



ZHIDAO INTERNATIONAL (HOLDINGS) LIMITED

志道國際(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1220)

2020

Annual Report

* For identification purpose only

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Fung Kwok Kit (*Chairman*)
Mr. Zhong Can
Mr. Kwong Kin Fai, Eric

Independent Non-executive Directors

Mr. Chan Yin Tsung (resigned on 9 September 2019)
Mr. Wong Wing Cheung (appointed on 1 November 2019)
Mr. Li Kam Chung
Mr. Kwok Lap Fung, Beeson

AUDIT COMMITTEE

Mr. Wong Wing Cheung (*Chairman*)
(appointed on 1 November 2019)
Mr. Chan Yin Tsung (resigned on 9 September 2019)
Mr. Li Kam Chung
Mr. Kwok Lap Fung, Beeson

REMUNERATION COMMITTEE

Mr. Li Kam Chung (*Chairman*)
Mr. Chan Yin Tsung (resigned on 9 September 2019)
Mr. Wong Wing Cheung (appointed on 1 November 2019)
Mr. Fung Kwok Kit

NOMINATION COMMITTEE

Mr. Wong Wing Cheung (*Chairman*)
(appointed on 1 November 2019)
Mr. Chan Yin Tsung (resigned on 9 September 2019)
Mr. Li Kam Chung
Mr. Kwok Lap Fung, Beeson

COMPANY SECRETARY

Mr. Wong Kin Chung

LEGAL ADVISORS

TC & Co.

AUDITORS

Ascenda Cachet CPA Limited
Certified Public Accountants

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

Room 2606, 26/F
C C Wu Building, 302–308 Hennessy Road
Wan Chai, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

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

STOCK CODE

01220

COMPANY WEBSITE

www.zdihl.com

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

On behalf of the board of directors (the **"Board"**) of Zhidao International (Holdings) Limited (the **"Company"**), I am pleased to present the results and operations of the Company and its subsidiaries (collectively the **"Group"**) for the year ended 31 March 2020 (the **"Year"**).

BUSINESS REVIEW

During the year ended 31 March 2020, the effect of COVID-19 and the uncertain macroeconomic environment imposed challenges to the Group as a whole. Although the expansion of the Group's construction project business has been delayed, the effort resulted in an increase in revenue of the construction projects business from approximately HK\$85.3 million in FY2019 to approximately HK\$213.0 million in FY2020. As a result, the Group recorded a total revenue of approximately HK\$223.0 million, or over 2.3 times of that in FY2019. The Group's money lending business recorded revenue of approximately HK\$10.0 million, representing a slightly decrease from FY2019.

During the year, total gross profit was approximately HK\$35.1 million (2019: approximately HK\$15.6 million), representing an approximately 125.0% increase. The gross margin for the year was approximately 15.8% (2019: approximately 16.1%).

The Group recorded no revenue from the trading of aluminium products business during the year (2019: Nil). Although the aluminium trading business may not be the Group's focus, the management of the Group will still keep reviewing the current business model and looking for appropriate opportunities to improve the current aluminium trading business. With the outbreak of COVID-19, the strategy in expanding the construction projects business has been delayed. In addition, the Group has been more cautious in its money lending business.

The Group's construction projects segment recorded revenue of approximately HK\$213.0 million for the year (2019: HK\$85.3 million). Gross margin of the construction projects segment recorded an increase to approximately 11.8% for the year, in comparison to approximately 4.8% last year. The Group's operations in Macau has been slowed down in the first quarter due to the lockdown, but the management believes the recent resumption of business activities will allow the Group to catch up the progress in the second half of 2020 and the year of 2021.

Revenue and gross profit of the money lending segment, which were mainly interest income with no direct interest expense, were both approximately HK\$10.0 million for the year ended 31 March 2020, or slightly decrease than that in 2019.

ACQUISITION OF ADDITIONAL INTEREST OF I TONG ENGINEERING COMPANY LIMITED

On 26 November 2019, the Company (through a wholly-owned subsidiary of the Company) entered into an agreement to purchase 48.16% equity interests of I Tong Engineering Company Limited (**"I Tong"**), which has been an indirect subsidiary of the Company for the Group's construction business in the Macau market. (Please refer to the announcement on 26 November 2019 for details.) The acquisition of additional interest of I Tong was completed on 19 February 2020. (Please refer to the announcement on 25 February 2020 for details).

The management believes that the acquisition of additional interest of I Tong will enable the Company to obtain full control over the management, business and operations of I Tong and thereby provides greater flexibility to the Group in deploying its resources to develop I Tong's business and to expand its market presence in the construction business in the Macau market.

Upon completion of the acquisition, the financial results of the I Tong will be fully consolidated into the financial results of the Group, through which the Directors are of the view that the future profitability of the Group will be further enhanced and hence, the Group will have more sufficient operations and assets to justify the resumption of trading of the Company's shares on the Stock Exchange, which was suspended since 11 July 2019.

The management will continue its effort in executing the current strategy in focusing on the construction project business that is expected to further improve the Group's financial performance in the coming years.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

DIVIDENDS

The Board did not recommend the payment of any dividend for the years ended 31 March 2020 and 2019.

PROSPECTS

While the continuous conflict between US and China, the social issues in Hong Kong and the effect of COVID-19 will continue to affect the businesses of the Group, the management maintains a positive view on the construction projects business in the Hong Kong and Macau market, and will continue the Group's focus on the construction projects business and the money lending businesses. The Group will grow the construction projects business by identifying potential acquisition targets and pursue projects mainly in Hong Kong and Macau market.

THE STOCK EXCHANGE'S DECISION ON THE COMPANY'S NON-COMPLIANCE WITH LISTING RULE 13.24

As a result of the Stock Exchange's decision on the Company's non-compliance with Listing Rule 13.24, the shares of the Company was suspended from trading on 11 July 2019. The Company is required to demonstrate its compliance with Rule 13.24 of the Listing Rules in the Second Review and, if Listing (Review) Committee of the Stock Exchange uphold the Decision, the Company will have a remedial period of 18 months to re-comply with the Rule. If the Company fails to do so by the expiry of the 18-month period, the Stock Exchange will proceed with cancellation of the Company's listing.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2020, the Group had cash and bank balances of approximately HK\$136.0 million (2019: HK\$133.5 million) while net assets was approximately HK\$343.1 million (2019: HK\$442.8 million). The Group's gearing ratio as at 31 March 2020 was approximately 0.07 (2019: approximately 0.10), being a ratio of total bank and other borrowings of approximately HK\$24.3 million (2019: approximately HK\$46.5 million) to shareholders' funds of approximately HK\$343.2 million (2019: approximately HK\$444.8 million).

Details of the movements in the share capital of the Company during the Year are set out in note 32 to the consolidated financial statements.

Share Option Scheme

The existing share option scheme was approved and adopted by the shareholders of the Company at the special general meeting held on 31 August 2015 ("**2015 Scheme**"). The primary purpose of the 2015 Scheme is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Further details of the 2015 Scheme are as disclosed in the circular of the Company dated 30 July 2015.

Details of the movements in the Share Options under the Share Option Scheme during the Year are set out in note 33 to the consolidated financial statements.

FOREIGN EXCHANGE EXPOSURE

As at 31 March 2020, the monetary assets and liabilities and businesses of the Group are mainly conducted in Hong Kong Dollars, Macau Pataca, and United States Dollars. The Group did not use any financial instruments to hedge against foreign currency risk during the Financial Year. The Group will continue to monitor its foreign currency exposure closely and consider hedging foreign currency exposure should the need arise.

PLEDGE OF ASSETS

As at 31 March 2020, the Group pledged an office premises and car park in Macau with an aggregate amount of HK\$13.5 million (2019: HK\$Nil) and bank deposits amounting to approximately HK\$29.0 million (2019: HK\$19.2 million) to secure bank facilities of the Group.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2020, the Group had 73 (2019: 20) employees. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, the Group's performance, and individual qualifications and performance.

The emolument policy for the employees of the Group is set up by the Company's remuneration committee on the basis of their merit, qualifications and competence. Discretionary bonus and share options may be awarded to eligible employees with reference to individual performance and the Group's business performance. The emoluments of the directors are decided by the remuneration committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Disclosure of directors' emoluments is set out in note 8 to the consolidated financial statements.

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the plans are held separately from those of the Group in funds under the control of trustees. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

ENVIRONMENTAL PERFORMANCE AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognizes the importance of protecting the environment and strives to minimize the impact to the environment by reducing use of energies and other resources. Further information of the environmental policies and performance will be detailed in the Environmental, Social and Governance Report of the Company which will be available on the websites of the Company and the Stock Exchange within three months after the publication of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to complying with the requirements of the Personal Data (Privacy) Ordinance, and ordinance relating to disability, sex, and family status, as well as the Employment Ordinance, the Minimum Wage Ordinance and well-being of its employees. The Group is also committed to safeguarding the security of personal data. When collecting and processing such data, the Group complies with the Personal Data (Privacy) Ordinance and guidelines issued by the Office of the Privacy Commissioner for Personal Data, with a view to protecting the privacy of its employees and customers, etc. The Group has also complied with the Stamp Duty Ordinance, Rating Ordinance and Inland Revenue Ordinance in respect of renting of premises during the Year. During the Year, the Group was not aware of any non-compliance with any relevant laws and regulations that has a significant impact on it.

APPRECIATIONS

On behalf of the Board, I would like to take this opportunity to express our appreciation to the staff and management team of the Group for their contribution during the Year and also to give our sincere gratitude to all our shareholders for their continuous support.

Fung Kwok Kit
Chairman

Hong Kong, 4 September 2020

BIOGRAPHICAL DETAILS OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Fung Kwok Kit, aged 55, was appointed as an executive Director on 27 October 2017. Mr. Fung had ten years consultation experience in provision of student services in the United States of America (the “USA”). Mr. Fung is currently the Consultant of Boston International Student Service Centre in the USA since 2013 and is an independent real estate advisor for overseas investors since 2011.

Prior to working as a consultant and independent advisor in the USA, Mr. Fung was engaged in marketing and trading of electronic and consumer products in the USA market since 1995 and has gained extensive experience in import and export between the USA and the PRC.

Mr. Fung holds a Bachelor Degree of Science in Economics from the University of Massachusetts.

Mr. Zhong Can, aged 33, was appointed as an executive Director on 27 October 2017. Mr. Zhong had seven years managerial experience in production, import and export, and marketing of motor vehicles and parts in the People’s Republic of China (the “PRC”). Currently, Mr. Zhong is the Plant Manager of 德慶縣炬林環保新能源開發有限公司, a company established in the PRC which is engaged in trading and manufacturing biomass fuel products, since 2014. Mr. Zhong is currently the director of certain subsidiaries of the Company since January 2017.

Mr. Zhong graduated from the Hunan University in faculty of Business Administration.

Mr. Kwong Kin Fai, Eric, aged 52, was appointed as an Executive Director on 1 September 2018. Mr. Kwong had over 28 years of experience in the engineering industry. Mr. Kwong served as an apprenticeship as a mechanical engineering technician (construction plant) in Aegis Engineering Co., Ltd. from 1985 to 1989 and obtained the higher certificate in mechanical engineering from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in November 1989. Mr. Kwong then worked as an engineer, technical support engineer, building service engineer, project manager and quality assurance manager in several engineering companies and construction companies from 1990 to 2005. Since 2005, Mr. Kwong has founded Fortune Engineering & Consultants Limited (“Fortune”) and has been a shareholder and director of Fortune till now.

Fortune is a company established in Hong Kong in May 2005 and its main business involves builder work and electrical and mechanical installations works, which includes additions and alternation work, builder repair and maintenance work, interior fitting-out work, and building service repair and maintenance work.

BIOGRAPHICAL DETAILS OF DIRECTORS

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Wing Cheung, aged 37, was appointed as an independent non-executive Director on 1 November 2019. Mr. Wong is a Practicing Certified Public Accountant certified under the Hong Kong Institute of Certified Public Accountants. He holds a bachelor degree in business administration in accountancy from City University of Hong Kong.

Mr. Wong has over 10 years of experience in initial public offering, corporate acquisitions and restructuring, due diligence, audit and internal control. From 2005 to 2014, Mr. Wong held various positions in several audit firms, providing audit services in China and Hong Kong to various corporations. Since January 2015, Mr. Wong has set up a consultancy firm for providing advisory services on financial, tax, internal control and daily operation of listed companies.

Mr. Wong is now the financial controller and company secretary of Aidigong Material & Child Health Limited (Stock code: 0286).

Mr. Li Kam Chung, aged 68, was appointed as an independent non-executive Director on 9 January 2012. Mr. Li is also an independent non-executive director of Taung Gold International Limited (listed on the Stock Exchange). Mr. Li was the chairman of Joint Village Office for Villages in Shuen Wan, Tai Po, New Territories and is currently a member of Tai Po District Council Environment, Housing and Works Committee.

Mr. Kwok Lap Fung Beeson, aged 34, was appointed as an independent non-executive Director on 9 January 2012. Mr. Kwok holds a Bachelor of Business awarded by the University of Technology, Sydney, Australia and is an associate member of CPA Australia.

DIRECTORS' REPORT

The directors (the “**Directors**”) of Zhidao International (Holdings) Limited (the “**Company**”) are pleased to present the annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2020 (the “**Year**”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Company and its subsidiaries (collectively, the “**Group**”) is principally engaged in (i) trading of aluminium products (ii) supply of aluminium products in construction projects and the provision of construction and engineering services; and (iii) money lending.

In 2018, the Group entered into an engineering, development and construction contract for a mining project in Pakistan (the “**Construction Contract**”). Pursuant to the Construction Contract, the Group shall be the contractor which provides engineering, development and construction services to a Pakistan Company on an exclusive basis. However, the Group has not yet commenced any engineering, development and construction of the mining project during the year.

RESULTS AND APPROPRIATIONS

The results of the Group for the Year and the Group’s financial position as at 31 March 2020 are set out in the consolidated financial statements on pages 33 to 36.

The board of the Directors of the Company (the “**Board**”) did not recommend the payment of any dividend for the year ended 31 March 2020.

GROUP FINANCIAL SUMMARY

A summary of the consolidated results and the assets and liabilities of the Group for the last five financial years is set out on page 119 to 120 of this report.

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 34 to the consolidated financial statements and the consolidated statement of changes in equity respectively.

BUSINESS REVIEW

Further discussion and analysis of the principal activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business and a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2019/20, and an indication of likely future development in the Group business, can be found in the preceding sections of this annual report set out in pages 3 to 5. The preceding sections form part of this report.

PROPERTY, PLANT, EQUIPMENT

Details of movements in property, plant, equipment of the Group during the Year are set out in note 14 to the consolidated financial statements, respectively.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 32 to the consolidated financial statements.

DIRECTORS' REPORT

DISTRIBUTABLE RESERVES

Under the Companies Act of Bermuda, the share premium of the Company can be used in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares. As at 31 March 2020, there was no aggregate amount of reserves available for distribution to equity holders of the Company (2019: Nil).

DIRECTORS

The Directors during the Year and up to the date of this annual report were as follows:

Executive Directors

Mr. Fung Kwok Kit, *Chairman*

Mr. Zhong Can

Mr. Kwong Kin Fai, Eric

Independent Non-executive Directors

Mr. Wong Wing Cheung (appointed on 1 November 2019)

Mr. Chan Yin Tsung (resigned on 9 September 2019)

Mr. Li Kam Chung

Mr. Kwok Lap Fung, Beeson

In accordance with Bye-laws 87(1) and 87(2), Mr. Wong Wing Cheung, Mr. Fung Kwok Kit and Mr. Li Kam Chung will retire by rotation and, being eligible, have offered themselves for re-election at the forthcoming annual general meeting of the Company ("AGM").

Biographical details of Directors are set out on pages 6 to 7.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). The Company considers all independent non-executive Directors to be independent.

DIRECTORS' SERVICE CONTRACTS

None of Directors who are proposed for re-election at the forthcoming annual general meeting has a 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' REPORT

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

As at 31 March 2020, the interests or short positions of the Directors, chief executives of the Company or their associates in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules adopted by the Company for the Year were as follows:

Long position in the shares and underlying shares

Ordinary shares of HK\$0.01 each of the Company

| Name of Directors | Number of underlying shares held under share options | Approximate percentage of the issued share capital of the Company |
|-----------------------|--|---|
| Li Kam Chung | 4,166,666 | 0.21% |
| Kwok Lap Fung, Beeson | 4,166,666 | 0.21% |

Save as disclosed above, none of the Directors and chief executive of the Company or their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save as the related parties transactions disclosed in note 41 to the consolidated financial statements, there were no contract of significance to which the Company, its holding companies and any of its subsidiaries, was a party and in which a Director had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the Year.

DIRECTORS' REPORT

SHARE OPTIONS SCHEME

The Company adopted a share option scheme at the annual general meeting held on 31 August 2015 (the “**Adoption Date**”) (the “**2015 Scheme**”) for the purpose of providing incentives to Participants (as defined in the 2015 Scheme) to contribute to the Group and/or to enable the Group to recruit high-calibre employees and attract resources that are valuable to the Group and the shareholders of the Company as a whole. Participants include the directors and any employees of the Group, supplier of goods or services of the Group, any person provides professional advice, consultancy service or technical support to the Group and any shareholders of any member of the Group. Unless otherwise terminated or amended, the 2015 Scheme will remain in force for 10 years from the Adoption Date. The principal terms of the 2015 Scheme are summarised as follows:

- (a) The maximum number of shares in respect of which share options may be granted under the 2015 Scheme must not exceed 10% of the number of shares of the Company in issue as at the Adoption Date. Subject to prior shareholders' approval, the Company may, at any time thereafter, refresh the scheme mandate limit to the extent not exceeding 10% of the shares in issue as at the date of the shareholders' approval. Following the adoption at the Adoption Date, the maximum number of shares in respect of which options may be granted under the 2015 Scheme is 198,000,000 shares, representing 10% of the total number of shares in issue as at the Adoption Date, and representing 10% of the issued share capital of the Company as at 31 March 2016 and the date of this annual report respectively. The maximum number of shares to be issued under the share options granted to each Participant in the 2015 Scheme within any 12-month period is limited to 1% of the number of shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.
- (b) Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associated, in excess of 0.1% of the number of shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.
- (c) The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a consideration of HK\$1.00 in total by the grantee. The vesting period and exercise period of the share options granted is determinable by the directors, but not exceeding 10 years from the offer date.
- (d) The exercise price of the share options is determinable by the directors, but shall not be less than the highest of (i) the closing price of the Company's shares stated in the Stock Exchange's daily quotation sheets on the date of grant; and (ii) the average closing price of the Company's shares stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share.

At the end of the reporting period and at the date of approval of these consolidated financial statements, the Company had 52,099,998 share options valid and outstanding under the 2015 Scheme, exercisable at a price of HK\$1.20 per share (“**Share Options**”), which represented approximately 2.63% of the issued ordinary shares of the Company as at the end of the reporting period. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 52,099,998 additional ordinary shares of the Company and additional share capital of approximately HK\$521,000 and share premium of approximately HK\$61,999,000 (before issue expenses).

DIRECTORS' REPORT

Details of the Share Options that remain outstanding as at 31 March 2020 are as follows:

| Grant Date | Exercise Price HK\$ | Grantees | As at 1/4/2019 | Number of Share Options | | | As at 31/3/2020 | Exercisable Period |
|--------------------------|---------------------|-------------------------|----------------|-------------------------|-----------|-------------|-----------------|--------------------|
| | | | | Granted | Exercised | Lapsed | | |
| 2015 Share Option Scheme | | | | | | | | |
| 2/3/2016 | 1.20 | Chan Yin Tsung (note 3) | 4,166,666 | - | - | (4,166,666) | - | 2/3/2016-1/3/2021 |
| | | Li Kam Chung | 4,166,666 | - | - | - | 4,166,666 | |
| | | Kwok Lap Fung, Beeson | 4,166,666 | - | - | - | 4,166,666 | |
| | | Employees | 19,800,000 | - | - | - | 19,800,000 | |
| | | Total | 32,299,998 | - | - | (4,166,666) | 28,133,332 | |

Notes:

- (1) The closing market price per share as at the date preceding the date on which the share options were granted and stated in the Stock Exchange's daily quotation sheet on 1 March 2016 was HK\$1.17.
- (2) The above share options granted are recognised as expenses in the consolidated financial statements in accordance with the Group's accounting policy as set out in note 2.4 to the consolidated financial statements. Other details of share options granted by the Group are set out in note 33 to the consolidated financial statements.
- (3) Mr. Chan Yin Tsung resigned as independent non-executive Director of the Company on 9 September 2019. The Share Option granted to him were lapsed as a result of his resignation.
- (4) Except for above, no Share Options were granted, exercised, lapsed or cancelled during the years ended 31 March 2020 and 2019.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate, and neither the Directors nor any of their spouse or children under the age of 18, had any rights to subscribe for the securities of the Company, or exercised any such rights.

MANAGEMENT CONTRACTS

Save as disclosed above, no contract of significance had been entered into between the Company or any of the subsidiaries and the controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries.

