessment is based on the internal credit ratings, ageing, repayment history and/or past due status of the respective customers and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. In this regard, management of the Group considers that the credit risk on trade receivables and contract assets is significantly reduced.

The Group has concentration of credit risks with exposure limited to certain customers. The Group's largest debtor contributed approximately 81% (2018: 60%) of the Group's trade receivables and 52% of the Group's contract assets (2018: 54% of the Group's amount due from customers for contract work), respectively. The Group's five largest debtors contributed approximately 100% (2018: 100%) of the Group's trade receivables and 100% of the Group's contract assets (2018: 100% of the Group's amounts due from customers for contract work), respectively.

#### *Other receivables and deposits*

For other receivables and deposits, the management of the Group makes individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information starting from 1 October 2018. The management of the Group believes that there is no material credit risk inherent in the Group's other receivables and deposits.

## 28. FINANCIAL INSTRUMENTS (Continued)

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

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

##### *Pledged bank deposits, short term bank deposits and bank balances*

The credit risk on pledged bank deposits, short term bank deposits and bank balances of the Group is limited because the counterparties are banks with good reputation and credit ratings and no history of default in the past and no impairment loss allowance for pledged bank deposits, short term bank deposits and bank balances was recognised upon application of HKFRS 9 and for the year ended 30 September 2019. The Group has limited exposure to any single financial institution.

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

	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount HK\$'000
<b>Financial assets at amortised cost</b>					
Trade receivables	15	N/A	Note 1	Lifetime ECL	33,459
Other receivables and deposits	16	N/A	Note 2	12-month ECL	699
Pledged bank deposits	19	Aa3	N/A	12-month ECL	5,000
Short term bank deposits	19	A2	N/A	12-month ECL	7,080
Bank balances	19	Aa3–A1	N/A	12-month ECL	140,640
<b>Other items</b>					
Contract assets	17	N/A	Note 1	Lifetime ECL	88,549
	17	N/A	Note 1	Lifetime ECL (credit impaired)	4,354

Notes:

- For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the allowance for credit losses at lifetime ECL. ECL on trade receivables and contract assets are assessed individually. The assessment is based on the internal credit ratings, ageing, repayment history and/or past due status of the respective customers and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort.
- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition. All of these balances are not past due at 30 September 2019.

## 28. FINANCIAL INSTRUMENTS (Continued)

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

#### Credit risk and impairment assessment (Continued)

Pledged bank deposits, short term bank deposits and bank balances (Continued)

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

	Lifetime ECL (not credit impaired)		Lifetime ECL (credit impaired)		
	Trade receivables	Contract assets	Trade receivables	Contract assets	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>As at 30 September 2018 under HKAS 39</b>	–	–	–	–	–
Adjustment upon application of HKFRS 9	223	618	–	–	841
<b>As at 1 October 2018 – As restated</b>	<b>223</b>	<b>618</b>	<b>–</b>	<b>–</b>	<b>841</b>
Changes due to financial instruments recognised as at 1 October 2018:					
– transfer to credit-impaired	–	(273)	–	273	–
– impairment losses (reversed) recognised, net	(223)	382	–	4,081	4,240
New financial assets originated	59	192	–	–	251
<b>As at 30 September 2019</b>	<b>59</b>	<b>919</b>	<b>–</b>	<b>4,354</b>	<b>5,332</b>

Changes in the loss allowance for credit losses on contract assets are mainly due to:

	2019 Lifetime ECL	
	Not credit- impaired	Credit- impaired
	HK\$'000	HK\$'000
One trade debtor with a gross carrying amount of HK\$4,354,000 (2018: HK\$4,354,000) defaulted and transferred to credit-impaired	(4,354)	4,354

The Group writes off a trade receivable and contract assets when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

## 28. FINANCIAL INSTRUMENTS (Continued)

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

#### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of unexpected fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