DIRECTORS' REPORT

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2020, so far as is known to any Directors or chief executive of the Company, other than the interests disclosed above in respect of the Directors and the chief executive, the following substantial shareholders had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Long position in the shares and underlying shares

Ordinary shares of HK\$0.01 each of the Company

| Substantial shareholder | Capacity | Number of ordinary shares | Approximate percentage of the issued share capital of the Company |
|-------------------------------------|--|---------------------------|---|
| Xu Jiao | Interest of controlled corporation (Note a) | 450,000,000 | 22.73% |
| Kwok Tao Capital Investment Limited | Beneficial owner (Note a) | 400,000,000 | 20.20% |

Note:

- (a) Ms. Xu Jiao ("Ms. Xu") was deemed to be interested in these shares through her controlling interest in Kwok Tao Capital Investment Limited ("Kwok Tao"). Kwok Tao was owned as to 79% by Ms. Xu. Besides, 50,000,000 shares were beneficially owned by Goldstar Success Limited ("Goldstar"). Goldstar was in turn wholly-owned by Ms. Xu.

Save as disclosed above, no other parties had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange as at 31 March 2020.

DIRECTORS' REPORT

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained a sufficient public float as required under the Listing Rules during the Year and up to the date of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the respective percentage of revenue attributable to the Group's five largest customers combined by value accounted for 97.7% in value of the revenue during the Year, while revenue attributable to the Group's largest customer by value accounted for 46.6% in value of the revenue during the Year.

The respective percentages of cost of sales of the Group attributable to the largest supplier and the five suppliers in aggregate are 32.3% and 80.7% respectively.

At no time during the Year did the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in the major suppliers or customers noted above.

SIGNIFICANT INVESTMENTS AND MATERIAL ACQUISITIONS

Details of significant investments or material acquisitions for the Year are set out in note 35 and 36 to the consolidated financial statements.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 March 2020.

COMMITMENTS

Details of the commitments are set out in notes 39 and 40 to the consolidated financial statements.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors and senior management of the Company is currently in force and was in force throughout the Year. The Group has appropriately purchased directors and officers liability insurance for the Year to minimize the risks of Directors and senior management for the performance of their corporate duties.

DIRECTORS' REPORT

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group believes that employees are valuable assets and the key element to sustain its growth and development. Thus the Group maintain a competitive remuneration package, discretionary bonus, training and occupational health and safety to retain the employees. The Group will consistently review the remuneration packages so as to competitive with the market. Further, the Group has adopted a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group. Customers and suppliers are another important elements for the Group to success. Thus the Group would value good relationship with the customers and suppliers by ways of providing high quality services and products to the customers, as well as maintaining a mutual trust and commitment with the suppliers.

EQUITY-LINK AGREEMENTS

During the Year, other than the 2015 Scheme as set out above and note 33 to the consolidated financial statements, the Company has not entered into any equity-linked agreement.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of consolidated financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing these consolidated financial statements for the year ended 31 March 2020, the Directors have selected suitable accounting policies and applied them consistently; made judgments and estimates that are prudent and reasonable; and have prepared the financial statements on the going concern basis. The Directors are responsible for keeping proper accounting records which disclose, with reasonable accuracy at any time, the financial position of the Group.

AUDITORS

A resolution for the re-appointment of Ascenda Cachet CPA Limited as the auditors of the Company for the subsequent year will be proposed at the AGM.

By order of the Board
Fung Kwok Kit
Chairman

Hong Kong, 4 September 2020

CORPORATE GOVERNANCE REPORT

The Company is committed to maintain good corporate governance standard and procedures to (i) enhance management effectiveness and efficiency; (ii) increase the transparency of the Company; (iii) enhance risk management and internal control of the Company; and (iv) safeguard the interests of the Shareholders and the Company as a whole.

The Company has adopted the code provisions set out in Corporate Governance Code and Corporate Governance Report in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) (“**CG Code**”). The Company was in compliance with all code provisions set out in the CG Code throughout the year ended 31 March 2020 (the “**Year**”) except for the following deviations as explained:

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not at present have any office with the title “chief executive officer”. The board of directors (the “**Board**”/“**Directors**”) is of the view that currently vesting the roles of chairman and chief executive officer in Mr. Fung Kwok Kit provides the Group with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as execution of long term business strategies.

Save as those mentioned above and in the opinion of the Directors, the Company has met the code provisions set out in the CG Code during the Year.

The current corporate governance practice of the Company will be reviewed and updated in a timely manner in order to comply with the CG Code.

THE BOARD

Role of the Board

The Board is responsible for the leadership and control of the Company, and is responsible for setting up the overall strategy as well as reviewing the operation and financial performance of the Group. The Board reserved for its decision or consideration matters covering overall Group strategy, major acquisitions and disposals, annual budgets, annual and interim results, recommendations on Directors’ appointment or re-appointment, approval of major capital transactions and other significant operational and financial matters. The management was delegated the authority and responsibility by the Board for the daily management of the Group. In addition, the Board has also delegated various responsibilities to the Board committees. Further details of these committees are set out in this report.

Board Composition

The Board currently has three executive Directors and three non-executive Directors. All the non-executive Directors are independent to ensure that proposed strategies protect all shareholders’ interests.

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence exists across the Board. The composition of the Board reflects the balanced skills and experience for effective leadership. The biographical information of the Directors are set out on pages 6 to 7 under the section headed “Biographical Details of Directors”.

The Company has complied with Rule 3.10(1) of the Listing Rules to appoint at least three Independent Non-Executive Directors (“**INEDs**”), together with the requirements of Rule 3.10(2) of the Listing Rules stipulating that at least one of the INED must have appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each of the INEDs an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. In addition, all INEDs do not involve in the daily management of the Company and there are no relationships or circumstances which would interfere with the exercise of their independent judgment. The Board considers that all of the INEDs are independent.

CORPORATE GOVERNANCE REPORT

There is respective service contract between the Company and each Director with specific terms. All Directors are subject to re-election by shareholders at the annual general meetings of the Company (“AGM”) and at least about once every three years on a rotation basis in accordance with the bye-laws of the Company. A retiring Director is eligible for re-election and re-election of retiring Directors at general meetings is dealt with by separate individual resolutions. No Director has a service contract with the Company which is not terminable by the Company within one year without payment of compensation (other than statutory compensation).

Shareholders may propose a candidate for election as Director in accordance with the bye-laws of the Company. The procedures for such proposal are posted on the website of the Group.

Chairman of the Board

The Chairman of the Board is Mr. Fung Kwok Kit, one of the executive Directors of the Company. The Chairman is responsible for providing leadership to, and overseeing, the functioning of the Board and, with the support of executive Directors and the Company Secretary, seeking to ensure that all Directors are properly briefed on issues arising at Board meetings and that they receive adequate and reliable information in a timely manner. The Chairman promotes a culture of openness and actively encourages Directors with different views to voice their opinion and be fully engaged in the Board’s affairs so as to contribute to the Board’s functions. The Board, under the leadership of the Chairman, has adopted good corporate governance practices and procedures and taken appropriate steps to provide effective communication with shareholders and other stakeholders, as outlined later in the report.

The Company does not at present have an office with the title “chief executive officer”. The Board is of the view that currently vesting the roles of chairman and chief executive officer in Mr. Fung Kwok Kit provides the Group with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as execution of long term business strategies.

Board Meetings

The Directors can attend meetings in person or through other electronic means of communication in accordance with the bye-laws of the Company.

The Board meets regularly with meeting dates scheduled in advance. Between scheduled meetings, senior management of the Group provides to Directors on a regular basis monthly updates and other information with respect to the performance, and business activities and development of the Group. Throughout the Year, Directors participate in the consideration and approval of routine and operational matters of the Company by way of circular resolutions with supporting explanatory materials, supplemented by additional verbal and/or written information or notification from the Group’s Company Secretary (“Company Secretary”) and other executives as and when required. Whenever necessary, additional Board meetings are held. Notice is given to all Directors so as to give them an opportunity to attend. Board papers are circulated not less than three days before the date of a Board meeting to enable the Directors to make informed decision on matters to be raised at the Board meetings. Board minutes are kept by the Company Secretary and are open for inspection by the Directors. In addition, Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors and they are at liberty to propose appropriate matters for inclusion in Board agendas.

CORPORATE GOVERNANCE REPORT

During the Year, the Company held 8 Board meetings and the 2019 AGM on 29 August 2019. The attendance of each Director is set out as follows:

| Name of Directors | Board Meeting Attended/ Eligible to Attend | 2019 AGM Attended |
|---|--|----------------------|
| Executive Directors | | |
| Mr. Fung Kwok Kit, <i>Chairman</i> | 8/8 | ✓ |
| Mr. Zhong Can | 5/8 | |
| Mr. Kwong Kin Fai, Eric | 8/8 | ✓ |
| Independent Non-executive Directors | | |
| Mr. Chan Yin Tsung (resigned on 9 September 2019) | 4/4 | |
| Mr. Wong Wing Cheung (appointed on 1 November 2019) | 3/3 | |
| Mr. Li Kam Chung | 8/8 | ✓ |
| Mr. Kwok Lap Fung, Beeson | 8/8 | ✓ |

The Board is responsible for maintaining an on-going dialogue with shareholders and in particular, uses annual general meetings or other general meetings to communicate with them and encourage their participation.

Directors' Training

All Directors have participated in continuous professional development and provided a record of training they received for the Year to the Company. In addition to their own participation in professional training, relevant training and reading materials was provided to the Directors by the Company in the Year to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Securities Transactions

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Directors confirmed that they had complied with the required standards set out in the Model Code throughout the Year.

Board Committees

The Board is supported by three permanent board committees: the Audit Committee, the Remuneration Committee and the Nomination Committee, details of which are described later in this report. The terms of reference for these Committees, which have been reviewed and revised with reference to the CG Code and adopted by the Board, are available on the websites of the Group and the Stock Exchange.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed and Board activities are efficiently and effectively conducted. These objectives are achieved through adherence to proper Board processes and the timely preparation and dissemination to Directors comprehensive meeting agendas and papers. Minutes of all Board meetings and Board Committees are prepared and maintained by the Company Secretary to record in sufficient details the matters considered and decisions reached by the Board or Committee, including any concerns raised or dissenting views voiced by any Director. All draft and final minutes of Board meetings and meetings of Board Committees are sent to Directors and Committee members respectively for comments and records and are available for inspection by any Director upon request.

The Company Secretary is responsible for ensuring that the Board is fully apprised of all legislative, regulatory and corporate governance developments relating to the Group and that it takes these into consideration when making decisions for the Group. From time to time, he organises seminars on specific topics of significance and interest and disseminate reference materials to the Directors for their information.

The Company Secretary is also directly responsible for the Group's compliance with all obligations of the Listing Rules and Codes on Takeovers and Mergers and Share Repurchases, including the preparation, publication and despatch of annual reports and interim reports within the time limits laid down in the Listing Rules, the timely dissemination to shareholders and the market of information relating to the Group.

Furthermore, the Company Secretary advises the Directors on their obligations for disclosure of interests and dealings in the Group's securities, connected transactions and inside information and ensures that the standards and disclosures required by the Listing Rules are observed and, where required, reflected in the annual report of the Company.

The appointment and removal of the Company Secretary is subject to Board approval in accordance with the bye-laws of the Company. Whilst the Company Secretary reports to the Chairman, all members of the Board have access to the advice and service of the Company Secretary. The Company Secretary has been appointed since 2017 and has day-to-day knowledge of the Group's affairs. In response to specific enquiries made, the Company Secretary confirmed that he has complied with all the required qualifications, experience and training requirements of the Listing Rules.

ACCOUNTABILITY AND AUDIT

Directors' Responsibility for the Consolidated Financial Statements

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group and ensuring that the statements give a true and fair presentation in accordance with statutory requirements and applicable accounting standards. The Directors ensure the publication of the Group's consolidated financial statements in a timely manner.

The statement of the Group's Auditors about their reporting responsibilities on the accounts of the Group is set out in the Independent Auditors' Report on pages 25 to 32 of this Annual Report.

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

CORPORATE GOVERNANCE REPORT

Audit Committee

The Company established the Audit Committee with written terms of reference on 9 January 2012. The terms of reference of the Audit Committee is currently made available on the websites of the Stock Exchange and the Company. Terms of reference adopted by the Audit Committee are aligned with the code provisions set out in the CG Code. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The Audit Committee comprises three Independent Non-executive Directors, namely, Mr. Wong Wing Cheung (Chairman of the Audit Committee), Mr. Li Kam Chung and Mr. Kwok Lap Fung, Beeson. The Chairman of the Audit Committee has the appropriate professional qualification as required by the Listing Rules.

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; reviewing the interim and annual reports and consolidated financial statements of the Group; and overseeing the Company's financial reporting system including the adequacy of resources, qualifications and experience of staff in charge of the Company's financial reporting function and their training arrangement and budget, and internal control procedures.

The Audit Committee meets the external auditors regularly to discuss any area of concern during the audit. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Company's interim and annual report.

The Audit Committee held two meeting during the Year.

| Name of Members | Attended/ Eligible to Attend |
|---|---|
| Mr. Wong Wing Cheung (<i>Chairman</i>) (appointed on 1 November 2019) | 1/1 |
| Mr. Chan Yin Tsung (resigned on 9 September 2019) | 1/1 |
| Mr. Li Kam Chung | 2/2 |
| Mr. Kwok Lap Fung, Beeson | 2/2 |

The Board also delegated certain corporate governance functions to the Audit Committee, including the review and monitoring of (a) the Group's policies and practices on corporate governance and make recommendations to the Board; (b) the training and continuous professional development of Directors and senior management; (c) the Group's policies and practices on compliance with legal and regulatory requirements; (d) the code of conduct of the Group applicable to employees and Directors; and (e) the Group's compliance with the Code and disclosure in the Corporate Governance Report.

External Auditors

The Audit Committee reviews and monitors the external auditors' independence and objectivity and effectiveness of the audit process. It receives each year the letter from the external auditors confirming their independence and objectivity and holds meetings with representatives of the external auditors to consider the scope of their audit, approve their fees, and the scope and appropriateness of non-audit services, if any, to be provided by them. The Audit Committee also makes recommendations to the Board on the appointment and retention of the external auditors.

The accounts for the Year were audited by Ascenda Cachet CPA Limited whose term of office will expire upon the forthcoming AGM. The Audit Committee has recommended to the Board that Ascenda Cachet CPA Limited be re-appointed as the auditors of the Company at the forthcoming AGM.

CORPORATE GOVERNANCE REPORT

Auditors' Remuneration

During the Year, the total remuneration in respect of statutory audit and non-audit services provided by the Company's external auditors, Ascenda Cachet CPA Limited, are as follows:

| Nature of services | Amount (HK\$'000) |
|---------------------------|------------------------------|
| Audit services | 900 |
| Other assurance services | – |

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibilities for the establishment and maintenance of an adequate and effective internal control systems for the Group in order to safeguard the Group's assets against unauthorised use or disposition, and to protect the shareholders' interests, as well as for reviewing the effectiveness of such systems. The Board will from time to time conduct a review of the Group's internal control system. During the Year, the Board, through the Audit Committee, conducted an annual review of the overall effectiveness of the system of internal control of the Group over financial, operational and compliance issues, risk management process, information systems security, scope and quality of the management's monitoring of risks and the effectiveness of financial reporting and compliance with the Listing Rules. The Board considered that the resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget were adequate. The Board concluded that in general, the Group had set up a sound control environment and installed necessary control mechanisms to monitor and correct non-compliance.

REMUNERATION OF DIRECTORS

Remuneration Committee

The Company established the Remuneration Committee with written terms of reference on 9 January 2012. The terms of reference of the Remuneration Committee is currently made available on the websites of the Stock Exchange and the Company. Terms of reference adopted by the Remuneration Committee are aligned with the code provisions set out in the CG Code. The written terms of reference clearly define the role, authority and function of the Remuneration Committee.

The Remuneration Committee is currently chaired by Mr. Li Kam Chung with Mr. Wong Wing Cheung (both were Independent Non-executive Directors) and Mr. Fung Kwok Kit (Executive Director) as members. The composition of the Remuneration Committee meets the requirements of chairmanship and independence of the Listing Rules. The Committee meets towards the end of each year for the determination of the remuneration package of Directors of the Group.

The principal duties of the Remuneration Committee are to assist the Board in achieving its objective of attracting, retaining and motivating employees of the highest calibre and experience needed to shape and execute strategy across the Group's business operations. It includes making recommendations to the Board on the Company's policy and structure on the remuneration package of all Director and senior management remuneration and on the establishment of a fair and transparent procedure for developing remuneration policy.

The Company has adopted a share option scheme on 31 August 2015. The emoluments of Directors, including discretionary bonus and share options, are determined based on the duties and responsibilities of each Director and the Group's business performance. The Directors' fees were reviewed by the Remuneration Committee.

CORPORATE GOVERNANCE REPORT

During the Year, the Remuneration Committee held its meeting once to review and approve the remuneration package of each Director. The attendance record is set out below.

| Name of Member | Attended/ Eligible to attend |
|---|---|
| Mr. Li Kam Chung (<i>Chairman</i>) | 3/3 |
| Mr. Wong Wing Cheung (appointed on 1 November 2019) | 0/0 |
| Mr. Chan Yin Tsung (resigned on 9 September 2019) | 2/2 |
| Mr. Fung Kwok Kit | 3/3 |

Remuneration Policy

The remuneration payable to Directors depend on their respective contractual terms under the employment agreements, if any, and is fixed by the Board with reference to the recommendation of the Remuneration Committee of the Company, the performance of the Group and the prevailing market conditions.

Emoluments of Directors

Details of the emoluments of the Directors for the Year are set out in note 8 to the consolidated financial statements.

NOMINATION OF DIRECTORS

Nomination Committee

In considering the nomination of new Directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates.

The Company established the Nomination Committee with written terms of reference on 9 January 2012. The terms of reference of the Nomination Committee is currently made available on the websites of the Stock Exchange and the Company. Terms of reference adopted by the Nomination Committee are aligned with the code provisions set out in the CG Code.

The Nomination Committee is currently chaired by Mr. Wong Wing Cheung with Mr. Li Kam Chung and Mr. Kwok Lap Fung, Beeson as members. All the Nomination Committee members are INEDs of the Company.

The function of the Nomination Committee are to review and monitor the structure, size and composition of the Board and made recommendations on any proposed changes to the Board to complement the Group's strategy; to identify qualified individuals to become members of the Board; to assess the independence of the independent non-executive Directors; and to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman.

During the Year, the Nomination Committee held its meeting once to assess the independence of the INEDs, to consider the re-election of Directors and to review the composition of the Board. The attendance record is set out below.

| Name of Member | Attended/ Eligible to attend |
|---|---|
| Mr. Wong Wing Cheung (<i>Chairman</i>) (appointed on 1 November 2019) | 0/0 |
| Mr. Chan Yin Tsung (resigned on 9 September 2019) | 1/1 |
| Mr. Li Kam Chung | 2/2 |
| Mr. Kwok Lap Fung, Beeson | 2/2 |

CORPORATE GOVERNANCE REPORT

Board Diversity Policy

The Board has adopted a Board Diversity Policy on 28 November 2013 (the “**Policy**”) which sets out the approach to achieve diversity on the Board. The Company recognises that increasing diversity at the Board level will support the attainment of the Company’s strategic objectives and sustainable development. 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, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board.

The Board delegated certain duties under the Policy to the Nomination Committee. The Nomination Committee will discuss and review the measurable objectives for implementing the Policy from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

RELATIONSHIP WITH SHAREHOLDERS AND OTHER STAKEHOLDERS

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders. The policy is subject to regular review by the Board to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

The Board is committed to providing clear and full information on the Group to shareholders through the publication of notices, announcements, circulars, interim and annual reports in accordance with the continuing disclosure obligations under the Listing Rules. An up-to-date consolidated version of the Bye-laws of the Company is published on the websites of the Group and the Stock Exchange.

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. Shareholders are encouraged to attend all general meetings of the Company. The results of the poll are published on the websites of the Group and the Stock Exchange. Regularly updated financial, business and other information on the Group is made available on the Group’s website for shareholders and stakeholders. Directors are requested and encouraged to attend shareholders’ meetings albeit presence overseas for the Group businesses or unforeseen circumstances might prevent Directors from attending such meetings. Separate resolutions were proposed at 2019 AGM on each substantive issue and the percentage of votes cast in favour of such resolutions as disclosed in the announcement of the Company dated 29 August 2019.

Procedures for Putting Forward Proposed Resolution and Statements by Shareholders at Shareholders’ Meeting

Shareholders may by a written request put forward a proposed resolution to or a statement of not more than one thousand words to a resolution at a general meeting. The number of shareholders necessary shall be any number of shareholders representing not less than one-twentieth of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the general meeting to which the requisition relates or not less than one hundred shareholders.

A copy or copies of requisition signed by all requisitionists shall be deposited to the company secretary at the Company’s principal place of business in Hong Kong in the case of:

- (i) a requisition requiring notice of a resolution, not less than six weeks before the general meeting unless the general meeting is called for a date six weeks or less after the copy has been deposited; and
- (ii) any other requisition, not less than one week before the general meeting.

CORPORATE GOVERNANCE REPORT

The Board shall include the proposed resolution in the agenda of the general meeting upon confirmation of the written requisition is proper and in order by the Company's share registrars and there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in serving and circulating the notice of the proposed resolution or the statement to a resolution in accordance with relevant statutory requirement to give effect thereto.

Shareholders to Convene a Special General Meeting

Shareholders holding at the date of deposit of the requisition ("**Requisition Date**") not less than one-tenth of the paid-up capital of the Company carrying the voting right at general meetings are entitled to request the Board to convene special general meeting ("**SGM**") by written requisition, duly signed by all the concerned shareholders and deposited to the company secretary of the Company at the principal place of business in Hong Kong.

Shareholders shall state the purposes of SGM in the written requisition and may consist of several documents in like form each signed by one or more of those concerned shareholders.

The written requisition will be verified by the Company's share registrar and upon their confirmation that such requisition is proper and in order, the Board shall convene SGM by serving the notice to all shareholders for passing special resolution by not less than 21 clear days' notice in writing and for ordinary resolution by not less than 14 clear days' notice in writing.

If the Board do not within twenty-one (21) days from the Requisition Date proceed to convene SGM and do not within two (2) months from the Requisition Date to hold the SGM, the concerned shareholders or any of them representing more than one half of the total voting rights of all of them, may convene a SGM themselves but the SGM shall be held within three (3) months from the Requisition Date.

Voting By Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions to be set out in the notice of 2020 AGM will be voted by poll.

Written Communications by Shareholders to the Board

The Group values feedback from shareholders on its efforts to promote transparency and foster investor relationships. Shareholders may send written enquiries, comments and suggestions to the Board or the Company addressed to the Company Secretary at the Company's principal place of business in Hong Kong by mail to Room 2606, 26/F, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong or by email at info@zdihl.com.

By order of the Board
Wong Kin Chung
Company Secretary

Hong Kong, 4 September 2020

INDEPENDENT AUDITOR'S REPORT



13F Neich Tower
128 Gloucester Road
Wanchai Hong Kong

To the members of Zhidao International (Holdings) Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Zhidao International (Holdings) Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 33 to 118, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by 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 judgement, 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|---|--|
| <p>Revenue recognition from contracts with customers in relation to the provision of construction and engineering services</p> <p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the directors' disclosures of the related accounting policies, judgements and estimates and note 5 to the consolidated financial statements for further information.</p> <p>The Group recorded revenue from contracts with customers in relation to the provision of construction and engineering services totalling HK\$212,967,000 for the year ended 31 March 2020.</p> <p>Contract revenue is recognised progressively over time using either the input method or the output method, as appropriate.</p> <p>Contract revenue recognised progressively over time using the output method is based on direct measurements of the value of services delivered or surveys of work performed with reference to surveyor's certificate (the "Surveyor's Certificate") either from the customers' in-house surveyor or independent surveyors appointed by the customers. Contract revenue from certain variation orders recognised progressively over time using the input method is based on the Group's efforts or inputs to the satisfaction of the performance obligations, with reference to the construction cost incurred up to the end of the period as a percentage of estimated total contract cost.</p> <p>Management reviews and revises the estimates of construction revenue, contract costs and variation orders for each construction contract by comparing the most current budgeted amounts with corresponding actual amounts as the contract work progresses.</p> <p>For the above reasons, we identified the revenue recognition from contracts with customers in relation to the provision of construction contracts as a key audit matter.</p> | <p>Our procedures in relation to management's assessment of the revenue recognition from contracts with customers in relation to the provision of construction and engineering services included:</p> <ul style="list-style-type: none">— Assessing the design, implementation and operating effectiveness of key internal controls over the contract revenue recognition processes;— Inspecting a sample of contract agreements with contractors to identify key terms and conditions, including the contracting parties, the contract period, the contract sum, the scope of work, the methodology for calculating liquidated and ascertained damages, and evaluating whether these key terms and conditions had been appropriately reflected in the total estimated revenue and costs to complete in the forecast of the outcome of the contracts;— Obtaining the Surveyor's Certificate and comparing the contract revenue recognised for contracts in progress during the year, on a sample basis, with reference to the Surveyor's Certificate;— Obtaining a detailed breakdown of the total estimated costs to completion for all contracts in progress during the year and comparing, on a sample basis, actual costs incurred to the reporting date and future cost estimates with agreements, certifications or correspondence with sub-contractors and suppliers and other documentation referred to by management in its assessment of the estimated costs to completion;— Obtaining a detailed breakdown of the variation orders for the year and comparing, on a sample basis, actual costs incurred to the reporting date regarding such variation orders or correspondence with its contractors; and |

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS *(Continued)*

Key Audit Matter

How our audit addressed the Key Audit Matter

*Revenue recognition from contracts with customers in relation to the provision of construction and engineering services
(Continued)*

- Discussing with management the performance of contracts in progress during the year, on a sample basis, and challenging the key estimates and assumptions adopted in the forecasts for construction revenue and construction costs, including estimated costs to completion, the recognition of variation orders, the adequacy of contingency provisions and the assessment of potential liquidated and ascertained damages for construction which were behind schedule, by obtaining and evaluating relevant information in connection to the assumptions adopted, including sub-construction agreements and subcontracts, correspondence with sub-constructor regarding contract variations and claims and by considering historical outcomes for similar contracts.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|--|---|
| <p>Allowance for impairment of the trade receivables and contract assets</p> <p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the directors' disclosures of the related accounting policies, judgements and estimates and notes 19 and 21 to the consolidated financial statements for further information.</p> <p>The carrying amount of the Group's trade receivables and contracts assets was approximately HK\$43,394,000 and HK\$47,983,000, respectively, as at 31 March 2020, net of impairment losses of approximately HK\$4,550,000 and HK\$3,157,000, respectively.</p> <p>The Group has applied the simplified approach for impairment assessment of trade receivables and contract assets, which are assessed individually for customer which are credit impaired and collectively using a provision matrix.</p> <p>For the purpose of assessing the expected credit losses ("ECL"), the directors of the Company (the "Directors") engaged an independent professional valuer to perform a valuation (the "ECL on Trade Receivables and Contract Assets Valuation") regarding ECL on trade receivables and contract assets based on the management's assumptions. Significant management judgement was used to determine the key assumptions underlying the ECL on Trade Receivables and Contract Assets Valuation, including (i) the probability of default ("PD") and loss given default ("LGD"); and (ii) the selection and use of reasonable and supportable forward-looking information without undue cost or effort in the ECL model, which involves management's judgements and assumptions and the valuation technique involves significant unobservable input.</p> <p>Based on the above, the Group has (i) reversed an allowance for impairment of trade receivables of approximately HK\$238,000; and (ii) provided an allowance for impairment of contract assets of HK\$3,145,000 during the year.</p> <p>For the above reasons, we identified the allowance for impairment of trade receivables and contract assets as a key audit matter.</p> | <p>Our procedures in relation to management's assessment of the allowance for impairment of the trade receivables and contract assets included:</p> <ul style="list-style-type: none">— Discussing with management and the valuer to understand the basis of valuation approach and methodology;— Challenging the valuer on the adoption of the assumptions and estimations in the valuation;— Evaluating the independence, professionalism and the accuracy of the work performed by the valuer;— Evaluating the reasonableness and appropriateness of the ECL on Trade Receivables and Contract Assets Valuation and the assumptions, information and parameters used in the model, including PD, LGD and forward-looking factors;— Checking with the information used by management to develop the provision matrix including ageing analysis of trade receivables, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices;— Checking settlement from customers after the financial year end relating to the trade receivables and contract assets as at 31 March 2020 on a sample basis; and— Recalculating the provision of impairment of the trade receivables and contract assets, if any, and assessing the sufficiency of impairment as at 31 March 2020. |

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|--|---|
| <p>Allowance for impairment of loan and interest receivables</p> <p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the Directors' disclosures of the related accounting policies, judgements and estimates and note 20 to the consolidated financial statements for further information.</p> <p>The carrying amount of the Group's loan and interest receivables was approximately HK\$91,327,000, as at 31 March 2020, net of impairment losses of approximately HK\$25,455,000.</p> <p>The Group has applied the general approach for impairment assessment of loan and interest receivables and recognised lifetime ECL where significant increase in credit risk since initial recognition was identified.</p> <p>For the purpose of assessing the ECL, the Directors engaged an independent professional valuer to perform a valuation (the "ECL on Loan and Interest Receivables Valuation") regarding ECL on loan and interest receivables based on the management's assumptions. Significant management judgement was used to determine the key assumptions underlying the ECL on Loan and Interest Receivables Valuation, including (i) the PD and LGD; and (ii) the selection and use of reasonable and supportable forward-looking information without undue cost or effort in the ECL model, which involves management's judgements and assumptions and the valuation technique involves significant unobservable input.</p> <p>In determining whether the credit risk has increased significantly since initial recognition, the Group performed assessment on each of the loan and interest receivables on an individual basis and considered both reasonable and supportable quantitative and qualitative information. The Group, amongst other factors, assessed whether there was a significant drop in the value of the collateral at the end of the reporting period, which could indicate a significant increase in credit risk since initial recognition.</p> <p>When no significant increase in credit risk since initial recognition was identified, the Group grouped the loan and interest receivables on the basis of shared credit risk characteristics and measured impairment at 12-month ECL ("12m ECL") on a collective basis.</p> <p>Based on the above, the Group has provided an allowance for impairment of loan and interest receivables of approximately HK\$19,902,000 during the year.</p> <p>For the above reasons, we identified the allowance for impairment of loan and interest receivables as a key audit matter.</p> | <p>Our procedures in relation to management's assessment of the allowance for impairment of the loan and interest receivables included:</p> <ul style="list-style-type: none">— Discussing with management and the valuer to understand the basis of valuation approach and methodology;— Challenging the valuer on the adoption of the assumptions and estimations in the valuation;— Evaluating the independence, professionalism and the accuracy of the work performed by the valuer;— Assessing the appropriateness of whether loan receivables with no significant increase in credit risk since initial recognition have been grouped based on common risk characteristics and assessed for 12m ECL on a collective basis;— Evaluating the reasonableness and appropriateness of the ECL on Loan and Interest Receivables Valuation and the assumptions, information and parameters used in the model, including PD, LGD and forward-looking factors;— Checking with the information used by management in the calculation of ECL on Loan and Interest Receivables Valuation (i.e. loan term and collateral as mentioned in loan agreements);— Checking settlement from customers after the financial year end relating to the loan and interest receivables as at 31 March 2020 on a sample basis; and— Recalculating the provision of impairment of the loan and interest receivables, if any, and assessing the sufficiency of impairment as at 31 March 2020. |

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|--|---|
| <p><i>Determination of the fair value of equity investment at fair value through other comprehensive income</i></p> <p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the Directors' disclosures of the related accounting policies, judgements and estimates and note 25 to the consolidated financial statements for further information.</p> <p>The carrying amount of the Group's equity investment at fair value through other comprehensive income represents an unlisted equity investment in a private company at fair value of approximately HK\$19,663,000, as at 31 March 2020.</p> <p>For the purpose of assessing the fair value of this unlisted equity investment, the Directors engaged an independent professional valuer to perform a valuation (the "Shares Valuation") regarding this unlisted equity investment based on management's assumptions. Significant management judgement was used to determine the key assumptions underlying the Shares Valuation, including remeasure the fair value with reference the net assets value of such unlisted equity investment in a private company adjusted by a discount for lack of marketability and control premium, which involves management's judgements and assumptions and valuation technique involves significant unobservable inputs.</p> <p>Based on the above, the Group provided a fair value loss on the equity investment at fair value through other comprehensive income of approximately HK\$1,052,000 which was put through the consolidated statement of other comprehensive income during the year.</p> <p>For the above reasons, we identified the determination of the fair value of the equity investment at fair value through other comprehensive income as a key audit matter.</p> | <p>Our procedures in relation to the determination of the fair value of the equity investment at fair value through other comprehensive income included:</p> <ul style="list-style-type: none">— Discussing with management and the valuer to understand the basis of valuation approach and methodology;— Challenging the valuer on the adoption of the assumptions and estimations in the valuation;— Evaluating the independence, professionalism and the accuracy of the work performed by the valuer;— Checking with financial data through internal or external sources, on a sample basis, used in the Share Valuation for remeasure the fair value of the equity investment at fair value through other comprehensive income adjusted by a discount for lack of marketability and control premium; and— Recalculating the fair value of the equity investment at fair value through other comprehensive income as at 31 March 2020. |

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by 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 Company or to cease operations or have no realistic alternative but to do so.

The Directors are assisted by the Audit Committee in discharging their responsibilities 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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

INDEPENDENT AUDITOR'S REPORT

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

Ascenda Cachet CPA Limited
Certified Public Accountants

Wan Kin Man Tony
Practising Certificate Number P05506

Hong Kong
4 September 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 March 2020

| | <i>Notes</i> | 2020 HK\$'000 | 2019 HK\$'000 |
|---|--------------|--------------------------------|------------------|
| CONTINUING OPERATIONS | | | |
| REVENUE | 5 | 222,980 | 96,803 |
| Cost of sales | 6 | (187,874) | (81,235) |
| Gross profit | | 35,106 | 15,568 |
| Other income and gains | 5 | 2,465 | 504 |
| General and administrative expenses | | (27,190) | (16,647) |
| Finance costs | 7 | (1,724) | (1,712) |
| Fair value loss on equity investments at fair value through profit or loss | 24 | (49,659) | (3,701) |
| Impairment of trade receivables | 19 | – | (8) |
| Impairment of other receivables | 23 | (14,953) | – |
| Impairment of contract assets | 21 | (3,145) | (12) |
| Impairment of loan and interest receivables | 20 | (19,902) | (1,013) |
| Impairment of amount due from associates | 17 | (865) | (1,302) |
| Impairment of property, plant and equipment | 14 | (1,921) | – |
| LOSS BEFORE TAX FROM CONTINUING OPERATIONS | 6 | (81,788) | (8,323) |
| Income tax credit/(expense) | 10 | 152 | (2,298) |
| LOSS FOR THE YEAR FROM CONTINUING OPERATIONS | | (81,636) | (10,621) |
| DISCONTINUED OPERATION | | | |
| Loss for the year from discontinued operation | 11 | – | (1,579) |
| Gain on disposal of subsidiaries | 11, 37(a) | – | 13,702 |
| | | – | 12,123 |
| (LOSS)/PROFIT FOR THE YEAR | | (81,636) | 1,502 |
| OTHER COMPREHENSIVE INCOME | | | |
| Other comprehensive income that may be reclassified to profit or loss in subsequent periods: | | | |
| Exchange differences on translation of foreign operations | | (13) | (3,535) |
| Release of translation reserve upon disposal of subsidiaries | 37(a) | – | (2,375) |
| Other comprehensive income that will not be reclassified to profit or loss in subsequent periods: | | | |
| Equity investment designated at fair value through other comprehensive income changes in fair value | 25 | (1,052) | – |
| NET OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX | | (1,065) | (5,910) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | (82,701) | (4,408) |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 March 2020

| | <i>Notes</i> | 2020 HK\$'000 | 2019 HK\$'000 |
|---|--------------|--------------------------------|------------------|
| (Loss)/Profit attributable to: | | | |
| Owners of the Company | | (79,539) | 3,578 |
| Non-controlling interests | | (2,097) | (2,076) |
| | | (81,636) | 1,502 |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | | (80,604) | (2,322) |
| Non-controlling interests | | (2,097) | (2,086) |
| | | (82,701) | (4,408) |
| (LOSS)/PROFIT PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY | <i>12</i> | | |
| Basic | | | |
| (Loss)/Profit for the year | | (4.02) cents | 0.18 cents |
| Loss from continuing operations | | (4.02) cents | (0.43) cents |
| Diluted | | | |
| (Loss)/ Profit for the year | | (4.02) cents | 0.18 cents |
| Loss from continuing operations | | (4.02) cents | (0.43) cents |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 March 2020

| | <i>Notes</i> | 2020 HK\$'000 | 2019 HK\$'000 |
|--|--------------|--------------------------------|------------------|
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 14 | 18,453 | 5,004 |
| Right-of-use assets | 15(a) | 284 | – |
| Intangible asset | 16 | 60 | 543 |
| Contract assets | 21 | 11,305 | 5,497 |
| Deferred tax asset | 31 | 3,284 | – |
| Interests in associates | 17 | 16,333 | 17,198 |
| Total non-current assets | | 49,719 | 28,242 |
| CURRENT ASSETS | | | |
| Inventories | 18 | – | 5,461 |
| Trade receivables | 19 | 43,394 | 14,785 |
| Loan and interest receivables | 20 | 91,327 | 152,753 |
| Contract assets | 21 | 36,678 | 16,980 |
| Finance lease receivables | 22 | 582 | – |
| Prepayments, other receivables and other assets | 23 | 85,358 | 111,238 |
| Equity investments at fair value through profit or loss | 24 | 18,682 | 68,341 |
| Equity investment at fair value through other comprehensive income | 25 | 19,663 | – |
| Pledged bank deposits | 26 | 29,028 | 19,229 |
| Cash and cash equivalents | 26 | 135,985 | 133,531 |
| Total current assets | | 460,697 | 522,318 |
| CURRENT LIABILITIES | | | |
| Trade payables | 27 | 103,668 | 17,590 |
| Lease liabilities | 15(b) | 253 | – |
| Other payables and accruals | 28 | 8,556 | 2,340 |
| Contract liabilities | 29 | 7,728 | 38,605 |
| Interest-bearing bank and other borrowings | 30 | 12,715 | 32,547 |
| Contingent consideration payable | 38 | 6,089 | – |
| Tax payables | | 3,716 | 1,440 |
| Total current liabilities | | 142,725 | 92,522 |
| NET CURRENT ASSETS | | 317,972 | 429,796 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 March 2020

| | <i>Notes</i> | 2020 HK\$'000 | 2019 HK\$'000 |
|---|--------------|--------------------------------|--------------------|
| NON-CURRENT LIABILITIES | | | |
| Retention payables | | 12,992 | 1,246 |
| Interest-bearing bank and other borrowings | 30 | 11,572 | 13,913 |
| Lease liabilities | 15(b) | 38 | – |
| Total non-current liabilities | | 24,602 | 15,159 |
| Net assets | | 343,089 | 442,879 |
| EQUITY | | | |
| Equity attributable to owners of the Company | | | |
| Share capital | 32 | 19,800 | 19,800 |
| Reserves | | 323,437 | 424,997 |
| Non-controlling interests | | 343,237 (148) | 444,797 (1,918) |
| Total equity | | 343,089 | 442,879 |

Fung Kwok Kit
Director

Zhong Can
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 March 2020

| | Attributable to owners of the Company | | | | | | | | | |
|--|---------------------------------------|---|---|--|--|--|--------------------------------|-------------------|---------------------------------------|--------------------------|
| | Issued capital HK\$'000 | Share premium account HK\$'000 <i>(note 34(ii))</i> | Capital reserve HK\$'000 <i>(note 34(ii))</i> | Fair value reserve of financial assets at fair value through other comprehensive income (non-recycling) HK\$'000 <i>(note 34(v))</i> | Translation reserve HK\$'000 <i>(note 34(iii))</i> | Share option reserve HK\$'000 <i>(note 34(iv))</i> | Accumulated losses HK\$'000 | Total HK\$'000 | Non-controlling interests HK\$'000 | Total equity HK\$'000 |
| At 1 April 2018 | 19,800 | 485,679 | - | - | 6,626 | 27,926 | (92,924) | 447,107 | - | 447,107 |
| Profit for the year | - | - | - | - | - | - | 3,578 | 3,578 | (2,076) | 1,502 |
| Other comprehensive income for the year: | | | | | | | | | | |
| — Exchange differences on translation of foreign operations | - | - | - | - | (3,524) | - | - | (3,524) | (11) | (3,535) |
| — Release of translation reserve upon the disposal of subsidiaries <i>(note 37(a))</i> | - | - | - | - | (2,375) | - | - | (2,375) | - | (2,375) |
| Total comprehensive income for the year | - | - | - | - | (5,899) | - | 3,578 | (2,321) | (2,087) | (4,408) |
| Acquisition of a subsidiary <i>(note 35)</i> | - | - | - | - | - | - | - | - | 180 | 180 |
| Disposal of subsidiaries <i>(note 37(b))</i> | - | - | 11 | - | - | - | - | 11 | (11) | - |
| Transfer of share option reserve upon lapsing of share options <i>(note 33)</i> | - | - | - | - | - | (10,613) | 10,613 | - | - | - |
| At 31 March 2019 and 1 April 2019 | 19,800 | 485,679 | 11 | - | 727 | 17,313 | (78,733) | 444,797 | (1,918) | 442,879 |
| Loss for the year | - | - | - | - | - | - | (79,539) | (79,539) | (2,097) | (81,636) |
| Other comprehensive income for the year: | | | | | | | | | | |
| — Exchange differences on translation of foreign operations | - | - | - | - | (13) | - | - | (13) | - | (13) |
| — Change in fair value of equity investment at fair value through other comprehensive income | - | - | - | (1,052) | - | - | - | (1,052) | - | (1,052) |
| Total comprehensive income for the year | - | - | - | (1,052) | (13) | - | (79,539) | (80,604) | (2,097) | (82,701) |
| Acquisition of additional interests in a subsidiary <i>(note 36)</i> | - | - | (20,956) | - | - | - | - | (20,956) | 3,867 | (17,089) |
| Transfer of share option reserve upon lapsing of share options <i>(note 33)</i> | - | - | - | - | - | (2,233) | 2,233 | - | - | - |
| At 31 March 2020 | 19,800 | 485,679* | (20,945)* | (1,052)* | 714* | 15,080* | (156,039) | 343,237 | (148) | 343,089 |