	Effective interest rate %	On demand HK\$'000	Within 1 year HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
<b>As at 30 September 2019</b>					
<b>Non-derivative financial liabilities</b>					
Trade payables	N/A	–	38,000	38,000	38,000
Other payables and accrued charges	N/A	–	22,239	22,239	22,239
Bank borrowing					
– floating rate	4.79	4,562	–	4,562	4,562
		<u>4,562</u>	<u>60,239</u>	<u>64,801</u>	<u>64,801</u>
<b>As at 30 September 2018</b>					
<b>Non-derivative financial liabilities</b>					
Trade payables	N/A	–	10,015	10,015	10,015
Other payables and accrued charges	N/A	–	23,068	23,068	23,068
		<u>–</u>	<u>33,083</u>	<u>33,083</u>	<u>33,083</u>

Variable-rate bank borrowing carries interest at 4.79% plus a spread. The prevailing market rate at the end of the reporting period is used in the maturity analysis.

## 28. FINANCIAL INSTRUMENTS (Continued)

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

#### *Liquidity risk (Continued)*

Bank borrowing with a repayment on demand clause as at 30 September 2019 is included in the “on demand” time band in the above maturity analysis. The carrying amount of the bank borrowing amounted to HK\$4,562,000 (2018: nil) as at 30 September 2019. Taking into account the Group’s financial position and assets pledged for the bank borrowing, the directors of the Company do not believe that it is probable that the financial institution would exercise the discretionary rights to demand immediate payment. As at 30 September 2019, the directors of the Company believed that such bank borrowing will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. The aggregate principal and interest cash outflows amounted to HK\$4,565,000 (2018: nil) as at 30 September 2019, details of which are set out in the table below:

	Maturity Analysis – Bank borrowing with a repayment on demand clause based on scheduled repayments		
	Less than 1 year	Total undiscounted cash outflow	Carrying amount
30 September 2019	4,565,000	4,565,000	4,562,000

### (c) Fair value

The management estimates the fair values of its financial assets and financial liabilities measured at amortised cost using discounted cash flows analysis. Management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

## 29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

### Reconciliation of liabilities arising from financing activities

	Bank borrowing HK\$'000	Obligation under a finance lease HK\$'000	Amount due to a shareholder HK\$'000	Total HK\$'000
At 1 October 2017	–	112	5,554	5,666
Financing cash flows	–	(114)	(5,554)	(5,668)
Interest on a finance lease	–	2	–	2
At 30 September 2018	–	–	–	–
Financing cash flows	4,559	–	–	4,559
Interest on bank borrowing	3	–	–	3
At 30 September 2019	4,562	–	–	4,562

## 30. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group has commitments for future minimum lease payments under non-cancellable operating leases for office premises with independent third parties, which fall due as follows:

	2019 HK\$'000	2018 HK\$'000
Within one year	1,913	1,492
In the second to fifth years inclusive	314	861
	2,227	2,353

The Group leases its office premises under operating lease arrangements. Leases for office premises are negotiated for fixed terms ranged from 1 to 2 years (2018: 1 to 3 years).

A lease agreement entered into between the landlord and the Group include a renewal option at the discretion of the Group of a further one year from the end of the existing lease without fixed rental being agreed at the moment. Accordingly, this is not included in the above commitment.

### 31. PLEDGE OF ASSETS

As at 30 September 2019, a premise with carrying amount of HK\$1,972,000 (2018: HK\$2,061,000) has been pledged to secure a banking facility granted to the Group and pledged bank deposits with HK\$5.0 million has been pledged to secure a bank borrowing granted to the Group.

### 32. PERFORMANCE GUARANTEE

As at 30 September 2018, performance guarantee of approximately HK\$19,060,000 was given by a bank in favour of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and their customers. If the Group fails to provide satisfactory performance to their customers to whom performance guarantee have been given, such customers may demand the bank to pay to them the sum or sum stipulated in such demand. The Group will become liable to compensate the bank accordingly. The performance guarantee has been released upon completion of the contract works during the year ended 30 September 2019.

As at 30 September 2018, the directors of the Company do not consider it is probable that a claim will be made against the Group.