* These reserve accounts comprise the consolidated reserves of approximately HK\$323,437,000 (2019: HK\$424,997,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 March 2020

| | Notes | 2020 HK\$'000 | 2019 HK\$'000 |
|---|-----------|------------------|------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| (Loss)/Profit before tax | | | |
| From continuing operations | | (81,788) | (8,323) |
| From discontinued operation | | – | 12,123 |
| Adjustments for: | | | |
| Bank interest income | 5 | (338) | (35) |
| Dividend income from equity investments at fair value through profit or loss | 5 | (1,770) | (211) |
| Fair value loss on equity investments at fair value through profit or loss | 6 | 49,659 | 3,701 |
| Gain on bargain purchases | 5, 35 | – | (14) |
| Gain on disposal of subsidiaries | 11, 37(a) | – | (13,702) |
| Gain on disposal of property, plant and equipment | | (117) | – |
| Depreciation of property, plant and equipment | 14 | 1,462 | 1,206 |
| Depreciation of investment property | | – | 12 |
| Depreciation of right-of-use assets | 15(a) | 486 | – |
| Finance costs | 7 | 1,724 | 1,712 |
| (Reversal of)/Provision for impairment of trade receivables | 19 | (238) | 8 |
| Provision for/(Reversal of) impairment of other receivables | 6, 23 | 14,953 | (236) |
| Impairment of receivables for default guarantee payments and receivables from guarantee customers | | – | 1,197 |
| Impairment of amount due from associates | 17 | 865 | 1,302 |
| Amortisation of intangible asset | 6, 16 | 483 | 257 |
| Impairment of loan and interest receivables | 6, 20 | 19,902 | 1,013 |
| Impairment of contract assets | 6, 21 | 3,145 | 12 |
| Impairment of property, plant and equipment | 14 | 1,921 | – |
| | | 10,349 | 22 |
| Decrease/(Increase) in inventories | | 5,461 | (5,461) |
| Increase in contract assets | | (28,650) | (22,489) |
| Increase in trade receivables | | (28,371) | (9,794) |
| Decrease/(Increase) in loan and interest receivables | | 20,809 | (130,834) |
| Increase in receivables for default guarantee payments and receivables from guarantee customers | | – | (2,195) |
| Decrease/(Increase) in prepayments, other receivables and other assets | | 10,927 | (7,829) |
| (Decrease)/Increase in contract liabilities | | (30,878) | 38,606 |
| Increase in retention payables | | 11,745 | 645 |
| Increase in equity investments at fair value through profit or loss | | – | (19,851) |
| Increase in trade payables | | 86,078 | 17,590 |
| Increase/(Decrease) in other payables and accruals | | 6,216 | (111) |
| Increase in liabilities from guarantees | | – | 1,626 |
| Cash generated from/(used in) operations | | 63,686 | (140,075) |
| Hong Kong profits tax paid | | (771) | (373) |
| PRC income tax paid | | (85) | – |
| Net cash flows from/(used in) operating activities | | 62,830 | (140,448) |

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 March 2020

| | <i>Notes</i> | 2020 HK\$'000 | 2019 HK\$'000 |
|--|--------------|--------------------------------|------------------|
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Bank interest received | | 338 | 35 |
| Purchases of items of property, plant and equipment | 14 | (18,073) | (190) |
| Acquisition of additional interest in a subsidiary | | (11,000) | – |
| Net inflow of cash and cash equivalent in respect of acquisition of a subsidiary | 35 | – | 4,235 |
| Net inflow of cash and cash equivalent in respect of disposal of subsidiaries | 37(a) | – | 28,304 |
| Dividend received | | 1,770 | – |
| Capital element of finance lease received | | 776 | – |
| Increase in pledged bank deposits | | (9,799) | (13,748) |
| Net cash flows (used in)/from investing activities | | (35,988) | 18,636 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Inception of interest-bearing bank and other borrowings | 42(b) | – | 2,723 |
| Repayment of interest-bearing bank and other borrowings | 42(b) | (22,173) | (11,083) |
| Capital element of lease rentals paid | 42(b) | (478) | – |
| Interest element of lease rentals paid | 42(b) | (28) | – |
| Interest paid | 42(b) | (1,696) | (1,712) |
| Net cash flows used in financing activities | | (24,375) | (10,072) |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | | | |
| Cash and cash equivalents at beginning of year | | 133,531 | 265,630 |
| Effect of foreign exchange rate changes, net | | (13) | (215) |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | | 135,985 | 133,531 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | | | |
| Cash and bank balances | | 135,985 | 133,531 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

1. CORPORATE AND GROUP INFORMATION

Zhidao International (Holdings) Limited (the “**Company**”) is a limited liability company incorporated in Bermuda on 8 July 1997. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business in Hong Kong is situated at Room 2606, 26th Floor, C C Wu Building, No. 302–308 Hennessy Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding. The Company and its subsidiaries (collectively, the “**Group**”) is principally engaged in (i) trading of aluminium products; (ii) supply of aluminum products in construction projects and the provision of construction and engineering services; and (iii) money lending.

In previous year, the Group entered into an engineering, development and construction contract for a mining project in Pakistan (the “**Construction Contract**”). Pursuant to the Construction Contract, the Group shall be the contractor which provides engineering, development and construction services to a Pakistan Company on an exclusive basis. However, the Group has not yet commenced any engineering, development and construction of the mining project during the year.

The shares of the Company were listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 23 September 1997.

Information about subsidiaries

Particulars of the Company’s subsidiaries are as follows:

| Name | Place of incorporation/ and business | Issued ordinary/ paid-up capital | Percentage of equity attributable to the Company [®] | | Principal activities |
|---|---|---|---|----------|----------------------------------|
| | | | Direct | Indirect | |
| Wealthy Hero Investments Limited (<i>note a</i>) | British Virgin Islands (“BVI”) | US\$1 | 100 | – | Investment holding |
| Rongbao Holdings Limited (<i>note a</i>) | BVI | US\$1 | 100 | – | Investment holding |
| Golden Beach Enterprises Limited (<i>note a</i>) | BVI | US\$1 | 100 | – | Investment holding |
| Wealthy Hero Holdings Limited | Hong Kong | HK\$1 | – | 100 | Money lending business |
| Rongbao Investments Limited | Hong Kong | HK\$1 | – | 100 | Investment holding |
| Fast Excel Limited (<i>note d</i>) | Hong Kong | HK\$10 | – | 51 | Investment holding |
| Parkson Trade Services Limited | Hong Kong | HK\$1 | – | 100 | Trading of aluminium products |
| Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited (<i>note d</i>) | Hong Kong | HK\$5 | – | 51 | Not yet commenced business |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

| Name | Place of incorporation/ and business | Issued ordinary/ paid-up capital | Percentage of equity attributable to the Company [®] | | Principal activities |
|--|---|---|---|----------------------|--|
| | | | Direct | Indirect | |
| Zhongshan City Minzhong Deli Metal Company Limited (notes a & b) | PRC | US\$500,000 | – | 100 | Manufacturing and trading of aluminium windows and gates |
| First Rate Ventures Limited (note a) | BVI | US\$1 | 100 | – | Investment holding |
| Hoperay Holdings Limited (note a) | BVI | US\$1 | 100 | – | Investment holding |
| Solar Shine Developments Limited (note a) | BVI | US\$1 | 100 | – | Provision of engineering, development and construction of a mining project |
| Universe Clear Limited (note a) | BVI | US\$1 | 100 | – | Investment holding |
| Po Kei Asia Limited (note c) | Hong Kong | HK\$100 | 100 | – | Investment holding |
| Goldland Asia Limited (note c) | Hong Kong | HK\$10 | 100 | – | Investment holding |
| iTong Engineering Company Limited (notes a & e) | Macau | MOP38,000 | – | 100 (2019: 51.84) | Provision of construction contracts |
| 怡東建築工程(珠海)有限公司 (notes a, b, c & e) | PRC | RMB427,500 | – | 100 (2019: 51.84) | Provision of construction contracts |

Notes:

- (a) Not audited by Ascenda Cachet CPA Limited.
 - (b) Registered as wholly-foreign owned enterprises under the PRC Law.
 - (c) These subsidiaries were newly incorporated during the year ended 31 March 2019.
 - (d) As detailed in note 37(b) to the consolidated financial statements, 49% equity interest of these subsidiaries were disposed to an independent third party during the year ended 31 March 2019.
 - (e) As detailed in notes 35 and 36 to the consolidated financial statements, 51.84% equity interest of this subsidiary was acquired from an independent third party during the year ended 31 March 2019. The remaining 48.16% equity interest of this subsidiary was further acquired during the year.
- [®] There were no changes in the percentage of equity attributable to the Company except otherwise indicated.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for (i) equity investments at fair value through profit or loss; (ii) equity investments at fair value through other comprehensive income; and (iii) contingent consideration payable which have been measured at fair value. These consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 March 2020. A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. 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.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's consolidated financial statements.

| | |
|--|--|
| Amendments to HKFRS 9 | Prepayment Features with Negative Compensation |
| HKFRS 16 | Leases |
| Amendments to HKAS 19 | Plan Amendment, Curtailment or Settlement |
| Amendments to HKAS 28 | Long-term Interests in Associates and Joint Ventures |
| HK(IFRIC)-Int 23 | Uncertainty over Income Tax Treatments |
| Annual Improvements to HKFRSs 2015–2017 Cycle | Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 |

Except for the amendments to HKFRS 9 and HKAS 19, and *Annual Improvements to HKFRSs 2015–2017 Cycle*, which are not relevant to the preparation of the Group's consolidated financial statements, the nature and the impact of the new and revised HKFRSs are described below:

- (a) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

HKFRS 16 did not have any significant impact on leases where the Group is the lessor.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 April 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 April 2019, and the comparative information for the year ended 31 March 2019 was not restated and continued to be reported under HKAS 17 and related interpretations.

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

(a) *(Continued)*

As a lessee — Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for its office premises and plant and machinery. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less ("**short-term leases**") (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 April 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

Impact on transition

Lease liabilities at 1 April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019 and included in interest-bearing bank and other borrowings. The right-of-use assets were measured at the amount of lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the leases recognised in the consolidated statement of financial position immediately before 1 April 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the consolidated statement of financial position.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 April 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Using a single discount rate to a portfolio of leases with reasonably similar characteristics
- Excluding the initial direct costs from the measurement of the right-of-use asset at date of initial application

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

As a lessee — Leases previously classified as operating leases (Continued)

Financial impact at 1 April 2019

The impact arising from the adoption of HKFRS 16 at 1 April 2019 was as follows:

| | Increase/ (decrease) HK\$'000 |
|---------------------------------|-------------------------------------|
| Assets | |
| Increase in right-of-use assets | 346 |
| Liabilities | |
| Increase in lease liabilities | 346 |

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 are as follows:

| | HK\$'000 |
|---|----------|
| Operating lease commitments as at 31 March 2019 | 466 |
| Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 March 2020 | (101) |
| | 365 |
| Weighted average incremental borrowing rate as at 1 April 2019 | 5.125% |
| Discounted operating lease commitments as at 1 April 2019 | 346 |
| Lease liabilities as at 1 April 2019 (note 15(b)) | 346 |

- (b) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates and joint ventures upon adoption of the amendments on 1 April 2019 and concluded that the long-term interests in associates and joint ventures continued to be measured at amortised cost in accordance with HKFRS 9. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these consolidated financial statements.

| | |
|---|---|
| Amendments to HKFRS 3 | Definition of a Business ¹ |
| Amendments to HKFRS 9, HKAS 39 and HKFRS 7 | Interest Rate Benchmark Reform ¹ |
| Amendments to HKFRS 10 and HKAS 28 (2011) | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴ |
| Amendments to HKFRS 16 | Covid-19-Related Rent Concessions ² |
| HKFRS 17 | Insurance Contracts ³ |
| Amendments to HKAS 1 and HKAS 8 | Definition of Material ¹ |

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

² Effective for annual periods beginning on or after 1 June 2020

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

⁴ No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 April 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group’s consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in April 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose consolidated financial statements make on the basis of those consolidated financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interests in associates

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations and goodwill *(Continued)*

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its equity investments at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Fair value measurement *(Continued)*

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss in the period in which it arises.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties

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

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

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment and depreciation *(Continued)*

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

| | |
|----------------------------------|---------------------|
| Buildings | Over the lease term |
| Leasehold improvements | Over the lease term |
| Plant and machineries | 10% |
| Furniture, fixture and equipment | 10%–33% |
| Motor vehicles | 20% |

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Leases (applicable from 1 April 2019)

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases (applicable from 1 April 2019) *(Continued)*

Group as a lessee *(Continued)*

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

| | |
|---------------------|----------------------|
| Office Premises | Over the lease terms |
| Plant and machinery | Over the lease terms |

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

(c) *Short-term leases*

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases (applicable from 1 April 2019) *(Continued)*

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to an underlying assets to the lessee, are accounted for as finance leases. At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases (applicable before 1 April 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets *(Continued)*

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables and accruals, interest-bearing bank and other borrowings and contingent consideration payable.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of certain industrial products and the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Income tax *(Continued)*

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition *(Continued)*

Revenue from contracts with customers *(Continued)*

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(a) Sales of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the industrial products.

(b) Construction services

A contract with a customer is classified by the Group as a construction contract when the contract relates to work on assets under the control of the customer and therefore the Group's construction activities create or enhance an asset under the customer's control.

When the outcome of a construction contract can be reasonably measured, revenue from the contract is recognised over time using the output method, i.e. based on direct measurements of the value of services delivered or surveys of work performed and the estimated total revenue for the contracts entered into by the Group.

If construction projects have no alternative use to the Group contractually and the Group has an enforceable right to payment from the customers for performance completed to date, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the input method for measuring progress.

The likelihood of contract variations, claims and liquidated damages are taken into account in making these estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

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

If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognised.

The excess of cumulative revenue recognised in profit or loss over the cumulative billings to customers is recognised as contract assets. The excess of cumulative billings to customers over the cumulative revenue recognised in profit or loss is recognised as contract liabilities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition *(Continued)*

Revenue from other sources

(c) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

(d) Dividend income

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Other employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The employees of the Group's subsidiary which operates in the PRC are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute 5% of its payroll costs to the central pension scheme. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Share-based payment

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment, whereby employees render services as consideration for equity instruments ("**equity-settled transactions**").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a Binominal model, further details of which are given in note 33 to the consolidated financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of loss per share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the consolidated financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their consolidated statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Income taxes

Significant judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provision are recorded accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Construction contracts revenue recognition

Revenue from construction contracts are recognised over time. Such revenue and profit recognition on incompleting projects is dependent on estimating the total outcome of the contract, as well as the work done to date. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders, prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by the major subcontractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgeted construction costs by comparing the budgeted amounts to the actual costs incurred. Significant judgement is required in estimating the contract revenue, contract costs and variation work which may have an impact on revenue and profit recognised to date. In addition, actual outcomes in terms of total revenue or costs may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future periods as an adjustment to the amounts recorded to date.

Estimation uncertainty

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 and liabilities within the next financial year, are described below.

Provision for ECLs on trade receivables and contract assets

The Group applies the simplified approach and uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates and with reference to the average default rate of the same industry. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

Provision for ECLs on trade receivables and contract assets *(Continued)*

The assessment of the correlation among historical observed default rates and average default rate of the same industry, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions.

The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables, contract assets and related credit risk is disclosed in notes 19, 21 and 45 to the consolidated financial statements, respectively.

Provision for ECLs on of loan and interest receivables

The Group applies the general approach for impairment assessment of its loan and interest receivables and recognises lifetime ECLs where significant increase in credit risk since initial recognition has been identified. In determining whether the credit risk has increased significantly since initial recognition, the Group performs assessment on each of the loan and interest receivables on an individual basis considering reasonable and supportable quantitative and qualitative information. The Group, amongst other factors, assesses whether there is a significant drop in the value of the collateral, if any, at the end of the reporting period, which could indicate a significant increase in credit risk since initial recognition. Significant judgments and estimation are involved when performing valuation of the collateral. In cases where the value of the collateral decreases significantly, a significant increase in credit risk arises and lifetime ECLs should be recognised.

Where no significant increase in credit risk since initial recognition has been identified, the Group groups the loan receivables on the basis of shared credit risk characteristics and measurements impairment at 12m ECLs. The measurement of 12m ECLs involves significant judgment in (i) the selection of appropriate models and key inputs used in the ECLs model, including the probability of default and loss given default; and (ii) the selection and use of reasonable and supportable forward-looking information without undue cost or effort in the ECLs model.

The information about the ECLs on the Group's loan and interest receivables and related credit risk is disclosed in notes 20 and 45 to the consolidated financial statements, respectively.

Useful lives of property, plant and equipment

The management of the Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of the property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovation. Management will change the depreciation charge where useful lives are different from the previously estimated lives. It will also write-off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Impairment of investments in subsidiaries

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiaries in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the financial statements of the investee's net assets including goodwill.

Impairment of amounts due from subsidiaries

The policy for the impairment of amounts due from subsidiaries is based on the evaluation of recoverable of accounts and on the management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of the amount.

Impairment of interests in associates

The Group assesses whether there are any indicators of impairment for interests in associates at the end of each reporting period. Interests in associates are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset exceeds its recoverable amount. The recoverable amount is estimated by the Directors with reference to the net assets value of associates. The related financial information is disclosed in note 17 to the consolidated financial statements.

Impairment of property plant and equipment

Determining whether property plant and equipment, are impaired requires an estimation of the value in use of the cash-generating units to which the property plant and equipment, have been allocated. The calculation of value in use requires the Group to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate the present value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

Fair value of the financial assets designated at FVTOCI

The fair value of financial assets designated at FVTOCI that are not traded in active markets are determined by using valuation techniques (i.e. asset approach) with reference to the net assets value of the underlying unlisted equity investment. Where valuation techniques are used to determine fair values, they are periodically reviewed. To the extent practical, models use only observable data, however, areas such as adjustment for lack of marketability and control premium require management to make estimation. Changes in assumptions about these factors could affect the FVTOCI.

4. OPERATING SEGMENT INFORMATION

The principal activities of the Group consisted of (i) trading of aluminium products; (ii) supply of aluminium products in construction projects and provision of construction and engineering services; and (iii) money lending. In previous year, the Group disposed of its financing guarantee services business which was completed on 4 June 2018. The Group also entered into an engineering, development and construction contract for a mining project in Pakistan in previous year. However, the Group has not yet commenced any engineering, development and construction of the mining project during the year.

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- (a) trading of aluminium products segment — sales of aluminium products;
- (b) construction projects segment — supply of aluminum products in construction projects and the provision of construction and engineering services;
- (c) money lending segment — provision of loan financing; and
- (d) financing guarantee services segment — provision of financing guarantee services, which has been discontinued in previous year.

The Group's chairman, who is the chief operating decision maker, monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that bank interest income, dividend income from equity investments at fair value through profit or loss, fair value gains/(loss) on equity investments at fair value through profit or loss, gain on disposal of property, plant and equipment, gain on disposal of subsidiaries, other interest income, impairment of associates, as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude cash and cash equivalents, pledged bank deposits, equity investment at fair value through profit or loss, equity investment at fair value through other comprehensive income, deferred tax assets interests in associates and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payables and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the prevailing market prices.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

4. OPERATING SEGMENT INFORMATION (Continued)

| Year ended 31 March 2020 | Continuing operations | | | Total HK\$'000 |
|---|---|--------------------------------------|------------------------------|-------------------|
| | Trading of aluminium products HK\$'000 | Construction projects HK\$'000 | Money lending HK\$'000 | |
| Segment revenue: | | | | |
| Sales to external customers | – | – | – | – |
| Construction projects | – | 212,967 | – | 212,967 |
| Loans interest income | – | – | 10,013 | 10,013 |
| | – | 212,967 | 10,013 | 222,980 |
| Segment results | 726 | 3,973 | (12,973) | (8,274) |
| Interest income | | | | 338 |
| Corporate and other unallocated income | | | | 1,887 |
| Corporate and other unallocated expenses | | | | (75,739) |
| Loss before tax | | | | (81,788) |
| Segment assets | 1 | 195,475 | 91,585 | 287,061 |
| Corporate and other unallocated assets | | | | 223,355 |
| Total assets | | | | 510,416 |
| Segment liabilities | 1,035 | 159,460 | 595 | 161,090 |
| Corporate and other unallocated liabilities | | | | 6,237 |
| Total liabilities | | | | 167,327 |
| Other segment information: | | | | |
| Depreciation of property, plant and equipment | – | 1,378 | 84 | 1,462 |
| Depreciation of right-of-use assets | – | 206 | 280 | 486 |
| Amortisation of intangible assets | – | 483 | – | 483 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

4. OPERATING SEGMENT INFORMATION (Continued)

| Year ended 31 March 2019 | Continuing operations | | | Sub-total HK\$'000 | Discontinued operation | Total HK\$'000 |
|--|---|--------------------------------------|------------------------------|-----------------------|--|-------------------|
| | Trading of aluminium products HK\$'000 | Construction projects HK\$'000 | Money lending HK\$'000 | | Financing guarantee services HK\$'000 | |
| Segment revenue: | | | | | | |
| Sales to external customers | – | – | – | – | – | – |
| Construction projects | – | 85,340 | – | 85,340 | – | 85,340 |
| Loans interest income | – | – | 11,463 | 11,463 | – | 11,463 |
| Guarantee fee income | – | – | – | – | 250 | 250 |
| | – | 85,340 | 11,463 | 96,803 | 250 | 97,053 |
| Segment results | (279) | (3,404) | 5,859 | 2,176 | 12,123 | 14,299 |
| Interest income | | | | 35 | | 35 |
| Corporate and other unallocated income | | | | 220 | | 220 |
| Corporate and other unallocated expenses | | | | (10,754) | | (10,754) |
| Profit before tax | | | | (8,323) | | 3,800 |
| Segment assets | – | 95,633 | 153,251 | 248,884 | – | 248,884 |
| Corporate and other unallocated assets | | | | 301,676 | | 301,676 |
| Total assets | | | | 550,560 | | 550,560 |
| Segment liabilities | 1,035 | 104,332 | 342 | 105,709 | – | 105,709 |
| Corporate and other unallocated liabilities | | | | 1,972 | | 1,972 |
| Total liabilities | | | | 107,681 | | 107,681 |
| Other segment information: | | | | | | |
| Depreciation of property, plant and equipment | – | 1,132 | 56 | 1,188 | 18 | 1,206 |
| Depreciation of investment property | – | – | – | – | 12 | 12 |
| Amortisation of intangible assets | – | 257 | – | 257 | – | 257 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

4. OPERATING SEGMENT INFORMATION *(Continued)*

Geographical information

(a) Revenue from external customers

| | 2020 HK\$'000 | 2019 HK\$'000 |
|------------------------------|------------------|------------------|
| From continuing operations: | | |
| Hong Kong | 97,463 | 85,232 |
| Macau | 125,517 | 11,571 |
| PRC | – | – |
| | 222,980 | 96,803 |
| From discontinued operation: | | |
| Hong Kong | – | – |
| Macau | – | – |
| PRC | – | 250 |
| | – | 250 |

The classification of the revenue arising from the trading of aluminium products segment and the financing guarantee services segment is based on the location of the customer's operation.

The classification of the revenue arising from the construction projects segment is based on the location of the construction projects.

The classification of the revenue arising from money lending segment is based on the location where the funds is first available to their borrowers.

(b) Non-current assets

| | 2020 HK\$'000 | 2019 HK\$'000 |
|-----------|------------------|------------------|
| Hong Kong | 21,989 | 22,239 |
| Macau | 27,342 | 6,003 |
| PRC | 388 | – |
| | 49,719 | 28,242 |

The classification of non-current assets is based on the location of the assets (excluding goodwill).

Information about major customers

Revenue from customers contributing over 10% of the total revenue are as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|-------------|------------------|------------------|
| Customer A* | 87,451 | 73,769 |
| Customer B* | 103,814 | 11,571 |
| Customer C* | 21,702 | – |
| | 212,967 | 85,340 |

* Revenue from construction projects segment

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue, other income and gains is as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Revenue from contract with customers | | |
| Construction projects | 212,967 | 85,340 |
| Revenue from other sources | | |
| Loans interest income | 10,013 | 11,463 |
| Guarantee fee income | – | 250 |
| | 10,013 | 11,713 |
| | 222,980 | 97,053 |
| Other income and gains | | |
| Bank interest income | 338 | 35 |
| Dividend income from equity investments at fair value through profit or loss | 1,770 | 211 |
| Gain on bargain purchase (note 35) | – | 14 |
| Gain on disposal of property, plant and equipment | 117 | – |
| Reversal of provision for impairment on trade receivables (note 19) | 238 | – |
| Reversal of provision for impairment on other receivables (note 23) | – | 236 |
| Others | 2 | 18 |
| | 2,465 | 514 |
| Total revenue, other income and gains | 225,445 | 97,567 |
| Revenue: | | |
| Attributable to continuing operations reported in the consolidated statement of profit or loss | 222,980 | 96,803 |
| Attributable to discontinued operation reported in the consolidated statement of profit or loss (note 11) | – | 250 |
| | 222,980 | 97,053 |
| Other income and gains: | | |
| Attributable to continuing operations reported in the consolidated statement of profit or loss | 2,465 | 504 |
| Attributable to discontinued operation reported in the consolidated statement of profit or loss (note 11) | – | 10 |
| | 2,465 | 514 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

5. REVENUE, OTHER INCOME AND GAINS *(Continued)*

(i) Disaggregated revenue information

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Timing of revenue recognition | | |
| Construction projects transferred over time | 212,967 | 85,340 |

(ii) Performance obligations

Information about the Group's performance obligation are summarised below:

Construction projects

A contract with a customer is classified by the Group as construction projects when the construction projects relate to work on assets under the control of the customer. The performance obligation is satisfied over time using the input method and output method. The contract revenue is recognised progressively over time using output method with reference to the surveyor's certificate either from the customer's in-house surveyor or an independent surveyor appointed by the customer when the outcome of a construction projects can be reasonably measured. The revenue from certain variation orders is recognised progressively over time using input method with reference to the construction cost incurred up to the end of the period as a percentage of estimated total contract cost and to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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6. LOSS BEFORE TAX

The Group's loss before tax from continuing operations is arrived at after charging/(crediting):

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Cost of sales | | |
| — cost of construction | 187,874 | 81,235 |
| Auditor's remuneration | 900 | 800 |
| Depreciation of property, plant and equipment (note 14) | 1,462 | 1,206 |
| Depreciation of right-of-use assets (note 15(a)) | 486 | — |
| Amortisation of intangible asset (note 16) | 483 | 257 |
| Impairment of trade receivables (note 19) | — | 8 |
| Impairment of loan and interest receivables (note 20) | 19,902 | 1,013 |
| Impairment of contract assets (note 21) | 3,145 | 12 |
| Impairment/(Reversal of impairment) of other receivables (note 23) | 14,953 | (236) |
| Impairment of amount due from associates (note 17) | 865 | 1,302 |
| Impairment of property, plant and equipment (note 14) | 1,921 | — |
| Reversal of provision for impairment on trade receivables (note 19) | (238) | — |
| Employee benefits expenses (including Directors' remuneration (note 8)): | | |
| Wages and salaries | 7,745 | 4,782 |
| Pension scheme contributions | 172 | 135 |
| | 7,917 | 4,917 |
| Lease payments not included in the measurement of lease liabilities | 306 | — |
| Minimum lease payments under operating leases on land and buildings under HKAS 17 | — | 1,008 |
| Bank interest income | (338) | (35) |
| Dividend income from equity investments at fair value through profit or loss | (1,770) | (211) |
| Fair value loss on equity investments at fair value through profit or loss | 49,659 | 3,701 |
| Gain on bargain purchases (note 35) | — | (14) |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Interest on bank borrowings, secured | 1,317 | 1,644 |
| Interest on bank overdrafts | 64 | 68 |
| Interest on other borrowings (note 30(b)) | 315 | – |
| Interest on lease liabilities (note 15(b)) | 28 | – |
| | 1,724 | 1,712 |

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, Section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Fees | 530 | 408 |
| Other emoluments: | | |
| Salaries, allowances and benefits in kind | 1,560 | 1,347 |
| Pension scheme contributions | 54 | 47 |
| | 1,614 | 1,394 |
| | 2,144 | 1,802 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

| | Fees HK\$'000 | Salaries, allowances and benefits in kind HK\$'000 | Pension scheme contributions HK\$'000 | Equity-settled share option expenses HK\$'000 | Total remuneration HK\$'000 |
|--|------------------|--|--|--|-----------------------------------|
| 2020 | | | | | |
| Executive directors | | | | | |
| Mr. Fung Kwok Kit | – | 520 | 18 | – | 538 |
| Mr. Zhong Can | – | 520 | 18 | – | 538 |
| Mr. Kwong Kin Fai, Eric | – | 520 | 18 | – | 538 |
| | – | 1,560 | 54 | – | 1,614 |
| Independent non-executive directors | | | | | |
| Mr. Kwok Lap Fung, Beeson | 120 | – | – | – | 120 |
| Mr. Li Kam Chung | 120 | – | – | – | 120 |
| Mr. Chan Yin Tsung (note b) | 165 | – | – | – | 165 |
| Mr. Wong Wing Cheung (note c) | 125 | – | – | – | 125 |
| | 530 | – | – | – | 530 |
| | 530 | 1,560 | 54 | – | 2,144 |
| 2019 | | | | | |
| Executive directors | | | | | |
| Mr. Fung Kwok Kit | – | 527 | 18 | – | 545 |
| Mr. Zhong Can | – | 527 | 18 | – | 545 |
| Mr. Kwong Kin Fai, Eric (note a) | – | 293 | 11 | – | 304 |
| | – | 1,347 | 47 | – | 1,394 |
| Independent non-executive directors | | | | | |
| Mr. Kwok Lap Fung, Beeson | 120 | – | – | – | 120 |
| Mr. Li Kam Chung | 120 | – | – | – | 120 |
| Mr. Chan Yin Tsung | 168 | – | – | – | 168 |
| | 408 | – | – | – | 408 |
| | 408 | 1,347 | 47 | – | 1,802 |

Note:

- (a) Appointed on 1 September 2018
- (b) Resigned on 9 September 2019
- (c) Appointed on 1 November 2019

There was no arrangement under which the Director(s) waived or agreed to waive any remuneration during the year (2019: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION *(Continued)*

During the year, no emolument has been paid to the Directors as an inducement to join or upon joining the Group, or as compensation for loss of office (2019: Nil).

The number of Directors and chief executive, whose remuneration fell within the following bands is as follows:

| | Number of Directors | |
|----------------------|---------------------|------|
| | 2020 | 2019 |
| Nil to HK\$1,000,000 | 7 | 6 |

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one (2019: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining four (2019: two) non-directors, highest paid employees for the year are as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Salaries, allowances and benefits in kind | 2,730 | 1,489 |
| Pension scheme contributions | 36 | 36 |
| | 2,766 | 1,525 |

The number of non-directors, highest paid employees whose remuneration fell within the following bands is as follows:

| | Number of employees | |
|----------------------|---------------------|------|
| | 2020 | 2019 |
| Nil to HK\$1,000,000 | 4 | 2 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

10. INCOME TAX EXPENSE

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5% during the years ended 31 March 2019 and 2020. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Enterprise Income Tax Law of the PRC, the Enterprise Income Tax (“**EIT**”) will be taxed at 25% during the years ended 31 March 2019 and 2020 and where small-scale enterprises with low profitability meet certain conditions, the EIT rate will be reduced to 20%. No EIT has been provided as the Group did not generate any assessable profits arising in the PRC during the years ended 31 March 2019 and 2020.

Macau profits tax is calculated at 12% on the estimated assessable profits over MOP600,000 arising from Macau during the year ended 31 March 2020. Assessable profits below MOP600,000 is exempted for profits tax assessment. No Macau profits tax has been provided as no assessable profits was generated from in Macau during the year ended 31 March 2019.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Current tax — Hong Kong | | |
| Charge for the year | 1,644 | 2,368 |
| Over-provision in previous year | (167) | (70) |
| Current tax — Macau | | |
| Charge for the year | 1,655 | – |
| Current tax — PRC | | |
| Charge for the year | – | – |
| | 3,132 | 2,298 |
| Deferred tax (<i>note 31</i>) | (3,284) | – |
| Total tax (credit)/charge for the year | (152) | 2,298 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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10. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax expense applicable to loss before tax from continuing operations at the statutory rates for the countries in which the Company and its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

| | 2020 HK\$'000 | % | 2019 HK\$'000 | % |
|---|------------------|--------|------------------|--------|
| Loss before tax from continuing operations | (81,788) | | (8,323) | |
| Tax at the statutory tax rates | (14,097) | 17.2 | (1,093) | 13.1 |
| Income not taxable for tax | (596) | 0.7 | (1,766) | 21.3 |
| Expenses not deductible for tax | 12,956 | (15.8) | 4,403 | (52.8) |
| Tax losses not recognised | 1,740 | (2.1) | 818 | (10.0) |
| Temporary differences in respect of depreciable assets not recognised | 12 | – | 6 | (0.1) |
| Over-provision of Hong Kong profits tax in previous year | (167) | 0.2 | (70) | 0.9 |
| Tax (credit)/charge at effective tax rate | (152) | 0.2 | 2,298 | (27.6) |

The Group had deferred tax benefits not recognised in respect of tax losses and decelerated depreciation available for offsetting future assessable profits and accelerated depreciation calculated at the rate applicable to the places where the companies operate as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--------------------------|------------------|------------------|
| Tax losses* | 7,306 | 5,579 |
| Decelerated depreciation | 17 | 5 |
| | 7,323 | 5,584 |

* The unutilised tax losses accumulated in Hong Kong of approximately HK\$7,072,000 (2019: HK\$5,333,000) can be carried forward indefinitely, while the tax losses in the PRC of approximately HK\$234,000 (2019: HK\$246,000) can be carried forward for five years following the year when the losses were incurred.

There were no distributable profits of the Company's subsidiaries in the PRC as at 31 March 2020 and accordingly, there were no temporary differences relating to the undistributable profits in respect of withholding tax.

11. DISCONTINUED OPERATION

As detailed in note 37(a) to the consolidated financial statements, on 27 April 2018, the Group entered into an agreement (the "Fu Ya Disposal Agreement") with Deng Chunli (the "Purchaser"), an independent third party, pursuant to which, the Group disposed of (the "Fu Ya Disposal") (i) 100% equity interest in Fu Ya Investments Limited and its subsidiaries (collectively, the "Fu Ya Group"); and (ii) the amount due to the Group by the Fu Ya Group, for an aggregate consideration of HK\$50,000,000, of which, as to HK\$30,000,000 was satisfied by cash and the remaining balance of HK\$20,000,000 was satisfied by way of issuing a promissory note by the Purchaser to the Group upon completion with 6 months maturity. The Fu Ya Disposal was completed on 4 June 2018 (the "Fu Ya Disposal Date").

The principal business and activity of the Fu Ya Group consisted of the provision of financing guarantee services. The results of the Fu Ya Group from 1 April 2018 to 4 June 2018, the Fu Ya Disposal Date, had been accounted for as discontinued operation in the Group's consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2019.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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11. DISCONTINUED OPERATION *(Continued)*

The profit for the period from discontinued operation is analysed as follows:

| | Period from 1 April 2018 to 4 June 2018 HK\$'000 |
|--|---|
| Guarantee fee income <i>(note 5)</i> | 250 |
| Other income and gains <i>(note 5)</i> | 10 |
| General and administrative expenses | (1,839) |
| Loss before tax | (1,579) |
| Income tax expense | – |
| Gain on disposal of subsidiaries <i>(note 37(a))</i> | 13,702 |
| Profit for the period from discontinued operation | 12,123 |
| Profit per share: | |
| Basic from discontinued operation <i>(note 12)</i> | 0.61 cents |
| Diluted from discontinued operation <i>(note 12)</i> | 0.61 cents |

The net cash flow incurred by the Fu Ya Group are as follows:

| | Period from 1 April 2018 to 4 June 2018 HK\$'000 |
|----------------------|---|
| Operating activities | (1,849) |
| Investing activities | 960 |
| Financing activities | 379 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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12. (LOSS)/PROFIT PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic (loss)/profit per share amounts is based on the (loss)/profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

The calculations of basic (loss)/profit per share are based on:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| (Loss)/Profit | | |
| (Loss)/Profit for the year attributable to ordinary equity holders of the Company, used in the basic profit per share calculation | (79,539) | 3,578 |
| Attributable to: | | |
| Continuing operations | (79,539) | (8,545) |
| Discontinued operation | – | 12,123 |
| | (79,539) | 3,578 |
| | | |
| | Number of shares | |
| | 2020 | 2019 |
| Shares | | |
| Weighted average number of ordinary shares in issue during the year used in basic profit per share calculation | 1,980,000,000 | 1,980,000,000 |

The calculation of diluted (loss)/profit per share amounts is based on the (loss)/profit for the year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares used in the basic (loss)/profit per share calculation, as adjusted for the outstanding share options assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

No adjustment has been made to the basic (loss)/profit per share amounts presented for the years ended 31 March 2020 and 2019 in respect of the dilution as the share options have a diluted effect only when the average market price of ordinary shares exceeds the exercise price of the share options. During the years ended 31 March 2020 and 2019, there is no dilutive event as the average market price of ordinary shares did not exceed its exercise price of the share options.

13. DIVIDENDS

The Directors did not recommend the payment of any dividend for the years ended 31 March 2020 and 2019.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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14. PROPERTY, PLANT AND EQUIPMENT

| | Buildings HK\$'000 | Leasehold improvements HK\$'000 | Plant and machineries HK\$'000 | Furniture, fixtures and equipment HK\$'000 | Motor vehicle HK\$'000 | Total HK\$'000 |
|--|-----------------------|---------------------------------------|--------------------------------------|---|------------------------------|-------------------|
| 31 March 2020 | | | | | | |
| At 1 April 2019: | | | | | | |
| Cost | – | 156 | 11,337 | 49 | – | 11,542 |
| Accumulated depreciation | – | (52) | (6,477) | (9) | – | (6,538) |
| Net carrying amount | – | 104 | 4,860 | 40 | – | 5,004 |
| At 1 April 2019, net of accumulated depreciation | – | 104 | 4,860 | 40 | – | 5,004 |
| Additions | 13,506 | 3,016 | 1,241 | 19 | 291 | 18,073 |
| Impairment provided during the year | (1,921) | – | – | – | – | (1,921) |
| Disposal | – | – | (1,241) | – | – | (1,241) |
| Depreciation provided during the year (note 6) | – | (78) | (1,302) | (29) | (53) | (1,462) |
| At 31 March 2020, net of accumulated depreciation | 11,585 | 3,042 | 3,558 | 30 | 238 | 18,453 |
| At 31 March 2020: | | | | | | |
| Cost | 13,506 | 3,172 | 11,337 | 68 | 291 | 28,374 |
| Accumulated depreciation | – | (130) | (7,779) | (38) | (53) | (8,000) |
| Accumulated impairment | (1,921) | – | – | – | – | (1,921) |
| Net carrying amount | 11,585 | 3,042 | 3,558 | 30 | 238 | 18,453 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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14. PROPERTY, PLANT AND EQUIPMENT (Continued)

| | Buildings HK\$'000 | Leasehold improvements HK\$'000 | Plant and machineries HK\$'000 | Furniture, fixtures and equipment HK\$'000 | Total HK\$'000 |
|---------------------------------------|-----------------------|---------------------------------------|--------------------------------------|---|-------------------|
| 31 March 2019 | | | | | |
| At 1 April 2018: | | | | | |
| Cost | 3,597 | 878 | – | 26 | 4,501 |
| Accumulated depreciation | (103) | (48) | – | (8) | (159) |
| Net carrying amount | 3,494 | 830 | – | 18 | 4,342 |
| At 1 April 2018, net of | | | | | |
| accumulated depreciation | 3,494 | 830 | – | 18 | 4,342 |
| Additions | – | 157 | – | 33 | 190 |
| Acquisition of a subsidiary (note 35) | – | – | 5,987 | 9 | 5,996 |
| Depreciation provided | | | | | |
| during the year (note 6) | (12) | (58) | (1,127) | (9) | (1,206) |
| Disposal of subsidiaries (note 37(a)) | (3,200) | (758) | – | (10) | (3,968) |
| Exchange realignment | (282) | (67) | – | (1) | (350) |
| At 31 March 2019, net of | | | | | |
| accumulated depreciation | – | 104 | 4,860 | 40 | 5,004 |
| At 31 March 2019: | | | | | |
| Cost | – | 156 | 11,337 | 49 | 11,542 |
| Accumulated depreciation | – | (52) | (6,477) | (9) | (6,538) |
| Net carrying amount | – | 104 | 4,860 | 40 | 5,004 |

The buildings represented an office premise and a car park (collectively, the “Macau Properties”) located in Macau, which were newly acquired by the Group at a consideration of HK\$13,506,000. During the year, no depreciation was provided as the Macau Properties were just available to use at end of the year. The recoverable amount of the Macau Properties as at 31 March 2020 has been assessed by Hass Capital Limited, an independent valuer, based on comparison approach. Pursuant to the valuation report dated 18 May 2020, the recoverable amount of the Macau Properties was approximately MOP11,943,000 (equivalent to HK\$11,585,000), and accordingly, an impairment of property, plant and equipment of HK\$1,921,000 was provided during the year.