### 33. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group has entered into the following related party transactions:

	2019 HK\$'000	2018 HK\$'000
Salaries paid to Mr. Yung's spouse	<u>473</u>	<u>383</u>

#### Compensation of key management personnel

The remuneration of directors and other members of key management during the years ended 30 September 2019 and 2018 are as follows:

	2019 HK\$'000	2018 HK\$'000
Salaries and other benefits	6,559	6,537
Performance and discretionary bonus	3,700	1,109
Share-based payments	2,426	–
Retirement benefits schemes contributions	<u>80</u>	<u>104</u>
	<u>12,765</u>	<u>7,750</u>



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

	2019 HK\$'000	2018 HK\$'000
Non-current assets		
Property, plant and equipment	191	—
Investment in a subsidiary	4,056	—*
Amount due from a subsidiary	25,760	—
	<u>30,007</u>	<u>—</u>
Current assets		
Other receivables	480	351
Amounts due from subsidiaries	12,430	6,058
Pledged bank deposits	—	20,049
Short term bank deposits	7,080	50,058
Bank balances and cash	25,629	2,239
	<u>45,619</u>	<u>78,755</u>
Current liabilities		
Other payables and accrued charges	1,428	1,679
Amounts due to subsidiaries	143	—
	<u>1,571</u>	<u>1,679</u>
Net current assets	<u>44,048</u>	<u>77,076</u>
Total assets less current liabilities	<u>74,055</u>	<u>77,076</u>
Capital and reserves		
Share capital	5,436	5,400
Reserves	68,619	71,676
	<u>74,055</u>	<u>77,076</u>

\* The amount is less than HK\$1,000

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

#### Movement in the Company's reserves

	Share premium HK\$'000	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 October 2017	91,228	–	(18,184)	73,044
Loss and total comprehensive expense for the year	–	–	(1,368)	(1,368)
At 30 September 2018	91,228	–	(19,552)	71,676
Loss and total comprehensive expense for the year	–	–	(7,257)	(7,257)
Recognition of equity-settled share-based payments	–	2,426	–	2,426
Issue of shares upon exercise of share options	2,539	(765)	–	1,774
At 30 September 2019	93,767	1,661	(26,809)	68,619

### 35. PARTICULARS OF THE SUBSIDIARIES

Particulars of the Company's subsidiaries are as follows:

Name of subsidiary	Place of incorporation/ establishment operation	Paid-up issued/ registered capital	Proportion of ownership interest attributable to the Company				Principal activities
			Directly 2019	2018	Indirectly 2019	2018	
Champion Goal Investments Limited	BVI	US\$1	100%	100%	–	–	Investment holding
Cornwall Contracting Company Limited	Hong Kong	HK\$5,000,000	–	–	100%	100%	Electric and maintenance engineering services business in Hong Kong
Cornwall Electrical Engineering Limited	Hong Kong	HK\$1	–	–	100%	100%	Electric and maintenance engineering services business in Hong Kong
Cornwall (Building Services) Engineering Limited*	Hong Kong	HK\$100,000	–	N/A	80%	N/A	Electric engineering services business in Hong Kong
KF Strategic Capital Limited*	Hong Kong	HK\$1,000,000	–	N/A	100%	N/A	Investment holding
Guangxi Nanning Junjinghui Commercial Trade Co., Ltd.*	PRC	Nil	–	N/A	100%	N/A	Trading of electrical products in the PRC

\* These entities were incorporated or established during the year ended 30 September 2019.

None of the subsidiaries had any debt securities outstanding at the end of the reporting period.

# FINANCIAL SUMMARY

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

## RESULTS

	For the year ended 30 September				
	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
Revenue	<u>378,464</u>	<u>375,023</u>	<u>308,008</u>	<u>192,139</u>	<u>180,760</u>
Profit for the year attributable to					
– owners of the Company	21,908	27,125	22,363	29,413	28,064
– non-controlling interests	<u>(2)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<u>21,906</u>	<u>27,125</u>	<u>22,363</u>	<u>29,413</u>	<u>28,064</u>

## ASSETS AND LIABILITIES

	At 30 September				
	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
Total assets	285,606	234,742	220,181	132,510	67,954
Total liabilities	<u>(73,665)</u>	<u>(48,260)</u>	<u>(60,824)</u>	<u>(54,144)</u>	<u>(24,456)</u>
Total equity	<u>211,941</u>	<u>186,482</u>	<u>159,357</u>	<u>78,366</u>	<u>43,498</u>