The Macau Properties and the Group’s time deposit of MOP10,000,000 (equivalent to approximately HK\$9,700,000) (note 26) were pledged to a bank for issuing of a bank guarantee letter to one of its main-contractors whereby the main contractor may advance payment to the Group in the amount equivalent to 7% of the contract sum, MOP 50,230,000 (equivalent to approximately HK\$48,700,000). As at 31 March 2020, no construction payment have been advanced to the Group by the main contractor.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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15. LEASES

The Group as a lessee

The Group has lease contracts for office premises, plant and machineries used in its operations. The leases generally require the Group to pay for security deposits and have lease terms from one to four years with fixed monthly rentals. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements for the leasing of office premises, plant and machineries during the year are as follows:

| | HK\$'000 |
|--|----------|
| Carrying amount at 1 April 2019 | 346 |
| Additions | 443 |
| Depreciation charge (<i>note 6</i>) | (486) |
| Exchange realignment | (19) |
| | <hr/> |
| Carrying amount at 31 March 2020 | 284 |

(b) Lease liabilities

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

| | Lease Liabilities HK\$'000 |
|--|---|
| Carrying amount at 1 April 2019 | 346 |
| Inception of new lease | 443 |
| Accretion of interest recognised during the year (<i>note 7</i>) | 28 |
| Payments | (507) |
| Exchange realignment | (19) |
| | <hr/> |
| Carrying amount as 31 March 2020 | 291 |
| Analysed into: | |
| Current portion | 253 |
| Non-current portion | 38 |
| | <hr/> |
| | 291 |

The maturity analysis of lease liabilities is disclosed in note 45 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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15. LEASES (Continued)

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

| | Note | HK\$'000 |
|---|------|----------|
| Interest on lease liabilities | 7 | 28 |
| Depreciation charge of right-of-use assets | 6 | 486 |
| Expense relating to short-term leases and other leases with remaining lease terms less than 12 months | 6 | 306 |
| Total amount recognised in profit or loss | | 820 |

16. INTANGIBLE ASSET

| | HK\$'000 |
|---|----------|
| 31 March 2020 | |
| At 1 April 2019: | |
| Cost | 800 |
| Accumulated amortisation | (257) |
| | 543 |
| At 1 April 2019, net of accumulated amortisation | 543 |
| Amortisation provided during the year (note 6) | (483) |
| | 60 |
| At 31 March 2020, net of accumulated amortisation | 60 |
| At 31 March 2020: | |
| Cost | 800 |
| Accumulated amortisation | (740) |
| | 60 |
| Net carrying amount | 60 |
| 31 March 2019 | |
| Acquisition of a subsidiary (note 35) | 800 |
| Amortisation provided during the year (note 6) | (257) |
| | 543 |
| At 31 March 2019, net of accumulated amortisation | 543 |
| At 31 March 2019: | |
| Cost | 800 |
| Accumulated amortisation | (257) |
| | 543 |
| Net carrying amount | 543 |

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16. INTANGIBLE ASSET (Continued)

As detailed in note 35 to the consolidated financial statements, the intangible asset represented a construction contract awarded from the Governo Da Raem (澳門特區政府) with a contract sum of MOP26,695,520 to iTong Engineering Company Limited, one of the counterparties of the construction contract, which is a contract based intangible asset.

The Directors are of the opinion that the intangible asset is considered to have a useful life, which is referenced to the percentage of completion of such construction contract. The intangible asset is carried at cost less accumulated amortisation and impairment, if any. The Directors have assessed the intangible asset at end of the reporting period and no impairment was provided during the year as they were of the opinion that the recoverable amount is higher than its carrying amount.

17. INTERESTS IN ASSOCIATES

| | 2020 HK\$'000 | 2019 HK\$'000 |
|-------------------------------|------------------|------------------|
| Unlisted shares, at cost | 181 | 181 |
| Share of net assets | – | – |
| Less: Impairment | (181) | (181) |
| | – | – |
| Due from associates | 19,819 | 19,819 |
| Less: Impairment | (3,486) | (2,621) |
| | 16,333 | 17,198 |
| Total interests in associates | 16,333 | 17,198 |

Particulars of the associates are as follows:

| Name | Particulars of issued shares held | Place of incorporation/ registration and business | Percentage of ownership interest attributable to the Group | Principal activities |
|--|-----------------------------------|---|--|--------------------------------------|
| I Fun International (Holdings) Limited | Ordinary shares | British Virgin Islands | 46.5% | Investment holding |
| I Fun (HK) Limited ("I Fun (HK)") | Ordinary shares | Hong Kong | 46.5% | Investment holding |
| 貴州愛紡實業有限公司* (Literally translated as "Guizhou Oi Fang Industry Limited") ("Oi Fong") | Capital contribution | PRC | – (2019: 46.5%) | Trading of bedroom textiles business |

* On 2 July 2018, I Fun (HK) Limited entered into a sale and purchase agreement (the "Oi Fong Disposal Agreement") for the disposal of Oi Fong (the "Oi Fong Disposal") at a consideration of HK\$5,350,000. Upon the completion of the Oi Fong Disposal, the Group did not have any interest in Oi Fong.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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17. INTERESTS IN ASSOCIATES (Continued)

These associates were acquired on 24 March 2017 at a consideration of approximately HK\$181,000. Pursuant to the shareholder agreement, the Group shall provide a shareholder's loan of HK\$20,000,000 to the associates as their working capital. As at 31 March 2019 and 2020, the shareholder's loan in the amount of approximately HK\$19,819,000 has been provided by the Group, which is unsecured, interest free and has no fixed terms of repayment.

The following table illustrates the summarised financial information in respect of I Fun International (Holdings) Limited and its subsidiaries (collectively, the "I Fun Group") adjusted for any differences in accounting policies and reconciled to the carrying amount in the unaudited consolidated financial statements:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Non-current assets | 516 | 8,108 |
| Current assets | 38,708 | 35,243 |
| Current liabilities | (100) | (3,362) |
| Non-current liabilities | (42,610) | (42,610) |
| Net liabilities | (3,486) | (2,621) |
| The Group's interest in the associates | | |
| Proportion of the Group's ownership | 46.5% | 46.5% |
| The Group's share of net liabilities of the associates | (1,621) | (1,219) |
| Revenue | – | – |
| Loss for the year | (865) | (1,302) |
| Other comprehensive income | – | – |

For the year ended 31 March 2020, the associates incurred a loss for the year of approximately HK\$865,000 (2019: HK\$1,302,000) and nil other comprehensive income (2019: nil). Since the Group only shared of the losses of the associates up to its investment cost which has been fully impaired in prior year, no loss for the year was shared by the Group during the year ended 31 March 2020.

Subsequent to the end of the reporting period on 10 May 2020, I Fun (HK) entered into a sale and purchase agreement (the "Glory Bright & Nice Profit Acquisition Agreement") with a director of I Fun (HK) for the acquisition of 100% equity interest in Glory Bright Capital Investment Limited and Nice Profit Capital Investment Limited which hold investment properties in Hong Kong at a total consideration of HK\$21,500,000.

18. INVENTORIES

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Raw materials for its construction contracts | – | 5,461 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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19. TRADE RECEIVABLES

| | 2020 HK\$'000 | 2019 HK\$'000 |
|----------------------|------------------|------------------|
| Trade receivables | 47,944 | 19,573 |
| Less: Impairment | (4,550) | (4,788) |
| Net carrying amounts | 43,394 | 14,785 |

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivables balances. Trade receivables are non-interest-bearing. Included in the trade receivables of HK\$23,691,092 were the outstanding balance with Fortune Engineering Consultants Limited ("**Fortune**"), the non-controlling shareholder of an indirect subsidiary of the Company

The Group normally allows a credit period of 0 to 90 days to its trade customers. An aging analysis of the trade receivables as at the end of the reporting period, based on the date of invoice and net of loss allowance, is as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|----------------|------------------|------------------|
| Within 1 month | 1,842 | 7,095 |
| 1 to 2 months | 3,015 | 1,071 |
| 2 to 3 months | 2,698 | – |
| 3 to 6 months | 16,130 | 6,619 |
| 6 to 12 months | 19,709 | – |
| Over 1 year | – | – |
| Over 2 years | – | – |
| | 43,394 | 14,785 |

The movement in the loss allowance for the impairment of trade receivables during the reporting period are as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| At 1 April | 4,788 | 4,780 |
| (Reversal of)/Provision of impairment loss (<i>notes 5 and 6</i>) | (238) | 8 |
| At 31 March | 4,550 | 4,788 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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19. TRADE RECEIVABLES (Continued)

Impairment under HKFRS 9

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 March 2020

| | Past due | | | | | | Total |
|----------------------------------|----------------|---------------|---------------|---------------|----------------|--------------|---------|
| | Within 1 month | 1 to 2 months | 2 to 3 months | 3 to 6 months | 6 to 12 months | Over 2 years | |
| Expected credit loss rate | 0.128% | 0.128% | 0.128% | 1.545% | 2.499% | 100% | |
| Gross carrying amount (HK\$'000) | 1,845 | 3,019 | 2,702 | 16,381 | 20,217 | 3,780 | 47,944 |
| Expected credit loss (HK\$'000) | (3) | (4) | (4) | (251) | (508) | (3,780) | (4,550) |
| | 1,842 | 3,015 | 2,698 | 16,130 | 19,709 | – | 43,394 |

As at 31 March 2019

| | Past due | | | | | | Total |
|----------------------------------|----------------|---------------|---------------|---------------|----------------|-------------|---------|
| | Within 1 month | 1 to 2 months | 2 to 3 months | 3 to 6 months | 6 to 12 months | Over 2 year | |
| Expected credit loss rate | 0.057% | 0.057% | 0.057% | 0.057% | 0.057% | 100% | |
| Gross carrying amount (HK\$'000) | 7,099 | 1,072 | – | 6,622 | – | 4,780 | 19,573 |
| Expected credit loss (HK\$'000) | (4) | (1) | – | (3) | – | (4,780) | (4,788) |
| | 7,095 | 1,071 | – | 6,619 | – | – | 14,785 |

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20. LOAN AND INTEREST RECEIVABLES

The loan receivables represented outstanding loans arose from the money lending business during the year.

Loan receivables bear interest at fixed rates in the range from 6% to 15% (2019: 5% to 16%) per annum, and with credit periods mutually agreed between the contracting parties. Most of loan receivables are secured by the pledge of debtors' assets. Overdue balances are reviewed regularly and handled closely by senior management.

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Loan receivables (<i>note</i>) | 108,000 | 151,000 |
| Interest receivables | 8,782 | 7,306 |
| | 116,782 | 158,306 |
| Less: Impairment | (25,455) | (5,553) |
| Net carrying amounts | 91,327 | 152,753 |
| Less: Current portion of loan and interest receivables | (91,327) | (152,753) |
| Non-current portion of loan and interest receivables | – | – |

Note:

Included in loan receivables were:

- (i) HK\$20,000,000 (the "Loan A") due from a borrower ("Borrower A"), an independent third party, which was secured by 20% equity interest in a secondary school in the PRC (the "Underlying Securities") and was repayable on or before 5 November 2016. Upon maturity, the repayment of Loan A was defaulted. Subsequently, the Group commenced a legal proceeding against Borrower A on 5 April 2018. Further to a judgment (the "Judgment") issued by 福建省泉州市中級人民法院 (the "District Court") in July 2018, the District Court has made an order that Borrower A is required to perform his duty to repay the Loan A immediately and certain of his properties and properties owned by his spouse were frozen (the "Frozen Properties") since then. Borrower A filed an appeal against the Judgment but the appeal had been dismissed by 福建省泉州市高級人民法院 in October 2018. In addition, a deed of guarantee was obtained from an independent third party for the recoverability of Loan A.

Based on the valuation of the Underlying Securities, the assessment of the recoverable amount of the Frozen Properties and a deed of guarantee obtained, the Directors were of the opinion that apart from provision for expected credit loss, no further impairment was provided as at 31 March 2020 and 2019; and

- (ii) HK\$20,000,000 (the "Loan B") due from a company ("Borrower B"), an independent third party, which was secured by, among other things, 100 shares (the "Charged Shares") (representing 10%) of a company ("Company B") which is principally engaged in property development and is repayable on or before 30 October 2019. Subsequently, Borrower B failed and default to make any interest payments.

On 5 June 2019, the Group entered into a settlement deed (the "Settlement Deed") with Borrower B and Company B and other parties concerned, pursuant to which, among other terms of the settlement, the Charged Shares and a shareholder's loan (the "Shareholder's Loan") of approximately HK\$31,700,000 due to Company B's shareholder (the "Shareholder B") by Company B were transferred and assigned to the Group for settlement of the outstanding amount of approximately HK\$20,715,000 (the "Outstanding Debt") owed by Borrower B (including the Loan B together with the accrued interest).

Pursuant to the Settlement Deed, upon repayment of the Shareholder's Loan by Company B in full, the Group shall (i) return the excess in the amount of approximately HK\$10,985,000 (i.e. HK\$31,700,000 minus the Outstanding Debt) to Shareholder B, or as instructed by Shareholder B, and (ii) pay to Shareholder B, or as instructed by Shareholder B, 50% of any returns from the Charged Shares, after deducting any unpaid Outstanding Debt, distributed by Company B to the Group in respect of the Charged Shares. Upon the completion of the Settlement Deed on 27 June 2019, the Outstanding Debt (i.e. Loan B together with the accrued interest) has been deemed to be fully settled and the Group has released and discharged all covenants, liabilities and obligations of Borrower B relating to the loan agreement.

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20. LOAN AND INTEREST RECEIVABLES (Continued)

The loan and interest receivables at the end of the reporting period are analysed by the remaining period to contractual maturity date as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Loan and interest receivables with maturity date: | | |
| Past due | 21,195 | 30,934 |
| Within 3 months | – | 638 |
| 3 months to 1 year | 70,132 | 121,181 |
| | 91,327 | 152,753 |
| Less: Current portion of loan and interest receivables | (91,327) | (152,753) |
| Non-current portion of loan and interest receivables | – | – |

The movement in the loss allowance for impairment of loan and interest receivables during the reporting period was as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| At 1 April | 5,553 | 4,540 |
| Provision of impairment losses (note (6)) | 19,902 | 1,013 |
| At 31 March | 25,455 | 5,553 |

Impairment under HKFRS 9

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

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21. CONTRACT ASSETS

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Contract assets arising from construction contracts | 51,140 | 22,489 |
| Less: Impairment of contract assets | (3,157) | (12) |
| | 47,983 | 22,477 |
| Less: Contract assets classified as non-current portion | (11,305) | (5,497) |
| Contract assets classified as current portion | 36,678 | 16,980 |

The contract assets primarily relate to the Group's rights to consideration for work completed but not yet billed at the end of the reporting period. Included in the contract assets of HK\$34,627,858 were outstanding balance with Fortune.

Retention receivables of approximately HK\$11,305,000 (2019: HK\$5,497,000) are included in contract assets until the end of the retention period as the Group's entitlement to the final payment is conditional on the Group's work satisfactorily passing inspection.

The expected timing of recovery or settlement for contract assets, net of loss allowance as at 31 March 2019 and 2020 are as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--------------------|------------------|------------------|
| Within one year | 36,678 | 16,980 |
| More than one year | 11,305 | 5,497 |
| | 47,983 | 22,477 |

Based on the past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of this balance as there has not been a significant change in credit quality and the balance is still considered fully recoverable.

The movement in the loss allowance for the impairment of contract assets during the reporting period are as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---------------------------------------|------------------|------------------|
| At 1 April | 12 | – |
| Provision of impairment loss (note 6) | 3,145 | 12 |
| At 31 March | 3,157 | 12 |

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22. FINANCE LEASE RECEIVABLE

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Finance lease receivable | 582 | – |
| Less: Unearned finance income (<i>note</i>) | – | – |
| Less: Accumulated allowance (<i>note</i>) | – | – |
| Finance lease receivable | 582 | – |
| Less: Classified current portion | (582) | – |
| Classified as non-current portion | – | – |

The Group acquired two machineries (the “**Leased Assets**”) at a consideration with aggregate amount of HK\$1,240,000 on 17 July 2019. On 2 August 2019, the Group entered into a lease agreement (the “**Lease Agreement**”) with one of its major sub-contractor (the “**Lessee**”) to lease the Leased Assets for a period of 14 months with a total minimum lease payment of MOP1,400,000. The Directors were of the opinion that the present value of the minimum lease payments of the lease amounts to the lease is substantially all of the fair value of the Leased Assets at the inception of the lease. Accordingly, the Directors considered the Lease Agreement as a finance lease and excludes the Leased Assets from its consolidated financial statements while a finance lease receivable was recognised instead.

Note: The Directors were of the opinion that (i) there is immaterial financial impact between the present value of the total minimum payment and the carrying amount. No unearned finance income was adjusted as at 31 March 2020; and (ii) the credit risk inherent in the Group’s outstanding finance lease receivable balance due from the Lessee is low. The Group has not encountered any delay or default in the collection of the scheduled payments of finance lease receivable. No impairment allowance was made for the finance lease receivable as at 31 March 2020.

The table below analyses the Group’s net investment in leases by relevant maturity groupings at the end of the reporting period:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--------------------------------|------------------|------------------|
| Net investment in lease | | |
| Not later than 1 year | 582 | – |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

23. PREPAYMENTS, OTHER RECEIVABLES AND ASSETS

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Prepayments | 21,796 | 1,599 |
| Trade deposits | 1,556 | 1,556 |
| Utility and other deposits | 6,016 | 6,394 |
| Other receivables | 59,302 | 4,823 |
| Due from a director of subsidiary (note (a)) | 1,094 | 38,188 |
| Deposit for the mining project (note (b)) | – | 43,131 |
| Promissory note receivable (note (c)) | 15,000 | 20,000 |
| | 104,764 | 115,691 |
| Less: Impairment | | |
| Trade deposits | (1,556) | (1,556) |
| Other receivables | (17,850) | (2,897) |
| | (19,406) | (4,453) |
| | 85,358 | 111,238 |

The movement in the loss allowance for the impairment of prepayments, other receivables and other assets during the reporting period are as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| At 1 April | 4,453 | 4,904 |
| Provision/(Reversal) of impairment loss (notes 5 and 6) | 14,953 | (236) |
| Exchange realignment | – | (215) |
| At 31 March | 19,406 | 4,453 |

Notes:

- (a) The amount due from a director of a subsidiary of the Company of approximately HK\$1,094,000 (2019: HK\$38,188,000) was arising from the acquisition of the subsidiaries in previous year, which is unsecured, interest-free and has no fixed terms of repayment. The Directors were of the opinion that the amount receivable is fully recoverable and no impairment was provided as at 31 March 2020 and 2019.
- (b) Amount represented deposit paid for sourcing and acquisition of certain project machines for engineering, development and construction of the mining project in Pakistan which has been fully refunded during the year.
- (c) As detailed in note 37(a) to the consolidated financial statements, the amount represented the promissory note issued by the purchaser for partial settlement of the consideration for acquisition of the Fu Ya Group which was originally due for settlement on 3 December 2018 and was further extended to 3 July 2019. However, the repayment has been defaulted during the year and therefore, a provision of impairment has been fully provided during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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24. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Listed equity investments, at market value | 18,682 | 68,341 |

The fair values of the equity investments were determined based on the quoted market prices. The above equity investments as at 31 March 2020 represented equity investments in two listed companies, which were classified as held for trading and were, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss. During the year, the Group recorded a fair value loss of approximately HK\$49,659,000 into the consolidated statement of profit or loss. In addition, one of its equity investments with fair value of approximately HK\$7,565,000 as at 31 March 2020, was further suspended for trading subsequent to the end of the reporting period since 2 July 2020.

25. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Unlisted equity investment, at market value | 19,663 | – |

As detailed in note 20(ii) to the consolidated financial statements, the above unlisted equity investment represented 10% equity interest in Company B. The fair value of the above unlisted equity investment is determined by using valuation technique with reference to its net assets value and adjusted for the lack of marketability and control premium, details of which are set out in note 44 to the consolidated financial statements. As at 31 March 2020 a fair value loss of approximately HK\$1,052,000 was recognised into the consolidated statement of other comprehensive income.

The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers this investment to be strategic in nature.

26. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

| | 2020 HK\$'000 | 2019 HK\$'000 |
|------------------------------|------------------|------------------|
| Cash and bank balances | 135,985 | 133,531 |
| Time deposits | 29,028 | 19,229 |
| | 165,013 | 152,760 |
| Less: Pledged bank deposits* | (29,028) | (19,229) |
| Cash and cash equivalents | 135,985 | 133,531 |

As at the end of the reporting period, cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to approximately HK\$463,000 (2019: HK\$511,000). RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

* Amount represents (i) bank deposits of approximately HK\$2,832,000 (2019: HK\$2,813,000) pledged as security for the interest bearing bank and other borrowings (note 30(a)(iii)); and (ii) bank deposits of approximately MOP27,000,000 (equivalent to HK\$26,196,000) (2019: HK\$16,416,000) and the Macau Properties (note 14) pledged as security for issuing bank guarantee letters to certain main constructors of approximately MOP94,000,000 (equivalent to HK\$91,000,000) (2019: HK\$45,700,000).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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27. TRADE PAYABLES

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

| | 2020 HK\$'000 | 2019 HK\$'000 |
|----------------|------------------|------------------|
| Within 1 month | 60,435 | 17,590 |
| 1 to 2 months | 710 | – |
| 2 to 3 months | 8,708 | – |
| Over 3 months | 33,815 | – |
| | 103,668 | 17,590 |

The trade payables are non-interest bearing and are normally settled on 30 to 60-day terms.

28. OTHER PAYABLES AND ACCRUALS

| | 2020 HK\$'000 | 2019 HK\$'000 |
|----------------|------------------|------------------|
| Other payables | 3,371 | 1,329 |
| Accruals | 5,185 | 1,011 |
| | 8,556 | 2,340 |

29. CONTRACT LIABILITIES

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Deposits received from construction contracts | 7,728 | 38,605 |

The contract liabilities primarily relate to the consideration received in advance from its customers, for which revenue is recognised based on the progress of the related services provided.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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30. INTEREST-BEARING BANK AND OTHER BORROWINGS

| | Effective interest rate | Maturity | 2020 HK\$'000 | 2019 HK\$'000 |
|---|--|-----------|------------------|------------------|
| Current | | | | |
| Bank overdrafts — secured (note a) | Macau prime rate + 1% | On demand | 1,805 | 1,938 |
| Bank loan — secured (note a) | The Macau Interbank Offer Rate (“MIBOR”) + 3% p.a. | 2019 | – | 4,850 |
| Bank loan — secured (note a) | MIBOR + 3% p.a. | 2020 | 4,850 | – |
| Bank loan — secured (note a) | MIBOR + 3% p.a. | 2019 | – | 16,975 |
| Bank loan — secured (note a) | MIBOR + 3.25% p.a. | 2022 | 3,880 | 5,820 |
| Bank loan — secured (note a) | MIBOR + 3.25% p.a. | 2026 | 11,480 | 13,580 |
| Bank loan — secured (note a) | MIBOR + 3.5% p.a. | 2029 | 2,272 | 2,512 |
| Other borrowings — secured (note b) | 7% | 2019 | – | 785 |
| | | | 24,287 | 46,460 |
| Less: Non-current portion | | | (11,572) | (13,913) |
| | | | 12,715 | 32,547 |
| Analysed into: | | | | |
| Bank loans, other borrowings and overdrafts repayable: | | | | |
| Within one year or on demand | | | 10,775 | 28,667 |
| Carrying amount of bank loans that is not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities) | | | 1,940 | 3,880 |
| In the second year | | | 2,179 | 2,179 |
| In the third to fifth years, inclusive | | | 6,538 | 6,538 |
| Beyond five years | | | 2,855 | 5,196 |
| Total borrowings | | | 24,287 | 46,460 |
| Less: Classified as non-current portion | | | (11,572) | (13,913) |
| | | | 12,715 | 32,547 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

30. INTEREST-BEARING BANK AND OTHER BORROWINGS *(Continued)*

Notes:

- (a) The Group's bank loans and bank overdrafts are secured by:
- (i) certain properties situated in Macau, which are owned by a director of a subsidiary and his close family member;
 - (ii) personnel guarantee provided by a director of a subsidiary amounting to approximately MOP77,770,000 (equivalent to approximately HK\$75,436,000) (2019: MOP99,220,000 (equivalent to approximately HK\$96,243,000));
 - (iii) pledge of a subsidiary's bank deposits amounting to approximately HK\$2,048,000 (2019: HK\$808,000) and MOP808,000 (equivalent to HK\$784,000) (2019: HK\$781,000) (note 26);
- (b) The Group's other borrowings are secured by a director of a subsidiary, bear interest at 7% per annum and repayable within 6 months.

31. DEFERRED TAX ASSET

| | Impairment of loan and interest receivables HK\$'000 |
|--------------------------------------|--|
| At 1 April 2019 | – |
| Credited to profit or loss (note 10) | 3,284 |
| At 31 March 2020 | 3,284 |

Apart from the above, the Group has unprovided deferred tax assets in respect of tax losses and deductible temporary differences arising in Hong Kong and the PRC, that is available for offsetting against future taxable profits as detailed in note 10 to the consolidated financial statements.

32. SHARE CAPITAL

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|-------------------------|------------------|
| Authorised: | | |
| 2,800,000,000 ordinary shares of HK\$0.01 each | 28,000 | 28,000 |
| 850,000,000 preference shares of HK\$0.01 each | 8,500 | 8,500 |
| | 36,500 | 36,500 |
| Issued and fully paid: | | |
| 1,980,000,000 (2019: 1,980,000,000) ordinary shares of HK\$0.01 each | 19,800 | 19,800 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

33. SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was newly approved and adopted by the shareholders on 31 August 2015. The Share Option Scheme is valid and effective for a period of 10 years after the date of adoption. The purpose of the Share Option Scheme is to provide incentives to the employee or consultant of the Group including any executive director of any nationality of the Company and any subsidiary (the "Participants") to enable the Group to recruit and/or retain high-calibre individuals and attract human resources that are valuable to the Group. Under the Share Option Scheme, the Board may grant options to the Participants to subscribe for shares of the Company. On 2 March 2016, the Group granted 131,299,998 share options (the "Share Options") to their Directors and employees for a term of 5 years.

The consideration of HK\$1 is payable on the grant date of the Share Options. Share Options may be exercised by the grantees at any time before its expiry. The exercise price is determined by the Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

Details of the outstanding Share Options during the years ended 31 March 2019 and 2020 are as follows:

| | Date of grant | Exercise period | Outstanding as at 1 April 2019 | Granted during the year | Lapsed during the year | Outstanding as at 31 March 2020 | Exercise price HK\$ |
|------------------------------|---------------|---------------------------------|---|-------------------------------|------------------------------|--|---------------------------|
| Directors | | | | | | | |
| Chan Yin Tsung (resigned) | 2 March 2016 | 2 March 2016 to 1 March 2021 | 4,166,666 | – | (4,166,666) | – | 1.2 |
| Li Kam Chung | 2 March 2016 | 2 March 2016 to 1 March 2021 | 4,166,666 | – | – | 4,166,666 | 1.2 |
| Kwok Lap Fung Beeson | 2 March 2016 | 2 March 2016 to 1 March 2021 | 4,166,666 | – | – | 4,166,666 | 1.2 |
| Employees (Note b) | 2 March 2016 | 2 March 2016 to 1 March 2021 | 19,800,000 | – | – | 19,800,000 | 1.2 |
| | | | 32,299,998 | – | (4,166,666) | 28,133,332 | |

| | Date of grant | Exercise period | Outstanding as at 1 April 2018 | Granted during the year | Lapsed during the year | Outstanding as at 31 March 2019 | Exercise price HK\$ |
|---------------------------|---------------|---------------------------------|---|-------------------------------|------------------------------|--|---------------------------|
| Directors | | | | | | | |
| Chan Yin Tsung | 2 March 2016 | 2 March 2016 to 1 March 2021 | 4,166,666 | – | – | 4,166,666 | 1.2 |
| Li Kam Chung | 2 March 2016 | 2 March 2016 to 1 March 2021 | 4,166,666 | – | – | 4,166,666 | 1.2 |
| Kwok Lap Fung Beeson | 2 March 2016 | 2 March 2016 to 1 March 2021 | 4,166,666 | – | – | 4,166,666 | 1.2 |
| Employees (Note b) | 2 March 2016 | 2 March 2016 to 1 March 2021 | 39,600,000 | – | (19,800,000) | 19,800,000 | 1.2 |
| | | | 52,099,998 | – | (19,800,000) | 32,299,998 | |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

33. SHARE OPTION SCHEME (Continued)

Notes:

- (a) Mr. Chan Yin Tsung resigned as an independent non-executive director of the Company on 9 September 2019. The Share Options granted to him were lapsed as a result of his resignation.
- (b) None of the employee (2019: One employee) resigned during the year and the Share Options granted to him were lapsed as a result of his resignation.
- (c) Except for the above, no Share Options were granted, exercised, lapsed or cancelled during the years ended 31 March 2020 and 2019.

Fair value of Share Options

The fair value of the Share Options was calculated by using a binomial option pricing model (the “**Binomial Model**”). Where relevant, the expected life used in the model has been adjusted based on management’s best estimates for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations. Expected volatility is based on the historical share price volatility over past years. To allow for the effects of early exercise, it was assumed that executives and senior employees would exercise the options after the vesting date when the share price was one and a half or two and a half times the respective exercise price.

Inputs in the model:

| | |
|-----------------------------|--------------|
| Date of grant | 2 March 2016 |
| Grant date share price | HK\$1.20 |
| Exercise price | HK\$1.20 |
| Expected volatility | 100% |
| Option life | 5 years |
| Risk-free interest rate | 1.08% |
| Fair value per Share Option | HK\$0.536 |

The Binomial Model has been used to estimate the fair value of the Share Options. The variables and assumptions used in computing the fair value of the Share Options are based on director best estimates. The value of the Share Option varies with different variables in certain subjective assumptions.

34. RESERVES

The amounts of the Group’s reserves and the movements therein for the current year are presented in the consolidated statement of changes in equity on page 37 of the consolidated financial statements.

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value. The application of the share premium account is governed by Bye-Law 140(A) of the Company’s Bye-Laws and the Companies Act 1981 of Bermuda (the “**Companies Act**”).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

34. RESERVES (Continued)

(ii) Capital reserve

The capital reserve represented the difference between the proceeds from (i) disposal of 49% equity interest in Fast Excel Limited (“**Fast Excel**”) and its proportionate share of the carrying amount of Fast Excel; and (ii) acquisition of additional interest in iTong (as further defined in note 36 to the consolidated financial statements) and its carrying amount of the non-controlling interest. Such disposal and acquisition were considered as a deemed partial disposal and acquisition which did not result in any loss of control and were accounted for as an equity transaction.

(iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2.4 to the consolidated financial statements.

(iv) Share options reserve

Share options reserve comprises the portion of grant date fair value of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share-based payments.

(v) Fair value reserve of financial assets at fair value through other comprehensive income (non-recycling)

The fair value reserve of financial assets at fair value through other comprehensive income (non-recycling) comprises the cumulative net changes in the fair value of equity instruments designated as measured at fair value through other comprehensive income in accordance with the accounting policy adopted for equity instruments designated at fair value through other comprehensive income.

35. BUSINESS COMBINATION

31 March 2019

Acquisition of iTong Engineering Company Limited

On 18 May 2018 and 25 May 2018, the Group entered into a sale and purchase agreement and a supplementary agreement, respectively (collectively, the “**iTong S&P Agreements**”) with Mr. Chang Tong Keng and Miss. Lei Mio Un, independent third parties, (collectively, the “**Vendors**”), pursuant to which, the Group acquired (the “**iTong Acquisition**”) 51.84% equity interest in iTong Engineering Limited (“**iTong**”) from the Vendors at a cash consideration of HK\$180,000. The Acquisition has been completed on 1 July 2018 (the “**iTong Acquisition Date**”).

The Group has elected to measure the non-controlling interest in iTong at the non-controlling interest’s proportionate share its identifiable net assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

35. BUSINESS COMBINATION (Continued)

31 March 2019 (Continued)

Acquisition of iTong Engineering Company Limited (Continued)

Details of the fair value of the identifiable assets and liabilities of iTong at the iTong Acquisition Date are as follows:

| | Previous carrying amount HK\$'000 | Fair value recognised on the Acquisition Date HK\$'000 |
|---|--|---|
| Property, plant and equipment (note 14) | 5,996 | 5,996 |
| Intangible assets (note 16)* | – | 800 |
| Prepayments, other receivables and other assets | 3,461 | 3,461 |
| Due from director | 36,782 | 36,782 |
| Pledged bank deposits | 4,342 | 4,342 |
| Cash and cash equivalents | 4,415 | 4,415 |
| Other payables and accruals | (1) | (1) |
| Bank borrowings, secured | (54,820) | (54,820) |
| Retention payables | (601) | (601) |
| | | <hr/> |
| Net assets of iTong acquired | | 374 |
| Non controlling interest | | (180) |
| | | <hr/> |
| | | 194 |
| Less: Consideration — satisfied by cash | | (180) |
| | | <hr/> |
| | | 14 |
| | | <hr/> |

* The intangible asset represented the fair value of a construction contract awarded by the Governo Da Raem (澳門特區政府) with a contract sum of MOP26,695,520.

An analysis of the net inflow of cash and cash equivalents in respect of the Acquisition is as follows:

| | HK\$'000 |
|--|----------|
| Cash consideration | (180) |
| Cash and bank balances acquired | 4,415 |
| | <hr/> |
| Net inflow of cash and cash equivalents included in cash flows from investing activities | 4,235 |
| | <hr/> |

Since the iTong Acquisition Date, iTong attributed approximately HK\$11,571,000 to the Group's revenue and incurred approximately HK\$10,438,000 to the consolidated loss for the year ended 31 March 2019.

Had the iTong Acquisition taken place at the beginning of the year, the revenue and the loss of iTong for the period from 1 April 2018 to 30 June 2018 of Nil and HK\$468,000, respectively, will be further attributed to the Group's revenue and loss for the year.

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36. ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY

31 March 2020

As detailed in note 35 to the consolidated financial statements, the Group acquired 51.84% equity interest in iTong in previous years.

On 26 November 2019, the Group further entered into a sale and purchase agreement (the “**iTong 2nd S&P Agreement**”) with iTong International Co., Limited (“iTong Int’l), pursuant to which, the Group further acquired the remaining 48.16% equity interest in iTong (the “**2nd iTong Acquisition**”) at a consideration (the “**Consideration**”) of HK\$29,000,000, in which, (i) as to HK\$11,000,000 was satisfied by cash and; (ii) the remaining balance of HK\$18,000,000 is payable (the “**Contingent Consideration Payable**”) in cash upon the satisfactory of the Profit Guarantee (as defined below). Upon the completion of the 2nd iTong Acquisition on 19 February 2020, iTong became a wholly-owned subsidiary of the Group.

iTong Int’l granted a profit guarantee (the “**Profit Guarantee**”) to the Group, pursuant to which, the profit before interest, tax, depreciation and amortisation (the “**EBITDA**”) of iTong should not be less than HK\$30,000,000 (the “**Guaranteed Profit**”) for the year ended 31 March 2020. If there is a shortfall of the Guaranteed Profit, the Consideration should be adjusted downward which represents two times of the Guaranteed Profit shortfall attributable to the 48.16% equity interest of iTong to the extend of HK\$18,000,000.

On 19 February 2020, the Group further entered into a supplementary agreement, pursuant to which, certain finance cost of HK\$2,483,000 incurred by iTong were borne by iTong Int’l and was deducted from the Contingent Consideration Payable.

The Directors have assessed and considered that the 2nd iTong Acquisition did not result in the change of control and such transaction was accounted for as an equity transaction. The difference between (i) the cash consideration and the fair value of the Contingent Consideration Payable; and (ii) the carrying amount of non-controlling interest was recognised in capital reserve, details of the calculation are as follows:

| | HK\$'000 |
|---|----------------|
| Consideration paid for additional shareholdings in iTong: | |
| — Cash consideration | 11,000 |
| — Fair value of the Contingent Consideration Payable at completion date of the 2nd iTong Acquisition (<i>note 38</i>) | 8,572 |
| — Certain finance costs borne by iTong Int’l and deducted in Contingent Consideration Payable | <u>(2,483)</u> |
| | 17,089 |
| Less: Carrying amount of non-controlling interests acquired | <u>(3,867)</u> |
| Excess of consideration paid recognised within equity | <u>20,956</u> |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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37. DISPOSAL OF SUBSIDIARIES

Year ended 31 March 2019

(a) Disposal of Fu Ya Investments Limited and its subsidiaries (collectively, the "Fu Ya Group")

On 27 April 2018, the Group entered into the Fu Ya Disposal Agreement, pursuant to which, the Group disposed of (the "Fu Ya Disposal") (i) 100% equity interest in the Fu Ya Group; and (ii) amount due to the Group by the Fu Ya Group of approximately HK\$76,449,000, for an aggregate consideration of HK\$50,000,000, of which, as to HK\$30,000,000 was satisfied by cash and the remaining balance of HK\$20,000,000 was satisfied by way of issuing a promissory note by the Purchaser to the Group upon completion with 6 months maturity. The Fu Ya Disposal was completed on 4 June 2018 (the "Fu Ya Disposal Date").

The assets and liabilities of the Fu Ya Group as at the Fu Ya Disposal Date were as follows:

| | HK\$'000 |
|---|-----------------|
| Net liabilities disposed of: | |
| Property, plant and equipment (<i>note 14</i>) | 3,968 |
| Investment property | 3,200 |
| Receivables from guarantees | 15,363 |
| Prepayments, other receivables and other assets | 29,009 |
| Pledged bank deposits | 31,794 |
| Cash and bank balances | 1,696 |
| Liabilities from guarantee | (46,083) |
| Due to immediate holding company | (76,126) |
| Due to ultimate holding company | (323) |
| Other payables | (274) |
| | <u>(37,776)</u> |
| Add: Amount due from the Fu Ya Group to the Group disposed of | 76,449 |
| | <u>38,673</u> |
| Net assets of the Fu Ya Group disposed of | 38,673 |
| Less: Consideration of the Fu Ya Disposal | |
| — satisfied by cash | 30,000 |
| — satisfied by the promissory note | 20,000 |
| | <u>50,000</u> |
| | <u>(11,327)</u> |
| Add: Release of translation reserve | (2,375) |
| | <u>(13,702)</u> |
| Gain on disposal of subsidiaries (<i>note 11</i>) | (13,702) |

An analysis of the net inflow of cash and cash equivalents in respect of the Fu Ya Disposal is as follows:

| | HK\$'000 |
|---|---------------|
| Cash consideration | 30,000 |
| Cash and bank balances disposed of | (1,696) |
| | <u>28,304</u> |
| Net inflow of cash and cash equivalent included in cash flows from investing activities | <u>28,304</u> |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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37. DISPOSAL OF SUBSIDIARIES (Continued)

Year ended 31 March 2019 (Continued)

(b) Disposal of Fast Excel Limited and its subsidiaries (collectively, the “Fast Excel Group”)

On 30 April 2018, the Group entered into an agreement (the “Fast Excel Disposal Agreement”) with Fortune Engineering & Consultants Limited, an independent third party, pursuant to which, the Group disposed of (the “Fast Excel Disposal”) 49% equity interest in the Fast Excel Group for a consideration of HK\$49. The Fast Excel Disposal was completed on 4 May 2018 (the “Fast Excel Completion Date”).

The assets and liabilities of the Fast Excel Group as at the Fast Excel Disposal Date were as follows:

| | HK\$'000 |
|---|----------|
| Net liabilities disposed of: | |
| Due to ultimate holding company | (23) |
| Net liabilities of the Fast Excel Group | (23) |
| Portion attributable to the non-controlling interests of the Fast Excel Group | (11) |
| Less: Consideration of the Fast Excel Disposal | – |
| Gain on disposal of subsidiaries | (11) |

As the above changes in equity interests in the Fast Excel Group held by the Group did not result in a loss of control of in the Fast Excel Group and therefore, the gain on disposal of subsidiaries of approximately HK\$11,000 was directly recognised as an equity transaction in the consolidated statement of changes in equity.

38. CONTINGENT CONSIDERATION PAYABLE

As detailed in note 36 to the consolidated financial statements, as part of the acquisition of the additional interest in iTong, the Contingent Consideration Payable is payable, dependent on the achievement of the Profit Guarantee. In the event that the EBITDA of iTong is less than HK\$30,000,000, the Contingent Consideration Payable should be adjusted in accordance with the iTong 2nd S&P Agreement. In the opinion of the Directors, the fair value of the Contingent Consideration Payable as at 31 March 2020 was HK\$8,572,000, which was estimated by the Directors with reference to the audited EBITDA of iTong for the year ended 31 March 2020. Since the Directors considered that there was no material change in the EBITDA of iTong for the period from 19 February 2020 to 31 March 2020, there should have been no material change in the fair value of the Contingent Consideration Payable as at the date of Completion of the 2nd iTong Acquisition on 19 February 2020 which was thus considered to be HK\$8,572,000 (note 36).

Certain finance costs of approximately HK\$2,483,000 (note 36) incurred by iTong were borne by iTong Int'l and was deducted in the Contingent Consideration Payable as at 31 March 2020.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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39. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases certain of its office properties under operating lease arrangements. Lease for properties are negotiated for terms ranging from 1 to 3 years.

At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating lease falling due as follows:

| | 2019 HK\$'000 |
|----------------------|------------------|
| Within one year | 375 |
| 2–5 years, inclusive | 91 |
| | <u>466</u> |

40. CAPITAL COMMITMENTS

In addition to the operating lease commitments detailed in note 39 above, the Group had the following capital commitments at the end of the reporting period:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Contracted, but not provided for: | | |
| Capital contribution payable to a non-wholly owned subsidiary | – | 5,500 |
| | <u>–</u> | <u>5,500</u> |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

41. RELATED PARTIES TRANSACTIONS

- (a) In addition to the balances and transactions detailed elsewhere in these consolidated financial statements. The Group had the following transactions with a related party during the year:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|----------------------------------|------------------|------------------|
| Construction income from Fortune | 87,451 | 73,769 |

- (b) Compensation of key management personnel of the Group:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Short term employee benefits | 3,688 | 3,326 |
| Post-employment benefits | – | – |
| Equity-settled share option expenses | – | – |
| Total compensation paid to key management personnel | 3,688 | 3,326 |

Further details of Directors' and the chief executive's emoluments are included in notes 8 and 9 to the consolidated financial statements.

The number of Directors, chief executive and key management personnel of the Group, whose remuneration/compensation fell within the following bands is as follows:

| | Number of Directors, chief executive and key management personnel | |
|----------------------|---|------|
| | 2020 | 2019 |
| Nil to HK\$1,000,000 | 9 | 8 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

42. NOTES TO THE STATEMENT OF CASH FLOWS

(a) Major non-cash transaction

As detailed in note 22 to the consolidated financial statements, the Group excluded the Leased Assets from the property, plant and equipment and recognised as finance lease receivable without cash transaction.

(b) Changes in liabilities arising from financing activities

| | Lease liabilities HK\$'000 | Interest-bearing bank and other borrowings HK\$'000 | Total HK\$'000 |
|--|----------------------------------|--|-------------------|
| At 1 April 2018 | – | – | – |
| Increase in interest-bearing bank and other borrowings through acquisition of a subsidiary | – | 54,820 | 54,820 |
| Interest expenses for the year | – | 1,712 | 1,712 |
| | – | 56,532 | 56,532 |
| Changes from financing cash flows: | | | |
| — Inception of interest-bearing bank and other borrowings | – | 2,723 | 2,723 |
| — Repayment of interest-bearing bank and other borrowings | – | (11,083) | (11,083) |
| — Interest paid | – | (1,712) | (1,712) |
| | – | (10,072) | (10,072) |
| At 31 March 2019 and 1 April 2019 | – | 46,460 | 46,460 |
| Effect on adoption of HKFRS 16 (note 2.2(a)) | 346 | – | 346 |
| At 1 April 2019 (restated) | 346 | 46,460 | 46,806 |
| Changes from financing cash flows: | | | |
| — Repayment of interest-bearing bank and other borrowings | – | (22,173) | (22,173) |
| — Interest paid | – | (1,696) | (1,696) |
| — Capital element of lease rentals paid | (478) | – | (478) |
| — Interest element of lease rentals paid | (28) | – | (28) |
| | (506) | (23,869) | (24,375) |
| New lease | 443 | – | 443 |
| Accretion of interest recognised during the year | 28 | 1,696 | 1,724 |
| — Exchange realignment | (20) | – | (20) |
| | 451 | 1,696 | 2,147 |
| At 31 March 2020 | 291 | 24,287 | 24,578 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

43. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 March 2020

Financial assets

| | Financial assets at fair value through profit or loss HK\$'000 | Financial assets at fair value through other comprehensive income HK\$'000 | Financial assets at amortised cost HK\$'000 | Total HK\$'000 |
|--|--|---|--|-------------------|
| Trade receivables | – | – | 43,394 | 43,394 |
| Loan and interest receivables | – | – | 91,327 | 91,327 |
| Financial assets included in prepayments, other receivables and other assets | – | – | 63,562 | 63,562 |
| Equity investments at fair value through profit or loss | 18,682 | – | – | 18,682 |
| Equity investment at fair value through other comprehensive income | – | 19,663 | – | 19,663 |
| Pledged bank deposits | – | – | 29,028 | 29,028 |
| Cash and bank balances | – | – | 135,985 | 135,985 |
| | 18,682 | 19,663 | 363,296 | 401,641 |

31 March 2019

Financial assets

| | Financial assets at fair value through profit or loss HK\$'000 | Financial assets at amortised cost HK\$'000 | Total HK\$'000 |
|---|--|--|-------------------|
| Trade receivables | – | 14,785 | 14,785 |
| Loans and interest receivables | – | 152,753 | 152,753 |
| Financial assets included in prepayments, other receivables and other assets | – | 109,639 | 109,639 |
| Equity investments at fair value through profit or loss | 68,341 | – | 68,341 |
| Pledged bank deposits | – | 19,229 | 19,229 |
| Cash and cash equivalents | – | 133,531 | 133,531 |
| | 68,341 | 429,937 | 498,278 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

43. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

31 March 2020

Financial liabilities

| | Financial liabilities at fair value through profit or loss HK\$'000 | Financial liabilities at amortised cost HK\$'000 | HK\$'000 |
|---|--|---|----------|
| Trade payables | – | 103,668 | 103,668 |
| Financial liabilities included in other payables and accruals | – | 8,556 | 8,556 |
| Interest-bearing bank and other borrowings | – | 24,287 | 24,287 |
| Contingent consideration payable | 6,089 | – | 6,089 |
| | 6,089 | 136,511 | 142,600 |

31 March 2019

Financial liabilities

| | Financial liabilities at amortised cost HK\$'000 |
|---|---|
| Trade payables | 17,590 |
| Financial liabilities included in other payables and accruals | 2,340 |
| Interest-bearing bank and other borrowings | 46,460 |
| | 66,390 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents and pledged bank deposits, financial assets included in prepayments, other receivables and other assets, trade receivables, loan and interest receivables, finance lease receivables and financial liabilities included other payables and accruals, trade payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value

| | Quoted prices in active markets (level 1) | | Significant observable inputs (level 2) | | Significant unobservable inputs (level 3) | | Total | |
|--|---|----------|---|----------|---|----------|----------|----------|
| | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Equity investments at fair value through profit or loss | 18,682 | 68,341 | - | - | - | - | 18,682 | 68,341 |
| Equity investment at fair value through other comprehensive income | - | - | - | - | 19,663 | - | 19,663 | - |

Liabilities measured at fair value

| | Quoted prices in active markets (level 1) | | Significant observable inputs (level 2) | | Significant unobservable inputs (level 3) | | Total | |
|--------------------------------------|---|----------|---|----------|---|----------|----------|----------|
| | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Contingent consideration payables | - | - | 8,572 | - | - | - | 8,572 | - |

Information about Level 3 fair value measurements is as follows:

| | Valuation technique | Significant unobservable input | Percentage |
|--|---------------------|---------------------------------------|------------|
| Equity investment at fair value through other comprehensive income | Asset approach | Discount for lack of marketability | 6.83% |
| | | Control premium | 14.09% |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

As at 31 March 2020, the fair value of unlisted equity investment at fair value through other comprehensive income was determined using asset approach adjusted by lack of marketability discount and control premium. The fair value measurement is negatively correlated to the discount for lack of marketability and control premium. As at 31 March 2020, it was estimated that with all other variables held constant, (i) a decrease/increase in discount for lack of marketability by 5% would have increased/decreased the Group's other comprehensive income by approximately HK\$1,055,000; and (ii) a decrease/increase in control premium by 5% would have increased/decreased the Group's other comprehensive income by approximately HK\$1,144,000.

The movements during the year in the consolidated statement of financial position of these Level 3 fair value measurements are as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| Unlisted financial assets at fair value through other comprehensive income: | | |
| At 1 April | – | – |
| Initial recognition | 20,715 | – |
| Changes in fair value recognised in other comprehensive income | (1,052) | – |
| At 31 March | 19,663 | – |

During the years ended 31 March 2020 and 2019, there was no transfer between financial instruments in Level 1 and Level 2, or transfer into or out of Level 3.

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise trade payables, other payables and accruals, interest-bearing bank and other borrowings and the Contingent Consideration Payable. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets such as trade receivables, loan and interest receivables, financial assets included in prepayments, other receivables and other assets and cash and cash equivalents and pledged bank deposits which arise directly from its operations.

The main risks arising from the Group's financial instruments are cash flow interest rate risk, foreign currency risk, credit risk and liquidity risk. The Directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk

The Group's exposure to the risks of changes in market interest rates primarily to the Group's bank overdrafts and bank loans with a floating interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate bank overdrafts and bank loans) and the Group's equity.

| | Increase/ (decrease) in basis points % | Increase/ (decrease) in loss before tax HK\$'000 | Increase/ (decrease) in equity HK\$'000 |
|----------|---|---|--|
| 2020 | | | |
| MOP loan | 1% | 243 | – |
| MOP loan | (1%) | (243) | – |
| 2019 | | | |
| MOP loan | 1% | 457 | – |
| MOP loan | (1%) | (457) | – |

Foreign currency risk

The Directors are of the opinion that almost all of the transactions of the Group and recognised financial assets and liabilities are denominated in HKD, United States Dollar ("USD"), Macau Pataca ("MOP") or Renminbi ("RMB") during the years ended 31 March 2020 and 2019. The Group currently does not have a foreign currency hedging policy. However, the management will monitor the foreign exchange exposure should the need arise.

During the year, the Group's foreign currency risk arising from MOP is not material as the exchange rate of HKD against USD, MOP is quite stable. The following table demonstrates the sensitivity as at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's loss before tax due to changes in the fair value of monetary assets and liabilities and the Group's equity.

| | Increase/ (decrease) in Exchange rate % | Increase/ (decrease) in loss before tax HK\$'000 | Increase/ (decrease) in equity HK\$'000 |
|---|--|--|--|
| 31 March 2020 | | | |
| If the Hong Kong weakens against RMB | (5) | (12) | – |
| If the Hong Kong dollar strengthens against the RMB | 5 | 12 | – |
| 31 March 2019 | | | |
| If the Hong Kong weakens against RMB | (5) | (15) | – |
| If the Hong Kong dollar strengthens against the RMB | 5 | 15 | – |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Credit risk

The Group's credit risk is primarily attributable to trade receivables, loan and interest receivables, prepayments, other receivables and other assets, contract assets and cash and bank balances and pledged bank deposits. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. The allowance for impairment has been made to reduce the exposure to the credit risk in relation to the receivables.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial assets.

As at 31 March 2020

| | 12-month | Lifetime ECLs | | Simplified approach | Total |
|---|----------|---------------|----------|---------------------|----------|
| | ECLs | Stage 2 | Stage 3 | | |
| | Stage 1 | Stage 2 | Stage 3 | | |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Trade receivables* | – | – | – | 47,944 | 47,944 |
| Contract assets* | – | – | – | 51,140 | 51,140 |
| Loans and interest receivables | 45,675 | 48,046 | 23,062 | – | 116,783 |
| Financial assets included in prepayments, other receivables and other assets | | | | | |
| — normal ** | 82,968 | – | – | – | 82,968 |
| Pledge bank deposits | | | | | |
| — Not yet past due | 29,028 | – | – | – | 29,028 |
| Cash and cash equivalents | | | | | |
| — Not yet past due | 135,985 | – | – | – | 135,985 |
| | 293,656 | 48,046 | 23,062 | 99,084 | 463,848 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Maximum exposure and year-end staging *(Continued)*

As at 31 March 2019

| | 12-month | Lifetime ECLs | | Simplified approach | Total |
|---|----------|---------------|----------|------------------------|----------|
| | ECLs | Stage 2 | Stage 3 | | |
| | Stage 1 | Stage 2 | Stage 3 | approach | Total |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Trade receivables* | – | – | – | 19,573 | 19,573 |
| Contract assets* | – | – | – | 22,489 | 22,489 |
| Loans and interest receivables | 68,085 | 67,160 | 23,061 | – | 158,306 |
| Financial assets included in prepayments, other receivables and other assets | | | | | |
| — normal ** | 114,092 | – | – | – | 114,092 |
| Pledge bank deposits | | | | | |
| — Not yet past due | 19,229 | – | – | – | 19,229 |
| Cash and cash equivalents | | | | | |
| — Not yet past due | 133,531 | – | – | – | 133,531 |
| | 334,937 | 67,160 | 23,061 | 42,062 | 467,220 |

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 19 and 21, respectively.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans or other interest-bearing loans.

The maturity profile of the financial liabilities of the Group at the end of each of the reporting period, based on the contractual undiscounted payments, is as follows:

31 March 2020

| | On demand or no fixed terms of repayment HK\$'000 | Less than 3 months HK\$'000 | 3 to less than 12 months HK\$'000 | 1 to 5 years HK\$'000 | Over 5 years HK\$'000 | Total HK\$'000 |
|--|---|-----------------------------------|--|-----------------------------|-----------------------------|-------------------|
| Trade payables | 103,668 | – | – | – | – | 103,668 |
| Other payables and accruals | 8,556 | – | – | – | – | 8,556 |
| Contract liabilities | 7,728 | – | – | – | – | 7,728 |
| Retention payables | – | – | – | 12,992 | – | 12,992 |
| Lease liabilities | – | 127 | 129 | 45 | – | 301 |
| Contingent consideration payable | – | – | 6,089 | – | – | 6,089 |
| Interest-bearing bank and other borrowings | 1,805 | 5,880 | 3,090 | 10,657 | 2,855 | 24,287 |
| | 121,757 | 6,007 | 9,308 | 23,694 | 2,855 | 163,621 |

31 March 2019

| | On demand or no fixed terms of repayment HK\$'000 | Less than 3 months HK\$'000 | 3 to less than 12 months HK\$'000 | 1 to 5 years HK\$'000 | Over 5 years HK\$'000 | Total HK\$'000 |
|--|---|-----------------------------------|--|-----------------------------|-----------------------------|-------------------|
| Trade payables | 17,590 | – | – | – | – | 17,590 |
| Other payables and accruals | 2,340 | – | – | – | – | 2,340 |
| Contract liabilities | 38,605 | – | – | – | – | 38,605 |
| Retention payables | – | – | – | 1,246 | – | 1,246 |
| Interest-bearing bank and other borrowings | 1,938 | 18,005 | 8,724 | 12,597 | 5,196 | 46,460 |
| | 60,473 | 18,005 | 8,724 | 13,843 | 5,196 | 106,241 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using a gearing ratio, which is net cash divided by the total capital plus net cash. Net cash includes trade payables, other payables and accruals, contract liabilities, retention payables, interest-bearing bank and other borrowings, contingent consideration payables less cash and cash equivalents and pledged bank deposits. Capital includes equity attributable to equity holders of the Company. The gearing ratios as at the end of reporting periods were as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|--|------------------|------------------|
| Trade payables | 103,668 | 17,590 |
| Other payables and accruals | 8,556 | 2,340 |
| Contract liabilities | 7,728 | 38,605 |
| Retention payables | 12,992 | 1,246 |
| Interest-bearing bank and other borrowings | 24,287 | 46,460 |
| Contingent consideration payables | 6,089 | – |
| Less: Cash and cash equivalents | (135,985) | (133,531) |
| Pledged bank deposits | (29,028) | (19,229) |
| Net cash | (1,693) | (46,519) |
| Total capital: | | |
| Equity attributable to equity holders | 343,237 | 444,797 |
| Capital and net cash | 341,544 | 398,278 |
| Gearing ratio | N/A | N/A |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

| | 2020 HK\$'000 | 2019 HK\$'000 |
|---|------------------|------------------|
| NON-CURRENT ASSETS | | |
| Investment in subsidiaries | 6,066 | 6,066 |
| Due from subsidiaries | 364,775 | 429,114 |
| Total non-current assets | 370,841 | 435,180 |
| CURRENT ASSETS | | |
| Prepayments, deposits and other receivables | 380 | 244 |
| Cash and cash equivalents | 2,964 | 7,695 |
| Total current assets | 3,344 | 7,939 |
| CURRENT LIABILITY | | |
| Other payables | 432 | 332 |
| Total current liability | 432 | 332 |
| NET CURRENT ASSETS | 2,912 | 7,607 |
| TOTAL ASSETS LESS CURRENT LIABILITY | 373,753 | 442,787 |
| NON-CURRENT LIABILITY | | |
| Due to subsidiaries | 38,937 | 36,692 |
| Total non-current liability | 38,937 | 36,692 |
| Net assets | 334,816 | 406,095 |
| EQUITY | | |
| Share capital | 19,800 | 19,800 |
| Reserves (<i>Note</i>) | 315,016 | 386,295 |
| Total equity | 334,816 | 406,095 |

Fung Kwok Kit
Chairman

Zhong Can
Director

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 March 2020

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

Note:

A summary of the Company's reserves is as follows:

| | Share premium HK\$'000 | Share option reserve HK\$'000 (note 33) | Accumulated losses HK\$'000 | Total HK\$'000 |
|--|------------------------------|---|-----------------------------------|-------------------|
| At 1 April 2018 | 485,679 | 27,926 | (122,287) | 391,318 |
| Loss for the year and total comprehensive income for the year | – | – | (5,023) | (5,023) |
| Transfer of share option reserve upon lapsing of share options | – | (10,613) | 10,613 | – |
| At 31 March 2019 and at 1 April 2019 | 485,679 | 17,313 | (116,697) | 386,295 |
| Loss for the year and total comprehensive income for the year | – | – | (71,279) | (71,279) |
| Transfer of share option reserve upon lapsing of share options | – | (2,233) | 2,233 | – |
| At 31 March 2020 | 485,679 | 15,080 | (185,743) | 315,016 |

47. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the consolidated financial statements, the Group adopted HKFRS 16 on 1 April 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the consolidated financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17 and related interpretations.

Certain comparative amounts have been reclassified and represented to conform with the current year's presentation.

48. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 4 September 2020.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated/reclassified as appropriate, is set out below.

| | Year ended 31 March | | | | |
|---|---------------------|------------------|------------------|------------------|------------------|
| | 2020 HK\$'000 | 2019 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 | 2016 HK\$'000 |
| RESULTS | | | | | |
| REVENUE | 222,980 | 96,803 | 18,583 | 23,437 | 64,999 |
| Cost of sales | (187,874) | (81,235) | (7,508) | (7,489) | (57,283) |
| Gross profit | 35,106 | 15,568 | 11,075 | 15,948 | 7,716 |
| Other income and gains | 2,465 | 504 | 32,508 | 5,568 | 307 |
| Fair value loss on equity investments at fair value through profit or loss | (49,659) | (3,701) | – | – | – |
| Impairment of trade receivables | – | (8) | (1,280) | – | – |
| Impairment of other receivables | (14,953) | – | (3,348) | – | – |
| Impairment of contract assets | (3,145) | (12) | – | – | – |
| Impairment of receivables for default guarantee payments and receivables from guarantee customers | – | – | – | (11,846) | – |
| Impairment of investment in associates | – | – | – | (181) | – |
| Impairment of amount due from associates | (865) | (1,302) | (1,240) | (79) | – |
| Impairment of loan and interest receivables | (19,902) | (1,013) | – | – | – |
| Impairment of property, plant and equipment | (1,921) | – | – | – | – |
| Equity-settled share option expenses | – | – | – | – | (70,377) |
| General and administrative expenses | (27,190) | (16,647) | (10,756) | (14,445) | (10,772) |
| Finance costs | (1,724) | (1,712) | – | – | – |
| PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS | (81,788) | (8,323) | 26,959 | (5,035) | (73,126) |
| Income tax expense | 152 | (2,298) | (1,310) | (8,589) | (547) |
| PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS | (81,636) | (10,621) | 25,649 | (13,624) | (73,673) |
| DISCONTINUED OPERATION | | | | | |
| Loss for the year from discontinued operation | – | (1,579) | (23,124) | – | – |
| Gain on disposal of subsidiaries | – | 13,702 | – | – | – |
| | – | 12,123 | (23,124) | – | – |
| PROFIT/(LOSS) FOR THE YEAR | (81,636) | 1,502 | 2,525 | (13,624) | (73,673) |
| Attributable to: | | | | | |
| Owners of the Company | (79,539) | 3,578 | 2,525 | (13,624) | (73,673) |
| Non-controlling interests | (2,097) | (2,076) | – | – | – |
| | (81,636) | 1,502 | 2,525 | (13,624) | (73,673) |

FIVE YEAR FINANCIAL SUMMARY

ASSETS AND LIABILITIES

| | 2020 | 2019 | 2018 | 2017 | 2016 |
|---------------------------|------------------|-----------|----------|----------|----------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| TOTAL ASSETS | 510,416 | 550,560 | 506,236 | 489,673 | 462,938 |
| TOTAL LIABILITIES | (167,327) | (107,681) | (51,089) | (43,465) | (3,423) |
| NON-CONTROLLING INTERESTS | 148 | 1,918 | – | – | – |
| | 343,237 | 444,797 | 455,147 | 446,208 | 459,515 |